

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“**AGM**”) of Emirates REIT (CEIC) PLC (the “**Company**”) will be conducted electronically via video conference (the “**Virtual AGM Facility**”) at 3:00 pm (GST) on 21 June, 2024 for the purpose of considering and, if thought fit, passing the resolutions 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 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 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 logged 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 14 June, 2024 (“**Record Date**”) shall be entitled to attend and vote at the AGM 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 AGM.

Any shareholder willing to attend the meeting or be represented at the AGM 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 AGM Facility and joining instructions will be shared before the AGM with the shareholders, or proxy representing shareholders, registered with the Company to attend the AGM.

During the AGM 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

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 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 AGM

If you would like to have your shares voted without attending the AGM online through the Virtual AGM 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 AGM, 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 AGM

If you have a NIN account and would like to attend the AGM through the Virtual AGM 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 AGM through the Virtual AGM 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 AGM through the Virtual AGM 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 AGM to 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 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 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 Company's website; and/or (iii) it is not in the interest of the Company, 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 before the AGM, 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.

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 01 July, 2024.

If you have any questions in relation to the AGM, 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 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

ORDINARY RESOLUTION 1: THAT the annual report and the audited accounts of the Company for the year ended 31 December, 2023 together with the director's report and auditor's report on those accounts be received, approved and adopted.

Explanatory note - The Company is required to present to the shareholders the audited accounts of the Company for the year ended 31 December, 2023, 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 Company during the year, its management and prospects for the future. The annual report and the audited accounts of the Company are available on Company's website www.reit.ae.

ORDINARY RESOLUTION 2 – To approve the Final Dividend For Year Ended 2022

ORDINARY RESOLUTION 2: THAT the distribution of the Final Dividend For Year Ended 2022 hereby is approved, subject to any regulatory approvals, as follows:

- 1. the declaration of a final dividend of USD 0.008 per ordinary share, an aggregate of USD 2,553,251 for the financial year ended 31 December, 2022 ("Final Dividend 2022"), with such final dividend to be satisfied wholly, and distributed, by way of an allotment and distribution of newly issued ordinary bonus shares (otherwise known as a scrip dividend) ("Scrip Dividend"), on or before 30 June, 2024 to shareholders on the register as of 14 June, 2024, be approved; and**
- 2. the authority of the Board (or any one of them) to allot and issue the newly issued ordinary bonus shares (as calculated by the Fund Manager) in relation to the Scrip Dividend to shareholders, be approved.**

Explanatory note – In accordance with Dubai Financial Services Authority ("DFSA") Collective Investment Rule 13.5.1 (2) (c) (the "DFSA Rules"), a Real Estate Investment Trust must distribute to the Shareholders at least 80% of its audited annual net income. A final dividend of USD 0.008 per ordinary share was recommended to the Shareholders for approval, amounting in aggregate to USD 2,553,251 at the 2023 Annual General Meeting (the "2023 AGM") of the Company. The 2023 AGM was duly convened on Monday, 12 June 2023, during which the shareholders did not pass the proposed resolution regarding the Final Dividend 2022 distribution for Year Ended 2022.

In order to discharge its regulatory obligation of a Real Estate Investment Trust in accordance with the DFSA Rules, which must distribute to the shareholders at least 80% of its audited annual net income, and as agreed with the DFSA, the Company is re-proposing the recommendation of the Final Dividend 2022 of USD 0.008 per ordinary share, amounting in aggregate to USD 2,553,251, with such Final Dividend 2022 to be satisfied wholly, and distributed, by way of an allotment and distribution of newly issued ordinary bonus shares.

Subject to applicable regulatory approvals and approval by the shareholders, the Final Dividend 2022 will be distributed by way of the Scrip Dividend on or before 30 June, 2024 to shareholders on the register as at 14 June, 2024.

The following details apply to the Scrip Dividend:

Final Dividend: USD 2,553,251

Final Dividend per ordinary share:	USD 0.008
Reference issue price per Scrip Share:	USD 1 based on the nominal value of the ordinary shares
Number of Scrip Shares to be issued:	2,553,251
Treatment of Fractional shares:	Any Fractional Shares will be rounded to the nearest whole share.

ORDINARY RESOLUTION 3 – To re-appoint members to the Investment Board

ORDINARY RESOLUTION 3: THAT the re-appointment of Mr. David Savy, Dr. Faisal Alayyan, and Mr. Helal Lootah, the existing members of the Investment Board of the Company, be approved.

Explanatory note - As per the Company's constitution and applicable DFSA regulations, the Fund 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 appoint the external auditors

ORDINARY RESOLUTION 4: THAT the appointment of Ernst & Young Middle East as the external auditor of the Company to hold office, until the conclusion of the next Annual General Meeting of the Company, be approved.

Explanatory note - In accordance with the Dubai International Financial Centre Companies Law 2018, the Company 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.

As at the date of this notice, in accordance with international best practice, the Company has conducted a tender process for the purposes of selecting a proposed external auditor of the Company, to be appointed for the period from the conclusion of this AGM until the conclusion of the following annual general meeting. As at the date of this notice, the audit firms which responded to the tender process and have been considered are Ernst & Young Middle East and Deloitte & Touche (M.E). The selection process has been concluded and after careful consideration, it was decided that Ernst & Young Middle East be considered to be appointed as the external auditors, being one of the leading and top tier audit firms in the United Arab Emirates.

The shareholders should note that (i) no auditor may be validly appointed without first consenting to such appointment; and (ii) the Company may not appoint more than one auditor. While the Company has negotiated with the two above mentioned professional accountancy firms, the finally selected firm will be requested to provide prior consent to its appointment as the external auditor of the Company.

This resolution proposes the appointment of Ernst & Young Middle East as auditors of the Company to hold office until the conclusion of the next Annual General Meeting at a remuneration to be agreed and decided by the Board.

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