



MANULIFE US REAL ESTATE INVESTMENT TRUST

(a real estate investment trust constituted on 27 March 2015 under the laws of the Republic of Singapore)

UPDATE ON STRATEGIC REVIEW

1. Entry into Letter of Intent for Proposed Disposal of Phipps Tower

Manulife US Real Estate Management Pte. Ltd., as manager of Manulife US Real Estate Investment Trust (“**Manulife US REIT**”, and the manager of Manulife US REIT, the “**Manager**”) wishes to announce that it has entered into a letter of intent (the “**Letter of Intent**”) with The Manufacturers Life Insurance Company (the “**Sponsor**”) in relation to the proposed sale of the property known as “Phipps Tower” (the “**Property**”) located at 3438 Peachtree Road, Atlanta, Georgia, United States 30326 (the “**Proposed Divestment**”) to an affiliate of the Sponsor (the “**Buyer**”). The Proposed Divestment is subject to the execution of definitive agreements by the purchaser and DBS Trustee Limited (in its capacity as trustee of Manulife US REIT) (the “**Trustee**”) (or a subsidiary of Manulife US REIT) on terms which are satisfactory to the relevant parties.

Pursuant to the Letter of Intent, the purchase consideration of the Property shall be no more than the average of two independent valuations commissioned by the Manager and the Trustee, and the conditions to the completion of the Proposed Divestment will include, *inter alia*, the approval of the unitholders of Manulife US REIT, the owner of the Property, and internal approval on behalf of the Buyer and any and all regulatory approvals required for related party transactions.

Subject to satisfactory completion of due diligence and negotiation of terms of the definitive agreements the parties are targeting to enter into the definitive agreements in relation to the Proposed Divestment by 30 June 2023.

The Manager will waive its disposal fee in relation to the Proposed Divestment.

For the avoidance of doubt, no binding definitive agreements have been entered into and there is no certainty or assurance that any definitive agreements will be entered into or that any transaction will materialise from the current discussions with the Sponsor on the Proposed Divestment.

The Proposed Divestment is part of the Manager’s strategic review of options to enhance unitholder value (the “**Strategic Review**”) and represents the Manager’s continued efforts in identifying asset disposition opportunities within its existing portfolio with plans to redeploy proceeds into debt repayment and/or capital expenditure (e.g. tenant incentives etc).

2. Update on Strategic Review

The Manager refers to its previous announcements in relation to the Strategic Review regarding a potential transaction with Mirae Asset Global Investments (“**Mirae**”), and wishes to update Unitholders that the exclusivity period with Mirae has lapsed. While the Manager remains open to ongoing discussions with Mirae, it is also considering proposals from other prospective partners in relation to a strategic transaction involving Manulife US REIT, which will strengthen Manulife US REIT.

The Manager together with Citigroup Global Markets Singapore Pte. Ltd., the financial advisor in relation to the Strategic Review, is also committed to consider and evaluate other potential options to further strengthen the balance sheet of Manulife US REIT and to reduce its borrowings. Besides the divestment of Tanasbourne and the Proposed Divestment, the Manager will continue to explore various fundraising options, including further asset dispositions to reduce gearing. Proceeds from these divestments will be prioritised towards near-term loan maturities and essential capital expenditure.

The Manager will make further announcement(s) in accordance with the Listing Manual of Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) if and when there is any material development in relation to the Proposed Divestment and the Strategic Review.

In the meantime, unitholders of Manulife US REIT and investors should exercise caution when dealing in the units of Manulife US REIT and its subsidiaries. They should consult their stockbrokers, bank managers, solicitors or other professional advisers if they have any doubt about the actions they should take.

BY ORDER OF THE BOARD

William D. Gantt III

Chief Executive Officer

Manulife US Real Estate Management Pte. Ltd.

(Company Registration No. 201503253R)

As manager of Manulife US Real Estate Investment Trust

24 May 2023

IMPORTANT NOTICE

This announcement is for information purposes only and does not constitute or form part of an offer, invitation or solicitation of any offer to purchase or subscribe for any securities of Manulife US REIT in Singapore or any other jurisdiction nor should it or any part of it form the basis of, or be relied upon in connection with, any contract or commitment whatsoever.

The value of units in Manulife US REIT (“**Units**”) and the income derived from them may fall as well as rise. The Units are not obligations of, deposits in, or guaranteed by the Manager, DBS Trustee Limited (as trustee of Manulife US REIT) or any of their respective affiliates.

An investment in the Units is subject to investment risks, including the possible loss of the principal amount invested. Unitholders have no right to request that the Manager redeem or purchase 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. The past performance of Manulife US REIT is not necessarily indicative of the future performance of Manulife US REIT.