

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting (“**EGM**”) of Emirates REIT (CEIC) PLC (the “**Company**”) will be conducted electronically via video conference (the “**Virtual EGM Facility**”) at 3:00 pm (GST) on 15 October, 2024 for the purpose of considering and, if thought fit, passing the resolution set out in this Notice.

APPOINTMENT OF PROXIES

Shareholders are entitled to appoint a proxy to exercise all or any of their rights to attend, speak and/or vote on their behalf at the EGM. A shareholder may appoint more than one proxy so long as:

- (i) each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder; and
- (ii) the Attendance Slip specifies which shares each proxy can vote. A proxy does not have to be a shareholder of the Company. A Proxy Form which may be used to make the appointment and give proxy instructions accompanies this Notice.

To be valid, the Proxy Form, together with any power of attorney or other authority under which it was signed, must be lodged with the Company, the broker or custodian when required and at least by the Record Date (whichever is earlier).

CORPORATE REPRESENTATIVES

Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder, but no two representatives can act in relation to the same shares.

ENTITLEMENT TO ATTEND AND VOTE

Only shareholders registered in the register of shareholders of the Company at 3:00 pm (GST) on 8 October, 2024 (“**Record Date**”) shall be entitled to attend and vote at the EGM or any adjournment thereof, in respect of the number of shares registered in their name at that time. Changes to entries on the register of shareholders before or after the Record Date shall be disregarded in determining the rights of any person to attend or vote at the EGM.

Any shareholder willing to attend the meeting or be represented at the EGM by a proxy shall submit the Attendance Slip fully completed and signed. Attendance Slip must be submitted by no later than the Record Date or the date required by your broker or custodian (whichever is earlier).

Details of the Virtual EGM Facility and joining instructions will be shared before the EGM with the shareholders, or proxy representing shareholders, registered with the Company to attend the EGM.

During the EGM all attendees must ensure that they are connected to the internet at all times. Therefore, it is the attendees responsibility to ensure connectivity for the duration of the meeting.

VOTING AND ATTENDANCE

The resolution put to the meeting will be voted on by a poll. This will result in a more accurate reflection of the views of shareholders by ensuring that every vote is recognised, including the votes of all shareholders who are unable to attend

the meeting but who appoint a proxy for the meeting. On a poll, each shareholder has one vote for every share held. The results will be published on the Company's website and notified to Nasdaq Dubai via the official platform, once the votes have been counted and verified.

Shareholders who do not wish to attend the EGM

If you would like to have your shares voted without attending the EGM online through the Virtual EGM Facility, please fill out the Proxy Form, completing the voting section, and return it signed and dated to your broker or custodian (if you do not have a NIN account¹), or to the Company at gm@reit.ae (if you have a NIN account), as soon as possible, however, no later than the Record Date.

If you subsequently desire to change your voting, or to attend the EGM, please contact your broker or custodian or the Company prior to the deadline specified by them in order to facilitate your changes.

Shareholders who have a NIN account and wish to attend the EGM

If you have a NIN account and would like to attend the EGM through the Virtual EGM Facility, or if you would like to be represented by a person of your choice, please fill out the Attendance Slip and return it signed and dated to the relevant party as soon as possible, however, no later than the Record Date. If you subsequently desire to change your personal representative, or to vote without attending the EGM through the Virtual EGM Facility, please contact the Company prior to the deadline specified by them in order to facilitate your changes.

If you would like to attend the EGM through the Virtual EGM Facility and vote online, please complete and return the Attendance Slip and then follow the step by step instructions that will be provided before the EGM to the shareholders, or proxy representing shareholders, registered to attend the EGM.

QUESTIONS

Any shareholder or his proxy attending the EGM has the right to ask questions. The Company must answer any questions relating to the business being dealt with at the meeting unless: (i) it would interfere unduly with the preparation of the EGM; (ii) it would or may involve the disclosure of confidential or inside information; (ii) it has already been answered at the EGM or in a previous disclosure or on the Company's website; and/or (iii) it is not in the interest of the Company, or the good order of the EGM, that the question be answered at that time.

Details on how to submit questions during the EGM will be provided before the EGM, with the shareholders, or proxy representing shareholders, registered to attend the EGM. Please note that not all questions may be able to be answered during the time set aside for questions at the meeting.

DOCUMENTS FOR INSPECTION

A copy of this Notice and other information required can be found at www.reit.ae. You may not use any electronic address provided either in this Notice or any related documents to communicate with the Company for any purposes other than those expressly stated on these documents.

NOTICE OF ADJOURNMENT

In the event that the first session fails to reach the required quorum, a second session will be held electronically via a video conference on 22 October, 2024.

If you have any questions in relation to the EGM, please contact the Company Secretary on +971 4 405 7348, or by email at gm@reit.ae.

¹ A NIN account is an account set-up for shareholders directly with the Nasdaq Dubai Central Securities Depository (CSD).

PROPOSED RESOLUTION AND EXPLANATORY NOTES

For the resolution proposed as an ordinary resolution to be passed, more than half of the votes cast must be in favour of the resolution.

ORDINARY RESOLUTION 1 – To approve the Related Party Transaction

ORDINARY RESOLUTION 1: THAT the Fund Manager, be and is hereby authorised, on behalf of the Company, to enter into the Related Party Transaction.

Explanatory note – In accordance with Dubai Financial Services Authority (“**DFSA**”) Collective Investment Rule 8.3.2 (the “**DFSA Rules**”), the Fund Manager must, before entering into a Related Party Transaction issue to the Shareholders a circular containing the details of the proposed transaction; and obtain Shareholders’ prior approval by Ordinary Resolution, in respect of the proposed transaction, noting that the total consideration of the transaction is more than 5% of the most recent net asset value of the Company as disclosed in the latest published audited accounts of the Company.

The following details apply to the Related Party Transaction:

PARTICULARS	DETAILS
Name of the Related Party	TECOM Investments FZ LLC
Property	Office Park in Al Sufouh 2, Dubai, United Arab Emirates
Valuation of the Property as at 30 June 2024 (Fair Value), valued by independent valuer CBRE (DIFC) Limited	AED 532.5 million
Sale Price	AED 720 million
Net Premium to Valuation as at 30 June 2024	31.0%

In order to discharge its regulatory obligations the Company seeks the approval its Shareholders to enter into the Related Party Transaction, which is being made on terms at least as favourable to the Company as any comparable arrangement on normal commercial terms negotiated at arm’s length with an independent third party.

In accordance with DFSA Rules 8.3.1 (2), given that TECOM Investments FZ LLC is a Group entity of DH6 LLC, the 13.7% holder of Units of the Company, and in order to mitigate any conflicts of interest, DH6 LL shall not participate in the voting during the EGM.

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