

ASX Announcement

15.10.18

Investa Office Fund (ASX:IOF)

IOF commences matching rights process in Blackstone Scheme Implementation Agreement in respect of Oxford Proposal

Investa Listed Funds Management Limited (**ILFML**) as responsible entity of the Investa Office Fund (**IOF**) refers to its announcements on 13, 14 and 18 September 2018 in relation to the proposal received from Oxford Properties Group (**Oxford**) to acquire 100% of the units in IOF for cash consideration of \$5.60 per unit,¹ to be implemented by way of trust scheme (**Oxford Proposal**).

ILFML today announces that following confirmatory due diligence by Oxford, ILFML received the attached letter from Oxford after market close on 12 October 2018 that is stated by Oxford to be binding.

The ILFML Board has assessed the Oxford Proposal, and having received advice from its financial and legal advisers, has determined that it is a Superior Proposal² compared to the Blackstone proposal.

ILFML has issued a matching right notice to Blackstone under the Blackstone scheme implementation agreement, which gives Blackstone 4 business days to match the Oxford Proposal, expiring at 5pm (Sydney time) on Thursday, 18 October 2018. Blackstone has the right, but not the obligation, to submit a matching or superior offer.

If Blackstone does not present a matching or superior offer to the Oxford Proposal within the matching right period, then subject to and in accordance with its obligations under the Blackstone scheme implementation agreement, ILFML intends to finalise discussions with Oxford in connection with the entry into a scheme implementation agreement reflecting the terms of the Oxford Proposal.

ILFML recommends that IOF Unitholders take no action at this point in time. While waiting for Blackstone to advise if it will exercise its rights during the matching rights period, the ILFML Directors continue to unanimously recommend the Blackstone Proposal.

End

¹ Less distributions declared or paid on or after 13 September 2018.

² As defined in the Blackstone Scheme Implementation Agreement dated 12 June 2018.

For further information please contact:

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About Investa Office Fund

Investa Office Fund (ASX code: IOF) is an externally managed Australian listed real estate investment trust, included in the S&P/ASX 100 index. IOF is governed by the Independent Board of Investa Listed Funds Management Limited as Responsible Entity, and managed by Investa – one of Australia’s largest and most highly regarded office managers. IOF has total assets under management of over \$4.3 billion, with 20 investment grade office buildings in core CBD markets across Australia. The Fund receives rental income from more than 400 tenants, including government agencies and blue chip organisations. IOF’s strategy is to deliver attractive risk-adjusted returns investing in high quality Australian office buildings, leveraging Investa’s fully integrated specialist property sector capabilities to outperform.



Oxford Properties Group

Deutsche Bank Place | Level 19, Suite 19.02, 126 Phillip St | Sydney,
NSW 2000 | Australia

12 October 2018

Mr Richard Longes
Independent Chairman
Investa Listed Funds Management Limited
as responsible entity of Investa Office Fund
Level 6
126 Phillip Street
Sydney NSW 2000

Dear Richard,

BINDING OFFER TO ACQUIRE ALL OF THE UNITS IN INVESTA OFFICE FUND FOR CASH CONSIDERATION OF \$5.60 PER IOF UNIT

On behalf of Oxford Properties Group (**Oxford**), the real estate arm of the Ontario Municipal Employees Retirement System (**OMERS**) and further to our offer letter dated 13 September 2018, we are pleased to submit this binding proposal to acquire, for cash, all of the units (**IOF Units**) in the Investa Office Fund (**IOF**) on the terms described in this letter (the **Proposal**).

The Binding Proposal

Oxford proposes to acquire all of the IOF Units by trust scheme for 100% cash consideration of \$5.60 per IOF Unit.¹

The offer price under the Proposal represents compelling value and an attractive premium for IOF Unitholders, representing an 8 cent per IOF unit premium over the Blackstone proposal and a 23.1% premium to IOF's ex-distribution price per IOF Unit of \$4.55 as at 25 May 2018 (pre original Blackstone proposal).

Acquisition of 19.99% interest

As previously advised, Oxford has acquired 19.99% of the IOF Units and is now IOF's largest unitholder. Oxford confirms that it would not support any matching proposal. As such, Oxford believes that the Proposal represents the clearest route to consummating a transaction for the benefit of all IOF unitholders.

Conditions

The Proposal is only subject to:

- Execution of a Scheme Implementation Agreement for the Proposal and related transaction documentation in the form set out in the email from Ashurst to Allens on today's date²; and
- The unanimous recommendation of the Directors of Investa Listed Funds Management Limited.

¹ This assumes that no further distributions are declared or paid in respect of IOF Units. The Proposal price of \$5.60 per IOF Unit will therefore be reduced by any distribution declared or paid by IOF on or after the date of this letter.

² The Proposal is subject to satisfaction of the conditions precedent therein, which for the purposes of this letter will apply from today's date.



Oxford Properties Group

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Timetable

As per the timetable in the draft Scheme Implementation Agreement, the Proposal is expected to be implemented in 2018 such that IOF Unitholders will receive their cash consideration this year.

Conclusion and next steps

Oxford looks forward to continuing to work with ILFML to implement the Proposal and deliver an outcome that is in the best interests of IOF Unitholders.

Yours sincerely,

A handwritten signature in black ink, appearing to read "Paul Brundage". The signature is written in a cursive, flowing style with some loops and flourishes.

Paul Brundage
For and on behalf of Oxford Properties Group



Oxford Properties Group

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About Oxford and OMERS

OMERS

OMERS is one of Canada's largest pension plans with net assets of approximately C\$100 billion. With employees in Toronto and other major cities across North America, the UK, Continental Europe and Asia Pacific, OMERS invests and administers pensions for more than 470,000 members who work for municipalities, school boards, emergency services and local agency employers across Ontario. The cornerstone of OMERS investment strategy is its approach to asset allocation across five strategic asset classes – real estate, platform investments, infrastructure, capital markets and private equity.

In Asia Pacific, OMERS has local investment teams based in Sydney and Singapore focused on growing its exposure to the region. To date, it has invested approximately C\$8 billion across Asia Pacific, which includes the OMERS Infrastructure, GIP and QIC-led consortium acquisition of the Port of Melbourne, being the largest container and multi-cargo port in Australasia. Other notable transactions in the region include Oxford and OMERS Capital Markets' participation in the \$12BN take-private of GLP in Singapore and OMERS Capital Markets' investment in HDFC Bank in India, alongside GIC and KKR.

Oxford

Oxford was founded in 1960 and is a leading global development, real estate investment and management platform. Today, Oxford has global AUM of approximately C\$50 billion, focused on 14 global gateway cities across North America, Europe and Asia Pacific. It has built one of the world's largest and highest-quality real estate portfolios, comprising over 190 assets and totalling almost 61 million sq. ft. of office, retail and industrial space, as well as 7,200 residential units and 2,880 hotel rooms.

Headquartered in Toronto with offices across Canada and in London, Paris, New York, Washington DC, Boston, San Francisco, Berlin, Luxembourg, Singapore and Sydney, Oxford employs over 2,000 real estate professionals worldwide across a fully-integrated platform including development, investment, asset management, finance, tax, legal and corporate support function capabilities. As part of OMERS expansion into Asia Pacific, Oxford and other OMERS entities continue to develop and strengthen the portfolio across the region with a focus on Australia, Singapore, China and Japan.