

**MANULIFE US REAL ESTATE INVESTMENT TRUST**

(Constituted in the Republic of Singapore pursuant to a Trust Deed dated 27 March 2015 (as amended and restated))

**PROXY FORM  
ANNUAL GENERAL MEETING**

(Please see notes overleaf before completing this Form)

**IMPORTANT:**

1. A relevant intermediary may appoint more than one proxy to attend and vote at the Annual General Meeting and vote (please see note 2 for the definition of "relevant intermediary").
2. For CPF/SRS investors who have used their CPF monies to buy Units of Manulife US REIT, this Report to Unitholders is forwarded to them at the request of their CPF Approved Nominees and is sent solely **FOR INFORMATION ONLY**.
3. This Proxy Form is not valid for use by CPF/SRS investors and shall be ineffective for all intents and purposes if used or id purported to be used by them.
4. Prior to the AGM, Unitholders are encouraged to email their questions to usreitinquiry@manulifeusreit.sg.
5. **PLEASE READ THE NOTES TO THE PROXY FORM.**

I/We, \_\_\_\_\_ (Name(s) and NRIC/Passport/Company Registration Number(s))

of \_\_\_\_\_ (Address)  
being a Unitholder/Unitholders of Manulife US Real Estate Investment Trust ("Manulife US REIT", and the units of Manulife US REIT, the "Units" ), hereby appoint(s):

Name	NRIC/Passport No.	Proportion of Unitholdings	
		No. of Units	%
Address			

and/or (delete as appropriate)

Name	NRIC/Passport No.	Proportion of Unitholdings	
		No. of Units	%
Address			

or, both of whom failing, the Chairman of the Annual General Meeting ("AGM") as my/our proxy/proxies to attend and vote for me/us on my/our behalf at the AGM of Manulife US REIT to be held at Suntec Singapore International Convention & Exhibition Centre, 1 Raffles Boulevard, Singapore 039593, Level 3, Room 300-302 on Wednesday, 24 April 2019 at 10.00 a.m. and at any adjournment thereof. I/We direct my/our proxy/proxies to vote for or against the Resolutions to be proposed at the AGM as indicated hereunder. If no specific direction as to voting is given, the proxy/proxies will vote or abstain from voting at his/her/their discretion, as he/she/they will on any other matter arising at the AGM and at any adjournment thereof.

No.	Resolutions	Number of Votes For <sup>(1)</sup>	Number of Votes Against <sup>(1)</sup>
<b>ORDINARY BUSINESS</b>			
1	<u>Ordinary Resolution</u> To receive and adopt the Trustee's Report, the Manager's Statement and the Audited Financial Statements of Manulife US REIT for the financial year ended 31 December 2018 together with the Auditors' Report thereon.		
2	<u>Ordinary Resolution</u> To re-appoint Ernst & Young LLP as the Auditors of Manulife US REIT and to authorise the Manager to fix the Auditors' remuneration.		
<b>SPECIAL BUSINESS</b>			
3	<u>Ordinary Resolution</u> To authorise the Manager to issue Units and to make or grant convertible Instruments.		
4	<u>Extraordinary Resolution</u> To approve the amendments to the provisions in Manulife US REIT's Trust Deed in relation to the Unit Buy-Back Trust Deed Supplement.		
5	<u>Ordinary Resolution</u> To authorise the Manager to repurchase issued Units in accordance with the Manulife US REIT's Trust Deed, as proposed to be supplemented by the Unit Buy-Back Trust Deed Supplement under Extraordinary Resolution 4 above.		
6	<u>Extraordinary Resolution</u> To approve the amendments to the provisions in Manulife US REIT's Trust Deed in relation to the Electronic Communications Trust Deed Supplement.		

<sup>(1)</sup> If you wish to exercise all your votes "For" or "Against", please tick (√) within the relevant boxes provided. Alternatively, please indicate the number of Units, as appropriate, in the boxes provided.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2019

**Total number of Units held**

\_\_\_\_\_  
Signature of Unitholder(s)  
or, Common Seal of Corporate Unitholder

\* Delete where inapplicable

**IMPORTANT: PLEASE READ THE NOTES TO PROXY FORM BELOW**

**Notes:**

1. A unitholder of Manulife US REIT (“Unitholder”) who is not a relevant intermediary entitled to attend and vote at the AGM is entitled to appoint one or two proxies to attend and vote in his/her stead. A proxy need not be a Unitholder. Where a Unitholder appoints more than one proxy, the appointments shall be invalid unless he/she specifies the proportion of his/her holding (expressed as a percentage of the whole) to be represented by each proxy.
2. A Unitholder who is a relevant intermediary entitled to attend and vote at the AGM is entitled to appoint more than one proxy to attend and vote 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 more than one proxy, the appointments shall be invalid unless the Unitholder specifies the number of Units in relation to which each proxy has been appointed in the Proxy Form (defined below).  
**“relevant intermediary” means:**
  - (a) 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;
  - (b) a person holding a capital market 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
  - (c) 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.
3. A proxy need not be a Unitholder.
4. The instrument appointing a proxy or proxies (the “Proxy Form”) must be deposited at the Registered Office of Manulife US REIT’s Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 not later than **10.00 a.m. on 21 April 2019**, being not less than seventy-two (72) hours before the time appointed for the AGM.
5. A Unitholder should insert the total number of Units held in the Proxy Form. If the Unitholder has Units entered against his/her name in the Depository Register maintained by The Central Depository (Pte) Limited (“CDP”), he/she should insert that number of Units. If the Unitholder has Units registered in his/her name in the Register of Unitholders of Manulife US REIT, he/she should insert that number of Units. If the Unitholder has Units entered against his/her name in the said Depository Register and registered in his/her name in the Register of Unitholders, he/she should insert the aggregate number of Units. If no number is inserted, this proxy form will be deemed to relate to all the Units held by the Unitholder.
6. Completion and return of the Proxy Form shall not preclude a Unitholder from attending and voting at the AGM. Any appointment of a proxy or proxies shall be deemed to be revoked if a Unitholder attends the AGM in person, and in such event, the Manager reserves the right to refuse to admit any person or persons appointed under the Proxy Form to the AGM.
7. The Proxy Form must be executed under the hand of the appointor or of his attorney duly authorised in writing or if the appointor is a corporation, it must be executed either under its common seal or under the hand of an officer or attorney so authorised.
8. Where the Proxy Form is signed on behalf of the appointor by an attorney or a duly appointed officer, the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney must (failing previous registration) be deposited with the Proxy Form, failing which the Proxy Form may be treated as invalid.
9. A corporation which is a Unitholder may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at the AGM and the person so authorised shall upon production of a copy of such resolution certified by a director of the corporation to be a true copy, be entitled to exercise the powers on behalf of the corporation so represented as the corporation could exercise in person if it were an individual.
10. The Manager shall be entitled to reject a Proxy Form which is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the Proxy Form. In addition, in the case of Units entered in the Depository Register, the Manager may reject a Proxy Form if the Unitholder, being the appointor, is not shown to have Units entered against his/her name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the AGM, as certified by CDP to the Manager.
11. All Unitholders will be bound by the outcome of the AGM regardless of whether they have attended or voted at the AGM.
12. At any meeting, a resolution put to the vote of the meeting shall be decided on a poll.
13. On a poll, every Unitholder who is present in person or by proxy shall have one vote for every Unit of which he or she is the Unitholder. There shall be no division of votes between a Unitholder who is present in person and voting at the AGM and his or her proxy(ies). A person entitled to more than one vote need not use all his or her votes or cast them the same way.
14. CPF Approved Nominees acting on the request of the CPF/SRS investors who wish to attend the AGM are requested to submit in writing, a list with details of the CPF/SRS investors’ names, NRIC/Passport numbers, addresses and number of Units held. The list (to be signed by an authorised signatory of the CPF Approved Nominee) shall reach Manulife US REIT’s Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 not later than **10.00 a.m. on 21 April 2019**, being not less than seventy-two (72) hours before the time appointed for holding the AGM.

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**PERSONAL DATA PRIVACY:**

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 2 April 2019.

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Postage will be paid by addressee. For posting in Singapore only.

**BUSINESS REPLY SERVICE PERMIT NO. 09326**



**MANULIFE US REAL ESTATE MANAGEMENT PTE. LTD.**  
(as Manager of Manulife US Real Estate Investment Trust)  
C/O Boardroom Corporate & Advisory Services Pte. Ltd.  
50 Raffles Place #32-01  
Singapore Land Tower  
Singapore 048623

3rd fold and glue all sides firmly overleaf. Do not staple.