

CIM COMMERCIAL TRUST SERIES A PREFERRED STOCK & WARRANT

OFFERING OVERVIEW*

SERIES A PREFERRED STOCK & WARRANT OF CMCT

- Publicly registered offering of Preferred Stock of CMCT – an existing publicly traded REIT (NASDAQ: CMCT)
- Investors will pay no sales charges in connection with the offering. All commissions, fees and expenses relating to the offering will be paid by CMCT and not investors.
- Eligible for taxable or qualified accounts
- Can be purchased through fee-based programs

CIM COMMERCIAL TRUST CORPORATION (“CMCT”)

- Principally invested in Class A and creative office investments in vibrant, improving urban communities
- Common Stock of CMCT is publicly traded on NASDAQ

MANAGER OF CMCT: CIM GROUP

- Institutional real estate and infrastructure fund manager with \$19+ billion in AUM, \$12+ billion in EUM¹
- Vertically-integrated: full service investment manager with multi-disciplinary expertise and in-house research, acquisition, investment, development, finance, leasing and management capabilities
- Relative value approach focused on vibrant and improving urban communities
- 70+ top-tier, global private institutional investors
- While CIM Group is the manager of CMCT, the Preferred Stock and Warrants are issued by CMCT and do not represent an investment in CIM Group.

INVESTMENT THESIS

- Existing portfolio of coastal urban Class A and creative office investments
- Existing cash-flowing investment portfolio of CMCT, a publicly traded REIT
- Invested in high barrier-to-entry sub-markets where CIM Group has historically achieved above average rent growth

INVESTMENT 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 quarterly²

COMMON STOCK WARRANT

RIGHTS

- Warrant gives the investor 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

CONTACT INFORMATION

evolv

For additional information, please contact your financial advisor or Evolv Capital at 844.EVO.ALTS or by email at info@evoalts.com. 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, 2015.

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 UNDER MANAGEMENT (“AUM”),** or Gross AUM, represents (i)(a) for real assets, the aggregate total gross assets (GAV) at fair value, including the shares of such assets owned by joint venture partners and co-investments, of all of CIM’s advised accounts (each an “Account” and collectively, the “Accounts”) or (b) for operating companies, the aggregate GAV less debt, including the shares of such assets owned by joint venture partners and co-investments, of all of the Accounts (not in duplication of the assets described in (i)(a)), plus (ii) the aggregate unfunded commitments of the Accounts, as of June 30, 2016 (“Report Date”). The GAV is calculated in accordance with U.S. generally accepted accounting principles on a fair value basis (the “Book Value”) and generally represents the investment’s third-party appraised value as of Report Date, or as of December 31, 2015 plus capital expenditures through the Report Date, as adjusted further by the result of any partial realizations and quarterly valuation adjustments based upon management’s estimate of fair value, in each case through the Report Date other than as described below with respect to CIM REIT. The only investment currently held by CIM REIT consists of shares in CIM Commercial Trust Corporation, a publicly traded company; the Book Value of CIM REIT is determined by assuming the underlying assets of CMCT are liquidated based upon management’s estimate of fair value. CIM does not presently view the price of CMCT’s publicly-traded shares to be a meaningful indication of the fair value of the CIM REIT’s interest in CMCT due to the fact that the publicly-traded shares of CMCT represent less than 3% of the outstanding shares of CMCT and are thinly-traded.

EQUITY UNDER MANAGEMENT (“EUM”), or Net AUM, represents (i) the aggregate NAV of the Accounts (as described below), plus (ii) the aggregate unfunded commitments of the Accounts. The NAV of each Account is based upon the aggregate amounts that would be distributable (prior to incentive fee allocations) to such Account assuming a “hypothetical liquidation” of the Account on the date of determination, assuming that: (x) investments are sold at their Book Value (as defined above); (y) debts are paid and other assets are collected; and (z) appropriate adjustments and/or allocations between equity investors are made in accordance with applicable documents, in each case as determined in accordance with applicable accounting guidance.

2. 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

CMCT