

The Proposed Amendment to the Sponsor Undertaking Agreements

Agenda Item 3.1 To consider and approve amendment to the parties of Sponsor Undertaking Agreements

1. Sponsor Undertaking Agreement of Finansa M.K. Real Estate Development and Prospect Development (Bangkok Free Trade Zone Project) dated 18 August 2020

| Existing Agreement | Proposed Amendments |
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| <p>By and between:</p> <p>Finansa Public Company Limited, the registered office is located at 48/48, TISCO Tower, 20th Floor, North Sathorn Road, Silom Sub-district, Bang Rak District, Bangkok, hereinafter referred to as "Finansa";</p> <p>and</p> <p>M. K. Real Estate Development Public Company Limited, the registered office is located at 345, 345 Surawong Building, 6th-8th Floor, Surawong Road, Suriya Wong Sub-district, Bang Rak District, Bangkok, hereinafter referred to as "M.K. Real Estate Development";</p> <p>and</p> <p>Prospect Development Company Limited, the registered office is located at 48/29, TISCO Tower, 16th Floor, North Sathorn Road, Silom Sub-district, Bang Rak District, Bangkok, hereinafter referred to as "Prospect Development";</p> <p>(Finansa, M.K. Real Estate Development and Prospect Development, all three parties, are collectively called the "Undertakers")</p> <p>and</p> <p>SCB Asset Management Company Limited as a trustee of Prospect Logistics and Industrial Leasehold Real Estate Investment Trust, which is a trust established under the Capital Market Transaction Trusts Act B.E. 2550 (2007), has its registered office at 18 SCB Park Plaza, Building 1, 7th-8th Floors, Ratchadapisek Road, Chatuchak Sub-district, Chatuchak District, Bangkok (the "REIT").</p> | <p>By and between:</p> <p><u>FNS Holding Public Company Limited</u> (previously: <u>Finansa Public Company Limited</u>), the registered office is located at 345, 345 Surawong Building, 6th Floor, Surawong Road, Suriya Wong Sub-district, Bang Rak District, Bangkok, hereinafter referred to as "<u>FNS</u>";</p> <p>and</p> <p>M. K. Real Estate Development Public Company Limited, the registered office is located at 345, 345 Surawong Building, 6th-8th Floor, Surawong Road, Suriya Wong Sub-district, Bang Rak District, Bangkok, hereinafter referred to as "M.K. Real Estate Development";</p> <p>and</p> <p>Prospect Development Company Limited, the registered office is located at 345, 345 Surawong Building, 6th-8th Floor, Surawong Road, Suriya Wong Sub-district, Bang Rak District, Bangkok, hereinafter referred to as "Prospect Development";</p> <p>and</p> <p><u>Sansiri Public Company Limited</u>, The office is located at 59 Soi Rim Klong Phra Khanong, Phra Khanong Nuea Sub-district, Wattana District, Bangkok, which is hereinafter referred to as "<u>Sansiri</u>";</p> <p>(<u>FNS</u>, M. K. Real Estate Development, Prospect Development, and <u>Sansiri</u> all four parties, are collectively called the "Undertakers")</p> <p>with</p> <p>SCB Asset Management Company Limited as a trustee of Prospect Logistics and Industrial Leasehold Real Estate Investment Trust, which is a trust established under the Capital Market Transaction Trusts Act B.E. 2550 (2007), has its registered office at 18 SCB Park Plaza, Building 1, 7th-8th Floors, Ratchadapisek Road, Chatuchak Sub-district, Chatuchak District, Bangkok (the "REIT").</p> |

2. Sponsor Undertaking Agreement of FNS, M.K. Real Estate Development and Prospect Development (Bangkok Free Trade Zone 2 Project and Bangkok Free Trade Zone 3 Project) dated 22 March 2023

| Existing Agreement | Proposed Amendments |
|---|--|
| <p>By and between:</p> <p>FNS Holding Public Company Limited, the registered office is located at 345, 345 Surawong Building, 6th Floor, Surawong Road, Suriya Wong Sub-district, Bang Rak District, Bangkok, hereinafter referred to as "FNS";</p> <p>and</p> <p>M. K. Real Estate Development Public Company Limited, the registered office is located at 345, 345 Surawong Building, 6th-8th Floor, Surawong Road, Suriya Wong Sub-district, Bang Rak District, Bangkok, hereinafter referred to as "M.K. Real Estate Development";</p> <p>and</p> <p>Prospect Development Company Limited, the registered office is located at 345, 345 Surawong Building, 6th-8th Floor, Surawong Road, Suriya Wong Sub-district, Bang Rak District, Bangkok, hereinafter referred to as "Prospect Development";</p> <p>(FNS, M. K. Real Estate Development and Prospect Development, all three parties, are collective referred as the "Undertakers")</p> <p>and</p> <p>SCB Asset Management Company Limited as a trustee of Prospect Logistics and Industrial Freehold and Leasehold Real Estate Investment Trust, which is a trust established under the Capital Market Transaction Trusts Act B.E. 2550 (2007), has its registered office at 18, SCB Park Plaza, Building 1, 7th-8th Floors, Ratchadapisek Road, Chatuchak Sub-district, Chatuchak District, Bangkok (the "REIT").</p> | <p>By and between:</p> <p>FNS Holding Public Company Limited, the registered office is located at 345, 345 Surawong Building, 6th Floor, Surawong Road, Suriya Wong Sub-district, Bang Rak District, Bangkok, hereinafter referred to as "FNS";</p> <p>and</p> <p>M. K. Real Estate Development Public Company Limited, the registered office is located at 345, 345 Surawong Building, 6th-8th Floor, Surawong Road, Suriya Wong Sub-district, Bang Rak District, Bangkok, hereinafter referred to as "M.K. Real Estate Development";</p> <p>and</p> <p>Prospect Development Company Limited, the registered office is located at 345, 345 Surawong Building, 6th-8th Floor, Surawong Road, Suriya Wong Sub-district, Bang Rak District, Bangkok, hereinafter referred to as "Prospect Development";</p> <p><u>and</u></p> <p><u>Sansiri Public Company Limited, the registered office is located at 59, Soi Rim Klong Phra Khanong, Phra Khanong Nuea Sub-district, Wattana District, Bangkok, which is hereinafter referred to as "Sansiri".</u></p> <p>(FNS, M. K. Real Estate Development, Prospect Development, and Sansiri all <u>four</u> parties, a r e collective referred as the "Undertakers")</p> <p>and</p> <p>SCB Asset Management Company Limited as a trustee of Prospect Logistics and Industrial Freehold and Leasehold Real Estate Investment Trust, which is a trust established under the Capital Market Transaction Trusts Act B.E. 2550 (2007), has its registered office at 18, SCB Park Plaza, Building 1, 7th-8th Floors, Ratchadapisek Road, Chatuchak Sub-district, Chatuchak District, Bangkok (the "REIT").</p> |

3. Sponsor Undertaking Agreement of M.K. Real Estate Development and Prospect Development (Bangkok Free Trade Zone 1 Project, Bangkok Free Trade Zone 2 Project, Bangkok Free Trade Zone 3 Project) dated 4 June 2025

| Existing Agreement | Proposed Amendments |
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| <p>By and between:</p> <p>M. K. Real Estate Development Public Company Limited, the registered office is located at 345, 345 Surawong Building, 6th-8th Floor, Surawong Road, Suriya Wong Sub-district, Bang Rak District, Bangkok, hereinafter referred to as "M.K. Real Estate Development";</p> <p>and</p> <p>Prospect Development Company Limited, the registered office is located at 345, 345 Surawong Building, 6th-8th Floor, Surawong Road, Suriya Wong Sub-district, Bang Rak District, Bangkok, hereinafter referred to as "Prospect Development";</p> <p>(M.K. Real Estate Development and Prospect Development are collective referred as the "Undertakers")</p> <p>and</p> <p>SCB Asset Management Company Limited as a trustee of Prospect Logistics and Industrial Freehold and Leasehold Real Estate Investment Trust, which is a trust established under the Capital Market Transaction Trusts Act B.E. 2550 (2007), has its registered office at 18, SCB Park Plaza, Building 1, 7th-8th Floors, Ratchadapisek Road, Chatuchak Sub-district, Chatuchak District, Bangkok (the "REIT").</p> | <p>By and between:</p> <p>M. K. Real Estate Development Public Company Limited, the registered office is located at 345, 345 Surawong Building, 6th-8th Floor, Surawong Road, Suriya Wong Sub-district, Bang Rak District, Bangkok, hereinafter referred to as "M.K. Real Estate Development";</p> <p>and</p> <p>Prospect Development Company Limited, the registered office is located at 345, 345 Surawong Building, 6th-8th Floor, Surawong Road, Suriya Wong Sub-district, Bang Rak District, Bangkok, hereinafter referred to as "Prospect Development";</p> <p><u>and</u></p> <p><u>Sansiri Public Company Limited, the registered office is located at 59, Soi Rim Klong Phra Khanong, Phra Khanong Nuea Sub-district, Wattana District, Bangkok, which is hereinafter referred to as "Sansiri".</u></p> <p>(M. K. Real Estate Development, Prospect Development, <u>and Sansiri</u> are collectively referred as the "Undertakers")</p> <p>and</p> <p>SCB Asset Management Company Limited as a trustee of Prospect Logistics and Industrial Freehold and Leasehold Real Estate Investment Trust, which is a trust established under the Capital Market Transaction Trusts Act B.E. 2550 (2007), has its registered office at 18, SCB Park Plaza, Building 1, 7th-8th Floors, Ratchadapisek Road, Chatuchak Sub-district, Chatuchak District, Bangkok (the "REIT").</p> |

Agenda Item 3.2 To consider and approve amendment to the condition in making encumbrance to the trust units held under Sponsor Undertaking Agreements

1. Sponsor Undertaking Agreement of Finansia M.K. Real Estate Development and Prospect Development (Bangkok Free Trade Zone Project) dated 18 August 2020

| Existing Agreement | Proposed Amendments |
|---|---|
| Throughout the Trust Unitholder Period, the Undertakers agrees and undertakes its affiliates to not to sell, transfer the trust units or pledge, make encumbrance to the trust units or any other | Throughout the Trust Unitholder Period, the Undertakers agrees and undertakes its affiliates to not to sell, transfer the trust units or pledge, make encumbrance to the trust units or any other |

| Existing Agreement | Proposed Amendments |
|---|---|
| act that may cause the proportion of trust units held by the Undertakers in the REIT to be lower than the proportion specified above, except for any pledge or encumbrance which is for the benefit of the REIT, which must be approved by theThe REIT in advance in writing. | act that <u>which</u> may cause the proportion of trust units held by the Undertakers in the REIT to be lower than the proportion specified above, except for any pledge or encumbrance case which is for the benefit of the REIT, which must be approved by theThe REIT in advance in writing. |

2. Sponsor Undertaking Agreement of FNS, M.K. Real Estate Development and Prospect Development (Bangkok Free Trade Zone 2 Project and Bangkok Free Trade Zone 3 Project) dated 22 March 2023

| Existing Agreement | Proposed Amendments |
|---|---|
| Throughout the Trust Unitholder Period, the Undertakers agrees and undertakes its affiliates to not to sell, transfer the trust units or pledge, make encumbrance to the trust units or any other act that may cause the proportion of trust units held by the Undertakers in the REIT to be lower than the proportion specified above, except for any pledge or encumbrance which is for the benefit of the REIT, which must be approved by theThe REIT in advance in writing. | Throughout the Trust Unitholder Period, the Undertakers agrees and undertakes its affiliates to not to sell, transfer the trust units or pledge, make encumbrance to the trust units or any other <u>act that which</u> may cause the proportion of trust units held by the Undertakers in the REIT to be lower than the proportion specified above, except for any pledge or encumbrance case which is for the benefit of the REIT, which must be approved by theThe REIT in advance in writing. |

Agenda Item 3.3 To consider and approve amendment to the condition in connection with the amount of the trust units to be undertaken under Sponsor Undertaking Agreements

1. Sponsor Undertaking Agreement of Finansia M.K. Real Estate Development and Prospect Development (Bangkok Free Trade Zone Project) dated 18 August 2020

| Existing Agreement | Proposed Amendments |
|--|--|
| In order to comply with the conditions set out in the loan agreement between the REIT and TISCO (the lender of the REIT) dated 17 August 2020 (the " Loan Agreement "). The Undertakers and its affiliate agree to maintain the status of trust unitholders in the REIT and will hold a total of not less than 15% (fifteen) of the total number of trust units issued and offered by the REIT, for 5 (five) years period, also not lower that term in the Loan Agreement. For the clarity, if TISCO wishes to cancel or amend such terms and condotions in accordance of restriction on the status of trust unitholders to be less than 5 (five) years, the Undertakers still required to maintain the status of trust unitholders for 5 (five) years from the date of commencement of the sub-leased perios. (the " Trust Unitholder Period ") | In order to comply with the conditions set out in the loan agreement between the REIT and TISCO (the lender of the REIT) dated 17 August 2020 <u>as amended</u> (the " Loan Agreement "). The Undertakers and its affiliate agree to maintain the status of trust unitholders in the REIT and will hold a total of not less than 15% (fifteen) of <u>the total number of trust units issued and offered by the REIT for the first issueing and offering</u> , for 5 (five) years period, also not lower that term in the Loan Agreement. For the clarity, if TISCO wishes to cancel or amend such terms and condotions in accordance of restriction on the status of trust unitholders to be less than 5 (five) years, the Undertakers still required to maintain the status of trust unitholders for 5 (five) years from the date of commencement of the sub-leased perios. (the " Trust Unitholder Period ") |

2. Sponsor Undertaking Agreement of FNS, M.K. Real Estate Development and Prospect Development (Bangkok Free Trade Zone 2 Project and Bangkok Free Trade Zone 3 Project) dated 22 March 2023

| Existing Agreement | Proposed Amendments |
|---|--|
| In order to comply with the conditions set out in the loan agreement between the REIT and TISCO (the lender of the REIT) dated 21 March 2023 (the " Loan Agreement "). The Undertakers and its affiliate agree to maintain the status of trust unitholders in the REIT and will hold a total of not less than 15% (fifteen) of the total number of trust units issued and offered by the REIT, for 5 (five) years period, also not lower that term in the Loan Agreement. For the clarity, if TISCO wishes to cancel or amend such terms and condotions in accordance of restriction on the status of trust unitholders to be less than 5 (five) years, the Undertakers still required to maintain the status of trust unitholders for 5 (five) years from the date of commencement of the sub-leased perios. (the " Trust Unitholder Period ") | In order to comply with the conditions set out in the loan agreement between the REIT and TISCO (the lender of the REIT) dated 21 March 2023 <u>as amended</u> (the " Loan Agreement "). The Undertakers and its affiliate agree to maintain the status of trust unitholders in the REIT and will hold a total of not less than 15% (fifteen) of <u>the total number of trust units issued and offered by the REIT for the first capital increase</u> , for 5 (five) years period, also not lower that term in the Loan Agreement. For the clarity, if TISCO wishes to cancel or amend such terms and condotions in accordance of restriction on the status of trust unitholders to be less than 5 (five) years, the Undertakers still required to maintain the status of trust unitholders for 5 (five) years from the date of commencement of the sub-leased perios. (the " Trust Unitholder Period ") |

3. Sponsor Undertaking Agreement of M.K. Real Estate Development and Prospect Development (Bangkok Free Trade Zone 1 Project, Bangkok Free Trade Zone 2 Project, Bangkok Free Trade Zone 3 Project) dated 4 June 2025

| Existing Agreement | Proposed Amendments |
|---|---|
| In order to comply with the conditions set out in the loan agreement between the REIT and TISCO (the lender of the REIT) dated 4 June 2025 (the " Loan Agreement "). The Undertakers and its affiliate agree to maintain the status of trust unitholders in the REIT and will hold a total of not less than 15% (fifteen) of the total number of trust units issued and offered by the REIT, for 5 (five) years period, also not lower that term in the Loan Agreement. For the clarity, if TISCO wishes to cancel or amend such terms and condotions in accordance of restriction on the status of trust unitholders to be less than 5 (five) years, the Undertakers still required to maintain the status of trust unitholders for 5 (five) years from the date of commencement of the sub-leased perios. (the " Trust Unitholder Period ") | In order to comply with the conditions set out in the loan agreement between the REIT and TISCO (the lender of the REIT) dated 4 June 2025 <u>as amended</u> (the " Loan Agreement "). The Undertakers and its affiliate agree to maintain the status of trust unitholders in the REIT and will hold a total of not less than 15% (fifteen) of <u>the total number of trust units issued and offered by the REIT for the second capital increase</u> , for 5 (five) years period, also not lower that term in the Loan Agreement. For the clarity, if TISCO wishes to cancel or amend such terms and condotions in accordance of restriction on the status of trust unitholders to be less than 5 (five) years, the Undertakers still required to maintain the status of trust unitholders for 5 (five) years from the date of commencement of the sub-leased perios. (the " Trust Unitholder Period ") |