

**FRASERS LOGISTICS & INDUSTRIAL TRUST**  
(CONSTITUTED IN THE REPUBLIC OF SINGAPORE  
PURSUANT TO A TRUST DEED DATED 30 NOVEMBER 2015  
(AS AMENDED, RESTATED AND SUPPLEMENTED))

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

DBS Bank Ltd. and Citigroup Global Markets Singapore Pte. Ltd. are the joint financial advisers, global coordinators and issue managers for the initial public offering of the units in Frasers Logistics & Industrial Trust (the "IPO"). DBS Bank Ltd., Citigroup Global Markets Singapore Pte. Ltd., Morgan Stanley Asia (Singapore) Pte., Oversea-Chinese Banking Corporation Limited and United Overseas Bank Limited are the joint bookrunners and underwriters for the IPO.

**NOTICE IS HEREBY GIVEN** that an EXTRAORDINARY GENERAL MEETING of the holders of units of Frasers Logistics & Industrial Trust ("FLT", and the holders of units of FLT, the "Unitholders") will be held on 8 May 2018 at 10.30 a.m. at Stephen Riady Auditorium @ NTUC, Level 7, NTUC Centre, One Marina Boulevard, Singapore 018989, 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 23 April 2018 to Unitholders):

**ORDINARY RESOLUTION 1**

**THE PROPOSED ACQUISITION OF INTERESTS IN 21 PROPERTIES IN GERMANY AND THE NETHERLANDS**

RESOLVED that:

- (i) approval be and is hereby given for the acquisition of interests in 21 industrial properties in Germany and the Netherlands from the Vendor, being an indirect wholly-owned subsidiary of FPL, for a purchase consideration of approximately €316.2 million on the terms and subject to the conditions set out in the Share Purchase Agreement entered into between the Vendor and the FLT Singapore SPV, a direct wholly-owned subsidiary of FLT; and
- (ii) the Manager, any director of the Manager ("Director") and Perpetual (Asia) Limited (as trustee of FLT) (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 FLT to give effect to the Proposed Acquisition, the Share Purchase Agreement, the Deed of Indemnity and all transactions in connection therewith.

**ORDINARY RESOLUTION 2**

**THE EQUITY FUND RAISING**

RESOLVED that, subject to and contingent upon the passing of Resolution 1:

- (i) approval be and is hereby given for the issue of up to 525,000,000 New Units under the Equity Fund Raising in the manner described in the Circular; and
- (ii) 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 FLT to give effect to the Equity Fund Raising and all transactions in connection therewith.

**ORDINARY RESOLUTION 3**

**THE PROPOSED FPL PLACEMENT**

RESOLVED that, subject to and contingent upon the passing of Resolution 1:

- (i) approval be and is hereby given for the issue and placement of up to such number of New Units to the FPL Group as part of the Private Placement, in the manner described in the Circular; and
- (ii) 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 FLT to give effect to the FPL Placement and all transactions in connection therewith.

**ORDINARY RESOLUTION 4**

**THE PROPOSED TCCGI PLACEMENT**

RESOLVED that, subject to and contingent upon the passing of Resolution 1:

- (i) approval be and is hereby given for the issue and placement of up to such number of New Units to TCCGI as part of the Private Placement, in the manner described in the Circular; and
- (ii) 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 FLT to give effect to the TCCGI Placement and all transactions in connection therewith.

**BY ORDER OF THE BOARD**

Frasers Logistics & Industrial Asset Management Pte. Ltd.  
(as manager of Frasers Logistics & Industrial Trust)  
(Company Registration No. 201528178Z)

Ho Hon Cheong  
Chairman and Independent Non-Executive Director  
23 April 2018

**PERSONAL DATA PRIVACY:**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Extraordinary General Meeting 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 Extraordinary General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Extraordinary General Meeting (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.

**IMPORTANT NOTICE**

The value of Units and the income derived from them, if any, may fall or rise. Units are not obligations of, deposits in, or guaranteed by, the Manager or any of its affiliates. An investment in Units is subject to investment risks, including the possible loss of the principal amount invested.

Investors should note that they have no right to request the Manager to redeem or purchase their Units for so long as the Units are listed on the SGX-ST. It is intended that Unitholders may only deal in their Units through trading on the SGX-ST. The listing of the Units on the SGX-ST does not guarantee a liquid market for the Units.

The past performance of FLT is not necessarily indicative of the future performance of FLT.