



A Member of
CapitalLand Investment

ASCENDAS REAL ESTATE INVESTMENT TRUST

(Constituted in the Republic of Singapore pursuant to a deed of trust dated 9 October 2002 (as amended))

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**”) of the holders of units in Ascendas Real Estate Investment Trust (“**Ascendas Reit**”, the units in Ascendas Reit, “**Units**”, and the holders of Units, “**Unitholders**”) will be convened and held by way of electronic means on Wednesday, 6 July 2022 at 3.00 p.m. (Singapore Time), for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution (capitalised terms not otherwise defined herein shall bear the meanings ascribed to them in the circular dated 14 June 2022 to Unitholders (the “**Circular**”)):

THE PROPOSED ENTRY INTO THE NEW MANAGEMENT AGREEMENTS (ORDINARY RESOLUTION)

That:

- (i) approval be and is hereby given for the proposed entry into the New Management Agreements (including the New Australia Individual AMAs, the New US Individual ALMAs, and the New Europe Individual ALMAs from time to time);
- (ii) approval be and is hereby given for the payment of all fees, expenses and reimbursements relating to or arising from the New Management Agreements (including the New Australia Individual AMAs, the New US Individual ALMAs, and the New Europe Individual ALMAs from time to time); and
- (iii) the Manager, any director of the Manager (“**Director**”), and the Trustee be and are hereby severally authorised to complete and do all such acts and things (including executing the New Management Agreements and other documents pursuant to or in connection with the entry into the New Management Agreements) as the Manager, such Director or, as the case may be, the Trustee may consider expedient or necessary or to be in the interests of Ascendas Reit to give effect to the New Management Agreements.

Details of the New Management Agreements and other related matters are set out in the Circular.

BY ORDER OF THE BOARD

Ascendas Funds Management (S) Limited

(Company Registration Number: 200201987K)

as manager of Ascendas Real Estate Investment Trust

Michelle Koh
Company Secretary
Singapore
14 June 2022

IMPORTANT NOTICE:

1. Alternative arrangements for conduct of the EGM

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.

Printed copies of this Notice will not be sent to Unitholders. Instead, this Notice will be sent to Unitholders by electronic means via publication on Ascendas Reit's website at the URL <https://ir.ascendas-reit.com/agm.html> and will also be made available on SGXNet at <https://www.sgx.com/securities/company-announcements>.

As a precautionary measure 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 the conduct of the EGM, including:


- (a) attending the EGM via electronic means (including arrangements by which the EGM can be electronically accessed via live audio-visual webcast or live audio-only stream);
- (b) submitting questions to the Chairman of the EGM in advance of, or live at, the EGM, and addressing of substantial and relevant questions in advance of, or live at, the EGM; and
- (c) voting at the EGM (i) live by the Unitholder or his/her/its duly appointed proxy(ies) (other than the Chairman of the EGM) via electronic means or (ii) by appointing the Chairman of the EGM, as proxy to vote on the Unitholder's behalf at the EGM,

are set out below. Any reference to a time of day is made by reference to Singapore time.

2. Pre-Registration for the EGM

Unitholders, including CPF and SRS investors, will be able to observe and/or listen to the EGM proceedings through a live audio-visual webcast or live audio-only stream via their mobile phones, tablets or computers. In order to do so, they must pre-register for the EGM.

Unitholders, including CPF and SRS investors, can pre-register themselves or, where applicable, their appointed proxy(ies), for the EGM at the pre-registration website at the URL <https://ir.ascendas-reit.com/agm.html> from **Tuesday, 14 June 2022** up to **3.00 p.m. on Sunday, 3 July 2022** to enable the Manager to verify their status as Unitholders. Unitholders, including CPF and SRS investors, can refer to paragraphs 3 and 4 below, for more information.

<p>Unitholders, including CPF and SRS investors, can scan the Quick Response (QR) code to pre-register for the EGM.</p>	
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Following the verification, authenticated Unitholders, including CPF and SRS investors, or, where applicable, their duly appointed proxy(ies) who have (or have been) pre-registered will receive an email confirming successful registration by **12.00 p.m. on Tuesday, 5 July 2022** which will contain unique user credentials as well as instructions on how to access the live audio-visual webcast or live audio-only stream of the EGM proceedings (“**Confirmation Email**”).

Unitholders, including CPF and SRS investors, or, where applicable, their appointed proxy(ies) who have (or have been) pre-registered by the 3 July 2022 deadline but have not received the Confirmation Email by **12.00 p.m. on Tuesday, 5 July 2022** should immediately contact Ascendas Reit’s Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at (65) 6536 5355 (during office hours) or via email at areit-egm2022@boardroomlimited.com.

If more than one pre-registration is submitted via the pre-registration website, the last submitted pre-registration will override the previously submitted pre-registration(s) and instrument appointing a proxy(ies) (as applicable), and the Confirmation Email will be sent to only the authenticated Unitholder or, as the case may be, his/her/its duly appointed third-party proxy(ies) (as applicable), as indicated in the last submitted pre-registration.

3. Question and answer

Unitholders, including CPF and SRS investors, can submit questions in advance of, or live at, the EGM.

Submission of questions in advance of the EGM

Unitholders, including CPF and SRS investors, can submit to the Chairman of the EGM substantial and relevant questions related to the resolution to be tabled for approval at the EGM in advance of the EGM. Such questions must be received by the Manager no later than **3.00 p.m. on Sunday, 3 July 2022**, and can be submitted in the following manner:

- (a) by post to the office of Ascendas Reit’s Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632;
- (b) via the pre-registration website at the URL <https://ir.ascendas-reit.com/agm.html>; or
- (c) via email to the Manager at areit-egm2022@boardroomlimited.com.

Unitholders, including CPF and SRS investors, who submit questions by post or via email must provide the following information for authentication:

- (i) the Unitholder’s full name;
- (ii) the Unitholder’s address; and
- (iii) the manner in which the Unitholder holds units in Ascendas Reit (e.g., via CDP, CPF and/or SRS).

Ask questions live at the EGM

Unitholders, including CPF and SRS investors, or, where applicable, their appointed proxy(ies) can also ask the Chairman of the EGM substantial and relevant questions related to the resolution to be tabled for approval at the EGM, live at the EGM, by typing in and submitting their questions through the live chat function via the audio-visual webcast platform.

Unitholders, including CPF and SRS investors, or, where applicable, their appointed proxy(ies), can ask questions live at the EGM. All must be pre-registered and authenticated.

Unitholders, including CPF and SRS investors, or, where applicable, their appointed proxy(ies) must access the EGM proceedings via the live audio-visual webcast in order to ask questions live at the EGM, and will not be able to do so via the audio-only stream of the EGM proceedings.

Addressing questions

The Manager's Chairman, Dr Beh Swan Gin, and Chief Executive Officer, Mr William Tay Wee Leong, will conduct the proceedings of the EGM and, together with the remaining directors and senior management of the Manager, will address the substantial and relevant questions raised during the EGM which are related to the resolution to be tabled for approval at the EGM.

The Manager will endeavour to address all substantial and relevant questions (which are related to the resolution to be tabled for approval at the EGM) received in advance of the EGM from Unitholders, prior to or during the EGM. The Manager will publish the responses to those questions which the Manager will not be addressing during the EGM, on Ascendas Reit's website at the URL <https://ir.ascendas-reit.com/agm.html> and on SGXNet at the URL <https://www.sgx.com/securities/company-announcements> prior to the EGM. Where substantially similar questions are received, the Manager will consolidate such questions and consequently not all questions may be individually addressed.

The Manager will publish the minutes of the EGM on Ascendas Reit's website at the URL <https://ir.ascendas-reit.com/agm.html> and on SGXNet at the URL <https://www.sgx.com/securities/company-announcements> within one month from the date of the EGM, and the minutes will include the responses to the substantial and relevant questions received from Unitholders which are addressed during the EGM.

4. Vote live, or appoint proxy(ies) to vote, at the EGM

Unitholders who wish to exercise their voting rights at the EGM may:

- (a) (where such Unitholders are individuals) vote live via electronic means at the EGM or (whether such Unitholders are individuals or corporates) appoint a proxy(ies) (other than the Chairman of the EGM) to vote live via electronic means at the EGM on their behalf; or
- (b) (whether such Unitholders are individuals or corporates) appoint the Chairman of the EGM as their proxy to vote on their behalf at the EGM.

Unitholders who wish to appoint a proxy(ies) must submit an instrument of proxy in accordance with (i) (if submitting an instrument of proxy by post or via email) the instructions on the Proxy Form; or (ii) (if submitting an instrument of proxy via the pre-registration website) the instructions accompanying the online proxy appointment process.

Vote live at the EGM

Unitholders, including CPF and SRS investors, who wish to vote live via electronic means at the EGM must first pre-register themselves at the pre-registration website at the URL <https://ir.ascendas-reit.com/agm.html>. CPF and SRS investors can refer to paragraph 5 below for more information.

Unitholders who wish to appoint a proxy(ies) (other than the Chairman of the EGM) must, in addition to completing and submitting an instrument appointing a proxy(ies), pre-register their appointed proxy(ies) at the pre-registration website at the URL <https://ir.ascendas-reit.com/agm.html>.

Unitholders, including CPF and SRS investors, or, where applicable, their appointed proxy(ies) must access the EGM proceedings via the live audio-visual webcast in order to vote live at the EGM, and will not be able to do so via the audio-only stream of the EGM proceedings.

Appointment of proxy(ies)

A Unitholder who wishes to submit an instrument of proxy must complete the instrument appointing a proxy(ies), before submitting it in the manner set out below.

A Unitholder who is not a relevant intermediary (as defined herein) is entitled to appoint not more than two proxies to attend, speak and vote at the EGM. Where such Unitholder's instrument appointing a proxy(ies) appoints more than one proxy, the proportion of the unitholding concerned to be represented by each proxy must be specified in the instrument appointing a proxy(ies).

A Unitholder who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different Unit or Units held by such Unitholder. Where such Unitholder's instrument appointing a proxy(ies) appoints more than two proxies, the number and class of Units held in relation to which each proxy has been appointed must be specified in the instrument appointing a proxy(ies).

The Proxy Form can be downloaded from Ascendas Reit's website at the URL <https://ir.ascendas-reit.com/agm.html> and on SGXNet at the URL <https://www.sgx.com/securities/company-announcements>. Printed copies of the Proxy Form will not be sent to Unitholders.

A Unitholder who wishes to submit an instrument of proxy must do so in the following manner:

- (a) if submitted by post, by completing and signing the Proxy Form, before lodging it at the office of Ascendas Reit's Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632; or
- (b) if submitted electronically:
 - (i) via email, by completing and signing the Proxy Form, before attaching and sending a clear PDF copy of it to Ascendas Reit's Unit Registrar at areit-egm2022@boardroomlimited.com; or
 - (ii) via the pre-registration website, by completing and authorising the appointment using the online proxy appointment process through the pre-registration website at the URL <https://ir.ascendas-reit.com/agm.html>,

in each case, **by 3.00 p.m. on Sunday, 3 July 2022** (Singapore Time), being 72 hours before the time fixed for the EGM.

In view of the current COVID-19 situation in Singapore, Unitholders are strongly encouraged to submit completed Proxy Forms electronically via email or via the online process through the pre-registration website.

5. Persons who hold Units through relevant intermediaries

Persons who hold Units of Ascendas Reit through relevant intermediaries, other than CPF and SRS investors, and who wish to participate in the EGM by:

- (a) observing and/or listening to the EGM proceedings via live audio-visual webcast or audio-only stream;
- (b) submitting questions to the Chairman of the EGM in advance of, or live at, the EGM; and/or
- (c) voting at the EGM (i) live via electronic means by being appointed as proxy by their relevant intermediary; or (ii) by appointing the Chairman of the EGM as proxy to vote on their behalf at the EGM,

should contact the relevant intermediary through which they hold such Units as soon as possible in order for the necessary arrangements to be made for their participation in the EGM.

CPF and SRS investors:

- (a) may vote live via electronic means at the EGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or
- (b) may appoint the Chairman of the EGM as proxy to vote on their behalf at the EGM, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes by **5.00 p.m. on Friday, 24 June 2022**, being at least seven (7) working days before the date of the EGM. For avoidance of doubt, CPF and SRS investors will not be able to appoint third-party proxy(ies) (i.e., persons other than the Chairman of the EGM) to vote live at the EGM on their behalf.

“relevant intermediary” means:

- (i) a banking corporation licensed under the Banking Act 1970, 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 2001, and who holds Units in that capacity; or
- (iii) the Central Provident Fund Board (the **“CPF Board”**) established by the Central Provident Fund Act 1953, 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.

6. Other information

- (a) Unitholders, including CPF and SRS investors, or, where applicable, their appointed proxy(ies) must access the EGM proceedings via the live audio-visual webcast in order to ask questions and vote live at the EGM;
- (b) A proxy need not be a Unitholder;
- (c) The Circular dated 14 June 2022 (in relation to the proposed entry into the New Management Agreements) and its related documents have been published on Ascendas Reit's website and may be accessed at the URL <https://ir.ascendas-reit.com/agm.html> and on SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.

Printed copies of these documents will not be sent to Unitholders. Any Unitholder who wishes to receive printed copies of the Circular should submit his/her/its request via email at a-reit@capitaland.com.

- (d) Due to the constantly evolving COVID-19 situation in Singapore, the Manager may be required to change the arrangements for the EGM at short notice. Unitholders should check Ascendas Reit's website at the URL <https://ir.ascendas-reit.com/agm.html> and on SGXNet at the URL <https://www.sgx.com/securities/company-announcements> for the latest updates on the status of the EGM.

PERSONAL DATA PRIVACY:

By (a) submitting an instrument appointing a proxy(ies) to attend, speak and vote at the EGM and/or any adjournment thereof, (b) submitting the pre-registration for the EGM in accordance with this Notice; and/or (c) submitting any question to the Chairman of the EGM in advance of the EGM in accordance with this Notice, a Unitholder (i) consents to the collection, use and disclosure of the Unitholder's personal data by the Manager and the Trustee (or their respective agents or service providers) for the following purposes (collectively, "**Purposes**"); (ii) warrants that where the Unitholder discloses the personal data of the Unitholder's proxy(ies) to the Manager and the Trustee (or their respective agents or service providers), the Unitholder has obtained the prior consent of such proxy(ies) for the collection, use and disclosure by the Manager and the Trustee (or their respective agents or service providers) of the personal data of such proxy(ies) for the Purposes; and (iii) agrees to provide the Manager and the Trustee with written evidence of such prior consent upon reasonable request:

- (1) the processing, administration and analysis by the Manager and the Trustee (or their respective agents or service providers) of instruments appointing a proxy(ies) for the EGM (including any adjournment thereof);
- (2) the processing of the pre-registration for purposes of verifying the status of Unitholders, granting access to Unitholders (or their appointed proxy(ies)) to the EGM and providing them with any technical assistance where necessary;
- (3) the addressing of relevant and substantial questions received from Unitholders in advance of the EGM and, if necessary, the following up with the relevant Unitholders in relation to such questions;
- (4) the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof); and
- (5) in order for the Manager and the Trustee (or their respective agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines.