

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): **November 8, 2019**

**Commission File Number 1-13610**

**CIM COMMERCIAL TRUST CORPORATION**

(Exact name of registrant as specified in its charter)

**Maryland**

(State or other jurisdiction  
of incorporation or organization)

**17950 Preston Road, Suite 600,  
Dallas, TX 75252**  
(Address of principal executive offices)

**75-6446078**  
(I.R.S. Employer  
Identification No.)

**(972) 349-3200**  
(Registrant's telephone number)

Former name, former address and former fiscal year, if changed since last report: **NONE**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Securities registered or to be registered pursuant to Section 12(b) of the Act:

| <u>Title of each class</u>                         | <u>Trading Symbol(s)</u> | <u>Name of each exchange on which registered</u> |
|--|--------------------------|--|
| <b>Common Stock, \$0.001 Par Value</b>             | <b>CMCT</b>              | <b>Nasdaq Global Market</b>                      |
| <b>Common Stock, \$0.001 Par Value</b>             | <b>CMCT-L</b>            | <b>Tel Aviv Stock Exchange</b>                   |
| <b>Series L Preferred Stock, \$0.001 Par Value</b> | <b>CMCTP</b>             | <b>Nasdaq Global Market</b>                      |
| <b>Series L Preferred Stock, \$0.001 Par Value</b> | <b>CMCTP</b>             | <b>Tel Aviv Stock Exchange</b>                   |

**Item 2.02 Results of Operations and Financial Condition**

On November 8, 2019, CIM Commercial Trust Corporation (the “Company”) issued a press release announcing its financial results for the quarter ended September 30, 2019. A copy of the press release is attached to this Form 8-K as Exhibit 99.1 and is incorporated by reference herein.

The information in this Item 2.02 and Exhibit 99.1 are being furnished and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that Section, nor shall it be deemed incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended (the “Securities Act”), or the Exchange Act, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

**Item 7.01 Regulation FD Disclosure**

A copy of the Company’s Q3 2019 Investor Presentation is attached to this Form 8-K as Exhibit 99.2 and is incorporated by reference herein. Additionally, the Company has posted a copy of the presentation on its Shareholder Relations page at <http://shareholders.cimcommercial.com/>.

The information in this Item 7.01 and Exhibit 99.2 are being furnished and shall not be deemed “filed” for the purposes of Section 18 of the Exchange Act or otherwise subject to the liabilities of that Section, nor shall it be deemed incorporated by reference into any filing of the Company under the Securities Act or the Exchange Act, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

**Item 9.01 Financial Statements and Exhibits.**

| <u>Exhibit No.</u> | <u>Description</u>   |
|--------------------|--|
| 99.1               | <a href="#">Press release, dated November 8, 2019, regarding the Company’s financial results for the quarter ended September 30, 2019.</a> |
| 99.2               | <a href="#">Investor Presentation Q3 2019.</a>   |

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: November 8, 2019

**CIM COMMERCIAL TRUST CORPORATION**

By: /s/ Nathan D. DeBacker  
Nathan D. DeBacker, Chief Financial Officer



## CIM Commercial Trust Corporation Reports 2019 Third Quarter Results

Dallas—(November 8, 2019) CIM Commercial Trust Corporation (NASDAQ: CMCT and TASE: CMCT-L) (“we”, “our”, “CMCT”, “CIM Commercial”, or the “Company”), a real estate investment trust (“REIT”) that primarily acquires, owns, and operates Class A and creative office assets in vibrant and improving metropolitan communities throughout the United States, today reported operating results for the three and nine months ended September 30, 2019.

On September 3, 2019, the previously announced one-for-three reverse stock split of our common stock became effective. All of the share and per share amounts in this release reflect the effect of such reverse stock split.

### Third Quarter 2019 Highlights

- Annualized rent per occupied square foot(1) on a same-store(2) basis increased 10.2% to \$47.96 as of September 30, 2019 compared to \$43.52 as of September 30, 2018.
- Our same-store(2) office portfolio was 87.8% leased as of September 30, 2019 compared to 95.9% as of September 30, 2018. The decrease is primarily due to the repositioning of an office property in Los Angeles, California.
- During the third quarter of 2019, we executed 43,308 square feet of leases with terms longer than 12 months, of which 25,626 square feet were recurring leases executed at our same-store(2) office portfolio, representing same-store(2) cash rent growth per square foot of 8.2%.
- Net loss attributable to common stockholders was \$1,622,000, or \$0.11 per diluted share, for the third quarter of 2019 compared to \$4,448,000, or \$0.30 per diluted share, for the third quarter of 2018.
- Same-store(2) office segment net operating income(3) (“NOI”) increased 0.8%, while same-store(2) office cash NOI(3) decreased 6.5%, for the third quarter of 2019 as compared to the corresponding period in 2018. The decrease in same-store(2) office cash NOI(3) is primarily due to the repositioning of an office property in Los Angeles, California.
- Funds from operations (“FFO”) attributable to common stockholders(4) was \$3,256,000, or \$0.22 per diluted share, for the third quarter of 2019 compared to \$8,862,000, or \$0.61 per diluted share, for the third quarter of 2018.

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(1) Annualized rent per occupied square foot represents gross monthly base rent under leases commenced as of the specified periods, multiplied by twelve. This amount reflects total cash rent before abatements. Where applicable, annualized rent has been grossed up by adding annualized expense reimbursements to base rent. Annualized rent for certain office properties includes rent attributable to retail.

(2) Please see our definition of “same-store properties” on page 12.

(3) Please see our reconciliations of office, hotel, lending, and total segment NOI to net income attributable to the Company starting on page 13.

(4) Please see page 11 for a reconciliation of net income (loss) attributable to common stockholders to FFO attributable to common stockholders and a discussion of the benefits and limitations of FFO as a supplemental measure of operating performance.

## Completion of the Program to Unlock Embedded Value in Our Portfolio and Improve Trading Liquidity of Our Common Stock

We completed the previously announced program to unlock embedded value in our portfolio, enhance growth prospects and improve the trading liquidity of our common stock (the “Program to Unlock Embedded Value in Our Portfolio and Improve Trading Liquidity of Our Common Stock”):

- Sale of Assets. During 2019, we sold ten properties in connection with the Program to Unlock Embedded Value in Our Portfolio and Improve Trading Liquidity of Our Common Stock and a review of our portfolio. These sales generated an aggregate gross sales price to the Company of \$990,996,000. No further property sales will be made under the Program to Unlock Embedded Value in Our Portfolio and Improve Trading Liquidity of Our Common Stock.
- Repayment of Certain Indebtedness. We used a portion of the net proceeds from the asset sales to repay certain of our indebtedness.
- Return of Capital to Holders of Common Stock. On August 30, 2019, we paid a special cash dividend of \$42.00 per share of common stock (\$14.00 per share of common stock prior to the one-for-three reverse stock split of our common stock), or \$613,294,000 in the aggregate.
- CIM REIT Liquidation. We have been informed by CIM Group that the liquidation of CIM Urban REIT, LLC (“CIM Urban REIT”), a CIM-operated vehicle that was our principal stockholder, has been substantially completed. In connection with such liquidation, CIM Urban REIT (i) distributed approximately 10,624,000 shares of our common stock, representing approximately 72.8% of the outstanding shares of our common stock as of November 7, 2019, to a diverse group of institutional investors that were former members of CIM Urban REIT and (ii) sold approximately 2,468,000 shares of our common stock in October 2019, representing approximately 16.9% of the outstanding shares of our common stock as of November 7, 2019, for \$19.1685 per share to an affiliate of CIM Group in a private transaction. As of November 7, 2019, CIM Group, its affiliates, and directors and officers of CIM Commercial have an aggregate economic interest in approximately 19.2% of the outstanding shares of our common stock.

On October 22, 2019, we commenced a cash tender offer to purchase up to one-third of our outstanding shares of Series L preferred stock at a purchase price of \$29.12 per share (of which \$1.39 reflects the amount of dividends on the Series L preferred stock that will be accrued as of November 20, 2019, the expiration date of the tender offer), as converted to and to be paid in new Israeli shekels (“ILS”).

### Management Commentary

“I am pleased to report that our previously announced plan to unlock embedded value in our portfolio has been successfully completed. We sold nearly \$1 billion of assets at 98.5% of appraised value and paid a special dividend of approximately \$613.3 million to our common stockholders,” said David Thompson, CIM Commercial’s Chief Executive Officer.

“The recent purchase of approximately \$47.3 million of our common stock by an affiliate of CIM Group (at approximately \$19.17 per share) from the former principal stockholder of the Company demonstrates CIM Group’s belief in the strength and potential of CIM Commercial’s underlying portfolio of properties. It further aligns the interests of the stockholders of CIM Commercial with CIM Group, the operator of CIM Commercial.”

“Going forward, we are focused on growing CIM Commercial through three value-add projects already underway, contractual rent increases, increasing below market in-place leases to market rates in our high-quality metropolitan portfolio and accretive acquisitions. We will also continue to actively manage our portfolio through ongoing hold/sell analysis to ensure each asset fits our overall strategy.”

## Guidance

We reaffirm our previously announced guidance for 2019 NOI and net income (loss) attributable to common stockholders as follows:

### 2019 Outlook

|   | <u>Low</u>                                    | <u>High</u>     |
|---|---|-----------------|
|   | <u>(Unaudited, estimated and in millions)</u> |                 |
| Cash NOI from retained properties and lending activities  | \$ 47.1                                       | \$ 48.1         |
| Non-cash adjustments from retained properties and lending activities  | 4.1   | 4.1             |
| Segment NOI from retained properties and lending activities   | 51.2  | 52.2            |
| Segment NOI from sold properties  | 16.0  | 16.0            |
| Total Segment NOI   | 67.2  | 68.2            |
| Asset management and other fees to related parties and G&A  | (21.0)  | (20.5)          |
| Depreciation and amortization, interest expense, non-segment interest and other income, provision for income taxes, redeemable preferred stock dividends declared or accumulated, and net income attributable to noncontrolling interests | (52.2)  | (52.2)          |
| Gain on sale of real estate, impairment of real estate, loss on early extinguishment of debt, and transaction costs   | 333.6   | 333.6           |
| Net income attributable to common stockholders  | <u>\$ 327.6</u>                               | <u>\$ 329.1</u> |

### Key 2019 Assumptions

- No acquisitions or additional dispositions after the sale of two office properties and one development site, all in Washington, D.C., on July 30, 2019, will occur during the remainder of 2019.
- No future transaction costs, offerings or share repurchases (including the tender offer in respect of the Series L preferred stock) have been assumed, except for continued monthly issuances of Series A preferred units.

## Financial Highlights

As of September 30, 2019, our real estate portfolio consisted of 11 assets, all of which are fee-simple properties. The portfolio included 9 office properties (including one development site, which is being used as a parking lot), totaling approximately 1.3 million rentable square feet, and one hotel, with an ancillary parking garage, which has 503 rooms. We also own and operate a lending business.

### Third Quarter 2019

Net loss attributable to common stockholders was \$1,622,000, or \$0.11 per diluted share of common stock, for the three months ended September 30, 2019, compared to \$4,448,000, or \$0.30 per diluted share of common stock, for the three months ended September 30, 2018, primarily due to asset sales. The decrease was primarily attributable to a decrease of \$8,130,000 in depreciation and amortization, a decrease of \$4,294,000 in interest expense not allocated to our operating segments, a decrease of \$2,052,000 in asset management and other fees to related parties not allocated to our operating segments, an increase of \$1,408,000 in interest and other income not allocated to our operating segments, and the gain on sale of real estate of \$302,000, partially offset by a decrease of \$12,405,000 in segment NOI(5), an increase of \$549,000 in redeemable preferred stock dividends declared or accumulated, an increase of \$325,000 in transaction costs, and an increase of \$99,000 in general and administrative expense not allocated to our operating segments.

FFO attributable to common stockholders(6) was \$3,256,000, or \$0.22 per diluted share of common stock, for the three months ended September 30, 2019, compared to \$8,862,000, or \$0.61 per diluted share of common stock, for the three months ended September 30, 2018, primarily due to asset sales. The decrease in FFO attributable to common stockholders(6) was primarily attributable to a decrease of \$12,405,000 in segment NOI(5), an increase of \$549,000 in redeemable preferred stock dividends declared or accumulated, an increase of \$325,000 in transaction costs, and an increase of \$99,000 in general and administrative expense not allocated to our operating segments, partially offset by a decrease of \$4,294,000 in interest expense not allocated to our operating segments, a decrease of \$2,052,000 in asset management and other fees to related parties not allocated to our operating segments, and an increase of \$1,408,000 in interest and other income not allocated to our operating segments.

### Year to Date 2019

Net income attributable to common stockholders was \$334,269,000, or \$21.24 per diluted share of common stock, for the nine months ended September 30, 2019, compared to net loss attributable to common stockholders of \$(9,350,000), or \$(0.64) per diluted share of common stock, for the nine months ended September 30, 2018.

FFO attributable to common stockholders(6) was \$(7,840,000), or \$(0.54) per diluted share of common stock, for the nine months ended September 30, 2019, compared to \$30,433,000, or \$2.09 per diluted share of common stock, for the nine months ended September 30, 2018. FFO attributable to common stockholders(6) for the nine months ended September 30, 2019 includes \$29,982,000, or \$2.05 per diluted share of common stock in loss on early extinguishment of debt incurred in connection with the sale of certain assets in 2019 primarily related to the legal defeasance and prepayment of mortgage loans collateralized by such properties.

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(5) Please see our reconciliations of office, hotel, lending, and total segment NOI to net income attributable to the Company starting on page 13.

(6) Please see page 11 for a reconciliation of net income (loss) attributable to common stockholders to FFO attributable to common stockholders and a discussion of the benefits and limitations of FFO as a supplemental measure of operating performance.

## Segment Information

Our reportable segments during the three months ended September 30, 2019 and 2018 consisted of two types of commercial real estate properties, namely, office and hotel, as well as a segment for our lending business. Net loss attributable to common stockholders was \$1,622,000, or \$0.11 per diluted share of common stock, for the three months ended September 30, 2019, compared to \$4,448,000, or \$0.30 per diluted share of common stock, for the three months ended September 30, 2018, which represents a decrease of \$2,826,000, or \$0.19 per diluted share of common stock. Total segment NOI(7) was \$12,927,000 for the three months ended September 30, 2019, compared to \$25,332,000 for the three months ended September 30, 2018.

### Office

#### *Same-Store(8)*

Same-store(8) office segment NOI(7) increased 0.8% on a GAAP basis and decreased 6.5% on a cash basis for the three months ended September 30, 2019 compared to the three months ended September 30, 2018. The increase in same-store(8) office segment NOI(7) is primarily due to an increase in rental revenue at certain of our properties due to increases in rental rates as a result of leasing activity and an increase in expense reimbursements at one of our properties, partially offset by lower revenues and higher expenses at an office property in Los Angeles, California that is being repositioned into vibrant, collaborative office space after the expiration in April 2019 of a lease agreement for 100% of such property, which space has been partially occupied by a related party since May 2019.

At September 30, 2019, the Company's same-store(8) office portfolio was 87.2% occupied, a decrease of 710 basis points year-over-year on a same-store(8) basis, and 87.8% leased, a decrease of 810 basis points year-over-year on a same-store(8) basis. The annualized rent per occupied square foot(9) on a same-store basis was \$47.96 at September 30, 2019 compared to \$43.52 at September 30, 2018. During the three months ended September 30, 2019, the Company executed 25,626 square feet of recurring leases at our same-store(8) office portfolio, representing same-store(8) cash rent growth per square foot of 8.2%.

#### *Total*

Office segment NOI(7) decreased to \$9,639,000 for the three months ended September 30, 2019, from \$21,898,000 for the three months ended September 30, 2018. The decrease is primarily attributable to the sale of three office properties and a parking garage in Oakland, California, the sale of an office property in Washington, D.C., and the sale of an office property in San Francisco, California, all of which were consummated in March 2019, the sale of an office property in Oakland, California, which was consummated in May 2019, the sale of two office properties in Washington, D.C., which was consummated in July 2019, and lower revenues and higher expenses at an office property in Los Angeles, California that is being repositioned into vibrant, collaborative office space after the expiration in April 2019 of a lease agreement for 100% of such property, which space has been partially occupied by a related party since May 2019, partially offset by increases in rental revenue at certain of our properties due to increases in rental rates as a result of leasing activity and an increase in expense reimbursements at one of our properties.

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(7) Please see our reconciliations of office, hotel, lending, and total segment NOI to net income attributable to the Company starting on page 13.

(8) Please see our definition of "same-store properties" on page 12.

(9) Annualized rent per occupied square foot represents gross monthly base rent under leases commenced as of the specified periods, multiplied by twelve. This amount reflects total cash rent before abatements. Where applicable, annualized rent has been grossed up by adding annualized expense reimbursements to base rent. Annualized rent for certain office properties includes rent attributable to retail.



## Hotel

Hotel segment NOI(10) was \$2,399,000 for the three months ended September 30, 2019, compared to \$2,596,000 for the three months ended September 30, 2018.

## Lending

Our lending segment primarily consists of our SBA 7(a) lending platform, which is a national lender that primarily originates loans to small businesses in the hospitality industry. Lending segment NOI(10) was \$889,000 for the three months ended September 30, 2019, compared to \$838,000 for the three months ended September 30, 2018. The increase is primarily attributable to a decrease in interest expense as a result of a reduction in the balance outstanding on our SBA 7(a) loan-backed notes and secured borrowings and an increase in servicing asset income, partially offset by a decrease in premium income from the sale of the guaranteed portion of our SBA 7(a) loans.

## **Debt and Equity**

During the three months ended September 30, 2019, we issued 490,374 Series A preferred units, with each Series A preferred unit consisting of one share of Series A preferred stock and one warrant to purchase 0.25 shares of our common stock, resulting in net proceeds of approximately \$11,179,000. Net proceeds represent gross proceeds offset by costs specifically identifiable to the offering of the Series A preferred units, such as commissions, dealer manager fees, and other offering fees and expenses.

On September 3, 2019, we effectuated a one-for-three reverse stock split of our common stock (the "Reverse Stock Split").

On October 22, 2019, we commenced a cash tender offer to purchase up to one-third of our outstanding shares of Series L preferred stock at a purchase price of \$29.12 per share (of which \$1.39 reflects the amount of dividends on the Series L preferred stock that will be accrued as of November 20, 2019, the expiration date of the tender offer), as converted to and to be paid in new Israeli shekels ("ILS").

## **Dispositions**

On July 30, 2019, we sold 100% fee-simple interests in two office properties and one development site, all in Washington, D.C., to an unrelated third-party for an aggregate gross sales price of \$181,000,000.

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(10) Please see our reconciliations of office, hotel, lending, and total segment NOI to net income attributable to the Company starting on page 13.

## **Dividends**

On August 8, 2019, we declared a quarterly cash dividend of \$0.0750 per share of our common stock (\$0.0250 per share of our common stock prior to the Reverse Stock Split), which was paid on September 18, 2019 to stockholders of record at the close of business on September 6, 2019.

On August 8, 2019, in connection with the Program to Unlock Embedded Value in Our Portfolio and Improve Trading Liquidity of Our Common Stock, we declared a special cash dividend of \$42.00 per share of our common stock (\$14.00 per share of common stock prior to the Reverse Stock Split), or \$613,294,000 in the aggregate, that was paid on August 30, 2019 to stockholders of record at the close of business on August 19, 2019. The Special Dividend was funded primarily by the net proceeds (after the repayment of debt) received from the sale of ten properties during 2019 and borrowings on our revolving credit facility.

Further, we declared a quarterly cash dividend of \$0.34375 per share of our Series A preferred stock, or portion thereof for issuances during the period from July 1, 2019 to September 30, 2019, which was paid on October 15, 2019 to stockholders of record at the close of business on October 7, 2019.

## **About CIM Commercial**

CIM Commercial is a real estate investment trust that primarily acquires, owns, and operates Class A and creative office assets in vibrant and improving metropolitan communities throughout the United States. Its properties are primarily located in Los Angeles and the San Francisco Bay Area. CIM Commercial is operated by affiliates of CIM Group, L.P., a vertically-integrated owner and operator of real assets with multi-disciplinary expertise and in-house research, acquisition, credit analysis, development, finance, leasing, and onsite property management capabilities ([www.cimcommercial.com](http://www.cimcommercial.com)).

## **FORWARD-LOOKING STATEMENTS**

This press release contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, including, among others, statements about CIM Commercial’s outlook for net income (loss), NOI and derivations thereof. Such forward-looking statements are based on particular assumptions that management of CIM Commercial has made in light of its experience, as well as its perception of expected future developments and other factors that it believes are appropriate under the circumstances. Forward-looking statements are necessarily estimates reflecting the judgment of CIM Commercial and involve a number of risks and uncertainties that could cause actual results to differ materially from those suggested by the forward-looking statements. These risks and uncertainties include those associated with (i) the timing, form and operational effects of CIM Commercial’s development activities, (ii) the ability of CIM Commercial to raise in place rents to existing market rents, and (iii) general economic, market and other conditions. For a further list and description of the risks and uncertainties inherent in forward-looking statements, see CIM Commercial’s Annual Report on Form 10-K for the fiscal year ended December 31, 2018 and the Registration Statement on Form S-11 (No. 333-210880) relating to the Series A preferred stock.

Forward-looking statements are not guarantees of performance or results and speak only as of the date such statements are made. CIM Commercial undertakes no obligation to publicly update or release any revisions to its forward-looking statements, whether to reflect new information, future events, changes in assumptions or circumstances or otherwise, except as required by law.

For CIM Commercial Trust Corporation

Media Relations:

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or

Shareholder Relations:

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**CIM COMMERCIAL TRUST CORPORATION AND SUBSIDIARIES**  
**Consolidated Balance Sheets**  
(Unaudited and in thousands, except share and per share amounts)

|   | September 30, 2019 | December 31, 2018   |
|---|--------------------|---------------------|
| <b>ASSETS</b>   |                    |                     |
| Investments in real estate, net   | \$ 505,966         | \$ 1,040,937        |
| Cash and cash equivalents   | 14,600             | 54,931              |
| Restricted cash   | 11,507             | 22,512              |
| Loans receivable, net   | 71,576             | 83,248              |
| Accounts receivable, net  | 5,121              | 6,640               |
| Deferred rent receivable and charges, net   | 34,316             | 84,230              |
| Other intangible assets, net  | 7,740              | 9,531               |
| Other assets  | 9,026              | 18,197              |
| Assets held for sale, net   | —                  | 22,175              |
| <b>TOTAL ASSETS</b>   | <b>\$ 659,852</b>  | <b>\$ 1,342,401</b> |
| <b>LIABILITIES, REDEEMABLE PREFERRED STOCK, AND EQUITY</b>  |                    |                     |
| <b>LIABILITIES:</b>   |                    |                     |
| Debt, net   | \$ 227,727         | \$ 588,671          |
| Accounts payable and accrued expenses   | 16,960             | 41,598              |
| Intangible liabilities, net   | 1,562              | 2,872               |
| Due to related parties  | 6,740              | 10,951              |
| Other liabilities   | 9,046              | 16,535              |
| Liabilities associated with assets held for sale, net   | —                  | 28,766              |
| Total liabilities   | 262,035            | 689,393             |
| <b>COMMITMENTS AND CONTINGENCIES</b>  |                    |                     |
| <b>REDEEMABLE PREFERRED STOCK:</b> Series A, \$0.001 par value; 36,000,000 shares authorized; 1,642,763 and 1,641,563 shares issued and outstanding, respectively, at September 30, 2019 and 1,566,386 and 1,565,346 shares issued and outstanding, respectively, at December 31, 2018; liquidation preference of \$25.00 per share, subject to adjustment    |                    |                     |
|   | 37,216             | 35,733              |
| <b>EQUITY:</b>  |                    |                     |
| Series A cumulative redeemable preferred stock, \$0.001 par value; 36,000,000 shares authorized; 2,462,104 and 2,450,417 shares issued and outstanding, respectively, at September 30, 2019 and 1,287,169 and 1,281,804 shares issued and outstanding, respectively, at December 31, 2018; liquidation preference of \$25.00 per share, subject to adjustment | 60,987             | 31,866              |
| Series L cumulative redeemable preferred stock, \$0.001 par value; 9,000,000 shares authorized; 8,080,740 shares issued and outstanding at September 30, 2019 and December 31, 2018; liquidation preference of \$28.37 per share, subject to adjustment   | 229,251            | 229,251             |
| Common stock, \$0.001 and \$0.003 par value; 900,000,000 shares authorized; 14,602,149 and 14,598,357 shares issued and outstanding at September 30, 2019 and December 31, 2018, respectively (11)  | 15                 | 44                  |
| Additional paid-in capital  | 788,342            | 790,354             |
| Accumulated other comprehensive income  | —                  | 1,806               |
| Distributions in excess of earnings   | (718,493)          | (436,883)           |
| Total stockholders' equity  | 360,102            | 616,438             |
| Noncontrolling interests  | 499                | 837                 |
| Total equity  | 360,601            | 617,275             |
| <b>TOTAL LIABILITIES, REDEEMABLE PREFERRED STOCK, AND EQUITY</b>  | <b>\$ 659,852</b>  | <b>\$ 1,342,401</b> |

(11) All share and per share amounts have been adjusted to give retroactive effect to the one-for-three reverse stock split of our common stock effected on September 3, 2019.

**CIM COMMERCIAL TRUST CORPORATION AND SUBSIDIARIES**  
**Consolidated Statements of Operations**  
(Unaudited and in thousands, except per share amounts)

|   | Three Months Ended<br>September 30, |                   | Nine Months Ended<br>September 30, |                   |
|---|-------------------------------------|-------------------|------------------------------------|-------------------|
|   | 2019                                | 2018              | 2019                               | 2018              |
| <b>REVENUES:</b>  |                                     |                   |                                    |                   |
| Rental and other property income  | \$ 17,306                           | \$ 36,606         | \$ 73,306                          | \$ 109,575        |
| Hotel income  | 7,734                               | 7,715             | 27,087                             | 27,564            |
| Interest and other income   | 4,175                               | 3,286             | 12,955                             | 10,306            |
|   | <u>29,215</u>                       | <u>47,607</u>     | <u>113,348</u>                     | <u>147,445</u>    |
| <b>EXPENSES:</b>  |                                     |                   |                                    |                   |
| Rental and other property operating   | 13,286                              | 20,405            | 49,197                             | 59,086            |
| Asset management and other fees to related parties                          | 3,981                               | 6,121             | 14,155                             | 18,475            |
| Interest  | 2,403                               | 6,965             | 8,998                              | 20,409            |
| General and administrative  | 1,384                               | 1,205             | 4,793                              | 6,496             |
| Transaction costs   | 340                                 | 15                | 600                                | 359               |
| Depreciation and amortization   | 5,180                               | 13,310            | 21,995                             | 39,783            |
| Loss on early extinguishment of debt  | —                                   | —                 | 29,982                             | —                 |
| Impairment of real estate   | —                                   | —                 | 69,000                             | —                 |
|   | <u>26,574</u>                       | <u>48,021</u>     | <u>198,720</u>                     | <u>144,608</u>    |
| Gain on sale of real estate   | 302                                 | —                 | 433,104                            | —                 |
| <b>INCOME (LOSS) BEFORE PROVISION FOR INCOME TAXES</b>                      | <b>2,943</b>                        | <b>(414)</b>      | <b>347,732</b>                     | <b>2,837</b>      |
| Provision for income taxes  | 87                                  | 115               | 686                                | 795               |
| <b>NET INCOME (LOSS)</b>  | <b>2,856</b>                        | <b>(529)</b>      | <b>347,046</b>                     | <b>2,042</b>      |
| Net (income) loss attributable to noncontrolling interests                  | (8)                                 | 1                 | 165                                | (15)              |
| <b>NET INCOME (LOSS) ATTRIBUTABLE TO THE COMPANY</b>                        | <b>2,848</b>                        | <b>(528)</b>      | <b>347,211</b>                     | <b>2,027</b>      |
| Redeemable preferred stock dividends declared or accumulated                | (4,470)                             | (3,921)           | (12,934)                           | (11,380)          |
| Redeemable preferred stock redemptions                                      | —                                   | 1                 | (8)                                | 3                 |
| <b>NET (LOSS) INCOME ATTRIBUTABLE TO COMMON STOCKHOLDERS</b>                | <b>\$ (1,622)</b>                   | <b>\$ (4,448)</b> | <b>\$ 334,269</b>                  | <b>\$ (9,350)</b> |
| <b>NET (LOSS) INCOME ATTRIBUTABLE TO COMMON STOCKHOLDERS PER SHARE(12):</b> |                                     |                   |                                    |                   |
| Basic   | \$ (0.11)                           | \$ (0.30)         | \$ 22.90                           | \$ (0.64)         |
| Diluted   | <u>\$ (0.11)</u>                    | <u>\$ (0.30)</u>  | <u>\$ 21.24</u>                    | <u>\$ (0.64)</u>  |
| <b>WEIGHTED AVERAGE SHARES OF COMMON STOCK OUTSTANDING(12):</b>             |                                     |                   |                                    |                   |
| Basic   | 14,598                              | 14,598            | 14,598                             | 14,597            |
| Diluted   | <u>14,599</u>                       | <u>14,598</u>     | <u>15,825</u>                      | <u>14,597</u>     |

(12) All share and per share amounts have been adjusted to give retroactive effect to the one-for-three reverse stock split of our common stock effected on September 3, 2019.

**CIM COMMERCIAL TRUST CORPORATION AND SUBSIDIARIES**  
**Earnings Per Share**  
**(Unaudited and in thousands, except per share amounts)**

Earnings per share (“EPS”) for the year-to-date period may differ from the sum of quarterly EPS amounts due to the required method for computing EPS for the respective periods. In addition, EPS is calculated independently for each component and may not be additive due to rounding. The following table reconciles the numerator and denominator used in computing our basic and diluted per-share amounts for net income (loss) attributable to common stockholders for the three and nine months ended September 30, 2019 and 2018:

|   | Three Months Ended<br>September 30, |                   | Nine Months Ended<br>September 30, |                   |
|---|-------------------------------------|-------------------|------------------------------------|-------------------|
|   | 2019                                | 2018              | 2019                               | 2018              |
| <b>Numerator:</b>   |                                     |                   |                                    |                   |
| Net (loss) income attributable to common stockholders                       | \$ (1,622)                          | \$ (4,448)        | \$ 334,269                         | \$ (9,350)        |
| Redeemable preferred stock dividends declared on dilutive shares(13)        | —                                   | —                 | 1,917                              | —                 |
| Diluted net (loss) income attributable to common stockholders               | <u>\$ (1,622)</u>                   | <u>\$ (4,448)</u> | <u>\$ 336,186</u>                  | <u>\$ (9,350)</u> |
| <b>Denominator(14):</b>   |                                     |                   |                                    |                   |
| Basic weighted average shares of Common Stock outstanding                   | 14,598                              | 14,598            | 14,598                             | 14,597            |
| Effect of dilutive securities—contingently issuable shares(13)              | 1                                   | —                 | 1,227                              | —                 |
| Diluted weighted average shares and common stock equivalents outstanding    | <u>14,599</u>                       | <u>14,598</u>     | <u>15,825</u>                      | <u>14,597</u>     |
| <b>Net (loss) income attributable to common stockholders per share(14):</b> |                                     |                   |                                    |                   |
| Basic   | <u>\$ (0.11)</u>                    | <u>\$ (0.30)</u>  | <u>\$ 22.90</u>                    | <u>\$ (0.64)</u>  |
| Diluted   | <u>\$ (0.11)</u>                    | <u>\$ (0.30)</u>  | <u>\$ 21.24</u>                    | <u>\$ (0.64)</u>  |

(13) For the three months ended September 30, 2019 and the three and nine months ended September 30, 2018, the effect of certain shares of redeemable preferred stock were excluded from the computation of diluted net income (loss) attributable to common stockholders and the diluted weighted average shares and common stock equivalents outstanding as such inclusion would be anti-dilutive.

(14) All share and per share amounts have been adjusted to give retroactive effect to the one-for-three reverse stock split of our common stock effected on September 3, 2019.

**CIM COMMERCIAL TRUST CORPORATION AND SUBSIDIARIES**  
**Funds from Operations**  
(Unaudited and in thousands, except per share amounts)

We believe that FFO is a widely recognized and appropriate measure of the performance of a REIT and that it is frequently used by securities analysts, investors and other interested parties in the evaluation of REITs, many of which present FFO when reporting their results. FFO represents net income (loss) attributable to common stockholders, computed in accordance with generally accepted accounting principles (“GAAP”), which reflects the deduction of redeemable preferred stock dividends accumulated, excluding gains (or losses) from sales of real estate, impairment of real estate, and real estate depreciation and amortization. We calculate FFO in accordance with the standards established by the National Association of Real Estate Investment Trusts (the “NAREIT”).

Like any metric, FFO should not be used as the only measure of our performance because it excludes depreciation and amortization and captures neither the changes in the value of our real estate properties that result from use or market conditions nor the level of capital expenditures and leasing commissions necessary to maintain the operating performance of our properties, all of which have real economic effect and could materially impact our operating results. Other REITs may not calculate FFO in accordance with the standards established by the NAREIT; accordingly, our FFO may not be comparable to the FFOs of other REITs. Therefore, FFO should be considered only as a supplement to net income (loss) as a measure of our performance and should not be used as a supplement to or substitute measure for cash flows from operating activities computed in accordance with GAAP. FFO should not be used as a measure of our liquidity, nor is it indicative of funds available to fund our cash needs, including our ability to pay dividends. The following table sets forth a reconciliation of net income (loss) attributable to common stockholders to FFO attributable to common stockholders for the three and nine months ended September 30, 2019 and 2018:

|  | Three Months Ended<br>September 30, |            | Nine Months Ended<br>September 30, |            |
|--|-------------------------------------|------------|------------------------------------|------------|
|  | 2019                                | 2018       | 2019                               | 2018       |
| <b>Numerator:</b>  |                                     |            |                                    |            |
| Net (loss) income attributable to common stockholders                    | \$ (1,622)                          | \$ (4,448) | \$ 334,269                         | \$ (9,350) |
| Depreciation and amortization  | 5,180                               | 13,310     | 21,995                             | 39,783     |
| Impairment of real estate  | —                                   | —          | 69,000                             | —          |
| Gain on sale of depreciable assets(15)                                   | (302)                               | —          | (433,104)                          | —          |
| FFO attributable to common stockholders                                  | \$ 3,256                            | \$ 8,862   | \$ (7,840)                         | \$ 30,433  |
| Redeemable preferred stock dividends declared on dilutive shares(16)     | —                                   | —          | (1)                                | 264        |
| Diluted FFO attributable to common stockholders                          | \$ 3,256                            | \$ 8,862   | \$ (7,841)                         | \$ 30,697  |
| <b>Denominator(17):</b>  |                                     |            |                                    |            |
| Basic weighted average shares of Common Stock outstanding                | 14,598                              | 14,598     | 14,598                             | 14,597     |
| Effect of dilutive securities—contingently issuable shares(16)           | 1                                   | —          | 1                                  | 120        |
| Diluted weighted average shares and common stock equivalents outstanding | 14,599                              | 14,598     | 14,599                             | 14,717     |
| <b>FFO attributable to common stockholders per share(17):</b>            |                                     |            |                                    |            |
| Basic  | \$ 0.22                             | \$ 0.61    | \$ (0.54)                          | \$ 2.08    |
| Diluted  | \$ 0.22                             | \$ 0.61    | \$ (0.54)                          | \$ 2.09    |

(15) In connection with the sale of certain properties during the three and nine months ended September 30, 2019, we recognized \$0 and \$29,982,000, respectively, or \$0.00 and \$2.05 per diluted share of common stock, respectively, in loss on early extinguishment of debt incurred in connection with the sale of certain assets in 2019 primarily related to the legal defeasance and prepayment of mortgage loans collateralized by such properties. Such loss on early extinguishment of debt is not included in the adjustment for the gain on sale of depreciable assets presented in the table above.

(16) For the three months ended September 30, 2019 and 2018 and the nine months ended September 30, 2019, the effect of certain shares of redeemable preferred stock were excluded from the computation of diluted FFO attributable to common stockholders and the diluted weighted average shares and common stock equivalents outstanding as such inclusion would be anti-dilutive.

(17) All share and per share amounts have been adjusted to give retroactive effect to the one-for-three reverse stock split of our common stock effected on September 3, 2019.

**CIM COMMERCIAL TRUST CORPORATION AND SUBSIDIARIES**  
**Reconciliation of Net Operating Income**  
**(Unaudited and in thousands)**

We internally evaluate the operating performance and financial results of our real estate segments based on segment NOI, which is defined as rental and other property income and expense reimbursements less property related expenses and excludes non-property income and expenses, interest expense, depreciation and amortization, corporate related general and administrative expenses, gain (loss) on sale of real estate, gain (loss) on early extinguishment of debt, impairment of real estate, transaction costs, and provision for income taxes. For our lending segment, we define segment NOI as interest income net of interest expense and general overhead expenses. We also evaluate the operating performance and financial results of our operating segments using cash basis NOI, or “cash NOI”. We define cash NOI as segment NOI adjusted to exclude the effect of the straight lining of rents, acquired above/below market lease amortization and other adjustments required by GAAP.

Segment NOI and cash NOI are not measures of operating results or cash flows from operating activities as measured by GAAP and should not be considered alternatives to income from continuing operations, or to cash flows as a measure of liquidity, or as an indication of our performance or of our ability to pay dividends. Companies may not calculate segment NOI or cash NOI in the same manner. We consider segment NOI and cash NOI to be useful performance measures to investors and management because, when compared across periods, they reflect the revenues and expenses directly associated with owning and operating our properties and the impact to operations from trends in occupancy rates, rental rates and operating costs, providing a perspective not immediately apparent from income from continuing operations. Additionally, we believe that cash NOI is helpful to investors because it eliminates straight line rent and other non-cash adjustments to revenue and expenses.

To facilitate a comparison of our segments and portfolio between reporting periods, we calculate comparable amounts for a subset of our segments and portfolio referred to as our “same-store properties.” Our same-store properties are ones which we have owned and operated in a consistent manner and reported in our consolidated results during the entire span of the periods being reported. We excluded from our same-store property set this quarter any properties (i) acquired on or after July 1, 2018; (ii) sold or otherwise removed from our consolidated financial statements on or before September 30, 2019; or (iii) that underwent a major repositioning project we believed significantly affected its results at any point during the period commencing on July 1, 2018 and ending on September 30, 2019.

**CIM COMMERCIAL TRUST CORPORATION AND SUBSIDIARIES**  
**Reconciliation of Net Operating Income (Continued)**  
**(Unaudited and in thousands)**

Below is a reconciliation of cash NOI to segment NOI and net income (loss) attributable to the Company for the three months ended September 30, 2019 and 2018.

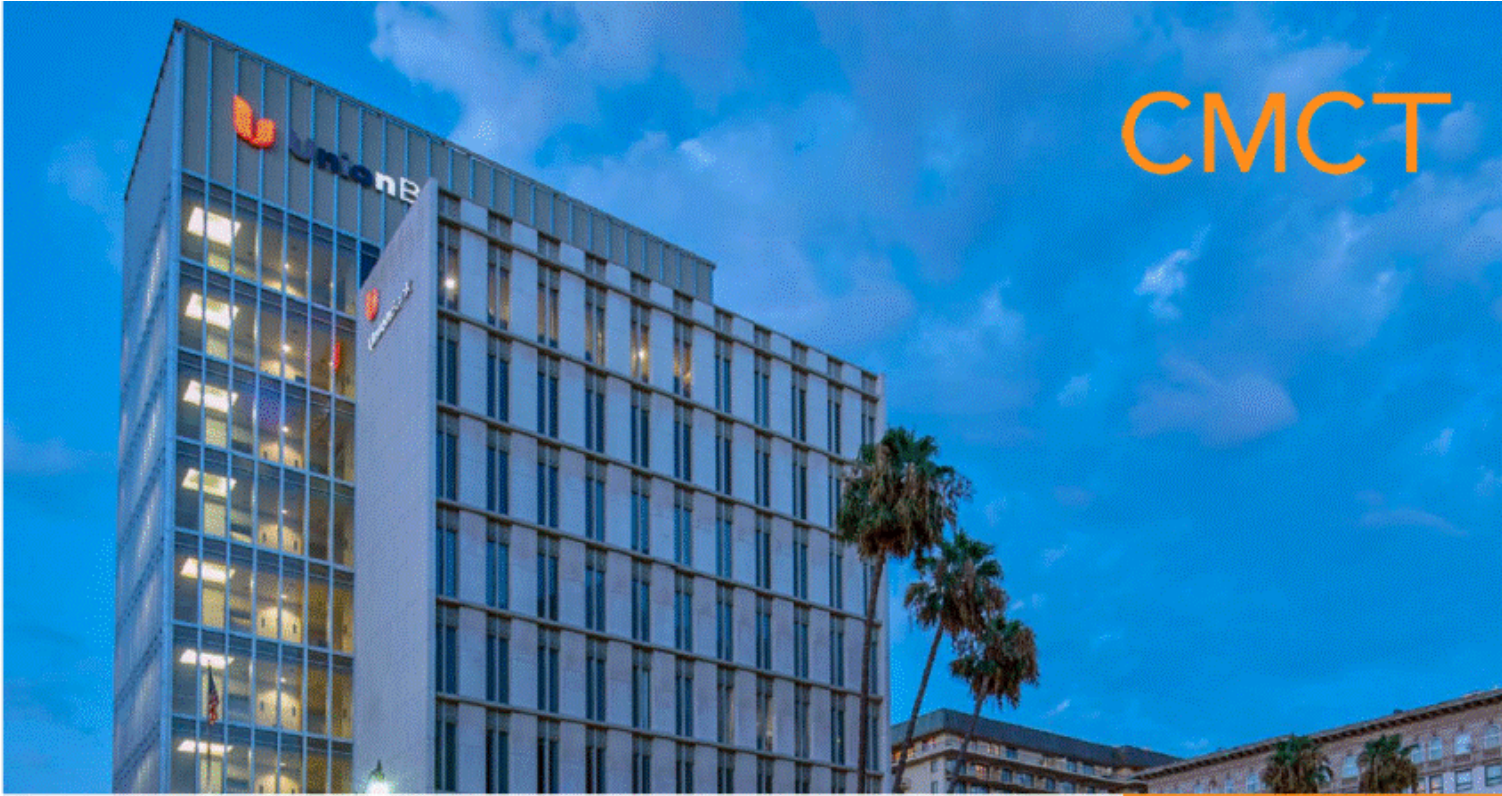
|   | Three Months Ended September 30, 2019 |                              |              |          |         |                 |
|---|---------------------------------------|------------------------------|--------------|----------|---------|-----------------|
|   | Same-Store<br>Office                  | Non-Same-<br>Store<br>Office | Total Office | Hotel    | Lending | Total           |
| Cash net operating income excluding lease termination income                            | \$ 7,399                              | \$ 1,221                     | \$ 8,620     | \$ 2,398 | \$ 889  | \$ 11,907       |
| Cash lease termination income   | —                                     | —                            | —            | —        | —       | —               |
| Cash net operating income   | 7,399                                 | 1,221                        | 8,620        | 2,398    | 889     | 11,907          |
| Deferred rent and amortization of intangible assets, liabilities, and lease inducements | 1,197                                 | (178)                        | 1,019        | 1        | —       | 1,020           |
| Straight line lease termination income  | —                                     | —                            | —            | —        | —       | —               |
| Segment net operating income  | 8,596                                 | 1,043                        | 9,639        | 2,399    | 889     | 12,927          |
| Interest and other income   |                                       |                              |              |          |         | 1,408           |
| Asset management and other fees to related parties                                      |                                       |                              |              |          |         | (3,329)         |
| Interest expense  |                                       |                              |              |          |         | (2,038)         |
| General and administrative  |                                       |                              |              |          |         | (807)           |
| Transaction costs   |                                       |                              |              |          |         | (340)           |
| Depreciation and amortization   |                                       |                              |              |          |         | (5,180)         |
| Gain on sale of real estate   |                                       |                              |              |          |         | 302             |
| Income before provision for income taxes  |                                       |                              |              |          |         | 2,943           |
| Provision for income taxes  |                                       |                              |              |          |         | (87)            |
| Net income  |                                       |                              |              |          |         | 2,856           |
| Net income attributable to noncontrolling interests                                     |                                       |                              |              |          |         | (8)             |
| Net income attributable to the Company  |                                       |                              |              |          |         | <u>\$ 2,848</u> |



**CIM COMMERCIAL TRUST CORPORATION AND SUBSIDIARIES**  
**Reconciliation of Net Operating Income (Continued)**  
**(Unaudited and in thousands)**

Three Months Ended September 30, 2018

|   | Same-Store<br>Office | Non-Same-<br>Store<br>Office | Total Office | Hotel    | Lending | Total     |
|---|----------------------|------------------------------|--------------|----------|---------|-----------|
| Cash net operating income excluding lease termination income                            | \$ 7,859             | \$ 13,549                    | \$ 21,408    | \$ 2,590 | \$ 838  | \$ 24,836 |
| Cash lease termination income   | 57                   | —                            | 57           | —        | —       | 57        |
| Cash net operating income   | 7,916                | 13,549                       | 21,465       | 2,590    | 838     | 24,893    |
| Deferred rent and amortization of intangible assets, liabilities, and lease inducements | 608                  | (175)                        | 433          | 6        | —       | 439       |
| Straight line lease termination income  | —                    | —                            | —            | —        | —       | —         |
| Segment net operating income  | 8,524                | 13,374                       | 21,898       | 2,596    | 838     | 25,332    |
| Asset management and other fees to related parties                                      |                      |                              |              |          |         | (5,381)   |
| Interest expense  |                      |                              |              |          |         | (6,332)   |
| General and administrative  |                      |                              |              |          |         | (708)     |
| Transaction costs   |                      |                              |              |          |         | (15)      |
| Depreciation and amortization   |                      |                              |              |          |         | (13,310)  |
| Loss before provision for income taxes  |                      |                              |              |          |         | (414)     |
| Provision for income taxes  |                      |                              |              |          |         | (115)     |
| Net loss  |                      |                              |              |          |         | (529)     |
| Net loss attributable to noncontrolling interests                                       |                      |                              |              |          |         | 1         |
| Net loss attributable to the Company  |                      |                              |              |          |         | \$ (528)  |



# CMCT

CIM Commercial Trust Corporation | NASDAQ: CMCT | TASE: CMCT-L

November 2019



[www.cimcommercial.com](http://www.cimcommercial.com) | ©2019 CMCT | CMCT CIM Commercial Trust Corporation | Securities distributed by affiliate broker-dealer: CCO Capital, LLC, member: FINRA / SIPC

## Free Writing Prospectus | CIM Commercial Trust Corporation Investor Presentation Q3 2019

Filed Pursuant to Rule 433 | Dated November 8, 2019 | Registration Statement No. 333-210880

CIM Commercial Trust Corporation (“CMCT”) has filed a registration statement (including a prospectus) with the Securities and Exchange Commission (the “SEC”) for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement, the related prospectus supplements, and other documents CMCT has filed with the SEC for more complete information about CMCT and the offering. You may request to receive a prospectus by calling toll-free at 1-866-341-2653.

Alternatively, you may also access the applicable prospectus for free on the SEC’s website at [www.sec.gov](http://www.sec.gov) as follows:

- » [Prospectus, dated April 11, 2019, relating to Registration Statement No. 333-210880](#), as [supplemented by Supplement No. 1 dated May 14, 2019](#), [Supplement No. 2, dated June 6, 2019](#), [Supplement No. 3, dated June 19, 2019](#), [Supplement No. 4, dated August 13, 2019](#), [Supplement No. 5, dated September 13, 2019](#), and [Supplement No. 6, dated October 9, 2019](#)

## Forward-looking Statements

The information set forth herein contains forward-looking statements. You can identify these statements by the fact that they do not relate strictly to historical or current facts or discuss the business and affairs of CMCT on a prospective basis. Further, statements that include words such as "may," "will," "project," "might," "expect," "target," "believe," "anticipate," "intend," "could," "would," "estimate," "continue," "pursue," "potential," "forecast," "seek," "plan," or "should" or the negative or other words or expressions of similar meaning, may identify forward-looking statements.

Such forward-looking statements are based on particular assumptions that management of CMCT has made in light of its experience, as well as its perception of expected future developments and other factors that it believes are appropriate under the circumstances. Forward-looking statements are necessarily estimates reflecting the judgment of CMCT and involve a number of risks and uncertainties that could cause actual results to differ materially from those suggested by the forward-looking statements. These risks and uncertainties include those associated with (i) the timing, form and operational effects of CIM Commercial's development activities, (ii) the ability of CIM Commercial to raise in place rents to existing market rents and (iii) general economic, market and other conditions.

For a further list and description of the risks and uncertainties inherent in the forward looking statements, see CMCT's Annual Report on Form 10-K for the fiscal year ended December 31, 2018 and the Registration Statement on Form S-11 (No. 333-210880) relating to the Series A Preferred Stock.

As you read and consider the information herein, you are cautioned to not place undue reliance on these forward-looking statements. These statements are not guarantees of performance or results and speak only as of the date hereof. These forward-looking statements involve risks, uncertainties and assumptions. In light of these risks and uncertainties, there can be no assurance that the results and events contemplated by the forward-looking statements contained herein will in fact transpire. New factors emerge from time to time, and it is not possible for CMCT to predict all of them. Nor can CMCT assess the impact of each such factor or the extent to which any factor, or combination of factors, may cause results to differ materially from those contained in any forward-looking statement. CMCT undertakes no obligation to publicly update or release any revisions to these forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events, except as required by law.



**NASDAQ: CMCT | TASE: CMCT-L**

Owner and operator of Class A and creative office assets in vibrant and improving metropolitan communities

- Eight office properties, one hotel and two ancillary properties<sup>1</sup>
- 1.3 million rentable square feet of office and 503 hotel rooms<sup>1</sup>
- \$431 million Net Asset Value ("NAV") (\$29.49 per share)<sup>2</sup>
- High barrier-to-entry, metropolitan focus
- Three value-enhancing redevelopments in progress in Northern California, Los Angeles and Austin
- Managed by CIM Group, L.P. ("CIM" or "CIM Group") - owner/operator of \$30.6 billion of real assets<sup>3</sup>
- Insiders<sup>4</sup> own ~19.2% of CMCT common stock as of November 7, 2019



1. As of September 30, 2019.  
 2. Pro forma estimates as of June 30, 2019, following the completion of the Program to Unlock Embedded Value in Our Portfolio and Improve Trading Liquidity of Our Common Stock as described on page 4, amount has been adjusted to give retroactive effect to the Reverse Stock Split, as described on page 4. See pro forma NAV estimate table on page 26.  
 3. As of June 30, 2019. See Important Information on page 32.  
 4. Includes CIM Group and its affiliates, as well as officers and directors of CMCT.

**Completion of the Program to Unlock Embedded Value in Our Portfolio and Improve Trading Liquidity of Our Common Stock**

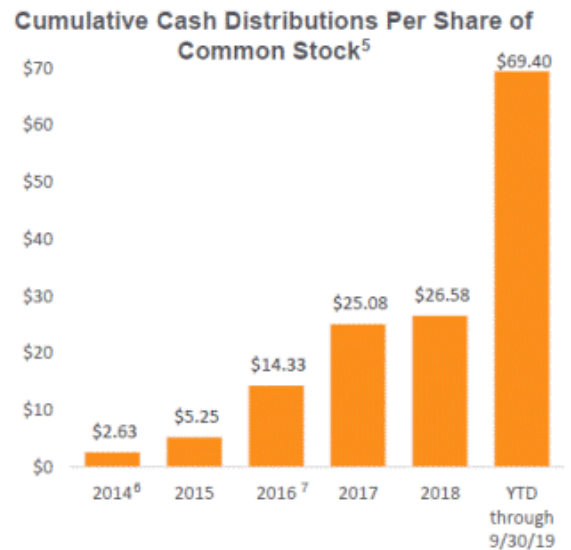
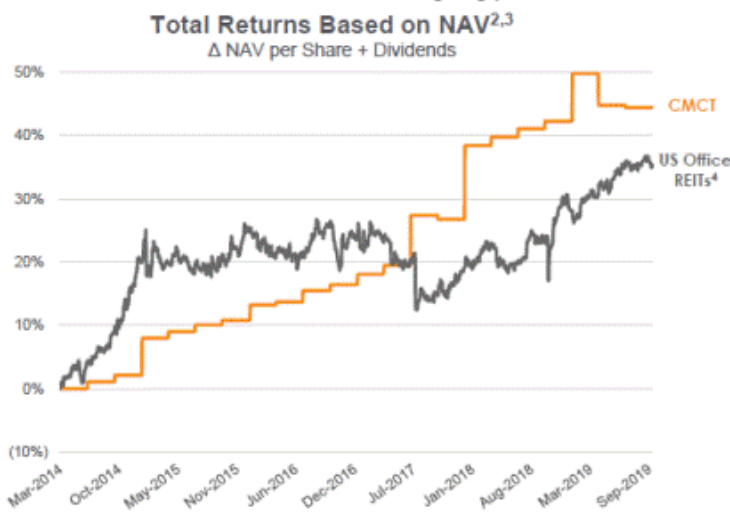
- » 10 properties sold in 2019 for a combined gross sales price of \$991 million (see page 30 for list of assets)
- » Paid \$613 million special dividend (\$42.00<sup>1</sup> per share) to common stockholders on August 30, 2019
- » 1:3 reverse stock split of CMCT common stock (the "Reverse Stock Split") became effective on the ex-dividend date of the special dividend (September 3, 2019)
- » We have been informed by CIM Group that the liquidation of CIM Urban REIT, LLC ("CIM Urban REIT"), a CIM-operated vehicle that was our principal stockholder, has been substantially completed
  - » In connection with such liquidation, CIM Urban REIT (i) distributed shares of our common stock representing approximately 72.8% of the outstanding shares<sup>2</sup> to a diverse group of institutional investors that were former members of CIM Urban REIT and (ii) sold shares of our common stock representing approximately 16.9% of the outstanding shares<sup>2</sup> to an affiliate of CIM Group in a private transaction
- » The ownership of CMCT common stock by insiders<sup>3</sup>, increased to ~19.2%<sup>2</sup>

1. Amount has been adjusted to give retroactive effect to the Reverse Stock Split.

2. As of November 7, 2019.

3. Includes CIM Group and its affiliates, as well as officers and directors of CMCT.

- » Active and strategic portfolio management to maximize returns to stockholders
- » CMCT has sold \$2.3 billion of assets since going public in 2014<sup>1</sup>



1. As of September 30, 2019.
2. Total returns includes changes in stock price or NAV per share, as applicable, and includes all dividends declared and paid. With respect to CMCT, includes dividends paid on common stock from March 31, 2014 to September 30, 2019.
3. Please see the estimated pro forma net asset value table on page 28 and see "Net Asset Value (NAV)" under "Important Information" with respect to the methodology of the calculation of the NAV of CMCT on page 32.
4. "U.S. Office REITs" reflects the weighted average historical stock price and NAV performance of the companies included in the SNL US REIT Office Index as of September 30, 2019 based, for all periods indicated, on the weights attributed to each such company by such index as of September 30, 2019. The SNL US REIT Office Index is an index of certain publicly traded office REITs in the United States. The characteristics of the portfolios of assets of such companies included in "U.S. Office REITs" may differ significantly from the characteristics of CMCT's portfolio of assets. "U.S. Office REITs" may therefore not be an appropriate benchmark for the performance of CMCT. Past performance is not a guarantee of future results. The data used in this chart is derived from SNL and filings with the SEC.
5. The amounts of regular and special cash dividends per share are based on the number of shares outstanding as of the applicable record dates. All amounts have been adjusted to give retroactive effect to the Reverse Stock Split. Past performance is not indicative of future results.
6. CMCT is the product of a merger (the "Merger") between a subsidiary of CIM Urban REIT, LLC ("CIM REIT"), a fund operated by CIM Group, and PMC Commercial Trust ("PMC"), a publicly traded mortgage real estate investment trust, consummated in Q1 2014. Represents dividends declared on our common stock from January 1, 2014 through September 30, 2019. Excludes a special dividend paid to PMC Commercial Trust's stockholders in connection with the Merger, but includes 2014 dividends received by CIM REIT stockholders prior to the Merger and dividends on convertible preferred stock received by Urban Partners II, LLC, an affiliate of CIM REIT and CIM Group, on an as converted basis, in the Merger.
7. The per share equivalent in proceeds from CMCT's June 2016 tender offer is \$6.45, calculated by dividing \$210,000,000, the amount used by CMCT to purchase shares of common stock of CMCT in the tender offer, by 32,558,732, the number of shares of common stock outstanding immediately prior to such tender offer.



1. Includes CIM Group and its affiliates, as well as officers and directors of CMCT.

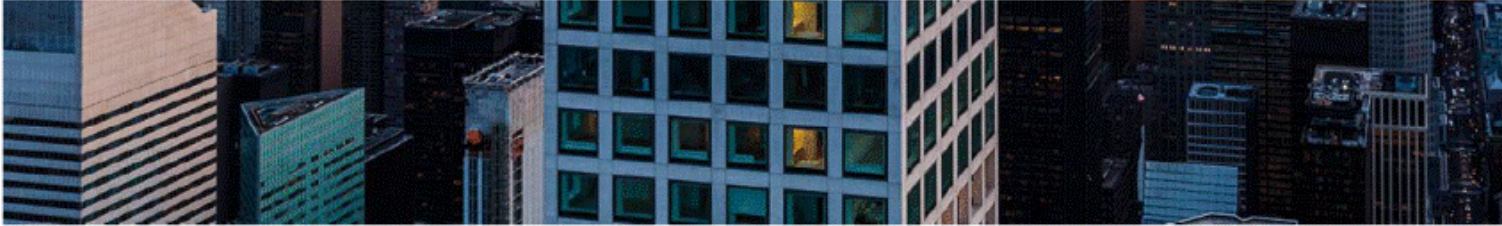
2. As of November 7, 2019.





CMCT

CIM Group Overview



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|                                  |  |
|----------------------------------|--|
| <b>Established</b>               | Established in 1994 as an integrated owner and operator of real assets   |
| <b>Strategies</b>                | Real assets (infrastructure and real estate) focused in communities qualified by CIM as well as national credit (net-lease and debt) platforms                 |
| <b>Vertically-Integrated</b>     | Multi-disciplinary expertise and in-house research, acquisition, credit analysis, development, financing, leasing and onsite property management capabilities  |
| <b>Organization</b>              | Approximately 1,000 employees (14 principals including all of its founders, 590+ professionals) <sup>1</sup>   |
| <b>Office Locations</b>          | Headquartered in Los Angeles, with offices in the San Francisco Bay Area; the Washington, DC Metro Area; Dallas, TX; Phoenix, AZ; Chicago, IL and New York, NY |
| <b>Assets Owned and Operated</b> | \$30.6 billion <sup>2</sup>  |

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1. As of September 30, 2019.

2. As of June 30, 2019. See Important Information on page 32.

1

## Diverse Team of In-House Professionals

- » **Led by 14 principals** (including the three original founders) with average CIM tenure of 14 years
- » **Vertically-integrated, real assets owner and operator** with expertise across in-house research, acquisition, credit analysis, development, finance, leasing and onsite property management, working across multiple markets, asset classes and strategies
- » **Investments team responsible for entire life cycle of each asset;** compensation is aligned with that of CIM's partners and co-investors

2

## Commitment to Community

- » **Sector-agnostic focus** on specific metropolitan submarkets ("Qualified Communities") exhibiting:
  - Market values that are below long-term intrinsic values or
  - Underserved or transitional areas with dedicated resources that CIM believes will lead to outsized revenue growth and/or asset appreciation
- » Extensive capital deployment in Qualified Communities has **yielded long-term relationships and a proprietary origination channel**
- » Bring **goods, services, employment and support** needed for communities to be successful

3

## Disciplined Approach

- » Regardless of the market cycle, CIM **employs a strict discipline** in qualifying communities as well as underwriting projects and potential acquisitions
- » CIM employs detailed **underwriting, conservative leverage and proprietary research**



CIM believes that its community qualification process provides it with a significant competitive advantage when acquiring real assets

- » Since 1994, CIM has qualified 132 communities in high barrier-to-entry markets and has owned and operated real assets in 74 of those communities<sup>1</sup>. The qualification process generally takes between six months and five years and is a critical component of CIM's asset evaluation

| Qualification Criteria  |  |
|---|--|
| Transitional Metropolitan Districts   | Thriving Metropolitan Areas  |
| <ul style="list-style-type: none"> <li>» Population growth</li> <li>» Broad public support for CIM's approach</li> <li>» Evidence of private funding from other institutional owners and operators</li> <li>» Underserved niches in the community's real estate infrastructure</li> <li>» Potential to deploy a minimum of \$100 million of opportunistic equity within five years</li> </ul> | <ul style="list-style-type: none"> <li>» Positive population trends</li> <li>» Public support for acquisitions</li> <li>» Opportunities below intrinsic value</li> <li>» Potential to deploy a minimum of \$100 million of opportunistic equity within five years</li> </ul> |

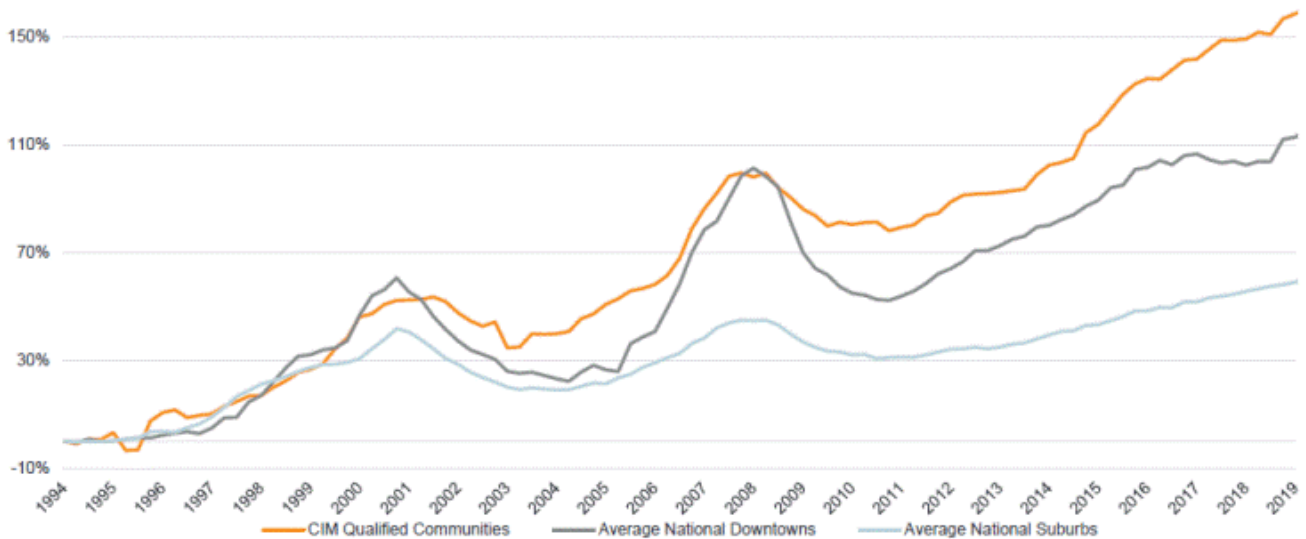


1. As of November 6, 2019.

CIM qualifies communities for acquisition (132 qualified as of November 6, 2019, 74 deployed capital). CIM Qualified Communities exhibit strong growth trends, which CIM believes will lead to outsized rental growth and/or capital appreciation.

- » Since initial acquisition, CIM's Qualified Communities have outperformed average national downtowns by approximately 50% and average national suburbs by over 190%<sup>1</sup>

**Growth in CIM Qualified Communities vs. National Downtowns vs. National Suburbs**



1. Based on growth of Class A office rents, sourced from CBRE Outlook Dashboard, as of September 30, 2019. Site accessed October 2019.

| CMCT Management   |  |   | CIM Group Co-Founders  |  |  |
|---|--|---|--|--|--|
|  <p><b>David Thompson</b><br/>CMCT CEO</p> <p>10<sup>th</sup> Year at CIM</p> <ul style="list-style-type: none"> <li>» Previously spent 15 years with Hilton Hotels Corporation, most recently as Senior Vice President and Controller</li> <li>» Began career as a C.P.A. at Arthur Andersen &amp; Co.</li> </ul> |  <p><b>Jan Salit</b><br/>CMCT President &amp; Secretary</p> <p>6<sup>th</sup> Year at CIM</p> <ul style="list-style-type: none"> <li>» Previously was Chairman of the Board, CEO and Secretary of PMC Commercial Trust</li> <li>» Prior to CEO role, held Chief Operating Officer and Chief Investment Officer roles with PMC Commercial Trust (joined predecessor firm in 1993)</li> </ul> |  <p><b>Nathan DeBacker</b><br/>CMCT CFO</p> <p>2<sup>nd</sup> Year at CIM</p> <ul style="list-style-type: none"> <li>» Previously was Senior Vice President and Chief Financial Officer of Cole REITs, at VEREIT</li> <li>» Began career as an auditor at Ernst &amp; Young</li> </ul> |  <p><b>Richard Ressler</b><br/>CIM Group Principal<br/>CMCT Chairman of the Board</p> <p>26<sup>th</sup> Year at CIM</p> <ul style="list-style-type: none"> <li>» Founder of Orchard Capital and Chairman of Executive Committee of CIM Group, Orchard First Source Asset Management and OCV</li> <li>» Chairman of the Board of j2 Global (NASDAQ: JCOM); previously served as CEO</li> <li>» Previously worked at Drexel Burnham Lambert and began his career as an attorney with Cravath, Swaine and Moore</li> </ul> |  <p><b>Avi Shemesh</b><br/>CIM Group Principal<br/>CMCT Board Member</p> <p>26<sup>th</sup> Year at CIM</p> <ul style="list-style-type: none"> <li>» Previously Co-Founder of Dekel Development, a developer of commercial and multifamily properties in Los Angeles</li> </ul> |  <p><b>Shaul Kuba</b><br/>CIM Group Principal<br/>CMCT Board Member</p> <p>26<sup>th</sup> Year at CIM</p> <ul style="list-style-type: none"> <li>» Previously involved in a number of successful entrepreneurial real estate activities, including Dekel Development (Los Angeles commercial and multifamily developer)</li> </ul> |

## CIM Group Commitment to CMCT

- » Insiders<sup>1</sup> own ~19.2% of CMCT common stock<sup>2</sup>

## Management and Corporate Governance

- » CMCT's Board includes CIM Group's three co-founders (Richard Ressler, Avi Shemesh, and Shaul Kuba)

## Strong Market Knowledge and Sourcing

- » CMCT benefits from CIM Group's identification of Qualified Communities, sourcing capabilities and access to resources of vertically integrated platform

## Management Agreement / Master Services Agreement

- » Tiered asset management fee based on fair value of real properties and associated assets of CMCT
  - Quarterly fee assessed as a percentage of assets:
    - <\$500 million = 0.2500%
    - \$500 million - \$1,000 million = 0.2375%
    - \$1,000 million - \$1,500 million = 0.2250%
    - \$1,500 million - \$4,000 million = 0.2125%
    - \$4,000 million - \$20,000 million = 0.1000%
- » Plus ~\$1.1 million base service fee and reimbursement of certain shared services at cost (accounting, tax, reporting, etc.)
- » Perpetual term
- » No incentive fee

1. Includes CIM Group and its affiliates, as well as officers and directors of CMCT.

2. As of November 7, 2019.



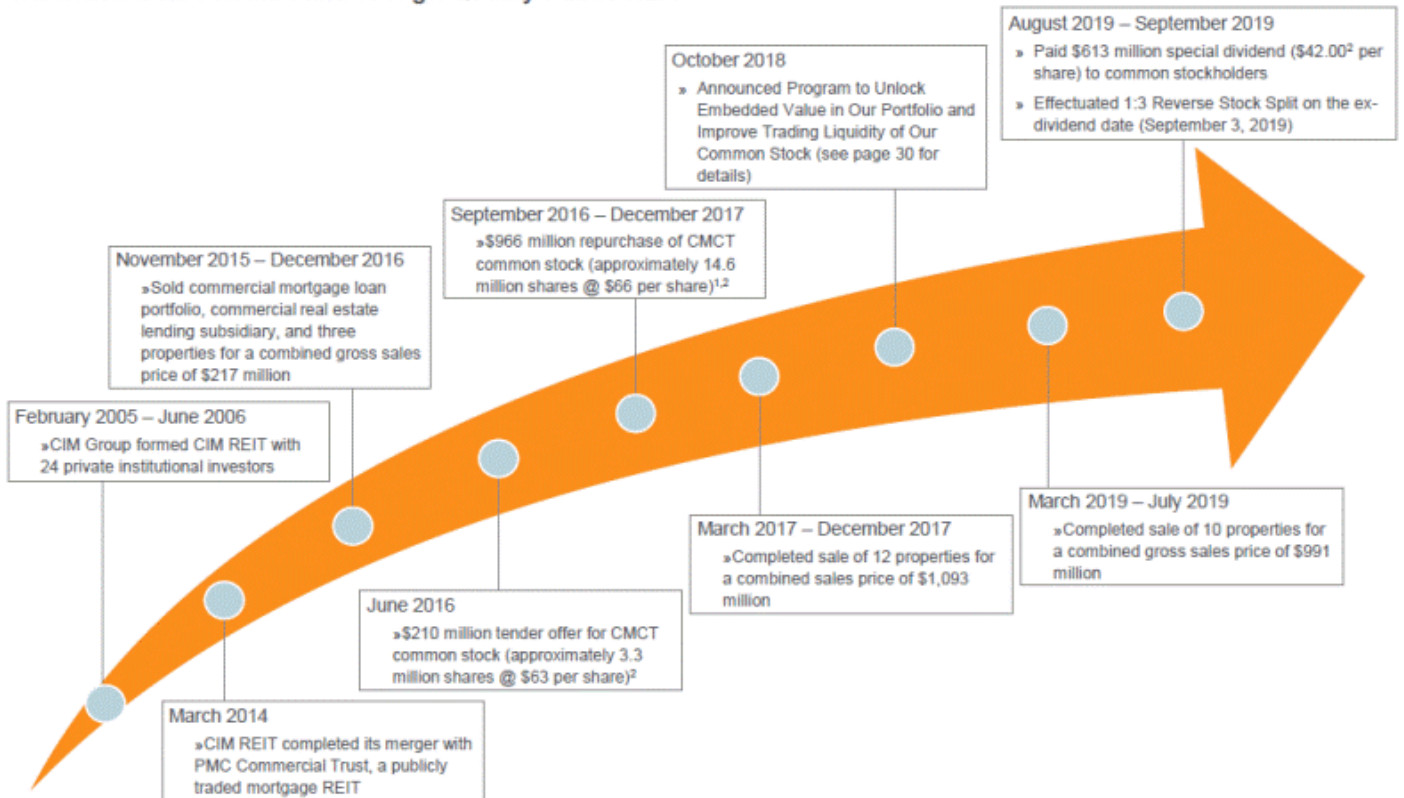


CMCT

CMCT Overview



Transition from Private Fund to High-Quality Public REIT



1. Shares were repurchased in privately negotiated transactions from a fund managed by an affiliate of CIM Group. In connection with these share repurchases, CMCT paid special cash dividends totaling \$6.5 million that allowed the common stockholders that did not participate in the repurchases to receive the economic benefit of such repurchases. Special cash dividends are not included in the above amount.  
 2. Amounts have been adjusted to give retroactive effect to the Reverse Stock Split.

### Growth-Focused Portfolio (As of September 30, 2019)

| Office:                  |                   | Rentable Square Feet ("SF") | % Occupied   | % Leased     | Annualized Rent Per Occupied SF <sup>1</sup> |
|--------------------------|-------------------|-----------------------------|--------------|--------------|--|
| <b>Location</b>          | <b>Sub-Market</b> |                             |              |              |  |
| <b>Oakland, CA</b>       |                   |                             |              |              |  |
| 1 Kaiser Plaza           | Lake Merritt      | 540,047                     | 96.6%        | 96.6%        | \$ 42.68                                     |
| <b>San Francisco, CA</b> |                   |                             |              |              |  |
| 1130 Howard Street       | South of Market   | 21,194                      | 100.0%       | 100.0%       | 76.15  |
| <b>Los Angeles, CA</b>   |                   |                             |              |              |  |
| 11620 Wilshire Boulevard | West Los Angeles  | 194,995                     | 92.8%        | 94.3%        | 43.61  |
| 4750 Wilshire Boulevard  | Mid-Wilshire      | 141,310                     | 21.5%        | 21.5%        | 47.92  |
| 9460 Wilshire Boulevard  | Beverly Hills     | 94,547                      | 90.7%        | 90.7%        | 99.88  |
| 11600 Wilshire Boulevard | West Los Angeles  | 56,307                      | 92.8%        | 92.8%        | 56.53  |
| Lindblade Media Center   | West Los Angeles  | 32,428                      | 100.0%       | 100.0%       | 45.98  |
| <b>Austin, TX</b>        |                   |                             |              |              |  |
| 3601 S Congress Avenue   | South             | 183,885                     | 96.9%        | 99.7%        | 37.37  |
| <b>TOTAL</b>             |                   | <b>1,264,713</b>            | <b>87.2%</b> | <b>87.8%</b> | <b>\$ 47.96</b>                              |

| Hotel:                |                   | Number of Rooms | % Occupied <sup>2</sup> | Revenue Per Available Room (RevPAR) <sup>3</sup> |
|-----------------------|-------------------|-----------------|-------------------------|--|
| <b>Location</b>       | <b>Sub-Market</b> |                 |                         |  |
| <b>Sacramento, CA</b> |                   |                 |                         |  |
| Sheraton Grand Hotel  | Downtown/Midtown  | 503             | 80.3%                   | \$ 131.97  |

| Ancillary:                                   |                   | Rentable Square Feet (Retail) | % Occupied (Retail) | Annualized Rent (Parking and Retail) (in thousands) <sup>4</sup> |
|--|-------------------|-------------------------------|---------------------|--|
| <b>Location</b>                              | <b>Sub-Market</b> |                               |                     |  |
| <b>Sacramento, CA</b>                        |                   |                               |                     |  |
| Sheraton Grand Hotel Parking Garage & Retail | Downtown/Midtown  | 9,453                         | 100.0%              | \$ 2,946   |
| <b>Oakland, CA</b>                           |                   |                               |                     |  |
| 2 Kaiser Plaza                               | Lake Merritt      | -                             | -                   | -  |

1. Represents gross monthly base rent, as of September 30, 2019, multiplied by 12. The amount reflects total cash rent before abatements. Where applicable, annualized rent has been grossed up by adding annualized expense reimbursement to base rent.
2. Represents trailing nine-month occupancy as of September 30, 2019, calculated as the number of occupied rooms divided by the number of available rooms.
3. Represents trailing nine-month RevPAR as of September 30, 2019, calculated by dividing the amount of room revenue by the number of available rooms.
4. Represents gross monthly contractual rent under parking and retail leases commenced as of September 30, 2019, multiplied by 12. This amount reflects total cash rent before abatements. Where applicable, annualized rent has been grossed up by adding annualized expense reimbursements to base rent.

### Geographic Diversification<sup>1</sup> Annualized Rent by Location (Excludes Hotel and Ancillary Properties)



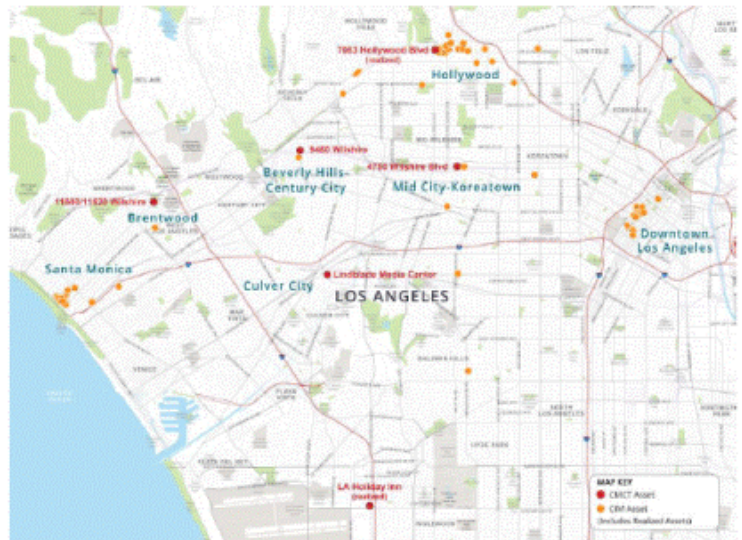
• Los Angeles • Oakland • Austin • San Francisco

## Key Los Angeles Office Themes

- 1 Tech, media and entertainment demand driving growth
- 2 Major content creators such as Netflix, Google, and Amazon Studios lease 2.2+ million SF of office and production space across West Los Angeles and Hollywood<sup>1</sup>
- 3 High barrier-to-entry/supply constrained given regulatory environment
- 4 Affluent population base

## CMCT Los Angeles Office Portfolio

- » Beverly Hills (9460 Wilshire Boulevard):
  - Severe supply constraints with significant barriers to entry; tenant demand driven by finance and entertainment
  - Adjacent to the Four Seasons Beverly Wilshire Hotel and Rodeo Drive
- » Culver City (Lindblade Media Center):
  - A preferred location for tech, entertainment and media tenants; Santa Monica office demand gravitating southeast
- » Park Mile/Hancock Park (4750 Wilshire Boulevard):
  - Centrally located; attracting tenants priced out by significant rent increases in nearby Hollywood (in which rents are approaching \$60 PSF)
- » Brentwood (11600 & 11620 Wilshire Boulevard):
  - Strong demand from executives who prefer a shorter commute; cost-effective alternative to Santa Monica
  - One block west of I-405 freeway; nearby UCLA Medical Center, St. John's Hospital and Veterans Administration Hospital provide consistent demand for medical office



## CIM Group: 60+ Los Angeles Investments Over 25 Years

- » CIM Group is headquartered in Los Angeles
- » CIM Group's Los Angeles real estate experience:
  - 10 million+ SF of project experience across opportunistic, value-add and stabilized strategies
  - Currently owns over 20 assets valued at over \$3 billion; nine office assets with 2.3 million SF

1. Source: CBRE Q4 2018 Marketview report and Hudson Pacific Properties, Inc. January 8, 2019 press release.

**Favorable Office Dynamics**

- 1 Relative Value vs. San Francisco Central Business District ("CBD") (Class A asking rents)<sup>1</sup>:
  - » San Francisco - \$82.83
  - » Oakland - \$54.19
- 2 Limited new office supply in Lake Merritt / City Center: Last major office project completed in 2008<sup>1</sup>

Office building development has been tempered in the East Bay, with current under construction office space equivalent to 1.0% of the market's total existing inventory<sup>1</sup>
- 3 Proposition M: San Francisco office development limited to 875,000 square feet per year
- 4 Class A CBD vacancy of 7.8%<sup>2</sup>



| CMCT Assets    | Asset Type         | Rentable SF <sup>3</sup> | Leased % <sup>4</sup> | Annualized Rent Per Occupied SF <sup>4</sup> |
|----------------|--------------------|--------------------------|-----------------------|--|
| 1 Kaiser Plaza | Office             | 540,047                  | 96.6%                 | \$42.68                                      |
| 2 Kaiser Plaza | Office Development |                          |                       |  |

CMCT In-Place Rent<sup>3,4</sup>  
\$42.68

Class A Asking Rents<sup>1</sup>  
\$54.19

**A Vibrant Community**

Transportation: All six BART lines and every major Bay Area highway run through Oakland

Amenities Base: Oakland has emerged as a "cool" place to live and work

Residential Development:

- » ~11,000 new units in 2019-2021 (v. ~169,000 existing)<sup>1</sup>
- » Residential Monthly Asking Rents<sup>1</sup>

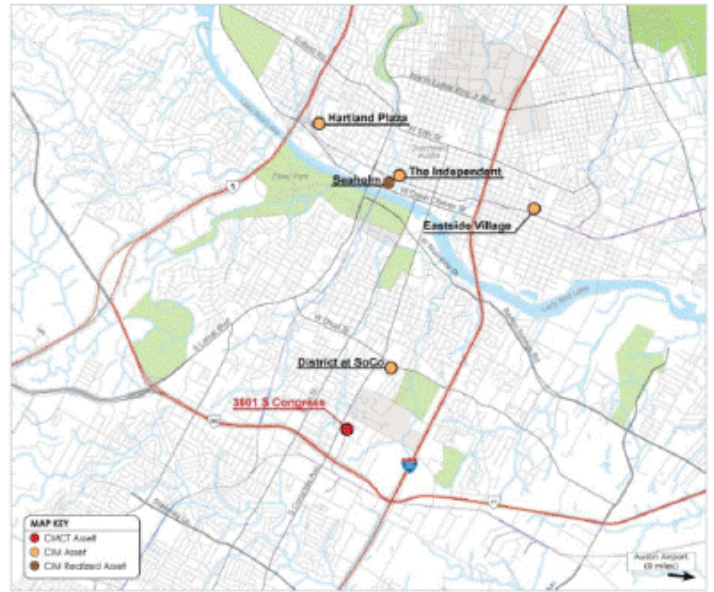
San Francisco - \$3,122 | Downtown Oakland - \$2,553

1. Source: CoStar October 2019 Office Market Report.  
 2. Source: JLL Q2 2019 Office Insight.  
 3. As of September 30, 2019.  
 4. Represents gross monthly base rent per square foot under leases commenced as of September 30, 2019, multiplied by 12. This amount reflects total cash rent before abatements. Where applicable, annualized rent has been grossed up by adding annualized expense reimbursements to base rent. Annualized rent for certain office properties includes rent attributable to retail.



## Compelling Growth Market

- 1 Diverse Employment Sources – government, education and tech
- 2 Austin is home to many large U.S. corporations including Amazon, Facebook, Apple, Cisco, eBay, GM, Google, IBM, Intel, Oracle, Paypal, 3M and Whole Foods
  - 3 Sustained, rapid market office rent growth
    - Five year increase of 37% (2014-2018)<sup>1</sup>
  - 4 Low vacancy
    - Austin Class A – 6.6%<sup>1</sup>
    - South Austin submarket – 4.4%<sup>1</sup>
  - 5 Population growth
    - Ten year historical growth rate of 2.7% (versus 0.7% in the U.S.)<sup>1</sup>
    - Five year forecast growth rate of 1.7% (versus 0.7% in the U.S.)<sup>1</sup>
  - 6 Employment growth
    - Ten year historical growth rate of 3.6% (versus 1.5% in the U.S.)<sup>1</sup>



| CMCT Asset          | Asset Type | Rentable SF <sup>2</sup> | Leased % <sup>2</sup> | Annualized Rent Per Occupied SF <sup>2,3</sup> |
|---------------------|------------|--------------------------|-----------------------|--|
| 3601 South Congress | Office     | 183,885                  | 99.7%                 | \$37.37  |

**CMCT In-Place Rent<sup>2,3</sup>**  
**\$37.37**

**Class A Asking Rents<sup>1</sup>**  
**\$47.06**

1. Source: CoStar October 2019 Office Market Report.  
 2. As of September 30, 2019.

3. Represents gross monthly base rent per square foot under leases commenced as of September 30, 2019, multiplied by 12. This amount reflects total cash rent before abatements. Where applicable, annualized rent has been grossed up by adding annualized expense reimbursements to base rent. Annualized rent for certain office properties includes rent attributable to retail.

| Location   | Sub-Market | Potential Rentable SF | Product |
|------------|------------|-----------------------|---------|
| Austin, TX | South      | 42,000                | Office  |

**3601 S. Congress Avenue Expansion - Mid-2020 Expected Completion**

- » Approximately 42,000 SF add-on building to existing 183,885 SF office complex (99.7% leased as of September 30, 2019)
- » Two-story creative office building designed to accommodate either a single user or two single-floor tenants
- » ~\$15 million development (\$4.2 million spent as of September 30, 2019)
- » Targeting ~8% return on cost upon stabilization



Rendering of "Building L" – Expansion to Existing Campus

3601 South Congress- Existing Buildings



| Location        | Sub-Market   | Rentable SF | Product |
|-----------------|--------------|-------------|---------|
| Los Angeles, CA | Mid-Wilshire | 141,310     | Office  |

**4750 Wilshire Boulevard - Repositioning**

- » Currently being repositioned into vibrant, collaborative office space following the expiration of a lease agreement for 100% of the property in April 2019
- » ~\$14.5 million redevelopment (\$0.3 million spent as of September 30, 2019)
- » Centrally located in Park Mile / Hancock Park location with both nearby executive housing (Hancock Park) and millennial housing and lifestyle amenities (Hollywood and Miracle Mile)
- » Short drive time to Hollywood/West Hollywood (10 minutes), Beverly Hills/Culver City/Downtown LA (20 minutes) and Santa Monica (30 minutes)
- » CIM Group leased ~30,000 square feet in 2Q'19 for an annualized rent of \$47.92<sup>1</sup> per square foot representing 73% lease spread from prior lease (4750 Wilshire is adjacent to CIM Group's headquarters)



1. Represents gross monthly base rent per square foot under leases commenced as of September 30, 2019, multiplied by 12. This amount reflects total cash rent before abatements. Where applicable, annualized rent has been grossed up by adding annualized expense reimbursements to base rent.

| Location | Sub-Market | Product |
|----------|------------|---------|
|----------|------------|---------|

Sacramento, CA      Downtown/Midtown      Hotel

**Majority of Rooms Scheduled to be Complete in Late 2020**

- » ~\$26 million renovation of existing hotel to drive average daily rate and increase group bookings (\$2.3 million spent as of September 30, 2019)
- » Target 15%+ return on cost
- » Renegotiate Marriott Hotel Management Agreement; switch to franchise model with separate management
- » Complete renovation of all guestrooms, food & beverage amenities, public areas, meeting rooms and amenities
- » Isolate disruption to coincide with expansion/renovation of adjacent convention center (see below)
- » Longer term, potential development of a new hotel tower, multifamily or build-to-suit office on top of owned garage and retail

**Sheraton Grand Renovation Simultaneous With Expansion/Renovation of Adjacent Sacramento Convention Center**

- » \$340 million renovation/expansion of the Sacramento Convention Center
- » Adds new meeting rooms and exhibit halls
- » Scheduled to be completed in late 2020
- » Part of a larger project (C3) that also renovates adjacent auditorium and theater



Sheraton Grand





Opportunity to Generate Value Through Co-Investor, Sale or Build-to-Suit

Potential Build-to-Suit

| Location    | Sub-Market   | Potential Rentable SF | Product |
|-------------|--------------|-----------------------|---------|
| Oakland, CA | Lake Merritt | 425,000 – 800,000     | Office  |

2 Kaiser Plaza (Beacon Tower)

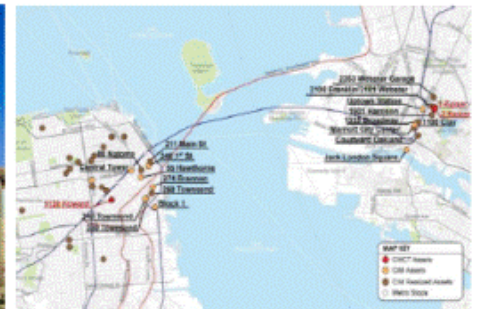
- » Build-to-suit opportunity
- » Currently marketing development to potential anchor tenants
- » Entitled for 425,000-800,000 SF office
- » Currently utilized as surface parking lot



Rendering of Proposed 2 Kaiser Plaza (Beacon Tower), Oakland, CA



1 Kaiser Plaza – Existing Building



Bay Area

**Preferred Stock Program**

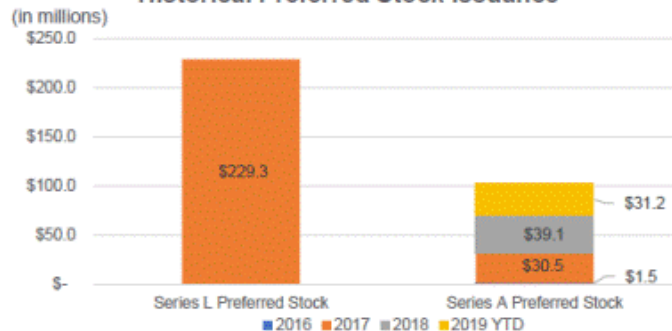
**Series A**

- » Perpetual Preferred Stock at 5.5% coupon
- » Continuously offered – bi-monthly issuance
- » CMCT and investor option to call/redeem five years from issuance at \$25 per share, plus accrued and unpaid dividends<sup>1</sup>
- » Redemption payable in cash or CMCT common stock, at election of CMCT<sup>1</sup>

**Series L**

- » Perpetual Preferred Stock at 5.5% coupon
- » CMCT and investor option to call/redeem beginning November 21, 2022 (or earlier in limited circumstances) at \$28.37 per share<sup>1</sup>
- » Redemption payable in cash or CMCT common stock, at election of CMCT<sup>1</sup>
- » On October 22, 2019, CMCT commenced a cash tender offer to purchase up to one-third of the outstanding shares of Series L Preferred Stock, at a price of \$29.12 per share (of which \$1.39 reflects the amount of dividends that will be accrued as of November 20, 2019, the expected expiration date of the tender offer), as converted and to be paid in New Israeli Shekels.

**Historical Preferred Stock Issuance<sup>2</sup>**



**Target Capital Structure<sup>3</sup>**



- » Target capital structure of 45% common equity, 55% debt and preferred equity<sup>3</sup> - seeks to enhance common equity returns with low relative risk

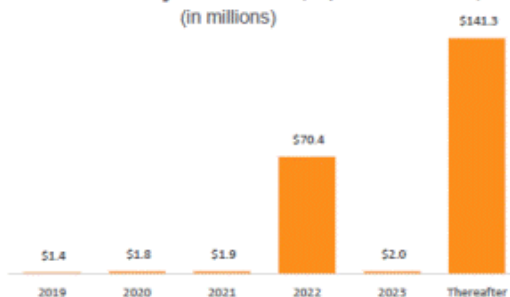
1. With respect to the Series A Preferred Stock: (i) shares can be redeemed during the first two years following the issuance date, subject to a 13% redemption fee, and during years three through five following the issuance date, subject to a 10% redemption fee; (ii) after year five, there is no redemption fee; (iii) redemptions during the first year following the date of issuance must be paid in cash. With respect to the Series L Preferred Stock, as a general matter, shares can only be redeemed from and after the fifth anniversary of the date of original issuance.  
 2. Represents gross proceeds from issuances through September 30, 2019, calculated as the number of shares issued net of redemptions, multiplied by the stated value per share; proceeds are not net of commissions, fees, allocated costs or discount, as applicable.  
 3. Based on fair value.

Debt & Preferred Summary (September 30, 2019)<sup>1</sup>

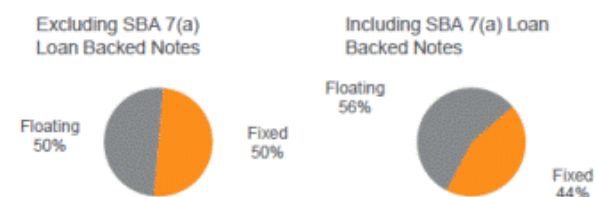
| Mortgages                               | Interest structure (fixed/variable etc.) | Interest Rate             | Maturity/ Expiration Date | Loan balance (in millions) |
|---|--|---------------------------|---------------------------|----------------------------|
| 1 Kaiser Plaza                          | Fixed                                    | 4.14%                     | 7/1/2026                  | \$ 97.1                    |
| <b>Total Mortgages</b>                  |  | 4.14%                     |                           | <b>\$ 97.1</b>             |
| <b>Other Debt</b>                       |  |                           |                           |                            |
| SBA 7(a) Loan-Backed Notes <sup>2</sup> | Variable                                 | LIBOR+ 1.40%              | 3/20/2043                 | \$ 26.1                    |
| <b>Total Other Debt</b>                 |  |                           |                           | <b>\$ 26.1</b>             |
| <b>Corporate Debt</b>                   |  |                           |                           |                            |
| Revolving Credit Facility <sup>3</sup>  | Variable                                 | LIBOR+ 1.55% <sup>1</sup> | 10/31/2022                | \$ 68.5                    |
| Junior Subordinated Notes               | Variable                                 | LIBOR+ 3.25%              | 3/30/2035                 | 27.1                       |
| <b>Total Corporate Debt</b>             |  |                           |                           | <b>\$ 95.6</b>             |
| <b>Total Debt</b>                       |  |                           |                           | <b>\$ 218.8</b>            |

| Preferred Stock                     | Interest structure (fixed/variable etc.) | Coupon | Maturity/ Expiration Date | Outstanding (in millions) |
|-------------------------------------|--|--------|---------------------------|---------------------------|
| Series A                            | Fixed                                    | 5.50%  | N/A                       | \$ 102.3 <sup>4</sup>     |
| Series L                            | Fixed                                    | 5.50%  | N/A                       | 229.3 <sup>5</sup>        |
| <b>Total Preferred Stock</b>        |  |        |                           | <b>\$ 331.6</b>           |
| <b>Total Debt + Preferred Stock</b> |  |        |                           | <b>\$ 550.4</b>           |

Debt Maturity Schedule (September 30, 2019)<sup>1</sup>



Fixed Debt vs. Floating Debt (September 30, 2019)<sup>1</sup>



1. Excludes: (a) \$13,288,000 of secured borrowings – government guaranteed loans, which represent sold loans that are treated as secured borrowing because the loan sales did not meet the derecognition criteria provided for in ASC 860-30, Secured Borrowing and Collateral, and (b) premiums, discounts and debt issuance costs.
2. In May 2018, we completed a securitization of the unguaranteed portion of certain of our SBA 7(a) loans receivable with the issuance of \$36,200,000 of unguaranteed SBA 7(a) loan-backed notes. The SBA 7(a) loan-backed notes are collateralized by the right to receive payments and other recoveries attributable to the unguaranteed portions of certain of our SBA 7(a) loans receivable. The notes mature on March 20, 2043, with monthly payments due as payments on the collateralized loans are received. Based on the anticipated repayments of our collateralized SBA 7(a) loans, we estimate the weighted average life of the notes to be approximately 2 years.
3. In October 2018, we entered into a revolving credit facility with a bank syndicate pursuant to which CMCT can borrow up to a maximum of \$250,000,000, subject to a borrowing base calculation. The revolving credit facility is secured by deeds of trust on certain properties. Outstanding advances under the revolving credit facility bear interest at (i) the base rate plus 0.55% or (ii) LIBOR plus 1.55%. The revolving credit facility matures in October 2022 and provides for one one-year extension option under certain conditions. The Company borrowed an additional \$1,500,000 and \$76,500,000 on the revolving credit facility on October 11, 2019 and October 17, 2019, respectively. At October 31, 2019, approximately \$97,100,000 was available for future borrowings.
4. Outstanding Series A Preferred Stock represents total units issued as of September 30, 2019 of 4,104,867, less redemptions of 12,887 shares, multiplied by the stated value of \$25.00 per share. Gross proceeds are net of commissions, fees, allocated costs or discount.
5. Outstanding Series L Preferred Stock represents total units issued as of September 30, 2019 of 8,080,740 multiplied by the stated value of \$28.37 per share. Gross proceeds are not net of commissions, fees, allocated costs or discount.



1. Includes CIM Group and its affiliates, as well as officers and directors of CMCT.

2. As of November 7, 2019.





CMCT

Appendix



## Pro Forma Estimated Net Asset Value<sup>1,2</sup>

(As of June 30, 2019)

(\$ in millions, except for shares and per share amounts) (Unaudited)

| Estimated NAV  | Estimated NAV per share of common stock outstanding |                       |
|--|---|-----------------------|
| Investments in real estate - at fair value                                       | \$  | 901.4                 |
| Loans receivable - at fair value   |   | 74.9                  |
| Debt <sup>3</sup>  |   | (189.2)               |
| Other liabilities, cash and other assets   |   | (36.6)                |
| Noncontrolling interests   |   | (0.7)                 |
| Redeemable Series A Preferred Stock <sup>4</sup>                                 |   | (90.0)                |
| Redeemable Series L Preferred Stock <sup>5</sup>                                 |   | (229.3)               |
| <b>Estimated NAV attributable to common stockholders - Post special dividend</b> | <b>\$</b>   | <b>430.6</b>          |
|  |   | <b>\$ 29.49</b>       |
| <br><b>Shares of Common Stock outstanding</b>                                    |   | <br><b>14,601,913</b> |

1. Represents the pro forma NAV as of June 30, 2019 following the impact of the Program to Unlock Embedded Value in Our Portfolio and Improve Trading Liquidity of Our Common Stock.

2. Share and per share amounts have been adjusted to give retroactive effect to the Reverse Stock Split.

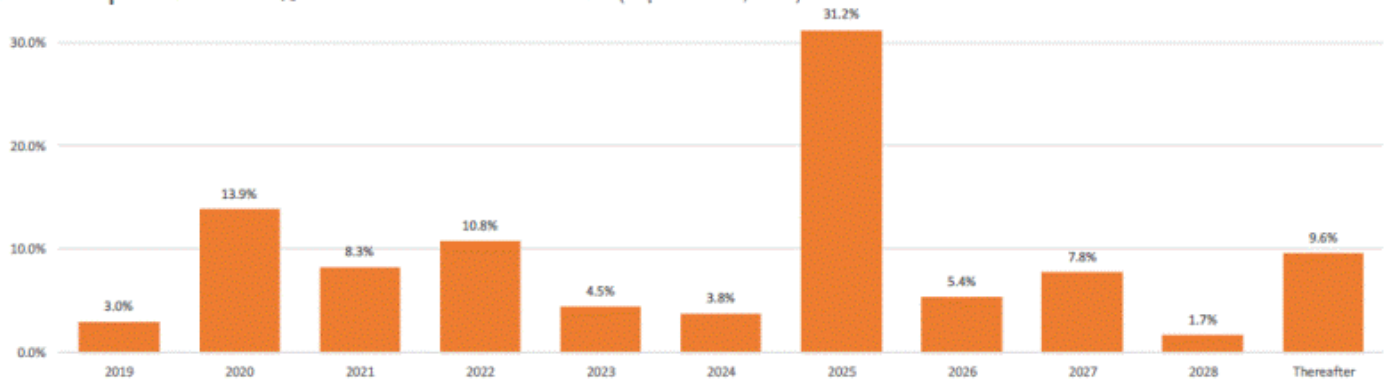
3. Represents outstanding mortgage debt, junior subordinated notes, and pro forma borrowings on our revolving credit facility of \$65,000,000, at face value. Excludes secured borrowings on government guaranteed loans and SBA 7(a) loan-backed notes, both of which are included in other liabilities, cash and other assets.

4. Outstanding Series A Preferred Stock represents total units issued as of June 30, 2019 of 3,614,493, less subsequent redemptions of 12,772 shares, multiplied by the stated value of \$25.00 per share. Gross proceeds are net of commissions, fees, allocated costs or discount.

5. Outstanding Series L Preferred Stock represents total units issued as of June 30, 2019 of 8,080,740 multiplied by the stated value of \$28.37 per share. Gross proceeds are net of commissions, fees, allocated costs or discount.

## Top Five Tenants (September 30, 2019)

| Tenant                              | Property                | Lease Expiration       | Annualized Rent<br>(in thousands) <sup>1</sup> | % of Annualized<br>Rent | Rentable Square<br>Feet | % of Rentable<br>Square Feet |
|-------------------------------------|-------------------------|------------------------|--|-------------------------|-------------------------|------------------------------|
| Kaiser Foundation Health Plan, Inc. | 1 Kaiser Plaza          | 2025-2027 <sup>2</sup> | \$ 15,510                                      | 29.3%                   | 374,038                 | 29.6%                        |
| MUFG Union Bank, N.A.               | 9460 Wilshire Boulevard | 2029                   | 3,482  | 6.6%                    | 27,569                  | 2.2%                         |
| 3 Arts Entertainment, Inc.          | 9460 Wilshire Boulevard | 2026                   | 2,063  | 3.9%                    | 27,112                  | 2.1%                         |
| CIM Group, L.P.                     | Various                 | 2019-2030              | 1,857  | 3.5%                    | 42,765                  | 3.4%                         |
| Homeaway, Inc.                      | 3601 S Congress Avenue  | 2020                   | 1,841  | 3.1%                    | 42,545                  | 3.4%                         |
| <b>Total for Top Five Tenants</b>   |                         |                        | <b>24,553</b>                                  | <b>46.4%</b>            | <b>514,029</b>          | <b>40.7%</b>                 |
| All Other Tenants                   |                         |                        | 28,341   | 53.6%                   | 588,827                 | 46.5%                        |
| Vacant                              |                         |                        | -  | - %                     | 161,857                 | 12.8%                        |
| <b>Total for Portfolio</b>          |                         |                        | <b>\$ 52,894</b>                               | <b>100.0%</b>           | <b>1,264,713</b>        | <b>100.0%</b>                |

Lease Expirations as a % of Annualized Office Rent (September 30, 2019)<sup>1</sup>

1. Represents gross monthly base rent, as of September 30, 2019, multiplied by 12. This amount reflects total cash rent before abatements. Where applicable, annualized rent has been grossed up by adding annualized expense reimbursements to base rent. Annualized rent for certain office properties includes rent attributable to retail.
2. Prior to February 2023, the tenant may terminate up to 140,000 square feet of space in the aggregate (of which no more than 100,000 rentable square feet may be terminated with respect to the rentable square feet expiring in 2027) in exchange for a termination penalty. From and after February 28, 2023, with respect to the rentable square feet expiring in 2025, and February 28, 2025, with respect to rentable square feet expiring in 2027, the tenant has the right to terminate all or any portions of its lease with CMCT, effective as of any date specified by the tenant in a written notice given to CMCT at least 15 months prior to the termination, in each case in exchange for a termination penalty.



- » Monetized stabilized assets to unlock embedded value that had been created since 2006
- » Special dividend of \$42.00<sup>1</sup> per share of common stock paid on August 30, 2019: the aggregate amount of the special dividend was approximately \$613 million and was funded primarily by the net proceeds (after the repayment of certain debt) received from the sale of ten properties during 2019 and borrowings on CMCT's revolving credit facility
- » Assets sold in 2019:

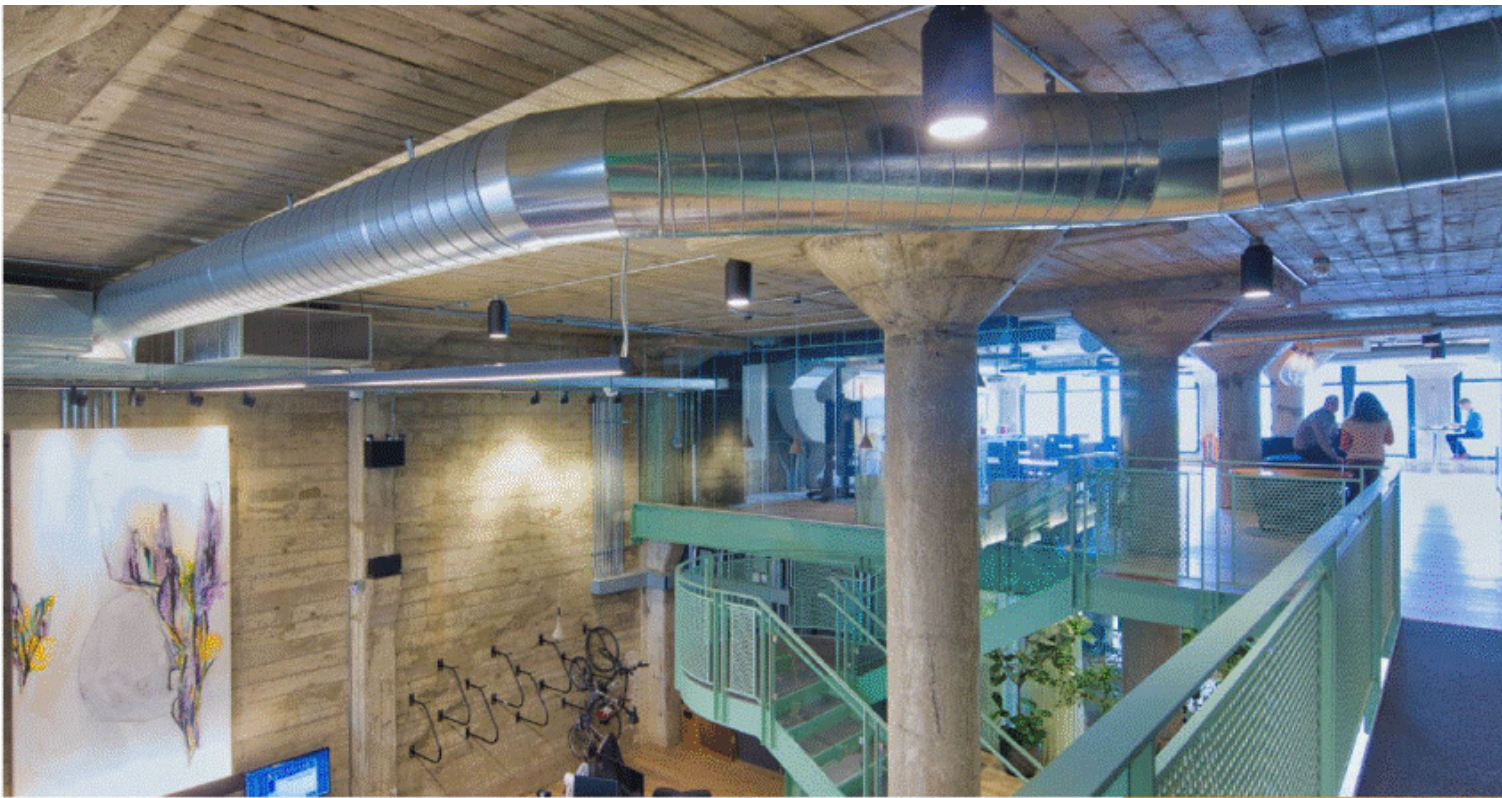
| Property                           | Location          | Rentable Square Feet <sup>2</sup> | Date Sold      |
|------------------------------------|-------------------|-----------------------------------|----------------|
| 2101 Webster Street                | Oakland, CA       | 474,798                           | March 1, 2019  |
| 1901 Hamison Street                | Oakland, CA       | 283,970                           | March 1, 2019  |
| 830 1st Street                     | Washington, DC    | 247,337                           | March 1, 2019  |
| 2100 Franklin Street               | Oakland, CA       | 216,828                           | March 1, 2019  |
| 2353 Webster Street Parking Garage | Oakland, CA       | N/A                               | March 1, 2019  |
| 260 Townsend Street                | San Francisco, CA | 66,682                            | March 15, 2019 |
| 1333 Broadway                      | Oakland, CA       | 254,523                           | May 16, 2019   |
| 999 N Capitol Street               | Washington, DC    | 315,983                           | July 30, 2019  |
| 899 N Capitol Street <sup>3</sup>  | Washington, DC    | 314,667                           | July 30, 2019  |
| 901 N Capitol Street <sup>3</sup>  | Washington, DC    | N/A                               | July 30, 2019  |
| <b>Total Assets Sold</b>           |                   | <b>2,174,788</b>                  |                |

1. Amount has been adjusted to give retroactive effect to the Reverse Stock Split.

2. As of the date of sale.

3. As a matter of prudent management, after evaluating each asset within its portfolio, as well as the intrinsic value of each property, CMCT decided to sell these additional assets.





CMCT

Important Information



**Assets Owned and Operated (AOO)** represents the aggregate assets owned and operated by CIM on behalf of partners (including where CIM contributes alongside for its own account) and co-investors, whether or not CIM has discretion, in each case without duplication. AOO includes total gross assets at fair value, with real assets presented on the basis described in "Book Value" below and operating companies presented at gross assets less debt, as of the Report Date (as defined below) (including the shares of such assets owned by joint venture partners and co-investments), plus binding unfunded commitments. AOO also includes the \$0.3 billion of AOO attributable to CIM Compass Latin America (CCLA), which is 50% owned and jointly operated by CIM. AOO for CMMT Partners, L.P. (CMMT) (which represents assets under management), a perpetual-life real estate debt fund, is \$0.9 billion as of the Report Date.

**Report Date** is defined to mean as of June 30, 2019.

**Book Value** for each investment generally represents the investment's book value as reflected in the applicable fund's unaudited financial statements as of the Report Date prepared in accordance with U.S. generally accepted accounting principles on a fair value basis. These book values generally represent the asset's third-party appraised value as of the Report Date, but in the case of CIM's Cole Net-Lease Asset strategy, book values generally represent undepreciated cost (as reflected in SEC-filed financial statements).

**Equity Owned and Operated (EOO)** represents the NAV (as defined below) before incentive fee allocation, plus binding unfunded commitments, which is \$18.2 billion as of the Report Date, inclusive of \$0.3 billion of EOO attributable to CCLA (as described above) and \$0.8 billion of EOO for CMMT (which represents equity under management). For calculating the Book Value for CIM IV, the underlying assets of CMCT are assumed to be liquidated based upon the third-party appraised value of such assets. CIM does not view the price of CMCT's publicly-traded shares to be a meaningful indication of the fair value of CIM IV's interest in CMCT due to the fact that the publicly-traded shares of CMCT are thinly-traded.

**Net Asset Value (NAV)** represents the distributable amount based on a "hypothetical liquidation" assuming that on the date of determination that: (i) investments are sold at their Book Values; (ii) debts are paid and other assets are collected; and (iii) appropriate adjustments and/or allocations between equity partners are made in accordance with applicable documents, as determined in accordance with applicable accounting guidance.