



ESTABLISHMENT OF NOMINATING AND REMUNERATION COMMITTEE

The Board of Directors (the "**Board**") of Keppel-KBS US REIT Management Pte. Ltd., as manager of Keppel-KBS US REIT (the "**Manager**"), wishes to announce that:

- (a) a new Nominating and Remuneration Committee ("**NRC**") shall be constituted with effect from 1 January 2019 with responsibilities set out in Appendix A;
- (b) the composition of the NRC is as follows:
 - (i) Mr Kenneth Tan Jhu Hwa (Chairman);
 - (ii) Mr Soong Hee Sang (Member); and
 - (iii) Mr John J. Ahn (Member); and
- (c) Mr Paul Tham will be stepping down as a member of the Audit and Risk Committee with effect from 1 January 2019.

New Compositions of the Board Committees

Following the abovementioned changes, the compositions of the Board committees with effect from 1 January 2019 will be as follows:

Board of Directors	Audit and Risk Committee	Nominating and Remuneration Committee
Mr Peter McMillan (Chairman)		
Mr Soong Hee Sang	Chairman	Member
Mr John J. Ahn	Member	Member
Mr Kenneth Tan Jhu Hwa	Member	Chairman
Mr Paul Tham		

By Order of the Board
Keppel-KBS US REIT Management Pte. Ltd.
(Company Registration Number: 201719652G)
as manager of Keppel-KBS US REIT

Kelvin Chua
Company Secretary
31 December 2018

APPENDIX A

RESPONSIBILITIES OF THE NOMINATING AND REMUNERATION COMMITTEE

- 1.1 Recommend to the Board the appointment/re-appointment of Directors.
- 1.2 Annual review of balance and diversity of skills, experience, gender and knowledge required by the Board, and the size of the Board which would facilitate decision-making.
- 1.3 Annual review of independence of each Director, and to ensure that the Board comprises at least half independent Directors. In this connection, the Nominating and Remuneration Committee should conduct particularly rigorous review of the independence of any Director who has served on the Board beyond 9 years from the date of his or her first appointment.
- 1.4 Decide, where a Director has other listed company board representation and/or other principal commitments, whether the Director is able to and has been adequately carrying out his duties as Director of the Company.
- 1.5 Recommend to the Board the process for the evaluation of the performance of the Board, the Board committees and individual Directors, and propose objective performance criteria to assess the effectiveness of the Board as a whole and the contribution of each Director.
- 1.6 Annual assessment of the effectiveness of the Board as a whole and individual Directors.
- 1.7 Review the succession plans for the Board (in particular, the Chairman) and senior management (in particular, the CEO).
- 1.8 Review talent development plans.
- 1.9 Review the training and professional development programs for Board members.
- 1.10 Review and recommend to the Board a framework of remuneration for Board members and key management personnel, and the specific remuneration packages for each Director as well as the key management personnel.
- 1.11 Review the Company's obligations arising in the event of termination of the executive Directors' and key management personnel's contracts of service, to ensure that such clauses are fair and reasonable and not overly generous.
- 1.12 Consider whether Directors should be eligible for benefits under long-term incentive schemes (including weighing the use of share schemes against the other types of long-term incentive scheme).
- 1.13 Administer the Company's long-term incentive schemes in accordance with the rules of such schemes.
- 1.14 Report to the Board on material matters and recommendations.
- 1.15 Review the Nominating and Remuneration Committee's terms of reference annually and recommend any proposed changes to the Board.
- 1.16 Perform such other functions as the Board may determine.
- 1.17 Sub-delegate any of its powers within its terms of reference as listed above, from time to time, as this Committee may deem fit.

Important Notice

The value of Units and the income derived from them may fall as well as rise. Units are not obligations of, deposits in, or guaranteed by, the Manager or any of its affiliates. An investment in Units is subject to investment risks, including the possible loss of the principal amount invested.

Investors have no right to request the Manager to redeem their Units while the Units are listed. It is intended that Unitholders may only deal in their Units through trading on Singapore Exchange Securities Trading Limited (the “**SGX-ST**”). Listing of the Units on the SGX-ST does not guarantee a liquid market for the Units.

The past performance of Keppel-KBS US REIT is not necessarily indicative of the future performance of Keppel-KBS US REIT.