

**RESULTS OF THE ANNUAL GENERAL MEETING
OF SHAREHOLDERS OF ENBD REIT (CEIC) Limited
Held on 3rd JUNE 2018**



ENBD REIT (CEIC) Limited

RESULTS OF ANNUAL GENERAL MEETING

The annual general meeting of ENBD REIT (CEIC) Limited (the “Fund”) took place at the Monogram Room of the Four Seasons Hotel, Dubai International Financial Centre, Dubai, United Arab Emirates on Sunday 3rd June 2018 at 10:00 and the following resolutions were put to the vote:

Ordinary Resolutions

1. To authorise the Fund to reduce the issued share capital of the Fund from USD 296,768,094¹ to USD 288,042,128² by cancelling and extinguishing capital to the extent of USD 8,725,966³ being USD 0.0343 on each issued fully paid up share of no par value in the Fund and approve the repayment of the amount by which the share capital is so reduced to the holders of those shares with such capital reduction having effect on 4th June 2018.

PASSED

2. To authorise the Fund, in the event that the payment to shareholders by way of a dividend proposed to be paid by the Fund in respect of the financial year ending 31st March 2019 or part thereof cannot be paid to shareholders as a dividend (due to the fact that at the time there are insufficient profits and/or surplus of the Fund available) and the Board determines that such amount shall not be paid by way of dividend but, rather, by way of a return of capital, to reduce its issued share capital from USD 288,042,128 to USD 279,901,285 by USD 8,140,843, by cancelling and extinguishing capital to the extent of 0.0320 on each issued fully paid up share of no par value in the Fund and the amount by which the share capital is so reduced be repaid to the holders of those shares, provided always that such reduction of capital shall be deemed to take effect only when and if such payment is actually made to such shareholders.

PASSED

3. To receive and approve the audited financial statements⁴ of the Fund for the financial year ending 31st March 2018 and the reports of the directors and the auditors thereon.

PASSED

¹ This is the current total amount of the current share capital before the reduction (USDAAA).

² This is new share capital as reduced, i.e. USDAAA less USDBBB.

³ This is the amount of the reduction per share being the total amount of the proposed payment to shareholder from capital (USDBBB) divided by the number of shares in issue.

⁴ Notice of the AGM should include a copy of any accounts and auditors report that are to be laid before the AGM (Article 65(3) of the Companies Law).

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4. To declare a dividend of USD 0.0129 per share to be paid on 13th June 2018 to the holders of shares on the register of members at the close of business on 4th June 2018, with the record date being the 5th June 2018, bringing the total dividend payable to shareholders for the financial year ended 31st March 2018 to USD 0.0511 per share taking into account the interim dividend of USD 0.0382 per share paid to the shareholders on 12th July 2017.

PASSED

5. To authorise the Fund, and Emirates NBD Asset Management Limited (the “**Fund Manager**”) on behalf of the Fund, to enter into Related Party Transactions for the acquisition or sale of real estate in the United Arab Emirates pursuant to the Dubai Financial Service Authority’s (“**DFSA**”) Collective Investment Rules (“**CIR**”) Rule 8.3.21 and 3.4.11A without obtaining specific approval from the shareholders of the Fund until this resolution is renewed at the next annual general meeting of the Fund.

PASSED

6. To generally and unconditionally authorise the Fund to make one or more market purchases of its ordinary shares on such terms and in such manner as the directors of the Fund or the Fund Manager may from time to time determine, provided that:
- 6.1 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 Fund’s articles of association, the rules of the DFSA and Nasdaq Dubai and applicable law and any conditions or restrictions imposed by the DFSA and applicable law; and
- 6.2 the authority conferred by this resolution shall, unless previously revoked, varied or renewed, expire on the conclusion of the next annual general meeting of the Fund after the date of the passing of this resolution save that the Fund may make a contract to purchase ordinary shares under this authority before the expiry of this 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 as if such authority has not expired.

PASSED

7. To re-appoint Tariq Abdulqader Ibrahim Abdulqader Bin Hendi, David Jonathan Marshall and Mark Edward John Creasey as directors of the Fund.

PASSED

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8. To re-appoint Khalid Abdulkareem Ismaeil Ali Faheem, Sophie Anita Llewellyn and Christopher Brian Seymour as members of the Investment Committee of the Fund until the conclusion of the next annual general meeting of the Fund.

PASSED

9. To re-appoint KPMG LLP as the auditor of the Fund to hold office until the conclusion of the next general meeting of the Fund.

PASSED

