

NOTICE TO THE HOLDERS (THE “NOTEHOLDERS”) OF THE FOLLOWING NOTES ISSUED PURSUANT TO THE S\$1,000,000,000 MULTICURRENCY MEDIUM TERM NOTE PROGRAMME OF MERCATUS CO-OPERATIVE LIMITED:

- (1) S\$200,000,000 2.80 per cent. Notes due 26 July 2024 comprised in Series 001 (ISIN: SG7EE8000009) (the “**Series 001 Notes**”);
- (2) S\$150,000,000 3.10 per cent. Notes due 19 January 2028 comprised in Series 002 (ISIN: SG7LG2000005) (the “**Series 002 Notes**”);
- (3) S\$100,000,000 3.28 per cent. Notes due 24 January 2025 comprised in Series 003 (ISIN: SGXF53081513) (the “**Series 003 Notes**”); and
- (4) S\$100,000,000 3.08 per cent. Notes due 23 January 2030 comprised in Series 004 (ISIN: SGXF54540186) (the “**Series 004 Notes**” and, together with the Series 001 Notes, the Series 002 Notes and the Series 003 Notes, the “**Notes**”).

ENTRY INTO SALE AND PURCHASE AGREEMENT IN RELATION TO THE DIVESTMENT OF 50 PER CENT. SHAREHOLDING IN GOLD RIDGE PTE. LTD.

1. INTRODUCTION

- 1.1. The Board of Directors (the “**Board**”) of Mercatus Co-operative Limited (the “**Issuer**”) refers to the announcement released on 17 June 2022 by the Issuer in relation to the strategic review of selected real estate investments and holdings within the Issuer’s portfolio.
- 1.2. The Board wishes to announce that the Issuer’s subsidiary, Mercatus Tres Pte. Ltd. (“**Mercatus Tres**”), has on 26 January 2023 entered into a share purchase agreement (the “**SPA**”) with NP Retail Trustee Pte. Ltd. (acting in its capacity as trustee-manager of NEX Partners Trust, a private trust held by (i) HSBC Institutional Trust Services (Singapore) Limited (in its capacity as trustee of Frasers Centrepoint Trust) and (ii) FPL Emerald (1) Pte. Ltd., a wholly-owned subsidiary of Frasers Property Limited) (the “**Purchaser**”), in relation to the sale and purchase of 50 per cent. of the share capital of Gold Ridge Pte. Ltd. (“**Gold Ridge**”), comprising 168,764,576 ordinary shares (the “**Divestment**”).
- 1.3. Pursuant to the Divestment, Mercatus Tres will be disposing its 50 per cent. interest in Gold Ridge, which owns, manages and operates NEX, a retail mall in the Northeast region of Singapore. Upon completion of the Divestment, Mercatus Tres, and by extension the Issuer, will cease to hold any interest in Gold Ridge.

2. THE DIVESTMENT

The Divestment will be for a consideration of S\$652.5 million, subject to certain net asset adjustments as at closing.

3. RATIONALE FOR THE DIVESTMENT

- 3.1. The Divestment is a result of the strategic review undertaken by the Issuer and is in line with the Issuer’s strategy to refocus on certain types of core assets. The Issuer will continue to retain

ownership of assets that are substantially used by NTUC, NTUC Enterprise and its portfolio of social enterprises, while non-core assets such as NEX will be divested.

Noteholders are advised to exercise caution in trading their notes as there is no certainty or assurance as at the date of this announcement that any discussions or prospects will be successfully concluded.

Noteholders are advised to read this announcement carefully and where in doubt as to the action they should take, they should consult their stock brokers, bank managers, solicitors, or other professional advisers.

BY ORDER OF THE BOARD

Belinda Gan Chui Chui
Chief Financial Officer
26 January 2023