



(Constituted in the Republic of Singapore pursuant to a trust deed dated 28 November 2005 (as amended))

NOTICE

**to holders of S\$200,000,000 1.90 per cent. Convertible Bonds due 2024
convertible into Units of Keppel REIT issued by
RBC Investor Services Trust Singapore Limited
in its capacity as trustee of Keppel REIT**

ISIN: XS1978206834

Keppel REIT Management Limited, as manager of Keppel REIT (the “**Manager**”), on behalf of RBC Investor Services Trust Singapore Limited, in its capacity as trustee of Keppel REIT (the “**Trustee**”) and issuer of the S\$200,000,000 1.90% Convertible Bonds due 2024 (the “**Bonds**”), refers to (i) the trust deed constituting the Bonds dated 10 April 2019 made between the Trustee and The Bank of New York Mellon, London Branch, as trustee of the Bonds and (ii) the announcement dated 22 January 2020 in relation to the distributions declared by the Manager for the period from 1 October 2019 to 31 December 2019 (the “**4Q Distributions**”) of S\$0.0140 per unit in Keppel REIT (“**Unit**”) to be paid to unitholders whose name appears in Keppel REIT’s register of unitholders as at 5.00 p.m. on 31 January 2020 (the “**Books Closure Date**”). A copy of the announcement is available on the website of Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) at <http://www.sgx.com>.

Pursuant to Condition 6.3(a)(iii) (*Extraordinary Distribution*) of the terms and conditions of the Bonds (the “**Conditions**”) and taking into account the adjustment carried forward pursuant to Condition 6.4(o) of the Conditions, the Manager wishes to announce that the Conversion Price (as defined in the Conditions) of the Bonds, which is currently S\$1.4441 per Unit (the “**Current Conversion Price**”), will be adjusted to S\$1.4278 per Unit (the “**Adjusted Conversion Price**”) with effect from 28 February 2020 (being the date the 4Q Distributions is paid or made). Any exercise of conversion rights by holders of the Bonds prior to 28 February 2020 will be based on the Current Conversion Price of S\$1.4441 per Unit.

A summary of the calculation of the Adjusted Conversion Price based on the formula prescribed in Condition 6.3(a)(iii) of the Conditions is set out below:

$$\text{Adjusted Conversion Price} = \frac{A - B}{A} \times \text{Current Conversion Price}$$

Where:

Current Conversion price: S\$1.4441 per Unit

A: S\$1.2440 being the Current Market Price¹ of one Unit on the last Trading Day preceding the date on which the Excess Portion² is publicly announced

B: S\$0.0140 being the Fair Market Value³ on the date of such announcement of the Excess Portion, attributable to one Unit.

The quantum of the 4Q Distributions announced on 22 January 2020 is computed on the basis that none of the Bonds is converted into Units before the Books Closure Date. Accordingly, the actual quantum of the 4Q Distributions may differ if any Bonds are converted before the Books Closure Date. Any change to the quantum of the 4Q Distributions and the consequential change to the Adjusted Conversion Price will be announced on 31 January 2020, after 5.00 p.m. on the Books Closure Date.

A copy of this announcement is concurrently being despatched to The Bank of New York Mellon, London Branch, the trustee of the Bonds and the principal agent of the Bonds, for distribution to the Bondholders.

BY ORDER OF THE BOARD

Keppel REIT Management Limited

(Company Registration Number: 200411357K)

as manager of Keppel REIT

Marc Tan / Kelvin Chua

Joint Company Secretaries

22 January 2020

¹ Current Market Price means the average of the closing prices quoted on the SGX-ST for the 20 consecutive trading days that ended on 21 January 2020.

² Excess Portion means the portion of cash distribution per Unit which exceeds the distribution threshold of S\$0.0260.

³ Fair Market Value means the amount of cash distribution per Unit as at the date of such distribution.

Important Notice

This announcement is for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for Units.

This announcement may contain forward-looking statement that involves risks and uncertainties. Actual future performance, outcomes and results may differ materially from those expressed in forward-looking statement as a result of a number of risks, uncertainties and assumptions. Representations examples of these factors include (without limitation) general industry and economic conditions, interest rate trends, cost of capital and capital availability, competition from other companies and venues for the sale or distribution of goods and services, shifts in customer demands, customers and partners, changes in operating expenses (including employee wages, benefits and training costs), governmental and public policy changes and the continued availability of financing the amounts and the terms necessary to support future business. Investors are cautioned not to place undue reliance on these forward-looking statements, which are based on the Manager's current view on future events. The past performance of Keppel REIT and the Manager are not necessarily indicative of the future performance of any of them.

The value of Units and the income derived from them may fall as well as rise. Units are not obligations of, deposits in, or guaranteed by, the Manager, or any of its affiliates. An investment in Units is subject to investment risks, including the possible loss of the principal amount invested.

Investors have no right to request the Manager to redeem their Units while the Units are listed. It is intended that Unitholders may only deal in their Units through trading on the SGX-ST. Listing of the Units on the SGX-ST does not guarantee a liquid market for the Units.