

ESR-LOGOS REIT

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

Unless otherwise defined, all capitalized terms used and not defined herein shall have the same meaning given to them in the Circular to Unitholders dated 13 March 2023.

MINUTES OF EXTRAORDINARY GENERAL MEETING

PLACE	: Suntec Singapore Convention & Exhibition Centre, Level 4, Hall 406, 1 Raffles Boulevard, Singapore 039593
DATE	: Tuesday, 28 March 2023
TIME	: 10.02 a.m.
PRESENT	: Please see Attendance List attached hereto
IN ATTENDANCE	: Please see Attendance List attached hereto
CHAIRPERSON	: Ms Stefanie Yuen Thio

INTRODUCTION

In accordance with the Trust Deed, Perpetual (Asia) Limited, as trustee of ESR-LOGOS REIT (the "**Trustee**") had nominated Ms Stefanie Yuen Thio to preside as Chairperson of the Meeting.

The Chairperson introduced herself, the Chief Executive Officer & Executive Director, and other Directors of the ESR-LOGOS REIT's manager ("**Manager**"), the Management team, the Company Secretary, Allen & Gledhill LLP, the Legal Adviser for the resolutions, RHB Bank Berhad (Singapore Branch), the Sole Financial Adviser and Coordinator for the Preferential Offering, Perpetual (Asia) Limited, the Trustee and the trustee for Viva Trust, a sub-trust of ESR-LOGOS REIT and other professionals who were present in the extraordinary general meeting (the "**Meeting**" or "**EGM**").

QUORUM

As a quorum was present, the Chairperson declared the Meeting open at 10.02 a.m.

NOTICE

The notice convening the Meeting was taken as read. The Chairperson explained that the Manager had on 16 February 2023 announced the launch of equity fund raising by way of a private placement and a non-renounceable preferential offering (the "**Equity Fund Raising**") to raise gross proceeds of not less than approximately S\$300.0 million.

The Chairperson highlighted that under the SGX Listing Rules and the Code on Collective Investment Schemes, the sponsor, ESR Group Limited and the Manager (including their associates) have abstained from voting on resolution 2, leaving all other Unitholders to make an informed decision on the resolution.

PRESENTATION BY THE CHIEF EXECUTIVE OFFICER (“CEO”) & EXECUTIVE DIRECTOR

The Chairperson invited Mr Adrian Chui, the CEO and Executive Director to make a presentation on the rationale and the key benefits of the Equity Fund Raising as well as the two proposed resolutions to be approved by the Unitholders in this Meeting.

POLL VOTING

Ms Stefanie Yuen Thio, in her capacity as Chairperson of the Meeting, called for voting on the ordinary resolutions to be conducted by poll pursuant to Schedule 1 of the Trust Deed. She explained that the poll will be undertaken in a paperless manner using a wireless handheld device and a short video on “How to Vote” was played to the Unitholders as part of the voting process.

The Chairperson had been appointed as proxy by Unitholders who had directed the Chairperson of the Meeting to vote for, against, or abstain from voting on, the ordinary resolutions as set out in the Notice of EGM. Accordingly, she casted all votes as so directed for each resolution.

All valid proxy forms received by the deadline as specified in the Notice of EGM, had been accounted for and had been independently verified by DrewCorp Services Pte Ltd, the appointed scrutineers for the Meeting, and Boardroom Corporate Advisory Services Pte Ltd, the appointed polling agent for the Meeting.

GENERAL QUESTIONS AND ANSWERS (“Q&A”)

It was noted that the Manager had received several questions from Unitholders before the EGM. The Manager had addressed the relevant and substantial questions raised by Unitholders in a separate announcement on 23 March 2023.

The Chairperson invited Unitholders present at the Meeting to ask questions via the microphones provided.

A copy of the questions raised and responses provided thereof is attached to these minutes as Appendix I.

The Chairperson proceeded to deal with the ordinary resolutions of the EGM after the close of the Q&A session.

ORDINARY RESOLUTION 1

- THE PROPOSED ISSUANCE OF NEW UNITS UNDER THE PREFERENTIAL OFFERING, PURSUANT TO RULE 805(1) AND 816(2) OF THE LISTING MANUAL

The Ordinary Resolution 1 was proposed by the Chairperson, the motion was put to vote and the results of the poll for the Ordinary Resolution 1 were as follows:

Total		For		Against	
Total number of units represented by votes for and against the relevant resolution	As a percentage of total no. of votes for and against the resolution (%)	No. of units	As a percentage of total no. of votes for and against the resolution (%)	No. of units	As a percentage of total no. of votes for and against the resolution (%)
3,438,172,673	100.00	3,399,882,378	98.89	38,290,295	1.11

Based on the results of the poll, the motion was declared carried by the Chairperson and it was **RESOLVED** that, subject to and contingent upon the passing of Ordinary Resolution 2:

- (i) approval be and is hereby given for the issue of up to 461.6 million new units (“**New Units**”) in ESR-LOGOS REIT (“**E-LOG**”) under the non-renounceable preferential offering (the “**Preferential offering**”) at an issue price of S\$0.325 per New Unit in the manner described in the circular dated 13 March 2023 (the “**Circular**”); and
- (ii) ESR-LOGOS Funds Management (S) Limited (as manager of E-LOG) (the “**Manager**”), any director of the Manager (“**Director**”), and Perpetual (Asia) Limited, in its capacity as trustee of E-LOG (the “**Trustee**”), be and are hereby severally authorised to complete and do all such acts and things (including executing all such documents as may be required) as the Manager, such Director or, as the case may be, the Trustee, may consider expedient or necessary or in the interests of E-LOG to give effect to the Preferential Offering and all transactions therewith, and in this connection, the board of directors of the Manager (the “**Board**”) be hereby authorised to delegate such authority to such persons as the Board deems fit.

ORDINARY RESOLUTION 2

- THE POTENTIAL TRANSFER OF A CONTROLLING INTEREST TO ESR GROUP LIMITED AS A RESULT OF THE ISSUANCE OF THE NEW UNITS UNDER THE PREFERENTIAL OFFERING, PURSUANT TO RULE 803 OF THE LISTING MANUAL

The Ordinary Resolution 2 was proposed by the Chairperson, the motion was put to vote and the results of the poll for the Ordinary Resolution 2 were as follows:

Total		For		Against	
Total number of units represented by votes for and against the relevant resolution	As a percentage of total no. of votes for and against the resolution (%)	No. of units	As a percentage of total no. of votes for and against the resolution (%)	No. of units	As a percentage of total no. of votes for and against the resolution (%)
2,907,136,810	100.00	2,868,541,297	98.67	38,595,513	1.33

Based on the results of the poll, the motion was declared carried by the Chairperson and it was **RESOLVED** that, subject to and contingent upon the passing of Ordinary Resolution 1:

- (i) approval be and is hereby given for the transfer of a controlling interest to ESR Group Limited as a result of the issuance of the New Units under the Preferential Offering, in the manner described in the Circular; and
- (ii) the Manager, any Director, and the Trustee, be and are hereby severally authorised to complete and do all such acts and things (including executing all such documents as may be required) as the Manager, such Director or, as the case may be, the Trustee, may consider expedient or necessary or in the interests of E-LOG to give effect to the Preferential Offering and all transactions therewith, and in this connection, the Board be hereby authorised to delegate such authority to such persons as the Board deems fit.

CONCLUSION

It was noted that the poll results of all the ordinary resolutions tabled for Unitholders’ voting would be released after conclusion of the Meeting via SGX-ST on the same day.

CLOSE OF THE MEETING

There being no other business to transact, the Chairperson declared the Meeting closed at 11.23 a.m. and thanked everyone for their attendance.

Confirmed as True Record of Proceedings held

Ms Stefanie Yuen Thio
Chairperson

APPENDIX I

Unitholder	Manohar P Sabnani
Question 1	How would the proposed Preferential Offering (“PO”) benefit Unitholders in terms of appreciation in unit price? Since ESR Group Limited stepped in 2017, the unit price has drifted down from S\$0.57 cents to S\$0.32 cents. The issue price of the PO was S\$0.325 per new unit, based on the market price. Will the acquisitions using the proceeds from this PO be DPU accretive and eventually lead to appreciation in unit price?
CEO	<p>The proceeds from the PO are not only for acquisitions. They will also be deployed for AEs and redevelopments. Industrial asset generally has shorter useful life span compared to office and retail assets due to wear and tear and changes in technology. Given the short land leases of Singapore industrial properties, Management has been undertaking AEI and redevelopment, in addition to asset acquisitions to try extend land lease.</p> <p>The closure of buildings during redevelopment or asset enhancement, as well as disposal of assets may inevitably cause a drop in DPU. However, the Management would ensure that ultimately, the quality of E-LOG’s portfolio is well maintained and the transactions to be undertaken are accretive regardless whether it is redevelopment, asset enhancement or acquisition.</p>
Question 2	Can the Company maintain at least a S\$2.80 cents payout with this proposed PO?
CEO	<p>While we are not able to provide a forecast, we believe so its possible. However, to manage the fluctuation in DPU, Management may use capital gains distribution as part of the dividend payout when properties are undergoing asset enhancement. Once the 3 ongoing AEs begin to generate income from 3Q2023 onwards, such capital gains distribution is likely to be ceased.</p>
Question 3	How the raising of interest rate and cap rate impact the value of our industrial properties?
CEO	<p>The raising of interest rate does lower the property valuation through higher discount rates. However, being in the industrial market, we are in a better position as the underlying rental reversion would be able to help offset the rising interest rate. While the raising of interest rate is not within our control, we are able to control the topline i.e. rental rate. To attain the desired positive rental reversion, our strategy is to pivot towards the logistics and high-specs industrial (“New Economy”) sectors. This way, we could partially mitigate the impact of the raising of interest rate.</p> <p>Further, E-LOG has always maintained a flat debt expiry profile and has sufficient committed credit lines to refinance loans due within the two years. We also do not pledge our assets for any borrowings.</p> <p>The Management will continue to increase E-LOG’s exposure in the New Economy sector in the next two years through redevelopment, AEs, divestment of dated assets as well as acquisitions from sponsor’s asset pipeline.</p>

Chairperson	Chairperson added that E-LOG is in a better position as compared to those in commercial property sector. However, there are two key challenges faced by the industrial property players: (i) whether the type of properties owned is in demand and (ii) short JTC lease tenure which negatively affects the property valuation. E-LOG has since increased its exposure in the New Economy sector which is in demand, and diversified into different countries through the leverage of the sponsor's international foot print.
Question 4	How much debts are going to be renewed in the next two years? What is the % increase in net amount of interests paid arising from the raising of interest rate?
CEO	CEO replied that approximately S\$180 million and S\$200 million of debts will be due for renewal in 2023 and 2024 respectively. 72% of the debts are on fixed interest rates. As such, the raising of interest rate would only affect the remaining 28% of the debts and we expect the interest costs to increase from 3.66% in FY2022 to approximately 3.8% in FY2023.
Question 5	Referring to Page 25 of the Circular, how would the change of control resolution come into picture and who is currently the controlling Unitholder?
CEO	While ESR Group Limited is currently, in substance, the controlling Unitholder of E-LOG, it is a requirement under the SGX listing rules to seek Unitholders' approval for issuance of securities to a person resulting in that person becoming a controlling Unitholder. One of the benchmarks for determining a controlling Unitholder is that such person is holding directly or indirectly 15% or more of the total number of issued units. If all other Unitholders choose not to subscribe any new units under the PO, ESR Group Limited would underwrite all unsubscribed units thereby increasing its unitholding from 13.92% to 19.12% (i.e., holding 15% or more of total number of issued units) and hence becoming a controlling Unitholder.
Unitholder	<i>Chua Ghim Hock (Cai Jinfu)</i>
Question 6	Why is the PO structured in this manner such that an EGM is required?
CEO	Our sponsor is fully backstopping the PO if other Unitholders choose not to subscribe for any new units under the PO. Hence, Unitholders are saving approximately S\$4 million to S\$5 million of underwriting fees which are required for a typical PO without sponsor's support. However, Unitholders' approval is required for such an arrangement under the SGX Listing Rules. From the sponsor's perspective, this backstop gives Unitholders a chance to participate in the PO without paying underwriting fees. If they do not wish to subscribe for various reasons, Sponsor is willing

	to take them as they are natural investr and believes in the fundamentals and strategic direction of E-LOG.
Question 7	Why E-LOG set an issue price for the PO? Wouldn't it be better if E-LOG issues up to a certain number of units and allows the market to determine the issue price? This is especially if the current market price is lower than the issue price set for the PO.
Chairperson	Chairperson informed that to seek Unitholders' approval for the PO, it is necessary to inform the Unitholders on the price that he or she is going to subscribe for the new units under the PO.
CEO	CEO added that stating the issue price could prevent the market from shorting the units to drive down the market price for short-term gains. This is especially when E-LOG counter is currently very liquid. It would be very dilutive for Unitholders if E-LOG were to issue new units at a low issue price (if determined by the market) as more units are issued with the same dollar amount of money raised.
Chairperson	Market price would tend to respond to corporate actions. It is evident from the launch of private placement where the market price was S\$0.350, which was higher than the issue price of S\$0.330 for the private placement.
CEO	With the sponsor backstopping the PO, it also implied that the sponsor believes that S\$0.325 is the intrinsic value of E-LOG unit. In fact, it is because we have stated the issue price of S\$0.325 that whenever the market price of E-LOG dropped to below S\$0.325 due to the macroeconomic factors, it soon reverts to its intrinsic value of S\$0.325. If the issue price is not fixed, it is likely that the market price of E-LOG may drop to below S\$0.30 given the uncertainties in the current economy.
Question 8	Why does the Manager still provide Unitholders the option to participate in the scrip dividend scheme ("SDS") when the SDS issue price is higher than the PO issue price?
CEO	Unitholders are given the option as to whether to take up the scrip dividend or not. We want to maintain a consistent approach for the SDS as there are Unitholders like the institutional investors who want the scrip dividend to maintain or increase their unitholding without paying brokerage fees. The way of determining the issue price under the SDS is also guided by the Trust Deed of E-LOG.
Question 9	Has the Manager tried to obtain waiver from the SGX-ST for the change in control resolution?
CEO	SGX-ST does not allow for waiver of the said resolution.
Unitholder	<i>Jonathan Lim Yeow Siang</i>
Question 10	E-LOG is using S\$192 million out of the EFR proceeds to repay debts but there is a \$230 million of debt maturing in 2023. Why does the Manager not use more of the proceeds to pay off the debts especially in times of rising interest rate?

CEO	We might incur early settlement penalties if we pay down debts too early in advance. Besides, we do have committed revolving credit facilities available for refinancing. Nonetheless, prior to identifying any redevelopment opportunities, we may deploy the proceeds to pay down short-term debts and for working capital purposes. If there is any early settlement of debt, Management will negotiate with the banks to avoid huge early settlement penalties.
Question 11	Despite the efforts in moving towards the New Economy sectors and obtaining high positive rental reversions, the DPU remained flat. Could you please explain why?
CEO	There is usually a time lag before the impact of full rental reversions kicks in. The 3 ongoing AElS did not contribute any income in the past 12 months. However, they would start generating income from 3Q2023 onwards.
Unitholder	<i>Eddie Chong Ah Pok @ Ngian Hoon Hin</i>
Question 12	With the issuance of this preference shares, will it improve the share value of E-LOG? This issuance is diluting the shares of the company.
CEO	To clarify, this issuance is not preference share or a different class of shares. It is a PO that offers common unit, like a rights issue. The proceeds from the PO will be used to fund identified redevelopments, AElS and future acquisitions as per the presentation slides to improve the earnings per unit.
Chairperson	Every issuance of units will mathematically dilute the percentage of unitholding of all other unitholders. The question is whether the proceeds are put to good use such that it increases the value of the portfolio. This is what we are hoping to do.
Question 13	Why did the unit price not show any improvement since partnering with LOGOS?
CEO	The unit price varies due to many reasons. In the last 3 to 4 weeks, the share price of many companies had dropped by 15% to 20% or even more due to the macro conditions going around in the market. The focus should be on the dividend paid. We still maintained a flat DPU to Unitholders in years 2021 and 2022 when our buildings were closed for AElS. Once the AElS are completed, we would be able to generate more income from 3Q2023 onwards. While we could not control the unit price, we could decide on how to increase the earnings and the deployment of such earnings.
Question 14	What are the prospects for E-LOG?
Chairperson	We are unable to comment on the prospects. However, we have shared our plans, capital strategies, the challenges faced and solutions to overcome them in the earlier presentation.
Question 15	Where does E-LOG's business concentrate in and in which region?

CEO	<p>Our business is in industrial assets, focusing on logistics and high-specs properties which are currently in high demand with double digit positive rental reversion. In fact, the occupancy for our warehouses is full and we even have tenants with leases expiring in 2024 requesting for lease renewal. As such, the rationale for this fund raising is to ensure that we have sufficient funds to develop more space to cater to the demand and generate more rental income.</p> <p>In terms of geographical presence, 76% of our assets are in Singapore, 20% in Australia and the remaining in Japan. These are developed countries where money can flow to and out easily to ensure a stable and growing distribution of dividends for the Unitholders.</p>
Unitholder	Nancy Chang Ban Heng
Question 17	Understand that one of the AElS is to develop a cold-store facility. It was in demand during the COVID-19, but with the tapering of COVID-19, are cold-store facilities still profitable?
CEO	<p>Cold-store facilities are currently in great demand due to food security, especially after the Singapore government has expressed its intention to be food self-sufficient by 2030. Within the logistics sector, there is also a change in usage whereby pharmaceutical logistics nowadays require a different way of storing and transporting their high value drugs or supplements.</p>
Question 18	There is no mention on the ratio and number of units to be subscribed in the Circular. We can just buy units in the market at 32 cents since it is cheaper compared to the PO.
CEO	<p>We do not have the ratio on hand now. However, we wish to highlight that it is the Unitholders' right to subscribe for their entitlement and even the excess under the PO without paying any brokerage fees. If you purchase from the open market, you may pay a lower or higher price and subject to brokerage fees.</p>
Question 19	Noting cold-store facilities are in demand now, the risks involved are also high such as electricity/power failure, how to mitigate such risks? Do you have the UPS system to support?
CEO	<p>For cold-store facilities, we will negotiate with the tenants to pay for their own utilities. We also make sure the UPS system is installed when the buildings are being developed. As part of the mitigating measures, we ensure a diversification in the industrial assets that we owned as well as the tenant mix.</p>
Question 20	How would E-LOG manage a sudden over supply after investing in the redevelopment of cold-store facilities?
CEO	<p>Cold-store facility development requires specialised expertise. Hence, we would only engage with committed tenants when developing a cold-store facility.</p>
Unitholder	Lim Lian Seng

Question 21	Following the merger with LOGOS, and with strategic initiatives on AEI, redevelopment and acquisitions, what is the expected timeline that the value of the Unitholders would increase, in 2 or 3 years?
CEO	We cannot give a forecast but we do expect Unitholders to benefit from higher rental when AEIs start to contribute income. We are also looking into divesting assets while ensuring a stable and growing distribution. From the Management's perspective, the key focus now will be to increase the exposure in the New Economy sectors to achieve a stable and growing distribution.
Chairperson	We will not know when the unit price will increase as it depends on many factors. Some of the properties taken offline to do AEI are coming online in between 3Q2023 to 1Q2024 and will be revenue generating. Nonetheless, we are unable to provide a timeline when the unit price would increase.
Unitholder	<i>Norman Chia Hong Kiat</i>
Question 22	If forecast is not available, could you show us a slide on the performance over the years so that we can be convinced to continue to support the fund-raising of E-LOG?
CEO	A good perimeter to measure performance over the time for a REIT is price to Net Asset Value ("NAV") as it reflects the asset quality and whether we have added value to underlying assets. We started off with NAV below 1 due to the short land leases and since 2018, we have been trading above NAV of 1 for most of the time and even during the downturn. Our NAV is also higher than our peers. In addition, our NAV still maintains at close to 1 even after the private placement at a discount.
Question 23	I accept the use of NAV as the matrix for measuring performance but are you able to show us a slide on all the funds invested by the Unitholders and the DPU for the last five years, such that the Unitholders would know whether they are better off today as the unit price is currently at S\$0.320. Unitholders would then be able to decide whether to continue to support the PO. When can you show us the slide?
CEO	As the circular has been published, the requested slide is more of an additional information on the historical performance, instead of a basis to seek Unitholders' approval for the PO. We will provide the slide together with investors presentation slides after the meeting.
Question 24	Once the resolutions have been passed, will E-LOG use the proceeds to redeem the perpetual securities?
CEO	We may potentially use the proceeds to redeem the perpetual securities. However, we do have the flexibility to redeem the perpetual securities with other options, and not just the proceeds from the PO.

ESR-LOGOS FUNDS MANAGEMENT (S) LIMITED
(Company Registration No. 200512804G)
Incorporated in Singapore
(acting in its capacity as manager of ESR-LOGOS REIT)

**EXTRAORDINARY GENERAL MEETING
ATTENDANCE LIST**

PLACE : Suntec Singapore Convention & Exhibition Centre, Level 4, Hall 406, 1 Raffles Boulevard, Singapore 039593

DATE : Tuesday, 28 March 2023

TIME : 10.02 a.m.

S/No.	Name	Position
1.	Stefanie Yuen Thio	Independent Chairperson
2.	Nagaraj Sivaram	Independent Non-Executive Director
3.	Ronald Lim Cheng Aun	Independent Non-Executive Director
4.	Trent Alexander Iliffe	Non-Executive Director
5.	Wilson Ang Poh Seong	Non-Executive Director
6.	Adrian Chui Wai Yin	Chief Executive Officer & Executive Director
7.	Karen Lee Kiah Ling	Deputy Chief Executive Officer
8.	Don Kok Chew Meng	Chief Financial Officer
9.	Charlene-Jayne Chang	Head of Capital Markets and Investor Relations
10.	Nancy Tan	Head of Investment
11.	Loy York Ying	Head of Compliance and Risk Management
12.	Chiang Wai Ming	Company Secretary, TMF Singapore H Pte. Ltd.
13.	Representative of Perpetual (Asia) Limited	Trustee for ESR-LOGOS REIT and Viva Trust, a sub-trust of ESR-LOGOS REIT
14.	Allen & Gledhill LLP	Legal Adviser
15.	RHB Bank Berhad, Singapore branch	Sole Financial Adviser and Coordinator for the Preferential Offering