

SGX ANNOUNCEMENT

30 September 2022



(a real estate investment trust constituted on 28 January 2019
under the laws of the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“AGM”) of the holders of units of Lendlease Global Commercial REIT (“LREIT”, and the holders of units of LREIT, “Unitholders”) will be convened and held by way of electronic means on Tuesday, 25 October 2022 at 2.00 p.m. (Singapore time) for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the following:
 - (i) the Report of DBS Trustee Limited, as trustee of LREIT (the “Trustee”);
 - (ii) the Statement by Lendlease Global Commercial Trust Management Pte. Ltd., as manager of LREIT (the “Manager”); and
 - (iii) the Audited Financial Statements of LREIT for the financial year ended 30 June 2022 together with the Independent Auditors’ Report thereon.

(Ordinary Resolution 1)
2. To re-appoint KPMG LLP as the Independent Auditors of LREIT to hold office until the conclusion of the next AGM of LREIT, and to authorise the Manager to fix their remuneration.

(Ordinary Resolution 2)
3. To re-endorse the appointment of the following directors of the Manager (“Directors”), pursuant to the undertaking dated 13 September 2019 provided by Lendlease Singapore Holdings Pty Limited to the Trustee:
 - (i) Mr Simon John Perrott **(Ordinary Resolution 3)**
 - (ii) Mr Justin Marco Gabbani **(Ordinary Resolution 4)**
(Please see Explanatory Note (i))

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AS SPECIAL BUSINESS

To consider and, if thought fit, to pass with or without any modifications, the following Ordinary Resolution:

4. That pursuant to Clause 5 of the trust deed dated 28 January 2019 constituting LREIT (as amended) (the “**Trust Deed**”) and the listing rules of Singapore Exchange Securities Trading Limited (the “**SGX-ST**”), the Manager be authorised and empowered to:

- (a) (i) issue units in LREIT (“**Units**”) whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, “**Instruments**”) that might or would require Units to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Units,

at any time and upon such terms and conditions and for such purposes and to such persons as the Manager may in its absolute discretion deem fit; and

- (b) issue Units in pursuance of any Instruments made or granted by the Manager while this Resolution was in force (notwithstanding that the authority conferred by this Resolution may have ceased to be in force at the time such Units are issued),

provided that:

- (1) the aggregate number of Units to be issued pursuant to this Resolution (including Units to be issued in pursuance of Instruments, made or granted pursuant to this Resolution) shall not exceed fifty per cent (50%) of the total number of issued Units (excluding treasury Units and subsidiary holdings, if any) (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Units to be issued other than on a pro rata basis to Unitholders shall not exceed twenty per cent (20%) of the total number of issued Units (excluding treasury Units and subsidiary holdings, if any) (as calculated in accordance with sub-paragraph (2) below);
- (2) subject to such manner of calculation as may be prescribed by the SGX-ST, for the purpose of determining the aggregate number of Units that may be issued under sub-paragraph (1) above, the total number of issued Units (excluding treasury Units and subsidiary holdings, if any) shall be based on the total number of issued Units (excluding treasury Units and subsidiary holdings, if any) at the time this Resolution is passed, after adjusting for:
 - (a) any new Units arising from the conversion or exercise of the Instruments or any convertible securities or Unit options or vesting of Unit awards which were issued and are outstanding or subsisting at the time this Resolution is passed; and
 - (b) any subsequent bonus issue, consolidation or subdivision of Units;
- (3) in exercising the authority conferred by this Resolution, the Manager shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such

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compliance has been waived by the SGX-ST) and the Trust Deed for the time being in force (unless otherwise exempted or waived by the Monetary Authority of Singapore);

- (4) unless revoked or varied by the Unitholders in a general meeting of LREIT, the authority conferred by this Resolution shall continue in force until (i) the conclusion of the next AGM of LREIT, or (ii) the date by which the next AGM of LREIT is required by applicable laws and regulations or the Trust Deed to be held, whichever is earlier;
- (5) where the terms of the issue of the Instruments provide for adjustment to the number of Instruments or Units into which the Instruments may be converted in the event of rights, bonus or other capitalisation issues or any other events, the Manager is authorised to issue additional Instruments or Units pursuant to such adjustment notwithstanding that the authority conferred by this Resolution may have ceased to be in force at the time the Instruments or Units are issued; and
- (6) the Manager and the Trustee be and are hereby severally authorised to complete and do all such acts and things (including executing all such documents as may be required) as the Manager or, as the case may be, the Trustee may consider expedient or necessary or in the interest of LREIT to give effect to the authority conferred by this Resolution.

(Please see Explanatory Note (ii))

(Ordinary Resolution 5)

By Order of the Board

Lendlease Global Commercial Trust Management Pte. Ltd.
(Company Registration No.: 201902535N)
As Manager of LREIT

Chay Suet Yee Jill
Joint Company Secretary
30 September 2022

EXPLANATORY NOTES

(i) Ordinary Resolutions 3 to 4

Lendlease Singapore Holdings Pty Limited had on 13 September 2019 provided an undertaking (the “Undertaking”) to the Trustee:

- in relation to the Directors who were named in LREIT’s prospectus dated 25 September 2019, to procure the Manager to seek Unitholders’ re-endorsement for the appointment of each such Director no later than the third AGM of LREIT after the listing date, being 2 October 2019;
- to procure the Manager to seek Unitholders’ re-endorsement for the appointment of each Director no later than every third AGM of LREIT after the relevant general meeting at which such Director’s appointment was last endorsed or re-endorsed, as the case may be;

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- (where a person is appointed as a Director, either to fill a vacancy or as an addition to the existing Directors, at any time) to procure the Manager to seek Unitholders' endorsement for his/her appointment as a Director at the next AGM of LREIT immediately following his/her appointment; and
- to procure any person whose appointment as a Director has not been endorsed or re-endorsed (as the case may be) by the Unitholders at the relevant general meeting of LREIT where the endorsement or re-endorsement (as the case may be) for his/her appointment was sought, to resign or otherwise be removed from the Board of Directors of the Manager (the "**Board**") either (i) within 21 days from the date of the relevant general meeting; or (ii) in the event that the Board determines that a replacement Director has to be appointed, no later than the date when such replacement Director is appointed, and the regulatory approval for such appointment (if any) has been obtained.

The endorsement or re-endorsement from Unitholders of any appointment of any person as a Director shall be by way of an Ordinary Resolution passed at the relevant general meeting of LREIT. The Undertaking shall not restrict Lendlease Singapore Holdings Pty Limited or the Manager from appointing any Director from time to time in accordance with applicable laws and regulations (including any applicable rules of the SGX-ST) and the Constitution of the Manager.

The Undertaking shall remain in force for so long as:

- the Manager remains as a wholly-owned subsidiary company (as defined in the Companies Act 1967) of Lendlease Singapore Holdings Pty Limited; and
 - the Manager remains as the Manager of LREIT.
- (a) Mr Simon John Perrott will, upon re-endorsement, continue to serve as an Independent and Non-Executive Director of the Manager. Mr Perrott will also remain as a member of the Nomination and Remuneration Committee and the Audit and Risk Committee of the Manager; and
- (b) Mr Justin Marco Gabbani will, upon re-endorsement, continue to serve as a Non-Independent Non-Executive Director of the Manager. Mr Gabbani will also remain as a member of the Audit and Risk Committee of the Manager.

Information on the Directors, including their present directorships in other listed companies and details of their present principal commitments, can be found in the "Board of Directors" section of LREIT's FY2022 Annual Report. Further information can be found in the "Corporate Governance" section of LREIT's FY2022 Annual Report.

(ii) Ordinary Resolution 5

Ordinary Resolution 5 above, if passed, will empower the Manager from the date of this AGM until (i) the conclusion of the next AGM of LREIT, or (ii) the date by which the next AGM of LREIT is required by applicable laws or regulations or the Trust Deed to be held, whichever is earlier, unless such authority is earlier revoked or varied by the Unitholders in a general meeting, to issue Units, make or grant instruments (such as securities, warrants or debentures) convertible into Units and to issue Units pursuant to such instruments, up to a number not exceeding fifty per cent (50%) of the total number of issued Units (excluding

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treasury Units and subsidiary holdings, if any), of which up to twenty per cent (20%) may be issued other than on a pro rata basis to Unitholders (excluding treasury Units and subsidiary holdings, if any).

For determining the aggregate number of Units that may be issued, the percentage of issued Units (excluding treasury Units and subsidiary holdings, if any) will be calculated based on the issued Units (excluding treasury Units and subsidiary holdings, if any) at the time this Ordinary Resolution 5 above is passed, after adjusting for (i) new Units arising from the conversion or exercise of the Instruments or any convertible securities or Unit options or vesting of Unit awards which were issued and are outstanding or subsisting at the time this Resolution is passed and (ii) any subsequent bonus issue, consolidation or subdivision of Units.

Fund raising by issuance of new Units may be required in instances of property acquisition or debt repayments. In any event, if the approval of Unitholders is required under the Listing Manual of the SGX-ST and the Trust Deed or any applicable laws and regulations in such instances, the Manager will then obtain the approval of Unitholders accordingly.

Important Notice:

- (1) The AGM is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of this Notice of AGM will not be sent to Unitholders. Instead, this Notice of AGM will be sent to Unitholders by electronic means via publication on LREIT's website at <https://www.lendleaseglobalcommercialreit.com/newsroom/>, and will also be made available on the SGX-ST website at <https://www.sgx.com/securities/company-announcements>.
- (2) Alternative arrangements relating to:
 - (a) attendance at the AGM via electronic means including arrangements by which the meeting can be electronically accessed via "live" audio-visual webcast or "live" audio-only stream,
 - (b) submission of questions to the Chairman of the AGM in advance of, or "live" at the AGM, addressing of substantial and relevant questions in advance of, or "live" at the AGM, and
 - (c) voting by appointing the Chairman of the AGM as proxy to vote on the Unitholder's behalf at the AGM and voting at the AGM "live" by Unitholders or his/her/its duly appointed proxy(ies) or corporate representative(s) (where applicable) (other than the Chairman of the AGM) via electronic means,are set out below. Any reference to a time of day is made by reference to Singapore time.
- (3) Unitholders, CPF and SRS investors will be able to observe and/or listen to the AGM proceedings through a "live" audio-visual webcast or "live" audio-only stream via their mobile phones, tablets or computers. In order to do so, Unitholders, CPF and SRS investors must pre-register at LREIT's pre-registration website at the URL <https://www.lendleaseglobalcommercialreit.com/> from now till 2.00 p.m. on 22 October 2022 to enable the Manager to verify their status as Unitholders.

Unitholders who are appointing proxyholder(s) to attend the meeting on his/her/its behalf should pre-register

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the proxyholder and specify his/her/its intention to attend the meeting as well as to submit the completed and signed Proxy Form via the pre-registration website at <https://www.lendleaseglobalcommercialreit.com/> by 2.00 p.m. on 22 October 2022, being 72 hours before the time fixed for the AGM, failing which the appointment shall be invalid.

Following the verification, authenticated Unitholders and CPF and SRS investors will receive an email which will contain user ID and password details as well as instructions on how to access the “live” audio-visual webcast and a toll-free telephone number to access the “live” audio-only stream of the AGM proceedings, by 2.00 p.m. on 24 October 2022. Unitholders and CPF and SRS investors who do not receive an email by 2.00 p.m. on 24 October 2022 but have registered by 2.00 pm on 22 October 2022 deadline should immediately contact the Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at +65 6536 5355 (during office hours) or at the email address: LREIT2022@boardroomlimited.com.

- (4) Unitholders, CPF and SRS investors may also submit questions related to the resolutions to be tabled for approval at the AGM to the Chairman of the AGM, in advance of the AGM. In order to do so, their questions must be submitted in the following manner by 2.00 p.m. on 11 October 2022:

- (a) if submitted electronically, be submitted via LREIT's pre-registration website at the URL <https://www.lendleaseglobalcommercialreit.com/>; or
- (b) if submitted by post, be deposited at the office of the Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632.

Unitholders, CPF and SRS investors who submit questions via email or by post to the Unit Registrar must provide the following information:

- (1) the Unitholder's full name;
 - (2) the Unitholder's address; and
 - (3) the manner in which the Unitholder holds Units in LREIT (e.g., via CDP, CPF or SRS).
- (5) Unitholders, CPF and SRS investors or where applicable, their appointed proxy(ies) or corporate representative(s), can also ask the Chairman of the AGM substantial and relevant questions related to the resolutions to be tabled for approval at the AGM, “live” at the AGM, by typing in and submitting their questions through the “live” chat function via the audio-visual webcast platform. Unitholders, CPF and SRS investors or where applicable, their appointed proxy(ies) or corporate representative(s), who wish to ask questions “live” at the AGM must pre-register at the pre-registration website which is accessible at the <https://www.lendleaseglobalcommercialreit.com>, so that an email containing unique user credentials and instructions on how to (*inter alia*) ask questions through “live” chat at the AGM via the audio-visual webcast platform can be sent to them following verification. Unitholders, CPF and SRS investors or where applicable, their appointed proxy(ies) or corporate representative(s) will not be able to ask questions “live” at the AGM via the audio-only stream of the AGM proceedings.

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The Manager's Chairperson of the Board, Ms Ng Hsueh Ling, and Chief Executive Officer, Mr Kelvin Chow, will conduct the proceedings of the AGM. The Manager will endeavour to address all substantial and relevant questions received in advance of, or "live" at the AGM from Unitholders, prior to or during the AGM. The Manager will publish the responses to the substantial and relevant questions, on LREIT's website and on SGXNET prior to the AGM. Where substantially similar questions are received, the Manager will consolidate such questions and consequently, not all questions may be individually addressed. The Manager will publish the minutes of the AGM on LREIT's website and on SGXNET within one month from the date of the AGM, and the minutes will include the responses to the substantial and relevant questions which are addressed during the AGM.

- (6) Unitholders who wish to exercise his/her/its voting rights at the AGM may:
- (a) where the Unitholder is an individual vote "live" via electronic means at the AGM, or appoint a proxy(ies) (other than the Chairman of the AGM) to vote "live" via electronic means at the AGM on his/her behalf; or
 - (b) where the Unitholder is a corporate appoints corporate representative(s) to vote "live" via electronic means at the AGM on its behalf; or
 - (c) whether the Unitholder is an individual or a corporate appoint the Chairman of the AGM as his/her/its proxy to vote on his/her/its behalf at the AGM.

The instrument appointing a proxy or proxies (the "**Proxy Form**") is available on LREIT's website and on the SGX-ST's website at the URLs <https://www.lendleaseglobalcommercialreit.com/newsroom/> and <https://www.sgx.com/securities/company-announcements>, respectively. Printed copies of the Proxy Form will not be sent to Unitholders.

Where a Unitholder (whether individual or corporate) appoints a proxy(ies), he/she/it must give specific instructions as to voting, or abstention from voting, in respect of a resolution in the Proxy Form, failing which the appointment of the proxy for that resolution will be treated as invalid.

- (7) The Proxy Form must be submitted to the Manager c/o the Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., in the following manner:
- (a) if submitted by post, be lodged at the office of the Unit Registrar at Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
 - (b) if submitted electronically, be submitted via email to the Unit Registrar at LREIT2022@boardroomlimited.com or at <https://www.lendleaseglobalcommercialreit.com/>

in either case, by 2.00 p.m. on 22 October 2022, being seventy-two (72) hours before the time fixed for the AGM.

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A Unitholder who wishes to submit a Proxy Form must first download, complete and sign the Proxy Form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

- (8) Persons who hold Units through relevant intermediaries (as defined below), excluding CPF and SRS investors, and who wish to participate in the AGM by (a) observing and/or listening to the AGM proceedings through the “live” audio-visual webcast or “live” audio-only stream; (b) submitting questions in advance of, or “live” at the AGM; and/or (c) appointing proxy(ies) to attend, speak and vote on their behalf at the AGM, should contact the relevant intermediary through which they hold such Units as soon as possible in order to make the necessary arrangements for them to participate in the AGM.

In addition, CPF and SRS investors who wish to appoint the Chairman of the AGM as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 13 October 2022, being seven (7) working days before the date of the AGM.

“**relevant intermediary**” means:

- (i) a banking corporation licensed under the Banking Act 1970, or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds Units in that capacity;
 - (ii) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001, and who holds Units in that capacity; or
 - (iii) the Central Provident Fund Board (“**CPF Board**”) established by the Central Provident Fund Act 1953, in respect of Units purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the CPF, if the CPF Board holds those Units in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
- (9) A proxy need not be a Unitholder of LREIT.
- (10) The Annual Report 2022 has been uploaded on the SGX website on 30 September 2022 and may be accessed at LREIT’s website at the URL <https://www.lendleaseglobalcommercialreit.com/newsroom/> by clicking on the link for “Annual Report FY2022”.
- (11) Due to the evolving COVID-19 situation in Singapore, the Manager may be required to change the arrangements for the AGM at short notice. Unitholders should check LREIT’s website at the URL <https://www.lendleaseglobalcommercialreit.com/newsroom/> for the latest updates on the status of the AGM.

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PERSONAL DATA PRIVACY:

By submitting an instrument appointing the Chairman of the AGM as proxy to attend, speak and vote at the AGM and/or any adjournment thereof, a Unitholder consents to the collection, use and disclosure of the Unitholder's personal data by the Manager and the Trustee (or their agents or service providers) for the purpose of the processing and administration by the Manager and the Trustee (or their agents or service providers) of the appointment of the Chairman of the AGM as proxy for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Manager and the Trustee (or their agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.