



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

ANNOUNCEMENT

PROPOSED INVESTMENT IN THE NETCO BONDS AND PREFERENCE SHARES

1. INTRODUCTION

1.1 NetCo Bonds and Preference Shares Investment

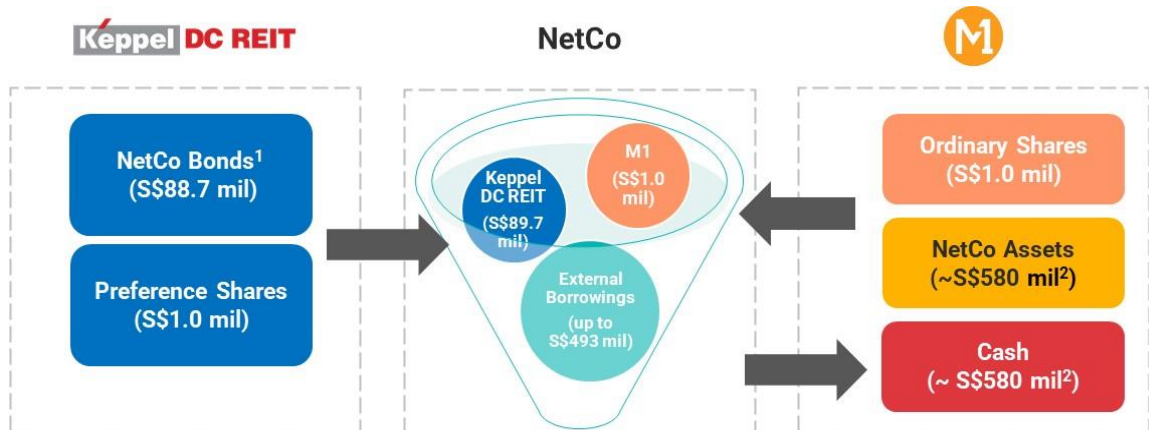
Keppel DC REIT Management Pte. Ltd., in its capacity as the manager of Keppel DC REIT (the “**Manager**”), wishes to announce that Keppel DC REIT, through Perpetual (Asia) Limited, in its capacity as trustee of Keppel DC REIT (the “**Trustee**”), has on 14 October 2021 entered into a bond subscription deed (“**Bond Subscription Deed**”) with M1 Network Private Limited (“**NetCo**”), to subscribe for bonds to be issued by the NetCo (the “**NetCo Bonds**”) for a total subscription amount of S\$88.7 million (“**Bond Subscription Amount**”).

As part of the same transaction and to provide additional protection to Keppel DC REIT for the investment in the NetCo Bonds, Keppel DC REIT, through KDCR Singapore 2 Pte. Ltd. (“**KDCR Singapore 2**”) has on 14 October 2021 entered into a subscription and shareholders’ agreement (the “**Subscription and Shareholders’ Agreement**”) with M1 Limited (“**M1**”) and the NetCo to subscribe for 100% of the preference shares to be issued by the NetCo (“**NetCo Preference Shares**”) for a subscription amount of S\$1.0 million (“**Preference Shares Subscription Amount**”, together with the Bond Subscription Amount, the “**NetCo Bonds and Preference Shares Investment Subscription Amount**”). The subscription of the NetCo Bonds and the NetCo Preference Shares is referred to as the “**NetCo Bonds and Preference Shares Investment**”. The NetCo Preference Shares, will entitle Keppel DC REIT to have 50% representation on the board of directors of the NetCo.

As at the date of this announcement, M1 holds 100% of the ordinary shares in NetCo. NetCo will own M1’s mobile, fixed and fibre assets to be transferred under the Asset Transfer Agreement (as defined below) to NetCo¹ (the “**Network Assets**”).

¹ Excludes the 5G standalone assets which are jointly owned between M1 and another party, as well as the co-owned and “right of use” assets that cannot be transferred and will not be part of the Network Assets.

Transaction Overview



1. The NetCo Bonds will be subordinated to the external borrowings.
2. Net book value of the Network Assets as at 28 February 2021 is ~\$580 mil. The amount NetCo will pay M1 for the Network Assets will be equivalent to the net book value of the Network Assets (as at a date no later than two (2) business days prior to the completion of the transfer of the Network Assets from M1 to NetCo) in accordance with the terms and conditions of the Asset Transfer Agreement entered into between NetCo and M1.

The NetCo Bonds and Preference Shares Investment is subject to the approval of unitholders of Keppel DC REIT (“**Unitholders**”), as detailed in paragraph 5 below.

1.2 Description of NetCo

The NetCo will hold the Network Assets pursuant to an asset transfer agreement (“**Asset Transfer Agreement**”) entered into between M1 and the NetCo on 14 October 2021. The net book value of the Network Assets as at 28 February 2021 is approximately S\$580 million. The Manager and the Trustee have engaged BDO Advisory Pte Ltd (the “**Independent Valuer**”) to estimate the valuation of the Network Assets on an enterprise value basis of the NetCo, which the Independent Valuer has valued at approximately S\$586.7 million to S\$586.8 million as at 31 August 2021, assuming the NetCo had been incorporated and all the transactions have been entered into.

The NetCo has entered into a network services agreement with M1 (“**Network Services Agreement**”) for the use of the network capacity on, among others, the Network Assets by M1 and its mobile virtual network operators. As part of the Network Services Agreement, M1 will perform the day-to-day operation and maintenance of, as well as perform the capex works¹ for, the Network Assets.

(See paragraph 2.7 below for the principal terms of the Network Services Agreement.)

2. DETAILS OF THE NETCO BONDS AND PREFERENCE SHARES INVESTMENT

2.1 Structure of the NetCo Bonds and Preference Shares Investment

Pursuant to the Bond Subscription Deed, the Trustee (and/or its nominee(s), which would be wholly-owned subsidiary(ies) of Keppel DC REIT (the “**KDCR Nominee(s)**”) will, subject to the approval of Unitholders, subscribe for, and the NetCo will issue, the NetCo Bonds for

¹ “**capex works**” refers to any extension, modification, improvement, diversion, enhancement, renewal or replacement works.

the Bond Subscription Amount. Keppel DC REIT will receive S\$11.0 million per annum (comprising both principal and interest) for the term of the NetCo Bonds, which shall be 15 years from the date of issuance of the NetCo Bonds.

Pursuant to the Subscription and Shareholders' Agreement, KDCR Singapore 2 will subscribe for 100% of the preference shares in the NetCo for the Preference Shares Subscription Amount.

(See paragraphs 2.5 and 2.6 below for the principal terms of the Bond Subscription Deed and the Subscription and Shareholders' Agreement, respectively.)

2.2 NetCo Bonds and Preference Shares Investment Subscription Amount

The NetCo Bonds and Preference Shares Investment Subscription Amount is S\$89.7 million, comprising S\$88.7 million for the Bond Subscription Amount and S\$1.0 million for the Preference Shares Subscription Amount.

The Preference Shares Subscription Amount of S\$1.0 million was calculated based on the issuance of 1,000,000 preference shares in the NetCo.

2.3 Estimated Total Acquisition Outlay

The total acquisition outlay for the proposed NetCo Bonds and Preference Shares Investment ("**Total Acquisition Outlay**") is estimated to be up to approximately S\$92.4 million¹, comprising:

- (i) the NetCo Bonds and Preference Shares Investment Subscription Amount of S\$89.7 million;
- (ii) subject to Unitholders' approval of the Proposed Fee Supplement (as defined below), the acquisition fee (the "**Acquisition Fee**") payable in Units to the Manager for the proposed NetCo Bonds and Preference Shares Investment (the "**Acquisition Fee Units**") of approximately S\$0.9 million; and
- (iii) the estimated professional and other fees and expenses of approximately S\$1.8 million incurred or to be incurred by Keppel DC REIT in connection with the proposed NetCo Bonds and Preference Shares Investment.

2.4 Payment of Acquisition Fee in Units

It is proposed that in connection with the NetCo Bonds and Preference Shares Investment, which is a non-real estate investment, the Manager receive an Acquisition Fee at a rate of 1.0% of the net NetCo Bonds and Preference Shares Investment Subscription Amount of S\$87.0 million², payable in Units.

¹ Unitholders should note that NetCo will reimburse Keppel DC REIT up to S\$2.7 million of the fees and expenses incurred or to be incurred by Keppel DC REIT in connection with the proposed NetCo Bonds and Preference Shares Investment. If the Proposed Fee Supplement is approved, the Acquisition Fee would be reimbursed by the NetCo. If the Proposed Fee Supplement is not approved, the Manager will seek reimbursement of fees and expenses incurred, which is expected to be approximately S\$1.8 million.

² S\$87.0 million being the NetCo Bonds and Preference Shares Investment Subscription Amount of S\$89.7 million less the maximum amount of S\$2.7 million of fees and expenses incurred or to be incurred by Keppel DC REIT in connection with the proposed NetCo Bonds and Preference Shares Investment which will be reimbursed by the NetCo to Keppel DC REIT.

The payment of the Acquisition Fee is subject to Unitholders' approval at the EGM (as defined below) to supplement the trust deed constituting Keppel DC REIT dated 17 March 2011 (as amended) (the "**Trust Deed**") to allow such one-off Acquisition Fee payable to the Manager in connection with the NetCo Bonds and Preference Shares Investment (the "**Proposed Fee Supplement**").

Based on an illustrative issue price of S\$2.356 per Acquisition Fee Unit, the number of Acquisition Fee Units issued shall be approximately 0.4 million Units.

As the NetCo Bonds and Preference Shares Investment constitutes an "interested party transaction" under the Property Funds Appendix, the Acquisition Fee will be in the form of Acquisition Fee Units which shall not be sold within one year from the date of issuance in accordance with Paragraph 5.7 of the Property Funds Appendix.

2.5 Certain Terms and Conditions of the Bond Subscription Deed

2.5.1 The subscription by the Trustee (and/or the KDCR Nominee(s)) of the NetCo Bonds is conditional upon each of the Asset Transfer Agreement, the Network Services Agreement, the acquisition loan facility agreement to partially finance the transfer of the Network Assets from M1 to the NetCo ("**NetCo Facility Agreement**"), the Bond Subscription Deed and the Subscription and Shareholders' Agreement (collectively, the "**Transaction Documents**") having been entered into and coming into effect in accordance with its respective terms, the conditions precedents contained therein being satisfied or waived in accordance with their terms and such agreement not having been terminated in accordance with its terms.

2.5.2 The principal terms and conditions of the NetCo Bonds include, among others, the following:

- (i) the NetCo Bonds shall bear interest at a fixed rate of 9.17% per annum, calculated by reference to the outstanding principal amount thereof and at such interest rate, the payment of principal and interest would amount to S\$11.0 million per annum, payable semi-annually in arrears in each year¹;
- (ii) the NetCo Bonds (when issued) will constitute direct, unconditional, and (other than in respect of liabilities of NetCo under the NetCo Facility Agreement) unsubordinated obligations of NetCo and will at all times rank *pari passu* among themselves and with all other present and future direct, unconditional, unsecured and (other than in respect of liabilities of NetCo under the NetCo Facility Agreement) unsubordinated obligations of the NetCo other than those preferred by statute or applicable law, but in priority to any payment obligations of the NetCo under any shareholder loans' provided by M1 to the NetCo under the Subscription and Shareholders' Agreement;
- (iii) the NetCo Bonds shall not be redeemed, in whole or in part, at the option

¹ For the avoidance of doubt, as each payment comprises principal and interest, the full principal amount of S\$88.7 million would be repaid over each payment during the term of 15 years. The total principal and interest paid over 15 years would be S\$165.0 million.

of NetCo; and

- (iv) in the event of a change of control in the NetCo and subject to certain conditions under the NetCo Facility Agreement being fulfilled, the NetCo Bonds may be redeemed at the option of the subscribers of the NetCo Bonds, in whole or in part, on the date of such change of control at a redemption price equal to 100 per cent. of the outstanding principal amount, together with all accrued but unpaid interest.

2.6 Certain Terms and Conditions of the Subscription and Shareholders' Agreement

2.6.1 The obligation of KDCR Singapore 2 to subscribe for the NetCo Preference Shares is subject to the satisfaction or waiver (as the case may be) of certain conditions which include but are not limited to:

- (i) the execution of the Transaction Documents, and all conditions precedent to closing or funding (as the case may be) contained in the Asset Transfer Agreement, the Network Services Agreement, the NetCo Facility Agreement and the Bond Subscription Deed being satisfied or waived in accordance with their terms and such agreements not having been terminated in accordance with their terms;
- (ii) the receipt by KDCR Singapore 2 of a copy of the written consent from the Infocomm Media Development Authority of Singapore (“**IMDA**”) in relation to the entry into the Transaction Documents;
- (iii) the approval by the independent Unitholders for the entry into the Bond Subscription Deed and the Subscription and Shareholders' Agreement at the EGM; and
- (iv) the receipt of confirmation from the Monetary Authority of Singapore (“**MAS**”) as to whether the NetCo Bonds qualify as “qualifying project debt securities” under the Income Tax Act (Chapter 134 of Singapore).

2.6.2 As the holder of the NetCo Preference Shares, KDCR Singapore 2 shall:

- (i) be entitled to receive notice of, and to attend and speak at, but (save as otherwise provided for under the Companies Act, Chapter 50 of Singapore) shall not be entitled to vote at general meetings of the NetCo except for such general meetings to vote on and approve the winding up of the NetCo or any amendment to the constitution of the NetCo which would amount to a variation of the rights given to the holders of the NetCo Preference Shares;
- (ii) KDCR Singapore 2 shall be entitled to nominate three, out of six, directors of the NetCo¹;
- (iii) be entitled to receive all proceeds out of the assets and funds of the NetCo available for distribution upon the dissolution and/or liquidation of the NetCo;
- (iv) be entitled to all the rights to any dividend or distribution (if any) by the NetCo, as may be determined by the board of directors of the NetCo out of

¹ For so long as there is no enforcement of the security pursuant to an event of default under the NetCo Facility Agreement.

the available profits of the NetCo; and

- (v) be entitled to certain reserved matters as set out in the Subscription and Shareholders' Agreement which require the prior written consent of the simple majority of the board of directors of the NetCo (with affirmative votes from at least two directors appointed by M1 and two directors appointed by KDCR Singapore 2).

2.7 Certain Terms and Conditions of the Network Services Agreement

The principal terms of the Network Services Agreement include, among others, the following:

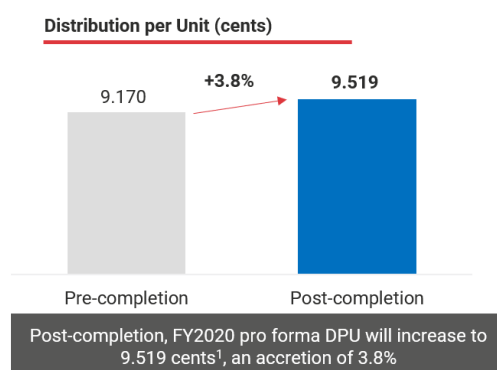
- (i) the condition precedent that the sale and purchase of the Network Assets under the Asset Transfer Agreement is completed;
- (ii) the initial term of the Network Services Agreement shall be 15 years from the date of completion of the Asset Transfer Agreement;
- (iii) M1 shall pay NetCo monthly network service fees for the provision by NetCo of Network Services;
- (iv) NetCo's appointment of M1 to perform the services to operate, maintain and repair, among others, the Network Assets ("**O&M Services**") is on a sole and exclusive basis;
- (v) M1 shall perform the O&M Services in accordance with all laws and authorisations applicable to M1 and to NetCo; and
- (vi) any variation, termination of or modification to the appointment of M1 by NetCo to perform the O&M Services or appointment of a third party operator (by NetCo) is subject to the consent of IMDA.

3. RATIONALE FOR AND KEY BENEFITS OF THE PROPOSED NETCO BONDS AND PREFERENCE SHARES INVESTMENT

The Manager believes that the proposed NetCo Bonds and Preference Shares Investment will bring the following key benefits to Unitholders:

3.1 DPU accretive investment providing returns to Unitholders

Post-completion of the NetCo Bonds and Preference Shares Investment, FY2020 pro forma DPU is expected to be accretive.



Note:

- (1) If MAS approves the application for the NetCo Bonds to qualify as QPDS. If the QPDS application is not approved, the NetCo Bonds will be treated as ordinary bonds and the interest income arising therefrom, will be subject to the prevailing corporate tax of 17% and the DPU accretion will be 3.1%.

The proposed NetCo Bonds and Preference Shares Investment is consistent with the Manager's goal to create value for Unitholders through investments that generate sustainable returns and enhance total Unitholders' returns.

3.2 Stable and long-term cashflow investment for Keppel DC REIT

The proposed NetCo Bonds and Preference Shares Investment will provide Unitholders with a long-term stable cash flow for 15 years, without having to assume any operational management risks.

This is also in line with Keppel DC REIT's objective to provide Unitholders with regular and stable distributions.

3.3 Greater income resilience through diversification of income streams

The proposed NetCo Bonds and Preference Shares Investment will further strengthen the income resilience of Keppel DC REIT's portfolio. Post-completion of the NetCo Bonds and Preference Shares Investment, Keppel DC REIT will benefit from further diversification in income streams from the enlarged asset base.

3.4 Enlarged portfolio that creates a stronger platform to drive long-term growth

The proposed NetCo Bonds and Preference Shares Investment will increase Keppel DC REIT's assets under management by 2.7%¹ to S\$3.3 billion. The Manager believes that the increased portfolio size will create a stronger platform for acquisition growth due primarily to better access to both the capital markets and the debt markets.

¹ As at 30 June 2021, adjusted for the acquisitions of Eindhoven Campus and Guangdong Data Centre, as well as the divestment of iseek Data Centre.

4. METHOD OF FINANCING AND FINANCIAL EFFECTS

4.1 Method of Financing

The Manager intends to finance the Total Acquisition Outlay (save for the Acquisition Fee) through external bank borrowings and the remaining cash proceeds (after debt repayment) from the divestment of iseek Data Centre.

4.2 Pro Forma Financial Effects of the NetCo Bonds and Preference Shares Investment

FOR ILLUSTRATIVE PURPOSES ONLY:

The pro forma financial effects of the NetCo Bonds and Preference Shares Investment on the DPU, net asset value (“NAV”) per Unit and aggregate leverage presented below are strictly for illustrative purposes and were prepared based on the audited financial statements of Keppel DC REIT for the financial year ended 31 December 2020 (the “**Keppel DC REIT Audited Financial Statements**”) as well as the assumption that approximately 0.4 million New Units are issued at an illustrative price of S\$2.356 per Unit for the Acquisition Fee payable to the Manager:

4.2.1 Pro Forma DPU

FOR ILLUSTRATIVE PURPOSES ONLY: The pro forma financial effects of the NetCo Bonds and Preference Shares Investment on Keppel DC REIT’s DPU for the financial year ended 31 December 2020, as if the NetCo Bonds and Preference Shares Investment was completed on 1 January 2020, and Keppel DC REIT held the investment in the NetCo Bonds and the NetCo Preference Shares through to 31 December 2020 are as follows.

An application has been made to MAS to seek a confirmation on whether the NetCo Bonds qualify as QPDS. If the QPDS application is not approved, the NetCo Bonds will be treated as ordinary bonds, and the interest income arising therefrom will be subject to the prevailing corporate tax of 17%. The effects of the proposed NetCo Bonds and Preference Shares Investment for each scenario is presented below.

	Effects of the NetCo Bonds and Preference Shares Investment if the QPDS application is approved	
	Before the NetCo Bonds and Preference Shares Investment	After the NetCo Bonds and Preference Shares Investment
Distributable Income (S\$'000)	156,915	162,649
Issued Units ('000)	1,633,121 ⁽¹⁾	1,633,491 ⁽²⁾
DPU (Singapore cents)	9.170	9.519
DPU accretion (%)	-	3.8%

Notes:

(1) Number of Units issued as at 31 December 2020.

(2) Assuming approximately 0.4 million Acquisition Fee Units (at an illustrative issue price of S\$2.356 per Unit) issuable to the Manager in relation to the NetCo Bonds and Preference Shares Investment.

	Effects of the NetCo Bonds and Preference Shares Investment if the QPDS application is not approved	
	Before the NetCo Bonds and Preference Shares Investment	After the NetCo Bonds and Preference Shares Investment
Distributable Income (S\$'000)	156,915	161,637
Issued Units ('000)	1,633,121 ⁽¹⁾	1,633,491 ⁽²⁾
DPU (Singapore cents)	9.170	9.457
DPU accretion (%)	-	3.1%

Notes:

- (1) Number of Units issued as at 31 December 2020.
(2) Assuming approximately 0.4 million Acquisition Fee Units (at an illustrative issue price of S\$2.356 per Unit) issuable to the Manager in relation to the NetCo Bonds and Preference Shares Investment.

4.2.2 Pro Forma NAV

FOR ILLUSTRATIVE PURPOSES ONLY: The pro forma financial effects of the NetCo Bonds and Preference Shares Investment on Keppel DC REIT's NAV per Unit as at 31 December 2020, as if the NetCo Bonds and Preference Shares Investment was completed on 31 December 2020, are as follows:

	Before the NetCo Bonds and Preference Shares Investment	After the NetCo Bonds and Preference Shares Investment
NAV represented by Unitholders' funds (S\$'000)	1,944,652	1,945,522
Issued Units ('000)	1,633,121 ⁽¹⁾	1,633,491
NAV represented by Unitholders' funds per Unit (S\$)	1.19	1.19 ⁽²⁾

Notes:

- (1) Number of Units issued as at 31 December 2020.
(2) The impact on NAV per Unit as at 31 December 2020 is the same regardless whether approval for certain qualifying conditions is granted by MAS.

4.2.3 Aggregate Leverage

FOR ILLUSTRATIVE PURPOSES ONLY:

The pro forma aggregate leverage of Keppel DC REIT as at 31 December 2020, as if the NetCo Bonds and Preference Shares Investment was completed on 31 December 2020, is as follows:

	Before the NetCo Bonds and Preference Shares Investment	After the NetCo Bonds and Preference Shares Investment
Aggregate Leverage (pro forma as at 31 December 2020)	36.7%	38.0% ⁽¹⁾

Note:

(1) The impact on aggregate leverage as at 31 December 2020 is the same regardless whether approval for certain qualifying conditions is granted by MAS or otherwise.

5. INTERESTED PERSON TRANSACTION AND INTERESTED PARTY TRANSACTION

Under Chapter 9 of the Listing Manual, where Keppel DC REIT proposes to enter into a transaction with an interested person and the value of the transaction (either in itself or when aggregated with the value of other transactions, each of a value equal to or greater than S\$100,000, with the same interested person during the same financial year) is equal to or exceeds 5.0% of Keppel DC REIT's latest audited net tangible assets ("**NTA**"), Unitholders' approval is required in respect of the transaction. Based on the Keppel DC REIT Audited Financial Statements, the NTA of Keppel DC REIT was S\$1,979.5 million as at 31 December 2020. Accordingly, if the value of a transaction which is proposed to be entered into in the current financial year by Keppel DC REIT with an interested person is, either in itself or in aggregation with all other earlier transactions (each of a value equal to or greater than S\$100,000) entered into with the same interested person during the current financial year, equal to or in excess of S\$99.0 million, such a transaction would be subject to Unitholders' approval.

Paragraph 5 of Appendix 6 of the Code on Collective Investment Schemes (the "**Property Funds Appendix**") issued by the Monetary Authority of Singapore also imposes a requirement for Unitholders' approval for an interested party transaction by Keppel DC REIT whose value exceeds 5.0% of Keppel DC REIT's latest audited NAV. Based on the Keppel DC REIT Audited Financial Statements, the NAV of Keppel DC REIT was S\$1,982.2 million as at 31 December 2020. Accordingly, if the value of a transaction which is proposed to be entered into by Keppel DC REIT with an interested party is equal to or greater than S\$99.1 million, such a transaction would be subject to Unitholders' approval.

Given that the NetCo Bonds and Preference Shares Investment Subscription Amount (together with the total interest receivable in relation to the NetCo Bonds and the total reimbursement of professional and other fees and expenses) is approximately S\$168.7 million, which is 8.5% of the latest audited NTA and 8.5% of the latest audited NAV of Keppel DC REIT as at 31 December 2020, respectively, the value of the NetCo Bonds and Preference Shares Investment exceeds the said threshold.

As at the date of this announcement, Keppel Corporation Limited ("**KCL**"), through Keppel Telecommunications & Transportation Ltd ("**Keppel T&T**") and Keppel Capital Holdings Pte. Ltd. ("**Keppel Capital**"), holds an aggregate interest in 342,335,482 Units, which is equivalent to approximately 19.97% of the total number of Units in issue, and is therefore regarded as a "controlling Unitholder" of Keppel DC REIT under both the Listing Manual of the SGX-ST and the Property Funds Appendix issued by the Monetary Authority of

Singapore. In addition, as the Manager is owned by (i) Keppel T&T through Keppel Data Centres Pte. Ltd. (“**KDCPL**”) and (ii) Keppel Capital in equal proportions, which are in turn subsidiaries of KCL, KCL is therefore regarded as a “controlling shareholder” of the Manager under both the Listing Manual and the Property Funds Appendix.

As at the date of this announcement, M1, which is a subsidiary of KCL, holds 100% of the ordinary shares in the NetCo. Accordingly, for the purposes of Chapter 9 of the Listing Manual and Paragraph 5 of the Property Funds Appendix, the NetCo (being an indirect subsidiary of a “controlling Unitholder” and a “controlling shareholder” of the Manager) is (for the purposes of the Listing Manual) an “interested person” and (for the purposes of the Property Funds Appendix) an “interested party” of Keppel DC REIT.

Therefore, the proposed NetCo Bonds and Preference Shares Investment, being an investment in the securities issued by the NetCo, will constitute an “interested person transaction” under Chapter 9 of the Listing Manual as well as an “interested party transaction” under the Property Funds Appendix, in respect of which the approval of Unitholders is required.

A circular is expected to be issued to Unitholders in due course (the “**Circular**”), together with a notice of an extraordinary general meeting (“**EGM**”), for the purpose of seeking the approval of Unitholders for the NetCo Bonds and Preference Shares Investment and the Proposed Fee Supplement.

6. AUDIT AND RISK COMMITTEE STATEMENT

The Audit and Risk Committee of the Manager will obtain an opinion from an independent financial adviser on the NetCo Bonds and Preference Shares Investment before forming its view, which will be disclosed in the Circular, as to whether the NetCo Bonds and Preference Shares Investment are on normal commercial terms and are not prejudicial to the interests of Keppel DC REIT and its minority Unitholders.

7. OTHER INTERESTED PERSON TRANSACTIONS

There are no other interested person transactions exceeding S\$100,000 entered into between (1) Keppel DC REIT and (2) M1 and their subsidiaries and associates, during the course of the current financial year up to the date of this announcement.

8. INTERESTS OF DIRECTORS AND SUBSTANTIAL UNITHOLDERS

As at the date of this announcement, certain directors of the Manager (the “**Directors**”) hold Units. Further details of the interests in Units of Directors and Substantial Unitholders¹ are set below.

Ms Christina Tan is the Chairman and a Non-Executive Director of the Manager, the Chief Executive Officer of Keppel Capital, the Deputy Chairman of Alpha Investment Partners Limited, and a Non-Executive Director of the trustee-manager of Keppel Infrastructure Trust.

¹ “**Substantial Unitholder**” refers to a person with an interest in Units constituting not less than 5.0% of all Units in issue.

Mr Thomas Pang is a Non-Executive Director of the Manager and a director and the Chief Executive Officer of Keppel T&T. Ms Christina Tan and Mr Thomas Pang are investors in Alpha DC Fund Private Limited.

Based on the Register of Directors' Unitholdings maintained by the Manager and save as disclosed in the table below, none of the Directors currently holds a direct or deemed interest in the Units as at the date of this announcement:

Name of Directors	Direct Interest		Deemed Interest		Total No. of Units held	%(1)
	No. of Units	%	No. of Units	%		
Christina Tan	55,250	0.0032	-	-	55,250	0.0032
Kenny Kwan	9,400	0.0005	-	-	9,400	0.0005
Lee Chiang Huat	119,282	0.007	-	-	119,282	0.007
Tan Tin Wee	117,238	0.0068	-	-	117,238	0.0068
Dileep Nair	41,577	0.0024	-	-	41,577	0.0024
Low Huan Ping	10,600	0.0006	-	-	10,600	0.0006
Thomas Pang	70,388	0.0041	-	-	70,388	0.0041

Note:

(1) The percentage is based on 1,714,733,960 Units in issue as at the date of this announcement.

The table below sets out the interest in shares in KCL ("KCL Shares") which are held by the Directors as at the date of this announcement.

Name of Directors	Direct Interest		Deemed Interest		Total No. of KCL Shares held	%(1)	No. of Outstanding KCL Share Options	Contingent Award of KCL Shares	
	No. of KCL Shares	%(1)	No. of KCL Shares	%(1)				KCL Performance Share Plan	KCL Restricted Share Plan
Christina Tan	473,160	0.026	-	-	473,160	0.026	-	1,180,000	111,915
Kenny Kwan	10,000	0.0005	-	-	10,000	0.0005	-	-	-
Lee Chiang Huat	-	-	-	-	-	-	-	-	-
Tan Tin Wee	-	-	-	-	-	-	-	-	-
Dileep Nair	-	-	-	-	-	-	-	-	-
Low Huan Ping	27,000	0.0015	-	-	27,000	0.0015	-	-	-
Thomas Pang	323,274	0.0178	-	-	323,274	0.0178	-	380,000	64,743

Note:

(1) The percentage is based on 1,819,604,968 KCL Shares (excluding treasury shares of 952,799 of KCL) as at the date of this announcement.

As at 8 October 2021, Temasek Holdings (Private) Limited ("THPL") holds an aggregate interest in 380,313,226 KCL Shares, which is equivalent to approximately 20.90% of the total number of KCL Shares in issue.

Based on information available to the Manager, the Substantial Unitholders of Keppel DC REIT and their interests in the Units as at the date of this announcement are as follows:

Name of Substantial Unitholders	Direct Interest		Deemed Interest		Total No. of Units held	% ⁽¹⁾
	No. of Units	% ⁽¹⁾	No. of Units	% ⁽¹⁾		
THPL ⁽²⁾	-	-	384,186,756	22.40	384,186,756	22.40
KCL ⁽³⁾	-	-	342,335,482	19.965	342,335,482	19.965
Keppel T&T ⁽⁴⁾	-	-	342,335,482	19.965	342,335,482	19.965
Keppel DC Investment Holdings Pte. Ltd. ("KDCIH")	336,131,978	19.603	-	-	336,131,978	19.603

Notes:

- (1) The percentage is based on 1,714,733,960 Units in issue as at the date of this announcement.
- (2) Temasek Holdings (Private) Limited's deemed interest arises from the deemed interest held by KCL and other associated companies of Temasek Holdings (Private) Limited.
- (3) KCL's deemed interest arises from its shareholdings in (i) KDCIH, which is a wholly-owned subsidiary of Keppel T&T, which is in turn a subsidiary of KCL and (ii) Keppel DC REIT Management Pte. Ltd., a joint-venture of KDCPL, a wholly-owned subsidiary of Keppel T&T and Keppel Capital, both of which are subsidiaries of KCL.
- (4) Keppel T&T's deemed interest arises from its shareholdings in (i) KDCIH, which is a wholly-owned subsidiary of Keppel T&T and (ii) Keppel DC REIT Management Pte. Ltd., a joint venture of KDCPL and Keppel Capital.

9. OTHER INFORMATION

9.1 Directors' Service Contracts

No person is proposed to be appointed as a director of the Manager in connection with the NetCo Bonds and Preference Shares Investment or any other transactions contemplated in relation to the NetCo Bonds and Preference Shares Investment.

9.2 Disclosure under Rule 1010(13) of the Listing Manual

Chapter 10 of the Listing Manual governs the acquisition or divestment of assets, including options to acquire or dispose of assets, by Keppel DC REIT. Such transactions are classified into the following categories:

- (a) non-discloseable transactions;
- (b) discloseable transactions;
- (c) major transactions; and
- (d) very substantial acquisitions or reverse takeovers.

A transaction by Keppel DC REIT may fall into any of the categories set out above depending on the size of the relative figures computed on the following bases of comparison:

- (i) the NAV of the assets to be disposed of, compared with Keppel DC REIT's NAV;
- (ii) the net profits attributable to the assets acquired, compared with Keppel DC REIT's net profits;

- (iii) the aggregate value of the consideration given, compared with Keppel DC REIT's market capitalisation; and
- (iv) the number of Units issued by Keppel DC REIT as consideration for an acquisition, compared with the number of Units previously in issue.

Where any of the relative figures computed on the bases set out above exceeds 20.0%, the transaction is classified as a major transaction. The Listing Manual requires that a major transaction involving Keppel DC REIT be made conditional upon approval by Unitholders in a general meeting. However, the approval of Unitholders is not required in the case of an acquisition of profitable assets if only sub-paragraph 9.2.1(ii) exceeds the relevant 20.0% threshold and sub-paragraph 9.2.1(iv) is not applicable as no consideration units are issued.

The relative figures for the NetCo Bonds and Preference Shares Investment using the applicable bases of comparison described in sub-paragraph 9.2.1 above are set out in the table below.

Comparison of	NetCo Bonds and Preference Shares Investment	Keppel DC REIT	Relative figure (%)
Net Profits before tax (S\$'000)	2,867	98,226 ⁽¹⁾	2.9
NetCo Bonds and Preference Shares Investment Subscription Amount against market capitalisation (S\$ million)	89.7	4,039.9 ⁽²⁾	2.2

Notes:

- (1) Based on the Keppel DC REIT unaudited net profit before tax for the six-month period ended 30 June 2021.
- (2) The figure is based on the weighted average traded price of S\$2.356 per Unit on the SGX-ST as at 13 October 2021, being the trading day immediately preceding the date of the Bond Subscription Deed and the Subscription and Shareholders' Agreement.

9.3 Documents on Display

Copies of the following documents are available for inspection during normal business hours at the registered office of the Manager¹ at 1 HarbourFront Avenue, #18-01 Keppel Bay Tower, Singapore 098632 from the date of this announcement up to and including the date falling three months after the date of this announcement:

- (i) the Bond Subscription Deed;
- (ii) the Subscription and Shareholders' Agreement; and
- (iii) the Independent Valuer's valuation report.

The Trust Deed will also be available for inspection at the registered office of the Manager for so long as Keppel DC REIT is in existence.

¹ Prior appointment with the Manager (telephone: +65 6803 1857) will be appreciated.

BY ORDER OF THE BOARD

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

Ms Christina Tan

Chairman and Non-Executive Director

Singapore
14 October 2021

Important Notice

This announcement is for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for Units.

This announcement may contain forward-looking statements that involve 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 other companies and venues for the sale or distribution of goods and services, shifts in customer demands, customers and partners, changes in operating expenses (including employee wages, benefits and training costs), governmental and public policy changes and the continued availability of financing in the amounts and the terms necessary to support future business. Investors are cautioned not to place undue reliance on these forward-looking statements, which are based on the Manager's view of future events. The past performance of Keppel DC REIT and the Manager are not necessarily indicative of the future performance of any of them.

The value of Units and the income derived from them may fall as well as rise. Units are not obligations of, deposits in, or guaranteed by, the Manager, or any of its affiliates. An investment in Units is subject to investment risks, including the possible loss of the principal amount invested.

Investors have no right to request the Manager to redeem their Units while the Units are listed. It is intended that Unitholders may only deal in their Units through trading on Singapore Exchange Securities Trading Limited ("**SGX-ST**"). Listing of the Units on the SGX-ST does not guarantee a liquid market for the Units.

The New Units have not been and will not be registered under the Securities Act or the securities laws of any state or jurisdiction of the United States, or under the securities law of any other jurisdiction, and may not be offered, sold, resold, granted, delivered, allotted, taken up or transferred, directly or indirectly, in the United States, except pursuant to an exemption from the registration requirements of the Securities Act and in compliance with applicable laws.