



Emirates Reit

Notice of General Meeting

Emirates REIT (CEIC) Limited
("Emirates REIT" or the "REIT")

23 December 2015

NOTICE IS HEREBY GIVEN that a General Meeting of the shareholders of Emirates REIT (CEIC) Limited (the "REIT") will be held at **2:00 pm on Sunday, 17 January 2016** at the **Level 18 Marketing Suite, Index Tower – East Side, Dubai International Financial Centre**, Dubai, United Arab Emirates to consider and, if thought fit, pass the following resolutions as ordinary resolutions:

Resolution 1

To approve the declaration of an interim dividend of USD 0.04 per ordinary share for financial year ending 31 December 2015, such dividend to be paid on or before 31 January 2016 to shareholders on the register at 2:00 pm on 11 January 2016.

Resolution 2

To extend the appointment of Mr Abdullah Al Hashemi, Mr Marwan bin Ghulaita, and Mr David Savy, each an existing member of the Investment Board, with such appointments to terminate on 31 January 2017.

Resolution 3

To extend the appointment of Dr Mohamed Abdul Hakim Zoeir and Mr Mian Muhammad Nazir, each an existing member of the Shari'a Supervisory Board, with such appointments to terminate on 31 January 2017.

To appoint a new member, as specified by the Chairman at the General Meeting as a replacement for Dr Muhiuddin Ghazi to the Shari'a Supervisory Board with such appointment to terminate on 31 January 2017.

By order of the Board, 23 December 2015,

Abdulla Al Hamli
Chairman

GENERAL NOTES

1. Right to attend and vote at the General Meeting

Only those shareholders registered in the register of shareholders of the REIT at 2:00 pm on Monday, 11th January 2016 shall be entitled to attend and /or vote at the meeting or any adjournment thereof, in respect of the number of shares registered in their name at that time.

In each case, changes to the register of shareholders after such time shall be disregarded in determining the rights of any person to attend or vote at the General Meeting.

2. Documents Handling

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

- If you have a NIN account*, all documents should be sent to our Tabulation Agent.
- 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).

3. Attendance In Person

If you would like to attend the General Meeting in person, please complete the **Attendance Request Form** and return it signed and dated to your Document Agent (refer to Section 2 - Documents Handling).

Attendance Request Forms must be submitted by no later than the date required by your Document Agent or **6:00 pm, Monday 11 January 2016** (whichever is earlier).

In order to enable smooth registration at the General Meeting, you will need to provide valid proof of identification in the form of photo identification (e.g. passport or Emirates ID) at the registration desk.

Please note that you will not be able to vote in person at the General Meeting if you have not registered for attendance as outlined above.

4. Proxy Appointment

Any shareholder entitled to attend and vote at the General Meeting may appoint one or more proxies to exercise all or any of the rights of the shareholder to attend, speak and vote on their behalf at the General Meeting. A proxy need not be a shareholder of the REIT.

If you would like to vote without attending the General Meeting in person, please complete the **Proxy Form** and return it signed and dated to your Document Agent (refer to Section 2 - Documents Handling), as soon as possible but no later than the date required by your Document Agent or **6:00 pm, Monday 11 January 2016** (whichever is earlier).

To be effective, a **Proxy Form**, must be received together with the power of attorney or other authority (if any) under which it is signed or a duly certified copy of such power or authority. Completion and return of the Proxy Form will not prevent a shareholder from attending in person and voting at the General Meeting provided you have subsequently changed your instruction to register your attendance at the meeting in person in the manner specified above.

Any corporation which is a shareholder may, by resolution of its directors or other governing body, authorize a person or persons to act as its representative or representatives at the General Meeting. The REIT (or any person acting on its behalf) may require any representative of a corporation to produce a certified copy of the resolution authorizing him to act as such or other satisfactory evidence of his authority before permitting him to exercise his powers.

5. Tabulation Agent

Our Tabulation Agent is Link Market Services (EMEA) (DIFC) Limited and can be contacted in the following way:

Email paula.rakei@linkmarketservices.com

Tel +971 4 401 9983 Fax +971 4 401 9985

6. Availability of Documents

A copy of this Notice, the Proxy Form and all other documents referenced in this Notice can be found on the REIT's website at www.reit.ae.

7. Notice of Adjourned Meeting

In the event that the first session fails to reach the required legal quorum, a second session will be held in the Level 18 Marketing Suite, Index Tower – East Side, Dubai International Financial Centre on Monday 25 January at 10:00 am.

8. Assistance

If you have any special access requirements or other needs, please contact the Company Secretary, Arsheen Saulat and we will be pleased to provide appropriate help.

Email arsheen.saulat@reit.ae Tel +971 4 405 7348

EXPLANATORY NOTES

The notes below give an explanation of the resolutions that will be proposed at the General Meeting.

Ordinary Resolution 1 – Interim Dividend

On 6 December 2015, the Board recommended an interim dividend of USD 0.04 per ordinary share, amounting in aggregate to USD 11.98 million. Subject to approval by the shareholders, the interim dividend will be paid on or before 31 January 2016 to shareholders on the register at 2:00 pm on Monday, 11 January 2016.

Ordinary Resolution 2 – 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.

The appointments of Mr Abdullah Al Hashemi, Mr Marwan bin Ghulaita, and Mr David Savy, each an existing member of the Investment Board, are proposed to be extended until 31 January 2017.

Ordinary Resolution 3 – Shari'a Supervisory Board

As per the REIT's constitution and applicable DFSA regulations, the REIT Manager is required to have at least 3 independent subject experts to sit on the Shari'a Supervisory Board.

The appointments of Dr Mohamed Abdul Hakim Zoeir and Mr Mian Muhammad Nazir are proposed to be extended until 31 January 2017.

The REIT Manager is seeking to appoint a suitable replacement for Dr Muhiuddin Ghazi to the Shari'a Supervisory Board, such appointment will terminate on 31 January 2017.