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

# NOTICE OF:

- (I) PREFERENTIAL OFFERING RECORD DATE; AND
- (II) ADVANCED DISTRIBUTION RECORD DATE

Capitalised terms used herein, but not otherwise defined, shall have the meanings ascribed to them in the announcement of ESR-LOGOS REIT dated 10 October 2024 titled "Launch of Preferential Offering on the Basis of 4 Preferential Offering Units for Every 100 Existing Units to Raise Gross Proceeds of Up To Approximately S\$94.0 Million".

**NOTICE IS HEREBY GIVEN** that pursuant to the Preferential Offering, the Transfer Books and Register of unitholders of ESR-LOGOS REIT ("**E-LOG**", and the unitholders of E-LOG, "**Unitholders**") will be closed at:

- (i) 5.00 p.m. on 18 October 2024 (the "Preferential Offering Record Date") for the purpose of determining the provisional allotment of up to 308,196,721 new units in E-LOG (the "Preferential Offering Units") to Entitled Unitholders<sup>1</sup> under the Preferential Offering; and
- (ii) 5.00 p.m. on 8 November 2024 for the purpose of determining the entitlement of Unitholders to a distribution for the period from 1 July 2024 to the day immediately prior to the date on which the Preferential Offering Units are issued pursuant to the Preferential Offering (the "Advanced Distribution", and the record date for the Advanced Distribution, the "Advanced Distribution Record Date").

<sup>1</sup> Only Entitled Unitholders are eligible to participate in the Preferential Offering. "Entitled Unitholders" are Unitholders with Units standing to the credit of their respective securities accounts with The Central Depository (Pte) Ltd ("CDP") as at the Preferential Offering Record Date and (a) whose registered addresses with CDP are in Singapore as at the Preferential Offering Record Date; or (b) who have at least three Market Days prior to the Preferential Offering Record Date in Singapore for the service of notices and documents, but exclude, subject to certain exceptions, Unitholders located, resident or with a registered address outside of Singapore.

# THE ADVANCED DISTRIBUTION

The Advanced Distribution per unit in E-LOG ("**Unit**") is estimated to be between 0.686 Singapore cents to 0.758 Singapore cents<sup>2</sup>. A further announcement on the actual quantum of the Advanced Distribution per Unit (which may differ from the estimate above) will be made by the Manager in due course.

The next distribution following the Advanced Distribution will comprise E-LOG's distributable income for the period from the day the Preferential Offering Units are issued to 31 December 2024. Half-yearly distributions will resume thereafter.

Unitholders whose securities accounts with The Central Depository (Pte) Limited are credited with Units as at 5.00 p.m. on the Advanced Distribution Record Date will be entitled to the Advanced Distribution that will be paid on or around **Wednesday, 8 January 2025**.

The Advanced Distribution is intended to ensure that the distributable income accrued by E-LOG up to the day immediately preceding the date for issue of the Preferential Offering Units (which, at this point, will be entirely attributable to the Existing Units) is only distributed in respect of the Existing Units, and is being proposed as a means to ensure fairness to the holders of the Existing Units.

# STATUS OF THE PREFERENTIAL OFFERING UNITS

The Preferential Offering Units will, upon issue and delivery, rank *pari passu* in all respects with the Units in issue on the day immediately prior to the date on which the Preferential Offering Units are issued, including the right to distributions out of E-LOG's distributable income from the day of issuance of the Preferential Offering Units as well as all distributions thereafter, other than in respect of the Advanced Distribution.

For the avoidance of doubt, the holders of the Preferential Offering Units to be issued pursuant to the Preferential Offering will not be entitled to the Advanced Distribution.

# DECLARATION FOR SINGAPORE TAX PURPOSES

# A. Tax-exempt income distribution

The tax-exempt income component of the Advanced Distribution is exempt from tax in the hands of all Unitholders, regardless of their nationality, corporate identity or tax residence status. No tax will be deducted at source for this component.

# **B.** Capital distribution

The capital component of the Advanced Distribution represents a return of capital to Unitholders for Singapore income tax purposes and is therefore not subject to income tax. For Unitholders holding Units as trading assets, the amount of capital distribution will be applied to reduce the cost base of their Units for the purpose of calculating the amount of taxable trading gains arising from the disposal of their Units.

<sup>2</sup> This amount is only an estimate based on information currently available to the Manager and the actual Advanced Distribution may differ and will be announced on a later date.

# C. Taxable income distribution

Tax will be deducted at source from the taxable income distribution in certain circumstances. The following section describes the circumstances in which tax will or will not be deducted from such distributions.

- 1. Perpetual (Asia) Limited (in its capacity as trustee of E-LOG) (the "**Trustee**") and the Manager will not deduct tax from distributions made out of E-LOG's taxable income that is not taxed at the trustee level of E-LOG to:
  - (a) Unitholders who are individuals and who hold the units either in their sole names or jointly with other individuals;
  - (b) Unitholders who are Central Provident Fund ("CPF") members who use their CPF funds under the CPF Investment Scheme and where the distributions received are returned to their CPF accounts;
  - (c) Unitholders who are individuals and use their Supplementary Retirement Scheme ("**SRS**") funds and where the distributions received are returned to their SRS accounts;
  - (d) Unitholders which are companies incorporated and tax resident in Singapore;
  - (e) Unitholders which are Singapore branches of companies incorporated outside Singapore;
  - (f) Unitholders which are body of persons (excluding companies or partnerships) incorporated or registered in Singapore, such as:
    - (i) statutory boards;
    - (ii) co-operative societies registered under the Co-operative Societies Act 1979;
    - (iii) trade unions registered under the Trade Unions Act 1940;
    - (iv) charities registered under the Charities Act 1994 or established by any written law; and
    - (v) town councils;
  - (g) Unitholders which are international organisations that are exempt from tax on such distributions by reason of an order made under the International Organisations (Immunities and Privileges) Act 1948; and
  - (h) Unitholders which are real estate investment trust exchange-traded funds which have been accorded the tax transparency treatment.
- 2. For distributions made to Unitholders who do not fall within the categories stated under Note 1 above, the Trustee and the Manager of E-LOG will deduct tax at the rate of 10% if the Unitholders are:
  - foreign non-individual investors for distributions made during the period from 18
    February 2005 to 31 December 2025; or;
  - (b) foreign funds for distributions made during the period from 1 July 2019 to 31 December 2025.

A foreign non-individual investor is one which is not a resident of Singapore\* for income tax purposes and:

- (i) which does not have a permanent establishment^ in Singapore; or
- (ii) which carries on any operation in Singapore through a permanent establishment in Singapore, where the funds used to acquire the units in E-LOG are not obtained from that operation.

A foreign fund is one that qualifies for tax exemption under section 13D, 13U or 13V of the Income Tax Act 1947 that is not a resident of Singapore\* for income tax purposes and;

- (i) which does not have a permanent establishment^ in Singapore (other than a fund manager in Singapore); or
- (ii) which carries on any operation in Singapore through a permanent establishment in Singapore (other than a fund manager in Singapore), where the funds used to acquire the units in E-LOG are not obtained from that operation.
- 3. Unitholders are required to complete the applicable Section A, B or C of the "Declaration for Singapore Tax Purposes Form A" ("**Form A**") if they fall within the categories (d) to (h) stated under Note 1, Section D of Form A if they qualify as a foreign non-individual investor as described under Note 2, or Section E of Form A if they qualify as a foreign fund as described under Note 2.
- 4. The Trustee and the Manager of E-LOG will rely on the declarations made in Form A to determine (i) if tax is to be deducted for the categories of Unitholders listed in (d) to (h) under Note 1; and (ii) if tax is to be deducted at the rate of 10% for distributions to foreign non-individual investors and foreign funds as described under Note 2.
- 5. Unitholders who fall within categories (a) to (c) under Note 1 are not required to submit Form A. The gross distribution received by these unitholders (irrespective of their tax residence status) is exempt from tax. However, this tax exemption does not apply to such unitholders in respect of distribution derived by them through a partnership in Singapore or from the carrying on of a trade, business or profession. Such unitholders, i.e., to whom the exemption does not apply, must declare the distribution received as income in their income tax returns.
- 6. Unitholders who do not fall within the categories of Unitholders listed in Note 1 and Note 2 above can choose not to return Form A as tax will be deducted from the distributions made to them at the prevailing corporate tax rate in any case.
- 7. The Trustee and the Manager of E-LOG will deduct tax at the prevailing corporate tax rate from distributions made out of E-LOG's taxable income that is not taxed at the trustee level of E-LOG, in respect of units held by depository agents except where the beneficial owners of these units are:
- 8. Form A and Form B (and its annexes) will be sent to Unitholders and depository agents respectively, by E-LOG's Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., on or around **14 November 2024**.
  - (a) individuals and the units are not held through a partnership in Singapore;
  - (b) qualifying unitholders as listed in categories (d) to (h) under Note 1;

- (c) foreign non-individual investors; or
- (d) foreign funds.

For units held through the depository agents, the depository agents must complete the "Declaration by Depository Agents for Singapore Tax Purposes Form B" ("**Form B**") and its annexes.

- 9. Unitholders (Form A) and depository agents (Form B and its annexes) will have to complete the forms legibly and send it to the Unit Registrar such that it is received by 5.00 p.m. on Monday, 29 November 2024. The Trustee and the Manager of E-LOG will rely on the declarations made in Form A and Form B to determine if tax is to be deducted. Failure to comply with any of these requirements will render Form A and Form B invalid and the Trustee and the Manager of E-LOG will be obliged to deduct the appropriate amount of tax from the Advanced Distribution.
- 10. Unitholders who hold units under the Central Provident Fund Investment Scheme ("**CPFIS**") and the Supplementary Retirement Scheme ("**SRS**") do not have to return the Form as they will receive gross distributions paid to their respective CPFIS and SRS accounts.

# **IMPORTANT REMINDER**

Unitholders and depository agents must complete and return the "Declaration for Singapore Tax Purposes Form A and Form B (and its annexes)" to Boardroom Corporate & Advisory Services Pte. Ltd.'s office by 5.00 p.m. on Monday, 29 November 2024 in order to receive the Advanced Distribution either at gross or at net as described above.

# DECLARATION IN INCOME TAX RETURN

The Advanced Distribution is considered as income for the year 2024. Beneficial owners of the Advanced Distribution, other than those who are exempt from tax on the Advanced Distribution, are required to declare the taxable income component of the Advanced Distribution as taxable income in their income tax return for the Year of Assessment 2025.

Event	Indicative Date and Time
Last date that the Units are quoted on a "cum" Preferential Offering basis	Wednesday, 16 October 2024
Units trade ex-Preferential Offering	Thursday, 17 October 2024
Preferential Offering Record Date for eligibility to participate in the Preferential Offering	Friday, 18 October 2024 at 5.00 p.m.
Despatch of Instruction Booklet and ARE to Entitled Unitholders	Wednesday, 23 October 2024
Commencement of Preferential Offering	Wednesday, 23 October 2024 at 9.00 a.m.
Close of Preferential Offering	Friday, 1 November 2024 at 5.30 p.m.

# IMPORTANT DATES AND TIMES

Event	Indicative Date and Time
(Last date and time for acceptance, excess application (if applicable) and payment for the provisional allotments of the Preferential Offering Units and the Excess Preferential Offering Units)	(9.30 p.m. for electronic applications via automated teller machines of Participating Banks)
Last date that the Units are quoted on a "cum" Advanced Distribution basis	Wednesday, 6 November 2024
Units trade ex-Advanced Distribution	Thursday, 7 November 2024 at 9.00 a.m.
Record date for entitlement to the Advanced Distribution	Friday, 8 November 2024 at 5.00 p.m.
Expected date for crediting of the Preferential Offering Units	Monday, 11 November 2024
Expected date and time for commencement of trading of Preferential Offering Units	Monday, 11 November 2024 at 9.00 a.m.
Unitholders and depository agents must have completed and returned Form A or Form B (and its annexes), as applicable, to E-LOG's unit registrar (Boardroom Corporate & Advisory Services Pte. Ltd.)	Friday, 29 November 2024 by 5.00 p.m.
Payment of the Advanced Distribution	Wednesday, 8 January 2025

# BY ORDER OF THE BOARD

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

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

#### Adrian Chui

Chief Executive Officer and Executive Director 10 October 2024

# For further enquiries, please contact:

# ESR-LOGOS Funds Management (S) Limited

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# About ESR-LOGOS REIT

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 30 June 2024, ESR-LOGOS REIT holds interests in a diversified portfolio of logistics properties, high-specifications industrial properties, business parks and general industrial properties with total assets of approximately S\$5.0 billion. Its portfolio comprises 71 properties (excluding 48 Pandan Road held through a joint venture) located across the developed markets of Singapore (52 assets), Australia (18 assets) and Japan (1 asset), with a total gross floor area of approximately 2.1 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-LOGOS Funds Management (S) Limited (the "**Manager**") and sponsored by ESR Group Limited ("**ESR**"). The Manager is owned by ESR (99.0%) and Shanghai Summit Pte. Ltd. (1.0%), respectively.

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

# About the Sponsor, ESR Group

ESR Group is Asia-Pacific's leading New Economy real asset manager and one of the largest listed real estate investment managers globally. Our fully integrated fund management and development platform extends across Australia and New Zealand, Japan, South Korea, Greater China, Southeast Asia, and India, including a presence in Europe. We provide investors with a diverse range of real asset investment and development solutions across private and public investment vehicles. Our focus on New Economy real assets offers customers modern solutions for logistics, data centres, and infrastructure and renewables. Our purpose, Space and Investment Solutions for a Sustainable Future, drives us to manage sustainably and impactfully for the communities where we operate and the spaces we develop to thrive for generations to come. ESR Group is listed on The Stock Exchange of Hong Kong (HKSE: 1821.HK). Visit <u>www.esr.com</u> for more information.

#### **Important Notice**

# This announcement is not for distribution, directly or indirectly, in or into the United States or the United Kingdom (other than to professional investors) and is not an offer of securities for sale in the United States or any other jurisdictions.

The value of units in ESR-LOGOS 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-LOGOS Funds Management (S) Limited ("**Manager**"), Perpetual (Asia) Limited (in its capacity as trustee of ESR-LOGOS 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-LOGOS REIT, the Manager, the Trustee nor any of the Affiliates guarantees the repayment of any principal amount invested, the performance of ESR-LOGOS REIT, any particular rate of return from investing in ESR-LOGOS REIT, or any taxation consequences of an investment in ESR-LOGOS REIT. Any indication of ESR-LOGOS 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-LOGOS 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. This announcement does not constitute or form part of an offer, invitation or solicitation of any securities of E-LOG in Singapore or any other jurisdiction nor should it or any part of it form the basis of, or be relied upon in connection with, any contract or commitment whatsoever. 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-LOGOS REIT or any investment or product of or to subscribe to any services offered by the Manager, the Trustee or any of the Affiliates.

The past performance of E-LOG is not necessarily indicative of the future performance of E-LOG.

This announcement is not for release, publication or distribution, directly or indirectly, in or into the United States (including its territories and possessions), European Economic Area, the United Kingdom, Canada, Japan or Australia, and should not be distributed, forwarded to or transmitted in or into any jurisdiction where to do so might constitute a violation of applicable securities laws or regulations.

The securities in E-LOG have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**") and may not be offered or sold in the United

States except pursuant to an exemption from the registration requirements of the U.S. Securities Act and in compliance with any applicable state laws. There will be no public offering of the securities referred to herein in the United States.

This announcement has not been reviewed by the Monetary Authority of Singapore.

**Notification under Section 309B of the Securities and Futures Act 2001:** The Preferential Offering Units are prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).