

# Notice of Meeting

Pursuant to section 252A of the Corporations Act, 2001 (Cth) (**Corporations Act**) and clause 20 of the relevant constitutions, notice is hereby given by E&P Investments Limited (ACN 152 367 649 | AFSL 410 433) (**E&PIL** or **Responsible Entity**) in its capacity as responsible entity of each of Fort Street Real Estate Capital Fund I (ARSN 163 688 346), Fort Street Real Estate Capital Fund II (ARSN 169 190 498) and Fort Street Real Estate Capital Fund III (ARSN 605 335 957) (together, the **FSREC Property Fund**) of a meeting to be held at 9:00AM (Sydney time) on Friday 4 February 2022.

The Responsible Entity is closely monitoring and responding to the impact of the COVID-19 pandemic in Australia and is following guidance issued by the federal and state governments. In light of government restrictions and conditions on meetings in public venues and the uncertainty regarding the rules which may be in place at the time of the Meeting, the Meeting will be held completely by virtual means (via a webcast and live online voting facility). There will not be a physical meeting where Stapled Securityholders can attend in person. Details on the alternatives ways that Stapled Securityholders can attend, participate and vote in the Meeting are provided below and in the Explanatory Memorandum.

This Notice of Meeting is dated 17 December 2021.

## IMPORTANT INFORMATION

This is an important document that should be read in its entirety.

This Notice of Meeting is an appendix to an Explanatory Memorandum. The Explanatory Memorandum and its annexures have been prepared to assist Stapled Securityholders in determining whether or not to vote in favour of the Resolution set out in this Notice of Meeting.

The Explanatory Memorandum and its annexures should be read in conjunction with this Notice of Meeting. Stapled Securityholders are encouraged to vote by direct voting or by proxy prior to the Meeting.

## BUSINESS

The business of the meeting is to consider the following proposed resolution:

### Resolution 1: Constitution Amendment

#### Resolution

To consider, and if thought fit, to pass as a special resolution:

*"For the purposes of section 601GC(1)(a) of the Corporations Act and pursuant to clause 27.1 of the constitutions of each of Fort Street Real Estate Capital Fund I, Fort Street Real Estate Capital Fund II and Fort Street Real Estate Capital Fund III (the "**Trusts**"), if the withdrawal offer made pursuant to section 601KB of the Corporations Act by the responsible entity of each Trust, dated on or about the date of this notice (which is to be funded by an investment in the*

*Trusts by ISPT Pty Ltd ("**ISPT**") as trustee of the ISPT Retail Australia Property Trust (FSREC Fund) and potentially Tarawa Pty Limited) is accepted by members holding stapled securities in the Trusts to the aggregate value of at least \$240 million (or such lower amount as the responsible entity and ISPT may agree) then on the later of the date the withdrawal offer closes and the date the resolution is passed, the constitution of each Trust is amended in accordance with the provisions of the relevant Supplemental Deed Polls in the form tabled at the meeting and initialled by the Chairman, and the responsible entity of each Trust is authorised to execute and lodge the Supplemental Deed Polls with the Australian Securities and Investments Commission."*

### Explanatory Memorandum

Stapled Securityholders are referred to the Explanatory Memorandum accompanying and

forming part of this Notice of Meeting. The Supplemental Deed Polls are available on the Fund website at [www.fsrec.com.au/placement-offer/](http://www.fsrec.com.au/placement-offer/)

### **Resolution voting requirements**

The Resolution is a special resolution which must be passed by at least 75% of the votes cast by members entitled to vote on the Resolution. In accordance with section 253J(1) of the Corporations Act, the Resolution will be decided on a poll.

### **Entitlement to vote and voting exclusions**

The Directors have decided that for the purpose of determining entitlements to participate and vote at the Meeting, FSREC Property Fund stapled securities will be taken to be held by the person who are the registered holders at 7.00pm (Sydney time), on 2 February 2022. Accordingly, stapled security transfers registered after that time will be disregarded in determining entitlements to participate and vote at the Meeting.

Under section 253E of the Corporations Act, the Responsible Entity and its Associates may not vote on the Resolution as they have an interest in the Resolution other than as a member of the Fund. The Responsible Entity and its Associates hold 101,591 stapled securities representing 0.04% of the issued stapled securities and may not vote on the Resolutions.

### **HOW TO VOTE**

Stapled Securityholders entitled to vote at the Meeting may vote:

- a) by direct voting online during the Meeting;
- b) by direct voting prior to the Meeting;
- c) by appointing a proxy to participate and vote on their behalf, using the voting form accompanying this Notice. A proxy may be an individual or body corporate; and
- d) by appointing an attorney to participate in the Meeting and vote on their behalf or, in the case of corporate Stapled Securityholders or proxies, a corporate representative to participate at the Meeting and vote on its behalf.

Also refer to the Lumi user guide for further information on voting and participating in the Meeting. A copy of the Lumi user guide will be

available on the Fund's website at [www.fsrec.com.au/placement-offer/](http://www.fsrec.com.au/placement-offer/).

If it becomes necessary to make further alternative arrangements for the Meeting, Stapled Securityholders will be provided with as much notice as possible. Further information will be made available on the Fund's website at [www.fsrec.com.au](http://www.fsrec.com.au).

### **Direct Voting Online During the Meeting**

If Stapled Securityholders or proxyholders wish to vote during the Meeting, they may participate in the webcast and live online voting facility for the Meeting by using a computer, and entering the following URL in your browser: <https://web.lumiagm.com>

The meeting ID for this Meeting is: **340-091-903**

Your username is your voting access code (Voting Access Code). This number is located on your proxy form or your notice of meeting email.

Your password is your postcode registered on your holding if you are an Australian Unitholder. Overseas Unitholders should refer to the Lumi user guide.

Participating in the Meeting online enables Stapled Securityholders to view the Meeting live, ask questions and cast direct votes.

### **Direct Voting Prior to the Meeting**

If Stapled Securityholders or proxyholders do not wish to vote during the Meeting, they may submit the voting form or lodge a direct vote online by visiting the website at

<https://www.votingonline.com.au/fsrecgm2022>

using the instructions and Voting Access Code that is provided with this Notice of Meeting. You will then not need to appoint a proxy to act on your behalf.

The deadline for submitting votes by this method is 9:00AM (Sydney time) on Wednesday, 2 February 2022.

### **Proxies**

If Stapled Securityholders or proxyholders do not wish to vote during the Meeting or are unable to participate in the webcast and live online voting facility, they may submit their votes by proxy before the Meeting.

Any Stapled Securityholder entitled to participate and vote at the Meeting is entitled to appoint not more

than two proxies to participate and vote in his/her stead.

A proxy need not be a Stapled Securityholder.

If a Stapled Securityholder appoints two proxies, that Stapled Securityholder may specify the proportion or number of votes each proxy is entitled to exercise. If no proportion or number of votes is specified, each proxy may exercise half of the votes. If the specified proportion or number of votes exceeds that which a Stapled Securityholder is entitled to, each proxy may exercise half of that Stapled Securityholder's votes. Any fractions of votes brought about by the appointment of votes to a proxy will be disregarded.

Proxies must be lodged by posting them to the address specified below not later than 9:00AM (Sydney time) on Wednesday, 2 February 2022.

Email: [proxy@boardroomlimited.com.au](mailto:proxy@boardroomlimited.com.au)

Address: Boardroom Pty Limited

GPO Box 3993

Sydney NSW 2001 Australia

A voting form is provided with this Notice of Meeting.

### **Attorneys**

Any Stapled Securityholder entitled to participate and vote at the Meeting is entitled to appoint an attorney to participate and vote in his/her stead.

An attorney need not be a Stapled Securityholder.

The power of attorney appointing the attorney must be duly signed and specify the name of each of the Stapled Securityholders, the Company and the attorney, and also specify the Meeting at which the appointment may be used. The appointment may be a standing one. To be effective, the power of attorney must also be returned in the same manner (other than online), and by the same time, as outlined above for proxies.

### **Corporate representatives**

A Stapled Securityholder, or proxy, that is a corporation and entitled to participate and vote at the Meeting may appoint an individual to act as its corporate representative. Evidence of the appointment of a corporate representative must be in accordance with section 253B of the Corporations

Act and be lodged with the Responsible Entity before the Meeting.

### **SUBMITTING QUESTIONS PRIOR TO THE MEETING**

Stapled Securityholders and proxyholders may also submit questions in advance of the meeting by emailing [enquiries@boardroomlimited.com.au](mailto:enquiries@boardroomlimited.com.au). Stapled Securityholders should note that it may not be possible to respond to all questions.

If a Stapled Securityholder has voted prior to the Meeting, but wishes to view the live webcast, they can visit <https://web.lumiagm.com>. If they wish to ask questions during the Meeting (and/or change a vote made prior to the Meeting) they should log on with their username and password. Alternatively, they can register as a guest, but will not be able to ask questions or vote.

**By order of the Board.**

**Caroline Purtell – Company Secretary**

**17 December 2021**