



Emirates Reit

## Notice of General Meeting

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

21<sup>st</sup> December 2014

**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 Monday, 26<sup>th</sup> January 2015** at the **Jumeirah Emirates Towers**, 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<sup>st</sup> December 2014, such dividend to be paid on or before 31<sup>st</sup> January 2015 to shareholders on the register on 21<sup>st</sup> January 2015.

### Resolution 2

To re-appoint each of the existing members of the Investment Board for a period of 12 months, with such appointments to terminate on 31<sup>st</sup> January 2016.

### Resolution 3

To appoint a new member, as specified by the Chairman at the General Meeting as a replacement for Mr Moosa Tariq Khoory to the Shari'a Supervisory Board, with such appointment to terminate on 31<sup>st</sup> January 2016.

By order of the Board, 21<sup>st</sup> December 2014,

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 Wednesday, 21<sup>st</sup> January 2015 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, Wednesday 21<sup>st</sup> January 2015** (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, Wednesday 21<sup>st</sup> January 2015** (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](mailto: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](http://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 offices of the REIT on Tuesday, 3<sup>rd</sup> February 2015 at 10:00 am.

## 8. Assistance

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

Email [tiruselvi.krishnan@reit.ae](mailto:tiruselvi.krishnan@reit.ae)

Tel +971 4 405 7360



## EXPLANATORY NOTES

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

### Ordinary Resolution 1 – Interim Dividend

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On 17<sup>th</sup> December 2014, 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<sup>st</sup> January 2015 to shareholders on the register at 2:00 pm on Wednesday, 21<sup>st</sup> January 2015.

### Ordinary Resolution 2 - Re-appointment of the members of the Investment Board

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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.

All existing members of the Investment Board, being Mr Marwan bin Ghulaita, Mr Abdullah Al Hashemi and Mr David Savy are proposed for re-appointment for a period of 12 months, with such appointments to terminate on 31<sup>st</sup> January 2016.

**Marwan Bin Ghulaita** was appointed to the REIT's Investment Board on 13 December 2010.

Mr Bin Ghulaita graduated as a survey engineer from the University of Fresno, California and commenced his career at the Dubai Land Department. In 1998, he obtained an MBA from the Advanced Management Institute of the Arabic Academy of Sciences and Technology in Alexandria, Egypt. He progressed from a survey engineer position to vice-president of the Survey Division at the Dubai Land Department and, in 1999, became the first local Chief Surveyor of the Dubai Land Department. He also served as Director of Technical Affairs and Customer Service and, in 2007, was appointed as Chief Executive Officer of the Dubai Real Estate Regulatory Agency. In 2011, Mr Bin Ghulaita was elected as a Federal National Council Member and is ranked as one of the 500 most powerful Arabs in the world by Arabian Business.

**Abdullah Al Hashemi** was appointed to the REIT's Investment Board on 22 June 2014.

Mr Al Hashemi is a Director and Owner of Al Hashemi, a planning, architectural and engineering company. Mr Al Hashemi is also a Director and Member of the Board for the Dubai Electricity and Water Authority (DEWA). He was educated in Egypt and graduated from the Fine Arts Academy – Egypt in 1979 with a

bachelor of Architecture. From 1979 to 1983, Mr Al Hashemi worked with the Ministry of Public Works. He then moved to work for Dubai Municipality from 1983 to 2004, where he was appointed as Head of the Planning Department. Previously, Mr Al Hashemi has served on the boards of the Dubai Islamic Bank, AWQAF & Minor Affairs Foundation and the Private Housing Finance Scheme.

**Captain David Ralph Savy** was appointed to the Investment Board on 13 December 2010.

Captain Savy served as chairman and chief executive of Air Seychelles for a period of 14 years until February 2011. He is currently the chairman of the Seychelles Civil Aviation Authority. Captain Savy launched his professional career as a pilot soon after his studies and has held both civilian and military posts. Civilian posts included airline captain, general manager flight operations, chief pilot, trainer and examiner with Air Seychelles. On the military side, Captain Savy served in several posts varying from commanding officer of the Seychelles Airwing to the Seychelles Defence Academy. He also holds the title of Lieutenant Colonel (Retired).

Captain Savy sits on a number of government boards including the Seychelles Tourism Board. He is also a board member of H. Savy & Company Ltd. (Seychelles), H.Savy Insurance (Seychelles) and Veling Hospitality (Mauritius). Captain Savy is a board member of Veling Holding (Mauritius) and treasurer of the Seychelles Children's Home Foundation.

### **Ordinary Resolution 3 – Appointment of a replacement Shari'a Board Member**

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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 REIT Manager is seeking to appoint a suitable replacement for Mr Moosa Tariq Khoory to the Shari'a Supervisory Board, with such appointment to terminate on 31<sup>st</sup> January 2016.