

THIS LETTER IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this letter or the action you should take, you are recommended to immediately seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant, fund manager or other independent financial adviser authorised under the Financial Services and Markets Act 2000 (as amended) if you are in the United Kingdom, or from another appropriately authorised independent financial adviser if you are in a territory outside the United Kingdom.

If you have sold or otherwise transferred all of your shares in Balanced Commercial Property Trust Limited, please send this letter at once to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you sell, have sold or otherwise transferred only part of your holding of shares in Balanced Commercial Property Trust Limited, you should retain this letter and consult the stockbroker, bank or other agent through whom the sale or transfer was effected.

However, this letter should not be sent or transmitted in, into or from any jurisdiction where to do so might constitute a violation of local securities laws or regulations. Further details in relation to overseas shareholders of Balanced Commercial Property Trust Limited are contained in the Announcement (as defined below).

5 September 2024

To Balanced Commercial Property Trust Limited shareholders and persons with information rights in respect of Balanced Commercial Property Trust Limited shares

Dear Sir/Madam

Announcement of a recommended cash acquisition of Balanced Commercial Property Trust Limited by Starlight Bidco Limited

On 4 September 2024, the boards of Balanced Commercial Property Trust Limited (the “**Company**”) and Starlight Bidco Limited (“**Bidco**”) announced that they have reached agreement on the terms of, and Bidco announced its firm intention to make, a recommended cash offer for Company pursuant to which Bidco will acquire the entire issued and to be issued share capital of the Company (the “**Acquisition**”).

In accordance with the requirements of Rule 2.11(b) of the City Code on Takeovers and Mergers (the “**Takeover Code**”), we have enclosed with this letter a copy of the announcement of the Acquisition made by the Company pursuant to Rule 2.7 of the Takeover Code (the “**Announcement**”), so that it is readily available to you. This letter is not a summary of the information in the Announcement and should not be regarded as a substitute for reading the Announcement in full.

A copy of the Announcement, this letter and all other information, documents and announcements relating to the Acquisition will be made available on the Company’s website at www.balancedcommercialproperty.co.uk and will remain on the website during the course of the offer period. For the avoidance of doubt, neither the content of the Company’s website nor the content of any website accessible from hyperlinks on the Company’s website is not incorporated into, and does not form part of, this letter or the Announcement.

It is expected that the Acquisition will be implemented by way of a Court-sanctioned scheme of arrangement under Part VIII of the Companies (Guernsey) Law, 2008 (as amended), and the associated documentation (setting out the full terms and conditions of the Acquisition) will be sent to you in due course, subject to any restrictions on distribution as described in the Announcement. You are not required to take any action at the present time.

The Company is currently in what is known as an “offer period” under the Takeover Code. Under Rule 8 of the Takeover Code, certain persons are required to make “opening position disclosures” and “dealing disclosures” during the offer period as part of the disclosure requirements under the Takeover Code. Please see the summary of these disclosure requirements set out below.

Please note that details held by the Company in relation to you, including addresses, electronic addresses and certain other information provided by you for the receipt of communications from the Company, may be provided to Bidco during the offer period as required under Section 4 of Appendix 4 of the Takeover Code.

If you have any administrative questions in light of the Announcement or this letter, please contact the Company's registrar, Computershare Investor Services (Guernsey) Limited ("**Computershare**") on +44 (0)370 707 4040. Calls are charged at the standard geographic rate and will vary by provider. Calls made from outside the UK will be charged at the applicable international rate. Lines will be open between 8.30 a.m. and 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Alternatively, you can submit a request in writing to Computershare c/o 13 Castle Street, St Helier, Jersey JE1 1ES.

Yours faithfully,

Paul Marcuse
Chairman

Directors' responsibility

*The directors of the Company (the "**Directors**") accept responsibility for the information contained in this letter (including any expressions of opinion). To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this letter is in accordance with the facts and does not omit anything likely to affect the import of such information.*

Disclosure requirements of the Takeover Code

Under Rule 8.3(a) of the Takeover Code, any person who is interested in 1% or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any securities exchange offeror is first identified.

An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 pm (London time) on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30 pm (London time) on the 10th business day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Takeover Code, any person who is, or becomes, interested in 1% or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s), save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 pm (London time) on the business day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3.

Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).

Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Takeover Panel's website at www.thetakeoverpanel.org.uk, including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. You should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.