

Balanced Commercial Property Trust Ltd - Scheme of Arrangement
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FOR IMMEDIATE RELEASE

15 November 2024

RECOMMENDED CASH ACQUISITION

of

BALANCED COMMERCIAL PROPERTY TRUST LIMITED ("BCPT")

by

STARLIGHT BIDCO LIMITED ("BIDCO")

(a newly formed company incorporated in Guernsey and owned by Starwood Funds)

to be effected by means of a Court-sanctioned scheme of arrangement under Part VIII of the Companies (Guernsey) Law, 2008 (as amended)

SCHEME OF ARRANGEMENT BECOMES EFFECTIVE

On 4 September 2024, it was announced that the boards of BCPT and Bidco had reached agreement on the terms of a recommended cash offer to be made by Bidco for the entire issued and to be issued share capital of BCPT (the "**Acquisition**"), to be implemented by way of a Court-sanctioned scheme of arrangement under Part VIII of the Companies (Guernsey) Law, 2008 (as amended) (the "**Scheme**").

As previously announced, BCPT published the scheme document in respect of the Acquisition on 30 September 2024 (the "**Scheme Document**") and, on 25 October 2024, all resolutions in respect of the Scheme were duly passed at the Court Meeting and the General Meeting.

The Board of BCPT is pleased to announce that, at the Sanction Hearing heard earlier today, the Royal Court of Guernsey sanctioned the Scheme and granted the Court Order in connection with the Acquisition. As the Conditions of the Acquisition have now been satisfied or, where applicable, waived, the Scheme has become effective in accordance with its terms.

Unless the context provides otherwise, words and expressions defined in the Scheme Document shall have the same meanings in this announcement. All references to time shown in this announcement are references to London (UK) time.

Commenting on the Acquisition becoming Effective, Paul Marcuse, Chairman of BCPT, said:

"The BCPT Board is pleased that the recommended transaction received overwhelming support, with almost 99 per cent. of votes in favour of the proposals. The BCPT Board thanks the Columbia Threadneedle team for its management of BCPT and its portfolio since launch, with particular thanks to Richard Kirby, Dan Walsgrove and Scott Macrae for their continued dedication and professionalism over recent months since BCPT announced the Strategic Review in April 2024."

Settlement

Pursuant to the terms of the Scheme, Scheme Shareholders whose names appeared on the register of members of BCPT at the Scheme Record Time, being 6.00 p.m. on 14 November 2024, will be entitled (subject to certain terms and conditions)

to receive 96.00 pence in cash for each Scheme Share held.

As set out in the Scheme Document, settlement of the Cash Consideration to which any Scheme Shareholder is entitled under the Scheme will be effected as soon as practicable after the Effective Date and, in any event, not later than 14 days after the Effective Date, in the following manner:

- (a) in respect of Scheme Shareholders holding Scheme Shares in uncertificated form (that is, in CREST) as at the Scheme Record Time, through the crediting of CREST accounts by not later than 29 November 2024; and
- (b) in respect of Scheme Shareholders holding Scheme Shares in certificated form as at the Scheme Record Time, by the despatch of cheques or, should there be a valid bank mandate in place, release of electronic payments by not later than 29 November 2024.

As a result of the Scheme having become Effective, share certificates in respect of BCPT Shares have ceased to be valid documents of title and entitlements to BCPT Shares held in uncertificated form in CREST have been cancelled.

Dealings in BCPT Shares were suspended with effect from 7.30 a.m. today, 15 November 2024. Applications have been made to the London Stock Exchange to cancel the trading in BCPT Shares on the Main Market, and to the Financial Conduct Authority to cancel the listing of the BCPT Shares on the closed-ended investment funds category of the Official List, which in each case is expected to take effect by no later than 8.00 a.m. on 18 November 2024.

BCPT Shareholders are referred to the Scheme Document, in particular paragraph 10 of Part 2 of the Scheme Document, which sets out in detail the full terms and conditions of the settlement of the consideration payable for each Scheme Share under the Acquisition.

Directorate changes

As the Scheme has now become effective, BCPT duly announces that, as of 15 November 2024, Paul Marcuse, Isobel Sharp, John Wythe, Linda Wilding and Karima Fahmy will each step down from the BCPT Board (as well as the boards of BCPT's subsidiaries). Each of Matthew Parrott, Nicholas Chadwick and Daniel McLoughlin have been appointed as directors of BCPT and each of its subsidiaries as of today's date.

Dealing disclosures

BCPT is no longer in an "Offer Period" as defined in the City Code on Takeovers and Mergers (the "**Code**") and, accordingly, the dealing disclosure requirements previously notified to those interested in BCPT Shares no longer apply.

Enquiries:

Balanced Commercial Property Trust Limited	via Burson Buchanan
Paul Marcuse (Chairman)	
Barclays Bank PLC, acting through its Investment Bank (Lead Financial Adviser and Joint Corporate Broker to BCPT)	+44 (0)20 7623 2323
Bronson Albery / Callum West / Patrick Colgan / Dion Di Miceli (Corporate Broking)	
Dickson Minto Advisers LLP (Joint Financial Adviser and Rule 3 adviser to BCPT)	+44 (0)20 7649 6823
Douglas Armstrong / Andrew Clark / Jamie Seedhouse	
Winterflood Securities Limited (Joint Corporate Broker to BCPT)	+44 (0)20 3100 0265
Joe Winkley / Neil Morgan / Innes Urquhart	
Burson Buchanan (PR Adviser to BCPT)	+44 (0)20 7466 5000
Helen Tarbet / Henry Wilson / George Beale	

Important notices

You should read this announcement and the Scheme Document and if you are in any doubt as to the action you should take, consult an independent financial adviser. In making an investment decision you must rely on your own examination of the terms of the Scheme, and the Acquisition, including the merits and risks involved. If you have any questions about the Scheme Document, the Court Meeting or the General Meeting or are in any doubt as to how to complete the Forms of Proxy, please contact Computershare on the number set out above.

*Barclays Bank PLC, acting through its Investment Bank ("**Barclays**"), which is authorised by the PRA and regulated in the United Kingdom by the FCA and the PRA, is acting as lead financial adviser and joint corporate broker to BCPT and for no one else in connection with the Acquisition and the matters set out in this announcement and the Scheme Document and will not be responsible to anyone other than BCPT for providing the protections afforded to clients of Barclays nor for providing advice in relation to the matters set out in or referred to in this announcement and the Scheme Document. In accordance with the Takeover Code, normal United Kingdom market practice and Rule 14e-5(b) of the US Exchange Act, Barclays and its affiliates will continue to act as exempt principal trader in BCPT securities on the London Stock Exchange. These purchases and activities by exempt principal traders which are required to be made public in the United Kingdom pursuant to the Takeover Code will be reported to a Regulatory Information Service and will be available on the London Stock Exchange website at www.londonstockexchange.com. This information will also be publicly disclosed in the United States to the extent that such information is made public in the United Kingdom.*

*Dickson Minto Advisers LLP ("**Dickson Minto Advisers**"), which is authorised and regulated by the FCA in the United Kingdom, is acting as joint financial adviser and sole Rule 3 adviser to BCPT and for no one else in connection with the Strategic Review, the Acquisition and any other matters referred to in this announcement and the Scheme Document and will not be responsible to anyone other than BCPT for providing the protections afforded to clients of Dickson Minto Advisers nor for providing advice in connection with the Strategic Review, the Acquisition and any other matters referred to in this announcement and the Scheme Document. Neither Dickson Minto Advisers nor any of its affiliates (nor any of its or their respective directors, officers, employees, members, representatives or agents) owes or accepts any duty, liability or responsibility whatsoever (whether direct, indirect, consequential, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Dickson Minto Advisers in connection with the Strategic Review, the Acquisition and any other matters referred to in this announcement and the Scheme Document, any statement contained herein or in the Scheme Document or otherwise.*

This announcement and the Scheme Document do not constitute an offer or an invitation to purchase or subscribe for any securities, or a solicitation of an offer to buy any securities, pursuant to this announcement and the Scheme Document or otherwise in any jurisdiction in which such offer or solicitation is unlawful.

This announcement does not comprise a prospectus or a prospectus equivalent document or an exempted document.

The contents of this announcement do not amount to, and should not be construed as, legal, tax, business or financial advice. BCPT Shareholders who are in any doubt about the contents of this announcement should consult their own legal adviser, tax adviser or financial adviser for legal, tax, business or financial advice.

The statements contained in this announcement are made as at the date of this announcement, unless some other date is specified in relation to them, and publication of this announcement shall not give rise to any implication that there has been no change in the facts set forth in this announcement since such date.

Overseas jurisdictions

This announcement has been prepared for the purpose of complying with English law, Guernsey law and the Takeover Code and the information disclosed may not be the same as that which would have been disclosed if this announcement had been prepared in accordance with the laws and regulations of jurisdictions outside the United Kingdom and Guernsey.

The release, publication or distribution of this announcement and any formal documentation relating to the Acquisition in, into or from jurisdictions other than the United Kingdom or Guernsey may be restricted by law and/or regulation and therefore any persons who are subject to the laws of any jurisdiction other than the United Kingdom or Guernsey should inform themselves about and observe any applicable legal or regulatory requirements. In particular, the ability of persons who are not resident in the United Kingdom or Guernsey to vote their BCPT Shares with respect to the Scheme at the Court Meeting or the Resolution at the General Meeting, or to execute and deliver Forms of Proxy appointing another person to vote at the Court Meeting or the General Meeting on their behalf, may be affected by the laws of the relevant jurisdictions in which they are located. Any failure to comply with the applicable restrictions may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law the companies and persons involved in the Acquisition disclaim any responsibility or liability for the violation of such restrictions by any person.

Unless otherwise determined by Bidco or required by the Takeover Code, the Acquisition is not being made, directly or indirectly, in, into or from, or by use of the mails of, or any means of instrumentality (including, without limitation, facsimile, e-

mail or other electronic transmission, telex or telephone) of interstate or foreign commerce of, or any facility of a national, state or other securities exchange of, any Restricted Jurisdiction and shall not be capable of acceptance by any such use, means, instrumentality or facility or from within any Restricted Jurisdiction. Accordingly, copies of this announcement and any formal documentation relating to the Acquisition (including the Scheme Document) are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in, into or from any Restricted Jurisdiction or any other jurisdiction where to do so would constitute a violation of the laws of that jurisdiction, and persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send such documents in, into or from any Restricted Jurisdiction. If the Acquisition is implemented by way of an Offer (unless otherwise permitted by applicable law and regulation), the Offer may not be made directly or indirectly, in or into, or by the use of mails or any means or instrumentality (including, but not limited to, facsimile, e-mail or other electronic transmission or telephone) of interstate or foreign commerce of, or of any facility of a national, state or other securities exchange of, any Restricted Jurisdiction and the Offer may not be capable of acceptance by any such use, means, instrumentality or facilities or from within any Restricted Jurisdiction.

The availability of the Acquisition to BCPT Shareholders not resident in the United Kingdom or Guernsey may be affected by the laws of the relevant jurisdiction. Any persons who are subject to the laws of, or are otherwise resident in, any jurisdiction other than the United Kingdom or Guernsey should inform themselves about and observe any applicable requirements. BCPT Shareholders who are in doubt about such matters should consult an appropriate independent professional adviser in the relevant jurisdiction without delay.

Further details in relation to Overseas Shareholders are contained in paragraph 11 of Part 2 of the Scheme Document. All BCPT Shareholders or other persons (including nominees, trustees and custodians) who would otherwise intend to or may have a contractual or legal obligation to forward the Scheme Document and the accompanying Forms of Proxy to a jurisdiction outside the United Kingdom and Guernsey should refrain from doing so and seek appropriate professional advice before taking any action.

US investors

The US holders of BCPT Shares should note that the Acquisition relates to the shares of a Guernsey company which are admitted to listing on the closed-ended investment funds category of the Official List and to trading on the Main Market and is proposed to be implemented by means of a scheme of arrangement of BCPT provided for under the laws of Guernsey. A transaction effected by means of a scheme of arrangement is not subject to the tender offer or proxy solicitation rules under the US Exchange Act. Accordingly, the Acquisition is subject to the procedural and disclosure requirements, rules and practices applicable in the UK and Guernsey involving a target company incorporated in Guernsey whose shares are admitted to listing on the closed-ended investment funds category of the Official List and to trading on the Main Market, which differ from the requirements of the US tender offer and proxy solicitation rules.

It may be difficult for US holders of BCPT Shares to enforce their rights and any claim arising out of US federal laws in connection with the Acquisition, since each of Bidco and BCPT are located in a non-US jurisdiction, and some or all of their officers and directors may be residents of, and some or all of their assets may be located in, a non-US jurisdiction. US holders of BCPT Shares may not be able to sue a non-US company or its officers or directors in a non-US court for violations of US securities laws. Further, it may be difficult to compel a non-US company and its affiliates to subject themselves to a US court's judgement.

None of the securities referred to in this announcement or the Scheme Document have been approved or disapproved by the US Securities and Exchange Commission, any US state securities commission or any other US regulatory authority, nor have such authorities approved or disapproved or passed judgement upon the fairness or the merits of the Acquisition, or determined if the information contained in this announcement or the Scheme Document is adequate, accurate or complete. Any representation to the contrary is a criminal offence in the US.

US holders of BCPT Shares should also be aware that the transaction contemplated herein (including the receipt of consideration pursuant to the Acquisition) may have tax consequences in the US and that such consequences, if any, are not described herein. US BCPT Shareholders are urged to consult their independent legal, tax and financial advisers in connection with making a decision regarding this transaction.

In accordance with the Takeover Code and to the extent permitted under Rule 14e-5(b) under the US Exchange Act, Bidco, certain affiliated companies or their respective nominees, or brokers (acting as agents) may from time to time make certain purchases of, or arrangements to purchase, BCPT securities other than pursuant to the Acquisition, either in the open market at prevailing prices or through privately negotiated purchases at negotiated prices outside the US until the date on which the Scheme becomes Effective, lapses or is otherwise withdrawn (or, if the Acquisition is implemented by way of an Offer, before or during the period in which such Offer would remain open for acceptance). To the extent required by Rule 14e-5(b), such purchases, or arrangements to purchase, must comply with English law, Guernsey law, the Takeover Code and the UK Listing Rules. Any information about such purchases will be disclosed to the Panel and, to the extent that such information is required to be publicly disclosed in the United Kingdom in accordance with applicable regulatory

requirements, will be made available to all investors (including US investors) via the Regulatory Information Service on the London Stock Exchange website at www.londonstockexchange.com.

Further details in relation to US holders are contained in the Scheme Document.

Publication on website

A copy of this announcement and the documents required to be published pursuant to Rules 26.1 and 26.2 of the Takeover Code will be available, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, on BCPT's website at <https://www.columbiathreadneedle.co.uk/bcpt-strategic-review/> and on Bidco's website at <https://www.starwoodbluebird.com/> promptly and in any event by not later than 12 noon (London time) on the Business Day following the publication of this announcement.

Save as expressly referred to in the Scheme Document, neither the contents of these websites nor the content of any other website accessible from hyperlinks on such websites is incorporated into, or forms part of, this announcement and/or the Scheme Document.

Market Abuse Regulation

The information communicated in this announcement is deemed to constitute inside information for the purposes of Article 7 of the UK version of Regulation (EU) No. 596/2014 which is part of UK law by virtue of the European Union (Withdrawal) Act 2018, as amended. The person responsible for arranging the release of this announcement on behalf of BCPT is Allison Dunning of Northern Trust International Fund Administration Services (Guernsey) Limited, the company secretary of BCPT. Upon the publication of this announcement, this information is considered to be in the public domain.

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