



## 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 16 December 2025 (Tuesday) at 2.00 p.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 1 December 2025 (the “**Circular**”)):

#### **ORDINARY RESOLUTION 1 – THE PROPOSED ADOPTION OF THE DISPOSITION MANDATE PURSUANT TO THE GROWTH AND VALUE UP PLAN TO AUTHORISE THE DISPOSAL OF THE EXISTING PROPERTIES**

RESOLVED that:

- (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 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 1 January 2026 to 30 April 2027<sup>1</sup>;
- (iii) where applicable, approval be and is hereby given for the completion of the divestment of an Existing Property divested pursuant to the Existing Disposition Mandate; and
- (iv) 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 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.

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<sup>1</sup> The Disposition Mandate may be renewed by the Manager at the 2027 AGM, which must be held by 30 April 2027.

**ORDINARY RESOLUTION 2 – THE PROPOSED ADOPTION OF THE ACQUISITION MANDATE PURSUANT TO THE GROWTH AND VALUE UP PLAN TO AUTHORISE ACQUISITIONS AND INVESTMENTS WITHIN THE BROADENED INVESTMENT MANDATE OF MANULIFE US REIT**

RESOLVED that:

- (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 properties or investments to the extent mandated and according to the terms under the 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 1 January 2026 to 30 April 2027<sup>2</sup>; 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 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.

**Unitholders should note that Resolution 1 (the Disposition Mandate) and Resolution 2 (the Acquisition Mandate) are inter-conditional. In the event that any of the Resolutions does not pass, the remaining Resolution will not proceed. The implementation of the Growth and Value Up Plan, which entails the passing of both Resolutions, formed the basis of the Manager’s discussion with the Lenders in relation to the MRA Concessions. In the event that Unitholders do not approve any of the Resolutions, the Lenders may not grant the MRA Concessions and will have the right to accelerate the payment of all US\$559.0 million of loans immediately after 31 December 2025 and the Manager may need to liquidate Manulife US REIT’s portfolio at distressed prices.**

**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

1 December 2025

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<sup>2</sup> The Acquisition Mandate may be renewed by the Manager at the 2027 AGM, which must be held by 30 April 2027.

**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 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 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 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 ("**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 more than two 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 registered 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, 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](mailto:srs.proxy@boardroomlimited.com).

in either case, by **2.00 p.m. on Saturday, 13 December 2025**, 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.

**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 related 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 Tuesday, 9 December 2025**.

- (a) If submitted electronically via email to Manulife US REIT's Unit Registrar at [SRS.TeamE@boardroomlimited.com](mailto:SRS.TeamE@boardroomlimited.com) (with subject title "**MUST EGM Questions**"); or
- (b) If questions are submitted by post, the letter to be addressed to and deposited at the registered 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 **9 December 2025** 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 <https://www.sgx.com/securities/company-announcements> prior to the EGM, by **2.00 p.m. on Thursday, 11 December 2025**. 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) specify their voting instructions to/arrange for their votes to be submitted with their respective relevant intermediaries.

SRS investors:

- (a) may 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 Thursday, 4 December 2025**, being at least seven (7) working days before the date of the EGM, to ensure their votes are submitted.

For 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 market 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 1 December 2025 (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 <https://www.sgx.com/securities/company-announcements>.
- (9) Printed copies of the Circular will not be dispatched to Unitholders. Any Unitholder who wishes to receive a printed copy of the Circular before the EGM should submit his/her/its request via the request form (“**Request Form**”), which is accessible online at Manulife US REIT’s website at the URL <https://www.manulifeusreit.sg>, and return the completed Request Form via email to [srs.requestform@boardroomlimited.com](mailto:srs.requestform@boardroomlimited.com) or by mail 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 Monday, 8 December 2025**.
- (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.

#### **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, 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 providers), 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.