

# Frasers Logistics and Industrial Trust

*Proposed Merger with Frasers Commercial Trust and  
Proposed Acquisition of the Remaining 50% Interest in Farnborough Business Park*



# Important Notice

Certain statements in this Presentation constitute “forward-looking statements”, including forward-looking financial information. Such forward-looking statement and financial information involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of Frasers Logistics and Industrial Trust (“**FLT**”) or Frasers Logistics and Industrial Asset Management Pte. Ltd. (the “**FLT Manager**”), or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements and financial information. Such forward-looking statements and financial information are based on numerous assumptions regarding the FLT Manager’s present and future business strategies and the environment in which FLT or the FLT Manager will operate in the future. Because these statements and financial information reflect the FLT Manager’s current views concerning future events, these statements and financial information necessarily involve risks, uncertainties and assumptions. Actual future performance could differ materially from these forward-looking statements and financial information.

The FLT Manager expressly disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statement or financial information contained in this Presentation to reflect any change in the FLT Manager’s expectations with regard thereto or any change in events, conditions or circumstances on which any such statement or information is based, subject to compliance with all applicable laws and regulations and/or the rules of the SGX-ST and/or any other regulatory or supervisory body or agency.

The value of units in FLT (“**FLT Units**”) and the income derived from them, if any, may fall or rise. FLT Units are not obligations of, deposits in, or guaranteed by, the FLT Manager or any of its affiliates. An investment in FLT Units is subject to investment risks, including the possible loss of the principal amount invested. Investors should note that they have no right to request the FLT Manager to redeem their FLT Units while the FLT Units are listed. It is intended that Unitholders may only deal in their FLT Units through trading on the Singapore Exchange Securities Trading Limited (“**SGX-ST**”). Listing of the FLT Units on the SGX-ST does not guarantee a liquid market for the FLT Units.

This document is for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for the FLT Units. The past performance of FLT and the FLT Manager is not necessarily indicative of the future performance of FLT and the FLT Manager.

This Presentation contains certain information with respect to the trade sectors of FLT’s tenants. The FLT Manager has determined the trade sectors in which FLT’s tenants are primarily involved based on the FLT Manager’s general understanding of the business activities conducted by such tenants. The Manager’s knowledge of the business activities of FLT’s tenants is necessarily limited and such tenants may conduct business activities that are in addition to, or different from, those shown herein.

This Presentation includes market and industry data and forecast that have been obtained from internal survey, reports and studies, where appropriate, as well as market research, publicly available information and industry publications. Industry publications, surveys and forecasts generally state that the information they contain has been obtained from sources believed to be reliable, but there can be no assurance as to the accuracy or completeness of such included information. While the FLT Manager has taken reasonable steps to ensure that the information is extracted accurately and in its proper context, the FLT Manager has not independently verified any of the data from third party sources or ascertained the underlying economic assumptions relied upon therein.

The directors of the FLT Manager (including those who may have delegated detailed supervision of this Presentation) have taken all reasonable care to ensure that the facts stated and opinions expressed in this Presentation which relate to FLT and/or the FLT Manager (excluding information relating to Frasers Commercial Trust (“**FCOT**”) and/or Frasers Commercial Asset Management Ltd. (the “**FCOT Manager**”)) are fair and accurate and that there are no other material facts not contained in this Presentation, the omission of which would make any statement in this Presentation misleading. The directors of the FLT Manager jointly and severally accept responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from FCOT and/or the FCOT Manager, the sole responsibility of the directors of the FLT Manager has been to ensure through reasonable enquiries that such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this Presentation. The directors of the FLT Manager do not accept any responsibility for any information relating to FCOT and/or the FCOT Manager.

This Presentation is qualified in its entirety by, and should be read in conjunction with, the circular issued by FLT to its unitholders on 14 February 2020 (the “**Circular**”). A copy of the Circular is available on <http://www.sgx.com>. In the event of any inconsistency or conflict between the Circular and the information contained in this Presentation, the Circular shall prevail.

This Advertisement has not been reviewed by the Monetary Authority of Singapore.

# What are the Proposed Transactions?

1

## Proposed merger (the “Proposed Merger”) of FLT and FCOT

- On 2 Dec 2019, the FLT Manager and FCOT Manager issued a joint announcement on the Proposed Merger by way of a trust scheme of arrangement (“**Trust Scheme**”)
- The consideration payable to unitholders of FCOT (“**FCOT Unitholders**”) is:
- The Scheme Consideration will be satisfied by:

Implied Gross Exchange Ratio: **1.355x<sup>(3)</sup>**

**S\$1.680<sup>(1)(2)</sup>**  
 (“**Scheme Consideration**”)  
 per FCOT unit (“**FCOT Unit**”)

### A Cash Consideration

**S\$0.151 in cash<sup>(4)</sup>** per FCOT Unit

### B Consideration Units

**1.233 new FLT Units<sup>(5)</sup>** per FCOT Unit

2

## Proposed acquisition of a 50% Interest in Farnborough Business Park (“FBP”) (the “Proposed Asset Acquisition”)

- Subject to the completion of the Proposed Merger, FLT will subsequently acquire, through FCOT, the remaining 50% interest in FBP through FCOT to hold 100% of the interest in FBP, resulting in the creation of the enlarged REIT (the “**Enlarged REIT**”)
- The Proposed Asset Acquisition will be 100% debt funded and is expected to be distribution per unit (“**DPU**”) accretive

1. Based on (i) an implied gross exchange ratio of 1.355x and (ii) issue price of S\$1.240 per FLT Unit.  
2. FLT Manager and FCOT Manager shall be entitled to announce, declare, pay or make distributions in the ordinary course of business in respect of the period from 1 October 2019 up to the day immediately before the effective date of the Trust Scheme (the “**Permitted Distributions**”) without any adjustment to the Scheme Consideration.  
3. By way of illustration, a FCOT Unitholder will receive S\$15.10 in cash and 123 FLT Units for every 100 FCOT Units held by it as at the Books Closure Date<sup>(6)</sup>.  
4. The aggregate Cash Consideration to be paid to each FCOT Unitholder shall be rounded to the nearest S\$0.01.  
5. The number of new FLT Units (Consideration Units) which each FCOT Unitholder will be entitled to pursuant to the Trust Scheme, based on the FCOT Units held by such FCOT Unitholder as at the Books Closure Date<sup>(5)</sup>, will be rounded down to the nearest whole number, and fractional entitlements shall be disregarded in the calculation of the aggregate Consideration Units to be issued to any FCOT Unitholder pursuant to the Trust Scheme.  
6. “**Books Closure Date**” means the date to be announced (before the Effective Date) by the FCOT Manager on which the Transfer Books and the Register of FCOT Unitholders of FCOT will be closed in order to determine the entitlements of the FCOT Unitholders in respect of the Trust Scheme.

# Who is Frasers Commercial Trust?

**S\$2,226 mil**

FCOT Portfolio Value<sup>(1)</sup>

**95.2%**

Committed  
Occupancy Rate<sup>(2)</sup>

**4.7 years**

WALE<sup>(3)</sup>

**>320k sqm**

Lettable Area

**29.0%**

Gearing<sup>(4)</sup>



China Square  
Central<sup>(5)</sup>



357 Collins  
Street



Central  
Park



Caroline Chisholm  
Centre



Alexandra  
Technopark



Farnborough  
Business Park

| Sector                        | Central Business District ("CBD") Commercial |            |                  | Office and Business Parks |            |                  |
|-------------------------------|--|------------|------------------|---------------------------|------------|------------------|
| Country                       |  |            |                  |                           |            |                  |
| Ownership                     | 100%   | 100%       | 50%              | 100%                      | 100%       | 50%              |
| Lettable Area (sqm)           | 36,252                                       | 31,930     | 66,225           | 40,244                    | 95,939     | 51,006           |
| Committed Occupancy Rate      | 90.8%  | 97.9%      | 83.0%            | 100.0%                    | 97.2%      | 99.1%            |
| Property Value <sup>(1)</sup> | S\$648 mil                                   | S\$305 mil | S\$289 mil (50%) | S\$228 mil                | S\$606 mil | S\$151 mil (50%) |
| WALE                          | 3.7 years                                    | 3.6 years  | 7.9 years        | 5.5 years                 | 3.5 years  | 6.6 years        |

Note: Unless stated otherwise, FCOT's portfolio metrics are as per the financial quarter ended 31 December 2019 ("1QFY20").

1. Based on the appraised portfolio value of the FCOT Portfolio or, as the case may be, each FCOT property, as at 30 September 2019.

2. Based on lettable area (including committed leases, if any).

3. "WALE" refers to the weighted average lease expiry based on gross rental income ("GRI") as at 31 December 2019 (including committed leases and excluding vacancy, lease incentives and retail turnover rents, if any).

4. Based on FCOT's results for the financial quarter ended 31 December 2019 ("1QFY20").

5. 18, 20 and 22 Cross Street have been renamed as "Cross Street Exchange" on 1 January 2020.

# Tell me more about the FBP Acquisition

The Proposed Asset Acquisition is expected to be DPU accretive

|   |  |   |  |
|---|--|---|--|
| <b>Acquisition Structure</b>                  | <ul style="list-style-type: none"> <li>Proposed acquisition of the remaining 50% freehold interest in Farnborough Business Park, a high quality business park of 14 commercial buildings located in the United Kingdom (the "UK")</li> <li>Proposed Asset Acquisition will be conditional on approval and completion of the Proposed Merger</li> </ul> | <b>46.5</b><br><b>Hectares of Freehold Land</b> | <b>51,006 sqm</b><br><b>Lettable Area</b>                            |
| <b>Agreed Property Value<sup>(1)</sup></b>    | £90.5 mil (approximately S\$158.4 mil)   | <b>6.6 years</b><br><b>WALE<sup>(4)</sup></b>   | <b>99.1%</b><br><b>Occupancy Rate by Lettable Area<sup>(5)</sup></b> |
| <b>Property Appraised Value<sup>(2)</sup></b> | £91.3 mil (approximately S\$159.8 mil) <ul style="list-style-type: none"> <li>Agreed Property Value is a 0.9% discount to Property Appraised Value</li> </ul>  | <b>Award Winning Business Park</b>              | <b>c. 18,000 sqm of Development Potential<sup>(6)</sup></b>          |
| <b>Purchase Consideration</b>                 | £90.1 mil (approximately S\$157.7 mil) <sup>(3)</sup>  |   |  |
| <b>Proposed Funding</b>                       | 100% debt funded   |   |  |

Note: An exchange rate of £1 : S\$1.75 is adopted for the Proposed Asset Acquisition.

- Negotiated and taken into account the two independent valuations conducted by Knight Frank LLP ("KF") and BNP Paribas Real Estate Advisory & Property Management UK Limited ("BNPP") (the "Independent Valuers") as at 30 November 2019 (the "Agreed Property Value").
- Being the higher of the two independent valuations conducted by the Independent Valuers, as at 30 November 2019.
- Being the sum of (a) the estimated consideration for the Sale Share being the net asset value ("NAV") of £45.5 million (approximately S\$79.6 million) which is subject to adjustment post-Asset Acquisition Completion, and (b) the Loan Consideration of £44.6 million (approximately S\$78.1 million)
- Based on GRI as at 31 December 2019 (including committed leases and excluding vacancy, lease incentives and retail turnover rents, if any).
- Based on lettable area (including committed leases, if any) as at 31 December 2019.
- Based on planning permission granted.

# What will the Enlarged REIT Look Like?

## Flagship Portfolio of Commercial and Industrial Assets

### Broadened Investment Mandate

Comprising CBD Commercial, Office and Business Parks, Logistics and Industrial

### Synergistic Ecosystem

Opportunity to create a global customer network

### Full Spectrum of Commercial and Differentiated Solutions

Offering end-to-end business solutions to customers to enhance retention

Access income streams across the economic value chain

### Key Figures of the Enlarged REIT

**\$5.9 bil**

Portfolio Value<sup>(1)</sup>

**99 properties**

Across 5 Countries

**2.6 mil sqm**

Total Space Under Management

**>\$5.0 bil**

Right of First Refusal ("ROFR") Pipeline

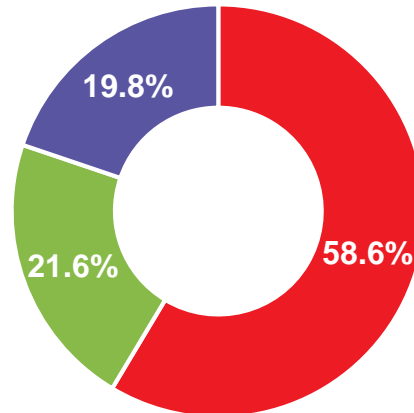
**5.7 years**

WALE<sup>(2)</sup>

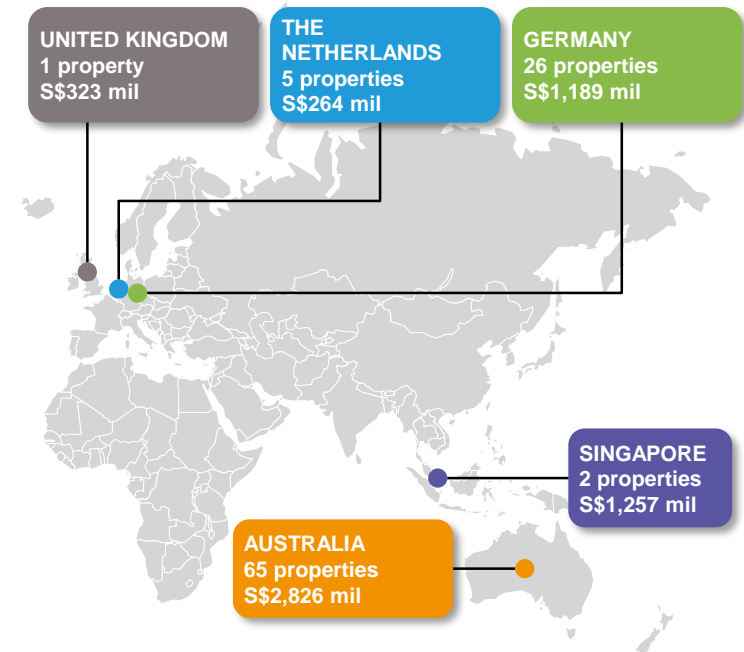
**99.5%**

Committed Occupancy Rate<sup>(3)</sup>

### Enlarged REIT's Portfolio



- Logistics & Industrial
- CBD Commercial
- Office and Business Parks



Note: All references to the portfolio of the Enlarged REIT in this Circular are as at 31 December 2019 save that it excludes 610 Heatherton Road, Clayton South, Victoria, Australia which was fully divested in January 2020. Exchange rates adopted for the Enlarged REIT are A\$1 : S\$0.9443; €1 : S\$1.5035 and £1 : S\$1.7841.

1. Based on book value of the Enlarged REIT as at 31 December 2019. Includes 100% interest in FBP, which is based on the Agreed Property Value.
2. Based on GRI as at 31 December 2019 (including committed leases and excluding vacancy, lease incentives and retail turnover rents, if any).
3. Based on lettable area (including committed leases, if any) as at 31 December 2019.

# How does the Proposed Merger benefit FLT Unitholders?



## 1 *DPU and NAV Accretive*

|  |  |
|--|--|
| <b>+2.2%</b><br>DPU Accretion<br>to FLT Unitholders <sup>(1)</sup> | <b>+9.5%</b><br>NAV Accretion<br>to FLT Unitholders <sup>(2)</sup> |
|--|--|



## 2 *Enhanced Scale Amongst the Top-10 Largest S-REITs*

|   |  |
|---|--|
| <b>#8</b><br>S-REIT Ranking by<br>Market Capitalisation | <b>#7</b><br>S-REIT Ranking by<br>Free Float |
|---|--|



## 3 *Enhanced Portfolio Quality and Diversification*

|  |  |
|--|--|
| <b>&lt; 60%</b><br>Single Sector<br>Exposure<br>(vs 100% previously) | <b>&lt; 50%</b><br>Single Geography<br>Exposure<br>(vs 57.7% previously) |
|--|--|



## 4 *Enhanced Growth Trajectory*

|  |  |
|--|--|
| <b>s\$830 mil</b><br>Enlarged Debt<br>Capacity | <b>&gt;s\$5.0 bil</b><br>ROFR Pipeline<br>from Sponsor |
|--|--|

1. Please refer to paragraph 8.1.1 of the Circular for the pro forma financial effects of the Proposed Merger and the Proposed Asset Acquisition on the amount available for distribution to FLT Unitholders and FLT's DPU for FY2019.

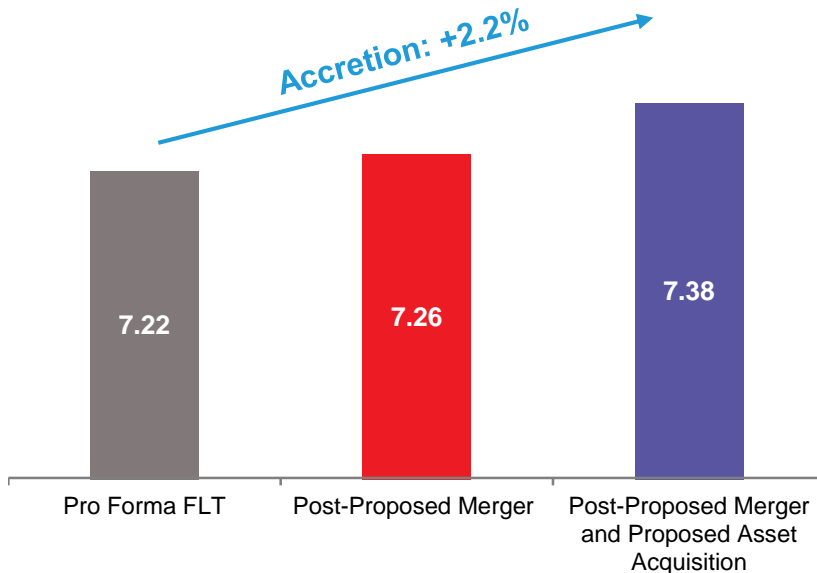
2. Please refer to paragraph 8.1.2 of the Circular for the pro forma financial effects of the Proposed Merger and the Proposed Asset Acquisition on the NAV per FLT Unit as at 30 September 2019.

# 1 DPU and NAV Accretive to FLT Unitholders

The Proposed Merger will be both DPU and NAV accretive to FLT Unitholders

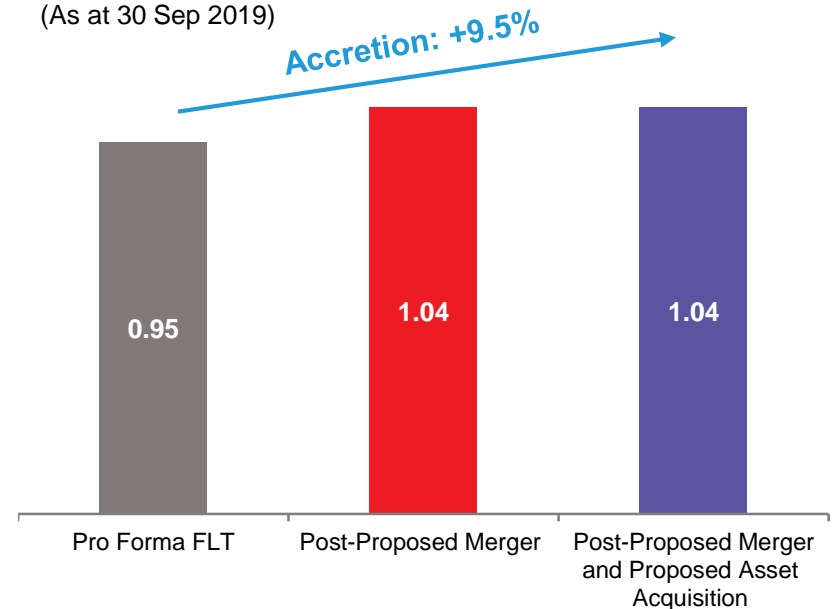
## FLT DPU Accretion on a Pro Forma Basis<sup>(1)</sup>

(S\$ cents)  
(FY19)



## FLT NAV Accretion on a Pro Forma Basis<sup>(2)</sup>

(S\$)  
(As at 30 Sep 2019)



Note: The pro forma financial effects of the Proposed Merger and the Proposed Asset Acquisition are strictly for illustrative purposes only and were prepared based on assumptions and bases as disclosed in paragraph 8.2 of the Letter to FLT Unitholders in the Circular.

1. Please refer to paragraph 8.1.1 of the Circular for the pro forma financial effects of the Proposed Merger and the Proposed Asset Acquisition on the amount available for distribution to FLT Unitholders and FLT's DPU for FY2019.
2. Please refer to paragraph 8.1.2 of the Circular for the pro forma financial effects of the Proposed Merger and the Proposed Asset Acquisition on the NAV per FLT Unit as at 30 September 2019.



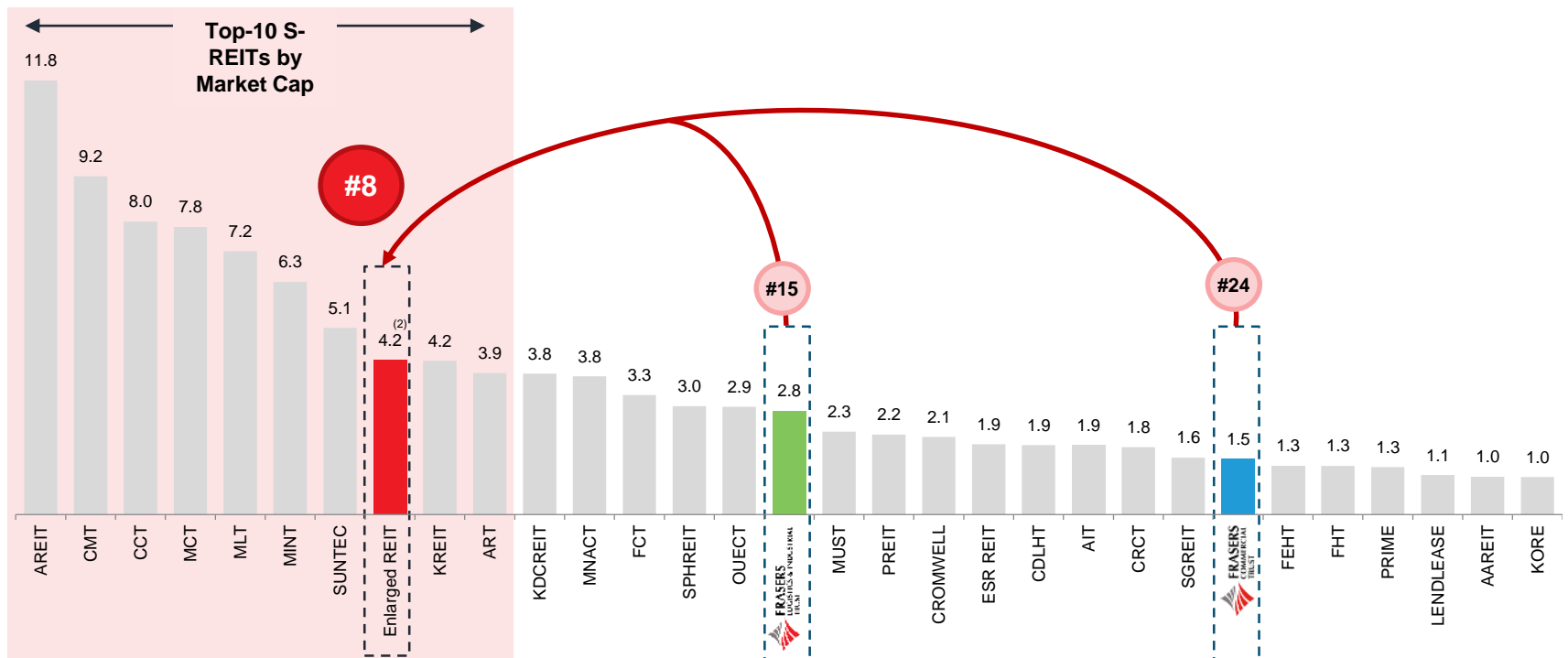
## 2 Creation of One of the Largest S-REITs

### Potential for Enlarged REIT to be amongst the Top-10 Largest S-REITs by Market Capitalisation

✓ Potential for positive re-rating – Lifted by a higher market capitalisation, enhanced free float and trading liquidity

✓ Potentially Higher Weightage in the FTSE EPRA/NAREIT Index – Addition of FCOT's float

#### S-REIT Ranking by Market Capitalisation (S\$ bil)<sup>(1)</sup>



Source: Bloomberg as at the Latest Practicable Date.

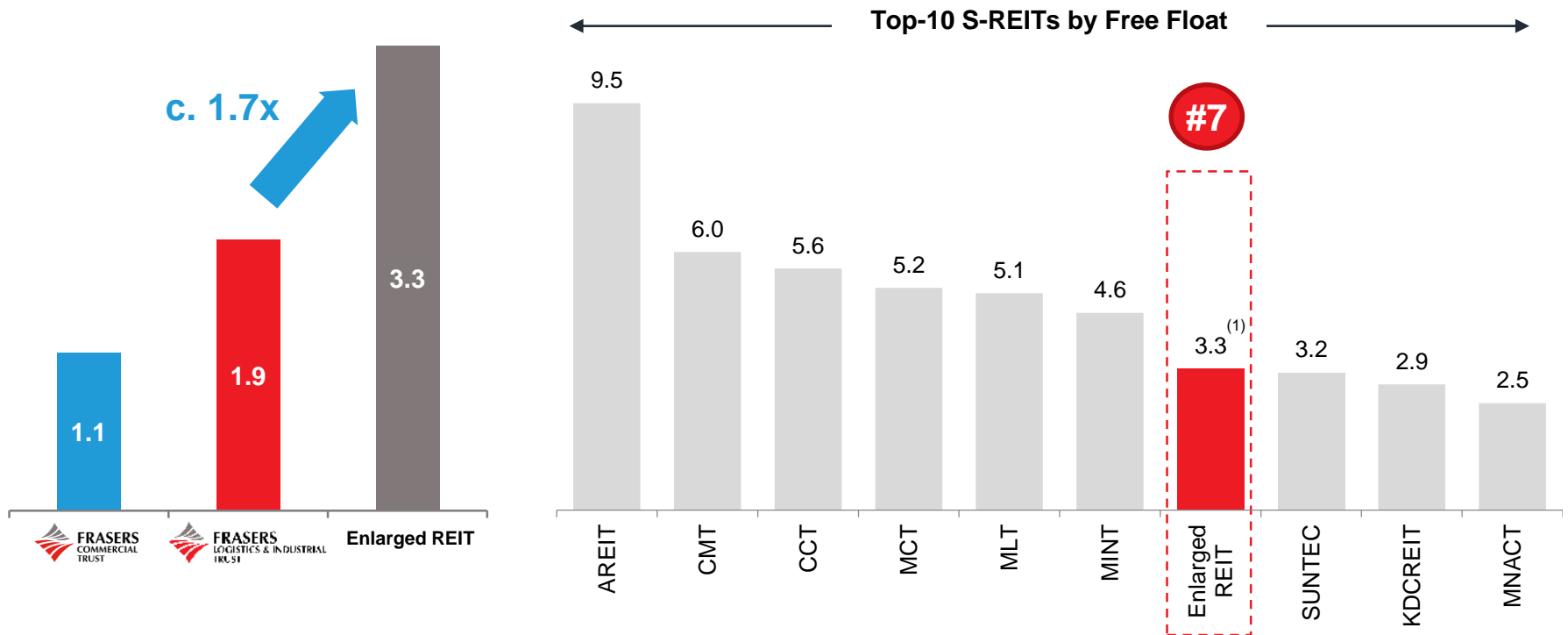
- The chart only includes S-REITs with primary listing on the SGX-ST and market capitalisation of at least S\$1.0 billion.
- Illustrative market capitalisation of Enlarged REIT calculated as (i) the sum of (a) the number of FLT units outstanding as at the Latest Practicable Date; (b) the number of FLT units to be issued to satisfy the portion of the Scheme Consideration in FLT Units; (c) the number of FLT Units to be issued as consideration for the Acquisition Fee for the Proposed Merger; and (d) the number of FLT Units to be issued as consideration for the Acquisition Fee for the Proposed Asset Acquisition, and (ii) multiplied by the issue price of S\$1.240 per FLT Unit.

## 2 Enhanced Free Float – Top-10 S-REIT by Free Float

Significant increase in free float to S\$3.3 bil<sup>(1)</sup> – Potential for higher trading liquidity and re-rating

Free Float (S\$ bil)<sup>(1)</sup>

S-REIT Free Float Ranking (S\$ bil)<sup>(2)</sup>

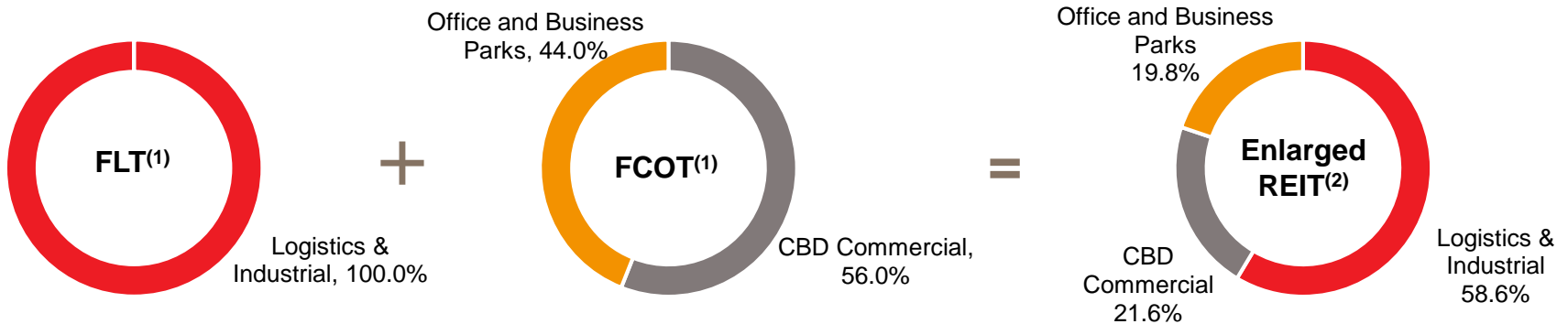


Source: Bloomberg as at the Latest Practicable Date.

- Excludes the stakes held by the Sponsor, the FLT Manager, the FCOT Manager, directors and chief executive officers of the FLT Manager and the FCOT Manager, substantial FLT Unitholders and substantial FCOT Unitholders and their respective associates based on information available to the FLT Manager and the FCOT Manager as at the Latest Practicable Date. FCOT's free float of S\$1.1 billion is computed based on FCOT's free float units as at the Last Trading Date of 679.0 million FCOT Units multiplied by FCOT's Last Traded Price of S\$1.67. The Enlarged REIT's free float of S\$3.3 billion (post-Proposed Merger and Proposed Asset Acquisition) is computed based on the Enlarged REIT's free float units of 2.7 billion multiplied by the issue price of S\$1.240 per unit.
- The chart only includes S-REITs with a primary listing on the SGX-ST.

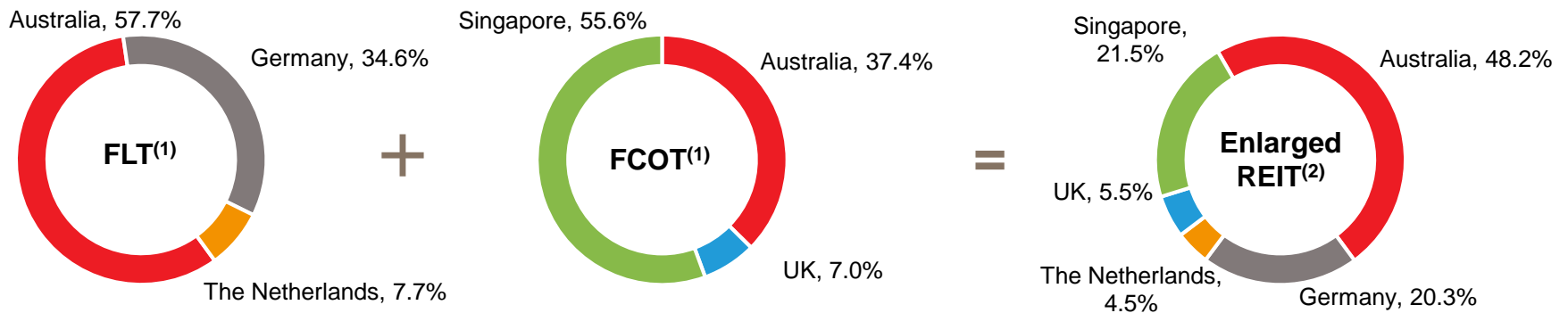
# 3 Enhanced Portfolio Quality and Diversification

## Portfolio Breakdown by Sector



**Enlarged REIT: No single sector represents >60% of portfolio (100.0% previously)**

## Portfolio Breakdown by Geography



**Enlarged REIT: No single geography represents >50% of portfolio (57.7% previously)**

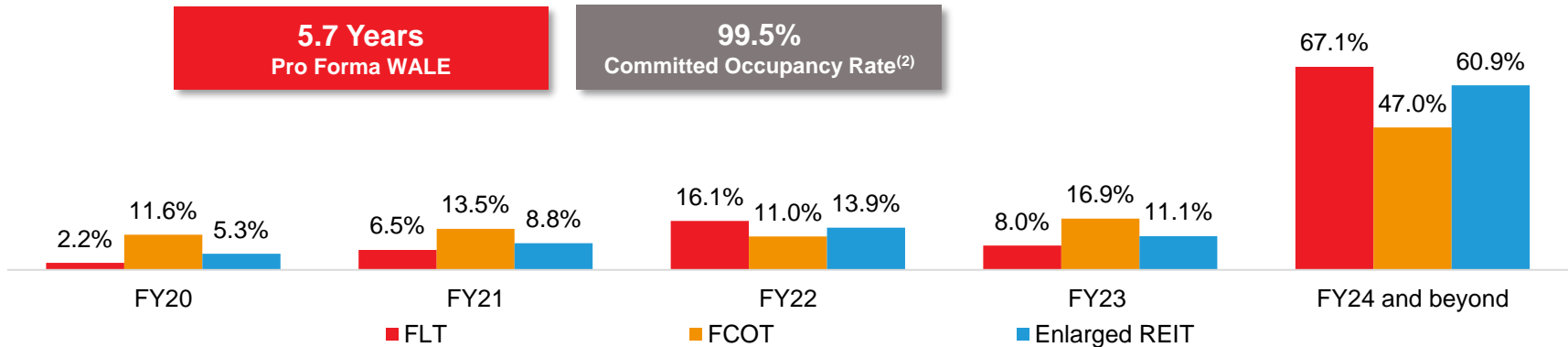
1. Based on book value as at 31 December 2019.

2. Based on book value of the Enlarged REIT as at 31 December 2019. Includes 100% interest in FBP, which is based on the Agreed Property Value at an exchange rate of £1: S\$1.7841.

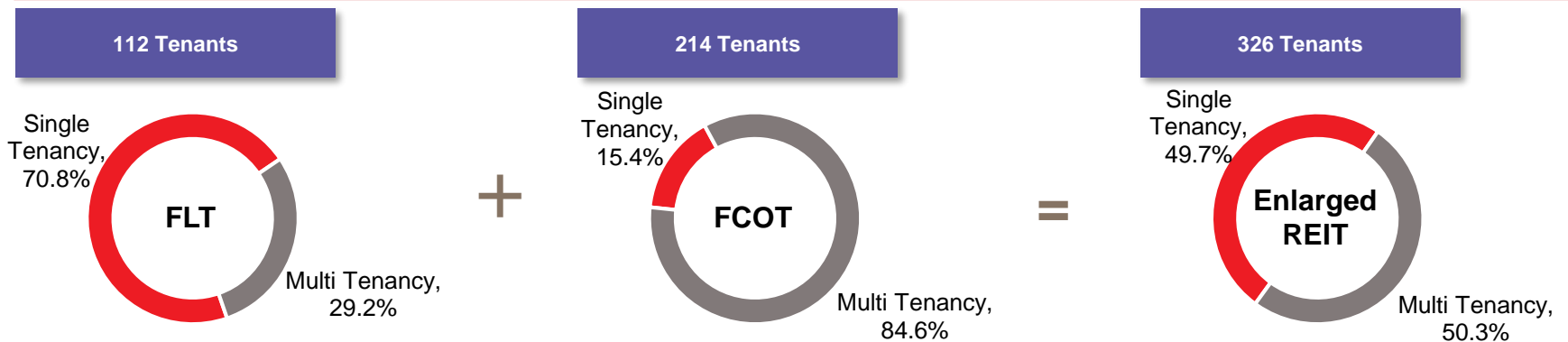
# 3 Enhanced Portfolio Quality and Diversification

**Resilient Portfolio with WALE of 5.7 years and Balance between Multi-tenancy and Single-tenancy Assets**

## Lease Expiry by GRI<sup>(1)</sup>



## Single Tenant vs. Multi-tenancy Assets by GRI<sup>(1)</sup>

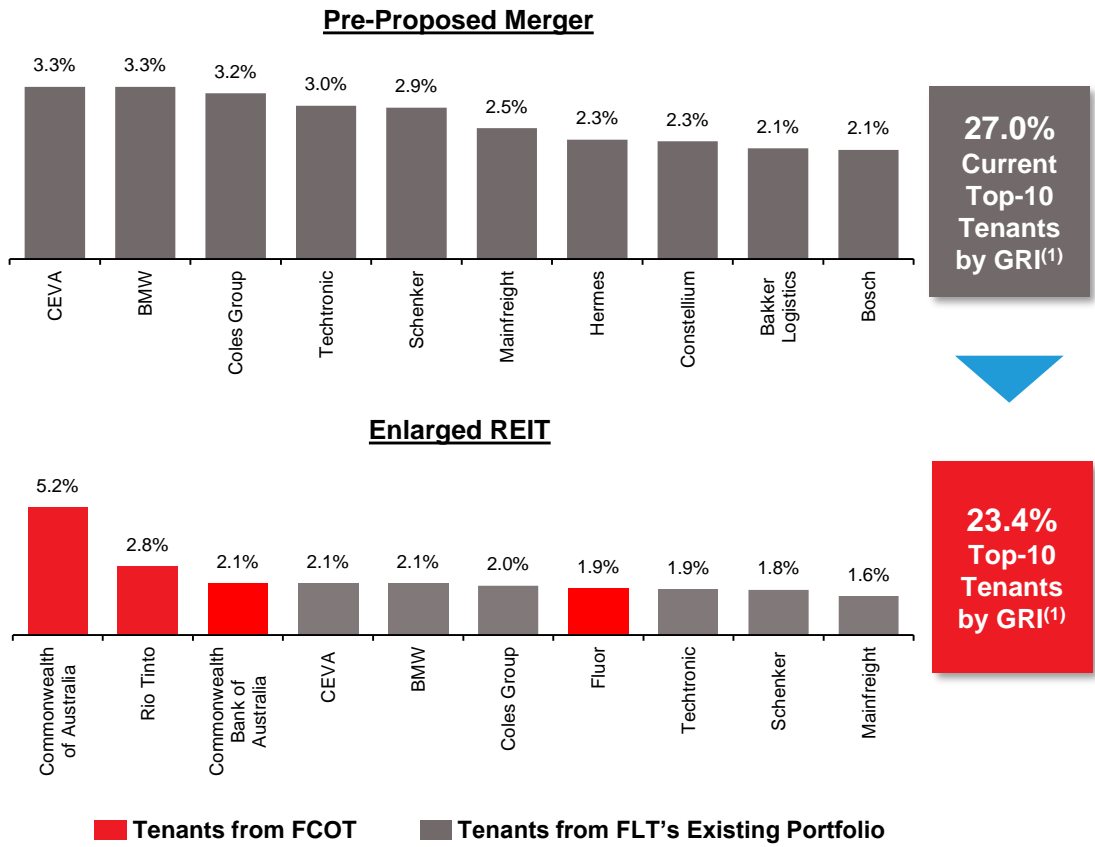


1. As at 31 December 2019 (excluding committed leases, vacancy, lease incentives and retail turnover rents, if any).  
 2. Based on lettable area (including committed leases, if any).

# 3 Enhanced Portfolio Quality and Diversification

## Addition of High-quality Tenants and Reduced Tenant Concentration

### Top-10 Tenants by GRI<sup>(1)</sup>



### Other Selected Key Tenants Post-Proposed Merger

|                         |                     |
|-------------------------|---------------------|
| Aetna                   | Amazon              |
| Berkley Insurance       | British Telecom     |
| DHL                     | DSV                 |
| Goodyear & Dunlop Tyres | Google Asia Pacific |
| Heinz                   | Inchcape Motors     |
| JustCo                  | Mazda               |
| Olympus                 | Omron               |
| Stanley Black & Decker  | Suntory             |
| Toll                    | Toshiba             |
| Unilever                | Volkswagen          |

1. As at 31 December 2019 (excluding vacancy, committed leases, lease incentives and retail turnover rents, if any).

# 4 Enhanced Growth Trajectory

## Enlarged Capital Base provides Enhanced Flexibility and Ability to Drive Long Term Growth

**Enlarged Capital Base:** Able to absorb larger transactions

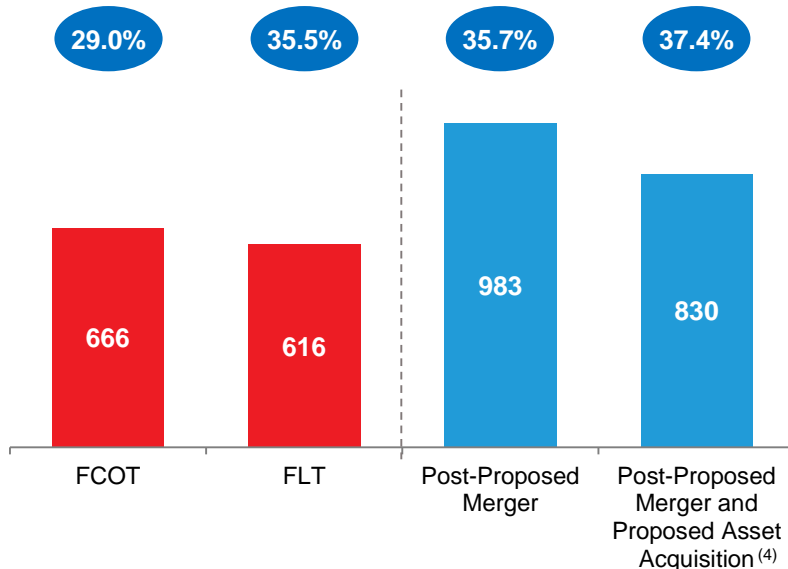
**Enhanced Agility:** Able to react quicker to potential investments

**Increased Flexibility:** Able to undertake asset enhancement initiatives (“AEIs”) and development projects of a larger scale

### Enlarged Debt Headroom<sup>(1)(2)</sup>

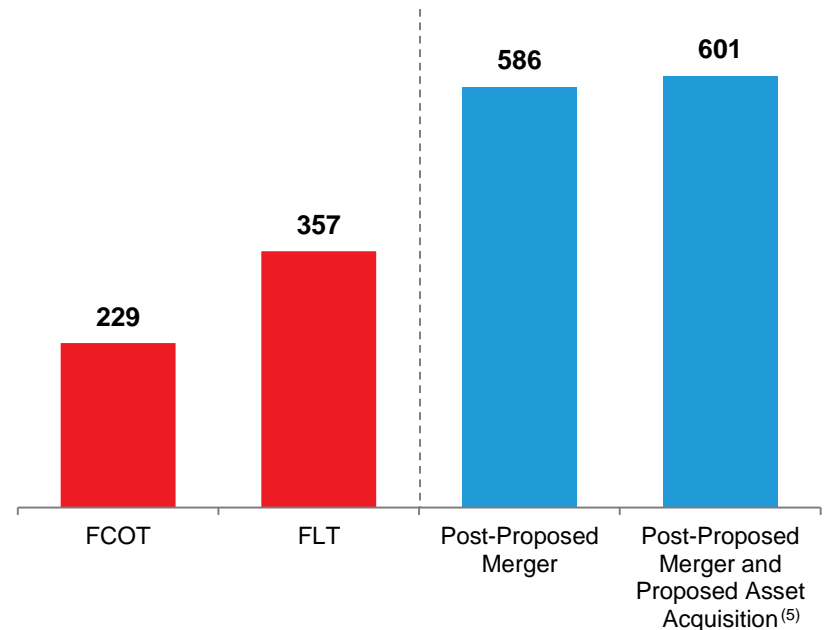
(S\$ mil)  
(As at 31 Dec 2019)

Gearing (%)



### AEIs and Development Headroom<sup>(2)(3)</sup>




(S\$ mil)  
(As at 31 Dec 2019)



1. Prior to reaching the 45.0% aggregate leverage regulatory limit under the Property Funds Appendix.
2. As at 31 December 2019 at an exchange rate of A\$1 : S\$0.9443.
3. Based on 10% of Deposited Property.
4. Assumes the estimated total cost of the Proposed Asset Acquisition (excluding the Acquisition Fee which is payable in FLT Units) is fully funded by debt.
5. Based on 100% interest in FBP at Agreed Property Value at an exchange rate of £1 : S\$1.7841.

## 4 Enhanced Growth Trajectory

The FCOT portfolio is well poised to benefit from embedded organic growth drivers arising from recent AEs and improving market conditions

| Property  | Key Tenants                 | AEI (S\$ mil)                                    | Committed Occupancy Rate <sup>(1)</sup> | Vacancy (sqm) | Details  |
|---|-----------------------------|--|---|---------------|--|
| <b>Alexandra Technopark</b><br>                | Google<br>Olympus           | <b>c. 40</b><br><i>(Completed Jan 2019)</i>      | <b>97.2%</b>                            | <b>2,672</b>  | <ul style="list-style-type: none"> <li>Repositioned as an integrated contemporary and vibrant business campus</li> <li>Secured Google as an anchor tenant for 31,968 sqm<sup>(2)</sup> commencing 1<sup>st</sup> quarter of 2020</li> <li>Recent signing rents are above the pre-AEI average passing rent<sup>(3)</sup></li> </ul> |
| <b>China Square Central<sup>(4)</sup></b><br> | GroupM<br>Suntory<br>JustCo | <b>c. 38</b><br><i>(Completed Nov 2019)</i>      | <b>90.8%</b>                            | <b>3,328</b>  | <ul style="list-style-type: none"> <li>Retail podium lettable area to potentially increase by 25% to 7,848 sqm</li> <li>Retail podium recommenced operations from November 2019</li> </ul>   |
| <b>Central Park</b><br>                      | Rio Tinto<br>Grant Thornton | <b>c. 23</b><br><i>(To complete in Jun 2020)</i> | <b>83.0%</b>                            | <b>11,273</b> | <ul style="list-style-type: none"> <li>Undergoing S\$23 mil AEI (FCOT's share: S\$11.5 mil) to upgrade lobby and forecourt areas</li> <li>Works commenced in 2<sup>nd</sup> quarter of 2019 and expected to complete in 3<sup>rd</sup> quarter of 2020</li> </ul>  |

1. Based on lettable area (including committed leases, if any).

2. Based on 344,100 square feet ("sq ft") converted at a rate of 1 sqm to 10.764 sq ft.

3. According to FCOT's FY19 Annual Report, Alexandra Technopark has "witnessed a general uplift in signing rents over the past 12 months or so, in many cases by as much as 10-15% or more above the average passing rent of the property as at the end of December 2018."

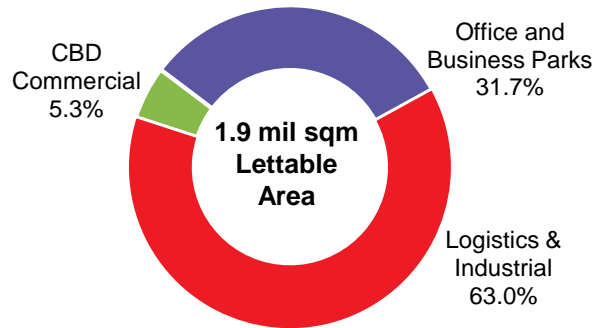
4. 18, 20 and 22 Cross Street have been renamed as "Cross Street Exchange" on 1 January 2020.

# 4 Enlarged ROFR Pipeline from Sponsor

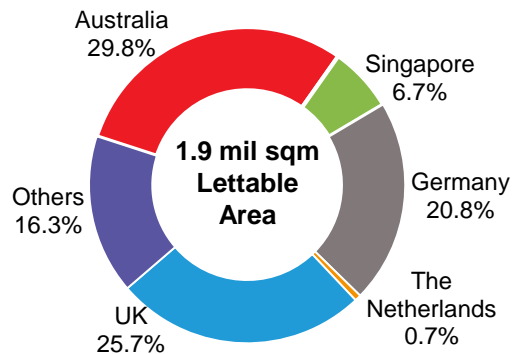
ROFR pipeline in excess of S\$5.0 bil

Ability to leverage the Sponsor's Integrated Development and Asset Management Capabilities

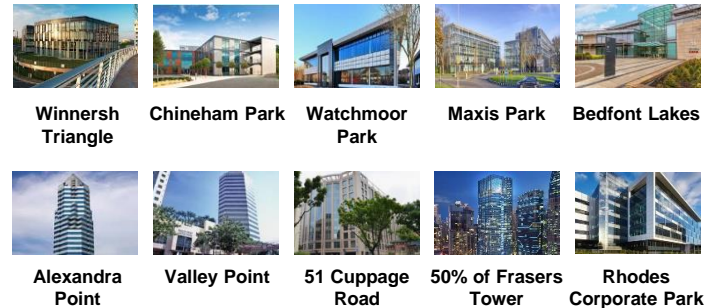
## Breakdown by Sector by Lettable Area



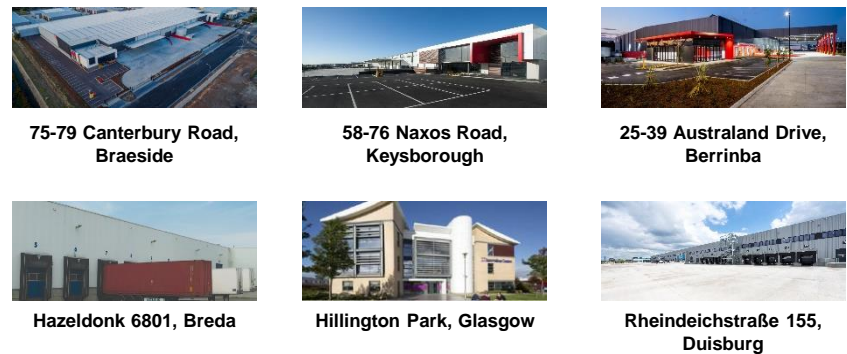
## Breakdown by Region by Lettable Area



## Commercial, Office and Business Parks

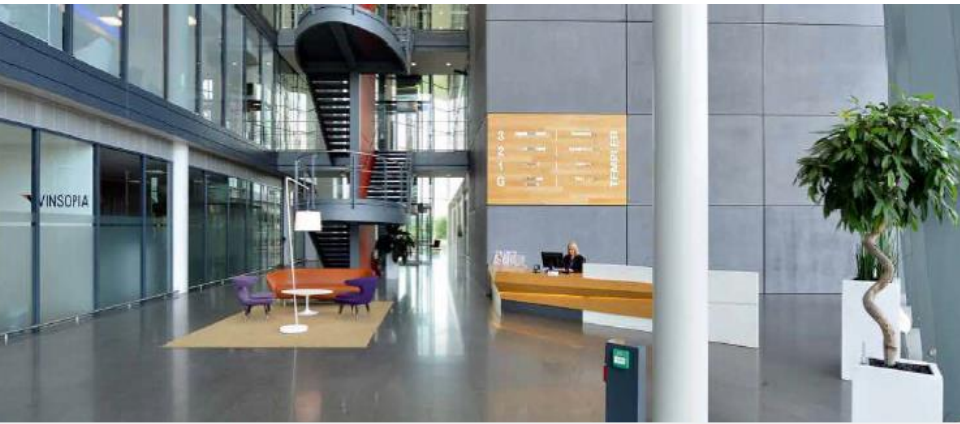


## Logistics & Industrial



Note: As at 31 December 2019. Includes the acquisition of Lakeshore, Bedfont Lakes Business Park in London, United Kingdom which was acquired by the Sponsor on 23 January 2020.





*Farnborough Business Park, United Kingdom*

---

# Proposed Asset Acquisition

# Why are we Acquiring a 50% Interest in Farnborough Business Park?

The Enlarged REIT will hold 100% of the interest in Farnborough Business Park

- 1 Strategic expansion in the attractive Thames Valley business park market
- 2 Award winning and high-quality business park
- 3 DPU-accretive acquisition and consistent with the Enlarged REIT's investment strategy
- 4 Embedded growth potential – c. additional 18,000 sqm<sup>(1)</sup> of office space through developments

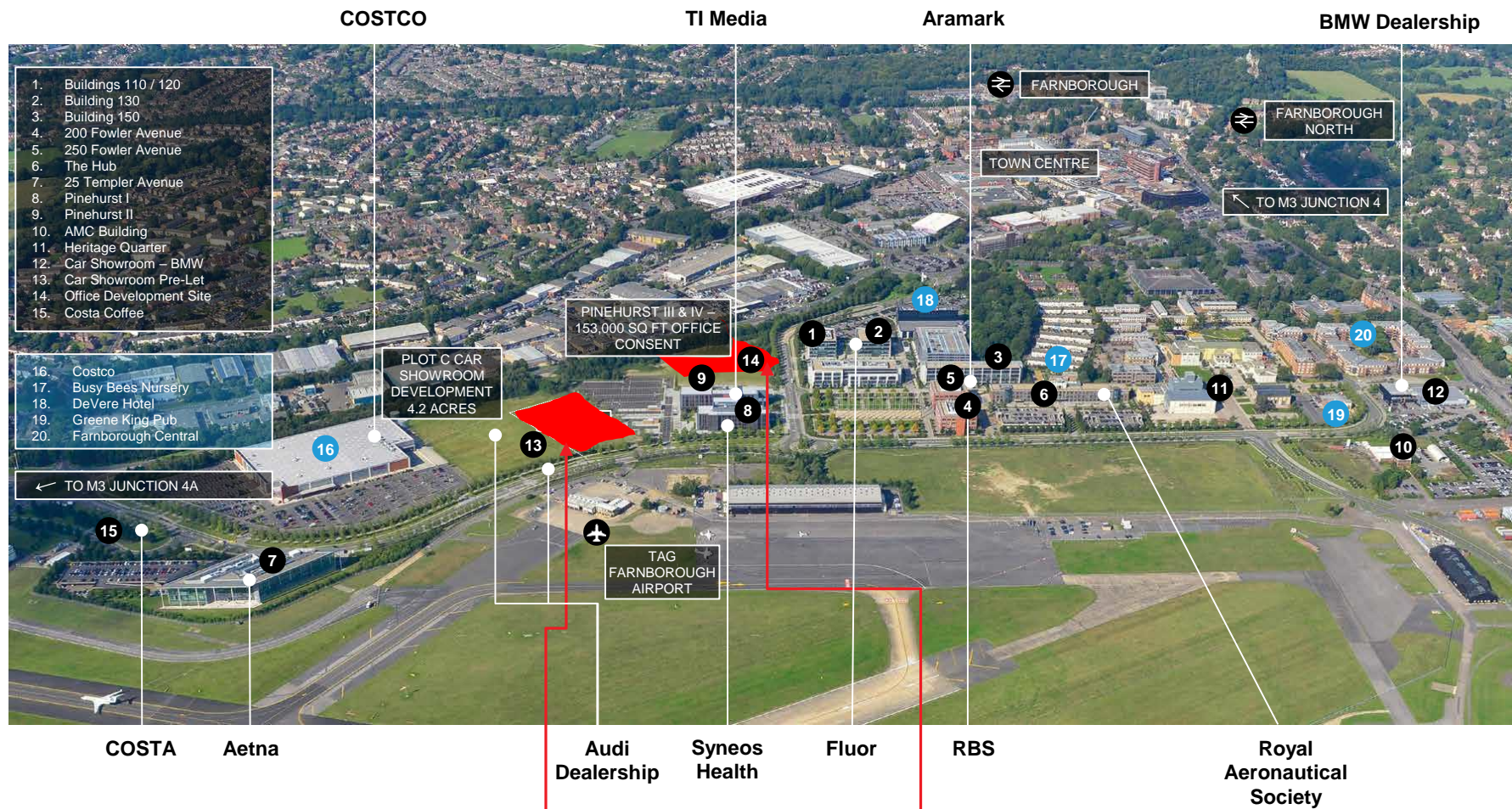


## High Quality Tenants

|              |                        |                      |               |
|--------------|------------------------|----------------------|---------------|
| <i>Aetna</i> | <i>Audi Dealership</i> | <i>Syneos Health</i> | <i>Redhat</i> |
| <i>Fluor</i> | <i>BMW Dealership</i>  | <i>TI Media</i>      | <i>RBS</i>    |

1. Based on planning permission granted.

# Overview of Farnborough Business Park



**AEI Potential**

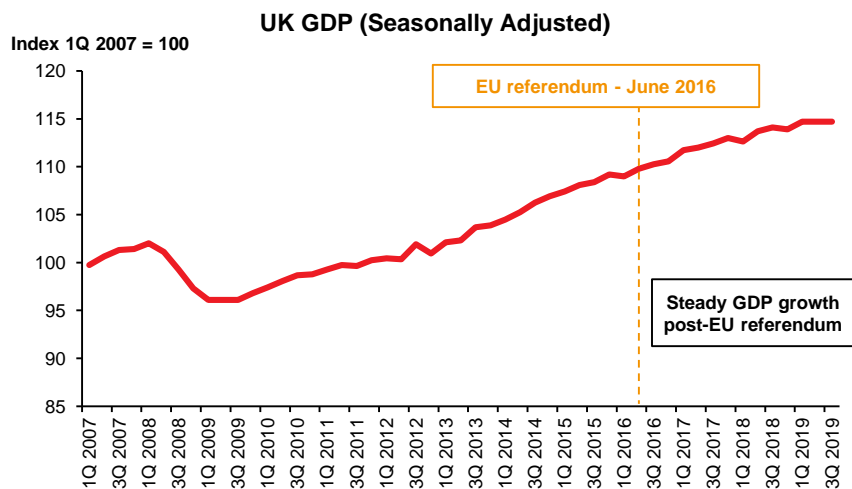


**Plot C, Pinehurst III & IV:** Planning permission has been granted for c. 18,000 sqm of office space to create more amenities

# Overview of Farnborough Business Park (Cont'd)

Attractive environment to support Consolidation of FBP on the back of Resilient Economic Fundamentals, Attractive Yield Spreads and a Robust Industry Outlook

## Resilient Economic Fundamentals in the United Kingdom

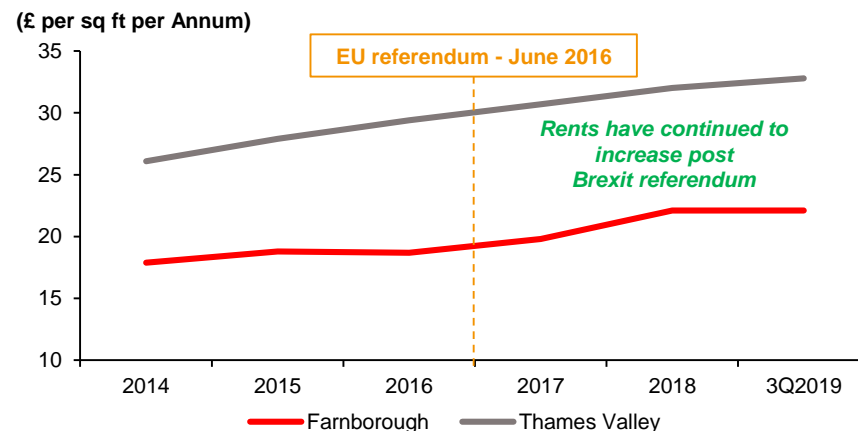


- **Steady GDP Growth:** UK's GDP growth of c. 2.0% annually exceeds other large developed economies<sup>(1)</sup>, except for the USA
- **Robust GDP Outlook:** GDP growth of c. 1.6% per annum between 2019 and 2023 supported by (i) strong labour market; (ii) a rebound in business investment; and (iii) the UK's leading position in key service industries such as finance, media and technology
- **Record Low Unemployment Rates:** 3.8%<sup>(2)</sup> - lowest since the early 1970s

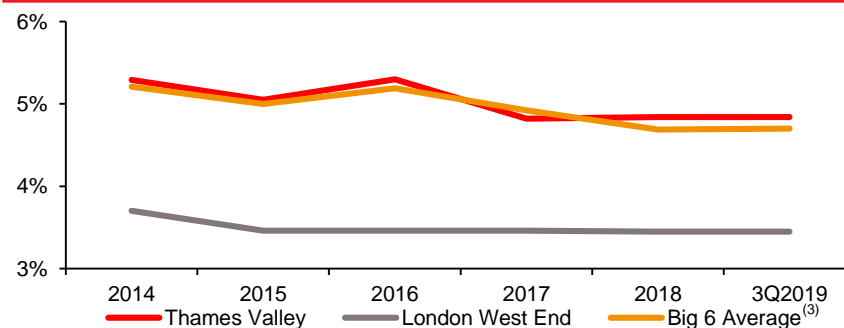
Source: FCOT's FY19 Annual Report, Office for National Statistics (United Kingdom).

1. Developed economies including United States of America, Canada, Italy, Japan, France and Germany.
2. For the 3-month period between September and November 2019.
3. Refers to Birmingham, Bristol, Edinburgh, Glasgow, Leeds and Manchester.

## Thames Valley and Farnborough Area Prime Rents



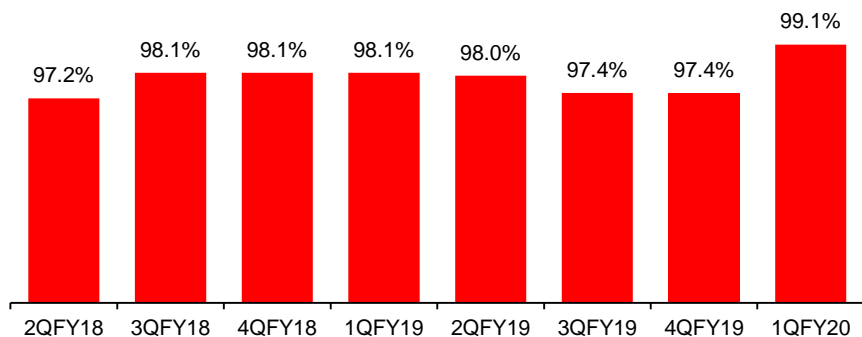
## Thames Valley Net Initial Prime Yields<sup>(2)</sup>



# Overview of Farnborough Business Park (Cont'd)

High-quality and Strategically Located Business Park with Strong Defensive Attributes

## Occupancy Rates by Lettable Area<sup>(1)</sup>

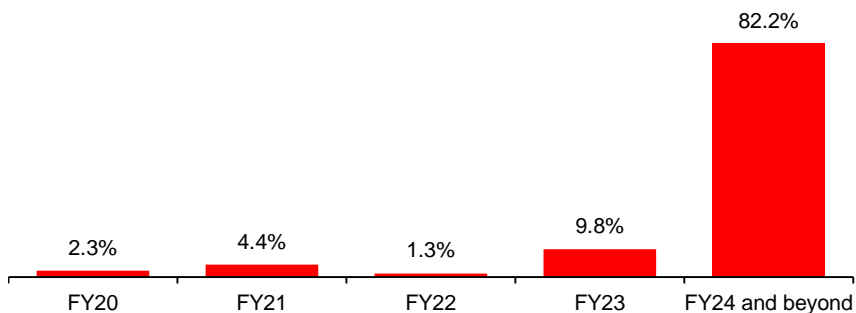


WALE of 6.6 years



High occupancy rate of 99.1%

## Lease Expiry Profile by GRI<sup>(2)</sup>



High quality tenants



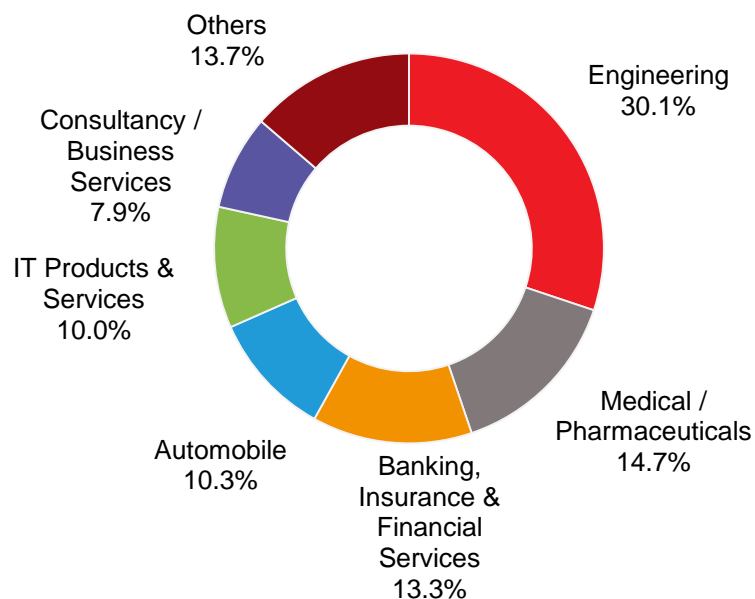
Average rental reversion of 8.7% since acquisition in 2QFY18

1. As disclosed in FCOT's quarterly results.  
2. As at 31 December 2019 (excluding vacancy, lease incentives and retail turnover rent, if any).

# Overview of Farnborough Business Park (Cont'd)

## Strong and Diversified Tenant Base

### Diversified Trade Sector Mix by GRI<sup>(1)</sup>



### High Quality Tenant Base

| #  | Top-Ten Tenants by GRI <sup>(1)</sup>                | Sector                    | % GRI |
|----|--|---------------------------|-------|
| 1  | Fluor  | Engineering               | 28.0% |
| 2  | Syneos Health  | Medical / Pharmaceuticals | 14.5% |
| 3  | TI Media   | Publisher                 | 6.7%  |
| 4  | Aetna  | Insurance                 | 6.2%  |
| 5  | Red Hat  | IT                        | 5.4%  |
| 6  | Bolling Investments                                  | Automobile                | 5.4%  |
| 7  | Elms Automotive                                      | Automobile                | 4.2%  |
| 8  | Farnborough Business Park Centre Limited (t/a Regus) | Service office            | 3.9%  |
| 9  | CapQuest Debt Recovery                               | Financial services        | 3.7%  |
| 10 | Fiscal Reps  | Financial services        | 2.3%  |

1. As at 31 December 2019 (excluding vacancy, lease incentives and retail turnover rent, if any).

# Conclusion



**1** *DPU and NAV Accretive*

|  |  |
|--|--|
| <b>+2.2%</b><br>DPU Accretion<br>to FLT Unitholders <sup>(1)</sup> | <b>+9.5%</b><br>NAV Accretion<br>to FLT Unitholders <sup>(2)</sup> |
|--|--|



**2** *Enhanced Scale Amongst the  
Top-10 Largest S-REITs*

|   |  |
|---|--|
| <b>#8</b><br>S-REIT Ranking by<br>Market Capitalisation | <b>#7</b><br>S-REIT Ranking by<br>Free Float |
|---|--|



**3** *Enhanced Portfolio Quality  
and Diversification*

|  |  |
|--|--|
| <b>&lt; 60%</b><br>Single Sector<br>Exposure<br>(vs 100% previously) | <b>&lt; 50%</b><br>Single Geography<br>Exposure<br>(vs 57.7% previously) |
|--|--|



**4** *Enhanced Growth Trajectory*

|  |  |
|--|--|
| <b>s\$830 mil</b><br>Enlarged Debt<br>Capacity | <b>&gt;s\$5.0 bil</b><br>ROFR Pipeline<br>from Sponsor |
|--|--|

1. Please refer to paragraph 8.1.1 of the Circular for the pro forma financial effects of the Proposed Merger and the Proposed Asset Acquisition on the amount available for distribution to FLT Unitholders and FLT's DPU for FY2019.

2. Please refer to paragraph 8.1.2 of the Circular for the pro forma financial effects of the Proposed Merger and the Proposed Asset Acquisition on the NAV per FLT Unit as at 30 September 2019.

---

# EGM Information





# What does the Board Recommend?

## The Proposed Merger

The Independent Directors have considered the relevant factors, including the terms of the Proposed Merger and the rationale for the Proposed Merger as set out in paragraph 6, as well as the IFA's opinion as set out in the IFA Letter in Appendix B to this Circular, and recommend that:

- FLT Unitholders **VOTE IN FAVOUR** of Resolution 1, the Ordinary Resolution relating to the Proposed Merger, and Resolution 2, the Ordinary Resolution relating to the proposed issuance of the Consideration Units.

## The Proposed Asset Acquisition

The Independent Directors have considered the relevant factors, including the terms of the Proposed Asset Acquisition and the rationale for the Proposed Asset Acquisition as set out in paragraph 6, as well as the IFA's opinion as set out in the IFA Letter in Appendix B to this Circular, and recommend that:

- FLT Unitholders **VOTE IN FAVOUR** of Resolution 3, the Ordinary Resolution relating to the Proposed Asset Acquisition.



**Independent Directors**

# What does the Independent Financial Adviser Recommend?

*An extract of the IFA Letter is reproduced below:*

“Based on our analysis and after having considered carefully the information available to us as at the Latest Practicable Date, we are of the opinion that:

- The Proposed Merger and Proposed Asset Acquisition are on normal commercial terms and are not prejudicial to the interests of FLT and its minority Unitholders.
- Accordingly, we advise the FLT Independent Directors and the Audit, Risk and Compliance Committee to recommend that the FLT Unitholders vote in favour of the Proposed Merger and Proposed Asset Acquisition.”

**DELOITTE & TOUCHE CORPORATE FINANCE PTE. LTD.**

(Incorporated in the Republic of Singapore)  
(Company Registration No.: 200200144N)

**Independent Financial Adviser**

# What must happen for the Proposed Merger and the Proposed Asset Acquisition to be Approved?

**Ordinary Resolution 1**  
(*>50%<sup>(1)</sup>*)

The proposed merger of FLT and FCOT by way of a trust scheme of arrangement

**Ordinary Resolution 2**  
(*>50%<sup>(1)</sup>*)

The proposed allotment and issuance of new FLT Units to the FCOT Unitholders as part of the consideration for the Proposed Merger

**Ordinary Resolution 3**  
(*>50%<sup>(1)</sup>*)

The proposed acquisition of a 50% interest in FBP

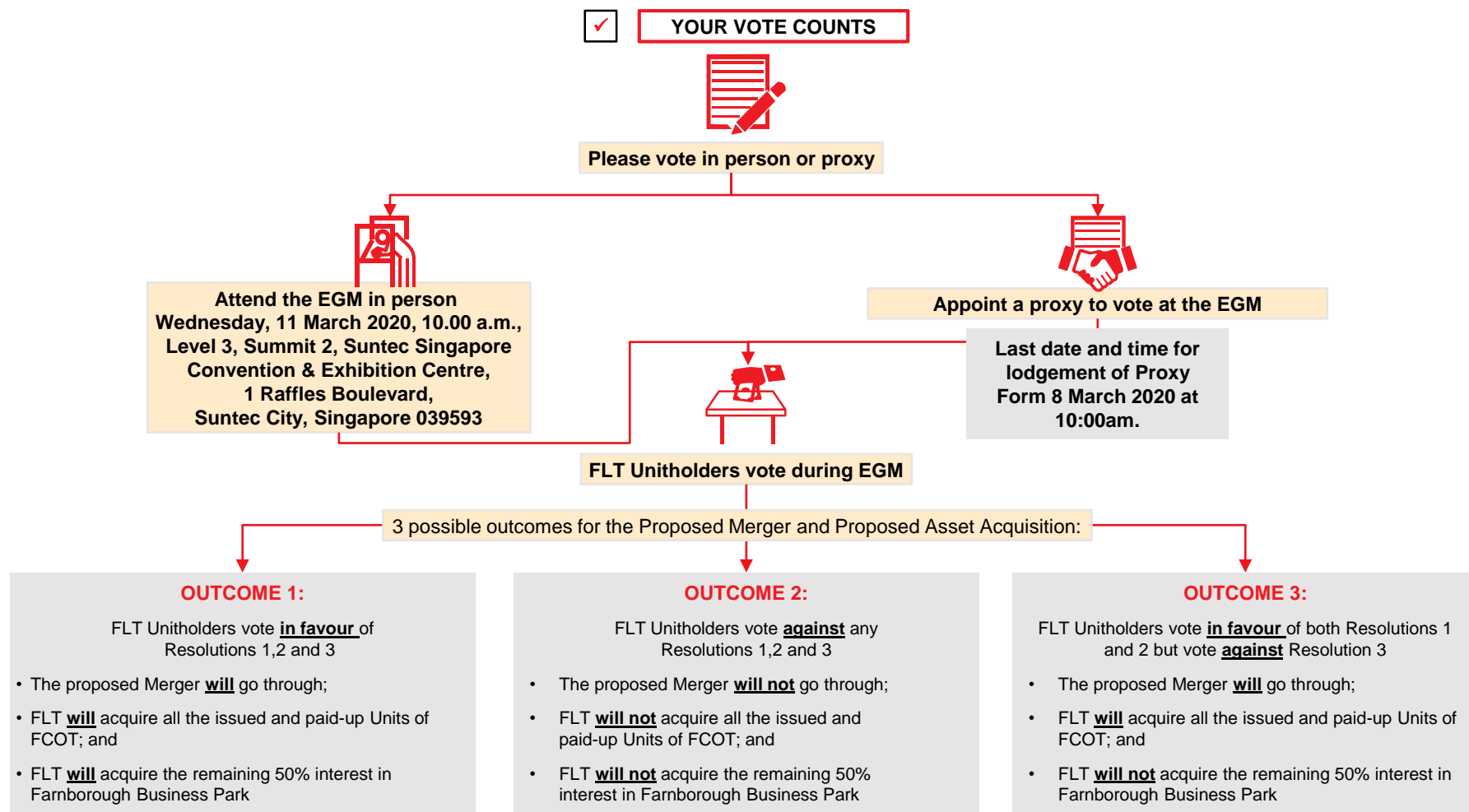
**Resolutions 1 and 2 are inter-conditional on each other being passed  
Resolution 3 is conditional upon Resolution 1 and Resolution 2 being passed but not vice versa**

**FPL and its associates will abstain from voting on all the resolutions**

1. More than 50% of the total number of votes cast (voting in person or by proxy)

# What Do FLT Unitholders Need to Do in Relation to the Proposed Merger and the Proposed Acquisition?

It is important that you read the instructions for the meeting carefully



Note: Resolution 1 and Resolution 2 are also conditional upon the Trust Scheme becoming effective in accordance with its terms. The Proposed Asset Acquisition is also conditional upon, among others, the completion of the Proposed Merger.

# What if FLT Unitholders are Unable to Attend the EGM?

If you are unable to attend the EGM in Person, you may appoint someone you know, or the Chairman of the EGM, to vote on your behalf by completing the Proxy Form.

1

## Locate the Proxy Form

**The Proxy Form is enclosed with the Circular, or can be obtained from FLT's Unit Registrar:**

**Boardroom Corporate & Advisory Services Pte. Ltd**  
50 Raffles Place  
#32-01  
Singapore Land Tower  
Singapore 048623

Operating hours: Monday to Friday, 8.30 a.m. to 5.30 p.m.

# What if FLT Unitholders are Unable to Attend the EGM? (Cont'd)

2

## Complete the Proxy Form

A. Fill in your name and particulars.

B. You may fill in the details of the appointee(s) or leave the section blank. The Chairman of the EGM will be the appointee if the section is left blank.

C. Indicate your vote in the box labelled **FOR** or **AGAINST** for each of the Resolutions.

D. If you are an individual, you or your attorney **MUST SIGN** and indicate the date. If you are a corporation, the Proxy Form must be executed under your common seal or signed by a duly authorised officer or attorney.

**FRASERS LOGISTICS & INDUSTRIAL TRUST**  
(CONSTITUTED IN THE REPUBLIC OF SINGAPORE PURSUANT TO A TRUST DEED DATED 30 NOVEMBER 2015 (AS AMENDED, RESTATED AND SUPPLEMENTED))

**PROXY FORM**  
**EXTRAORDINARY GENERAL MEETING**

**IMPORTANT**

- A Relevant Intermediary may appoint more than two proxies to attend the Extraordinary General Meeting and vote (please see Note 2 for the definition of "Relevant intermediary")
- This Proxy Form is not valid for use by CPF investors and shall be ineffective for all intents and purposes if used or is purported to be used by them.
- PLEASE READ THE NOTES TO THE PROXY FORM.**

**Personal data privacy**  
By submitting an instrument appointing a proxy(ies) and/or representative(s), the Unitholder accepts and agrees to the personal data privacy terms set out in the Notice of Extraordinary General Meeting dated 14 February 2020 (the "Notice").

I/We \_\_\_\_\_ (Name) \_\_\_\_\_ (NRIC No. / Passport No.) of \_\_\_\_\_ (Address) being a holder/s of units in Frasers Logistics & Industrial Trust ("FLT", and the units of FLT, the "Units"), hereby appoint:

| Name | Address | NRIC/Passport Number | Proportion of Unitholdings (Note 2) |   |
|------|---------|----------------------|-------------------------------------|---|
|      |         |                      | No. of Units                        | % |
|      |         |                      |                                     |   |

and/or (delete as appropriate)

| Name | Address | NRIC/Passport Number | Proportion of Unitholdings (Note 2) |   |
|------|---------|----------------------|-------------------------------------|---|
|      |         |                      | No. of Units                        | % |
|      |         |                      |                                     |   |

or failing the person, or either or both of the persons, referred to above, the Chairman of the Extraordinary General Meeting ("**EGM**") as my/our proxy/proxies to attend and to vote for me/us on my/our behalf at the EGM to be held on Wednesday, 11 March 2020 at 10.00 a.m. at Level 3, Summit 2, Suntec Singapore Convention & Exhibition Centre, 1 Raffles Boulevard, Suntec City, Singapore 039593, and any adjournment thereof. I/We direct my/our proxy/proxies to vote for or against, or to abstain from voting on, the resolutions to be proposed at the EGM as indicated hereunder. If no specific direction as to voting is given, the proxy/proxies may vote or abstain from voting at his/her/their discretion, as he/she/they may on any other matter arising at the EGM. Unless expressly defined all capitalised terms shall have the meaning in the circular issued to unitholders dated 14 February 2020.

| NO. | ORDINARY RESOLUTIONS RELATING TO:  | For* | Against* | Abstain* |
|-----|--|------|----------|----------|
| 1.  | To approve the Proposed Merger (conditional upon the passing of Resolution 2)                          |      |          |          |
| 2.  | To approve the Proposed Issuance of Consideration Units (conditional upon the passing of Resolution 1) |      |          |          |
| 3.  | To approve the Proposed Asset Acquisition (conditional upon the passing of Resolutions 1 and 2)        |      |          |          |

\* Voting will be conducted by poll. If you wish your proxy/proxies to cast all your votes "For" or "Against" a resolution, please tick (✓) in the "For" or "Against" box provided. Alternatively, please indicate the number of votes as appropriate. If you wish your proxy/proxies to abstain from voting on a resolution, please indicate with a "n" in the "Abstain" box provided. Alternatively, please indicate the number of Units that your proxy/proxies is/are directed to abstain from voting.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2020

Signature(s) of Unitholder(s)/Common Seal  
Email Address of Unitholder(s) (optional): \_\_\_\_\_

**IMPORTANT: PLEASE READ THE NOTES TO THE PROXY FORM**

**Total Number of Units Held (Note 5)**

E. Indicate the number of FLT Units you hold. \_\_\_\_\_

# What if FLT Unitholders are Unable to Attend the EGM? (Cont'd)

3

## Return the Completed Proxy Form

Return the completed and signed Proxy Form in the enclosed pre-addressed envelope to FLT's Unit Registrar, **NO LATER THAN 10.00 a.m. on 8 March 2020, SUNDAY**. The envelope is prepaid for posting in Singapore only. Please affix sufficient postage if posting from outside of Singapore.



BUSINESS REPLY SERVICE PERMIT  
NO. 09470



The Company Secretary  
Frasers Logistics & Industrial Asset Management Pte. Ltd.  
(as manager of Frasers Logistics & Industrial Trust)  
c/o Boardroom Corporate & Advisory Services Pte. Ltd.  
50 Raffles Place #32-01  
Singapore Land Tower  
Singapore 048623

Postage will  
be paid by  
addressee.  
For posting  
in Singapore  
only.

# Next Steps and Timeline

| Key Event  | Date and Time                  |
|--|--------------------------------|
| Last date and time for lodgement of Proxy Form   | 8 March 2020 (by 10:00am)      |
| <b>FLT's EGM at Level 3, Summit 2, Suntec Singapore Convention &amp; Exhibition Centre, 1 Raffles Boulevard, Suntec City, Singapore 039593</b> | <b>11 March 2020 (10:00am)</b> |
| Expected date of FCOT's Trust Scheme Meeting   | 11 March 2020 (3:30pm)         |
| Expected date of Court Hearing for Court Approval of Scheme <sup>(1)</sup>   | 25 March 2020                  |
| Expected Effective Date of Scheme <sup>(2)</sup>   | 3 April 2020                   |
| Expected payment of Cash Consideration and Consideration Units to FCOT Unitholders <sup>(2)</sup>  | 15 April 2020                  |
| Expected delisting of FCOT <sup>(2)</sup>  | 20 April 2020                  |

***The above timeline is indicative only and may be subject to change. Please refer to future announcements by FLT for the exact dates of these events.***

1. The date of the Court hearing of the application to sanction the Trust Scheme will depend on the date that is allocated by the Court.
2. Subject to the Court Hearing for Court Approval of Scheme.



# Who are the Advisers on this Transaction?

Financial Adviser



BofA SECURITIES

Legal Adviser

**ALLEN & GLEDHILL**

Public Relations  
Adviser



NEWGATE  
COMMUNICATIONS

Auditor



FLT 805 Auditor



pwc

Independent  
Financial Adviser

**Deloitte.**

# Who do I Contact if I need Assistance?

## Investor Contact

### **BofA Securities**

Telephone: +65 6678 0102

## Media Contact

### **Newgate Communications**

Terence Foo / Lim Yuan See / Bob Ong

Tel: +65 6532 0606

Email: [terence.foo@newgatecomms.com.sg](mailto:terence.foo@newgatecomms.com.sg) / [yuansee.lim@newgatecomms.com.sg](mailto:yuansee.lim@newgatecomms.com.sg) / [bob.ong@newgatecomms.com.sg](mailto:bob.ong@newgatecomms.com.sg)

**Experience  
matters.**



Fraser's Logistics & Industrial Asset Management Pte. Ltd.  
438 Alexandra Road | #21-00 | Alexandra Point | Singapore 119958  
Tel: +65 6813 0588 | Fax: +65 6813 0578 | Email: [ir@fraserslogisticstrust.com](mailto:ir@fraserslogisticstrust.com)  
[www.fraserslogisticstrust.com](http://www.fraserslogisticstrust.com)