

## ENTITLEMENT TO ATTEND AND VOTE

Only shareholders registered in the register of shareholders of the REIT at **2:00 pm on 17 June 2021 ("Record Date")** shall be entitled to attend and vote at the meeting 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 relevant deadline shall be disregarded in determining the rights of any person to attend or vote at the Annual General Meeting ("**AGM**").

## DOCUMENTS HANDLING

For the handling of the documents, your broker or custodian are referred to as your "**Agent**". Your document Agent is as follows:

- If you have a NIN account\*, all documents should be sent to [gm@reit.ae](mailto:gm@reit.ae)
- If you do NOT have a NIN account\*, all documents should be sent to your broker or custodian.

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

## MEETING ATTENDANCE

In line with current Government guidance and restrictions on public gatherings, physical attendance at the AGM is not permitted.

Please refer to the following information for details of how to view a webcast of the meeting, submit questions and vote electronically.

Any Shareholder, or proxy representing a shareholder, willing to attend the meeting 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 Agent (whichever is earlier).

Details of the Video Conference facility and joining instructions will be shared by 22 June 2021 with the Shareholders, or proxy representing shareholders, registered to attend the AGM.

## 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 AGM. 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 appointment specifies which shares each proxy can vote in respect of. A proxy does not have to be a shareholder of the REIT. A proxy form which may be used to make the appointment and give proxy instructions accompanies this notice. If you do not have a proxy form and need one, or if you need additional forms, please contact your Agent.

To be valid, the proxy form, together with any power of attorney or other authority under which it was signed, must be logged with the Agent 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.

## VOTING

All resolutions 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 REIT'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 AGM

If you would like to have your shares voted without attending the AGM, please fill out the Proxy Form 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 voting, or to attend the AGM, please contact your Agent prior to the deadline specified by them in order to facilitate your changes.

### Shareholders who wish to attend the AGM

If you would like to attend the AGM, 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 your Agent 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 AGM, please contact the relevant party prior to the deadline specified by them in order to facilitate your changes.

If you would like to attend the AGM and vote, please complete and return the Attendance Slip and then follow the step by step instructions that will be provided by 22 June 2021 with the Shareholders, or proxy representing shareholders, registered to attend the AGM.

## QUESTIONS

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

Details on how to submit questions during the AGM will be provided by 22 June 2021, with the Shareholders, or proxy representing shareholders, registered to attend the AGM.

Please note that not all questions may be able to be answered during the time set aside for questions at the meeting. In this case, your question(s) will be answered directly by email or call/video conference after the meeting.

## DOCUMENTS FOR INSPECTION

A copy of this Notice and other information required can be found at [www.reit.ae](http://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 via a Video Conference on **30 June 2021**.

If you have any question about the AGM, please contact the Company Secretary on +971 4 405 7348, or by email at [gm@reit.ae](mailto:gm@reit.ae).



# PROPOSED RESOLUTIONS AND EXPLANATORY NOTES

For resolutions 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 receive and approve the Annual Report and Audited Accounts

To receive and approve the annual report and the audited accounts of the REIT for the year ended 31 December 2020 together with the director's report and auditor's report on those accounts.

The REIT is required to present to the shareholders the audited accounts of the REIT for the year ended 31 December 2020, the director's report and the auditor's report to these accounts. This provides the shareholders with an opportunity to discuss the performance of the REIT during the year, its management and prospects for the future.

## ORDINARY RESOLUTION 2 – To approve the Final Dividend

To approve:

1. the declaration of a final dividend of USD 0.0016 per ordinary share, an aggregate of USD 486,344, for the financial year ending December 2020, with such final dividend to be satisfied wholly, and distributed, by way of an allotment and distribution of newly issued ordinary shares (otherwise known as a scrip dividend) ("Scrip Dividend"), on or before 30 June 2021 to shareholders on the register as of 17 June 2021; and
2. the authority of the Board (or any one of them) to allot and issue the newly issued ordinary shares (as calculated by the Fund Manager) in relation to the Scrip Dividend to shareholders subject to any regulatory approvals.

The Board recommended a final dividend of USD 0.0016 per ordinary share, amounting in aggregate to USD486,344. Subject to approval by the shareholders, the final dividend will be distributed by way of the Scrip Dividend on or before 30 June 2021 to shareholders on the register at 17 June 2021.

The following details apply to the Scrip Dividend:

Final Dividend:	USD 486,344
Final Dividend per ordinary share:	USD 0.0016
Reference issue price per Scrip Share:	USD 1 based on the nominal value of the ordinary shares
Number of Scrip Shares to be issued:	486,344
Treatment of Fractional shares:	Any Fractional Shares will be rounded to the nearest whole share.

## ORDINARY RESOLUTION 3 – To re-appoint the Investment Board

To extend the appointment of Mr Abdulla Al Hashemi, Mr David Savy, and Mr. Mohamed Sharaf existing members of the Investment Board.

As per the REIT's constitution and applicable DFSA regulations, the REIT Manager is required to convene a meeting of the shareholders every 12 months to elect at least 3 independent subject experts proposed by it to sit on the Investment Board.

#### ORDINARY RESOLUTION 4 – To re-appoint the External Auditor

**To re-appoint Deloitte & Touche (M.E) as the auditor of the REIT to hold office, until the conclusion of the next AGM of the REIT.**

In accordance with the DIFC Companies Law 2018, the REIT Manager is required to appoint an external auditor to hold office from the conclusion of that meeting to the conclusion of the next Annual General Meeting.

#### ORDINARY RESOLUTION 5 – To authorize the Interim Dividend 2021 distribution

**To authorize the REIT Manager to arrange the payment of interim dividends of the REIT to its shareholders, subject to the REIT having sufficient retained earnings to pay its debts as they become due immediately after the dividend is paid.**

The Board recommends that the REIT Manager may, at its discretion, arrange the payment of interim dividends of the REIT to its shareholders, if the REIT has sufficient retained earnings and is able to pay its debts as they become due immediately after the dividend is paid. As a result the shareholders will not need to gather for a separate extraordinary general meeting in order to approve such interim dividend. The interim dividend, if any, shall be subject to the provisions of the REIT Regulations.

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