



(a real estate investment trust constituted on 28 January 2019
under the laws of the Republic of Singapore)
Managed by Lendlease Global Commercial Trust Management Pte. Ltd.
(the “**Manager**”)

MINUTES OF FOURTH ANNUAL GENERAL MEETING

DATE	:	Tuesday, 31 October 2023
TIME	:	2.00 p.m.
VENUE	:	Suntec Singapore Convention & Exhibition Centre, Room 324-325, 1 Raffles Boulevard, Singapore 039593
PRESENT	:	Unitholders of Lendlease Global Commercial REIT (“ LREIT ”) as per attendance record maintained by the Manager
IN ATTENDANCE	:	Directors, Management, Company Secretary, representatives from DBS Trustee Limited (as trustee of LREIT), representatives from KPMG LLP (the auditor of LREIT), and representatives from Allen & Gledhill LLP (legal advisor to the Manager) as per attendance record maintained by the Manager
CHAIRPERSON	:	Mr Justin Marco Gabbani

WELCOME ADDRESS

1. The Company Secretary of the Manager, Ms Amy Chiang, welcomed Unitholders present to the fourth annual general meeting (“**AGM**”) of LREIT.
2. The Company Secretary introduced Mr Justin Marco Gabbani, Chairperson of the Board and Non-Independent Non-Executive Director, Dr Tsui Kai Chong, Lead Independent Non-Executive Director, Mrs Lee Ai Ming, Independent Non-Executive Director, and Mr Simon John Perrott, Independent Non-Executive Director. Mr Kelvin Chow, Chief Executive Officer (“**CEO**”) of Lendlease Global Commercial Trust Management Pte Ltd, as Manager of LREIT, was also present.
3. Representatives of DBS Trustee Limited (as trustee of LREIT) (the “**Trustee**”), KPMG LLP (auditor of LREIT), Allen & Gledhill LLP (legal advisor to the Manager) and representatives from the management team had joined the meeting in the event hall.
4. Unitholders were informed that in accordance with the Trust Deed constituting LREIT, the Trustee had nominated Mr Justin Marco Gabbani, Chairperson of the Board of Directors of the Manager, to preside as the Chairperson of the Meeting (“**Chairperson**”).
5. Unitholders were informed that they were able to submit questions in advance relating to the resolutions to be tabled for approval at the AGM to the Chairperson. The Chairperson expressed appreciation to Unitholders for the questions that were sent through in advance. Responses to the substantial and relevant questions related to the resolutions to be tabled at the AGM had been published on the SGXNet and the company’s website. He informed Unitholders that if they had other questions relevant to the AGM agenda, they would be addressed accordingly at each resolution tabled during the AGM.

6. Unitholders were informed that voting for all resolutions would be conducted electronically using wireless handheld devices that had been issued to them.

QUORUM

7. After being informed that there was a quorum present, the Chairperson declared the meeting open and welcomed Unitholders present to the fourth AGM of LREIT.

OVERVIEW OF LREIT'S PERFORMANCE

8. The Chairperson proceeded to share an overview of LREIT's performance in FY2023 with Unitholders.

The following points were noted:

- (i) FY2023 represented a period of recovery from COVID-19 and progression across various industries. Positive sentiments were reflected in LREIT's operational performance for FY2023. Tenant sales for LREIT's retail properties continued to trend above pre-COVID-19 average levels given the increase in spending.
 - (ii) The online shopping trend that ballooned during COVID-19 reverted to pre-pandemic levels as consumers returned to physical stores – demonstrating the continued relevance of malls.
 - (iii) Malls continued to be infused with new offerings catering to shoppers' needs.
 - (iv) Construction of the multifunctional event space adjacent to 313@somerset would be expected to commence in the coming months. Together with 313@somerset, the space would complement the Orchard Road district with experiential events and live performances, supported by anchor tenant Live Nation and in collaboration with the Singapore Tourism Board.
 - (v) LREIT made significant headway in its sustainability journey and became the first S-REIT to attain Net Zero Carbon. This was achieved by employing energy-efficient equipment at its properties, optimising energy and water usage for cooling towers and the utilisation of renewable energy certification. LREIT has its target set on achieving Absolute Zero Carbon by FY2040 and eliminating greenhouse gas emissions from its business activities.
 - (vi) LREIT's results and achievements in the last year had been very encouraging. Moving forward, the Manager would continue to exercise active capital management and focus on driving value in its properties through proactive asset management.
9. The Chairperson then invited Mr Kelvin Chow, CEO of the Manager, to give a presentation to Unitholders on LREIT's financial and operational performance during the year and its focus moving forward.

PRESENTATION BY CEO

10. The CEO proceeded to give a presentation to Unitholders on (i) Key Highlights in FY2023; (ii) Portfolio Performance; (iii) Sustainability Performance; and (iv) Key Areas of Focus in the Near-term.
11. After the presentation, the conduct of the meeting was handed back to the Chairperson.

NOTICE OF AGM AND ANNUAL REPORT

12. The Chairperson informed the Unitholders that the Notice of this AGM dated 29 September 2023 and the Annual Report had been published on the SGXNet and LREIT's website. He proposed to take the documents as read.

APPOINTING CHAIRPERSON OF THE MEETING AS PROXY

13. The Chairperson further informed that all resolutions tabled at the AGM would be voted by poll. He, in his capacity as Chairperson of the meeting, had been appointed as a proxy by a number of Unitholders and he would vote in accordance with the specific instructions of those Unitholders who had appointed him as proxy.

CONDUCT OF VOTING

14. The Chairperson informed Unitholders that DrewCorp Services Pte Ltd had been appointed as scrutineers and Boardroom Corporate & Advisory Services Pte Ltd had been appointed as the polling agent. The validity of the proxies submitted by the Unitholders by the submission deadline of 2 pm on 28 October 2023 had been reviewed and the votes of all such valid proxies had been counted and verified. The votes of the Unitholders who participated in the meeting would be taken into account and the tabulated poll results would be declared after the passing of each of the motions. A video clip on how to cast their votes was shown to Unitholders.

ORDINARY BUSINESS

Ordinary Resolution 1

15. The Chairperson proceeded to introduce Ordinary Resolution 1.
16. Resolution 1 was to receive and adopt the Trustee's Report, the Manager's Statement and the Audited Financial Statements of LREIT for the financial year ended 30 June 2023 together with the Independent Auditors' Report thereon.
17. The Chairperson invited comments and questions from the floor, the salient points of which were recorded below.
18. Mr Manohar P Sabnani complimented Lendlease as a first-rate developer and manager of successful shopping malls such as 313@somerset and Jem. From a unitholder perspective, he observed that the current unit price had been dropping and management needs to do something urgently and decisively to alleviate this. He commented that the market is anticipating that LREIT may potentially conduct a fund raising through a rights issue, and this would not be welcomed as it would require fresh capital amidst a rising interest rate environment. He noted that the gearing level was 40.6% and commented that the S\$400 million perpetual securities, while not officially classified as debt, would be viewed as such by investors as interest is payable and upon maturity, renewal may be subject to higher interest rate risks. He suggested management to consider asset recycling, such as Jem's office space or a portion of Sky Complex, given that the shopping malls are performing well.
19. The CEO acknowledged Mr Manohar P Sabnani's concerns. He assured unitholders that there was no intention at this point to raise funds and acquire the balance 90% stake in the Parkway Parade fund. In relation to asset recycling, he explained that it is being contemplated together with other options were currently being evaluated by the Manager. He understood that some investors might perceive perpetual securities as an interest instrument instead of equity.

20. To provide further confidence to unitholders that LREIT's portfolio was moving in the right direction, the CEO shared that valuation and cashflow could be improved in a few ways. For example, LREIT shared in its year-end announcement that tenants' sales had exceeded pre-COVID levels. This meant that tenants' occupancy costs were lower than pre-COVID times and there is opportunity for rental rates to be increased. He further explained that there are in-built rental escalations in the leases, and this would support cashflow and improve asset valuation. In addition, 313@somerset had an additional undeployed plot ratio of about 10,200 square feet. With a long-term mindset, the CEO encouraged unitholders to see the untapped value of 313@somerset.
21. Mr Manohar P Sabnani noted that if the perpetual securities were included, the gearing ratio would exceed the limit of 45% and suggested that it is impacting on share valuation. He opined that although the raising of rentals would be helpful, it would be a slow process. He hoped that the management can undertake something more substantial to alleviate gearing concerns.
22. Mr Ah Hot Gerard Andre enquired on the tenants' occupancy costs for the two retail malls. The CEO explained that this information has not been publicly disclosed, but indicated that unitholders could gauge the cost based on the rental revenue and overall sales numbers disclosed in the annual report. The CEO noted that some of the REITs in Singapore that had disclosed their occupancy costs level had a bigger portfolio.
23. In relation to Mr Ah Hot Gerard Andre's concerns about the possibility of paying a very high coupon upon the maturity of the perpetual securities in April 2025 and June 2026, the CEO responded that there are a few ways to manage this, such as via asset recycling, improving the portfolio's valuation or utilising the untapped debt facilities.
24. Mr Ah Hot Gerard Andre wished to know if there were any discussions with the tenant of Sky Complex in view of the break option in 2026 and the physical occupancy of Sky Italia. The CEO highlighted that Sky Italia is a quality tenant. He opined that the likelihood of the break option being exercised in 2026 was low as the tenant is paying a lower rental rate as compared to the buildings in the vicinity. It was noted that Sky Complex is LEED Gold certified. In regard to physical occupancy, the CEO explained that he could not comment on behalf of the tenant but noted that the tenant has been paying rental for all three buildings. He further clarified that there is an annual rental increase in tandem with Consumer Price Index ("CPI") appreciation, and the break option would need to be initiated by the tenant with one year's notice. The CEO reiterated that LREIT's priority was to improve the value for unitholders before considering any asset recycling plans.
25. In response to Mr Ah Hot Gerard Andre's question of the relevance of an Italian asset in LREIT's portfolio, the CEO explained that each potential acquisition will be assessed stringently and that LREIT has further potential to grow its Singapore portfolio. LREIT's overseas exposure is minimal compared to the Singapore portfolio. This could provide more comfort to unitholders as they could visit and understand the assets in Singapore to better exercise their judgement. The CEO cited the example that Jem's value had increased by 5.2% since LREIT acquired 100% of the asset on April 2022.
26. Mr Venkatachalam Alagappan queried on why the Manager had accepted its current valuation of Sky Complex if there were other similar properties in the same area which had higher rental rates and noted that a higher valuation would help improve LREIT's gearing ratio. The CEO replied that the Manager would not be able to influence the valuer's assessment of the asset. He assured that the valuation method in the precinct is done similarly for other buildings, and the difference was the amount of rental being commanded for each building. As the current tenant has already been in the building for more than 12 years, they had the first mover advantage in getting a lower rental rate. The CEO reiterated that there is an annual rental escalation in place based on the increase in CPI and noted that the rental rate for Sky Complex is lower as compared to the vicinity, hence more value could be unlocked if the rental of the asset could be marked to market. Since LREIT's initial public offering, the value of Sky Complex had increased by about 10%.

27. Mr Venkatachalam Alagappan further enquired on LREIT's gearing level and why LREIT continued to acquire assets that resulted in the current gearing level. The CEO gave the example that compared to industrial assets, commercial assets are usually higher in value quantum and hence acquisitions typically require funding by debt. He noted that LREIT's gearing ratio is on par with other commercial REITs. The CEO added that when an asset with high potentials is acquired, positive rental reversions would help support an uplift in valuation thereby improving LREIT's gearing ratio organically. He cited Jem as an example which had a 5.2% increase in valuation within a year. LREIT's valuation is deemed stable, and retail had a positive reversion cycle which would help to improve valuation. The Manager is comfortable with LREIT's current gearing level and is of the opinion that it is reasonable compared to other commercial REITs. Moreover, the CEO cited that banks were confident in LREIT and had provided unsecured loans with undrawn facilities of around S\$162.6 million. Mr Venkatachalam Alagappan agreed with the CEO that there were solutions to lower the gearing level, but commented that private placement was not preferred as there would be a dilutive effect on unitholders.
28. Lastly, Mr Venkatachalam Alagappan observed that finance costs had increased significantly. The CEO attributed the increase mainly due to the acquisition of Jem and the relatively lower proportion of hedging undertaken for the debts drawn.
29. There were no further questions received on Ordinary Resolution 1.
30. The motion for Ordinary Resolution 1, to receive and adopt the Trustee's Report, the Manager's Statement and the Audited Financial Statements of LREIT for the financial year ended 30 June 2023 together with the Independent Auditors' Report thereon, was duly proposed by the Chairperson and the motion was put to vote.
31. The voting results for Ordinary Resolution 1 were as follows:
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|---------------------|---|
| Units voted FOR | 1,229,277,533 representing 99.77% of the total number of votes cast |
| Units voted AGAINST | 2,870,828 representing 0.23% of the total number of votes cast |
- Based on the poll results, the Chairperson declared Resolution 1 carried.
32. **IT WAS RESOLVED** as an Ordinary Resolution that the Trustee's Report, the Manager's Statement and the Audited Financial Statements of LREIT for the financial year ended 30 June 2023 together with the Independent Auditors' Report thereon, be received and adopted.

Ordinary Resolution 2

33. The Chairperson then proceeded to introduce Ordinary Resolution 2.
34. Resolution 2 was to re-appoint KPMG LLP as Independent Auditors of LREIT and to hold office until the next AGM of LREIT, and to authorise the Manager to fix their remuneration.
35. It was noted that KPMG LLP had expressed their willingness to continue in office.
36. There were no questions received on Ordinary Resolution 2.
37. The motion for Ordinary Resolution 2, to re-appoint KPMG LLP as Independent Auditors of LREIT and to hold office until the next AGM of LREIT, and to authorise the Manager to fix their remuneration, was duly proposed by the Chairperson and the motion was put to vote.

38. The voting results for Ordinary Resolution 2 were as follows:

Units voted FOR	1,228,580,470 representing 99.65% of the total number of votes cast
Units voted AGAINST	4,301,857 representing 0.35% of the total number of votes cast

Based on the poll results, the Chairperson declared Resolution 2 carried.

39. **IT WAS RESOLVED** as an Ordinary Resolution that KPMG LLP be re-appointed as the Independent Auditors of LREIT and to hold office until the conclusion of the next AGM of LREIT, and the Manager be authorised to fix their remuneration.

Ordinary Resolution 3

40. The Chairperson then proceeded to introduce Ordinary Resolution 3.

41. Resolution 3 was to re-endorse Mrs Lee Ai Ming as a Director of the Manager.

42. It was noted that Mrs Lee, upon re-endorsement as a Director of the Manager, would remain as an Independent and Non-Executive Director of the Manager. She would also remain as the Chairperson of the Nomination and Remuneration Committee and a member of the Audit and Risk Committee.

43. The Unitholders were informed that Mrs Lee had voluntarily abstained from voting on this resolution.

44. There were no questions received on Ordinary Resolution 3.

45. The motion that Mrs Lee Ai Ming be re-endorsed as a Director of the Manager, was duly proposed by the Chairperson and the motion was put to vote.

46. The voting results for Ordinary Resolution 3 were as follows:

Units voted FOR	1,226,592,508 representing 99.58% of the total number of votes cast
Units voted AGAINST	5,166,508 representing 0.42% of the total number of votes cast

Based on the poll results, the Chairperson declared Resolution 3 carried.

47. **IT WAS RESOLVED** as an Ordinary Resolution that Mrs Lee Ai Ming be re-endorsed as a Director of the Manager.

SPECIAL BUSINESS

Ordinary Resolution 4

48. The Chairperson then proceeded to introduce Ordinary Resolution 4.

49. Resolution 4 was to authorise the Manager to issue units and grant convertible instruments and the text of the resolution had been set out under agenda number 4 of the Notice of the meeting.

50. There were no questions received on Ordinary Resolution 4.

51. The motion that the Manager be authorised to issue units and grant convertible instruments, was duly proposed by the Chairperson and the motion was put to vote.

52. The voting results for Ordinary Resolution 4 were as follows:

Units voted FOR	1,163,433,889 representing 94.62% of the total number of votes cast
Units voted AGAINST	66,101,244 representing 5.38% of the total number of votes cast

Based on the poll results, the Chairperson declared Resolution 4 carried.

53. **IT WAS RESOLVED** as an Ordinary Resolution 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 subparagraph (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 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.

CLOSE OF MEETING

54. The Chairperson informed the Unitholders that no notice of any other ordinary business had been received by the Company Secretary.
55. There being no other business to transact, the Chairperson declared the AGM of LREIT closed at 2.56 p.m.
56. The Chairperson thanked everyone for their attendance and support.

Confirmed as true record of proceedings held.

Justin Marco Gabbani
Chairperson
Board of Directors
Lendlease Global Commercial Trust Management Pte. Ltd.