

ENTITLEMENT TO ATTEND AND VOTE

Only shareholders registered in the register of shareholders of the REIT at **2:00 pm on 13 June 2019 (Record Date)** shall be entitled to attend and vote at the meeting 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 relevant deadline shall be disregarded in determining the rights of any person to attend or vote at the Annual General Meeting.

DOCUMENTS HANDLING

For the handling of the documents, your broker or custodian are referred to as your "**Agent**".

Your Document Agent is as follows:

- If you have a NIN account*, all documents should be sent to gm@reit.ae
- 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).*

MEETING ATTENDANCE

Any Shareholder, or proxy representing a shareholder, willing to attend the meeting 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 Agent (whichever is earlier).

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

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 Annual General Meeting. 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 appointment specifies which shares each proxy can vote in respect of. A proxy does not have to be a shareholder of the REIT. A proxy form which may be used to make the appointment and give proxy instructions accompanies this notice. If you do not have a proxy form and need one, or if you need additional forms, please contact your Agent.

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 Agent 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.

SHAREHOLDERS' RIGHT TO ASK QUESTIONS

Any shareholder attending the Annual General Meeting has the right to ask questions. The REIT must answer any question relating to the business being dealt with at the meeting unless: (i) it would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; (ii) it has already been answered on a website; and/or (iii) it is not in the interest of the REIT or the good order of the meeting that the question be answered.

DOCUMENTS FOR INSPECTION

A copy of this Notice and other information required can be found at www.reit.ae.

NOTICE OF ADJOURNMENT

In the event that the first session fails to reach the required quorum, a second session will be held in the offices of the REIT on **Thursday 27 June 2019** at 2:00pm at Index Tower, DIFC, Dubai.

If you have any question about the Annual General Meeting, please contact the Company Secretary on +971 4 405 7348, or by email at gm@reit.ae.

PROPOSED RESOLUTION 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 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.

The REIT is required to present to the shareholders the accounts of the REIT for the year ended 31 December 2018, 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 REIT during the year, its management and prospects for the future.

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.

The Board recommended a final dividend of USD 0.04 per ordinary share, amounting in aggregate to USD 11,980,000. Subject to approval by the shareholders, the final dividend will be paid on or before 30 June 2019 to shareholders on the register at 13 June 2019.

ORDINARY RESOLUTION 3 – To re-appoint two members to 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

As per the REIT's constitution and applicable DFSA regulations, Equitativa (Dubai) Limited 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 a new Member of the Investment Board

To appoint a new Member to the Investment Board, as proposed by the Chairman at the AGM, to hold office until the conclusion of the next Annual General Meeting of the REIT.

As per the REIT's constitution and applicable DFSA regulations, Equitativa (Dubai) Limited 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. Mr. Marwan Bin Ghulaita retired from the Investment Board effective from the conclusion of this Annual General Meeting.

As at the date of this notice of AGM, discussions are under way with a number of candidates for the position of member of the Investment Board of the REIT, and the final selection will be made before the date of the AGM. Pursuant to article 46 of the articles of association of the REIT, the Chairman will submit to the shareholders at the AGM an amendment to the wording of the proposed Ordinary Resolution 4, including the name of the proposed new member of the Investment Board, and request the shareholders to vote on such amended resolution.

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.

This resolution approves that the REIT may enter into Related Party Transactions, for the sale and purchase of Real Property in the United Arab Emirates without the need to have specific shareholder approval in each instance, in accordance with DFSA CIR Rule 8.3.2 and 13.4.11A.

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.

The Board recommends that the REIT Manager may, at its discretion, arrange the payment of interim dividends of the REIT to its shareholders, if the REIT has sufficient retained earnings and is able to pay its debts as they become due immediately after the dividend is paid. As a result the shareholders will not need to gather for a separate extraordinary general meeting in order to approve such interim dividend. The interim dividend, if any, shall be subject to the provisions of the REIT Regulations.

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**
- iii. 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.**

The REIT seeks approval to purchase a limited number of its shares. Purchasing its own shares is subject to the prior written approval of the DFSA. Following DFSA approval, the REIT Manager would exercise the right to purchase the shares only in circumstances and on such terms that the REIT Manager believes to be in the best interest of the shareholders.

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 above 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.