

SINGAPORE NBN TRUST

(also known as "TM Shares Trust")

(a trust constituted by a deed of trust dated 21 February 2017
with DBS Trustee Limited acting as Share Trustee)

DBS Trustee Limited (as share trustee of the TM Shares Trust) (the "Share Trustee") holds the shares of NetLink NBN Management Pte. Ltd. (being the trustee-manager of NetLink NBN Trust, the "Trustee-Manager") on trust for the benefit of the beneficiaries of the TM Shares Trust (being the unitholders of NetLink NBN Trust, the "Unitholders") pari passu, each of whom has an undivided interest in the Trustee-Manager in proportion to their respective percentage of units held or owned by each of them in NetLink NBN Trust. The deed constituting the TM Shares Trust entered into between the Share Trustee and the Trustee-Manager (the "TM Shares Trust Deed") provides that the Trustee-Manager agrees and undertakes to call and hold meetings and proceedings of the beneficiaries of the TM Shares Trust for the purposes of the TM Shares Trust Deed in accordance with the deed of trust constituting NetLink NBN Trust. The TM Shares Trust Deed also provides that all rights of voting conferred by the shares in the Trustee-Manager shall be exercised by the Share Trustee in accordance with the relevant resolutions passed by the Unitholders.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Third Annual General Meeting of Singapore NBN Trust will be convened and held by way of electronic means on Monday, 28 September 2020 at 4.30 p.m. (Singapore time) (or as soon thereafter following the conclusion or adjournment of the Annual General Meeting of NetLink NBN Trust to be held at 4.00 p.m. on the same day) to transact the following business:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and the Audited Financial Statements of the Trustee-Manager for the financial year ended 31 March 2020 and the Independent Auditors' Report therein.

(Ordinary Resolution 1)

2. To approve the payment of Directors' fees of up to S\$1,022,000 for the financial year ending 31 March 2021, payable quarterly in arrears. (2020: up to S\$1,076,000)

(Ordinary Resolution 2)

[See Explanatory Note 1]

3. To re-appoint Deloitte & Touche LLP as Auditors of the Trustee-Manager to hold office until the conclusion of the next Annual General Meeting of the Trustee-Manager and to authorise the Directors of the Trustee-Manager to fix their remuneration.

(Ordinary Resolution 3)

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions:

4. To re-elect Mr Chaly Mah Chee Kheong who will retire as Director of the Trustee-Manager and who, being eligible, will offer himself for re-election.

(Ordinary Resolution 4)

[See Explanatory Note 2]

5. To re-elect Ms Koh Kah Sek who will retire as Director of the Trustee-Manager and who, being eligible, will offer herself for re-election.

(Ordinary Resolution 5)

[See Explanatory Note 2]

6. To re-elect Mr Sean Patrick Slattery, who will retire as Director of the Trustee-Manager and who, being eligible, will offer himself for re-election.

(Ordinary Resolution 6)

[See Explanatory Note 2]

7. To transact any other ordinary business that may be properly transacted at an Annual General Meeting.

By Order of the Board

NetLink NBN Management Pte. Ltd.

(Company Registration Number: 201704783K)

(as Trustee-Manager of NetLink NBN Trust)

Tan Lay Hong
Albert Lim Aik Seng
Company Secretaries

Singapore, 25 August 2020

With a copy to DBS Trustee Limited (as share trustee of Singapore NBN Trust)

EXPLANATORY NOTES:

- (1) Ordinary Resolution 2 is to endorse the payment of Directors' fees up to S\$1,022,000. The decrease in the Directors' fees is due to a 5% reduction which the Directors of the Trustee-Manager have agreed to as a show of solidarity and togetherness with stakeholders.

Unitholders are conferred the right to endorse the payment of the Directors' fees to the Directors of the Trustee-Manager before the Share Trustee approves the payment of the Directors' fees at the Annual General Meeting of the Trustee-Manager.

Ordinary Resolution 2 will facilitate the payment of Directors' fees during the financial year ending 31 March 2021 in which the fees are to be incurred. The amount is computed based on the Director's fees framework as disclosed on page 50 in the Corporate Governance Report of NetLink NBN Trust and also caters for additional fees (if any) which may be payable due to additional Board or Board Committee members being appointed in the course of the financial year ending 31 March 2021. In the event that payments are required to be made to the Directors in excess of the amount proposed, approval will be sought at next year's Annual General Meeting before such payments are made.

- (2) Ordinary Resolutions 4, 5 and 6 are to endorse the re-election of Directors who are retiring by rotation. Unitholders are conferred the right to endorse the re-election of each Director before the Share Trustee approves the re-election at the Annual General Meeting of the Trustee-Manager.

Notwithstanding that Rule 720(5) of the Listing Manual of the Singapore Exchange Securities Trading Limited (the "SGX-ST") does not apply to NetLink NBN Trust and the Constitution of the Trustee-Manager and the TM Shares Trust Deed do not provide for Directors of the Trustee-Manager to retire at each Annual General Meeting, it is the current intention of the Trustee-Manager that each Director of the Trustee-Manager shall retire from office at least once every three years and for this purpose, at each Annual General Meeting of the Trustee-Manager, one-third of the Directors for the time being shall retire from office by rotation and shall be eligible for re-election at that Annual General Meeting (in line with Rule 720(5) of the Listing Manual of the SGX-ST).

Mr Chaly Mah Chee Kheong will, upon re-election as Director of the Trustee-Manager, continue to serve as Board Chairman as well as Chairman of the Remuneration Committee. Mr Chaly Mah Chee Kheong is an Independent Director.

Ms Koh Kah Sek will, upon re-election as Director of the Trustee-Manager, continue to serve as Chairman of the Audit Committee. Ms Koh Kah Sek is an Independent Director.

Mr Sean Patrick Slattery will, upon re-election as Director of the Trustee-Manager, continue to serve as Chairman of Risk and Regulatory Committee. Mr Sean Patrick Slattery is a Non-Executive and Non-Independent Director.

For information relating to the retiring directors, please refer to the "Additional Information on Directors seeking re-election" section in the TM Shares Trust Report for the financial year ended 31 March 2020 as set out in Appendix 7.4.1 of the Listing Manual of the SGX-ST.

IMPORTANT NOTICE

1. The AGM is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of this Notice will not be sent to Unitholders. Instead, this Notice will be sent to Unitholders by electronic means via publication on NetLink NBN Trust's website at the URL: <https://www.netlinknbn.com/agm.html>. This Notice will also be made available on the SGX website at the URL: <https://www.sgx.com/securities/company-announcements>.
2. Alternative arrangements relating to attendance at the AGM via electronic means (including arrangements by which the meeting can be electronically accessed via "live" audio-visual webcast or "live" audio-only stream), submission of questions in advance of the AGM and voting by appointing the Chairman of the AGM as proxy at the AGM, are set out in the accompanying announcement by NetLink NBN Trust dated 25 August 2020. This announcement may be accessed at NetLink NBN Trust's website at the URL: <https://www.netlinknbn.com/agm.html>, and will also be made available on the SGX website at the URL: <https://www.sgx.com/securities/company-announcements>.
3. A Unitholder who wishes to watch the "live" audio-visual webcast or "live" audio-only stream must pre-register by **4.00 p.m. on 26 September 2020** (the "**Pre-Registration Deadline**"), at the URL <https://www.netlinknbn.com/agm.html>. Following authentication of his/her/its status as a Unitholder, authenticated Unitholders will receive email instructions on how to access the webcast and audio of the proceedings of the AGM on 28 September 2020 by **12.00 p.m. on 27 September 2020**.

Unitholders who do not receive an email by 12.00 p.m. on 27 September 2020, but who have registered by the Pre-Registration Deadline, should contact the Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. after 12.00 p.m. on 27 September 2020 at +65 62309730 or at the email address: AGM.TeamE@boardroomlimited.com.

4. A Unitholder who pre-registers by the Pre-Registration Deadline to watch the "live" audio-visual webcast or "live" audio-only stream may also submit questions related to the resolutions to be tabled for approval at the AGM. To do so, all questions must be submitted by **4.00 p.m. on 21 September 2020**:
 - (a) via the pre-registration website at the URL <https://www.netlinknbn.com/agm.html>;
 - (b) by post and lodging the same at the Unit Registrar's office at Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place #32-01, Singapore Land Tower, Singapore 048623; or
 - (c) by email at AGM.TeamE@boardroomlimited.com.

Unitholders submitting questions by post or email must provide their full name, address and the manner in which Unitholders hold Units in NLNBNT (via CDP or SRS), before submitting it by post to the address provided above, or sending it by email to the email address provided above.

5. **Unitholders will not be able to attend the AGM in person. A Unitholder (whether individual or corporate) must appoint the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM if such Unitholder wishes to exercise his/her/its voting rights at the AGM.** The accompanying proxy form for the AGM may be accessed at NetLink NBN Trust's website at the URL: <https://www.netlinknbn.com/agm.html>, and will also be made available on the SGX website at the URL: <https://www.sgx.com/securities/company-announcements>.

Where a Unitholder (whether individual or corporate) appoints the Chairman of the AGM as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.

Unitholders who hold their Units through a relevant intermediary (as defined below), other than SRS investors, and who wish to participate in the AGM by (a) observing and/or listening to the AGM proceedings through "live" audio-visual webcast or "live" audio-only stream; (b) submitting questions in advance of the AGM; and/or (c) appointing the Chairman of the AGM as proxy to attend, speak and vote on their behalf at the AGM, should approach their respective relevant intermediaries through which they hold such Units as soon as possible in order to make the necessary arrangements for them to participate in the AGM.

SRS investors who wish to appoint the Chairman of the AGM as proxy should approach their SRS operators to submit their votes by 5.00 p.m. on 16 September 2020, being 7 clear working days before the date of the AGM.

"relevant intermediary" means:

- (i) a banking corporation licensed under the Banking Act, Chapter 19 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; or
 - (ii) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act, Chapter 289 of Singapore and who holds Units in that capacity.
6. The Chairman of the AGM, as proxy, need not be a Unitholder of the Trust.
7. The instrument appointing the Chairman of the AGM as proxy ("**Proxy Form**") must be submitted in the following manner:
- (a) if submitted by post, be lodged at the Unit Registrar's office at Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place #32-01, Singapore Land Tower, Singapore 048623; or
 - (b) if submitted electronically, be submitted via email to the Unit Registrar at AGM.TeamE@boardroomlimited.com;

in either case not later than **4.30 p.m. on 26 September 2020**.

A Unitholder who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before sending it by email to the email address provided above.

In view of the current Covid-19 situation and the related safe distancing measures which may make it difficult for Unitholders to submit completed proxy forms by post, Unitholders are strongly encouraged to submit completed proxy forms electronically via email.

The Proxy Form must be executed under the hand (or if submitted electronically via email, alternatively by way of affixation of an electronic signature) of the appointor or of his or her attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed either under its seal or under the hand (or if submitted electronically via email, alternatively by way of affixation of an electronic signature) of an officer or attorney duly authorised. Where the Proxy Form is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof (failing previous registration with the Trustee-Manager), if the Proxy Form is submitted by post, must be lodged with the Proxy Form (or if submitted electronically via email, be emailed with the Proxy Form), failing which the Proxy Form may be treated as invalid.

The Trustee-Manager shall be entitled to reject a Proxy Form which is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the Proxy Form (including any related attachment). In addition, in the case of Units entered in the Depository Register, the Trustee-Manager may reject a Proxy Form if the Unitholder, being the appointor, is not shown to have Units entered against his/her name in the Depository Register as at 48 hours before the time appointed for holding the AGM, as certified by CDP to the Trustee-Manager.

8. The TM Share Trust Report for the financial year ended 31 March 2020 have been uploaded on SGX website on 22 June 2020 at the URL: <https://www.sgx.com/securities/company-announcements> and may be accessed at Netlink NBN Trust's website at the URL: <https://www.netlinknbn.com/agm.html>.

PERSONAL DATA PRIVACY:

By submitting an instrument appointing the Chairman of the AGM as proxy to attend, speak and vote at the AGM and/or any adjournment thereof, a Unitholder consents to the collection, use and disclosure of the Unitholder's personal data by the Trustee-Manager (or its agents or service providers) for the purpose of the processing, administration and analysis by the Trustee-Manager (or its agents or service providers) of the appointment of the Chairman of the AGM as proxy for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Trustee-Manager (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.