



## Ventas and GIC Form Research & Innovation Development Joint Venture

November 6, 2020

*Four Initial Projects Include 1.4 Million Square Feet and Project Costs of Approximately \$930 Million; Opportunity to Expand JV with Future R&I Development Projects*

CHICAGO--(BUSINESS WIRE)--Nov. 6, 2020-- Ventas, Inc. (NYSE: VTR) ("Ventas" or the "Company"), an S&P 500 company and one of the world's leading owners of healthcare, senior housing and research & innovation properties, announced today it has formed a joint venture (the "JV") with GIC. The JV will initially own four in-progress university-based Research & Innovation ("R&I") development projects (the "Initial R&I JV Projects") with total project costs estimated at \$930 million. The JV may be expanded to include other pre-identified future R&I development projects.

"We are excited to announce this attractive R&I development partnership with GIC, one of the world's most respected real estate investors," said Debra A. Cafaro, Ventas Chairman & CEO. "With this strategic partnership, we continue to diversify our capital sources, retain a majority interest in our ongoing R&I developments, accelerate additional projects from our pipeline of opportunities and enhance our liquidity and financial flexibility. With GIC and Wexford, we look forward to successfully completing our in-progress R&I projects and launching additional R&I developments from our existing pipeline together."

"Following the successful launch and continued growth of our perpetual life vehicle focused on investing in core healthcare real estate, we are pleased to further expand our third-party capital management platform through this JV to now have over \$3 billion in assets under management. Our success demonstrates the strength of Ventas's capabilities, relationships and team in the healthcare real estate market. We are confident in our ability to extend our track record of value creation."

Lee Kok Sun, Chief Investment Officer of Real Estate, GIC said, "As a long-term investor, we are confident that the life sciences sector will continue to flourish, driven by the growing and aging global population, as well as increased public and private funding for life sciences R&D. We are pleased to establish this partnership with Ventas, and look forward to scaling our venture together."

### Transaction Highlights

- Ventas contributed its ownership interest in the Initial R&I JV Projects into the JV. Ventas will own an over 50 percent interest, and GIC will own a 45 percent interest, in the Initial R&I JV Projects. Ventas's exclusive development partner, Wexford Science & Technology ("Wexford"), remains the developer of, and a minority partner in, all of the Initial R&I JV Projects.
- Ventas will act as manager of the JV, with customary rights and obligations, and will receive customary fees and incentives.
- Total costs for the Initial R&I JV Projects are expected to approximate \$930 million. The Initial R&I JV Projects will contain 1.4 million square feet when completed and are approximately 65 percent pre-leased in aggregate. They are expected to open between 2021 and 2023 and include:
  - **One uCity:** Expansion of the Philadelphia uCity Square submarket associated with the University of Pennsylvania. Construction on this project recommenced on October 1, 2020 after having been paused as part of Ventas's proactive capital conservation actions in response to COVID-19.
  - **College of Nursing and Health Professions ("CNHP"), Drexel University:** State-of-the-art academic medicine facility, also in uCity Square, which will provide CNHP students, faculty and staff with immediate access to Drexel's full suite of on-campus resources.
  - **Pitt Immune Transplant & Therapy Center (Phases I & II):** Creation of a research, academic medicine and innovation hub anchored by a new relationship with the University of Pittsburgh to house cutting-edge immunotherapy research in collaboration with the University of Pittsburgh Medical Center ("UPMC") and co-located with UPMC's Shadyside Hospital.
  - **Arizona State University:** Class-A, fully lab-enabled R&I center anchored by Arizona State University and focused on biomedical discovery and innovation in health outcomes.
- Total project costs of approximately \$180 million have been incurred to-date on the Initial R&I JV Projects, which are in various stages of development and construction. At closing, GIC reimbursed Ventas for its share of costs incurred to-date.
- Ventas and GIC will each contribute its pro rata share of the future costs to complete the Initial R&I JV Projects. The Initial R&I JV Projects are expected to be financed with approximately \$500 million in construction financing.
- Ventas and GIC have the opportunity to add certain additional pre-identified R&I development projects currently in the Company's pipeline to the JV over time (the "Pipeline JV Projects"). The Pipeline JV Projects, if all completed, would expand the JV to encompass over \$2 billion in total expected project costs. Wexford is also the developer of, and would be a minority partner in, the Pipeline JV Projects.

### Financial and Strategic Benefits

- The JV diversifies Ventas's capital sources via a new, strategic partnership with GIC, a leading, global real estate investor with significant office, life science and healthcare expertise.
- Ventas maintains a majority interest in Initial R&I JV Projects and its R&I development pipeline.
- Ventas's enterprise liquidity and financial profile are enhanced through GIC's responsibility for its share of already incurred and future development costs of the Initial R&I JV Projects.
- The JV demonstrates the strength of Ventas's capabilities, platform and team and represents an expansion of its third-party capital management business. This partnership builds on Ventas's positive momentum and access to private capital, following the successful launch and growth of the Ventas Life Science and Healthcare Real Estate Fund including its recent acquisition of a \$1 billion portfolio of trophy life sciences properties in South San Francisco.

## Advisors

Eastdil Secured acted as sole financial advisor to Ventas. Additionally, Eastdil Secured is acting as debt placement agent for the JV on its construction financing. King & Spalding LLP acted as Ventas's legal counsel. Skadden, Arps, Slate, Meagher, & Flom LLP acted as GIC's legal counsel.

## About Ventas

Ventas, an S&P 500 company, operates at the intersection of two powerful and dynamic industries – healthcare and real estate. As one of the world's foremost Real Estate Investment Trusts (REIT), we use the power of capital to unlock the value of real estate, partnering with leading care providers, developers, research and medical institutions, innovators and healthcare organizations whose success is buoyed by the demographic tailwind of an aging population. For more than twenty years, Ventas has followed a successful strategy that endures: combining a high-quality diversified portfolio of properties and capital sources to manage through cycles, working with industry leading partners, and a collaborative and experienced team focused on producing consistent growing cash flows and superior returns on a strong balance sheet, ultimately rewarding Ventas shareholders. As of September 30, 2020, Ventas owned or managed through unconsolidated joint ventures approximately 1,200 properties.

## About GIC

GIC is a leading global investment firm established in 1981 to manage Singapore's foreign reserves. A disciplined long-term value investor, GIC is uniquely positioned for investments across a wide range of asset classes, including equities, fixed income, private equity, real estate and infrastructure. GIC invests through funds and directly in companies, partnering with its fund managers and management teams to help world-class businesses achieve their objectives. GIC has investments in over 40 countries and has been investing in emerging markets for more than two decades. Headquartered in Singapore, GIC employs over 1,700 people across 10 offices in key financial cities worldwide. For more information about GIC, please visit [www.gic.com.sg](http://www.gic.com.sg).

## About Wexford

Wexford Science & Technology, LLC is a real estate company exclusively focused on partnering with universities, academic medical centers and research institutions to develop vibrant, amenity-rich, mixed-use Knowledge Communities built on a foundation of research, discovery, entrepreneurial activity, corporate engagement, and community inclusion. Wexford targets strategic opportunities with top-tier research universities that are directly on or contiguous to dense, urban campuses. More information about Wexford can be found at [www.wexfordscitech.com](http://www.wexfordscitech.com).

The Company routinely announces material information to investors and the marketplace using press releases, Securities and Exchange Commission ("SEC") filings, public conference calls, webcasts and the Company's website at [www.ventasreit.com/investor-relations](http://www.ventasreit.com/investor-relations). The information that the Company posts to its website may be deemed to be material. Accordingly, the Company encourages investors and others interested in the Company to routinely monitor and review the information that the Company posts on its website, in addition to following the Company's press releases, SEC filings and public conference calls and webcasts. Supplemental information regarding the Company can be found on the Company's website under the "Investor Relations" section or at <https://www.ventasreit.com/investor-relations/annual-reports-supplemental-information>. A comprehensive listing of the Company's properties is available at [www.ventasreit.com/our-portfolio/properties-by-stateprovince](http://www.ventasreit.com/our-portfolio/properties-by-stateprovince).

*This press release contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These forward-looking statements include, among others, statements of expectations, beliefs, future plans and strategies, anticipated results from operations and developments and other matters that are not historical facts. The forward-looking statements are based on management's beliefs as well as on a number of assumptions concerning future events. Readers of these materials are cautioned not to put undue reliance on these forward-looking statements, which are not a guarantee of performance and are subject to a number of uncertainties and other factors that could cause actual events or results to differ materially from those expressed or implied by the forward-looking statements. Ventas, Inc. (the "Company") does not undertake a duty to update these forward-looking statements, which speak only as of the date on which they are made. Certain factors that could prevent the Company from achieving its stated goals include, but are not limited to: (a) the effects of the ongoing COVID-19 pandemic and measures intended to manage the pandemic on the Company's business, results of operations, cash flows and financial condition, including declines in revenues and increases in operating costs in the Company's senior housing operating portfolio, deterioration in the financial condition of the Company's tenants and their ability to satisfy their payment obligations to the Company; constraints in the Company's ability to access capital and other sources of financing; increased risk of claims, litigation and regulatory proceedings that may adversely affect the Company; and the ability of federal, state and local governments to respond to and manage the COVID-19 pandemic effectively; (b) the ability and willingness of the Company's tenants, operators, borrowers, managers and other third parties to satisfy their obligations under their respective contractual arrangements with the Company, including, in some cases, their obligations to indemnify, defend and hold harmless the Company from and against various claims, litigation and liabilities; (c) the ability of the Company's tenants, operators, borrowers and managers to maintain the financial strength and liquidity necessary to satisfy their respective obligations and liabilities to third parties, including without limitation obligations under their existing credit facilities and other indebtedness; (d) the Company's ability to implement its business strategy; (e) a disruption of or lack of access to the capital markets, changes in the debt rating on U.S. government securities, default or delay in payment by the United States of its obligations and changes in federal or state budgets resulting in the reduction or nonpayment of Medicare or Medicaid reimbursement rates; (f) the nature and extent of future competition, including new construction in the markets in which the Company's senior housing communities and office buildings are located; (g) the extent and effect of the results of the Presidential election on, and more broadly, future or pending healthcare reform and regulation, including cost containment measures and changes in reimbursement policies, procedures and rates; (h) increases in the Company's*

*borrowing costs as a result of changes in interest rates and other factors, including the potential phasing out of the London Inter-bank Offered Rate after 2021; (i) the ability of the Company's tenants, operators and managers, as applicable, to comply with laws, rules and regulations in the operation of the Company's senior housing properties, to deliver high-quality services, to attract and retain qualified personnel and to attract residents and patients; (j) changes in general economic conditions or economic conditions in the markets in which the Company may, from time to time, compete, and the effect of those changes on the Company's revenues, earnings and funding sources; (k) the Company's level of indebtedness and ability to pay down, refinance, restructure or extend its indebtedness as it becomes due; (l) the Company's ability and willingness to maintain its qualification as a REIT in light of economic, market, legal, tax and other considerations; (m) final determination of the Company's taxable net income for the year ending December 31, 2020; (n) the ability and willingness of the Company's tenants to renew their leases with the Company upon expiration of the leases, the Company's ability to reposition its properties on the same or better terms in the event of nonrenewal or in the event the Company exercises its right to replace an existing tenant, and obligations, including indemnification obligations, the Company may incur in connection with the replacement of an existing tenant; (o) risks associated with the Company's senior living operating portfolio, such as factors that can cause volatility in the Company's operating income and earnings generated by those properties, including without limitation national and regional economic conditions, costs of food, materials, energy, labor and services, employee benefit costs, insurance costs and professional and general liability claims, and the timely delivery of accurate property-level financial results for those properties; (p) changes in exchange rates for any foreign currency in which the Company may, from time to time, conduct business; (q) year-over-year changes in the Consumer Price Index or the UK Retail Price Index and the effect of those changes on the rent escalators contained in the Company's leases and the Company's earnings; (r) the Company's ability and the ability of its tenants, operators, borrowers and managers to obtain and maintain adequate property, liability and other insurance from reputable, financially stable providers; (s) the impact of damage to the Company's properties from catastrophic weather and other natural events and the physical effects of climate change; (t) the impact of increased operating costs and uninsured professional liability claims on the Company's liquidity, financial condition and results of operations or that of the Company's tenants, operators, borrowers and managers, and the ability of the Company and the Company's tenants, operators, borrowers and managers to accurately estimate the magnitude of those claims; (u) risks associated with the Company's office building portfolio and operations, including the Company's ability to successfully design, develop and manage office buildings and to retain key personnel; (v) the ability of the hospitals on or near whose campuses the Company's medical office buildings are located and their affiliated health systems to remain competitive and financially viable and to attract physicians and physician groups; (w) risks associated with the Company's investments in joint ventures and unconsolidated entities, including its lack of sole decision-making authority and its reliance on its joint venture partners' financial condition; (x) the Company's ability to obtain the financial results expected from its development and redevelopment projects; (y) the impact of market or issuer events on the liquidity or value of the Company's investments in marketable securities; (z) consolidation activity in the senior housing and healthcare industries resulting in a change of control of, or a competitor's investment in, one or more of the Company's tenants, operators, borrowers or managers or significant changes in the senior management of the Company's tenants, operators, borrowers or managers; (aa) the impact of litigation or any financial, accounting, legal or regulatory issues that may affect the Company or its tenants, operators, borrowers or managers; (bb) changes in accounting principles, or their application or interpretation, and the Company's ability to make estimates and the assumptions underlying the estimates, which could have an effect on the Company's earnings; and (cc) the other factors set forth in the Company's periodic filings with the SEC.*

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