

PRIME US REIT

“PRIME”, a real estate investment trust (“REIT”) constituted on 7 September 2018 under the laws of the republic of Singapore
(Managed by Prime US REIT Management Pte. Ltd.) (the “Manager”)

MINUTES OF ANNUAL GENERAL MEETING OF PRIME US REIT HELD AT MEETING ROOM 331, LEVEL 3, SUNTEC SINGAPORE CONVENTION & EXHIBITION CENTRE, 1 RAFFLES BOULEVARD, SINGAPORE 039593 ON TUESDAY, 29 APRIL 2025 AT 9.00AM (SINGAPORE TIME)

In Attendance

Mr. Richard Peter Bren – Chairman, Non-Executive Director
Mr. John R. French – Lead Independent Non-Executive Director (*via Video-Conference*)
Mr. Kevin J.E. Adolphe – Independent Non-Executive Director (*via Video-Conference*)
Professor Stephen Phua Lye Huat – Independent Non-Executive Director
Mr. Chua Hsien Yang – Non-Executive Director

Mr. Rahul Rana – Chief Executive Officer (“CEO”)
Ms. Cindy Teo – Chief Financial Officer (“CFO”)

Mr. Lun Chee Leong – Company Secretary

Representatives from:

- DBS Trustee Limited – Trustee of PRIME
- Boardroom Corporate & Advisory Services Pte. Ltd. – Unit Registrar of PRIME
- Ernst & Young LLP – Independent Auditors of PRIME
- Allen & Gledhill LLP – Legal Counsel of PRIME

Present

Unitholders, proxies and invitees as set out in the attendance record

OPENING

Mr. Richard Peter Bren took the chair (the “Chairman”) of the Annual General Meeting of PRIME (“AGM” or “Meeting”) and on behalf of the board of directors (the “Directors” or “Board”) and the management (the “Management”) team of the Manager, and DBS Trustee Limited, as Trustee of PRIME (the “Trustee”), he extended a warm welcome to all present and thanked those in attendance for having taken the time to attend the AGM.

QUORUM

As a quorum of the requisite number of unitholders of PRIME (the “**Unitholders**”) attending the AGM was confirmed by the Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., the Chairman declared the AGM open at 9.00 a.m.

INTRODUCTION

The Chairman introduced the Directors, members of the Management team, delegations from the Trustee of PRIME, PRIME’s Unit Registrar, members of PRIME’s external audit team from Messrs. Ernst & Young LLP, Company Secretary, and members of PRIME’s legal counsel from Allen & Gledhill LLP.

PRESENTATION BY THE CEO TO UNITHOLDERS

The Chairman invited the CEO, Mr. Rahul Rana, to share a presentation on PRIME which sought to provide Unitholders with an overview of PRIME’s performance for the financial year ended 2024 (“**FY2024**”).

The AGM presentation slides have been announced via SGXNet on 29 April 2025.

The Chairman also invited the Unitholders and proxies to raise any questions relating to the agenda of the AGM, before each resolution is passed.

NOTICE OF AGM AND QUESTION AND ANSWER SESSION

The Notice of AGM dated 7 April 2025, convening the AGM, had been previously circulated to the Unitholders via SGXNet as well as PRIME’s corporate website, and was taken as read.

As stated in the Notice of AGM, Unitholders were informed to submit their questions in relation to the agenda of the AGM by 9.00 a.m. on Monday, 14 April 2025 (the “**Submission Deadline**”). In this regard, the Chairman thanked Unitholders who submitted their questions in advance of the AGM by the Submission Deadline and informed the Meeting that:

- (i) The Manager had, on 24 April 2025, made an announcement via SGXNet and published on PRIME’s corporate website, the responses to the relevant and substantial questions received from Unitholders by the Submission Deadline.
- (ii) For the avoidance of doubt, questions for which responses had been provided prior to the AGM will not be addressed again.
- (iii) However, questions and follow-up questions to the responses announced and published respectively, on SGXNet and PRIME’s corporate website by the Manager on 24 April 2025, would

be addressed during the question-and-answer session (the “**Q&A Session**”) in respect of the resolutions to be tabled for approval at this AGM.

- (iv) Additionally, all questions received during this AGM will be addressed at the Q&A Session for each agenda item.
- (v) Please note that where substantially similar questions are received, such questions will be consolidated and consequently not all questions may be individually addressed at this AGM.
- (vi) There will be an endeavor to answer all questions received where possible, but the Chairman seeks everyone’s understanding and cooperation if a question is not answered during this AGM due to the sheer number of questions received and the limited time for this AGM. Where there are substantial and relevant questions which are not answered during this AGM, the Manager’s responses to such questions will be included in the Minutes of this AGM.

The Chairman then invited the CEO of the Manager, along with the Management team, to lead the Q&A Session and address any substantial and relevant questions from the Unitholders. The Unitholders and proxies were invited to state their names or the name of the Unitholder whom he or she represents, before putting forward any questions to the Meeting. The following questions were asked by Unitholders, and they were addressed by the CEO and/or CFO:

- (i) Question 1: “Knowing it is a challenging environment, what is your take on interest rates? The rhetoric in the U.S. had flip-flop, the Federal Reserve was talking about reduced interest rates, but now with Trump coming in, there is also talk that tariffs will create inflationary pressures. Obviously, interest rate is a major factor that affects the value of REITs, so my first question is what is your take on interest rates?”
 - The CEO responded that PRIME continues to get a deeper understanding of the environment, which is an evolving situation, and suggested that three scenarios could play out – potential recession, stagflation, and if the tariffs are removed, then it is business as usual. In a recessionary scenario where interest rates are coming down, this may actually be beneficial to REITs provided that it is not a deep recession. PRIME has long-term leases with built-in rent escalations, therefore, in this scenario, the outcome for PRIME will range between satisfactory to good. In a stagflationary scenario, PRIME will focus on what it is doing today, which is signing long-term leases. The CEO emphasized that one of PRIME’s key objectives is to increase the portfolio weighted average lease expiry (“WALE”). Having these long-term leases in place will help PRIME weather through this scenario of stagflation. The CEO explained that there are hedges in place against erratic interest rate movement and PRIME continues to monitor the situation dynamically.
- (ii) Question 2: “Currently, what is the percentage of fixed versus floating debt obligations?”

- The CEO responded that PRIME has 67% of debt that is either hedged or fixed, and the balance is floating.

(iii) Question 3: “In terms of the business potential, you talked about return to office. If the trade war persists, and in the worst-case scenario, what are your fallback plans?”

- The CEO responded by explaining that the direct impact of a trade war on the REIT is expected to be minimal. The cost of materials for doing tenant improvement and capital expenditure (“capex”) work can potentially increase by approximately 10-20%. However, a large amount of AEI works was completed last year and some expected the following year. There are no heavy capex works expected. As PRIME’s portfolio occupancy improves and reaches the level of stabilization, costs are expected to decrease. PRIME will continue to monitor if there will be credit implications on its tenants, but it is not expected to have a disastrous impact on PRIME.

(iv) Question 4: “Are rents also increasing and do you see that as a trend?”

- The CEO responded that PRIME has built-in rent escalation in its leases of between 2-4%, depending on the lease, and deals are signed at market rent. By having quality buildings with rich amenities and accessibility, PRIME is able to attract quality tenants who are not pricing the buildings based on the sub-lease rental rate. The CEO spends significant time in the U.S. engaging with tenants, and he was pleased to inform that the C-Suite of tenants are considering PRIME’s Class A buildings because of their quality.

(v) Question 5: “In response to the recessionary scenario you spoke about earlier, the rosy picture is that PRIME gets new tenants with a long WALE paying higher rent. In a recessionary scenario, it is unlikely that you can increase rents because the market rate will come down for all REITs, regardless of the 2-4% rent escalation.”

- The CEO acknowledged the comment and said that the key is on the timing and magnitude of a recession, whether it happens when PRIME is at 80% occupancy level or at 90% occupancy level after locking in new leases. A minor recession may be beneficial for the REIT but a deep recession will likely result in cost cutting and downsizing by corporates. PRIME remains vigilant and its objective is to reach stabilization levels before there is a deep recession.

(vi) Question 6: “Have we turned the corner, based on your best judgement, for our class of properties, on (a) the vacancies; (b) the net effective rentals; (c) the leasing inquiries and interest; (d) the transaction capital value and velocity. Have we turned the corner on these 4 parameters, which are lead indicators?”

- The CEO responded that PRIME is focused on leasing and extending the portfolio WALE which helps in bringing the net operating income to a stable and sustainable run rate. After the

painful measures which PRIME took in the last one and a half year, we have started to turn the corner and things will be looking good by the third or fourth quarter of this year.

(vii) Question 7: “Regarding equity fund raising, can we as Unitholders feel that it is firmly behind us for the foreseeable future till the REIT unit price comes back to a more logical level?”

- The CEO responded that an equity capital raise can be dilutive at current unit price levels. Whether PRIME does a private placement or preferential offering is something to be taken into consideration at the Board level, when the time is right and there is tailwind behind the stock. There are no immediate plans to carry out any equity capital raise but the CEO stressed that Management needs to have the agility to consider all available options in a calibrated manner in view of the regulatory limits on interest coverage ratio and leverage.

(viii) Question 8: “What is the tax implication of a less than 90% distribution payout? We are paying out 10% instead of the 90% that the REIT rules mandate, are we facing any tax hit on that count?”

- The CFO responded that PRIME does not own any Singapore properties, hence, it is not subject to the minimum 90% distribution payout for tax transparency purposes. In terms of REIT status in the U.S., there is a requirement that 90% of the taxable income should be distributed. Given that the tax base in the U.S. had considered building depreciation as well as interest deductions, PRIME is in a net taxable loss position from the U.S. tax perspective. Hence, the U.S. REIT status and structure has not been compromised. However, the CFO reiterated that there will be withholding tax for the U.S. REIT or Unitholders for cases where Unitholders’ tax forms are invalid, and she urged Unitholders to submit and have their tax forms validated to reduce the overall withholding tax burden on the REIT. Given that PRIME had paid out 10% of its distributable income and Unitholders have generally been responsive in submitting their tax forms, the withholding tax leakage is hence, still within a manageable amount of less than \$100k or so.

(ix) Question 9: “Can we look forward to a restoration of full distribution payout in FY2026 and what is the outlook on that?”

- The CEO stated that distribution payout is a big priority for PRIME and the decisions were not taken lightly. As sponsor, he is aligned with Unitholders and it was painful to withhold distributions, but it had to be done because PRIME needed to reinvest in its buildings. PRIME is driven to bring back normal distribution payout. The CEO clarified that he cannot make forward-looking statements on the exact timing, but it is a decision that the Board and Management take very seriously, and Unitholders will be updated in due course.

- (x) Question 10: “There is a 5.1% interest rate for FY2024, but what is the current run rate? What is the interest rate as of today? Or if the interest rates are not to change for the rest of the year, what is the weighted average interest rate that we are looking at for FY2025?”
- The CEO responded that post the completion of refinancing, PRIME will manage the unhedged portion of the debt dynamically. It could be possible for PRIME’s cost of financing to increase from 5.1% to 5.5% depending on market conditions, but it will not increase to uncontrollable levels unless there are multiple rate hikes during the year, which is looking very unlikely.
- (xi) Question 11: “You had mentioned in the slides that PRIME was able to refinance \$550 million in debt, which is very positive. However, the maturity of these debts, according to the fourth quarter presentation, will have to be refinanced in 2027. You have also talked about trying to sign up leases for 10 years. If I were to compare the WALE which is about 4.4 years versus the weighted average debt maturity (“WDM”) which is 2+ years, there seems to be a mismatch. Hence my question is, what is the financing situation right now? Is it getting much better? Are the bankers talking to you, giving you a good set of options? I think that is the key in making sure that the REIT survives.”
- The CEO responded that the fact the banks had given refinancing to PRIME for 2+1 years is a testament to the quality of PRIME’s buildings and the diversity and creditworthiness of PRIME’s tenants. The banks were pleased to see the level of activities going on at the portfolio. The CEO also highlighted that the debt capital market in the U.S. is very deep and wide. Assuming there is a lower interest rate environment in 2027, PRIME can obtain financing through different types of structure such as a longer-term Commercial Mortgage-Backed Securities (“CMBS”) structure or opt to refinance with its existing banks. The advantage for PRIME in dealing with U.S. banks is that they understood the U.S. office market well which was the key reason PRIME had managed to obtain a \$550 million refinancing consisting of \$150 million in working capital lines. Management will consider and evaluate in 2026 following better occupancy and leasing momentum going into next year.
- (xii) Question 12: “What is the support that you get from your sponsors? You have 3 sponsors – KBS, Keppel and Cuscaden.”
- The CEO clarified that Keppel and Cuscaden are strategic investors and not the sponsor. The sponsor is KBS Asia Partners Pte. Ltd. (“KAP”) of which Mr. Richard Bren and himself are shareholders and co-sponsors. The strengths of the sponsor include its resources, connectivity, a deep knowledge in PRIME’s markets, and its ability to engage directly with the tenants without relying on the brokerage community.
- (xiii) Question 13: “Where do you see yourselves going forward from a growth perspective? You talked about stabilization, but from any investor’s perspective we want to think about growth. What do you see in terms of occupancy? The last reported number was 80%, where do you see that

trending especially towards 2026? You have tenants coming in with 10-year leases, if you take the 10-year commitment you could roughly plot a trend moving forward. How will this affect tenant improvement (TI), is it going to come down? The numbers you mentioned earlier, it sounds quite substantial, if there is increasing tenant demand are the numbers going to come down? One of the key indicators a lot of the investors look out for is physical return to the office. At the worst stage we were seeing less than 30%, where do you see that number now? Given the announcements made by certain corporates in the U.S., including the federal government, how do you see physical occupancy within your assets trending in the foreseeable future? In the foreseeable future, do you see below-value assets that you could add to your portfolio? What sort of expectations would you see from your shareholders or potentially new investors to fund those acquisitions?"

- The CEO responded that physical occupancy (based on its post-pandemic definition) has improved to about 70% and trending higher as employers continue to mandate that their employees return to office at least 4 or 5 days a week. For 2025, PRIME is focused on leasing and enhancing WALE, and occupancy will improve by the end of the year. The CEO reiterated that the priority is to bring back distributions. The REIT can make acquisitions if there is higher stock price following improved leasing, net operating income, well-managed debt profile and higher distributable income. The CEO emphasized that a REIT has to grow and acquisitions will resume at some point but now is not the time to strain PRIME's balance sheet and PRIME will address other priorities first.

(xiv) Question 14: "PRIME's Unitholders are generally subject to U.S. withholding tax on distributions, but there are exceptions and reduced rates if Unitholders provide the necessary documentations, specifically non-U.S. Unitholders like the majority of us must provide the IRS Form W-8. Will you be sending that to us?"

- The CFO responded that for each Unitholder who first becomes a Unitholder of PRIME, PRIME's unit registrar, Boardroom Corporate and Advisory Services Pte. Ltd., will send a documentation package including the tax form to the new Unitholder. Once submitted and validated, the tax form remains valid for three years. Where necessary, existing Unitholders would receive a reminder to submit a new tax form to refresh their status if their form had expired. If there is no reminder received, the forms should remain valid, and no further action is needed.

(xv) Question 15: "How specifically have you leveraged on KBS, Keppel Group, Temasek, in your business? Could you share that with us as a lot of the other companies that are related to the Temasek Group have been able to leverage on their brand and their strength to scale up their business."

- The CEO responded that one of our directors, Mr. Chua Hsien Yang, who represents the Keppel Group, is very involved on all Board matters and his contribution to PRIME is invaluable. Temasek is a shareholder of Keppel and Keppel is our partner whom we interact with and obtain insights in terms of knowledge, tactics and strategy. The business is in the U.S. and in terms of operational knowledge and 'boots on the ground', it is KBS and the sponsors who are involved in the asset decisions, tenant and banking conversations. PRIME's banks are U.S. banks whom we had a relationship with for decades.
- (xvi) Question 16: "Could you summarize three or five top key performance indicators ("KPIs") for the coming financial year and how you and the Board demonstrate that you have skin in the game, say for example, from a compensation point of view or other points of view."
- The CEO responded that the key KPIs are leasing and occupancy. The efforts are made today with the priority of paying distributions. The CEO stated that in terms of skin in the game, at the REIT's initial public offering, the co-sponsors (KBS, Mr. Richard Bren and himself) had all invested in PRIME. As CEO, his remuneration is tied to the performance of the REIT based on a scorecard, overseen by the NRC and independent directors. We are all aligned in creating unitholder value and our interests are very much aligned with Unitholders.
- (xvii) Question 17: "There was a question and response posted online regarding the Manager being entitled to 25% of the distribution per unit ("DPU") increase year on year. We were likely looking to a reinstatement of DPU close to levels before the big cut. The response online was rather vague stating that the Board will look at it and determine in due course. What I am trying to say is that Unitholders took a very substantial cut for the REIT to tide through a very difficult period which you had done quite well and we really appreciate but the 25% performance fee is also painful on the side of Unitholders."
- The CEO said that he empathized with the question and this will be addressed at the appropriate time at the Board level which was the response posted online. We are unable to make a statement right now because it is an evolving situation and we need to take stock of the situation at that point in time.

BUSINESS OF MEETING

As there were no further questions raised, the Chairman proceeded with the formal business of the AGM.

The Chairman informed the meeting that:

- (i) The Minutes of this AGM along with the relevant and substantial questions received from Unitholders during the AGM and the responses given by the Directors and Management would be announced via SGXNet and published on PRIME's corporate website.

- (ii) Unitholders who wished to appoint proxies to vote on their behalf were informed to submit to the Manager their proxy forms appointing their proxies to cast votes on their behalf by 9.00 a.m., 26 April 2025.
- (iii) The Chairman had been appointed by numerous Unitholders as proxy, in his capacity as Chairman of the AGM, and would be voting in accordance with their instructions.
- (iv) The validity of the proxy forms submitted by the Unitholders by the submission deadline of 9.00 a.m. on 26 April 2025 has been reviewed and the votes of all such valid proxies have been counted and verified by DrewCorp Services Pte Ltd, who had been appointed as scrutineers for the poll. Boardroom Corporate & Advisory Services Pte. Ltd. had been appointed as the polling agent.
- (v) The Chairman will propose all the resolutions set out in the Notice of AGM dated 7 April 2025 and will declare the results of the poll for all resolutions at the end of the polling session. There will be no calling of a seconder as it is not a requirement under the law.
- (vi) All resolutions put forth during the AGM are ordinary resolutions. An ordinary resolution means a resolution proposed and passed by a majority being greater than 50% of the total number of votes cast, for and against such resolution.
- (vii) During the registration for today's AGM, handsets had been issued to Unitholders and proxies for voting. There will a 15 second countdown for each resolution, following which the voting on each resolution will close.

A demonstration video was played to take the Unitholders and proxies through the voting process.

All the resolutions and poll voting results were presented during the AGM.

Ordinary resolutions 1 to 3 set out below were duly passed.

ORDINARY BUSINESS:

1. REPORTS AND AUDITED FINANCIAL STATEMENTS – ORDINARY RESOLUTION 1

The Ordinary Resolution 1 as set out in the Notice of AGM was proposed by the Chairman, the motion was put to vote and the results of the poll for Ordinary Resolution 1 were as follows:

	Number of Units	%
Votes "For"	559,582,688	99.80
Votes "Against"	1,117,595	0.20
Total number of valid votes cast	560,700,283	100.00

Based on the results of the poll, the motion was declared carried by the Chairman and it was RESOLVED:

“That the Trustee’s Report, the Manager’s Statement and the Audited Financial Statements of Prime US REIT for the financial year ended 31 December 2024 together with the Auditors’ Report thereon be received and adopted.”

2. RE-APPOINTMENT OF AUDITORS – ORDINARY RESOLUTION 2

The meeting noted that the Auditors of PRIME, Ernst & Young LLP, had expressed their willingness to continue in office and Unitholders were asked to consider and approve their re-appointment.

The Ordinary Resolution 2 as set out in the Notice of AGM was proposed by the Chairman, the motion was put to vote and results of the poll for Ordinary Resolution 2 were as follows:

	Number of Units	%
Votes “For”	558,263,779	99.57
Votes “Against”	2,406,504	0.43
Total number of valid votes cast	560,670,283	100.00

Based on the results of the poll, the motion was declared carried by the Chairman and it was RESOLVED:

“That Ernst & Young LLP be re-appointed as Auditors of Prime US REIT and to hold office until the conclusion of the next AGM of Prime US REIT and to authorize the Manager to fix the Auditors’ remuneration.”

SPECIAL BUSINESS:

3. AUTHORITY TO ISSUE UNITS – ORDINARY RESOLUTION 3

The text of Ordinary Resolution 3 as set out in the Notice of AGM was proposed by the Chairman, the motion was put to vote and the results of the poll for Ordinary Resolution 3 were as follows:

	Number of Units	%
Votes “For”	414,126,775	78.52
Votes “Against”	113,300,408	21.48
Total number of valid votes cast	527,427,183	100.00

Based on the results of the poll, the motion was declared carried by the Chairman and it was RESOLVED:

“That pursuant to Clause 5 of the trust deed constituting Prime US REIT (as amended) (the “Trust Deed”) and the listing rules of the Singapore Exchange Securities Trading Limited (the “SGX-ST”), the Manager be authorized and empowered to:

(a) (i) issue units in Prime US REIT ("**Units**") whether by way of rights, bonus or otherwise; and/or

(ii) make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require Units to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Units,

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

(b) issue Units in pursuance of any Instruments made or granted by the Manager 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 Units are issued),

provided that:

(1) the aggregate number of Units to be issued pursuant to this Resolution (including Units to be issued in pursuance of Instruments, made or granted pursuant to this Resolution) shall not exceed fifty per cent (50%) of the total number of issued Units (excluding treasury Units and subsidiary holdings, if any) (as calculated in accordance with subparagraph (2) below), of which the aggregate number of Units to be issued other than on a pro rata basis to Unitholders shall not exceed twenty per cent (20%) of the total number of issued Units (excluding treasury Units 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 Units that may be issued under subparagraph (1) above, the total number of issued Units (excluding treasury Units and subsidiary holdings, if any) shall be based on the total number of issued Units (excluding treasury Units and subsidiary holdings, if any) at the time this Resolution is passed, after adjusting for:

(a) any new Units arising from the conversion or exercise of any Instruments which are outstanding at the time this Resolution is passed; and

(b) any subsequent bonus issue, consolidation or subdivision of Units;

(3) in exercising the authority conferred by this Resolution, the Manager 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) and the Trust 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 Unitholders in a general meeting of Prime US REIT, the authority conferred by this Resolution shall continue in force until (i) the conclusion of the next AGM of Prime US REIT, or (ii) the date by which the next AGM of Prime US REIT is required by applicable laws or regulations 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 Units into which the Instruments may be converted in the event of rights, bonus or other capitalization issues or any other events, the Manager is authorized to issue additional Instruments or Units 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 Units are issued; and*
- (6) the Manager and the Trustee be and are hereby severally authorized to complete and do all such acts and things (including executing all such documents as may be required) as the Manager or, as the case may be, the Trustee, may consider expedient or necessary or in the interest of Prime US REIT to give effect to the authority conferred by this Resolution.”*

CONCLUSION

There being no other business, the Chairman declared the AGM of PRIME closed at 10.16 a.m.

The Chairman thanked everyone for their attendance and support at this AGM and wished everyone a good day ahead.

CONFIRMED AS TRUE RECORD OF THE PROCEEDINGS HELD

MR. RICHARD PETER BREN
CHAIRMAN