

FIRST SHIP LEASE TRUST

(Registration No.: 2007002)

(A business trust registered under the Business Trusts Act)

MINUTES OF EXTRAORDINARY GENERAL MEETING OF FIRST SHIP LEASE TRUST HELD VIA LIVE WEBCAST AND AUDIO FEED

DATE	:	Tuesday, 23 August 2022
TIME	:	5.02 p.m.
PRESENT	:	Unitholders who attended by live webcast and audio feed as recorded in the attendance lists
In attendance	:	
Directors (<i>In-Person</i>)	-	Mr N. Sreenivasan (Independent Director) (Chairman of Meeting)
(<i>Via webcast</i>)	)	Mr Stathis Topouzoglou (Non-Independent Non-Executive Chairman)
	)	Mr Michail Chalkias (Non-Independent Non-Executive Director)
	)	Mr Michael Gray (Lead Independent Director)
	)	Mr Michael Oliver (Independent Director)
Management (<i>In-Person</i>)	)	Mr Roger Woods (Chief Executive Officer)
	)	Mr Markus Wenker (Chief Financial Officer)
Auditors (<i>Via webcast</i>)	)	Ms Chan Rouh Ting, Partner, Moore Stephens
Legal Advisors (<i>Via webcast</i>)	)	Ms Gina Ng, Senior Associate, Morgan Lewis
IFA (<i>Via webcast</i>)	)	Mr Loo Chin Keong, Executive Director, Xandar Capital
	)	Ms Pauline Sim, Head of Corporate Finance, Xandar Capital
Company Secretaries	)	Ms Elizabeth Krishnan (<i>via webcast</i>)
	)	Ms Bridget Boyd (<i>In-Person</i>)

QUORUM

As a quorum was present, the Chairman of Meeting, Mr N. Sreenivasan declared the meeting open and welcomed unitholders to the Extraordinary General Meeting (“**EGM**”) of First Ship Lease Trust (“**the Trust**” or “**FSL Trust**”).

The Chairman of Meeting stated that this meeting is convened by the Trustee-Manager, 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. Instead of a physical meeting, the meeting is held virtual by live webcast and audio feed. In the light of this, certain aspects and procedural formalities, customarily practiced at a general meeting, may be varied or dispensed at this meeting. Nevertheless, the Trustee-Manager had implemented procedures to enable unitholders to vote electronically and ask questions during the meeting.

The Chairman of Meeting introduced the Directors of FSL Trust Management Pte. Ltd., management staff and professionals who were in attendance.

He informed that the Circular dated 29 July 2022 (“**Circular**”) was dispatched to unitholders on 29 July 2022. The Notice of EGM on page 73 of the Circular was also sent to unitholders by electronic means via publication on the Trustee-Manager’s website and SGXNet on 28 July 2022. The Circular was also made available on the Trustee Manager’s website and SGXNet.

The Notice of EGM provided that unitholders, who wished to exercise their right to vote, may vote “live” via electronic means at the EGM by unitholders or their proxy(ies). Unitholders appointing the Chairman of the meeting as proxy must give specific directions as to the manner of voting or abstention from voting, in the proxy form, failing which, the appointment will be treated as invalid and submit the relevant documents not less than 48 hours before this meeting. A copy of the proxy form was made available on the same websites as mentioned earlier. The proxy forms received had been checked by the Unit Registrar and the scrutineers, Messrs DrewCorp Services Pte. Ltd.

Unitholders were requested to pre-register their interest to attend this meeting and asked to submit questions in advance or ask “live” questions during the EGM relating to the special resolutions to be tabled at the meeting. The Trustee-Manager would address all substantial and relevant questions during the course of this meeting.

NOTICE

The Notice convening the meeting was taken as read.

The Chairman of Meeting explained that the purpose of this EGM was to propose the amendments to the trust deed and management fees. He added that the proposals and rationale for their amendments have been set out in the Circular.

Mr Roger Woods, the Chief Executive Officer was requested to give the details of the Proposed Amendments and the rationale for the changes. (attached as “**Annexure A**”).

QUESTIONS AND ANSWERS

Mr Roger Woods also answered the questions submitted by the unitholders in advance, as follows.

Question 1 - What the financial implications of the proposed Management Fee Amendment based on the financial forecast in the next 3 to 5 years are.

Answer: Whilst the Trustee-Manager has sold almost all vessels with market exposure to maximise value to FSL Trust and its unitholders and de-risk the FSL Trust, the core fleet of FSL Trust comprises the 8 specialised tankers. On an annualised basis, these 8 specialised tankers generate an Adjusted EBITDA (*unaudited, excluding gains/losses from the disposal of vessels and vessel impairments*) of approximately US\$ 7.2m per annum which compares to a Base Management Fee of US\$ 1.4m per annum. The medium- to long-term financial outlook of FSL Trust will be dependent on any new projects with an attractive risk/reward the Trustee-Manager will originate for FSL Trust.

Question 2 - What the implications are if the proposed Management Fee Amendment is not approved by unitholders.

Answer: Without the introduction of the Base Management Fee as proposed, the Trustee-Manager cannot cover its actual cost of providing the trustee-management services to FSL Trust. As a consequence, the Trustee-Manager would not be able to continue providing trustee-management services to FSL Trust and may resign. A resignation of the Trustee-Manager would likely lead to a value destructive liquidation of FSL Trust unless another firm with the necessary expertise and experience will be able to provide trustee-management services to FSL Trust for a fee that does not cover the actual cost of providing the trustee-management services.

The Chairman of Meeting invited the Unitholders who were present at the meeting via webcast to ask any questions that they may have by using the ‘live’ Q&A function.

Mr Roger Woods responded to the question raised by unitholder, Mr Benjamin Ong.

Question 3 - As a follow-up to question 1 on the slide: The answer to question 1 referred to possible "new projects with an attractive risk/reward". What such projects, if any, are in the pipeline.

Answer: We are not having a specific project that is at a stage advanced enough to speak about it now, but we are constantly out in the market looking into projects that might be interesting for FSL Trust. The majority of the projects we have seen over the last year or so and that we believe are interesting for FSL Trust is in the offshore energy or infrastructure space which is the reason why we want to broaden the scope of the Authorised Businesses. We have also seen interesting opportunities to co-invest in joint-ventures or buy stakes in other companies and the additional flexibility the expanded scope of the Authorised Businesses will provide, allows us to seriously consider those project for FSL Trust.

After the conclusion of the question and answer session, the Chairman of Meeting proceeded with the agenda of the Meeting. He stated that the two resolutions tabled at this EGM were Special Resolutions. A Special Resolution has to be carried by the affirmative votes of more than 75% of the total votes cast.

Unitholders who had appointed the Chairman of this meeting as their proxy, to cast votes on their behalf, had already cast their votes. Unitholders who preferred to cast their votes online by using the voting feature available during the EGM, were given one minute to cast their vote for each resolution.

Resolutions 1 and 2 were voted upon by way of poll in compliance with the Listing Rules. DrewCorp Services Pte Ltd, who was appointed as the scrutineer, counted the votes cast at the meeting.

SPECIAL RESOLUTION 1: THE PROPOSED TRUST DEED AMENDMENTS

Special Resolution 1 relates to the proposed amendments to the Trust Deed as stated in the Circular. The text of Resolution 1 is set out on page 73 of the Notice.

Based on the voting conducted by poll, the results of the poll were as follows:-

Total no. of valid votes cast	No. of votes "FOR"	% "FOR"	No. of votes "AGAINST"	% "AGAINST"
1,314,846,808	1,314,421,808	99.97%	425,000	0.03%

The Chairman of Meeting declared the motion carried and it was RESOLVED:

As Special Resolution –

“THAT:

- (a) approval be and is hereby given to amend the trust deed constituting First Ship Lease Trust (as amended and modified by a supplemental deed dated 20 April 2010, a second supplemental deed dated 6 April 2011 and as may be amended, modified or supplemented from time to time, the “Trust Deed”) with the Proposed Trust Deed Amendments (as defined in the Circular), comprising the Proposed Authorised Businesses Amendments, the Proposed Distribution Date Amendments, the Proposed Electronic Communications Amendments, the Proposed Alternative Meeting Arrangements Amendments and the Proposed Multiple Proxies Amendments (each as defined in the Circular), in the manner set out in Appendices A, B, C, D and E of the Circular;

- (b) the Trustee-Manager and any director of the Trustee-Manager (“Director”) be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as the Trustee-Manager or such Director may consider necessary or expedient or in the interests of FSL Trust to give effect to this resolution; and
- (c) any and all actions taken by any Director, the Trustee-Manager or FSL Trust in respect of the matters considered in this resolution be and are hereby approved and ratified.

SPECIAL RESOLUTION 2: THE PROPOSED MANAGEMENT FEE AMENDMENTS

Given that the Proposed Management Fee Amendments directly affect the form of payment receivable by the Trustee-Manager in respect of its fees, the Trustee-Manager and its associates (including the Sponsor) had abstained from voting on Resolution 2.

The text of Resolution 2 is set out on page 74 of the Notice.

Based on the voting conducted by poll, the results of the poll were as follows:-

Total no. of valid votes cast	No. of votes “FOR”	% “FOR”	No. of votes “AGAINST”	% “AGAINST”
31,175,800	30,750,800	98.64%	425,000	1.36%

The Chairman of Meeting declared the motion carried and it was RESOLVED:

As Special Resolution –

“THAT:

- (a) approval be and is hereby given to amend the Trust Deed constituting First Ship Lease Trust with the Proposed Management Fee Amendments (as defined in the Circular), in the manner set out in Appendix F of the Circular;
- (b) the Trustee-Manager and any Director be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as the Trustee-Manager or such Director may consider necessary or expedient or in the interests of FSL Trust to give effect to this resolution; and
- (c) any and all actions taken by any Director, the Trustee-Manager or FSL Trust in respect of the matters considered in this resolution be and are hereby approved and ratified.

CONCLUSION

There being no other business to transact, the Chairman of Meeting declared the EGM closed at 5.35 p.m. and thanked everyone for their attendance.

Confirmed as true record of proceedings held

N. Sreenivasan
Chairman of Meeting