



## PROPOSED MERGER OF ESR-REIT AND ARA LOGOS LOGISTICS TRUST BY WAY OF A TRUST SCHEME OF ARRANGEMENT

### Dealings Disclosure

#### 1. INTRODUCTION

Citigroup Global Markets Singapore Pte. Ltd. ("**CGMS**") refers to the announcement made by ESR Funds Management (S) Limited ("**ESR-REIT Manager**"), as manager of ESR-REIT dated 15 October 2021 (the "**Joint Announcement**") in relation to the proposed merger of ESR-REIT and ARA LOGOS Logistics Trust (the "**Merger**"). CGMS is one of the two financial advisors to the ESR-REIT Manager.

*All capitalised terms used and not defined herein shall have the same meanings ascribed to them in the Joint Announcement.*

#### 2. DEALINGS

CGMS, as one of the financial advisers to ESR-REIT in respect of the Merger, is regarded as an associate of ESR-REIT under the Singapore Code on Take-overs and Mergers ("**Code**").

Prior to the release of the Joint Announcement, certain affiliates of CGMS ("**Citi Affiliates**") entered into Delta one equity swap contracts with a client (the "**Relevant Client**") in relation to units in ESR-REIT ("**ESR-REIT Units**"). The Relevant Client is not, and is not deemed to be, acting in concert with the ESR-REIT Manager in connection with the Merger pursuant to the Code. The Delta one equity swap contract is a type of financial derivative instrument that allowed the Relevant Client to have exposure to ESR-REIT without the need for the Relevant Client to have a physical position in ESR-REIT.

When the Citi Affiliates enter into such equity swap contracts with their clients, they will hedge the trade on a one-for-one basis by buying or selling a corresponding number of underlying securities, depending on whether the clients are taking a long or short position respectively. When the clients close their equity swap positions with the Citi Affiliates, the hedging trades entered into by Citi Affiliates will be closed out as well (i.e. the underlying securities purchased to hedge long equity swap positions will be sold, or underlying securities sold to hedge short equity swap positions will be purchased).

Immediately prior to the date of the Joint Announcement, Citi Affiliates had a long equity swap position with the Relevant Client which are referenced to 81 ESR-REIT Units. Accordingly, a balance of 81 ESR-REIT Units were sold by Citigroup Global Markets Limited ("**CGML**"), a Citi Affiliate, to hedge the short equity swap position of the Relevant Client.



The relevant Citi Affiliates received instructions from the Relevant Client to close out its short equity swap position in relation to the 81 ESR REIT Units (the “**Relevant Swaps**”). The closing of the Relevant Swaps is wholly unsolicited and driven by the Relevant Client’s instruction. Accordingly, 81 ESR-REIT Units were purchased on the same day the Relevant Swaps were closed.

Rule 11.3 of the Code prohibits dealings by an offeror and its concert parties in securities of the offeror where the consideration for an offer includes securities of the offeror. A waiver of Rule 11.3 of the Code has been obtained by CGMS from the Securities Industry Council for the purchase of the 81 ESR-REIT Units in connection with the closing of the Relevant Swaps entered into between the Citi Affiliates and the Relevant Client, subject to the condition that the purchase will be publicly disclosed in accordance with Rule 12.1 of the Code.

Accordingly, CGMS wishes to announce the following dealing in ESR-REIT Units by it for its own account:

<b>Date of dealing</b>	23-Dec-2021
<b>Name of entity dealing</b>	Citigroup Global Markets Limited
<b>Description of dealing</b>	Open market purchase of 81 ESR-REIT Units in connection with the closing of equity swap positions with an unconnected client of the Citi Affiliates
<b>Dealing price</b>	S\$ 0.49 per ESR-REIT Unit
<b>Total number of ESR-REIT Units purchased</b>	81
<b>Consideration paid for purchase (excluding brokerage fee, clearing fee and applicable tax)</b>	S\$ 39.69

The resultant total number of ESR-REIT Units owned or controlled by CGMS and its associates is 1,314,505. The resultant percentage of ESR-REIT Units owned or controlled by CGMS and its associates is approximately 0.033%<sup>1</sup>.

Issued by  
**Citigroup Global Markets Singapore Pte. Ltd.**  
24 December 2021

<sup>1</sup> Based on 4,012,297,353 ESR-REIT Units in issue according to publicly information from the ESR-REIT Manager.