



STONEWEG
EUROPEAN REIT

STONEWEG EUROPEAN REAL ESTATE INVESTMENT TRUST

(a real estate investment trust constituted on 28 April 2017 under the laws of the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting (“**EGM**”) of the holders of units of Stoneweg European Real Estate Investment Trust (“**Stoneweg European REIT**”, and the holders of units in Stoneweg European REIT, “**Unitholders**”) will be held at Room 801, Level 8, 1 Marina Boulevard, Singapore 018989 on Tuesday, 29 April 2025 at 4.00 p.m. (Singapore time) (or as soon thereafter as Annual General Meeting of Stoneweg European REIT to be held at 3.00 p.m. (Singapore Time) on the same day is concluded or adjourned), for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions (capitalised terms not otherwise defined herein shall bear the meanings ascribed to them in the circular dated 3 April 2025 to Unitholders (the “**Circular**”)):

(1) EXTRAORDINARY RESOLUTION 1

THE PROPOSED AMENDMENT TO THE STONEWEG EUROPEAN REIT TRUST DEED IN RELATION TO THE PROPOSED STAPLING

That, subject to and contingent to the passing of Ordinary Resolution 2:

- (i) approval be and is hereby given to amend the trust deed constituting Stoneweg European Real Estate Investment Trust (“**Stoneweg European REIT**”) dated 28 April 2017 (as amended, varied or supplemented from time to time) (the “**Stoneweg European REIT Trust Deed**”) will be amended to include, provisions as may be required or customary for the Proposed Stapling as set out in the Circular (the “**Proposed Stoneweg European REIT Trust Deed Amendment**”); and
- (ii) Stoneweg EREIT Management Pte. Ltd. (in its capacity as manager of Stoneweg European REIT) (the “**Manager**”), any director of the Manager and Perpetual (Asia) Limited (in its capacity as trustee of Stoneweg European 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 of the Manager or, as the case may be, the Trustee, may consider expedient or necessary in the interests of Stoneweg European REIT to give effect to the Proposed Stoneweg European REIT Trust Deed Amendment and all transactions in connection 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.

(2) ORDINARY RESOLUTION 2

THE PROPOSED STAPLING OF STONEWEG EUROPEAN REIT AND STONEWEG EUROPEAN BT

That, subject to and contingent to the passing of Extraordinary Resolution 1:

- (i) approval be and is hereby given for the Proposed Stapling, including the distribution *in specie* of the Stoneweg European BT units to the Unitholders, constitution of Stoneweg European BT and the subsequent payment of fees to the Trustee-Manager;

- (ii) 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 in the interests of Stoneweg European REIT to give effect to the Proposed Stapling and all transactions in connection therewith, and in this connection, the Board be hereby authorised to delegate such authority to such persons as the Board deems fit.

(3) ORDINARY RESOLUTION 3

THE GENERAL MANDATE FOR THE ISSUANCE OF STAPLED SECURITIES

That, subject to and contingent to the passing of Extraordinary Resolution 1 and Ordinary Resolution 2:

That authority be and is hereby given to the Stapled Entity Managers to:

- (i) (a) issue Stapled Securities in the Stapled Entity whether by way of rights, bonus or otherwise; and/or
 - (b) make or grant offers, agreements, or options (collectively, “**Instruments**”) that might or would require Stapled Securities to be issued, including but not limited to the creation and issue of (as well as adjustments to) securities, warrants, debentures or other instruments convertible into Stapled Securities,

at any time and upon such terms and conditions and for such purposes and to such persons as the Stapled Entity Managers may in its absolute discretion deem fit; and

- (ii) issue Stapled Securities in pursuance of any Instrument made or granted by the Stapled Entity Managers 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 Stapled Securities are issued);

provided that:

- (1) the aggregate number of Stapled Securities to be issued following the Proposed Stapling (including to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed fifty per cent. (50.0%) of the total number of issued Stapled Securities (excluding treasury Stapled Securities and subsidiary holdings, if any) (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Stapled Securities to be issued other than on a pro rata basis to Stapled Securityholders (including Stapled Securities to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed twenty per cent. (20.0%) of the total number of issued Stapled Securities (excluding treasury Stapled Securities 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 Stapled Securities that may be issued under sub-paragraph (1) above, the total number of issued Stapled Securities (excluding treasury Stapled Securities and subsidiary holdings, if any) shall be based on the total number of issued Stapled Securities (excluding treasury Stapled Securities and subsidiary holdings, if any) immediately following the completion of the Proposed Stapling, after adjusting for:
 - (a) any new Stapled Securities arising from the conversion or exercise of any convertible securities or options or vesting of Stapled Securities 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 Stapled Securities;
- (3) in exercising the authority conferred by this Resolution, the Stapled Entity Managers 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), the BTA for the time being in force, the Stoneweg European REIT Trust Deed, the Stoneweg European BT Trust Deed and the Stapling 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 Stapled Securityholders in a general meeting) the authority conferred by this Resolution shall continue in force until (i) the conclusion of the next annual general meeting of the Stapled Entity or (ii) the date by which the next annual general meeting of the Stapled Entity is required by applicable laws and regulations or the Stoneweg European REIT Trust Deed or the Stoneweg European BT Trust Deed or the Stapling Deed to be held, whichever is the earlier;
- (5) where the terms of the issue of the Instruments provide for adjustment to the number of Instruments or Stapled Securities into which the Instruments may be converted in the event of rights, bonus or other capitalisation issues or any other events, the Stapled Entity Managers are authorised to issue additional Instruments or Stapled Securities 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 Stapled Securities are issued; and
- (6) the Stapled Entity Managers 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 Stapled Entity Managers or, as the case may be, the Trustee may consider expedient or necessary or in the interests of Stapled Entity, Stoneweg European REIT and Stoneweg European BT to give effect to the authority conferred by this Resolution.
(Please see Explanatory Note 1)

BY ORDER OF THE BOARD

STONEWEG EREIT MANAGEMENT PTE. LTD.

(Registration Number: 201702701N)

as manager of Stoneweg European Real Estate Investment Trust

SIMON GARING

Chief Executive Officer and Executive Director

Singapore

3 April 2025

EXPLANATORY NOTES:

1. Ordinary Resolution 3, if passed, will empower the Stapled Entity Managers to issue Stapled Securities and to make or grant Instruments and to issue Stapled Securities in pursuance of such Instruments until (i) the conclusion of the next annual general meeting of Stapled Entity, or (ii) the date by which the next annual general meeting of Stapled Entity is required by applicable laws and regulations, the Stoneweg European REIT Trust Deed, the Stoneweg European BT Trust Deed or the Stapling Deed to be held, whichever is the earlier, unless such authority is earlier revoked or varied by the Stapled Securityholders in a general meeting. The aggregate number of Stapled Securities which the Stapled Entity Managers may issue (including Stapled Securities to be issued pursuant to Instruments) under this Resolution must not exceed fifty per cent. (50.0%) of the total number of issued Stapled Securities (excluding treasury Stapled Securities and subsidiary holdings, if any) with a sub-limit of twenty per cent. (20.0%) for issues other than on a *pro rata* basis to Stapled Securityholders (excluding treasury Stapled Securities and subsidiary holdings, if any).

For the purpose of determining the aggregate number of Stapled Securities that may be issued, the total number of issued Stapled Securities (excluding treasury Stapled Securities and subsidiary holdings, if any) will be based on the total number of issued Stapled Securities (excluding treasury Stapled Securities and subsidiary holdings, if any) immediately following the completion of the Proposed Stapling, after adjusting for (i) new Stapled Securities arising from the conversion or exercise of any convertible securities or options or vesting of Stapled Securities awards which were issued and are outstanding or subsisting at the time this Resolution is passed and (ii) any subsequent bonus issue, consolidation or subdivision of Stapled Securities.

Fund raising by issuance of new Stapled Securities may be required in instances of property acquisitions or debt repayments. In any event, if the approval of Stapled Securityholders is required under the Listing Manual of the SGX-ST, the Stoneweg European REIT Trust Deed, the Stoneweg European BT Trust Deed, the Stapling Deed or any applicable laws and regulations, in such instances, the Stapled Entity Managers will then obtain the approval of Stapled Securityholders accordingly.

Important Notice:

1. The EGM will be held physically at Room 801, Level 8, 1 Marina Boulevard, Singapore 018989 on 29 April 2025 at 4.00 p.m. (or as soon thereafter as Annual General Meeting of Stoneweg European REIT to be held at 3.00 p.m. on the same day is concluded or adjourned), for considering and, if thought fit, passing the resolutions set out in the Notice of EGM. There is also an option for unitholders to observe and/or listen to the EGM proceedings through a live audio-visual webcast or live audio-only stream ("**Live Webcast**") via their mobile phones, tablets or computers. **Unitholders will not be able to ask questions or vote at the EGM through the Live Webcast.**

Unitholders will be notified of the Notice of EGM and proxy form by electronic means via publication on Stoneweg European REIT's website at the URL <https://investor.stonewegeuropeanreit.com.sg/announcements.html> and on the SGX-ST website at the URL <https://www.sgx.com/securities/company-announcements>, as well as the printed copies which will be circulated by post to their registered address.

2. Unitholders should take note of the following arrangements to participate at the EGM. Any reference to a time of day is made by reference to Singapore time:

(a) Participation at the EGM

Unitholders (including CPF and SRS investors) may participate in the EGM by:

- (i) Attending the EGM in person;
- (ii) Registering to observe and/or listen to the EGM proceedings through Live Webcast;
- (iii) Submitting questions in relation to any agenda item in this Notice of EGM in advance of, or asking questions physically at the EGM; and/or
- (iv) voting at the EGM in person by (i) themselves; or (ii) through duly appointed proxy(ies).

Details of the steps for registration, asking of questions and voting at the EGM are set out in items (b) to (f) below.

(b) Register in person to attend the EGM

Unitholders (including CPF and SRS investors), and where applicable, their duly appointed proxies can attend the EGM in person.

To do so, they will need to register in person at the registration counter(s) outside the EGM venue on the day of the EGM. For registration, unitholders (including CPF and SRS investors), and where applicable, their duly appointed proxies are required to bring along their NRIC/passport to enable the Manager to verify their identity. The Manager reserves the right to refuse admission to the EGM if the attendee's identity cannot be verified accurately.

For investors who hold units through relevant intermediaries please refer to item (f) for the procedures to attend and vote at the EGM.

(c) Register to observe and/or listen to the EGM proceedings through Live Webcast

Unitholders (including CPF and SRS investors), who do not wish to, or are unable to, attend the EGM in person but who wish to observe and/or listen to the EGM proceedings, may do so remotely by accessing the Live Webcast of the EGM via their mobile phones, tablets or computers if they have registered to do so, details of which are set out below. **Unitholders will not be able to submit questions or vote remotely via the Live Webcast. However, Unitholders may submit questions in advance of the EGM and/or appoint proxy(ies) to vote at the EGM, details of which are set out in paragraphs (d) to (e) below.**

To watch the EGM proceedings through the Live Webcast, Unitholders (including CPF and SRS investors) must preregister at Stoneweg European REIT's pre-registration website at the URL https://investor.stonewegeuropeanreit.com.sg/agm_egm.html from now till 3.00 p.m. on 25 April 2025 to enable the Manager to verify their status as Unitholders.

Following verification, authenticated Unitholders (including authenticated CPF and SRS investors) will receive an email, which will contain user ID and password details as well as instructions on how to access the Live Webcast by 3.00 p.m. on 28 April 2025. Unitholders, CPF investors and SRS investors who do not receive an email by 3.00 p.m. on 28 April 2025 but have registered by the 3.00 p.m. on 25 April 2025 deadline should contact the Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at srs.proxy@boardroomlimited.com or at +65 6536 5355 between 8.30 a.m. to 5.30 p.m. (Singapore Time).

(d) Asking Questions in relation to the EGM agenda

Unitholders (including CPF and SRS investors) may submit questions related to the resolutions to be tabled for approval at the EGM in advance of the EGM or ask questions at the EGM in person.

For Unitholders (including CPF and SRS investors) who wish to submit questions in advance of the EGM, their questions must be submitted in the following manner:

- (i) if submitted electronically, be submitted:
 - a. via Stoneweg European REIT's pre-registration website at the URL https://investor.stonewegeuropeanreit.com.sg/agm_egm.html by 3.00 p.m. on 21 April 2025; or
 - b. via email to the Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at srs.proxy@boardroomlimited.com by 3.00 p.m. on 21 April 2025; or
- (ii) if submitted by post, be deposited at the office of the Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632 by 3.00 p.m. on 21 April 2025; or

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

- (i) the Unitholder's full name;
- (ii) the Unitholder's address; and
- (iii) the manner in which the Unitholder holds Units in Stoneweg European REIT (e.g., via CDP, CPF or SRS).

The Manager's Chair, Mr Lim Swe Guan, and Chief Executive Officer, Mr Simon Garing, 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 the EGM through announcement on Stoneweg European REIT's website or SGXNet by 4.00 p.m. on 21 April 2025, or at the EGM. Where substantially similar questions are received, the Manager will consolidate such questions and consequently not all questions may be individually addressed.

The Manager will publish the minutes of the EGM, including the responses to the substantial and relevant questions which are addressed at the EGM within one month after the EGM, on Stoneweg European REIT's website at the URL <https://investor.stonewegeuropeanreit.com.sg/announcements.html> and on the SGX-ST website at the URL <https://www.sgx.com/securities/company-announcements>.

(e) Voting at the EGM

Unitholders will be able to vote at the EGM in person, or by appointing proxy(ies) to vote on their behalf:

- (i) A Unitholder who is not a relevant intermediary (as defined below) is entitled to appoint not more than two proxies to attend, speak and vote at the EGM. A proxy need not be a Unitholder. Where such Unitholder's Proxy Form appoints more than one proxy, the appointments shall be invalid unless the proportion of the unitholding concerned to be represented by each proxy be specified in the Proxy Form.
- (ii) A Unitholder who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different Unit or Units held by such Unitholder. Where such Unitholder's Proxy Form appoints more than one proxy, the appointments shall be invalid unless the number of Units in relation to which each proxy has been appointed be specified in the Proxy Form.

The Proxy Form is available on Stoneweg European REIT's website at the URL <https://investor.stonewegeuropeanreit.com.sg/announcements.html> and on the SGX-ST website at the URL <https://www.sgx.com/securities/company-announcements>.

The Proxy Form must be submitted to the Manager c/o the Unit Registrar Boardroom Corporate & Advisory Services Pte. Ltd., in the following manner:

- (i) if submitted by post, be lodged at the office of Stoneweg European REIT's Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632; or
- (ii) if submitted electronically, be submitted via email to Stoneweg European REIT's Unit Registrar at srs.proxy@boardroomlimited.com

in each case, by 4.00 p.m. on 26 April 2025, being 72 hours before the time fixed for the EGM.

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

Completion and submission of a Proxy Form by a Unitholder will not prevent him/her from attending, speaking and voting at the EGM if he/she so wishes. The appointment of the proxy(ies) for the EGM shall be deemed to be revoked if the Unitholder attends the EGM 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 EGM.

(f) Participating and/or Voting at the EGM by Relevant Intermediary Investors

Persons who hold Units through relevant intermediaries (as defined below) and who wish to participate in the EGM by (a) attending the EGM in person; (b) observing and/or listening to the EGM proceedings through Live Webcast; and/or (c) appointing proxy(ies) to attend, speak and vote on their behalf at the EGM in person, should contact the relevant intermediary through which they hold such Units as soon as possible in order to make the necessary arrangements for them to participate in the EGM.

For the avoidance of doubt, CPF and SRS Investors who wish to participate in the EGM by (a) attending and vote at the EGM in person; (b) observing and/or listening to the EGM proceedings through Live Webcast; and/or (c) submitting questions in advance of the EGM should refer to notes 2(b), (c) and (d) above respectively.

However, CPF and SRS investors who wish to appoint the Chair of the EGM as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 4.00 p.m. on 17 April 2025, being seven (7) working days before the date of the EGM.

"relevant intermediary" means:

- (i) a banking corporation licensed under the Banking Act 1970 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 2001 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 1953 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. The circular dated 3 April 2025 (the “Circular”) may be accessed at the SGXNet at the URL <https://www.sgx.com/securities/company-announcements> and Stoneweg European REIT’s website at the URL https://investor.stoneweg-europeanreit.com.sg/agm_egm.html. Printed copies of the Circular will not be sent to Unitholders.

Unitholders who wish to receive a printed copy of the Circular may do so by completing the Request Form and sending it by post to the Manager using the Business Reply Service envelope or email an electronic/scanned version of the Request Form to ir@stoneweg.com.sg by 7 May 2025. To request for a printed copy of the Circular after 7 May 2025, please write in to ir@stoneweg.com.sg (subject to availability).

4. Any reference to a time of the day is made by reference to Singapore time.

PERSONAL DATA PRIVACY:

“Personal data” in this Notice of EGM has the same meaning as “personal data” in the Personal Data Protection Act 2012, which includes your name, address and NRIC/Passport number. By submitting (a) questions relating to the resolutions to be tabled for approval at the EGM; (b) an instrument appointing a proxy/proxies to vote at the EGM and/or any adjournment thereof; and/or (c) register to observe and/or listen to the EGM proceedings through the Live Webcast, a Unitholder of Stoneweg European REIT hereby consents to the collection, use and disclosure of the Unitholder’s personal data by the Manager and the Trustee (or their agents or service providers including any organisations the Manager and the Trustee has engaged to perform any function related to the EGM) for the purposes of, (i) verifying the Unitholder’s information to participate in the EGM; (ii) addressing any selected questions submitted by the Unitholder and following up with the Unitholder where necessary, and responding to, handling, and processing queries and requests from the Unitholder; (iii) the processing and administration by the Manager and the Trustee (or their agents or service providers including any organisations the Manager and the Trustee has engaged to perform any function related to the EGM) of proxy forms for the EGM (including any adjournment thereof); and (iv) the preparation, compilation and disclosure (as application) of the attendance lists, minutes, questions from Unitholder and other documents relating to the EGM (including any adjournment thereof), and in order for the Manager and the Trustee (or their agents or service providers including any organisations the Manager and the Trustee has engaged to perform any function related to the EGM) to comply with any applicable laws, listing rules, regulations and/or guidelines.

