

ASX Announcement



Qualitas Real Estate Income Fund (ASX: QRI) Extraordinary General Meeting (EGM)

4 October 2024: The Trust Company (RE Services) Limited ACN 003 278 831 AFSL 235 150 (**Responsible Entity**), the responsible entity of the Qualitas Real Estate Income Fund (**QRI** or **Trust**), hereby gives notice that an Extraordinary General Meeting (**EGM** or **Meeting**) for QRI will be held on Thursday, 31 October 2024 at 10:00am (AEDT).

The Meeting will be held in-person at the offices of MinterEllison, Level 20, Collins Arch, 447 Collins Street, Melbourne, 3000.

The Trust provides the attached Notice of Meeting and supporting documents:

1. Letter from the Manager
2. Explanatory Memorandum
3. Notice of Meeting
4. Proxy Form

If it becomes necessary or appropriate to make alternative arrangements for the holding or conducting of the Meeting, the Trust will make further information available through the ASX Market Announcements Platform and on its website.

Authorised for release by the Trust Company (RE Services) Limited.

- Ends -

About the Qualitas Real Estate Income Fund

QRI seeks to provide monthly income and capital preservation by investing in a portfolio of commercial real estate loans secured by first and second mortgages, predominantly located in Australia.

For further information on QRI, [visit our website](#) and [follow us on LinkedIn](#) for the latest news and insights.

About QRI Manager Pty Ltd

QRI Manager Pty Ltd is the manager of the Trust and is wholly owned by the Qualitas Group (**Qualitas**). Qualitas Limited is an ASX-listed Australian alternative real estate investment manager with approximately A\$8.9 billion¹ of committed funds under management.

Qualitas matches global capital with access to attractive risk adjusted investments in real estate private credit and real estate private equity through a range of investment solutions for institutional, wholesale and retail clients. Qualitas offers flexible capital solutions for its partners, creating long-term value for shareholders, and the communities in which it operates.

For 16 years, the Qualitas Group has been investing through market cycles to finance assets with a combined value of over A\$24 billion² across all real estate sectors. Qualitas focuses on real estate private credit, opportunistic real estate private equity, income producing commercial real estate and build-to-rent residential. The broad platform, complementary debt and equity investing skillset, deep industry knowledge, long-term partnerships, and diverse and inclusive team of more than 100 professionals provides a unique offering in the market to accelerate business growth and drive performance for shareholders.

About the Trust Company (RE Services) Limited

The responsible entity of the Trust is The Trust Company (RE Services) Limited, a wholly owned member of the Perpetual Group (**Perpetual**). Perpetual has been in operation for over 135 years and is an Australian public company that has been listed on the ASX for over 55 years.

Investor queries

General

Phone: +61 3 9612 3939

Email: gri@qualitas.com.au

Website: www.qualitas.com.au/listed-investments/QRI

Responsible entity

The Trust Company (RE Services) Limited
Level 18, Angel Place,
123 Pitt Street,
Sydney NSW 2000

Unit registry

Phone: 1300 554 474

Outside of Australia: +61 1300 554 474

Facsimile: 02 9287 0303

Email: qualitas@linkmarketservices.com.au

Website: www.linkmarketservices.com.au

Investor Portal: <https://investorcentre.linkgroup.com/Login/Login>

¹ As at 30 June 2024.

² As at 31 December 2023.

Notice of Meeting and Explanatory Memorandum

Qualitas Real Estate Income Fund ARSN 627 917 971
(Trust)

Responsible Entity: The Trust Company (RE Services) Limited
ACN 003 278 831; AFSL 235 150

For an Extraordinary General Meeting of the Trust to be held at:

Date: Thursday, 31 October 2024

Time: 10:00am (AEDT)

Location: MinterEllison offices, Level 20, Collins Arch,
447 Collins Street, Melbourne, VIC 3000

Important notice

This document contains an explanation of, and information about, the proposal to be considered at the Meeting of Unitholders of the Qualitas Real Estate Income Fund. It is given to the Trust's Unitholders to help them determine how to vote on the resolution set out in the accompanying Notice of Meeting.

Unitholders should read this document in full because individual sections do not give a comprehensive review of the proposal contemplated in this document.

If you are in doubt about what to do in relation to the proposal, you should consult your financial or other adviser.

This document is dated 4 October 2024.

**This is an important document and
requires your attention**

**If you are in doubt as to what to do with this document, please
immediately see your legal adviser, financial adviser or stockbroker.**

Notice of Extraordinary General Meeting and Explanatory Memorandum

| | |
|---|----------|
| Letter from the Manager | 3 |
| Explanatory Memorandum | 5 |
| 1. Introduction | 5 |
| 2. Approval of previous issues of Units | 5 |
| 2.1 Background | 5 |
| 2.2 ASX Listing Rules | 6 |
| 2.3 Information required by the ASX Listing Rules | 6 |
| 2.4 Voting | 7 |
| 2.5 Recommendation | 7 |
| Notice of Meeting | 8 |
| 2.6 Voting entitlements | 9 |
| 2.7 Calculation of voting rights | 9 |
| 2.8 Joint Unitholders | 9 |
| 2.9 Attending and participating in the Meeting | 9 |
| 3. Proxies | 9 |

Letter from the Manager

4 October 2024

Dear Unitholder,

On behalf of the Trust's Board of Directors, I am pleased to invite you to an Extraordinary General Meeting (**EGM** or **Meeting**) for the Qualitas Real Estate Income Fund (**QRI** or **Trust**), to be held on Thursday, 31 October 2024 at 10:00am (AEDT) at the offices of MinterEllison, Level 20, Collins Arch, 447 Collins Street, Melbourne, VIC 3000.

QRI intends to hold the EGM as an in-person meeting.

Unitholders are strongly encouraged to submit their votes in advance of the EGM, however, votes may also be submitted during the Meeting, in person. Unitholders attending the EGM will be able to ask questions during the Meeting, and vote on the resolution to be considered during the Meeting. We invite you to submit questions in advance of the Meeting by Thursday, 24 October 2024. Unitholders can submit questions by completing an online form at <https://investorcentre.linkgroup.com/Login/Login>.

This Notice of Meeting details the formal business to be addressed at the EGM. The Notice of Meeting is available under the announcements section on the QRI website at <https://www.qualitas.com.au/listed-investments/qri-overview/> and via the ASX Market Announcement Platform under the Company's ASX Code (QRI).

The formal business of the Meeting will be to consider the below resolution which will refresh the Trust to its full 15% placement capacity limit under ASX Listing Rule 7.1.

1. "That for the purposes of ASX Listing Rule 7.4 and for all other purposes, Unitholder approve and ratify the issue of:
 - a. The Placement Units (*as defined in the Notice of this Meeting*) (*collectively, Placement*) to certain wholesale investors under the Placement on the terms and conditions more fully described in the Explanatory Memorandum accompanying and forming part of the Notice of this Meeting."

Recommendation

The Responsible Entity, on behalf of QRI Manager Pty Ltd, as manager of the trust ACN 625 857 070, recommends the proposal and encourages eligible Unitholders to vote in favour of the resolution set out in the accompanying Notice of Meeting.

The Manager confirms there is no current intention to issue Units by way of a wholesale placement as at the date of this document. Any issue of additional Units by the Trust will be in accordance with deployment and general market opportunities and will be announced to the market in accordance with ASX Listing Rules.

If you cannot attend the Meeting, you are strongly urged to complete the accompanying proxy form and return it (see proxy form for details) as soon as possible and in any event by 10:00am (AEDT) on Tuesday, 29 October 2024. The Chairman intends to vote available and undirected proxies in favour of the resolution set out in the Notice of Meeting.

If you have any questions or would like any further information concerning the proposal, please contact +61 3 9612 3939, qri@qualitas.com.au or consult www.qualitas.com.au/listed-investments/QRI.

If you have any questions concerning the Meeting or proxies, please contact the Trust's unit registry provider at 1300 554 474 or qualitas@linkmarketservices.com.au.

Yours sincerely

Andrew Schwartz

Group Managing Director & Co-Founder

QRI Manager Pty Ltd

Explanatory Memorandum

This explanatory memorandum forms part of the accompanying Notice of Meeting and should be read with the Notice of Meeting.

General advice warning

To the extent that anything in this explanatory memorandum or the accompanying Notice of Meeting constitutes or contains financial product advice you are warned:

- (a) the advice has been prepared without taking account of your objectives, financial situation or needs; and
- (b) because of that, you should, before acting on the advice, consider the appropriateness of the advice, having regard to your objectives, financial situation and needs.

1. Introduction

The Meeting referred to in the accompanying Notice of Meeting is being held so the Unitholders of the Trust can consider the resolution set out in the Notice of Meeting in accordance with ASX Listing Rule 7.4. If the resolution is passed, the Trust will be able to proceed with subsequent capital raisings within the 15% placement limit prescribed in ASX Listing Rule 7.1 and in the period less than 12 months after its previous capital raisings.

If the resolution is not passed, the Trust will not be able to proceed with subsequent capital raisings within that 15% limit unless it relies on an exception to that limit in ASX Listing Rule 7.2 or it allows 12 months to elapse since its previous capital raisings.

2. Approval of previous issues of Units

2.1 Background

The Company has completed three Unit placements since 6 December 2023, including:

- (a) on 13 December 2023, when the Company issued 25,711,094 ordinary fully paid Units by way of a wholesale investor placement at a price of \$1.60 per Unit using the Company's placement capacity under ASX Listing Rule 7.1; and
- (b) on 26 February 2024, when the Company issued 9,375,000 ordinary fully paid Units by way of a wholesale investor placement at a price of \$1.60 per Unit using the Company's placement capacity under ASX Listing Rule 7.1; and
- (c) on 5 July 2024, when the Company issued 23,071,442 ordinary fully paid Units by way of a wholesale investor placement at a price of \$1.60 per Unit using the Company's placement capacity under ASX Listing Rule 7.1,

(together the **Placement Units**).

As a result of the issue of the Placement Units, the Trust is no longer able to issue Units within the 15% limit prescribed by ASX Listing Rule 7.1 until 13 December 2024 unless it issues Units within one of the exceptions in ASX Listing Rule 7.2.

The Company is seeking Unitholder approval for the purposes of ASX Listing Rule 7.4 and for all other purposes, in respect of the Placement Units. This will have the effect of permitting the Trust to issue additional Units within the 15% limit without having to rely on an ASX Listing Rule exception.

2.2 ASX Listing Rules

Generally, and subject to the exceptions provided in ASX Listing Rule 7.2, ASX Listing Rule 7.1 limits the number of 'equity securities' that a listed entity can issue without the approval of its ordinary security holders over any 12 month period to 15% of the fully paid ordinary Units it had on issue at the start of that period.

ASX Listing Rule 7.4 provides that where a listed entity (such as the Trust) in a general meeting ratifies a previous issue of 'equity securities' made under ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1), those 'equity securities' will be treated as having been made with Unitholder approval for the purpose of ASX Listing Rule 7.1. Accordingly, Unitholder approval under ASX Listing Rule 7.4 will refresh the Responsible Entity's ability in the future to issue up to 15% of the Trust's capital without obtaining prior Unitholder approval to the extent of the number of 'equity securities' being approved.

The Manager wishes to retain as much flexibility as possible for the Trust to issue additional 'equity securities' in the future without the requirement to obtain prior Unitholder approval for such issues under ASX Listing Rule 7.1. To this end, the Resolution seeks Unitholder approval for the issue of Units under and for the purposes of ASX Listing Rule 7.4. The Manager confirms there is no current intention to issue Units by way of wholesale placement as at the date of this document. Any issue of additional Units by the Trust will be in accordance with deployment and general market opportunities and will be announced to the market in accordance with ASX listing rules.

If the Resolution is passed, the previous issues of the Placement Units will be excluded in calculating the Company's 15% limit under ASX Listing Rule 7.1. In addition, the refreshed Placement Units will be added to the base against which the 15% limit for future issues of equity securities is calculated. The passing of the Resolution therefore effectively increases the number of 'equity securities' the Trust can issue without Unitholder approval or relying on an exception in ASX Listing Rule 7.2 over the 12 months following the respective dates of issue of the Placement Units.

2.3 Information required by the ASX Listing Rules

For the purposes of ASX Listing Rule 7.5, the following information is provided:

| | |
|--|--|
| <p>The persons to whom the Company issued the Placement Units or the basis upon which</p> | <p>The Placement Units were issued to certain wholesale investors who were clients of the brokers engaged to arrange the issue of the Placement Units. None of the persons issued Placement Units was:</p> |
|--|--|

| | |
|--|--|
| those persons were identified | <ul style="list-style-type: none"> • a related party of the Trust; • a member of the Trust's key management personnel; • a substantial holder in the Trust; • an adviser to the Trust; or • an associate of any of the above, <p>issued more than 1% of the Trust's current issued capital.</p> |
| Number and class of the securities issued | <ul style="list-style-type: none"> • 25,711,094 Units issued on 13 December 2023; and • 9,375,000 Units issued on 26 February 2024; and • 23,071,442 Units issued on 5 July 2024. |
| The dates of issue of the Placement Units | 13 December 2023, 26 February 2024 and 5 July 2024 |
| The price or other consideration the entity has received for the issue of the Placement Units | <p>13 December 2023 Placement</p> <ul style="list-style-type: none"> • The Units were issued at A\$1.60 per Unit, raising a total of approximately A\$41 million. <p>26 February 2024 Placement</p> <ul style="list-style-type: none"> • The Units were issued at A\$1.60 per Unit, raising a total of approximately A\$15 million. <p>5 July 2024 Placement</p> <ul style="list-style-type: none"> • The Units were issued at A\$1.60 per Unit, raising a total of approximately A\$36.9 million. |
| The purpose of the issue, including proposed use of funds raised by the issue | The purpose of the Placement is to invest the proceeds in secured commercial real estate loans in accordance with the investment mandate of the Company and consistent with the Product Disclosure Statement for the Trust dated 7 October 2021. |
| Voting exclusion statement | A voting exclusion statement for Resolution 1 is included in the Notice of Meeting. |

2.4 Voting

Some Unitholders may not be permitted to vote in favour of the Resolution. Please see the voting exclusion statement in the Notice of Meeting.

2.5 Recommendation

The Responsible Entity, on behalf of QRI Manager Pty Ltd, as manager of the Trust, recommends the proposal and encourages eligible Unitholders to vote in favour of the resolution set out in the accompanying Notice of Meeting.

If Unitholders cannot attend the Meeting, they are urged to complete the proxy form and return it (see proxy form for details) as soon as possible and, in any event by 10:00am on Tuesday, 29 October 2024. The Chairman intends to vote available and undirected proxies in favour of the Resolution.

Notice of Meeting

Qualitas Real Estate Income Fund ARSN 627 917 971

Responsible entity: The Trust Company (RE Services) Limited ACN 003 278 831; AFSL 235 150

A meeting of the Unitholders of the Qualitas Real Estate Income Fund (**Trust**) will be held:

- on Thursday, 31 October 2024
- at 10:00am (AEDT)
- at MinterEllison offices, Level 20, Collins Arch, 447 Collins Street, Melbourne, VIC 3000

Business

To consider and, if thought fit, pass the following resolution:

"That for the purpose of ASX Listing Rule 7.4 and for all other purposes, Unitholders approve and ratify the issue of:

a) the Placement Units (as defined in the Notice of this Meeting)

*(collectively, **Placement**) to certain wholesale investors under the Placement on the terms and conditions more fully described in the Explanatory Memorandum accompanying and forming part of the Notice of this Meeting."*

Voting exclusion statement

The responsible entity will disregard any votes cast in favour of the resolution by or on behalf of:

- any person who participated in the Placement; or
- any associate of any such person.

However, this does not apply to a vote cast in favour of the resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way;
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person from voting, on the resolution; and

- the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

2.6 Voting entitlements

The Responsible Entity has determined in accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that Units in the Trust quoted on the Australian Securities Exchange at 7:00pm (AEDT) on Tuesday, 29 October 2024 are taken, for the purposes of the Meeting, to be held by the persons who held them at that time. Accordingly, these persons are entitled to attend and vote (if not excluded) at the Meeting.

Accordingly, a Unitholder will not be able to vote on the Resolution unless the Unitholder is a holder of ordinary Units in the Company at the Eligibility Time.

2.7 Calculation of voting rights

Voting on the Resolution will be conducted by a poll.

On a poll, each Unitholder has one vote for each dollar value of the total Units they have. For this purpose, the value of a Unit is the last sale price on ASX on the trading day immediately before the day on which the poll is taken.

2.8 Joint Unitholders

In the case of joint Unitholders, only the vote of the Unitholder whose name appears first in the register of members of the Trust counts, in accordance with clause 253D of the *Corporations Act* and the Constitution of the Trust.

2.9 Attending and participating in the Meeting

You can attend and participate in the Meeting on the day of the Meeting by attending at MinterEllison, Level 20, Collins Arch, 447 Collins Street, Melbourne, VIC 3000.

If you cannot attend the Meeting you should appoint a proxy or other representative to attend on your behalf.

3. Proxies

- (a) Unitholders are entitled to appoint a proxy to attend the Meeting on their behalf and vote on their behalf at the Meeting. A proxy need not be a Unitholder.
- (b) A Unitholder entitled to cast two or more votes at the Meeting may appoint two proxies and specify the proportion or number of votes each proxy is appointed to exercise. If the Unitholder appoints two proxies and does not specify the proportion or number of votes each proxy may exercise, then each proxy may exercise half of the votes. Any fractions of votes from the appointment of proxies will be disregarded.
- (c) A proxy form accompanies this Notice of Meeting.

- (d) To appoint a proxy, a Unitholder must complete and sign a proxy form and deliver or send it via the methods specified on the first page of the proxy form (under which the proxy form is signed) so that it is received by no later than 10:00 am AEDT on Tuesday, 29 October 2024.
- (e) The relevant postal address and email address are set out at the top of the proxy form.
- (f) If the proxy form is signed by the Unitholder's attorney, then the authority under which the proxy form was signed by the attorney (or a certified copy) must also be received by the Company by no later than 10:00am AEDT on Tuesday, 29 October 2024.
- (g) If you return your proxy form but do not nominate a representative, the Chair of the Meeting will be your proxy and will vote on your behalf as you direct on the proxy form.
- (h) If you have appointed the Chair as your proxy (or the Chair becomes your proxy) and you do not mark any of the boxes FOR, AGAINST or ABSTAIN box in respect of the Resolution on the proxy form, then you will be deemed to have directed the Chair to vote in favour of the Resolution.
- (i) If you appoint someone other than the Chair as your proxy, you may direct your proxy how to vote by placing a mark either in the FOR, AGAINST or ABSTAIN box next to the Resolution on the proxy form. If you do not mark any of the boxes, your proxy may vote as they choose (except where your proxy is a Unitholder that is not entitled to vote on the Resolution, in which case they may only vote as directed in the proxy form) and they may choose not to vote at all.

Dated 4 October 2024

By order of the Board of the Responsible entity

Yours faithfully

Daniel Picone

Senior Client Manager

The Trust Company (RE Services) Limited

Sylvie Dimarco

Company Secretary

The Trust Company (RE Services) Limited

LODGE YOUR VOTE

-  **ONLINE**
<https://investorcentre.linkgroup.com>
-  **EMAIL**
qualitas@linkmarketservices.com.au
-  **BY MAIL**
Qualitas Real Estate Income Fund
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia
-  **BY FAX**
+61 2 9287 0309
-  **BY HAND**
Link Market Services Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150; or
Level 12, 680 George Street, Sydney NSW 2000
-  **ALL ENQUIRIES TO**
Telephone: 1300 554 474 Overseas: +61 1300 554 474

PROXY FORM

I/We being a member(s) of Qualitas Real Estate Income Fund and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chairman of the Meeting (mark box) **OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

STEP 1

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Extraordinary General Meeting of the Fund to be held at **10:00am (AEDT) on Thursday, 31 October 2024 at MinterEllison, Level 20, Collins Arch, 447 Collins Street, Melbourne Vic 3000** (the **Meeting**) and at any postponement or adjournment of the Meeting.

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Fund if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an .

Resolution

| | For | Against | Abstain* |
|--|--------------------------|--------------------------|--------------------------|
| 1 Approval for the Trust to refresh its full placement capacity under ASX Listing Rule 7.1 up to 15% limit | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

STEP 2

 * If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF UNITHOLDERS – THIS MUST BE COMPLETED

| | | |
|--|--|--|
| Unitholder 1 (Individual) <input style="width: 100%; height: 30px;" type="text"/> | Joint Unitholder 2 (Individual) <input style="width: 100%; height: 30px;" type="text"/> | Joint Unitholder 3 (Individual) <input style="width: 100%; height: 30px;" type="text"/> |
| Sole Director and Sole Company Secretary | Director/Company Secretary (Delete one) | Director |

This form should be signed by the unitholder. If a joint holding, either unitholder may sign. If signed by the unitholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

STEP 3



HOW TO COMPLETE THIS UNITHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Fund's unit register. If this information is incorrect, please make the correction on the form. Unitholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your units using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a unitholder of the Fund.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your units will be voted in accordance with such a 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 items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Fund's unit registry or you may copy this form and return them both together.

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 the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

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

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either unitholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the 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: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Fund's unit registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **Tuesday, 29 October 2024**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

<https://investorcentre.linkgroup.com>

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, unitholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link <https://investorcentre.linkgroup.com> into your mobile device. Log in using the Holder Identifier and postcode for your unitholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY EMAIL

qualitas@linkmarketservices.com.au



BY MAIL

Qualitas Real Estate Income Fund
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

*During business hours Monday to Friday (9:00am - 5:00pm)

IMPORTANT INFORMATION

Link Group is now known as MUFG Pension & Market Services. Over the coming months, Link Market Services will progressively rebrand to its new name MUFG Corporate Markets, a division of MUFG Pension & Market Services.

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**