

Keppel DC REIT

(Constituted in the Republic of Singapore
pursuant to a trust deed dated 17 March 2011 (as amended))

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“**EGM**”) of unitholders of Keppel DC REIT (“**Unitholders**”) will be convened and held by way of electronic means on **Thursday, 2 December 2021 at 10.30 a.m.** (Singapore time), for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions:

(1) ORDINARY RESOLUTION 1

THE PROPOSED NETCO BONDS AND PREFERENCE SHARES INVESTMENT, AS AN INTERESTED PERSON TRANSACTION

That:

- (i) approval be and is hereby given for the proposed subscription of bonds (“**NetCo Bonds**”) by Perpetual (Asia) Limited, in its capacity as trustee of Keppel DC REIT (the “**Trustee**”) and/or its nominee(s) which would be wholly-owned subsidiary(ies) of Keppel DC REIT, to be issued by M1 Network Private Limited (“**NetCo**”) for a subscription amount of S\$88.7 million, on the terms and conditions set out in the bond subscription deed (the “**Bond Subscription Deed**”) dated 14 October 2021 made between the Trustee and the NetCo, and the entry into the Bond Subscription Deed be and is hereby approved and ratified;
- (ii) approval be and is hereby given for the proposed subscription by KDCR Singapore 2 of 100% of the preference shares (“**NetCo Preference Shares**”) to be issued by the NetCo for a subscription amount of S\$1.0 million, on the terms and conditions set out in the subscription and shareholders’ agreement (the “**Subscription and Shareholders’ Agreement**”), and the entry into the Subscription and Shareholders’ Agreement be and is hereby approved and ratified;
- (iii) approval be and is hereby given for the payment of all fees and expenses relating to the subscription of the NetCo Bonds and NetCo Preference Shares (together, the “**NetCo Bonds and Preference Shares Investment**”); and
- (iv) Keppel DC REIT Management Pte. Ltd., as the manager of Keppel DC REIT, (the “**Manager**”), any director or Chief Executive Officer of the Manager, and 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 of the Manager or, as the case may be, the Trustee may consider expedient or necessary or in the interests of Keppel DC REIT to give effect to the NetCo Bonds and Preference Shares Investment, the entry into the Bond Subscription Deed and the Subscription and Shareholders’ Agreement and all transactions in connection therewith.

(2) EXTRAORDINARY RESOLUTION 2

THE PROPOSED FEE SUPPLEMENT

That approval be and is hereby given to:

- (i) supplement the trust deed constituting Keppel DC REIT (as amended) with the Proposed Fee Supplement, in the manner set out in Appendix C of the circular to Unitholders, to introduce an acquisition fee (“**Acquisition Fee**”) payable to the Manager to allow a one-off acquisition fee payable to the Manager in connection with the NetCo Bonds and Preference Shares Investment, which is a non-real estate investment;

- (ii) authorise the Manager to issue Units in full payment of the Acquisition Fee, credited as fully paid and ranking pari passu in all respects with the other Units in issue; and
- (iii) authorise the Manager, any director or Chief Executive Officer of the Manager, and the Trustee and direct them to do all things necessary or expedient or in the interests of Keppel DC REIT and the Unitholders (including executing any document) as he or they may deem fit, to give effect to the matters contemplated in this resolution.

BY ORDER OF THE BOARD

Keppel DC REIT Management Pte. Ltd.
(as manager of Keppel DC REIT)
(Company Registration No. 199508930C)

Chiam Yee Sheng
Company Secretary
Singapore
10 November 2021

Notes:

1. The EGM is being convened, and will be held, 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 and the Joint Statement by the Accounting and Corporate Regulatory Authority, Monetary Authority of Singapore and Singapore Exchange Regulation issued on 1 October 2020 titled "Guidance on the Conduct of General Meetings Amid Evolving COVID-19 Situation". In addition to printed copies of the Notice of EGM that will be sent to Unitholders, this Notice of EGM will also be sent to Unitholders by electronic means via publication on Keppel DC REIT's website and on SGXNet.
2. The proceedings of this EGM will be broadcasted "live" through an audio-and-video webcast and an audio-only feed. Unitholders and investors holding Units through the Central Provident Fund ("CPF") or Supplementary Retirement Scheme ("SRS") ("CPF/SRS investors") who wish to follow the proceedings must pre-register at <https://www.keppeldcreit.com/en/egm2021/> no later than **10.30 a.m. on 29 November 2021**. Following verification, an email containing instructions on how to join the "live" broadcast will be sent to authenticated persons by **12.00 p.m. on 1 December 2021**.
3. Investors holding Units through relevant intermediaries ("Investors") (other than CPF/SRS investors) will not be able to pre-register at <https://www.keppeldcreit.com/en/egm2021/> for the "live" broadcast of the EGM. An Investor (other than CPF/SRS investors) who wishes to participate in the "live" broadcast of the EGM should instead approach his/her relevant intermediary as soon as possible in order to make the necessary arrangements. The relevant intermediary is required to submit a consolidated list of participants (setting out in respect of each participant, his/her name, email address and NRIC/Passport number) to the Unit Registrar, Boardroom Corporate & Advisory Services Pte Ltd, via email to keppel@boardroomlimited.com no later than **10.30 a.m. on 29 November 2021**.

In this Notice of EGM, a "relevant intermediary" means:

- (i) a banking corporation licensed under the Banking Act, Chapter 19 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;
 - (ii) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act, Chapter 289 of Singapore, and who holds Units in that capacity; or
 - (iii) the Central Provident Fund Board ("CPF Board") established by the Central Provident Fund Act, Chapter 36 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.
4. In view of the current COVID-19 situation and the related safe distancing measures in Singapore, the EGM will be held by way of electronic means and as such a Unitholder will not be able to attend the EGM in person. A Unitholder will also not be able to vote online on the resolutions to be tabled for approval at the EGM. A Unitholder (whether individual or corporate) must appoint the Chairman of the EGM (being the Lead Independent Director, Mr Kenny Kwan) ("**Chairman**") as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM if such Unitholder wishes to exercise his/her/its voting rights at the EGM. The Chairman, as proxy, need not be a Unitholder. The instrument for appointing the Chairman of the EGM as proxy ("**Proxy Form**") will be sent to Unitholders and may be accessed at Keppel DC REIT's website or on SGXNet. Where a Unitholder (whether individual or corporate) appoints the Chairman as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the Proxy Form, failing which the appointment of the Chairman as proxy for that resolution will be treated as invalid.

5. The Proxy Form is not valid for use by Investors (including CPF/SRS investors) and shall be ineffective for all intents and purposes if used or purported to be used by them. An Investor (other than CPF/SRS investors) who wishes to vote should instead approach his/her relevant intermediary as soon as possible to specify his/her voting instructions. A CPF/SRS investor who wishes to vote should approach his/her CPF Agent Bank or SRS Operator to submit his/her vote by **5.00 p.m. on 22 November 2021**, being 7 working days before the date of the EGM.

6. **The Proxy Form must be submitted in the following manner:**

(a) if submitted by post, be lodged with the Unit Registrar, Boardroom Corporate & Advisory Services Pte Ltd, at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623; or

(b) if submitted electronically, be submitted via email to keppel@boardroomlimited.com,

in either case, by **10.30 a.m. on 29 November 2021**, being 72 hours before the time appointed for holding this EGM.

A Unitholder who wishes to submit the Proxy Form must complete and sign the Proxy Form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above. **Unitholders are strongly encouraged to submit the completed Proxy Forms electronically via email.**

7. **Unitholders and Investors will be able to ask questions during this EGM via the live chat function. All Unitholders and Investors may also submit questions relating to the business of this EGM no later than 10.30 a.m. on 29 November 2021:**

(a) via the pre-registration website at <https://www.keppeldcreit.com/en/egm2021/>;

(b) by email to investor.relations@keppeldcreit.com; or

(c) by post to the Unit Registrar, Boardroom Corporate & Advisory Services Pte Ltd, at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623.

The Manager will endeavour to answer all substantial and relevant questions prior to the EGM through publication on SGXNet and on Keppel DC REIT's website, or at the EGM.

8. All documents (including the Circular, the Proxy Form and this Notice of EGM) and information relating to the business of this EGM have been, or will be, published on SGXNet and/or Keppel DC REIT's website at <https://www.keppeldcreit.com>. **Printed copies of the Circular will not be despatched to Unitholders.** Unitholders and Investors are advised to check SGXNet and/or Keppel DC REIT's website regularly for updates.

9. Any reference to a time of day is made by reference to Singapore time.

Personal data privacy:

By submitting the proxy form appointing the Chairman to attend, speak and vote at the EGM and/or any adjournment thereof, a Unitholder consents to the collection, use and disclosure of the Unitholder's personal data by the Manager and the Trustee (or their agents or service providers) for the purpose of the processing, administration and analysis by the Manager and the Trustee (or their agents or service providers) of the appointment of the Chairman as proxy 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), and in order for the Manager and the Trustee (or their agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.

Unitholder warrants that the Unitholder has obtained the prior consent of such participant(s) for the collection, use and disclosure by the Manager and the Trustee (or their agents or service providers) of the personal data of such participant(s) for the purpose of the processing and administration by the Manager and the Trustee (or their agents or service providers) of the "live" broadcast of the EGM (including any adjournment thereof), the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Manager and the Trustee (or their agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.