

## LENLEASE EUROPE FINANCE PLC

(Company Number 3954113)

(the "**Company**")

At a General Meeting of the Company held at Level 9, 5 Merchant Square, London, W2 1BQ on 19 September 2023 at 1015am, the following resolutions were duly passed by the sole member of the Company.

### SPECIAL RESOLUTION

**THAT** Lendlease Finance Holding Company Pty Limited, being the sole member, shall not infringe its duty to avoid a situation in which it has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company as a result of the Company (an indirect subsidiary of Lendlease Corporation Limited) having entered into, entering into or otherwise being interested in some or all of:

- i. the document entitled "*CPDP Consent Letter – Up to A\$800,000,000 Syndicated Facility Agreement (2023) SLL Facility*" from Lendlease Corporation Limited (**LLC**) to the directors of each of Lendlease Finance Limited, the Company, Lendlease (US) Capital Inc (**LLUSC**) and Lendlease Asia Treasury Pte. Ltd (**LLAT**), (each a **Relevant Party**) (**CPDP Consent Letter**), in relation to:
  - a. the Common Provisions Deed Poll dated 19 December 2013 between Lendlease Finance Limited (**LLFL**) as the Initial Borrower and Borrowers' Agent, LLUSC as Initial Borrower, each of LLC, Lendlease Responsible Entity Limited in its capacity as responsible entity of the Lendlease Trust, LLFL, the Company and LLUSC as the Initial Guarantors and the Commonwealth Bank of Australia as Agent (**CPDP Agent**) as amended by the deed poll entitled "*Amending deed poll no. 1*" dated 16 June 2016 (**CPDP**) acceded to by LLAT under the amended and restated CPDP on 18 February 2022;
  - b. the agreement entitled "*Syndicated Facility Agreement (2023)*" to be entered into by LLFL as the Initial Borrower and Borrowers' Agent, certain financial institutions listed in Schedule 1 of that agreement as the Financiers, certain financial institutions listed in Schedule 2 of that agreement as the MLABs and the Commonwealth Bank of Australia as Agent (**2023 SLL Syndicated Facility Agreement**), noting that the final facility size is to be determined within the parameters contained in the document entitled "*Up to A\$800m Sustainability Linked Group Facility For ALCO Endorsement*" dated on or about 19 September 2023,

under which LLC:

- c. requests each Relevant Party (including the Company) approve the nomination of the New Facility Documents (as defined in the CPDP Consent Letter) as "Common Provisions Finance Documents" pursuant to the terms of the CPDP and evidence such approval by countersigning the CPDP Consent Letter; and
  - d. notes that each Relevant Party's obligations and liabilities under the guarantee and indemnity granted by each Relevant Party under the CPDP will increase by up to A\$800,000,000 on close (but not beyond A\$1,000,000,000 after taking into account any accordion facility) as a result of the nomination of the New Facility Documents as "Common Provisions Finance Documents"; and
- ii. any ancillary or related document or the transactions contemplated thereby

(together, the "**Documents**").

#### **ORDINARY RESOLUTIONS**

1. **THAT** the directors of the Company have authority to approve the terms of, and the transactions contemplated by, the Documents.
2. **THAT** the terms of and the transactions contemplated by the Documents are approved, including that the Company sign the Consent Letter and by doing so provides its consent to the items described in paragraphs (c) and (d) above.
3. **THAT** the directors of the Company be authorised, empowered and directed in the name of and on behalf of the Company to cause the execution and delivery of the Documents in the form attached with such amendments to them as they shall in their absolute discretion think fit.
4. **THAT** the entry into by the Company of the proposed transactions substantially on the terms set out in the Document will promote the success of the Company for the benefit of its member as a whole.
5. **THAT** these resolutions have effect notwithstanding any provision of the Company's Articles of Association.

A quorum was present and copies of the near final form of the Documents were available for inspection.

Consent had been given to the meeting being held at short notice by the sole member of the Company entitled to attend and vote in order to consider the resolutions set out above.



Chairperson of the Meeting

Confirmed by the sole member of the Company:

acting through its proxy:



for Lendlease Finance Holding Company Pty Limited