

Frasers Property Limited

Incorporated in Singapore

Company Registration No. 196300440G

PROPOSED DIVESTMENT OF INTERESTS IN FOUR PROPERTIES IN GERMANY AND THE NETHERLANDS

1. INTRODUCTION

The board of directors of Frasers Property Limited (the “**Company**” or “**FPL**”) wishes to announce that the Company, through its subsidiaries, Frasers Property Investments (Europe) B.V. and FPE Investments RE11 B.V. (collectively, the “**Vendors**”), entered into a conditional share purchase agreement dated 24 May 2021 (the “**Share Purchase Agreement**”) with FLT Europe B.V. (“**FLT Europe**”), a wholly-owned subsidiary of Perpetual (Asia) Limited, in its capacity as the trustee of Frasers Logistics & Commercial Trust (“**FLCT**”), to divest the equity interests in four property holding companies¹ (the “**Property Companies**”) which hold interests in four freehold logistics and industrial properties located in Germany and the Netherlands (the “**Properties**”, and the divestment of the Properties, the “**Proposed Transaction**”).

2. INFORMATION ON THE PROPERTIES

The Proposed Transaction comprises interests in three properties located in Germany and one property located in the Netherlands. Details of the Properties which are the subject of the Proposed Transaction are set out in the Appendix hereto.

3. SALIENT TERMS OF THE PROPOSED TRANSACTION

3.1. Certain Terms and Conditions of the Share Purchase Agreement

The principal terms of the Share Purchase Agreement include, among others, that the completion of the Proposed Transaction is subject to the satisfaction of certain conditions precedent, which include, among others, (i) the relevant Vendors and/or the relevant Property Companies having obtained all required consents and waivers in respect of the Proposed Transaction in relation to the loans entered into by the relevant Vendors and/or the relevant Property Companies, and (ii) Frasers Logistics & Commercial Asset Management Pte. Ltd., in its capacity as manager of FLCT (the “**Manager**”), procuring financing for the Proposed Transaction on terms reasonably satisfactory to the Manager.

¹ The Property Companies are FPE Investments RE 5 B.V., FPE Investments RE 6 B.V., FPE Investments RE 10 B.V. and Frankenthal S.A.

3.2. Consideration for the Proposed Transaction

The purchase consideration payable under the Share Purchase Agreement (the “**Share Purchase Consideration**”) of approximately €93.6 million (approximately S\$150.9² million) is based on:

- (i) the estimated aggregate net assets and liabilities (“**NAV**”) of the Property Companies as at completion of the Proposed Transaction, taking into account the agreed property price for the Properties of approximately €142.7 million (approximately S\$229.9 million) which was negotiated on a willing-buyer-willing-seller basis (which takes into account the aggregate carrying value of the Properties of approximately €142.7 million (approximately S\$229.9 million)), adjusted for the effective interests in the Property Companies that the Company will be divesting, subject to further post-completion adjustments based on the actual aggregate NAV of the Property Companies at completion of the Proposed Transaction (the “**Share Consideration**”); and
- (ii) the amount of inter-company loans owing by the Property Companies to the Vendors as at completion of the Proposed Transaction to be assigned to FLT Europe in full satisfaction of the inter-company loans owing by the Property Companies to the Vendors (the “**Loan Consideration**”).

The Share Purchase Consideration, being the sum of the Share Consideration and the Loan Consideration, will be paid by FLT Europe in cash.

4. RATIONALE

The Proposed Transaction is in line with the strategy of the Company and its subsidiaries (the “**Group**”) to recycle capital as part of its active portfolio management initiatives from stabilised investment properties via its real estate investment trusts (“**REITs**”), which are of strategic importance to the Group. This enables the Group to both optimise capital productivity and support the growth of its REITs.

5. FINANCIAL EFFECTS OF THE PROPOSED TRANSACTION

The Proposed Transaction is in the ordinary course of FPL’s business and is not expected to have any material effect on the net tangible assets per share and the earnings per share of the Group for the current financial year. Based on the relative figures as computed on the bases set out in Rule 1006 of the Listing Manual of the Singapore Exchange Securities Trading Limited, the Proposed Transaction is a non-discloseable transaction.

² The S\$ equivalent of the € figures in this announcement have been arrived at based on an assumed exchange rate of €1: S\$1.6112.

6. DOCUMENTS FOR INSPECTION

A copy of the Share Purchase Agreement is available for inspection at the registered office of the Company³ at 438 Alexandra Road, #21-00, Alexandra Point, Singapore 119958 during normal business hours for three (3) months from the date of this announcement.

BY ORDER OF THE BOARD

Catherine Yeo
Company Secretary
24 May 2021

³ Prior appointment with the Company will be appreciated.

APPENDIX

| S/No | Address | Effective interests in the Properties which are the subject of the Proposed Transaction (%) |
|---------------------------------|---|---|
| <i>German Properties</i> | | |
| State: Baden-Wurtemberg | | |
| 1 | Buchäckerring 18, 74906 Bad Rappenau, Baden- Württemberg, Germany | 94.9 |
| State: Rheinland-Pfalz | | |
| 2 | Am Römig 8,67227 Frankenthal, Rheinland-Pfalz, Germany | 94.0 |
| 3 | Genfer Allee 6, 55129 Mainz, Rheinland-Pfalz, Germany | 94.9 |
| <i>Dutch Property</i> | | |
| 4 | Griftweg 5, 6745 XD De Klomp, Netherlands | 100.0 |