



(Constituted in the Republic of Singapore pursuant to a Trust Deed dated 28 January 2019 (as amended))

ANNOUNCEMENT

RESULTS OF THE PRIVATE PLACEMENT AND PRICING OF NEW UNITS UNDER THE PRIVATE PLACEMENT AND PREFERENTIAL OFFERING

Capitalised terms used herein, but not otherwise defined, shall have the meanings ascribed to them in the announcement of Lendlease Global Commercial REIT dated 22 March 2022 titled “Launch of Equity Fund Raising to raise gross proceeds of no less than approximately S\$573.8 million subject to an upsize option” (the “Launch Announcement”).

1. INTRODUCTION

Following the Launch Announcement, Lendlease Global Commercial Trust Management Pte. Ltd., as manager of LREIT (the “**Manager**”), wishes to announce that Citigroup Global Markets Singapore Pte. Ltd., DBS Bank Ltd., Oversea-Chinese Banking Corporation Limited and United Overseas Bank Limited as the joint bookrunners for the Equity Fund Raising (Citigroup Global Markets Singapore Pte. Ltd., DBS Bank Ltd. and Oversea-Chinese Banking Corporation Limited, collectively, the “**Joint Global Co-ordinators and Bookrunners**”, and Citigroup Global Markets Singapore Pte. Ltd., DBS Bank Ltd., Oversea-Chinese Banking Corporation Limited and United Overseas Bank Limited, collectively, the “**Joint Bookrunners**”), have in consultation with the Manager closed the books of orders for the Private Placement on 23 March 2022 and exercised the option to upsize the Private Placement (the “**Upsize Option**”) in full to raise additional gross proceeds of approximately S\$75.0 million.

The Private Placement was approximately 3.3 times covered (based on gross proceeds of approximately S\$325.0 million without the Upsize Option) and saw strong participation from new and existing institutional, accredited and other investors.

The issue price per New Unit under the Private Placement has been fixed at S\$0.7250 per New Unit (the “**Private Placement Issue Price**”) following a book-building process. The issue price per New Unit under the Preferential Offering is S\$0.7200 per New Unit (the “**Preferential Offering Issue Price**”).

2. ISSUE PRICES

The Private Placement Issue Price of S\$0.7250 per New Unit represents a discount of:

- (i) approximately 9.0% to the VWAP of S\$0.7964 per Unit for all trades in the Units done on Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) for the preceding Market Day¹ on 21 March 2022 up to the time the Underwriting Agreement was signed on 22 March 2022; and
- (ii) (for illustrative purposes only) approximately 7.7% to the Adjusted VWAP² of S\$0.7854

¹ “**Market Day**” refers to a day on which the SGX-ST is open for securities trading.

² The “**Adjusted VWAP**” is computed based on the VWAP of trades in the Units done on the SGX-ST for the preceding Market Day on 21 March 2022 up to the time the Underwriting Agreement was entered into on 22 March 2022 and subtracting the

per Unit.

The Preferential Offering Issue Price of S\$0.7200 per New Unit represents a discount of:

- (i) approximately 9.6% to the VWAP of S\$0.7964 per Unit; and
- (ii) (for illustrative purposes only) approximately 8.3% to the Adjusted VWAP of S\$0.7854 per Unit.

A total of 551,723,000 New Units will be issued under the Private Placement (including the 103,448,000 additional New Units under the Upsize Option), and a total of 345,577,449 New Units will be issued under the Preferential Offering, on the basis of 29 New Units for every 100 existing Units (the “**Existing Units**”) (fractions of a New Unit to be disregarded) to be held as at 5.00 p.m. on Wednesday, 30 March 2022, being the record date to eligible holders of the Units (“**Unitholders**”).

The total gross proceeds of the Equity Fund Raising will be approximately S\$648.8 million comprising approximately S\$400.0 million from the Private Placement and approximately S\$248.8 million from the Preferential Offering.

3. USE OF PROCEEDS

Further to the Launch Announcement and subject to relevant laws and regulations, the Manager intends to use the gross proceeds of approximately S\$648.8 million in the following manner:

- (a) approximately S\$638.7 million (which is equivalent to 98.4% of the gross proceeds of the Equity Fund Raising) to part-finance the total acquisition cost of the Acquisition of S\$2,015 million; and
- (b) approximately S\$10.1 million (which is equivalent to 1.6% of the gross proceeds of the Equity Fund Raising) to pay the estimated professional and other fees and expenses incurred or to be incurred by LREIT in connection with the Equity Fund Raising,

with the balance of the proceeds of the proposed Equity Fund Raising, if any, to be used for general corporate and/or working capital purposes and/or to pare down existing debt.

Notwithstanding its current intention, in the event that the Equity Fund Raising is completed but the Acquisition does not proceed for whatever reason, the Manager may, subject to relevant laws and regulations, utilise the net proceeds of the Equity Fund Raising at its absolute discretion for other purposes, including without limitation, the repayment of existing indebtedness, for funding capital expenditures and other general working capital purposes.

The Manager will make periodic announcements on the utilisation of the gross proceeds of the Equity Fund Raising via SGXNET as and when such funds are materially disbursed and whether such a use is in accordance with the stated use and in accordance with the percentage allocated.

Where proceeds are to be used for working capital purposes, the Manager will disclose a breakdown with specific details on the use of proceeds for working capital in LREIT’s announcements and in LREIT’s annual report, and where there is any material deviation from the stated use of proceeds, the Manager will announce the reasons for such deviation.

estimated Advanced Distribution (as defined herein) of 1.1 Singapore cents per Unit, being the mid-point of the estimated Advanced Distribution Range (as defined herein). The amount of Advanced Distribution is an estimate only based on information currently available to the Manager and the Manager’s estimate of LREIT’s revenue and expenses for the relevant period on a *pro rata* basis and the actual Advanced Distribution may differ.

Pending the deployment of the gross proceeds of the Equity Fund Raising, the net proceeds may, subject to relevant laws and regulations, be deposited with banks and/or financial institutions, or to be used to repay outstanding borrowings or for any other purpose on a short-term basis as the Manager may, in its absolute discretion, deem fit. The Manager believes that upon the closing of the Equity Fund Raising and the completion of the proposed Acquisition, the working capital will be sufficient to enable LREIT to meet its obligations and continue to operate as a going concern.

4. STATUS OF THE NEW UNITS

4.1 Entitlement to Advanced Distribution

LREIT's policy is to distribute its distributable income on a semi-annual basis to Unitholders. On 4 February 2022, the Manager announced a semi-annual distribution of 2.40 Singapore cents per Unit for the period from 1 July 2021 to 31 December 2021.

In connection with the Private Placement, the Manager intends to declare, in respect of the Existing Units, an advanced distribution for the period from 1 January 2022 to the date immediately prior to the date on which the New Units are issued pursuant to the Private Placement (the "**Advanced Distribution**"). The quantum of distribution per Unit under the Advanced Distribution is currently estimated to be between 1.0 Singapore cents to 1.2 Singapore cents (the "**Advanced Distribution Range**"). A further announcement on the actual quantum of distribution per Unit (which may differ from the estimate above) under the Advanced Distribution will be made by the Manager in due course.

The New Units pursuant to the Private Placement are expected to be issued on or around 31 March 2022. The Advanced Distribution is intended to ensure that the distribution accrued by LREIT up to the day immediately preceding the date of issue of the New Units pursuant to the Private Placement (which at this point, will be entirely attributable to the Existing Units) is only distributed in respect of the Existing Units, and is being proposed as a means to ensure fairness to holders of the Existing Units.

The next distribution following the Advanced Distribution will comprise LREIT's distributable income for the period from the day the New Units are issued pursuant to the Private Placement to 30 June 2022 (the "**Relevant Period Distribution**"). Semi-annual distributions will resume thereafter, unless otherwise announced.

4.2 Status of New Units issued pursuant to the Private Placement

The New Units issued pursuant to the Private Placement will, upon issue, rank *pari passu* in all respects with the Units in issue on the day immediately prior to the date on which the New Units are issued pursuant to the Private Placement, other than in respect of the Advanced Distribution and the eligibility to participate in the Preferential Offering.

For the avoidance of doubt, the holders of the New Units to be issued pursuant to the Private Placement will not be entitled to the Advanced Distribution and will not be eligible to participate in the Preferential Offering.

4.3 Status of New Units issued pursuant to the Preferential Offering

The Preferential Offering Units will, upon issue and allotment, rank *pari passu* in all respects with the Units in issue on the day immediately prior to the date on which the New Units are

issued under the Preferential Offering, including the right to any distributions which may accrue prior to the issuance of the Preferential Offering Units.

For the avoidance of doubt, the holders of the New Units to be issued pursuant to the Preferential Offering will not be entitled to the Advanced Distribution.

By Order of the Board

Kelvin Chow
Chief Executive Officer

Lendlease Global Commercial Trust Management Pte. Ltd.
(Registration Number: 201902535N)
(as manager of Lendlease Global Commercial REIT)

23 March 2022

IMPORTANT NOTICE

This announcement is not for distribution, directly or indirectly, in or into the United States and is not an offer of securities for sale in the United States or any other jurisdictions.

The value of units in LREIT (“**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 of LREIT 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.

This announcement is for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for Units in the United States or in any other jurisdiction.

The past performance of LREIT is not necessarily indicative of the future performance of LREIT.

This announcement may contain forward-looking statements that involve risks and uncertainties. Actual future performance, outcomes and results may differ materially from those expressed in forward-looking statements as a result of a number of risks, uncertainties and assumptions. Representative examples of these factors include (without limitation) general industry and economic conditions, interest rate trends, cost of capital and capital availability, competition from similar developments, shifts in expected levels of property rental income, changes in operating expenses (including employee wages, benefits and training costs), property expenses and governmental and public policy changes. Investors are cautioned not to place undue reliance on these forward-looking statements, which are based on the Manager’s view of future events.

This announcement is not for release, publication or distribution, directly or indirectly, in or into the United States, European Economic Area, the United Kingdom, Canada, Malaysia, Japan or Australia, and should not be distributed, forwarded to or transmitted in or into any jurisdiction where to do so might constitute a violation of applicable securities laws or regulations.

The securities referred to herein have not been and will not be registered under the Securities Act, and may not be offered or sold in the United States except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements under the Securities Act and in compliance with any applicable state securities laws. Any public offering of securities to be made in the United States would be made by means of a prospectus that may be obtained from an issuer and would contain detailed information about such issuer and the management, as well as financial statements. There will be no public offering of the securities referred to herein in the United States.

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

Notification under Section 309B of the Securities and Futures Act 2001

The New Units are prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).