

CIM Commercial Trust Series A Preferred Stock & Warrant

Overview*

Series A Preferred Stock & Warrant of CMCT

- Publicly registered offering of Preferred Stock of CMCT — an existing publicly traded REIT with Common Stock traded on NASDAQ (CMCT)
- Preferred share buyers pay no sales charges in connection with the offering. All commissions, fees and expenses relating to the offering are paid by CMCT.
- Eligible for taxable or qualified accounts
- Can be purchased through fee-based programs

CIM Commercial Trust Corporation ("CMCT") Investment Thesis

- Portfolio principally invested in Class A and creative office assets in vibrant coastal urban communities
- Existing cash-flowing asset portfolio of CMCT
- Owning and operating assets in high barrier-to-entry sub-markets where CIM Group has historically achieved above average rent growth

Operator of CMCT: CIM Group

- \$27.7 billion in assets owned and operated¹
- 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
- Relative value approach focused on vibrant and improving urban communities, as well as a national credit strategy
- 95+ global institutional partners and co-investors²
- While CIM Group is the operator of CMCT, the Preferred Stock and Warrants are issued by CMCT and do not represent a stake in CIM Group.

Features

Units

Offering Size

- Up to \$900 million

Offering Price

- \$25.00 per Unit

Offering Unit

- 1 Share Preferred Stock + 1 Warrant

Minimum Initial Investment

- \$10,000 (400 units)

Preferred Stock Liquidity

- Months 1-24: Redeemable at Stated Value less 13% fee
- Months 25-60: Redeemable at Stated Value less 10% fee
- Months 61+: Redeemable (and callable) at Stated Value

Preferred Stock Dividend

- Annualized dividend of 5.5%, payable quarterly³

Common Stock Warrant

Rights

- Warrant gives the shareholder the right, but not the obligation, to purchase CMCT's Common Stock as described below

Ratio

- Right to purchase 1/4 share of Common Stock

Exercise Price

- Equal to 115% of net asset value per share at issuance

Exercise Period

- Exercisable in months 13-60

Dealer Manager

- International Assets Advisory, LLC
Member FINRA/SIPC

CMCT

* See Important Disclosures

For additional information, please contact your financial advisor or
CIM Group at 866.341.2653 or visit www.cimgroup.com/cim-commercial.

Securities offered through International Assets Advisory, LLC – Member FINRA/SIPC.

Important Disclosures

An investment in the securities described herein involves risks and other considerations, including the ones described below. Before you invest, you should read the prospectus and other documents that CIM Commercial Trust Corporation ("CMCT" or "CIM Commercial Trust") filed with the Securities and Exchange Commission ("SEC") for more complete information about CMCT and the risks and other considerations relating to the securities described herein. Any terms of securities described herein represent a general overview of certain selected terms and are qualified in their entirety by reference to the prospectus and other documents that CIM Commercial Trust filed with the SEC.

- There is no public market for the Series A Preferred Stock or Warrants and CMCT does not expect one to develop.
- The Series A Preferred Stock is subordinate to all of CMCT's existing and future debt and liabilities and those of CMCT's subsidiaries. The terms of CMCT's Preferred Stock do not contain any financial covenants and do not restrict how CMCT can use the proceeds of the offering. CMCT's future debt may include restrictions on our ability to pay dividends to preferred stockholders or make redemptions in the event of a default under the debt facilities or under other circumstances.
- Shares of Series A Preferred Stock may be redeemed for shares of Common Stock, which ranks junior to the Series A Preferred Stock with respect to dividends and upon liquidation.
- The cash distributions holders of Series A Preferred Stock may receive may be less frequent or lower in amount than described herein.
- Holders of CMCT securities will be subject to inflation risk.
- The exercise price for the Warrants will be established based on CMCT's estimated net asset value ("NAV") per share as published at issuance, which value may not be indicative of the price at which the shares of CMCT's Common Stock for which the Warrants may be exercised would trade.
- CMCT's operating performance is subject to risks associated with the real estate industry. A significant portion of CMCT's properties, by aggregate net operating income and square feet, are located in California and the District of Columbia. CMCT is dependent on the California and the District of Columbia real estate markets and economies, and are therefore susceptible to risks of events in those markets that could adversely affect its business.

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 Trust on a prospective basis. Further, statements that include words such as "may," "will," "project," "might," "expect," "believe," "anticipate," "intend," "could," "would," "estimate," "continue," "pursue," or "should" or the negative or other words or expressions of similar meaning, may identify forward-looking statements.

CIM Commercial Trust 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. The forward-looking statements are necessary estimates reflecting the judgment of CIM Commercial Trust 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 those set

forth in CIM Commercial Trust's Annual Report on Form 10-K for the fiscal year ended December 31, 2017.

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 Trust to predict all of them. Nor can CIM Commercial Trust 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 Trust 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.

Notes

1. Assets Owned and Operated 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 December 31, 2017 (the "Report Date") (including the shares of such assets owned by joint venture partners and co-investments), plus binding unfunded commitments. Assets Owned and Operated also includes the assets owned/operated by CIM's Cole Net-Lease Asset strategy as of December 31, 2017 (formerly Cole Capital), which was under contract to be acquired by a CIM affiliate as of the Report Date and subsequently closed on February 1, 2018. The assets owned/operated by CIM's Cole Net-Lease Asset strategy as of December 31, 2017 represent approximately \$7.7 billion of CIM's reported Assets Owned and Operated of \$27.7 billion. Equity Owned and Operated, representing the NAV (as defined below) before incentive fee allocation, plus binding unfunded commitments, is \$15.6 billion as of the Report Date. Assets Owned and Operated for CMMT Partners, L.P. (which represents assets under management), a perpetual-life real estate debt fund, is \$0.3 billion as of the Report Date, and Equity Owned and Operated for CMMT (which represents equity under management) is \$0.3 billion as of the Report Date.
2. 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).
3. 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.
4. As of March 31, 2018.
5. Dividends are not guaranteed and may be decreased or suspended altogether at CMCT's discretion.

THIS IS NEITHER AN OFFER TO SELL NOR A SOLICITATION OF AN OFFER TO BUY THE SECURITIES DESCRIBED HEREIN. AN OFFERING IS MADE ONLY BY THE PROSPECTUS. THIS MATERIAL MUST BE PRECEDED OR ACCOMPANIED BY A PROSPECTUS.

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Features

Units

Offering Size

- Up to \$900 million

Offering Price

- \$23.75 per Unit (95% of Stated Value)

Offering Unit

- 1 Share Preferred Stock + 1 Warrant

Minimum Initial Investment

- \$10,000 (400 units)

Preferred Stock Liquidity

- Months 1-24: Redeemable at Offering Price less 8% fee (\$21.75 per Preferred Share)
- Months 25-60: Redeemable at Offering Price less 5% fee (\$22.50 per Preferred Share)
- Months 61+: Redeemable (and callable) at 105% of Offering Price (\$25.00 per Preferred Share)

Preferred Stock Return³

- Current yield of 5.8%
- Targeted annual total return of 6.9%

Common Stock Warrant

Rights

- Warrant gives the shareholder the right, but not the obligation, to purchase CMCT's Common Stock as described below

Ratio

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Exercise Price

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4. As of March 31, 2018.
5. The current yield of 5.8% is based on the annualized dividend of \$1.375 per Preferred Share (payable quarterly) divided by the Offering Price of \$23.75. The targeted annual return is based on a five-year hold and includes dividends, an Offering Price of \$23.75 per Preferred Share with redemption at Stated Value of \$25.00 per Preferred Share. Dividends are not guaranteed and may be decreased or suspended altogether at CMCT's discretion.

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