

**THIS ANNOUNCEMENT RELATES TO THE DISCLOSURE OF INFORMATION THAT QUALIFIED OR MAY HAVE QUALIFIED AS INSIDE INFORMATION WITHIN THE MEANING OF ARTICLE 7(1) OF THE MARKET ABUSE REGULATION (EU) 596/2014.**

**NOT FOR DISTRIBUTION IN OR INTO OR TO ANY PERSON LOCATED OR RESIDENT IN THE UNITED STATES, ITS TERRITORIES AND POSSESSIONS (INCLUDING PUERTO RICO, THE U.S. VIRGIN ISLANDS, GUAM, AMERICAN SAMOA, WAKE ISLAND AND THE NORTHERN MARIANA ISLANDS), ANY STATE OF THE UNITED STATES OR THE DISTRICT OF COLUMBIA (the United States) OR INTO ANY OTHER JURISDICTION WHERE IT IS UNLAWFUL TO DISTRIBUTE THIS ANNOUNCEMENT (SEE "OFFER AND DISTRIBUTION RESTRICTIONS" BELOW).**

16 March 2018

**LAND SECURITIES PLC ANNOUNCES TENDER OFFERS TO PURCHASE NOTES FOR CASH**

Land Securities PLC (the **Offeror**) has today launched separate invitations to holders of Land Securities Capital Markets PLC's (the **Company**) outstanding (a) 5.391 per cent. Class A5 Notes due March 2027 (ISIN: XS0204779465), (b) 5.396 per cent. Class A7 Notes due July 2032 (ISIN: XS0204780554) and (c) 5.125 per cent. Class A11 Notes due February 2036 (ISIN: XS0286155071) (together, the **Notes** and each a **Series**), to tender their Notes for purchase by the Offeror for cash (each an **Offer** and together, the **Offers**). The Offers are being made on the terms and subject to the conditions contained in the tender offer memorandum dated 16 March 2018 (the **Tender Offer Memorandum**) and are subject to the offer restrictions set out below and as more fully described in the Tender Offer Memorandum.

Copies of the Tender Offer Memorandum are (subject to offer restrictions) available from the Tender Agent as set out below. Capitalised terms used and not otherwise defined in this announcement have the meanings given in the Tender Offer Memorandum.

**Summary of the Offers**

<b>Description of the Notes</b>	<b>Coupon</b>	<b>ISIN / Common Code</b>	<b>Outstanding Principal Amount*</b>	<b>Note Step-Up Date</b>	<b>Benchmark Security</b>	<b>Purchase Spread</b>	<b>Amount Subject to the Offers</b>
Class A5 Notes	5.391 per cent.	XS0204779465 / 020477946	£582,979,000	31 March 2025	UKT 5.00 per cent. March 2025 (ISIN: GB0030880693)	65 bps	
Class A7 Notes	5.396 per cent.	XS0204780554 / 020478055	£243,274,000	31 July 2030	UKT 4.75 per cent. December 2030 (ISIN: GB00B24FF097)	60 bps	Any and all
Class A11 Notes	5.125 per cent.	XS0286155071 / 028615507	£175,732,000	7 February 2034	UKT 4.50 per cent. September 2034 (ISIN: GB00B52WS153)	60 bps	

*\* The stated Outstanding Principal Amount comprises all Notes outstanding, excluding those held by Land Securities PLC.*

The Offers will end at 5:00 p.m. (London time) on 23 March 2018 (the **Expiration Deadline**) unless extended, re-opened or terminated by the Offeror.

The Offeror is not under any obligation to accept for purchase any Notes tendered pursuant to the Offers. The acceptance for purchase by the Offeror of Notes tendered pursuant to the Offers is at the sole discretion of the Offeror and tenders may be rejected by the Offeror for any reason.

The Company announced today its intention to issue new sterling-denominated fixed rate notes in either one or two tranches (the **New Notes**). Whether the Offeror will purchase any Notes validly tendered in the Offers is subject, without limitation, to (i) the pricing of the issue of the New Notes and (ii) the signing by the Company and the respective Managers in respect of the New Issue of a subscription agreement for the purchase of, and subscription for, the New Notes (the **New Issue Condition**). The New Issue Condition may be waived by the Offeror.

### **Rationale for the Offers**

The purpose of the Offers is to provide liquidity to Noteholders and proactively manage the Land Securities Group's balance sheet.

### **Details of the Offers**

In respect of each Series, the Offeror will, on the Tender Offer Settlement Date, pay for Notes of the relevant Series accepted by it for purchase pursuant to the relevant Offer a price (in respect of each Series, the **Purchase Price**) to be determined at or around 11:00 a.m. (London time) (the **Pricing Time**) on or around 26 March 2018 (the **Pricing Date**) in the manner further described in the Tender Offer Memorandum.

Each Purchase Price will be determined by the Offeror, after consultation with the Dealer Managers, in accordance with market convention and expressed as a percentage of the principal amount of the Notes of the relevant Series (and rounded to the nearest 0.001 per cent. with 0.0005 per cent. being rounded upwards), and is intended to reflect a yield to the Note Step-Up Date of the relevant Series on the Tender Offer Settlement Date based on the relevant Purchase Yield.

Specifically, the Purchase Price applicable to the Notes of a particular Series will equal (a) the value of all remaining payments of principal and interest on the relevant Notes of such Series up to and including the Note Step-Up Date, discounted to the Tender Offer Settlement Date at a discount rate equal to the relevant Purchase Yield, minus (b) Accrued Interest in respect of the Notes of the relevant Series.

### **Class A5 Noteholders Only – Priority Allocation Requests in Respect of New Notes**

#### ***New Issue Priority***

A Class A5 Noteholder that wishes to subscribe for New Notes (of either or both tranches if more than one tranche is issued) in addition to tendering Class A5 Notes for purchase pursuant to an Offer will receive priority in the allocation of the New Notes, subject to the completion of the relevant Offer, the issue of the New Notes, the Offeror and the Company's ultimate discretion in the allocation of the New Notes and the satisfaction of the various steps further described in the Tender Offer Memorandum.

**Such priority will be given for an aggregate principal amount of New Notes (such amount, a New Issue Priority) of up to the aggregate principal amount of Class A5 Notes subject to: (i) the submission of a valid Tender Instruction which includes a Priority Option Code (such Tender Instruction, a Tender Instruction with Priority Option Code), and (ii) the acceptance for purchase by the Offeror of the Class A5 Notes so tendered. Such priority will be given over any investor who is applying to subscribe for such New Notes without having Class A5 Notes accepted in the Offers. To receive priority in the allocation of the New Notes, a Class A5 Noteholder will need to follow the procedures set out in the Tender Offer Memorandum.**

If any Class A5 Noteholder wishes to subscribe for New Notes or additional New Notes in addition to tendering Class A5 Notes for purchase by the Offeror, and be eligible to receive New Issue Priority, it must make a separate application to subscribe for such New Notes or additional New Notes to either of the Dealer Managers (each in its capacity as a Manager in respect of the issue of New Notes) in accordance with the standard new issue procedures of such Dealer Manager.

For the avoidance of doubt, the Class A7 Noteholders and the Class A11 Noteholders **are not being offered a priority option code.**

### **No Pro Rata Scaling**

If the Offeror decides to accept valid tenders of Notes for purchase pursuant to the Offer, it will accept for purchase any and all of the Notes that are validly tendered, with no *pro rata* scaling, subject to the right of the Offeror, in its sole discretion, to reject tenders of Notes for purchase for any reason.

### **Tender Instructions**

In order to participate in an Offer, and be eligible to receive the relevant Purchase Price and the relevant Accrued Interest Payment pursuant to such Offer, Noteholders must validly tender their Notes by delivering, or arranging to have delivered on their behalf, a valid Tender Instruction that is received by the Tender Agent by 5.00 p.m. (London time) on 23 March 2018 (the **Expiration Deadline**). See "*Procedures for participating in the Offers*" in the Tender Offer Memorandum for further information.

***Noteholders are advised to check with any bank, securities broker or other intermediary through which they hold Notes when such intermediary would need to receive instructions from a Noteholder in order for that Noteholder to be able to participate in, or (in the limited circumstances in which revocation is permitted) revoke their instruction to participate in, an Offer by the deadlines specified in the Tender Offer Memorandum. The deadlines set by any such intermediary and each Clearing System for the submission and withdrawal of Tender Instructions will be earlier than the relevant deadlines specified in the Tender Offer Memorandum.***

**Tender Instructions will be irrevocable** except in the limited circumstances described in the Tender Offer Memorandum.

### **Expected Timetable of Events**

*The following table sets out the expected dates and times of the key events relating to the Offers. This is an indicative timetable and is subject to change. All times are London time, and dates and times may be extended or amended by the Offeror in accordance with the terms of the Offer described in the Tender Offer Memorandum. Accordingly, the actual timetable may differ significantly from the timetable below.*

<b><u>Date and time</u></b>	<b><u>Number of Business Days from and including Launch Date</u></b>	<b><u>Event</u></b>
16 March 2018	Day 1	<i>Launch Date</i>  Announcement of Offers and intention of the

<u>Date and time</u>	<u>Number of Business Days from and including Launch Date</u>	<u>Event</u>
		Company to issue the New Notes. Tender Offer Memorandum available (subject to the offer and distribution restrictions set out in " <i>Offer and Distribution Restrictions</i> ") from the Tender Agent.
23 March 2018, 5:00 p.m.	Day 6	<i>Expiration Deadline</i>
		Final deadline for receipt of valid Tender Instructions by the Tender Agent in order for Noteholders to be able to participate in the Offers (and, in the case of Class A5 Noteholders only, apply for a New Issue Priority by submitting valid Tender Instructions with Priority Option Codes).
On or around 26 March 2018, or such other date as the Offeror may determine	Day 7	<i>Pricing Date (T)</i>
		<i>Pricing</i>
At or around 11:00 a.m. on the Pricing Date		Expected determination of each Purchase Yield and each Purchase Price in respect of the Class A5 Notes, Class A7 Notes, and Class A11 Notes.
By 4:00 p.m. (the <b>New Issue Pricing Time</b> on the Pricing Date)		Expected pricing of the New Notes.
As soon as reasonably practicable after the Pricing Time		Announcement of whether (subject to satisfaction (or waiver) of the New Issue Condition on or prior to the Tender Offer Settlement Date) it will accept valid tenders of Notes pursuant to any of the Offers and, if so accepted, in respect of each Series accepted for purchase (i) the aggregate principal amount accepted for purchase, (ii) the Purchase Yield, (iii) the Purchase Spread, (iv) the Purchase Price, (v) the Accrued Interest and (vi) the Tender Offer Settlement Date.
On or around 29 March 2018	Day 10	<i>Expected Settlement Date of Tender (T+3)</i>
		Subject to satisfaction or waiver of the New

<u>Date and time</u>	<u>Number of Business Days from and including Launch</u> <u>Date</u>	<u>Event</u>
On or around 29 March 2018	Day 10	Issue Condition, expected settlement date for the Offers.  <i>New Issue Settlement Date (T+3)</i>  Expected issue of New Notes and settlement of such new issue (subject to the satisfaction of customary conditions precedent to an issue of euromarket debt securities).

**The above dates and times are subject, where applicable, to the right of the Offeror to extend, re-open, amend, and/or terminate any Offers. Noteholders are advised to check with any bank, securities broker or other intermediary through which they hold Notes whether such intermediary would require receipt of instructions to participate in, or (in the limited circumstances in which revocation is permitted) revoke their instruction to participate in, an Offer before the deadlines specified in the Tender Offer Memorandum.**

**Noteholders are advised to read carefully the Tender Offer Memorandum for full details of, and information on the procedures for participating in, the Offers.**

Questions and requests for assistance in connection with (i) the Offers, may be directed to either of the Dealer Managers, and (ii) the delivery of Tender Instructions, may be directed to the Tender Agent, the contact details for both of which are set out below.

This announcement is released by Land Securities PLC and contains information that qualified or may have qualified as inside information for the purposes of Article 7 of the Market Abuse Regulation (EU) 596/2014 (MAR), encompassing information relating to the Offers described above. For the purposes of MAR and Article 2 of Commission Implementing Regulation (EU) 2016/1055, this announcement is made by Martin Greenslade, Director of Land Securities PLC.

Lloyds Bank plc (Telephone: +44 (0) 20 7158 1721; Attention: Liability Management Team, Commercial Banking; Email: liability.management@lloydsbanking.com) and The Royal Bank of Scotland plc (trading as NatWest Markets) (Telephone: +44 20 7678 5282; Attention: Liability Management; Email: liabilitymanagement@natwestmarkets.com) are acting as Dealer Managers and Citibank, N.A., London Branch (Telephone: +44 (0) 20 7508 3867; Attention: Exchange Team – Agency and Trust; Email: Citiexchanges@citi.com) is acting as Tender Agent.

**DISCLAIMER** This announcement must be read in conjunction with the Tender Offer Memorandum. This announcement and the Tender Offer Memorandum contain important information which should be read carefully before any decision is made with respect to the Offers. If any Noteholder is in any doubt as to the contents of the Tender Offer Memorandum or the action it should take, it is recommended to seek its own financial advice, including in respect of any tax consequences, from its broker, bank manager, solicitor, accountant or other independent financial, tax or legal adviser. Any individual or company whose Notes are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee or intermediary must contact such entity if it wishes to tender such Notes pursuant to the Offers. The Dealer Managers will not be responsible to any Noteholders for providing the protections afforded to customers of the Dealer Managers or for advising any other person in connection with the Offers. None of the Offeror, the Company, the Dealer Managers or the Tender Agent makes any recommendation whether Noteholders should tender Notes pursuant to the Offers. None of the Dealer Managers, the Tender Agent or any of their respective directors, employees or affiliates makes any representation or recommendation whatsoever regarding this

announcement, the Tender Offer Memorandum or the Offers, or takes any responsibility for the contents of this announcement or the Tender Offer Memorandum.

### **Offer and Distribution Restrictions**

The distribution of this announcement and the Tender Offer Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession this announcement and/or the Tender Offer Memorandum comes are required by the Offeror and the Dealer Managers to inform themselves about, and to observe, any such restrictions. Nothing in this announcement or the Tender Offer Memorandum or the electronic transmission thereof constitutes an offer to buy or the solicitation of an offer to sell Notes (and tenders of Notes in the Offers will not be accepted from Noteholders) in any circumstances in which such offer or solicitation is unlawful. In those jurisdictions where the securities, blue sky or other laws require an Offer to be made by a licensed broker or dealer and any of the Dealer Managers or any of their respective affiliates is such a licensed broker or dealer in any such jurisdiction, such Offer shall be deemed to be made by such Dealer Manager or such affiliate, as the case may be, on behalf of the Offeror in such jurisdiction.

#### ***United States***

The Offers are not being made, and will not be made, directly or indirectly in or into, or by use of the mail of, or by any means or instrumentality of interstate or foreign commerce of or of any facilities of a national securities exchange of, the United States or to any U.S. Person (as defined in Regulation S of the Securities Act of 1933, as amended (each a **U.S. Person**)). This includes, but is not limited to, facsimile transmission, electronic mail, telex, telephone, the internet and other forms of electronic communication. The Notes may not be tendered in the Offers by any such use, means, instrumentality or facility from or within the United States or by persons located or resident in the United States. Accordingly, copies of this announcement, the Tender Offer Memorandum and any other documents or materials relating to the Offers are not being, and must not be, directly or indirectly mailed or otherwise transmitted, distributed or forwarded (including, without limitation, by custodians, nominees or trustees) in or into the United States or to any persons located or resident in the United States. Any purported tender of Notes in an Offer resulting directly or indirectly from a violation of these restrictions will be invalid and any purported tender of Notes made by a person located in the United States, by any person acting for or on the account or benefit of any U.S. Person, or any agent, fiduciary or other intermediary acting on a non-discretionary basis for a principal giving instructions from within the United States will be invalid and will not be accepted.

Neither this announcement nor the Tender Offer Memorandum is an offer of securities for sale in the United States or to U.S. persons. Securities may not be offered or sold in the United States absent registration under, or an exemption from the registration requirements of, the Securities Act. The New Notes have not been, and will not be, registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States, and may not be offered, sold or delivered, directly or indirectly, in the United States or to, or for the account or benefit of, U.S. persons.

Each holder of Notes participating in the Offers will represent that it is not located in the United States and is not participating in an Offer from the United States, or it is acting on a non-discretionary basis for a principal located outside the United States that is not giving an order to participate in an Offer from the United States. For the purposes of this and the above two paragraphs, United States means the United States of America, its territories and possessions, (including Puerto Rico, the U.S. Virgin Islands, Guam, American Samoa, Wake Island and the Northern Mariana Islands), any state of the United States of America and the District of Columbia.

#### ***United Kingdom***

The communication of this announcement, Tender Offer Memorandum and any other documents or materials relating to the Offers is not being made and such documents and/or materials have not been approved by an authorised person for the purposes of section 21 of the Financial Services and Markets Act 2000. Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. The communication of such

documents and/or materials as a financial promotion is only being made to those persons in the United Kingdom falling within the definition of investment professionals (as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the **Financial Promotion Order**)) or persons who are within Article 43(2) of the Financial Promotion Order or any other persons to whom it may otherwise lawfully be made under the Financial Promotion Order.

### **Belgium**

Neither this announcement, the Tender Offer Memorandum nor any other documents or materials relating to the Offers have been submitted to or will be submitted for approval or recognition to the Belgian Financial Services and Markets Authority and, accordingly, the Offers may not be made in Belgium by way of a public offering, as defined in Article 3 of the Belgian Law of 1 April 2007 on public takeover bids, as amended or replaced from time to time. Accordingly, the Offers may not be advertised and the Offers will not be extended, and neither this announcement, the Tender Offer Memorandum nor any other documents or materials relating to the Offers (including any memorandum, information circular, brochure or any similar documents) have been or shall be distributed or made available, directly or indirectly, to any person in Belgium other than "qualified investors" within the meaning of Article 10 of the Belgian Law of 16 June 2006 on public offerings of investment instruments and the admission of investment instruments to trading on regulated markets (as amended from time to time).

### **France**

The Offers are not being made, directly or indirectly, to the public in the Republic of France (**France**). Neither this announcement, the Tender Offer Memorandum nor any other documents or materials relating to the Offers have been or shall be distributed to the public in France and only (i) providers of investment services relating to portfolio management for the account of third parties (*personnes fournissant le service d'investissement de gestion de portefeuille pour compte de tiers*) and/or (ii) qualified investors (*investisseurs qualifiés*) other than individuals, in each case acting on their own account and all as defined in, and in accordance with, Articles L.411-1, L.411-2 and D.411-1 of the French *Code Monétaire et Financier*, are eligible to participate in the Offers. Neither this announcement, the Tender Offer Memorandum nor any other document or material relating to the Offers has been or will be submitted for clearance to or approved by the *Autorité des marchés financiers*.

### **Italy**

None of the Offers, this announcement, the Tender Offer Memorandum or any other document or materials relating to the Offers have been or will be submitted to the clearance procedures of the *Commissione Nazionale per le Società e la Borsa (CONSOB)* pursuant to Italian laws and regulations. The Offers are being carried out in Italy as exempted offers pursuant to article 101-bis, paragraph 3-bis of the Legislative Decree No. 58 of 24 February 1998, as amended (the **Financial Services Act**) and article 35-bis, paragraph 4 of CONSOB Regulation No. 11971 of 14 May 1999, as amended. Accordingly, Noteholders or beneficial owners of the Notes that are located in Italy can tender Notes for purchase pursuant to the Offers through authorised persons (such as investment firms, banks or financial intermediaries permitted to conduct such activities in the Republic of Italy in accordance with the Financial Services Act, CONSOB Regulation No. 16190 of 29 October 2007, as amended from time to time, and Legislative Decree No. 385 of 1 September 1993, as amended) and in compliance with applicable laws and regulations or with requirements imposed by CONSOB or any other Italian authority.

Each intermediary must comply with the applicable laws and regulations concerning information duties vis-à-vis its clients in connection with the Notes or the Offers.

### **Ireland**

The Offers are not being made, directly or indirectly, to the public in Ireland and no offers or sales of any notes or securities under or in connection with the Offers may be effected and this Tender Offer

Memorandum may not be distributed in Ireland except in conformity with the provisions of Irish law including (i) the Companies Act 2014, (ii) the Prospectus (Directive 2003/71/EC) Regulations 2005 (as amended) and any rules issued under Section 1363 of the Companies Act 2014 by the Central Bank of Ireland, (iii) the European Union (Markets in Financial Instruments) Regulations 2017 (as amended), including without limitation, Regulation 5 (Requirements for authorisation (and certain provisions concerning MTFs and OTFs)) or any codes of conduct issued in connection therewith, and the provisions of the Investor Compensation Act 1998 (as amended), (iv) the Market Abuse (Directive 2003/6/EC) Regulations 2005 (as amended) and any rules issued under Section 1370 of the Companies Act 2014, and (v) the Central Bank Acts 1942 to 2015 and any codes of conduct rules made under Section 117(1) of the Central Bank Act 1989 (as amended).