

Press Release



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18 September 2024

GPE prices new £250 million 7 year Sustainable Bond

Great Portland Estates plc ('GPE') announces the pricing of its first sterling denominated senior unsecured sustainable bond (the 'Bond'). The £250m Bond will have a term of 7 years, will bear interest at a rate of 5.375% and is expected on issue to be rated Baa2 by Moody's Investor Services Ltd.

The Bond was over 5.5x oversubscribed at the peak.

Alongside our unsecured ESG-linked bank facilities, this sustainable Bond further diversifies our debt funding sources and has extended our weighted average debt maturity to over 5.5 years.

The Mandated Joint Bookrunners in relation to the issue of the Bond were NatWest Markets and Santander, with Lloyds Bank and Bank of China acting as Passive Joint Bookrunners. NatWest acted as Sole Sustainability Structuring Co-ordinator and Lazard acted as GPE's financial adviser on the transaction.

Nick Sanderson, CF&OO commented, "We are delighted with the robust demand for our debut Sustainable Sterling Bond, demonstrating the strong investor support for the ambition of our strategy and central London focused business model. The Bond will help fund the development of our best-in-class schemes and form part of our pathway to becoming net zero by 2040. When combined with our recent successful rights issue to take advantage of our significant pipeline of acquisition opportunities, we are well positioned to accelerate our growth into increasingly favourable market conditions."

Great Portland Estates plc

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Important notice:

No action has been taken by GPE, the Mandated Joint Bookrunners, the Passive Joint Bookrunners (together, the “**Bookrunners**”) or any of their respective affiliates that would permit an offering of the Bonds (the “**offering**”) in any jurisdiction where action for that purpose is required. This announcement is for information purposes only and is not intended to constitute, and should not be construed as, an offer to sell or issue, or a solicitation of any offer to purchase, subscribe for or otherwise acquire, the Bonds in the United States, Canada, South Africa and Japan, or in any other jurisdiction where such offer or sale would be unlawful. Persons into whose possession this announcement comes are required by GPE and the Bookrunners to inform themselves about, and to observe, any such restrictions.

In connection with the offering of the Bonds, a prospectus for the purposes of the Prospectus Regulation (as defined below) is not required to be published pursuant to the Prospectus Regulation.

This announcement is not for distribution, directly or indirectly in or into the United States. The Bonds described in this announcement have not been and will not be registered in the United States under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”), and may not be offered or sold in the United States, absent registration or exemption from registration under the Securities Act. There will be no public offer of the Bonds in the United States or in any other jurisdiction. The Bonds are being offered and sold outside the United States in reliance on Regulation S (as defined in the Securities Act). This announcement is not an offer to sell Bonds or the solicitation of any offer to buy Bonds, nor shall there be any offer of Bonds in any jurisdiction in which such offer or sale would be unlawful.

This announcement and the offering when made are only addressed to, and directed in, the United Kingdom (the “**UK**”) and member states of the European Economic Area (the “**EEA**”) at persons who are “qualified investors” within the meaning of the Prospectus Regulation (“**qualified investors**”). Each person in a member state or in the UK who initially acquires any Bonds or to whom any offer of Bonds may be made and, to the extent applicable, any funds on behalf of which such person is acquiring the Bonds that are located in a member state of the EEA or in the UK will be deemed to have represented, acknowledged and agreed that it is a qualified investor. For these purposes, the expression “**Prospectus Regulation**” means Regulation (EU) 2017/1129 and Regulation (EU) 2017/1129 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018, as amended (the “**EUWA**”).

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on Markets in Financial Instruments, as amended (“**MiFID II**”); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures in the EEA; (d) Regulation (EU) No 600/2014 as it forms part of UK domestic law by virtue of the EUWA (“**UK MiFIR**”); and (e) the FCA Handbook Product Intervention and Product Governance Sourcebook (together, the “**Product Governance Requirements**”), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any “manufacturer” (for the purposes of the Product Governance Requirements) may otherwise have with respect thereto, the Bonds have been subject to a product approval process, which has determined that: (i) the target market for the Bonds is (a) in the EEA, eligible counterparties and professional clients only, each as defined in MiFID II and (b) in the UK, eligible counterparties (as defined in the FCA Handbook Conduct of Business Sourcebook) and professional clients (as defined in UK MiFIR); and (ii) all channels for distribution of the Bonds to eligible counterparties and professional clients are appropriate. any person subsequently offering, selling or recommending the Bonds (a “**distributor**”) should take into consideration the manufacturer’s target market assessment; however, a distributor subject to MiFID II or the FCA Handbook Product Intervention and Product Governance Sourcebook is responsible for undertaking its own target market assessment in respect of the Bonds (by either adopting or refining the manufacturer’s target market assessment) and determining appropriate distribution channels.

The Bonds are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the EEA or the UK. For these purposes, a “**retail investor**” means (a) in the EEA, a person who is one (or more) of: (i) a retail client as defined in point (11) of article 4(1) of MiFID II; or (ii) a customer within the meaning of Directive (EU) 2016/97, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II and (b) in the UK, a person who is one (or more) of (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of UK domestic law by virtue of the EUWA or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the “**FSMA**”) and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) no 600/2014 as it forms part of UK domestic law by virtue of the EUWA.

Consequently, no key information document required by Regulation (EU) no 1286/2014, as amended (the “**PRIIPs Regulation**”) or the PRIIPs Regulation as it forms part of UK domestic law by virtue of the EUWA (the “**UK PRIIPs Regulation**”) for offering or selling the Bonds or otherwise making them available to retail investors in the EEA or the UK has been prepared and therefore offering or selling the Bonds or otherwise making them available to any retail investor in the EEA or the UK may be unlawful under the PRIIPs Regulation and/or the UK PRIIPs Regulation.

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In addition, in the UK this announcement is being distributed only to, and is directed only at, qualified investors (i) who have professional experience in matters relating to investments falling within article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “**Order**”) and qualified investors falling within article 49(2)(a) to (e) of the Order, and (ii) to whom it may otherwise lawfully be communicated (all such persons together being referred to as “relevant persons”). This announcement must not be acted on or relied on (i) in the UK, by persons who are not relevant persons, and (ii) in any member state of the EEA, by persons who are not qualified investors. any investment or investment activity to which this announcement relates is available only to (a) relevant persons in the UK and will be engaged in only with relevant persons in the UK and (b) qualified investors in member states of the EEA.

An investment in the Bonds includes a significant degree of risk. Any decision to purchase any of the Bonds should only be made on the basis of the information included in the Admission Particulars to be published by GPE in due course in connection with the listing of the Bonds on the London Stock Exchange’s International Securities Market (the “**Admission Particulars**”). Copies of the Admission Particulars will, following publication, be available on the website of GPE. Neither the Bookrunners nor any of their respective affiliates accept any liability arising from the use of, or make any representation as to the accuracy or completeness of, the Admission Particulars.

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