

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 Extraordinary 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 Extraordinary 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 Extraordinary 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 Extraordinary 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 2:30pm in Index Tower, DIFC, Dubai.

If you have any question about the Extraordinary 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 a special resolution to be passed at least 75% of the cast votes must be in favour of the resolution. The below proposed resolutions are listed below in no particular order. The Chairman will recommend **one resolution** of the below to be considered by the shareholders

SPECIAL RESOLUTION 1A– To appoint a new Registered Auditor

To appoint KPMG LLP as auditor of the Company to hold office with effect from the conclusion of the annual general meeting of the Company held on 19 June 2019 until the conclusion of the next annual general meeting of the Company.

SPECIAL RESOLUTION 1B – To appoint a new Registered Auditor

To appoint Ernst & Young as auditor of the Company to hold office with effect from the conclusion of the annual general meeting of the Company held on 19 June 2019 until the conclusion of the next annual general meeting of the Company.

SPECIAL RESOLUTION 1C – To appoint a new Registered Auditor

To appoint Deloitte & Touche (M.E.) as auditor of the Company to hold office with effect from the conclusion of the annual general meeting of the Company held on 19 June 2019 until the conclusion of the next annual general meeting of the Company.

SPECIAL RESOLUTION 1D – To appoint a new Registered Auditor

To appoint Grant Thornton Audit and Accounting Limited (BVI) as auditor of the Company to hold office with effect from the conclusion of the annual general meeting of the Company held on 19 June 2019 until the conclusion of the next annual general meeting of the Company.

EXPLANATORY NOTES

As at the date of this notice, in accordance with international best practice, the REIT is conducting a re-tender process for the purposes of selecting a proposed auditor of the REIT, to be appointed for the period from the conclusion of the annual general meeting immediately preceding the EGM until the conclusion of the following annual general meeting ("AGM"). As at the date of this notice, the audit firms which responded and continue to be considered are Ernst & Young, KPMG LLP, Deloitte & Touche (M.E) and Grant Thornton Audit and Accounting (BVI) The selection process will be finalised before the date of the proposed AGM. The Chairman will inform the shareholders at the EGM of the identity of the selected proposed auditor and will recommend that the shareholders vote in favour of that of the proposed resolution that relates to the proposed auditor. Such resolution will be the first resolution put to the vote of the shareholders (irrespective of the order of the resolutions set out in this notice). It is intended that once a special resolution appointing an auditor is duly passed by the shareholders, the chairman seeks the consent of the meeting not to put forward the remaining of the special resolutions set out in this notice as they will be redundant. In the event such consent is not obtained, the chairman will recommend that the shareholders vote against such remaining resolutions.

The shareholders should note that (i) no auditor may be validly appointed without first consenting to such appointment; and (ii) the REIT may not appoint more than one auditor. While the REIT is currently negotiating with all four above mentioned accountancy firms, only the finally selected proposed auditor will be requested to provide prior consent to its appointment as the auditor of the REIT. Therefore, it is recommended that the shareholders either attend the meeting

and exercise their votes in person, or allow their appointed proxies flexibility to exercise their votes as appropriate at the meeting.

