Manulife US REIT

MANULIFE US REAL ESTATE INVESTMENT TRUST

(A real estate investment trust constituted on 27 March 2015 under the laws of the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("**EGM**") of the holders of units in Manulife US Real Estate Investment Trust ("**Manulife US REIT**", and the holders of units in Manulife US REIT, "**Unitholders**") will be held at Stephen Riady Auditorium @ NTUC, NTUC Centre, Level 7, One Marina Boulevard, Singapore 018989 on **15 December 2026 (Tuesday) at 10.30 a.m. (Singapore time)**, to consider and, if thought fit, to pass, with or without modifications, the following resolutions (capitalised terms not otherwise defined herein shall bear the meanings ascribed to them in the circular to Unitholders dated 23 November 2026 (the "**Circular**")):

ORDINARY RESOLUTION 1 – THE PROPOSED RENEWAL OF THE DISPOSITION MANDATE TO AUTHORISE THE DISPOSAL OF THE EXISTING PROPERTIES

RESOLVED that subject to and contingent upon the passing of Ordinary Resolution 2:

(i) approval be and is hereby given, for the purposes of Chapter 10 of the Listing Manual of the Singapore Exchange Securities Trading Limited, for the Manager to dispose of any of the Existing Properties to the extent mandated and according to the terms under the Renewed Disposition Mandate as described in the Circular;

(ii) the authority conferred by this Resolution shall continue in force for a period commencing from and including the date of approval of Resolution 1 to 30 April 2028[1]; and

(iii) Manulife US Real Estate Management Pte. Ltd., in its capacity as manager of Manulife US REIT (the "**Manager**"), any director of the Manager ("**Director**"), and DBS Trustee Limited, in its capacity as trustee of Manulife US REIT (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 Manulife US REIT to give effect to the proposed Renewal of the Disposition Mandate and all transactions therewith, and in this connection, the board of directors of the Manager (the "**Board**") be hereby authorised to delegate such authority to such persons as the Board deems fit.

[1] The Renewed Disposition Mandate may be further renewed by the Manager at an extraordinary general meeting to be held after the 2028 AGM. The 2028 AGM must be held by 30 April 2028.

ORDINARY RESOLUTION 2 – THE PROPOSED RENEWAL OF THE ACQUISITION MANDATE TO AUTHORISE ACQUISITIONS AND INVESTMENTS WITHIN THE INVESTMENT MANDATE OF MANULIFE US REIT

RESOLVED that subject to and contingent upon the passing of Ordinary Resolution 1:

(i) approval be and is hereby given, for the purposes of Chapter 10 of the Listing Manual of the Singapore Exchange Securities Trading Limited, for the Manager to acquire any of the Properties to the extent mandated and according to the terms under the Renewed Acquisition Mandate as described in the Circular;

(ii) the authority conferred by this Resolution shall continue in force for a period commencing from and including the date of approval of Resolution 2 to 30 April 2028[2]; and

(iii) the Manager, any Director 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 Manulife US REIT to give effect to the proposed Renewal of the Acquisition Mandate and all transactions therewith, and in this connection, the Board be hereby authorised to delegate such authority to such persons as the Board deems fit.

EXTRAORDINARY RESOLUTION 3 – THE PROPOSED TRUST DEED AMENDMENT IN RELATION TO DISTRIBUTIONS

RESOLVED that subject to and contingent upon the passing of Ordinary Resolution 1 and Ordinary Resolution 2:

(i) approval be and is hereby given to amend the trust deed constituting Manulife US REIT dated 27 March 2015, as amended, varied, supplemented and/or restated from time to time (the "**Trust Deed**") to provide the Manager with the discretion to determine the level and the frequency of distributions to be declared (the "**Proposed Trust Deed Amendment**"); and

(ii) the Manager, any Director 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 Manulife US REIT to give effect to the Proposed Trust Deed Amendment and all transactions therewith, and in this connection, the Board be hereby authorised to delegate such authority to such persons as the Board deems fit.

Unitholders should note that Resolution 1 (the Renewal of the Disposition Mandate) and Resolution 2 (the Renewal of the Acquisition Mandate) are inter-conditional. In the event that Resolution 1 does not pass, Resolution 2 will not proceed and vice versa. Resolution 3 (the Proposed Trust Deed Amendment) is conditional on the passing of Resolution 1 and Resolution 2. If Resolution 1 or Resolution 2 does not pass, Resolution 3 will not proceed. For the avoidance of doubt, the passing of Resolution 1 and Resolution 2 is not contingent on the passing of Resolution 3 and Resolution 1 and Resolution 2 may proceed even if Resolution 3 is not passed.

[2] The Renewed Acquisition Mandate may be further renewed by the Manager at an extraordinary general meeting to be held after the 2028 AGM. The 2028 AGM must be held by 30 April 2028.

The Joint Facilities Agreement was negotiated on the basis that all three Resolutions will be approved by Unitholders and the passing of the Resolutions will be a condition precedent under the Joint Facilities Agreement. In the event that Unitholders do not approve any of the Resolutions, the Lenders may not grant the Joint Facilities Agreement Terms. In the event that Unitholders approve both Resolution 1 and Resolution 2, the Renewal of the Disposition Mandate and Renewal of the Acquisition Mandate will enable Manulife US REIT to dispose of the Existing Properties, or as the case may be, acquire properties or investments without Unitholders' approval even if the Chapter 10 thresholds are crossed. Unitholders' approval of Resolution 3 will provide the Manager with the discretion to determine the level and the frequency of distributions to be declared when distributions to Unitholders resume.

As at the date of this Circular, Unitholders should note that not all the Lenders have obtained the necessary approvals to grant the Joint Facilities Agreement Terms as set out in the Circular. The remaining Lenders who have not yet obtained the necessary approvals are still in the process of obtaining their internal approval based on their meeting schedules. In the event that any one of the remaining Lenders does not obtain their internal approval, the Joint Facilities Agreement Terms will not be granted. While the Manager is currently targeting to obtain approval of all Lenders before the EGM, there may be approvals that come in after the EGM. As at the date of this Circular, while no assurance can be given, nothing has come to the attention of the Manager that any of the Lenders have issues with the granting of the Joint Facilities Agreement Terms. In the event that the Joint Facilities Agreement Terms are not granted by the Lenders after the Resolutions are passed, Manulife US REIT will not proceed with the Renewal of the Disposition Mandate and Renewal of the Acquisition Mandate, and will only proceed with the Proposed Trust Deed Amendment.

BY ORDER OF THE BOARD
Manulife US Real Estate Management Pte. Ltd.
(Company Registration No.: 201503253R)
As Manager of Manulife US REIT

John Casasante
Chief Executive Officer and Chief Investment Officer

23 November 2026

Notes:

(1) This EGM is being convened, and will be held in a wholly physical format. There will be no option for Unitholders to participate virtually. Printed copies of this Notice of EGM dated 23 November 2026 (the "**Notice of EGM**") will be sent to Unitholders and will also be made available via publication on Manulife US REIT's website at the URL https://www.manulifeusreit.sg. This Notice of EGM will also be made available on the SGX website at the URL https://www.sgx.com/securities/company-announcements.

(2) A Depositor shall not be regarded as a Unitholder entitled to attend the EGM and to speak and vote thereat unless he/she/it is shown to have Units entered against his/her/its name in the Depository Register as certified by CDP as at 72 hours before the time fixed for the EGM.

(3) Appointment of Proxies

A Unitholder who wishes to submit an instrument of proxy must complete and sign the Proxy Form, before submitting it in the manner as set out below.

A Unitholder, who is not a relevant intermediary, is entitled to appoint not more than two proxies to attend, speak and vote at the EGM in his/her/its stead. Where such Unitholder's Proxy Form appoints more than one proxy, the proportion of his/her/its unitholding to be represented by each proxy must be specified in the accompanying proxy form for the EGM published alongside this Notice of EGM ("**Proxy Form**").

A Unitholder, who is a relevant intermediary, is entitled to appoint more than two proxies to attend, speak and vote at the EGM instead of the Unitholder, 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 proportion of unitholdings held in relation to which each proxy has been appointed must be specified in the Proxy Form.

The accompanying Proxy Form is available on Manulife US REIT's website at the URL https://www.manulifeusreit.sg, and on the SGX website at the URL https://www.sgx.com/securities/company-announcements.

The Proxy Form must be submitted in the following manner:

(a) If submitted by post, be submitted to the office of Manulife US REIT's Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or

(b) If submitted electronically via email, be submitted by attaching and sending a clear, completed and signed PDF copy of the Proxy Form to Manulife US REIT's Unit Registrar at srs.proxy@boardroomlimited.com.

in either case, by **10.30 a.m.** on **Saturday, 12 December 2026**, being not less than seventy-two (72) hours before the time appointed for holding the EGM.

A Unitholder who wishes to submit a Proxy Form may either download, complete and sign the Proxy Form, or complete and sign the printed copy of the Proxy Form mailed to each Unitholder. Thereafter, the Unitholder may submit the completed and signed Proxy Form by post to the address provided above, or by scanning and sending it by email to the email address provided above. For the avoidance of doubt, persons holding Units through relevant intermediaries, including SRS investors, should **not** submit the Proxy Form in the manner stated above and should instead refer to paragraph (6) below for the voting arrangements. Completion and submission of a Proxy Form by a Unitholder will not prevent him/her from attending, speaking and voting at the EGM if he/she so wishes. The appointment of the proxy(ies) for the EGM shall be deemed to be revoked if the Unitholder attends the EGM in person, and in such event, the Manager reserves the right to refuse to admit any person or persons appointed under the relevant Proxy Form to the EGM.

Unitholders are strongly encouraged to submit completed Proxy Forms electronically via email.

(4) Submission of questions in advance of the EGM

Unitholders, including SRS investors, or, where applicable, their appointed proxy(ies) will be able to ask questions in person at the EGM.

Unitholders can also submit questions relating to the resolutions to be tabled for approval at the EGM to the Chairman of the EGM in advance of the EGM. In order to do so, Unitholders must submit their questions in the following manner by **12.00 p.m.** on **Wednesday, 2 December 2026**.

(a) If submitted electronically via email to the Manager at usreitinquiry@manulifeusreit.sg (with subject title "**MUST EGM Questions**"); or

(b) If questions are submitted by post, the letter should be addressed to and deposited at the office of Manulife US REIT's Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632.

Unitholders who submit questions by email or by post must provide the following information to the Manager for verification purposes:

(i) the Unitholder's full name;

(ii) the Unitholder's address; and

(iii) the manner in which the Unitholder holds Units in Manulife US REIT (e.g. via CDP or SRS).

The Manager will endeavour to address all substantial and relevant questions (which are related to the resolutions to be tabled for approval at the EGM), received from Unitholders in advance of the EGM by the **2 December 2026** submission deadline, by publishing the responses to such questions on Manulife US REIT's website at the URL https://www.manulifeusreit.sg, and the SGX website at the URL https://www.sgx.com/securities/company-announcements prior to the EGM, by **10.30 a.m.** on **Thursday, 10 December 2026**. Any subsequent clarifications sought, or substantial and relevant follow-up questions (which are related to the resolutions to be tabled for approval at the EGM) received after the 2 December 2026 submission deadline, which have not already been addressed prior to the EGM, as well as those substantial and relevant questions received at the EGM itself, will be addressed during the EGM. Where substantially similar questions are received, the Manager will consolidate such questions and consequently, not all questions may be individually addressed.

The minutes of the EGM will be published on Manulife US REIT's website at the URL https://www.manulifeusreit.sg, and on the SGXNet within one (1) month from the date of the EGM, and will also include the responses to the substantial and relevant questions which are addressed during the EGM.

(5) Voting

Unitholders or, where applicable, their duly appointed proxy(ies) attending the EGM may cast their votes in real time for each resolution to be tabled at the EGM.

Where a Unitholder appoints proxy(ies), he/she/it may give specific instructions as to voting, or abstentions from voting, in respect of the resolution in the Proxy Form, failing which the proxy(ies) will vote or abstain from voting at his/her/their discretion, as he/she/they may on any other matter arising at the EGM.

(6) Persons who hold Units through relevant intermediaries

Persons who hold Units through relevant intermediaries (as defined below), other than SRS investors, and who wish to participate in the EGM are not to use the Proxy Form and should contact the relevant intermediary through which they hold such Units as soon as possible in order for the necessary arrangements to be made. Persons who hold Units through relevant intermediaries, other than SRS investors, may vote at the EGM (i) by being appointed as proxies by their respective relevant intermediaries, or (ii) by specifying their voting instructions to/arrange for their votes to be submitted with their respective relevant intermediaries.

SRS investors may:

(a) vote at the EGM if they are appointed as proxies by their respective SRS Operators, and should contact their respective SRS Operators if they have any queries regarding their appointment as proxies; or

(b) specify their voting instructions to/arrange for their votes to be submitted with their respective SRS Operators, and should approach their respective SRS Operators by **5.00 p.m.** on **Friday, 4 December 2026**, being at least seven (7) working days before the date of the EGM, to ensure their votes are submitted.

For the avoidance of doubt, SRS investors will not be able to use the Proxy Form and appoint third party proxy(ies) to vote at the EGM on their behalf.

"**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 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.

(7) A proxy need not be a Unitholder.

(8) The circular dated 23 November 2026 (the "**Circular**") may be accessed at Manulife US REIT's website at the URL https://www.manulifeusreit.sg and may also be accessed on the SGX website at the URL https://www.sgx.com/securities/company-announcements.

(9) Printed copies of the Circular will not be despatched to Unitholders. Any Unitholder who wishes to receive a printed copy of the Circular before the EGM should submit his/her/its request using the request form ("**Request Form**"), which is available on Manulife US REIT's website at the URL https://www.manulifeusreit.sg. The Request Form may be submitted (a) online via BoardRoom Smart Investor Portal (BSIP) at the URL https://investor.boardroomlimited.com.sg or by scanning the QR code provided, (b) by email to srs.requestform@boardroomlimited.com, or (c) by post to the office of Manulife US REIT's Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632, no later than **5.00 p.m.** on **Tuesday, 1 December 2026**.

(10) Unitholders should note that the manner of conduct of the EGM may be subject to further changes at short notice. Unitholders are advised to check Manulife US REIT's website at the URL https://www.manulifeusreit.sg and SGXNet regularly for updates.

(11) Any reference to a time of day in this Notice of EGM is made by reference to Singapore time.

PERSONAL DATA PRIVACY:

By (i) submitting an instrument appointing a proxy(ies) to attend, speak and vote at the EGM and/or any adjournment thereof and/or (ii) submitting any questions to the Chairman of the EGM in advance of, or at, the EGM in accordance with this Notice of EGM, a Unitholder including a SRS investor (a) consents to the collection, use and disclosure of the Unitholder's (including a SRS investor's) personal data by the Manager and the Trustee (or their agents or service providers) for the following purposes (collectively, "**Purposes**"); (b) warrants that where the Unitholder discloses the personal data of the Unitholder's proxy(ies) to the Manager (or its agents or service provider), the Unitholder has obtained the prior consent of such proxy(ies) for the collection, use and disclosure by the Manager and the Trustee (or its agents or service providers) of the personal data of such proxy(ies) for the Purposes; and (c) agrees to provide the Manager with written evidence of such prior consent upon reasonable request:

(1) the processing, administration and analysis by the Manager and the Trustee (or their agents or service providers) of instruments appointing a proxy(ies) for the EGM (including any adjournment thereof);

(2) the addressing of relevant and substantial questions received from Unitholders (including SRS investors) or, where applicable, their appointed proxies, before and/or during the EGM and, if necessary, the following up with the relevant Unitholders in relation to such questions;

(3) the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof); and

(4) in order for the Manager and the Trustee (or their agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines.