

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 22 June, 2022 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 lodged 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 15 June, 2022 (“**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 by 20 June, 2022 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 by 20 June, 2022 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 by 20 June, 2022, 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.

¹ A NIN account is an account set-up for shareholders directly with the Nasdaq Dubai Central Securities Depository (CSD).

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 29 June, 2022.

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.



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

To receive and approve the annual report and the audited accounts of the Company for the year ended 31 December, 2021 together with the director's report and auditor's report on those accounts.

The Company is required to present to the shareholders the audited accounts of the Company for the year ended 31 December, 2021, 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

To approve:

- 1. the declaration of a final dividend of USD 0.0483 per ordinary share, an aggregate of USD 14,705,102 for the financial year ending 31 December, 2021, 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, 2022 to shareholders on the register as of 15 June, 2022; 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 subject to any regulatory approvals.**

The Board recommended a final dividend of USD 0.0483 per ordinary share, amounting in aggregate to USD 14,705,102. Subject to approval by the shareholders, the final dividend will be distributed by way of the Scrip Dividend on or before 30 June, 2022 to shareholders on the register at 15 June, 2022.

The following details apply to the Scrip Dividend:

Final Dividend:	USD 14,705,102
Final Dividend per ordinary share:	USD 0.0483
Reference issue price per Scrip Share:	USD 1 based on the nominal value of the ordinary shares
Number of Scrip Shares to be issued:	14,705,102
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

To extend the appointment of Mr. Abdulla Al Hashemi, Mr. David Savy and Dr. Faisal Alayyan, the existing members of the Investment Board.

As per the Company's constitution and applicable Dubai Financial Services Authority (“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. Dr. Faisal Alayyan filled a casual vacancy created on the Investment Board at the Company's Annual General Meeting 2021, and by way of this Ordinary Resolution 3 his appointment is ratified and extended.

ORDINARY RESOLUTION 4 – To re-appoint the External Auditor

To re-appoint Deloitte & Touche (M.E) as the auditor of the Company to hold office, until the conclusion of the next AGM of the Company.

In accordance with the Dubai International Financial Centre (“DIFC”) 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.

ORDINARY RESOLUTION 5 – To authorize the Interim Dividend 2022 distribution

To authorize the Fund Manager to arrange the payment of interim dividends of the Company 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 Fund Manager may, at its discretion, arrange the payment of interim dividends of the Company to its shareholders, if the Company 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 6 – Purchase of Own Shares

To authorize the Company 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 Company; and**

- iii. **the Company 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 Company 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 Fund Manager would exercise the right to purchase the shares only in circumstances and on such terms that the Fund Manager believes to be in the best interest of the shareholders.

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