

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PART 2 OF THIS DOCUMENT COMPRISES AN EXPLANATORY STATEMENT IN COMPLIANCE WITH PART VIII OF THE COMPANIES (GUERNSEY) LAW, 2008 (AS AMENDED) AND CONTAINS A PROPOSAL WHICH, IF IMPLEMENTED, WILL RESULT IN THE CANCELLATION OF THE LISTING OF THE BCPT SHARES ON THE CLOSED-ENDED INVESTMENT FUNDS CATEGORY OF THE OFFICIAL LIST AND THE CANCELLATION OF THE ADMISSION OF THE BCPT SHARES TO TRADING ON THE LONDON STOCK EXCHANGE'S MAIN MARKET FOR LISTED SECURITIES.**

**If you are in any doubt about the Acquisition, the contents of this document or the action which you should take, you are recommended to seek your own independent financial advice immediately from your stockbroker, solicitor, accountant, bank manager or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) if you are resident in the UK or, if you are not so resident, from another appropriately authorised independent financial adviser.**

If you sell, have sold or otherwise transferred all of your BCPT Shares, please forward this document and (if supplied) any reply-paid envelope (but not any personalised Form of Proxy), as soon as possible, to the buyer or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for onward delivery to the buyer or transferee. However, this document and the accompanying Forms of Proxy should not be forwarded, in whole or in part, directly or indirectly, in, into or from any jurisdiction in which such an act would constitute a violation of the relevant laws of such jurisdiction. If you sell, have sold or otherwise transferred part of your holding of BCPT Shares, you should retain these documents and consult the stockbroker, bank or other agent through whom the sale or transfer was effected. If you have recently purchased or otherwise acquired BCPT Shares in certificated form, notwithstanding receipt of this document and any accompanying documents from the transferor, you should contact BCPT's registrar, Computershare, on the telephone number set out on page 14 of this document to obtain Forms of Proxy and any other replacement documents.

The release, publication or distribution of this document and/or any accompanying documents in, into or from jurisdictions other than the UK and Guernsey may be restricted by the laws and/or regulations of those jurisdictions and, therefore, persons into whose possession any of these documents come should inform themselves about, and observe, any such restrictions. Any failure to comply with such restrictions may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by law, BCPT and Bidco disclaim any responsibility or liability for the violation of such restrictions by such persons.

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## **RECOMMENDED CASH ACQUISITION**

of

## **BALANCED COMMERCIAL PROPERTY TRUST LIMITED**

*(An authorised closed-ended investment company limited by shares incorporated in Guernsey with registered number 50402)*

by

## **STARLIGHT BIDCO LIMITED**

*(A newly formed company limited by shares incorporated in Guernsey with registered number 74135 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)**

**Circular to BCPT Shareholders and explanatory statement under Part VIII of the Companies (Guernsey) Law, 2008 (as amended)**

and

**Notice of Court Meeting and Notice of General Meeting**

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This document (including any documents incorporated into it by reference) should be read as a whole and in conjunction with the accompanying Forms of Proxy. Your attention is drawn to the letter from the Chairman of BCPT in Part 1 of this document, which contains a unanimous recommendation of the BCPT Directors that you vote in favour of the Scheme at the Court Meeting and the Resolution at the General Meeting. A letter from Dickson Minto Advisers and Barclays explaining the Scheme is set out in Part 2 of this document and constitutes an explanatory statement for the purposes of Part VIII of the Companies Law of Guernsey.

Notices of the Court Meeting and the General Meeting, each of which will be held in the building of the Company's UK legal advisers, Dickson Minto LLP, at Dashwood House, 69 Old Broad Street, London EC2M 1QS, are set out in Parts 10 and 11 of this document (respectively). The Court Meeting will start at 10.00 a.m. on 25 October 2024 and the General Meeting will start at 10.15 a.m. on that date (or as soon thereafter as the Court Meeting (as adjourned or postponed, if applicable) shall have concluded).

**Details of the actions to be taken by BCPT Shareholders in respect of the Meetings are set out on pages 11 to 14 and in paragraph 14 of Part 2 of this document.**

BCPT Shareholders will find accompanying this document a BLUE Form of Proxy for use in connection with the Court Meeting and a PINK Form of Proxy for use in connection with the General Meeting. BCPT Shareholders are asked, whether or not they intend to attend the Meetings in person, to complete and return the enclosed Forms of Proxy in accordance with the instructions printed thereon as soon as possible but in any event so as to be received by the Company's registrar, Computershare Investor Services (Guernsey) Limited, not later than 10.00 a.m. on 23 October 2024 in respect of the Court Meeting and by 10.15 a.m. on 23 October 2024 in respect of the General Meeting or, in the case of any adjournment or postponement of a Meeting, not later than 48 hours before the time fixed for the holding of the adjourned or postponed Meeting (excluding any part of a day which is not a Business Day). BCPT Shareholders who hold BCPT Shares in CREST may also appoint a proxy through the CREST electronic proxy appointment service by following the instructions set out on pages 12 and 13 of this document. Alternatively, BCPT Shareholders can also appoint a proxy electronically through the share portal service at [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy). If the BLUE Form of Proxy for use in connection with the Court Meeting is not lodged by the relevant time, it may be completed and handed to the Chairman of the Court Meeting or a representative of the Company's registrar, Computershare (if attending in person) at the Court Meeting venue before 9.30 a.m. on 25 October 2024 (or 30 minutes before the start of any postponed or adjourned Court Meeting). However, in the case of the General Meeting, if the PINK Form of Proxy is not lodged by the relevant time, and in accordance with the instructions on the PINK Form of Proxy, it will be invalid.

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 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 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](http://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 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 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 document, any statement contained herein or otherwise.

Eastdil Secured International Limited ("**Eastdil Secured**"), which is authorised and regulated by the FCA in the United Kingdom, is acting as financial adviser to Bidco and Starwood and for no one else in connection with the Acquisition and other matters set out in this document and will not be responsible to anyone other than Bidco and Starwood for providing the protections afforded to clients of Eastdil Secured, or for providing advice in connection with the Acquisition, the content of this document or any matter referred to herein. Neither Eastdil Secured nor any of its subsidiaries, affiliates or branches 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 Eastdil Secured in connection with the Acquisition, this document, any statement or other matter or arrangement referred to herein or otherwise.

Defined terms used in this document (save in respect of Part 3) are set out in Part 9 of this document.

No person has been authorised to give any information or make any representations in relation to the Acquisition other than those contained in this document and, if given or made, such information or representations must not be relied upon as having been authorised by BCPT, Bidco, Starwood, the BCPT Directors, the Bidco Directors, Barclays, Dickson Minto Advisers, Eastdil Secured or any other person involved in the Acquisition. Neither the delivery of this document nor the holding of the Meetings, the Sanction Hearing or filing the Court Order shall, under any circumstances, create any implication that there has been no change in the affairs of the BCPT Group or the Bidco Group since the date of this document or that the information in this document is correct at any time subsequent to its date.

This document is dated 30 September 2024.

## IMPORTANT NOTICE

This document and the accompanying documents 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 document or otherwise in any jurisdiction in which such offer, invitation or solicitation is unlawful.

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

The contents of this document do not amount to, and should not be construed as, legal, tax, business or financial advice.

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

Neither the GFSC nor the States of Guernsey take any responsibility for the financial soundness of BCPT or for the correctness of any of the statements made or opinions expressed with regard to it.

### **Overseas jurisdictions**

This document 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 document 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 document 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 document and any formal documentation relating to the Acquisition 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. Doing so may render invalid any related purported vote in respect of the Acquisition. 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 this 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 this 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 in BCPT**

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.

The financial information included in this document has been prepared in accordance with UK IFRS or EU IFRS and thus may not be comparable to financial information of US companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the United States. Generally accepted accounting principles in the United States differ in certain significant respects from UK IFRS and EU IFRS.

Bidco reserves the right, subject to obtaining the prior consent of the Panel, to elect to implement the Acquisition by way of an Offer. If, in the future, Bidco exercises its right to implement the Acquisition by way of an Offer, and determines to extend the Offer into the United States, such Offer and the Acquisition will be made in compliance with the applicable US laws and regulations including to the extent applicable Section 14(e) of the US Exchange Act and Regulation 14E thereunder, and in accordance with the Takeover Code. Accordingly, the Acquisition would be subject to disclosure and other procedural requirements, including with respect to withdrawal rights, offer timetable, settlement procedures and timing of payments that are different from those applicable under US domestic tender offer procedures and law. Such an Offer would be made in the United States by Bidco and no one else.

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 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 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](http://www.londonstockexchange.com).

### **Forward-looking statements**

This document (including information incorporated by reference in this document), oral statements regarding the Acquisition, and other information published by Bidco and BCPT contain statements which are, or may be deemed to be, “forward-looking statements”. Forward-looking statements are statements of future expectations which are prospective in nature and are not based on historical facts, but rather on current expectations, projections and assumptions of the management of Bidco or BCPT (as the case may be) about future events, and are, therefore, subject to risks, uncertainties and changes in circumstances that could cause actual results, performance or events to differ materially from those expressed or implied in these statements.

The forward-looking statements contained in this document include statements relating to the expected effects of the Acquisition on Bidco and BCPT (including their future prospects, developments and strategies), the expected timing and scope of the Acquisition and other statements other than historical facts. All statements other than statements of historical fact are, or may be deemed to be, forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of forward-looking words such as “plans”, “aims”, “hopes”, “expects” or “does not expect”, “is expected”, “is subject to”, “budget”, “projects”, “strategy”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates” or “does not anticipate”, or “believes”, or variations of such words and phrases and statements that certain actions, events or results “may”, “could”, “should”, “would”, “might” or “will” be taken, occur or be achieved.

All forward-looking statements contained in this document are expressly qualified in their entirety by the cautionary statements contained or referred to in this section. Although Bidco and BCPT believe that the expectations reflected in such forward-looking statements are reasonable, Bidco and BCPT (and their respective associates, directors, officers and advisers) can give no representation, assurance or guarantee that such expectations will prove to be correct. By their nature, forward-looking statements involve risk and uncertainty because they relate to events and depend on circumstances that are expected to occur in the future. There are a number of factors that could cause actual results and developments to differ materially from those expressed or implied by such forward-looking statements.

These factors include, but are not limited to: the ability to complete the Acquisition; the ability to obtain requisite regulatory and shareholder approvals and the satisfaction of other Conditions on the proposed terms and expected timeframe; future market conditions, changes in general economic and business conditions, the behaviour of other market participants, the anticipated benefits from the proposed transaction not being realised as a result of changes in general economic and market conditions in the countries in which Bidco and BCPT operate, weak, volatile or illiquid capital and/or credit markets, changes in tax rates, interest rate and currency value fluctuations, the degree of competition in the geographic and business areas in which Bidco and BCPT operate, and changes in laws or in supervisory expectations or requirements. Other unknown or unpredictable factors could cause actual results to differ materially from those in the forward-looking statements. Such forward-looking statements should therefore be construed in the light of such factors. Neither Bidco nor BCPT, nor any of their respective associates or directors, officers or advisers, provides any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statements in this document will actually occur. You are cautioned not to place any reliance on these forward-looking statements.

Specifically, statements of estimated cost savings and synergies, if any, relate to future actions and circumstances which, by their nature, involve risks, uncertainties and contingencies. As a result, any cost savings and synergies referred to may not be achieved, may be achieved later or sooner than estimated, or those achieved could be materially different from those estimated.

Each forward-looking statement speaks only as of the date of this document. Except as required by applicable law and by the rules of any competent regulatory authority, neither Bidco nor BCPT is under any obligation, and Bidco and BCPT expressly disclaim any intention or obligation, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

#### **No profit forecasts, profit estimates or quantified financial benefits statements**

No statement in this document is intended as a profit forecast, profit estimate or quantified financial benefits statement for any period and no statement in this document should be interpreted to mean that earnings or earnings per share for BCPT for the current or future financial periods would necessarily match or exceed the historical published earnings or earnings per share for BCPT.

#### **Dealing and Opening Position Disclosure Requirements of the Takeover Code**

Under Rule 8.3(a) of the Takeover Code, any person who is interested in 1 per cent. 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 not later than 3.30 p.m. (London time) on the 10th Business Day (as defined in the Takeover Code) following the commencement of the offer period and, if appropriate, by not later than 3.30 p.m. (London time) on the 10th Business Day (as defined in the Takeover Code) 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 per cent. 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 not later than 3.30 p.m. (London time) on the Business Day (as defined in the Takeover Code) 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 of the Takeover Code.

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 of the Takeover Code).

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 Panel's website at [www.thetakeoverpanel.org.uk](http://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.

#### **Publication on websites**

A copy of this document 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, for inspection 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 on the Business Day following the date of this document.

Save as expressly referred to in this 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 document.

### **Availability of hard copy documents**

In accordance with Rule 30.3 of the Takeover Code, BCPT Shareholders and persons with information rights may request a hard copy of this document (and any information incorporated into it by reference to another source) free of charge by contacting BCPT's registrar, Computershare Investor Services (Guernsey) Limited ("**Computershare**"), c/o The Pavilions, Bridgwater Road, Bristol BS99 6ZY or by calling Computershare on +44(0)370 707 4040. Calls are charged at the standard geographical rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 8.30 a.m. and 5.30 p.m. (London time), Monday to Friday (excluding public holidays in England and Wales). Please note that Computershare cannot provide any financial, legal or tax advice. Calls may be recorded and monitored for security and training purposes. In accordance with Rule 30.3 of the Takeover Code, a person so entitled may also request that all future documents, announcements and information to be sent to them in relation to the Acquisition should be in hard copy form. For persons who receive a copy of this document in electronic form or via a website notification, a hard copy of this document will not be sent to you unless so requested. Such persons may also request that all future documents, announcements and information to be sent to them in relation to the Acquisition should be in hard copy form.

### **Scheme process**

In accordance with Section 5 of Appendix 7 to the Takeover Code, BCPT will announce through a Regulatory Information Service key events in the Scheme process including the outcomes of the Meetings and the Sanction Hearing.

Unless otherwise consented to by the Court (if required) and the Panel, any modification or revision to the Scheme will be made not later than the date which is 14 days prior to the Meetings (or any later date to which such Meetings are adjourned or postponed).

### **Information relating to BCPT Shareholders**

Please be aware that addresses, electronic addresses and certain other information provided by BCPT Shareholders, persons with information rights and other relevant persons for the receipt of communications from BCPT may be provided to Bidco during the Offer Period as required under Section 4 of Appendix 4 of the Takeover Code in order to comply with Rule 2.11(c) of the Takeover Code.

### **Rounding**

Certain figures included in this document have been subjected to rounding adjustments. Accordingly, figures shown for the same category presented in different tables may vary slightly and figures shown as totals in certain tables may not be an arithmetic aggregation of figures that precede them.

### **Date and time**

This document is dated 30 September 2024. All times shown in this document are London times, unless otherwise stated.

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## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Event	Time and/or date
Publication of this document	30 September 2024
Latest time and date for receipt of the BLUE Form of Proxy or a CREST Proxy Instruction in respect of the Court Meeting	10.00 a.m. on 23 October 2024 <sup>(1)</sup>
Latest time and date for receipt of the PINK Form of Proxy or a CREST Proxy Instruction in respect of the General Meeting	10.15 a.m. on 23 October 2024 <sup>(2)</sup>
Voting Record Time for the Court Meeting and the General Meeting	6.00 p.m. on 23 October 2024 <sup>(3)</sup>
<b>Court Meeting</b>	<b>10.00 a.m. on 25 October 2024</b>
<b>General Meeting</b>	<b>10.15 a.m. on 25 October 2024<sup>(4)</sup></b>

**The following dates and times are indicative only and are subject to change<sup>(5)</sup>**

Last day of dealings in, and for registration of transfers of, and disablement in CREST of, BCPT Shares	14 November 2024 <sup>(6)</sup>
Scheme Record Time	6.00 p.m. on 14 November 2024
Suspension of listing of BCPT Shares on the closed-ended investment funds category of the Official List and from trading on the Main Market	7.30 a.m. on 15 November 2024
Court hearing to sanction the Scheme	15 November 2024 <sup>(7)</sup>
<b>Effective Date of the Scheme</b>	<b>15 November 2024<sup>(7)</sup></b>
Cancellation of listing of, and trading in, BCPT Shares	by not later than 8.00 a.m. on 18 November 2024
CREST accounts of Scheme Shareholders credited with Cash Consideration due in respect of Scheme Shares held in uncertificated form	within 14 calendar days of the Effective Date
Despatch of cheques and release of electronic payments for the Cash Consideration due to Scheme Shareholders in respect of Scheme Shares held in certificated form	within 14 calendar days of the Effective Date
Long Stop Date	3 March 2025 <sup>(8)</sup>

All references to time shown in this document are references to London (UK) time.

**The Court Meeting and the General Meeting will each be held in the building of the Company's UK legal advisers, Dickson Minto LLP, at Dashwood House, 69 Old Broad Street, London EC2M 1QS.**

### Notes:

- (1) It is requested that BLUE Forms of Proxy or CREST Proxy Instructions in respect of the Court Meeting be lodged at least 48 hours prior to the time appointed for the Court Meeting or, in the case of any adjournment or postponement, not later than 48 hours before the time fixed for the holding of the adjourned or postponed Court Meeting (in each case excluding any part of a day that is not a Business Day). BLUE Forms of Proxy that are not so lodged may be handed to the Chairman of the Court Meeting or a representative of the Company's registrar, Computershare, at the Court Meeting venue before 9.30 a.m. on 25 October 2024 (or 30 minutes before the start of any postponed or adjourned Court Meeting).
- (2) PINK Forms of Proxy or CREST Proxy Instructions in respect of the General Meeting must be lodged at least 48 hours prior to the time appointed for the General Meeting or, in the case of any adjournment or postponement, not later than 48 hours before the time fixed for the holding of the adjourned or postponed General Meeting (in each case excluding any part of a day that is not a Business Day). PINK Forms of Proxy that are not so lodged may NOT be handed to the Chairman of the General Meeting or a representative of the Company's registrar, Computershare, before the start of or at the General Meeting.

- (3) If either the Court Meeting or the General Meeting is adjourned or postponed, the Voting Record Time for the relevant adjourned or postponed Meeting will be 6.00 p.m. on the day which is two Business Days before the date set for such adjourned or postponed Meeting and only Scheme Shareholders (in the case of the Court Meeting) and BCPT Shareholders (in the case of the General Meeting) on the register of members at such time shall be entitled to attend and vote at the relevant Meeting(s).
- (4) Or as soon thereafter as the Court Meeting (as adjourned or postponed, if applicable) shall have been concluded.
- (5) These dates and times are indicative only, may be subject to change (including as a result of changes to the Court timetable and, in particular, if an earlier date becomes available for the Court hearing to sanction the Scheme) and will depend, amongst other matters, on the date upon which: (i) the Conditions are satisfied or (where applicable) waived; and (ii) the Court sanctions the Scheme. BCPT will give notice of any change(s) to this indicative timetable by issuing an announcement through a Regulatory Information Service and, if required by the Panel, posting notice(s) of the change(s) to BCPT Shareholders and persons with information rights. All Scheme Shareholders have the right to attend the Sanction Hearing.
- (6) BCPT Shares will be disabled in CREST from 6.00 p.m. on such date.
- (7) A copy of the Court Order which sanctions the Scheme must be filed with the Guernsey Registry within seven days after the date on which it is made. The Scheme will become Effective on the date prescribed in the Court Order.
- (8) This is the latest date by which the Scheme may become Effective unless (i) BCPT and Bidco agree a later date with the Panel's consent, or (ii) (in a competitive situation) Bidco specifies a later date with the consent of the Panel, and in each case (if required) as the Court may allow.

**Investors who hold their BCPT Shares indirectly via a nominee or investor platform are encouraged to instruct their nominee or investor platform to vote on their behalf in good time to ensure that their votes, which are important to the Company, are received and taken into account. Many investor platforms enable investors to submit voting instructions directly through their website. Please note that the deadline to submit votes is likely to be earlier than the time and date for receipt of Forms of Proxy as detailed above.**

## ACTIONS TO BE TAKEN

THE BCPT DIRECTORS, WHO HAVE BEEN SO ADVISED BY BARCLAYS AND DICKSON MINTO ADVISERS AS TO THE FINANCIAL TERMS OF THE ACQUISITION, CONSIDER THE TERMS OF THE ACQUISITION TO BE FAIR AND REASONABLE. IN PROVIDING THEIR FINANCIAL ADVICE TO THE BCPT DIRECTORS, BARCLAYS AND DICKSON MINTO ADVISERS HAVE TAKEN INTO ACCOUNT THE COMMERCIAL ASSESSMENTS OF THE BCPT DIRECTORS. DICKSON MINTO ADVISERS IS PROVIDING INDEPENDENT FINANCIAL ADVICE TO THE BCPT DIRECTORS FOR THE PURPOSES OF RULE 3 OF THE TAKEOVER CODE.

ACCORDINGLY, THE BCPT DIRECTORS RECOMMEND UNANIMOUSLY THAT SCHEME SHAREHOLDERS VOTE IN FAVOUR OF THE SCHEME AT THE COURT MEETING AND THAT BCPT SHAREHOLDERS VOTE IN FAVOUR OF THE RESOLUTION AT THE GENERAL MEETING AS THE BCPT DIRECTORS HAVE IRREVOCABLY UNDERTAKEN TO DO IN RESPECT OF THEIR OWN BENEFICIAL HOLDINGS OF BCPT SHARES, AND THAT YOU TAKE THE ACTION DESCRIBED BELOW.

This section should be read in conjunction with the rest of this document, the accompanying Forms of Proxy and any documents incorporated by reference into this document.

### Documents enclosed

BCPT Shareholders should have received the following documents with this document:

- a BLUE Form of Proxy for use in connection with the Court Meeting;
- a PINK Form of Proxy for use in connection with the General Meeting; and
- a reply-paid envelope for use in Guernsey and the United Kingdom.

If you have not received all of these documents please contact BCPT's registrar, Computershare, on the helpline number set out below. Alternatively, BCPT Shareholders can appoint a proxy electronically through the share portal service at [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy) or, in the case of CREST members, by utilising the CREST proxy voting service.

### The Court Meeting and the General Meeting

The Scheme will require approval of the Scheme Shareholders at the Court Meeting to be held in the building of the Company's UK legal advisers, Dickson Minto LLP, at Dashwood House, 69 Old Broad Street, London EC2M 1QS at 10.00 a.m. on 25 October 2024. Implementation of the Scheme will also require the passing of the Resolution at the General Meeting to be held at the same place at 10.15 a.m. on 25 October 2024 (or as soon thereafter as the Court Meeting (as adjourned or postponed, if applicable) has concluded). Notices of the Meetings are set out in Part 10 and Part 11 of this document respectively.

**IT IS IMPORTANT, FOR THE COURT MEETING IN PARTICULAR, THAT AS MANY VOTES AS POSSIBLE ARE CAST (WHETHER IN PERSON OR BY PROXY) IN ORDER FOR THE COURT TO BE SATISFIED THAT THERE IS A FAIR AND REASONABLE REPRESENTATION OF SCHEME SHAREHOLDERS' OPINION. YOU ARE THEREFORE STRONGLY URGED TO COMPLETE, SIGN AND RETURN YOUR FORMS OF PROXY OR TO APPOINT A PROXY ELECTRONICALLY EITHER THROUGH THE SHARE PORTAL SERVICE OR THROUGH CREST AS SOON AS POSSIBLE.**

If the Scheme becomes Effective, it will be binding on BCPT and all Scheme Shareholders, including those Scheme Shareholders who did not attend or vote (or procure a vote) at the Court Meeting and/or the General Meeting or who voted (or procured a vote) against the Scheme at the Court Meeting and/or the Resolution at the General Meeting.

### To vote on the Acquisition using the Forms of Proxy

Whether or not you intend to attend both or either of the Meetings, please complete and sign the Forms of Proxy in accordance with the instructions printed thereon and return them to BCPT's registrar, Computershare (together, if appropriate, with the power of attorney or other written authority under which it is signed or a notarially certified copy of such power of attorney or authority), by post to

Computershare Investor Services (Guernsey) Limited, c/o The Pavilions, Bridgwater Road, Bristol, United Kingdom, BS99 6ZY, as soon as possible, but in any event so as to be received by the following times and dates:

**BLUE Forms of Proxy for use in connection with the Court Meeting**

**10.00 a.m. on 23 October 2024**

**PINK Forms of Proxy for use in connection with the General Meeting**

**10.15 a.m. on 23 October 2024**

(or, in the case of an adjourned or postponed Meeting, not less than 48 hours prior to the time set for the adjourned or postponed Meeting (excluding any part of a day that is not a Business Day)).

Return of your completed Forms of Proxy will enable your votes to be counted at the Meetings in the event of your absence. If the BLUE Form of Proxy for use in respect of the Court Meeting is not returned by 10.00 a.m. on 23 October 2024, it may be handed to a representative of BCPT's registrar, Computershare, or to the Chairman of the Court Meeting at the Court Meeting venue before 9.30 a.m. on 25 October 2024 (or 30 minutes before the start of any postponed or adjourned Court Meeting) and will still be valid. However, if the PINK Form of Proxy for use in respect of the General Meeting is not returned so as to be received before the time set out above, it will be invalid.

You can also appoint a proxy electronically through the share portal service at [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy). To do so, you will need to log on to your share portal account or register for the share portal if you have not already done so. You will be prompted to enter the Court Meeting control number followed by your unique shareholder reference number and PIN. These can be found on the Forms of Proxy. Once registered, you will be able to vote. Proxies submitted via the share portal service must be received by BCPT's registrar, Computershare, not less than 48 hours before the time of the relevant Meeting (excluding any part of a day that is not a Business Day). Full details of the procedure to be followed to appoint a proxy online are given on the website above.

The completion and return of the Forms of Proxy or a proxy appointment via the share portal service will not prevent you from attending and voting in person at the Court Meeting or the General Meeting, or any adjournment or postponement thereof, should you wish to do so and should you be so entitled.

### **To vote on the Acquisition using a proxy appointment through CREST**

If you hold your BCPT Shares in uncertificated form (that is, in CREST), you may vote using the CREST electronic proxy appointment voting service (please also refer to the below and the notes in the notices convening the Court Meeting and the General Meeting set out in Part 10 and Part 11 of this document, respectively).

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so using the procedures described in the CREST Manual, which can be viewed at [www.euroclear.com](http://www.euroclear.com). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear's specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by BCPT's registrar, Computershare (Participant ID: 3RA50) not later than 10.00 a.m. on 23 October 2024 in the case of the Court Meeting and not later than 10.15 a.m. on 23 October 2024 in the case of the General Meeting (or, in the case of an adjourned or postponed meeting, by not later than 48 hours before the time fixed for the holding of the adjourned or postponed meeting (excluding any part of a day that is not a Business Day)). For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST application host) from which Computershare is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

CREST members and, where applicable, their CREST sponsors or voting service providers, should note that Euroclear does not make available special procedures in CREST for any particular message. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his/her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. CREST members and, where applicable, their CREST sponsors or voting system providers, are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in regulation 34 of the Uncertificated Securities Regulations.

### **Multiple proxy voting instructions**

You are entitled to appoint a proxy in respect of some or all of your BCPT Shares and you are also entitled to appoint more than one proxy. A space has been included in the Forms of Proxy to allow you to specify the number of BCPT Shares in respect of which that proxy is appointed. If you return the Forms of Proxy duly executed but leave this space blank, you will be deemed to have appointed the proxy in respect of all of your BCPT Shares.

You may appoint more than one proxy in relation to the Meetings, provided that each proxy is appointed to exercise the rights attached to different BCPT Shares held by you. If you wish to appoint more than one proxy in respect of your shareholding, you should photocopy the Forms of Proxy, as required. The following principles shall apply in relation to the appointment of multiple proxies:

1. The Company will give effect to the intentions of BCPT Shareholders and include votes wherever and to the fullest extent possible.
2. Where a Form of Proxy does not state the number of BCPT Shares to which it applies (a “**blank proxy**”) then, subject to the following principles where more than one proxy is appointed, that proxy is deemed to have been appointed in relation to the total number of BCPT Shares registered in the name of the appointing BCPT Shareholder. In the event of a conflict between a blank proxy and a proxy which does state the number of BCPT Shares to which it applies (a “**specific proxy**”), the specific proxy shall be counted first, regardless of the time it was delivered or received (on the basis that, as far as possible, the conflicting Form of Proxy should be judged to be in respect of different BCPT Shares) and the remaining BCPT Shares will be apportioned to the blank proxy (*pro rata* if there is more than one).
3. Where there is more than one proxy appointed and the total number of the BCPT Shares in respect of which proxies are appointed is no greater than the member’s entire holding, it is assumed that proxies are appointed in relation to different BCPT Shares, rather than that conflicting appointments have been made in relation to the same BCPT Shares. That is, there is only assumed to be a conflict where the aggregate number of BCPT Shares in respect of which proxies have been appointed exceeds the member’s entire holding.
4. When considering conflicting appointments, later proxies will prevail over earlier proxies and a later proxy will be determined on the basis of which Form of Proxy is last delivered or received.
5. If conflicting Forms of Proxy are delivered or received at the same time in respect of (or deemed to be in respect of) a member’s entire holding and if BCPT is unable to determine which was delivered or received last, none of them will be treated as valid.
6. Subject to paragraph 7 below, where the aggregate number of BCPT Shares in respect of which proxies are appointed exceeds a member’s entire holding, all appointments may be rendered invalid.
7. If a BCPT Shareholder appoints a proxy or proxies and then decides to attend the Meetings in person and vote using their poll card, then the vote in person will override the proxy vote(s). If the vote in person is in respect of the member’s entire holding then all proxy votes will be disregarded. If, however, the BCPT Shareholder votes at the Meetings in respect of less than

their entire holding then, if the BCPT Shareholder indicates on their poll card that all proxies are to be disregarded, that shall be the case, but if the BCPT Shareholder does not specifically revoke proxies, then the vote in person will be treated in the same way as if it were the last received proxy and earlier proxies will only be disregarded to the extent that to count them would result in the number of votes being cast exceeding the member's entire holding.

8. In relation to paragraph 7 above, in the event that a BCPT Shareholder does not specifically revoke proxies, it will not be possible to determine the intentions of the BCPT Shareholder in this regard. However, in light of the aim to include votes wherever and to the fullest extent possible, it will be assumed that earlier proxies should continue to apply to the fullest extent possible.
9. For the purposes of calculating the "majority in number" requirement for the approval of the Scheme at the Court Meeting, each Scheme Shareholder present and voting, in person or by proxy, will be counted as a single shareholder regardless of the number of Scheme Shares voted by that shareholder. Accordingly, Scheme Shareholders should note that appointing more than one proxy will not result in that Scheme Shareholder being counted more than once for the purposes of determining that the Scheme has been approved by a majority in number of Scheme Shareholders present and voting at the Court Meeting. However, if a Scheme Shareholder votes (or directs a proxy to vote) in favour of the Scheme in respect of part of their holding of Scheme Shares, and against the Scheme in respect of other Scheme Shares held by them, that Scheme Shareholder will be counted as one person voting in favour and one voting against, thereby effectively cancelling out that Scheme Shareholder's vote for the purpose of the "majority in number" requirement.

#### **Helpline**

**If you have any questions about this document, the Court Meeting or the General Meeting, or are in any doubt as to how to complete and return the Forms of Proxy, please contact BCPT's registrar, Computershare, c/o The Pavilions, Bridgwater Road, Bristol BS99 6ZY, or call on +44(0)370 707 4040 between 8.30 a.m. and 5.30 p.m. Monday to Friday (excluding public holidays in England and Wales). All calls to the helpline may be recorded and monitored for security and training purposes. Please note that, for legal reasons, the helpline cannot provide advice on the merits of the Acquisition or give any legal, tax or financial advice.**

**Investors who hold their BCPT Shares indirectly via a nominee or investor platform are encouraged to instruct their nominee or investor platform to vote on their behalf in good time to ensure that their votes, which are important to the Company, are received and taken into account. Many investor platforms enable investors to submit voting instructions directly through their website. Please note that the deadline to submit votes is likely to be earlier than the time and date for receipt of Forms of Proxy as detailed above.**

## PART 1

### LETTER FROM THE CHAIRMAN OF THE COMPANY

## Balanced Commercial Property Trust Limited

*(An authorised closed-ended investment company limited by shares incorporated in Guernsey with registered number 50402)*

#### *Directors*

Paul Marcuse (*Chairman*)

Isobel Sharp

Karima Fahmy

Linda Wilding

John Wythe

#### *Registered office*

PO Box 255

Trafalgar Court

Les Banques

St Peter Port

Guernsey

Channel Islands

GY1 3QL

30 September 2024

Dear BCPT Shareholder,

**Recommended cash acquisition of Balanced Commercial Property Trust Limited  
by Starlight Bidco Limited (a newly formed company limited by shares  
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)**

#### **1. INTRODUCTION**

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.

I am writing to you, on behalf of the BCPT Board, to provide you with an explanation of the background to and reasons for the Acquisition. This letter further explains why the BCPT Directors consider the Acquisition to be in the best interests of BCPT Shareholders as a whole and are, therefore, recommending unanimously that Scheme Shareholders vote, or procure a vote, in favour of the Scheme at the Court Meeting and that BCPT Shareholders vote, or procure a vote, in favour of the Resolution at the General Meeting, as the BCPT Directors who hold or are beneficially entitled to BCPT Shares have irrevocably undertaken to do in respect of their own individual holdings of BCPT Shares.

It is intended that the Acquisition will be implemented by way of a Court-sanctioned scheme of arrangement of BCPT under Part VIII of the Companies Law of Guernsey. The Acquisition is subject to a number of Conditions and further terms which are set out in Part 4 of this document and include BCPT receiving the requisite approvals from BCPT Shareholders and the Scheme being sanctioned by the Court. The provisions of the Scheme are set out in Part 3 of this document.

I would also like to draw your attention to the explanatory statement from the Company's Rule 3 adviser, Dickson Minto Advisers, set out in Part 2 of this document, which gives further details about the Acquisition and the Scheme, and the additional information set out in Part 7 of this document. In particular, pages 11 to 14 of this document set out further details of the actions that BCPT Shareholders are being asked to take in connection with the Acquisition.

**It is important, for the Court Meeting in particular, that as many votes as possible are cast (whether in person or by proxy) in order for the Court to be satisfied that there is a fair and reasonable representation of Scheme Shareholders' opinion. You are therefore strongly urged to complete, sign and return your Forms of Proxy or to appoint a proxy electronically either through the share portal service or through CREST as soon as possible.**

The recommendation of the BCPT Directors is set out in paragraph 17 of this Part 1 and the background to and reasons for such recommendation is set out in paragraph 4 of this Part 1.

## **2. SUMMARY OF THE TERMS OF THE ACQUISITION**

Under the terms of the Acquisition, which is subject to the satisfaction (or waiver) of the Conditions and to the further terms set out in Part 4 of this document, Scheme Shareholders will be entitled to receive:

### **96.00 pence in cash for each Scheme Share held (the “Cash Consideration”)**

The Cash Consideration represents a premium of approximately:

- 21.5 per cent. to the Closing Price of 79.00 pence per BCPT Share on 12 April 2024 (being the last Business Day prior to the commencement of the Offer Period);
- 24.7 per cent. to the three-month volume weighted average price of 76.97 pence per BCPT Share for the three-month period ended 12 April 2024 (being the last Business Day prior to the commencement of the Offer Period); and
- 32.1 per cent. to the six-month volume weighted average price of 72.69 pence per BCPT Share for the six-month period ended 12 April 2024 (being the last Business Day prior to the commencement of the Offer Period).

The Cash Consideration represents a discount of approximately 8.7 per cent. to BCPT’s last reported (unaudited) NAV per BCPT Share of 105.1 pence per BCPT Share as at 30 June 2024.

The Acquisition values the entire issued and to be issued share capital of BCPT at approximately £673.5 million on a fully diluted basis.

The Scheme Shares will be acquired pursuant to the Acquisition fully paid and free from all liens, charges, equities, encumbrances, rights of pre-emption and any other interests of any nature whatsoever and together with all rights attaching thereto, including without limitation voting rights and the right to receive and retain in full all dividends and other distributions (if any) announced, declared, made or paid, or any other return of capital (whether by way of reduction of share capital or share premium account or otherwise) made, on or after the Scheme Record Time other than any dividend or distribution in respect of which the Cash Consideration has been reduced in accordance with the terms of the Acquisition and as set out in this document.

The sources for certain financial information and bases of calculations contained in this document are set out in paragraph 13 of Part 7 of this document. A summary of the irrevocable undertakings given in relation to the Acquisition is set out in paragraph 4 of Part 7 of this document. A property valuation report in respect of BCPT’s property portfolio as at 30 June 2024 in accordance with Rule 29 of the Takeover Code is set out in Part 8 of this document.

## **3. BACKGROUND TO AND REASONS FOR THE ACQUISITION BY BIDCO**

Starwood believes that BCPT has a high-quality, attractive and diversified real estate portfolio.

At the time the BCPT Board commenced the Strategic Review, BCPT faced significant challenges with a difficult economic and property market backdrop in a higher interest rate environment. BCPT’s shares had traded at an average discount to NAV of 36.3 per cent. in the 12 months prior to the commencement of the Strategic Review.

Given BCPT’s scale and constrained access to capital, Starwood believes that the full potential of the business is best achieved as a privately held company under the control of Starwood as this will enable BCPT to realise maximum value from its portfolio.

## **4. BACKGROUND TO AND REASONS FOR THE BCPT BOARD RECOMMENDATION**

### **4.1. Background on the Strategic Review**

Since its launch, BCPT has pursued its investment objective of providing BCPT Shareholders with an attractive level of income together with the potential for capital and income growth from investing in a diversified UK commercial property portfolio.



Through the dedicated stewardship of the portfolio by the Investment Manager and Property Manager, and in particular Richard Kirby and Dan Walsgrove, BCPT has built a high-quality portfolio which has delivered steady portfolio performance over recent years. However, the BCPT Board recognises that BCPT faces a number of headwinds. Despite efforts to narrow BCPT's share price discount to NAV, including through a share buyback programme from June 2021 to September 2022 which bought back a total of approximately 97.8 million shares, BCPT's shares have traded at an average discount to NAV of 29.5 per cent. over the last five years, 27.3 per cent. over the last three years and 31.0 per cent. over the last 12 months, in each case measured to 3 September 2024 (being the last Business Day prior to the Announcement Date). The BCPT Board believes that the following factors have contributed to this persistent and substantial trading discount.

- Investor demand for diversified listed real estate exposure has waned following the global financial crisis as other UK REITs have tended towards specialist strategies.
- BCPT's scale relative to larger peers has resulted in a lack of investor enthusiasm for BCPT as the vehicle of choice to deliver diversified listed real estate exposure.
- BCPT has relatively low share trading volumes for a FTSE 250 constituent owing, in part, to its concentrated shareholder register.
- The cost disclosure regime in recent years (which is currently under review) has made externally managed investment companies such as BCPT appear less attractive to some investors than other structures.
- There has been considerable negative sentiment in the public markets towards the commercial real estate sector in recent years and, whilst there are signs that this may start to improve, in particular with the recent reduction in interest rates, the BCPT Board believes this improving sentiment is unlikely to overcome entirely the factors noted above in the short to medium term.

The BCPT Board believes that the above factors have impacted BCPT's ability to attract new long-term investors and notes that it has also limited BCPT's ability to raise equity in order to reposition more rapidly the portfolio or take advantage of further real estate investment opportunities. Despite the quality of BCPT's portfolio, the BCPT Board therefore believes that BCPT continues to face significant challenges and uncertainty going forward and has been carefully considering for some time, with its advisers, its strategic options to enhance value for its shareholders.

As a result of these challenges and following communication with key shareholders in connection with the requirement for BCPT to hold a continuation vote in 2024, the BCPT Board announced on 15 April 2024 that it had formalised its deliberations on the future of BCPT into a strategic review process (the "**Strategic Review**").

#### **4.2. Outcome of the Strategic Review**

During the Strategic Review, the BCPT Board, supported by its advisers, assessed in detail a number of potential future options for the business, including continuation of the Company with a revised strategy, a managed wind-down of the portfolio and the sale of BCPT's share capital and/or assets, or a material portion thereof (with the option for such a sale having been explored under the framework of a "formal sale process" pursuant to the Takeover Code).

As BCPT announced on 12 June 2024, shareholder feedback to date had confirmed the need for change from the status quo. Whilst some BCPT Shareholders indicated a preference for continuation, feedback received from a large proportion of the share register supported a change in BCPT's strategic direction, with a significant proportion of the share register expressing a clear preference for a liquidity event either via a sale or a managed wind-down.

As part of the Strategic Review, BCPT received indications of interest from a number of credible third parties, with 12 interested parties having then submitted indicative proposals following a period of initial due diligence. These proposals put forward a variety of transaction structures and were received from parties representing a range of sources of capital (including UK institutional capital, private equity investors, listed real estate peers and asset managers). The BCPT Board believed that the pricing of certain initial proposals merited further exploration and, accordingly, shortlisted interested parties were granted access to diligence meetings with the Investment Manager, as well as additional due diligence

materials on BCPT and its portfolio, and were then invited to submit revised proposals. As a result of this process, and following extensive negotiation between the parties over the period of the formal sale process, Bidco has offered to acquire the entire issued and to be issued ordinary share capital of BCPT, pursuant to the Acquisition, for the Cash Consideration of 96.00 pence per BCPT Share.

Concurrently, the BCPT Board assessed the likely return to BCPT Shareholders that could be delivered in a managed wind-down of BCPT's portfolio and used this exercise to benchmark BCPT's other strategic options, including the shortlisted proposals. The BCPT Board acknowledges that there is a sentiment in the real estate industry that the market may be at an inflection point and that certain sectors are poised for a recovery. Accordingly, multiple scenarios, including a market recovery, were carefully considered as part of this assessment. However, the BCPT Board also recognises the risks associated with a managed wind-down, which include the following.

- Uncertainty as to the precise quantum or timing of any realisations and, in turn, returns of capital to BCPT Shareholders.
- The friction costs likely to be incurred in implementing a managed wind-down.
- Continued market risk during the period of the managed wind-down.
- A likely fall in demand for (and therefore reduced liquidity in) BCPT Shares.
- BCPT's fixed costs being spread over a diminishing asset base.
- Assets may prove progressively more difficult to dispose of satisfactorily.

In the light of these risks, and having considered shareholder feedback and the challenges with continuation (which include certain of the factors described above and the anticipated increase in borrowing costs upon refinancing the L&G Term Loan), the BCPT Board has concluded that, on balance, the Acquisition represents a more attractive proposal for BCPT Shareholders and is recommending the Acquisition to BCPT Shareholders for the reasons set out in the section below.

#### **4.3. Strategic and financial rationale for the Acquisition for BCPT Shareholders**

In reaching its recommendation of the Acquisition, the BCPT Board, with its advisers, assessed the various strategic options (including a managed wind-down) on the basis of, among other things, quantum delivered to BCPT Shareholders (on a net present value basis), timing and relative certainty of execution. In particular, the BCPT Board has carefully considered, amongst other things, the following factors.

- The Acquisition enhances value for BCPT Shareholders. The Cash Consideration that Scheme Shareholders would be entitled to represents a premium of approximately:
  - 21.5 per cent. to the Closing Price of 79.00 pence per BCPT Share on 12 April 2024 (being the last Business Day prior to the commencement of the Offer Period);
  - 24.7 per cent. to the three-month volume weighted average price of 76.97 pence per BCPT Share for the three-month period ended 12 April 2024 (being the last Business Day prior to the commencement of the Offer Period); and
  - 32.1 per cent. to the six-month volume weighted average price of 72.69 pence per BCPT Share for the six-month period ended 12 April 2024 (being the last Business Day prior to the commencement of the Offer Period).
- The certainty of the Cash Consideration of the Acquisition compares favourably to the risk-adjusted returns that may be generated by a managed-wind down (with the Acquisition representing both an acceleration of the timing of returns, and an improvement on the expected net present value, to be delivered pursuant to a managed wind-down).
- As noted above, BCPT continues to face challenges in terms of attracting new long-term investors and narrowing its share price discount to NAV as a result of, among other things, BCPT's scale and liquidity. The BCPT Board believes that BCPT's share price discount does not reflect the current value of the underlying property assets, nor the longer-term prospects of the portfolio, and the factors contributing to the discount are unlikely to be overcome entirely in the short to medium term.

- Whilst, like many of its peers, BCPT's share price discount to NAV has narrowed since the commencement of the Strategic Review, the BCPT Board has also considered the extent to which BCPT's share price discount would have to continue to narrow in order to deliver attractive returns to BCPT Shareholders relative to other strategic options.
- Despite its high-quality portfolio, BCPT continues to face challenges (as set out above), and the entrenched discount at which the BCPT Shares trade means that the likelihood of BCPT being able to raise equity to reposition its portfolio further or expand into attractive real estate areas is limited.
- Although several assets within BCPT's portfolio offer attractive potential income reversion and valuation upside, the delivery of this upside is not certain and, in respect of a number of properties, would require further capital expenditure. In addition, although BCPT has reduced its exposure to the office sector, BCPT's office assets have continued to be a drag on BCPT's performance.
- The Acquisition delivers liquidity and certainty for all BCPT Shareholders and a streamlined solution for BCPT stakeholders noting, in particular, that:
  - investors that believe the UK commercial real estate sector is close to, or at, the bottom of the market have the option to reinvest their Cash Consideration, which is at a premium to the undisturbed share price, into other REITs at a discount to NAV greater than that represented by the Acquisition (being an 8.7 per cent. discount to BCPT's last reported (unaudited) NAV per BCPT Share as at 30 June 2024);
  - BCPT Shareholders who are concerned about further falls in property values have a full exit from the sector; and
  - BCPT Shareholders who wish to exit their investment in BCPT because it no longer meets their liquidity requirements can do so without destabilising BCPT's share price.

Accordingly, the BCPT Directors recommend unanimously that Scheme Shareholders vote in favour of the Scheme at the Court Meeting and that BCPT Shareholders vote in favour of the Resolution at the General Meeting (or, in the event that the Acquisition is implemented by way of an Offer, that BCPT Shareholders accept or procure acceptance of such Offer), as all BCPT Directors who hold BCPT Shares have irrevocably undertaken to do in respect of their own beneficial holdings totalling 177,766 BCPT Shares, representing, in aggregate, approximately 0.03 per cent. of BCPT's issued ordinary share capital (excluding BCPT Shares held in treasury) as at the Latest Practicable Date.

## **5. IRREVOCABLE UNDERTAKINGS**

All BCPT Directors who hold BCPT Shares have irrevocably undertaken to vote in favour of the Scheme at the Court Meeting and the Resolution at the General Meeting (or, in the event that the Acquisition is implemented by way of an Offer, to accept or procure acceptance of such Offer) in respect of their own beneficial holdings totalling 177,766 BCPT Shares, representing, in aggregate, approximately 0.03 per cent. of BCPT's issued ordinary share capital (excluding BCPT Shares held in treasury) as at the Latest Practicable Date.

In addition to the irrevocable undertakings received from the BCPT Directors, Bidco has received an irrevocable undertaking from Aviva to vote in favour of the Scheme at the Court Meeting and the Resolution at the General Meeting, if the Acquisition is implemented by way of the Scheme or, if implemented by way of an Offer, to accept such Offer, in respect of 164,866,839 BCPT Shares, representing approximately 23.50 per cent. of BCPT's issued ordinary share capital (excluding BCPT Shares held in treasury) as at the Latest Practicable Date.

In total, therefore, the total number of BCPT Shares which remain subject to irrevocable undertakings to vote in favour of the Scheme at the Court Meeting and the Resolution at the General Meeting, being those irrevocable undertakings from the BCPT Directors and Aviva, as at the Latest Practicable Date is, in aggregate, 165,044,605 BCPT Shares, representing approximately 23.53 per cent. of BCPT's issued ordinary share capital (excluding BCPT Shares held in treasury) as at the Latest Practicable Date.

In addition to the irrevocable undertakings received from the BCPT Directors and Aviva, on the Announcement Date Bidco received an irrevocable undertaking from AVI to vote in favour of the Scheme at the Court Meeting and the Resolution at the General Meeting, if the Acquisition is implemented by way of the Scheme or, if implemented by way of an Offer, to accept such Offer, in respect of 16,165,520 BCPT Shares (the “**AVI Irrevocable Undertaking**”). However, as announced by Bidco on 5 September 2024, AVI subsequently sold its entire holding of 16,165,520 BCPT Shares and, therefore, no BCPT Shares remain subject to the AVI Irrevocable Undertaking as at the Latest Practicable Date.

Further details of these irrevocable undertakings (including the circumstances in which they will lapse) are set out in paragraph 4 of Part 7 of this document.

## **6. DIVIDENDS**

Prior to the Announcement, BCPT paid a monthly interim dividend to BCPT Shareholders at a rate of 0.44 pence per BCPT Share per month. As noted in the Announcement, in the light of the proposed Acquisition, the BCPT Board does not intend to declare or pay any further dividends prior to the Effective Date save to the extent required to ensure compliance with the REIT regime.

If, on or after the date of this document, any dividend and/or other distribution and/or other return of capital is declared, made or paid or becomes payable in respect of the BCPT Shares (in each case with a record date prior to the Effective Date), the Cash Consideration shall automatically be reduced by an amount equal to the amount of such dividend and/or distribution and/or return of capital, in which case any reference in this document to the Cash Consideration will automatically be deemed to be a reference to the Cash Consideration as so reduced by the amount of such dividend and/or distribution and/or return of capital. In such circumstances, BCPT Shareholders would be entitled to receive and retain any such dividend and/or other distribution and/or return of capital. Any reduction in the Cash Consideration pursuant to this paragraph shall not be regarded as constituting any revision or variation of the terms of the Acquisition or the Scheme.

## **7. BCPT CONTINUATION VOTE**

BCPT’s articles of incorporation (the “**Articles**”) require that BCPT hold a continuation vote in 2024 (the “**Continuation Vote**”). If the Continuation Vote is not passed, the BCPT Board shall, within twelve months of the meeting at which the Continuation Vote was held, convene an extraordinary general meeting of BCPT at which a special resolution shall be proposed to BCPT Shareholders for the winding up of BCPT and/or a special resolution shall be proposed to the members of the Company for the reconstruction of BCPT, provided that such resolution for the reconstruction of BCPT shall, if passed, provide an option to BCPT Shareholders to elect to realise their investment in BCPT in full.

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.

If the Acquisition is not approved by BCPT Shareholders and does not become Effective, the BCPT Board will promptly reconsider the remaining strategic options available for the future of BCPT, including a managed wind-down, with the intention of putting alternative proposals to BCPT Shareholders alongside the Continuation Vote prior to the end of 2024. The BCPT Board would also consider an appropriate dividend policy in connection with such proposals. The BCPT Board also notes that such proposals would result in BCPT incurring further costs in addition to abort costs as a result of the Acquisition not proceeding (such abort costs estimated to be up to £2.5 million).

## **8. CURRENT TRADING AND PROSPECTS OF BCPT**

For details of BCPT’s current trading and prospects, please refer to BCPT’s unaudited interim report and accounts for the six months ended 30 June 2024 dated 11 September 2024, a copy of which is available on BCPT’s website at <https://www.columbiathreadneedle.co.uk/BCPT-strategic-review/>.

## **9. STRATEGIC PLANS, MANAGEMENT, EMPLOYEES, PENSIONS, RESEARCH AND DEVELOPMENT AND LOCATIONS**

### **9.1. Strategic plans**

Bidco recognises the quality of BCPT's diversified portfolio of property assets whilst also acknowledging that BCPT's shares continue to trade at a persistent discount to NAV, constraining its access to capital whilst also suffering the costs and constraints associated with being a publicly owned company.

Starwood intends to leverage its experience and expertise as a global real estate investor across a range of sectors to navigate such challenges and optimise BCPT's portfolio.

As noted above, prior to the Announcement Date Bidco had been granted access to various materials and individuals for the purposes of confirmatory due diligence. Following completion of the Acquisition, Bidco intends to undertake a more detailed evaluation of the BCPT Group's assets. Bidco expects that this evaluation will be completed within approximately six months from the Effective Date. The evaluation will include:

- reviewing BCPT's portfolio to identify any non-core assets in addition to those already disposed of as part of BCPT's historic strategic disposal programme; and
- assessing potential value accretion strategies that will support optimising the BCPT portfolio.

The timing and phasing of any further disposals will be based upon prevailing market conditions and the required asset optimisation (which will necessarily be individual asset specific) of any such disposals.

### **9.2. Employees, management and pensions**

As an externally-managed REIT, BCPT does not have any employees and therefore does not operate any pension schemes, nor does it have any arrangements in place for any employee involvement in its capital.

### **9.3. Board composition and governance**

Bidco intends to delist BCPT and to surrender BCPT's authorisation as a collective investment scheme regulated by the GFSC on or shortly following the Effective Date. Consequently, BCPT will not require listed or authorised company governance structures and accordingly, it is intended that each of the BCPT Directors will step down from the board of BCPT and its subsidiaries (as applicable) on or shortly following the Effective Date.

### **9.4. Management incentivisation**

Bidco has no intention to implement any form of management incentivisation with BCPT's existing investment manager, Columbia Threadneedle Investment Business Limited (the "**Investment Manager**"), or any of its employees.

### **9.5. Headquarters, locations, fixed assets and research and development**

BCPT has no fixed place of business, fixed assets (other than its property portfolio), research and development function or headquarters.

The registered office of BCPT will remain unchanged following completion of the Acquisition.

### **9.6. Investment management arrangements**

Following completion of the Acquisition, Bidco intends to appoint either a third-party or a controlled affiliate of Starwood (the "**New Manager**") to provide investment management, administrative and advisory services to the BCPT Group. Accordingly, Bidco intends to terminate the IMA between BCPT and the Investment Manager as soon as reasonably practicable following completion of the Acquisition, in accordance with its terms.

## **9.7. TUPE**

Bidco recognises that termination of the IMA may result in the transfer, under TUPE, of the employment of certain persons employed by the Investment Manager (or one of its group companies), who are wholly or mainly assigned to provide services to BCPT (the “**Employees**”) to the New Manager. Bidco intends to cooperate with the Investment Manager on any such employee consultation process required pursuant to the application of TUPE in relation to the Employees.

## **9.8. Trading facilities**

It is intended that dealings in, and registration of transfers of, BCPT Shares (other than the registration of the transfer of the Scheme Shares to Bidco pursuant to the Scheme) will be suspended shortly before the Effective Date as set out in this document. It is further intended that applications will be made to the London Stock Exchange to cancel trading in the BCPT Shares on the Main Market, and to the FCA to cancel the listing of the BCPT Shares on the closed-ended investment funds category of the Official List, in each case with effect from or shortly following the Effective Date. Further details about the delisting and cancellation of trading of the BCPT Shares can be found in paragraph 12 of this Part 1 below.

## **9.9. Post-offer undertakings**

No statements in this paragraph 9 are “post-offer undertakings” for the purposes of Rule 19.5 of the Takeover Code.

## **10. SCHEME PROCESS AND CONDITIONS TO THE ACQUISITION**

It is intended that the Acquisition will be implemented by way of a Court-sanctioned scheme of arrangement of BCPT, between BCPT and the Scheme Shareholders, under Part VIII of the Companies Law of Guernsey, further details of which are set out in paragraph 9 of Part 2 of this document. However, Bidco reserves the right to elect to implement the Acquisition by way of an Offer, subject to the consent of the Panel.

To become Effective, the Scheme requires, among other things, the approval of Scheme Shareholders at the Court Meeting convened for 10.00 a.m. on 25 October 2024. In addition, the Scheme involves an application by BCPT to the Court to sanction the Scheme and requires the sanction of the Court to become Effective.

The purpose of the Scheme is to provide for Bidco to become the holder of the entire issued and to be issued ordinary share capital of BCPT. This is to be achieved by the transfer of the Scheme Shares to Bidco in accordance with the Scheme, in consideration for which the Scheme Shareholders who are on the register of members of BCPT at the Scheme Record Time shall receive the Cash Consideration on the basis set out in paragraph 2 above.

Any BCPT Shares issued before the Scheme Record Time will be subject to the terms of the Scheme. The Resolution will, amongst other matters, provide that the BCPT Articles be amended to incorporate provisions requiring any BCPT Shares issued after the Scheme Record Time (other than to Bidco and/or its nominee(s)) to be automatically transferred to Bidco on the same terms as the Acquisition (other than terms as to timings and formalities). The provisions of the BCPT Articles (as amended) will prevent any person (other than Bidco and its nominees) holding shares in the capital of BCPT after the Effective Date.

The implementation of the Scheme is subject to the Conditions and certain further terms set out in Part 4 of this document. In particular, if the Scheme does not become Effective on or before 11.59 p.m. on the Long Stop Date (or such later time and date as (a) BCPT and Bidco may agree with the consent of the Panel, or (b) (in a competitive situation) Bidco may specify with the consent of the Panel), and in each case (if required) as the Court may allow, it will lapse and the Acquisition will not proceed.

If Scheme Shareholders do not approve the Scheme at the Court Meeting, or the Resolution is not passed by BCPT Shareholders at the General Meeting, or any other Condition is not satisfied (or, where capable of waiver, waived) and the Scheme lapses, each of BCPT and Bidco will bear its own abort costs. In the event the Acquisition is not implemented, the costs of the Acquisition to be borne by BCPT are estimated to be up to £2.5 million.

The Scheme will become Effective on the date prescribed in the Court Order (currently expected to be on or around 15 November 2024). Upon the Scheme becoming Effective, it will be binding on BCPT and all Scheme Shareholders, including those Scheme Shareholders who did not attend or vote (or procure a vote) at the Court Meeting and/or the General Meeting or who voted (or procured a vote) against the Scheme at the Court Meeting and/or against the Resolution at the General Meeting, and share certificates in respect of Scheme Shares will cease to be valid and entitlements to Scheme Shares held within the CREST system will be cancelled.

#### **11. FINANCING OF THE ACQUISITION**

The Cash Consideration payable to the Scheme Shareholders under the terms of the Acquisition will be financed entirely by equity to be invested by funds managed, controlled and/or advised by Starwood pursuant to the terms of the Equity Commitment Letter. Bidco may look to put in place debt financing on, or following, the Effective Date.

Eastdil Secured, as financial adviser to Bidco, is satisfied that sufficient resources are available to Bidco to satisfy in full the Cash Consideration payable to the Scheme Shareholders under the terms of the Acquisition.

#### **12. DELISTING AND CANCELLATION OF TRADING OF BCPT SHARES**

The last day of dealings in BCPT Shares on the Main Market is expected to be 14 November 2024 (being the Business Day immediately prior to the Effective Date). No transfers will be registered after 6.00 p.m. on that date. It is intended that dealings in BCPT Shares will be suspended at 7.30 a.m. on the Effective Date (currently expected to be on or around 15 November 2024).

It is intended that an application will be made to the London Stock Exchange for the cancellation of the trading of the BCPT Shares on the Main Market, and the FCA will be requested to cancel the listing of BCPT Shares on the closed-ended investment funds category of the Official List, in each case to take effect on the Business Day after the Effective Date (currently expected to be 18 November 2024), at which point entitlements to BCPT Shares held within the CREST system will be cancelled and share certificates in respect of BCPT Shares will cease to be valid and should be destroyed.

#### **13. TAXATION**

Your attention is drawn to Part 6 of this document which contains a summary of limited aspects of the UK and Guernsey taxation regimes applicable to the Acquisition. This summary is intended as a general guide only, does not constitute tax advice and does not purport to be a complete analysis of all potential UK or Guernsey tax consequences of the Acquisition. 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.

#### **14. ACTIONS TO BE TAKEN**

Your attention is drawn to pages 11 to 14 and paragraph 14 of Part 2 of this document, which provide information on the actions that BCPT Shareholders are being asked to take in relation to the Acquisition and the Scheme. These pages should be read in conjunction with the rest of this document, the accompanying Forms of Proxy and any document incorporated by reference.

Notices convening the Court Meeting and the General Meeting are set out in Parts 10 and 11 of this document respectively.

**IT IS IMPORTANT, FOR THE COURT MEETING IN PARTICULAR, THAT AS MANY SCHEME SHAREHOLDERS AS POSSIBLE ATTEND AND CAST THEIR VOTES (WHETHER IN PERSON OR BY PROXY) SO THAT THE COURT MAY BE SATISFIED THAT THERE IS A FAIR AND REASONABLE REPRESENTATION OF SCHEME SHAREHOLDER OPINION. YOU ARE THEREFORE STRONGLY ENCOURAGED TO SIGN AND RETURN YOUR FORMS OF PROXY OR TO APPOINT A PROXY ELECTRONICALLY EITHER THROUGH THE SHARE PORTAL SERVICE OR THROUGH CREST AS SOON AS POSSIBLE.**

Details of a helpline to assist BCPT Shareholders who have questions relating to this document or the completion and return of the Forms of Proxy or CREST Proxy Instructions are set out on page 14 of this document. All calls to the helpline may be recorded and monitored for security and training purposes. Please note that, for legal reasons, the helpline cannot provide advice on the merits of the Acquisition or give any legal, tax or financial advice.

#### **15. OVERSEAS SHAREHOLDERS**

The attention of Overseas Shareholders is drawn to paragraph 11 of Part 2 of this document.

#### **16. FURTHER INFORMATION**

Further information in relation to the Scheme and the Acquisition is set out in the explanatory statement in Part 2 of this document and the full Scheme is set out in Part 3 of this document.

**You are advised to read the whole of this document and not just rely on the summary information contained in this letter.**

#### **17. RECOMMENDATION**

The BCPT Directors, who have been so advised by Barclays and Dickson Minto Advisers as to the financial terms of the Acquisition, consider the terms of the Acquisition to be fair and reasonable. In providing their financial advice to the BCPT Directors, Barclays and Dickson Minto Advisers have taken into account the commercial assessments of the BCPT Directors. Dickson Minto Advisers is providing independent financial advice to the BCPT Directors for the purposes of Rule 3 of the Takeover Code.

**Accordingly, the BCPT Directors recommend unanimously that Scheme Shareholders vote in favour of the Scheme at the Court Meeting and BCPT Shareholders vote in favour of the Resolution at the General Meeting (or, in the event that the Acquisition is implemented by way of an Offer, accept or procure acceptance of such Offer), as all BCPT Directors who hold BCPT Shares have irrevocably undertaken to do in respect of their own beneficial holdings totalling 177,766 BCPT Shares, representing, in aggregate, approximately 0.03 per cent. of BCPT's issued ordinary share capital (excluding BCPT Shares held in treasury) as at the Latest Practicable Date.**

Yours faithfully

**Paul Marcuse**  
*Chairman*



## PART 2

### EXPLANATORY STATEMENT

(Explanatory statement in compliance with section 108 of Part VIII of the Companies Law of Guernsey)

## Dickson Minto Advisers LLP

*(A limited liability partnership incorporated in England and Wales with registered number OC448025)*

## Barclays Bank PLC

*(A public limited company incorporated in England and Wales with registered number 01026167, acting through its Investment Bank)*

 **DICKSON MINTO**

*Dickson Minto Advisers:*  
Level 4 Dashwood House  
69 Old Broad Street  
London  
EC2M 1QS

 **BARCLAYS**

*Barclays:*  
1 Churchill Place  
London  
E14 5HP

30 September 2024

To BCPT Shareholders,

**Recommended cash acquisition of Balanced Commercial Property Trust Limited by Starlight Bidco Limited (a newly formed company limited by shares 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)**

### 1. INTRODUCTION

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. It is intended that the Acquisition will be implemented by way of a Court-sanctioned scheme of arrangement of BCPT under Part VIII of the Companies Law of Guernsey.

Your attention is drawn to the letter from the Chairman of BCPT set out in Part 1 of this document, which forms part of this explanatory statement. That letter explains, amongst other things, the background to and reasons for the Acquisition and why the BCPT Directors, who have been so advised by Barclays and Dickson Minto Advisers as to the financial terms of the Acquisition, consider the terms of the Acquisition to be fair and reasonable. In providing their financial advice to the BCPT Directors, Barclays and Dickson Minto Advisers have taken into account the commercial assessments of the BCPT Directors. Dickson Minto Advisers is providing independent financial advice to the BCPT Directors for the purposes of Rule 3 of the Takeover Code.

The BCPT Directors recommend unanimously that Scheme Shareholders vote in favour of the Scheme at the Court Meeting and BCPT Shareholders vote in favour of the Resolution at the General Meeting (or, in the event that the Acquisition is implemented by way of an Offer, accept or procure acceptance of such Offer), as all BCPT Directors who hold BCPT Shares have irrevocably undertaken to do in respect of their own beneficial holdings totalling 177,766 BCPT Shares, representing, in aggregate, approximately 0.03 per cent. of BCPT's issued ordinary share capital (excluding BCPT Shares held in treasury) as at the Latest Practicable Date.

In providing their advice, Dickson Minto Advisers and Barclays are advising the BCPT Board in relation to the Acquisition and are not acting for any BCPT Director in his/her personal capacity nor for any BCPT Shareholder in relation to the Acquisition. Neither Dickson Minto Advisers nor Barclays will be responsible to any such person for providing the protections afforded to their respective clients or for advising any such person in relation to the Acquisition. In particular, neither Dickson Minto Advisers nor Barclays will owe any duties or responsibilities to any particular BCPT Shareholder concerning the Acquisition.

Dickson Minto Advisers and Barclays have been authorised by the BCPT Board to write to BCPT Shareholders to explain the terms of the Acquisition and the Scheme and to provide BCPT Shareholders with other relevant information.

This explanatory statement contains a summary of the provisions of the Scheme. The terms of the Scheme are set out in full in Part 3 of this document. Your attention is also drawn to the Conditions and further terms of the Acquisition set out in Part 4 of this document and to the further information set out in the other parts of this document which all form part of this explanatory statement.

**You should read the whole of this document before deciding whether or not to vote, or procure a vote, in favour of the Scheme at the Court Meeting and the Resolution at the General Meeting.**

## **2. SUMMARY OF THE TERMS OF THE ACQUISITION**

Under the terms of the Acquisition, which is subject to the Conditions and certain further terms set out in Part 4 of this document, Scheme Shareholders will be entitled to receive:

### **96.00 pence in cash for each Scheme Share held**

The Cash Consideration represents a premium of approximately:

- 21.5 per cent. to the Closing Price of 79.00 pence per BCPT Share on 12 April 2024 (being the last Business Day prior to the commencement of the Offer Period);
- 24.7 per cent. to the three-month volume weighted average price of 76.97 pence per BCPT Share for the three-month period ended 12 April 2024 (being the last Business Day prior to the commencement of the Offer Period); and
- 32.1 per cent. to the six-month volume weighted average price of 72.69 pence per BCPT Share for the six-month period ended 12 April 2024 (being the last Business Day prior to the commencement of the Offer Period).

The Cash Consideration represents a discount of approximately 8.7 per cent. to BCPT's last reported (unaudited) NAV per BCPT Share of 105.1 pence per BCPT Share as at 30 June 2024.

The Acquisition values the entire issued and to be issued share capital of BCPT at approximately £673.5 million on a fully diluted basis.

It is intended that the Acquisition will be implemented by means of a Court-sanctioned scheme of arrangement of BCPT under Part VIII of the Companies Law of Guernsey. The Scheme is subject to a number of Conditions and further terms which are set out in Part 4 of this document. Subject to the satisfaction or, where applicable, waiver of the Conditions, it is expected that the Scheme will become Effective in November 2024 (currently expected to be on or around 15 November 2024), with the Cash Consideration payable to Scheme Shareholders under the Scheme being settled within 14 calendar days following the Effective Date (currently expected to be by 29 November 2024).

Implementation of the Scheme will require the approval of Scheme Shareholders at the Court Meeting and the approval of the Resolution by BCPT Shareholders at the General Meeting. The Scheme also requires the sanction of the Court.

The Scheme will become Effective on the date prescribed in the Court Order. Upon the Scheme becoming Effective, it will be binding on BCPT and all Scheme Shareholders, including those Scheme Shareholders who did not attend or vote (or procure a vote) at the Court Meeting and/or the General Meeting or who voted (or procured a vote) against the Scheme at the Court Meeting and/or against the Resolution at the General Meeting.

The provisions of the Scheme are set out in Part 3 of this document.

### 3. DIVIDENDS

Prior to the Announcement, BCPT paid a monthly interim dividend to BCPT Shareholders at a rate of 0.44 pence per BCPT Share per month. As noted in the Announcement, in the light of the proposed Acquisition, the BCPT Board does not intend to declare or pay any further dividends prior to the Effective Date save to the extent required to ensure compliance with the REIT regime.

If, on or after the date of this document, any dividend and/or other distribution and/or other return of capital is declared, made or paid or becomes payable in respect of the BCPT Shares (in each case with a record date prior to the Effective Date), the Cash Consideration shall automatically be reduced by an amount equal to the amount of such dividend and/or distribution and/or return of capital, in which case any reference in this document to the Cash Consideration will automatically be deemed to be a reference to the Cash Consideration as so reduced by the amount of such dividend and/or distribution and/or return of capital. In such circumstances, BCPT Shareholders would be entitled to receive and retain any such dividend and/or other distribution and/or return of capital. Any reduction in the Cash Consideration pursuant to this paragraph shall not be regarded as constituting any revision or variation of the terms of the Acquisition or the Scheme.

### 4. CONDITIONS OF THE ACQUISITION

The implementation of the Acquisition is subject to the Conditions and certain further terms set out in Part 4 of this document. To become Effective, the Acquisition will require, amongst other things, the following events to occur:

- (a) the approval of the Scheme by a majority in number representing 75 per cent. or more in value of votes cast by the Scheme Shareholders (or the relevant class or classes thereof, if applicable) who are on the register of members of BCPT at the Voting Record Time and who are present and vote, whether in person or by proxy, at the Court Meeting and at any separate class meeting which may be required by the Court or, in each case, at any adjournment or postponement of any such meeting;
- (b) the approval of the Resolution by BCPT Shareholders representing at least 75 per cent. of the votes cast by eligible BCPT Shareholders, whether in person or by proxy, at the General Meeting (or any adjournment or postponement thereof) to, amongst other things, amend the BCPT Articles to ensure that, if the Scheme is approved at the Court Meeting, any BCPT Shares issued after the Scheme Record Time will automatically be acquired by Bidco on the same terms as under the Scheme;
- (c) the Scheme being sanctioned by the Court (with or without modification, but subject to any modification being on terms acceptable to BCPT and Bidco); and
- (d) the Scheme becoming unconditional and becoming Effective, subject to the provisions of the Takeover Code, by not later than 11.59 p.m. on the Long Stop Date.

The Scheme shall lapse if:

- the Court Meeting and the General Meeting are not held by the 22nd day after the expected date of such meetings as set out in this document (or such later date (if any) (a) as may be agreed by Bidco and BCPT with the consent of the Panel, or (b) (in a competitive situation) as may be specified by Bidco with the consent of the Panel, and in each case (if required) that the Court may allow);
- the Sanction Hearing is not held by the 22nd day after the expected date of such hearing as set out in this document (or such later date (if any) (a) as may be agreed by Bidco and BCPT with the consent of the Panel or (b) (in a competitive situation) as may be specified by Bidco with the consent of the Panel, and in each case (if required) that the Court may allow); or
- the Scheme does not become effective by 11.59 p.m. on the Long Stop Date,

provided, however, that the deadlines for the timing of the Court Meeting, the General Meeting and the Sanction Hearing as set out above may be waived by Bidco, and the Long Stop Date, which is the deadline for the Scheme to become Effective, may be extended (a) by agreement between BCPT and Bidco with the Panel's consent, or (b) (in a competitive situation) as specified by Bidco with the consent of the Panel, and in each case (if required) as the Court may allow.

The Acquisition can only become Effective if all Conditions, including those described above, have been satisfied or, if capable of waiver, waived. If any Condition is not capable of being satisfied by the date specified in that Condition, Bidco shall make an announcement through a Regulatory Information Service as soon as practicable and, in any event, by not later than 8.00 a.m. on the first Business Day following the date so specified, stating whether Bidco has invoked that Condition, waived that Condition (if capable of waiver), or, with the agreement of BCPT, specified a new date by which that Condition must be satisfied.

## **5. BACKGROUND TO AND REASONS FOR THE ACQUISITION**

Both the BCPT Board and the Bidco Board believe that the Acquisition has a compelling strategic and financial rationale. Please refer to paragraphs 3 and 4 of Part 1 of this document, which set out in detail the background to and reasons for the Acquisition.

## **6. BIDCO'S STRATEGIC PLANS AND INTENTIONS IN RESPECT OF THE BCPT GROUP**

Please refer to paragraph 9 of Part 1 of this document which set out details of Bidco's strategic plans and intentions in respect of the BCPT Group if the Scheme becomes Effective.

## **7. INFORMATION RELATING TO BCPT, BIDCO AND STARWOOD**

### **7.1. Information relating to BCPT**

#### **Overview**

BCPT is a company limited by shares incorporated in Guernsey under the Companies Law of Guernsey and is authorised by the GFSC as a closed ended collective investment scheme. The BCPT Shares are admitted to listing on the closed-ended investment funds category of the Official List and to trading on the Main Market.

BCPT is a UK REIT which is a constituent of the FTSE 250 index, with a diversified portfolio invested exclusively in the UK. BCPT's investment objective is to provide shareholders with an attractive level of income together with the potential for capital and income growth from investing in a diversified UK commercial property portfolio.

As at the Latest Practicable Date, BCPT's portfolio comprises 28 properties with a value of £882.7 million (based on the valuations as at 30 June 2024 per the Rule 29 valuation report). As at 12 April 2024 (being the last Business Day prior to the commencement of the Offer Period) BCPT had a market capitalisation of approximately £554.2 million.

BCPT's portfolio comprises assets across a diverse mix of sectors. The portfolio is distributed between the following sectors:

- Industrial (c. 37.6 per cent. of the portfolio based on 30 June 2024 valuations) comprising 14 properties (including a mix of industrial and logistics assets) in strategic locations, predominantly in the North West and the Midlands;
- Offices (c. 14.4 per cent. of the portfolio based on 30 June 2024 valuations) comprising seven regional office assets and the "plug and play" office space at St Christopher's Place. BCPT has disposed of seven office holdings since the start of December 2023, materially reducing the portfolio's exposure to this underperforming sector, at a modest discount to preceding valuations;
- Retail (c. 20.8 per cent. of the portfolio based on 30 June 2024 valuations) with exposure through St Christopher's Place's retail offering and two other London properties;
- Retail warehousing (c. 15.1 per cent. of the portfolio based on 30 June 2024 valuations) comprising two adjacent properties in Solihull and Newbury Retail Park; and
- Alternatives (c. 12.1 per cent. of the portfolio based on 30 June 2024 valuations), mainly represented by the residential element of St Christopher's Place and BCPT's purpose-built student accommodation in Winchester.

As at the last Business Day prior to the commencement of the Offer Period, BCPT had in issue 701,550,187 ordinary shares of one penny each (excluding shares held in treasury). The ISIN for the BCPT Shares is GG00B4ZPCJ00.

### ***Current trading***

For details of BCPT's current trading and prospects, please refer to BCPT's unaudited interim report and accounts for the six months ended 30 June 2024 dated 11 September 2024, a copy of which is available on BCPT's website at <https://www.columbiathreadneedle.co.uk/BCPT-strategic-review/>.

### ***Financing***

FCPT Holdings, a subsidiary of BCPT, and FCPT Holdings' subsidiaries currently have a £260 million ten-year term loan facility agreement with Legal & General Assurance Society Limited (the "**L&G Term Loan**"), which it entered into on 7 November 2014 and which matures on 31 December 2024. The L&G Term Loan is secured by means of fixed charges over bank accounts and certain properties in the BCPT Group's property portfolio.

On 13 September 2023, following a review of its financing options, SCP Estate Holdings Limited ("**SCPEH**"), a subsidiary of BCPT, and SCPEH's subsidiaries, SCPEL and P4L (together with SCPEH being the "**New Debt Facilities Banking Group**"), entered into a new, initially two-year £320 million revolving credit and term loan bridging facilities agreement with Barclays Bank PLC and HSBC UK Bank PLC (together, in such capacity, the "**New Lenders**") (the "**New Debt Facilities Agreement**"). Under the New Debt Facilities Agreement, the New Lenders made available a £260 million term bridging loan ("**New Term Loan**"), which can only be drawn to refinance the L&G Term Loan, and a £60 million revolving credit facility ("**RCF**" and together with the New Term Loan, the "**New Debt Facilities**"). The New Term Loan enables the BCPT Group to retain the competitively priced L&G Term Loan up to its maturity date.

SCPEH has two one-year extension options in respect of the New Debt Facilities, the first of which must be exercised by not later than 15 November 2024. The acceptance and implementation of any such extension request are at the sole discretion of the New Lenders. The New Debt Facilities are currently secured by means of fixed charges over the shares of the New Debt Facilities Banking Group and the properties owned by them.

As at the Latest Practicable Date SCPEH has not yet submitted a formal request to extend the New Debt Facilities and it does not have any outstanding utilisations under the RCF.

As further described in paragraph 9.1 of Part 7 of this document, Bidco and the New Lenders have signed a consent letter such that the New Debt Facilities Agreement will remain in place, and the New Debt Facilities will remain available, following completion of the Acquisition. The New Lenders have confirmed to Bidco that they will waive any rights that would arise in relation to the change of control of BCPT, or the change in management arrangements described in paragraph 9.6 of Part 1 of this document, each resulting from the Acquisition.

## **7.2. Information relating to Bidco and Starwood**

### ***Bidco***

Bidco is a newly incorporated Guernsey company limited by shares formed on behalf of Starwood Funds for the purposes of the Acquisition. Bidco has not traded since the date of its incorporation, nor has it entered into any obligations other than in connection with the Acquisition.

### ***Starwood***

Starwood Capital Group is a private investment firm with a core focus on global real estate, energy infrastructure and oil & gas. Starwood Capital Group and its affiliates maintain 16 offices in seven countries around the world, and currently have approximately 5,000 employees. Since its inception in 1991, Starwood Capital Group has raised over \$80 billion of equity capital, and currently has in excess of \$115 billion of assets under management. Starwood Capital Group has invested in virtually every category of real estate on a global basis, opportunistically shifting asset classes, geographies and positions in the capital stack as it perceives risk/reward dynamics to be evolving.

Over the past 33 years, Starwood Capital Group and its affiliates have successfully executed an investment strategy that involves building enterprises in both the private and public markets. Additional information can be found at <https://www.starwoodcapital.com/>.

## **8. PROPERTY VALUATION REPORT IN RESPECT OF BCPT**

A property valuation report in respect of BCPT's portfolio, prepared as at 30 June 2024, which has been provided by an external valuer (as defined in the RICS Valuation – Global Standards) is included in Part 8 of this document.

## **9. THE SCHEME**

### **9.1. Scheme mechanism**

The Scheme is a legal process under the Companies Law of Guernsey and involves an application by BCPT to the Court to sanction the Scheme, the purpose of which is to enable Bidco to become the owner of the entire issued and to be issued ordinary share capital of BCPT. To achieve this, it is proposed that all Scheme Shares will be transferred to Bidco in consideration for which the Scheme Shareholders whose names appear on the register of members of BCPT at the Scheme Record Time will be entitled (subject to certain terms and conditions) to receive Cash Consideration on the basis set out in paragraph 2 above.

Any BCPT Shares which Bidco, any other member of the Wider Bidco Group, Starwood Europe, any of the Starwood Funds or their affiliates (or any of their respective nominees) may hold or acquire before the Court Meeting (and/or the Scheme Record Time) are not Scheme Shares and therefore neither Bidco, nor any other member of the Wider Bidco Group, Starwood Europe, any of the Starwood Funds nor their affiliates (nor any of their respective nominees) will be a Scheme Shareholder, nor will they be entitled to vote at the Court Meeting in respect of any BCPT Shares held or acquired by them.

After the Scheme Record Time, entitlements to BCPT Shares held within CREST will be cancelled. Once the Scheme becomes Effective, share certificates in respect of Scheme Shares will cease to be valid and every Scheme Shareholder who holds their Scheme Shares in certificated form shall be bound at the request of BCPT to deliver their share certificate(s) to BCPT (or any person appointed by BCPT to receive the same) or to destroy their share certificate(s).

Any BCPT Shares issued before the Scheme Record Time will be subject to the terms of the Scheme.

It is expected that the Scheme will become Effective in November 2024 (the Effective Date is currently expected to be on or around 15 November 2024), subject to the satisfaction or (where relevant) waiver of all the relevant Conditions. The Conditions are set out in full in Part 4 of this document and the provisions of the Scheme are set out in full in Part 3 of this document. The Scheme will become Effective on the date prescribed in the Court Order.

**If the Scheme becomes Effective, it will be binding on BCPT and all Scheme Shareholders including those Scheme Shareholders who did not attend or vote (or procure a vote) at the Court Meeting and/or the General Meeting or who voted (or procured a vote) against the Scheme at the Court Meeting and/or against the Resolution at the General Meeting.**

### **9.2. The Meetings**

Before the Court is asked to sanction the Scheme, the Scheme will require the approval of Scheme Shareholders at the Court Meeting and the passing of the Resolution by BCPT Shareholders at the General Meeting, each of which is to be held in the building of the Company's UK legal advisers, Dickson Minto LLP, at Dashwood House, 69 Old Broad Street, London EC2M 1QS on 25 October 2024.

Notices of the Court Meeting and the General Meeting are set out in Part 10 and Part 11 of this document respectively. Entitlements to attend and vote at the Meetings and the number of votes which may be cast at them will be determined by reference to holdings of BCPT Shares as shown in the register of members of BCPT at the time specified in the notice of the relevant Meeting.

#### ***The Court Meeting***

The Court Meeting, which has been convened for 10.00 a.m. on 25 October 2024 in the building of the Company's UK legal advisers, Dickson Minto LLP, at Dashwood House, 69 Old Broad Street, London EC2M 1QS, is being held at the direction of the Court to seek the approval of Scheme Shareholders to the Scheme.

At the Court Meeting, voting will be by poll and each Scheme Shareholder present in person or by proxy will be entitled to one vote for each Scheme Share held at the Voting Record Time. In order for the Scheme to be approved, it must be approved by a majority in number representing 75 per cent. or more in value of votes cast by the Scheme Shareholders (or the relevant class or classes thereof, if applicable) who are present and vote, whether in person or by proxy, at the Court Meeting and at any separate class meeting which may be required by the Court (or, in each case, at any adjournment or postponement of any such meeting).

Due to the length of time anticipated to be required to calculate the result of the poll, the result may not be announced at the Court Meeting. The result of the vote at the Court Meeting will be publicly announced by BCPT via a Regulatory Information Service as soon as practicable after it is known and, in any event, by not later than 8.00 a.m. on the first Business Day following the Court Meeting.

Scheme Shareholders have the right to raise any objections they may have to the Scheme at the Court Meeting.

**It is important, for the Court Meeting in particular, that as many votes as possible are cast (whether in person or by proxy) in order for the Court to be satisfied that there is a fair and reasonable representation of Scheme Shareholders' opinion. You are therefore strongly urged to complete, sign and return your Forms of Proxy or to appoint a proxy electronically either through the share portal service or through CREST as soon as possible.**

### ***The General Meeting***

The General Meeting has been convened for 10.15 a.m. on 25 October 2024 (or as soon thereafter as the Court Meeting has concluded or been adjourned or postponed), in the building of the Company's UK legal advisers, Dickson Minto LLP, at Dashwood House, 69 Old Broad Street, London EC2M 1QS, to consider and, if thought fit, pass the Resolution to:

- (a) authorise the BCPT Directors to take all actions as they may consider necessary or appropriate to give effect to the Scheme; and
- (b) approve certain amendments to the BCPT Articles to ensure that, subject to the Scheme becoming Effective, any BCPT Shares issued to any person (other than to Bidco or its nominee(s)) at or after the Scheme Record Time will be compulsorily acquired by, or to the order of, Bidco, in consideration of (subject to certain terms and conditions) the payment of the Cash Consideration on the same basis as under the Scheme.

The proposed amendments to the BCPT Articles referred to above are set out in full in the notice of the General Meeting in Part 11 of this document.

At the General Meeting, voting will be by way of poll and each BCPT Shareholder present (in person or by proxy) will be entitled to one vote for each BCPT Share held at the Voting Record Time. In order for the Resolution to be passed, it must be approved by votes in favour representing at least 75 per cent. of the votes cast by eligible BCPT Shareholders who are present and vote, whether in person or by proxy, at the General Meeting (or, in each case, at any adjournment or postponement of any such meeting).

Due to the length of time anticipated to be required to calculate the result of the poll, the result may not be announced at the General Meeting. The result of the vote at the General Meeting will be publicly announced by BCPT via a Regulatory Information Service as soon as practicable after it is known and, in any event, by not later than 8.00 a.m. on the first Business Day following the General Meeting.

### **9.3. Entitlement to vote at the Meetings**

Each Scheme Shareholder who is entered in BCPT's register of members at the Voting Record Time will be entitled to attend, speak and vote at the Court Meeting. Each BCPT Shareholder who is entered in BCPT's register of members at the Voting Record Time will be entitled to attend, speak and vote at the General Meeting. If either Meeting is adjourned or postponed only those Scheme Shareholders or BCPT Shareholders (as the case may be) on the register of members at 6.00 p.m. two Business Days before the date set for the adjourned or postponed Meeting(s) will be entitled to attend, speak and vote.

BCPT Shareholders are entitled to appoint a proxy or proxies to attend, speak and vote instead of them. A proxy need not be a BCPT Shareholder. The appointment of a proxy will not preclude BCPT Shareholders entitled to attend, speak and vote at the relevant Meeting (or at any adjournment(s) or postponement(s) thereof) from doing so in person if they wish. In the event of a poll on which a Scheme Shareholder or BCPT Shareholder votes in person, any proxy votes previously lodged with BCPT's registrar, Computershare, or returned through CREST by such shareholder in respect of the same BCPT Shares for the relevant Meeting will be excluded.

A BLUE Form of Proxy for use in respect of the Court Meeting and a PINK Form of Proxy for use in respect of the General Meeting accompany this document. To be effective, an appointment of proxy must be duly completed and returned using one of the following methods:

- by sending the appropriate completed and signed Form of Proxy (together, if appropriate, with the power of attorney or other written authority under which it is signed or a notarially certified copy of such power of attorney or authority) by post to Computershare Investor Services (Guernsey) Limited, c/o The Pavilions, Bridgwater Road, Bristol, United Kingdom, BS99 6ZY;
- electronically through the share portal service at [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy); or
- in the case of CREST members, by utilising the CREST proxy voting service,

and, in each case, the appointment of a proxy (together with any relevant power of attorney or authority) must be received (or, in the case of an appointment of a proxy through CREST, retrieved by enquiry to CREST in the manner prescribed by CREST) by BCPT's registrar, Computershare, not later than 10.00 a.m. on 23 October 2024 in respect of the Court Meeting, and 10.15 a.m. on 23 October 2024 in respect of the General Meeting (or, in the case of an adjourned or postponed Meeting, not less than 48 hours prior to the time set for the adjourned or postponed Meeting (excluding any part of a day that is not a Business Day)). If the BLUE Form of Proxy for the Court Meeting is not lodged by the relevant time, it may be completed and handed to the Chairman of the Court Meeting or a representative of BCPT's registrar, Computershare, (if attending in person) at the Court Meeting venue before 9.30 a.m. on 25 October 2024 (or 30 minutes before the start of any postponed or adjourned Court Meeting). However, in the case of the General Meeting, if the PINK Form of Proxy is not lodged by the relevant time, and in accordance with the instructions on the PINK Form of Proxy, it will be invalid.

Scheme Shareholders are entitled to appoint a proxy in respect of some or all of their Scheme Shares and are also entitled to appoint more than one proxy. BCPT Shareholders are entitled to appoint a proxy in respect of some or all of their BCPT Shares and are also entitled to appoint more than one proxy.

Further details of the actions to be taken by BCPT Shareholders (including in relation to the appointment of multiple proxies) are set out on pages 11 to 14 of this document.

#### **9.4. Sanction of the Scheme by the Court**

As noted above, the Scheme also requires the sanction of the Court. The Sanction Hearing to sanction the Scheme is expected to be held in November 2024 (currently expected to be held on 15 November 2024) at the Royal Court of Guernsey, The Royal Court House, St Peter Port, Guernsey GY1 2NZ. Any changes to the date of the Sanction Hearing will be announced promptly by BCPT through a Regulatory Information Service.

The Court is authorised to and will conduct a hearing to consider: (i) whether the provisions of the Companies Law of Guernsey and procedural requirements have been satisfied; (ii) whether the Scheme Shareholders were fairly represented by those attending the Court Meeting; (iii) whether an intelligent and honest Scheme Shareholder, acting alone in respect of his/her interest as a Scheme Shareholder, might approve of the Scheme; and (iv) whether there is any other factor the Court should take into account in exercising its discretion.

**All Scheme Shareholders are entitled to attend and be heard at the Sanction Hearing in person or through counsel to support or oppose the sanctioning of the Scheme by the Court.**

If the Court sanctions the Scheme, the Scheme will become effective in accordance with its terms and the Court Order shall be delivered to the Guernsey Registry within seven days of the Court Order having been made in accordance with the requirements of the Companies Law of Guernsey.



## **9.5. Modifications to the Scheme**

The Scheme contains a provision for BCPT and Bidco to consent jointly on behalf of all persons concerned to any modification of, or addition to, the Scheme or to any condition which the Court may think fit to approve or impose. The Court would be unlikely to approve of any modification of, or addition to, or impose a condition on, the Scheme which might be material to the interests of Scheme Shareholders unless Scheme Shareholders were informed of any such modification, addition or condition and given the opportunity to vote on that basis. It would be a matter for the Court to decide, in its discretion, whether or not a further meeting of Scheme Shareholders should be held to consider such modification, addition or condition. Similarly, if a modification, addition or condition is put forward which, in the opinion of the BCPT Board, is of such a nature or importance as to require the consent of Scheme Shareholders at a further meeting, the BCPT Directors will not take the necessary steps to make the Scheme effective unless and until such consent is obtained.

Unless otherwise consented to by the Court (if such consent is required) and the Panel, any modification or revision to the Scheme will be made not later than the date which is 14 days prior to the Meetings (or any later date to which such Meetings are adjourned or postponed). A switch to an Offer is not a modification or revision for the purposes of this paragraph.

## **9.6. Right to switch to an Offer**

Bidco has reserved the right to elect, subject to the consent of the Panel, for the Acquisition to be implemented by way of an Offer.

In this event, the Offer will be implemented on the same terms, so far as applicable, as those which would apply to the Scheme. If Bidco does elect to implement the Acquisition by way of an Offer, and if sufficient acceptances of such Offer are received and/or sufficient BCPT Shares are otherwise acquired, it is the intention of Bidco to apply the provisions of Part XVIII of the Companies Law of Guernsey to acquire compulsorily any outstanding BCPT Shares to which such Offer relates.

## **10. CANCELLATION OF LISTING OF BCPT SHARES AND SETTLEMENT OF CASH CONSIDERATION**

### **10.1. Cancellation of listing of BCPT Shares**

Prior to the Scheme becoming Effective, applications will be made to the FCA and the London Stock Exchange for: (i) the cancellation of the listing of the BCPT Shares on the closed-ended investment funds category of the Official List; and (ii) the cancellation of trading of BCPT Shares on the Main Market.

The last day of dealings in BCPT Shares on the Main Market is expected to be 14 November 2024 (being the Business Day immediately prior to the Effective Date). No transfers will be registered after 6.00 p.m. on that date. It is intended that dealings in BCPT Shares will be suspended at 7.30 a.m. on the Effective Date (currently expected to be on or around 15 November 2024).

It is intended that an application will be made to the London Stock Exchange for the cancellation of the trading of the BCPT Shares on the Main Market, and the FCA will be requested to cancel the listing of BCPT Shares on the closed-ended investment funds category of the Official List, in each case to take effect on the Business Day after the Effective Date (currently expected to be 18 November 2024), at which point entitlements to BCPT Shares held within the CREST system will be cancelled and share certificates in respect of BCPT Shares will cease to be valid and should be destroyed.

### **10.2. Settlement**

Subject to the Scheme becoming Effective, 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:

#### ***Scheme Shares in certificated form (that is, not in CREST)***

In the case of Scheme Shareholders who hold Scheme Shares in certificated form (that is, not in CREST) at the Scheme Record Time, the Cash Consideration to which each relevant Scheme Shareholder is entitled will be settled by the despatch of a cheque or, should there be a valid bank

mandate in place, by electronic payment to such Scheme Shareholder as soon as practicable after the Effective Date and in any event not later than 14 days after the Effective Date (or such other period as may be approved by the Panel).

All deliveries of cheques required to be made pursuant to the Scheme shall be effected by sending the same by first class post (or international standard post, if overseas) in prepaid envelopes (or by such other method as may be approved by the Panel) addressed to the person entitled thereto to their address as appearing in the register of members of BCPT as at the Scheme Record Time (or, in the case of joint holders, at the address of that joint holder whose name stands first in the register of members of BCPT in respect of such joint holding) and none of BCPT, Bidco or any person or nominee appointed by Bidco or their respective agents, shall be responsible for any loss or delay in the delivery of any cheques sent in this way, which shall be sent at the risk of the persons entitled thereto.

All cheques shall be paid in Sterling drawn on a UK clearing bank and shall be made payable to the Scheme Shareholder entitled to the monies represented thereby (except that, in the case of joint holders, Bidco reserves the right to make cheques payable to the joint holder whose name stands first in the register of members of BCPT in respect of such joint holding at the Scheme Record Time) and the encashment of any such cheque or, in the case of payments made through CREST, the creation of any assured payment obligation, shall be a complete discharge of Bidco's obligations under the Scheme to pay the monies represented thereby.

### ***Scheme Shares held in uncertificated form (that is, in CREST)***

In the case of Scheme Shareholders who hold Scheme Shares in uncertificated form at the Scheme Record Time, the Cash Consideration to which each relevant Scheme Shareholder is entitled will be settled through CREST by Bidco instructing or procuring the instruction of Euroclear to create an assured payment obligation in favour of the appropriate CREST account through which the relevant Scheme Shareholder holds such uncertificated Scheme Shares in respect of such Scheme Shareholder's entitlement to Cash Consideration as soon as practicable after the Effective Date and in any event not later than 14 days after the Effective Date (or such other period as may be approved by the Panel).

With effect from the Effective Date, in respect of those Scheme Shareholders holding Scheme Shares in uncertificated or dematerialised form, Euroclear shall be instructed to cancel or transfer such holders' entitlements to such Scheme Shares, and following the cancellation of entitlements to Scheme Shares held by Scheme Shareholders in uncertificated or dematerialised form, BCPT shall procure (if necessary) that such entitlements are rematerialised.

Bidco reserves the right to pay all, or any part of, the Cash Consideration to any or all Scheme Shareholders who hold Scheme Shares in uncertificated form at the Scheme Record Time in the manner referred to in the section headed "Scheme Shares in certificated form (that is, not in CREST)" above if, for reasons outside its reasonable control, it is not able to effect settlement within the CREST system in accordance with this paragraph.

Save with the consent of the Panel, settlement of the consideration to which any Scheme Shareholder is entitled under the Scheme will be implemented in full in accordance with the terms of the Scheme free of any lien, right of set-off, counterclaim or other analogous right to which Bidco might otherwise be, or claim to be, entitled against such Scheme Shareholder.

## **11. OVERSEAS SHAREHOLDERS**

This document 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 document 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 document 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.

This document and the accompanying documents 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 document or otherwise in any jurisdiction in which such offer, invitation or solicitation is unlawful.

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 document and any formal documentation relating to the Acquisition 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. Doing so may render invalid any related purported vote in respect of the Acquisition. 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.

Bidco's obligations to pay and/or settle Cash Consideration pursuant to the Scheme shall be subject to any prohibition or condition imposed by law.

**Overseas Shareholders should consult their own legal and tax advisers with respect to the legal and tax consequences of the Scheme.**

## **12. THE BCPT DIRECTORS AND THE EFFECT OF THE SCHEME ON THEIR INTERESTS**

The names of the BCPT Directors and the details of their interests in the share capital of BCPT are set out in paragraph 5 of Part 7 of this document, which forms part of this explanatory statement. Each of the BCPT Directors who holds BCPT Shares, being Paul Marcuse, Isobel Sharp, Linda Wilding and John Wythe, has irrevocably undertaken to vote (or procure the vote) in favour of the Scheme at the Court Meeting and the Resolution at the General Meeting. Further details of these irrevocable undertakings are set out in paragraph 4 of Part 7 of this document.

Particulars of the letters of appointment of the BCPT Directors are set out in paragraph 6 of Part 7 of this document.

For the purposes of section 108(2) of the Companies Law of Guernsey, the effect of the Scheme on the interests of the BCPT Directors (whether as directors, members, creditors or otherwise) does not differ from its effect on the like interests of any other Scheme Shareholder.

All of the BCPT Directors will resign from their office as directors of BCPT and its subsidiaries (as applicable) on or shortly following the Effective Date.

No debentures have been issued in respect of BCPT and there are therefore no trustees of any deed securing the issuance of any debentures in respect of BCPT and no explanation is required to be given for the purposes of section 108(3) of the Companies Law of Guernsey.

### **13. TAXATION**

A summary of certain aspects of the UK and Guernsey taxation regimes applicable to the Acquisition is set out in Part 6 of this document. 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.

### **14. ACTIONS TO BE TAKEN**

BCPT Shareholders should have received the following documents with this document:

- a BLUE Form of Proxy for use in connection with the Court Meeting;
- a PINK Form of Proxy for use in connection with the General Meeting; and
- a reply-paid envelope for use in Guernsey and the United Kingdom.

If you have not received these documents, please contact BCPT's registrar, Computershare, on the helpline number set out on page 14 of this document. Alternatively, BCPT Shareholders can also appoint a proxy electronically through the share portal service at [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy) or, in the case of CREST members, by utilising the CREST proxy voting service.

Full details of the actions to be taken by Scheme Shareholders in connection with the Acquisition and the Meetings are set out on pages 11 to 14 of this document and we would draw your attention to those details.

### **15. FURTHER INFORMATION**

The Acquisition will be made solely through this document and any response in relation to the Acquisition should be made only on the basis of the information contained in this document or the Forms of Proxy.

The terms of the Scheme are set out in full in Part 3 of this document. Your attention is also drawn to the further information contained in this document and, in particular, to the Conditions to the implementation of the Scheme and the Acquisition in Part 4, the financial information on BCPT and Bidco in Part 5, the information on taxation in Part 6, the valuation report in Part 8, the current trading and prospects of BCPT in Part 1, the intentions of Bidco in Part 1 and the additional information set out in Part 7 of this document.

Yours faithfully

**Douglas Armstrong**  
*For and on behalf of*  
**Dickson Minto Advisers LLP**

**Bronson Albery and Callum West**  
*For and on behalf of*  
**Barclays Bank PLC**

**PART 3**

**THE SCHEME OF ARRANGEMENT**

**IN THE ROYAL COURT OF GUERNSEY  
(ORDINARY DIVISION)**

**NO. 2594**

**IN THE MATTER OF BALANCED COMMERCIAL PROPERTY TRUST LIMITED**

**and**

**IN THE MATTER OF THE COMPANIES (GUERNSEY) LAW, 2008 (AS AMENDED)**

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**SCHEME OF ARRANGEMENT**

*(under Part VIII of the Companies (Guernsey) Law, 2008 (as amended))*

**between**

**BALANCED COMMERCIAL PROPERTY TRUST LIMITED**

**and**

**THE SCHEME SHAREHOLDERS**

**(as hereinafter defined)**

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(A) In this Scheme, unless inconsistent with the subject or context, the following expressions bear the following meanings:

<b>£, GBP, Sterling, pounds, pence or p</b>	pounds sterling, being the lawful currency of the United Kingdom
<b>Acquisition</b>	the proposed cash acquisition by Bidco of the entire issued and to be issued ordinary share capital of BCPT (other than Excluded Shares), by means of this Scheme as described in the document of which this Scheme forms part, or, should Bidco so elect (with the consent of the Panel), by means of an Offer, and, where the context requires, any subsequent revision, variation, extension or renewal thereof
<b>Announcement</b>	the announcement made by Bidco and BCPT in respect of the Acquisition pursuant to Rule 2.7 of the Takeover Code on the Announcement Date
<b>Announcement Date</b>	4 September 2024
<b>BCPT or the Company</b>	Balanced Commercial Property Trust Limited, an authorised closed-ended investment company limited by shares, incorporated in Guernsey with registered number 50402 and with its registered office at PO Box 255, Trafalgar Court, Les Banques, St Peter Port, Guernsey, Channel Islands GY1 3QL
<b>BCPT Group</b>	BCPT, its subsidiaries and its subsidiary undertakings and, where the context permits, each of them
<b>BCPT Shareholders</b>	holders of BCPT Shares from time to time

<b>BCPT Shares</b>	ordinary shares of one penny each in the capital of BCPT
<b>Bidco</b>	Starlight Bidco Limited, a company limited by shares, incorporated in Guernsey with registered number 74135 and with its registered office at Redwood House, St Julian's Avenue, St Peter Port, GY1 1WA, Guernsey, owned by funds managed, controlled and/or advised by Starwood
<b>Bidco Group</b>	Bidco, its subsidiaries and its subsidiary undertakings and, where the context permits, each of them
<b>Business Day</b>	a day, not being a Saturday, Sunday or public or bank holiday in the UK or Guernsey, on which banks in London and Guernsey are generally open for normal business
<b>Cash Consideration</b>	subject to the terms and Conditions of the Acquisition and this Scheme, 96.00 pence in cash for each Scheme Share held
<b>certificated or in certificated form</b>	a share or other security which is not in uncertificated form (that is, not in CREST)
<b>Companies Law of Guernsey</b>	the Companies (Guernsey) Law, 2008 (as amended)
<b>Conditions</b>	the conditions to the implementation of this Scheme and the Acquisition which are set out in Part 4 of the document of which this Scheme forms part
<b>Consideration</b>	the consideration due to Scheme Shareholders pursuant to clauses 2.4 and 2.5 of this Scheme
<b>Court</b>	the Royal Court of Guernsey
<b>Court Meeting</b>	the meeting or meetings of the Scheme Shareholders (or any class or classes thereof) convened pursuant to an order of the Court pursuant to section 107 of the Companies Law of Guernsey, for the purpose of considering and, if thought fit, approving this Scheme (with or without amendment approved or imposed by the Court and agreed to by BCPT and Bidco), including any adjournment, postponement or reconvention thereof
<b>Court Order</b>	the order of the Court sanctioning this Scheme under Part VIII of the Companies Law of Guernsey
<b>CREST</b>	the system for the paperless settlement of trades in securities and the holding of uncertificated securities operated by Euroclear
<b>Effective</b>	this Scheme having become effective in accordance with its terms
<b>Effective Date</b>	the date on which this Scheme becomes Effective in accordance with clause 4 of this Scheme
<b>Euroclear</b>	Euroclear UK & International Limited

<b>Excluded Shares</b>	any BCPT Shares which are: (i) registered in the name of, or beneficially owned by, Bidco, any other member of the Wider Bidco Group, Starwood Europe, any of the Starwood Funds or their affiliates, or any of their respective nominees; or (ii) held as treasury shares (unless such BCPT Shares cease to be so held in treasury), in each case at any relevant date or time
<b>Guernsey</b>	the Island of Guernsey
<b>Latest Practicable Date</b>	26 September 2024, being the latest practicable date prior to the date of this Scheme
<b>London Stock Exchange</b>	London Stock Exchange plc
<b>Long Stop Date</b>	3 March 2025 or such later date (if any) (a) as may be agreed in writing by Bidco and BCPT with the Panel's consent, or (b) (in a competitive situation) as may be specified by Bidco with the consent of the Panel, and in each case (if required) as the Court may allow
<b>Offer</b>	subject to the consent of the Panel, should the Acquisition be implemented by way of a takeover offer (which shall be an offer for the purposes of Part XVIII of the Companies Law of Guernsey), the offer to be made by or on behalf of Bidco to acquire the entire issued and to be issued share capital of BCPT including, where the context admits, any subsequent revision, variation, extension or renewal of such offer
<b>Panel</b>	the Panel on Takeovers and Mergers in the UK
<b>Sanction Hearing</b>	the Court hearing to sanction this Scheme, including any adjournment thereof
<b>Scheme</b>	this scheme of arrangement under Part VIII of the Companies Law of Guernsey between BCPT and the Scheme Shareholders to implement the Acquisition, in its present form or with and subject to any modification, addition or condition approved or imposed by the Court and agreed to by BCPT and Bidco
<b>Scheme Record Time</b>	6.00 p.m. on the Business Day immediately prior to the Effective Date or such other time and/or date as BCPT and Bidco may agree
<b>Scheme Shareholders</b>	the holders of Scheme Shares at the Scheme Record Time
<b>Scheme Shares</b>	all BCPT Shares: <ul style="list-style-type: none"> <li>(i) in issue at the date of this Scheme;</li> <li>(ii) (if any) issued after the date of this Scheme but before the Voting Record Time; and</li> <li>(iii) (if any) issued at or after the Voting Record Time but at or before the Scheme Record Time on terms that the holder thereof shall be bound by this Scheme or in respect of which the original or any subsequent holders thereof are, or shall have agreed in writing to be, bound by this Scheme,</li> </ul>

and, in each case, which remain in issue at the Scheme Record Time but excluding any Excluded Shares

<b>Starwood or Starwood Capital Group</b>	the global brand name of the Starwood Capital group of companies of which Starwood Europe is part
<b>Starwood Europe</b>	Starwood Capital European Operations Limited
<b>Starwood Funds</b>	funds managed, controlled or advised by Starwood or its affiliates
<b>Takeover Code</b>	the City Code on Takeovers and Mergers, issued by the Panel, as amended from time to time
<b>uncertificated or in uncertificated form</b>	a share or other security recorded on the relevant register as being held in uncertificated form in CREST and title to which, by virtue of the Uncertificated Securities Regulations, may be transferred by means of CREST
<b>Uncertificated Securities Regulations</b>	the Uncertificated Securities (Guernsey) Regulations, 2009, including (i) any enactment or subordinate legislation which amends or supersedes those regulations and (ii) any applicable rules made under those regulations or any such enactment or subordinate legislation for the time being in force
<b>Voting Record Time</b>	in the context of the Court Meeting and this Scheme, 6.00 p.m. on the day which is two Business Days immediately prior to the date of the Court Meeting or, if the Court Meeting is adjourned or postponed, 6.00 p.m. on the day which is two Business Days before the date fixed for the adjourned or postponed meeting
<b>Wider BCPT Group</b>	BCPT and its subsidiaries, subsidiary undertakings and associated undertakings and any other body corporate, partnership, joint venture or person in which BCPT and/or such undertakings (aggregating their interests) have a direct or indirect interest of 20 per cent. or more of the voting or equity capital or the equivalent
<b>Wider Bidco Group</b>	Bidco and its subsidiaries, subsidiary undertakings and associated undertakings and any other body corporate, partnership, joint venture or person in which Bidco and/or such undertakings (aggregating their interests) have a direct or indirect interest of 20 per cent. or more of the voting or equity capital or the equivalent

- (B) As at close of business on the Latest Practicable Date, BCPT had 701,550,187 BCPT Shares in issue (excluding shares held as treasury shares), all of which were credited as fully paid, and there were 97,815,921 BCPT Shares held by BCPT as treasury shares.
- (C) As at close of business on the Latest Practicable Date, no member of the Bidco Group nor Starwood Europe, any of the Starwood Funds or their affiliates, nor any other concert party of Bidco was the registered holder of or beneficially owned any BCPT Shares.
- (D) Bidco has agreed, subject to the satisfaction or (where applicable) waiver of the Conditions, to undertake to the Court to be bound by the provisions of this Scheme and to execute and do or procure to be executed and done all such documents, acts and things as may be necessary or desirable to be executed or done by it or on its behalf for the purpose of giving effect to this Scheme.



## 1. INTERPRETATION

In this Scheme, unless the context otherwise requires or otherwise expressly provides:

- (a) references to clauses and to sub-clauses are references to the clauses and sub-clauses of this Scheme;
- (b) references to a “**person**” include references to an individual, firm, partnership, company, corporation, unincorporated body of persons or any state or state agency;
- (c) references to a statute, statutory provision, enactment or subordinate legislation include the same as subsequently modified, amended or re-enacted from time to time;
- (d) any phrase introduced by the term “including” or any similar expression is to be construed as illustrative only and does not limit the sense of the words preceding those terms;
- (e) the singular includes the plural and vice-versa, and words importing one gender shall include all genders;
- (f) headings to clauses are for ease of reference only and shall not affect the interpretation of this Scheme; and
- (g) all references to time are references to London time.

## 2. TRANSFER OF THE SCHEME SHARES

- 2.1. On the Effective Date, in accordance with the provisions of clause 2.2 of this Scheme, Bidco (and/or its nominee(s)) shall acquire all of the Scheme Shares fully paid and free and clear of any liens, equities, charges, encumbrances, options, rights of pre-emption and any other third party rights and interests of any nature whatsoever and together with all rights then or thereafter attaching or accruing to them, including (without limitation) voting rights and the right to receive and retain in full all dividends and other distributions (if any) declared, made or paid, or any other return of capital (whether by reduction of share capital or share premium account or otherwise) made or paid on or after the Scheme Record Time other than any dividend, distribution or return of capital which is authorised, declared, made or paid in respect of the BCPT Shares on or after the Announcement Date (in each case with a record date prior to the Effective Date) in respect of which a corresponding reduction has been made to the Cash Consideration in accordance with the terms and Conditions of the Acquisition and this Scheme.
- 2.2. For such purposes, the Scheme Shares shall be transferred to Bidco (and/or its nominee(s)) by means of a form of transfer or other instrument or instruction of transfer or, if applicable, by means of CREST and, to give effect to such transfers, any person may be appointed by Bidco as attorney and/or agent and/or otherwise and is hereby authorised as such attorney and/or agent and/or otherwise on behalf of the relevant holder of Scheme Shares to execute and deliver as transferor a form of transfer or other instrument or instruction of transfer, or to procure the transfer by means of CREST, of the Scheme Shares and every form, instrument or instruction of transfer so executed shall be as effective as if it had been executed by the holder or holders of the Scheme Shares to which such form, instrument or instruction of transfer relates. Such form, instrument or instruction of transfer shall be deemed to be the principal instrument of transfer and the equitable or beneficial interest in the Scheme Shares shall only be transferred to Bidco and/or its nominee(s), together with the legal interests in such Scheme Shares, pursuant to such form, instrument or instruction of transfer.
- 2.3. Pending the registration of Bidco (and/or its nominee(s)) as the holder of any Scheme Shares to be transferred pursuant to this Scheme, each Scheme Shareholder irrevocably appoints, with effect from and including the Effective Date, Bidco (and/or its nominee(s)) as their attorney and/or agent and/or otherwise on their behalf (in place of and to the exclusion of the relevant Scheme Shareholder) in respect of any such Scheme Share to:
  - 2.3.1. deal with or dispose of such Scheme Share (or any interest in such Scheme Share);
  - 2.3.2. exercise any rights or privileges attached thereto, including without limitation voting rights, the right to requisition the convening of a general meeting of BCPT or of any class of its shareholders, the right to receive any distribution or other benefit accruing or payable in

respect thereof (other than any dividends and other distributions in respect of which a corresponding reduction has been made to the Cash Consideration in accordance with the terms and Conditions of the Acquisition referred to in clause 2.1 of this Scheme to which Scheme Shareholders are entitled) and the registered holder of such Scheme Share shall exercise all rights attaching thereto only in accordance with the directions of Bidco (and/or its nominee(s)) but not otherwise;

2.3.3. sign on behalf of such Scheme Shareholder such documents, and do such things, as may in the opinion of Bidco and/or any one or more of its directors or agents be necessary or desirable in connection with the exercise of any votes or other rights or privileges attaching to the Scheme Shares, including without limitation any consent to short notice of a general or separate class meeting and on their behalf to execute a form of proxy in respect of such shares appointing any person nominated by Bidco and/or any one or more of its directors or agents to attend general and separate class meetings of BCPT (or any adjournment or postponement thereof) and to exercise or refrain from exercising the votes attaching to the Scheme Shares on such Scheme Shareholder's behalf; and

2.3.4. send to Bidco (and/or its nominee(s)) any notice, circular, warrant or other document or communication which may be required to be sent to them as a member of BCPT,

such that from (and including) the Effective Date, no Scheme Shareholder shall be entitled to exercise any voting rights attached to the Scheme Shares or any other rights or privileges attaching to the Scheme Shares without the consent of Bidco and no Scheme Shareholder shall appoint a proxy or representative for or to attend any general meeting or separate class meeting of the Company.

2.4. Subject to and in consideration for the transfer of the Scheme Shares to Bidco (and/or its nominee(s)) as provided in clause 2.1 of this Scheme, on the Effective Date (or as soon as practicable thereafter, but in any case within 14 days of the Effective Date), Bidco shall, subject to clause 2.5 of this Scheme, pay or procure that there shall be paid to or for the account of each Scheme Shareholder (as appearing in the register of members of BCPT at the Scheme Record Time) 96.00 pence in cash for each Scheme Share held by the Scheme Shareholder at the Scheme Record Time.

2.5. If, on or after the Announcement Date and on or prior to the Effective Date, any dividend and/or other distribution and/or other return of capital is declared, made or paid or becomes payable in respect of the BCPT Shares (in each case with a record date prior to the Effective Date), the Cash Consideration shall automatically be reduced by an amount equal to the amount of such dividend and/or other distribution and/or other return of capital, in which case any reference in this Scheme to the Cash Consideration will automatically be deemed to be a reference to the Cash Consideration as so reduced by the amount of such dividend and/or other distribution and/or other return of capital and references to the Consideration to be delivered by Bidco under the terms of this Scheme will be deemed to be a reference to the Consideration as so adjusted and the relevant eligible BCPT Shareholders shall be entitled to receive and retain such dividend and/or other distribution and/or other return of capital. To the extent that any such dividend and/or other distribution and/or other return of capital is announced, declared, made, paid or is payable, and is or will be: (a) transferred pursuant to this Scheme on a basis which entitles Bidco to receive and retain it; or (b) cancelled and not paid, then in either case the Cash Consideration shall not be subject to change in accordance with this clause. Any reduction in the Cash Consideration referred to in this clause 2.5 shall be the subject of an announcement and, for the avoidance of doubt, any such reduction shall not be regarded as constituting any revision or variation of the terms of the Acquisition or this Scheme.

2.6. Save with the consent of the Panel, settlement of the Consideration to which any Scheme Shareholder is entitled under this Scheme will be implemented in full in accordance with the terms of this Scheme free of any lien, right of set-off, counterclaim or other analogous right to which Bidco might otherwise be, or claim to be, entitled against such Scheme Shareholder.

- 2.7. With effect from the Effective Date:
- 2.7.1. the Scheme Shareholders shall, in accordance with this Scheme, cease to have any rights with respect to the Scheme Shares, except the right to receive the Consideration determined as set out in clauses 2.4 and 2.5 of this Scheme;
  - 2.7.2. all certificates representing Scheme Shares shall cease to have effect as documents of title to the Scheme Shares comprised therein and every holder thereof shall be bound at the request of BCPT to deliver up the same to BCPT (or any person appointed by BCPT to receive the same) for the cancellation thereof, or as it may direct, or to destroy the same;
  - 2.7.3. in respect of those Scheme Shareholders holding Scheme Shares in uncertificated or dematerialised form, BCPT shall procure that Euroclear is instructed to cancel or transfer such holders' entitlements to such Scheme Shares;
  - 2.7.4. following the cancellation of entitlements to Scheme Shares held by Scheme Shareholders in uncertificated or dematerialised form, BCPT shall procure (if necessary) that such entitlements are rematerialised; and
  - 2.7.5. subject to completion and delivery of any form of transfer or other instrument or instruction of transfer as may be required in accordance with clause 2 above, BCPT will make, or procure to be made, appropriate entries in BCPT's register of members to reflect the transfer of the Scheme Shares to Bidco (and/or its nominees(s)) pursuant to this Scheme.

### **3. SETTLEMENT**

- 3.1. Settlement of entitlements to Consideration shall be effected as follows:
- 3.1.1. in the case of Scheme Shareholders who hold Scheme Shares in certificated form at the Scheme Record Time, the Consideration to which each relevant Scheme Shareholder is entitled shall be paid by means of a cheque or, should there be a valid bank mandate in place, by electronic payment to the relevant Scheme Shareholder to be dispatched as soon as practicable after the Effective Date and in any event not later than 14 days after the Effective Date (or such other period as may be approved by the Panel) provided that Bidco reserves the right to make payment of the said Consideration by such other method as may be approved by the Panel; and
  - 3.1.2. in the case of Scheme Shareholders who hold Scheme Shares in uncertificated form at the Scheme Record Time, the Consideration to which each relevant Scheme Shareholder is entitled shall be paid by means of CREST by Bidco procuring that Euroclear is instructed to create an assured payment obligation in favour of the relevant Scheme Shareholder's payment bank in respect of the Consideration due to them as soon as practicable after the Effective Date, and in any event not later than 14 days after the Effective Date (or such other period as may be approved by the Panel), in accordance with the CREST assured payment arrangements, provided that Bidco reserves the right to make (or procure) such payment by cheque in the manner referred to in clause 3.1.1 (or any other method approved by the Panel) if, for reasons outside its reasonable control, it is not able to effect settlement within the CREST system in accordance with this clause 3.1.2.
- 3.2. All deliveries of cheques required to be made pursuant to this Scheme shall be effected by sending the same by first class post (or international standard post or airmail, if overseas) in prepaid envelopes (or by such other method as may be approved by the Panel) addressed to the person entitled thereto to their address as appearing in the register of members of BCPT at the Scheme Record Time (or, in the case of joint holders, at the address of that joint holder whose name stands first in the register of members of BCPT in respect of such joint holding) and none of BCPT, Bidco, any person procured by Bidco in accordance with clause 3.1 or their respective agents or nominees, shall be responsible for any loss or delay in the delivery of any cheques sent in this way, which shall be sent at the risk of the persons entitled thereto.
- 3.3. All cheques shall be paid in Sterling drawn on a UK clearing bank and shall be made payable to the Scheme Shareholder entitled to the monies represented thereby (except that, in the case of joint holders, Bidco reserves the right to make cheques payable to the joint holder whose name

stands first in the register of members of BCPT in respect of such joint holding at the Scheme Record Time) and the encashment of any such cheque or, in the case of payments made through CREST, the creation of any assured payment obligation, shall be a complete discharge of Bidco's obligations under this Scheme to pay the monies represented thereby.

- 3.4. In the case of Scheme Shareholders who have not encashed cheques sent to them under clause 3 within six months of the date of such cheques, the consideration due to such Scheme Shareholders under this Scheme shall be remitted to Bidco or as it may direct as soon as practicable after such six-month period expires to be held by Bidco or such person as Bidco may nominate on behalf of such Scheme Shareholders (subject to the legal requirements of any jurisdiction relevant to such Scheme Shareholders), and Bidco shall procure that a notification is sent to such Scheme Shareholders at their addresses as appearing in the register of members at the Scheme Record Time. Bidco or such person as Bidco may nominate shall (subject to the legal requirements of any jurisdiction relevant to such Scheme Shareholders) hold the consideration due to such Scheme Shareholders for a period of 12 years from the Effective Date, in a separate, non-interest-bearing UK bank account established solely for that purpose, and such Scheme Shareholders may (subject to the legal requirements of any jurisdiction relevant to such Scheme Shareholders) claim the consideration due to them (net of any expenses and taxes) by written notice to Bidco in a form which Bidco determines evidences their entitlement to such consideration at any time during the period of 12 years from the Effective Date.
- 3.5. The provisions of this clause 3 shall be subject to any condition or prohibition imposed by law.

#### **4. EFFECTIVE DATE AND OPERATION OF THIS SCHEME**

- 4.1. This Scheme shall become Effective on the Effective Date, as stated in the Court Order, which is expected to be the date on which this Scheme is sanctioned by the Court pursuant to Part VIII of the Companies Law of Guernsey at the Sanction Hearing.
- 4.2. Unless this Scheme has become Effective in accordance with its terms on or before 11.59 p.m. on the Long Stop Date, this Scheme shall never become Effective.

#### **5. MODIFICATION**

BCPT and Bidco may jointly consent on behalf of all persons concerned to any modification of, or addition to, this Scheme or to any condition which the Court may approve or impose. Any such modification or addition may require the consent of the Panel under the rules of the Takeover Code. For the avoidance of doubt, no modification or addition may be made pursuant to this clause once the Scheme has become Effective.

#### **6. GOVERNING LAW**

This Scheme and any dispute or claim arising out of or in connection with it shall be governed by and construed in accordance with Guernsey law. The rules of the Takeover Code will, so far as they are appropriate, apply to this Scheme on the basis provided in the Takeover Code. The Court shall have exclusive jurisdiction in relation to any dispute or claim arising out of or in connection with this Scheme.

**Dated: 30 September 2024**

## PART 4

### CONDITIONS AND FURTHER TERMS OF THE ACQUISITION

#### Part 4A

##### Conditions to the Scheme and the Acquisition

##### Long Stop Date

1. The Acquisition is conditional upon the Scheme becoming unconditional and becoming effective, subject to the provisions of the Takeover Code, by not later than 11.59 p.m. on the Long Stop Date.

##### Scheme approval

2. The Scheme is conditional upon the following Conditions:
  - (a) (i) its approval by a majority in number representing 75 per cent or more in value of votes cast by Scheme Shareholders (or the relevant class or classes thereof, if applicable) who are on the register of members of BCPT at the Voting Record Time and who are present and vote, whether in person or by proxy, at the Court Meeting, and at any separate class meeting which may be required by the Court, or, in each case, at any adjournment or postponement of any such meeting; and
  - (ii) the Court Meeting being held on or before the 22nd day after the expected date of the Court Meeting as set out in this document (or such later date (if any) (a) as may be agreed by Bidco and BCPT with the consent of the Panel, or (b) (in a competitive situation) as may be specified by Bidco with the consent of the Panel, and in each case (if required) that the Court may allow);
- (b) (i) all resolutions in connection with, or necessary to approve and implement, the Scheme, as set out in the notice of the General Meeting in Part 11 of this document, being duly passed by the requisite majority or majorities of BCPT Shareholders at the General Meeting or at any adjournment or postponement of that meeting; and
- (ii) the General Meeting being held on or before the 22nd day after the expected date of the General Meeting as set out in this document (or such later date (if any) (a) as may be agreed by Bidco and BCPT with the consent of the Panel or (b) (in a competitive situation) as may be specified by Bidco with the consent of the Panel, and in each case (if required) that the Court may allow);
- (c) (i) the sanction of the Scheme by the Court (with or without modification (but subject to any such modification being on terms acceptable to Bidco and BCPT)); and
- (ii) the Sanction Hearing being held on or before the 22nd day after the expected date of the Sanction Hearing set out either in (X) this document (or such later date (if any) (a) as may be agreed by Bidco and BCPT with the consent of the Panel or (b) (in a competitive situation) as may be specified by Bidco with the consent of the Panel, and in each case (if required) that the Court may allow); or (Y) in the event that such expected date remains unknown at the time of publication of this document and this document identifies any date as indicative only, in any update announcement issued through a Regulatory Information Service pursuant to paragraph 6(a) of Appendix 7 of the Takeover Code) (or such later date (if any) as may be agreed by Bidco and BCPT (and that the Court may allow)).

##### General conditions

3. In addition, Bidco and BCPT have agreed that, subject to (i) the terms of Part 4B of this document; and (ii) the requirements of the Panel, the Acquisition is conditional upon the following Conditions having been satisfied or, where applicable, waived and, accordingly, the necessary actions to make the Scheme Effective will not be taken unless the following Conditions (as amended if appropriate) have been satisfied or, where relevant, waived prior to the Scheme being sanctioned by the Court:

### Third Party clearances

- (a) no central bank, government or governmental, quasi governmental, state or local government, supranational, statutory, regulatory, antitrust, environmental, administrative, fiscal or investigative body, authority, court, agency, association, institution or any other body or person whatsoever in any relevant jurisdiction (each a “**Third Party**”) having given notice of a decision to take, institute, implement or threaten any action, proceeding, suit, investigation, enquiry or reference, or having enacted, made or proposed any statute, regulation, decision, order or change to published practice or having taken any other steps, and there not continuing to be outstanding any statute, regulation, decision or order, which would or might reasonably be expected to, in any case to an extent or in a manner which is or would be material in the context of the Wider BCPT Group or the Acquisition:
- (i) make the Acquisition, its implementation or the acquisition or proposed acquisition of any shares or other securities in, or control or management of any member of the Wider BCPT Group by any member of the Wider Bidco Group void, illegal and/or unenforceable under the laws of any relevant jurisdiction, or otherwise, directly or indirectly, prohibit, restrain, restrict, materially delay or otherwise interfere with the implementation of the same, or impose material additional conditions or obligations with respect thereto, or require amendment of the terms of the Scheme;
  - (ii) require, prevent or materially delay the divestiture or alter the terms envisaged for any proposed divestiture by any member of the Wider Bidco Group or by any member of the Wider BCPT Group of all or any part of their respective businesses, assets or property, or impose any limitation on the ability of all or any of them to conduct their respective businesses (or any of them) or to own, control or manage any of their respective assets or properties (or any part thereof) which, in any such case, is material in the context of the Wider BCPT Group or Wider Bidco Group (as applicable) taken as a whole or in the context of the Acquisition;
  - (iii) impose any material limitation on, or result in a material delay in, the ability of any member of the Wider Bidco Group directly or indirectly to acquire or hold or to exercise effectively all or any rights of ownership in respect of shares or other securities in BCPT (or any member of the Wider BCPT Group) or on the ability of any member of the Wider BCPT Group or any member of the Wider Bidco Group, directly or indirectly, to hold or exercise effectively any rights of ownership in respect of shares or other securities (or the equivalent) in, or to exercise management control over, any member of the Wider BCPT Group to an extent which is material in the context of the Wider BCPT Group or Wider Bidco Group (as applicable) taken as a whole or in the context of the Acquisition;
  - (iv) except as envisaged in the implementation of the Acquisition or by Part XVIII of the Companies Law of Guernsey, require any member of the Wider Bidco Group or the Wider BCPT Group to acquire or offer to acquire any shares, other securities (or the equivalent) or interest in any member of the Wider BCPT Group or any asset owned by any third party;
  - (v) require, prevent or materially delay a divestiture by any member of the Wider Bidco Group of any shares or other securities in any member of the Wider BCPT Group;
  - (vi) result in any member of the Wider BCPT Group ceasing to be able to carry on business under any name under which it presently carries on business which is material in the context of the Wider BCPT Group taken as a whole or in the context of the Acquisition;
  - (vii) impose any limitation on the ability of any member of the Wider Bidco Group or any member of the Wider BCPT Group to integrate or co-ordinate all or any part of its businesses with all or any part of the business of any other member of the Wider Bidco Group and/or the Wider BCPT Group which is adverse to, and material in the context of, the Wider Bidco Group or the Wider BCPT Group, in either case, taken as a whole or in the context of the Acquisition; or

- (viii) except as Disclosed, otherwise adversely affect the business, assets, value, profits or prospects of any member of the Wider BCPT Group or any member of the Wider Bidco Group to an extent which is material in the context of the Wider BCPT Group taken as a whole or in the context of the Acquisition,

and all applicable waiting and other time periods (including any extensions thereof) during which any such Third Party may institute, implement or threaten any such action, proceeding, suit, investigation, enquiry or reference or take any other step under the laws of any relevant jurisdiction in respect of the proposed acquisition of any BCPT Shares having expired, lapsed, or been terminated;

- (b) all notifications, filings or applications which are necessary or reasonably considered by Bidco to be (including merger control notifications to relevant national antitrust authorities) necessary having been made in connection with the Acquisition and all necessary waiting and other time periods (including any extensions thereof) under any applicable legislation or regulation of any relevant jurisdiction having expired, lapsed or been terminated (as appropriate) and all statutory and regulatory obligations in any relevant jurisdiction having been complied with in respect of the Acquisition, in each case where the direct consequence of a failure to make such notification, filing or application or to wait for the expiry, lapse or termination of any such waiting or other time period would be unlawful in any relevant jurisdiction or have a material adverse effect on the Wider BCPT Group, any member of the Wider Bidco Group or the ability of Bidco to implement the Scheme;
- (c) all Authorisations necessary or reasonably considered by Bidco to be necessary in any relevant jurisdiction for or in respect of the Acquisition or the proposed acquisition of any shares or other securities in, or control of, BCPT by any member of the Wider Bidco Group having been obtained in terms and in a form reasonably satisfactory to Bidco from all appropriate Third Parties or (without prejudice to the generality of the foregoing) from any person or bodies with whom any member of the Wider BCPT Group has entered into contractual arrangements where the direct consequence of a failure to obtain such Authorisation would render the Acquisition to be unlawful in any relevant jurisdiction or have a material adverse effect on the Wider BCPT Group, any member of the Wider Bidco Group or the ability of Bidco to implement the Acquisition and all such Authorisations (together with all Authorisations necessary to carry on the business of any member of the Wider BCPT Group in any jurisdiction which is material in the context of the Wider Bidco Group or the Wider BCPT Group as a whole or of the financing of the Acquisition) remaining in full force and effect and there being no notice or intimation of an intention to revoke, suspend, restrict, modify or not to renew such Authorisations;
- (d) no temporary restraining order, preliminary or permanent injunction, preliminary or permanent enjoinder, or other order issued and being in effect by a court or other Third Party which has the effect of making the Acquisition or any acquisition or proposed acquisition of any shares or other securities or control or management of, any member of the Wider BCPT Group by any member of the Wider Bidco Group, or the implementation of either of them, void, voidable, illegal and/or unenforceable under the laws of any relevant jurisdiction, or otherwise directly or indirectly prohibiting, preventing, restraining, restricting, materially delaying or otherwise materially interfering with the completion or the approval of the Acquisition or any matter arising from the proposed acquisition of any shares or other securities in, or control or management of, any member of the Wider BCPT Group by any member of the Wider Bidco Group;

**Confirmation of absence of adverse circumstances**

- (e) except as Disclosed, there being no provision of any arrangement, agreement, licence, permit or other instrument to which any member of the Wider BCPT Group is a party or by or to which any such member or any of its assets is or may be bound, entitled or subject or any circumstance which, as a consequence of the Acquisition or the proposed acquisition by any member of the Wider Bidco Group of any shares or other securities in BCPT or because of a change in the control or management of BCPT or otherwise, would or might reasonably be expected to result in (in each case to an extent which is material and adverse in the context of the Wider BCPT Group taken as a whole, or material in the context of the Acquisition):

- (i) any monies borrowed by, or any other indebtedness, actual or contingent of, or any grant available to, any such member of the Wider BCPT Group being or becoming repayable, or capable of being declared repayable, immediately or prior to its or their stated maturity date or repayment date, or the ability of any such member to borrow monies or incur any indebtedness being withdrawn or inhibited or being capable of becoming or being withdrawn or inhibited;
- (ii) any such arrangement, agreement, licence, permit or other instrument or the rights, liabilities, obligations or interests of any member of the Wider BCPT Group thereunder being terminated or adversely modified or adversely affected or any onerous obligation or onerous liability arising or any adverse action being taken or arising thereunder;
- (iii) any assets or interests of any member of the Wider BCPT Group being or falling to be disposed of or charged or ceasing to be available to any such member of the Wider BCPT Group or any right arising under which any such asset or interest could be required to be disposed of or charged or could cease to be available to any member of the Wider BCPT Group otherwise than in the ordinary course of business;
- (iv) other than in the ordinary course of business, the creation or enforcement of any mortgage, charge or other security interest over the whole or any part of the business, property, assets or interest of any member of the Wider BCPT Group or any such mortgage, charge or other security interest (whenever created, arising or having arisen) becoming enforceable;
- (v) the value of the Wider BCPT Group or its financial or trading position or prospects being prejudiced or adversely affected;
- (vi) the creation or acceleration of any liability (actual or contingent) by any member of the Wider BCPT Group (including any material tax liability) other than trade creditors or other liabilities incurred in the ordinary course of business or in connection with the Acquisition;
- (vii) save as envisaged in the implementation of the Acquisition or by Part XVIII of the Companies Law of Guernsey, any requirement on any member of the Wider BCPT Group to acquire, subscribe, pay up or repay any shares or other securities (or the equivalent),

and no event having occurred which, under any provision of any arrangement, agreement, licence, permit, franchise, lease or other instrument to which any member of the Wider BCPT Group is a party or by or to which any such member or any of its assets are bound, entitled or subject, would or might reasonably be expected to result in any of the events or circumstances as are referred to in Conditions 3(e)(i) to (vii) above, in each case to the extent material in the context of the Wider BCPT Group taken as a whole.

#### **Certain events occurring since 31 December 2023**

- (f) except as Disclosed, no member of the Wider BCPT Group having, since 31 December 2023:
  - (i) save as between BCPT and wholly owned subsidiaries and subsidiary undertakings of BCPT or between such wholly owned subsidiaries and subsidiary undertakings of BCPT and save for the issue or transfer out of treasury of BCPT Shares, issued or agreed to issue, authorised or proposed the issue of additional shares of any class, or securities or securities convertible into, or exchangeable for, or rights, warrants or options to subscribe for, or acquire, any such shares or convertible securities;
  - (ii) save as between BCPT and wholly owned subsidiaries and subsidiary undertakings of BCPT or between such wholly owned subsidiaries and subsidiary undertakings of BCPT, recommended, declared, paid or made or agreed to recommend, declare, pay or make any bonus issue, dividend or other distribution (whether payable in cash or otherwise);



- (iii) save for intra-BCPT Group transactions, merged with (by statutory merger or otherwise) or demerged with any body corporate, partnership or business or acquired or disposed of, or transferred, mortgaged or charged or created any security interest over, any assets or any right, title or interest in any asset (including shares and trade investments) or authorised, proposed or announced any intention to do, in each case other than in the ordinary course and, in each case, to the extent which is material in the context of the Wider BCPT Group taken as a whole or material in the context of the Acquisition;
- (iv) save for intra-BCPT Group transactions, made, authorised, proposed or announced an intention to propose any change in its loan capital to the extent which is material in the context of the Wider BCPT Group taken as a whole or material in the context of the Acquisition;
- (v) issued, authorised, proposed or announced its intention to issue, or made any change in or to the terms of, any debentures or (save for intra-BCPT Group transactions), save in the ordinary course of business, incurred or increased any indebtedness or become subject to any contingent liability which is material in the context of the Wider BCPT Group taken as a whole or material in the context of the Acquisition;
- (vi) entered into or varied or authorised, proposed or announced its intention to enter into or vary any contract, transaction or commitment (whether in respect of capital expenditure or otherwise) (otherwise than in the ordinary course of business) which is of a long term, unusual or onerous nature or magnitude or which involves or could reasonably be expected to involve an obligation of such a nature or magnitude or which is or could be reasonably likely to be restrictive on the business of any member of the Wider BCPT Group and which is material or would be reasonably likely to be material in the context of the Wider BCPT Group taken as a whole or material in the context of the Acquisition;
- (vii) put in place any pension schemes for any director of any member of the Wider BCPT Group or their dependants;
- (viii) proposed or agreed to provide any share option incentive scheme or other benefit relating to the employment or termination of employment of any director of any member of the Wider BCPT Group;
- (ix) entered into, implemented or authorised the entry into, any joint venture, asset or profit sharing arrangement, partnership or merger of business or corporate entities (other than the Scheme) otherwise than in the ordinary course of business which is material in the context of the Wider BCPT Group taken as a whole or in the context of the Acquisition;
- (x) purchased, redeemed or repaid or announced any proposal to purchase, redeem or repay any of its own shares or other securities or reduced or, save in respect of the matters mentioned in sub paragraph (i) above, made any other change to any part of its share capital to an extent which (other than in the case of BCPT) is material in the context of the Wider BCPT Group taken as a whole;
- (xi) other than with respect to claims between BCPT and its wholly owned subsidiaries (or between such subsidiaries), waived, compromised, abandoned or settled any claim or regulatory proceeding (whether actual or threatened and whether by or against any member of the Wider BCPT Group) otherwise than in the ordinary course of business and which is material in the context of the Wider BCPT Group taken as a whole or in the context of the Acquisition;
- (xii) made any alteration to its articles of incorporation or other incorporation documents (in each case, other than in connection with the Acquisition or the Scheme) which is material in the context of the Wider BCPT Group taken as a whole or in the context of the Acquisition;

- (xiii) (other than in respect of a member of the Wider BCPT Group which is dormant and was solvent at the relevant time) taken any steps, corporate action or had any legal proceedings started or threatened against it in relation to the suspension of payments, a moratorium of any indebtedness, its winding up (voluntary or otherwise), dissolution or reorganisation or for the appointment of any administrator, receiver, manager, administrative receiver, trustee or similar officer of all or any part of its assets or revenues or any analogous proceedings in any jurisdiction or appointed any analogous person in any jurisdiction or had any such person appointed, in each case to the extent which is material in the context of the Wider BCPT Group taken as a whole or in the context of the Acquisition;
- (xiv) undertaken:
  - a) a conversion under Part V of the Companies Law of Guernsey;
  - b) an amalgamation under Part VI of the Companies Law of Guernsey;
  - c) a migration under Part VII of the Companies Law of Guernsey; or
  - d) an arrangement or reconstruction (other than the Scheme) under Part VIII of the Companies Law of Guernsey;
- (xv) except with the consent of Bidco, taken (or agreed or proposed to take) any action which requires, or would require, the consent of the Panel or the approval of BCPT Shareholders in general meeting in accordance with, or as contemplated by, Rule 21.1 of the Takeover Code; or
- (xvi) entered into any contract, commitment, agreement or arrangement other than in the ordinary course of business or passed any resolution or made any offer (which remains open for acceptance) with respect to or announced any intention to, or to propose to, effect any of the transactions, matters or events referred to in this Condition;

**No material adverse change, litigation or regulatory enquiry**

- (g) except as Disclosed, since 31 December 2023 there having been:
  - (i) no adverse change or deterioration in the business, assets, financial or trading position or profits or prospects or operational performance of any member of the Wider BCPT Group which is material in the context of the Wider BCPT Group taken as a whole or in the context of the Acquisition and no circumstances have arisen which would or might reasonably be expected to result in any such adverse change or deterioration;
  - (ii) no litigation, arbitration proceedings, prosecution or other legal proceedings to which any member of the Wider BCPT Group is or may become a party (whether as claimant or defendant or otherwise) and no enquiry, review or investigation or enforcement proceedings by, or complaint or reference to, any Third Party against or in respect of any member of the Wider BCPT Group having been threatened, announced, implemented or instituted by or against, or remaining outstanding in respect of, any member of the Wider BCPT Group which, in any such case, has had or might reasonably be expected to have a material adverse effect on the Wider BCPT Group taken as a whole or material in the context of the Acquisition;
  - (iii) no contingent or other liability having arisen or become apparent which has had or is reasonably likely to adversely affect the business, assets, financial or trading position or profits or prospects or operational performance of any member of the Wider BCPT Group to an extent which is material in the context of the Wider BCPT Group taken as a whole or material in the context of the Acquisition;
  - (iv) no steps having been taken and no omissions having been made which are reasonably likely to result in the withdrawal, cancellation, termination or modification of any licence or permit held by any member of the Wider BCPT Group, which is

necessary for the proper carrying on of its business and the withdrawal, cancellation, termination or modification of which has had, or would reasonably be expected to have, an adverse effect which is material in the context of the Wider BCPT Group taken as a whole or material in the context of the Acquisition; and

- (v) no member of the Wider BCPT Group having conducted its business in breach of any applicable laws and regulations which in any case is material in the context of the Wider BCPT Group taken as a whole or material in the context of the Acquisition.

**No discovery of certain matters**

(h) except as Disclosed, Bidco not having discovered:

- (i) that any financial, business or other information concerning the Wider BCPT Group publicly announced by or on behalf of any member of the Wider BCPT Group before the Announcement Date is materially misleading, contains any misrepresentation of fact or omits to state a fact necessary to make that information not misleading, in each case, to the extent which is material in the context of the Wider BCPT Group taken as a whole or material in the context of the Acquisition;
- (ii) that, since 31 December 2023, any member of the Wider BCPT Group is subject to any liability, contingent or otherwise, in any case to the extent which is material in the context of the Wider BCPT Group taken as a whole or material in the context of the Acquisition; or
- (iii) any information which affects the import of any information Disclosed by or on behalf of any member of the Wider BCPT Group which is material in the context of the Wider BCPT Group taken as a whole or material in the context of the Acquisition;

Environmental liabilities

(i) except as Disclosed, Bidco not having discovered that:

- (i) any past or present member of the Wider BCPT Group has failed to comply with any applicable legislation or regulation of any relevant jurisdiction with regard to the use, treatment, handling, storage, carriage, disposal, spillage, release, discharge, leak or emission of any waste or hazardous substance or any substance likely to impair the environment or harm human health or animal health or otherwise relating to environmental matters or the health and safety of humans, or that there has otherwise been any such use, treatment, handling, storage, transport, disposal, spillage, release, discharge, leak or emission (whether or not this constituted a non-compliance by any person with any such legislation or regulations, and wherever the same may have taken place) which non-compliance, in any case, would be reasonably likely to give rise to any liability (whether actual or contingent) or cost on the part of any member of the Wider BCPT Group; or
- (ii) there is, or is reasonably likely to be, for any reason whatsoever, any liability (whether actual or contingent) of any past or present member of the Wider BCPT Group to make good, remediate, repair, reinstate or clean up any property or any controlled waters now or previously owned, occupied, operated or made use of or controlled by any such past or present member of the Wider BCPT Group (or on its behalf) or by any person for which a member of the Wider BCPT Group is responsible, or in which any such member may have or previously have had or be deemed to have had an interest, under any environmental legislation, regulation, notice, circular, order or other lawful requirement of any Third Party,

in any case, which is or would be material in the context of the Wider BCPT Group taken as a whole;

**Anti corruption and sanctions**

(j) except as Disclosed, Bidco not having discovered that:

- (i) any past or present member, director, officer or employee of the Wider BCPT Group is or has at any time engaged in any activity, practice or conduct which would

constitute an offence under the Bribery Act 2010, the US Foreign Corrupt Practices Act of 1977, the Prevention of Corruption (Bailiwick of Guernsey) Law 2003 or any other anti-corruption or anti-bribery law, rule or regulation applicable to the Wider BCPT Group or any other law, rule, or regulation concerning improper payments or kickbacks applicable to the Wider BCPT Group; or (b) any person that performs or has performed services for or on behalf of the Wider BCPT Group is or has at any time engaged in any activity, practice or conduct in connection with the performance of such services which would constitute an offence under the Bribery Act 2010, the US Foreign Corrupt Practices Act of 1977, the Prevention of Corruption (Bailiwick of Guernsey) Law 2003 or any other anti-corruption legislation or anti-bribery law, rule or regulation or any other law, rule, or regulation concerning improper payments or kickbacks that is, in each case, applicable to the Wider BCPT Group;

- (ii) any asset of any member of the Wider BCPT Group constitutes criminal property as defined by section 340(3) of the Proceeds of Crime Act 2002 (but disregarding paragraph (b) of that definition) or proceeds of crime under any other applicable law, rule, or regulation concerning money laundering or proceeds of crime or any member of the BCPT Group is found to have engaged in activities constituting money laundering under any applicable law, rule, or regulation concerning money laundering;
- (iii) any past or present member, director, officer or employee of the Wider BCPT Group, or any other person for whom any such person may be liable or responsible, is or has engaged in any business or activity which dealt with, or made any investments in, or made any funds or assets available to or received any funds or assets from: (a) any government, entity or individual in respect of which US, UK, European Union or Guernsey persons, or persons operating in those territories, are prohibited from engaging in activities or doing business, or from receiving or making available funds or economic resources, by US, UK, European Union or Guernsey laws or regulations, including the economic sanctions administered by the US Office of Foreign Assets Control, HM Treasury in the UK or the States of Guernsey; or (b) any government, entity or individual targeted by any of the economic sanctions of the United Nations, the United States, the UK, the European Union or any of its member states or the Bailiwick of Guernsey;
- (iv) a member of the BCPT Group has engaged in a transaction which would cause any member of the Wider Bidco Group to be in breach of any law or regulation on completion of the Acquisition, including but not limited to the economic sanctions administered by the United States Office of Foreign Assets Control or HMRC or any government, entity or individual targeted by any of the economic sanctions of the United Nations, United States, the UK or the European Union or any of its member states or the States of Guernsey; or
- (v) any past or present member, director or officer of the Wider BCPT Group:
  - (A) has engaged in conduct which would violate any relevant anti-terrorism laws, rules, or regulations, including but not limited to the U.S. Anti-Terrorism Act;
  - (B) has engaged in conduct which would violate any relevant anti-boycott law, rule, or regulation or any applicable export controls, including but not limited to the Export Administration Regulations administered and enforced by the U.S. Department of Commerce or the International Traffic in Arms Regulations administered and enforced by the U.S. Department of State; or
  - (C) has engaged in conduct which would violate any relevant laws, rules, or regulations concerning human rights, including but not limited to any law, rule, or regulation concerning false imprisonment, torture or other cruel and unusual punishment, or child labour.

## Part 4B

### Waiver and invocation of Conditions

1. The Acquisition will lapse if the Scheme does not become Effective by 11.59 p.m. (London time) on the Long Stop Date.
2. To the extent permitted by law and subject to the requirements of the Panel in accordance with the Takeover Code, Bidco reserves the right to waive:
  - (a) any of the deadlines set out in Condition 2 of Part 4A above for the timing of the Court Meeting, General Meeting and the Sanction Hearing. If any such deadline is not met, Bidco shall make an announcement by 8.00 a.m. (London time) on the Business Day following such deadline confirming whether it has invoked or waived the relevant Condition or agreed with BCPT to extend the deadline in relation to the relevant Condition; and
  - (b) in whole or in part, all or any of the Conditions in Part 4A above, except for Conditions 1, 2(a)(i), 2(b)(i) and 2(c)(i) which cannot be waived.
3. Conditions 2(a) and 2(b) must be fulfilled, and Conditions 3(a) to (j) (inclusive) must each be fulfilled or waived, by not later than 11.59 p.m. on the date immediately preceding the date of the Sanction Hearing, failing which the Acquisition will lapse.
4. Bidco shall be under no obligation to waive (if capable of waiver), to determine to be or remain satisfied or fulfilled, or treat as satisfied or fulfilled any of the Conditions capable of waiver by a date earlier than the latest date specified for the fulfilment or waiver thereof, notwithstanding that the other Conditions may, at such earlier date, have been waived or fulfilled and that there are, at such earlier date, no circumstances indicating that any of such Conditions may not be capable of satisfaction or fulfilment.
5. Under Rule 13.5(a) of the Takeover Code, Bidco may only invoke a Condition so as to cause the Acquisition not to proceed, to lapse or to be withdrawn with the consent of the Panel. The Panel will normally only give its consent if the circumstances which give rise to the right to invoke the Condition are of material significance to Bidco in the context of the Acquisition. This will be judged by reference to the facts of each case at the time that the relevant circumstances arise. Any Condition that is subject to Rule 13.5(a) of the Takeover Code may be waived by Bidco.
6. Conditions 1 and 2 in Part 4A above and, if applicable, any acceptance condition if the Acquisition is implemented by means of an Offer, are not subject to Rule 13.5(a) of the Takeover Code.
7. Under Rule 13.6 of the Takeover Code, BCPT may only invoke, or cause or permit Bidco to invoke, a Condition so as to cause the Acquisition not to proceed, to lapse or to be withdrawn if the circumstances which give rise to the right to invoke the Condition are of material significance to BCPT Shareholders in the context of the Acquisition.

## **Part 4C**

### **Implementation of the Acquisition by way of an Offer**

1. If Bidco is required by the Panel to make an offer for BCPT Shares under the provisions of Rule 9 of the Takeover Code, Bidco may make such alterations to any of the above Conditions as are necessary to comply with the provisions of that Rule.
2. Bidco reserves the right to elect to implement the Acquisition by way of an Offer as an alternative to the Scheme (subject to the Panel's consent). In such event, the Acquisition will be implemented on the same terms and conditions (subject to appropriate amendments to reflect the change in the method of effecting the Acquisition, including (without limitation) an acceptance condition set at 90 per cent. of the issued share capital of BCPT (excluding shares held in treasury) (or such lower percentage (being more than 50 per cent.) of BCPT's issued share capital (excluding shares held in treasury) as Bidco may, subject to the rules of the Takeover Code and with the consent of the Panel, decide) as those which would apply to the Scheme. Further, if sufficient acceptances of such Offer are received and/or sufficient BCPT Shares are otherwise acquired, it is the intention of Bidco to apply the provisions of Part XVIII of the Companies Law of Guernsey to compulsorily acquire any outstanding BCPT Shares to which such Offer related.

## Part 4D

### Certain further terms of the Acquisition

1. The Acquisition and the Scheme are governed by the laws of Guernsey and are subject to the jurisdiction of the Court and to the Conditions and further terms set in this Part 4. The Acquisition is subject to the applicable requirements of the Takeover Code, the Panel, the FCA, the Companies Law of Guernsey, the London Stock Exchange and the GFSC.
2. Each of the Conditions shall be regarded as a separate Condition and shall not be limited by reference to any other Condition.
3. The Scheme Shares which will be acquired under the Acquisition will be acquired fully paid and free from all liens, equities, charges, encumbrances, options, rights of pre-emption and any other third party rights and interests of any nature and together with all rights now or hereafter attaching or accruing to them, including (without limitation) voting rights and the right to receive and retain in full all dividends and other distributions (if any) declared, made or paid on or after the Scheme Record Time.
4. If, on or after the date of this document, any dividend and/or other distribution and/or other return of capital is declared, made or paid or becomes payable in respect of the BCPT Shares (in each case with a record date prior to the Effective Date), the Cash Consideration shall automatically be reduced by an amount equal to the amount of such dividend and/or other distribution and/or other return of capital, in which case any reference in this document to the Cash Consideration will automatically be deemed to be a reference to the Cash Consideration as so reduced by the amount of such dividend and/or other distribution and/or other return of capital. In such circumstances, the relevant eligible BCPT Shareholders would be entitled to receive and retain any such dividend or other distribution and/or other return of capital. To the extent that any such dividend and/or other distribution and/or other return of capital announced, declared, made, paid or is payable, and is of will be: (i) transferred pursuant to the Acquisition on a basis which entitles Bidco to receive the dividend or other distribution or other return of capital and to retain it; or (ii) cancelled, then in either case the Cash Consideration payable in respect of the Acquisition will not be subject to change in accordance with this paragraph. Any reduction in the Cash Consideration pursuant to this paragraph would be the subject of an announcement and, for the avoidance of doubt, would not be regarded as constituting any revision or variation of the terms of the Acquisition or the Scheme. If required, the BCPT Directors intend to declare and pay a dividend, after the date of this document but prior to the Scheme Record Time, of at least the minimum amount necessary to ensure compliance with the requirements of the REIT regime.
5. 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.
6. 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.
7. Bidco reserves the right, with the consent of BCPT, for any other entity directly or indirectly owned by Bidco or by any Starwood Fund to implement the Acquisition.

## PART 5

### FINANCIAL AND RATINGS INFORMATION ON THE BCPT GROUP AND THE BIDCO GROUP

Recipients of this document should read the whole of this document and not just rely on the financial information incorporated by reference in this Part 5 of this document.

#### 1. FINANCIAL INFORMATION ON THE BCPT GROUP INCORPORATED BY REFERENCE

The following sets out financial information in respect of BCPT as required by Rule 24.3 of the Takeover Code. The documents referred to in paragraphs 1.1, 1.2, and 1.3, the contents of which have previously been announced through a Regulatory Information Service, are incorporated into this document by reference pursuant to Rule 24.15 of the Takeover Code.

- 1.1. the audited accounts of BCPT for the financial year ended 31 December 2022 are set out on pages 49 to 70 (both inclusive) of BCPT's annual report for the financial year ended on 31 December 2022, available on BCPT's website at <https://www.columbiathreadneedle.co.uk/bcpt-strategic-review/>;
- 1.2. the audited accounts of BCPT for the financial year ended 31 December 2023 are set out on pages 54 to 80 (both inclusive) of BCPT's annual report for the financial year ended on 31 December 2023, available on BCPT's website at <https://www.columbiathreadneedle.co.uk/bcpt-strategic-review/>; and
- 1.3. the unaudited accounts of BCPT for the six months ended 30 June 2024 are set out on pages 21 to 35 (both inclusive) of BCPT's interim report for the six months ended 30 June 2024, available on BCPT's website at <https://www.columbiathreadneedle.co.uk/bcpt-strategic-review/>.

#### 2. FINANCIAL INFORMATION ON BIDCO

As Bidco was incorporated on 15 August 2024, no financial information is available or has been published in respect of it. Bidco has not traded since its date of incorporation, has paid no dividends and has not entered into any obligations other than those described in this document in connection with the Acquisition and the financing of the Acquisition. No financial information is available or has been published in respect of Bidco.

Following the Scheme becoming Effective, the earnings, assets and liabilities of Bidco will include the consolidated earnings, assets and liabilities of the BCPT Group.

#### 3. AVAILABILITY OF HARD COPIES

The documents incorporated by reference herein are all available free of charge on the websites set out above. BCPT will provide, without charge to each person to whom a copy of this document has been delivered, upon the oral or written request of such person, a hard copy of any or all of the documents which are incorporated by reference herein within two Business Days of the receipt of such request. Copies of any documents or information incorporated by reference into this document will not be provided unless such a request is made. If you would like to request a hard copy of this document or any information incorporated by reference into this document, please contact BCPT's registrar, Computershare, c/o The Pavilions, Bridgwater Road, Bristol BS99 6ZY, or by calling 0370 707 4040 or from overseas +44(0)370 707 4040. Calls are charged at the standard geographical rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 8.30 a.m. and 5.30 p.m. (London time), Monday to Friday (excluding public holidays in England and Wales). Please note that Computershare cannot provide any financial, legal or tax advice. Calls may be recorded and monitored for security and training purposes.

#### 4. RATINGS

No rating agency has publicly accorded BCPT any current credit rating or outlook.

No rating agency has publicly accorded Bidco any current credit rating or outlook.



## PART 6

### TAXATION

This section relates to UK and Guernsey tax considerations relevant to the Scheme and does not address the tax considerations relevant to the receipt of dividends on the Scheme Shares.

**Scheme Shareholders who are in any doubt as to their tax position or who may be subject to tax in a jurisdiction other than the UK or Guernsey are strongly recommended to consult their own professional advisers.**

#### **UK Taxation**

The following paragraphs, which are intended as a general guide only, are based on current UK legislation and what is understood to be the current practice of HMRC as at the publication of this document which may or may not be binding on HMRC, both of which may change, possibly with retroactive effect. They summarise certain limited aspects of the UK tax consequences of the implementation of the Scheme and do not purport to be a complete analysis of all tax considerations relating to the Scheme. They apply only to Scheme Shareholders who are resident, and in the case of individual Scheme Shareholders domiciled, for tax purposes in (and only in) the UK and to whom “split year” treatment does not apply (except insofar as express reference is made to the treatment of non-UK residents), who hold their Scheme Shares as an investment (other than under a self-invested personal pension or in an individual savings account), and who are the absolute beneficial owners of the Scheme Shares. The tax position of certain categories of Scheme Shareholders who are subject to special rules (such as persons acquiring their Scheme Shares in connection with dealers in securities, insurance companies and collective investment schemes) is not considered.

**Scheme Shareholders who are in any doubt as to their tax position or who may be subject to tax in a jurisdiction other than the UK are strongly recommended to consult their own professional advisers.**

#### ***UK taxation on chargeable gains***

Under the Scheme, Scheme Shareholders will be entitled to receive Cash Consideration for each Scheme Share held.

Scheme Shareholders will be treated as making a disposal of their Scheme Shares for the purposes of UK capital gains tax or corporation tax on chargeable gains (as applicable) as a result of the Acquisition. This disposal may, depending upon the Scheme Shareholder’s circumstances and subject to any available exemption or relief (such as the annual exempt amount for individuals), give rise to a chargeable gain or an allowable loss for the purposes of UK taxation of chargeable gains.

#### ***UK stamp duty and stamp duty reserve tax (“SDRT”)***

No UK stamp duty or SDRT should be payable by Scheme Shareholders on the exchange of their Scheme Shares for Cash Consideration under the Scheme.

#### **Guernsey Taxation**

The following paragraphs, which are intended as a general guide only, and do not constitute tax advice, are based on current Guernsey tax legislation and the published practice of the Director of the Revenue Service in Guernsey, which is subject to change (possibly with retroactive effect). They summarise certain limited aspects of the anticipated Guernsey tax treatment of the Acquisition and they relate only to the position of Scheme Shareholders who are the absolute beneficial owners of their Scheme Shares, who hold their Scheme Shares as an investment and who are resident in Guernsey for taxation purposes. They do not apply to certain classes of Scheme Shareholders, such as dealers in securities, insurance companies, collective investment schemes and Scheme Shareholders who have, or are deemed to have, acquired their Scheme Shares by reason of, or in connection with, an office or employment. If you are in any doubt as to your taxation position or if you are subject to tax in any jurisdiction other than Guernsey, you should consult an appropriate professional adviser immediately.

Guernsey currently does not levy taxes upon capital inheritances, capital gains, gifts, capital transfers, wealth, sales or turnover (unless the varying of investments and turning of such investments to account is a business or part of a business), nor are there any estate duties, save for registration fees and an *ad valorem* duty for a Guernsey grant of representation where the deceased dies leaving assets in Guernsey which require presentation of such a grant.

No stamp duty is chargeable in Guernsey on the issue, transfer, disposal or redemption of shares other than Document Duty which can apply in some instances where a company holds Guernsey situated real estate, which the Company does not.

***Guernsey Resident Shareholders***

No stamp duty or similar duty or tax will be payable in Guernsey by Scheme Shareholders resident in Guernsey as a result of approving the Scheme.

***Non-Guernsey Resident Shareholders***

Scheme Shareholders resident outside Guernsey will not be subject to any tax in Guernsey in respect of or in connection with the implementation of the Scheme, except where and to the extent that they have a permanent establishment in Guernsey to which the holding of Scheme Shares is attributable.

***Anti-Avoidance***

Guernsey has a wide-ranging anti-avoidance provision. This provision targets transactions where the effect of the transaction or series of transactions is the avoidance, reduction or deferral of a tax liability. On a discretionary basis, the Director of the Revenue Service in Guernsey will make such adjustments to the tax liability to counteract the effects of the avoidance, reduction or deferral of the tax liability.

## PART 7

### ADDITIONAL INFORMATION

#### 1. RESPONSIBILITY

- 1.1. The BCPT Directors, whose names are set out in paragraph 2.1 of this Part 7, accept responsibility for the information contained in this document (including expressions of opinion) other than the information for which the Bidco Directors have taken responsibility pursuant to paragraph 1.2 below and the information for which the Starwood Responsible Persons have taken responsibility pursuant to paragraph 1.3 below. To the best of the knowledge and belief of the BCPT Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this document for which they are responsible is in accordance with the facts and does not omit anything likely to affect the import of such information. Neither BCPT nor any of the BCPT Directors takes responsibility for the information for which (i) the Bidco Directors take responsibility pursuant to paragraph 1.2 below; and/or (ii) the Starwood Responsible Persons take responsibility pursuant to paragraph 1.3 below.
- 1.2. The Bidco Directors, whose names are set out in paragraph 2.2 of this Part 7, accept responsibility for the information contained in this document (including expressions of opinion) relating to Bidco, the Bidco Group, Starwood, Starwood Europe, Starwood Funds, themselves, their respective close relatives, related trusts and other connected persons and any person acting, or deemed to be acting, in concert with Bidco (as such term is used in the Takeover Code). To the best of the knowledge and belief of the Bidco Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this document for which they are responsible is in accordance with the facts and does not omit anything likely to affect the import of such information. Neither Bidco nor any of the Bidco Directors takes responsibility for the information for which the BCPT Directors take responsibility pursuant to paragraph 1.1 above.
- 1.3. The Starwood Responsible Persons whose names are set out in paragraph 2.3 of this Part 7, accept responsibility for the information contained in this document relating to Bidco, Starwood Capital and the Starwood Funds and themselves and their respective close relatives, related trusts and other connected persons. To the best of the knowledge and belief of the Starwood Responsible Persons (who have taken all reasonable care to ensure that such is the case), the information contained in this document for which they respectively accept responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information. Neither Starwood or any Starwood Fund nor any of the Starwood Responsible Persons takes responsibility for the information for which the BCPT Directors take responsibility pursuant to paragraph 1.1 above.

#### 2. DIRECTORS, STARWOOD RESPONSIBLE PERSONS AND CORPORATE INFORMATION

- 2.1. The names of the BCPT Directors, all of whom are independent and non-executive, and their respective positions are as follows:

<b>Name</b>	<b>Position</b>
Paul Marcuse	Chairman of the BCPT Board and Chair of the Nomination Committee (non-executive)
Isobel Sharp	Senior Independent Director and Chair of the Audit and Risk Committee (non-executive)
Karima Fahmy	Director (non-executive)
Linda Wilding	Director and Chair of the ESG Committee (non-executive)
John Wythe	Director and Chair of the Management Engagement Committee (non-executive)

The registered office of BCPT and the business address of each of the BCPT Directors is PO Box 255, Trafalgar Court, Les Banques, St Peter Port, Guernsey GY1 3QL. BCPT is a company limited by shares incorporated in Guernsey and is authorised as a closed ended collective investment scheme by the GFSC.

- 2.2. The names of the Bidco Directors and their respective positions are as follows:

<b>Name</b>	<b>Position</b>
Matthew Parrott	Director
Nicholas Chadwick	Director
Thomas Tolley	Director

The registered office of Bidco and the business address of each of the Bidco Directors is Redwood House, St Julian's Avenue, St Peter Port, Guernsey GY1 1WA. Bidco is a company limited by shares incorporated in Guernsey and is owned by funds managed, controlled and/or advised by Starwood.

- 2.3. The names of the Starwood Responsible Persons and their respective positions are as follows:

<b>Name</b>	<b>Position</b>
Barry Sternlicht	Chairman and CEO at Starwood Capital Group
Jeffrey Dishner	President and COO at Starwood Capital Group
David Matheson	Managing Director and Head of European Acquisitions at Starwood Capital Group
Ethan Bing	Managing Director and Head of US Acquisitions at Starwood Capital Group
Mark Deason	Managing Director and Head of US Asset Management at Starwood Capital Group
Mauricio Serna	Senior Vice President and Head of Environmental, Social and Governance at Starwood Capital Group
Nicholas Chadwick	Managing Director and Head of European Asset Management at Starwood Capital Group
Duncan MacPherson	Managing Director, Head of Capital Markets, International at Starwood Capital Group
Thomas Tolley	Managing Director, European General Counsel at Starwood Capital Group

### **3. PERSONS ACTING IN CONCERT**

- 3.1. In addition to the BCPT Directors (together with their close relatives and related trusts) and members of the BCPT Group, the persons who, for the purposes of the Takeover Code, are acting in concert with BCPT in respect of the Acquisition and who are required to be disclosed are:

- 3.1.1. Barclays Bank PLC, acting through its Investment Bank, which is acting as lead financial adviser and joint corporate broker to BCPT and has its registered office at 1 Churchill Place, London, E14 5HP;
- 3.1.2. Dickson Minto Advisers LLP, which is acting as joint financial adviser and Rule 3 adviser to BCPT and has its registered office at Level 4 Dashwood House, 69 Old Broad Street, London, EC2M 1QS;
- 3.1.3. Columbia Threadneedle Investment Business Limited, which is the alternative investment fund manager and investment manager of BCPT, is part of the Columbia Threadneedle Group and has its registered office at 6th Floor Quartermile 4, 7a Nightingale Way, Edinburgh EH3 9EG;
- 3.1.4. Columbia Threadneedle AM (Holdings) plc (together with each directly and indirectly owned subsidiary of it in which it holds an interest of 30 per cent. or more), a global asset management group which is the parent company of the Columbia Threadneedle Group (of which Columbia Threadneedle Investment Business Limited and Columbia Threadneedle Fund Management Limited form a part) and has its registered office at 6th Floor Quartermile 4, 7a Nightingale Way, Edinburgh EH3 9EG;

- 3.1.5. Ameriprise Financial, Inc. (together with each directly and indirectly owned subsidiary of it in which it holds an interest of 30 per cent. or more), a diversified financial services firm incorporated in Delaware, US, which is the ultimate parent company of the Columbia Threadneedle Group;
- 3.1.6. Columbia Threadneedle Fund Management Limited, which is an indirectly wholly owned subsidiary of Columbia Threadneedle AM (Holdings) plc, is part of the Columbia Threadneedle Group and has its registered office at Cannon Place, 78 Cannon Street, London EC4N 6AG; and
- 3.1.7. Winterflood Securities Limited, which is joint corporate broker to BCPT and has its registered office at Riverbank House, 2 Swan Lane, London, United Kingdom, EC4R 3GA.
- 3.2. In addition to the Bidco Directors (together with their close relatives and related trusts) and members of the Bidco Group, the persons who, for the purposes of the Takeover Code, are acting in concert with Bidco in respect of the Acquisition and who are required to be disclosed are:
- 3.2.1. Eastdil Secured International Limited, which is acting as financial adviser to Bidco and Starwood and has its registered office at One, Berkeley Street, London, W1J 8DJ.

#### 4. IRREVOCABLE UNDERTAKINGS

##### 4.1. Irrevocable undertakings from BCPT Directors

- 4.1.1 The following BCPT Directors (being all BCPT Directors who hold BCPT Shares) have given irrevocable undertakings to vote in favour of the Scheme at the Court Meeting and the Resolution at the General Meeting (or, in the event that the Acquisition is implemented by way of an Offer, to accept or procure acceptance of such Offer) in respect of their own beneficial holdings of BCPT Shares (or those BCPT Shares over which they have control) totalling 177,766 BCPT Shares, representing, in aggregate, approximately 0.03 per cent. of BCPT's issued ordinary share capital (excluding BCPT Shares held in treasury and rounded to two decimal places) as at the Latest Practicable Date.

Name	Number of BCPT Shares in respect of which the undertaking is given <sup>(1)</sup>	Percentage of BCPT Shares in issue (excluding BCPT Shares held in treasury) as at the Latest Practicable Date <sup>(2)</sup>
Paul Marcuse	49,463	0.01
Isobel Sharp	55,000	0.01
Linda Wilding	40,000	0.01
John Wythe	33,303	0.00
<b>Total</b>	<b>177,766</b>	<b>0.03</b>

**Notes:**

- (1) These figures refer only to the BCPT Shares to which the relevant BCPT Director is beneficially entitled or otherwise able to control the exercise of the rights attaching thereto as at the Latest Practicable Date.
- (2) Percentages are calculated on the basis of 701,550,187 BCPT Shares in issue (excluding BCPT Shares held in treasury) as at the Latest Practicable Date and rounded to two decimal places.

- 4.1.2 The irrevocable undertakings referred to in paragraph 4.1.1 will cease to be binding on the earlier of the following occurrences:
- 4.1.2.1 the Panel consents to Bidco not proceeding with the Acquisition;
- 4.1.2.2 the date on which any competing offer for the entire issued and to be issued share capital of BCPT becomes wholly unconditional or, if proceeding by way of a scheme or arrangement, becomes effective; or

4.1.2.3 the Scheme or, if applicable, the Offer is withdrawn or, in the case of the Scheme, does not become effective, or in the case of an Offer (if applicable) does not become wholly unconditional, in each case in accordance with its terms, provided that the reason is not because of Bidco electing to proceed by way of an Offer rather than by way of a Scheme.

4.1.3 These irrevocable undertakings will continue to be binding in the event that a higher competing offer is made for BCPT.

#### 4.2. ***Irrevocable undertakings from other BCPT Shareholders***

4.2.1. In addition to the irrevocable undertakings received from the BCPT Directors, Bidco has received an irrevocable undertaking from Aviva (the “**Aviva Irrevocable Undertaking**”) to vote in favour of the Scheme at the Court Meeting and the Resolution at the General Meeting, if the Acquisition is implemented by way of the Scheme or, if implemented by way of an Offer, to accept such Offer, in respect of 164,866,839 BCPT Shares, representing approximately 23.50 per cent. of BCPT’s issued ordinary share capital (excluding BCPT Shares held in treasury) as at the Latest Practicable Date.

4.2.2. The Aviva Irrevocable Undertaking will cease to be binding if:

- (a) the Scheme does not become effective, or in the case of an Offer (if applicable) does not become wholly unconditional, in each case in accordance with its terms by 6.00 p.m. on the Long Stop Date; or
- (b) a third party announces a firm intention pursuant to Rule 2.7 of the Takeover Code to acquire the entire issued and to be issued ordinary share capital of BCPT and the consideration payable on each BCPT Share under such proposal represents a premium of more than 10 per cent. to the Cash Consideration (a “**Competing Offer**”), and Bidco does not increase the consideration to be paid for the BCPT Shares pursuant to the Acquisition to at least an equivalent amount per BCPT Share within seven days of the Competing Offer.

#### 4.3. ***Aggregate irrevocable undertakings***

Bidco has therefore received irrevocable undertakings from BCPT Directors and Aviva in respect of, in aggregate, 165,044,605 BCPT Shares, representing approximately 23.53 per cent. of BCPT’s issued ordinary share capital (excluding BCPT Shares held in treasury) as at the Latest Practicable Date.

#### 4.4. ***Lapsed irrevocable undertaking received from AVI***

In addition to the irrevocable undertakings received from the BCPT Directors and Aviva, on the Announcement Date Bidco received an irrevocable undertaking from AVI to vote in favour of the Scheme at the Court Meeting and the Resolution at the General Meeting, if the Acquisition is implemented by way of the Scheme or, if implemented by way of an Offer, to accept such Offer, in respect of 16,165,520 BCPT Shares (the “**AVI Irrevocable Undertaking**”). However, as announced by Bidco on 5 September 2024, AVI subsequently sold its entire holding of 16,165,520 BCPT Shares and therefore no BCPT Shares remain subject to the AVI Irrevocable Undertaking as at the Latest Practicable Date.

### 5. **INTERESTS AND DEALINGS**

#### 5.1. ***Definitions***

For the purposes of this paragraph 5:

<b>acting in concert</b>	has the meaning given to it in the Takeover Code
<b>connected adviser</b>	has the meaning given to it in the Takeover Code
<b>connected person</b>	in relation to a director of Bidco or BCPT includes: (a) such director’s spouse or civil partner and children or step-children under the age of 18; (b) the trustee(s) of any trust for the benefit of such director and/or any person mentioned in (a);

(c) any company in which such director and/or any person mentioned in (a) or (b) is entitled to exercise or control the exercise of one-third or more of the voting power, or which is accustomed to act in accordance with the directions of such director or any such person; and (d) any other person whose interests in shares are taken to be interests of such director pursuant to Part 22 of the 2006 Act

<b>control</b>	means an interest, or interests, in shares carrying in aggregate 30 per cent. or more of the voting rights attributable to the share capital of a company which are currently exercisable at a general meeting, irrespective of whether such interest or interests give(s) de facto control
<b>dealing</b>	has the meaning given to it in the Takeover Code and “ <b>dealt</b> ” has the corresponding meaning
<b>derivative</b>	includes any financial product the value of which, in whole or in part, is determined directly or indirectly by reference to the price of an underlying security
<b>director</b>	includes persons in accordance with whose instructions the directors or a director are accustomed to act
<b>disclosure date</b>	means the close of business on 26 September 2024 (being the latest practicable date prior to the publication of this document)
<b>disclosure period</b>	means the period commencing on 15 April 2023 (being the date 12 months before the date of the commencement of the Offer Period) and ending on the disclosure date
<b>exempt fund manager and exempt principal trader</b>	have the meanings given to them in the Takeover Code
<b>financial collateral arrangements</b>	are arrangements of the kind referred to in Note 4 on Rule 4.6 of the Takeover Code
<b>interest</b>	in relevant securities has the meaning given to it in the Takeover Code
<b>Note 11 arrangement</b>	includes any indemnity or option arrangement, and any agreement or understanding, formal or informal, of whatever nature, relating to relevant securities which may be an inducement to deal or refrain from dealing (other than irrevocable commitments to vote in favour of the Scheme and/or related resolutions, details of which are set out in paragraph 4 of this Part 7)
<b>offer period</b>	means in this context the period commencing on 15 April 2024 and ending on the disclosure date
<b>relevant securities</b>	means (a) BCPT Shares and any other securities of BCPT which carry voting rights, (b) equity share capital of BCPT or, as the context requires, Bidco; and (c) securities of BCPT or, as the context requires, Bidco carrying conversion or subscription rights into any of the foregoing
<b>short position</b>	means any short position (whether conditional or absolute and whether in the money or otherwise), including any short position under a derivative, any agreement to sell or any delivery obligation or right to require another person to purchase or take delivery

## 5.2. **Interests in relevant securities of BCPT**

5.2.1. As at the disclosure date, the interests of the BCPT Directors (and their close relatives, related trusts and connected persons) in BCPT Shares were as follows:

<b>BCPT Director</b>	<b>Number of BCPT Shares</b>	<b>Percentage of BCPT's issued share capital (excluding treasury shares)<sup>(1)</sup></b>
Paul Marcuse	49,463	0.01
Isobel Sharp	55,000	0.01
Linda Wilding	40,000	0.01
John Wythe	33,303	0.00

**Note:**

(1) Percentages are calculated on the basis of 701,550,187 BCPT Shares in issue (excluding BCPT Shares held in treasury) as at the Latest Practicable Date and rounded to two decimal places.

5.2.2. As at the disclosure date, the only other interests of persons acting in concert with BCPT in BCPT Shares (other than the BCPT Directors as detailed in paragraph 5.2.1 above) were as follows:

<b>Name</b>	<b>Number of BCPT Shares</b>	<b>Percentage of BCPT's issued share capital (excluding treasury shares)<sup>(1)</sup></b>
Columbia Threadneedle AM (Holdings) plc and its subsidiaries	72,314	0.01

**Note:**

(1) Percentages are calculated on the basis of 701,550,187 BCPT Shares in issue (excluding BCPT Shares held in treasury) as at the Latest Practicable Date and rounded to two decimal places.

5.2.3. As set out in paragraph 4 of this Part 7, each of the BCPT Directors who holds BCPT Shares has given irrevocable undertakings to vote in favour of the Scheme at the Court Meeting and the Resolution at the General Meeting (or, in the event that the Acquisition is implemented by way of an Offer, to accept or procure acceptance of such Offer) in respect of their own beneficial holdings of BCPT Shares (or those BCPT Shares over which they have control).

5.2.4. As at the disclosure date, Bidco does not hold any interests in BCPT Shares.

5.2.5. As at the disclosure date, none of the Bidco Directors (and their close relatives, related trusts and connected persons) hold any interests in BCPT Shares.

5.2.6. As at the disclosure date, none of the persons acting in concert with Bidco hold any interests in BCPT Shares.

## 5.3. **Dealings in relevant securities of BCPT**

5.3.1. During the offer period:

- (a) none of the BCPT Directors (nor their close relatives, related trusts and connected persons) have dealt in BCPT Shares; and
- (b) no other persons acting in concert with BCPT have dealt in BCPT Shares.

5.3.2. During the disclosure period:

- (a) none of: (i) Bidco; or (ii) the Bidco Directors (nor their close relatives, related trusts and connected persons) have dealt in BCPT Shares; and
- (b) no other persons acting in concert with Bidco have dealt in BCPT Shares.



#### 5.4. **General**

Save as disclosed in this paragraph 5, as at the disclosure date:

- 5.4.1. none of: (i) Bidco (ii) any Bidco Director or any close relatives, related trusts or connected person of any such person of any Bidco Director, or (iii) any other person acting in concert with Bidco, had any interest in, right to subscribe in respect of, or short position in respect of relevant securities of BCPT; and no such person has dealt in any relevant securities of BCPT during the disclosure period;
- 5.4.2. neither Bidco nor any person acting in concert with Bidco, had borrowed or lent any relevant securities of BCPT (including any financial collateral arrangements), save for borrowed shares which have been either on-lent or sold;
- 5.4.3. none of: (i) BCPT; (ii) any BCPT Director, or any close relatives, related trusts or connected person of any such director; or (iii) any other person acting in concert with BCPT, had any interest in, right to subscribe in respect of, or short position in relation to relevant securities of BCPT; and no such person has dealt in any relevant securities of BCPT during the offer period;
- 5.4.4. neither BCPT nor any person acting in concert with it had borrowed or lent any relevant securities of BCPT (including any financial collateral arrangements), save for borrowed shares which have been either on-lent or sold;
- 5.4.5. neither: (i) BCPT; or (ii) any BCPT Director or any close relatives, related trusts or connected person of any such director, had any interest in, right to subscribe in respect of, or short position in relation to relevant securities of Bidco; and no such person has dealt in any relevant securities during the offer period;
- 5.4.6. save for the irrevocable undertakings described in paragraph 4, neither Bidco nor any person acting in concert with Bidco has any Note 11 arrangement with any other person; and
- 5.4.7. neither BCPT nor any person who is acting in concert with BCPT has any Note 11 arrangement with any other person.

#### 6. **LETTERS OF APPOINTMENT OF BCPT DIRECTORS**

- 6.1. There are no service contracts between BCPT and any of the BCPT Directors. Each of the BCPT Directors has entered into a letter of appointment with BCPT (together, the “**Letters of Appointment**”). The principal terms of the Letters of Appointment (as amended from time to time) are as follows:

<b>Name</b>	<b>Date of appointment</b>	<b>Unexpired term of directorship</b>	<b>Any notice period</b>	<b>Current fees (per annum)<sup>(1)</sup></b>
Paul Marcuse	12 January 2017	The period to BCPT's next AGM	None	£70,250
Isobel Sharp	8 November 2022	The period to BCPT's next AGM	One month	£52,750
Karima Fahmy	19 January 2024	The period to BCPT's next AGM	One month	£44,500
Linda Wilding	3 June 2019	The period to BCPT's next AGM	None	£49,500
John Wythe	11 September 2018	The period to BCPT's next AGM	None	£44,500

**Note:**

- (1) The current base fee payable to a BCPT Director is £44,500 per annum, with additional fees payable for senior Board positions and additional committee roles.

- 6.2. Pursuant to the terms of each Letter of Appointment, BCPT can terminate the appointment of (i) Isobel Sharp and Karima Fahmy upon making a payment in lieu of notice of a sum equal to the balance of fees that the BCPT Director would have been entitled to receive had the full notice period been given; and (ii) each BCPT Director summarily and without any obligation to

pay compensation or damages for loss of office if, *inter alia*, (i) a resolution approving the removal of that BCPT Director is passed at a general meeting of BCPT; or (ii) the BCPT Director is required to vacate the office pursuant to any provision of the BCPT Articles or the Companies Law of Guernsey.

- 6.3. As further described at paragraph 9.3 of Part 1 of this document, it is intended that each of the BCPT Directors will step down from the board of BCPT and its subsidiaries (as applicable) with effect on or shortly after the Effective Date.
- 6.4. Matthew Parrott, Nicholas Chadwick and Daniel McLoughlin shall be appointed as directors of BCPT with effect from the Effective Date.
- 6.5. Save as set out in this paragraph 6:
  - 6.5.1. no BCPT Director is entitled to commission or profit sharing arrangements in respect of BCPT;
  - 6.5.2. other than statutory compensation and as set out in this paragraph 6, no compensation is payable by BCPT to any BCPT Director upon early termination of their appointment; and
  - 6.5.3. there are no service agreements or letters of appointment between any member of the BCPT Group and any BCPT Director and no such agreement has been entered into or amended within six months preceding the publication of this document.

## 7. MARKET QUOTATIONS

The following table shows the Closing Prices for BCPT Shares as derived from the Daily Official List for: (a) the first trading day in each of the six months immediately prior to the publication of this document; (b) 12 April 2024 (being the latest Business Day prior to the commencement of the Offer Period); and (c) 26 September 2024 (being the Latest Practicable Date prior to the publication of this document).

Date	Closing Price per BCPT Share (p)
2 April 2024	80.00
12 April 2024	79.00
1 May 2024	78.50
3 June 2024	80.50
1 July 2024	80.70
1 August 2024	86.40
2 September 2024	85.30
26 September 2024	95.30

## 8. OFFER-RELATED ARRANGEMENTS

### 8.1. Confidentiality Agreement

On 7 June 2024, BCPT and Starwood Europe entered into a confidentiality agreement (the “**Confidentiality Agreement**”) in relation to the Acquisition, pursuant to which, amongst other things, both parties have undertaken to: (a) subject to certain exceptions, keep information relating to the other and the Acquisition confidential and not to disclose it to third parties; and (b) use such confidential information only in connection with the Acquisition. These confidentiality obligations will remain in force for a period of 24 months from the date of the Confidentiality Agreement (or, if earlier, the completion of the Acquisition). The Confidentiality Agreement contains standstill provisions which restricted Starwood Europe and controlled affiliates of Starwood and any person acting in concert with Starwood from acquiring or offering to acquire interests in certain securities of BCPT; those restrictions ceased to apply on the making of the Announcement.

## 9. MATERIAL CONTRACTS OF BCPT

There are no contracts, not being contracts entered into in the ordinary course of business, which have been entered into by BCPT or any other member of the BCPT Group since 15 April 2022 (being two years before the commencement of the Offer Period) and ending on the Latest Practicable Date that are, or may be, material, save for the following contracts:

### 9.1. *New Debt Facilities Agreement*

On 13 September 2023, SCPEH as original borrower and its subsidiaries (SCPEL and P4L) as guarantors entered into the New Debt Facilities Agreement with the New Lenders.

Under the New Debt Facilities Agreement, the New Lenders made available the New Debt Facilities. As a condition precedent to the drawdown of the New Term Loan, FCPT Holdings is required to accede to the New Debt Facilities Agreement as an additional borrower and its subsidiaries, being F&C Commercial Property Holdings Limited and Winchester Burma Limited, are required to accede as additional guarantors.

The New Debt Facilities have an initial term of two years but SCPEH has the option to request two one-year extensions of the term at certain intervals during the life of the New Debt Facilities (subject to the consent, and at the discretion, of the New Lenders), the first of which must be exercised by not later than 15 November 2024. The acceptance and implementation of any such extension request are at the sole discretion of the New Lenders.

The RCF is available for drawing to and including the date falling one month before the termination date of the New Debt Facilities. The New Term Loan is available for drawing to refinance the L&G Term Loan to and including 3 January 2025. The New Debt Facilities are currently secured by means of fixed charges over the shares of the New Debt Facilities Banking Group and the properties owned by them.

The events of default in the New Debt Facilities Agreement include, but are not limited to, non-payment, breach of certain financial covenants, breach of other obligations, misrepresentation, cross default and insolvency. An event of default which is continuing would entitle the New Lenders to:

- cancel all or any part of the total commitments; and/or
- declare that all or part of the amounts outstanding under the New Debt Facilities Agreement and associated finance documents together with accrued interest, are (A) immediately due and payable; and/or (B) payable on demand.

A mandatory prepayment event will occur if any person or group of persons acting in concert gains control of BCPT or, without the New Lenders' prior consent (other than in circumstances where a replacement listing on certain exchanges is to take place), the admission of the BCPT Shares to listing on the closed-ended investment funds category of the Official List and to trading on the Main Market is cancelled. The New Debt Facilities Agreement also contains a general prohibition on the termination of the appointment of the Investment Manager, or the appointment of any investment manager, without the prior consent of, and on terms approved by, Barclays Bank PLC in its capacity as agent (the "**Agent**") (acting reasonably). As noted in paragraph 7.1 of Part 2 of this document, Bidco has received the consent of the New Lenders to the New Debt Facilities Agreement remaining in place, and the New Debt Facilities remaining available, following completion of the Acquisition, notwithstanding the change of control provisions described above. The New Lenders have confirmed to Bidco that they will not exercise their rights in relation to the change of control of BCPT, or the change in management arrangements described in paragraph 9.6 of Part 1 of this document, each resulting from the Acquisition.

SCPEH may voluntarily cancel and/or prepay, following five business days' or five RFR banking days' prior notice to the Agent, respectively, the whole or any part (but if in part, by a minimum amount of £500,000) of the New Debt Facilities.

The financial covenants under the New Debt Facilities Agreement require the New Debt Facilities Banking Group to ensure at all times that: (i) actual interest cover is not less than 1.75:1; (ii) projected interest cover is not less than 1.60:1; and (iii) loan to value ratio does not exceed 50 per cent.. Should there be a breach, SCPEH shall have an opportunity to cure such breach. The rights to cure are however limited and may not be exercised in aggregate more than three times and no more than once during any two consecutive interest periods. Any breach of financial covenant which is not remedied will be an event of default.

Interest is paid on amounts drawn under the New Debt Facilities at a variable rate based on a headline interest margin of 1.80 per cent. per annum over daily non-cumulative compounded SONIA. The interest payment dates are 31 March, 30 June, 30 September and 31 December and the termination date. Following utilisation of the New Term Loan, SCPEH must ensure that FCPT Holdings enters into a hedging agreement in respect of not less than 60 per cent. of the New Term Loan. The New Debt Facilities Banking Group shall pay to the Agent a commitment fee of: (i) 0.63 per cent. per annum on the undrawn balance of the RCF; and (ii) until 13 September 2024, 0.45 per cent. per annum on the undrawn balance of the New Term Loan and thereafter, 0.63 per cent. per annum on the undrawn balance of the New Term Loan. A utilisation fee will be payable to the Agent on each interest payment date, at the rate of 0.15 per cent. per annum, for each day on which the New Term Loan is drawn and outstanding.

The New Debt Facilities Agreement is governed by English law.

## **10. MATERIAL CONTRACTS OF BIDCO**

Save as set out below there are no contracts, not being contracts entered into in the ordinary course of business, which have been entered into by Bidco or any other member of the Bidco Group since 15 April 2022 (being two years before the commencement of the Offer Period) and are, or may be, material:

- 10.1. On 4 September 2024 Bidco entered into the Equity Commitment Letter with Starwood Distressed Opportunity Fund XIII Global, L.P., SOF-XIII ERPI SCSp, SOF-XIII EQFPF SCSp and SOF-13 International SCSp (together, the “**Starwood Investors**”), in relation to commitments from the Starwood Investors to provide funding to Bidco totalling, in aggregate, £673,488,179.53, in connection with the funding of the Cash Consideration payable by Bidco to BCPT Shareholders pursuant to the Acquisition.

## **11. SIGNIFICANT CHANGE**

The BCPT Directors are not aware of any significant change in the financial or trading position of the BCPT Group since 30 June 2024, being the date to which BCPT’s unaudited accounts for the six months ended 30 June 2024 were prepared save for the disposal, in line with 30 June 2024 book value, of the following assets for an aggregate sale price of £60.7 million:

- 7 Birch Lane, London, as announced 12 July 2024;
- 82 King Street, Manchester, as announced 12 July 2024; and
- 17A Curzon Street, London, as announced on 22 July 2024.

## **12. RULE 29 VALUATION REPORT**

For the purposes of Rule 29.5(a) of the Takeover Code, the BCPT Directors confirm that CBRE has confirmed to them that an updated valuation as at 30 September 2024 of BCPT’s property portfolio valued by CBRE would not be materially different to the valuation given by CBRE as at 30 June 2024 and contained in the CBRE valuation report set out in Part 8 of this document.

In the event that BCPT’s property portfolio was to be sold at the valuations contained in the valuation report set out in Part 8 of this document, any gains realised on such disposals may be subject to taxation in the UK. Generally, disposals by a REIT of assets located in the UK held for the purpose of a property rental business should be exempt from UK corporation tax; however, there are specific rules which can result in assets held as part of the property rental business being subject to tax on disposal (for example when a property is materially developed and sold within three years of completion of that development). In connection with the Acquisition it is not contemplated that the aforementioned liability to taxation will crystallise.

### 13. SOURCES OF INFORMATION AND BASES OF CALCULATION

Unless otherwise stated, the following constitute the sources of information and bases of calculations in this document:

- 13.1. As at close of business on the Latest Practicable Date there were 701,550,187 BCPT Shares in issue (excluding 97,815,921 BCPT shares held in treasury).
- 13.2. The value attributed to the fully diluted issued share capital of BCPT is based on 701,550,187 BCPT Shares in issue on the Latest Practicable Date (excluding 97,815,921 BCPT Shares held in treasury).
- 13.3. All prices quoted for BCPT Shares are the relevant Closing Price.
- 13.4. All volume-weighted average share prices for BCPT Shares are derived from Bloomberg and have been rounded to three decimal places.
- 13.5. The financial information relating to BCPT is extracted from the interim report of BCPT for the six months ended 30 June 2024 adjusted for the disposal, in line with 30 June 2024 book value, of:
  - 13.5.1. 7 Birch Lane, London, as announced 12 July 2024;
  - 13.5.2. 82 King Street, Manchester, as announced 12 July 2024; and
  - 13.5.3. 17A Curzon Street, London, as announced on 22 July 2024.
- 13.6. The premium and discount calculations to the price per BCPT Share in this document have been calculated based on the consideration of 96.00 pence per BCPT Share, and by reference to:
  - 13.6.1. the Closing Price on 12 April 2024 (being the latest practicable date prior to the commencement of the Offer Period) of 79.00 pence per BCPT Share;
  - 13.6.2. the three-month volume weighted average Closing Price of 76.97 pence per BCPT Share as at 12 April 2024 (being the volume weighted average Closing Price for the three-month period ended on the latest practicable date prior to the commencement of the Offer Period);
  - 13.6.3. the six-month volume weighted average Closing Price of 72.69 pence per BCPT Share as at 12 April 2024 (being the volume weighted average Closing Price for the six-month period ended on the latest practicable date prior to the commencement of the Offer Period); and
  - 13.6.4. the unaudited BCPT NAV per BCPT Share of 105.1 pence per BCPT Share as at 30 June 2024.

	£m
Property portfolio per the valuation report	943.3
Adjustments <sup>(1)</sup>	(15.1)
<b>Fair value of the property portfolio</b>	<b>928.2</b>
Trade and other receivables	25.7
Cash and cash equivalents	67.3
Current liabilities	(20.8)
Current interest-bearing loan	(259.8)
<b>Total Assets less current liabilities</b>	<b>740.6</b>
Non-current liabilities	(3.3)
<b>Net assets as at 30 June 2024</b>	<b>737.3</b>
Total BCPT Shares (excluding BCPT Shares held in treasury)	701,550,187
<b>NAV per BCPT Share (pence)</b>	<b>105.1</b>

(1) Adjustments of (£15.1m) relate to adjustments for lease incentives.

- 13.7. Property valuation information relating to BCPT is from the property valuation report produced by CBRE as set out in Part 8 of this document.
- 13.8. As at the Latest Practicable Date, the number of BCPT Shares eligible to vote on:
  - 13.8.1. the Scheme at the Court Meeting is 701,550,187 BCPT Shares; and
  - 13.8.2. the Resolution at the General Meeting is 701,550,187 BCPT Shares.
- 13.9. Certain figures in this document have been subject to rounding adjustments.

#### **14. OTHER INFORMATION**

- 14.1. Save as disclosed in this document, no proposal exists in connection with the Acquisition that any payment or other benefit will be made or given to any of the BCPT Directors as compensation for loss of office or as consideration for, or in connection with, his/her retirement from office.
- 14.2. Save as disclosed in this document, no agreement, arrangement or understanding (including any compensation arrangement) exists between Bidco or any person acting in concert with Bidco and any of the directors, recent directors, shareholders or recent shareholders of BCPT, or any person interested or recently interested in BCPT Shares, which has any connection with, or dependence on, or which is conditional upon the outcome of the Acquisition.
- 14.3. Barclays has given and not withdrawn its written consent to the publication of this document with the references to its name included herein in the form and context in which they appear. Barclays is authorised by the PRA and regulated in the UK by the FCA and the PRA.
- 14.4. Dickson Minto Advisers has given and not withdrawn its written consent to the publication of this document with the references to its letter and name included herein in the form and context in which they appear. Dickson Minto Advisers is authorised and regulated by the FCA.
- 14.5. Eastdil Secured has given and not withdrawn its written consent to the publication of this document with the references to its name included herein in the form and context in which they appear. Eastdil Secured is authorised and regulated by the FCA.
- 14.6. CBRE has given and not withdrawn its written consent to the publication of this document with the inclusion herein of its valuation report and the references to its name in the form and context in which they are included.
- 14.7. Save as disclosed in this document, no agreement, arrangement or understanding exists whereby any securities acquired in pursuance of the Acquisition will be transferred to any other person save that Bidco reserves the right to transfer any such securities so acquired to any other member of the Bidco Group or its nominee.
- 14.8. As at the Latest Practicable Date, BCPT held 97,815,921 BCPT Shares as treasury shares.
- 14.9. As at the Latest Practicable Date, Bidco held no Bidco shares as treasury shares.
- 14.10. There have been no material changes to any information previously published by BCPT during the Offer Period.
- 14.11. The aggregate fees and expenses which are expected to be incurred by BCPT in connection with the Acquisition are estimated to amount to approximately £12.1 million plus applicable VAT. This aggregate number consists of the following categories:
  - 14.11.1. financing arrangements; nil;
  - 14.11.2. financial and corporate broking advice: approximately £10.3 million, plus applicable VAT;
  - 14.11.3. legal advice: approximately £1.6 million, plus applicable VAT;
  - 14.11.4. accounting advice: nil;
  - 14.11.5. public relations advice: approximately £0.0 million, plus applicable VAT;

- 14.11.6. other professional services: approximately £0.0 million, plus applicable VAT; and
  - 14.11.7. other costs and expenses: approximately £0.2 million, plus applicable VAT.
- 14.12. The aggregate fees and expenses which are expected to be incurred by Bidco in connection with the Acquisition are estimated to amount to approximately £7.9 million plus applicable VAT. This aggregate number consists of the following categories:
- 14.12.1. financing arrangements: approximately £0.5 million, plus applicable VAT;
  - 14.12.2. financial and corporate broking advice: approximately £4.6 million, plus applicable VAT;
  - 14.12.3. legal advice: approximately £1.2 million, plus applicable VAT;
  - 14.12.4. accounting advice: approximately £0.6 million, plus applicable VAT;
  - 14.12.5. public relations advice: approximately £0.1 million, plus applicable VAT;
  - 14.12.6. other professional services: approximately £0.7 million, plus applicable VAT; and
  - 14.12.7. other costs and expenses: approximately £0.2 million, plus applicable VAT.
- 14.13. Save as disclosed in this document, the emoluments of the BCPT Directors and the Bidco Directors will not be affected by the Acquisition or any associated transaction.
- 14.14. No management incentivisation arrangements, as envisaged by Rule 16.2 of the Takeover Code, have been entered into or are proposed in connection with the Acquisition.

## **15. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents will be available, free of charge but subject to certain restrictions relating to persons residing in Restricted Jurisdictions, on BCPT's website at <https://www.columbiathreadneedle.co.uk/BCPT-strategic-review/> and Bidco's website at <https://www.starwoodbluebird.com/> during the period up to and including the Effective Date or the date on which the Scheme lapses or is withdrawn, whichever is the earlier:

- 15.1. this document;
- 15.2. the BLUE Form of Proxy and the PINK Form of Proxy;
- 15.3. the Announcement;
- 15.4. the Confidentiality Agreement;
- 15.5. the Equity Commitment Letter;
- 15.6. the memorandum and articles of incorporation of Bidco;
- 15.7. the memorandum and current articles of incorporation of BCPT;
- 15.8. the BCPT Articles as proposed to be amended by the Resolution;
- 15.9. the published audited consolidated accounts of BCPT for the two years ended 31 December 2023;
- 15.10. the interim report of BCPT for the six months ended 30 June 2024;
- 15.11. the irrevocable undertakings referred to in paragraph 4 of this Part 7;
- 15.12. the valuation report of CBRE contained in Part 8 of this document;
- 15.13. a no material difference letter, as at the date of this document, from CBRE regarding its valuation report set out in Part 8 of this document; and
- 15.14. the written consents referred to in paragraph 14 of this Part 7.

The content of the websites referred to in this document is not incorporated into and does not form part of this document.

PART 8  
VALUATION REPORT



# Valuation Report

**In respect of:**

Portfolio of 31 properties held by Balanced Commercial Property Trust Limited and its group

**On behalf of:**

the Addressees as set out below

**Date of valuation:**

30 June 2024



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Appendix D: Market Value of the Properties as at 30 June 2024 split by property location (100%)

# Valuation Report

## Introduction

<b>Report Date</b>	30 September 2024
<b>Valuation Date</b>	30 June 2024
<b>Addressees</b>	<p>Balanced Commercial Property Trust Limited PO Box 255 Trafalgar Court Les Banques St Peter Port Guernsey GY1 3QL</p> <p>Barclays Bank PLC, acting through its Investment Bank (in its capacity as lead financial adviser to the Company) 1 Churchill Place London E14 5HP</p> <p>Dickson Minto Advisers LLP (in its capacity as joint financial adviser and Rule 3 adviser to the Company) Dashwood House 69 Old Broad Street London EC2M 1QS (and all the above collectively referred to as “the Addressees”)</p>
<b>The Properties</b>	31 properties held by Balanced Commercial Property Trust Limited (BCPT) and its group, as set out in the Schedule of Properties below in Appendix A (each a “Property” and together the “Properties”).
<b>Instruction</b>	To value without re-inspecting the unencumbered freehold and leasehold interests (as applicable) of the Properties on the basis of Market Value as at the Valuation Date in accordance with Terms of Engagement entered into between CBRE Limited (“CBRE”) and the Addressees dated 27 September 2024 (the “Valuation”).
<b>Status of Valuer</b>	<p>You have instructed us to act as an external valuer as defined in the current version of the RICS Valuation – Global Standards (2022).</p> <p>Please note that the Valuation may be investigated by the RICS for the purposes of the administration of the Institution’s conduct and disciplinary regulations in order to ensure compliance with the RICS Valuation – Global Standards (2022).</p>

## Purpose and Basis of Valuation

The Valuation has been prepared for a Regulated Purpose as defined in the RICS Valuation – Global Standards (2022) (incorporating the International Valuation Standards) and the UK national supplement current as at the Valuation Date (the “Red Book”).

We understand that this valuation report and the Appendices to it (together the “Valuation Report”) are required for inclusion in a scheme document to be published by BCPT in connection with the recommended cash offer by Starlight Bidco Limited (“Bidco”), a newly formed company owned by funds managed, controlled or advised by Starwood Capital Group or its affiliates, to acquire the entire issued and to be issued ordinary share capital of BCPT, in accordance with the City Code on Takeovers and Mergers (“the Code”).

The Valuation is on the basis of Market Value as defined in the current edition of the RICS Valuation – Global Standards (2022) and in accordance with the Valuation Assumptions set out below.

The effective date of our Valuation is 30 June 2024 (the “Valuation Date”).

In accordance with the Red Book we have made certain disclosures in connection with this valuation instruction and our relationship with the Addressees.

## Market Value of the Properties as at 30 June 2024 (100%)

**£943,340,000 (NINE HUNDRED AND FORTY THREE MILLION THREE HUNDRED AND FORTY THOUSAND POUNDS)** exclusive of VAT, as shown in the Schedule of Capital Values set out below.

For the avoidance of doubt, we have valued the Properties as real estate and the values reported above represent 100% of the market values of the assets. There are no negative values to report.

Our opinion of Market Value is based upon the Scope of Work and Valuation Assumptions attached, and has been primarily derived using comparable recent market transactions on arm’s length terms.

The Properties are split by property type and tenure as follows.

Property Type	Freehold/Heritable	Long Leasehold	Total
Market Value of Properties held for Investment	£692,340,000 (28 Properties)	£251,000,000 (3 Properties)	£943,340,000 (31 Properties)

## Report Format

Appendix A of this Valuation Report contains the Schedule of Properties including the most recent inspection dates.

Appendix B provides relevant details of those Properties which have an individual Market Value in excess of 5% of the total aggregate Market Value of the Portfolio.

Appendix C provides a split of the value of the Properties by use type.

Appendix D provides a split of the value of the Properties by location.

## Market Conditions

Heightened global geopolitical tensions, combined with energy security issues and climate change, continue to affect property market stability. While there is recent evidence of economic growth in the UK, along with expectations of interest rate reductions in the latter part of 2024, capital markets remain constrained and investors remain cautious. There are signs that capital values are beginning to stabilise in several sectors, however there continues to be a high degree of polarisation between primary and secondary class assets.

Experience has shown that consumer and investor behaviour can quickly change during periods of instability. Lending or investment decisions should reflect any heightened level of volatility and potential for changing market conditions.

It is important to note that the conclusions set out in this Valuation Report are valid as at the Valuation Date only. Where appropriate, we recommend that the valuation is closely monitored, as we continue to track how markets respond to evolving events.

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**Portfolios and Aggregation**

We have valued the Properties individually and no account has been taken of any discount or premium that may be negotiated in the market if all or part of the portfolio was to be marketed simultaneously, either in lots or as a whole.

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**Compliance with Valuation Standards**

The Valuation has been prepared in accordance with the latest version of the RICS Valuation – Global Standards (2022), (incorporating the International Valuation Standards) and the UK national supplement (the “Red Book”) current as the Valuation Date.

We confirm that the Valuation and the Valuation Report are compliant with the International Valuation Standards and have been prepared in accordance with the requirements of Rule 29 of the Code.

The Properties have been valued by valuers who are appropriately and professionally qualified, suitably experienced and have the appropriate competence to carry out the Valuation in accordance with the Red Book and Rule 29.3 (a) (ii) and (iii) of the Code. We confirm that we have sufficient and current local and national knowledge of the particular property market involved and have the necessary skills and understanding to undertake the Valuation competently.

Where the knowledge and skill requirements of the Red Book have been met in aggregate by more than one valuer within CBRE, we confirm that a list of those valuers has been retained within the working papers, together with confirmation that each named valuer complies with the requirements of the Red Book.

This Valuation is a professional opinion and is expressly not intended to serve as a warranty, assurance or guarantee of any particular value of the subject Properties. Other valuers may reach different conclusions as to the value of the subject Properties. This Valuation is for the sole purpose of providing the intended user with the valuer’s independent professional opinion of the value of the subject Properties as at the Valuation Date.

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**Sustainability Considerations**

For the purposes of this report, we have made enquiries to ascertain any sustainability factors which are likely to impact on value, consistent with the scope of our terms of engagement. Sustainability encompasses a wide range of physical, social, environmental, and economic factors that can affect the value of an asset, even if not explicitly recognised. This includes key environmental risks, such as flooding, energy efficiency and climate, as well as design, legislation and management considerations – and current and historic land use.

CBRE are currently gathering and analysing data around the four key areas we feel have the most potential to impact on the value of an asset:

- Energy Performance
- Green Certification
- Sources of Fuel and Renewable Energy Sources
- Physical Risk/Climate Risk

Where we recognise the value impacts of sustainability, we are reflecting our understanding of how market participants include sustainability factors in their decisions and the consequential impact on market valuations.

**Climate Risk Legislation**

The UK Government is currently producing legislation which enforces the transition to net zero by 2050, and the stated 78% reduction of greenhouse gases by 2035 (based on a 1990 baseline).

We understand this to include an update to the Minimum Energy Efficiency Standards, stated to:

- Increase the minimum requirements for non-domestic properties from an E (since 2018) to a B in 2030; and,
- Require a minimum EPC of C for privately rented residential properties from 2028.

The government also intends to introduce an operational rating. It is not yet clear how this will be legislated, but fossil fuels used in building, such as natural gas for heating, are incompatible with the UK's commitment to be Net Zero Carbon by 2050.

This upcoming legislation could have a potential impact to future asset value.

We also note that the UK's introduction of mandatory climate related disclosures (reporting climate risks and opportunities consistent with recommendations by the "Task Force for Climate Related Financial Disclosure" (TCFD)), including the assessment of so-called physical and transition climate risks, will potentially have an impact on how the market views such risks and incorporates them into the sale or letting of assets.

The European Union's "Sustainable Finance Disclosure Regulations" (SFDR) may impact on UK asset values due to the requirements in reporting to European investors.

**Assumptions**

The Property details on which each Valuation is based are as set out in this Valuation Report. We have made various assumptions as to tenure, letting, taxation, town planning, and the condition and repair of buildings and sites – including ground and groundwater contamination – as set out below.

If any of the information or assumptions on which the Valuation is based are subsequently found to be incorrect, the Valuation figures may also be incorrect and should be reconsidered.

**Variations and/or Departures from Standard Assumptions**

None.

**Independence**

The total annual fees, including the fee for this assignment, earned by CBRE (or other companies forming part of the same group of companies within the UK) from Balanced Commercial Property Trust Limited (or other companies forming part of the same group of companies) is less than 5.0% of the CBRE group's total annual UK revenues.

It is not anticipated this situation will vary in the financial year to 31 December 2024.

We confirm that neither the valuers concerned nor CBRE have any personal interest in Balanced Commercial Property Trust Limited, any of the Properties or in the outcome of the Valuation.

**Previous Involvement and Conflicts of Interest**

We confirm that we have valued the Properties on behalf of Balanced Commercial Property Trust Limited on a quarterly basis for financial reporting purposes for in excess of 10 years, the most recent valuation being 30 June 2024.

From time to time, CBRE provides agency or professional services to BCPT.

We do not consider that this previous involvement represents a conflict of interest and you have confirmed to us that you also consider this to be the case.

We confirm that we are not aware of any conflicts of interest that would prevent us from exercising the required levels of independency and objectivity in undertaking this Valuation.

Copies of our conflict of interest checks have been retained within the working papers.

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**Disclosure**

The principal signatory of this Valuation Report has continuously been the signatory of valuations for BCPT since September 2022.

CBRE has continuously been carrying out Valuation instructions for BCPT for in excess of 10 years.

CBRE has carried out valuation, agency and professional services on behalf of BCPT for in excess of 10 years.

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**Responsibility**

We are responsible for this Valuation Report and accept responsibility for the information contained in this Valuation Report and confirm that to the best of our knowledge (having taken all reasonable care to ensure that such is the case) the information contained in this Valuation Report is in accordance with the facts and this Valuation Report makes no omissions likely to affect its import.

Save for any responsibility arising under the Code to any person as and to the extent there provided, to the fullest extent permitted by law we do not assume any responsibility and will not accept any liability to any other person for any loss suffered by any such other person as a result of, arising out of, or in accordance with this Valuation Report or our statement above.

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**Reliance**

Save as set out in "Responsibility" above, the contents of this Valuation Report may only be relied upon by:

- i) Addressees of the Valuation Report; and
- ii) the parties who have received prior written consent from CBRE in the form of a reliance letter; and
- iii) the shareholders of BCPT,

for the specific purpose set out herein and no responsibility is accepted to any third party for the whole or any part of its contents.

No reliance may be placed upon the contents of this Valuation Report by any party for any purpose other than in connection with the purpose of the Valuation.

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**Publication**

We understand that this Valuation Report will be required to be put on public display on the websites of BCPT and Bidco in accordance with Rules 26.3 and 29.4 of the Code.

Neither the whole nor any part of our Valuation Report nor any references thereto may be included in any published document, circular or statement nor published in any way without our prior written approval of the form and context in which it will appear.

Such publication of, or reference to this Valuation Report will not be permitted unless it contains a sufficient contemporaneous reference to any departure from the Red Book or the incorporation of the special assumptions referred to herein.

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Yours faithfully

**David Tudor**

BSc (Hons) MRICS  
Senior Director  
RICS Registered Valuer  
For and on behalf of CBRE Limited  
+44 2071822689  
david.tudor@cbre.com

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Yours faithfully

**Claire Horrocks-Taylor**

MA MRICS  
Director  
RICS Registered Valuer  
For and on behalf of CBRE Limited  
+44 7506 735 210  
claire.horrocks-taylor@cbre.com

## Source of Information and Scope of Works

### Sources of Information

We have carried out our work based upon information supplied to us by BCPT and their professional advisors, as set out within this Valuation Report, which we have assumed to be correct and comprehensive.

- Tenancy Schedule named BCPT Tenancy Schedule 03.06.24 and received on 3 June 2024;
- For new acquisitions, we generally receive due diligence reports, including measured surveys, technical and environmental reports.

### The Properties

Our Valuation Report contains a brief summary of the Property details on which our Valuation has been based.

You have expressly instructed us not to disclose certain information which is considered to be commercially sensitive, namely the individual values of the Properties.

### Inspection

As part of our Valuation instruction from BCPT for financial reporting purposes, the majority of the Properties have been subject to internal inspections on a three year rolling basis. As instructed, we have not re-inspected all the Properties for the purpose of this Valuation.

With regard to those Properties which have not been subject to re-inspection, BCPT has confirmed that they are not aware of any material changes to the physical attributes of the Properties, or the nature of their location, since the last inspection. We have assumed this advice to be correct.

Where properties have not been reinspected, the valuer will not carry out the usual range of enquiries performed during a full inspection of these Properties and will make the appropriate assumptions based on the information provided or available that, without a full inspection, cannot be verified. The instructing parties acknowledge and accept the heightened and inherent uncertainty and risks relying upon a valuation prepared on a desktop basis.

### Areas

We have not measured the Properties but have relied upon the floor areas provided to us by you or your professional advisors, which we have assumed to be correct and comprehensive, and which you have advised us have been calculated using the: Gross Internal Area (GIA), Net Internal Area (NIA) or International Property Measurement Standard (IPMS) 3 – Office, measurement methodology as set out in the latest edition of the RICS Property Measurement Standards.

### Environmental Considerations

We have not been instructed to make any investigations in relation to the presence or potential presence of contamination in land or buildings or the potential presence of other environmental risk factors and to assume that if investigations were made to an appropriate extent then nothing would be discovered sufficient to affect value.

We have not carried out investigation into past uses, either of the property or of any adjacent lands, to establish whether there is any potential for contamination from such uses or sites, or other environmental risk factors and have therefore assumed that none exists.

### Sustainability Considerations

In carrying out this Valuation, we have considered the impact of sustainability factors on the value of the Property. Based on our inspections and our review of the information that was available to us, we have not identified any risk factors which, in our opinion, would affect value. However, CBRE gives no warranty as to the absence of such risk factors in relation to sustainability.

**Services and Amenities**

We understand that the Properties are located in an area served by mains gas, electricity, water and drainage.

None of the services have been tested by us.

Enquiries regarding the availability of utilities/services to the development schemes are outside the scope of our Valuation Report.

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**Repair and Condition**

We have not carried out building surveys, tested services, made independent site investigations, inspected woodwork, exposed parts of the structure which were covered, unexposed or inaccessible, nor arranged for any investigations to be carried out to determine whether or not any deleterious or hazardous materials or techniques have been used, or are present, in any part of the Properties. We are unable, therefore, to give any assurance that the Properties are free from defect.

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**Town Planning**

We have not undertaken planning enquiries.

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**Titles, Tenures and Lettings**

Details of title/tenure under which the Properties are held and of lettings to which it is subject are as supplied to us. We have not generally examined nor had access to all the deeds, leases or other documents relating thereto. Where information from deeds, leases or other documents is recorded in this Valuation Report, it represents our understanding of the relevant documents. We should emphasise, however, that the interpretation of the documents of title (including relevant deeds, leases and planning consents) is the responsibility of your legal adviser.

We have not conducted credit enquiries on the financial status of any tenants. We have, however, reflected our general understanding of purchasers' likely perceptions of the financial status of tenants.

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## Valuation Assumptions

<b>Introduction</b>	<p>An Assumption is defined in the Red Book Glossary and VPS 4 to be a “supposition taken to be true” (an “Assumption”).</p> <p>Assumptions are facts, conditions or situations affecting the subject of, or approach to, a valuation that it has been agreed need not be verified by the valuer as part of the valuation process. Assumptions are made when it is reasonable for the valuer to accept that something is true without the need for specific investigation.</p> <p>BCPT has confirmed and we confirm that our Assumptions are correct as far as BCPT and we, respectively, are aware. In the event that any of these Assumptions prove to be incorrect then our valuations should be reviewed. The principal Assumptions which we have made are stated within this Valuation Report.</p> <p>For the avoidance of doubt, the Assumptions made do not affect compliance with the approach to Market Value under the Red Book.</p>
<b>Capital Values</b>	<p>The Valuation has been prepared on the basis of “Market Value”, which is defined in the Red Book as:</p> <p>“The estimated amount for which an asset or liability should exchange on the Valuation Date between a willing buyer and a willing seller in an arm’s length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion.”</p> <p>The Valuation represents the figure that would appear in a hypothetical contract of sale at the Valuation Date. No adjustment has been made to this figure for any expenses of acquisition or realisation – nor for taxation which might arise in the event of a disposal.</p> <p>No account has been taken of any inter-company leases or arrangements, nor of any mortgages, debentures or other charge.</p> <p>No account has been taken of the availability or otherwise of capital based Government or European Community grants.</p>
<b>Taxation, Costs and Realisation Costs</b>	<p>As stated above, no allowances have been made for any expenses of realisation nor for taxation which might arise in the event of a disposal.</p> <p>Our valuations reflect purchasers’ statutory and other normal acquisition costs.</p>
<b>VAT</b>	<p>We have not been advised whether the properties are elected for VAT.</p> <p>All rents and capital values stated in this Valuation Report are exclusive of VAT.</p>
<b>Net Annual Rent</b>	<p>Net annual rent is defined for the purposes of this transaction as “the current income or income estimated by the valuer:</p> <ul style="list-style-type: none"> <li>(i) ignoring any special receipts or deduction arising from the property;</li> <li>(ii) excluding Value Added Tax and before taxation (including tax on profits and any allowances for interest on capital or loans); and</li> <li>(iii) after making deductions for superior rents (but not for amortisation), and any disbursements including, if appropriate, expenses of managing the property and allowances to maintain it in a condition to command its rent”.</li> </ul>

### **Estimated Net Annual Rental Value**

The estimated net annual rental value is based on the current rental value of each of the Properties. The rental value reflects the terms of the leases where the Properties, or parts thereof, are let at the date of valuation. Where the Properties, or parts thereof, are vacant at the date of valuation, the rental value reflects the rent we consider would be obtainable on an open market letting as at the date of valuation.

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### **Rental Values**

Unless stated otherwise rental values indicated in our Valuation Report are those which have been adopted by us as appropriate in assessing the capital value and are not necessarily appropriate for other purposes, nor do they necessarily accord with the definition of Market Rent in the Red Book, which is as follows:

“The estimated amount for which an interest in real property should be leased on the Valuation Date between a willing lessor and a willing lessee on appropriate lease terms in an arm’s length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion.”

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### **Fixtures, Fittings and Equipment**

Where appropriate we have regarded the shop fronts of retail and showroom accommodation as forming an integral part of the building.

Landlord’s fixtures such as lifts, escalators, central heating and other normal service installations have been treated as an integral part of the building and are included within our Valuations.

Process plant and machinery, tenants’ fixtures and specialist trade fittings have been excluded from our Valuations.

All measurements, areas and ages quoted in our Valuation Report are approximate.

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### **Environmental Matters**

In the absence of any information to the contrary, we have assumed that:

- a) the Property/Properties is/are not contaminated and is not adversely affected by any existing or proposed environmental law;
- b) any processes which are carried out on the Property/Properties which are regulated by environmental legislation are properly licensed by the appropriate authorities;
- c) in England and Wales, the Property/Properties possesses current Energy Performance Certificates (EPCs) as required under the Government’s Energy Performance of Buildings Directive – and that they have an energy efficient standard of ‘E’, or better. Under the Energy Efficiency (Private Rented Property) (England and Wales) Regulations 2015 it became unlawful for landlords to rent out business or residential premise from 1st April 2018 – unless the site has reached a minimum EPC rating of an ‘E’, or secured a relevant exemption. In Scotland, we have assumed that the Property/Properties possesses current EPCs as required under the Scottish Government’s Energy Performance of Buildings (Scotland) Regulations – and that they meet energy standards equivalent to those introduced by the 2002 building regulations. The Assessment of Energy Performance of Non-Domestic Buildings (Scotland) Regulations 2016 requires building owners to commission an EPC and Action Plan for sale or new rental of non-domestic buildings bigger than 1,000 sq m that do not meet 2002 building regulations energy standards. Action Plans contain building improvement measures that must be implemented within 3.5 years, subject to certain exemptions;
- d) In January 2021 the Government set out proposals in England and Wales for ‘improving the energy performance of privately rented homes’. The key tenets of the proposals are to; reduce emissions; tackle fuel poverty; improve asset quality; reduce energy bills; enhance energy security; and support associated employment. The proposals were wide ranging and included new demands on residential landlords through Energy Performance Certificates (‘EPCs’).

Existing PRS Regulations set a minimum standard of EPC Band E for residential units to be lettable. The Government proposals see this threshold being raised to EPC Band C for all new tenancies created from 01 April 2025 and for all existing tenancies by 01 April 2028.

The principle for relevant building works is to be 'fabric first' meaning maximisation of components and materials that make up the building fabric to enhance, for example, insulation, ventilation and air-tightness. The proposals also cite; compliance measures and penalties for landlords, letting agents and local authorities; and affordability support for carrying out necessary works. The implication was (as with the existing EPC Band E requirement) that private rented units may effectively be rendered unlettable if they failed to meet or exceed the minimum EPC requirement.

On 20 September 2023 the Prime Minister announced revisions to the PRS Regulations such that residential landlords will not be fined if they do not meet these requirements. It was not specified if this denotes a delay to the effective dates or the removal of the penalty.

In addition the Prime Minister announced that Boiler Upgrade Scheme subsidies will be increased from £5,000 to £7,500, and the timeframe for removal of gas fired boilers delayed until 2035.

The change in policy is more towards incentivising change as opposed to enforcement.

The UK's Net Zero 2050 pledge is still being upheld although future revisions are not out of the question, particularly in the event of a potential change in Government. It is likely that institutional landlords in particular will continue to target energy efficiency given policy change uncertainty and the ever increasing focus on ESG; we therefore expect EPC ratings to continue to be a focus for residential investors and occupiers in the UK;

- e) the Properties are either not subject to flooding risk or, if it is, that sufficient flood defences are in place and that appropriate building insurance could be obtained at a cost that would not materially affect the capital value; and
- f) invasive species such as Japanese Knotweed are not present on the Properties.

High voltage electrical supply equipment may exist within, or in close proximity of, the Properties. The National Radiological Protection Board (NRPB) has advised that there may be a risk, in specified circumstances, to the health of certain categories of people. Public perception may, therefore, affect marketability and future value of the Properties. Our Valuation reflects our current understanding of the market and we have not made a discount to reflect the presence of this equipment.

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### Repair and Condition

In the absence of any information to the contrary, we have assumed that:

- a) there are no abnormal ground conditions, nor archaeological remains, present which might adversely affect the current or future occupation, development or value of the Properties;
- b) the Properties are free from rot, infestation, structural or latent defect;
- c) no currently known deleterious or hazardous materials or suspect techniques, including but not limited to Composite Panelling, ACM Cladding, High Alumina Cement (HAC), Asbestos, Reinforced Autoclaved Aerated Concrete (Raac), have been used in the construction of, or subsequent alterations or additions to, the Properties; and
- d) the services, and any associated controls or software, are in working order and free from defect.

We have otherwise had regard to the age and apparent general condition of the Properties. Comments made in the property details do not purport to express an opinion about, or advise upon, the condition of uninspected parts and should not be taken as making an implied representation or statement about such parts.

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**Title, Tenure, Lettings,  
Planning, Taxation and  
Statutory & Local Authority  
Requirements**

Unless stated otherwise within this Valuation Report, and in the absence of any information to the contrary, we have assumed that:

- a) the Properties possess a good and marketable title free from any onerous or hampering restrictions or conditions;
- b) the building has been erected either prior to planning control, or in accordance with planning permissions, and has the benefit of permanent planning consents or existing use rights for their current use;
- c) the Properties are not adversely affected by town planning or road proposals;
- d) the building complies with all statutory and local authority requirements including building, fire and health and safety regulations, and that a fire risk assessment and emergency plan are in place;
- e) only minor or inconsequential costs will be incurred if any modifications or alterations are necessary in order for occupiers of the Properties to comply with the provisions of the Disability Discrimination Act 1995 (in Northern Ireland) or the Equality Act 2010 (in the rest of the UK);
- f) all rent reviews are upward only and are to be assessed by reference to full current market rents;
- g) there are no tenant's improvements that will materially affect our opinion of the rent that would be obtained on review or renewal;
- h) tenants will meet their obligations under their leases, and are responsible for insurance, payment of business rates, and all repairs, whether directly or by means of a service charge;
- i) there are no user restrictions or other restrictive covenants in leases which would adversely affect value;
- j) where more than 50% of the floorspace of the Properties is in residential use, the Landlord and Tenant Act 1987 (the "Act") gives certain rights to defined residential tenants to acquire the freehold/head leasehold interest in the Properties. Where this is applicable, we have assumed that necessary notices have been given to the residential tenants under the provisions of the Act, and that such tenants have elected not to acquire the freehold/head leasehold interest. Disposal on the open market is therefore unrestricted;
- k) where appropriate, permission to assign the interest being valued herein would not be withheld by the landlord where required;
- l) vacant possession can be given of all accommodation which is unlet or is let on a service occupancy; and
- m) Land Transfer Tax (or the local equivalent) will apply at the rate currently applicable.

In the UK, Stamp Duty Land Tax (SDLT) in England and Northern Ireland, Land and Buildings Transaction Tax (LABTT) in Scotland or Land Transaction Tax (LTT) in Wales, will apply at the rate currently applicable

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# Appendices

## Appendix A: Schedule of Properties as at 30 June 2024

Property Type	Tenure	Ownership purpose	Inspection Date
Building 1, Building 1, Kingswell Causeway, Aberdeen, United Kingdom, AB15 8PJ	Heritable	Investment	05/10/2023
Building 2, Building 2, Kingswell Causeway, Aberdeen, United Kingdom, AB15 8PJ	Heritable	Investment	05/10/2023
Building 3, Building 3, Kingswell Causeway, Aberdeen, United Kingdom, AB15 8PJ	Heritable	Investment	05/10/2023
Plot 6A, Faraday Avenue, Hams Hall Distribution Park, Birmingham, United Kingdom, B46 1AL	Freehold	Investment	22/02/2022
Plot 8, Faraday Avenue, Hams Hall Distribution Park, Birmingham, United Kingdom, B46 1AL	Freehold	Investment	22/02/2022
Plot 10A, Faraday Avenue, Hams Hall Distribution Park, Birmingham, United Kingdom, B46 1AL	Freehold	Investment	22/02/2022
One Cathedral Square, Trinity Street, Bristol, United Kingdom, BS1 5TE	Long Leasehold	Investment	28/03/2022
Unit 4, Quintus Business Park, Branston Locks, Burton-on-Trent, United Kingdom, DE14 3EZ	Freehold	Investment	23/01/2023
Parkview, Watchmoor Park, Camberley, United Kingdom, GU15 3YL	Freehold	Investment	08/05/2024
Affinity Point, Glebeland Road, Camberley, United Kingdom, GU15 3BU	Freehold	Investment	08/05/2024
Revolution Park, Chorley, United Kingdom, PR7 7DW	Freehold	Investment	24/03/2024
Unit C, Cowdray Avenue, Colchester, United Kingdom, CO1 1YN	Freehold	Investment	01/05/2024
Site E4, Danes Way, Northampton, Daventry, United Kingdom, NN6 7EX	Freehold	Investment	27/07/2023
Alhambra House, 45 Waterloo Street, Glasgow, United Kingdom, G2 6HS	Heritable	Investment	01/02/2023
G Park, A580 East Lancashire Road, Knowsley, Liverpool, United Kingdom, L11 0JA	Freehold	Investment	05/01/2024
Unit 1, The Hive, Speke, Liverpool, United Kingdom, L24 8RB	Freehold	Investment	09/08/2023
Hurricane 47, Estuary Business Park, Speke, Liverpool, United Kingdom, L24 8AD	Freehold	Investment	09/08/2023
Hurricane 52, Estuary Business Park, Speke, Liverpool, United Kingdom, L24 8AD	Freehold	Investment	09/08/2023
The Crescent, 39-59 Broadway & 1-11 Victoria Crescent, London, United Kingdom, SW19 1QD	Freehold	Investment	13/12/2022
16 Conduit St, London, United Kingdom, W1S 2XL	Long Leasehold	Investment	26/01/2023
St Christopher's Place, London, United Kingdom, W1U 1NG	Freehold/Long Leasehold	Investment	31/10/2023

Property Type	Tenure	Ownership purpose	Inspection Date
17a Curzon Street, London, United Kingdom, W1J 5HS	Freehold	Investment	14/06/2023
7 Birchin Lane, London, United Kingdom, EC3V 9BW	Freehold	Investment	31/10/2023
82 King Street, Manchester, M2 4WQ	Freehold	Investment	12/06/2024
Orion One & Orion Two, Markham Vale, United Kingdom, S43 5FG	Freehold	Investment	24/04/2023
Newbury Retail Park, Pinchington Lane, Newbury, United Kingdom, RG14 7HU	Freehold	Investment	15/02/2024
Sears Retail Park, Oakenshaw Road, Solihull, United Kingdom, B90 4QY	Freehold	Investment	09/08/2023
Magnet and Pure Gym, Sears Retail Park, Oakenshaw Road, Solihull, United Kingdom, B90 4QY	Freehold	Investment	09/08/2023
Unit 1 & 2, Strategic Park, Comines Way, Southampton, United Kingdom, SO30 4DA	Freehold	Investment	13/12/2022
3 The Square, Stockley Park, Uxbridge, United Kingdom, UB11 1BN	Freehold	Investment	24.02.2023
Burma Road Student Village, Burma Road, Winchester, United Kingdom, SO22 4SB	Freehold	Investment	12/04/2023

## Appendix B: Schedule of Properties as at 30 June 2024 with a Value in Excess of 5% of the Portfolio Value

Address	Description and Tenure	Tenancies	Market Value
London W1, St Christopher's Place	Central London estate comprising retail, restaurants, offices and residential. Freehold and part Long Leasehold	Multi let with 2 Oxford Street and 22 estate retail units, 31 food and beverage tenancies, 41 office suites and 71 residential lettings.	£229,900,000
Newbury, Newbury Retail Park	180,000 sq ft retail park comprising twenty units with consent for fashion, food and bulky goods and with two drive thru restaurants. Freehold	Multi let to 19 tenants on leases expiring between 2024 and 2045, with breaks.	£63,950,000
Solihull, Sears Retail Park	160,000 sq ft retail park providing a terrace of four units, a newly built full offer M&S and a stand alone multi level Next. Freehold	Anchored by M&S and Next and let on seven leases expiring between 2026 and 2041.	£64,700,000



## Appendix C: Market Value of the Properties as at 30 June 2024 split by property type (100%)

Property Type	Market Value
Distribution	£308,075,000
Multi-Let Industrial	£23,815,000
Retail Warehousing	£133,300,000
Retail	£53,000,000
Retail/Office/Resid	£229,900,000
Offices	£152,750,000
Alternatives	£42,500,000
Portfolio Total	£943,340,000

\* The land is not valued on a development basis.

## Appendix D: Market Value of the Properties as at 30 June 2024 split by property location (100%)

<b>Property Type</b>	<b>Market Value</b>
London & South East	£501,615,000
Midlands	£205,475,000
North East including Yorkshire	£35,175,000
North West	£124,225,000
South West	£19,100,000
Scotland	£57,750,000
<b>Portfolio Total</b>	<b>£943,340,000</b>

## PART 9

### DEFINITIONS

The following definitions apply throughout this document (with the exception of Part 3) unless the context requires otherwise:

<b>2006 Act</b>	the UK Companies Act 2006, as amended from time to time
<b>2023 BCPT Annual Report</b>	the annual report and audited financial statements of the BCPT Group for the financial year ended 31 December 2023
<b>Acquisition</b>	the proposed cash acquisition by Bidco of the entire issued and to be issued ordinary share capital of BCPT (other than Excluded Shares), by means of the Scheme (and other matters to be considered at the Meetings) as described in this document, or, should Bidco so elect (with the consent of the Panel), by means of an Offer, and, where the context requires, any subsequent revision, variation, extension or renewal thereof
<b>Agent</b>	has the meaning given to it in paragraph 9.1 of Part 7 of this document
<b>Announcement</b>	the announcement made by Bidco and BCPT in respect of the Acquisition pursuant to Rule 2.7 of the Takeover Code on the Announcement Date
<b>Announcement Date</b>	4 September 2024
<b>associated undertaking</b>	shall be construed in accordance with paragraph 19 of Schedule 6 to The Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 (SI 2008/410) but for this purpose ignoring paragraph 19(1)(b) of Schedule 6 to those regulations
<b>Authorisations</b>	regulatory authorisations, orders, grants, recognitions, confirmations, consents, licences, clearances, permissions or approvals, in each case of a Third Party
<b>AVI</b>	Asset Value Investors Limited, a limited company incorporated in England and Wales with registered number 01881101 whose registered office is at 2 Cavendish Square, London W1G 0PU
<b>Aviva</b>	Aviva Life & Pensions UK Limited, a limited company incorporated in England and Wales with registered number 03253947 whose registered office is at Aviva, Wellington Row, York, North Yorkshire, England, YO90 1WR
<b>Barclays</b>	Barclays Bank PLC, a public limited company incorporated in England and Wales with registered number 01026167 whose registered office is at 1 Churchill Place, London E14 5HP, acting through its Investment Bank

<b>BCPT or the Company</b>	Balanced Commercial Property Trust Limited, an authorised closed-ended investment company limited by shares, incorporated in Guernsey with registered number 50402 and with its registered office at PO Box 255, Trafalgar Court, Les Banques, St Peter Port, Guernsey, Channel Islands GY1 3QL
<b>BCPT Board</b>	the board of directors of BCPT
<b>BCPT Directors</b>	the directors of BCPT as at the publication of this document or, where the context so requires, the directors of BCPT from time to time
<b>BCPT Articles</b>	the articles of incorporation of BCPT from time to time
<b>BCPT Group</b>	BCPT, its subsidiaries and its subsidiary undertakings and, where the context permits, each of them
<b>BCPT Shareholders</b>	holders of BCPT Shares from time to time
<b>BCPT Shares</b>	ordinary shares of one penny each in the capital of BCPT
<b>Bidco</b>	Starlight Bidco Limited, a company limited by shares, incorporated in Guernsey with registered number 74135 and with its registered office at Redwood House, St Julian's Avenue, St Peter Port, GY1 1WA, Guernsey, owned by funds managed, controlled and/or advised by Starwood
<b>Bidco Board</b>	the board of directors of Bidco
<b>Bidco Directors</b>	the directors of Bidco as at the publication of this document or, where the context so requires, the directors of Bidco from time to time
<b>Bidco Group</b>	Bidco, its subsidiaries and its subsidiary undertakings and, where the context permits, each of them
<b>Business Day</b>	a day, not being a Saturday, Sunday or public or bank holiday in the UK or Guernsey, on which banks in London and Guernsey are generally open for normal business
<b>Cash Consideration</b>	has the meaning given to it on page 16 of this document
<b>CBRE</b>	CBRE Limited, a private limited company incorporated in England and Wales with registered number 03536032 whose registered office is at Henrietta House, Henrietta Place, London, England, W1G 0NB
<b>certificated or in certificated form</b>	a share or other security which is not in uncertificated form (that is, not in CREST)
<b>Closing Price</b>	the closing middle market price of a BCPT Share as derived from the Daily Official List on any particular date
<b>Columbia Threadneedle Group</b>	Columbia Threadneedle AM (Holdings) plc, a public limited company incorporated in Scotland with registered number SC073508 whose registered office is 6th Floor Quartermile 4, 7a Nightingale Way, Edinburgh EH3 9EG and its subsidiaries and subsidiary undertakings from time to time
<b>Companies Law of Guernsey</b>	the Companies (Guernsey) Law, 2008 (as amended)

<b>Computershare</b>	Computershare Investor Services (Guernsey) Limited, 2nd Floor, Lefebvre Place, Lefebvre Street, St Peter Port, Guernsey GY1 2JP
<b>Conditions</b>	the conditions to the implementation of the Acquisition (including the Scheme) as set out in Part 4 of this document
<b>Confidentiality Agreement</b>	the non-disclosure agreement dated 7 June 2024 entered into between BCPT and Starwood Capital European Operations Limited
<b>Court</b>	the Royal Court of Guernsey
<b>Court Meeting</b>	the meeting or meetings of the Scheme Shareholders (or any class or classes thereof) convened pursuant to an order of the Court pursuant to section 107 of the Companies Law of Guernsey, for the purpose of considering and, if thought fit, approving the Scheme (with or without amendment approved or imposed by the Court and agreed to by BCPT and Bidco), including any adjournment, postponement or reconvention thereof
<b>Court Order</b>	the order of the Court sanctioning the Scheme under Part VIII of the Companies Law of Guernsey
<b>CREST</b>	the system for the paperless settlement of trades in securities and the holding of uncertificated securities operated by Euroclear
<b>CREST Proxy Instruction</b>	has the meaning given to it on page 12 of this document
<b>Daily Official List</b>	the daily official list of the London Stock Exchange
<b>Dealing Disclosure</b>	an announcement pursuant to Rule 8 of the Takeover Code containing details of dealings in interests in relevant securities of a party to an offer
<b>Dickson Minto Advisers</b>	Dickson Minto Advisers LLP, a limited liability partnership incorporated in England and Wales with registered number OC448025 and with its registered office at Level 4 Dashwood House, 69 Old Broad Street, London, United Kingdom, EC2M 1QS
<b>Disclosed</b>	the information disclosed by or on behalf of BCPT: (i) in the 2023 BCPT Annual Report; (ii) in the Announcement; (iii) in any other announcement to a Regulatory Information Service prior to the Announcement Date; (iv) as otherwise fairly disclosed to Bidco, Starwood or any of their respective affiliates (or their respective officers, employees, agents or advisers) prior to the Announcement Date (including but not limited to all matters fairly disclosed in the written replies, correspondence, documentation and information provided in an electronic data room created by or on behalf of BCPT or provided to Bidco, Starwood or any of their respective advisers during the due diligence process in connection with the Acquisition and whether or not in response to any specific request for information made by any such person); and/or (v) as otherwise fairly disclosed to Bidco, Starwood or any their respective affiliates (or their respective officers, employees, agents or advisers) in the management due diligence meetings held in connection with the Acquisition

<b>Disclosure Guidance and Transparency Rules</b>	the disclosure guidance and transparency rules made by the FCA under section 73A of the Financial Services and Markets Act 2000 (as amended), as amended from time to time
<b>Eastdil Secured</b>	Eastdil Secured International Ltd., a private limited company incorporated in England and Wales with registered number 12006541 and with its registered office at One, Berkeley Street, London W1J 8DJ
<b>Effective</b>	in the context of the Acquisition: (i) if the Acquisition is implemented by way of the Scheme, the Scheme having become effective in accordance with its terms; or (ii) if the Acquisition is implemented by way of an Offer, such Offer having been declared or having become unconditional in accordance with the requirements of the Takeover Code
<b>Effective Date</b>	the date on which the Acquisition becomes Effective
<b>Equity Commitment Letter</b>	the equity commitment letter entered into between each of the Relevant Starwood Funds on the one hand, and Bidco on the other hand, dated on the Announcement Date
<b>EU</b>	the European Union
<b>EU IFRS</b>	EU-adopted International Financial Reporting Standards
<b>Euroclear</b>	Euroclear UK & International Limited
<b>Excluded Shares</b>	any BCPT Shares which are: (i) registered in the name of, or beneficially owned by, Bidco, any other member of the Wider Bidco Group, Starwood Europe, any of the Starwood Funds or their affiliates, or any of their respective nominees; or (ii) held as treasury shares (unless such BCPT Shares cease to be so held in treasury), in each case at any relevant date or time
<b>FCA or Financial Conduct Authority</b>	the Financial Conduct Authority or its successor from time to time
<b>FCPT Holdings</b>	FCPT Holdings Limited, a non-cellular company limited by shares incorporated in Guernsey with registered number 42737 and with its registered office at PO Box 255, Trafalgar Court, Les Banques, St Peter Port, Guernsey, Channel Islands GY1 3QL
<b>Forms of Proxy</b>	the forms of proxy in connection with each of the Court Meeting and the General Meeting which accompany this document
<b>FSMA</b>	the Financial Services and Markets Act 2000, as amended from time to time
<b>FTSE 250</b>	the FTSE 250 share index
<b>General Meeting</b>	the extraordinary general meeting of BCPT Shareholders convened to consider and if thought fit pass the Resolution, notice of which is contained in Part 11 of this document (including any adjournment, postponement or reconvention thereof)
<b>GFSC</b>	the Guernsey Financial Services Commission
<b>Guernsey</b>	the Island of Guernsey

<b>Guernsey Registry</b>	the body authorised by the States of Guernsey to maintain various registers as required under Guernsey legislation and operating under the name Guernsey Registry
<b>IFRS</b>	International Financial Reporting Standards
<b>Irrevocable Undertakings</b>	the irrevocable undertakings to vote or procure votes in favour of the Scheme at the Court Meeting and the Resolution at the General Meeting, as detailed in Part 7 of this document
<b>ISIN</b>	International Securities Identification Number
<b>HMRC</b>	His Majesty's Revenue & Customs
<b>IMA</b>	the investment management agreement originally dated 22 July 2014 (as amended from time to time) entered into by, amongst others, BCPT and the Investment Manager
<b>Investment Manager</b>	Columbia Threadneedle Investment Business Limited, a private limited company incorporated in Scotland with registered number SC151198 whose registered office is at 6th Floor, Quartermile 4, 7a Nightingale Way, Edinburgh EH3 9EG
<b>L&amp;G Term Loan</b>	has the meaning given to it in paragraph 7.1 of Part 2 of this document
<b>Latest Practicable Date</b>	26 September 2024
<b>London Stock Exchange</b>	London Stock Exchange plc or its successor from time to time
<b>Long Stop Date</b>	3 March 2025 or such later date (if any) (a) as may be agreed in writing by Bidco and BCPT with the Panel's consent, or (b) (in a competitive situation) as may be specified by Bidco with the consent of the Panel, and in each case (if required) as the Court may allow
<b>Main Market</b>	the main market for listed securities operated by the London Stock Exchange
<b>Market Abuse Regulation</b>	the UK version of Regulation (EU) No 596/2014 of the European Parliament and of the Council on 16 April 2014 on market abuse, which is part of UK law by virtue of the European Union (Withdrawal) Act 2018 (as amended) as the context may require or permit
<b>Meetings</b>	the Court Meeting and the General Meeting (and <b>Meeting</b> shall mean either or each of them as the context requires)
<b>NAV</b>	net asset value
<b>NAV per BCPT Share</b>	the NAV of BCPT divided by the number of BCPT Shares in issue (excluding BCPT Shares held in treasury) at the relevant time
<b>New Debt Facilities</b>	has the meaning given to it in paragraph 7.1 of Part 2 of this document
<b>New Debt Facilities Agreement</b>	has the meaning given to it in paragraph 7.1 of Part 2 of this document
<b>New Debt Facilities Banking Group</b>	SCPEH, SCPEL and P4L

<b>New Term Loan</b>	has the meaning given to it in paragraph 7.1 of Part 2 of this document
<b>Offer</b>	subject to the consent of the Panel, should the Acquisition be implemented by way of a takeover offer (which shall be an offer for the purposes of Part XVIII of the Companies Law of Guernsey), the offer to be made by or on behalf of Bidco to acquire the entire issued and to be issued share capital of BCPT including, where the context admits, any subsequent revision, variation, extension or renewal of such offer
<b>Offer Period</b>	the offer period (as defined in the Takeover Code) relating to BCPT, which commenced on 15 April 2024
<b>Official List</b>	the Official List of the FCA
<b>Opening Position Disclosure</b>	an announcement containing details of interests or short positions in, or rights to subscribe for, any relevant securities of a party to an offer, as defined in Rule 8 of the Takeover Code
<b>Overseas Shareholders</b>	BCPT Shareholders who have a registered address, or are located, in a jurisdiction outside the UK or Guernsey, or whom Bidco reasonably believes to be citizens, residents or nationals of a jurisdiction outside the UK or Guernsey
<b>P4L</b>	Prime Four Limited, a non-cellular company limited by shares incorporated in Guernsey with registered number 55431 and with its registered office at PO Box 255, Trafalgar Court, Les Banques, St Peter Port, Guernsey, Channel Islands GY1 3QL
<b>Panel</b>	the Panel on Takeovers and Mergers in the UK
<b>PRA or Prudential Regulation Authority</b>	the Prudential Regulation Authority or its successor from time to time
<b>Property Manager</b>	Columbia Threadneedle REP PM Limited, a private limited company incorporated in England and Wales with registered number 08198483 whose registered office is at Cannon Place, 78 Cannon Street, London, England, EC4N 6AG
<b>Regulatory Information Service</b>	any information service authorised from time to time by the FCA for the purpose of disseminating regulatory announcements to the London Stock Exchange's website
<b>REIT</b>	a UK real estate investment trust under Part 12 of the Corporation Tax Act 2010
<b>relevant securities</b>	as the context requires, BCPT Shares, other BCPT share capital and any securities convertible into or exchangeable for, and rights to subscribe for, any of the foregoing
<b>Relevant Starwood Funds</b>	SOF-13 International SCSp, SOF-XIII ERPI SCSp, SOF-XIII EQFPF SCSp and Starwood Distressed Opportunity Fund XIII Global, L.P.



<b>Resolution</b>	the resolution to be proposed at the General Meeting relating to the Acquisition, as set out in the notice of the General Meeting contained in Part 11 of this document
<b>Restricted Jurisdiction</b>	any jurisdiction where local laws or regulations may result in a significant risk of civil, regulatory or criminal exposure if information concerning the Acquisition is sent or made available to BCPT Shareholders in that jurisdiction
<b>Sanction Hearing</b>	the Court hearing to sanction the Scheme, including any adjournment thereof
<b>Scheme</b>	the proposed scheme of arrangement under Part VIII of the Companies Law of Guernsey between BCPT and the Scheme Shareholders to implement the Acquisition set out in Part 3 of, and upon the terms and subject to the Conditions set out in, this document (with and subject to any modification, addition or condition approved or imposed by the Court and agreed to by BCPT and Bidco)
<b>Scheme Record Time</b>	6.00 p.m. on the Business Day immediately prior to the Effective Date or such other time and/or date as BCPT and Bidco may agree
<b>Scheme Shareholders</b>	holders of Scheme Shares at any relevant date or time and a “ <b>Scheme Shareholder</b> ” shall mean any one of those Scheme Shareholders
<b>Scheme Shares</b>	<p>all BCPT Shares:</p> <ul style="list-style-type: none"> <li>(i) in issue at the date of this document;</li> <li>(ii) (if any) issued after the date of this document but before the Voting Record Time; and</li> <li>(iii) (if any) issued at or after the Voting Record Time but at or before the Scheme Record Time on terms that the holder thereof shall be bound by the Scheme or in respect of which the original or any subsequent holders thereof are, or shall have agreed in writing to be, bound by the Scheme,</li> </ul> <p>and, in each case, which remain in issue at the Scheme Record Time but excluding any Excluded Shares</p>
<b>SCPEH</b>	SCP Estate Holdings Limited, a non-cellular company limited by shares incorporated in Guernsey with registered number 51517 and with its registered office at PO Box 255, Trafalgar Court, Les Banques, St Peter Port, Guernsey, Channel Islands GY1 3QL
<b>SONIA</b>	Sterling Overnight Index Average
<b>SCPEL</b>	SCP Estate Limited, a non-cellular company limited by shares incorporated in Guernsey with registered number 51516 and with its registered office at PO Box 255, Trafalgar Court, Les Banques, St Peter Port, Guernsey, Channel Islands GY1 3QL
<b>Starwood or Starwood Capital Group</b>	the global brand name of the Starwood Capital group of companies of which Starwood Europe is part
<b>Starwood Europe</b>	Starwood Capital European Operations Limited

<b>Starwood Funds</b>	funds managed, controlled or advised by Starwood or its affiliates
<b>Starwood Responsible Persons</b>	the persons listed in paragraph 2.3 of Part 7 of this document
<b>Strategic Review</b>	the strategic review and formal sale process relating to BCPT, which commenced on 15 April 2024
<b>Takeover Code</b>	the City Code on Takeovers and Mergers, issued by the Panel, as amended from time to time
<b>Third Party</b>	has the meaning given to it in Condition (3)(a) of Part 4A of this document
<b>TUPE</b>	the Transfer of Undertakings (Protection of Employment) Regulations 2006 (as amended)
<b>UK or United Kingdom</b>	the United Kingdom of Great Britain and Northern Ireland
<b>UK IFRS</b>	UK-adopted International Financial Reporting Standards
<b>UK Listing Rules</b>	the rules and regulations made by the FCA under Part VI of FSMA and contained in the FCA's UK Listing Rules sourcebook
<b>uncertificated or in uncertificated form</b>	a share or other security recorded on the relevant register as being held in uncertificated form in CREST and title to which, by virtue of the Uncertificated Securities Regulations, may be transferred by means of CREST
<b>Uncertificated Securities Regulations</b>	the Uncertificated Securities (Guernsey) Regulations, 2009, including (i) any enactment or subordinate legislation which amends or supersedes those regulations and (ii) any applicable rules made under those regulations or any such enactment or subordinate legislation for the time being in force
<b>US or United States</b>	the United States of America, its territories and possessions, any state of the United States of America, the District of Columbia, and all other areas subject to its jurisdiction
<b>US Exchange Act</b>	the United States Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder
<b>US Securities Act</b>	the United States Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
<b>Voting Record Time</b>	<ul style="list-style-type: none"> <li>(i) in the context of the Court Meeting and the Scheme, 6.00 p.m. on 23 October 2024, being the day which is two Business Days immediately prior to the date of the Court Meeting or, if the Court Meeting is adjourned or postponed, 6.00 p.m. on the day which is two Business Days before the date fixed for the adjourned or postponed meeting; and</li> <li>(ii) in the context of the General Meeting, 6.00 p.m. on 23 October 2024, being the day which is two Business Days immediately prior to the date of the General Meeting or, if the General Meeting is adjourned or postponed, 6.00 p.m. on the day which is two Business Days before the date fixed for the adjourned or postponed meeting</li> </ul>

**Wider BCPT Group**

BCPT and its subsidiaries, subsidiary undertakings and associated undertakings and any other body corporate, partnership, joint venture or person in which BCPT and/or such undertakings (aggregating their interests) have a direct or indirect interest of 20 per cent. or more of the voting or equity capital or the equivalent

**Wider Bidco Group**

Bidco and its subsidiaries, subsidiary undertakings and associated undertakings and any other body corporate, partnership, joint venture or person in which Bidco and/or such undertakings (aggregating their interests) have a direct or indirect interest of 20 per cent. or more of the voting or equity capital or the equivalent

In this document, “**subsidiary**”, “**subsidiary undertaking**” and “**undertaking**” have the respective meanings given thereto by the 2006 Act.

All references to “**GBP**”, “**pounds**”, “**pounds Sterling**”, “**Sterling**”, “**£**”, “**pence**”, “**penny**” and “**p**” are to the lawful currency of the United Kingdom.

All references to “**dollars**” or “**\$**” are to US dollars, the lawful currency of the United States and references to “**cents**” and “**c**” shall be construed accordingly.

All references to a statutory provision or law or to any order or regulation shall be construed as a reference to that provision, law, order or regulation as extended, modified, replaced or re-enacted from time to time and all statutory instruments, regulations and orders from time to time made thereunder and deriving validity therefrom.

References to the singular include the plural and vice versa.

## PART 10

### NOTICE OF COURT MEETING

IN THE ROYAL COURT OF GUERNSEY  
(ORDINARY DIVISION)

No. 2594

#### IN THE MATTER OF BALANCED COMMERCIAL PROPERTY TRUST LIMITED

*(An authorised closed-ended investment company limited by shares incorporated in Guernsey with registered number 50402)*

and

#### IN THE MATTER OF THE COMPANIES (GUERNSEY) LAW, 2008 (AS AMENDED)

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**NOTICE IS HEREBY GIVEN** that, by an order dated 23 September 2024 made under section 107 of the Companies (Guernsey) Law, 2008 (as amended) (the “**Companies Law of Guernsey**”) in the above matters, the Royal Court of Guernsey (the “**Court**”) has ordered a meeting (the “**Court Meeting**”) of the holders of the Scheme Shares (as defined in the Scheme referred to and defined below) to be convened for the purpose of considering and, if thought fit, approving (with or without modification) a scheme of arrangement pursuant to Part VIII of the Companies Law of Guernsey proposed to be made between Balanced Commercial Property Trust Limited (the “**Company**” or “**BCPT**”) and the holders of the Scheme Shares (the “**Scheme**”) and that the Court Meeting will be held in the building of the Company’s UK legal advisers, Dickson Minto LLP, at Dashwood House, 69 Old Broad Street, London EC2M 1QS on 25 October 2024 at 10.00 a.m. (London time) at which place and time holders of the Scheme Shares are requested to attend.

A copy of the Scheme and a copy of the explanatory statement required to be published pursuant to Part VIII of the Companies Law of Guernsey are incorporated in the document of which this notice forms part. Unless the context requires otherwise, words and expressions defined in the Scheme shall have the same meaning in this notice of Court Meeting.

At the Court Meeting, the following resolution will be proposed:

*“That the scheme of arrangement dated 30 September 2024 between the Company and the holders of the Scheme Shares, a print of which has been produced to this meeting and, for the purposes of identification, signed by the chairman hereof, in its original form or with or subject to any modification, addition or condition approved or imposed by the Court, and agreed by the Company and Starlight Bidco Limited, be approved.”*

Voting on the resolution at the Court Meeting will be conducted on a poll, which shall be conducted as the Chairman of the Court Meeting may determine.

**Scheme Shareholders (as defined in the Scheme) may attend and vote in person at the Court Meeting or they may appoint another person as their proxy, to attend, speak and vote in their place. A proxy need not be a member of the Company.**

Entitlement to attend, speak and vote (including by proxy) at the Court Meeting and the number of votes which may be cast thereat will be determined by reference to the register of members of the Company as at 6.00 p.m. on the date which is two Business Days prior to the date fixed for the Court Meeting, or if the Court Meeting is adjourned or postponed, 6.00 p.m. on the date which is two Business Days before the date fixed for the adjourned or postponed meeting. In each case, changes to the register of members of the Company after such time will be disregarded in determining the rights of any person to attend, speak or vote at the Court Meeting, or at any adjournment or postponement thereof.

Scheme Shareholders are strongly encouraged to submit proxy appointments and instructions for the Court Meeting as soon as possible using any of the methods (by post, by hand, online or through CREST) set out below. Scheme Shareholders are also strongly encouraged to appoint the Chairman of the Court Meeting as their proxy. Any other person appointed as proxy will be able to attend, speak and vote at the Court Meeting.

A BLUE Form of Proxy for use in connection with the Court Meeting is enclosed with this notice of Court Meeting. Instructions for its use are set out on the form. Alternatively, Scheme Shareholders who hold their Scheme Shares through CREST may appoint a proxy or proxies using CREST by following the instructions set out in the section headed "Actions to be taken" of the document of which this notice forms part. The completion and return of a BLUE Form of Proxy, or the appointment of proxies through CREST or online through the share portal service or by any other procedure described in this notice or set out in the BLUE Form of Proxy, will not preclude a Scheme Shareholder from attending and voting in person at the Court Meeting, or any adjournment or postponement thereof.

Scheme Shareholders are entitled to appoint more than one proxy in respect of some or all of their Scheme Shares, provided that each proxy is appointed to exercise rights attached to different shares. Scheme Shareholders may not appoint more than one proxy to exercise rights attached to one Scheme Share. A space has been included in the BLUE Form of Proxy to allow Scheme Shareholders entitled to attend and vote at the Court Meeting to specify the number of Scheme Shares in respect of which that proxy is appointed. Scheme Shareholders who return a BLUE Form of Proxy duly executed but leave this space blank will be deemed to have appointed the proxy in respect of all of their holding of Scheme Shares.

Scheme Shareholders who wish to appoint more than one proxy in respect of their shareholding should contact the Company's registrar, Computershare Investor Services (Guernsey) Limited ("**Computershare**"), for further Forms of Proxy or photocopy the Form of Proxy as required. Scheme Shareholders who wish to appoint more than one proxy in respect of their shareholding should also read the Form of Proxy in respect of the appointment of multiple proxies and the "Actions to be taken" section at pages 11 to 14 of the document of which this notice forms part for further details of the principles the Company will apply in cases where multiple proxy appointments are made.

In the case of joint holders of Scheme Shares, only the holder elected by such joint holders to represent them and to vote in their name (or, where no such election has been made, the person whose name stands first in the register of members of the Company in respect of that joint holding) will be entitled to vote in respect of the relevant joint holding.

It is requested that the BLUE Form of Proxy enclosed with this notice for use in connection with the Court Meeting (together with any power of attorney or other authority under which they are signed, or a notarially certified copy of such power of attorney) be returned to the Company's registrar, Computershare, at c/o The Pavilions, Bridgwater Road, Bristol, United Kingdom, BS99 6ZY either by post or (during normal business hours only) by hand, as soon as possible and, in any event, so as to be received by not later than 10.00 a.m. on 23 October 2024 (or, if the Court Meeting is adjourned or postponed, by not later than 48 hours before the time fixed for the holding of the adjourned or postponed Court Meeting (excluding any part of a day that is not a Business Day)). However, if the forms are not so returned, a copy of the completed and signed BLUE Form of Proxy may be handed, at the Court Meeting venue before 9.30 a.m. on 25 October 2024 (or 30 minutes before the start of any postponed or adjourned Court Meeting): (i) to a representative of the Company's registrar, Computershare, on behalf of the Chairman; or (ii) to the Chairman of the Court Meeting, and will still be valid.

Alternatively, Scheme Shareholders can appoint a proxy electronically through the share portal service at [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy). To do so, Scheme Shareholders will need to log on to their share portal account or register for the share portal if they have not already done so. Once registered, Scheme Shareholders will be able to vote. Proxies submitted via the share portal service must be received by Computershare by not later than 10.00 a.m. on 23 October 2024 (or, if the Court Meeting is adjourned or postponed, by not later than 48 hours before the time fixed for the holding of the adjourned or postponed Court Meeting (excluding any part of a day that is not a Business Day)).

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual and by logging on to the website [www.euroclear.com/CREST](http://www.euroclear.com/CREST). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be properly authenticated in accordance with Euroclear UK & International Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Company's registrar, Computershare (Participant ID 3RA50) by not later than 10.00 a.m. on 23 October 2024 (or, if the Court Meeting is adjourned or postponed, by not later than 48 hours before the time fixed for the holding of the adjourned or postponed Court Meeting (excluding any part of a day that is not a Business Day)). For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the Company's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in regulation 34 of the Uncertificated Securities (Guernsey) Regulations, 2009.

CREST members and, where applicable, their CREST sponsors or voting service provider(s), should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed any voting service provider(s), to procure that their CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. CREST members and, where applicable, their CREST sponsors or voting service provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

A corporation which is a shareholder can by resolution of its directors or other governing body appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member (other than to appoint a proxy) provided that no more than one corporate representative exercises powers over the same share.

By the said order, the Court has appointed Paul Marcuse or failing him, Isobel Sharp or, failing both of them, any director of the Company to act as Chairman of the Court Meeting and has directed the Chairman of the Court Meeting to report the result of the Court Meeting to the Court.

The said Scheme will be subject to the subsequent sanction of the Court.

**Dated: 30 September 2024**

By Order of the Board

**Northern Trust International Fund Administration Services (Guernsey) Limited**  
*Company Secretary*

PO Box 255  
Trafalgar Court  
Les Banques  
St Peter Port  
Guernsey  
Channel Islands  
GY1 3QL

## PART 11

### NOTICE OF GENERAL MEETING

## BALANCED COMMERCIAL PROPERTY TRUST LIMITED

*(An authorised closed-ended investment company limited by shares incorporated in Guernsey with registered number 50402)*

### NOTICE OF GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of Balanced Commercial Property Trust Limited (the “**Company**”) will be held in the building of the Company’s UK legal advisers, Dickson Minto LLP, at Dashwood House, 69 Old Broad Street, London EC2M 1QS on 25 October 2024 at 10.15 a.m. (London time) (or as soon thereafter as the Court Meeting shall have concluded or been adjourned or postponed) for the purpose of considering and, if thought fit, passing the following resolution which will be proposed as a special resolution.

Unless the context otherwise requires, any capitalised term used but not defined in this notice shall have the meaning given to such term in the document of which this notice forms part.

### SPECIAL RESOLUTION

**THAT** for the purpose of giving effect to the scheme of arrangement dated 30 September 2024 proposed to be made between the Company and the holders of the Scheme Shares (as defined in the said scheme of arrangement) under Part VIII of the Companies (Guernsey) Law, 2008 (as amended), a print of which has been produced to this meeting and for the purposes of identification signed by the chairman of the meeting, in its original form or subject to such modification, addition or condition approved or imposed by the Court and as may be agreed between the Company and Starlight Bidco Limited (“**Bidco**”) (the “**Scheme**”):

- (a) the directors of the Company (or a duly authorised committee of the directors) be and are authorised to take all such action as they may consider necessary, desirable or appropriate for carrying the Scheme into full effect; and
- (b) with effect from the passing of this resolution, the articles of incorporation of the Company be and are hereby amended by the adoption and inclusion of the following new article 56:

#### “56. Scheme of Arrangement

- 56.1 In this Article 56, references to the “**Scheme**” are to the scheme of arrangement dated 30 September 2024 between the Company and the Scheme Shareholders (as defined in the Scheme) under Part VIII of the Law as approved by the holders of the Scheme Shares at the meeting convened by the Court and as it may be modified or amended in accordance with its terms, and (save as defined in this Article 56) expressions defined in the Scheme shall have the same meanings in this Article 56.
- 56.2 Notwithstanding any other provision of these Articles or the terms of any resolution (whether ordinary, special or otherwise) passed by the Company in general meeting, if the Company issues any shares, or if any treasury shares are sold or transferred, in each case other than to Starlight Bidco Limited (“**Bidco**”) or its nominee(s) on or after the adoption of this Article and on or prior to the Scheme Record Time, such shares shall be issued, sold or transferred subject to the terms of the Scheme and shall be Scheme Shares for the purposes of the Scheme and the original or any subsequent holder of such shares (other than Bidco and/or its nominee(s)), shall be bound by the Scheme accordingly.
- 56.3 Subject to the Scheme becoming effective, and notwithstanding any other provision of these Articles, if any shares are issued, or if any treasury shares are sold or transferred, to any person (other than under the Scheme or to Bidco or its nominee(s)) (a “**New Member**”) on or after the Scheme Record Time (the “**Transfer Shares**”), they shall be immediately transferred by the New Member to Bidco (or as it may direct) (the “**Purchaser**”) in consideration of (subject as hereinafter provided) the payment to the New

Member of a cash amount equal to the value of the Cash Consideration that the New Member would have been entitled to under the Scheme had each Transfer Share been a Scheme Share at the Scheme Record Time by not later than the fourteenth day after the issue of the Transfer Shares to the New Member.

- 56.4 On any reorganisation of, or material alteration to, the share capital of the Company (including, without limitation, any subdivision and/or consolidation), effected after the Effective Date, the amount of Cash Consideration to be paid to a New Member for each Transfer Share pursuant to sub-paragraph 3 of this Article may be adjusted by the Directors in such manner as the auditors of the Company may determine to be appropriate to reflect such reorganisation or alteration. References in this Article to shares, Cash Consideration and Transfer Shares shall, following such adjustment, be construed accordingly.
- 56.5 To give effect to any transfer of Transfer Shares required by this Article 56, the Company may appoint any person as attorney or agent for the New Member (or any subsequent holder or any nominee of such New Member or any such subsequent holder) to transfer the Transfer Shares to the Purchaser or its nominee(s) and do all such other things and execute and deliver all such documents as may in the opinion of the attorney or agent be necessary or desirable to vest the Transfer Shares in the Purchaser or its nominee(s) and pending such vesting to exercise all such rights attaching to the Transfer Shares as the Purchaser may direct. If an attorney or agent is so appointed, the New Member (or any subsequent holder or any nominee of such New Member or any such subsequent holder) shall not thereafter (except to the extent that the attorney or agent fails to act in accordance with the directions of the Purchaser) be entitled to exercise any rights attaching to the Transfer Shares unless so agreed by the Purchaser. The attorney or agent shall be empowered to execute and deliver as transferor a form of transfer or other instruments or instructions of transfer on behalf of the New Member (or any subsequent holder or any nominee of such New Member or any such subsequent holder) in favour of the Purchaser or its nominee(s) and the Company may give a good receipt for the Cash Consideration for the Transfer Shares and may register the Purchaser and/or its nominee(s) as holder thereof and issue to it certificates for the same. The Company shall not be obliged to issue a certificate to a New Member for the Transfer Shares. Bidco shall send (or procure to be sent) a cheque drawn on a UK clearing bank in favour of the New Member for the Cash Consideration payable to the New Member in respect of the Transfer Shares within fourteen days of the issue of the Transfer Shares to the New Member.
- 56.6 If the Scheme shall not have become effective by 3 March 2025 or such later date (if any) (a) as may be agreed in writing by Bidco and BCPT with the consent of the Panel on Takeovers and Mergers (the “Panel”), or (b) (in a competitive situation) as may be specified by Bidco with the consent of the Panel, and in each case (if required) as the Court may allow, this Article 56 shall no longer be of any effect.
- 56.7 Notwithstanding any other provision of these Articles or any resolution passed by the Company in general meeting, neither the Company nor the Board shall register the transfer of any Scheme Shares effected between the Scheme Record Time and the Effective Date other than to the Purchaser pursuant to the Scheme.”

*By Order of the Board*

**Northern Trust International Fund Administration  
Services (Guernsey) Limited**  
*Company Secretary*

*Registered office*

PO Box 255  
Trafalgar Court  
Les Banques  
St Peter Port  
Guernsey  
Channel Islands  
GY1 3QL

**Dated: 30 September 2024**



## Notes:

1. BCPT Shareholders are strongly encouraged to submit proxy appointments and instructions for the General Meeting as soon as possible, using any of the methods (by post, by hand, online or through CREST) set out below. BCPT Shareholders are also strongly encouraged to appoint the Chairman of the General Meeting as their proxy. Any other person appointed as proxy will be able to attend, speak and vote at the General Meeting.
2. A member who is entitled to attend, speak and vote at the meeting is entitled to appoint one or more proxies to attend, speak and vote instead of him or her. More than one proxy may be appointed provided each party is appointed to exercise the rights attached to different shares. A proxy need not be a member of the Company.
3. A PINK form of proxy is enclosed for use in connection with the General Meeting. The PINK form of proxy should be completed and sent, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, so as to reach Computershare, c/o The Pavilions, Bridgwater Road, Bristol, United Kingdom, BS99 6ZY not later than 10.15 a.m. on 23 October 2024 (or, in the case of any adjournment or postponement, not less than 48 hours prior to the time of the adjourned or postponed meeting (excluding any part of a day that is not a Business Day)). If you have not received a proxy form and believe that you should have one, or if you require additional proxy forms, please contact Computershare c/o The Pavilions, Bridgwater Road, Bristol, United Kingdom BS99 6ZY or call on +44(0)370 707 4040, between 8.30 a.m. and 5.30 p.m. Monday to Friday (excluding public holidays in England and Wales).
4. Members who wish to appoint a proxy online should visit [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy) and follow the instructions. Further information is also included on the PINK form of proxy. To be valid, an electronic proxy appointment must be transmitted so as to be received by Computershare by not later than 10.15 a.m. on 23 October 2024 (or, if the General Meeting is adjourned or postponed, by not later than 48 hours before the time fixed for the holding of the adjourned or postponed General Meeting (excluding any part of a day that is not a Business Day)).
5. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual and by logging on to the website [www.euroclear.com/CREST](http://www.euroclear.com/CREST). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
6. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK & International Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Company's registrar, Computershare (Participant ID 3RA50) by not later than 10.15 a.m. on 23 October 2024 (or, if the General Meeting is adjourned or postponed, by not later than 48 hours before the time of the adjourned or postponed meeting (excluding any part of a day that is not a Business Day)). For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST application host) from which the Company's registrar is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
7. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider(s), to procure that his/her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
8. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in regulation 34 of the Uncertificated Securities (Guernsey) Regulations, 2009.
9. A member may abstain from voting. However, it should be noted that a "vote withheld" is not a vote in law and will not be counted in the calculation of the proportion of the votes for and against.

10. A corporation which is a shareholder can by resolution of its directors or other governing body appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member (other than to appoint a proxy) provided that no more than one corporate representative exercises powers over the same share.
11. Completing and returning a form of proxy will not prevent a member from attending in person at the meeting and voting should he or she so wish. If a member attends the meeting and votes, any proxy appointed will be terminated and the proxy vote disregarded in respect of those shares so voted.
12. If you submit more than one valid proxy appointment, the proxy appointment received last before the latest time for the receipt of proxies will take precedence. If two or more valid, but differing, appointments of proxy are delivered or received in respect of the same share and the Company is unable to determine which proxy appointment was last validly received, none of them shall be treated as valid in respect of the same share. Please refer to the "Actions to be taken" section at pages 11 to 14 of the document of which this notice forms part for further details of the principles the Company will apply in cases where multiple proxy appointments are made.
13. To have the right to attend, speak and vote at the meeting (and also for the purposes of calculating how many votes a member may cast on a poll) a member must first have his or her name entered on the register of members not later than 6.00 p.m. on 23 October 2024 or in the case of an adjourned or postponed meeting at 6.00 p.m. on the date which is two Business Days prior to the date of the adjourned or postponed meeting. Changes to entries in the register after that time shall be disregarded in determining the rights of any member to attend and vote at such meeting.
14. Any member attending the meeting has a right to ask questions. The Company must answer any question you ask relating to the business being dealt with at the meeting unless: (a) answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; (b) the answer has already been given on a website in the form of an answer to a question; or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
15. Voting at the meeting will be conducted on a poll rather than a show of hands.
16. As at 6.00 p.m. on 26 September 2024 (being the latest practicable date prior to the publication of this notice), the Company's issued share capital comprised 701,550,187 ordinary shares of one penny each (excluding 97,815,921 shares held in treasury) carrying one vote each. Therefore, the total voting rights in the Company as at 6.00 p.m. on 26 September 2024 was 701,550,187.
17. Any person holding 3 per cent. of the total voting rights in the Company who appoints a person other than the Chairman of the meeting as his/her proxy will need to ensure that both he/she and such other person complies with their respective disclosure obligations under the Disclosure Guidance and Transparency Rules.