

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (“**EGM**”) of the holders of units of Mapletree Industrial Trust (“**MIT**”, and the holders of units of MIT, “**Unitholders**”) will be convened and held by way of electronic means on Thursday, 27 August 2020 at 2.30 p.m., for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution:

### ORDINARY RESOLUTION

#### THE PROPOSED ACQUISITION OF THE REMAINING 60.0% INTEREST IN 14 DATA CENTRES LOCATED IN THE UNITED STATES OF AMERICA, AS AN INTERESTED PERSON TRANSACTION

That:

- (i) approval be and is hereby given for the proposed acquisition (“**Proposed Acquisition**”) of the remaining 60.0% interest in the 14 data centres located in the United States of America, on the terms and conditions set out in (i) the conditional share purchase agreement (the “**Share Purchase Agreement**”) dated 23 June 2020 made between DBS Trustee Limited, as trustee of MIT (the “**Trustee**”), Etowah DC Holdings Pte. Ltd., Hudson DC Holdings Pte. Ltd. and Redwood DC Holdings Pte. Ltd. (as vendors) and Mapletree Dextra Pte. Ltd. (as guarantor); and (ii) the conditional unit purchase agreement (the “**Unit Purchase Agreement**”, and together with the Share Purchase Agreement, the “**Acquisition Agreements**”) dated 23 June 2020 made between the Trustee and Mapletree DC Ventures Pte. Ltd. (as vendor), and that the entry into of the Acquisition Agreements be and are hereby approved and ratified;
- (ii) approval be and is hereby given for the payment of all fees and expenses relating to the Proposed Acquisition (including in respect of property management and asset management as described in the circular to the Unitholders in connection with the Proposed Acquisition); and
- (iii) Mapletree Industrial Trust Management Ltd., as the manager of MIT (the “**Manager**”), any director of 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, such director of the Manager or, as the case may be, the Trustee may consider expedient or necessary or in the interests of MIT to give effect to the Proposed Acquisition and all transactions contemplated under the Acquisition Agreements, and in this connection, the board of directors of the Manager (the “**Board**”) be hereby authorised to delegate such authority to such persons as the Board deems fit.

BY ORDER OF THE BOARD

**Mapletree Industrial Trust Management Ltd.**

(Company Registration No. 201015667D)

As Manager of Mapletree Industrial Trust

**Wan Kwong Weng**

Joint Company Secretary

Singapore

5 August 2020

### Important Notice:

1. 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.
2. **Due to the current COVID-19 restriction orders in Singapore, a Unitholder will not be able to attend the EGM in person.** Alternative arrangements relating to attendance at the EGM via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the EGM in advance of the EGM, addressing of substantial and relevant questions prior to or during the EGM and voting by appointing the Chairman of the EGM as proxy at the EGM, are set out below. Any reference to a time of day is made by reference to Singapore time.

3. Unitholders and 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, Unitholders and CPF and SRS investors must pre-register at MIT's pre-registration website at [www.mapletreeindustrialtrust.com](http://www.mapletreeindustrialtrust.com) from now until 2.30 p.m. on 24 August 2020 to enable the Manager to verify their status as Unitholders.

Following the verification, authenticated Unitholders and CPF and SRS investors will receive an email, which will contain user ID and password details as well as instructions on how to access the live audio-visual webcast and live audio-only stream of the EGM proceedings, by 2.30 p.m. on 26 August 2020. Unitholders who do not receive an email by 2.30 p.m. on 26 August 2020 but have registered by the 24 August 2020 deadline should contact the Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at +65 6230 9580/586 or at [srs.teamd@boardroomlimited.com](mailto:srs.teamd@boardroomlimited.com).

4. Unitholders may also submit questions related to the resolution to be tabled for approval at the EGM to the Chairman of the EGM, in advance of the EGM. In order to do so, their questions must be submitted in the following manner by 2.30 p.m. on 24 August 2020:

- (a) via MIT's pre-registration website at [www.mapletreeindustrialtrust.com](http://www.mapletreeindustrialtrust.com); or
- (b) via email to the Manager, at [ir\\_industrial@mapletree.com.sg](mailto:ir_industrial@mapletree.com.sg).

Unitholders who submit questions via email must provide the following information for authentication:

- (1) the Unitholder's full name;
- (2) the Unitholder's address; and
- (3) the manner in which the Unitholder holds units in MIT ("**Units**") (e.g., via CDP, scrip, CPF or SRS).

The Manager's Chairman, Mr Wong Meng Meng, and Chief Executive Officer, Mr Tham Kuo Wei, will conduct the proceedings of the EGM. The Manager will endeavour to address all substantial and relevant questions submitted in advance of the EGM, prior to or during the EGM. The Manager will publish the responses to the substantial and relevant questions which the Manager is unable to address during the EGM, on MIT's website and on SGXNET prior to the EGM. The Manager will publish the minutes of the EGM on MIT's website and on SGXNET, and the minutes will include the responses to the substantial and relevant questions which are addressed during the EGM.

Unitholders will not be able to ask questions at the EGM live during the audio-visual webcast or audio-stream, and therefore it is important for Unitholders who wish to ask questions to submit their questions in advance of the EGM.

5. A Unitholder (whether individual or corporate) must appoint the Chairman of the EGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM if such Unitholder wishes to exercise his/her/its voting rights at the EGM.

Where a Unitholder (whether individual or corporate) appoints the Chairman of the EGM as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the appointment of the Chairman of the EGM as proxy for that resolution will be treated as invalid.

6. The Proxy Form must be submitted in the following manner:

- (a) if submitted by post, be lodged at the Unit Registrar's office at Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623; or

- (b) if submitted electronically, be submitted via email to the Unit Registrar at [srs.teamd@boardroomlimited.com](mailto:srs.teamd@boardroomlimited.com), in either case, by no later than 2.30 p.m. on 24 August 2020, being 72 hours before the time fixed for the EGM.

A Unitholder who wishes to submit an instrument of proxy must first complete and sign the Proxy Form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

**In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for Unitholders to submit completed Proxy Forms by post, Unitholders are strongly encouraged to submit completed Proxy Forms electronically via email.**

7. Persons who hold Units through relevant intermediaries (as defined below), and who wish to participate in the EGM by (a) observing and/or listening to the EGM proceedings through live audio-visual webcast or live audio-only stream; (b) submitting questions in advance of the EGM; and/or (c) appointing the Chairman of the EGM as proxy to attend, speak and vote on their behalf at the EGM, should contact the relevant intermediary through which they hold such Units as soon as possible in order to make the necessary arrangements for them to participate in the EGM.

In addition, CPF and SRS investors who wish to appoint the Chairman of the EGM as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 2.30 p.m. on 18 August 2020, being 7 working days before the date of the EGM.

**“relevant intermediary”** means:

- (i) a banking corporation licensed under the Banking Act, Chapter 19 of Singapore, 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, Chapter 289 of Singapore, and who holds Units in that capacity; or
  - (iii) the Central Provident Fund Board (“**CPF Board**”) established by the Central Provident Fund Act, Chapter 36 of Singapore, 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.
8. The Chairman of the EGM, as proxy, need not be a Unitholder of MIT.
  9. The Circular to Unitholders dated 5 August 2020 (in relation to the proposed acquisition of the remaining 60.0% interest in 14 data centres located in the United States of America, as an interested person transaction) may be accessed at MIT’s website at [www.mapletreeindustrialtrust.com](http://www.mapletreeindustrialtrust.com).
  10. 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 MIT’s website at [www.mapletreeindustrialtrust.com](http://www.mapletreeindustrialtrust.com) for the latest updates on the status of the EGM.

**Personal data privacy:**

By submitting an instrument appointing the Chairman of the EGM as proxy to attend, speak and vote at the EGM and/or any adjournment thereof, a Unitholder consents to the collection, use and disclosure of the Unitholder’s personal data by the Manager and the Trustee (or their agents) for the purpose of the processing and administration by the Manager and the Trustee (or their agents) of the appointment of the Chairman of the EGM as proxy for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Manager and the Trustee (or their agents) to comply with any applicable laws, listing rules, regulations and/or guidelines.

