KUSHNER

January 18, 2023

Kushner Companies Responds to Veris Residential's Public Statements

Kushner Companies today issued the following statement:

For many months, Kushner Companies has worked in good faith in pursuit of an acquisition of Veris Residential that would provide compelling value to Veris Residential shareholders. Despite Veris' repeated efforts to cast doubt on the credibility of our proposals, for the past several months Kushner has sought to work collaboratively with Veris. During this period, we have raised our offer price on multiple occasions, yet at no point has Veris provided any counterproposal, nor indicated a range of values at which it would be prepared to transact.

Over the December holiday period, Veris requested that Kushner make itself and the senior representatives of its principal financing partners available for an in-person meeting with Veris' advisers to discuss our financing plan for an acquisition of Veris. In our and our advisers' experience, a meeting of senior personnel of this nature is virtually unprecedented, but in spite of this, on December 20, 2022, the most senior executives from both our lead equity partner and our lead debt financing partner met in-person with the Board's chosen advisors from J.P. Morgan and Goldman Sachs at the offices of our counsel, Fried Frank. Our financing partners, which the Board and its advisors know very well and have worked with extensively, forcefully reiterated their full commitment to the financing of our bid. Our financing partners' position has not changed since the beginning of this process: we are entirely financed and prepared to move quickly to consummate a transaction. Indeed, during and shortly after this meeting, Veris' advisers provided feedback on certain of our financing assumptions, indicating that additional financing would be required for a transaction. We advised Veris the very next day that we and our partners were prepared to fund these additional amounts.

Since that day, Kushner and its financing partners have worked diligently to finalize a potential confidentiality and standstill agreement with Veris that would provide us access to non-public information. Throughout this time, we were transparent with Veris and its advisers that, for Kushner to sign away the right to pursue a transaction independent of the Veris board that would maximize value for Veris shareholders, Kushner needed a very high level of confidence that the Veris board was open to a sale of the company and that the parties were reasonably close on value. This concern was exacerbated by the Veris board's failure, throughout our prior discussions, to provide even cursory guidance as to whether or at what price it might be willing to engage in a change of control transaction.

A video conference between the parties was scheduled for January 12 and postponed by Veris to the following day. The understanding of both parties was that, provided each side was satisfied with the outcome of the meeting, the parties expected to enter into a confidentiality/standstill agreement following the meeting.

After the January 13 video conference, a significant Veris shareholder filed a 13D amendment, disclosing that on January 12 that shareholder had met with the Veris nominating and corporate governance committee and requested representation on the Veris board, and expressing its desire to "maintain a constructive dialogue with [Veris] regarding opportunities to continue to support Veris' current business plan and approach to acquisition interest from third parties."

We were disappointed that we learned of these discussions through an SEC filing rather than from Veris directly, particularly in view of the timing of the meeting with this shareholder. Since learning of that SEC filing, we have been evaluating the implications of this development. We have expressed to Veris on multiple occasions that we were continuing to assess the impact of this development before deciding on next steps. At no time did Kushner "inform [Veris] that it was not interested in proceeding at this time."

The actions taken by the Veris board today eroded shareholder value, with the stock plummeting to below $15.00 in after hours trading, and reinforced our longstanding concern that the Veris board is entrenched, and does not want to engage in good faith in discussions regarding a transaction that would result in a loss of its—and its chosen high-priced management team's—perks. Meanwhile, the Veris board has permitted insider share purchases and made new equity grants, despite being engaged in M&A discussions.

Veris shareholders deserve a Board that recognizes its responsibilities, acts on its words, and engages in serious and transparent processes to achieve value for its shareholders. Unfortunately, Veris' current Board has shown neither the ability nor the willingness to so engage.

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