

ESR-REIT

(Constituted in the Republic of Singapore
pursuant to a trust deed dated 31 March 2006 (as amended))

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an EXTRAORDINARY GENERAL MEETING (“EGM”) of the holders of units of ESR-REIT (“**Units**”, and holders of Units, the “**Unitholders**”) will be held by way of electronic means on 26 July 2021 (Monday) at 10.00 a.m. to consider and, if thought fit, to pass, with or without any modifications, the following resolution.

Words and expressions used in this Notice of EGM shall bear the meanings ascribed to them in the Circular to Unitholders dated 2 July 2021 (the “Circular”), unless otherwise stated.

RESOLUTION 1 (ORDINARY RESOLUTION): THE PROPOSED WHITEWASH RESOLUTION

That subject to the conditions in the SIC Waiver from the Securities Industry Council dated 28 May 2021 being fulfilled, Unitholders, other than the Concert Party Group and parties which are not independent of the Concert Party Group, hereby (on a poll taken) waive their rights to receive a mandatory offer from the Concert Party Group for all the remaining issued Units not already owned or controlled by the Concert Party Group, in the event that they incur a mandatory bid obligation pursuant to Rule 14 of The Singapore Code on Take-overs and Mergers as a result of the subscription by the Sponsor Relevant Entities of the Preferential Offering Units in accordance with the terms of the Sponsor Irrevocable Undertaking.

BY ORDER OF THE BOARD

ESR Funds Management (S) Limited

As manager of ESR-REIT

(Company Registration No.: 200512804G, Capital Markets Services Licence No. 100132)

Adrian Chui

Chief Executive Officer and Executive Director

Singapore

2 July 2021

Notes:

1. In view of the heightened safe management measures imposed by the Singapore Government due to the current COVID-19 situation, ESR-REIT will be conducting the EGM only by way of electronic means in accordance with the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. In addition to the printed copies of this Notice and the Proxy Form which will be sent to Unitholders, this Notice, the Proxy Form as well as the Circular will also be made available by electronic means via publication on ESR-REIT's website at <https://esr-reit.listedcompany.com/meetings.html>, and will also be made available on the website of Singapore Exchange Securities Trading Limited (the "SGX-ST") at <https://www.sgx.com/securities/company-announcements>.
2. **Conduct of the EGM:**
The proceedings of the EGM will be conducted only by way of electronic means via a live webcast comprising both video (audio-visual) and audio-only feeds. Please pre-register if you wish to follow the proceedings of the EGM.
3. **Online Pre-Registration required for Unitholders who wish to follow the proceedings of the EGM:**
Unitholders and investors who hold Units through the Central Provident Fund ("CPF") or the Supplementary Retirement Scheme ("SRS") ("CPF/SRS investors") who wish to follow the proceedings of the EGM through the live audio-visual webcast/live audio-only stream must pre-register online at <http://www.smartagm.sg/esrreitegm2021> (the "Pre-registration Page") which is also accessible by scanning the QR code below by **23 July 2021 (Friday), 10.00 a.m.** (being 72 hours before the time appointed for the holding of the EGM) for verification purposes.



Persons who hold Units through a Relevant Intermediary (as defined in the trust deed constituting ESR-REIT (as amended)) ("**Relevant Intermediary Unitholders**") who wish to follow the proceedings of the EGM should request their Relevant Intermediary to make arrangements to pre-register on their behalf. The Relevant Intermediary is required to submit a consolidated list of participants (setting out in respect of each participant, his/her name, email address and NRIC/passport number) to the Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at SRS.TeamE@boardroomlimited.com no later than 23 July 2021 (Friday), 10.00 a.m.

Following successful verification, a confirmation email which contains unique user credentials and instructions on how to access the live audio-visual webcast/live audio-only stream of the EGM proceedings and submit questions during the EGM will be sent to you before the EGM (the "**Confirmation Email**"). Unitholders, CPF/SRS investors and Relevant Intermediary Unitholders **who do not receive the Confirmation Email by 10.00 a.m. on 25 July 2021 (Sunday)**, but have pre-registered for the live audio-visual webcast/live audio-only stream of the EGM proceedings by the deadline of 10.00 a.m. on 23 July 2021 (Friday), **should contact the Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at +65 6536 5355 (during office hours) or at SRS.TeamE@boardroomlimited.com immediately.**

4. **Submission of Questions:**

All Unitholders, CPF/SRS investors and Relevant Intermediary Unitholders will be able to submit questions in advance of the EGM (see paragraph below for further details) and/or ask questions "live" via the live audio-visual webcast/live audio-only stream of the EGM proceedings.

All Unitholders, CPF/SRS investors and Relevant Intermediary Unitholders can and are strongly encouraged to submit questions relating to the business of the EGM in advance of the EGM up till **23 July 2021 (Friday), 10.00 a.m.** (being 72 hours before the time appointed for the holding of the EGM).

- a. Unitholders and CPF/SRS investors may submit their questions on the Pre-registration Page or via electronic mail to ir@esr-reit.com.sg or by post addressed to the Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623.
- b. Relevant Intermediary Unitholders may submit questions through their Relevant Intermediary, who in turn should submit a consolidated list of questions to the Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at SRS.TeamE@boardroomlimited.com.

Unitholders, CPF/SRS investors and Relevant Intermediary Unitholders who submit questions in advance of the EGM should provide the following information to us (or, in the case of Relevant Intermediary Unitholders, their Relevant Intermediary) for our verification purposes: (a) your full name; (b) your address, contact number, and email; and (c) the manner in which you hold Units (if you hold Units directly, please provide your CDP account number; otherwise, please state if you hold your Units through CPF or SRS, or are a Relevant Intermediary Unitholder).

In view of the current COVID-19 situation and the related safe distancing measures which may affect postage timings and make it difficult for Unitholders to submit questions by post, Unitholders who wish to submit questions in advance of the EGM are strongly encouraged to submit questions electronically on the Pre-registration Page or by email. ESR Funds Management (S) Limited, the manager of ESR-REIT (the “**Manager**”), will endeavour to address all substantial and relevant questions either prior to the EGM (via an announcement on SGXNET and ESR-REIT’s website at <https://esr-reit.listedcompany.com/meetings.html>) or during the EGM.

The Manager will publish the minutes of the EGM on ESR-REIT’s website and on SGXNET, and the minutes will include the responses to the substantial and relevant questions which are addressed during the EGM.

5. Voting Solely via Appointing Chairman as Proxy (Submit a Proxy Form):

Unitholders will only be able to vote at the EGM by appointing the Chairman of the EGM as proxy to vote on their behalf. Duly completed Proxy Forms must be deposited with ESR-REIT:

- a. via post to the office of the Unit Registrar of ESR-REIT, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 (by enclosing a clear, completed and signed Proxy Form); or
- b. via electronic mail to SRS.TeamE@boardroomlimited.com (by enclosing a clear, scanned, completed and signed Proxy Form in PDF).

The Proxy Forms must be received by ESR-REIT by **23 July 2021 (Friday), 10.00 a.m.** (being 72 hours before the time appointed for the holding of the EGM). In the Proxy Form, a Unitholder should specifically direct the proxy on how he/she is to vote for or vote against (or abstain from voting on) the resolution to be tabled at the EGM. All valid votes cast via proxy on the resolution will be counted. If no specific direction as to voting is given, the Chairman of the EGM will vote or abstain from voting at his/her discretion.

In view of the current COVID-19 situation and the related safe distancing measures which may affect postage timings and make it difficult for Unitholders to submit Proxy Forms by post, Unitholders are strongly encouraged to submit completed Proxy Forms electronically by email.

6. Voting by Relevant Intermediary Unitholders and CPF/SRS investors:

Relevant Intermediary Unitholders who wish to vote should **not** make use of the Proxy Form and should instead approach their respective Relevant Intermediary as soon as possible to specify voting instructions. CPF/SRS investors who wish to vote should approach their respective CPF Agent Banks/SRS Operators as soon as possible and at least **seven (7) working days** before the EGM (i.e. by **5.00 p.m. on 13 July 2021 (Tuesday)**), to ensure that their votes are submitted.

7. No Despatch of Printed Copies of the Circular to Unitholders:

Printed copies of the Circular will **not** be despatched to Unitholders, unless otherwise requested. For Unitholders’ convenience, printed copies of the Letter to Unitholders, the Notice of EGM, the Proxy Form and the Request Form for Unitholders to request for a printed copy of the Circular (the “**Request Form**”) have been despatched to Unitholders.

Unitholders who wish to request for printed copies of the Circular will need to complete and return the Request Form, by sending it back by post to the address stated overleaf on the Request Form or by emailing it to SRS.TeamE@boardroomlimited.com, to the Manager by **16 July 2021 (Friday)**.

In view of the rapidly evolving COVID-19 situation, Unitholders should note that the manner of conduct of the EGM may be subject to further changes at short notice. Unitholders are advised to check ESR-REIT’s website at <https://esr-reit.listedcompany.com/meetings.html> and SGXNET regularly for updates. Alternatively, Unitholders may sign up for email alerts here (https://esr-reit.listedcompany.com/email_alerts.html) to receive the latest updates.

Important Notice:

The value of Units and the income derived from them may fall as well as rise. Units are not investments or deposits in, or liabilities or obligations of the Manager, RBC Investor Services Trust Singapore Limited (in its capacity as trustee of ESR-REIT) (the “**Trustee**”), or any of their respective related corporations and affiliates (individually and collectively, the “**Affiliates**”).

An investment in Units is subject to equity investment risk, including the possible delays in repayment and loss of income or the principal amount invested. Neither ESR-REIT, the Manager, the Trustee nor any of their Affiliates guarantees the repayment of any principal amount invested, the performance of ESR-REIT, any particular rate of return from investing in ESR-REIT, or any taxation consequences of an investment in ESR-REIT. Any indication of ESR-REIT performance returns is historical and cannot be relied on as an indicator of future performance.

Investors should note that they will have no right to request the Manager to redeem or purchase their Units for so long as the Units are listed on the SGX-ST. It is intended that investors may only deal in their Units through trading on the SGX-ST. Listing of the Units on the SGX-ST does not guarantee a liquid market for the Units.

Personal data privacy:

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