

## KEPPEL DC REIT

**MINUTES OF THE ANNUAL GENERAL MEETING (“AGM”) OF THE UNITHOLDERS OF KEPPEL DC REIT HELD AT SUNTEC SINGAPORE CONVENTION AND EXHIBITION CENTRE, NICOLL 1-2, LEVEL 3, 1 RAFFLES BOULEVARD, SUNTEC CITY, SINGAPORE 039593 ON 15 APRIL 2025 AT 10.30 A.M.**

### **PRESENT**

Ms Christina Tan Hua Mui	Chairman
Mr Loh Hwee Long	Chief Executive Officer
Mr Kenny Kwan	Lead Independent Director
Ms Yeo Siew Eng	Independent Director
Mr Low Huan Ping	Independent Director
Mr Andrew Tan	Independent Director
Mr Chua Soon Ghee	Independent Director
Mr Thomas Pang Thieng Hwi	Non-Executive Director
Mr Chiam Yee Sheng	Company Secretary

### **IN ATTENDANCE**

As per attendance lists.

#### **1. INTRODUCTION**

- 1.1 The emcee for the AGM, extended a warm welcome to all unitholders and attendees present.
- 1.2 A fire safety briefing of Suntec Singapore Convention and Exhibition Centre was provided to the meeting attendees.
- 1.3 The emcee then proceeded to introduce the board of directors (“**Board**”), chief executive officer (“**CEO**”) and company secretary of Keppel DC REIT Management Pte. Ltd., the manager of Keppel DC REIT (the “**Manager**”).
- 1.4 CEO gave a presentation on Keppel DC REIT’s portfolio performance for FY2024. A copy of the presentation slides is available on Keppel DC REIT’s corporate website.
- 1.5 As there was a quorum, the Chairman called the AGM to order.
- 1.6 The Notice of the AGM, the Report of Perpetual (Asia) Limited, as trustee of Keppel DC REIT (the “**Trustee**”), the Statement by the Manager, the Audited Financial Statements of Keppel DC REIT for the financial year ended 31 December 2024 and the auditor’s report thereon were noted as circulated to unitholders prior to the meeting and were taken as read.
- 1.7 The Chairman informed the meeting that voting on each of the resolutions put to the meeting would be done by way of a poll and that polling would be conducted electronically using a voting handset. She then invited the scrutineers, MSA Business Solutions Pte. Ltd., to bring the meeting through the poll voting process.

## **AS ORDINARY BUSINESS**

### **2. ORDINARY RESOLUTION 1: TO RECEIVE AND ADOPT THE TRUSTEE'S REPORT, THE MANAGER'S STATEMENT, THE AUDITED FINANCIAL STATEMENTS OF KEPPEL DC REIT FOR THE YEAR ENDED 31 DECEMBER 2024 AND THE AUDITOR'S REPORT THEREON**

- 2.1 The Chairman invited questions from unitholders on Resolution 1.
- 2.2 HMA, a unitholder, asked about Keppel DC REIT's portfolio construct, including whether Milan DC and GV7 DC were suitable for hyperscale clients. CEO went through the Manager's ongoing portfolio review process and touched on the various options that may be explored from time to time. Considerations include, among others, an asset's lease expiry profile, feasibility of asset enhancement initiatives and availability of additional power. In the case of GV7 DC, CEO noted that it is more suited as an "edge" DC. The asset is situated within a prime commercial district with good fibre optic connectivity, which provides a value proposition for enterprise clients. For Milan DC, CEO mentioned that Milan is developing into an alternative DC hub in Europe alongside cities like Madrid and the asset is well located near the city.
- 2.3 HMA also sought clarification on the sale of Kelsterbach DC and its divestment price. CEO acknowledged that whilst the entry price was higher, the asset had yielded good income over the years. Despite the sub-market having evolved over time, the sale was on balance considered optimal for Keppel DC REIT after taking into consideration the most recent independent valuation of the asset. CEO also shared that power studies conducted on Kelsterbach DC showed that it was commercially more viable for Keppel DC REIT to divest at the divestment price and redeploy the capital, in light of timing and power availability. In addition, the divestment was aligned with Keppel DC REIT's broader strategy to cater more towards hyperscale clients. Notwithstanding, CEO highlighted that the Manager's strategy would be constantly reviewed and refreshed due to fast-paced developments in the technology sector as well as broader macroeconomic trends.
- 2.4 Next, HMA asked about the impact of Guangdong DCs on Keppel D REIT's distribution per unit ("DPU") as well as the presentation of financial information in the quarterly reports. Chief Financial Officer, Adam Lee ("CFO"), went through the calculations relating to the disclosures and clarified that the impact on DPU arising from the Guangdong DCs has been consistent. Due to the equity fund raising exercise conducted in December 2024, the DPU impact for the fourth quarter was affected accordingly.
- 2.5 VT, a unitholder, commended the Manager for its operating performance, capital management efforts and Keppel DC REIT's leasing performance. Next, he sounded his concerns on the valuations for certain assets, particularly DCs located outside of Singapore. He enquired whether valuations were affected by technological developments, for instance, due to the shift towards generative AI. CEO first emphasised that Keppel DC REIT saw an overall valuation uplift in 2024 that was largely supported by the colocation assets in Singapore. While valuations for certain smaller DCs in Europe had softened, CEO noted that the rest of Keppel DC REIT's European assets saw valuation uplifts in local currencies. He further highlighted that the portfolio is well-diversified and anchored in markets where the Manager is able to drive value-creation, to deliver overall portfolio valuation growth. CEO also shared the Manager's ongoing portfolio efforts, including power studies to assess feasibility of power intensification, as part of forward planning efforts to mitigate

obsolescence risk for the DCs in Keppel DC REIT. CEO assured unitholders that the Manager is working to create a resilient DC portfolio that can service clients' demands.

- 2.6 Next, VT had a query about GV7 DC. Using it as a point of reference, he asked whether it was possible to switch a DC's purpose from AI-training to AI-inference. CEO provided colour on the various purposes that a DC could be utilised for. He went through key distinguishing factors, including how DCs purposed for AI-inference and cloud uses would prioritise low latency, whereas DCs used for AI-training would prioritise cheap availability of utilities and land. In summary, the locality of a DC and its accompanying resources/attributes, including connectivity and latency, is relevant to its eventual purpose. CEO further shared that new releases of AI-deployment models such as Deepseek might underlie demand for AI-inference DCs, which requires low latency to bridge end-users (likely based in urban centres). As Keppel DC REIT owns assets which are situated in highly-connected urban centres, CEO opined that these DCs should be able to continue servicing cloud and AI-inference clients.
- 2.7 VT raised questions about the Guangdong DCs, including (i) management's efforts to monitor the situation; (ii) the differences in valuation for the various Guangdong DCs; and (iii) accounting treatment. CEO went through the Manager's efforts to collaborate with the master tenant, including the curation of a leasing pipeline as well as efforts to convert such pipeline into actual contracts. CEO also noted that provisions have been made in full each quarter for the Guangdong DCs to zeroise income contributions. CEO then provided a high-level commentary on the Chinese DC market. He commented that the release of Deepseek has invigorated the market, with green shoots of recovery emerging. However, he cautioned that patience is required as demand typically trickles through from Beijing as the main beneficiary of the recent recovery. Next, CEO answered that the valuation was different for the third Guangdong DC building because M&E has not been installed into this DC, resulting in lower valuation. This decision was taken by management to reduce capital outlay while uncertainty persisted. Subsequently, CFO took the accounting question. He responded that the DCs were accounted at fair value based on independent valuation after taking into consideration the master lease agreement, and summarised that financial disclosures were accurate and fair and reviewed by auditors. VT followed up with a query on the impact of capital gains/losses on Keppel DC REIT's DPU. In practice, CFO replied that a REIT may make distributions from capital gains from a divested asset. Should there be capital losses from a divested asset, net divestment proceeds may not be sufficient to repay debt drawn previously during acquisition, thereby affecting distributions.
- 2.8 SC, a unitholder, referred to the Chairman's statement in the annual report and queried how much of the total amount of megawatts developed by Keppel would be divested to Keppel DC REIT. He also enquired about the total power of the DCs under Keppel DC REIT. Chairman went through the benefits of having Keppel as sponsor, including the Keppel ecosystem which offers DC design solutions, green electrons, as well as the ability to build sub-sea cables and other infrastructure. She commented that Keppel is, in her view, uniquely positioned to grow in the DC sector alongside its partners, stakeholders and clients, which included hyperscalers. On the disclosure front, Chairman explained that there are business confidentiality and commercial sensitivities regarding disclosure of power for DCs.
- 2.9 SC followed up with a query about Keppel DC REIT's portfolio construct and geographic distribution, including whether there was a preference for operating single, smaller data centers that are in more distant locations or acquiring a cluster of assets in close proximity to each other. Chairman explained that developments in the DC and technology spaces are

rapid. Accordingly, the Manager has to constantly review and reposition the portfolio. Notwithstanding the foregoing, Chairman noted that Keppel DC REIT's portfolio generally comprises (i) smaller European assets which were core-and-shell DCs leased on a triple-net basis; and (ii) colocation DCs in power-constrained countries. CEO also elaborated further on portfolio statistics and strategy. He stated that over 80% of the portfolio is based in Asia-Pacific with the rest in Europe. Singapore assets constitute over two-thirds of the entire portfolio. From a strategy perspective, the colocation DCs allow the Manager to seek positive rental reversions, whereas the European DCs were typically structured under triple-net lease arrangements, to provide a steady stream of diversified income with longer lease expiry and less exposure to operational risks.

- 2.10 Next, SC enquired about the Manager's divestments and acquisitions plans, as well as the likelihood of equity fund raising exercises. CEO assured that the market would be informed about material information and drew attention to Keppel DC REIT's portfolio across countries in Asia Pacific and Europe. He further shared that the Manager constantly explores alternative ways to create value for the portfolio, including power intensification and asset enhancement. On the topic of sponsor acquisitions, CEO commented that Keppel DC REIT is not obligated to exclusively acquire assets from Keppel and there are instances where Keppel and its private funds divested assets to other third parties. Ultimately, the Manager assesses and makes recommendations to Keppel DC REIT to participate in accretive deals. Equity fund raising exercises are considered depending on the investment opportunity, its deal structure and size as well as financing options available. As such, no guidance could be provided at this stage.
- 2.11 AH, a unitholder, then sought clarification and updates about the Manager's outlook on Malaysia. She also asked whether the divestment of Basis Bay DC signalled an exit from Malaysia. In response, Chairman articulated Keppel DC REIT's views on the Malaysia DC market and compared the strengths and weaknesses between Singapore and Malaysia. She noted that the Manager continually evaluates demand and supply for DCs and shared insight on hyperscalers' evaluation process when making investment decisions, including risk factors and borrowing costs that apply to each country. CEO further clarified that the divestment of Basis Bay DC is not a signal that Keppel DC REIT would exit Malaysia. Instead, the divestment was the result of asset-specific evaluation. Regarding investment opportunities in Johor, CEO commented that these generally involved development of DCs which is not Keppel DC REIT's focus. Notwithstanding, the Manager will be receptive if an attractive opportunity relating to a stabilised Malaysia DC arises in future, provided that the asset can add to long-term resiliency of Keppel DC REIT's portfolio.
- 2.12 CCJ, a unitholder, enquired if Keppel DC REIT would focus on any particular type of DC. He also had questions on Keppel DC REIT's trajectory of growth with reference to various financial metrics. CEO took the question on Keppel DC REIT's business model by informing that the DCs in Keppel DC REIT's portfolio were suitable for cloud clients. Such cloud clients continue to constitute a vast majority of DC capacity. Since this type of DCs are also able to service AI-inference clients, CEO was of the view that Keppel DC REIT's portfolio is well placed to service both cloud and AI-inference clients. Notwithstanding the foregoing, CEO assured that the Manager will continue to assess each geography and its accompanying risk factors when evaluating investment opportunities, including whether to invest into colocation DCs, or fully fitted or core-and-shell DCs on a triple-net lease basis. CFO replied that the financial numbers in 2025 will be largely driven by the acquisition of SGP 7 and 8 and the full year contribution from the overall growth achieved in 2024 for the portfolio.

- 2.13 CSK, a unitholder, shared her concerns about the performances of the DCs located outside of Singapore and enquired about the decision-making process to invest outside of Singapore. Next, she also questioned whether there was an oversupply in China and whether the imposition of tariffs by the US impacted Keppel DC REIT. Firstly, CEO went through the general strategy for each market and highlighted that there are merits in diversifying income from other regions than Singapore. On China, CEO went through the Manager's market views again and also noted the Chinese government's support for the AI sector. On the topic of tariffs, while there might be second and/or third order impact, CEO said that Keppel DC REIT should be less likely to be directly impacted as it does not own DCs in the US. In addition, Keppel DC REIT also does not import major equipment from the US.
- 2.14 JT, a unitholder, sought the Manager's comment regarding (i) the possibility of an AI-bubble; and (ii) Microsoft's plans to pullback on DC leases in Europe and US. On these observations, CEO noted that these remarks were made in the context of oversupply in AI-training DCs. On a forward basis, technological developments suggest that AI-inference DCs may become more relevant and in demand, whereas pullbacks may be more applicable to AI-training DCs. CEO then reaffirmed that Keppel DC REIT does not have exposure to AI-training DCs.
- 2.15 As there were no further questions on Resolution 1, Chairman proposed that the Report of the Trustee, the Statement by the Manager and the Audited Financial Statements of Keppel DC REIT for the year ended 31 December 2024 and the Auditor's Report thereon, be received and adopted.

Votes FOR the resolution: 1,266,223,016 votes or 99.92 per cent.

Votes AGAINST the resolution: 969,292 votes or 0.08 per cent.

The Chairman declared the resolution carried.

**It was resolved as an Ordinary Resolution that** the Report of the Trustee, the Statement by the Manager and the Audited Financial Statements of Keppel DC REIT for the year ended 31 December 2024 and the Auditor's Report thereon, was received and adopted.

**3. ORDINARY RESOLUTION 2: TO RE-APPOINT MESSRS PRICEWATERHOUSECOOPERS LLP AS THE AUDITOR OF KEPPEL DC REIT FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2025 TO HOLD OFFICE UNTIL THE CONCLUSION OF THE NEXT AGM OF KEPPEL DC REIT, AND TO AUTHORISE THE MANAGER TO FIX THEIR REMUNERATION**

- 3.1 The second item of the agenda was an Ordinary Resolution to deal with the re-appointment of Messrs PricewaterhouseCoopers LLP ("PwC") as the auditor of Keppel DC REIT to hold office until the conclusion of the next AGM of Keppel DC REIT, and to authorise the Manager to fix their remuneration.
- 3.2 As there were no questions on Ordinary Resolution 2, the Chairman proposed that PwC be re-appointed as the auditor of Keppel DC REIT to hold office until the conclusion of the next AGM of Keppel DC REIT, and the Manager be authorised to fix their remuneration.

Votes FOR the resolution: 1,222,685,631 votes or 96.44 per cent.

Votes AGAINST the resolution: 45,094,076 votes or 3.56 per cent.

The Chairman declared the resolution carried.

**It was resolved as an Ordinary Resolution that** PwC be re-appointed as the auditor of Keppel DC REIT to hold office until the conclusion of the next AGM of Keppel DC REIT, and the Manager was authorised to fix their remuneration.

**4. ORDINARY RESOLUTION 3: TO RE-ENDORSE THE APPOINTMENT OF MR KENNY KWAN AS A DIRECTOR OF THE MANAGER**

- 4.1 The next item of the agenda was an Ordinary Resolution to re-endorse the appointment of Mr Kenny Kwan as director of the Manager pursuant to an undertaking provided by Keppel Capital Holdings Pte. Ltd. to the Trustee on 1 July 2016.
- 4.2 CAP, a unitholder, sought clarifications whether Mr Kenny Kwan was a paid employee of Keppel DC REIT and whether Keppel DC REIT or its Manager paid A&O Shearman. Chairman confirmed that Mr Kenny Kwan was an appointed independent director and not an employee. Accordingly, director's fees were paid by the Manager to Mr Kwan. She further shared that no fees were paid to A&O Shearman in 2024 by Keppel DC REIT.
- 4.3 AH, a unitholder, sought additional confirmation (i) that A&O Shearman did not bill Keppel DC REIT; and (ii) whether A&O Shearman provided any legal advice to the wider Keppel group. Chairman informed that the wider Keppel group had engaged A&O Shearman before but confirmed that there were no billings by A&O Shearman to Keppel DC REIT.
- 4.4 As there were no further questions on Resolution 3, Chairman proposed that the resolution be put to the vote.

Votes FOR the resolution: 632,589,622 votes or 49.93 per cent.

Votes AGAINST the resolution: 634,277,814 votes or 50.07 per cent.

**The Chairman declared the resolution not carried.** Mr Kwan expressed his gratitude for having had the chance to serve Keppel DC REIT.

**5. ORDINARY RESOLUTION 4: TO ENDORSE THE APPOINTMENT OF MR LOW HUAN PING AS A DIRECTOR OF THE MANAGER**

- 5.1 The next item of the agenda was an Ordinary Resolution to endorse the appointment of Mr Low Huan Ping as director of the Manager pursuant to an undertaking provided by Keppel Capital Holdings Pte. Ltd. to the Trustee on 1 July 2016.
- 5.2 As there were no questions, Chairman proposed that the resolution be put to the vote.

Votes FOR the resolution: 1,256,068,114 votes or 99.17 per cent.

Votes AGAINST the resolution: 10,521,031 votes or 0.83 per cent.

The Chairman declared the resolution carried.

**It was resolved as an Ordinary Resolution that** the appointment of Mr Low Huan Ping as a director of the Manager, be endorsed.

### **AS SPECIAL BUSINESS**

#### **6. ORDINARY RESOLUTION 5: GENERAL MANDATE TO ISSUE UNITS AND TO MAKE OR GRANT CONVERTIBLE INSTRUMENTS**

- 6.1 The first item under “special business”, Ordinary Resolution 5, dealt with the mandate to be given to the Manager to issue new Units in Keppel DC REIT and/or make or grant instruments (such as warrants or debentures) convertible into Units, and to issue Units in pursuance of such instruments. The mandate was subject to a maximum issue of up to 50% of the total number of issued Units in Keppel DC REIT as at the date of the passing of the resolution of which the aggregate number of Units to be issued other than on a pro rata basis to unitholders would not exceed 20%. In exercising the authority granted under this resolution, the Manager was to comply with the provisions of the Listing Manual of the SGX-ST and the Trust Deed. The authority conferred was to continue in force until the conclusion of the next AGM of Keppel DC REIT or the date by which the next AGM was required by applicable regulations to be held, whichever was the earlier.
- 6.2 As there were no questions on Ordinary Resolution 5, the Chairman proposed that Resolution 5 as set out in the Notice of AGM dated 24 March 2025 be put to the vote.

Votes FOR the resolution: 1,157,316,328 votes or 91.30 per cent.

Votes AGAINST the resolution: 110,349,245 votes or 8.70 per cent.

The Chairman declared the resolution carried.

**It was resolved as an Ordinary Resolution that** the Manager was authorised and empowered to:

- (a) (i) issue Units in Keppel DC REIT whether by way of rights, bonus or otherwise, and including any capitalisation of any sum for the time being standing to the credit of any of Keppel DC REIT’s reserve accounts or any sum standing to the credit of the profit and loss account or otherwise available for distribution; and/or
- (ii) make or grant offers, agreements or options that might or would require Units to be issued, including but not limited to the creation and issue of (as well as adjustments to) securities, warrants, debentures or other instruments convertible into Units (collectively, “**Instruments**”),

at any time and on such terms and conditions and for such purposes and to such persons as the Manager may in its absolute discretion deem fit; and

- (b) (notwithstanding that the authority conferred by this Resolution may have ceased to be in force at the time such Units are issued) issue Units in pursuance of any Instrument made or granted by the Manager while this Resolution was in force,

provided that:

- (1) the aggregate number of Units to be issued pursuant to this Resolution (including Units to be issued in pursuance of Instruments made or granted pursuant to this Resolution and any adjustment effected under any relevant Instrument) shall not exceed fifty per cent (50%) of the total number of issued Units (excluding treasury Units and subsidiary holdings, if any) in each class (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Units to be issued other than on a pro rata basis to unitholders (including Units to be issued in pursuance of Instruments made or granted pursuant to this Resolution and any adjustment effected under any relevant Instrument) shall not exceed twenty per cent (20%) of the total number of issued Units (excluding treasury Units and subsidiary holdings, if any) in each class (as calculated in accordance with sub-paragraph (2) below);
- (2) subject to such manner of calculation as may be prescribed by Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) for the purpose of determining the aggregate number of Units that may be issued under sub-paragraph (1) above, the total number of issued Units (excluding treasury Units and subsidiary holdings, if any) shall be calculated based on the total number of issued Units (excluding treasury Units and subsidiary holdings, if any) at the time this Resolution is passed, after adjusting for:
  - (a) any new Units arising from the conversion or exercise of any convertible securities or options which were issued and are outstanding or subsisting at the time this Resolution is passed; and
  - (b) any subsequent bonus issue, consolidation or subdivision of Units;
- (3) in exercising the authority conferred by this Resolution, the Manager shall comply with the provisions of the Listing Manual of the SGX-ST (the “**Listing Manual**”) for the time being in force (unless such compliance has been waived by the SGX-ST) and the Trust Deed for the time being in force (unless otherwise exempted or waived by the Monetary Authority of Singapore);
- (4) (unless revoked or varied by the unitholders in a general meeting) the authority conferred by this Resolution shall continue in force until (i) the conclusion of the next AGM of Keppel DC REIT or (ii) the date by which the next AGM of Keppel DC REIT is required by applicable law or regulations to be held, whichever is earlier;
- (5) where the terms of the issue of the Instruments provide for adjustment to the number of Instruments or Units into which the Instruments may be converted in the event of rights, bonus or other capitalisation issues or any other events, the Manager is authorised to issue additional Instruments or Units pursuant to such adjustment notwithstanding that the

authority conferred by this Resolution may have ceased to be in force at the time the Instruments or Units are issued; and

- (6) 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 or, as the case may be, the Trustee may consider necessary, expedient, incidental or in the interest of Keppel DC REIT to give effect to the authority conferred by this Resolution.

## **7. CLOSURE**

- 7.1 There being no other business, the AGM ended at 12.15 p.m. with a vote of thanks to the Chairman.

Confirmed by:

**Ms Christina Tan Hua Mui**  
**Chairman**