



Emirates Reit

Proxy Form

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

22nd June 2014

This form is for use of the founding shareholders of Emirates REIT (CEIC) Limited (the "REIT") for the **Annual General Meeting** ("AGM") of the REIT scheduled to be held at **2:00pm** on **22nd June 2014**, or at any adjournments thereof, at the **Ritz Carlton, DIFC**, Dubai, United Arab Emirates.

Name

Street

City

Country

hereby appoint the Chairman of the meeting or

Mr/ Mrs/ Miss _____

as my/our proxy to attend, speak and vote for me/us and on my/our behalf at the AGM of the REIT on 22nd June 2014 at 2:00 pm and at any adjournment thereof.

I/We direct that the vote(s) shall be cast on the resolution as indicated by an [X] in the appropriate spaces under Appendix 1 (Voting Form).

On receipt of this form duly signed but without any specific direction on a particular matter, your proxy will vote or abstain at his/ her discretion. Your proxy will vote or abstain from voting on other business transacted as he/ she thinks fit.

Signature

Name of signatory

Designation of signatory
(if signing on behalf of corporate shareholder)

Date

Number of shares

Appendix 1 - Voting Form

Resolution	Vote		
	For	Against	Abstain
<p>Special Resolution 1</p> <p>To approve the proposed revised articles of association of the REIT which will replace and supersede the existing articles of association of the REIT.</p>			
<p>Ordinary Resolution 1</p> <p>To approve the declaration of a final dividend of US\$ 0.05 per ordinary share for the financial year ended 31st December 2013, such dividend to be paid on or before 30th June 2014 to shareholders on the register on 18th June 2014.</p>			
<p>Ordinary Resolution 2</p> <p>To receive and approve the annual report and the accounts of the REIT for the year ended 31st December 2013 together with the director's report and auditor's report on those accounts.</p>			
<p>Ordinary Resolution 3</p> <p>To (i) re-appoint Ernst & Young Middle East (Dubai Branch) ("E&Y") as auditors of the REIT to hold office until the conclusion of the next general meeting at which accounts are laid before the shareholders; or (ii) in the event that terms for such re-appointment that are acceptable to the Emirates REIT Management (Private) Limited (the "REIT Manager") cannot be reached with E&Y prior to the AGM, to appoint an alternative DFSA Registered auditor (whichever is specified by the Chairman at the AGM) as auditors of the REIT to hold office until the conclusion of the next general meeting at which accounts are laid before the shareholder.</p>			

Resolution	Vote		
	For	Against	Abstain
<p>Ordinary Resolution 4</p> <p>Conditional upon the passing of Special Resolution 1, to appoint Mr Abdulla Al Hashemi to the Investment Committee of the REIT, with such appointment to terminate on 31 January 2015.</p>			
<p>Ordinary Resolution 5</p> <p>To authorise the REIT and the REIT Manager on behalf of the REIT to enter into transactions with Affected Persons (as defined in the Dubai Financial Services Authority (“DFSA”) Collective Investment Rules (“CIR”)) in accordance with the modified version of Rule 8.3.2 of the CIR set out in the DFSA Modification Notice issued on 6 March 2014 (the “Modification Notice”).</p> <p><i>Note: please refer to the explanatory notes to the Notice of Annual General Meeting for the full text of the modified version of Rule 8.3.2 of the CIR (as set out in the Modification Notice)</i></p>			
<p>Ordinary Resolution 6</p> <p>To authorise the REIT and REIT Manager on behalf of the REIT to enter into transactions with Affected Persons (as defined in the CIR) in accordance with the modified version of Rule 13.4.16 of the CIR set out in the Modification Notice.</p> <p><i>Note: please refer to the explanatory notes to the Notice of Annual General Meeting for the full text of the modified version of Rule 13.4.16 of the CIR (as set out in the Modification Notice)</i></p>			

Resolution	Vote		
	For	Against	Abstain
<p>Ordinary Resolution 7</p> <p>To authorise the REIT and REIT Manager on behalf of the REIT to enter into transactions with Affected Persons (as defined in the CIR) in accordance with the modified version of Rule 13.4.17 of the CIR set out in the Modification Notice.</p> <p><i>Note: please refer to the explanatory notes to the Notice of Annual General Meeting for the full text of the modified version of Rule 13.4.17 of the CIR (as set out in the Modification Notice)</i></p>			