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**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 13, 2018**

**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)

**75-6446078**

(I.R.S. Employer  
Identification No.)

**17950 Preston Road, Suite 600,  
Dallas, TX 75252**

(Address of principal executive offices)

**(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 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.

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

On November 13, 2018, CIM Commercial Trust Corporation (the “Company”) issued a press release announcing its financial results for the quarter ended September 30, 2018. 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 2018 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 8.01 — Other Events**

The information set forth in Item 7.01 of this Current Report on Form 8-K is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#"><u>Press release, dated November 13, 2018, regarding the Company’s financial results for the quarter ended September 30, 2018.</u></a>
99.2	<a href="#"><u>Investor Presentation Q3 2018.</u></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 13, 2018

**CIM COMMERCIAL TRUST CORPORATION**

By: /s/ David Thompson

David Thompson, Chief Financial Officer



## CIM Commercial Trust Corporation Reports 2018 Third Quarter Results

Dallas—(November 13, 2018) CIM Commercial Trust Corporation (NASDAQ & TASE: CMCT) (“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 urban communities throughout the United States, today reported operating results for the three months ended September 30, 2018.

### Third Quarter 2018 Highlights

- Annualized rent per occupied square foot(1) on a same-store basis increased 6.8% to \$43.30 as of September 30, 2018 compared to \$40.54 as of September 30, 2017; annualized rent per occupied square foot across all properties was \$44.86 as of September 30, 2018.
- Our same-store office portfolio was 94.2% leased as of September 30, 2018.
- During the third quarter of 2018, we executed 40,567 square feet of leases with terms longer than 12 months, of which 34,026 square feet were recurring leases executed at our same-store office portfolio, representing same-store cash rent growth per square foot of 25.0%.
- Net loss attributable to common stockholders was \$4,448,000, or \$0.10 per diluted share, for the third quarter of 2018.
- Same-store office segment net operating income (“NOI”), excluding lease termination income,(2) increased 3.9%, and same-store office cash NOI, excluding lease termination income,(2) increased 3.0%, for the third quarter of 2018 from the corresponding period in 2017.
- Same-store office segment NOI(2) decreased 7.0%, while same-store office cash NOI(2) increased 2.7%, for the third quarter of 2018 from the corresponding period in 2017.
- Funds from operations (“FFO”) attributable to common stockholders was \$8,862,000, or \$0.20 per diluted share, for the third quarter of 2018.

### Potential Recapitalization

As previously announced, CMCT is actively exploring a potential recapitalization plan with the purpose of, among other things, unlocking embedded value, enhancing growth prospects and improving the trading liquidity of its common stock. There can be no guarantee that the potential recapitalization will occur or, if any or all of the steps of the potential recapitalization occur, that the potential recapitalization will occur in the form currently contemplated. If any or all of the potential recapitalization occurs, the financial information reported herein may not necessarily be indicative of future operating results or operating conditions.

If the potential recapitalization is consummated, CMCT’s remaining portfolio would primarily consist of approximately 725,000 rentable square feet of office space, a 503-room hotel and ancillary parking garage, and properties with development opportunities located in Oakland, California, Washington, D.C., Austin, Texas, and Sacramento, California. The Company believes that these existing development opportunities, as well as CMCT’s operating properties in Los Angeles, San Francisco and Austin with below market in-place office rents, would position CMCT for growth.

Following the potential recapitalization, the Company would remain principally focused on Class A and creative office assets. For the benefit of all classes of CMCT shareholders, the Company may also participate more actively in additional urban real estate strategies and product types of CIM Group in order to more fully leverage CIM Group’s large-scale platform and capabilities.

The Company intends to continue to maintain a highly-flexible capital structure and expects to continue to target a 45% common equity percentage of total capitalization, based on fair value.

(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” and a reconciliation of these metrics to net income.

## Financial Highlights

As of September 30, 2018, our real estate portfolio consists of 21 assets, all of which are fee-simple properties. The portfolio includes 19 office properties (including one parking garage and two development sites, one of which is being used as a parking lot), totaling approximately 3.4 million rentable square feet and one hotel, which has 503 rooms and an ancillary parking garage. We also operate a lending business.

### Third Quarter 2018

Net loss attributable to common stockholders was \$4,448,000, or \$0.10 per diluted share of common stock, for the three months ended September 30, 2018, compared to net income attributable to common stockholders of \$72,257,000, or \$1.25 per diluted share of common stock, for the three months ended September 30, 2017. The decrease is primarily attributable to the gain on sale of real estate of \$74,715,000 recognized during the three months ended September 30, 2017, \$3,152,000 in redeemable preferred stock dividends accumulated during the three months ended September 30, 2018, a decrease of \$2,567,000 in net operating income of our operating segments, and an increase of \$631,000 in redeemable preferred stock dividends declared, partially offset by a decrease of \$2,911,000 in interest expense not allocated to our operating segments, and a decrease of \$670,000 in asset management and other fees to related parties not allocated to our operating segments.

FFO attributable to common stockholders was \$8,862,000, or \$0.20 per diluted share of common stock, for the three months ended September 30, 2018, compared to \$11,014,000, or \$0.19 per diluted share of common stock, for the three months ended September 30, 2017. The decrease in FFO attributable to common stockholders was primarily attributable to \$3,152,000 in redeemable preferred stock dividends accumulated during the three months ended September 30, 2018, a decrease of \$2,567,000 in net operating income of our operating segments, and an increase of \$631,000 in redeemable preferred stock dividends declared, partially offset by a decrease of \$2,911,000 in interest expense not allocated to our operating segments, and a decrease of \$670,000 in asset management and other fees to related parties not allocated to our operating segments.

### Year to Date 2018

Net loss attributable to common stockholders was \$9,350,000, or \$0.21 per diluted share of common stock, for the nine months ended September 30, 2018, compared to net income attributable to common stockholders of \$357,447,000, or \$4.86 per diluted share of common stock, for the nine months ended September 30, 2017.

FFO attributable to common stockholders was \$30,433,000, or \$0.69 per diluted share of common stock, for the nine months ended September 30, 2018, compared to \$37,279,000, or \$0.51 per diluted share of common stock, for the nine months ended September 30, 2017.

## Segment Information

Our reportable segments during the three months ended September 30, 2018 consisted of two types of commercial real estate properties, namely, office and hotel, as well as a segment for our lending business. Our reportable segments during the three months ended September 30, 2017 consisted of three types of commercial real estate properties, namely, office, hotel and multifamily, as well as a segment for our lending business. Aggregate segment NOI was \$25,332,000 for the three months ended September 30, 2018, compared to \$27,899,000 for the three months ended September 30, 2017.

### Office

#### *Same-Store*

Same-store office segment NOI decreased 7.0% on a GAAP basis and increased 2.7% on a cash basis for the three months ended September 30, 2018 compared to the three months ended September 30, 2017. The decrease in same-store segment NOI was primarily due to a decrease in lease termination income at one of our California properties, a decrease in expense reimbursements at one of our California properties, and an increase in operating expenses at certain of our California

properties, partially offset by an increase in revenue at certain of our California and Washington D.C. properties due to increases in occupancy and or rental rates.

At September 30, 2018, the Company's same-store office portfolio was 93.5% occupied, a decrease of 70 basis points year-over-year on a same-store basis and 94.2% leased, a decrease of 10 basis points year-over-year on a same-store basis. The annualized rent per occupied square foot on a same-store basis was \$43.30 at September 30, 2018 compared to \$40.54 at September 30, 2017. For the three months ended September 30, 2018, the Company executed 34,026 square feet of recurring leases at our same-store office portfolio, representing same-store cash rent growth per square foot of 25.0%.

#### *Total*

Office segment NOI decreased to \$21,898,000 for the three months ended September 30, 2018, from \$22,560,000 for the three months ended September 30, 2017. The decrease was primarily attributable to a decrease in lease termination income at one of our California properties, the sale of three office properties during the last six months of 2017, a decrease in expense reimbursements at one of our California properties, and an increase in operating expenses at certain of our California properties, partially offset by an increase due to the acquisition of two office properties in December 2017 and January 2018 and an increase in rental revenue at certain of our California and Washington D.C. properties due to increases in occupancy and or rental rates.

#### Hotel

Hotel segment NOI was \$2,596,000 for the three months ended September 30, 2018, compared to \$2,433,000 for the three months ended September 30, 2017.

#### Multifamily

During the three months ended September 30, 2017, we sold one of our two remaining multifamily properties and we sold the remaining multifamily property in December 2017. Multifamily segment NOI was \$1,293,000 for the three months ended September 30, 2017.

#### 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 was \$838,000 for the three months ended September 30, 2018, compared to \$1,613,000 for the three months ended September 30, 2017. The decrease was primarily due to a decrease in premium income from the sale of the guaranteed portion of our SBA 7(a) loans, an increase in interest expense that commenced in May 2018 as a result of the issuance of the SBA 7(a) loan-backed notes, and an increase in interest expense in connection with our secured borrowings, partially offset by an increase in interest income due to an increase in the principal balance of our loan portfolio as well as increases in the prime rate, and higher revenue as a result of the recognition of accretion for discounts related to increased prepayments on our loans.

#### **Debt and Equity**

During the three months ended September 30, 2018, we issued 307,856 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 \$7,083,000. 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.

In October 2018, CIM Commercial entered into a revolving credit facility with a bank syndicate pursuant to which CIM Commercial 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 is also subject to an unused commitment fee of 0.15% or 0.25% depending on the amount of aggregate unused commitments. The revolving credit facility matures in October 2022 and provides for one one-year extension option under certain conditions. We expect the revolving credit facility to remain in place following the potential recapitalization (if it were to occur). On October 30, 2018, we borrowed \$170,000,000 on this facility to repay outstanding

borrowings on our unsecured term loan facility.

**Dividends**

On August 22, 2018, CIM Commercial's board of directors (the "Board of Directors") approved, and we declared, a quarterly cash dividend of \$0.125 per common share. The dividend was paid on September 25, 2018 to stockholders of record on September 5, 2018.

In addition, the Board of Directors approved, and we declared, a quarterly cash dividend of \$0.34375 per share of Series A preferred stock. For shares of Series A preferred stock issued during the third quarter of 2018, the dividend was prorated from the time of issuance. The dividend was paid on October 15, 2018 to stockholders of record on October 5, 2018.

**About CMCT**

CIM Commercial is a real estate investment trust that primarily acquires, owns, and operates Class A and creative office assets in vibrant and improving urban communities throughout the United States. Its properties are primarily located in Los Angeles, the San Francisco Bay Area and Washington, D.C. 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 asset management capabilities ([www.cimcommercial.com](http://www.cimcommercial.com)).



## 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 CIM Commercial 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.

CIM Commercial bases these forward-looking statements on particular assumptions that it 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. These 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 forward-looking statements are subject to risks, uncertainties and other factors, including, but not limited to, those associated with (i) the approval of the potential sale by the Board of Directors and, if required, the stockholders of CIM Commercial, (ii) CIM Commercial’s ability to consummate the potential recapitalization, including the potential sale and the potential return of capital event, (iii) the extent to which directors and officers reinvest proceeds from the potential sale into newly issued shares of the Company’s common stock, (iv) the terms and timing of the potential sale, including the price at which assets are sold, (v) the development and redevelopment of properties of CIM Commercial and (vi) changes in market rental rates. For a further list and description of the risks and uncertainties inherent in the forward looking statements, see CIM Commercial’s filings with the Securities and Exchange Commission, including CIM Commercial’s Annual Report on Form 10-K for the fiscal year ended December 31, 2017, the Registration Statement on Form S-11 (Reg. No. 333-210880) relating to the Series A preferred stock, the Registration Statement on Form S-3 (Reg. No. 333-203639) relating to the sale of common stock by a selling shareholder and the Registration Statement on Form S-4 (Reg. No. 333-227707) relating to the potential exchange offer for shares of our Series L 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 CIM Commercial to predict all of them. Nor can CIM Commercial 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. CIM Commercial 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.

For CIM Commercial Trust Corporation  
Media Relations:  
Bill Mendel, 212-397-1030  
bill@mendelcommunications.com

or

Shareholder Relations:  
Steve Altebrando, 646-652-8473  
shareholders@cimcommercial.com

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

	September 30, 2018	December 31, 2017
<b>ASSETS</b>		
Investments in real estate, net	\$ 1,066,971	\$ 957,725
Cash and cash equivalents	97,040	129,310
Restricted cash	21,524	27,008
Loans receivable, net	81,898	81,056
Accounts receivable, net	8,085	13,627
Deferred rent receivable and charges, net	86,337	84,748
Other intangible assets, net	10,684	6,381
Other assets	19,176	36,533
<b>TOTAL ASSETS</b>	<b>\$ 1,391,715</b>	<b>\$ 1,336,388</b>
<b>LIABILITIES, REDEEMABLE PREFERRED STOCK, AND EQUITY</b>		
<b>LIABILITIES:</b>		
Debt, net	\$ 664,400	\$ 630,852
Accounts payable and accrued expenses	30,886	26,394
Intangible liabilities, net	3,351	1,070
Due to related parties	10,838	8,814
Other liabilities	15,657	14,629
Total liabilities	725,132	681,759
<b>COMMITMENTS AND CONTINGENCIES</b>		
<b>REDEEMABLE PREFERRED STOCK:</b> Series A, \$0.001 par value; 36,000,000 shares authorized; 1,893,183 and 1,890,943 shares issued and outstanding, respectively, at September 30, 2018 and 1,225,734 and 1,224,712 shares issued and outstanding, respectively, at December 31, 2017; liquidation preference of \$25.00 per share, subject to adjustment		
	43,145	27,924
<b>EQUITY:</b>		
Series A cumulative redeemable preferred stock, \$0.001 par value; 36,000,000 shares authorized; 568,921 and 566,176 shares issued and outstanding, respectively, at September 30, 2018 and 61,435 and 60,592 shares issued and outstanding, respectively, at December 31, 2017; liquidation preference of \$25.00 per share, subject to adjustment		
	14,062	1,508
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, 2018 and December 31, 2017; liquidation preference of \$28.37 per share, subject to adjustment		
	229,251	229,251
Common stock, \$0.001 par value; 900,000,000 shares authorized; 43,795,073 and 43,784,939 shares issued and outstanding at September 30, 2018 and December 31, 2017, respectively		
	44	44
Additional paid-in capital	791,773	792,631
Accumulated other comprehensive income	3,038	1,631
Distributions in excess of earnings	(415,568)	(399,250)
Total stockholders' equity	622,600	625,815
Noncontrolling interests	838	890
Total equity	623,438	626,705
<b>TOTAL LIABILITIES, REDEEMABLE PREFERRED STOCK, AND EQUITY</b>	<b>\$ 1,391,715</b>	<b>\$ 1,336,388</b>

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

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
<b>REVENUES:</b>				
Rental and other property income	\$ 34,782	\$ 37,299	\$ 103,479	\$ 134,482
Hotel income	7,715	7,749	27,564	27,331
Expense reimbursements	2,129	4,717	7,089	10,273
Interest and other income	3,014	5,619	9,465	11,546
	<u>47,640</u>	<u>55,384</u>	<u>147,597</u>	<u>183,632</u>
<b>EXPENSES:</b>				
Rental and other property operating	20,438	26,058	59,238	76,267
Asset management and other fees to related parties	6,121	6,896	18,475	23,459
Interest	6,965	9,359	20,409	28,645
General and administrative	1,205	1,342	6,496	4,668
Transaction costs	15	242	359	11,870
Depreciation and amortization	13,310	13,472	39,783	45,464
Impairment of real estate	—	—	—	13,100
	<u>48,054</u>	<u>57,369</u>	<u>144,760</u>	<u>203,473</u>
Gain on sale of real estate	—	74,715	—	378,732
<b>(LOSS) INCOME BEFORE PROVISION FOR INCOME TAXES</b>				
TAXES	(414)	72,730	2,837	358,891
Provision for income taxes	115	339	795	1,193
<b>NET (LOSS) INCOME</b>	<u>(529)</u>	<u>72,391</u>	<u>2,042</u>	<u>357,698</u>
Net loss (income) attributable to noncontrolling interests	1	4	(15)	(10)
<b>NET (LOSS) INCOME ATTRIBUTABLE TO THE COMPANY</b>	<u>(528)</u>	<u>72,395</u>	<u>2,027</u>	<u>357,688</u>
Redeemable preferred stock dividends accumulated	(3,152)	—	(9,456)	—
Redeemable preferred stock dividends declared	(769)	(138)	(1,924)	(241)
Redeemable preferred stock redemptions	1	—	3	—
<b>NET (LOSS) INCOME ATTRIBUTABLE TO COMMON STOCKHOLDERS</b>	<u>\$ (4,448)</u>	<u>\$ 72,257</u>	<u>\$ (9,350)</u>	<u>\$ 357,447</u>
<b>NET (LOSS) INCOME ATTRIBUTABLE TO COMMON STOCKHOLDERS PER SHARE:</b>				
Basic	<u>\$ (0.10)</u>	<u>\$ 1.25</u>	<u>\$ (0.21)</u>	<u>\$ 4.86</u>
Diluted	<u>\$ (0.10)</u>	<u>\$ 1.25</u>	<u>\$ (0.21)</u>	<u>\$ 4.86</u>
<b>WEIGHTED AVERAGE SHARES OF COMMON STOCK OUTSTANDING:</b>				
Basic	<u>43,795</u>	<u>57,876</u>	<u>43,791</u>	<u>73,503</u>
Diluted	<u>43,795</u>	<u>57,876</u>	<u>43,791</u>	<u>73,503</u>

**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 (loss) income attributable to common stockholders to FFO attributable to common stockholders:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Net (loss) income attributable to common stockholders	\$ (4,448)	\$ 72,257	\$ (9,350)	\$ 357,447
Depreciation and amortization	13,310	13,472	39,783	45,464
Impairment of real estate	—	—	—	13,100
Gain on sale of depreciable assets	—	(74,715)	—	(378,732)
FFO attributable to common stockholders	<u>\$ 8,862</u>	<u>\$ 11,014</u>	<u>\$ 30,433</u>	<u>\$ 37,279</u>
FFO attributable to common stockholders per diluted share	<u>\$ 0.20</u>	<u>\$ 0.19</u>	<u>\$ 0.69</u>	<u>\$ 0.51</u>

**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 (loss) income attributable to common stockholders for the three and nine months ended September 30, 2018 and 2017:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
<b>Numerator:</b>				
Net (loss) income attributable to common stockholders	\$ (4,448)	\$ 72,257	\$ (9,350)	\$ 357,447
Redeemable preferred stock dividends declared on dilutive shares	—	—	—	—
Numerator for dilutive net (loss) income attributable to common stockholders	<u>\$ (4,448)</u>	<u>\$ 72,257</u>	<u>\$ (9,350)</u>	<u>\$ 357,447</u>
<b>Denominator:</b>				
Basic weighted average shares of common stock outstanding	43,795	57,876	43,791	73,503
Effect of dilutive securities—contingently issuable shares	—	—	—	—
Diluted weighted average shares and common stock equivalents outstanding	<u>43,795</u>	<u>57,876</u>	<u>43,791</u>	<u>73,503</u>
<b>Net (loss) income attributable to common stockholders per share:</b>				
Basic	<u>\$ (0.10)</u>	<u>\$ 1.25</u>	<u>\$ (0.21)</u>	<u>\$ 4.86</u>
Diluted	<u>\$ (0.10)</u>	<u>\$ 1.25</u>	<u>\$ (0.21)</u>	<u>\$ 4.86</u>

**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, impairment of real estate, transaction costs, and provision for income taxes. For our lending segment, we define 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, 2017; (ii) sold or otherwise removed from our consolidated financial statements before September 30, 2018; or (iii) that underwent a major repositioning project we believed significantly affected its results at any point during the period commencing on July 1, 2017 and ending on September 30, 2018.

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

Below is a reconciliation of cash NOI excluding lease termination income to net income (loss) for the three months ended September 30, 2018 and 2017.

	<b>Three Months Ended September 30, 2018</b>						
	<b>Same- Store Office</b>	<b>Non- Same- Store Office</b>	<b>Total Office</b>	<b>Hotel</b>	<b>Multi- family</b>	<b>Lending</b>	<b>Total</b>
Cash net operating income excluding lease termination income	\$ 19,981	\$ 1,427	\$ 21,408	\$ 2,590	\$ —	\$ 838	\$ 24,836
Cash lease termination income	57	—	57	—	—	—	57
Cash net operating income	20,038	1,427	21,465	2,590	—	838	24,893
Deferred rent and amortization of intangible assets, liabilities, and lease inducements	(277)	710	433	6	—	—	439
Straight line rent, below-market ground lease and amortization of intangible assets	—	—	—	—	—	—	—
Straight line lease termination income	—	—	—	—	—	—	—
Segment net operating income	\$ 19,761	\$ 2,137	\$ 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							<u>\$ (528)</u>

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

Three Months Ended September 30, 2017

	Same- Store Office	Non- Same- Store Office	Total Office	Hotel	Multi- family	Lending	Total
Cash net operating income excluding lease termination income	\$ 19,390	\$ 1,159	\$ 20,549	\$ 2,433	1,356	\$ 1,602	\$ 25,940
Cash lease termination income	122	—	122	—	10	—	132
Cash net operating income	19,512	1,159	20,671	2,433	1,366	1,602	26,072
Deferred rent and amortization of intangible assets, liabilities, and lease inducements	(421)	360	(61)	—	(73)	—	(134)
Straight line rent, below-market ground lease and amortization of intangible assets	—	(209)	(209)	—	—	11	(198)
Straight line lease termination income	2,159	—	2,159	—	—	—	2,159
Segment net operating income	\$ 21,250	\$ 1,310	\$ 22,560	\$ 2,433	\$ 1,293	\$ 1,613	\$ 27,899
Asset management and other fees to related parties							(6,051)
Interest expense							(9,243)
General and administrative							(876)
Transaction costs							(242)
Depreciation and amortization							(13,472)
Gain on sale of real estate							74,715
Income before provision for income taxes							72,730
Provision for income taxes							(339)
Net income							72,391
Net loss attributable to noncontrolling interests							4
Net income attributable to the Company							\$ 72,395



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

Below is a reconciliation of segment NOI excluding lease termination income to net income (loss) for the three months ended September 30, 2018 and 2017.

	<u>Three Months Ended September 30, 2018</u>						<u>Total</u>
	<u>Same- Store Office</u>	<u>Non- Same- Store Office</u>	<u>Total Office</u>	<u>Hotel</u>	<u>Multi- family</u>	<u>Lending</u>	
Segment net operating income excluding lease termination income	\$ 19,704	\$ 2,137	\$ 21,841	\$ 2,596	\$ —	\$ 838	\$ 25,275
Cash lease termination income	57	—	57	—	—	—	57
Segment net operating income	<u>\$ 19,761</u>	<u>\$ 2,137</u>	<u>\$ 21,898</u>	<u>\$ 2,596</u>	<u>\$ —</u>	<u>\$ 838</u>	<u>\$ 25,332</u>
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							<u>\$ (528)</u>

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

Three Months Ended September 30, 2017

	Same- Store Office	Non- Same- Store Office	Total Office	Hotel	Multi- family	Lending	Total
Segment net operating income excluding lease termination income	\$ 18,969	\$ 1,310	\$ 20,279	\$ 2,433	\$ 1,283	\$ 1,613	\$ 25,608
Cash lease termination income	2,281	—	2,281	—	10	—	2,291
Segment net operating income	\$ 21,250	\$ 1,310	\$ 22,560	\$ 2,433	\$ 1,293	\$ 1,613	\$ 27,899
Asset management and other fees to related parties							(6,051)
Interest expense							(9,243)
General and administrative							(876)
Transaction costs							(242)
Depreciation and amortization							(13,472)
Gain on sale of real estate							74,715
Income before provision for income taxes							72,730
Provision for income taxes							(339)
Net income							72,391
Net loss attributable to noncontrolling interests							4
Net income attributable to the Company							<u>\$ 72,395</u>

# CMCT



CIM Commercial Trust Corporation | NASDAQ & TASE: CMCT

November 2018



**Important Disclosures****Free Writing Prospectus** | CIM Commercial Trust Corporation Investor Presentation Q3 2018

Filed Pursuant to Rule 433 | Dated November 13, 2018 | Registration Statement Nos. 333-203639; 333-210880 and 333-227707

CIM Commercial Trust Corporation (the “Company”) has filed registration statements (including prospectuses and prospectus supplements) with the Securities and Exchange Commission (the “SEC”) for the offerings to which this communication relates. Before you invest, you should read the prospectuses and the prospectus supplements in those registration statements and other documents the Company has filed with the SEC for more complete information about the Company and the offerings. You may get these documents for free by visiting the Company’s website at <http://shareholders.cimcommercial.com/>. Alternatively, you may request to receive a prospectus by calling toll-free at 1-866-341-2653.

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

- [Post Effective Amendment No. 3 to Form S-11 on Form S-3, dated January 9, 2018, relating to Registration Statement No. 333-203639](#)
- [Prospectus, dated April 13, 2018, relating to Registration Statement No. 333-210880, Supplement No. 1 dated May 14, 2018, Supplement No. 2 dated August 9, 2018 and Supplement No. 3 dated October 9, 2018](#)
- [Registration Statement on Form S-4, dated October 5, 2018, relating to Registration Statement No. 333-227707](#)

**Tender Offer.** The proposed exchange offer (the “Proposed Exchange Offer”) involving CMCT’s Series L Preferred Stock described in these materials has not yet commenced. This communication is for informational purposes only and shall not constitute an offer to buy or the solicitation of an offer to sell any securities of the Company, nor shall there be any sale of such securities in any state or jurisdiction in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction. Prior to any commencement of the Proposed Exchange Offer, the Company will file with the SEC a tender offer statement on Schedule TO, including an offer to purchase, a letter of transmittal and related documents. **PRIOR TO MAKING ANY DECISION WITH RESPECT TO THE PROPOSED EXCHANGE OFFER, STOCKHOLDERS ARE URGED TO CAREFULLY READ THOSE MATERIALS, WHEN AVAILABLE, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION REGARDING THE PROPOSED EXCHANGE OFFER.** Copies of materials relating to the Proposed Exchange Offer that the Company files with the SEC may be accessed free of charge through the SEC’s website at [www.sec.gov](http://www.sec.gov) or our website at <http://shareholders.cimcommercial.com/sec-filings>.

[www.cimgroup.com](http://www.cimgroup.com) | ©2018 CIM Group | **CMCT CIM Commercial Trust Corporation**

## Important Disclosures

### 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 CIM Commercial 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.

CIM Commercial bases these forward-looking statements on particular assumptions that it 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. These 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 forward-looking statements are subject to risks, uncertainties and other factors, including, but not limited to, those associated with (i) the approval of the Potential Sale by the Board of Directors and, if required, the stockholders of CIM Commercial, (ii) CIM Commercial’s ability to consummate the Potential Recapitalization, including the Potential Sale and the Potential Return of Capital Event, (iii) the extent to which directors and officers reinvest proceeds from the Potential Sale into newly issued shares of the Company’s common stock, (iv) the terms and timing of the Potential Sale, including the price at which assets are sold, (v) the development and redevelopment of properties of CIM Commercial and (vi) changes in market rental rates. For a further list and description of the risks and uncertainties inherent in the forward looking statements, see CIM Commercial’s filings with the Securities and Exchange Commission, including CIM Commercial’s Annual Report on Form 10-K for the fiscal year ended December 31, 2017, the Registration Statement on Form S-11 (Reg. No. 333-210880) relating to the Series A preferred stock, the Registration Statement on Form S-3 (Reg. No. 333-203639) relating to the sale of common stock by a selling shareholder and the Registration Statement on Form S-4 (Reg. No. 333-227707) relating to the potential exchange offer for shares of our Series L 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 CIM Commercial to predict all of them. Nor can CIM Commercial 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. CIM Commercial 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.

### Resources & Expertise of CIM Group – Premier Institutional Owner Operator

- » Large-scale platform with vertically-integrated team
- » Proprietary “Qualified Community” methodology
- » Disciplined, relative-value owner operator with sightlines across all major U.S. urban markets

### Maximizing Returns for Shareholders

- » Focused on growing NAV and cash flows per share of common stock while targeting a prudent capital structure consisting of ~45% common equity based on fair value
- » Since the beginning of 2014, have provided \$8.73 per share in regular dividends, special dividends, and a tender offer made available to all shareholders<sup>1</sup>
- » Exploring a potential recapitalization plan with the purpose of, among other things, unlocking embedded value, enhancing growth prospects and improving trading liquidity of common shares

### Primarily Class A and Creative Office Assets in Gateway Markets

- » Located in high barrier-to-entry sub-markets where CIM Group anticipates outsized rent growth and/or capital appreciation
- » San Francisco Bay Area, Los Angeles, Sacramento, Washington DC, and Austin

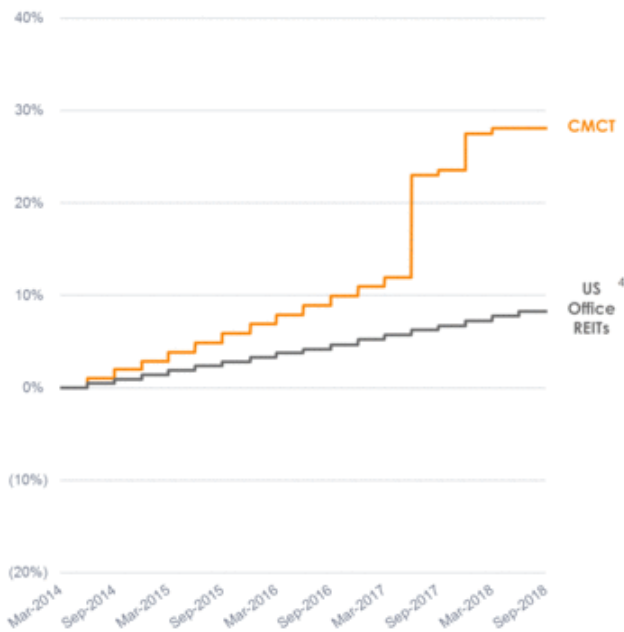
### Strong Growth Prospects

- » Same-store growth opportunity through increasing below-market leases to market rates
- » Value-add / development opportunities
- » Accretive acquisitions

1. CMCT is the product of a merger (the “Merger”) between a subsidiary of CIM Urban REIT, LLC (“CIM REIT”), a fund operated by CIM, and PMC Commercial Trust, a publicly traded real estate investment trust, consummated in Q1 2014. Represents dividends declared on our common stock from January 1, 2014 through September 30, 2018. Excludes a special dividend paid to PMC Commercial Trust’s shareholders in connection with the Merger, but includes 2014 dividends received by CIM REIT shareholders prior to the Merger and dividends on convertible preferred stock received by Urban Partners II, LLC, an affiliate of CIM REIT and CIM Group, L.P., on an as converted basis, in the Merger. The per share equivalent in proceeds from the tender offer is \$2.15, calculated by dividing \$210,000,000, the amount used by CMCT to purchase shares of common stock of CMCT in the tender offer, by 97,676,197, the number of shares of common stock outstanding immediately prior to such tender offer. The amounts of regular and special cash dividends per share are based on the number of shares outstanding as of the applicable record dates. Past performance is not indicative of future results.



Cumulative Return from Dividends<sup>1,2</sup>



Cumulative Return from Change in NAV per Share<sup>2,3</sup>



1. Return based on cumulative regular and special dividends since March 31, 2014, divided by initial net asset value ("NAV"), from March 31, 2014 to September 30, 2018.

2. Please see "Net Asset Value" under "Important Disclosures" with respect to the methodology of the calculation of NAV of CMCT.

3. Returns based on change in NAV per share from March 31, 2014 to September 30, 2018.

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, 2018 based, for all periods indicated, on the weights attributed to each such company by such index as of September 30, 2018. 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 U.S. Securities and Exchange Commission.



1. Total return includes changes in stock price or net asset value ("NAV") per share, as applicable, and includes all dividends declared and paid with respect to the Company's common stock from March 31, 2014 to September 30, 2018.

2. Please see "Net Asset Value" under "Important Disclosures" with respect to the methodology of the calculation of NAV of CMCT.

3. "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, 2018 based, for all periods indicated, on the weights attributed to each such company by such index as of September 30, 2018. 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 U.S. Securities and Exchange Commission.



# CMCT

CIM Group Overview

CIM is a community-focused real estate and infrastructure owner, operator and lender. By utilizing our in-house expertise, we create value in our assets, which benefit our investors, and ultimately benefit the community.

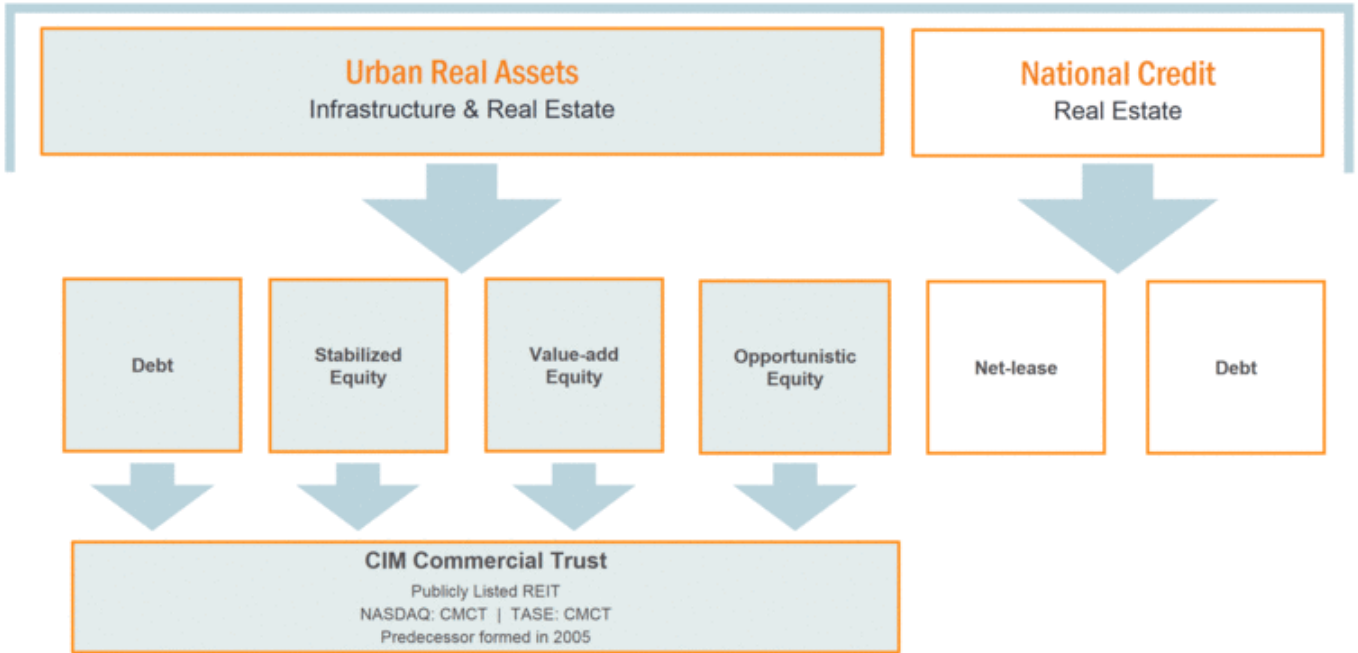
<b>Established</b>	Established in 1994 as an integrated owner and operator of real assets
<b>Strategies</b>	Community-focused urban real assets (real estate and infrastructure) in communities qualified by CIM and national credit (net-lease and debt) platforms
<b>Vertically-Integrated</b>	Multi-disciplinary expertise and in-house research, acquisition, credit analysis, development, finance, leasing and asset management capabilities
<b>Organization</b>	925+ employees (15 principals including all of its founders, 535+ professionals) <sup>1</sup>
<b>Office Locations</b>	Headquartered in Los Angeles, California and has offices in Oakland, California; Bethesda, Maryland; Dallas, Texas; New York, New York; Chicago, Illinois; and Phoenix, Arizona
<b>Partners &amp; Co-Investors</b>	Diversified institutional relationships with approximately half committing to multiple CIM products, along with an expansive retail base with approximately 90,000 individual shareholders <sup>1</sup>
<b>Assets Owned and Operated</b>	\$29.1 billion <sup>2</sup>

1. As of September 2018.

2. As of June 30, 2018. See "Important Disclosures", in particular, the section "Assets Owned and Operated" for additional details.

# CIM

Community Focused Strategies



Following the potential recapitalization, CMCT would remain principally focused on Class A and creative office assets but may also participate more actively in additional urban real estate product types and strategies of CIM Group in order to broaden CMCT's participation in CIM Group's platform and capabilities for the benefit of all classes of stockholders

1

## Diverse Team of In-House Professionals

- » **Led by 15 principals** (including the three original founders) with average CIM tenure of 15 years
- » **Vertically-integrated, real asset owner and operator** with expertise across in-house research, acquisition, credit analysis, development, finance, leasing and asset management, working across multiple markets, asset classes and strategies
- » **Investments team responsible for entire life cycle of each asset**; compensation is directly aligned with that of CIM's partners and co-investors

2

## Commitment to Community

- » **Sector-agnostic focus** on specific urban 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 rent growth and/or capital 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

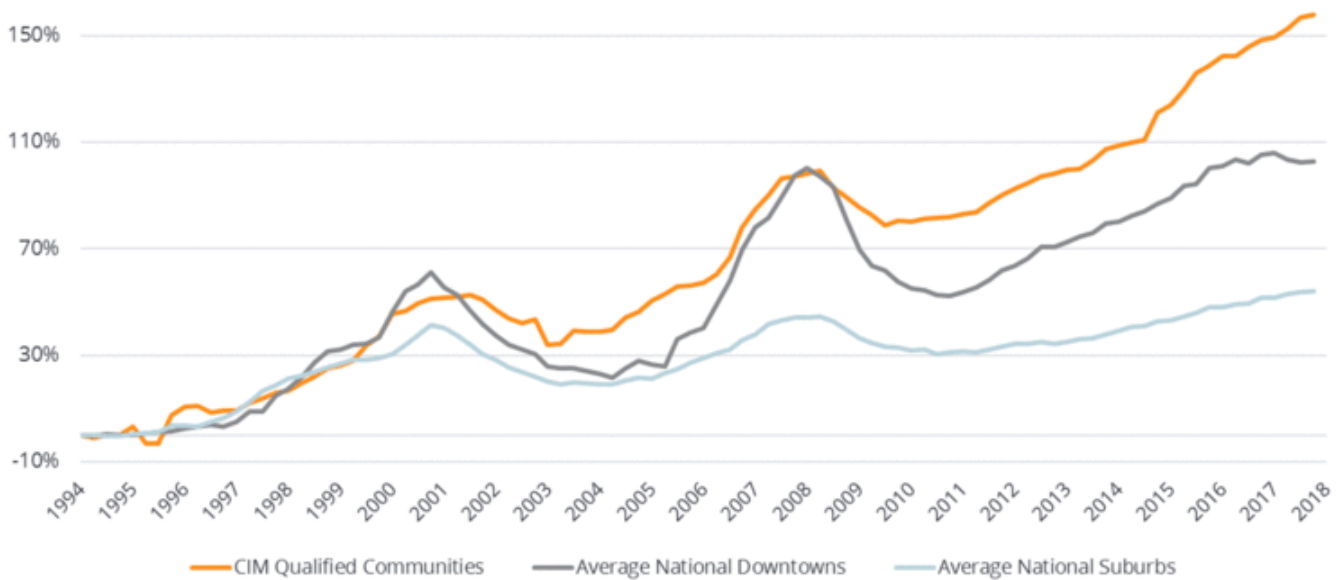
## Disciplined Approach

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

CIM qualifies communities for acquisition (114 qualified to date, 68 with 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 in a CIM Qualified Community, rents have outperformed average national downtowns by over 55% and average national suburbs by over 185%<sup>1</sup>

**Rent 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, accessed September 2018.

# CMCT

CMCT Overview

## CMCT is Actively Exploring a Potential Recapitalization to Unlock Embedded Value and Enhance Growth Prospects & Trading Liquidity

### Unlock Embedded Value Through Targeted Asset Sales

- » Monetize stabilized assets in Oakland, San Francisco and Washington DC to unlock embedded value that has been created since 2006 (10 assets totaling 2.7 million square feet)
- » Use net proceeds from asset sales (after repaying all senior corporate debt) and cash on hand for return of capital to common stockholders for consideration approximating adjusted NAV (~\$23 per share as of June 30, 2018)<sup>1</sup>
- » Certain officers and directors of CMCT have expressed a willingness to reinvest their aggregate pro rata share of all net proceeds from the return of capital event estimated to be ~\$11 million into shares of our Common Stock. Such reinvestment may take the form of open market purchases or purchases of newly issued shares of our Common Stock.
- » CMCT officers and directors would own ~6% of CMCT following the potential recapitalization and potential reinvestment<sup>2</sup>

### Enhance Growth Prospects

- » Following the potential recapitalization, CMCT would have total net assets at fair value of ~\$607 million<sup>3,4</sup> with operating properties in Los Angeles, San Francisco, Sacramento and Austin; aggregate in-place rents on remaining office properties well below market; approximately \$592 million in real estate assets at fair value<sup>3</sup> and ~\$16 million invested in real estate loans at fair value<sup>3,5</sup>
- » CMCT would maintain attractive development opportunities in Oakland, Austin, Washington DC, and Sacramento
- » CMCT would target same-store NOI CAGR of 4% - 6% through 2023<sup>6</sup>

1. After friction costs. See "Estimated Net Asset Value & NOI Forecast Reconciliation" on page 23 and "Net Asset Value" under "Important Disclosures" starting on page 25, with respect to the methodology of the calculation of NAV of CMCT.

2. Estimate based on assumption all holders of Common Stock receive a return of capital pro rata. See "Important Disclosures" starting on page 25, and, in particular, "CMCT Pro Forma Capital Structure and CMCT Pro Forma Portfolio."

3. See "Important Disclosures" starting on page 25, and, in particular, "Net Asset Value" and "CMCT Pro Forma Capital Structure and CMCT Pro Forma Portfolio."

4. Represents total assets net of other liabilities, SBA 7(a) loan-backed notes, and secured borrowings.

5. Represents loans receivable net of secured borrowings and SBA 7(a) loan-backed notes.

6. Based on cash and segment NOI. Excludes potential from existing development opportunities.

## Improve Trading Liquidity

- » CIM Group has expressed an intent to dissolve CIM REIT<sup>1</sup> (which holds ~95% of CMCT's outstanding Common Stock<sup>2</sup>) as part of the potential recapitalization of CMCT and distribute any shares of CMCT Common Stock then held by it to CIM REIT's 27 institutional partners
- » CMCT's public float would increase to ~94% (from ~4%<sup>2</sup>), which is expected to improve trading volume over time and make our Common Stock eligible for inclusion in several indices
- » CMCT estimates that it will be added to certain stock indices and, if so added, ~25%-30% of its outstanding Common Stock should be held by passive funds tracking such indices within 12 months following the completion of the potential recapitalization<sup>3</sup>
- » Increased public float and trading liquidity would benefit all preferred and common stockholders and improve CMCT's access to capital

## Prudent and Flexible Capital Structure<sup>(5)</sup>

- » Continue to target capital structure consisting of 45% common equity<sup>4</sup>
- » Anticipate no senior debt in place immediately following the potential recapitalization; plan to maintain long-term debt at minimal levels (other than with respect to debt incurred for working capital purposes or acquisitions of properties or investments that the Company intends to refinance with proceeds from the issuances of Preferred Stock or Common Stock)
- » Re-evaluate Common Stock dividend policy after potential recapitalization

1. CMCT was the product of a merger (the "Merger") between a newly formed subsidiary of CIM Urban REIT, LLC ("CIM REIT"), a fund operated by CIM, and PMC Commercial Trust, a publicly traded real estate investment trust, consummated in Q1 2014.

2. As of September 30, 2018.

3. Assumes CMCT Common Stock is added to the CRSP US Equity Index, Russell 2000, MSCI US Real Estate and S&P SmallCap 600 following the potential recapitalization, which, together with other reasons, is expected to make CMCT Common Stock eligible for inclusion on such indices by increasing its public float. There is no guarantee that the potential recapitalization, the inclusion of CMCT Common Stock in such indices or increased public float will occur.

4. Based on fair value. See "Important Disclosures" starting on page 25 and, in particular, "Net Asset Value," with respect to the methodology of the calculation of fair value.

5. The Company believes that there will be more clarity to the makeup of the Company's portfolio, the aggregate sale price in any asset sales and the trading price of the Company's common stock relative to its NAV following the potential recapitalization (if it were to occur). The Company has met and consulted with certain holders of the Preferred Stock as it considers such engagement to be important and expects to continue to provide updates at significant milestones during the potential recapitalization process. Following the potential recapitalization (if it were to occur), the Company intends to finalize any alternatives for its preferred stockholders with terms that the Company believes holders will then find satisfactory.



» Active and strategic portfolio management to maximize returns to shareholders

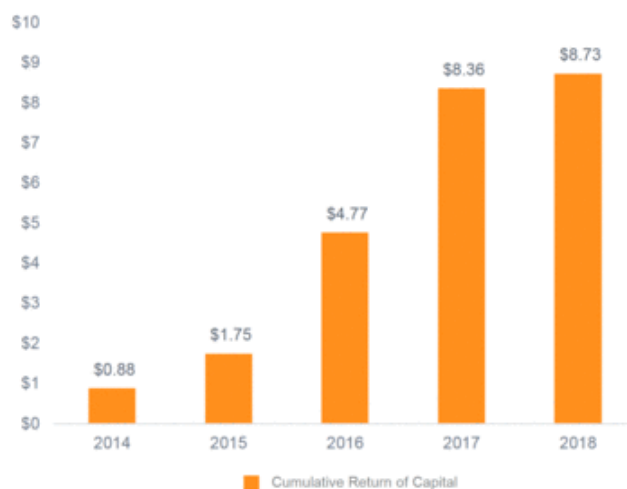
## Active Portfolio Management

- » Gross asset sales of ~\$1,310 million (2015-2017)
- » \$152 million of office acquisitions (Q4 2017- Q3 2018)
- » Exploring gross asset sales of \$1 billion+ as part of the potential recapitalization (2018 or 2019)

## Providing Liquidity to Shareholders<sup>1</sup>

Date	Liquidity
6/2016	\$210 million tender offer @ \$21.00/share
4/2017	\$0.28 per share special cash dividend
6/2017	\$1.98 per share special cash dividend
12/2017	\$0.73 per share special cash dividend <sup>2</sup>
2018-2019	Exploring a potential recapitalization plan – net proceeds from asset sales and a portion of the Company's unrestricted cash balances are expected to be returned to common shareholders after debt repayment

## Cumulative Return of Capital to Common Shareholders<sup>1,3</sup>



- In September 2016, June 2017 and December 2017, CMCT repurchased \$80 million, \$576 million and \$310 million, respectively, of common shares in privately negotiated transactions from Urban Partners II, LLC. In connection with these share repurchases, CMCT paid the special cash dividends described in the table above that allowed the common stockholders that did not participate in the share repurchases to receive the economic benefit of such repurchases. Urban Partners II, LLC waived its right to receive these special cash dividends.
- Dividend was declared in December 2017 and paid in January 2018.
- CMCT is the product of a merger (the "Merger") between a subsidiary of CIM Urban REIT, LLC ("CIM REIT"), a fund operated by CIM, and PMC Commercial Trust, a publicly traded real estate investment trust, consummated in Q1 2014. Represents dividends declared on our common stock from January 1, 2014 through September 30, 2018. Excludes a special dividend paid to PMC Commercial Trust's

shareholders in connection with the Merger, but includes 2014 dividends received by CIM REIT shareholders prior to the Merger and dividends on convertible preferred stock received by Urban Partners II, LLC, an affiliate of CIM REIT and CIM Group, L.P., on an as converted basis, in the Merger. The per share equivalent in proceeds from the tender offer is \$2.15, calculated by dividing \$210,000,000, the amount used by CMCT to purchase shares of common stock of CMCT in the tender offer, by 97,676,197, the number of shares of common stock outstanding immediately prior to such tender offer. The amounts of regular and special cash dividends per share are based on the number of shares outstanding as of the applicable record dates. Past performance is not indicative of future results.

# Assets Targeted For Sale

CMCT

As of September 30, 2018

Location	Sub-Market	Rentable Square Feet	% Occupied	Annualized Rent Per Occupied SF <sup>1</sup>
<b>Oakland, CA</b>				
1 Kaiser Plaza	Lake Merritt	535,324	93.7%	\$ 41.51
2101 Webster Street	Lake Merritt	471,337	99.0%	41.45
1901 Harrison Street	Lake Merritt	280,610	81.9%	45.25
1333 Broadway	City Center	251,155	94.3%	42.16
2100 Franklin Street	Lake Merritt	216,828	98.9%	41.82
2353 Webster Street Parking Garage	Lake Merritt	N/A	N/A	N/A
<b>Total Oakland, CA</b>		<b>1,755,254</b>	<b>94.0%</b>	<b>42.13</b>
<b>San Francisco, CA</b>				
260 Townsend Street	South of Market	66,682	100.0%	73.54
<b>Total San Francisco, CA</b>		<b>66,682</b>	<b>100.0%</b>	<b>73.54</b>
<b>Washington, DC</b>				
999 N Capitol Street	Capitol Hill	315,983	90.1%	46.80
899 N Capitol Street	Capitol Hill	314,667	86.1%	52.87
830 1st Street	Capitol Hill	247,337	100.0%	43.88
<b>Total Washington, DC</b>		<b>877,987</b>	<b>91.5%</b>	<b>47.92</b>
<b>Total Assets Targeted For Sale</b>		<b>2,699,923</b>	<b>93.3%</b>	<b>\$ 44.83</b>

1. Represents gross monthly base rent, as of September 30, 2018, multiplied by twelve. The 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.

As of September 30, 2018

## Growth Focused Portfolio

### Office

Location	Sub-Market	Rentable Square Feet	% Occupied	Annualized Rent Per Occupied SF <sup>1</sup>
<b>San Francisco, CA</b>				
1130 Howard Street	South of Market	21,194	100.0%	\$ 68.60
<b>Los Angeles, CA</b>				
11620 Wilshire Boulevard	West Los Angeles	194,629	95.5%	40.83
4750 Wilshire Boulevard	Mid-Wilshire	143,361	100.0%	26.92
9460 Wilshire Boulevard	Beverly Hills	93,622	94.9%	93.49
11600 Wilshire Boulevard	West Los Angeles	56,144	88.0%	51.94
Lindblade Media Center	West Los Angeles	32,428	100.0%	43.67
<b>Austin, TX</b>				
3601 S Congress Avenue	South	183,885	90.1%	34.44
<b>TOTAL</b>		<b>725,263</b>	<b>94.7%</b>	<b>\$ 44.99</b>

### Hotel

Location	Sub-Market	Rooms	% Occupied <sup>2</sup>	RevPAR <sup>3</sup>
<b>Sacramento, CA</b>				
Sheraton Grand Hotel	Downtown/Midtown	503	82.9%	\$ 134.14

### Ancillary

Location	Sub-Market	Rentable Square Feet (Retail)	Retail % Occupied	Annualized Rent (000s) <sup>4</sup>
<b>Sacramento, CA</b>				
Sheraton Urano Hotel Parking Garage & Retail	Downtown/Midtown	9,453	100.0%	\$ 2,943
<b>Oakland, CA</b>				
2 Kaiser Plaza	Lake Merritt	-	-	-
<b>Washington, DC</b>				
901 N Capitol Street	Capitol Hill	-	-	-

1. Represents gross monthly base rent, as of September 30, 2018, multiplied by twelve. The 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. Represents trailing 9-month occupancy as of September 30, 2018, calculated as the number of occupied rooms divided by the number of available rooms.
3. Represents trailing 9-month RevPAR as of September 30, 2018, 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, 2018, 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.

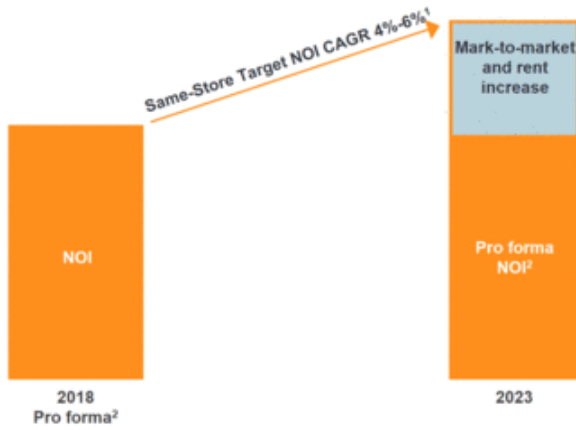
## Attractive Potential Development Pipeline

### Development

Location	Sub-Market	Potential Rentable SF	Product
<b>Oakland, CA</b>			
2 Kaiser Plaza	Lake Merritt	425,000-800,000	Office
<b>Washington, DC</b>			
901 N Capitol Street	Capitol Hill	270,000 / TBD	Office/Multifamily
<b>Austin, TX</b>			
3601 S Congress Avenue	South	42,000	Office
<b>Sacramento, CA</b>			
Sheraton Grand Hotel Parking Garage & Retail	Downtown/Midtown	N/A	Hotel

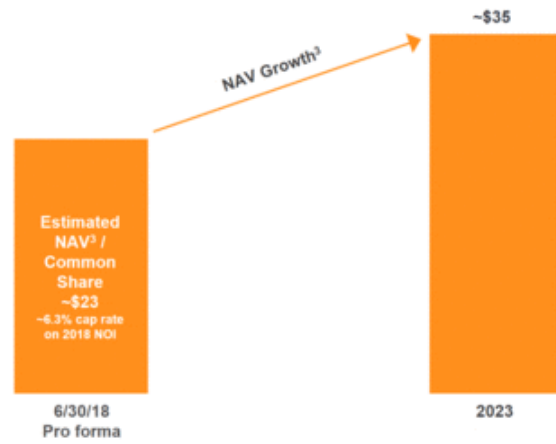
- » Targeting same-store NOI CAGR of 4% - 6% through 2023<sup>1</sup>
- » Excludes potential development opportunities in Oakland, Austin, Washington DC and Sacramento as well as anticipated accretive acquisitions

### Five Year Same Store Growth Target



### Illustrative NAV<sup>3,4</sup>

(Same-Store Target NOI CAGR of 4%-6%)<sup>1,3</sup>  
 EXCLUDES UPSIDE FROM DIVIDENDS, DEVELOPMENT & ANTICIPATED ACCRETIVE ACQUISITIONS



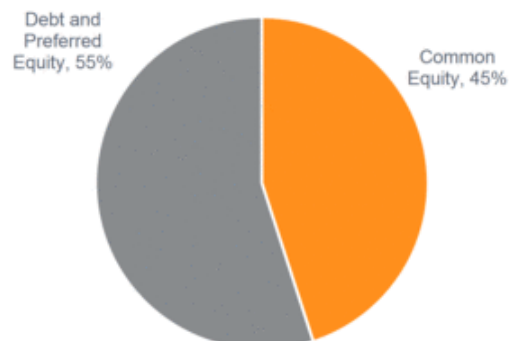
1. Based on cash and segment NOI. Excludes potential from existing development opportunities.  
 2. Represents pro forma cash and segment NOI following the potential recapitalization.  
 3. See "Important Disclosures" starting on page 25, and, in particular, "Net Asset Value."  
 4. The illustrative NAV per share at 2023 is based on a number of assumptions, including an increase in NOI at 5% per year, and using the anticipated capital structure of CMCT immediately following the

potential recapitalization (which is different from CMCT's target capital structure, as discussed on page 17). Any changes in these assumptions will affect the ability of CMCT to achieve the illustrative NAV per share. There can be no guarantee that CMCT will be able to achieve NOI growth of 5% per year.

## Pro Forma Capital Structure (at fair value) (\$ in millions)<sup>1</sup>

Real estate investments, fair value	\$	591.9	
Loans receivable, net <sup>2</sup>		15.8	
Proceeds from newly issued common shares acquired by certain CMCT officers and directors		10.8	
Other net assets (liabilities) <sup>3</sup>		(11.5)	
<b>Total net assets</b>	<b>\$</b>	<b>607.0</b>	
Junior subordinated notes, at face value	\$	27.1	4%
Preferred stock, at redemption value		283.0	47%
Common equity		296.9	49%
<b>Total liabilities and equity</b>	<b>\$</b>	<b>607.0</b>	<b>100%</b>

## Prudent and Flexible Target Capital Structure



- » Target capital structure of 45% common equity, 55% preferred equity debt - seeks to enhance common equity returns with low relative risk
- » Anticipate no senior debt in place immediately following the potential recapitalization; plan to maintain long-term debt at minimal levels (other than with respect to debt incurred for working capital purposes or acquisitions of properties or investments that the Company intends to refinance with proceeds from the issuances of Preferred Stock or Common Stock)

1. As of June 30, 2018. Debt is taken at face value and excludes secured borrowings, SBA 7(a) loan-backed notes, deferred financing costs on our debt, and premiums and discounts on our debt; preferred stock is taken at redemption value; and common equity is reduced by the difference between the face value and the carrying value of our debt, deferred financing costs on our debt, and the difference between the redemption value and carrying value of preferred stock. See "Important Disclosures" starting on page 25 and, in particular, "CMCT Pro Forma Capital Structure and CMCT Pro Forma Portfolio."

2. Loans receivable, net represents loans receivable net of secured borrowings and SBA 7(a) loan-backed notes.

3. Other net assets (liabilities) represents total other assets of CMCT net of other liabilities.

# CMCT

Appendix

## CIM Group Co-Founders



**Richard Ressler**  
*CIM Group Principal, CMCT Chairman of the Board*

- ▶ Founder and President of Orchard Capital Corp., a firm through which Mr. Ressler oversees companies in which Orchard Capital or its affiliates invest
- ▶ Co-Founder and a Principal of CIM Group
- ▶ Chairman of the board of J2 Global, Inc. (NASDAQ: JCOM) and director of Presbia PLC (NASDAQ: LENS)
- ▶ Served as Chairman and CEO of JCOM from 1997 to 2000
- ▶ Chairman of executive committee and co-founder of predecessor of Orchard First Source Asset Management, a full-service provider of capital and leveraged finance solutions to U.S. corporations
- ▶ Co-founded and served as Vice Chairman of Brooke Group Limited, the predecessor of Vector Group, Limited (NYSE: VGR)
- ▶ Previously worked at Drexel Burnham Lambert, Inc. and began his career as an attorney with Cravath, Swaine and Moore, LLP
- ▶ B.A. from Brown University, and J.D. and M.B.A. degrees from Columbia University



**Avi Shemesh**  
*CIM Group Principal and CMCT Board Member*

- ▶ Co-Founder and a Principal of CIM Group
- ▶ Responsible for responsible for investments, asset management, partner & co-investor relations and portfolio oversight
- ▶ Head of CIM's Investments Group and serves on the firm's Investment and Asset Management Committees
- ▶ Real asset owner and operator for over 25 years
- ▶ Previously was involved in a number of successful entrepreneurial real estate activities, including co-founding Dekel Development, which developed a variety of commercial and multifamily properties in Los Angeles



**Shaul Kuba**  
*CIM Group Principal and CMCT Board Member*

- ▶ Co-Founder and a Principal of CIM Group
- ▶ Responsible for the day-to-day operations of CIM Group, including leading the Development Group and sourcing new acquisitions
- ▶ Serves on CIM's Investment and Asset Management Committees
- ▶ Real asset owner and operator for over 25 years
- ▶ Previously was involved in a number of successful entrepreneurial real estate activities, including co-founding Dekel Development, which developed a variety of commercial and multifamily properties in Los Angeles

## CMCT Management



**Charles Garner**  
*CMCT Chief Executive Officer, CIM Group Principal*

- CEO of CMCT and serves on CIM Group's Investment Committee
- Prior to joining CIM Group, worked closely with the firm in various capacities since 1996, including originating and managing Federal Realty Investment Trust's partnership with CIM Group
- Has been involved in billions of dollars of real estate transactions including the acquisition, joint venture investment, disposition and equity and debt financing of more than 100 properties
- Began career as a C.P.A. at PricewaterhouseCoopers and has held various transactional positions with Federal Realty, Walker & Dunlop and The Stout & Teague Companies
- B.S. degree in Management from Tulane University's A.B. Freeman School of Business



**David Thompson**  
*CMCT Chief Financial Officer, CIM Group Principal*

- Prior to joining CIM Group in 2009, spent 15 years with Hilton Hotels Corporation, most recently as Senior Vice President and Controller responsible for worldwide financial reporting, financial planning and analysis, risk management, internal control and technical accounting compliance
- Tenure at Hilton included both SEC compliance as a public company and reporting as a private equity portfolio company
- Began career as a C.P.A. at Arthur Andersen & Co.



**Jan Salit**  
*CMCT President and Secretary*

- Joined CMCT after merger of PMC Commercial Trust
- Previously was Chairman of the Board, CEO and Secretary of PMC Commercial Trust
- Prior to CEO role, held Chief Operating Officer and Chief Investment Officer roles with PMC Commercial Trust (joined predecessor firm in 1993)
- Prior to joining PMC Commercial Trust, held positions with Glenfed Financial Corporation (and its predecessor company ARMCO Financial Corporation) including Chief Financial Officer



**Terry Wachsner**  
*CIM Group Principal, Real Estate Services*

- Prior to joining CIM Group in 2005, was Director of Asset Services for Continental Development Corporation
- Prior to Continental, was Executive Managing Director for Kennedy-Wilson Properties, Ltd. where he was responsible for the operations and leasing of a 75 million square foot national portfolio of office, retail, industrial, and apartment properties
- From 1980 to 1998, headed up Heitman Properties, Ltd. as President of Property Management



CIM believes that its community qualification process provides it with a significant competitive advantage when making urban real asset acquisitions.

- » Since 1994, CIM has qualified 114 communities in high barrier-to-entry markets and has owned and operated assets in 68 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 urban asset evaluation.

Qualification Criteria	
Transitional Urban Districts	Thriving Urban Areas
<ul style="list-style-type: none"> <li>» Improving demographics</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 demographic 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>

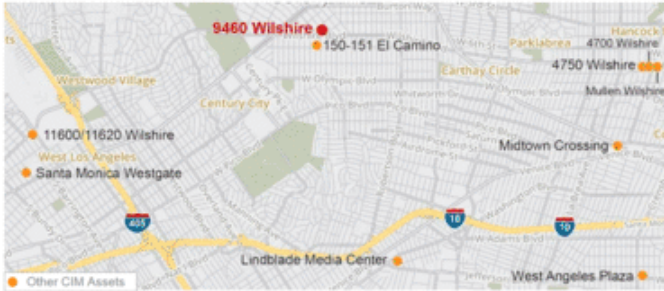
**CIM Group Qualified Communities**



1. As of September 30, 2018. Note that multiple communities may be qualified within a larger city.

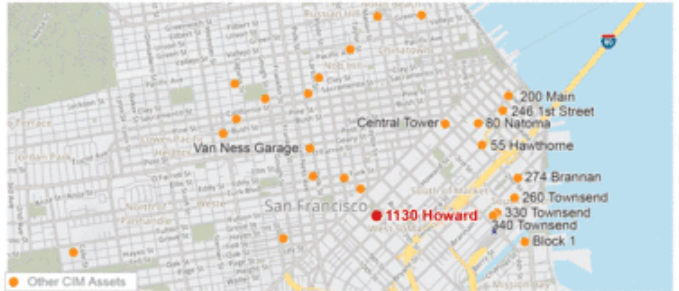
The examples below have been selected to generally illustrate CIM's philosophy and may not be representative of future acquisitions.

## 9460 Wilshire Boulevard



<b>Location</b>	Beverly Hills, CA
<b>Acquisition Date</b>	January 2018
<b>Key Attributes</b>	<ul style="list-style-type: none"> <li>» High profile location in Beverly Hills at the corner of Wilshire Boulevard and Beverly Drive</li> <li>» Adjacent to the Four Seasons Beverly Wilshire Hotel and Rodeo Drive</li> <li>» Strong growth opportunity as below market rents roll to market</li> </ul>

## 1130 Howard Street



<b>Location</b>	SoMa District of San Francisco, CA
<b>Acquisition Date</b>	December 2017
<b>Key Attributes</b>	<ul style="list-style-type: none"> <li>» Located in a vibrant neighborhood that CIM believes is the preferred location for many technology firms in the city</li> <li>» 100% leased with weighted average remaining lease term of 5.5 years, as of September 2018</li> <li>» Former concrete warehouse extensively renovated in 2016-17</li> </ul>

## Estimated Net Asset Value<sup>1</sup>

(As of June 30, 2018)

(\$ in thousands, 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	\$1,820,807	
Loans receivable - at fair value	73,409	
Debt <sup>2</sup>	(645,653)	
Cash and other assets net of other liabilities	73,171	
Noncontrolling interests	(1,026)	
Redeemable Series A Preferred Stock	(49,059)	
Redeemable Series L Preferred Stock	(207,845)	
<b>Estimated NAV available to common shareholders</b>	<b>\$1,063,804</b>	<b>\$24.29</b>
Less adjustments <sup>3</sup>	(58,027)	
<b>Estimated NAV available to common shareholders after adjustments</b>	<b>\$1,005,777</b>	<b>\$22.97</b>
<b>Shares of Common Stock outstanding</b>		<b>43,795,073</b>

## Twelve Months Ended December 31, 2018 (Forecast)

(In millions) (Unaudited)	FY 2018
Cash NOI from Properties Targeted for Sale	\$64.9
Cash NOI from Remaining Assets	34.6
Properties' Cash NOI	99.5
Non-Cash Adjustments	4.6
Properties' Segment NOI	104.1
Lending Segment NOI	4.1
Segment NOI	108.2
Interest Expense	(27.9)
Asset Management and Other Fees, G&A, & Other Expenses	(28.1)
Depreciation and Amortization	(49.7)
Income Before Provision for Income Taxes	2.5
Provision for Income Taxes	(0.7)
Net Income	1.8
Net Income Attributable to Non-Controlling Interests	(0.0)
Net Income Attributable to the Company	1.8
Series A and L Preferred Dividends <sup>4</sup>	(15.4)
<b>Net (Loss) Attributable to Common Stockholders</b>	<b>(\$13.6)</b>

1. See "Net Asset Value" under "Important Disclosures" on page 25.

2. Excludes secured borrowings on government guaranteed loans, which are included with cash and other assets net of other liabilities.

3. Represents transaction costs expected to be incurred in connection with the potential recapitalization plan and other matters described herein, and the difference between the face value and the carrying value of CMCT's debt and the difference between the redemption value and carrying value of CMCT's redeemable preferred stock. See "Important Disclosures" starting on page 25 and, in particular, "CMCT Pro Forma Capital Structure and CMCT Pro Forma Portfolio."

4. Reflects ~308,000 shares of Series A Preferred Stock issued in Q3'18 and assumes that no shares will be issued in Q4'18.

# CMCT

Reconciliations and Important Disclosures

## Assets Owned and Operated

**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 the Book Value disclosure and operating companies presented at gross assets less debt, as of June 30, 2018 (the "Report Date") (including the shares of such assets owned by joint venture partners and co-investments), plus binding unfunded commitments. The only investment currently held by CIM REIT consists of shares of CMCT Common Stock; the Book Value of CIM REIT is determined by assuming the underlying assets of CMCT are liquidated based upon the third-party appraised value, which represents the assets' third-party appraised value as of December 31, 2017 plus capital expenditures through June 30, 2018. CIM does not view the market price of CMCT's publicly-traded Common Stock to be a meaningful indication of the fair value of CIM REIT's interest in CMCT due to the fact that the publicly-traded shares of CMCT represent less than 5% of the outstanding shares of CMCT and are thinly-traded. 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. (which represents assets under management), a perpetual-life real estate debt fund, is \$0.5 billion as of the Report Date.

**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).

**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.

Any estimated NAV contained herein shall not be treated as the "Applicable NAV" for purposes of CMCT's Series A Preferred Stock offering. Neither the Financial Industry Regulatory Authority nor the Securities and Exchange Commission provides rules on the methodology we must use to determine our estimated NAV per share. The determination of estimated NAV involves a number of subjective assumptions, estimates and judgments that may not be accurate or complete. We believe there is no established practice among public REITs for calculating estimated NAV. Different firms using different property-specific, general real estate, capital markets, economic and other assumptions, estimates and judgments could derive an estimated NAV that is significantly different from our estimated NAV. Thus, other public REITs' methodologies used to calculate estimated NAV may differ materially from ours. Additionally, the estimated NAV does not give effect to changes in value, investment activities, capital activities, indebtedness levels, and other various activities occurring after June 30, 2018 that would have an impact on our estimated NAV.

The estimated NAV per share of Common Stock of \$22.97 was calculated by reducing the estimated NAV per share of Common Stock, as of June 30, 2018, of \$24.29, by transaction costs expected to be incurred in connection with the potential recapitalization, the potential exchange offer for shares of our Series L Preferred Stock, and the difference between the face value and the carrying value of our debt and the redemption value and carrying value of our redeemable preferred stock. The estimated NAV per share of Common Stock, as of June 30, 2018, of \$24.29, was calculated relying in part on appraisals of our real estate assets and the assets of our lending segment. The table "Estimated Net Asset Value" on page 23 sets forth the material items included in the calculation of our estimated NAV. We engaged various third party appraisal firms to perform appraisals of our real estate assets and the assets of our lending segment as of December 31, 2017. Except for one office property acquired in December 2017 and one office property acquired in January 2018, which were based on the purchase price (including transaction costs that were capitalized and assumption of liabilities) negotiated with the unrelated third-party sellers, the fair values of our investments in real estate were based on appraisals obtained as of December 31, 2017, plus capex additions, at cost, incurred thereafter. The December 31, 2017 appraisals were performed in accordance with standards set forth by the American Institute of Certified Public Accountants. Each of our appraisals were prepared by personnel who are subject to and in compliance with the code of professional ethics and the standards of professional conduct set forth by the certification programs of the professional appraisal organizations of which they are members. The fair values of the assets of our lending segment were based on an appraisal obtained as of December 31, 2017 plus loan activity at cost incurred thereafter.

## Net Asset Value



## CMCT Pro Forma Capital Structure and CMCT Pro Forma Portfolio

- » The following assumptions were used:

**Targeted Sales of Properties.** CMCT is actively exploring the potential sale (the "Potential Sale") of a portfolio of properties, including five office properties and a parking garage in Oakland, California, three office properties in Washington DC, and one office property in San Francisco, California. In connection with the Potential Sale, the assets and liabilities associated with the Potential Sale, with the exception of property-level cash, which is assumed to be retained by CMCT, and property level restricted cash, which is assumed to be converted to unrestricted cash upon sale and retained by CMCT, were eliminated for purposes of the pro forma capital structure. These adjustments also include the net cash proceeds assumed to be received upon the closing of the Potential Sale. The net cash proceeds assumed to be received upon the closing of the properties to potentially be sold, as determined by third-party appraisal firms as of December 31, 2017, and deducting (1) any related mortgage debt on the properties (assumed to be assumed by the respective buyer(s)), (2) costs, based on the applicable loan agreements, that would be incurred to transfer the related mortgage debt to the buyers, and (3) estimated selling expenses, which were estimated based on expected broker fees, transfer taxes applicable to the location of the properties, and expenses expected to be incurred in connection with the Potential Sale. As no letters of intent or purchase and sale agreements have been executed, actual proceeds from the Potential Sale could differ materially from those assumed herein. The Maryland General Corporation Law (the "MGCL") may require holders of CMCT Common Stock to approve the Potential Sale prior to its consummation.

**Potential Repayment of Certain Indebtedness.** If the Potential Sale occurs, CMCT intends to use a portion of the net proceeds from the Potential Sale to repay any balances then outstanding on its revolving credit facility (the "Potential Repayment of Revolving Credit Facility"). If the Potential Repayment of Revolving Credit Facility occurs, CMCT will terminate three interest rate swaps. In connection with the Potential Repayment of Revolving Credit Facility, certain deferred financing costs and related accumulated amortization and the interest rate swaps would be eliminated, and cash received in connection with the Potential Sale would be reduced by the cash used in connection with the Potential Repayment of Revolving Credit Facility, less cash assumed to be received in connection with the termination of the interest rate swaps.

**Return of Capital to Holders of Common Stock.** The net proceeds from the Potential Sale remaining following the Potential Repayment of Revolving Credit Facility, as well as a portion of CMCT's unrestricted cash balances, would be used to return capital to holders of CMCT Common Stock (the "Potential Return of Capital Event") at prices approximating the NAV per share of Common Stock after certain adjustments, in one or more transactions, which may

take the form of a special dividend, private repurchase or tender offer. The estimated number of shares to be repurchased, canceled and retired of 31,345,233 was determined by assuming proceeds from the Potential Return of Capital Event of \$720,000,000 divided by an estimated NAV per share of CMCT's Common Stock of \$22.97 (the "June 30, 2018 Purchase Price"), which was calculated by reducing the estimated NAV per share of CMCT Common Stock, as of June 30, 2018, of \$24.29 by transaction costs expected to be incurred in connection with the Potential Sale as described above, the Potential Return of Capital Event, an exchange offer (the "Exchange Offer") involving shares of CMCT's Series L Preferred Stock for shares of either CMCT's Common Stock or newly issued series of CMCT's Preferred Stock, and the difference between the face value and the carrying value of CMCT's debt and the difference between the redemption value and face value of CMCT's redeemable preferred stock. Estimated fees and expenses associated with the Potential Return of Capital Event were based on the actual fees and expenses incurred in similar transactions previously consummated by CMCT. To the extent the actual sales proceeds from the Potential Sale differ from the estimated sales proceeds used, or the size of the Potential Return of Capital Event differs from that used herein, the magnitude of any Potential Return of Capital Event and the number of shares bought back may differ materially from the assumptions used herein.

**Potential CIM Investment.** Certain directors and officers of CMCT have expressed a willingness to reinvest their pro rata share of all net proceeds received in connection with the Potential Return of Capital Event. The amount of such potential investment will primarily depend on the actual size of the Potential Return of Capital Event described above and may take the form of open market purchases or purchases of newly issued shares of CMCT Common Stock. For purposes of the pro forma capital structure, we assumed the reinvestment would be entirely in the form of purchases of newly issued shares of Common Stock. The purchase price of each share of Common Stock is assumed to be the June 30, 2018 Purchase Price, as described above.

**CIM REIT Liquidation.** CIM REIT beneficially owns approximately 95% of CMCT's outstanding Common Stock. CMCT has been informed that, if the Potential Sale and Potential Return of Capital Event occur, CIM Group intends to liquidate CIM REIT by distributing to its members, consisting of 27 institutional investors, all remaining shares of CMCT Common Stock then held by CIM REIT.

- » The CMCT Pro Forma Capital Structure does not reflect the impact of any exchange offers with respect to any Preferred Stock, except for a reduction in cash for certain estimated transaction costs we expect to incur in connection with such exchange offers.