

## NOTICE OF EXTRAORDINARY GENERAL MEETING



### ESR-LOGOS REIT

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

#### NOTICE OF EXTRAORDINARY GENERAL MEETING OF UNITHOLDERS OF ESR-LOGOS REIT

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting (“**EGM**”) of the holders of units of ESR-LOGOS REIT (“**E-LOG**”, and the holders of units of E-LOG, “**Unitholders**”) will be held at Suntec Singapore Convention & Exhibition Centre, Level 3, Nicoll 2, 1 Raffles Boulevard, Singapore 039593 and by way of electronic means on Wednesday, 12 October 2022 at 10.00 a.m. (Singapore time), to consider and, if thought fit, to pass, with or without modifications, the following resolution:

#### ORDINARY RESOLUTION

#### THE PROPOSED ACQUISITION OF 100.0% INTEREST IN ESR SAKURA DC (AS DEFINED HEREIN), AS AN INTERESTED PERSON TRANSACTION

RESOLVED that:

- (i) approval be and is hereby given for the acquisition of the logistics property known as ESR Distribution Centre located at 2464-11 and others, Ota, Sakura-shi, Chiba-ken (“**ESR Sakura DC**”), by way of an acquisition of 100% of the trust beneficiary interest in ESR Sakura DC (the “**Japan Acquisition**”);
- (ii) the entry into the sale and purchase agreement with ESR 34 GK to acquire 100% of the trust beneficiary interest in ESR Sakura DC, and all documents required to be executed or assigned by the parties in order to give effect to the Japan Acquisition, is hereby approved and (as the case may be) ratified;
- (iii) approval be and is hereby given for the payment of all fees and expenses relating to the Japan Acquisition; and
- (iv) ESR-LOGOS Funds Management (S) Limited (as manager of E-LOG) (the “**Manager**”), any director of the Manager (“**Director**”), and RBC Investor Services Trust Singapore Limited, 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 Japan Acquisition, and all transactions contemplated under the Japan Acquisition, 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.

BY ORDER OF THE BOARD

#### ESR-LOGOS Funds Management (S) Limited

(Company Registration No.: 200512804G, Capital Markets Services Licence No.: CMS 100132)  
(as Manager of ESR-LOGOS REIT)

#### Adrian Chui

Chief Executive Officer and Executive Director  
27 September 2022

**Notes:**

1. E-LOG will be conducting the EGM at Suntec Singapore Convention & Exhibition Centre, Level 3, Nicoll 2, 1 Raffles Boulevard, Singapore 039593 (the “**Physical Meeting**”) and by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the “**Virtual Meeting**”). Any reference to a time of day is made by reference to Singapore time.

2. **Online Pre-registration required to attend the Physical Meeting or Virtual Meeting:**

(a) Unitholders and investors who hold Units through the Central Provident Fund (“**CPF**”) or the Supplementary Retirement Scheme (“**SRS**”) (“**CPF/SRS investors**”) who wish to attend either the Physical Meeting or the Virtual Meeting must pre-register online at <https://smartagm.sg/esrlogosreitegm12October2022> (the “**Pre-Registration Page**”) by 9 October 2022 (Sunday), 10.00 a.m. (being 72 hours before the time appointed for the holding of the EGM). Unitholders and CPF/SRS investors can scan the QR Code below to pre-register for the Physical Meeting or the Virtual Meeting.



(b) Persons and entities who hold Units through a Relevant Intermediary (as defined below) (“**Relevant Intermediary Unitholders**”) who wish to attend the Physical Meeting or the Virtual Meeting should request their Relevant Intermediary to make arrangements to pre-register on their behalf. The Relevant Intermediary is required to submit a consolidated list of participants (setting out in respect of each participant, his/her/its name, email address and NRIC/passport number or UEN number) to the Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at [SRS.TeamE@boardroomlimited.com](mailto:SRS.TeamE@boardroomlimited.com) no later than 9 October 2022 (Sunday), 10.00 a.m..

3. **Conduct of the EGM**

(a) The Manager may restrict the number of in-person attendees at the Physical Meeting taking into account any regulations, directives, measures or guidelines that may be issued by any government and regulatory agency in light of the COVID-19 situation from time to time. Attendees must bring their original NRIC/Passport for verification and registration on the day of the EGM, must comply with all safety measures put in place by the building management and must abide by all safety measures put in place at the Physical Meeting, failing which they may not be admitted into or may be asked to leave the Physical Meeting.

(b) The proceedings of the EGM will also be broadcast through a live webcast comprising both video (audio-visual) and audio-only needs.

(c) Following successful verification by the Manager, authenticated Unitholders, proxies, CPF/SRS investors and Relevant Intermediary Unitholders who have been pre-registered for the EGM will receive by 11 October 2022 (Tuesday), 5.00 p.m., a confirmation email which contains unique user credentials, details of the Physical Meeting, instructions on how to access the live audio-visual webcast/live audio-only stream of the EGM proceedings, and other relevant matters (the “**Confirmation Email**”).

(d) Unitholders, proxies, CPF/SRS investors and Relevant Intermediary Unitholders who do not receive the Confirmation Email by 11 October 2022 (Tuesday), 5.00 p.m. but have pre-registered for the Physical Meeting or the Virtual Meeting (as the case may be) by the deadline of 9 October 2022 (Sunday), 10.00 a.m., should contact the Unit Registrar of E-LOG, Boardroom Corporate & Advisory Services Pte. Ltd., at +65 6536 5355 (during office hours) or at [SRS.TeamE@boardroomlimited.com](mailto:SRS.TeamE@boardroomlimited.com) immediately.

4. **Submission of Questions:**

(a) All authenticated Unitholders, proxies, CPF/SRS investors and Relevant Intermediary Unitholders will be able to pose questions “live” during the EGM, either by raising questions verbally at the Physical Meeting or by submitting them electronically during the live audio-visual webcast. Instructions will be provided at the start of the EGM on how questions can be submitted electronically.

(b) In addition, all Unitholders, CPF/SRS investors and Relevant Intermediary Unitholders can and are strongly encouraged to submit questions relating to the business of the EGM in advance of the EGM up till 5 October 2022 (Wednesday), 5.00 p.m., in the following manner:

(i) Unitholders and CPF/SRS investors may submit their questions on the Pre-Registration Page or via email to [ir@esr-logosreit.com.sg](mailto:ir@esr-logosreit.com.sg) or by post addressed to Investor Relations at 8 Changi Business Park Avenue 1 #05-51 ESR BizPark @ Changi (South Tower) Singapore 486018. Submission electronically on the Pre-Registration Page or by email is strongly encouraged.

(ii) Relevant Intermediary Unitholders (excluding CPF/SRS investors) may submit questions through their Relevant Intermediary, who in turn should submit a consolidated list of questions to the Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at [SRS.TeamE@boardroomlimited.com](mailto:SRS.TeamE@boardroomlimited.com).

(c) Unitholders, CPF/SRS investors and Relevant Intermediary Unitholders who submit questions in advance of the EGM should provide the following information to the Manager (or, in the case of Relevant Intermediary Unitholders, their Relevant Intermediary) for verification purposes:

(i) your full name;

(ii) your address, contact number and email; and

(iii) the manner in which you hold Units (if you hold Units directly, please provide your CDP account number; otherwise, please state if you hold your Units through CPF or SRS, or are a Relevant Intermediary Unitholder).

- (d) The Manager will address all substantial and relevant questions received in advance, via an announcement on SGXNET via the SGX-ST's website at <https://www.sgx.com/securities/company-announcements> and E-LOG's website at <https://esr-logosreit.listedcompany.com/meetings.html> by 7 October 2022 (Friday), 10.00 a.m. (being 48 hours prior to the closing date and time for the lodgement of the proxy forms).

#### 5. Voting by Unitholders:

Unitholders who wish to exercise their voting rights at the EGM may:

- (a) (where the Unitholder is an individual) attend the EGM 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 EGM) to attend the EGM 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 EGM as proxy to vote on their behalf.

Live voting will be conducted during the EGM. **It is important for Unitholders and proxies to bring their own web-browser enabled devices for voting at the Physical Meeting or have their own web-browser enabled devices ready for voting during the Virtual Meeting. Examples of web-browser enabled devices include mobile smartphones, laptops, tablets or desktop computers with internet capabilities.** Unitholders and proxies should also have their Confirmation Email containing their unique user credentials handy, for reference, as they will be required to log-in using their unique user credentials following the instructions set out in the Confirmation Email provided to them. Instructions will be provided at the start of the EGM on how to vote. Unitholders who wish to appoint proxy(ies) (other than the Chairman of the EGM) to attend the EGM and vote "live" at the Physical Meeting or Virtual Meeting on their behalf must do both of the following:

- (a) complete and submit the Proxy Form in accordance with the instructions below; and
- (b) pre-register the proxy(ies) at the Pre-Registration Page by 9 October 2022 (Sunday), 10.00 a.m..

Duly completed Proxy Forms must be deposited with E-LOG:

- (i) via post to the office of the Unit Registrar of E-LOG at 1 Harbourfront Avenue #14-07 Keppel Bay Tower, Singapore 098632;
- (ii) via email to [SRS.TeamE@boardroomlimited.com](mailto:SRS.TeamE@boardroomlimited.com) (by enclosing a clear, scanned, completed and signed Proxy Form in PDF); or
- (iii) (only for individuals who hold Units directly with CDP) via electronic submission of the e-Proxy Form at the Pre-Registration Page.

Note: Please refer to the Notes to the Proxy Form for additional documentary requirements in the event the Proxy Form is signed by an attorney or duly authorised officer or executor(s) on behalf of a deceased individual's estate.

Proxy Forms must be received by E-LOG by 9 October 2022 (Sunday), 10.00 a.m. (being 72 hours before the time appointed for the holding of the EGM). Proxy Forms can be downloaded from E-LOG's website at <https://esr-logosreit.listedcompany.com/meetings.html> or the SGX-ST's website <https://www.sgx.com/securities/companyannouncements>. In the Proxy Form, a Unitholder should specifically direct the proxy on how he/she is to vote for, vote against, or abstain from voting on, each of the resolutions to be tabled at the EGM. All valid votes cast via proxy on each resolution will be counted. If no specific direction as to voting is given, the proxy (including the Chairman of the EGM) may vote or abstain from voting at his/her discretion.

Completion and submission of the Proxy Form shall not preclude a Unitholder from attending, speaking and voting at the EGM. Any appointment of a proxy or proxies (including the Chairman of the EGM) shall be deemed to be revoked if a Unitholder attends the EGM, and in such event, the Manager reserves the right to refuse to admit any person or persons appointed under the Proxy Form to the EGM.

A Unitholder (who is not a Relevant Intermediary) is entitled to appoint one or two proxies to attend and vote in his/her/its 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 number of Units to be represented by each proxy.

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.

In this Notice of EGM, "**Relevant Intermediary**" means:

- (A) a banking corporation licensed under the Banking Act 1970 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 and who holds Units in that capacity; or
- (C) the Central Provident Fund Board ("**CPF Board**") established by the Central Provident Fund Act 1953, 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.

**Unitholders are strongly encouraged to submit completed Proxy Forms via email or submit the e-Proxy Form via the Pre-Registration Page. Please refer to the Proxy Form for further information.**

6. **Voting by Relevant Intermediary Unitholders and CPF/SRS investors:**

Relevant Intermediary Unitholders and CPF/SRS investors who wish to vote at the EGM should approach their respective Relevant Intermediaries/CPF Agent Banks/SRS Operators as soon as possible. In the case of CPF/SRS investors, they must do so at least seven (7) working days before the EGM (i.e. by 3 October 2022 (Monday), 5.00 p.m.).

Relevant Intermediary Unitholders and CPF/SRS investors may:

- (a) vote “live” at the Physical Meeting or Virtual Meeting, if they are appointed as proxies by their respective Relevant Intermediaries/CPF Agent Banks/SRS Operators; and
- (b) specify their voting instructions to/arrange for their votes to be submitted with their respective Relevant Intermediaries/CPF Agent Banks/SRS Operators (in the case of CPF/SRS investors, by the date specified above).

**Documents and information relating to the EGM (including this Notice of EGM, Circular to Unitholders and the Proxy Form) are available on E-LOG’s website at <https://esr-logosreit.listedcompany.com/meetings.html>, and on the SGX-ST’s website at <https://www.sgx.com/securities/company-announcements>. Unitholders and CPF/SRS investors can scan the QR Code below to access the Circular to Unitholders and the Proxy Form.**



**Printed copies of the Circular to Unitholders will not be despatched to Unitholders, unless otherwise requested. For Unitholders’ convenience, printed copies of this Notice of EGM, the Proxy Form and the Request Form for Unitholders to request for a printed copy of the Circular to Unitholders (the “Request Form”) have been despatched to Unitholders. Unitholders may request for the printed Circular to Unitholders by completing and returning the Request Form to the Manager by 4 October 2022 (Tuesday), 5.00 p.m..**

**In view of the COVID-19 situation, Unitholders should note that the manner of conduct of the EGM may be subject to further changes at short notice. Unitholders are advised to check E-LOG’s website at <https://www.esrlogosreit.com.sg/> and SGXNET regularly for updates. Alternatively, Unitholders may sign up for email alerts here ([https://esr-logosreit.listedcompany.com/email\\_alerts.html](https://esr-logosreit.listedcompany.com/email_alerts.html)) to receive the latest updates.**

**PERSONAL DATA PRIVACY**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a Unitholder (i) consents to the collection, use and disclosure of the Unitholder’s personal data by the Manager and the Trustee (or their agents) for the purpose of the processing and administration by the Manager and the Trustee (or their agents) of representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), recording and transmitting images and/or voice recordings when broadcasting the EGM proceedings through live audio-visual webcast/live audio-only stream, and in order for the Manager and the Trustee (or their agents) to comply with any applicable laws, listing rules, regulations and/or guidelines.