



(Constituted in the Republic of Singapore pursuant to
a trust deed dated 19 October 2006 (as amended))

MINUTES OF THE EXTRAORDINARY GENERAL MEETING HELD ON 28 JANUARY 2022

First REIT Management Limited, as manager of First Real Estate Investment Trust (“**First REIT**”, and the manager of First REIT, the “**Manager**”), wishes to inform unitholders that in accordance with the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (as amended), the minutes of the extraordinary general meeting (“**EGM**”) of First REIT which was convened and held by way of electronic means on Friday, 28 January 2022 at 11:00 a.m. has been recorded and is attached hereto as **Appendix A**.

The Manager had on 21 January 2022 released on SGXNET its responses to substantial and relevant questions received from unitholders relating to the agenda of the EGM.

By Order of the Board

Tan Kok Mian Victor
Executive Director and Chief Executive Officer
First REIT Management Limited
(Company registration no. 200607070D)
As Manager of First Real Estate Investment Trust

25 February 2022

IMPORTANT NOTICE

The value of the units in First REIT (“**Units**”) and the income derived from them may fall or rise. The Units are not obligations, or deposits in, or guaranteed by the Manager, or Perpetual (Asia) Limited (as trustee of First REIT). An investment in the Units is subject to investment risks, including the possible loss of the principal amount invested. Unitholders have no right to request that the Manager redeems or purchases their Units while the Units are listed. It is intended that Unitholders may only deal in their Units through trading on the Singapore Exchange Securities Trading Limited (“**SGX-ST**”). Listing of the Units on the SGX-ST does not guarantee a liquid market for the Units.

This announcement may contain forward-looking statements that involve risks and uncertainties. Actual future performance, outcomes and results may differ materially from those expressed in forward-looking statements as a result of a number of risks, uncertainties and assumptions. Representative examples of these factors include (without limitation) general industry and economic conditions, interest rate trends, cost of capital and capital availability, competition from similar developments, shifts in expected levels of property rental income, changes in operating expenses (including employee wages, benefits and training costs), property expenses and governmental and public policy changes. You are cautioned not to place undue reliance on these forward-looking statements, which are based on the Manager’s current view of future events.

APPENDIX A
MINUTES OF EGM

FIRST REAL ESTATE INVESTMENT TRUST

(Constituted in the Republic of Singapore pursuant to a Trust Deed dated 19 October 2006)

MINUTES OF EXTRAORDINARY GENERAL MEETING

HELD AT	ON	TIME
Held via electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meeting for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (as amended)	28 January 2022	11:00 a.m.
PRESENT	Chan Pengee Adrian	Lead Independent Director and Chairman of the Nominating and Remuneration Committee
	Victor Tan Kok Mian	Executive Director and Chief Executive Officer
	As per attendance record maintained by the Manager	Unitholder and Invitee attending via electronic means
IN ATTENDANCE VIA ELECTRONIC MEANS	Christopher James Williams	Chairman of the Board, Non-Independent Non-Executive Director
	Ferris Charles Bye	Independent Director and Chairman of the Audit and Risk Committee
	Tan Chuan Lye	Independent Director
	Martin Lechner	Independent Director
	Mিনny Riady	Non-Independent Non-Executive Director
	Sin Li Choo	Representative from the Trustee, Perpetual (Asia) Limited
CHAIRMAN OF THE MEETING	Chan Pengee Adrian	Chairman of the Meeting/Proxy for Unitholders (As per record maintained by the Manager)
WELCOME ADDRESS	1.1	On behalf of First REIT Management Limited, the manager of First Real Estate Investment Trust (“ First REIT ”), and the manager of First REIT, the “ Manager ”), Mr Chan Pengee Adrian, the Lead Independent Director and Chairman of the Nominating and Remuneration Committee, welcomed the unitholders of First REIT (the

“Unitholders”) present at the Extraordinary General Meeting of First REIT (the “**Meeting**”) via electronic means. Mr Chan Pengee Adrian informed Unitholders that he would chair the Meeting on behalf of the Board Chairman as the agenda of the Meeting relates to interested person transactions.

1.2 The Chairman introduced the panel to the Unitholders and informed the Unitholders that he had been nominated by Perpetual (Asia) Limited, the trustee of First REIT, in accordance with the trust deed constituting First REIT to preside as the Chairman of the Meeting (the “**Chairman**”).

1.3 Thereafter, Mr Tan Kok Mian Victor (“**Mr Tan**”), the Executive Director and Chief Executive Officer of the Manager, gave a short presentation. After the presentation, Mr Tan handed the proceedings of the Meeting to the Chairman.

1.4 A copy of the presentation, which was posted via SGXNet and First REIT’s website on 28 January 2022, is annexed to this Minutes as “Annex A”.

QUORUM

2.1 As there were sufficient Unitholders to form a quorum, the Chairman called the Meeting to order and went through the items on the agenda.

NOTICE OF MEETING

3.1 The notice of the Meeting dated 6 January 2022 (the “**Notice**”) was taken as read.

- 3.2 The Chairman informed the Unitholders that responses to substantial and relevant questions submitted by Unitholders prior to the Meeting had been published via SGXNET and also posted on First REIT's website on 21 January 2022. The responses to substantial and relevant questions received from the Unitholders are annexed to this Minutes as "Annex B".
- 3.3 The Chairman informed the Unitholders that in accordance with COVID-19 (Temporary Measures) Act 2020 and the related order on the conduct of general meetings, all votes on the resolutions tabled at the Meeting will be by proxy and only the Chairman of the Meeting may be appointed as a proxy. He informed the Unitholders that he had been appointed as proxy by a number of Unitholders on all the resolutions set out in the Notice, and would vote according to their respective instructions.
- 3.4 The Chairman informed the Unitholders that all resolutions tabled at the Meeting were voted by poll based on the proxy forms that were submitted to the Manager at least 72 hours before the Meeting.
- 3.5 The Chairman informed the Unitholders that RHT Governance, Risk & Compliance (Singapore) Pte. Ltd. had been appointed as Scrutineers to conduct the poll.

**RESOLUTION 1:
THE PROPOSED
ACQUISITION, AS AN
INTERESTED PERSON
TRANSACTION**

- 4.1 The Chairman informed the Unitholders that Rule 919 of the Listing Manual prohibits interested persons and their associates from voting on a resolution in relation to a matter in respect of which such persons are interested. OUE Lippo Healthcare Limited (“**OUELH**”) is regarded as the controlling unitholder of First REIT and a controlling shareholder of the Manager under both the Listing Manual and the Property Funds Appendix.

Given that OUELH will enter into each of the JMF Sale and Purchase Agreement and the JMA Sale and Purchase Agreement under the Proposed Acquisition, OUELH and its associates would abstain from voting on Resolution 1.

- 4.2 Further, as OUE Limited (“**OUE**”) has an aggregate deemed interest in 464,716,961 Units, which includes its deemed interest through OUELH, comprising approximately 28.81% of the Units, OUE and its associates would abstain from voting on Resolution 1.

- 4.3 The Chairman also informed the Unitholders that for purposes of good corporate governance, the non-independent Directors, Mr Christopher James Williams, the Chairman and Non-Independent Non-Executive Director of the Manager, Mr Tan Kok Mian Victor, the Executive Director and Chief Executive Officer of the Manager, and Ms Minny Riady, a Non-Independent Non-Executive Director of the Manager, would abstain from voting on Resolution 1 in respect of any Units held by them.

4.4 The motion to approve the Proposed Acquisition, as an Interested Person Transaction was duly proposed.

RESULTS OF THE POLL ON RESOLUTION 1

5.1 The results of the poll on Resolution 1 were as follows:

Total number of Units represented by votes for and against the resolution	For		Against	
	No. of Units	%	No. of Units	%
370,290,827	364,566,794	98.45	5,724,033	1.55

By a majority of votes received in favour of Resolution 1, the Chairman declared Resolution 1 carried.

RESOLUTION 2: THE PROPOSED ISSUE OF 431,147,541 CONSIDERATION UNITS AS PARTIAL CONSIDERATION FOR THE PROPOSED JMF ACQUISITION

6.1 The Chairman informed the Unitholders that the Consideration Units will be issued to OLH Healthcare Investments Pte. Ltd. (“**OHI**”), a wholly-owned subsidiary of OUELH, which has been nominated by OUELH to receive the Consideration Units. Therefore, OUELH and its associates would abstain from voting on Resolution 2.

6.2 As OUE has an aggregate deemed interest in 464,716,961 Units, which includes its deemed interest through OUELH, comprising approximately 28.81% of the Units, OUE and its associates would abstain from voting on Resolution 2.

6.3 For purposes of good corporate governance, the non-independent Directors, Mr Christopher James Williams, the Chairman and Non-Independent Non-Executive Director of the Manager, Mr Tan Kok Mian Victor, the Executive Director and Chief Executive Officer of the

Manager, and Ms Minny Riady, a Non-Independent Non-Executive Director of the Manager, would abstain from voting on Resolution 2 in respect of any Units held by them.

6.4 The motion in respect of Resolution 2 was duly proposed.

**RESULTS OF THE POLL
ON RESOLUTION 2**

7.1 The results of the poll on Resolution 2 were as follows:

Total number of Units represented by votes for and against the resolution	For		Against	
	No. of Units	%	No. of Units	%
370,271,434	363,717,101	98.23	6,554,333	1.77

By a majority of votes received in favour of Resolution 2, the Chairman declared Resolution 2 carried.

**RESOLUTION 3:
THE PROPOSED
WHITEWASH
RESOLUTION**

8.1 The Chairman informed the Unitholders that pursuant to the waiver from the Securities Industry Council in relation to the Proposed Whitewash Resolution, OHI and its concert parties are required to abstain from voting on Resolution 3.

8.2 The motion in respect of Resolution 3 was duly proposed.

**RESULTS OF THE POLL
ON RESOLUTION 3**

8.3 The results of the poll on Resolution 3 were as follows:

Total number of Units represented by votes for and against the resolution	For		Against	
	No. of Units	%	No. of Units	%
368,023,453	360,979,972	98.09	7,043,481	1.91

By a majority of votes received in favour of Resolution 3, the Chairman declared Resolution 3 carried.

**RESOLUTION 4:
THE PROPOSED
SETTLEMENT, AS AN
INTERESTED PERSON
TRANSACTION**

9.1 The Chairman informed the Unitholders that Dr Stephen Riady and Mr James Tjahaja Riady, are each regarded as the controlling unitholders of First REIT and controlling shareholders of the Manager under both the Listing Manual and the Property Funds Appendix.

Further, given that PT Saputra Karya, a company in which Dr Stephen Riady and Mr James Tjahaja Riady each has an interest of 30% or more, will enter into each of the Settlement Agreements under the Proposed Settlement, each of Dr Stephen Riady and Mr James Tjahaja Riady and their associates (including OUE, OUE LH and the Manager) would abstain from voting on Resolution 4.

9.2 For purposes of good corporate governance, the non-independent Directors, Mr Christopher James Williams, the Chairman and Non-Independent Non-Executive Director of the Manager, Mr Tan Kok Mian Victor, the Executive Director and Chief Executive Officer of the

FIRST REAL ESTATE INVESTMENT TRUST

Extraordinary General Meeting held via electronic means on 28 January 2022 - Page 8

Manager, and Ms Minny Riady, a Non-Independent Non-Executive Director of the Manager, would abstain from voting on Resolution 4 in respect of any Units held by them.

9.3 The motion in respect of Resolution 4 was duly proposed.

**RESULTS OF THE POLL
ON RESOLUTION 4**

9.4 The results of the poll on Resolution 4 were as follows:

Total number of Units represented by votes for and against the resolution	For		Against	
	No. of Units	%	No. of Units	%
369,753,413	364,095,351	98.47	5,658,062	1.53

By a majority of votes received in favour of Resolution 4, the Chairman declared Resolution 4 carried.

**CONCLUSION OF THE
MEETING**

10.1 The Chairman thanked the Unitholders for their attendance and support, and declared the Meeting closed at 11:25 a.m..

Confirmed as true record of proceedings held

Chairman
Chan Pengee Adrian



First REIT

Extraordinary General Meeting

28 January 2022

Disclosure

This presentation has been prepared by First REIT Management Limited (formerly known as Bowsprit Capital Corporation Limited), in its capacity as the manager of First Real Estate Investment Trust (“First REIT” and as manager of First REIT, the “Manager”).

Investors have no right to request the Manager to redeem their units in First REIT (the “Units”) while the Units are listed. It is intended that holders of Units (“Unitholders”) may only deal in their Units through trading on the Singapore Exchange Securities Trading Limited (the “SGX-ST”). Listing of the Units on the SGX-ST does not guarantee a liquid market for the Units.

The value of Units and the income from them may fall as well as rise. Units are not obligations of, deposits in, or guaranteed by, the Manager or any of its affiliates. An investment in Units is subject to investment risks, including the possible loss of the principal amount invested.

This presentation may contain forward-looking statements that involve assumptions, risks and uncertainties based on the Manager’s current view of future events. Actual future performance, outcomes and results may differ materially from those expressed in forward-looking statements as a result of risks, uncertainties and assumptions – representative examples include, without limitation, general economic and industry conditions, interest rate trends, cost of capital, capital availability, shifts in expected levels of property rental income, change in operating expenses, property expenses and government and public policy changes and continued availability of financing in the amounts and the terms necessary to support future business. You are cautioned not to place undue reliance on these forward-looking statements, which are based on the Manager’s current view of future events.

The past performance of First REIT is not necessarily indicative of the future performance of First REIT.

This presentation is qualified in its entirety by, and should be read in conjunction with, the full text of the circular to Unitholders dated 6 January 2022 (the “Circular”). Capitalised terms used herein, unless otherwise defined, shall have the meanings ascribed to them in the Circular.

Agenda

- 1 Overview of First REIT 2.0 Growth Strategy**
 - 2 Overview of Proposed Transactions**
 - 3 Rationale for the Proposed Transactions**
 - 4 Summing up**
-



1



OVERVIEW OF FIRST REIT 2.0 GROWTH STRATEGY

Hikari Heights Varus Fujino

240-1 and other lots, Fujino 3jo 11-chome, Minamiku, Sapporo City, Hokkaido Prefecture

Restructured, recapitalised, repositioned for sustainable future growth

With YOUR Support and Support from Our Sponsors...

... We Have Improved Unit Price and Returns for Investors to date since 1 January 2021

- ✓ Restructuring of Hospital Master Leases
- ✓ Extension of Hospital Master Leases by 5.2 years
- ✓ Sponsor Led S\$158mm Recapitalisation of First REIT
- ✓ Leveraging on Sponsor Network for S\$260mm Debt Refinancing

OUE

OUE LIPPO
Healthcare



Source: FactSet (as of 18 January 2022)

(1) Refers to Total Shareholder Returns; based on compound total return with dividends assumed to be reinvested on the exdate

(2) Based on share price of S\$0.214 as at 1 January 2021 and S\$0.305 as at 18 January 2022.

First REIT 2.0 Growth Strategy

RESTRUCTURED

REFRESHED

READY TO GROW



Diversify into Developed Markets

Reduce geographical and tenant concentration risk; target to reduce Indonesia assets to <50% of portfolio in 3-5 years



Reshape Portfolio For Capital Efficient Growth

Recycle capital from non-core, non-healthcare assets



Strengthen Capital Structure to Remain Resilient

Diversify funding sources and continue to optimise financial position



Continue to Pivot to Ride Megatrends

Environmental, Social and Governance (“ESG”), ageing population demographics and growth drivers

PROPOSED ACQUISITION & PROPOSED SETTLEMENT ARE FIRST STEPS TO EXECUTING GROWTH



2

OVERVIEW OF PROPOSED TRANSACTIONS

Hikari Heights Varus Tsukisamu Koen

25 and other lots, Misono 9jo 8-chome, Toyohiraku, Sapporo City, Hokkaido Prefecture

What are the Proposed Transactions?

The Proposed Acquisition

consisting of Resolutions:

- 1 the Proposed Acquisition of 12 nursing homes located in Japan, as an interested person transaction;
- 2 the proposed issue of 431,147,541 new Units as partial consideration for the Proposed Acquisition of 12 nursing homes located in Japan; and
- 3 the proposed Whitewash Resolution

The Proposed Settlement

consisting of Resolution:

- 4 the Proposed Settlement in respect of the terminated development works adjacent to Siloam Hospitals Surabaya, as an interested person transaction

What are the assets being acquired in the Proposed Acquisition?

JAPAN NURSING HOMES PORTFOLIO

12

Properties

100.0%

Occupancy Rate¹

JPY24.213bn

Agreed Purchase Price²

90,989 sq m

Gross Floor Area (*GFA*)³

JPY24.926bn

Appraised Value⁴

22 years

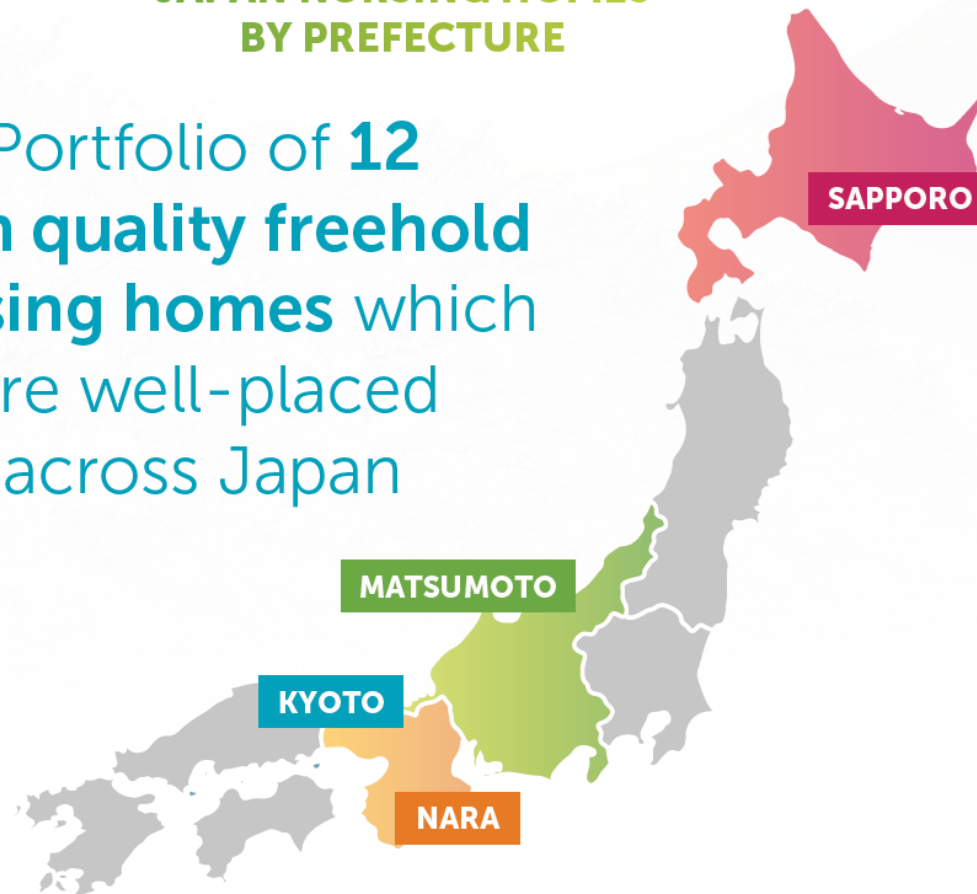
Weighted Average Lease Expiry
(*WALE*)⁵

1,451

Rooms

JAPAN NURSING HOMES BY PREFECTURE

Portfolio of **12** high quality freehold nursing homes which are well-placed across Japan



Sapporo City, Hokkaido (7 assets)



18.2bn
VALUE (JPY)⁴

67,393
SQUARE METERS

Miyazu City, Kyoto (1 asset)



0.9bn
VALUE (JPY)⁴

2,927
SQUARE METERS

Matsumoto City, Nagano (2 assets)



1.8bn
VALUE (JPY)⁴

6,619
SQUARE METERS

Nara City / Kita Katsuragi-gun, Nara (2 assets)



4.0bn
VALUE (JPY)⁴

14,049
SQUARE METERS

(1) The 12 nursing homes in Japan are 100% master-leased to master third party master tenants who are well-established and experienced independent local nursing home operators.

(2) The Agreed Purchase Price for the Japan Nursing Homes, which was negotiated on a willing-buyer and willing-seller basis.

(3) Minor differences due to rounding.

(4) Refers to the aggregate of the averages of the two independent valuations of each Japan Nursing Home by CWKK and CBRE as at 29 October 2021.

(5) As at 30 June 2021, the Japan Nursing Homes had an aggregate WALE of 22 years.

What is the Proposed Settlement?

The Proposed Settlement

This is consequential upon the termination notice served by PT TPI on 29 June 2020 to PT SK to terminate the Development Works Agreement in connection with the development works adjacent to Siloam Hospitals Surabaya.

The Proposed Settlement refers to the proposed full and final settlement of any and all claims which PT TPI may have against PT SK in respect of the Progress Payments, the Interest and the Project Expenses.

The aggregate value of the Proposed Settlement is approximately S\$30.6 million.

What are the benefits to First REIT & Unitholders?

A TRANSFORMATIONAL ACQUISITION OF OUR FIRST JAPAN ASSETS, FUNDED BY DPU-ACCRETIVE PLACEMENT

The Manager believes that the Proposed Acquisition will bring, among others, the following key benefits to Unitholders:

1. Strategic entry into attractive Japan nursing home market with strong demand drivers;
2. Enlarged and diversified portfolio positioned for long-term growth;
3. Proposed Acquisition is distribution per Unit (“DPU”) accretive to Unitholders on a *pro forma* basis

PROPOSED SETTLEMENT IN RESPECT OF TERMINATED DEVELOPMENT WORKS AGREEMENT

The Manager believes that the Proposed Settlement will bring, among others, the following key benefits to Unitholders:

1. Provides finality to the Development Works Agreement;
2. Allows First REIT to receive the Aggregate Settlement Amount in accordance with the rights specified within the Development Works Agreement



3

RATIONALE FOR THE PROPOSED TRANSACTIONS

Hikari Heights Varus Kotoni

8 and other lots, 24ken 4jo 1-chome, Nishi-ku, Sapporo City, Hokkaido Prefecture

Why should I vote in favour of the Proposed Acquisition?

Strategic Entry into Attractive Japan Nursing Home Market with Strong Demand Drivers

One of the Most Rapidly Ageing Countries in the World



By 2040 in Japan

35.3%

of Population with Age >65

85yrs

Average Life Expectancy

Surge in Demand for Nursing Homes

Number of people certified as requiring long-term senior care (Mar '08-'21)

1.5x ↑

Occupancy rate for fee-based nursing homes for the elderly

74%

2002

2019

87%

- 1 Rapidly ageing population driving surge in demand for nursing homes
- 2 Nursing homes are considered essential services in later stages of life
- 3 Inadequate supply of fee-based nursing homes for the elderly
- 4 Limited impact from the COVID-19 pandemic is a testament to the defensiveness and quality of the nursing home market in Japan

Enlarged and diversified portfolio positioned for long-term growth

High-Quality Defensive Portfolio With Strong Operators

The Japan Nursing Homes are 100% master-leased to independent, well-established and experienced local nursing home operators

Highly Defensive Cashflows

Master Tenanted⁽¹⁾

100%
of Leases

Fixed Rent

Annual rent may be revised every two years or three years upon negotiation⁽²⁾

100%
of Leases

Back-Up Operator Clause

100%
of Leases

Source: Independent Market Research Report

(1) Under the terms of each of the Master Lease Agreements, the relevant master lessee is required to pledge to the lessor a rental deposit for an amount equal to six months (in the case of Hikari Heights Varus Ishiyama, Hikari Heights Varus Tsukisamu-Koen, Hikari Heights Varus Fujino, Hikari Heights Varus Kotoni, Hikari Heights Varus Makomanai-Koen, Varus Cuore Yamanote and Varus Cuore Sapporo-Kita & Annex) or four months (in the case of Elysion Gakuenmae, Elysion Mamigaoka & Elysion Mamigaoka Annex, Orchard Amanohashidate, Orchard Kaichi North and Orchard Kaichi West) of the monthly rent payable by the relevant master lessee in accordance with the terms of the relevant Master Lease Agreement.

(2) Under the terms of each of the master lease agreements in respect of the Japan Nursing Homes, the annual rent shall be a fixed amount, save that such annual rent may be revised every two years (in the case of Hikari Heights Varus Ishiyama, Hikari Heights Varus Tsukisamu-Koen, Hikari Heights Varus Fujino, Hikari Heights Varus Kotoni, Hikari Heights Varus Makomanai-Koen, Varus Cuore Yamanote and Varus Cuore Sapporo-Kita & Annex) or three years (in the case of Elysion Gakuenmae, Elysion Mamigaoka & Elysion Mamigaoka Annex, Orchard Amanohashidate, Orchard Kaichi North and Orchard Kaichi West) upon negotiation based on the increase in prices and interest rates. The rent may not be reduced unless certain requirements under Article 32 of the Act on Land and Building Leases are met. Article 32 of the Act on Land and Building Leases states that a lessee may request a future decrease in the rent where the building rent becomes unreasonable, as a result of the increase or decrease in tax and other burden or fall in property price, or fluctuations in other economic areas exist.

(3) As at 29 October 2021.

High Quality Operators



	Safety Life Co., Ltd	Orchard Care Co., Ltd
Japan Nursing Homes	7 in Sapporo	2 in Nagano 1 in Kyoto
Operating Track Record	34 years	7 years
Gross Rent Per Annum⁽³⁾	JPY 1.0bn 72% of Portfolio	JPY 219mm 16% of Portfolio
	<ul style="list-style-type: none"> ✓ Listed on Sapporo Stock Exchange with 320 employees ✓ 2nd largest operator in Sapporo with 9 facilities ✓ High degree of recognition and credibility in Sapporo 	<ul style="list-style-type: none"> ✓ Operates 5 facilities in Nara ✓ Highly experienced and well-regarded nursing home operator in Nara ✓ Operates 5 facilities across Osaka, Kyoto, Nagano and Shizuoka ✓ Well-regarded and profitable nursing home operator

Why should I vote in favour of the Proposed Acquisition?

Enlarged and Diversified Portfolio Positioned for Long-term Growth

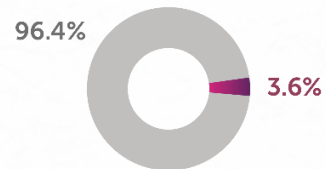
1. High-quality defensive portfolio backed by strong operators

12 freehold assets with a combined GFA of 90,989 sq m and 1,451 rooms. The Japan Nursing Homes which are 100% master-leased to tenants who are well-established and experienced independent local nursing home operators

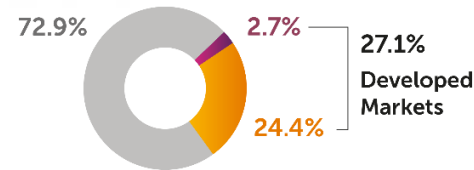
2. Enhance portfolio diversification, enhance 3rd-party tenant diversification, increase proportion of freehold assets

Geographic Diversification by Asset Value¹

Pro Forma 1H2021
Before the Proposed Acquisition



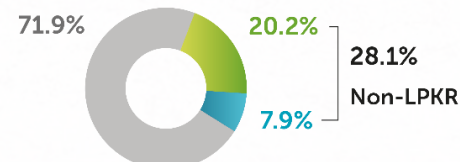
Pro Forma 1H2021
After the Proposed Acquisition



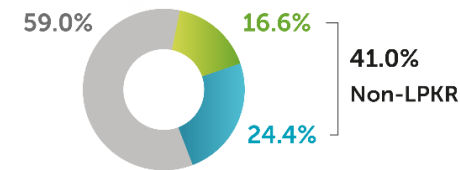
■ Indonesia ■ Singapore ■ Japan

Lease Diversification by Rental Income²

Pro Forma 1H2021
Before the Proposed Acquisition



Pro Forma 1H2021
After the Proposed Acquisition



■ LPKR ■ Siloam ■ 3rd Parties

Land Tenure Enhancement by Asset Value³

Pro Forma 1H2021
Before the Proposed Acquisition



Pro Forma 1H2021
After the Proposed Acquisition



■ Leasehold / BOT ■ Freehold / HGB

Source: Independent Market Research Report

(1) Based on the Agreed Purchase Price for the Japan Nursing Homes as at 29 October 2021 and the value of the existing portfolio of First REIT as at 31 December 2020 (excluding Sarang Hospital) (the "Existing Portfolio") as at 30 June 2021.

(2) Rental income from third parties refers to rental income derived from PT Metropolis Propertindo Utama, tenants of Pacific Healthcare Nursing Home @ Bukit Merah, Pacific Healthcare Nursing Home II @ Bukit Panjang and The Lantor Residence and tenants of the Japan Nursing Homes, but excludes that of Sarang Hospital.

(3) Based on the Agreed Purchase Price for the Japan Nursing Homes as at 29 October 2021 and the value of the Existing Portfolio as at 30 June 2021. Land tenure by value; the two types of property titles in Indonesia are Freehold / Hak Guna Bangunan ("HGB"); and Leasehold / Build, Operate and Transfer ("BOT"), which includes Strata Title on BOT and Normal Title on BOT.

Why should I vote in favour of the Proposed Acquisition?

Enlarged and Diversified Portfolio Positioned for Long-term Growth

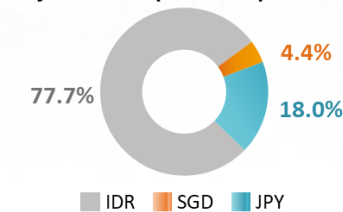
3. Reduced Rental Income Volatility from Exchange Rate Fluctuations

Geographical Diversification by Rental Income⁽¹⁾

Pro Forma 1H2021
Before the Proposed Acquisition



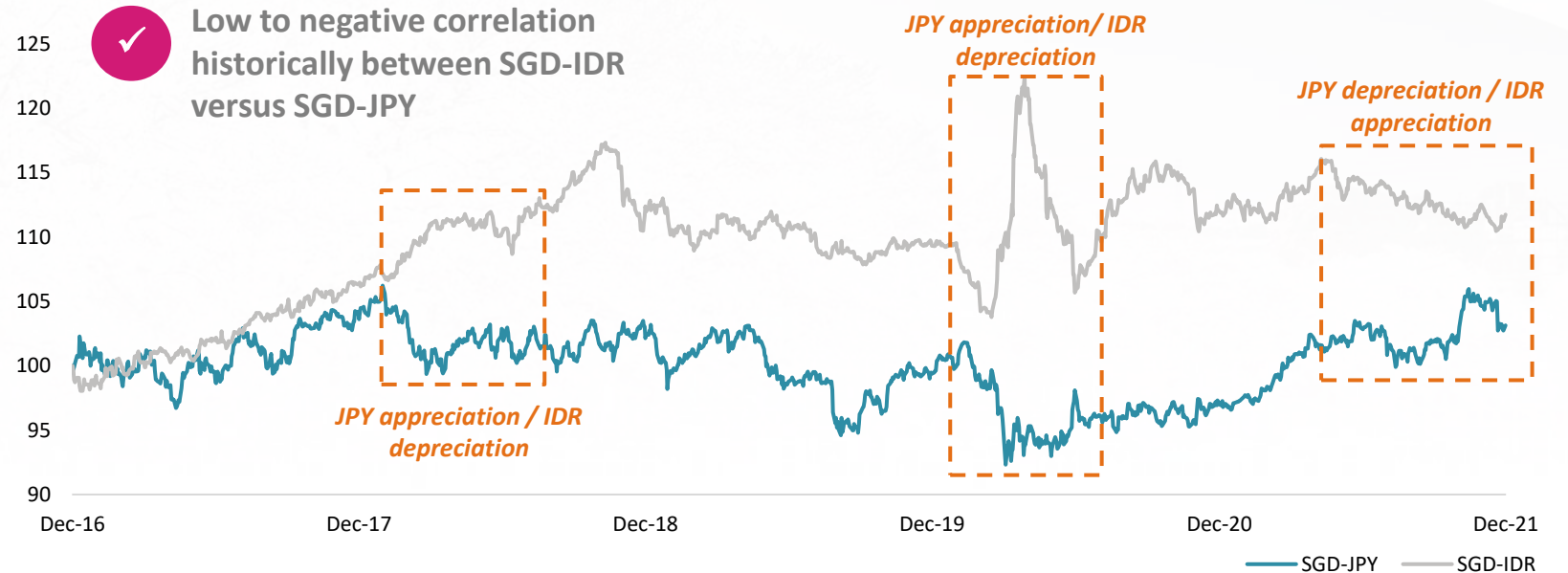
Pro Forma 1H2021
After the Proposed Acquisition



■ IDR ■ SGD ■ JPY

5-year Historical SGD-IDR and SGD-JPY⁽²⁾

Rebased to 100



4. Enlarged Value of First REIT's Deposited Property

Increase by 29.1% from S\$1,016.5 million as at 30 June 2021 to S\$1,312.1 million on a pro forma basis

(1) Based on rental income received as of the first six-month period of the financial year ending 31 December 2021 from 1 January 2021 to 30 June 2021 ("1H2021"); but excluding the rental income from Sarang Hospital.

(2) FactSet (as of 6 December 2021).

Why should I vote in favour of the Proposed Acquisition?

Improved Rental Stability And Weighted Average Lease Expiry

The Proposed Acquisition is expected to provide high income stability and cashflow visibility to First REIT

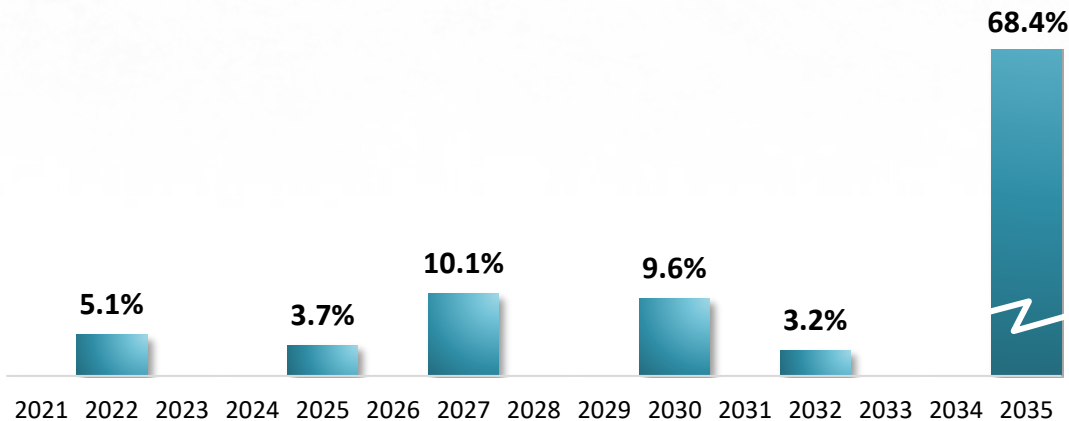
Pro Forma 1H2021 Before the Proposed Acquisition

WALE
By GFA
12.0 years⁽¹⁾

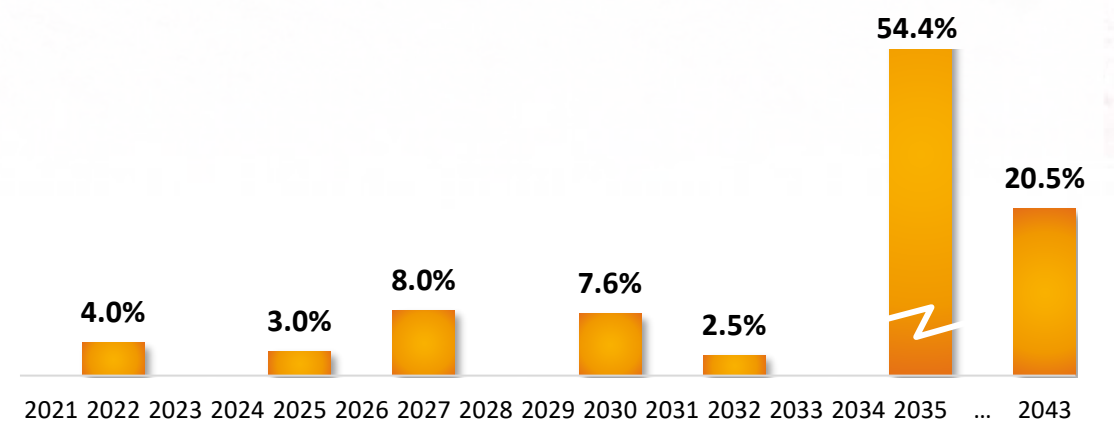
Pro Forma 1H2021 After the Proposed Acquisition

WALE
By GFA
14.0 years⁽¹⁾

Lease Expiry Profile by GFA



Lease Expiry Profile by GFA



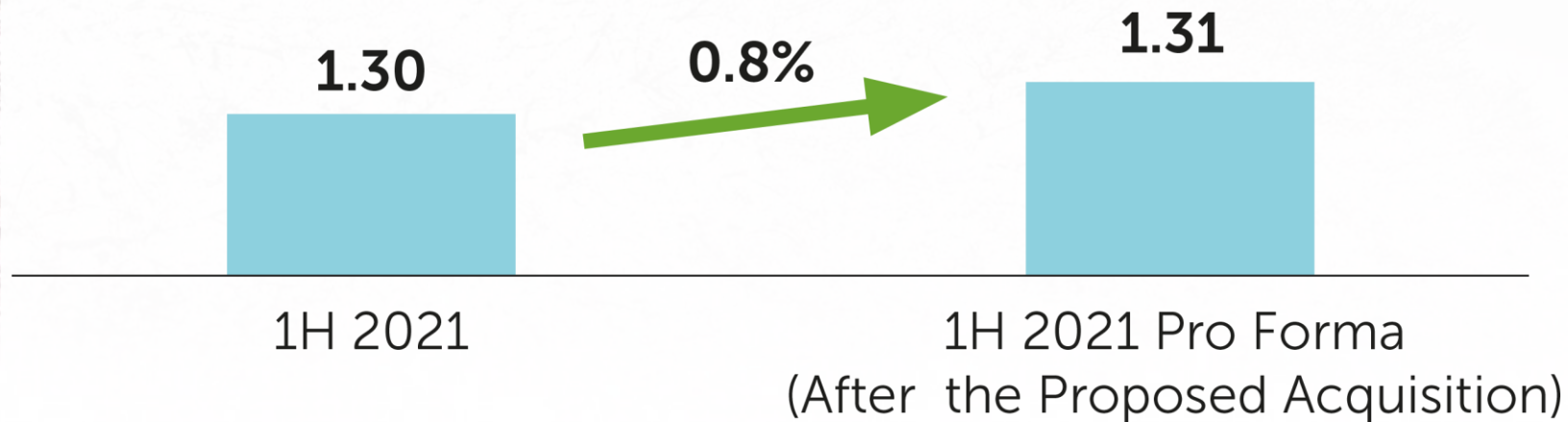
(1) Based on the Existing Portfolio, including the renewed master lease agreement in respect of Imperial Aryaduta Hotel & Country Club as announced on 29 November 2021 and assuming the Japan Nursing Homes were acquired on 30 June 2021.

Why should I vote in favour of the Proposed Acquisition?

Proposed Acquisition is DPU Accretive to Unitholders on a *Pro Forma* basis



Pro Forma 1H2021 DPU (For Illustrative Purposes Only)



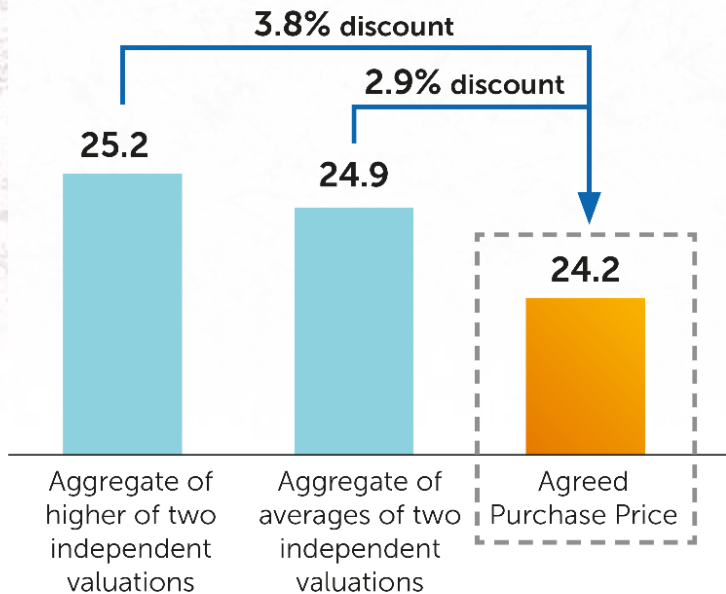
First REIT's 1H 2021 pro forma DPU is expected to increase from 1.30 Singapore cents to 1.31 Singapore cents, translating to a *pro forma* DPU accretion of 0.8%

For the pro forma financial effects of the Proposed Acquisition, please refer to Paragraph 9 of the Letter to Unitholders in the Circular to Unitholders dated 6 January 2022

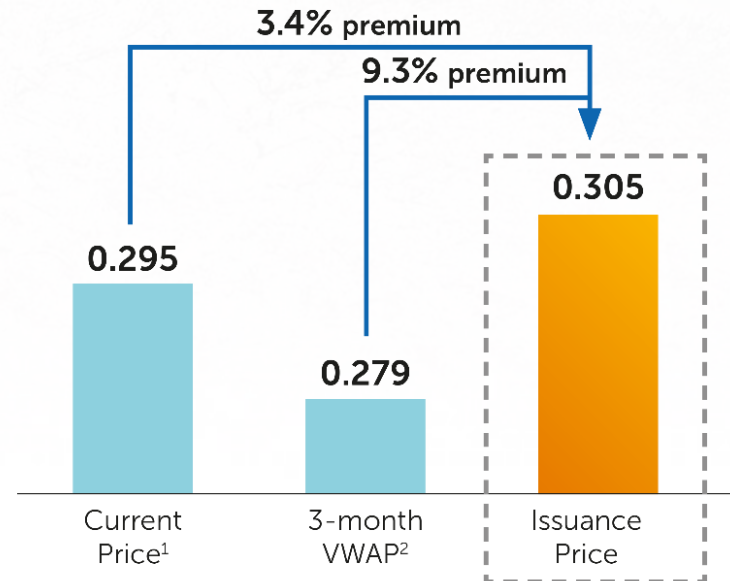
Why should I vote in favour of the Proposed Acquisition?

Consistent with the First REIT 2.0 Strategy and Reflects the Sponsor's Commitment to First REIT

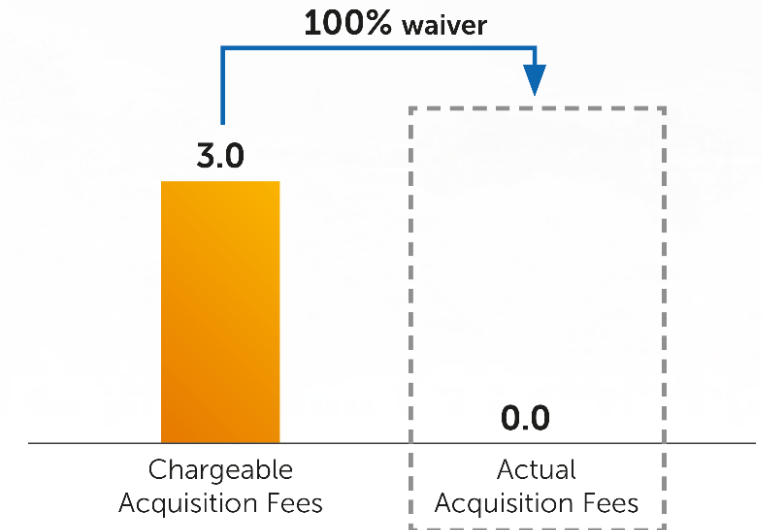
Agreed Purchase Price Discount (JPYbn)



Issuance at a Premium (S\$)



Waiver of Acquisition Fees (S\$m)



(1) Computed based on First REIT's closing price of S\$0.295 as at 6 December 2021.

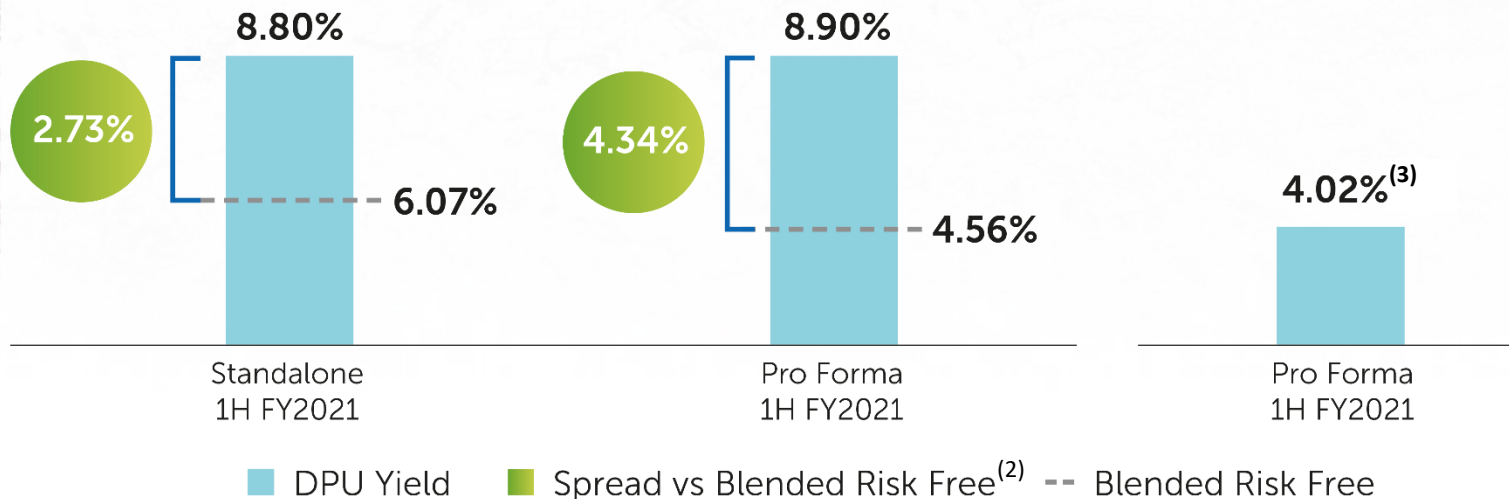
(2) Refers to volume-weighted average price over the preceding 3-month period as of 6 December 2021.

Why should I vote in favour of the Proposed Acquisition?

Positions First REIT Competitively to Peers



S-REIT Peer



1

Attractive entry valuation within healthcare sector of 0.88x Pro Forma P/NAV as at 30 June 2021

2

Attractive annualised 1H 2021 Pro Forma DPU yield of 8.90%⁽¹⁾

3

High-quality portfolio of assets with predominantly freehold / HGB land

4

Potential further capital structure optimisation to reduce cost of debt

(1) Computed based on First REIT's closing price of S\$0.295 as at 6 December 2021.

(2) Computed as DPU Yield over blended risk free spread. Blended risk free spread is computed based on the pro-rata asset contribution from Indonesia (72.3%, Rf: 6.24%), Singapore (2.7%, Rf: 1.68%) and Japan (25.0%, Rf: 0.00475%).

(3) Based on reported Pro Forma financials of S-REIT Peer as at 31 December 2020 with effects of Proposed entry into New Master Lease Agreements for the Singapore Hospitals and Renewal Capex Agreement announced on 14 July 2021. Note that the Renewal Capex Works will take ~3 years to complete.

Why should I vote in favour of the Proposed Settlement?

Rationale for Proposed Settlement

Provides finality to the Development Works Agreement



Allows First REIT to receive the Aggregate Settlement Amount in accordance with the rights specified within the Development Works Agreement

- 1** *Proposed Settlement will strengthen capital structure and allow capital recycling towards higher-growth areas:*

The Manager intends to use the Aggregate Settlement Amount to pare down existing loans and/or for working capital purposes

- 2** *Proposed Settlement provides finality to the terminated project:*

Previously planned works to rejuvenate the mature asset, Siloam Hospitals Surabaya, have been delayed since late 2018

Having concluded studies, the Manager was of the view that re-commencing construction works would not be straightforward and will entail further development risks

What is the view of the Independent Committee, the Audit and Risk Committee and the IFA?

Summary of IFA's Opinion⁽¹⁾:

Stirling Coleman Capital Limited, the Independent Financial Adviser (“IFA”), has advised the independent directors of the Manager (the “**Independent Directors**”) and the audit and risk committee of the Manager (the “**Audit and Risk Committee**”) to **recommend that Unitholders vote in favour of each of the four resolutions to be tabled for approval at the EGM.**

Independent Directors, Audit and Risk Committee view:

Based on the opinion of the IFA and the respective rationales for each of the proposed transactions, the Independent Directors and the Audit and Risk Committee of the Manager recommend that Unitholders **vote in favour of each of the resolutions** to be tabled for approval at the EGM.

*(1) A copy of the letter from the IFA to the Independent Directors, the Audit and Risk Committee and the Trustee containing its advice in full (the “**IFA Letter**”) is set out in Appendix B of the Circular and Unitholders are advised to read the IFA Letter carefully.*



4

SUMMING UP

What are the benefits to First REIT and Unitholders?

POST-PROPOSED ACQUISITION

31 Properties ⁴	72.9% ID ¹ , 2.7% SG ¹ , 24.4% JP ¹ Key Geographical Markets ²	s\$1,312.1m Deposited Property ^{3,5}	444,558 sq m GFA	14.0 years WALE ²
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PRE-PROPOSED ACQUISITION

19 Properties ⁴	96.4% ID ¹ , 3.6% SG ¹ Key Geographical Markets ²	s\$1,016.5m Deposited Property ^{3,5}	353,569 sq m GFA	12.0 years WALE ²
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(1) ID = Indonesia; SG = Singapore; JP = Japan.

(2) As at 30 June 2021, by GFA.

(3) "Deposited Property" refers to the total assets of First REIT, including all its authorized investments held or deemed to be held upon the trust under the Trust Deed.

(4) Excludes Sarang Hospital.

(5) Includes the valuation of Sarang Hospital.

Towards being a pre-eminent Pan-Asian healthcare REIT

After Proposed Acquisition Of 12 Japan Nursing Homes



FIRST REIT
ASIA'S PREMIER HEALTHCARE TRUST

Committed Sponsors
OUE Limited and OUE Lippo Healthcare

2nd LARGEST ASIAN
HEALTHCARE REIT
BY TOTAL ASSETS

S\$1.3^{bn} TOTAL
ASSETS⁽²⁾

31 NO. OF
PROPERTIES⁽³⁾ **444,558** sqm
GFA

3.1% BASE RENT
ESCALATION⁽⁴⁾ **100%** OCCUPANCY
RATE⁽⁵⁾ **14.0** years
WALE
by GFA⁽⁶⁾

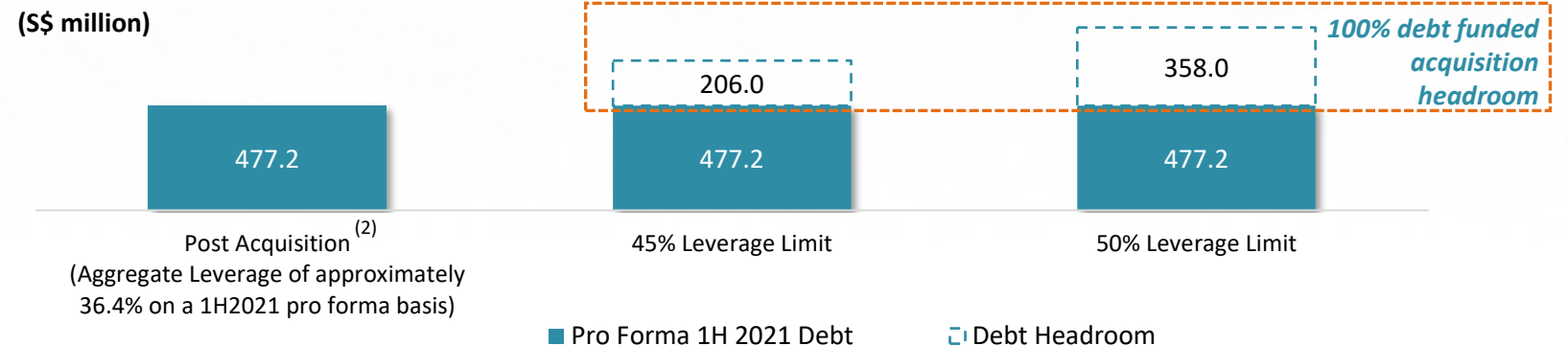
LAND TENURE⁽⁷⁾

89% Freehold / HGB **11%** Leasehold / BOT

Pro Forma 1H2021 After the Proposed Acquisition – Geographical Diversification by Asset Value⁽¹⁾



Debt Headroom Provides Capital for Growth



(1) Based on the Agreed Purchase Price for the Japan Nursing Homes as at 29 October 2021 and the value of the existing portfolio of First REIT as at 31 December 2020 (excluding Sarang Hospital) (the "Existing Portfolio") as at 30 June 2021.

(2) After the Proposed Acquisition of the 12 Japan Nursing Homes, on a 1H2021 pro forma basis.

(3) Excluding Sarang Hospital which was divested in Aug 2021 and including the Japan Nursing Homes.

(4) Blended rent escalation rates by value.

(5) Portfolio is 100% master-leased.

(6) Based on the Existing Portfolio, including the renewed master lease agreement in respect of Imperial Aryaduta Hotel & Country Club as announced on 29 November 2021 and assuming the Japan Nursing Homes were acquired on 30 June 2021.

(7) Based on the Agreed Purchase Price for the Japan Nursing Homes as at 29 October 2021 and the value of the Existing Portfolio as at 30 June 2021. Land tenure by value; the two types of property titles in Indonesia are Freehold / Hak Guna Bangunan ("HGB"); and Leasehold / Build, Operate and Transfer ("BOT"), which includes Strata Title on BOT and Normal Title on BOT.



THANK YOU

Sole Financial Adviser to the Manager for the
Proposed Transactions

BofA SECURITIES 

Independent Financial Adviser to the Independent
Directors and the Audit and Risk Committee of
the Manager and to Perpetual (Asia) Limited (in
its capacity as trustee of First REIT)

 **STIRLING COLEMAN**
施霖高诚

WHO TO CONTACT FOR HELP

If you need further assistance, please contact:

First REIT | ir@first-reit.com



RESPONSES TO SUBSTANTIAL AND RELEVANT QUESTIONS FROM UNITHOLDERS

For further details of the Proposed Transactions, please refer to the Circular to Unitholders dated 6 January 2022 in relation to the Proposed Acquisition, the proposed issue of the Consideration Units, the proposed Whitewash Resolution and the Proposed Settlement. Capitalised terms used herein, unless otherwise defined, shall have the meanings ascribed to them in the Circular.

Questions	Responses
Rationale for the Proposed Acquisition	
1. Why are we buying something that is not yield accretive? 2. Does the Proposed Acquisition contribute to the value of First REIT share value?	<p>The Proposed Acquisition is expected to be DPU accretive on a <i>pro forma</i> basis. Based on the <i>pro forma</i> financial effects for the Proposed Acquisition on the DPU for 1H2021, First REIT's DPU is expected to increase from 1.30 Singapore cents to 1.31 Singapore cents, translating to a <i>pro forma</i> DPU accretion of 0.8%.</p> <p>Please refer to paragraph 9 of the Circular for the <i>pro forma</i> financial effects of the Proposed Acquisition.</p>
3. Shouldn't we be getting more discount from asset/market value from our sponsor? 4. How are the interests of major unitholders aligned with the interests of minority unitholders?	<p>The agreed purchase price for the Japan Nursing Homes, which was negotiated on a willing-buyer and willing-seller basis with reference to the independent valuations by Cushman & Wakefield K.K. and CBRE K.K. (the "Independent Valuers"), is JPY24,213 million (the "Agreed Purchase Price for the Japan Nursing Homes") and is a discount of 2.9% to the aggregate of the averages of the two independent valuations of each Japan Nursing Home¹ of JPY24,926 million as at 29 October 2021.</p> <p>The Proposed Acquisition is aligned with Unitholder interests and as a strong show of support to First REIT, the Sponsor has provided three pillars of support to First REIT in the Proposed Acquisition, which has enabled First REIT to deliver a DPU accretive transaction on a <i>pro forma</i> basis:</p> <ul style="list-style-type: none"> • Agreed Purchase Price Discount: 2.9% (JPY0.7 billion) and 3.8% (JPY1.0 billion) discount to the aggregate of the averages and the higher of the two independent valuations of each Japan Nursing Home respectively; • Equity Issuance at a Premium to Market Price: Approximately 78.3% of the Purchase Consideration or S\$131.5 million will be funded by the issuance of approximately 431 million new Units at a 9.3% premium to First REIT's 3-month VWAP² of S\$0.279; and • Waiver of Acquisition Fees: The Manager has elected to voluntarily waive the acquisition fee which would have been payable to the Manager for the Proposed Acquisition pursuant to the Trust Deed, which fee would otherwise have been approximately S\$3.0 million.

¹ Please refer to the respective tables for each of the Japan Nursing Homes under paragraph 2.1 of the Circular, which sets out a comparison of the Agreed Purchase Price for the Japan Nursing Homes against the two independent valuations in respect of each of the Japan Nursing Homes.

² Refers to Volume-Weighted Average Price over the preceding 3-month period as of 6 December 2021.

Questions	Responses
<p>5. What synergistic plan with is there with the Proposed Acquisition and what timeline are we looking at?</p>	<p>The Proposed Acquisition marks the first steps to execute the Manager’s First REIT 2.0 Growth Strategy, which, among others, targets to diversify into developed markets to reduce geographical and tenant concentration risk.</p> <p>Additionally, the Manager aims to reduce its exposure in Indonesia to less than 50% of its total portfolio within the next three to five years.</p> <p>Assuming Unitholders’ approval is obtained at the upcoming EGM and assuming the successful absorption of the Japan Nursing Homes into First REIT’s portfolio, First REIT will have gained an investment platform comprising 12 high-quality nursing homes within the attractive Japan nursing home market.</p> <p>The Manager will seek to grow its geographical footprint within Japan and will provide an update to Unitholders as and when there are material developments.</p>
<p>6. Will shareholders of First REIT be invited to subscribe to the Consideration Units?</p>	<p>No.</p> <p>Resolution 2 relates to the proposed issue of 431,147,541 new Units as partial consideration for the Proposed JMF Acquisition (the “Consideration Units”) to OLH Healthcare Investments Pte. Ltd. (“OHI”) (being a wholly-owned subsidiary of OUELH), which has been nominated by OUELH as the vendor of the JMF Sale Shares to receive the Consideration Units, as partial consideration for the Proposed JMF Acquisition.</p>
<p>Miscellaneous</p>	
<p>7. Why does the CEO not own any of the REIT shares?</p>	<p>As at 27 December 2021, being the latest practicable date prior to the printing of the Circular, Mr Tan Kok Mian Victor, the Executive Director and Chief Executive Officer of the Manager, held a direct interest in 252,569 Units.</p>
<p>8. Why share price drop from \$0.80? 9. As a company that owns hospitals and homes, there should be great demand from people who contacted the covid-19 that need hospitalization during this pandemic period. But if we look at the share price which drops drastically from say \$1.15/share to the current \$0.31/share and it seems that there is no justification for it. I will be most delighted to know the reasons for such drastic drop in price. Could the board of</p>	<p>Unit price movement is a function of many factors that the Manager has no control over.</p> <p>First REIT has stabilised since 18 May 2021 where the Manager announced the completion of strategic initiatives to restructure, recapitalise and reposition First REIT. The strategic initiatives were carried out following an EGM which was held on 22 January 2021, where Unitholders voted in favour of the tabled resolutions.</p> <p>The Manager has since been able to stabilise the performance of First REIT. The Unit price of First REIT has improved by 43% , from 21.4 Singapore cents as at 1 January 2021 to 30.5 Singapore cents as at 18 January 2022. Similarly, since 1 January 2021, First REIT has delivered</p>

Questions	Responses
<p>directors of First REIT give all its shareholders a clear and detailed explanation.</p>	<p>approximately 59% total returns³ year-to-date, as measured from 1 January 2021 to 30 November 2021.</p> <p>Unitholders may refer to the following links for more information on the restructuring and recapitalisation exercise carried out in early 2021, which has since concluded:</p> <ol style="list-style-type: none"> Announcement dated 29 November 2020 Announcement dated 28 December 2020 Circular dated 28 December 2020 Press release dated 18 May 2021
<p>10. What is the targeted share price in 1 year? 11. Please provide guidance on earnings visibility for next 12 months with an update of business outlook presentation. 12. What is the target revenue for 2022 and 2023?</p>	<p>The Manager is not able to provide a target share price, provide guidance on earnings visibility or target revenues.</p>
<p>13. What are the pipeline assets remaining?</p>	<p>It is too early to comment on pipeline assets from the Sponsor.</p> <p>The Manager has put forth its First REIT 2.0 Growth Strategy and, among other strategic pillars, intends to grow First REIT's portfolio by diversifying into developed markets. This will remain the focus of the Manager in the short to medium term.</p> <p>The interests of the Manager, the Sponsor and Unitholders are aligned and the Manager remains committed to executing the First REIT 2.0 Growth Strategy. Any and all transactions will need to meet the Manager's very clearly defined and stringent investment criteria so as to bring long-term value to Unitholders, with oversight from the Board. Some of which include:</p> <ul style="list-style-type: none"> ○ good quality assets with significant growth potential; ○ strong and financially sound tenants and operators; ○ attractive yields which result in yield accretion; and ○ strategic locations with strong catchment of population. <p>As with all other previous interested party transactions, if there are suitable assets to be acquired by First REIT from the Sponsor, First REIT remains bound by the requirements under the Listing Manual and the Property Funds Appendix.</p> <p>As and when there are material developments on this front, Unitholders will be updated.</p>

- END -

³ Refers to total shareholder returns, based on compound total return with dividends assumed to be re-invested on the exdate.