

INDUSTRIALS REIT LIMITED
(Registered in Guernsey)
(Registration number 64865)
LSE share code: MLI JSE share code: MLI
ISIN: GG00BFWMR296

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FOR IMMEDIATE RELEASE

9 May 2023

RECOMMENDED FINAL* CASH OFFER

of

INDUSTRIALS REIT LIMITED

by

SUSSEX

BIDCO LP (“Bidco”)

(a newly-formed limited partnership indirectly owned by investment funds advised by affiliates of Blackstone Inc. (“Blackstone”))

to be effected by means of a Court-sanctioned scheme of arrangement under Part VIII of the Companies (Guernsey) Law 2008, as amended (the “Companies Law”)

PUBLICATION OF SCHEME DOCUMENT

On 14 April 2023, the boards of Industrials REIT Limited (“**Industrials**”) and Bidco announced that they had reached agreement on the terms of a recommended final* cash offer by Bidco of the entire issued and to be issued share capital of Industrials (the “**Acquisition**”).

The Acquisition is intended to be effected by means of a Court-sanctioned scheme of arrangement under Part VIII of the Companies Law (the “**Scheme**”).

* The financial terms of the Acquisition are final and will not be increased, except that Bidco reserves the right to increase the Final Offer Price where: (i) there is an announcement of a possible offer or a firm intention to make an offer for Industrials by any third party; or (ii) the Panel otherwise provides its consent.

Publication of the Scheme Document

Industrials is pleased to announce that a circular relating to the Scheme (the “**Scheme Document**”) setting out, among other things, a letter from the Chairman of Industrials, the full terms and conditions of the Scheme, an explanatory statement pursuant to Part VIII of the Companies Law, an expected timetable of principal events, a valuation report in respect of Industrials’ property portfolio as at 31 March 2023, notices of the Court Meeting and the General Meeting and details of the action to be taken by Industrials Shareholders and Scheme Shareholders, has been published today on Industrials’ website at www.industrialsreit.com/offer-for-the-business.

Hard copies of the Scheme Document and Forms of Proxy for the Court Meeting and the General Meeting (or, depending on Industrials Shareholders’ communication preferences, an email giving details of the website where the Scheme Document and Forms of Proxy may be accessed) are being sent to Industrials Shareholders where applicable.

Capitalised terms used in this announcement (the “**Announcement**”) shall, unless otherwise defined, have the same meanings as set out in the Scheme Document. All references to times in this Announcement are to London, United Kingdom times unless stated otherwise.

Action required

As further detailed in the Scheme Document, in order to become Effective, the Scheme will require, among other things, that the requisite majority of: (i) eligible Scheme Shareholders vote in favour of the Scheme at the Court Meeting; and (ii) eligible Industrials Shareholders vote in favour of the Resolution at the General Meeting.

Notices convening the Court Meeting for 10.00 a.m. on 31 May 2023 and the General Meeting for 10.15 a.m. on 31 May 2023 (or as soon thereafter as the Court Meeting has concluded or been adjourned) to be held at the offices of Bryan Cave Leighton Paisner LLP at Governors House, 5 Laurence Pountney Hill, London, EC4R 0BR, are set out in the Scheme Document.

Any changes to the arrangements for the Court Meeting and the General Meeting will be communicated to Industrials Shareholders before the Industrials Meetings, through Industrials’ website www.industrialsreit.com/investor-information and by announcement through a Regulatory Information Service and via SENS.

Scheme Shareholders and Industrials Shareholders are strongly encouraged to submit proxy appointments and instructions for the Court Meeting and the General Meeting as soon as possible, using any of the methods (by post, online or electronically through CREST, or by contacting your CSDP or broker (as applicable)) set out in the Scheme Document.

It is important that, for the Court Meeting in particular, as many votes as possible are cast so that the Court may be satisfied that there is a fair representation of the opinion of Scheme Shareholders. Therefore, Scheme Shareholders are strongly encouraged to sign and return their Forms of Proxy in accordance with the instructions thereon, or to appoint a proxy through CREST, online or electronically, or, for Scheme Shareholders who hold shares through STRATE and not in their own name, by contacting their CSDP or broker (in each case, if applicable), as soon as possible.

Expected timetable of principal events

The Scheme Document contains an expected timetable of principal events relating to the Scheme, which is also set out in the Appendix to this Announcement.

The Scheme remains conditional on the approval of the requisite majority of eligible Scheme Shareholders voting (in person or by proxy) at the Court Meeting and the requisite majority of eligible Industrials Shareholders voting (in person or by proxy) at the General Meeting. The Scheme is also subject to satisfaction (or, where applicable, waiver) of the other Conditions set out in the Scheme Document, including the approval of the Court. The Scheme is expected to become Effective in June 2023.

Recommendation

The Industrials Directors, who have been so advised by Numis and Eastdil Secured as to the financial terms of the Acquisition, consider the terms of the Acquisition to be fair and reasonable. In providing its advice to the Industrials Directors, Numis and Eastdil Secured have taken into account the commercial assessments of the Industrials Directors. Numis is providing independent financial advice to the Industrials Directors for the purposes of Rule 3 of the Takeover Code.

The Industrials Directors believe that the terms of the Acquisition (including the Scheme) are in the best interests of Industrials Shareholders as a whole and unanimously recommend that Scheme Shareholders vote in favour of the Scheme at the Court Meeting and that Industrials Shareholders vote in favour of the Resolution to be proposed at the General Meeting. The Industrials Directors and certain persons connected to them have irrevocably undertaken to do the same in respect of their own beneficial holdings, in respect of which they control the voting rights amounting to 18,707,810 Industrials Shares representing, in aggregate, approximately 6.3

per cent. of the ordinary share capital of Industrials in issue on 3 May 2023 (being the Latest Practicable Date) excluding shares held as treasury shares.

Scheme Shareholders should carefully read the Scheme Document in its entirety before making a decision with respect to the Scheme.

Shareholder helpline

If you are an Industrials Shareholder on the Guernsey Register and have any queries about this announcement, the Court Meeting, the General Meeting and return of the Forms of Proxy, please contact the Guernsey Registrar on +44 (0) 370 707 4040. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Different charges may apply to calls from mobile telephones. The helpline is open between 8.30 am – 5.30 pm (London time), Monday to Friday excluding public holidays in the United Kingdom. Calls may be recorded and randomly monitored for security and training purposes. The helpline cannot provide advice on the merits of the Acquisition nor give any financial, legal or tax advice.

If you are an Industrials Shareholder on the South African Register and have any queries about this announcement, the Court Meeting or the General Meeting or on the completion and return of the Forms of Proxy, please contact the South African Registrar on +27 (11) 370 5000. Calls are charged at the standard geographic rate and will vary by provider. Calls outside South Africa will be charged at the applicable international rate. Different charges may apply to calls from mobile telephones. The helpline is open between 9.00 am – 5.30 pm (SAST), Monday to Friday excluding public holidays in South Africa. The helpline cannot provide advice on the merits of the Acquisition nor give any financial, legal or tax advice.

Other information

Copies of this announcement and the Scheme Document will be available for viewing on Industrials' website at <https://www.industrialsreit.com/offer-for-the-business/> by no later than 12.00 p.m. on 10 May 2023, being the Business Day following the date of publication of the Scheme Document, (subject to any applicable restrictions relating to persons resident in Restricted Jurisdictions) up to and including the Effective Date or the date the Scheme lapses or is withdrawn, whichever is earlier.

A copy of the Scheme Document, once published, will be submitted to the National Storage Mechanism and will be available for inspection at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

Enquiries

Industrials	+44 20 3918 6600
Paul Arenson	
Julian Carey	
James Beaumont	
Numis (Joint Financial Adviser and Corporate Broker to Industrials)	+44 20 7260 1000
Hugh Jonathan	
Stuart Ord	
Eastdil Secured (Joint Financial Adviser to Industrials)	+44 20 7074 4950
Max von Hurter	
Tomas Ribeiro	

Brunswick Group (PR Adviser to Blackstone and Bidco) +44 20 7404 5959

Azadeh Varzi

Peter Hesse

FTI Consulting (Financial PR Adviser to Industrials) +44 20 3727 1000

Richard Sunderland

Richard Gotla

Blackstone/Bidco +44 75 5367 3528

Dafina Grapci-Penney

Rothschild & Co (Lead Financial Adviser to Blackstone and Bidco) + 44 20 7280 5000

Alex Midgen

Sam Green

Jake Shackelford

RBC Capital Markets (Financial Adviser to Blackstone and Bidco) +44 207 653 4000

Charlie Foster

Paul Lim

Nik Ingstrup

Simpson Thacher & Bartlett LLP is retained as legal adviser to Blackstone and Bidco. Bryan Cave Leighton Paisner LLP is retained as legal adviser to Industrials.

Java Capital is acting as JSE sponsor to Industrials.

APPENDIX

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

All times in this announcement are London times, unless otherwise stated.

EVENT	TIME AND/OR DATE
Record date for Industrials Shareholders on the Guernsey Register and the South African Register for the purposes of the despatch of the Scheme document	Thursday 4 May 2023
Despatch of the Scheme document and announcement on a Regulatory Information Service and SENS	Tuesday 9 May 2023
Last day to trade on the JSE in order to be eligible to vote at the Court Meeting	Tuesday 23 May 2023
Last day to trade on the LSE in order to be eligible to vote at the Court Meeting	Wednesday 24 May 2023

Latest time for lodging Forms of Proxy for the:	
Court Meeting (pink form and yellow form)	10.00 am (11.00 am SAST) on Friday 26 May 2023 ⁽¹⁾
General Meeting (blue form and green form)	10.15 am (11.15 am SAST) on Friday 26 May 2023 ⁽²⁾

Scheme Voting Record Time for the Court Meeting and the General Meeting	6.00 pm (7.00 pm SAST) on Friday 26 May 2023 ⁽³⁾
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Court Meeting	10.00 am (11.00 am SAST) on Wednesday 31 May 2023
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General Meeting	10.15 am (11.15 am SAST) on Wednesday 31 May 2023 ⁽⁴⁾
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Results of the Court Meeting and the General Meeting published on a Regulatory Information Service and SENS	Wednesday 31 May 2023
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No transfers between the Guernsey Register and South African Register can be processed after	Friday 2 June 2023
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The following dates and times associated with the Scheme are subject to change and will depend on, among other things, the date on which the Conditions to the Scheme are satisfied or, if capable of waiver, waived, and the date on which the Court sanctions the Scheme. As at the date of this announcement, the CMA has responded to the CMA Briefing Paper that it has no further questions in relation to the Acquisition and has not otherwise opened an inquiry, or implied that it is still investigating whether to open an inquiry. Provided that the CMA has not opened an inquiry, or implied that it is still investigating whether to open an inquiry by the proposed date of the Court Hearing (set out below) and all other Conditions (with the exception of the sanction of the Scheme by the Court pursuant to the Condition at paragraph 1.3(i) of Part 4 (Conditions and further terms of the Scheme and the Acquisition) of the Scheme Document) are satisfied or waived, Bidco and Industrials propose to proceed with the following dates and times. Bidco is not aware of any fact or circumstance, as at the date of this announcement, that would result in any delay in the satisfaction of the CMA condition set out in paragraph 2(b) of Part 4 (Conditions and further terms of the Scheme and the Acquisition) of the Scheme Document. Should any of these dates change, Industrials will give adequate notice by issuing an announcement through a Regulatory Information Service and SENS, with such announcement being made available on Industrials' website. Further updates and changes to these times will be notified in the same way. See also note (5).

Court Hearing	Tuesday 20 June 2023
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Application for the delisting of shares lodged with the Johannesburg Stock Exchange	Tuesday 20 June 2023
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Announcement of GBP/Rand exchange rate and finalisation announcement in respect of the Scheme to be published on a Regulatory Information Service and on SENS	Tuesday 20 June 2023
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Last day to trade on the Johannesburg Stock Exchange	Tuesday 20 June 2023
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Last day of dealings in, and for registration of transfers of, Industrials Shares on the London Stock Exchange, and disablement of Industrials Shares in CREST Tuesday 20 June 2023

Scheme Record Time 6.00 pm (7.00 pm SAST) on Tuesday 20 June 2023

Dealings in Industrials Shares suspended on the Johannesburg Stock Exchange 9.00 am SAST on Wednesday 21 June 2023

Dealings in Industrials Shares suspended on the London Stock Exchange 7.30 am (8.30 am SAST) on Wednesday 21 June 2023

Effective Date of the Scheme Wednesday 21 June 2023

Cancellation of listing of Industrials Shares on London Stock Exchange By 8.00 am (9.00 am SAST) on Thursday 22 June 2023

Last day for settlement of trades prior to Scheme Record Time on South African Register Friday 23 June 2023

Payment made to Industrials Shareholders on the South African Register Monday 26 June 2023

Delisting of Industrials Shares from the Johannesburg Stock Exchange By 9.00 am SAST on Tuesday 27 June 2023

Latest date for despatch of cheques, electronic payment and/or settlement through CREST to Industrial Shareholders on the Guernsey Register in respect of the Cash Consideration Wednesday 5 July 2023

Long Stop Date⁽⁶⁾ Sunday 31 December 2023

The dates and times given are indicative only and are based on Industrials' current expectations and may be subject to change. If any of the expected times and/or dates above change, the revised times and/or dates will be notified to Industrials Shareholders by announcement through a Regulatory Information Service and SENS, with such announcement being made available on Industrials' website at www.industrialsreit.com.

- (1) *It is requested that pink Forms of Proxy for the Court Meeting (if you hold your Industrials Shares on the Guernsey Register) and yellow Forms of Proxy for the Court Meeting (if you hold your Industrials Shares on the South African Register (i) in certificated form or (ii) through STRATE and in your own name) be lodged at least 48 hours (excluding any part of such 48 hour period falling on a non-Business Day) prior to the time appointed for the Court Meeting. Pink Forms of Proxy not so lodged may be handed to the Chairman of the Court Meeting or emailed to and received by #UKCSBRS.ExternalProxyQueries@computershare.co.uk, while yellow Forms of Proxy not so lodged may be handed to the Chairman of the Court Meeting or emailed to and received by proxy@computershare.co.za, before the start of the Court Meeting and will still be valid. Please see "Action to be taken" in paragraph 17 of Part 2 of the Scheme Document.*
- (2) *Blue Forms of Proxy for the General Meeting (if you hold your Industrials Shares on the Guernsey Register) and green Forms of Proxy for the General Meeting (if you hold your Industrials Shares on the South African Register (i) in certificated form or (ii) through STRATE and in your own name) must be lodged with the Guernsey Registrar or the South African Registrar (as appropriate) at least 48 hours (excluding any part of such 48 hour period falling on a non-Business Day) prior to the time appointed for the General Meeting. Blue Forms of Proxy and green Forms of Proxy may NOT be lodged after this time. Please see "Action to be taken" in paragraph 17 of Part 2 of the Scheme Document.*
- (3) *If either the Court Meeting or the General Meeting is adjourned, the Scheme Voting Record Time for the relevant adjourned Meeting will be 6.00 pm London time on the day which is two Business Days before the date set for such adjourned Meeting.*
- (4) *Or as soon thereafter as the Court Meeting shall have concluded or been adjourned.*

- (5) These dates and times are indicative only and will depend, among other things, upon the date upon which: (i) the Conditions set out in Part 4 of the Scheme document are satisfied or (if applicable) waived; and (ii) the Court sanctions the Scheme. Industrials will give notice of the change(s) by issuing an announcement through a Regulatory Information Service and SENS, with such announcement being made available on Industrials' website at www.industrialsreit.com.
- (6) This is the latest date by which the Scheme may become Effective. However, the Long Stop Date may be extended to such later date as may be agreed between Bidco and Industrials (and, if required, subject to the Panel's consent and approval by the Court).

Important Notices

Numis Securities Limited (“Numis”) which is authorised and regulated in the United Kingdom by the FCA, is acting as the financial adviser and Rule 3 financial adviser to Industrials and no one else in connection with the Acquisition and the matters set out in this announcement and shall not be responsible to anyone other than Industrials for providing the protections afforded to clients of Numis, nor for providing advice in connection with the Acquisition or any matter referred to herein. Neither Numis 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 Numis in connection with this announcement, any statement or other matter or arrangement referred to herein or otherwise. Numis has given, and not withdrawn, its consent to the inclusion in this announcement of the references to its name and the advice it has given to Industrials in the form and context in which they appear.

Eastdil Secured International Limited (“Eastdil Secured”) which is authorised and regulated in the United Kingdom by the FCA, is acting as the financial adviser to Industrials and no one else in connection with the Acquisition and the matters set out in this announcement and shall not be responsible to anyone other than Industrials for providing the protections afforded to clients of Eastdil Secured, nor for providing advice in connection with the Acquisition 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 this announcement, any statement or other matter or arrangement referred to herein or otherwise. Eastdil Secured has given, and not withdrawn, its consent to the inclusion in this announcement of the references to its name and the advice it has given to Industrials in the form and context in which they appear.

Java Capital Trustees and Sponsors Proprietary Limited (“Java Capital”), which is authorised and regulated in South Africa by the JSE, which is licensed as a securities exchange and is regulated by the Financial Sector Conduct Authority and the Prudential Authority of South Africa, is acting as JSE sponsor exclusively for Industrials and for no one else in connection with the matters referred to in this announcement and will not be responsible to anyone other than Industrials for providing the protections afforded to clients of Java Capital, or for providing advice in relation to the contents of, matters referred to in, this announcement or any matter referred to herein. Neither Java Capital 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 Java Capital in connection with this announcement, any statement or other matter or arrangement referred to herein or otherwise. Java Capital has given, and not withdrawn, its consent to the inclusion in this announcement of the references to its name and the advice it has given to Industrials in the form and context in which they appear.

N.M. Rothschild & Sons Limited (“Rothschild & Co”), which is authorised and regulated in the United Kingdom by the FCA, is acting for Blackstone and Bidco and no one else in connection with the matters referred to in this announcement. Rothschild & Co, its affiliates and their respective directors, officers, employees and agents will not regard any other person as their client, nor will they be responsible to anyone other than Blackstone and Bidco for providing the protections afforded to the clients of Rothschild & Co nor for providing advice in relation to the matters referred to in this announcement.

RBC Europe Limited (trading as “RBC Capital Markets”), which is authorised by the PRA and regulated by the FCA and the PRA in the United Kingdom, is acting for Blackstone and Bidco and no one else in connection with the subject matter of this announcement and will not be responsible to anyone other

than Blackstone and Bidco for providing the protections afforded to its clients or for providing advice in connection with the subject matter of this announcement.

Neither the US Securities and Exchange Commission nor any US state securities commission or regulatory authority has reviewed or approved this announcement or the Scheme. Any representation to the contrary is a criminal offence in the United States.

Overseas shareholders

The implications of the Scheme for Overseas Shareholders may be affected by the laws of their relevant jurisdictions. Overseas Shareholders should inform themselves about and observe any applicable legal requirements. It is the responsibility of each Overseas Shareholder to satisfy himself as to the full observance of the laws of the relevant jurisdiction in connection with the Scheme, including the obtaining of any governmental, exchange control or other consents which may be required, or the compliance with other necessary formalities which are required to be observed and the payment of any issue, transfer or other taxes due in such jurisdiction.

This announcement does not constitute an offer to sell or issue or the solicitation of an offer to buy or subscribe for shares in any jurisdiction in which such offer or solicitation is unlawful.

This announcement has been prepared for the purposes of complying with English law, Guernsey law, the Takeover Code, requirements of the Panel, the London Stock Exchange, the Listing Rules, the FCA, the South African Financial Markets Act 19 of 2012 (as amended) and the JSE Listings Requirements and the information disclosed may not be the same as that which would have been disclosed if this announcement had been prepared in accordance with the laws of any other jurisdiction.

Forward-looking statements

This announcement (including information incorporated by reference in this announcement), oral statements made regarding the Acquisition, and other information published by Bidco and Industrials contain certain statements, beliefs or opinions, with respect to the financial condition, results of operations and business of Bidco and Industrials which are, or may be deemed to be, "forward-looking statements" and which are prospective in nature. These forward-looking statements can be identified by the fact that they do not relate only to historical or current facts. These statements are based on assumptions and assessments made by Industrials and/or Bidco, in light of their experience and perception of historical trends, current conditions, future developments and other factors they believe appropriate. By their nature, forward-looking statements involve risk and uncertainty, because they relate to events and depend on circumstances that will occur in the future and the factors described in the context of such forward-looking statements in this announcement could cause actual results and developments to differ materially from those expressed or implied by the forward-looking statements. Although it is believed that the expectations reflected in such forward-looking statements are reasonable, no assurance can be given by Industrials and Bidco that such expectations will prove to have been correct and you are therefore cautioned not to place undue reliance on these forward-looking statements which speak only as at the date of this announcement. Often, but not always, forward-looking statements can be identified by the use of forward-looking words such as "plans", "goals", "hopes", "expects", "is expected", "envisages", "continue", "is subject to", "budget", "scheduled", "estimates", "forecasts", "predicts", "intends", "anticipates", "believes", "targets", "aims", "projects", "future-proofing" or words or terms of similar substance or the negative of such words or terms, as well as variations of such words and phrases or statements that certain actions, events or results "may", "could", "should", "would", "might" or "will" (or words of similar meaning) be taken, occur or be achieved. Such statements are qualified in their entirety by the inherent risks and uncertainties surrounding future expectations. Forward-looking statements may include statements relating to the following: (i) future capital expenditures, expenses, revenues, earnings, synergies, economic performance, indebtedness, financial condition, dividend policy, losses and future prospects; (ii) business and management strategies and the expansion and growth of Bidco's or any member of the Wider Bidco Group's, Industrials' or any member of the Wider Industrials Group's operations; and (iii) the effects of global economic conditions and governmental regulation on Bidco's, any member of the Wider Bidco Group's, Industrials' or any member of the Wider Industrials Group's business.

Such forward-looking statements involve known and unknown risks and uncertainties that could significantly affect expected results and are based on certain key assumptions. Many factors may cause the actual results, performance or achievements of the Wider Bidco Group and/or the Wider Industrials Group to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. These factors include changes in the global, political, economic, business, competitive, market and regulatory forces, future exchange and interest rates, changes in tax rates and future business combinations or disposals. For a discussion of important factors which could cause actual results to differ from forward-looking statements in relation to the Industrials Group, refer to the Annual Report and the audited financial statements of the Industrials Group for the financial year ended 31 March 2022. Each of Bidco and the Industrials Group, and each of their respective members, directors, officers, employees, advisers and persons acting on their behalf expressly disclaims any intention or obligation to update or revise any forward-looking or other statements contained in this announcement, whether as a result of new information, future events or otherwise, except as required by applicable law.

No member of the Wider Industrials Group, nor the Wider Bidco Group, nor any of their respective associates, directors, officers, employees or advisers provides any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statements in this announcement will actually occur.

No member of the Wider Industrials Group, Blackstone, nor the Wider Bidco Group, nor any of their respective associates, directors, officers, employees or advisers assume any obligation and the Wider Industrials Group, Blackstone and the Wider Bidco Group disclaim any intention or obligation to update or correct the information contained in this announcement (whether as a result of new information, future events or otherwise), except as required by applicable law or regulation (including under the Listing Rules and the Disclosure Guidance and Transparency Rules of the FCA).

Except as expressly provided in this announcement, no forward-looking or other statements have been reviewed by the auditors of Industrials, Blackstone or the Wider Bidco Group or their respective financial advisers. All subsequent oral or written forward-looking statements attributable to Industrials or any member of the Wider Bidco Group, or any of their respective associates, directors, officers, employees or advisers, are expressly qualified in their entirety by the cautionary statement above.

No profit forecast, estimate or quantified benefits statements

No statement in this announcement or incorporated by reference into this announcement is intended to constitute a profit forecast, profit estimate or quantified benefits statements for Industrials or Bidco for any period, nor should any statement in this announcement or incorporated by reference into this announcement be interpreted to mean that earnings or earnings per Industrials Share for the current or future financial years would necessarily match or exceed the historical published earnings or earnings per Industrials Share.

Publication on website

A copy of this announcement (together with any document incorporated by reference) and the documents required to be published pursuant to Rule 26 of the Takeover Code will be made available, free of charge, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, on Industrials' website at www.industrialsreit.com by no later than 12 pm London time (1 pm SAST) on the date following the publication of this announcement. Save as expressly referred to in this announcement, neither the contents of Industrials' website, Blackstone's website nor the content of any other website accessible from hyperlinks on such websites is incorporated into, or forms part of, this announcement.

Requesting hard copy documents

In accordance with Rule 30.3 of the Takeover Code, any person entitled to receive a copy of documents, announcements and information relating to the Acquisition is entitled to receive such documents (including information incorporated by reference into such documents by reference to another source) in hard copy form.

Industrials Shareholders recorded on the Guernsey Register may request hard copies of this document by contacting the Guernsey Registrar at c/o The Pavilions, Bridgwater Road, Bristol BS99 6ZY or on +44 (0) 370 707 4040 between 8.30 am and 5.30 pm (London time) Monday to Friday (public holidays excepted). Calls to this number are charged at the applicable international rate. Calls from a mobile device may incur network extras.

Industrials Shareholders recorded on the South African Register may request hard copies of this document by contacting the South African Registrar at Rosebank Towers, 15 Biermann Avenue, Rosebank 2196, South Africa or at Private Bag X9000, Saxonwold, 2132, South Africa or on +27 (11) 370 5000 between 9.00 am and 5.30 pm (SAST) Monday to Friday (public holidays in South Africa excepted). Calls outside South Africa are charged at the applicable international rate. Calls from a mobile device may incur network extras.

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.

Electronic communications

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

Dealing disclosure requirements

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) of the Takeover Code applies must be made by no later than 3.30 pm (London time) on the 10th business day following the commencement of the Offer Period and, if appropriate, by no later than 3.30 pm (London time) on the 10th business day 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, save to the extent that these details have previously been disclosed under Rule 8 of the Takeover Code. A Dealing Disclosure by a person to whom Rule 8.3(b) of the Takeover Code applies must be made by no later than 3.30 pm (London time) on the business day 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, 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.