

19 September 2024

Recommended cash acquisition of Balanced Commercial Property Trust Limited ("BCPT") by Starlight Bidco Limited ("BidCo") (the "Acquisition") to be effected by means of a Court-sanctioned scheme of arrangement (the "Scheme")

1. Where can I find the Stock Exchange announcement of the proposed transaction?

The announcement, which was made on 4 September, can be downloaded [HERE](#)

2. Why didn't the Board consult retail shareholders about the offer?

- a. A number of very large institutional shareholders were consulted but simply due to practicalities of the volume of individual retail shareholders, it is not possible to consult ahead of an offer.
- b. All shareholders will be able to vote on the potential Acquisition in due course at the general meetings.
- c. During the strategic review process, the Board conducted an open consultation process with shareholders. In addition, Starwood Capital has received irrevocable undertakings to vote in favour of the Acquisition, which represents approximately 23.53% of BCPT's issued share capital.
- d. We welcome further views from all shareholders. The Chairman can be contacted at BCPT@georgeson.com

3. Will I still be paid my monthly dividend / where is my dividend?

- a. In the light of the proposed Acquisition, the BCPT Board does not intend to declare or pay any further dividends prior to the Acquisition becoming effective (which is expected to occur in the fourth quarter of 2024), date save to the extent required to ensure compliance with the REIT regime.
- b. If, on or after the date of this announcement, any dividend is declared, made or paid or becomes payable in respect of the BCPT shares, the Cash Consideration shall automatically be reduced by an amount equal to the amount of such dividend. In such circumstances, BCPT shareholders would be entitled to receive and retain any such dividend.

4. BCPT is required to hold a Continuation Vote this year. Is that still going ahead?

- a. In the light of the proposed Acquisition, and based on the expected timetable for the Scheme, the BCPT Board does not expect to hold the Continuation Vote prior to the effective date of the Acquisition.

5. How is the transaction going to be implemented – scheme of arrangement or offer? Will all shareholders have a vote?

- a. The acquisition will be implemented via a Court-sanctioned scheme of arrangement (although BidCo has the right to switch to an offer).
- b. Therefore a Scheme document will be posted to shareholders within 28 days of the firm offer announcement of 4 September 2024 (although this timing can be extended in certain circumstances).
- c. Shareholders will be asked to vote at two meetings required to approve the Acquisition: a Court meeting and a general meeting. Details of these meetings will be set out in the Scheme document.

6. Can I make my views known to the Board ahead of the shareholder meetings?

- a. Yes. Shareholders' views are sought and welcomed up to and at the Court meeting and general meeting, the date and details of which will be in the Scheme document which shareholders will receive shortly. The Chairman can be contacted at BCPT@georgeson.com

7. When will I receive details of the shareholder meeting and details of how to cast my vote?

- a. It is expected that the Scheme document, containing further information about the Acquisition and notices of the Court meeting and general meeting, together with the associated forms of proxy and voting instructions, will be posted to BCPT shareholders within 28 days of the announcement made on 4 September 2024 (although this timing can be extended in certain circumstances). An expected timetable of key events relating to the Acquisition will be set out in the Scheme document.

8. How do I cast my vote?

- a. This will be outlined in the Scheme document which all shareholders will receive – a general meeting and Court meeting will be scheduled for later in 2024, with proxy instructions needing to be lodged a few days ahead of these meetings. Further details will follow in the scheme document.

9. I cannot attend the shareholder meetings. How can I cast my vote?

- a. The Scheme document, containing further information about the Acquisition and notices of the Court meeting and general meeting, together with the associated forms of proxy, will be posted to shareholders shortly and will contain full details of how to make a proxy appointment to attend, speak and vote on your behalf at the shareholder meetings.

10. What percentage of shares are required to pass the vote?

- a. In order to become effective, the Scheme must be approved by a majority in number representing 75 per cent. or more in value of the votes cast by Scheme shareholders at the Court meeting. In addition, a special resolution in connection with the implementation

of the Scheme must be passed by BCPT shareholders representing at least 75 per cent. of votes cast at the general meeting.

- b. For the reasons set out in the announcement of 4 September 2024, the Board intends to recommend unanimously that shareholders vote in favour of the Scheme at the Court meeting and in favour of the resolution at the general meeting.

11. If I don't sell my holding, will I become a holder of Starlight BidCo instead?

- a. No. Starlight, a private company, would acquire the entire issued and to be issued share capital of BCPT. Shareholders' individual holdings will be returned to them as cash: 96p in cash for each BCPT share held.

12. Where can I find more information about Starwood?

- a. You can find out more information about Starwood by visiting its website at www.starwoodcapital.com/

13. When can we expect the Acquisition to complete if shareholders vote in favour, and when will I get my cash?

- a. The Acquisition is expected to complete during the fourth quarter of 2024, subject to approval of BCPT shareholders, satisfaction or the waiver of the conditions and the sanction of the Scheme by the Court. An expected timetable of key events relating to the Acquisition will be set out in the Scheme document, which is expected to be sent to shareholders within 28 days of the announcement relating to the proposed transaction made on 4 September 2024 (although this timing can be extended in certain circumstances).
- b. Shareholders will receive 96.00 pence in cash (the "**Cash Consideration**") when the transaction completes.

14. If the offer were not to proceed, what would this mean for my holding in BCPT?

- a. If the offer did not proceed, the BCPT Board would promptly reconsider the remaining strategic options available to BCPT and put alternative proposals to BCPT shareholders as soon as possible thereafter.

15. How will this be treated in my tax return?

A summary of certain aspects of the UK and Guernsey taxation regimes applicable to the Acquisition will be set out in the Scheme document to be sent to BCPT shareholders in due course. This summary is intended as a general guide only and if you are in any doubt as to your tax position, or if you are subject to taxation in any jurisdiction other than the UK or Guernsey, you should consult an appropriate independent professional tax adviser.

16. I cannot find the answer to my question here. Who should I contact?

- a. Please email your question BCPT@georgeson.com