

ESR-REIT

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

PROXY FORM

Annual General Meeting

IMPORTANT:

1. For investors holding units of ESR-REIT through relevant intermediaries (as defined in the trust deed constituting ESR-REIT (as amended) and CPF/SRS Investors), this Proxy Form is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by them. Such investors should approach their relevant intermediary as soon as possible to specify voting instructions. CPF/SRS investors should approach their respective CPF Agent Banks or SRS Operators at least **seven working days** before the Annual General Meeting (i.e. by **27 May 2020**) to ensure that their votes are submitted.
2. The Annual General Meeting will be held via electronic means.
3. **PLEASE READ THE NOTES TO THE PROXY FORM.**
4. [Personal data privacy](#)
By submitting an instrument appointing a proxy, the unitholder accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 13 May 2020.

I/We, _____ (Name and NRIC no./Passport no./Company Registration no.) of

_____ (Address)

being a unitholder/unitholders of ESR-REIT, hereby appoint the Chairman of the Annual General Meeting as my/our proxy to attend, to speak and to vote for me/us on my/our behalf at the Annual General Meeting of ESR-REIT to be held on Friday, 5 June 2020 at 10.00 a.m., and at any adjournment thereof. I/We direct my/our proxy to vote (i) for (ii) against or (iii) abstain from voting on, the resolutions to be proposed at the Annual General Meeting as indicated hereunder[#]. If no specific direction as to voting is given, the proxy will vote or abstain from voting at his/her discretion, as he/she may on any other matter arising at the Annual General Meeting.

No.	Resolutions:	For*	Against*	Abstain*
	ORDINARY BUSINESS			
1	To receive and adopt the Trustee's Report, the Statement by the Manager and the Audited Financial Statements of ESR-REIT for the financial year ended 31 December 2019			
2	To approve Ernst & Young LLP as Auditor of ESR-REIT to hold office until the conclusion of the next Annual General Meeting and to authorise the Manager to fix their remuneration			
	SPECIAL BUSINESS			
3	To authorise the Manager to issue Units and to make or grant convertible instruments			
4	To authorise the Manager to repurchase or otherwise acquire Units for and on behalf of ESR-REIT pursuant to the Unit Buy-Back Mandate			

[#] You should specifically direct the proxy on how he/she is to vote for, vote against (or abstain from voting on) the resolutions.

* If you wish to exercise all your votes "For", "Against" or "Abstain", please tick [v] within the box provided. Alternatively, please indicate the number of votes as appropriate.

Dated this _____ day of _____ 2020

**Total number of Units held
(Note 2)**

Signature(s) of Unitholder(s) / Common Seal

IMPORTANT:

PLEASE READ NOTES TO PROXY FORM ON REVERSE PAGE

Postage will
be paid by
addressee.
For posting in
Singapore only.

**BUSINESS REPLY SERVICE
PERMIT NO. 08027**



ESR Funds Management (S) Limited
(As Manager of ESR-REIT)
c/o B.A.C.S. Private Limited
8 Robinson Road
#03-00 ASO Building
Singapore 048544

IMPORTANT: PLEASE READ THE NOTES TO PROXY FORM BELOW

Notes to proxy form:

1. A holder of units of ESR-REIT ("**Unitholder**") who wishes to vote at the Annual General Meeting of ESR-REIT must appoint the Chairman of the Annual General Meeting to act as his/her proxy to vote on behalf of him/her at the Annual General Meeting in respect of all the units of ESR-REIT ("**Units**") held by him/her. 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 resolutions. All valid votes cast via proxy on each resolution will be counted.
2. A Unitholder should insert the total number of Units held. If the Unitholder only has Units entered against his/her name in the Depository Register maintained by The Central Depository (Pte) Limited ("**CDP**"), he/she should insert that number of Units. If the Unitholder only has Units registered in his/her name in the Register of Unitholders of ESR-REIT, he/she should insert that number of Units. If the Unitholder has Units entered against his/her name in the said Depository Register and registered in his/her name in the Register of Unitholders, he/she should insert the aggregate number of Units. If no number is inserted, this proxy form will be deemed to relate to all the Units held by the Unitholder in both the Depository Register and the Register of Unitholders.
3. The instrument appointing a proxy (the "**Proxy Form**") must be deposited by post to the office of the Unit Registrar of ESR-REIT at 8 Robinson Road, #03-00 ASO Building, Singapore 048544, or by email to main@zicoholdings.com (e.g. enclosing a clear scanned completed and signed Proxy Form in PDF), and must be received by ESR-REIT not less than 72 hours before the time set for the Annual General Meeting. 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.
4. The Proxy Form must be executed under the hand of the appointor or of his/her attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer.
5. Where the Proxy Form is signed on behalf of the appointor by an attorney or a duly authorised officer, the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority must (failing previous registration with the Manager) be deposited by post to the office of the Unit Registrar of ESR-REIT at 8 Robinson Road, #03-00 ASO Building, Singapore 048544, or by email to main@zicoholdings.com and must be received by ESR-REIT, not less than 72 hours before the time set for the Annual General Meeting, failing which the Proxy Form may be treated as invalid. 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 such documents by post, Unitholders are strongly encouraged to submit such documents electronically by email.
6. The Manager shall be entitled to reject a Proxy Form which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the Proxy Form. In addition, in the case of Units entered in the Depository Register, the Manager may reject a Proxy Form if the Unitholder, being the appointor, is not shown to have Units entered against his/her name in the Depository Register as at 72 hours before the time appointed for holding the Annual General Meeting, as certified by CDP to the Manager.
7. All Unitholders will be bound by the outcome of the Annual General Meeting regardless of whether they have attended or voted at the Annual General Meeting.
8. Every Unitholder shall have one vote for every Unit of which he/she is the Unitholder. A person entitled to more than one vote need not use all his/her votes or cast them the same way.