

Manager of
Suntec Real Estate Investment Trust ("**Suntec REIT**")



(Constituted in the Republic of Singapore pursuant to a trust deed dated 1 November 2004 (as amended))

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("**EGM**") of the holders of units of Suntec Real Estate Investment Trust ("**Suntec REIT**", and the holders of units in Suntec REIT, "**Unitholders**") will be convened and held via electronic means on Friday, 4 December 2020 at 11.00 am for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution (capitalised terms not otherwise defined herein shall bear the meanings ascribed to them in the circular dated 12 November 2020 to Unitholders (the "**Circular**")):

ORDINARY RESOLUTION

1. THE PROPOSED ACQUISITION OF 50.0% INTEREST IN TWO GRADE A OFFICE BUILDINGS WITH ANCILLARY RETAIL IN VICTORIA, WEST END, LONDON, UNITED KINGDOM

That:

- (a) approval be and is hereby given for the acquisition of 50.0% interest in two Grade A office buildings with ancillary retail ("**Nova North**" and "**Nova South**") and 50.0% interest in The Nova Building¹ which are located in London's West End, United Kingdom (the "**Property**", and the acquisition of the 50.0% interest in the Property, the "**Acquisition**") through the acquisition of all of the units in two Jersey property unit trusts (the "**Victoria Unit Trusts**") held by CPPIB US Re-3 Inc and CPP Investment Board Real Estate Holdings Inc (together, the "**Vendors**"), on the terms and conditions set out in the sale and purchase agreement dated 8 October 2020 (the "**Sale and Purchase Agreement**") made between HSBC Institutional Trust Services (Singapore) Limited, being the trustee of Suntec REIT (the "**Trustee**") and Suntec REIT UK 1 Pte. Ltd., a wholly-owned subsidiary of Suntec REIT, with the Vendors. The entry into of the Sale and Purchase Agreement be and is hereby approved and ratified;
- (b) approval be and is hereby given for the payment of all fees and expenses relating to the Acquisition; and

¹ The Nova Building consists of retail units on the ground floor and 170 residential units. While the Acquisition includes the ground lease in relation to the residential units, the 170 residential units are excluded from the transaction.

- (c) ARA Trust Management (Suntec) Limited, as the manager of Suntec REIT (the “**Manager**”), any director of 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, such director of the Manager or, as the case may be, the Trustee may consider expedient or necessary or in the interests of Suntec REIT to give effect to the Acquisition.

BY ORDER OF THE BOARD

ARA Trust Management (Suntec) Limited

as manager of Suntec REIT

Sharon Yeoh

Chiang Wai Ming

Company Secretaries

Singapore

12 November 2020

Notes:

1. The EGM is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 and the Joint Statement by Accounting and Corporate Regulatory Authority, Monetary Authority of Singapore and Singapore Exchange Regulation in relation to Guidance on the Conduct of General Meetings Amid Evolving COVID-19 Situation issued on 1 October 2020. Printed copies of this Notice will be sent to Unitholders’ registered addresses, by electronic means via publication on Suntec REIT’s website at the URL <https://suntecreit.listedcompany.com/newsroom.html> and will also be made available on the SGX-ST’s website at the URL <https://www.sgx.com/securities/company-announcements>.
2. In light of the current COVID-19 situation in Singapore, alternative arrangements relating to attendance at the EGM via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the EGM in advance of the EGM, addressing of substantial and relevant questions at the EGM and voting by appointing the Chairman of the EGM as proxy at the EGM, are set out below. Any reference to a time of day is made by reference to Singapore time.
3. Unitholders will be able to observe and/or listen to the EGM proceedings through a live audio-visual webcast or live audio-only stream via their mobile phones, tablets or computers. In order to do so, Unitholders must pre-register at Suntec REIT’s pre-registration website at the URL <https://suntecreit.listedcompany.com/egm2020/> from now till 2 December 2020, 11.00 am, to enable the Manager to verify their status as Unitholders.

Following the verification, authenticated Unitholders will receive an email, which will contain unique user ID and password details as well as instructions on how to access the live audio-visual webcast and live audio only stream of the EGM proceedings, by 3 December 2020, 11.00 am. Unitholders who do not receive an email by 3 December 2020, 11.00 am, but have registered by the 2 December 2020 deadline should contact the Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at +65 6230 9768 or +65 6230 9580.

4. Unitholders may also submit questions related to the resolution to be tabled for approval at the EGM to the Chairman of the EGM, in advance of the EGM. In order to do so, their questions must be submitted in the following manner by 2 December 2020, 11.00 am:
- (a) if submitted electronically, be submitted:
 - (i) via the Suntec REIT's pre-registration website at the URL <https://suntecreit.listedcompany.com/egm2020/>; or
 - (ii) via email to the Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at SRS.TeamD@boardroomlimited.com; or
 - (b) if submitted by post, be deposited at the office of the Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623.

Unitholders who submit questions via email or by post to the Unit Registrar must provide the following information:

- (1) the Unitholder's full name;
- (2) the Unitholder's address; and
- (3) the manner in which the Unitholder holds Units in Suntec REIT (e.g., via CDP, scrip, CPF or SRS).

The Manager's Chairman, Ms Chew Gek Khim, and Chief Executive Officer, Mr Chong Kee Hiong, together with the senior management and investor relations of the Manager of Suntec REIT will conduct the proceedings of the EGM. The Manager will endeavour to address all substantial and relevant questions submitted in advance of the EGM prior to or during the EGM. The Manager will publish the responses to the substantial and relevant questions on Suntec REIT's website and on SGXNET prior to the EGM. The Manager will publish the minutes of the EGM on Suntec REIT's website and on SGXNET, and the minutes will include the responses to the substantial and relevant questions which are addressed during the EGM.

Unitholders will not be able to ask questions at the EGM live during the webcast or audio-stream, and therefore it is important for Unitholders who wish to ask questions to submit their questions in advance of the EGM.

5. If a Unitholder (whether individual or corporate) wishes to exercise his/her/its voting rights at the EGM, he/she/it must appoint the Chairman of the EGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM. The Proxy Form is available on Suntec REIT's website and on the SGX-ST's website at the URLs <https://suntecreit.listedcompany.com/newsroom.html> and <https://www.sgx.com/securities/company-announcements>, respectively. Printed copies of the Proxy Form will also be sent to Unitholders.

In appointing the Chairman of the EGM as proxy, a Unitholder must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the appointment of the Chairman of the EGM as proxy for that resolution will be treated as invalid.

6. The Proxy Form must be submitted to the Manager c/o the Unit Registrar Boardroom Corporate & Advisory Services Pte. Ltd., in the following manner:
- (a) if submitted by post, be lodged at the office of the Unit Registrar at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623; or
 - (b) if submitted electronically, be submitted via email to the Unit Registrar at SRS.TeamD@boardroomlimited.com,

in either case, by 2 December 2020, 11.00 am, being 48 hours before the time fixed for the EGM.

A Unitholder who wishes to submit a Proxy Form must complete and sign the Proxy Form, before submitting it by post to the address provided above, or before sending it by email to the email address provided above.

In view of the COVID-19 situation in Singapore, Unitholders are strongly encouraged to submit completed Proxy Forms electronically via email.

7. Persons who hold Units through relevant intermediaries (as defined below), including CPF and SRS investors, and who wish to participate in the EGM by (a) observing and/or listening to the EGM proceedings through live audio-visual webcast or live audio-only stream; (b) submitting questions in advance of the EGM; and/or (c) appointing the Chairman of the EGM as proxy to attend, speak and vote on their behalf at the EGM, should contact the relevant intermediary (which would include, in the case of CPF and SRS investors, their respective CPF Agent Banks or SRS Operators) through which they hold such Units as soon as possible in order to make the necessary arrangements for them to participate in the EGM.

In addition, CPF and SRS investors who wish to appoint the Chairman of the EGM as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 24 November 2020, 11.00 am, being 7 working days before the date of the EGM.

“relevant intermediary” means:

- (i) 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;
 - (ii) a person holding a capital markets 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
 - (iii) 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.
8. The Chairman of the EGM, as proxy, need not be a Unitholder of Suntec REIT.
9. The Circular may be accessed at the URL https://suntecreit.listedcompany.com/ipo_circulars.html.
10. Due to the constantly evolving COVID-19 situation in Singapore, the Manager may be required to change the arrangements for the EGM at short notice. Unitholders should check Suntec REIT’s website at the URL <https://suntecreit.listedcompany.com/newsroom.html> for the latest updates on the status of the EGM.

PERSONAL DATA PRIVACY:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a Unitholder (i) consents to the collection, use and disclosure of the Unitholder’s personal data by the Manager and the Trustee (or their agents) for the purpose of the processing and administration by the Manager and the Trustee (or their agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Manager and the Trustee (or their agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “**Purposes**”), (ii) warrants that where the Unitholder discloses the personal data of the Unitholder’s proxy(ies) and/or representative(s) to the Manager and the Trustee (or their agents), the Unitholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Manager and the Trustee (or their agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the Unitholder will indemnify the Manager and the Trustee (or their agents) in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Unitholder’s breach of warranty.