

THIS ANNOUNCEMENT (AND THE INFORMATION CONTAINED HEREIN) IS NOT FOR RELEASE, PUBLICATION, DISTRIBUTION OR FORWARDING, DIRECTLY OR INDIRECTLY, IN WHOLE OR IN PART, IN, INTO OR FROM THE UNITED STATES, AUSTRALIA, NEW ZEALAND, CANADA, JAPAN OR ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OF SUCH JURISDICTION.

THIS ANNOUNCEMENT IS AN ADVERTISEMENT AND DOES NOT CONSTITUTE A PROSPECTUS OR PROSPECTUS EQUIVALENT DOCUMENT. IT IS NOT AN OFFER OF SECURITIES FOR SALE TO U.S. PERSONS OR IN ANY JURISDICTION, INCLUDING IN OR INTO THE UNITED STATES, CANADA, AUSTRALIA, JAPAN, NEW ZEALAND OR ANY JURISDICTION IN WHICH IT WOULD BE UNLAWFUL TO DO SO.

FOR IMMEDIATE RELEASE.

03 September 2020

Hammerson plc  
("Hammerson" or the "Group" or the "Company")

*ISIN: GBOOBK7YQK64*  
*LSE share code: HMSO / JSE share code: HMN*

### Cash Payment for Shareholders on the SA Register in respect of Fractional Entitlements arising from the Capital Reorganisation

Shareholders on the SA Register are referred to the announcements released on SENS on 6 August 2020, 1 September 2020 and 2 September 2020 in respect of, amongst other things, the proposed Rights Issue and Capital Reorganisation of the Company. As part of the Capital Reorganisation, Hammerson shares were consolidated on the basis of 1 Consolidated Share for every 5 Existing Shares.

In implementing the Capital Reorganisation, Hammerson is required by the JSE to apply the rounding principle that a Shareholder on the SA Register becoming entitled to a fraction of a share arising from the Capital Reorganisation ("Fractional Entitlement") will have their entitlement rounded down to the nearest whole number, resulting in a cash payment for the Fractional Entitlement (the "Cash Payment") where applicable and in accordance with the terms of the Prospectus. The value of such Cash Payment will be the volume weighted average traded price per Hammerson share less 10% calculated on Wednesday, 2 September 2020. The volume weighted average traded price per Hammerson share on Wednesday, 2 September 2020 was R52.22170.

Shareholders on the SA Register are advised that the value of a Hammerson share to be utilised in determining the Cash Payment due to a Shareholder on the SA Register in respect of any Fractional Entitlement is R46.99953.

In accordance with the Prospectus, Cash Payments of less than £5.00 (or the equivalent in Rand, being R112.1775 based on today's exchange rate) will not be paid to such Shareholders on the SA Register and will instead be retained for the benefit of the Company. Therefore no Cash Payments will be paid to Shareholders on the SA Register.

Capitalised terms used but not otherwise defined in this announcement have the meanings given to them in the Prospectus, which is available at [www.hammersontransaction.com](http://www.hammersontransaction.com).

*The announcement above has also been released on the SENS system of the Johannesburg Stock Exchange.*

## Enquiries

### Hammerson

#### Investor Contact

Josh Warren, Hammerson, Head of Investor Relations

Tel: +44 20 7887 1053

josh.warren@hammerson.com

#### Media Contact

Hammerson

Catrin Sharp, Head of Corporate Communications

Tel: +44 20 7887 1063

catrin.sharp@hammerson.com

### J.P. Morgan Cazenove

+44 (0)20 7742 4000

(Joint Financial Adviser, Joint UK Sponsor, Joint Global Coordinator and Joint Corporate Broker to Hammerson)

Edmund Byers

Barry Meyers

Paul Hewlett

### Morgan Stanley

+44 (0)20 7425 8000

(Joint Financial Adviser, Joint UK Sponsor, Joint Global Coordinator and Joint Corporate Broker to Hammerson)

Ben Grindley

Nick White

Richard Brown

### Lazard

+44 (0)20 7187 2000

(Joint Financial Adviser and Joint UK Sponsor)

William Rucker

Patrick Long

Nick Fowler

### Barclays

+44 (0)20 7623 2323

(Joint Bookrunner)

Brendan Jarvis

Lawrence Jamieson

Tom Macdonald

### Investec

(JSE Sponsor)

Monica Griessel

+72 72 110 9631

Robert Smith

+27 82 885 7363

Karl Priessnitz

+27 82 569 5240

### FTI Consulting

+44 (0)20 3727 1000

Dido Laurimore

+44 (0) 7801 654 424

John Waples  
Richard Gotla  
Hammerson@fficonsulting.com

+44 (0) 7717 814 520  
+44 (0) 7904 122 207

## IMPORTANT NOTICE

This announcement has been issued by and is the sole responsibility of the Company. This announcement is not a circular or a prospectus but an advertisement and investors should not acquire any nil paid rights, fully paid rights or New Shares referred to in this announcement except on the basis of the information contained in the combined prospectus and circular (the "**Prospectus**") to be published by the Company in connection with the Disposal and the Rights Issue in due course. The information contained in this announcement is for background purposes only and does not purport to be full or complete. A copy of the Prospectus, when published, will be available on the Company's website, provided that the Prospectus will not, subject to certain exceptions, be available to certain shareholders in certain restricted or excluded territories. The Prospectus will give further details of the Disposal and the Rights Issue.

Any decision to participate in the Rights Issue must be made solely on the basis of the Prospectus to be published by the Company in due course. The information contained in this announcement is for background purposes only and no reliance may or should be placed by any person for any purpose whatsoever on the information contained in this announcement or on its completeness, accuracy or fairness. Recipients of this announcement should conduct their own investigation, evaluation and analysis of the business, data and property described in this announcement. This announcement does not constitute a recommendation concerning any investor's decision or options with respect to the Disposal or the Rights Issue. The information in this announcement is subject to change.

This announcement is for information purposes only and shall not constitute or form part of any offer to issue or sell, or the solicitation of any offer to purchase, subscribe for or otherwise acquire, any securities of the Company in the United States (including its territories and possessions, any state of the United States and the District of Columbia) (the "**United States**" or "**US**") or any other jurisdiction where such offer or sale would be unlawful. The securities referred to herein (the "**Securities**") have not been and will not be registered under the US Securities Act of 1933, as amended (the "**Securities Act**") or with any securities regulatory authority of any state or other jurisdiction of the United States, and accordingly may not be offered, sold, resold, pledged, taken up, exercised, renounced, delivered, distributed or transferred directly or indirectly, into or within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with any applicable securities laws of any relevant state or other jurisdiction of the United States. No public offering of the Securities has been or will be made in the United States.

Neither this announcement nor any other document connected with the Rights Issue or Disposal has been or will be approved or disapproved by the United States Securities and Exchange Commission or by the securities commissions of any state or other jurisdiction of the United States or any other regulatory authority, and none of the foregoing authorities or any securities commission has passed upon or endorsed the merits of the offering of nil paid rights, fully paid rights or New Shares or the accuracy or adequacy of this announcement or any other document connected with the Rights Issue or Disposal. Any representation to the contrary is a criminal offence in the United States.

The distribution of this announcement and any proposed offering and/or issue of securities referred to herein in certain jurisdictions may be restricted by law. No action has been taken by the Company, J.P. Morgan Securities plc, Morgan Stanley & Co International plc, Lazard & Co., Limited, Barclays Bank PLC, Investec Bank Limited or any of their respective affiliates (collectively, the "**Banks**") that would permit an offer of securities or possession or distribution of this announcement or publicity material relating to securities in any jurisdiction where action for that purpose is required. Persons into whose possession this

announcement comes are required by the Company and the Banks to inform themselves about and to observe any such restrictions. Any failure to comply with any such restrictions may constitute a violation of the securities laws of such jurisdiction.

JP Morgan Securities plc (which conducts its UK investment banking activities under the marketing name J.P. Morgan Cazenove), Morgan Stanley & Co International plc and Barclays Bank PLC (together, the "Underwriters") are each authorised in the United Kingdom by the Prudential Regulation Authority and regulated in the United Kingdom by the Prudential Regulation Authority and the Financial Conduct Authority. Lazard & Co., Limited is authorised and regulated in the United Kingdom by the Financial Conduct Authority. Investec Bank Limited is authorised and regulated in South Africa by, inter alia, the Financial Sector Conduct Authority. Each of the Banks is acting exclusively for the Company and no one else in connection with the Rights Issue and the Disposal and will not regard any other person (whether or not a recipient of this announcement) as a client in relation to the Rights Issue and the Disposal and will not be responsible to anyone other than the Company for providing the protections afforded to their respective clients or for providing advice in relation to the Rights Issue and the Disposal or any matters, transactions or arrangements referred to in this announcement.

Apart from the responsibilities and liabilities, if any, which may be imposed on any of the Banks by the Financial Services and Markets Act 2000, as amended ("FSMA") or the regulatory regime established thereunder, or under the regulatory regime of any jurisdiction where the exclusion of liability under the relevant regulatory regime would be illegal, void or unenforceable, neither the Banks nor any of their respective subsidiaries, branches or affiliates, accept any duty, liability or responsibility whatsoever (whether direct or indirect) to any person for any acts or omissions of the Company as to the contents of this announcement or make any representation or warranty, express or implied, as to the contents of this announcement including its accuracy, completeness or verification or for any statement made or purported to be made by it, or on its behalf, in connection with the Company, the nil paid rights, the fully paid rights, the New Shares, the Rights Issue or the Disposal and nothing in this announcement shall be relied upon as a promise or representation in this respect, whether or not as to the past or future. The Banks and their respective subsidiaries, branches and affiliates accordingly disclaim, to the fullest extent permitted by law, all and any duty, liability and responsibility whatsoever arising in tort, contract or otherwise which any of them might otherwise have in respect of this announcement or any such statement.

The Underwriters, in accordance with applicable legal and regulatory provisions, may engage in transactions in relation to nil paid rights, fully paid rights, the New Shares, letters of allocation and/or related instruments for their own account for the purpose of hedging their underwriting exposure or otherwise. In connection with the Rights Issue, the Underwriters and any of their respective affiliates, acting as investors for their own accounts may acquire New Shares as a principal position and in that capacity may retain, acquire, subscribe for, purchase, sell, offer to sell or otherwise deal for their own accounts in such New Shares and other securities of the Company or related investments in connection with the Rights Issue or otherwise. Accordingly, references in this document to the New Shares being issued, offered, subscribed, acquired, placed or otherwise dealt in should be read as including any issue, offer, subscription, acquisition, placing or dealing by each of the Underwriters and any of their respective affiliates acting as investors for their own accounts. In addition, certain of the Underwriters or their respective affiliates may enter into financing arrangements (including swaps or contracts for difference) with investors in connection with which such Underwriters (or their respective affiliates) may from time to time acquire, hold or dispose of New Shares. The Underwriters may also coordinate a sell-down in the event that any underwriting crystallises as a result of the Rights Issue. Except as required by applicable law or regulation, the Underwriters and their respective affiliates do not propose to make any public disclosure in relation to such transactions.

In the event that the Underwriters acquire New Shares which are not taken up by Qualifying Shareholders, the Underwriters may co-ordinate disposals of such shares in accordance with applicable law and regulation. Except as required by applicable law or regulation, the Underwriters and their respective

affiliates do not propose to make any public disclosure in relation to such transactions.

Neither the contents of the Company's website nor any website accessible by hyperlinks on the Company's website is incorporated in, or forms part of, this announcement.

This announcement does not constitute a recommendation concerning any investor's options with respect to the Rights Issue. The price of shares and any income expected from them may go down as well as up and investors may not get back the full amount invested upon disposal of the shares. Past performance is no guide to future performance. The contents of this announcement are not to be construed as legal, business, financial or tax advice. Each investor or prospective investor should consult his, her or its own legal adviser, business adviser, financial adviser or tax adviser for legal, financial, business or tax advice.

None of the Banks nor any of their respective affiliates accepts any responsibility or liability whatsoever for or makes any representation or warranty, express or implied, as to this announcement, including the truth, accuracy, fairness, sufficiency or completeness of the information or the opinions or beliefs contained in this announcement (or any part hereof). None of the information in this announcement has been independently verified or approved by the Banks or any of their respective affiliates. Save in the case of fraud, no responsibility or liability is accepted by the Banks or any of their respective affiliates for any errors, omissions or inaccuracies in such information or opinions or for any loss, cost or damage suffered or incurred howsoever arising, directly or indirectly, from any use of this announcement or its contents or otherwise in connection with this announcement.

No person has been authorised to give any information or to make any representations other than those contained in this announcement and, if given or made, such announcements must not be relied on as having been authorised by the Company, the Banks or any of their respective affiliates. Subject to the Listing Rules, the Prospectus Regulation Rules, the Disclosure Guidance and Transparency Rules and MAR, the issue of this announcement and any subsequent announcement shall not, in any circumstances, create any implication that there has been no change in the affairs of the Group since the date of this announcement or that the information contained in it is correct as at any subsequent date.

This announcement contains "forward-looking statements" which includes all statements other than statements of historical fact, including, without limitation, those regarding the Company's financial position, business strategy, plans and objectives of management for future operations, or any statements preceded by, followed by or that include the words "targets", "believes", "expects", "aims", "intends", "will", "may", "anticipates", "would", "could" or similar expressions or negatives thereof. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors beyond the Company's control that could cause the actual results, performance or achievements of the Company to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding the Company's present and future business strategies and the environment in which the Company will operate in the future. These forward-looking statements speak only as at the date of this announcement. None of the Company, the Banks or their respective affiliates undertakes or is under any duty to update this announcement or to correct any inaccuracies in any such information which may become apparent or to provide you with any additional information, other than any requirements that the Company may have under applicable law or the Listing Rules, the Prospectus Regulation Rules, the Disclosure Guidance and Transparency Rules or MAR. To the fullest extent permissible by law, such persons disclaim all and any responsibility or liability, whether arising in tort, contract or otherwise, which they might otherwise have in respect of this announcement. The information in this announcement is subject to change without notice.

The New Shares will not be admitted to trading on any stock exchange other than the London Stock Exchange and the JSE Limited.

Securities transfer tax ("STT") is a tax levied in South Africa on a transfer of beneficial ownership of a security issued by a company which is listed in South Africa (i.e. a disposal of a share). There is no STT

payable on the issue of a share by a company. STT at 0.25% will accordingly be payable upon a transfer of beneficial ownership of shares in Hammerson. In the context of listed shares, STT is normally payable by, *inter alia*, brokers and transfer secretaries (and recoverable from the transferee).

### Information to Distributors

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 (together, the "**MiFID II Product Governance Requirements**"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the New Shares have been subject to a product approval process, which has determined that such securities are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the "**Target Market Assessment**").

Notwithstanding the Target Market Assessment, distributors (such term to have the same meaning as in the MiFID II Product Governance Requirements) should note that: the price of the New Shares may decline and investors could lose all or part of their investment; the New Shares offer no guaranteed income and no capital protection; and an investment in the New Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Rights Issue. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the Underwriters will only procure investors (in connection with the Rights Issue) who meet the criteria of professional clients and eligible counterparties.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the New Shares.

Each distributor is responsible for undertaking its own target market assessment in respect of the New Shares and determining appropriate distribution channels.