

**MAB International Retail Trust (ARSN 121 054 662) (Trust)**  
**Proxy form for Extraordinary General Meeting – 22 December 2020**

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To: The Company Secretary  
MAB Funds Management Limited (Responsible Entity)  
Level 5, 441 St Kilda Road, Melbourne, Victoria, 3004, Australia

Fax: 03 8681 2100

**Appointment of Proxy**

I/We, \_\_\_\_\_ [Name  
of investor]

of \_\_\_\_\_ [Address  
of investor]

being a Unitholder(s) of the Trust and entitled to attend and vote

appoint as my/our proxy \_\_\_\_\_ [Name  
of proxy]

of \_\_\_\_\_  
[Address of proxy]

or, failing him or her, the Chairman of the Extraordinary General Meeting of the Trust to be held at Level 5, 441 St Kilda Road, Melbourne, Victoria, 3004 on Tuesday, September 7, 2010 at 11.00am to vote for me/us at that meeting and at any adjournment of it.

Appointing a second proxy - If you wish to appoint two proxies, see overleaf, item 4.

**Important :**

- ☐ If the Chairman of the Meeting is to be your proxy and you have not directed your proxy how to vote on the resolution, please place a mark in this box. By marking this box you acknowledge that the Chairman of the Meeting may exercise your proxy even if he or she has an interest in the outcome of the resolution and that votes cast by him or her, other than as proxy holder, would be disregarded because of that interest. If you do not mark this box, the Chairman will not cast your votes on the resolution and your votes will not be counted in calculating the required majorities.

The Chairman intends to vote undirected proxies in favour of the resolutions.

**Voting** - I/We direct my/our proxy to vote in accordance with the directions below. Unless the proxy is directed, they may vote or abstain as they think fit, as they will on any other matters arising at the meeting.

Resolution	For	Against	Abstain *
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1. To approve the following resolution:

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'That for the purposes of sections 208 and 217 to 227 inclusive of the Corporations Act 2001 (Cth) as applied to the Trust by Part 5C.7 of that Act and for all other purposes, the Members of the Trust approve the giving by MAB Funds Management Limited in its capacity as the responsible entity of the Trust (**Responsible Entity**) of financial benefits to MAB Eastfield LLC (**MAB Eastfield**), a related party by approving the recommendation of the Responsible Entity to accept the offer from MAB Eastfield, to purchase Eastfield Village for the sum of \$US16,800,000 as described in the Explanatory Notes accompanying and forming part of the notice of this meeting.'

\* If you mark the Abstain box, you are directing your proxy not to vote on your behalf on a show of hands or on a poll, or if your votes entitlement cannot be voted by the Chairman of the Meeting, your votes will not be counted in computing the required majority on a poll. Accordingly, the Responsible Entity urges members to lodge only "Directed" Proxy forms (ie, forms directing proxies to vote 'For' or 'Against' the proposed resolutions).

**Authorised signature/s**

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Investor A/Trustee A/Director/Company Secretary

Investor B/Trustee B/Director (if required)

Contact Name

Contact Daytime Telephone

Date

## *How to complete this proxy form*

### **Your Name and Address**

The Notice of Meeting and this proxy form have been sent to your name and address as it appears on the register of the Trust. If this information is incorrect, please advise the Responsible Entity of your new details.

### **Appointment of a Proxy**

If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting, please write the name of that person. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy and vote on your behalf. A proxy need not be a unitholder of the Trust.

### **Votes on items of Business**

You may direct your proxy how to vote by placing a mark in one of the three boxes opposite the resolution. All your units will be voted in accordance with this direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of units you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the resolution, your proxy will vote as he or she chooses. If you mark more than one box on the resolution, your vote on the resolution will be invalid.

### **Appointment of a Second Proxy**

If you wish to appoint a second proxy, an additional proxy form may be obtained by telephoning the Responsible Entity on 1800 760 012 or you may copy this form.

To appoint a second proxy you must:

**on each of the first proxy form and the second proxy form, state the percentage of your voting rights or number of units applicable to that form. If two proxy forms are received but no percentage or number of votes is indicated, each proxy may exercise half your votes. Fractions of votes will be disregarded; and return both forms together in the same facsimile transmission or in the same envelope.**

*[As noted above, consider allowing return of proxies by email]*

### **Authorised Signature(s)**

You must sign this form as follows in the spaces provided:

Joint Holding:            where the holding is in more than one name, all of the holders must sign.

Power of Attorney:       to sign under a power of attorney, you must have already lodged this document with the share registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the power of attorney to this form when you return it.

Companies:              a director may sign jointly with another director or a responsible entity secretary. A sole director who is also a sole responsible entity secretary may also sign. Please indicate the office held by signing in the appropriate space.

If a representative of the responsible entity is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Responsible Entity by telephoning on 1800 760 012.

#### **Lodgement of Proxy**

To be valid the form appointing the proxy and the power of attorney or other authority (if any) under which it is signed (or a certified copy of it) must be lodged with the Responsible Entity by any of the following:

**by hand delivery or post to the Responsible Entity's offices at 441 St Kilda Road, St Kilda VIC 3004; or**

**by faxing it to fax number 03 8681 2100, or**

**By email to [fm@mab.com.au](mailto:fm@mab.com.au)**

**to be received not later than 5:00PM, Friday 18 December 2020.**

7. Please note that there are no voting exclusions that apply to the business of the meeting as set out in the Notice of Meeting, apart from those that apply to the Responsible Entity and its associates. In accordance with section 253E of the Corporations Act, the Responsible Entity and its associates are not entitled to vote their interests in the Trust on the resolution if they have an interest in the matter other than as a member of the Trust. As the proposed transaction is a related party transaction due to the relationship with the proposed purchaser, MAB Eastfield, they have such an extraneous interest.
8. Members are urged to complete any one of the "FOR", "AGAINST" OR "ABSTAIN" boxes, so giving a directed proxy which then can be voted in all circumstances.

**Documents may be lodged by posting, delivery, facsimile or email to  
MAB Funds Management Limited as noted on page 3 of the Notice of extraordinary  
general meeting.**