

ESR-REIT

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

PROXY FORM

Extraordinary General Meeting (“EGM”)

IMPORTANT:

1. **Due to the current COVID-19 situation in Singapore, a unitholder of ESR-REIT (“Unitholder”) will not be able to attend the EGM in person. A Unitholder (whether individual or corporate) must appoint the Chairman of the EGM as his/her/its proxy at the EGM if such Unitholder wishes to exercise his/her/its voting rights at the EGM.**
2. For investors holding units of ESR-REIT (“Units”) through a relevant intermediary (as defined in the trust deed constituting ESR-REIT (as amended)) (“**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 them. Relevant Intermediary Unitholders should approach their relevant intermediary as soon as possible to specify voting instructions. CPF/SRS investors who wish to vote should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 13 July 2021, being 7 working days before the date of the EGM to ensure that their votes are submitted.
3. The EGM is being convened, and will be held, by way of electronic means in accordance with the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020.
4. In addition to the printed copy of this Proxy Form which will be sent to Unitholders, this Proxy Form is available on ESR-REIT’s website at <https://esr-reit.listedcompany.com/meetings.html> and on the SGX-ST’s website at <https://www.sgx.com/securities/company-announcements>.
5. **PLEASE READ THE NOTES TO THE PROXY FORM.**

Personal data privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s), the Unitholder accepts and agrees to the personal data privacy terms set out in the Notice of Extraordinary General Meeting dated 2 July 2021.

I/We, _____ (Name(s) and NRIC No./Passport No./ Company Registration No.) of _____ (Address) being a Unitholder/Unitholders of ESR-REIT, hereby appoint the Chairman of the EGM as my/our proxy to attend, speak and vote for me/us on my/our behalf at the EGM of ESR-REIT to be convened and held by way of electronic means on **Monday, 26 July 2021 at 10.00 a.m.** and at any adjournment thereof. I/We direct the Chairman of the EGM as my/our proxy to vote for or against, or to abstain from voting on, the resolution to be proposed at the EGM as indicated hereunder#. If no specific direction as to voting is given, the Chairman of the EGM, as proxy, will vote or abstain from voting at his/her discretion, as he/she may on any other matter arising at the EGM.

No.	Resolution	No. of Votes For*	No. of Votes Against*	No. of Votes to Abstain*
ORDINARY RESOLUTION				
1	To approve the proposed Whitewash Resolution			

You should specifically direct the Chairman of the EGM, as proxy, on how he/she is to vote for, vote against or abstain from voting on the resolution.

* If you wish to exercise all your votes “For” or “Against” or to “Abstain” from voting on the resolution, please tick (✓) within the box provided. Alternatively, please indicate the number of votes as appropriate.

Dated this _____ day of _____ 2021.

**Total number of
ESR-REIT Units held**

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

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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.
50 Raffles Place
#32-01 Singapore Land Tower
Singapore 048623

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IMPORTANT: PLEASE READ THE NOTES TO PROXY FORM BELOW

Notes to the Proxy Form:

1. Due to the current COVID-19 situation in Singapore, a Unitholder will not be able to attend the EGM in person. Alternative arrangements relating to attendance at the EGM via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the EGM in advance of or during the EGM, addressing of substantial and relevant questions either before or at the EGM and voting by appointing the Chairman of the EGM as proxy at the EGM, are set out in the Notice of EGM.
2. A Unitholder who wishes to vote at the EGM of ESR-REIT must appoint the Chairman of the EGM to act as his/her proxy to vote on behalf of him/her at the EGM in respect of all the Units held by him/her. In the Proxy Form, a Unitholder should specifically direct the Chairman of the EGM, as proxy, on how he/she is to vote for or vote against (or abstain from voting on) the resolution. All valid votes cast via proxy on the resolution will be counted.
3. The duly completed Proxy Form must be submitted to the office of the Unit Registrar of ESR-REIT, Boardroom Corporate & Advisory Services Pte. Ltd., in the following manner:
 - (a) via post to 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 (by enclosing a clear, completed and signed Proxy Form); or
 - (b) via email to SRS.TeamE@boardroomlimited.com (by enclosing a clear, scanned, completed and signed Proxy Form in PDF),and in either case, must be received by ESR-REIT not later than 10.00 a.m. on 23 July 2021, being 72 hours before the time appointed for the holding of the EGM.

In view of the current COVID-19 situation and the related safe distancing measures which may affect postage timings and make it difficult for Unitholders to submit Proxy Forms by post, Unitholders are strongly encouraged to submit completed Proxy Forms electronically via email to SRS.TeamE@boardroomlimited.com.

4. A Unitholder should insert the total number of Units held. If the Unitholder only has Units entered against his/her name in the Depository Register maintained by The Central Depository (Pte) Limited ("CDP"), he/she should insert that number of Units. If the Unitholder only has Units registered in his/her name in the Register of Unitholders of ESR-REIT, he/she should insert that number of Units. If the Unitholder has Units entered against his/her name in the said Depository Register and registered in his/her name in the Register of Unitholders of ESR-REIT, he/she should insert the aggregate number of Units. If no number is inserted, this Proxy Form will be deemed to relate to all the Units held by the Unitholder in both the Depository Register and the Register of Unitholders of ESR-REIT.
5. The Proxy Form must be executed under the hand of the appointor or of his/her attorney duly authorised in writing or if the appointor is a corporation, either under the common seal or under the hand of an officer or attorney so authorised. ESR Funds Management (S) Limited, in its capacity as manager of ESR-REIT (the "Manager"), and RBC Investor Services Trust Singapore Limited, in its capacity as trustee of ESR-REIT (the "Trustee"), shall be entitled and be bound, in determining the rights to vote and other matters in respect of a completed Proxy Form submitted to it, to have regard to any instructions and/or notes set out in the Proxy Form. The Manager and the Trustee shall have the right to reject any Proxy Form which has not been duly completed.
6. Where the Proxy Form is signed on behalf of the appointor by an attorney or a duly authorised officer, the power of attorney or other authority (if any) under which it is signed or a duly certified copy of such power or authority must (failing previous registration with the Manager) if the Proxy Form is submitted by post, be lodged with the Proxy Form, or, if the Proxy Form is submitted electronically via email, be emailed with the Proxy Form, failing which the Proxy Form may be treated as invalid.
7. The Manager and the Trustee shall have the right to reject a Proxy Form which is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on and/or attached to the Proxy Form (including any related attachment). In addition, in the case of Unitholders whose Units are entered against their names in the Depository Register, each of the Manager and the Trustee 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 EGM, as certified by CDP to the Manager.
8. All Unitholders will be bound by the outcome of the EGM regardless of whether they have attended or voted at the EGM.
9. Each Unitholder shall have one vote for every Unit of which he/she is the Unitholder. A person entitled to more than one vote need not use all his/her votes or cast them the same way.
10. Any reference to a time of day is made by reference to Singapore time.