

SECURITIES AND FUTURES ACT (CAP. 289)  
SECURITIES AND FUTURES (DISCLOSURE OF INTERESTS)  
REGULATIONS 2012

**NOTIFICATION FORM FOR SUBSTANTIAL SHAREHOLDER(S)/  
UNITHOLDER(S) IN RESPECT OF INTERESTS IN SECURITIES**

FORM

**3**

(Electronic Format)

Explanatory Notes

1. Please read the explanatory notes carefully before completing the notification form.
2. This form is for a Substantial Shareholder(s)/Unitholder(s) to give notice under section 135, 136, 137, 137J (as applicable to sections 135, 136 and 137) or 137U (as applicable to sections 135, 136 and 137) of the Securities and Futures Act (the "SFA").
3. This electronic Form 3 and a separate Form C, containing the particulars and contact details of the Substantial Shareholder(s)/Unitholder(s), must be completed by the Substantial Shareholder(s)/Unitholder(s) or a person duly authorised by the Substantial Shareholder(s)/Unitholder(s) to do so. The person so authorised should maintain records of information furnished to him by the Substantial Shareholder(s)/Unitholder(s).
4. This form and Form C, are to be completed electronically and sent to the Listed Issuer via an electronic medium such as an e-mail attachment. The Listed Issuer will attach both forms to the prescribed SGXNet announcement template for dissemination as required under section 137G(1), 137R(1) or 137ZC(1) of the SFA, as the case may be. While Form C will be attached to the announcement template, it will not be disseminated to the public and is made available only to the Monetary Authority of Singapore (the "Authority").
5. Where a transaction results in similar notifiable obligations on the part of more than one Substantial Shareholder/Unitholder, all of these Substantial Shareholders/Unitholders may give notice using the same notification form.
6. A single form may be used by a Substantial Shareholder/Unitholder for more than one transaction resulting in notifiable obligations which occur within the same notifiable period (i.e. within two business days of becoming aware of the earliest transaction). There must be no netting-off of two or more notifiable transactions even if they occur within the same day.
7. All applicable parts of the notification form must be completed. If there is insufficient space for your answers, please include attachment(s) by clicking the paper clip icon on the bottom left-hand corner or in item 11 of Part II or item 10 of Part III. The total file size for all attachment(s) should not exceed 1MB.
8. Except for item 5 of Part II and item 1 of Part IV, please select only one option from the relevant check boxes.
9. Please note that submission of any false or misleading information is an offence under Part VII of the SFA.
10. In this form, the term "Listed Issuer" refers to -
  - (a) a company incorporated in Singapore any or all of the shares in which are listed for quotation on the official list of a securities exchange;
  - (b) a corporation (not being a company incorporated in Singapore, or a collective investment scheme constituted as a corporation) any or all of the shares in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing;

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- (c) a registered business trust (as defined in the Business Trusts Act (Cap. 31A)) any or all of the units in which are listed for quotation on the official list of a securities exchange;
  - (d) a recognised business trust any or all of the units in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing; or
  - (e) a collective investment scheme that is a trust, that invests primarily in real estate and real estate-related assets specified by the Authority in the Code on Collective Investment Schemes, and any or all the units in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing ("Real Estate Investment Trust").
11. For further instructions and guidance on how to complete this notification form, please refer to section 7 of the User Guide on Electronic Notification Forms which can be accessed at the Authority's Internet website at <http://www.mas.gov.sg> (under "Regulations and Financial Stability", "Regulations, Guidance and Licensing", "Securities, Futures and Fund Management", "Forms", "Disclosure of Interests").

## Part I - General

1. Name of Listed Issuer:

Prime US REIT

2. Type of Listed Issuer:

- Company/Corporation  
 Registered/Recognised Business Trust  
 Real Estate Investment Trust

Name of Trustee-Manager/Responsible Person:

KBS US Prime Property Management Pte. Ltd.

3. Is more than one Substantial Shareholder/Unitholder giving notice in this form?

- No (*Please proceed to complete Part II*)  
 Yes (*Please proceed to complete Parts III & IV*)

4. Date of notification to Listed Issuer:

23-Jul-2019

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## Part III - Substantial Shareholder(s)/Unitholder(s) Details

*[To be used for multiple Substantial Shareholders/Unitholders to give notice]*

Substantial Shareholder/Unitholder **A**



Delete This Part III Substantial Shareholder/Unitholder

1. Name of Substantial Shareholder/Unitholder:

Linda Bren 2017 Trust

2. Is Substantial Shareholder/Unitholder a fund manager or a person whose interest in the securities of the Listed Issuer are held solely through fund manager(s)?

- Yes  
 No

3. Notification in respect of:

- Becoming a Substantial Shareholder/Unitholder  
 Change in the percentage level of interest while still remaining a Substantial Shareholder/Unitholder  
 Ceasing to be a Substantial Shareholder/Unitholder

4. Date of acquisition of or change in interest:

19-Jul-2019

5. Date on which Substantial Shareholder/Unitholder became aware of the acquisition of, or the change in, interest (if different from item 4 above, please specify the date):

19-Jul-2019

6. Explanation (if the date of becoming aware is different from the date of acquisition of, or the change in, interest):

N.A.

7. Quantum of total voting shares/units (including voting shares/units underlying rights/options/warrants/convertible debentures {conversion price known}) held by Substantial Shareholder/Unitholder before and after the transaction:

<i>Immediately before the transaction</i>	<i>Direct Interest</i>	<i>Deemed Interest</i>	<i>Total</i>
No. of voting shares/units held and/or underlying the rights/options/warrants/convertible debentures:	0	1	1
As a percentage of total no. of voting shares/units:	0	100	100
<i>Immediately after the transaction</i>	<i>Direct Interest</i>	<i>Deemed Interest</i>	<i>Total</i>
No. of voting shares/units held and/or underlying the rights/options/warrants/convertible debentures :	11,362,500	20,681,001	32,043,501
As a percentage of total no. of voting shares/units:	1.3	2.2	3.5

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8. Circumstances giving rise to deemed interests (if the interest is such):

[You may attach a chart in item 10 to illustrate how the Substantial Shareholder/Unitholder's deemed interest arises]

P Bren KAP I, LLC holds a 33 1/3% interest in KBS Asia Partners Pte. Ltd. which in turn owns a 60% interest in KBS US Prime Property Management Pte. Ltd.. Linda Bren 2017 Trust wholly-owns P Bren KAP I, LLC. Accordingly, Linda Bren 2017 Trust is deemed interested in KBS Asia Partners Pte. Ltd.'s and KBS US Prime Property Management Pte. Ltd.'s direct interests in Prime US REIT. KBS Asia Partners Pte. Ltd. directly holds 20,681,000 units in Prime US REIT. KBS US Prime Property Management Pte. Ltd. was issued one unit in Prime US REIT prior to the initial public offering of Prime US REIT (the "Offering").

Further, as stated in the prospectus of Prime US REIT, concurrently with but separate from the Offering, Linda Bren 2017 Trust has subscribed for 5,681,500 Units pursuant to a subscription agreement dated 27 June 2019 with the manager of Prime US REIT, and received 5,681,500 Units. Linda Bren 2017 Trust has also been allotted 5,681,000 Units under the placement tranche.

9. Relationship between the Substantial Shareholders/Unitholders giving notice in this form:

[You may attach a chart in item 10 to show the relationship between the Substantial Shareholders/Unitholders]

Linda Bren is the sole beneficiary of Linda Bren 2017 Trust.

10. Attachments (if any):



(The total file size for all attachment(s) should not exceed 1MB.)

11. If this is a replacement of an earlier notification, please provide:

(a) SGXNet announcement reference of the **first** notification which was announced on SGXNet (the "Initial Announcement"):

(b) Date of the Initial Announcement:

(c) 15-digit transaction reference number of the relevant transaction in the Form 3 which was attached in the Initial Announcement:

12. Remarks (if any):

KBS US Prime Property Management Pte. Ltd. was issued one unit in Prime US REIT prior to the Offering. Immediately after the completion of the Offering, there were 923,864,000 outstanding Units.

DBS Bank Ltd. is the sole financial adviser and issue manager for the Offering. DBS Bank Ltd. and Merrill Lynch (Singapore) Pte. Ltd. are the joint global coordinators for the Offering. DBS Bank Ltd., Merrill Lynch (Singapore) Pte. Ltd., China International Capital Corporation (Singapore) Pte. Limited, Credit Suisse (Singapore) Limited, Maybank Kim Eng Securities Pte. Ltd. and Oversea-Chinese Banking Corporation Limited are the joint bookrunners and underwriters for the Offering.

Substantial Shareholder/Unitholder B



Delete This Part III Substantial Shareholder/Unitholder

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1. Name of Substantial Shareholder/Unitholder:

Linda Bren

2. Is Substantial Shareholder/Unitholder a fund manager or a person whose interest in the securities of the Listed Issuer are held solely through fund manager(s)?

Yes

No

3. Notification in respect of:

Becoming a Substantial Shareholder/Unitholder

Change in the percentage level of interest while still remaining a Substantial Shareholder/Unitholder

Ceasing to be a Substantial Shareholder/Unitholder

4. Date of acquisition of or change in interest:

19-Jul-2019

5. Date on which Substantial Shareholder/Unitholder became aware of the acquisition of, or the change in, interest ⓘ (if different from item 4 above, please specify the date):

19-Jul-2019

6. Explanation (if the date of becoming aware is different from the date of acquisition of, or the change in, interest):

N.A.

7. Quantum of total voting shares/units (including voting shares/units underlying rights/options/warrants/convertible debentures {conversion price known}) held by Substantial Shareholder/Unitholder before and after the transaction:

<i>Immediately before the transaction</i>	<i>Direct Interest</i>	<i>Deemed Interest</i>	<i>Total</i>
No. of voting shares/units held and/or underlying the rights/options/warrants/convertible debentures:	0	1	1
As a percentage of total no. of voting shares/units: ⓘ	0	100	100
<i>Immediately after the transaction</i>	<i>Direct Interest</i>	<i>Deemed Interest</i>	<i>Total</i>
No. of voting shares/units held and/or underlying the rights/options/warrants/convertible debentures :	0	32,043,501	32,043,501
As a percentage of total no. of voting shares/units: ⓘ	0	3.5	3.5

8. Circumstances giving rise to deemed interests (if the interest is such):

[You may attach a chart in item 10 to illustrate how the Substantial Shareholder/Unitholder's deemed interest arises]

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P Bren KAP I, LLC holds a 33 1/3% interest in KBS Asia Partners Pte. Ltd. which in turn owns a 60% interest in KBS US Prime Property Management Pte. Ltd.. Linda Bren 2017 Trust wholly-owns P Bren KAP I, LLC. Accordingly, Linda Bren 2017 Trust is deemed interested in KBS Asia Partners Pte. Ltd.'s and KBS US Prime Property Management Pte. Ltd.'s direct interests in Prime US REIT. KBS Asia Partners Pte. Ltd. directly holds 20,681,000 units in Prime US REIT. KBS US Prime Property Management Pte. Ltd. was issued one unit in Prime US REIT prior to the Offering.

Further, as stated in the prospectus of Prime US REIT, concurrently with but separate from the Offering, Linda Bren 2017 Trust has subscribed for 5,681,500 Units pursuant to a subscription agreement dated 27 June 2019 with the manager of Prime US REIT, and received 5,681,500 Units. Linda Bren 2017 Trust has also been allotted 5,681,000 Units under the placement tranche.

Linda Bren is the sole beneficiary of Linda Bren 2017 Trust and accordingly, Linda Bren is deemed to be interested in the direct interests in Prime US REIT held by each of Linda Bren 2017 Trust, KBS Asia Partners Pte. Ltd. and KBS US Prime Property Management Pte. Ltd..

9. Relationship between the Substantial Shareholders/Unitholders giving notice in this form:  
[You may attach a chart in item 10 to show the relationship between the Substantial Shareholders/Unitholders]

Linda Bren is the sole beneficiary of Linda Bren 2017 Trust.

10. Attachments (if any): 



(The total file size for all attachment(s) should not exceed 1MB.)

11. If this is a **replacement** of an earlier notification, please provide:

- (a) SGXNet announcement reference of the **first** notification which was announced on SGXNet (the "Initial Announcement"):

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- (b) Date of the Initial Announcement:

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- (c) 15-digit transaction reference number of the relevant transaction in the Form 3 which was attached in the Initial Announcement:

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12. Remarks (if any):

KBS US Prime Property Management Pte. Ltd. was issued one unit in Prime US REIT prior to the Offering. Immediately after the completion of the Offering, there were 923,864,000 outstanding Units.

DBS Bank Ltd. is the sole financial adviser and issue manager for the Offering. DBS Bank Ltd. and Merrill Lynch (Singapore) Pte. Ltd. are the joint global coordinators for the Offering. DBS Bank Ltd., Merrill Lynch (Singapore) Pte. Ltd., China International Capital Corporation (Singapore) Pte. Limited, Credit Suisse (Singapore) Limited, Maybank Kim Eng Securities Pte. Ltd. and Oversea-Chinese Banking Corporation Limited are the joint bookrunners and underwriters for the Offering.

**Additional Substantial Shareholder/Unitholder ("B", "C" etc) where the information in Part I and Part IV is the same for the additional Substantial Shareholder/Unitholder**

Add New Part III Substantial Shareholder/Unitholder



## Part IV - Transaction details

1. Type of securities which are the subject of the transaction (*more than one option may be chosen*):

- Voting shares/units
- Rights/Options/Warrants over voting shares/units
- Convertible debentures over voting shares/units (*conversion price known*)
- Others (*please specify*):

2. Number of shares, units, rights, options, warrants and/or principal amount of convertible debentures acquired or disposed of by Substantial Shareholders/Unitholders:

32,043,501

3. Amount of consideration paid or received by Substantial Shareholders/Unitholders (*excluding brokerage and stamp duties*):

US\$0.88 per unit in Prime US REIT ("Unit")

4. Circumstance giving rise to the interest or change in interest:

Acquisition of:

- Securities via market transaction
- Securities via off-market transaction (*e.g. married deals*)
- Securities via physical settlement of derivatives or other securities
- Securities pursuant to rights issue
- Securities via a placement
- Securities following conversion/exercise of rights, options, warrants or other convertibles

Disposal of:

- Securities via market transaction
- Securities via off-market transaction (*e.g. married deals*)

Other circumstances:

- Acceptance of take-over offer for the Listed Issuer
- Corporate action by the Listed Issuer which Substantial Shareholders/Unitholders did not participate in (*please specify*):

Others (*please specify*):

Please refer to item 8 in Part III above.

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Item 5 is to be completed by an individual submitting this notification form on behalf of the Substantial Shareholders/Unitholders.

5. Particulars of Individual submitting this notification form to the Listed Issuer:

(a) Name of Individual:

Richard Bren

(b) Designation (if applicable):

Trustee of Linda Bren 2017 Trust

(c) Name of entity (if applicable):

Linda Bren 2017 Trust

Transaction Reference Number (auto-generated):

6	0	9	5	3	6	3	4	6	7	5	8	0	4	3
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