

The Annual General Meeting of Emirates REIT (CEIC) PLC was duly convened and held on 19 June 2019 at 2 pm during which the proposed resolutions were passed

ORDINARY RESOLUTION 1 – To receive and approve the Annual Report and Accounts

To receive and approve the annual report and the accounts of the REIT for the year ended 31 December 2018 together with the director's report and auditor's report on those accounts.

Resolution Passed

ORDINARY RESOLUTION 2 – To approve the Final Dividend

To approve the declaration of a dividend of USD 0.04 per ordinary share, an aggregate of USD 11.98 million, for the financial year ending 31 December 2018, such dividend to be paid on or before 30 June 2019 to shareholders on the register as of 13 June 2019.

Resolution passed.

ORDINARY RESOLUTION 3 – To re-appoint the Investment Board

To extend the appointment of Mr Abdullah Al Hashemi and Mr David Savy, each an existing member of the Investment Board, until the conclusion of the next Annual General Meeting of the REIT

Resolution passed.

ORDINARY RESOLUTION 4 – To appoint a new Member of the Investment Board

To appoint Mr. Mohamed Sharaf to the Investment Board to hold office until the conclusion of the next Annual General Meeting of the REIT.

Resolution passed.

ORDINARY RESOLUTION 5 – To re-Authorize the REIT to enter into Related Party Transactions

To authorise the REIT Manager on behalf of the REIT to enter into Related Party Transactions for the acquisition or sale of Real Property in the United Arab Emirates pursuant to the DFSA CIR Rule 13.4.11A and 8.3.2 without obtaining specific approval from the shareholders of the REIT until this Resolution is renewed at the next Annual General Meeting of the REIT.

Resolution passed.

ORDINARY RESOLUTION 6 – To authorize the Interim Dividend 2019 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.

Resolution passed.

ORDINARY RESOLUTION 7 – Purchase of Own Shares

To authorize the REIT to make one or more market purchases of its ordinary shares, provided, that:

- i. the number of ordinary shares which may be purchased in any given period and the price which may be paid for such ordinary shares shall be in accordance with the rules of the Dubai Financial Services Authority and Nasdaq Dubai, and any conditions or restrictions imposed by the Dubai Financial Services Authority and applicable law;
- ii. this authority shall expire on the conclusion of the next Annual General Meeting of the REIT; and

the REIT may make a contract to purchase ordinary shares under this authority before the expiry of the authority which will or may be executed wholly or partly after the expiry of the authority, and may make a purchase of ordinary shares in pursuance of any such contract.

Resolution passed.

SPECIAL RESOLUTION 1 – Amendment to Articles of Association

To approve the amendment and restatement of the Articles of Association of the Company as set out in this resolution:

- (a) each reference to “Emirates REIT (CEIC) Limited” is hereby replaced with a reference to “Emirates REIT (CEIC) PLC”;
- (b) the definition of “Company” in Article 1 of the Company’s Articles of Association is hereby amended to read as follows:
““Company” means Emirates REIT (CEIC) PLC, a public company incorporated and registered in the DIFC with registered number CL 997”;
- (c) the definition of “Companies Law” in Article 1 of the Company’s Articles of Association is hereby amended to read as follows:
““Companies Law” means the Companies Law DIFC Law No. 5 of 2018 together with the regulations made thereunder including any statutory modification or re-enactment thereof for the time being in force”;
- (d) all other provisions of the existing Articles for Association of the Company shall remain in full force and effect shall be interpreted as to give effect to the below amendments; and

(e) the amended and restated Articles of Association of the Company, giving effect to this resolution, are hereby approved.

On 12 November 2018, the Dubai International Financial Centre (DIFC) introduced a new companies law regime which affected all entities registered in the DIFC. The outlined changes to the articles of association are required to ensure continued compliance with the new DIFC companies law.

Resolution passed.

For further information, including the full AGM's presentation, please refer to our website or contact our Investor Relations.

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