

Extraordinary General Meeting and Scheme Meeting

Presentation by Group CEO Lee Chee Koon

10 August 2021

Strategic Restructuring of CapitaLand Limited and Listing of CapitaLand Investment



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The past performance of CapitaLand or any of the listed funds managed by CapitaLand Group ("CL Listed Funds") is not indicative of future performance. The listing of the shares in CapitaLand ("Shares") or the units in the CL Listed Funds ("Units") on the Singapore Exchange Securities Trading Limited ("SGX-ST") does not guarantee a liquid market for the Shares or Units.

This presentation is for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for the Shares, Units or shares of CapitaLand Investment Limited ("CLI") (formerly known as CapitaLand Financial Limited and CapitaLand Investment Management Limited)⁽¹⁾. No offering of Shares, Units or shares of CLI is being made in connection with the matters discussed herein in Singapore or otherwise.

The directors of the Company (including any who may have delegated detailed supervision of the preparation of this presentation) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this presentation in each case which relate to the Company, CLI and CapitaLand Integrated Commercial Trust ("CICT") (excluding information relating to CLA Real Estate Holdings Pte. Ltd. ("CLA" or the "Offeror") or any opinion expressed by the Offeror) or the independent financial adviser ("IFA") are fair and accurate and that, where appropriate, no material facts which relate to the Company, CLI and CICT have been omitted from this presentation, and the directors of the Company jointly and severally accept responsibility accordingly. Where any information which relates to the Company, CLI and CICT has been extracted or reproduced from published or otherwise publicly available sources or obtained from the Offeror, the sole responsibility of the directors of the Company has been to ensure that, through reasonable enquiries, such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this presentation. The directors of the Company do not accept any responsibility for any information relating to the Offeror or any opinion expressed by the Offeror or the IFA.

Notes:

(1) CLI effected a change of name from CapitaLand Financial Limited to CapitaLand Investment Management Limited on 22 Mar 2021 and subsequently from CapitaLand Investment Management Limited to CapitaLand Investment Limited on 18 Jun 2021

Unique Value Proposition of CapitaLand's Investment Management & Development Businesses

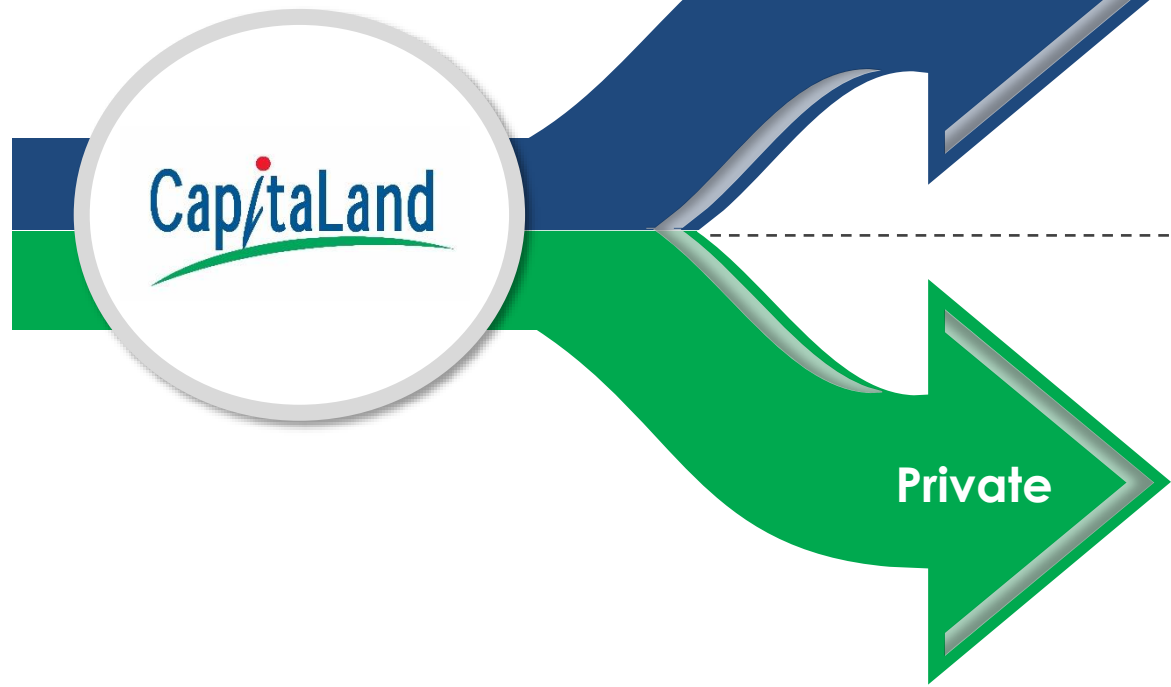


3 Strategic Growth Pillars

Fund Management

Lodging

Development



CapitaLand Investment (CLI)

Fund Management

Lodging Management

- **Capital efficient**
- **Scalability** through **FUM**⁽¹⁾ and **FRE** growth⁽²⁾
- Full stack investment and operating capabilities



CapitaLand Development

Development

- **Capital intensive**
- Development of longer gestation projects and incubation of new businesses requiring **patient capital**
- Strong development and project management capabilities

Notes:

(1) Funds Under Management; Refers to the share of total assets under CLI listed funds and unlisted funds (private funds and/or investment vehicles (including but not limited to programs, joint ventures and co-investments managed by our Group from time to time)

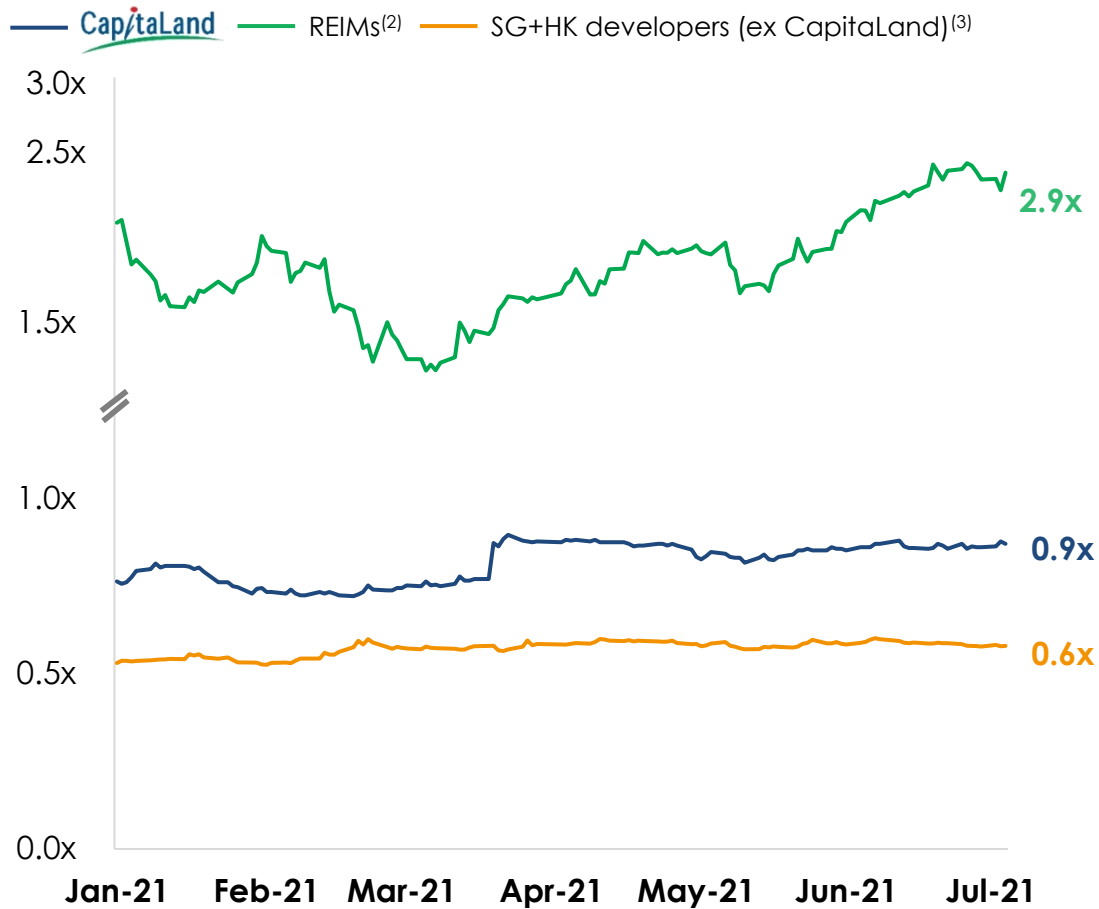
(2) Fee Related Earnings; Refers to investment and asset management fee revenue from CLI listed funds and unlisted funds (private funds and/or investment vehicles (including but not limited to programs, joint ventures and co-investments managed by our Group from time to time)

Public Markets Value REIMs Differently From Developers

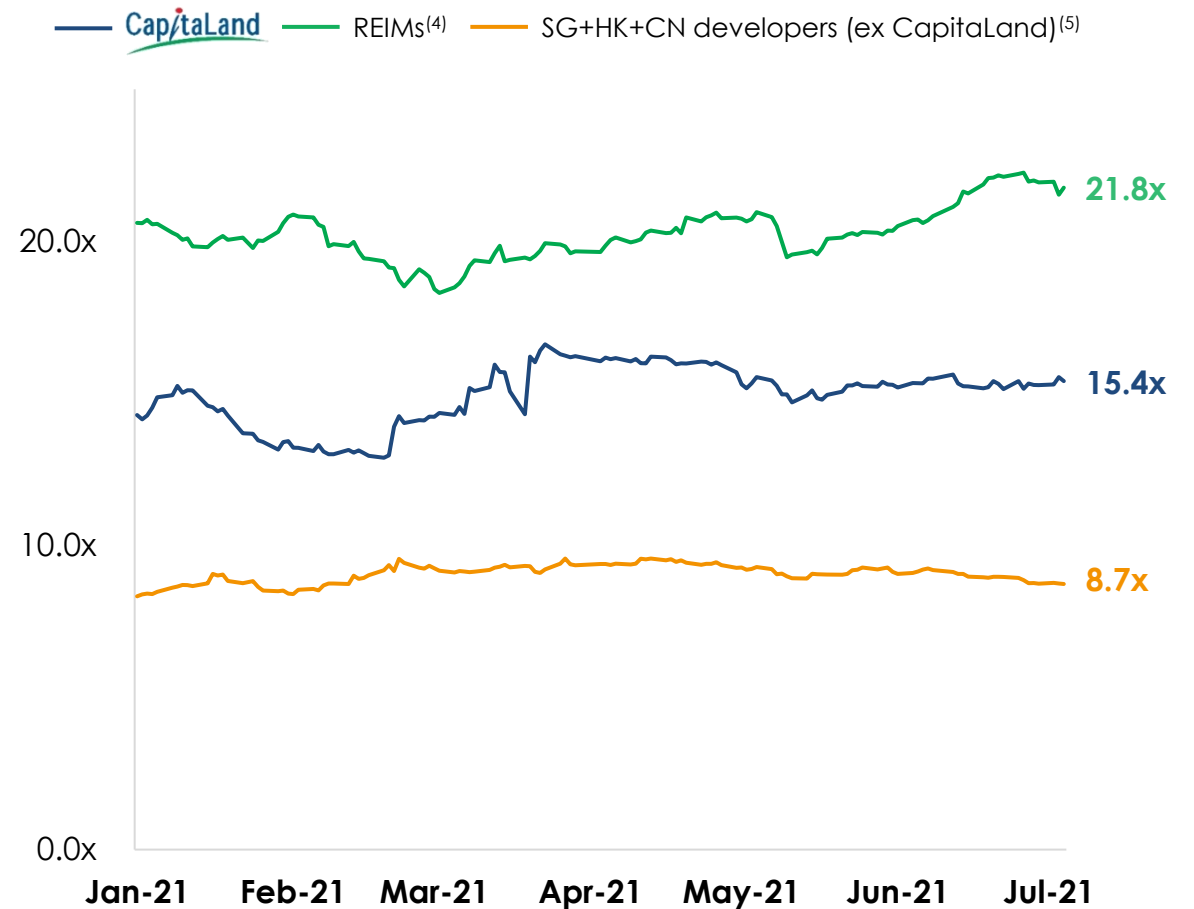


Listed REIMs trade at a premium to traditional developers

Price/Nav⁽¹⁾



Forward P/E⁽¹⁾



Source: FactSet as at 7 Jul 2021

Notes:

(1) From 1 Jan 2021 to 7 Jul 2021

(2) Based on market cap weighted average; includes Charter Hall Group, Goodman Group, Lendlease Group, ESR Cayman Ltd.

(3) Based on market cap weighted average; includes City Developments Limited, Frasers Property Ltd., Singapore Land Group Ltd., Sun Hung Kai Properties Limited, Hang Lung Properties Limited, CK Asset Holdings Limited

(4) Based on market cap weighted average; includes Charter Hall Group, Goodman Group, Lendlease Group, ESR Cayman Ltd., Brookfield Asset Management Inc., Blackstone Group Inc.

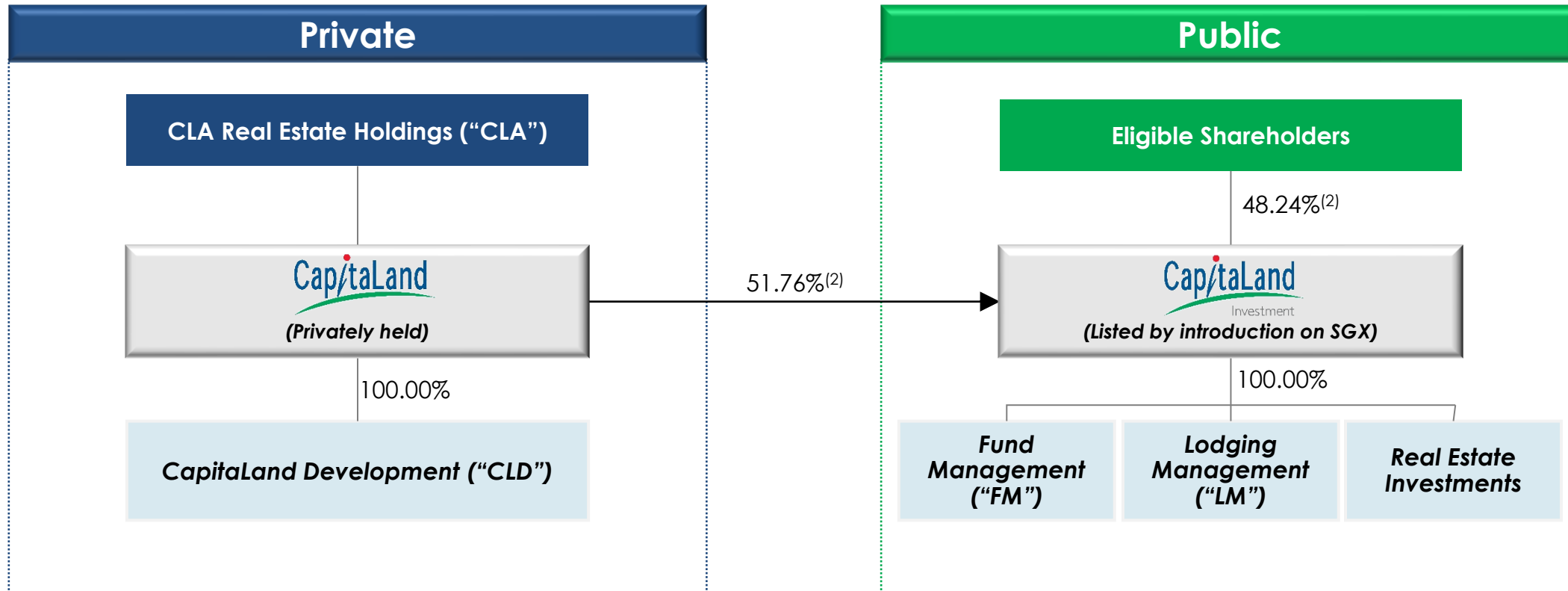
(5) Based on market cap weighted average; includes City Developments Limited, Frasers Property Ltd., Sun Hung Kai Properties Limited, Hang Lung Properties Limited, CK Asset Holdings Limited, China Vanke Co. Ltd, China Resources Land Limited

Restructuring to Sharpen Strategic Focus

Development business to be privatised • Investment Management business to be listed⁽¹⁾



Post-transaction Structure



Notes:

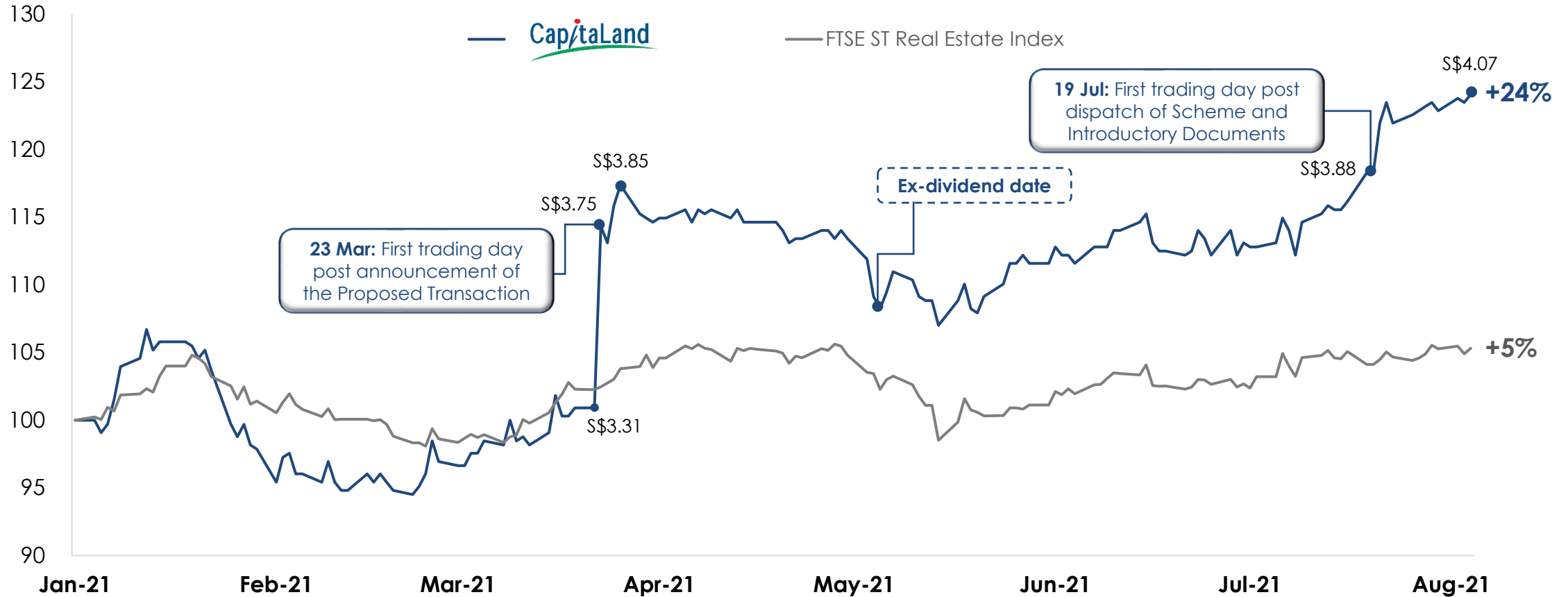
- (1) Illustrating relevant entities only
- (2) Based on shareholdings as at 7 Jul 2021

CapitaLand's YTD share price performance signals positive market reception to the proposed transaction



YTD share price performance

(Rebased to 100 as at 1 Jan 2021)



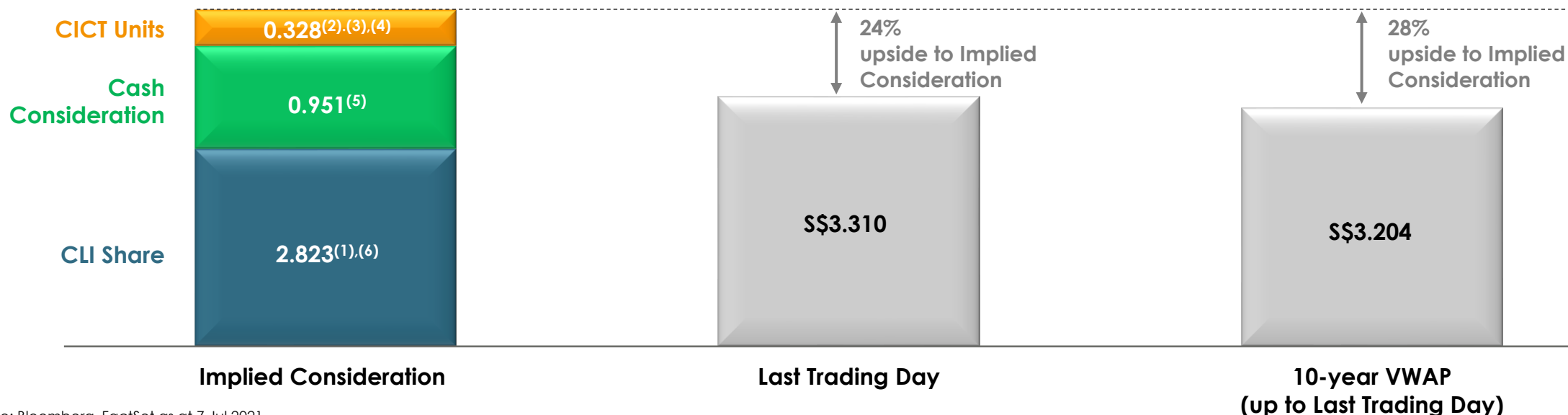
Implied Consideration for Eligible Shareholders



For every 1 CapitaLand Share, Eligible Shareholders will receive:



S\$4.102⁽¹⁾



Source: Bloomberg, FactSet as at 7 Jul 2021

Notes: Eligible Shareholders exclude CLA; Last Trading Day – 19 Mar 2021

(1) Based on share capital of 5,203,195,792 CapitaLand Shares (excluding treasury shares) as at 7 Jul 2021

(2) The number of CICT Units which each Eligible Shareholder shall be entitled to pursuant to the Scheme shall be rounded down to the nearest whole number, and fractional entitlements shall be disregarded

(3) The distribution ratio of the CICT DIS is derived based on 388,242,247 CICT Units divided by 2,510,089,243, being the number of CapitaLand Shares held by the Eligible Shareholders as at 7 Jul 2021. Such distribution ratio will not change assuming there is no change to CLA's shareholding in CapitaLand as at the Record Date. CLA will not participate in the CICT DIS and the CICT Units that CLA would have been entitled to receive had it participated in the CICT DIS will be distributed to Eligible Shareholders as part of the Scheme

(4) Based on CICT's 1 month VWAP of S\$2.122/CICT Unit as at Last Trading Day. The 1 month VWAP up to 7 Jul 2021 is S\$2.120/CICT Unit

(5) The aggregate Cash Consideration that is payable by CLA to any Eligible Shareholder as at the Record Date in respect of the Shares held by such Eligible Shareholder will be rounded to the nearest whole cent

(6) Based on CLI's pro forma NAV of S\$14.7B as at 31 Dec 2020, excluding the effect of acquisitions and disposals. CLI is valued at 1x NAV for illustrative purpose to determine Implied Consideration. CLI's pro forma NAV including the effects of acquisitions and disposals is S\$15.1B (S\$2.897/share)

Shareholder Resolutions To Be Approved

- The DIS Resolution to be approved at the Extraordinary General Meeting (EGM) and the Scheme Resolution to be approved at the Scheme Meeting are **INTER-CONDITIONAL**
- The Offeror, CLA, will abstain from voting at both the EGM and Scheme Meeting

Resolutions

EGM

To approve the Capital
Reduction and Distribution
In Specie (DIS)

SCHEME MEETING

To approve the Scheme
of Arrangement

Introducing CapitaLand Investment

A leading listed global REIM* with strong Asia foothold



1

Fee Income-related Business

Fund Management

- Leading listed APAC-focused global REIM
- A leading S-REIT/BT platform^{(1),(2)}
- Double-digit historical 5Y FUM CAGR⁽³⁾

FUM
S\$78B⁽⁴⁾

Lodging Management

- Leading global SR manager (~80% managed units are third-party owned)
- To grow units under management by ~30% by 2023⁽⁵⁾

Lodging RE AUM
S\$27.7B⁽⁴⁾

2

Real Estate Investments

Stakes in Listed Funds

S\$7.7B market value⁽²⁾

- Stable distributions from Listed REITs and BTs
- Sponsor stakes ranging from ~18-40%

Stakes in Unlisted Funds

S\$5.5B carrying value⁽⁸⁾

- Exposure to multi-sector investment strategies
- Sponsor stakes ranging from ~6-55%

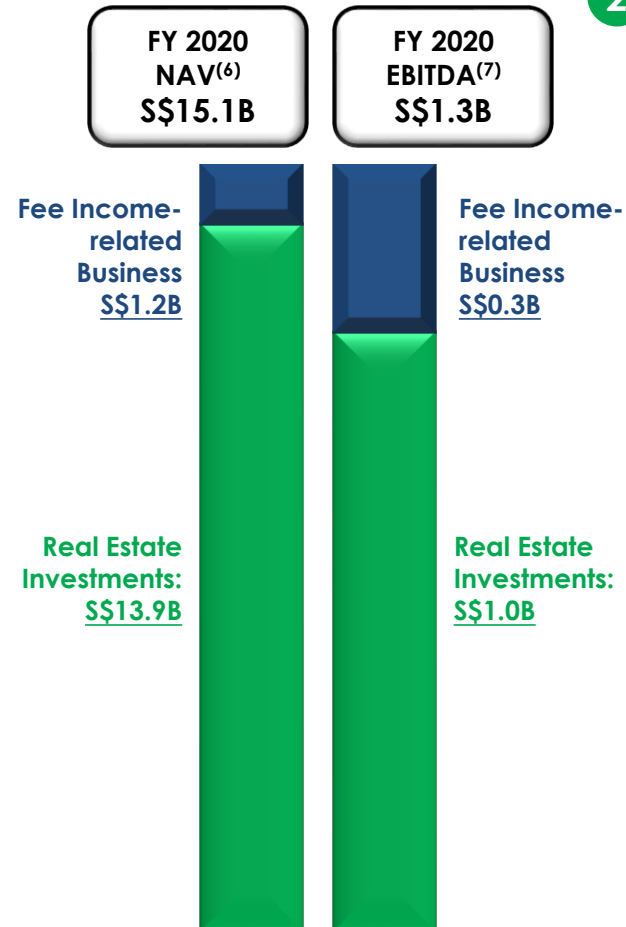
Investment Properties

- Diversified, high quality pipeline

**Recurring
EBITDA**

**Pipeline Assets
RE AUM**

S\$10.1B⁽⁹⁾



Notes:

*Upon Listing

(1) By market capitalisation

(2) Market data as at 7 Jul 2021

(3) FY 2015 – FY 2020 CAGR of ~11%

(4) As at 31 Dec 2020

(5) Based on target of 160,000 units by 2023 from ~123,000 units as at 31 Dec 2020

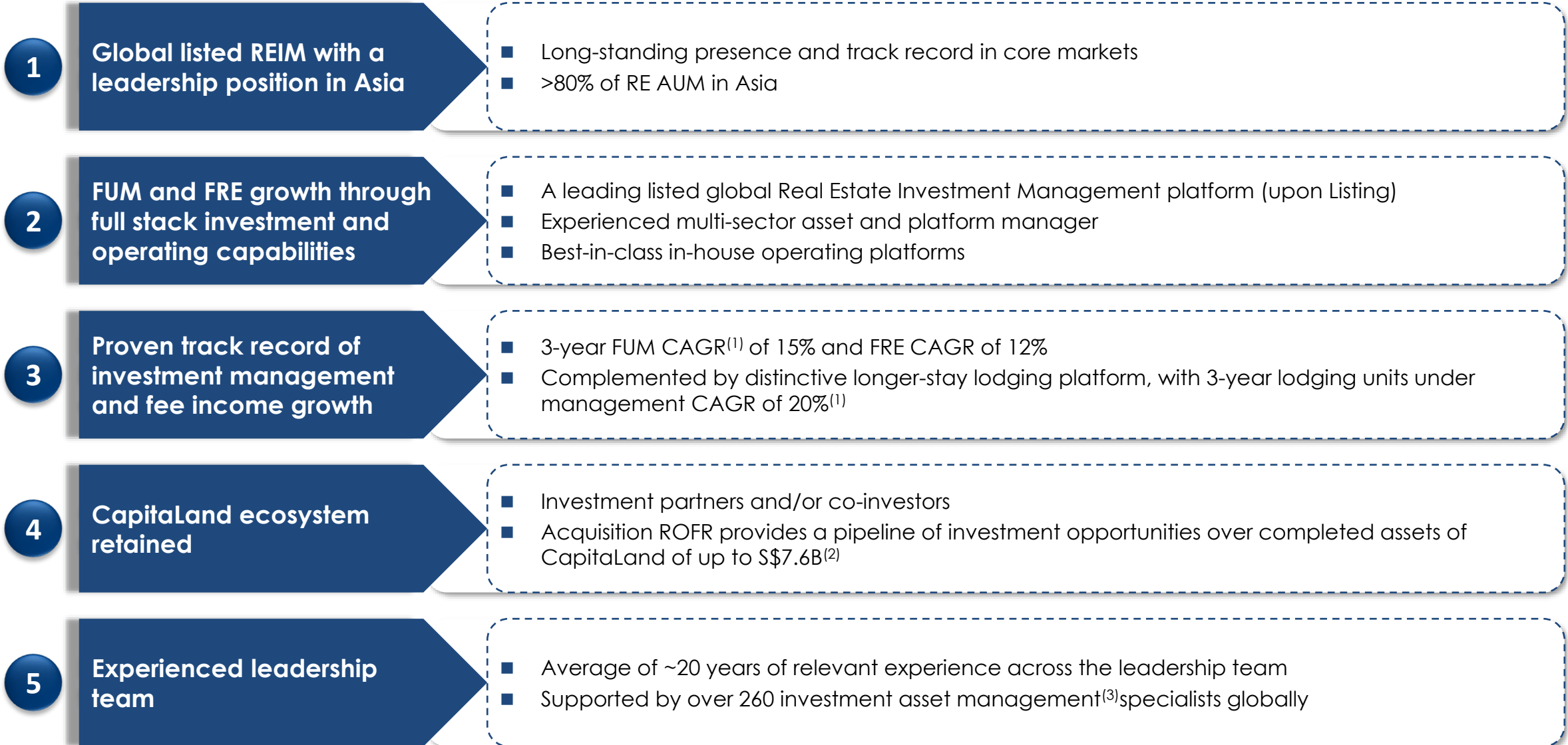
(6) NAV based on pro forma financial statements for FY 2020, excludes NCI and Perpetual Securities

(7) Excluding the impact of revaluation and impairment, our Group registered FY 2020 EBITDA of S\$1,343M comprising Fee Income-related Business of S\$286M and Real Estate Investments of S\$1,039M and corporate & others of S\$18M

(8) Carrying value of stakes owned as at 31 Dec 2020

(9) Planned for monetisation in the next three to four years

Key Competitive Advantages



Notes:

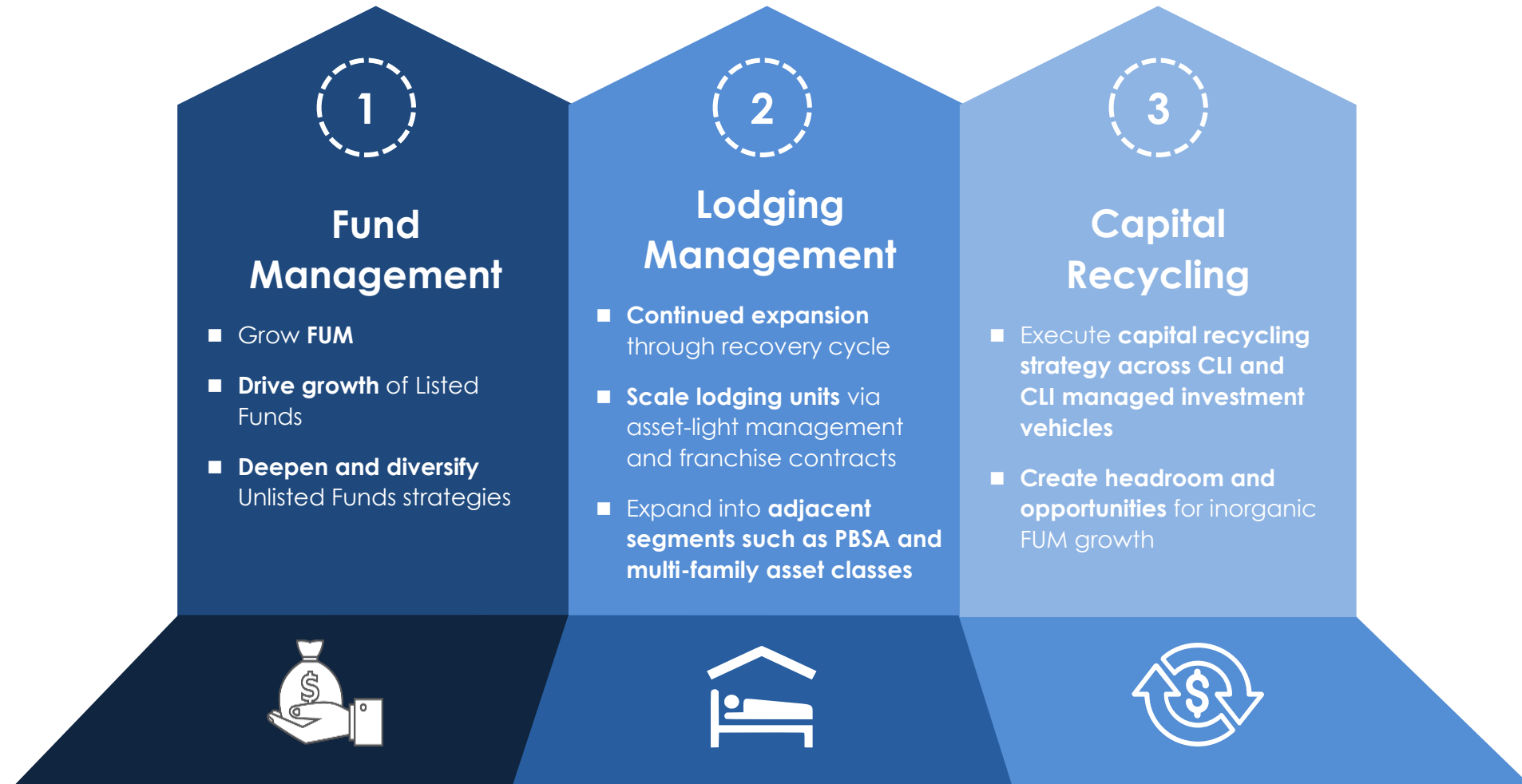
(1) From FY 2017 to FY 2020

(2) Based on RE AUM. Exclude strata

(3) As at 7 Jul 2021 (As if the Scheme had been completed)

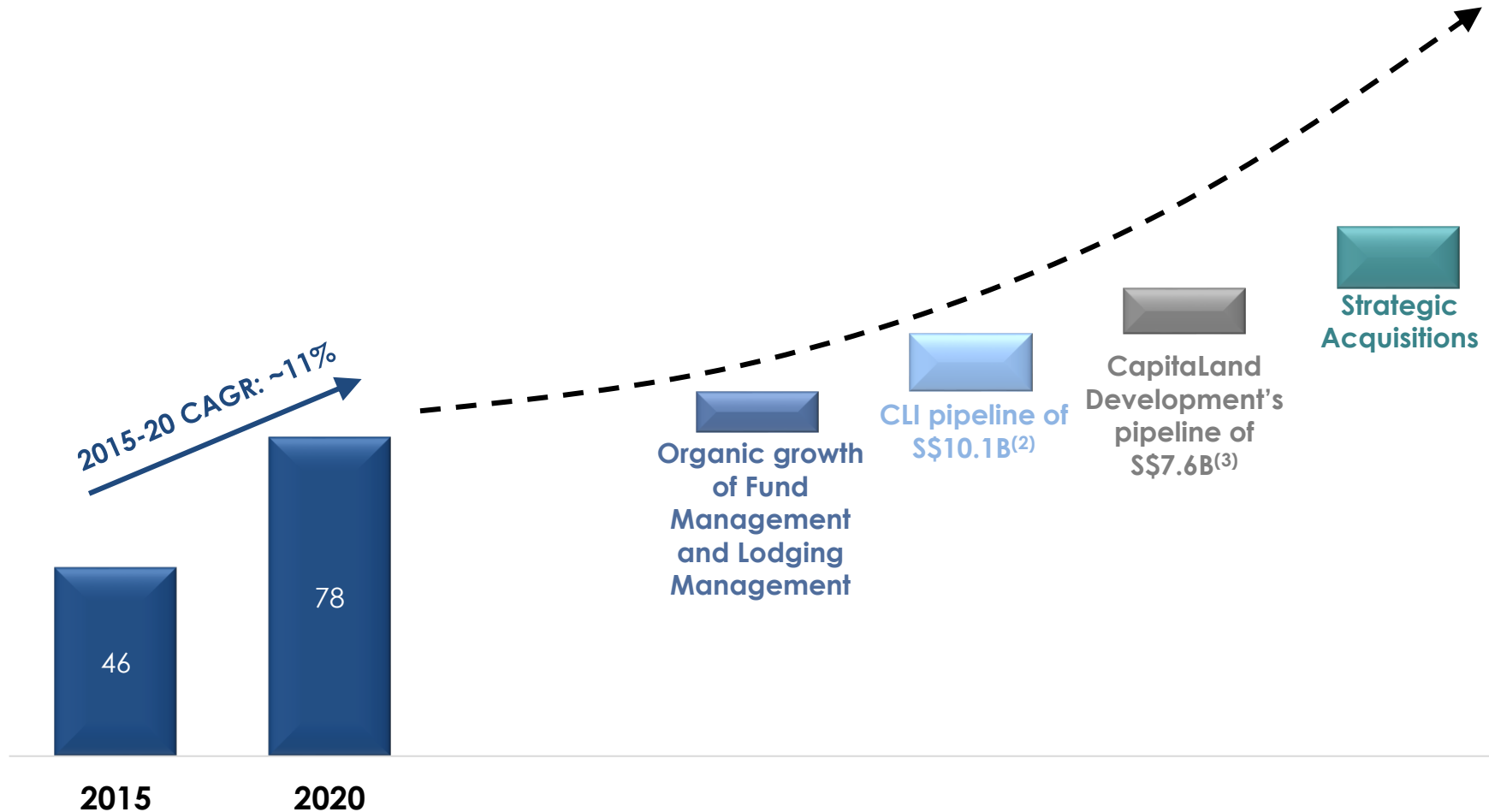
CLI's Roadmap to Sustainable FUM and FRE growth

A robust investment framework across three synergistic growth drivers



Multiple Engines to Drive CLI's Growth

Evolution of CLI's FUM and future opportunities



S\$100B FUM
by 2024⁽⁴⁾

160K
lodging units under management by 2023

- Improve FRE/FUM⁽¹⁾
- Sustainable dividends
- ROE > COE⁽⁵⁾

Notes:

- (1) Refers to fee Income from REITS and Fund Management/FUM of ~40bps, averaged over FY 2017 – FY 2020
- (2) Based on RE AUM. Planned for monetisation in the next three to four years
- (3) Based on RE AUM. Exclude strata
- (4) "CapitaLand Investor Day 2019" Presentation. 29 Nov 2019. https://investor.capitaland.com/newsroom/20191129_180556_C31_1DOYFH6F12ITGW2T.1.pdf
- (5) Refers to Cost of Equity

Opinion and Recommendation

Opinion Of The Independent Financial Adviser

An extract of the Independent Financial Adviser (“IFA”) Letter is reproduced below:

- “...we are of the opinion that as of the Latest Practicable Date, from a financial point of view, the Consideration is **FAIR AND REASONABLE**.
- Accordingly, we advise the Independent Directors to recommend Shareholders to **VOTE IN FAVOUR of the Scheme and the DIS.**”

EVERCORE

Recommendation Of The Independent Directors

An extract of the recommendation from the Independent Directors of the Company is set out below:

- “The Independent Directors, having considered carefully the terms of the DIS and the Scheme and the advice given by the IFA in the IFA Letter, concur with the recommendation of the IFA in respect of the DIS and the Scheme. Accordingly, the Independent Directors recommend that Shareholders **VOTE IN FAVOUR** of the DIS at the EGM, and **VOTE IN FAVOUR** of the Scheme at the Scheme Meeting.”



It is important that you read these extracts together with and in the context of the IFA Letter and recommendation of the Independent Directors in full, which can be found in paragraphs 16 and 17 of the Scheme Document – Letter to Shareholders. You are advised against relying solely on these extracts, which are only meant to draw attention to the conclusion and opinion of the IFA and the recommendation from the Independent Directors.



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