



(a real estate investment trust constituted on 10 October 2013 under the laws of the Republic of Singapore)

DISCLOSURE PURSUANT TO RULE 704(31) OF THE LISTING MANUAL OF THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED

Pursuant to Rule 704(31) of the Listing Manual of the Singapore Exchange Securities Trading Limited, OUE REIT Management Pte. Ltd. ("**OUE REIT Management**"), as manager of OUE Real Estate Investment Trust ("**OUE REIT**"), wishes to announce that:

1. DBS Trustee Limited, in its capacity as trustee of OUE REIT (the "**Borrower**"), has entered into a facility agreement dated 23 April 2024 (the "**Facility Agreement**") in relation to S\$600,000,000 unsecured facilities (collectively, the "**Facilities**").

The proceeds of the Facilities will be used towards refinancing the existing secured S\$540,000,000 term and revolving loan facilities of the Borrower under a facility agreement originally dated 7 October 2021 (as amended, novated, supplemented, extended and/or restated from time to time) and general corporate funding purpose.

The utilisation of the Facilities remains subject to the conditions set out in the Facility Agreement.

2. The Facility Agreement contains provisions and restrictions which make reference to the ownership interests of OUE Limited (the "**Sponsor**") in certain instances, as follows:

(a) it is a term of the Facility Agreement that:

- (i) if the Sponsor ceases to own (directly or indirectly) at least 51 per cent of the issued and fully paid ordinary shares in OUE REIT Management, as manager of OUE REIT and its assigns and successors from time to time ("**OUE REIT Manager**") without the prior agreement of the Majority Lenders (as defined in the Facility Agreement); or
- (ii) if the Sponsor ceases to (directly or indirectly) have Effective Control (as defined in the Facility Agreement),

if the Majority Lenders so require, there shall be a mandatory prepayment of all outstanding Utilisations (as defined in the Facility Agreement), together with accrued interest, and all other amounts accrued or outstanding under the Facilities;

- (b) it shall be an event of default under the Facility Agreement if the Sponsor does not or ceases to hold (directly or indirectly) at least 20 per cent. of the Trust Units (as defined in the Facility Agreement); and
- (c) it shall be an event of default under the Facility Agreement if the OUE REIT Manager resigns or is removed as a manager of OUE REIT without the prior consent in writing of the Lenders (as defined in the Facility Agreement) (such consent not to be unreasonably withheld or delayed) and a replacement manager which is a direct or

indirect Affiliate (as defined in the Facility Agreement) of the Sponsor, or a replacement manager of reputable standing, is not appointed in accordance with the terms of the trust deed constituting OUE REIT.

As at the date of this announcement, the events described above have not occurred. The amount of the Facilities (assuming the Facilities are drawn down in full) and existing outstanding borrowings of OUE REIT that may be affected by the events mentioned above (including facilities or debt securities which will be affected as a result of cross-defaults) amounts to approximately S\$2,553 million (excluding interest and fees) as at the date of this announcement.

By Order of the Board

Kelvin Chua
Company Secretary

OUE REIT Management Pte. Ltd.

(Registration Number: 201327018E)

(as manager of OUE Real Estate Investment Trust)

23 April 2024

IMPORTANT NOTICE

This announcement is for information purposes only and does not constitute an invitation, offer or solicitation of any offer to acquire, purchase or subscribe for units, including the convertible perpetual preferred units (CPPUs), in OUE REIT (the "**Units**").

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. You are cautioned not to place undue reliance on these forward-looking statements, which are based on the Manager's current view of future events.

The value of Units and the income derived from them, if any, may fall or rise. Units are not obligations of, deposits in, or guaranteed by, the Manager, DBS Trustee Limited (as trustee of OUE REIT) or any of their respective affiliates. An investment in Units is subject to investment risks, including the possible loss of the principal amount invested. The past performance of OUE REIT is not necessarily indicative of the future performance of OUE REIT.

Investors should note that they will have no right to request the Manager to redeem or purchase their Units for so long as the Units are listed on the Singapore Exchange Securities Trading Limited (the "**SGX-ST**"). It is intended that holders of Units may only deal in their Units through trading on the SGX-ST. The listing of the Units on the SGX-ST does not guarantee a liquid market for the Units.

The information and opinions contained in this announcement are subject to change without notice.