

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 AGREEMENTS IN RELATION TO THE DIVESTMENT OF SELECTED REAL ESTATE INVESTMENTS AND HOLDINGS WITHIN MERCATUS CO-OPERATIVE LIMITED’S PORTFOLIO

1. INTRODUCTION

- 1.1. The Board of Directors (the “**Board**”) of Mercatus Co-operative Limited (the “**Issuer**”, and together with its subsidiaries, the “**Group**”) 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 subsidiaries have on 28 December 2022 entered into sale and purchase agreements (the “**SPAs**”) with various subsidiaries of Link Real Estate Investment Trust (“**Link REIT**”) to divest the Group’s entire interest in Jurong Point and Swing By @ Thomson Plaza (the “**Divestment**”), including, *inter alia*, the following:
 - (a) the sale and purchase agreements entered into between (i) Mercatus Epsilon Co-operative Limited and Magical Leap Limited, and (ii) Mercatus Gamma Co-operative Limited and Eagle Castle Ventures Limited, in relation to certain properties in 1 Jurong West Central 2, Singapore 648886 and 63 Jurong West Central 3, Singapore 648331;
 - (b) the sale and purchase agreement entered into between Mercatus Epsilon Co-operative Limited and Diamond Run Limited, in relation to the sale and purchase of all the shares in SMCP Pte. Ltd.; and
 - (c) the sale and purchase agreements entered into between Mercatus Beta Co-operative Limited and each of (i) Diamond Stream Developments Limited and (ii) A Leader Developments Limited respectively, in relation to certain properties in 301 Upper Thomson Road, Thomson Plaza, Singapore 574408.

Link REIT, managed by Link Asset Management Limited, is the largest REIT in Asia, and a leading real estate investor and asset manager in the world.

2. THE DIVESTMENT

The Divestment will be for an aggregate consideration of S\$2,161.68 million, and completion of the Divestment is currently expected to take place on 31 March 2023.

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 Jurong Point and Swing By @ Thomson Plaza will be divested.

4. CONSENT SOLICIATION PROCESS

- 4.1. The Issuer will be commencing a consent solicitation exercise in relation to the Notes in light of the Divestment and will be providing an update to the Noteholders in due course.

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
28 December 2022