

MANULIFE US REAL ESTATE INVESTMENT TRUST

(Constituted in the Republic of Singapore pursuant to a trust deed dated 27 March 2015 (as amended and restated))

Managed by Manulife US Real Estate Management Pte. Ltd. (Company Registration Number: 201503253R)

**PROXY FORM
EXTRAORDINARY GENERAL MEETING**

IMPORTANT:

- Holders of units in Manulife US REIT ("Units", and the holders of Units, "Unitholders") who wish to exercise their voting rights at the extraordinary general meeting ("EGM") may:
 - (where the Unitholder is an individual) attend, speak and vote at the EGM in person;
 - (where the Unitholder is an individual or a corporate) appoint proxy(ies) (other than the Chairman of the EGM) to attend, speak and vote at the EGM on their behalf; and
 - (where the Unitholder is an individual or a corporate) appoint the Chairman of the EGM as proxy to vote on their behalf.
- Unitholders who wish to appoint proxy(ies) (other than the Chairman of the EGM) to attend, speak and vote at the EGM on their behalf must complete and submit this Proxy Form in accordance with the instructions in the Notes below.
- For investors holding Units through a Relevant Intermediary (as defined herein) ("Relevant Intermediary Unitholders") and investors who hold Units through the Supplementary Retirement Scheme ("SRS Investors"), this Proxy Form is **NOT VALID FOR USE** and shall be ineffective for all intents and purposes if used or purported to be used by such investors. Relevant Intermediary Unitholders who wish to vote at the EGM should approach their respective Relevant Intermediaries as soon as possible. SRS Investors who wish to vote at the EGM should approach their respective SRS Operators at least seven working days before the EGM (i.e. by **4 December 2023 (Monday), 5.00 p.m.**) to ensure that their votes are submitted.
- Unless otherwise defined herein, all capitalised terms used in this Proxy Form shall have the meanings ascribed to them in the circular to Unitholders dated 29 November 2023 (the "Circular").
- PLEASE READ THE NOTES TO THIS PROXY FORM.**

Personal data privacy

By submitting an instrument appointing a proxy(ies), the Unitholder accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 29 November 2023.

I/We _____ (insert Full Name and NRIC no./Passport no./UEN)

of _____ (Address)

being a Unitholder/Unitholders of Manulife US Real Estate Investment Trust ("Manulife US REIT"), hereby appoint.

Name	Address	NRIC / Passport no.	Proportion of Unitholdings (Note 5)	
			No. of Units	%

and/or (delete as appropriate)

Name	Address	NRIC / Passport no.	Proportion of Unitholdings (Note 5)	
			No. of Units	%

or failing whom, the Chairman of the EGM, as my/our proxy to attend, to speak (as applicable) and to vote for me/us on my/our behalf at the EGM of Manulife US REIT to be held at Stephen Riady Auditorium @ NTUC, NTUC Centre, Level 7, One Marina Boulevard, Singapore 018989 on **14 December 2023 (Thursday) at 2.30 p.m. (Singapore time)** and at any adjournment thereof. I/We direct my/our proxy(ies) to vote (i) for, (ii) against, or (iii) abstain from voting on, the resolutions to be proposed at the EGM as indicated hereunder[#]. If no specific direction as to voting is given, the proxy will vote or abstain from voting at his/her discretion, as he/she may on any other matter arising at the EGM. In the event the Unitholder does not indicate any name above or the individual named by the Unitholder does not turn up at the EGM, the Chairman of the EGM will be appointed as proxy and will vote or abstain from voting based on the directions indicated hereunder.

No.	Ordinary Resolutions	Number of Votes For*	Number of Votes Against*	Number of Votes Abstain*
1	To approve the proposed divestment of the property known as Park Place located at 1650 & 1700 South Price Road, Chandler, Arizona, United States 85286, as an interested person transaction			
2	To approve the proposed Sponsor-Lender Loan granted by The Manufacturers Life Insurance Company or an affiliate, as an interested person transaction			
3	To approve the proposed adoption of the Disposition Mandate to authorise the disposal of any one or more of the Existing Properties			

[#] You should specifically direct the proxy(ies) on how he/she is to vote for, vote against, or abstain from voting on, the resolutions.

* If you wish to exercise all your votes "For", "Against" or "Abstain", please tick [X] within the box provided. Alternatively, please indicate the number of votes as appropriate.

Dated this _____ day of _____ 2023

Total number of Units held (Note 4)

Signature(s) of Unitholder(s) / Common Seal of Corporate Unitholder(s)



Postage will
be paid by
addressee.
For posting in
Singapore only.

**BUSINESS REPLY SERVICE
PERMIT NO. 09326**



MANULIFE US REAL ESTATE MANAGEMENT PTE. LTD.
(as Manager of Manulife US Real Estate Investment Trust)
c/o Boardroom Corporate & Advisory Services Pte. Ltd.
1 Harbourfront Avenue
#14-07 Keppel Bay Tower
Singapore 098632

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IMPORTANT: PLEASE READ THE NOTES TO PROXY FORM BELOW

Notes to Proxy Form

1. Unitholders who wish to exercise their voting rights at the EGM may:
 - (a) (where the Unitholder is an individual) attend, speak and vote at the EGM in person;
 - (b) (where the Unitholder is an individual or a corporate) appoint proxy(ies) (other than the Chairman of the EGM) to attend, speak and vote at the EGM on their behalf; and
 - (c) (where the Unitholder is an individual or a corporate) appoint the Chairman of the EGM as proxy to vote on their behalf.
2. Unitholders who wish to appoint proxy(ies) (other than the Chairman of the EGM) to attend, speak and vote at the EGM on their behalf must complete and submit the Proxy Form in accordance with the instructions below.
3. In the Proxy Form, a Unitholder should specifically direct the proxy(ies) on how he/she is to vote for, vote against, or abstain from voting on, the resolutions tabled at the EGM. All valid votes cast via proxy on the resolutions will be counted. If no specific direction as to voting is given, the proxy(ies) (including the Chairman of the EGM) may vote or abstain from voting at his/her discretion.
4. A Unitholder should insert the total number of Units held by him/her/it in the Proxy Form. If the Unitholder has Units entered against his/her/its name in the Depository Register maintained by The Central Depository (Pte) Limited, he/she/it should insert that number of Units. If the Unitholder has Units registered in his/her/its name in the Register of Unitholders of Manulife US REIT, he/she/it should insert that number of Units. If the Unitholder has Units entered against his/her/its name in the Depository Register and registered in his/her/its name in the Register of Unitholders, he/she/it should insert the aggregate number of Units. If no number is inserted, the Proxy Form will be deemed to relate to all the Units held by the Unitholder.
5.
 - (a) A Unitholder (who is not a Relevant Intermediary) is entitled to appoint one or two proxies to attend and vote in his/her/its stead. Where a Unitholder appoints more than one proxy, the appointments shall be invalid unless he/she/it specifies the proportion of his/her/its unitholding (expressed as a percentage of the whole) to be represented by each proxy in the instrument appointing a proxy(ies).
 - (b) A Unitholder who is a Relevant Intermediary is entitled to appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different Unit or Units held by such Unitholder. Where such Unitholder appoints two or more proxies, the appointments shall be invalid unless such Unitholder specifies the number of Units to be represented by each proxy in the instrument appointing a proxy(ies).
6. **"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 the Central Provident Fund Act 1953 providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the CPF Board holds those Units in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

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7. A proxy need not be a Unitholder.
8. A Unitholder who wishes to submit an instrument appointing a proxy(ies) must complete and sign the Proxy Form, before submitting it in the following manner:
 - (a) by post to the registered office of the Unit Registrar of Manulife US REIT, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
 - (b) via email to SRS.TeamE@boardroomlimited.com (by enclosing a clear, scanned, completed and signed Proxy Form in PDF).The Proxy Form must be received by Manulife US REIT by **11 December 2023 (Monday), 2.30 p.m.** (being 72 hours before the time appointed for the EGM). Unitholders are strongly encouraged to submit completed Proxy Forms via email.
9. Completion and submission of the Proxy Form shall not preclude a Unitholder from attending, speaking and voting at the EGM. Any appointment of a proxy or proxies (including the Chairman of the EGM) shall be deemed to be revoked if a Unitholder attends the EGM, and in such event, the Manager reserves the right to refuse to admit any person or persons appointed under the Proxy Form to the EGM.
10. The Proxy Form must be executed under the hand of the appointor or of his/her/its attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer.
11. Where the Proxy Form is signed on behalf of the appointor by an attorney or a duly authorised officer or by executor(s) on behalf of a deceased individual's estate, the power of attorney or other relevant authority under which it is signed, or a notarially certified copy of such power or authority must (failing previous registration with the Manager) be submitted by post to the registered office of the Unit Registrar of Manulife US REIT, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632, or by email to SRS.TeamE@boardroomlimited.com, and must be received by Manulife US REIT by **11 December 2023 (Monday), 2.30 p.m.** (being 72 hours before the time appointed for the EGM), failing which the Proxy Form may be treated as invalid. In the event of any doubt, please email SRS.TeamE@boardroomlimited.com.
12. The Manager shall be entitled to reject a Proxy Form which is incomplete, improperly completed, unsigned, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the Proxy Form. In addition, in the case of a Unitholder whose Units are entered against his/her/its name in the Depository Register, the Manager may reject a Proxy Form if the Unitholder, being the appointor, is not shown to have Units entered against his/her/its name in the Depository Register as at 72 hours before the time appointed for holding the EGM and/or any adjournment thereof, as certified by CDP to the Manager.
13. Any reference to a time of day is made by reference to Singapore time.
14. All Unitholders will be bound by the outcome of the EGM regardless of whether they have attended or voted at the EGM.
15. Every Unitholder shall have one vote for every Unit of which he/she/it is the Unitholder. A person entitled to more than one vote need not use all his/her/its votes or cast them the same way.