

# LENLEASE GLOBAL COMMERCIAL REIT

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

managed by

**LENLEASE GLOBAL COMMERCIAL TRUST MANAGEMENT PTE. LTD.**

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an **EXTRAORDINARY GENERAL MEETING** (“EGM”) of Lendlease Global Commercial REIT (“LREIT”, and holders of units in LREIT, the “Unitholders”) will be convened and held by way of electronic means on 26 July 2021 at 1.00 p.m. for the purpose of considering and, if thought fit, passing (with or without modification) the following resolution (capitalised terms not otherwise defined herein shall bear the meanings ascribed to them in the circular to Unitholders dated 2 July 2021 (the “Circular”)):

### 1. THE PROPOSED ACQUISITION, AS AN INTERESTED PERSON TRANSACTION (ORDINARY RESOLUTION)

That:

- (i) approval be and is hereby given for the proposed acquisition by RBC Investor Services Trust Singapore Limited, as trustee of LREIT (the “Trustee” or the “Purchaser”) or its nominated wholly-owned subsidiary, of 53.0% of the total issued share capital of Lendlease Jem Partners Fund Limited (“LLJP”) from two funds advised by affiliates of UBS Asset Management AG and Aviva Ltd. on the terms and conditions set out in the LLJP UBS Aviva SPA (as described in the Circular), and from Sumitomo Mitsui Banking Corporation on the terms and conditions set out in the LLJP SMBC SPA (as described in the Circular), for a purchase consideration of S\$159.1 million, and the entry into the LLJP UBS Aviva SPA and LLJP SMBC SPA be and is hereby approved and ratified;
- (ii) approval be and is hereby given for the proposed acquisition by the Purchaser of 5.0% to 19.8% of the total issued share capital of Lendlease Asian Retail Investment Fund 3 Limited (“ARIF3”) from one or more of the other existing shareholders of ARIF3 who are not related to LREIT (the “Third Party ARIF3 Vendors”) in accordance with the bye-laws of ARIF3 (in the event that the Purchaser acquires any ARIF3 shares from the Third Party ARIF3 Vendors) and/or Lendlease International Pty Limited on the terms and conditions set out in the ARIF3 LLI SPA, for a total purchase consideration of between S\$45.0 million to S\$178.2 million, and the entry into the ARIF3 LLI SPA be and is hereby approved and ratified;
- (iii) approval be and is hereby given for the proposed issue of new units in LREIT for payment of the acquisition fee to Lendlease Global Commercial Trust Management Pte. Ltd., as manager of LREIT, for the proposed Acquisition;
- (iv) approval be and is hereby given for the payment of all fees and expenses relating to the proposed Acquisition;
- (v) approval be and is hereby given for the entry by LREIT (whether directly or indirectly through its subsidiaries) into all agreements and transactions in connection with the proposed Acquisition and all ancillary agreements contemplated thereby or incidental thereto, or which are necessary to give effect to the proposed Acquisition; and

- (vi) the Manager, any director 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, as the case may be, the Trustee may consider expedient or necessary or in the interests of LREIT to give effect to the proposed Acquisition and the entry into the share purchase agreements and all transactions in connection therewith.

BY ORDER OF THE BOARD

Lendlease Global Commercial Trust Management Pte. Ltd.  
(as manager of Lendlease Global Commercial REIT)  
(Company Registration No. 201902535N)

Ms Ng Hsueh Ling  
Chairman and Non-Independent Non-Executive Director  
2 July 2021

Important Notice:

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. In addition to printed copies of this Notice that will be sent to Unitholders, this Notice will also be sent to Unitholders by electronic means via publication on LREIT's website at the URL <https://www.lendleaseglobalcommercialreit.com/> and will also be made available on the website of the SGX-ST at the URL <https://www.sgx.com/securities/company-announcements>.
2. **Due to the current COVID-19 situation 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 EGM in advance of the EGM, addressing of substantial and relevant questions at the EGM and voting by appointing the Chairman of the EGM 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 LREIT's pre-registration website at the URL <https://www.lendleaseglobalcommercialreit.com/> from now till 1.00 p.m. on 23 July 2021 to enable the Manager to verify their status as Unitholders.

Following the verification, authenticated Unitholders will receive an email, which will contain username 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 10.00 a.m. on 25 July 2021. Unitholders who do not receive an email by 10.00 a.m. on 25 July 2021 but have registered by the 23 July 2021 deadline should contact the Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at +65 6536 5355 (during office hours) or by email at [LREIT2021@boardroomlimited.com](mailto:LREIT2021@boardroomlimited.com).

4. Unitholders may also submit questions related to the resolution to be tabled for approval at the EGM to the Chairman of the EGM, in advance of the EGM. In order to do so, their questions must be submitted in the following manner by 1.00 p.m. on 23 July 2021:
  - (a) via LREIT's pre-registration website at <https://www.lendleaseglobalcommercialreit.com/>; or
  - (b) via email to the Manager, at [enquiry@lendleaseglobalcommercialreit.com](mailto:enquiry@lendleaseglobalcommercialreit.com); or
  - (c) if submitted by post, be deposited at the office of the Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623.

Unitholders who submit questions by email or by post 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).

The Manager will endeavour to address all substantial and relevant questions received 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 LREIT's website and on SGXNET prior to the EGM. The Manager will publish the minutes of the EGM on LREIT's website and on SGXNET within one month from the date of the EGM, and the minutes will include the responses to the substantial and relevant questions which are addressed during the EGM.

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 EGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM. In addition to the printed copies of the Proxy Form which will be sent to Unitholders, the Proxy Form is available on LREIT's website and on the website of the SGX-ST at the URLs <https://www.lendleaseglobalcommercialreit.com/> and <https://www.sgx.com/securities/company-announcements>, respectively.

In appointing the Chairman of the EGM 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 EGM as proxy for that resolution will be treated as invalid.

6. 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 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623; or

- (b) if submitted electronically, be submitted via email to the Unit Registrar at [LREIT2021@boardroomlimited.com](mailto:LREIT2021@boardroomlimited.com),

in either case, by 1.00 p.m. on 23 July 2021, being 72 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 situation 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 below), and who wish to participate in the EGM by (a) observing and/or listening to the EGM proceedings through live audio-visual webcast or live audio-only stream; (b) submitting questions in advance of the EGM; and/or (c) appointing the Chairman of the EGM 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.

For the avoidance of doubt, CPF and SRS Investors who wish to participate in the EGM by (a) observing and/or listening to the EGM proceedings through live audio-visual webcast or live audio-only stream and/or (b) submitting questions in advance of the EGM should refer to paragraphs 3 and 4 above respectively. However, CPF and SRS investors who wish to appoint the Chairman of the EGM as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 13 July 2021, being seven (7) working days before the date of the EGM.

**“relevant intermediary”** means:

- (i) a banking corporation licensed under the Banking Act, Chapter 19 of Singapore, 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, Chapter 289 of Singapore, and who holds Units in that capacity; or

- (iii) the Central Provident Fund Board (“**CPF Board**”) established by the Central Provident Fund Act, Chapter 36 of Singapore, 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 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.

8. The Chairman of the EGM, as proxy, need not be a Unitholder of LREIT.
9. The Circular may be accessed at LREIT's website at the URL <https://www.lendleaseglobalcommercialreit.com/>.
10. Due to the COVID-19 situation in Singapore, the Manager may be required to change the arrangements for the EGM at short notice. Unitholders should check LREIT's website at the URL <https://www.lendleaseglobalcommercialreit.com/> for the latest updates on the status of the EGM.

#### **Personal data privacy:**

By submitting an instrument appointing the Chairman of the EGM as proxy to attend, speak and vote at the EGM 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 EGM as proxy for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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.