

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 ("AGM")

IMPORTANT:

- Unitholders who wish to exercise their voting rights at the AGM may:
 - (where the Unitholder is an individual) attend the AGM and vote "live" at the Physical Meeting or Virtual Meeting;
 - (where the Unitholder is an individual or a corporate) appoint proxy(ies) (other than the Chairman of the AGM) to attend the AGM and vote "live" at the Physical Meeting or Virtual Meeting on their behalf; and
 - (where the Unitholder is an individual or a corporate) appoint the Chairman of the AGM as proxy to vote on their behalf.
- Unitholders who wish to appoint proxy(ies) (other than the Chairman of the AGM) to vote "live" at the Physical Meeting or Virtual Meeting on their behalf must, in addition to completing and submitting this Proxy Form in accordance with the instructions in the Notes below, pre-register the proxy(ies) at the Pre-Registration Page by 26 April 2022 (Tuesday), 3.00 p.m..
- For investors holding units of ESR-REIT through a Relevant Intermediary (as defined below) ("Relevant Intermediary Unitholders") and investors who hold Units through the Central Provident Fund or the Supplementary Retirement Scheme ("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 such investors. Relevant Intermediary Unitholders who wish to vote at the AGM should approach their Relevant Intermediary as soon as possible. CPF/SRS investors who wish to vote at the AGM should approach their respective CPF Agent Banks / SRS Operators at least **five working days** before the AGM (i.e. by **22 April 2022 (Friday)**) to ensure that their votes are submitted.
- PLEASE READ THE NOTES TO THE PROXY FORM.**

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 AGM dated 13 April 2022.

I/We, _____ (insert Full Name and NRIC no./Passport no./UEN no.)

of _____ (Address)

being a unitholder/unitholders of ESR-REIT, hereby appoint

Name	Email Address	NRIC / Passport no.	Proportion of Unitholdings (Note 5)	
			No. of Units	%

and/or

Name	Email Address	NRIC / Passport no.	Proportion of Unitholdings (Note 5)	
			No. of Units	%

or failing whom, the Chairman of the AGM, as my/our proxy to attend, to speak (as applicable) and to vote for me/us on my/our behalf at the AGM of ESR-REIT to be held at Suntec Singapore International Convention and Exhibition Centre, Level 4, Hall 406, 1 Raffles Boulevard, Suntec City, Singapore 039593 and by way of electronic means at 3.00 p.m. on 29 April 2022, and at any adjournment thereof. I/We direct my/our proxy(ies) to vote (i) for, (ii) against, or (iii) abstain from voting on, the resolutions to be proposed at the AGM 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 AGM.

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 2021			
2	To re-appoint 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(ies) 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 _____ 2022

**Total number of Units held
(Note 4)**

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

IMPORTANT: PLEASE READ NOTES TO PROXY FORM ON REVERSE PAGE

ESR-REIT

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 Boardroom Corporate & Advisory Services Pte. Ltd.
1 Harbourfront Avenue
#14-07 Keppel Bay Tower
Singapore 098632

IMPORTANT: PLEASE READ THE NOTES TO PROXY FORM BELOW

Notes to the Proxy Form:

1. Unitholders who wish to exercise their voting rights at the AGM may:
 - (a) (where the Unitholder is an individual) attend the AGM and vote "live" at the Physical Meeting or Virtual Meeting;
 - (b) (where the Unitholder is an individual or a corporate) appoint proxy(ies) (other than the Chairman of the AGM) to attend the AGM and vote "live" at the Physical Meeting or Virtual Meeting on their behalf; and
 - (c) (where the Unitholder is an individual or a corporate) appoint the Chairman of the AGM as proxy to vote on their behalf.
2. Unitholders who wish to appoint proxy(ies) (other than the Chairman of the AGM) to vote "live" at the Physical Meeting or Virtual Meeting on their behalf must, in addition to completing and submitting this Proxy Form in accordance with the instructions below, pre-register the proxy(ies) at <https://smartagm.sg/esrreitagm29April2022> (the "Pre-Registration Page") by 26 April 2022 (Tuesday), 3.00 p.m..
3. In this Proxy Form, a Unitholder should specifically direct the proxy(ies) on how he/she is to vote for, vote against, or abstain from voting on, the resolutions tabled at the AGM. All valid votes cast via proxy on each resolution will be counted. If no specific direction as to voting is given, the proxy(ies) (including the Chairman of the AGM) may vote or abstain from voting at his/her discretion.
4. A Unitholder should insert the total number of Units entered against his/her/its name in the Depository Register maintained by The Central Depository (Pte) Limited ("CDP"). If no number is inserted, this proxy form will be deemed to relate to all the Units held by the Unitholder in the Depository Register.
5.
 - (a) A Unitholder (who is not a Relevant Intermediary) is entitled to appoint one or two proxies to attend and vote in his/her stead. A proxy need not be a Unitholder. Where a Unitholder appoints more than one proxy, the appointments shall be invalid unless he/she/it specifies the proportion of his/her/its Unitholding (expressed as a percentage of the whole) to be represented by each proxy.
 - (b) A Unitholder who is a Relevant Intermediary is entitled to appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different Unit or Units held by such Unitholder. Where such Unitholder appoints two or more proxies, the appointments shall be invalid unless such Unitholder specifies the number of Units to be represented by each proxy.
6. "Relevant Intermediary" means:
 - (a) a banking corporation licensed under the Banking Act 1970 of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds Units in that capacity;
 - (b) a person holding a capital markets services licence to provide custodial services under the Securities and Futures Act 2001 of Singapore and who holds Units in that capacity; or
 - (c) the CPF Board established by the Central Provident Fund Act 1953 of Singapore, in respect of Units purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the CPF Board holds those Units in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
7. The duly completed Proxy Form must be deposited:
 - (a) by post to the office of the Unit Registrar of ESR-REIT at 1 Harbourfront Avenue #14-07 Keppel Bay Tower Singapore 098632;
 - (b) by email to AGM.TeamE@boardroomlimited.com (by enclosing a clear, scanned, completed and signed Proxy Form in PDF); or
 - (c) (only for individuals who hold Units directly with CDP) via electronic submission of the e-Proxy Form at the Pre-Registration Page.

The Proxy Form must be received by ESR-REIT by 26 April 2022 (Tuesday), 3.00 p.m. (being 72 hours before the time appointed for the AGM). Unitholders are strongly encouraged to submit completed Proxy Forms via email or submit the e-Proxy Form via the Pre-Registration Page.
8. Completion and submission of the Proxy Form shall not preclude a Unitholder from attending, speaking and voting at the AGM. Any appointment of a proxy or proxies (including the Chairman of the AGM) shall be deemed to be revoked if a Unitholder attends the AGM, and in such event, the Manager reserves the right to refuse to admit any person or persons appointed under the Proxy Form to the AGM.
9. The Proxy Form must be executed under the hand of the appointor or of his/her/its 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.
10. Where the Proxy Form is signed on behalf of the appointor by an attorney or a duly authorised officer or by executor(s) on behalf of a deceased individual's estate, the power of attorney or other relevant authority 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 1 Harbourfront Avenue #14-07 Keppel Bay Tower Singapore 098632, or by email to AGM.TeamE@boardroomlimited.com, and must be received by ESR-REIT by 26 April 2022 (Tuesday), 3.00 p.m. (being 72 hours before the time appointed for the AGM), failing which the Proxy Form may be treated as invalid. In the event of any doubt, please email AGM.TeamE@boardroomlimited.com.
11. The Manager shall be entitled to reject a Proxy Form which is incomplete, improperly completed, unsigned, 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, 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 AGM, as certified by CDP to the Manager.
12. All Unitholders will be bound by the outcome of the AGM regardless of whether they have attended or voted at the AGM.
13. Every Unitholder shall have one vote for every Unit of which he/she/it is the Unitholder. A person entitled to more than one vote need not use all his/her/its votes or cast them the same way.