





Proposed Merger with Sabana REIT (the "Merger")

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This presentation shall be read in conjunction with ESR-REIT's results announcements for the half year ended 30 June 2020.

#### **Important Notice**

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This presentation should be read in conjunction with the joint announcement released by Sabana REIT and ESR-REIT on 16 July 2020 (in relation to the proposed merger of ESR-REIT and Sabana REIT) (the "Joint Announcement") as well as the announcement released by ESR-REIT on 16 July 2020 (in relation to the proposed merger of ESR-REIT and Sabana REIT) (together with the Joint Announcement, the "Announcements"). A copy of each of the Announcements is available on http://www.sgx.com.

The presentation is qualified in its entirety by, and should be read in conjunction with, the full text of the Announcements. In the event of any inconsistency or conflict between the Announcements and the information contained in this presentation, the Announcements shall prevail. All capitalised terms not defined in this presentation shall have the meaning ascribed to them in the Announcements.



# Transaction Overview



# **Key Benefits of the Merger**

### **Greater Scale, Deeper Presence**



**DPU and NAV Accretive to ESR-REIT Unitholders** 





**Enhances Diversification and Resilience of the Enlarged REIT Platform** 





100% Pure-Play Singapore REIT with Operational Synergies, Organic Portfolio Growth and Optimisation Potential





### **Size Does Matter:**

Larger Market Capitalisation and Free Float with Potential Inclusion in Key Indices Leads to More Competitive Costs of Capital



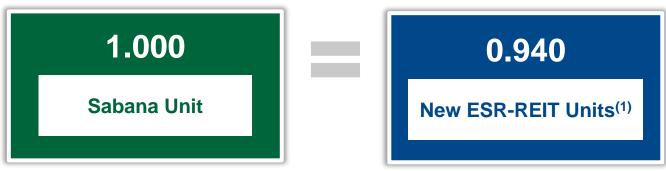


Leveraging ESR Group and ESR-REIT's Operating Platform for Sustainable Growth



### **Scheme Consideration**

The Scheme Consideration payable to the Sabana Unitholders, which will be satisfied in full by way of issuance of new ESR-REIT Units, is based on a gross exchange ratio of 0.940x



### For illustrative purposes:

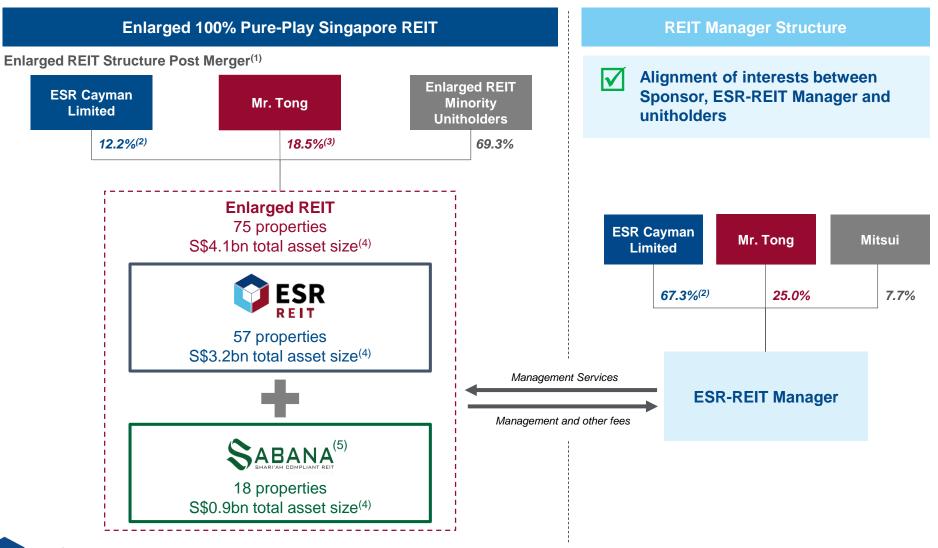
Assuming an **issue price of S\$0.401** (based on the 1-month VWAP of ESR-REIT Units)<sup>(2)</sup> and the **gross exchange ratio of 0.940x**, the **implied Scheme Consideration is S\$0.377 per Sabana Unit** 

ESR-REIT and Sabana Unitholders will continue to receive permitted distributions up to the day immediately before the Effective Date of the Scheme<sup>(3)(4)</sup>

Notes: (1) No fractions of a Consideration Unit will be allotted and issued and fractional entitlements shall be disregarded in the calculation of Consideration Units to be allotted and issued to any Sabana Unitholder pursuant to the Scheme. (2) Illustrative issue price based on 1-month VWAP with reference to the 30-calendar day period from 10 June 2020 up to and including 9 July 2020. (3) Sabana REIT Manager is permitted to announce, declare, pay or make distributions to the Sabana Unitholders in the ordinary course of business, excluding (a) the sale proceeds of real properties; and (b) gains from the disposals of investment properties prior to the date of the Joint Announcement, in respect of the period from 1 January 2020 up to the day immediately before the Effective Date (including any clean-up distribution in respect of the period from the day following the latest completed financial half-year of Sabana REIT preceding the Effective Date for which a distribution has been made, up to the day immediately before the Effective Date of the unpaid distribution income that has been announced and retained by the ESR-REIT Manager in respect of the period from 1 January 2020 to 31 March 2020; and (ii) in the ordinary course of business, excluding (a) the sale proceeds of real properties; and (b) gains from the disposals of investment properties prior to the date of the Joint Announcement, in respect of the period from 1 April 2020 up to the day immediately before the Effective Date (including any clean-up distribution has been made, up to the day immediately before the Effective Date).



# Sabana REIT will become a wholly-owned sub-trust of ESR-REIT





# **Key Benefits of the Merger**





# Value Accretive for ESR-REIT Unitholders

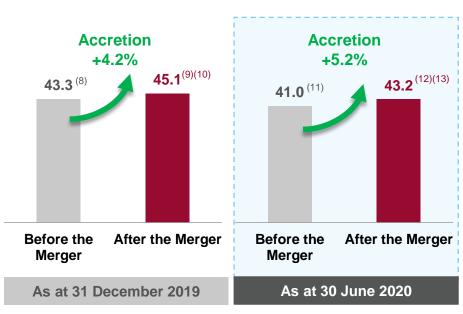
The Merger is expected to be DPU and NAV per unit accretive to ESR-REIT Unitholders on a pro forma basis

### FOR ILLUSTRATIVE PURPOSES ONLY - NOT A FORWARD LOOKING PROJECTION

### Distribution per Unit (Singapore Cents)(1)

### Accretion Accretion +3.1% +3.5% **3.637**<sup>(3)</sup> **2.812**<sup>(5)(6)(7)</sup> 3.529<sup>(2)</sup> **2.718** (4)(5) Before the After the Merger Before the After the Merger Merger Merger 1H2020 Annualised FY2019

### **NAV per Unit (Singapore Cents)**



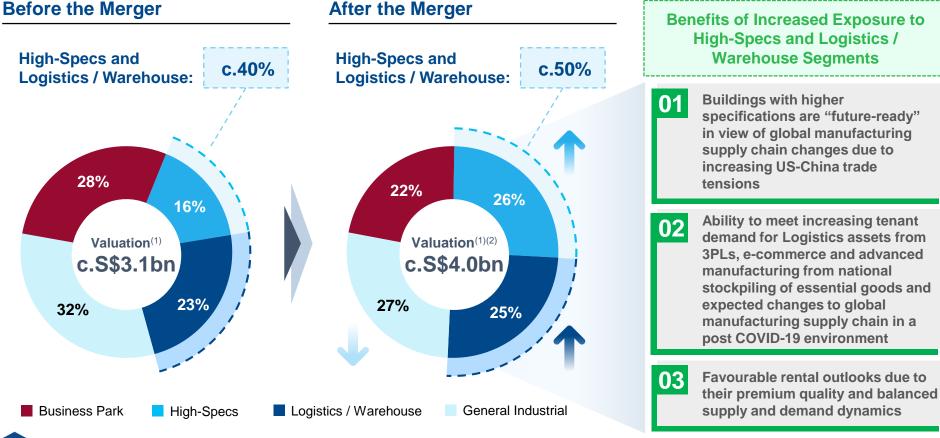
Notes: (1) Assumes that the Merger had been completed on 1 January 2019. (2) Based on 3,300.3m applicable number of ESR-REIT Units for the period of 1 January 2019 to 31 December 2019. Excludes capital gains paid. (3) Based on 4,316.8m applicable number of ESR-REIT Units after the Merger for the period of 1 January 2020 to 30 June 2020. (5) Assumes ESR-REIT does not retain distributable income of \$\$7.0 million and distributes 100% of its total distributable income of \$\$47.8 million for the half year ended 30 June 2020. (6) Based on 4,533.3m applicable number of ESR-REIT Units after the Merger for the period of 1 January 2020 to 30 June 2020. (7) Assumes Sabana REIT does not retain distributable income of \$\$1.1 million for the half year ended 30 June 2020. (8) Based on 3,487.3m ESR-REIT Units in issue after the Merger as at 31 December 2019. (9) Based on 4,497.9m ESR-REIT Units in issue after the Merger as at 31 December 2019. (10) Assumes that the Merger had been completed on 31 December 2019. (11) Based on 3,530.9m ESR-REIT Units in issue as at 30 June 2020. (13) Assumes that the Merger had been completed on 30 June 2020.





# Enhances Diversification and Resilience of the Enlarged REIT Platform: Increased Exposure to High-Specs and Logistics Segments

Enhanced diversification of assets across 4 segments with more than half of the Enlarged REIT's portfolio consisting "future-ready" High-Specs properties and resilient Logistics / Warehouse assets, reducing older / dated General Industrial assets exposure to below 30%







### **Enhances Diversification and Resilience of the Enlarged REIT Platform:**

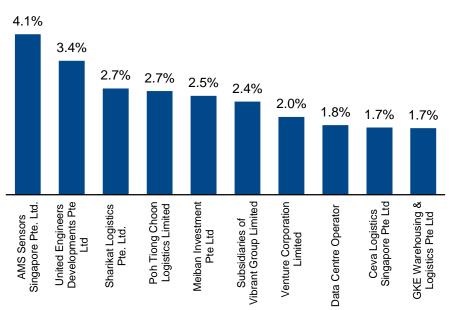
### **Addition of New Tenants Reduce Concentration Risk**

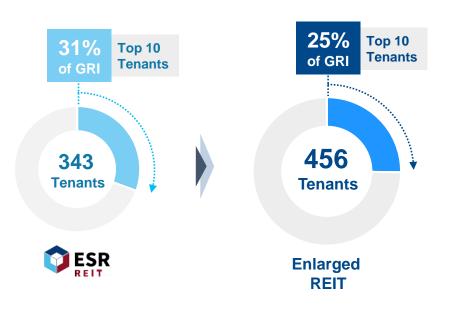
Increased diversification across number and types of tenants improves the stickiness of the Enlarged REIT's overall tenant base with top 10 tenants accounting for 25% of the Enlarged REIT's gross rental income after the Merger

Top 10 Tenants' Contribution to GRI Decreases to 25%<sup>(1)</sup>, With No Single Tenant Accounting For More Than 4.1% of the Enlarged REIT's GRI

### Top 10 Enlarged REIT Tenants by Rental Income<sup>(2)</sup>

### **Reduced Contribution by Top 10 Tenants**<sup>(2)</sup>







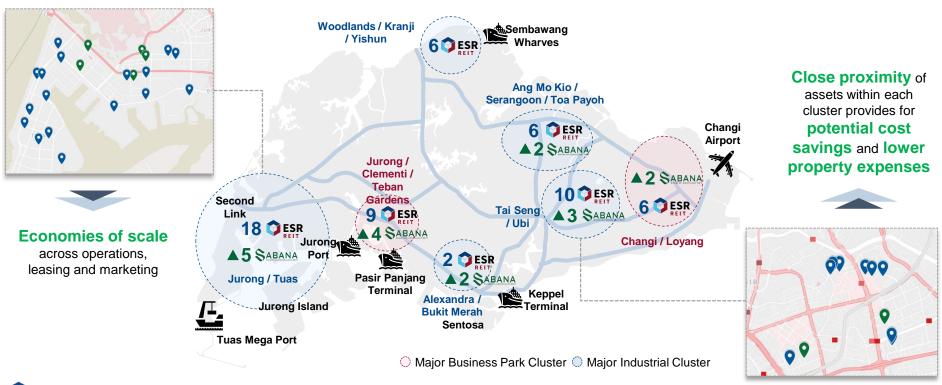


### 100% Pure-Play Singapore REIT Post-Merger:

### **Deepens Singapore Presence in Key Industrial Clusters**

Sabana REIT assets are strategically located in key industrial classes across Singapore, enhancing ESR-REIT's current island-wide portfolio network

The Enlarged REIT will have a portfolio of 75 properties, which represents a 31.6% increase in the number of properties



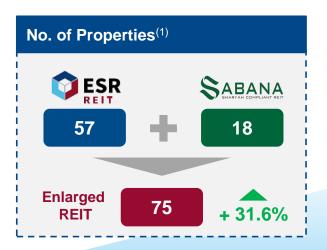


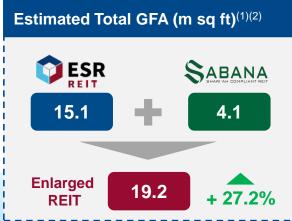


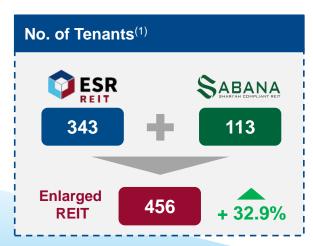
### 100% Pure-Play Singapore REIT Post-Merger:

### **Operational Synergies and Portfolio Optimisation Potential**

# Increased size and scale will bring about opportunities for operational synergies and portfolio optimisation potential







- Leveraging existing ESR-REIT and the ESR Group's marketing, leasing and asset management platform to extract economies of scale across operations
- Further potential cost savings for tenants arising from integration and optimisation of property management services arising from the close proximity of assets within each cluster
- Stronger bargaining power with service providers and tenants





GFA (m sq ft)

### 100% Pure-Play Singapore REIT Post-Merger:

### **Organic AEI Growth Opportunities to Realise Unutilised GFA**

### Enhances potential returns and lowers risks of value-adding AEIs and/or redevelopments

- ☑ Exposure to larger tenant base helps identify optimal use for unutilised GFA and reduce leasing risks
- ✓ Access to lower cost of capital to enhance returns on AEIs<sup>(1)</sup> and/or redevelopments
- ☑ Enlarged asset base improves flexibility to undertake AEIs without adversely affecting earnings performance

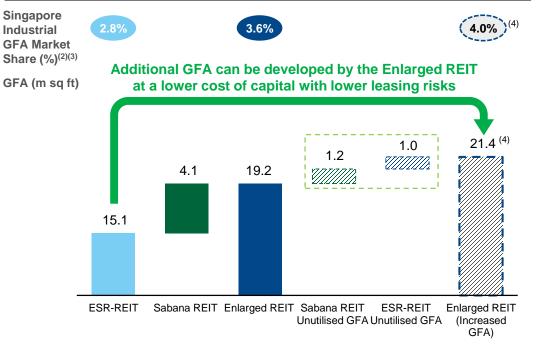
### Realisation of Sabana REIT Unutilised GFA

# 29.3% potential increase in GFA 1.2m sq ft unutilised 4.1 GFA

Potential to realise

unutilised GFA

### Up to 2.2m sq ft of Additional GFA from Unutilised Plot Ratio





SABANA

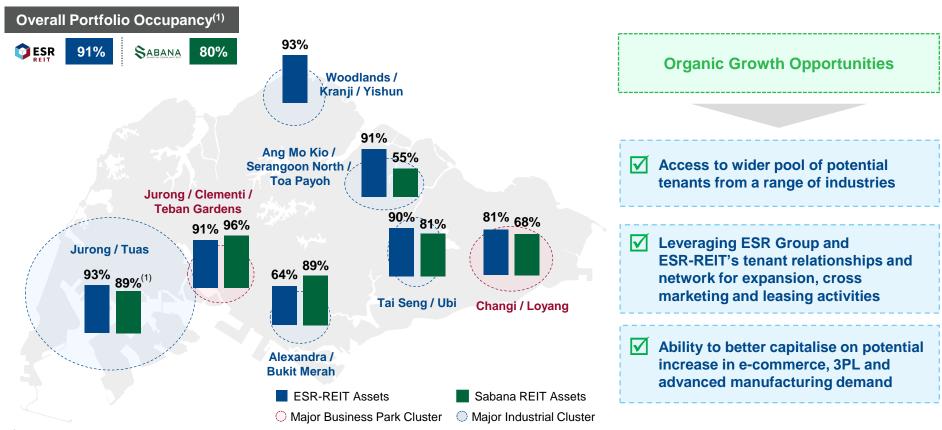


### 100% Pure-Play Singapore REIT Post-Merger:

# **Lease–Up Opportunities For Organic Growth**

# Being part of the Enlarged REIT provides the ability to leverage ESR-REIT and ESR Group's platform to enhance leasing opportunities

Occupancy Rates by Key Clusters<sup>(1)(2)</sup>





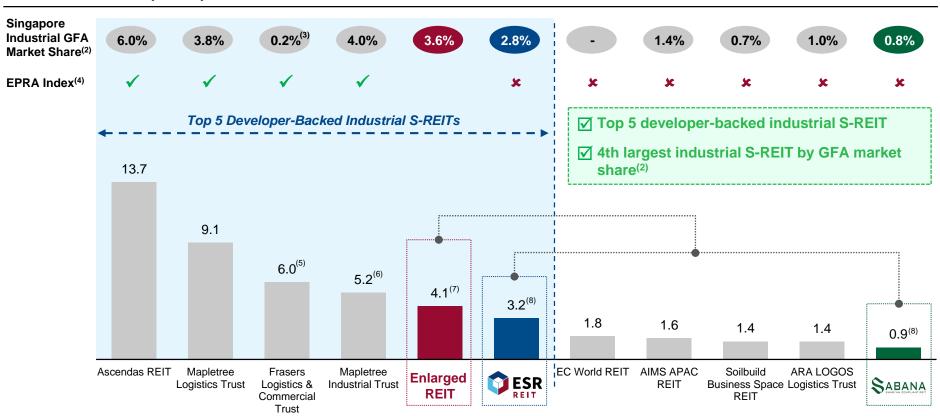


### **Size Does Matter:**

### Solidifies Position amongst Top 5 Industrial S-REITs

The Enlarged REIT is expected to solidify its position amongst the top 5 industrial S-REITs, backed by a strong developer-sponsor, with a combined asset size of c.S\$4.1bn

### Total Asset Size (S\$bn)(1)





Top 5 Developer-Backed Industrial S-REITs



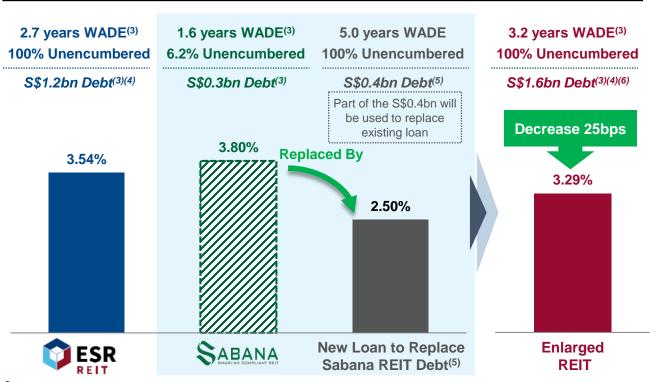
### Size Does Matter:

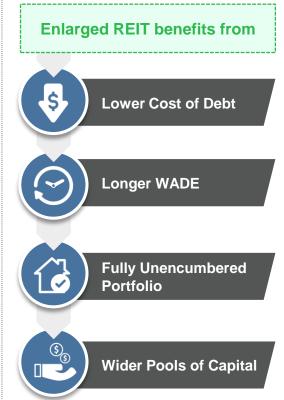
### Larger Size Leads to More Competitive Costs of Capital

The Enlarged REIT is expected to have a lower cost of debt, longer WADE<sup>(1)</sup> and access to wider pools of capital while retaining balance sheet flexibility with a fully unencumbered portfolio

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### Pro Forma Cost of Debt(2)



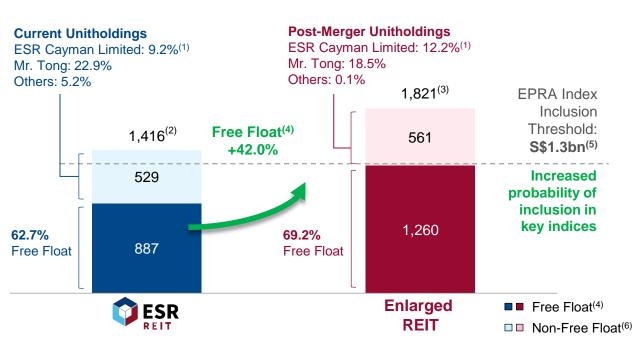


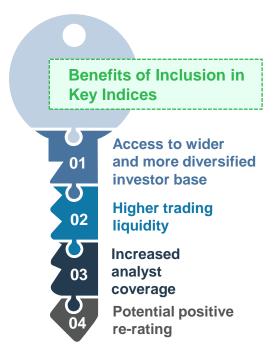


# Size Does Matter: Potential Inclusion in Key Indices

Increased probability of inclusion in key indices, which offers benefits of a wider and more diversified investor base, higher trading liquidity, increased analyst coverage and potential positive re-rating

### Free Float and Market Capitalisation (S\$m)





Notes: (1) Including direct interests and/or deemed interests through holding entities. (2) Based on approximately 3,530.9m ESR-REIT Units in issue as at 30 Jun 2020 and the illustrative issue price of \$\$0.401 per ESR-REIT Unit, where it is based on 1-month VWAP with reference to the 30-calendar day period from 10 June 2020 up to and including 9 July 2020. (3) Includes the issuance of approximately 989.9m new ESR-REIT Units as the Scheme Consideration and 20.7m new ESR-REIT Units paid as manager acquisition fee for the Merger at the illustrative issue price of \$\$0.401 per ESR-REIT Units held by the Sponsor, Mr. Tong, the ESR-REIT Manager, the directors of the ESR-REIT Manager, other substantial unitholders, their respective associates, and in respect of the Enlarged REIT post-Merger, also excludes ESR-REIT Units that would be held by the Sponsor, Mr. Tong, the ESR-REIT Manager, other substantial unitholders, their respective associates, and in respect of the ESR-REIT Units that would be held by the Sponsor, Mr. Tong, the ESR-REIT Manager, other substantial unitholders, their respective associates, and in respect of the ESR-REIT Units held by the Sponsor, Mr. Tong, the ESR-REIT Manager, other substantial unitholders, their respective associates, and in respect of the ESR-REIT Manager, other substantial unitholders, their respective associates, and in respect of the ESR-REIT Manager, other substantial unitholders, their respective associates, and in respect of the ESR-REIT Manager, other substantial unitholders, their respective associates, and in respect of the ESR-REIT Manager, other substantial unitholders, their respective associates, and in respect of the ESR-REIT Manager, other substantial unitholders, their respective associates, and in respect of the ESR-REIT Manager, other substantial unitholders, their respective associates, and in respect of the ESR-REIT Manager, other substantial unitholders, their respective associates, and in respect of the ESR-REIT Manager, other substantial unitholders, their resp





# Leveraging ESR Group's Operating Platform to Improve Growth Prospects

Enlarged REIT can better leverage ESR Group's operating platform, footprint and network to create a leading Pan-Asian industrial REIT

### **ESR Group's Operating Platform and Capabilities**

Largest APAC focused logistics real estate platform

>US\$22bn AuM<sup>(1)</sup> Largest development pipeline in APAC >17m sq m GFA(1)

### **Strong Demonstrated Support of ESR-REIT**

- Since its entry as the sponsor of ESR-REIT in 2017, the ESR Group has transformed ESR-REIT into a large developer-backed S-REIT
  - Doubled ESR-REIT's portfolio GFA
  - Rejuvenated portfolio to be focused on higher segment of the industrial value chain, including High-Specs assets
- As the Sponsor, ESR Group has provided strong capital support and financial commitment to ESR-REIT via backstop in preferential offerings and acquisition of Viva Industrial Trust Management Pte. Ltd. to facilitate merger of ESR-REIT with Viva Industrial Trust

# **ESR Group's Regional Presence** 1 China 2 South Korea **Japan** India 5 Singapore Australia ESR-REIT has "first look" on more than US\$22bn of **ESR Group's portfolio** of assets in an increasingly scarce environment for quality logistics assets





# **Approvals Required for ESR-REIT**

### **Approvals Required**

#### Requirements

**Merger** (Ordinary Resolution)

- More than 50% of the total number of votes cast<sup>(1)</sup>
- ESR Cayman Limited, Mr. Tong, Mitsui and their respective associates are required to abstain from voting

Issuance of ESR-REIT Units in Consideration for the Merger (Ordinary Resolution)

- More than 50% of the total number of votes cast<sup>(1)</sup>
- ESR Cayman Limited, Mr. Tong, Mitsui and their respective associates are required to abstain from voting

### The above Ordinary Resolutions are inter-conditional



# **Approvals Required for Sabana REIT**

### **Approvals Required**

### Requirements

Amendment of the Sabana REIT Trust Deed ("Trust Deed Amendments Resolution ")

Not less than 75% of total number of votes cast<sup>(1)</sup>

Approval for the Scheme ("Scheme Resolution")

- More than 50% in number representing not less than 75% in value of Sabana Unitholders<sup>(1)</sup>
- ESR-REIT Manager, its concert parties as well as the common substantial ESR-REIT Unitholders
   / Sabana Unitholders, including Mr. Tong, Wealthy Fountain Holdings Inc, e-Shang Infinity
   Cayman Limited and ESR Cayman Limited, will abstain from voting
- The Sabana Manager will abstain from voting on the Scheme pursuant to Rule 748(5) of the Listing Manual

**Court Approval** 

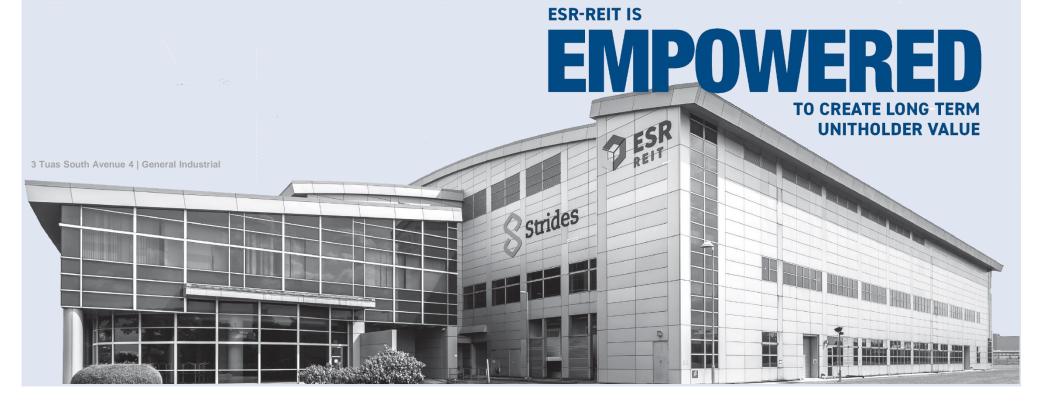
■ The Scheme will require the order of Court for (1) the convening of the Scheme Meeting and (2) the sanction / approval of the Scheme (if approved at the Scheme Meeting)

The Trust Deed Amendments Resolution is not conditional on the Scheme Resolution being passed, but the Scheme Resolution is contingent upon the approval of the Trust Deed Amendments

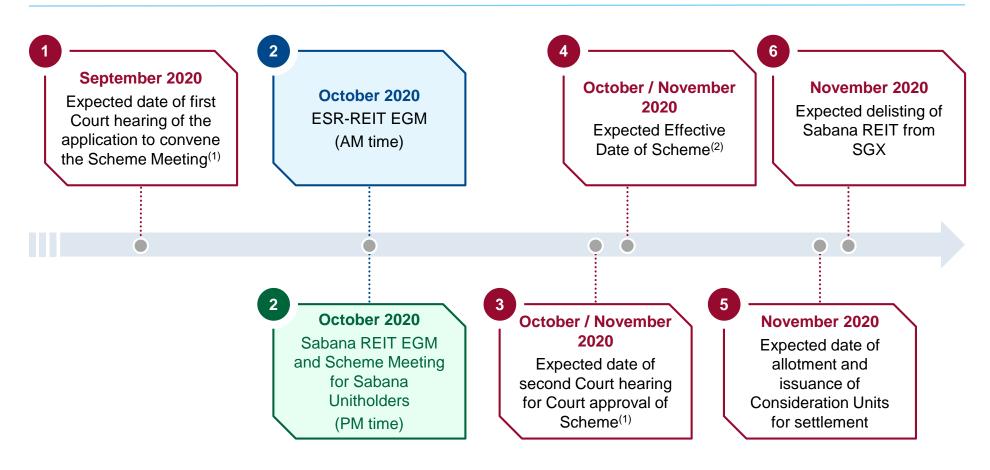
Resolution



# **Indicative Timeline**



# **Expected Indicative Timeline**



Please note that the above timeline is indicative only and may be subject to change. Please refer to future announcement(s) by ESR-REIT and/or Sabana REIT for the exact dates of these events.

### The Merger is expected to be completed by the 4<sup>th</sup> quarter of 2020



# Summary of Key Takeaways for the Merger

### **Greater Scale, Deeper Presence**



**DPU and NAV Accretive to ESR-REIT Unitholders** 





**Enhances Diversification and Resilience of the Enlarged REIT Platform** 





100% Pure-Play Singapore REIT with Operational Synergies, Organic Portfolio Growth and Optimisation Potential





### **Size Does Matter:**

Larger Market Capitalisation and Free Float with Potential Inclusion in Key
 Indices Leads to More Competitive Costs of Capital

Proposed Merger by way of a Scheme<sup>(1)</sup>



Leveraging ESR Group and ESR-REIT's Operating Platform for Sustainable Growth



# **Appendix**



# **Financing Considerations**

#### FOR ILLUSTRATIVE PURPOSES ONLY

### **Illustrative Uses**

# Total Acquisition Cost

- Approximately S\$777.4m comprising:
  - Implied Scheme Consideration of approximately S\$396.9m
  - Refinancing of Sabana REIT's total borrowings and related interest rate swaps of approximately \$\$295.0m and upfront land premium of approximately \$\$58.6m
  - Acquisition fee payable in ESR-REIT Units to the ESR-REIT Manager for the Merger which is estimated to be approximately S\$8.3m
  - The estimated professional and other fees and expenses of approximately S\$18.6m

### **Illustrative Sources**

# Consideration Units

- Approximately S\$396.9m
  - Based on approximately 989.9m new ESR-REIT Units issued at an illustrative issue price of \$\$0.401 per ESR-REIT Unit<sup>(1)</sup>

#### **New Debt**

- Approximately S\$372.2m including:
  - Refinancing of Sabana REIT's total borrowings and related interest rate swaps of approximately S\$295.0m
  - Debt taken to fund upfront land premium of approximately S\$58.6m
  - Debt taken to fund professional and other fees and expenses
  - 100% unsecured

# Acquisition Fee in Units

Approximately 20.7m ESR-REIT Units will be allotted and issued to the ESR-REIT Manager as an acquisition fee for the Merger based on an illustrative issue price of \$\$0.401 per ESR-REIT Unit<sup>(1)</sup>



### Sabana REIT – Portfolio Overview



 Valuation (S\$m):
 323.4

 Occupancy Rate (%):
 71

 GFA (sq ft):
 832,373

 Land Lease Expiry (Year):
 2055



 Valuation (S\$m):
 54.0

 Occupancy Rate (%):
 86

 GFA (sq ft):
 161,815

 Land Lease Expiry (Year):
 2059



 Valuation (S\$m):
 22.0

 Occupancy Rate (%):
 92

 GFA (sq ft):
 73,928

 Land Lease Expiry (Year):
 2060



 Valuation (S\$m):
 8.5

 Occupancy Rate (%):

 GFA (sq ft):
 160,361

 Land Lease Expiry (Year):
 2047



 Valuation (S\$m):
 31.0

 Occupancy Rate (%):
 38

 GFA (sq ft):
 159,384

 Land Lease Expiry (Year):
 2056



 Valuation (S\$m):
 63.8

 Occupancy Rate (%):
 98

 GFA (sq ft):
 319,718

 Land Lease Expiry (Year):
 2060



 Valuation (S\$m):
 43.2

 Occupancy Rate (%):
 100

 GFA (sq ft):
 286,192

 Land Lease Expiry (Year):
 2049



 Valuation (S\$m):
 20.0

 Occupancy Rate (%):
 100

 GFA (sq ft):
 132,878

 Land Lease Expiry (Year):
 2038



 Valuation (S\$m):
 33.7

 Occupancy Rate (%):
 85

 GFA (sq ft):
 414,270

 Land Lease Expiry (Year):
 2032



# Sabana REIT – Portfolio Overview (Cont'd)



 Valuation (S\$m):
 35.6

 Occupancy Rate (%):
 100

 GFA (sq ft):
 246,376

 Land Lease Expiry (Year):
 2054



Valuation (S\$m): 24.7

Occupancy Rate (%): 100

GFA (sq ft): 149,166

Land Lease Expiry (Year): 2053



Valuation (S\$m): 34.7

Occupancy Rate (%): 56

GFA (sq ft): 217,899

Land Lease Expiry (Year): 2047



 Valuation (S\$m):
 30.0

 Occupancy Rate (%):
 98

 GFA (sq ft):
 181,705

 Land Lease Expiry (Year):
 2056



 Valuation (S\$m):
 36.0

 Occupancy Rate (%):
 37

 GFA (sq ft):
 238,862

 Land Lease Expiry (Year):
 2051



 Valuation (S\$m):
 16.8

 Occupancy Rate (%):
 74

 GFA (sq ft):
 158,907

 Land Lease Expiry (Year):
 2041



 Valuation (S\$m):
 24.4

 Occupancy Rate (%):
 100

 GFA (sq ft):
 158,846

 Land Lease Expiry (Year):
 2056



 Valuation (S\$m):
 20.4

 Occupancy Rate (%):
 71

 GFA (sq ft):
 135,513

 Land Lease Expiry (Year):
 2051



Valuation (S\$m): 14.7

Occupancy Rate (%): 100

GFA (sq ft): 99,575

Land Lease Expiry (Year): 2054



### **Investor and Media Contacts**

### **Primary Investor Contact**

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