

NOTICE OF ANNUAL GENERAL MEETING

CAPITALAND ASCENDAS REIT

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

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“**AGM**”) of the holders of units in CapitaLand Ascendas REIT (“**CLAR**”, and the holders of units in CLAR, “**Unitholders**”) will be held at Big Picture Theatre, Level 9, Capital Tower, 168 Robinson Road, Singapore 068912 and using virtual meeting technology on Friday, 26 April 2024 at 3.00 p.m. to transact the following business:

ORDINARY BUSINESS

1. To receive and adopt the Report of HSBC Institutional Trust Services (Singapore) Limited, as trustee of CLAR (the “**Trustee**”), the Statement by CapitaLand Ascendas REIT Management Limited, as manager of CLAR (the “**Manager**”), the Audited Financial Statements of CLAR for the financial year ended 31 December 2023 and the Auditors’ Report thereon. **Ordinary Resolution 1**
2. To appoint Deloitte & Touche LLP (“**Deloitte**”) as Auditors of CLAR to hold office until the conclusion of the next annual general meeting of CLAR in place of the retiring Auditors, Ernst & Young LLP (“**EY**”) and to authorise the Manager to fix their remuneration. **Ordinary Resolution 2**

(Please see Explanatory Note 1)

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SPECIAL BUSINESS

To consider and, if thought fit, to pass with or without any modifications, the following resolutions:

3. That authority be and is hereby given to the Manager to:
- (a) (i) issue units in CLAR ("**Units**") whether by way of rights, bonus or otherwise; and/or
 - (ii) make or grant offers, agreements or options (collectively, "**Instruments**") 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, at any time and upon such terms and conditions and for such purposes and to such persons as the Manager may in its absolute discretion deem fit; and
 - (b) issue Units in pursuance of any Instrument made or granted by the Manager while this Resolution was in force (notwithstanding that the authority conferred by this Resolution may have ceased to be in force at the time such Units are issued),

**Ordinary
Resolution 3**

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) shall not exceed fifty per cent. (50.0%) of the total number of issued Units (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) shall not exceed twenty per cent. (20.0%) of the total number of issued Units (as calculated in accordance with sub-paragraph (2) below);

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- (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 shall be based on the total number of issued Units 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 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 for the time being in force (unless such compliance has been waived by the SGX-ST) and the trust deed dated 9 October 2002 constituting CLAR (as amended) (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 annual general meeting of CLAR or (ii) the date by which the next annual general meeting of CLAR is required by applicable laws and regulations or the Trust Deed 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

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- (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 expedient or necessary or in the interests of CLAR to give effect to the authority conferred by this Resolution.

(Please see Explanatory Note 2)

4. That:

**Ordinary
Resolution 4**

- (a) the exercise of all the powers of the Manager to repurchase issued Units for and on behalf of CLAR not exceeding in aggregate the Maximum Limit (as hereafter defined), at such price or prices as may be determined by the Manager from time to time up to the Maximum Price (as hereafter defined), whether by way of:
 - (i) market repurchase(s) on the SGX-ST and/or, as the case may be, such other stock exchange for the time being on which the Units may be listed and quoted; and/or
 - (ii) off-market repurchase(s) (which are not market repurchase(s)) in accordance with any equal access scheme(s) as may be determined or formulated by the Manager as it considers fit in accordance with the Trust Deed,

and otherwise in accordance with all applicable laws and regulations including the rules of the SGX-ST or, as the case may be, such other stock exchange for the time being on which the Units may be listed and quoted, be and is hereby authorised and approved generally and unconditionally (the “**Unit Buy-Back Mandate**”);

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- (b) (unless revoked or varied by the Unitholders in a general meeting) the authority conferred on the Manager pursuant to the Unit Buy-Back Mandate may be exercised by the Manager at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earliest of:
 - (i) the date on which the next annual general meeting of CLAR is held;
 - (ii) the date by which the next annual general meeting of CLAR is required by applicable laws and regulations or the Trust Deed to be held; or
 - (iii) the date on which repurchases of Units pursuant to the Unit Buy-Back Mandate are carried out to the full extent mandated;
- (c) in this Resolution:

“Average Closing Price” means the average of the closing market prices of the Units over the last five Market Days, on which transactions in the Units were recorded, immediately preceding the date of the market repurchase or, as the case may be, the date of the making of the offer pursuant to the off-market repurchase, and deemed to be adjusted for any corporate action that occurs during the relevant five Market Days and the date of the market repurchase or, as the case may be, the date of the making of the offer pursuant to the off-market repurchase;

“date of the making of the offer” means the date on which the Manager makes an offer for an off-market repurchase, stating therein the repurchase price (which shall not be more than the Maximum Price for an off-market repurchase) for each Unit and the relevant terms of the equal access scheme for effecting the off-market repurchase;

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“Market Day” means a day on which the SGX-ST and/or, as the case may be, such other stock exchange for the time being on which the Units may be listed and quoted, is open for trading in securities;

“Maximum Limit” means that number of Units representing 3.0% of the total number of issued Units as at the date of the passing of this Resolution; and

“Maximum Price” in relation to a Unit to be repurchased, means the repurchase price (excluding brokerage, stamp duty, commission, applicable goods and services tax and other related expenses) which shall not exceed 105.0% of the Average Closing Price of the Units for both a market repurchase and an off-market repurchase; and

- (d) 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 expedient or necessary or in the interests of CLAR to give effect to the transactions contemplated and/or authorised by this Resolution.

(Please see Explanatory Note 3)

BY ORDER OF THE BOARD
CapitaLand Ascendas REIT Management Limited
(Registration Number: 200201987K)
as manager of **CapitaLand Ascendas REIT**

Michelle Koh
Company Secretary

Singapore
2 April 2024

NOTICE OF ANNUAL GENERAL MEETING

IMPORTANT NOTICE:

1. Hybrid meeting format of the AGM

The AGM will be held at Big Picture Theatre, Level 9, Capital Tower, 168 Robinson Road, Singapore 068912 (the “**Physical Meeting**”) and using virtual meeting technology (the “**Virtual Meeting**”) on Friday, 26 April 2024 at 3.00 p.m. (Singapore time)¹.

Printed copies of this Notice of AGM dated 2 April 2024 (the “**Notice**”) and the Proxy Form will be sent to Unitholders. The Notice of AGM and the Proxy Form will also be published on CLAR’s website at <https://investor.capitaland-ascendasreit.com/agm.html> and will also be made available on the SGX website at <https://www.sgx.com/securities/company-announcements>.

2. Physical Meeting

Unitholders, including CPF and SRS investors, and (where applicable) duly appointed proxy(ies) will be able to attend the AGM in person. They will first need to register personally at the registration counter(s) outside the AGM venue on the day of the event, and should bring along their NRIC/passport to enable CLAR’s Unit Registrar to verify their identity for entry to, and (where applicable) be provided with a handheld device for electronic voting at, the Physical Meeting.

For the avoidance of doubt, Unitholders, including CPF and SRS investors, are not required to pre-register themselves or, where applicable, their appointed proxy(ies), for the AGM at the pre-registration website if they would like to attend the Physical Meeting in person.

Registration will commence at on Friday, 26 April 2024 at 2.00 p.m.. Unitholders are advised not to attend the Physical Meeting if they are feeling unwell. Please note that there will be no distribution of vouchers or door gifts at the upcoming AGM.

1 Please note that in the event of any technical disruption, malfunction or outage affecting the Virtual Meeting which cannot be resolved within a reasonable time, the Chairman of the Meeting may, after considering the situation in full and the alternatives available (including but not limited to making adjustments to the virtual meeting technology arrangements or an adjournment of the AGM), nevertheless continue with the Physical Meeting only.

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3. Virtual Meeting (pre-registration required)

Unitholders, including CPF and SRS investors, can pre-register themselves or, (where applicable) their appointed proxy(ies) for the Virtual Meeting at the pre-registration website at <https://investor.capitaland-ascendasreit.com/agm.html> from Tuesday, 2 April 2024 up to Tuesday, 23 April 2024 at 3.00 p.m. (Singapore Time) to enable the Manager to verify their status.

Following the verification, authenticated Unitholders, including CPF and SRS investors, or (where applicable) duly appointed proxy(ies) who have (or have been) pre-registered will receive an email confirming successful registration on Thursday, 25 April 2024 by 12.00 p.m. which will contain unique user credentials as well as instructions on how to access the live audio-visual webcast and live audio-only stream of the AGM proceedings ("**Confirmation Email for Virtual Meeting**").

Unitholders, including CPF and SRS investors, or (where applicable) duly appointed proxy(ies) who have (or have been) pre-registered by the 23 April 2024 deadline but have not received the Confirmation Email for Virtual Meeting by Thursday, 25 April 2024 at 12.00 p.m. (Singapore Time) should immediately contact CLAR's Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at (65) 6536-5355 (during office hours) or via email at CLAR2024@boardroomlimited.com.

4. Questions and answers

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

Submit questions in advance of the AGM

Unitholders, including CPF and SRS investors, can submit to the Chairman of the AGM substantial and relevant questions related to the resolutions to be tabled for approval at the AGM, in advance of the AGM. Such questions must be received by the Manager no later than **Tuesday, 9 April 2024 at 5.00 p.m.**, and can be submitted in the following manner:

- (a) by post to the office of CLAR's Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632;

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- (b) via email to the Unit Registrar at CLAR2024@boardroomlimited.com; or
- (c) via CLAR's website at <https://investor.capitaland-ascendasreit.com/agm.html>.

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 CLAR (e.g., via CDP, CPF and/or SRS).

Ask questions at the AGM

Unitholders, including CPF and SRS investors, and, where applicable, their duly appointed proxy(ies) can also ask the Chairman of the AGM substantial and relevant questions related to the resolutions to be tabled for approval at the AGM, at the AGM itself by:

- (a) if attending the Physical Meeting, raising questions at the Physical Meeting; or
- (b) if attending the Virtual Meeting, 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) must access the AGM proceedings via the live audio-visual webcast in order to ask questions live at the AGM, and will not be able to do so via the audio-only stream of the AGM proceedings.

Unitholders, including CPF and SRS investors, and, where applicable, their appointed proxy(ies) must be pre-registered or registered (as the case may be) and authenticated to ask questions live at the AGM.

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Answers to questions

The Manager will endeavour to address all substantial and relevant questions (which are related to the resolutions to be tabled for approval at the AGM) received from Unitholders by the 9 April 2024 submission deadline by publishing the responses to such questions on CLAR's website at <https://investor.capitaland-ascendasreit.com/agm.html> and the SGX website at <https://www.sgx.com/securities/company-announcements> prior to the AGM.

Any subsequent clarifications sought, or substantial and relevant follow-up questions (which are related to the resolutions to be tabled for approval at the AGM) received after the 9 April 2024 submission deadline which have not already been addressed prior to the AGM, as well as those substantial and relevant questions received at the AGM itself, will be addressed during the AGM. 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 AGM on CLAR's website and on the SGX website, and the minutes will include the responses to the substantial and relevant questions which are addressed during the AGM.

5. Vote personally or appoint proxy(ies) to vote, at the AGM

Unitholders can vote at the AGM themselves or through their duly appointed proxy(ies).

Live voting will be conducted during the AGM for Unitholders, including CPF and SRS investors or where applicable, their duly appointed proxy(ies) attending the Physical Meeting or the Virtual Meeting.

Voting at the Physical Meeting

Upon their registration at the AGM venue, Unitholders, including CPF and SRS investors, and (where applicable) duly appointed proxy(ies), will be provided with a handheld device for electronic voting at the Physical Meeting.

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Voting at the Virtual Meeting

Unitholders who wish to appoint a proxy(ies) (other than the Chairman of the AGM) must, in addition to completing and submitting the instrument appointing a proxy(ies), pre-register their appointed proxy(ies) at the pre-registration website at <https://investor.capitaland-ascendasreit.com/agm.html> and ensure that their proxy(ies) are authenticated to vote live at the AGM.

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

Appointment of proxy(ies)

A Unitholder who wishes to appoint a proxy(ies) must complete the instrument appointing a proxy(ies), before submitting it in the manner set out below. A proxy need not be a Unitholder.

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 AGM. 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 proxy(ies) to attend, speak and vote at the AGM, 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 of Units held in relation to which each proxy has been appointed must be specified in the instrument appointing a proxy(ies).

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A Unitholder who wishes to submit an instrument appointing a proxy(ies) must do so in the following manner:

- (a) if submitted by post, by completing and signing the Proxy Form, before lodging it with CLAR'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 scanned PDF copy or a clear image of it to CLAR's Unit Registrar at CLAR2024@boardroomlimited.com; or
 - (ii) via the pre-registration website, by completing and authorising the appointment using the online proxy appointment process, through CLAR's website at <https://investor.capitaland-ascendasreit.com/agm.html>,

in each case, **by Tuesday, 23 April 2024 at 3.00 p.m.**, being 72 hours before the time fixed for the AGM.

Where an instrument appointing a proxy(ies) is executed by an attorney under a power of attorney or other authority on behalf of the appointor, or by a corporation under its common seal, such instrument appointing a proxy(ies) may only be submitted by post or via email using the Proxy Form, and not via the pre-registration website.

The Proxy Form can be downloaded from CLAR's website at <https://investor.capitaland-ascendasreit.com/agm.html> or the SGX website at <https://www.sgx.com/securities/company-announcements>. Printed copies of the Proxy Form will also be sent to Unitholders.

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Completion and submission of an instrument appointing a proxy(ies) by a Unitholder will not prevent him/her from attending, speaking and voting at the AGM if he/she so wishes. The appointment of the proxy(ies) for the AGM shall be deemed to be revoked if the Unitholder attends the AGM in person, and in such event, the Manager reserves the right to refuse to admit any person or persons appointed under the relevant instrument appointing a proxy(ies) to the AGM.

CPF and SRS investors who wish to exercise their voting rights at the AGM can refer to paragraph 6 below, for more information.

6. Persons who hold Units through relevant intermediaries

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

- (a) (i) attending the Physical Meeting in person or (ii) attending the Virtual Meeting using virtual meeting technology (by observing and/or listening to the AGM proceedings via live audio-visual webcast or live audio-only stream);
- (b) submitting questions to the Chairman of the AGM in advance of, or at, the AGM; and/or
- (c) voting at the AGM (i) by being appointed as proxy by their relevant intermediary; or (ii) by appointing the Chairman of the AGM as proxy to vote on their behalf,

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

CPF and SRS investors:

- (i) may attend, speak and vote at the AGM if they are appointed as proxy(ies) by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators as soon as practicable if they have any queries regarding their appointment as proxy(ies); or

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- (ii) may appoint the Chairman of the AGM as proxy to vote on their behalf at the AGM, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes **by 5.00 p.m. on Tuesday, 16 April 2024**, being seven days before the date of the AGM. 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 AGM) to vote live at the AGM 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 (“**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.

7. Other information

- (a) CLAR’s Annual Report 2023, Appendix A dated 2 April 2024 (in relation to the proposed change of Auditors) and Appendix B dated 2 April 2024 (in relation to the proposed renewal of the Unit Buy-Back Mandate) have been published on CLAR’s website at <https://investor.capitaland-ascendasreit.com/aggm.html>, and may be accessed as follows:
 - (i) CLAR’s Annual Report 2023 may be accessed by clicking on the “Annual Report 2023” hyperlink under the “2024 Annual General Meeting Downloads”;

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- (ii) Appendix A dated 2 April 2024 (in relation to the proposed change of Auditors) may be accessed by clicking on the “Download” hyperlink under “**Appendix A**”; and
- (iii) Appendix B dated 2 April 2024 (in relation to the proposed renewal of the Unit Buy-Back Mandate) may be accessed by clicking on the “Download” hyperlink under “**Appendix B**”.

The above documents may also be accessed on the SGX website at <https://www.sgx.com/securities/company-announcements>. Printed copies of these documents will not be sent to Unitholders. Any Unitholder who wishes to receive a printed copy of the Annual Report 2023, Appendix A dated 2 April 2024 (in relation to the proposed change of Auditors) and Appendix B dated 2 April 2024 (in relation to the proposed renewal of the Unit Buy-Back Mandate) should submit his/her/its request via the online Request Form which is accessible at CLAR’s website at <https://investor.capitaland-ascendasreit.com/agm.html>, or by completing and returning the Request Form sent to them by post together with the printed copies of this Notice of AGM and the accompanying Proxy Form to the office of CLAR’s Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632 no later than **5.00 p.m. on Tuesday, 9 April 2024**.

- (b) Any reference to a time of day is made by reference to Singapore time.

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PERSONAL DATA PRIVACY:

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

- (1) the processing, administration and analysis by the Manager (or their agent or service provider) of instruments appointing a proxy(ies) and/or representative(s) for the AGM (including any adjournment thereof);
- (2) the processing of the pre-registration or registration (as the case may be) for purposes of verifying the status of Unitholders, granting access to Unitholders (or their appointed proxy(ies)) to the AGM and providing them with any technical assistance where necessary;
- (3) the addressing of relevant and substantial questions received from Unitholders in advance of the AGM 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 AGM (including any adjournment thereof); and
- (5) in order for the Manager (or their agent or service provider) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines.

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EXPLANATORY NOTES:

1. Ordinary Resolution 2

Ordinary Resolution 2, if passed, will approve the appointment of Deloitte as Auditors of CLAR in place of the retiring Auditors, EY, and authorise the Manager to fix their remuneration.

EY, the retiring Auditors, have served as the Auditors of CLAR since 2016. As part of CLAR's ongoing good corporate governance initiatives, the directors of the Manager are of the view that it would be timely to effect a change in Auditors with effect from the financial year ending 31 December 2024. The Board has concurred with the audit and risk committee of the Manager for the appointment of Deloitte as the Auditors at the upcoming AGM. EY will be retiring and will not seek for re-appointment as Auditors for the financial year ending 31 December 2024. Greater details of the proposed change of Auditors are set out in the Appendix A dated 2 April 2024 (in relation to the proposed change of Auditors).

In accordance with the requirements of Rule 1203(5) of the Listing Manual of the SGX-ST:

- (a) the outgoing Auditors, EY, have confirmed that they are not aware of any professional reasons why the new Auditors, Deloitte, should not accept appointment as Auditors of CLAR;
- (b) the Manager confirms that there were no disagreements with the outgoing Auditors, EY, on accounting treatments within the last 12 months;
- (c) the Manager confirms that, other than as set out above, it is not aware of any circumstances connected with the proposed change of the Auditors that should be brought to the attention of Unitholders;
- (d) the specific reasons for the proposed change of Auditors are disclosed in Appendix A dated 2 April 2024 (in relation to the proposed change of Auditors) and this Notice of AGM. The proposed change of the Auditors is not due to (i) the resignation of EY as Auditors of CLAR or (ii) EY declining to stand for re-appointment or (iii) the dismissal of EY as Auditors of CLAR or (iv) a direction by the SGX-ST for EY to be replaced under Rule 1405(fb) of the Listing Manual; and
- (e) the Manager confirms that Rule 712 and Rule 715 of the Listing Manual of the SGX-ST are complied with in relation to the appointment of Deloitte.

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2. Ordinary Resolution 3

Ordinary Resolution 3, if passed, will empower the Manager to issue Units and to make or grant Instruments and to issue Units in pursuance of such Instruments from the date of the AGM of CLAR until (i) the conclusion of the next annual general meeting of CLAR or (ii) the date by which the next annual general meeting of CLAR is required by applicable laws and regulations or the Trust Deed to be held, whichever is the earlier, unless such authority is earlier revoked or varied by the Unitholders in a general meeting. The aggregate number of Units which the Manager may issue (including Units to be issued pursuant to Instruments) under this Resolution must not exceed fifty per cent. (50.0%) of the total number of issued Units with a sub-limit of twenty per cent. (20.0%) for issues other than on a *pro rata* basis to Unitholders.

For the purpose of determining the aggregate number of Units that may be issued, the total number of issued Units will be based on the total number of issued Units at the time Ordinary Resolution 3 is passed, after adjusting for (i) new Units arising from the conversion or exercise of any convertible securities or options which are outstanding or subsisting at the time this Resolution is passed and (ii) any subsequent bonus issue, consolidation or subdivision of Units.

Fund raising by issuance of new Units may be required in instances of property acquisitions or debt repayments. In any event, if the approval of Unitholders is required under the Listing Manual of the SGX-ST and the Trust Deed or any applicable laws and regulations, in such instances, the Manager will then obtain the approval of Unitholders accordingly.

3. Ordinary Resolution 4

Ordinary Resolution 4, if passed, will empower the Manager from the date of the AGM of CLAR until (i) the date on which the next annual general meeting of CLAR is held, (ii) the date by which the next annual general meeting of CLAR is required by applicable laws and regulations or the Trust Deed to be held, or (iii) the date on which the repurchases of Units pursuant to the Unit Buy-Back Mandate are carried out to the full extent mandated, whichever is the earliest, to exercise all the powers to repurchase issued Units for and on behalf of CLAR not exceeding in aggregate 3.0% of the total number of Units as at the date of the passing of this Resolution, whether by way of market repurchase(s) or off-market repurchase(s), on the terms of the Unit Buy-Back Mandate set out in Appendix B dated 2 April 2024 (in relation to the proposed renewal of the Unit Buy-Back Mandate), unless such authority is revoked or varied by the Unitholders in a general meeting.