

ESR-REIT

(a real estate investment trust constituted on 31 March 2006 under the laws of the Republic of Singapore)

Managed by

ESR Funds Management (S) Limited

(Company Registration No: 200512804G)

ARA LOGOS Logistics Trust

(a real estate investment trust constituted on 11 February 2010 under the laws of the Republic of Singapore)

Managed by

ARA LOGOS Logistics Trust Management Limited

(Company Registration No: 200919331H)

JOINT ANNOUNCEMENT

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

**PAYMENT OF SCHEME CONSIDERATION
DELISTING OF ARA LOGOS LOGISTICS TRUST
CHANGE OF NAME OF THE ENLARGED REIT AND THE ESR-REIT MANAGER**

1. INTRODUCTION

ESR Funds Management (S) Limited, as manager of ESR-REIT (the "**ESR-REIT Manager**") and ARA LOGOS Logistics Trust Management Limited, as manager of ARA LOGOS Logistics Trust ("**ALOG**", and the manager of ALOG, the "**ALOG Manager**") refer to:

- (a) the revised scheme document dated 25 February 2022 (the "**Revised Scheme Document**") despatched electronically to unitholders of ALOG ("**ALOG Unitholders**") in relation to the proposed merger (the "**Merger**") of ESR-REIT and ALOG, to be effected through the acquisition by RBC Investor Services Trust Singapore Limited (in its capacity as trustee of ESR-REIT) ("**ESR-REIT Trustee**") of all the units of ALOG held by the ALOG Unitholders, in exchange for a combination of cash and units in ESR-REIT, by way of a trust scheme of arrangement (the "**Scheme**") in compliance with the Singapore Code on Take-overs and Mergers;
- (b) the revised circular dated 25 February 2022 (the "**Revised Circular**") despatched electronically to unitholders of ESR-REIT ("**ESR-REIT Unitholders**") in relation to the Merger and the Scheme; and
- (c) the joint announcement issued by the ESR-REIT Manager and the ALOG Manager on 22 April 2022 in relation to, among others, the Effective Date of the Scheme.

Unless otherwise defined herein, all capitalised terms in this announcement (this "**Announcement**") shall have the same meanings as set out in the Revised Scheme Document and/or the Revised Circular (as the case may be). All references to dates and times in this Announcement are made by reference to Singapore dates and times.

2. **DATE OF PAYMENT OF THE SCHEME CONSIDERATION AND DATE OF DELISTING OF ALOG**

The ESR-REIT Manager wishes to announce that it has made payment of the Scheme Consideration (comprising the Cash Consideration and the Consideration Units) to the Entitled ALOG Unitholders on 28 April 2022. Against the payment of the Scheme Consideration by the ESR-REIT Manager, all of the ALOG Units held by the ALOG Unitholders have been acquired by the ESR-REIT Trustee and ALOG is now a sub-trust of ESR-REIT.

ALOG Unitholders who receive odd lots of ESR-REIT Units may consider utilising the odd lots trading facility offered free-of-charge by the ALOG Manager as a gesture of appreciation of ALOG Unitholders' continuous support. Please refer to paragraph 4 of this Announcement for further details of the odd lots trading facility.

The ESR-REIT Manager and the ALOG Manager further wish to announce that ALOG will be delisted and removed from the Official List of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") with effect from 9.00 a.m. on 5 May 2022.

3. **ISSUE AND LISTING OF NEW ESR-REIT UNITS PURSUANT TO THE MERGER AND THE SCHEME**

The ESR-REIT Manager wishes to announce that in connection with the Merger and the Scheme, it has today issued 2,575,788,303 new ESR-REIT Units (the "**New ESR-REIT Units**") at an issue price of S\$0.4924 per ESR-REIT Unit as part of the Scheme Consideration paid to ALOG Unitholders. With the issuance of the New ESR-REIT Units, the total number of ESR-REIT Units in issue as at the date of this Announcement is 6,629,183,918 ESR-REIT Units. The New ESR-REIT Units rank *pari passu* in all respects with the existing ESR-REIT Units (save that the New ESR-REIT Units will not be entitled to the ESR-REIT Clean-up Distribution¹) and were listed, quoted and traded on the Main Board of the SGX-ST with effect from 9.00 a.m. on 28 April 2022.

In connection with the Merger and the Scheme, a total of 38,255,683 ESR-REIT Units ("**Acquisition Fee Units**") will be issued to the ESR-REIT Manager at an issue price of S\$0.4170² as payment of the acquisition fee of approximately S\$16.0 million payable to the ESR-REIT Manager for the Merger in accordance with the ESR-REIT Trust Deed at a later date.

¹ "**ESR-REIT Clean-up Distribution**" means the ESR-REIT Permitted Distributions in respect of the period from 1 January 2022 up to the day immediately before the Effective Date, the details of which are set out in the announcements dated 12 April 2022 and 27 April 2022 issued by the ESR-REIT Manager.

² The issue price was determined based on the volume weighted average price per ESR-REIT Unit for all trades done on the SGX-ST in the ordinary course of trading on the SGX-ST during the last 10 business days prior to 28 April 2022.

4. ODD LOTS TRADING ARRANGEMENT

4.1. Odd Lots Trading for up to 99 ESR-REIT Units

The ALOG Manager has arranged with the following named brokers to facilitate Odd Lots Trades (as defined below) from 28 April 2022 to 25 May 2022 (the "Applicable Period"):

- (a) DBS Vickers Securities (Singapore) Pte Ltd ("DBS Vickers"); and
- (b) Phillip Securities Pte Ltd ("Phillip Securities"),

(collectively, the "Brokers").

The term "Odd Lots Trade" shall mean (i) an aggregate of 99 or less ESR-REIT Units bought in a single day; or (ii) an aggregate of 99 or less ESR-REIT Units sold in a single day.

The brokerage fees (including any goods and services tax relating to such fees) in respect of Odd Lots Trades carried out via the Brokers during the Applicable Period will be borne by the ALOG Manager. As such, holders of ESR-REIT Units will **NOT** be charged any brokerage fees for Odd Lots Trades during the Applicable Period (the "Odd Lots Trading Brokerage Fee Arrangement").

For the avoidance of doubt, no brokerage fees in respect of such Odd Lots Trades will be charged towards the assets of ALOG.

By way of illustration:

- (A) if an ALOG Unitholder received 198 ESR-REIT Units and wishes to buy 2 ESR-REIT Units to round up to 200 ESR-REIT Units, such holder of ESR-REIT Units will be entitled to the Odd Lots Trading Brokerage Fee Arrangement and may do so on the trading platforms of the Brokers (without being required to pay the brokerage fee). For avoidance of doubt, the buy order can be made in multiple tranches but should not exceed 99 ESR-REIT Units in a single day; or
- (B) if an ALOG Unitholder received 198 ESR-REIT Units and wishes to sell 98 ESR-REIT Units to round down to 100 ESR-REIT Units, such holder of ESR-REIT Units will be entitled to the Odd Lots Trading Brokerage Fee Arrangement and may do so on the trading platforms of the Brokers. For avoidance of doubt, the sell order can be made in multiple tranches but should not exceed 99 ESR-REIT Units in a single day.

ALOG Unitholders should note that notwithstanding the Odd Lots Trading Brokerage Fee Arrangement, holders of ESR-REIT Units will be required to continue to bear clearing fees and other regular trading fees imposed by the SGX-ST (including any goods and services tax relating to such fees), which shall be based on customary rates imposed from time to time.

After the Applicable Period, the Odd Lots Trading Brokerage Fee Arrangement will no longer be applicable to any trades of odd lots of ESR-REIT Units carried out via the Brokers.

4.2. Odd Lots Buy Side Facility

To further facilitate the trading of odd lots of ESR-REIT Units, the ALOG Manager has arranged with Phillip Securities to provide a buy-side facility for the trading of odd lots of ESR-REIT Units ("**Odd Lots Trading Arrangement**") during the Applicable Period, which will allow Phillip Securities to provide a buy order quote on the odd lots trading market to facilitate the selling of any odd lots in the odd lots trading market.

ALOG Unitholders should also note that the Odd Lots Trading Arrangement does not guarantee that odd lots of ESR-REIT Units will be traded at the same or similar prices at which the ESR-REIT Units in board lots will be traded.

4.3. Account with DBS Vickers or Phillip Securities

ALOG Unitholders who intend to carry out any Odd Lots Trades via DBS Vickers or Phillip Securities, or who intend to use the online trading platforms of DBS Vickers or Phillip Securities, should note that if they do not have an existing account with the relevant Broker, they must personally apply to open such an account with such Broker.

To open an account with DBS Vickers, ALOG Unitholders are requested to refer to the account opening instructions within the following link (<https://www.dbs.com.sg/vickers/en/accounts/>).

To open a POEMS account with Phillip Securities, ALOG Unitholders are requested to personally apply to open the account with Phillip Securities through the following link (www.poems.com.sg/open-an-account) or make an appointment to visit any of the 15 Phillip Investor Centres islandwide (<https://www.poems.com.sg/pic/#find-pic>) for assistance.

Phillip Securities

250 North Bridge Road
#06-00 Raffles City Tower
Singapore 179101

Customer service hotline:

Tel: +65 6531 1555

Operating hours: Monday – Friday, 8.45 am to 5.30 pm (except public holidays)

Email: talktophillip@phillip.com.sg

Website: www.poems.com.sg

ALOG Unitholders should note that the opening of an account with each Broker will be subject to the relevant Broker's criteria, procedures, approvals and timeline and each Broker retains at all times the absolute discretion to accept or reject any account opening application without furnishing any reason.

5. CHANGE OF NAME OF THE ENLARGED REIT AND THE ESR-REIT MANAGER

The Enlarged REIT will be renamed as "ESR-LOGOS REIT" with effect from 9.00 a.m. on 5 May 2022 and will continue to trade under the existing SGX Code "J91U". The manager of the Enlarged REIT, ESR Funds Management (S) Limited, will also be renamed as "ESR-LOGOS Funds Management (S) Limited" with effect from 5 May 2022.

6. **RESPONSIBILITY STATEMENTS**

- 6.1. **ESR-REIT Manager.** The directors of the ESR-REIT Manager (including those who may have delegated detailed supervision of this Announcement) have taken all reasonable care to ensure that the facts stated and opinions expressed in this Announcement (other than those relating to ALOG and/or the ALOG Manager) are fair and accurate and that there are no other material facts not contained in this Announcement, the omission of which would make any statement in this Announcement misleading. The directors of the ESR-REIT Manager jointly and severally accept responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from a named source (including ALOG and/or the ALOG Manager), the sole responsibility of the directors of the ESR-REIT Manager has been to ensure through reasonable enquiries that such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this Announcement. The directors of the ESR-REIT Manager do not accept any responsibility for any information relating to ALOG and/or the ALOG Manager or any opinion expressed by ALOG and/or the ALOG Manager.

- 6.2. **ALOG Manager.** The directors of the ALOG Manager (including those who may have delegated detailed supervision of this Announcement) have taken all reasonable care to ensure that the facts stated and opinions expressed in this Announcement (other than those relating to ESR-REIT and/or the ESR-REIT Manager) are fair and accurate and that there are no other material facts not contained in this Announcement, the omission of which would make any statement in this Announcement misleading. The directors of the ALOG Manager jointly and severally accept responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from a named source (including ESR-REIT and/or the ESR-REIT Manager), the sole responsibility of the directors of the ALOG Manager has been to ensure through reasonable enquiries that such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this Announcement. The directors of the ALOG Manager do not accept any responsibility for any information relating to ESR-REIT and/or the ESR-REIT Manager or any opinion expressed by ESR-REIT and/or the ESR-REIT Manager.

28 April 2022

BY ORDER OF THE BOARD

ESR Funds Management (S) Limited
as Manager of ESR-REIT
(Company Registration No. 200512804G)

BY ORDER OF THE BOARD

ARA LOGOS Logistics Trust Management Limited
as Manager of ARA LOGOS Logistics Trust
(Company Registration No. 200919331H)

Any queries relating to this Announcement, the Merger or the Scheme should be directed to one of the following:

ESR Funds Management (S) Limited
Citigroup Global Markets Singapore Pte. Ltd.
Tel: +65 6657 1959

ARA LOGOS Logistics Trust Management Limited
BofA Securities
Tel: +65 6678 0066

Maybank Securities Pte. Ltd.
(formerly known as Maybank Kim Eng
Securities Pte. Ltd.)
Tel: +65 6231 5179

DBS Bank Ltd.
Tel: +65 6878 4155

Forward-Looking Statements

All statements other than statements of historical facts included in this Announcement are or may be forward-looking statements. Forward-looking statements include but are not limited to those using words such as "seek", "expect", "anticipate", "estimate", "believe", "intend", "project", "plan", "strategy", "forecast" and similar expressions or future or conditional verbs such as "will", "would", "should", "could", "may" and "might". Actual future performance, outcomes and results may differ materially from those expressed in forward-looking statements as a result of a number of risks, uncertainties and assumptions. Representative examples of these factors include (without limitation) general industry and economic conditions, interest rate trends, cost of capital and capital availability, competition from similar developments, shifts in expected levels of occupancy or property rental income, changes in operating expenses (including employee wages, benefits and training costs), governmental and public policy changes and the continued availability of financing in amounts and on terms necessary to support future business. You are cautioned not to place undue reliance on these forward-looking statements, which are based on the ESR-REIT Manager's and the ALOG Manager's current view of future events, and neither the ESR-REIT Manager nor the ALOG Manager undertakes any obligation to update publicly or revise any forward-looking statements.

The value of the ESR-REIT Units or ALOG Units (the "Units") and the income derived from them, if any, may fall or rise. Units are not obligations of, deposits in, or guaranteed by, the ESR-REIT Manager, the ALOG Manager or any of their affiliates. An investment in Units is subject to investment risks, including the possible loss of the principal amount invested.

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

This Announcement is for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for the Units. The past performance of ALOG and the ALOG Manager is not necessarily indicative of the future performance of ALOG and the ALOG Manager. The past performance of ESR-REIT and the ESR-REIT Manager is not necessarily indicative of the future performance of ESR-REIT and the ESR-REIT Manager.

About ESR-LOGOS REIT

ESR-LOGOS Real Estate Investment Trust (“**ESR-LOGOS REIT**”) is a leading New Economy and future-ready Asia Pacific S-REIT. Listed on the Singapore Exchange Securities Trading Limited since 25 July 2006, ESR-LOGOS REIT invests in quality income-producing industrial properties in key gateway markets.

As at 28 April 2022, ESR-LOGOS REIT holds interests in a diversified portfolio of logistics/warehouse, high-specifications industrial properties, business parks and general industrial properties with total assets of approximately S\$5.5 billion. Its portfolio comprises 84 properties located across the developed markets of Singapore (63 assets) and Australia (21 assets), with a total gross floor area of approximately 2.4 million sqm, as well as investments in three property funds in Australia. ESR-LOGOS REIT is also a constituent of the FTSE EPRA Nareit Global Real Estate Index.

ESR-LOGOS REIT is managed by ESR Funds Management (S) Limited (the “**Manager**”) and sponsored by the ESR Group (“**ESR**”). The Manager is owned by ESR (67.3%), Shanghai Summit Pte. Ltd. (25.0%), and Mitsui & Co., Ltd (7.7%), respectively.

For further information on ESR-LOGOS REIT, please visit www.esr-logosreit.com.sg.

About the Sponsor, ESR

ESR is APAC's largest real asset manager powered by the New Economy and the third largest listed real estate investment manager globally. With US\$140.2 billion in total assets under management (AUM), ESR's fully integrated development and investment management platform extends across key APAC markets, including China, Japan, South Korea, Australia, Singapore, India, New Zealand and Southeast Asia, representing over 95% of GDP in APAC, and also includes an expanding presence in Europe and the U.S. ESR provides a diverse range of real asset investment solutions and New Economy real estate development opportunities across its private funds business, which allows capital partners and customers to capitalise on the most significant secular trends in APAC. With 14 listed REITs managed by ESR and its associates, ESR is the largest sponsor and manager of REITs in APAC with a total AUM of US\$45 billion. ESR's purpose – *Space and Investment Solutions for a Sustainable Future* – drives it to manage sustainably and impactfully and ESR considers the environment and the communities in which it operates as key stakeholders of its business. Listed on the Main Board of The Stock Exchange of Hong Kong, ESR is a constituent of the FTSE Global Equity Index Series (Large Cap), Hang Seng Composite Index and MSCI Hong Kong Index. More information is available at www.esr.com.

Important Notice

The value of units in ESR-REIT ("**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 ESR Funds Management (S) Limited ("**Manager**"), RBC Investor Services Trust Singapore Limited (in its capacity as trustee of ESR-REIT) ("**Trustee**"), or any of their respective related corporations and affiliates (individually and collectively "**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 the 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 have no right to request that the Manager redeem or purchase their Units while the Units are listed. It is intended that investors may only deal in their Units through trading on Singapore Exchange Securities Trading Limited (the "**SGX-ST**"). Listing of the Units on the SGX-ST does not guarantee a liquid market for the Units. This Announcement may contain forward-looking statements that involve assumptions, risks and uncertainties. Actual future performance, outcomes and results may differ materially from those expressed in forward-looking statements as a result of a number of risks, uncertainties and assumptions. Representative examples of these factors include (without limitation) general industry and economic conditions, interest rate trends, cost of capital and capital availability, competition from similar developments, shifts in expected levels of occupancy or property rental income, changes in operating expenses, governmental and public policy changes and the continued availability of financing in amounts and on terms necessary to support ESR-REIT's future business. You are cautioned not to place undue reliance on these forward-looking statements, which are based on the Manager's current view of future events.

This Announcement is for information purposes only and does not have regard to your specific investment objectives, financial situation or your particular needs. Any information contained in this Announcement is not to be construed as investment or financial advice and does not constitute an offer or an invitation to invest in ESR-REIT or any investment or product of or to subscribe to any services offered by the Manager, the Trustee or any of the Affiliates.