NOTICE OF EXTRAORDINARY **GENERAL MEETING**

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("**EGM**") of the holders of units of Soilbuild Business Space REIT ("**Soilbuild REIT**", and the holders of units of Soilbuild REIT, "**Unitholders**") will be convened and held by electronic means on Thursday, 25 June 2020 at 2.00 p.m. to transact the following business (capitalised terms not otherwise defined herein shall bear the meanings ascribed to them in the circular dated 10 June 2020 to Unitholders (the "**Circular"**)):

ORDINARY RESOLUTION 1: THE PROPOSED APPOINTMENT OF AN INTERESTED PERSON AS THE DESIGN & BUILD CONTRACTOR FOR THE REDEVELOPMENT OF 2 PIONEER SECTOR 1

That:

(i) approval be and is hereby given for the proposed appointment of an Interested Person, Soil-Build (Pte.) Ltd., as the Design & Build contractor (the "**D&B Contractor**") for the proposed ramp-up warehouse facility at 2 Pioneer Sector 1 (the "**Proposed Appointment**"), pursuant to the terms of the design & build contract (the "**D&B Contract"**) to be entered into between DBS Trustee Limited, in its capacity as trustee of Soilbuild REIT (the "**Trustee**") and the D&B Contractor, and the entry into of the D&B Contract be and is hereby approved;

(ii) approval be and is hereby given for the payment of all fees and expenses relating to the Proposed Appointment; and

(iii) SB REIT Management Pte. Ltd., as the manager of Soilbuild REIT, (the "**Manager**"), any director or the Chief Executive Officer of 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, such director or the Chief Executive Officer of the Manager or, as the case may be, the Trustee may consider expedient or necessary or in the interests of Soilbuild REIT to give effect to the Proposed Appointment and all transactions in connection therewith.

ORDINARY RESOLUTION 2: THE WHITEWASH RESOLUTION IN RELATION TO THE RECEIPT OF MANAGEMENT FEE UNITS

That subject to the conditions in the letter from the Securities Industry Council dated 9 June 2020 being fulfilled, Unitholders (other than the Manager, parties acting in concert with it and parties not independent of them), hereby (on a poll taken) waive their rights to receive a mandatory offer from the Manager and parties acting in concert with it for all the remaining issued units in Soilbuild REIT ("**Units**") not owned or controlled by the Manager and parties acting in concert with it, in the event that it incurs a mandatory bid obligation pursuant to Rule 14 of the Singapore Code on Take-overs and Mergers as a result of the receipt of Management Fee Units.

Unitholders are invited to send in their questions to the Manager by 23 June 2020.

By Order of the Board

SB REIT Management Pte. Ltd.
(Company Registration No: 201224644N)
As manager of Soilbuild REIT

Ngiam May Ling
Lim Hui Hua
Company Secretaries

Singapore
10 June 2020

NOTICE OF EXTRAORDINARY **GENERAL MEETING**

Notes:

(1) The EGM 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. This Notice will be published on Soilbuild REIT's website at the URL https://soilbuildreit.com and will also be made available on the SGX website at the URL https://www.sgx.com/securities/company-announcements.

(2) **Due to the current Covid-19 restriction orders in Singapore, a Unitholder will not be able to attend the EGM in person**. Alternative arrangements relating to attendance at the EGM via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the meeting in advance of the EGM, addressing of substantial and relevant questions at the EGM and voting by appointing the Chairman of the meeting as proxy at the EGM, are set out below. Any reference to a time of day is made by reference to Singapore time.

(3) Unitholders will be able to observe and/or listen to the EGM 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 must pre-register at Soilbuild REIT's pre-registration website at the URL https://soilbuildreitagm.listedcompany.com/2020agm from now till 2.00 p.m. on 23 June 2020 to enable the Manager to verify their status as Unitholders.

Following the verification, authenticated Unitholders 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 live audio-only stream of the EGM proceedings, by 2.00 p.m. on 24 June 2020. Unitholders who do not receive an email by 2.00 p.m. on 24 June 2020 but have registered by the 23 June 2020 deadline should contact the Manager at (65) 6415 7351/(65) 6415 5985 or email SBReit_IR@soilbuild.com.

(4) Unitholders may also submit questions related to the resolutions tabled for approval at the EGM to the Chairman of the meeting in advance of the EGM. In order to do so, their questions must be submitted in the following manner by 2.00 p.m. on 23 June 2020:

(a) if submitted electronically, be submitted via Soilbuild REIT's pre-registration website at the URL https://soilbuildreitagm.listedcompany.com/2020agm or
(b) if submitted by post, be deposited at the office of the Manager, addressed to Investor Relations (Soilbuild REIT) at 23 Defu South Street 1, Singapore 533847.

Unitholders who submit questions by post to the Manager must provide the following information:

(1) the Unitholder's full name;
(2) the Unitholder's NRIC/FIN/Passport number; and
(3) the manner in which the Unitholders holds Units in Soilbuild REIT (e.g., via CDP, CPF or SRS).

Please note that the Manager will not be able to answer questions from persons who provide insufficient details to enable the Manager to verify his/her/its unitholder status.

The Chairman of the EGM and the senior management and investor relations of the Manager of Soilbuild REIT will conduct the proceedings of the EGM. The Manager will endeavour to address all substantial and relevant questions submitted in advance of the EGM prior to or during the EGM. The Manager will publish the responses to the substantial and relevant questions which the Manager is unable to address during the EGM, on Soilbuild REIT's website and on SGXNET prior to the EGM.

The Manager will, within one month after the date of the EGM, publish the minutes of the EGM on Soilbuild REIT's website and on SGXNET, and the minutes will include the responses to the substantial and relevant questions.

Unitholders will not be able to ask questions at the EGM live during the webcast or audio-stream, and therefore it is important for Unitholders who wish to ask questions to submit their questions in advance of the EGM.

(5) If a Unitholder (whether individual or corporate) wishes to exercise his/her/its voting rights at the EGM, he/she/it must appoint the Chairman of the meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM. The Proxy Form is

available on Soilbuild REIT's website and on the SGX website at the URLs https://soilbuildreit.com and https://www.sgx.com/securities/company-announcements, respectively.

In appointing the Chairman of the meeting as proxy, a Unitholder must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the appointment of the Chairman of the meeting as proxy for that resolution will be treated as invalid.

(6) The Proxy Form appointing the Chairman of the meeting as proxy 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, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623; or
(b) if submitted electronically, be submitted via email to proxyform@soilbuild.com,

in either case, by 2.00 p.m. on 23 June 2020, being 48 hours before the time fixed for the EGM.

A Unitholder who wishes to submit a Proxy Form must first 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.

In view of the Covid-19 restriction orders in Singapore and the related safe distancing measures which may make it difficult for Unitholders to submit completed Proxy Forms by post, Unitholders are strongly encouraged to submit completed Proxy Forms electronically via email.

(7) **Persons who hold units through relevant intermediaries (as defined in Section 181 of the Companies Act (Chapter 50 of Singapore)):**

(a) Persons holding units through Central Provident Fund ("**CPF**") and Supplementary Retirement Scheme ("**SRS**") ("**CPF/SRS investors**") who wish to participate in the EGM by (i) observing and/or listening to the EGM proceedings via "live" audio-and-visual webcast or "live" audio-only stream; and (ii) submitting questions in advance of the EGM, should follow the steps for pre-registration set out under paragraph 3 above and pre-submission of questions set out under paragraph 4 above.

However, CPF/SRS investors who wish to appoint the Chairman as proxy to attend, speak and vote on their behalf should approach their respective CPF Agent Banks or SRS Operators **by 2.00 p.m. on 16 June 2020** to submit their voting instructions.

(b) Investors holding units through relevant intermediaries (other than CPF/SRS investors) who wish to participate in the EGM by (i) observing and/or listening to the EGM proceedings via "live" audio-and-visual webcast or "live" audio-only stream; (ii) submitting questions in advance of the EGM; and/or (iii) appointing the Chairman as proxy to attend, speak and vote on their behalf at the EGM, 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 EGM.

(8) The Chairman of the meeting, as proxy, need not be a Unitholder of Soilbuild REIT.

(9) Due to the constantly evolving Covid-19 situation in Singapore, the Manager may be required to change the arrangements for the EGM at short notice. Unitholders should check the Manager's website at the URL https://soilbuildreitagm.listedcompany.com/2020agm for the latest updates on the status of the EGM.

Personal Data Privacy:

By submitting an instrument appointing the Chairman of the meeting as proxy to attend, speak and vote at the EGM of Soilbuild REIT 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) for the purpose of the processing and administration by the Manager and the Trustee (or their agents) of the appointment of the Chairman of the meeting as proxy for the EGM of Soilbuild REIT (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM of Soilbuild REIT (including any adjournment thereof), and in order for the Manager and the Trustee (or their agents) to comply with any applicable laws, listing rules, regulations and/or guidelines.

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