



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

ENTRY INTO SGD 160,000,000 SUSTAINABILITY-LINKED UNSECURED TERM LOAN AND REVOLVING CREDIT FACILITIES

1. ENTRY INTO SGD 160,000,000 SUSTAINABILITY-LINKED UNSECURED TERM LOAN AND REVOLVING CREDIT FACILITIES

ESR-REIT Management (S) Limited, as manager of ESR-REIT (the "**Manager**"), wishes to announce that Perpetual (Asia) Limited, in its capacity as trustee of ESR-REIT (in such capacity, the "**Trustee**"), has entered into a SGD 160,000,000 sustainability-linked unsecured term loan and revolving credit facility agreement (the "**S\$160M SL Facility Agreement**") with (i) Australia and New Zealand Banking Group Limited, Singapore Branch and Oversea-Chinese Banking Corporation Limited, as mandated lead arrangers, (iii) Australia and New Zealand Banking Group Limited, Singapore Branch and Oversea-Chinese Banking Corporation Limited, as lenders, (iv) Oversea-Chinese Banking Corporation Limited, as facility agent (the "**Facility Agent**") and (v) Australia and New Zealand Banking Group Limited, Singapore Branch and Oversea-Chinese Banking Corporation Limited, as sustainability coordinators.

The unsecured term loan and revolving credit facilities consist of a SGD 60,000,000 sustainability-linked term loan facility and a SGD 100,000,000 sustainability-linked revolving credit facility (each a "**Facility**" and, collectively, the "**Facilities**"). The proceeds of the Facilities will be applied towards general corporate funding purposes, including but not limited to:

- (a) refinancing of existing indebtedness;
- (b) funding asset acquisitions, enhancements and improvement of assets owned by any member of the group (comprising of ESR-REIT and its subsidiaries);
- (c) general working capital purposes; and
- (d) payment of fees in relation to the Facilities and other transaction related costs.

2. KEY TERMS OF THE SGD 160,000,000 SUSTAINABILITY-LINKED FACILITY AGREEMENT

Key terms of the S\$160M SL Facility Agreement are as follows:

Original Lenders	(a) Australia and New Zealand Banking Group Limited, Singapore Branch; and (b) Oversea-Chinese Banking Corporation Limited.
Loan Commitment	SGD 160,000,000
Termination Date	48 months after the first Utilisation Date (as defined in the S\$160M Facility Agreement) of any Facility (whichever is earlier)

Security	None
Details of the conditions that refer to the shareholding interest of the Manager's controlling shareholder or which place restrictions on any change in control of the Manager	<p>The Facility Agent (acting on the instructions of the Majority Lenders (as defined in the S\$160M Facility Agreement) in their absolute discretion) has the right to require the Trustee (as borrower) to enter into discussions in good faith for a stipulated time with the Finance Parties (as defined in the S\$160M Facility Agreement) to review the terms of the S\$160M Facility Agreement, upon the occurrence of the following:</p> <p>(a) the Manager resigns or is removed as the manager of ESR-REIT without the prior consent in writing of the Majority Lenders and a replacement manager which is acceptable to the Majority Lenders is not appointed in accordance with the terms of the trust deed of ESR-REIT by the effective date of the resignation or removal of the Manager; and/or</p> <p>(b) ESR Group Limited ceases to hold, whether directly or indirectly, at least 50.1% of the issued share capital of the Manager without the prior consent in writing of the Majority Lenders.</p> <p>If (i) the Facility Agent (acting on the instructions of the Majority Lenders) notifies the Trustee that the proposal submitted by the Trustee to the Facility Agent further to the discussions is not acceptable to the Majority Lenders (in their absolute discretion) or (ii) the Trustee has not submitted any proposal within the stipulated time for the discussions, the Facility Agent may, and shall if so directed by the Majority Lenders, by notice to the Trustee, cancel the Loan Commitment and/or require the Trustee to immediately repay or prepay all amounts owing under or in connection with the Finance Documents (as defined in the S\$160M Facility Agreement).</p> <p>If the Majority Lenders (in their absolute discretion) have accepted the proposal submitted by the Trustee and the Trustee fails to carry out the steps and/or proposed alternative arrangement set out in such proposal by the time period within which such proposed alternative arrangement is to be carried out to the satisfaction of the Majority Lenders, the Facility Agent may, and shall if so directed by the Majority Lenders, by notice to the Trustee, cancel the Loan Commitment and/or require the Trustee to repay or prepay all amounts owing under or in connection with the Finance Documents within 15 days from the date that the Facility Agent notifies the Trustee of the cancellation of the Loan Commitment.</p>

	The aggregate principal amount of loan facilities under the S\$160M Facility Agreement that may be affected in the event of a breach of the conditions set out above is up to SGD 160,000,000. ¹
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BY ORDER OF THE BOARD

ESR-REIT Management (S) Limited

As Manager of ESR-REIT

(Company Registration No. 200512804G, Capital Markets Services Licence No. 100132)

Adrian Chui

Chief Executive Officer and Executive Director

26 February 2025

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¹ It should be noted that the terms and conditions of typical facility agreements may contain cross default clauses, pursuant to which a default of obligations by the Trustee in the S\$160M Facility Agreement may trigger an event of default in other facility agreements. The aggregate level of facilities affected in the event of a breach of conditions in the above table does not take into account facilities which may be affected due to the triggering of such cross default provisions in such other facility agreements.

About ESR-REIT

ESR-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-REIT invests in quality income-producing industrial properties in key gateway markets.

As at 31 December 2024, ESR-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\$6.0 billion. Its portfolio comprises 72 properties (excluding 48 Pandan Road held through a joint venture) located across the developed markets of Singapore (52 assets), Australia (18 assets) and Japan (2 assets), with a total gross floor area of approximately 2.5 million sqm, as well as investments in three property funds in Australia. ESR-REIT is also a constituent of the FTSE EPRA Nareit Global Real Estate Index.

ESR-REIT is managed by ESR-REIT 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-REIT, please visit www.esr-reit.com.sg.

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 www.esr.com for more information.

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-REIT Management (S) Limited (“**Manager**”), Perpetual (Asia) 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.