

# DIGITAL CORE REIT

(a real estate investment trust constituted on 10 November 2021  
under the laws of the Republic of Singapore)

BofA Securities (Merrill Lynch (Singapore) Pte. Ltd.), Citigroup Global Markets Singapore Pte. Ltd. and DBS Bank Ltd. were the joint issue managers, global coordinators, bookrunners and underwriters for the initial public offering of Digital Core REIT.

## ELECTRONIC DESPATCH OF CIRCULAR AND ALTERNATIVE ARRANGEMENTS RELATING TO THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 18 NOVEMBER 2022

*Capitalised terms used herein, unless otherwise defined, shall have the meaning ascribed to them in the announcement of Digital Core REIT dated 22 September 2022 titled "Proposed Acquisition of (I) A 25.0% Interest In A Data Centre Located In Germany Or (II) (In The Event The Equity Fund Raising Takes Place) An 89.9% Interest In A Data Centre Located In Germany And A 90.0% Interest In A Data Centre Located In The United States of America" (the "Acquisition Announcement").*

1. **Background:** Digital Core REIT Management Pte. Ltd., as manager of Digital Core REIT (the "**Manager**") refers to:
  - (i) the Acquisition Announcement; and
  - (ii) the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the "**Order**"), together with the Joint Statement by Accounting and Corporate Regulatory Authority, Monetary Authority of Singapore and Singapore Exchange Regulation in relation to Guidance on the Conduct of General Meetings Amid Evolving COVID-19 Situation, which set out the alternative arrangements in respect of, *inter alia*, general meetings of real estate investment trusts.
2. **Date, time and conduct of EGM:** The Manager wishes to inform that pursuant to the Order, the extraordinary general meeting of Digital Core REIT (the "**EGM**") will be convened and held by way of electronic means on Friday, 18 November 2022 at 10.00 a.m. (Singapore Time).
3. **Issuance of Circular, Notice of EGM and Proxy Form:** The Manager has today issued a circular to Unitholders dated 3 November 2022 (the "**Circular**") which contains, among others, a notice of the extraordinary general meeting of Unitholders (the "**Notice of EGM**") for the purpose of seeking Unitholders' approval for (1) the Proposed Acquisition; (2) the proposed issuance of New Units to Digital CR Singapore Holding, LLC under the Digital Subscription pursuant to Rule 805(1), Rule 811(3) and Rule 812(2) of the Listing Manual; (3) the proposed Whitewash Resolution; (4) the proposed renewal of the general mandate for the issuance of new Units and/or convertible securities; and (5) the proposed issuance of New Units under the Private Placement pursuant to Rule 805(1) of the Listing Manual.

Printed copies of the Circular will **not** be sent to Unitholders. Instead, the Circular has been sent to Unitholders by electronic means via publication on Digital Core REIT's website at <https://www.digitalcorereit.com> and is also made available on the SGX-ST's website at <https://www.sgx.com/securities/company-announcements>.

Printed copies of the Notice of EGM and proxy form will be sent to Unitholders. The Notice of EGM and proxy form are also available on Digital Core REIT's website at <https://www.digitalcorereit.com> and the SGX-ST's website at <https://www.sgx.com/securities/company-announcements>.

Unitholders are advised to read the Circular carefully in order to decide whether they should vote in favour of or against the resolutions to be tabled at the EGM.

4. **Opinion of the IFA:** Pursuant to Rule 917(4)(a)(ii) of the Listing Manual of the SGX-ST and based on the opinion of the IFA, Deloitte & Touche Corporate Finance Pte Ltd, and the rationale for and key benefits of the Proposed Acquisition as set out in the Circular, the Independent Directors and the Audit and Risk Committee of the Manager believe that the Proposed Acquisition and the proposed issuance of New Units to the Sponsor Investor under the Digital Subscription are on normal commercial terms and are not prejudicial to the interests of Digital Core REIT and its minority Unitholders.

5. **No personal attendance at the EGM:** As a precautionary measure due to the current COVID-19 situation in Singapore, to keep physical interactions and COVID-19 transmission risk to a minimum, Digital Core REIT is not providing for physical attendance by Unitholders at the EGM.

The EGM will be conducted virtually. To facilitate unitholder engagement, Digital Core REIT will implement real-time remote electronic voting (live voting) and real-time electronic communications (live Q&A) at the EGM.

6. **Alternative arrangements for participation at the EGM:** Unitholders may participate at the EGM by:

- (i) observing and/or listening to the EGM proceedings via live audio-visual webcast via their mobile phones, tablets or computers or live audio-only stream via their mobile phones or telephones;
- (ii) 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
- (iii) 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.

Details of the steps for pre-registration, pre-submission of questions and voting at the EGM are set out in **Appendix F** of the Circular and the Notice of EGM.

7. **Key dates and times:** The table below sets out the key dates/deadlines for Unitholders to note:

Key Dates	Actions
Thursday, 3 November 2022	Unitholders may begin to pre-register at <a href="https://www.digitalcorereit.com/investor-relations/agm-egm/">https://www.digitalcorereit.com/investor-relations/agm-egm/</a> for the live audio-visual webcast or live audio-only stream of the EGM proceedings
10.00 a.m. on Tuesday, 8 November 2022	Deadline for SRS investors who wish to appoint the Chairman of the EGM as proxy to approach their respective SRS operators to submit their votes.
10.00 a.m. on Tuesday, 15 November 2022	Deadline to: <ul style="list-style-type: none"> <li>• pre-register at Digital Core REIT's pre-registration website at <a href="https://www.digitalcorereit.com/investor-relations/agm-egm/">https://www.digitalcorereit.com/investor-relations/agm-egm/</a> for the live audio-visual webcast or live audio-only stream of the EGM proceedings;</li> <li>• submit questions in advance; and</li> <li>• submit Proxy Forms.</li> </ul>
10.00 a.m. on Thursday, 17 November 2022	Authenticated Unitholders who have pre-registered for the live audio-visual webcast or live audio-only stream of the EGM proceedings will receive an email which will contain the instructions as well as the link to access the live audio-visual webcast and a toll-free telephone number to access the live audio-only stream of the EGM proceedings (the " <b>Confirmation Email</b> ").  Authenticated Unitholders who do not receive the Confirmation Email by 10.00 a.m. on Thursday, 17 November 2022 but have registered by the 15 November 2022 deadline should contact the Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at +65 6536 5355 (during office hours) or via email at <a href="mailto:digitalcorereit@boardroomlimited.com">digitalcorereit@boardroomlimited.com</a> .
<b>Date and time of EGM</b> 10.00 a.m. on Friday, 18 November 2022	<ul style="list-style-type: none"> <li>• Click on the link in the Confirmation Email and enter the user ID and password to access the live audio-visual webcast of the EGM proceedings; or</li> <li>• Call the toll-free telephone number in the Confirmation Email to access the live audio-only stream of the EGM proceedings.</li> </ul>

8. **Important Reminder:** Due to the evolving COVID-19 situation in Singapore, the Manager may be required to change the arrangements for the EGM at short notice. Unitholders should check the Manager's website at <https://www.digitalcorereit.com> for the latest updates on the status of the EGM.

The Manager would like to thank all Unitholders for their co-operation in enabling the Manager to hold the EGM with the optimum safe management measures amid the ongoing COVID-19 pandemic.

BY ORDER OF THE BOARD

**DIGITAL CORE REIT MANAGEMENT PTE. LTD.**

(as manager of Digital Core REIT)

(Company Registration No. 202123160H)

John Stewart

Chief Executive Officer

3 November 2022

## Important Notice

This announcement is for information purposes only and does not constitute or form part of an offer, invitation, or solicitation of any offer to purchase or subscribe for any securities of Digital Core REIT in Singapore or any other jurisdiction nor should it or any part of it form the basis of, or be relied upon in connection with, any contract or commitment whatsoever. The value of units in Digital Core REIT ("**Units**") and the income derived from them may fall as well as rise. The Units are not obligations of, deposits in, or guaranteed by Digital Core REIT Management Pte. Ltd. (as manager of Digital Core REIT (the "**Manager**")), Perpetual (Asia) Limited (as trustee of Digital Core REIT) or any of their respective affiliates. The past performance of Digital Core REIT is not necessarily indicative of its future results.

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 due to various risks, uncertainties and assumptions. These forward-looking statements speak only as at the date of this announcement. No assurance can be given that future events will occur, that projections will be achieved, or that assumptions are correct. Representative examples of these factors include (without limitation) general industry and economic conditions, interest rate trends, cost of capital and capital availability, competition from similar developments, shifts in expected levels of property rental revenue, changes in operating expenses, property expenses, governmental and public policy changes, and the continued availability of financing in the amounts and on 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 current view of future events.

This announcement is not for public release, publication or distribution, directly or indirectly, in or into the United States (including its territories and possessions, any State of the United States and the District of Columbia), except to "qualified institutional buyers" ("**QIBs**") as defined in Rule 144A under the U.S. Securities Act of 1933 ("**Rule 144A**"). This announcement does not constitute or form a part of any offer of, or solicitation to purchase or subscribe for, any Units in the United States. The Units referenced to herein have not been, and will not be, registered under the United States Securities Act of 1933 (the "**Securities Act**"). The Units will only be offered for sale in the United States to QIBs as defined in Rule 144A, pursuant to Section 4(a)(2) or another exemption from the registration requirements of the Securities Act. No public offering of Units will be made in the United States of America or in any other jurisdiction where such an offering is restricted or prohibited.

In the United Kingdom, this announcement is directed only at persons who are "qualified investors" within the meaning of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the "**UK Prospectus Regulation**"). In addition, in the United Kingdom this announcement is addressed to and directed only at qualified investors who (i) are persons who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "**Order**"), (ii) are persons who are high net worth entities falling within Article 49(2)(a) to (d) of the Order, or (iii) are other persons to whom they may otherwise lawfully be communicated (all such persons together being referred to as "**relevant persons**"). This announcement must not be acted on or relied on in the United Kingdom by persons who are not relevant persons. The Units are not being offered to the public in the United Kingdom. Any investment or investment activity to which this announcement relates is available only to relevant persons in the United Kingdom. Each recipient also represents and agrees that it has complied and will comply with all applicable

provisions of the Financial Services Markets Act 2000, as amended, with respect to anything done by it in relation to any Units in, from or otherwise involving the United Kingdom.

This announcement shall not be made available in any state that is part of the European Economic Area (an “**EEA State**”) to any investor domiciled or having its registered office in the EEA other than in compliance with, and to persons who are professional clients for the purposes of, the Markets in Financial Instruments Directive (2014/65/EU), as may be amended from time to time, as implemented in the relevant EEA State.

The Units have not been and will not be registered in Japan pursuant to Article 4, Paragraph 1 of the Financial Instruments and Exchange Act of Japan (Act No. 25 of 1948, as amended, the “**FIEA**”) in reliance upon the exemption from the registration requirements since the offering constitutes the private placement to qualified institutional investors only as provided for in “f” of Article 2, Paragraph 3, Item 2 of the FIEA. A transferor of the Units shall not transfer or resell them except where a transferee is a qualified institutional investor under Article 10 of the Cabinet Office Ordinance concerning Definitions provided in Article 2 of the Financial Instruments and Exchange Act of Japan (the Ministry of Finance Ordinance No. 14 of 1993, as amended).

Holders of Units (“**Unitholders**”) have no right to request that the Manager redeem or purchase 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 (the “**SGX-ST**”). Listing of the Units on the SGX-ST does not guarantee a liquid market for the Units.