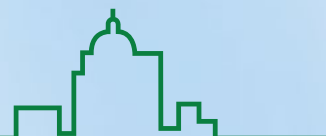




UNITHOLDERS' MEETING

NOTICE OF UNITHOLDERS' MEETING





REAL ESTATE INVESTMENT TRUST

(A real estate investment trust constituted under the laws of Malaysia)

NOTICE OF UNITHOLDERS' MEETING

NOTICE IS HEREBY GIVEN THAT a meeting of the unitholders of Axis Real Estate Investment Trust ("**Axis-REIT**" or "**Fund**") ("**Unitholders**") which will be convened on a virtual basis through live streaming and online remote voting from the broadcast venue at Boardroom, Penthouse, Menara Axis, No. 2, Jalan 51A/223, 46100 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Wednesday, 23 October 2024 at 10.00 a.m. (Malaysia time) for the purpose of considering and if thought fit, passing with or without modifications the following ordinary resolutions:

ORDINARY RESOLUTION 1

PROPOSED ALLOTMENT OF UP TO 174,749,215 NEW UNITS IN AXIS-REIT ("PLACEMENT UNITS") TO BE ISSUED, BEING UP TO 10.00% OF THE TOTAL NUMBER OF UNITS IN AXIS-REIT ("UNITS") ISSUED, PURSUANT TO THE PROPOSED PLACEMENT OF UP TO 263,000,000 NEW UNITS REPRESENTING UP TO APPROXIMATELY 15.05% OF THE TOTAL NUMBER OF UNITS ISSUED ("PROPOSED PLACEMENT") TO EMPLOYEES PROVIDENT FUND BOARD ("EPF") AND/OR PERSONS CONNECTED WITH EPF ("PROPOSED ALLOTMENT TO EPF")

"THAT subject to the approvals of all relevant authorities and/or parties (if required) being obtained for the Proposed Allotment to EPF:

- (a) approval be and is hereby given to Axis REIT Managers Berhad ("**Manager**") to place, and pursuant thereto for the board of directors of the Manager ("**Board**") to allot and issue up to 174,749,215 Placement Units, representing up to 10.00% of the total number of Units issued of 1,747,492,159, to EPF and/or persons connected with EPF at an issue price to be determined and fixed by the Board. The actual allotment of the Placement Units pursuant to the Proposed Allotment to EPF shall be at the Manager's absolute discretion provided that the aggregate number of Units to be issued pursuant to the Proposed Placement shall not exceed 263,000,000 Units (including the Proposed Allotment to EPF) and the allotment to any single placee must not exceed 174,749,215 Units or 10% of the total number of Units issued;
- (b) the Placement Units shall, upon allotment and issue, rank equally in all respects with the existing Units except that the Placement Units will not be entitled to any distributable income, right, benefit, entitlement and/or any other distributions that may be declared, made or paid on the existing Units before the date of allotment and issue of such Placement Units; and
- (c) approval and authority be and are hereby given to the Board and RHB Trustees Berhad ("**Trustee**") (acting for and on behalf of Axis-REIT) to do all such acts and things as they may consider necessary or expedient in the best interests of the Fund with full power to assent to any condition, modification, variation and/or amendment that may be required, or that may be imposed by any regulatory authority, and to issue and execute all declarations, confirmations, agreements, instruments and such other documents and arrangements as may be necessary or expedient to give full effect to, implement and complete the Proposed Allotment to EPF."

ORDINARY RESOLUTION 2

PROPOSED ALLOTMENT OF UP TO 174,749,215 NEW UNITS IN AXIS-REIT ("PLACEMENT UNITS") TO BE ISSUED, BEING UP TO 10.00% OF THE TOTAL NUMBER OF UNITS IN AXIS-REIT ("UNITS") ISSUED, PURSUANT TO THE PROPOSED PLACEMENT OF UP TO 263,000,000 NEW UNITS REPRESENTING UP TO APPROXIMATELY 15.05% OF THE TOTAL NUMBER OF UNITS ISSUED ("PROPOSED PLACEMENT") TO KUMPULAN WANG PERSARAAN (DIPERBADANKAN) ("KWAP") AND/OR PERSONS CONNECTED WITH KWAP ("PROPOSED ALLOTMENT TO KWAP")

"THAT subject to the approvals of all relevant authorities and/or parties (if required) being obtained for the Proposed Allotment to KWAP:

- (a) approval be and is hereby given to the Manager to place, and pursuant thereto for the Board to allot and issue up to 174,749,215 Placement Units, representing up to 10.00% of the total number of Units issued of 1,747,492,159, to KWAP and/or persons connected with KWAP at an issue price to be determined and fixed by the Board. The actual allotment of the Placement Units pursuant to the Proposed Allotment to KWAP shall be at the Manager's absolute discretion provided that the aggregate number of Units to be issued pursuant to the Proposed Placement shall not exceed 263,000,000 Units (including the Proposed Allotment to KWAP) and the allotment to any single placee must not exceed 174,749,215 Units or 10% of the total number of Units issued;

- (b) the Placement Units shall, upon allotment and issue, rank equally in all respects with the existing Units except that the Placement Units will not be entitled to any distributable income, right, benefit, entitlement and/or any other distributions that may be declared, made or paid on the existing Units before the date of allotment and issue of such Placement Units; and
- (c) approval and authority be and are hereby given to the Board and the Trustee (acting for and on behalf of Axis-REIT) to do all such acts and things as they may consider necessary or expedient in the best interests of the Fund with full power to assent to any condition, modification, variation and/or amendment that may be required, or that may be imposed by any regulatory authority, and to issue and execute all declarations, confirmations, agreements, instruments and such other documents and arrangements as may be necessary or expedient to give full effect to, implement and complete the Proposed Allotment to KWAP.”

By Order of the Board of

AXIS REIT MANAGERS BERHAD (200401010947 (649450-W))

Management company of Axis Real Estate Investment Trust

Rebecca Leong Siew Kwan

Chartered Secretary

(SSM PC No. 202008000587) (MAICSA 7045547)

Petaling Jaya

27 September 2024

Notes:

1. A Unitholder shall be entitled to attend, speak (in the form of real-time submission of typed-texts) and vote at the Unitholders’ Meeting and shall be entitled to appoint up to 2 persons, whether a Unitholder or not, as its proxy to attend and vote. As the Unitholders’ Meeting will be conducted on a virtual basis, an individual Unitholder who is unable to attend and vote via the Remote Participation and Electronic Voting facilities, at the Unitholders’ Meeting, can appoint the Chairman of the meeting as his/her proxy.
2. Where a Unitholder is a corporation, its duly authorised representative shall be entitled to attend, speak (in the form of real-time submission of typed-texts) and vote at the Unitholders’ Meeting and shall be entitled to appoint up to 2 persons (whether a Unitholder or not) as its proxy to attend and vote.
3. If the Unitholder is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 (“**Authorised Nominee**”), it may appoint at least 1 proxy (but no more than 2) in respect of each securities account it holds with units of Axis-REIT (“**Units**”) standing to the credit of the said securities account.
4. If the Unitholder is an exempt Authorised Nominee which holds Units for multiple beneficial owners in 1 securities account (“**Omnibus Account**”), there is no limit to the number of proxies which the exempt Authorised Nominee may appoint in respect of each Omnibus Account it holds.
5. The proxy(ies) so appointed by a corporate Unitholder, an Authorised Nominee or an exempt Authorised Nominee need not be the Chairman of the meeting.
6. But where 2 proxies are appointed, the appointment shall be invalid unless the proportions of holdings to be represented by each proxy are specified in the Instrument of Proxy.
7. Only a depositor whose name appears in the Record of Depositors of Axis-REIT as at 16 October 2024 shall be regarded as a Unitholder and entitled to attend, speak (in the form of real-time submission of typed-texts) and vote at this Unitholders’ Meeting or appoint proxy(ies) in the manner as indicated above.
8. The Instrument of Proxy shall be in writing under the hand of the appointor or of its attorney duly authorised in writing or if the appointor is a corporation, the Instrument of Proxy must be executed under the corporation’s seal or under the hand of an officer or attorney duly authorised.
9. To be valid, the original Instrument of Proxy duly completed and signed must be deposited at the office of the Registrars at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia, not less than 48 hours before the time appointed for holding the meeting (facsimile or soft copy of Instrument of Proxy would be disregarded).

Additional Information:

1. Please refer to the Administrative Guide for Unitholders which is available on the corporate website of Axis-REIT at <https://www.axis-reit.com.my/investor/meeting.php> for more details of the virtual Unitholders’ Meeting. The Instrument of Proxy is also available for download from the same link.

Personal Data Notice

Axis REIT Managers Berhad, being the management company of Axis-REIT is committed to ensure the processing of personal data by us is in accordance with the Personal Data Protection Act 2010. The personal data processed by us may include your name, contact details, mailing address, any other personal data derived from any documentation and such other necessary data regarding yourself and/or your dealings with us. Your personal data may be collected from information you may have provided us, information from third parties and information in the public domain. We may use or disclose your personal data to any person we may engage for the purpose of the issuance of the Notice of Unitholders’ Meeting, processing of the Instrument of Proxy, convening of the Unitholders’ Meeting and for any other purposes that is required or permitted by any law, regulations, guidelines and/or relevant regulatory authorities.

For more information regarding the use of your personal data by us, please read our Privacy Notice which is available on Axis-REIT’s website at www.axis-reit.com.my