

**NOTICE OF ANNUAL GENERAL MEETING  
OF SHAREHOLDERS OF ENBD REIT (CEIC) PLC  
To be held on 24<sup>th</sup> JUNE 2019**



**ENBD REIT (CEIC) PLC**

**(incorporated as a public company under the Companies Law – DIFC Law No. 5 of 2018 and registered in the Dubai International Financial Centre with registered number 2209)**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of ENBD REIT (CEIC) PLC (the "**Fund**") will be held at the Nasdaq Dubai's Market Site, situated at the offices of Nasdaq Dubai Ltd, Level 8, The Exchange (Gate Village 11), Dubai International Financial Centre (the "**DIFC**"), Dubai, United Arab Emirates on Monday, 24<sup>th</sup> June 2019 at 10:00am to consider and, if thought fit, pass the following resolutions:

**Special Resolutions**

1. To amend the articles of association of the Fund produced to the meeting and initialled by the chairman of the meeting for the purpose of identification be adopted as the articles of association of the Fund in substitution for and to the exclusion of all existing articles of association of the Fund.
2. To authorise the appointment of Khalid Abdulkareem Ismaeil Ali Alfaheem as director of the Fund.
3. To authorise the appointment of Ali Rashid Humaid Almazroei as director of the Fund.

**Ordinary Resolutions**

1. To receive and approve the audited financial statements<sup>1</sup> of the Fund for the financial year ending 31<sup>st</sup> March 2019 and the reports of the directors and the auditors thereon.
2. To declare a dividend of USD 0.0215 per share to be paid on 15<sup>th</sup> July 2019 to the holders of shares on the register of members at the close of business on 1<sup>st</sup> July 2019, with the record date being 3<sup>rd</sup> July 2019, bringing the final dividend payable to shareholders for the financial year ended 31<sup>st</sup> March 2019 to USD 5,399,754 and the total dividend (including the interim dividend) paid to shareholders in relation to the full financial year ended 31<sup>st</sup> March 2019 to USD 12,268,590.
3. To authorise the Fund, and Emirates NBD Asset Management Limited (the "**Fund Manager**") on behalf of the Fund, pursuant to the Dubai Financial Service Authority's ("**DFSA**") Collective Investment Rules ("**CIR**") Rules 8.3.2 and 13.4.11A to enter into Related Party Transactions (as defined in CIR) without obtaining specific approval from the shareholders of the Fund for each such transaction from the date of this Ordinary Resolution until the next annual general meeting of the Fund.

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<sup>1</sup> Notice of the AGM should include a copy of any accounts and auditors report that are to be laid before the AGM (Article 89(3) of the New Companies Law).

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4. 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:
  - 4.1 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
  - 4.2 the authority conferred by this Ordinary 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 Ordinary 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.
5. To re-appoint Tariq Abdulqader Ibrahim Abdulqader Bin Hendi as director of the Fund.
6. To re-appoint Mark Edward John Creasey as director of the Fund.
7. 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.
8. To appoint Deloitte & Touche (M.E.) as the auditor of the Fund to hold office until the conclusion of the next general meeting of the Fund and authorise the board of directors of the Fund (or a committee thereof) to agree the remuneration of the auditors of the Fund.

By order of the Board of Directors, 28<sup>th</sup> May 2019

A handwritten signature in blue ink, appearing to read 'Tariq Bin Hendi', is positioned above the printed name.

Tariq Bin Hendi  
Director and Chairman

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**GENERAL NOTES**

**1) RIGHT TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING**

Only those shareholders registered in the register of shareholders of the Fund at 10:00am on Wednesday, 12<sup>th</sup> June 2019 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 annual general meeting.

**If your shares are held by a third party (e.g. Emirates NBD PJSC, Emirates NBD PJSC – Private Office, Emirates NBD Asset Management Ltd or Emirates Islamic) as nominee ("Nominee"), you are not entitled to attend and/or vote at the meeting or any adjournment thereof unless you follow the instructions in paragraphs 2(b) and 3b) / 3c) below.**

**2) DOCUMENTS HANDLING**

For the handling of the documents, your broker or custodian is referred to as "your Document Agent". Your Document Agent is as follows:

- a) If you have a NIN account<sup>2</sup>, all documents should be sent to your broker or custodian OR the Company Secretary, Apex Fund Services (Dubai) Ltd, currently represented by Jean Kenny Labutte at [enbdreit@apexfunddubai.ae](mailto:enbdreit@apexfunddubai.ae).
- b) If you hold shares via a nominee arrangement with **Emirates NBD PJSC, Emirates NBD PJSC – Private Office, Emirates NBD Asset Management Ltd or Emirates Islamic**, all documents should be sent to [ENBDREITAGM@emiratesnbd.com](mailto:ENBDREITAGM@emiratesnbd.com).
- c) If you hold shares via a nominee arrangement other than with **Emirates NBD PJSC, Emirates NBD PJSC – Private Office, Emirates NBD Asset Management Ltd or Emirates Islamic**, all documents should be sent to your Nominee.

**3) ATTENDANCE IN PERSON**

**a) Direct shareholders (i.e. persons with a NIN account)**

If you would like to attend the annual general meeting in person, please complete the "Attendance at the Annual General Meeting" Section B of the Voting and Proxy Form (the "**FORM**") and return it signed and dated to your Document Agent (*refer to Section 2 - Documents Handling*).

The FORM must be submitted by no later than the date required by your Document Agent or 10:00am on Monday, 17<sup>th</sup> June 2019 (whichever is earlier).

In order to enable smooth registration at the annual 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 annual general meeting if you have not registered for attendance as outlined above.

**b) Persons whose shares are held by a nominee arrangement with Emirates NBD PJSC, Emirates NBD PJSC – Private Office, Emirates NBD Asset Management Ltd, Emirates Islamic or with another Nominee**

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<sup>2</sup> A NIN account is an account set up for shareholders directly with the Nasdaq Dubai Central Securities Depository (CSD)

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If your shares are held by one of the abovementioned Nominees, please note that the Nominee will vote in favour of all proposed resolutions unless you attend the meeting in person or provide alternative voting instructions to the Nominee by completing "Voting Instructions" Section D of the FORM. In order to attend the meeting in person, please complete "Attendance at the Annual General Meeting" Section B of the FORM. You will then receive further instructions by separate communication from your Nominee.

The FORM must be submitted by no later than the date required by your Document Agent or 10:00am on Monday, 17<sup>th</sup> June 2019 (whichever is earlier).

**4) PROXY APPOINTMENT** (this Section applies to persons with a NIN account only)

Any shareholder entitled to attend and vote at the annual 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 annual general meeting. A proxy need not be a shareholder of the Fund.

If you would like to vote without attending the annual general meeting in person, please complete the "Proxy" Section C of the 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 10:00am on Monday, 17<sup>th</sup> June 2019 (whichever is earlier).

If you would like to vote without attending the annual general meeting in person, you may submit the voting instructions set out in "Voting Instructions" Section D of the FORM indicating your vote on each resolution.

To be effective, "Proxy" Section C of the 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 FORM will not prevent a shareholder from attending in person and voting at the annual 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, authorise a person(s) to act as its representative(s) at the annual general meeting. The Fund (or any person acting on its behalf) may require any representative of a corporation to produce a certified copy of the resolution authorising him to act as such or other satisfactory evidence of his authority before permitting him to exercise his powers.

**5) AVAILABILITY OF DOCUMENTS**

A copy of this notice, the FORM and all other documents referenced in this notice can be found on the Fund's website at <http://www.enbdreit.com/reit/investor-relations>.

**6) NOTICE OF ADJOURNED MEETING**

In the event that the meeting fails to reach the required legal quorum, the meeting will be adjourned to 10:00am on Thursday, 4<sup>th</sup> July 2019<sup>3</sup> at the Nasdaq Dubai's Market Site.

**7) ASSISTANCE**

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<sup>3</sup> No earlier than seven clear days following the date of the AGM at the time and place as the Chairman of the meeting may determine pursuant to article 35 of the Fund's articles.

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If you have any special access requirements or other needs, please contact the Company Secretary, Apex Fund Services (Dubai) Ltd, currently represented by Jean Kenny Labutte, and we will be pleased to provide appropriate help.

Email: [enbdreit@apexfunddubai.ae](mailto:enbdreit@apexfunddubai.ae)

Tel: +971 4 428 9221

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**EXPLANATORY NOTES**

The notes below give an explanation of the resolutions that will be proposed at the annual general meeting.

**Special Resolution 1 – Amendment of the articles of association**

On 12 November 2018, the DIFC enacted a suite of new laws and regulations, including the new DIFC Companies Law (DIFC Law No. 5 of 2018) (the "**New Companies Law**"), the Operating Law (DIFC Law No. 7 of 2018) (the "**Operating Law**") and the DIFC Companies Regulations 2018 (the "**DIFC Regulations**"). The New Companies Law and the Operating Law have repealed and replaced the Companies Law (DIFC Law No. 2 of 2009).

On 16 December 2018, the DIFC had updated the Fund's status from a company limited by shares to a public company and, as a consequence of this change, the Fund's name was changed from "ENBD REIT (CEIC) Limited" to "ENBD REIT (CEIC) PLC". This change was effected automatically by operation of law in accordance with Article 10.5.1 of the DIFC Regulations.

Article 10.5.2 of the DIFC Regulations provides that any company which is registered as a public company pursuant to Article 10.5.1 must amend its articles of association so that they are consistent with the requirements of the New Companies Law within 12 months from the date on which the New Companies Law came into force (i.e. by 11 November 2019).

Special Resolution 1 proposed the amendment of the articles of association of the Fund in order to: (i) comply with the requirements of the New Companies Law; (ii) reflect the change of the par value of the shares in the Fund from zero par value to par value of USD 0.80 each share; and (iii) reflect the changes to the process for replacing the manager of the Fund from requiring an "Extraordinary Resolution" to requiring "Extraordinary Resolution" or "Ordinary Resolution" provided that the outgoing manager of the Fund has provided a written consent. A comparison showing the proposed changes to the articles of association of the Fund will be available on the Fund's investor relations website (<http://www.enbdreit.com/reit/investor-relations/>) from the date of this notice.

**Special Resolutions 2 and 3 – Appointment of directors**

The board of directors' of the Fund role is to be responsible for promoting the success of the Fund by directing and supervising the Fund's affairs.

On 10<sup>th</sup> December 2018 and 25<sup>th</sup> December 2018, the board of directors of the Fund appointed Khalid Abdulkareem Ismaeil Ali Alfaheem and Ali Rashid Humaid Almazroei, respectively, as directors of the Fund. Pursuant to article 59 of the articles of association of the Fund such appointment has to be confirmed by special resolution of the shareholders of the Fund at the Fund's next general meeting.

**Ordinary Resolution 1 – Final Report and Accounts**

Pursuant to article 103(4)(c) of the New Companies Law "*within 6 months after the end of the financial year, the accounts for that year shall be, in respect of a Public Company, laid before a General Meeting, together with a copy of the auditor's report and Directors' report, for discussion and, if thought fit, approval by the Shareholders.*"

This provides the shareholders with an opportunity to discuss the performance of the Fund during the year, its management and prospects for the future. The Fund shall file the accounts and auditor's report with the DIFC Registrar of Companies within 7 days after the annual general meeting.

**Ordinary Resolution 2 – Dividend**

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Following calculations of the Fund Manager, the Fund's directors recommended a dividend of USD 5,399,754 for the financial year ended 31<sup>st</sup> March 2019. Shareholders, subject to approval, will receive a payment of USD 0.0215 per share on 15<sup>th</sup> July 2019.

**Ordinary Resolution 3 – Pre-approval of Related Party Transactions**

Rules 8.3.2 and 13.4.11A of the Collective Investment Rules ("CIR") set out various requirements as regards transactions with Related Parties (as defined in the CIR) which includes a requirement for approval by an ordinary resolution of a proposed transaction with a Related Party when the total consideration or value of the investment opportunity is 5% or more of the most recent net asset value as disclosed in the latest published audited accounts of the Fund. Ordinary Resolution 3 authorises the Fund, and the Fund Manager on behalf of the Fund, to enter into Related Party Transactions (as defined in CIR) without obtaining specific approval from the shareholders of the Fund for each such transaction from the date of this Ordinary Resolution until the next annual general meeting of the Fund.

**Ordinary Resolution 4 – Purchase of Own Shares**

The Fund seeks approval to purchase a limited number of its shares. The Fund's purchase of its own shares is subject to the prior written approval of the DFSA. The DFSA may impose restrictions and conditions on the Fund's purchase of its own shares.

Following DFSA approval, the board of directors or the Fund Manager would exercise the right to purchase the shares only in circumstances and on such terms that the directors and/or the Fund Manager believes to be in the best interest of the shareholders.

**Ordinary Resolutions 5 and 6 – Board of Directors**

Tariq Bin Hendi and Mark Creasey were appointed as directors of the Fund on 1<sup>st</sup> March 2017. Pursuant to the previous resolutions of the Fund appointing each of them as directors, the continuation of each director's appointment is subject to reappointment by the shareholders of the Fund at the Fund's next general meeting. Additionally, for information only, 20<sup>th</sup> December 2018, David Jonathan Marshall resigned as a director of the Fund.

**Ordinary Resolution 7 – Investment Committee**

The Investment Committee's role is to review investment opportunities of the Fund. No direct real estate investment may be made by the Fund without the prior approval of the Investment Committee.

The appointment of the members of the Investment Committee commenced on 19<sup>th</sup> March 2017 and, unless terminated earlier in accordance with the terms of their letters of appointment, was expressed to continue for an initial term expiring at the conclusion of the next annual general meeting of the Fund. Ordinary Resolution 7 appoints each member of the Investment Committee for a further term expiring on the conclusion of the next annual general meeting of the Fund.

**Ordinary Resolution 8 – Auditor**

The Fund is required by law to appoint or re-appoint its auditor at each annual general meeting such appointment to run from the conclusion of that meeting to the conclusion of the next annual general meeting. Ordinary Resolution 8 proposes the appointment of Deloitte & Touche (M.E.) as auditor of the Fund to hold office until the conclusion of the next annual general meeting and authorization of the board of directors of the Fund (or a committee thereof) to agree the remuneration of such auditors of the Fund.

## VOTING AND PROXY FORM

Return this form **SIGNED AND DATED** to your broker, custodian or nominee (as applicable) by **10:00am** on **Monday, 17<sup>th</sup> June 2019**.

This form is for use by shareholders of ENBD REIT (CEIC) PLC (the "**Fund**") in connection with the Annual General Meeting of the shareholders of the Fund to be held at 10:00am on Monday, 24<sup>th</sup> June 2019 at the Nasdaq Dubai's Market Site, situated at the offices of Nasdaq Dubai Ltd, Level 8, The Exchange (Gate Village 11), Dubai International Financial Centre, Dubai, United Arab Emirates or any adjournments thereof.

### A. SHAREHOLDER INFORMATION

I / We declare myself / ourselves to be the owner(s) (or beneficial owner(s) in case of nominee shareholding) of _____ shares in the Fund as at 10:00am on Wednesday, 12 <sup>th</sup> June 2019.	
<input type="checkbox"/> Direct shareholder (i.e. a person with NIN account) *	<input type="checkbox"/> Shares held by nominee **
NAME	
ADDRESS	
CITY	COUNTRY
* Name of Broker / Custodian (if applicable):	
* NIN Account number / Account number with Broker	□□□□□□□□□□
** Name of Nominee (if applicable):	
Date:                    /                    / 2019	Signature / Corporate Seal _____

### B. ATTENDANCE AT THE ANNUAL GENERAL MEETING (please tick one box)

<input type="checkbox"/> Attending in person	<input type="checkbox"/> Attending by proxy (see "PROXY" Section C below)	<input type="checkbox"/> Not attending
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### C. PROXY (this Section C applies to persons with a NIN account only)

I / We declare myself / ourselves to be the owner(s) of _____ shares in the Fund as at 10:00am on Wednesday, 12 <sup>th</sup> June 2019 and hereby appoint (tick the appropriate box):	
<input type="checkbox"/> Mr / Ms / Miss _____ with Emirates ID / Passport number _____	
or	
<input type="checkbox"/> the Chairman of the meeting	
as my / our proxy to attend, speak and vote for me / us and on my / our behalf at the annual general meeting.	
If the appointed proxy / representative is NOT the Chairman of the meeting, please tick one of the boxes below regarding the voting instructions:	
<input type="checkbox"/> Voting instructions included	<input type="checkbox"/> No voting instructions – proxy will vote at his/her own discretion
Date:                    /                    / 2019	Signature / Corporate Seal _____
<b>Important Notice:</b> Proxy / representative will be requested to provide the original copy of Emirates ID or passport. Corporate shareholders wishing to appoint a corporate representative to attend the annual general meeting on their behalf should annex the resolution appointing their representative to this form. The Fund (or any person acting on its behalf) may require any representative of a corporation to produce a certified copy of the resolution authorising that representative to act as such or other satisfactory evidence of his	



## VOTING AND PROXY FORM

authority before permitting him to exercise his powers.

## VOTING AND PROXY FORM

### D. VOTING INSTRUCTIONS (Please tick one of the below boxes for the voting instructions):

I / We direct that the vote(s) shall be cast by my / our proxy on the resolution as indicated below.

I / We direct that I / we will not be attending the Annual General Meeting and I / we hereby submit the votes to the proposed resolutions.

<b>RESOLUTION 1 - SPECIAL</b>
To amend the articles of association of the Fund produced to the meeting and initialed by the chairman of the meeting for the purpose of identification be adopted as the articles of association of the Fund in substitution for and to the exclusion of all existing articles of association of the Fund. <input type="checkbox"/> For <input type="checkbox"/> Against <input type="checkbox"/> Abstain
<b>RESOLUTION 2 - SPECIAL</b>
To authorise the appointment of Khalid Abdulkareem Ismaeil Ali Alfaheem as director of the Fund. <input type="checkbox"/> For <input type="checkbox"/> Against <input type="checkbox"/> Abstain
<b>RESOLUTION 3 - SPECIAL</b>
To authorise the appointment of Ali Rashid Humaid Almazroei as director of the Fund. <input type="checkbox"/> For <input type="checkbox"/> Against <input type="checkbox"/> Abstain
<b>RESOLUTION 1 - ORDINARY</b>
To receive and approve the audited financial statements of the Fund for the financial year ending 31 <sup>st</sup> March 2019 and the reports of the directors and the auditors thereon. <input type="checkbox"/> For <input type="checkbox"/> Against <input type="checkbox"/> Abstain
<b>RESOLUTION 2 - ORDINARY</b>
To declare a dividend of USD 0.0215 per share to be paid on 15 <sup>th</sup> July 2019 to the holders of shares on the register of members at the close of business on 1 <sup>st</sup> July 2019, with the record date being 3 <sup>rd</sup> July 2019, bringing the final dividend payable to shareholders for the financial year ended 31 <sup>st</sup> March 2019 to USD 5,399,754 and the total dividend (including the interim dividend) paid to shareholders in relation to the full financial year ended 31 <sup>st</sup> March 2019 to USD 12,268,590. <input type="checkbox"/> For <input type="checkbox"/> Against <input type="checkbox"/> Abstain
<b>RESOLUTION 3 - ORDINARY</b>
To authorise the Fund, and Emirates NBD Asset Management Limited (the " <b>Fund Manager</b> ") on behalf of the Fund, pursuant to the Dubai Financial Service Authority's (" <b>DFSA</b> ") Collective Investment Rules (" <b>CIR</b> ") Rules 8.3.2 and 13.4.11A to enter into Related Party Transactions (as defined in CIR) without obtaining specific approval from the shareholders of the Fund for each such transaction from the date of this Ordinary Resolution until the next annual general meeting of the Fund. <input type="checkbox"/> For <input type="checkbox"/> Against <input type="checkbox"/> Abstain
<b>RESOLUTION 4 - ORDINARY</b>
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: 4.1 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

## VOTING AND PROXY FORM

4.2 the authority conferred by this Ordinary 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 Ordinary 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.

For                       Against                       Abstain

### RESOLUTION 5 - ORDINARY

To re-appoint Tariq Abdulqader Ibrahim Abdulqader Bin Hendi as director of the Fund.

For                       Against                       Abstain

### RESOLUTION 6 - ORDINARY

To re-appoint Mark Edward John Creasey as director of the Fund.

For                       Against                       Abstain

### RESOLUTION 7 - ORDINARY

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.

For                       Against                       Abstain

### RESOLUTION 8 – ORDINARY

To appoint Deloitte & Touche (M.E.) as the auditor of the Fund to hold office until the conclusion of the next general meeting of the Fund and authorise the board of directors of the Fund (or a committee thereof) to agree the remuneration of the auditors of the Fund.

For                       Against                       Abstain

**Important Notice:** On receipt of this form duly signed and without any specific direction on a particular matter, your proxy will vote or abstain at his / her discretion on the resolutions listed above and other business transacted at the Annual General Meeting as he / she thinks fit.

**Signature**

**Date**

### Instructions for direct shareholders (i.e. persons with NIN account):

1. Each direct shareholder of the Fund is entitled to appoint another person as its proxy to exercise all or any of its rights to attend and to speak and vote at the meeting. A proxy does not need to be a shareholder of the Fund.
2. Each direct shareholder may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise rights attached to different shares. A shareholder may not appoint more than one proxy to exercise rights attached to any one share.
3. If the “Proxy” Section C of the FORM is returned duly signed but without any indication as to how the proxy should vote on any resolution, the proxy will exercise his discretion as to how he votes and whether or not he abstains from voting on the resolution. The proxy may also vote or abstain from voting as he thinks fit on any other business which may properly come before the meeting.
4. The “Proxy” Section C of the FORM should be signed and dated by the shareholder or his attorney duly authorised in writing. In the case of a corporation, the “Proxy” Section C of the FORM should be executed under its common seal or under the hand of an officer or attorney duly authorised in writing. Any alteration made to the Proxy Form should be initialled.
5. To be valid, the duly signed and dated FORM, together with any power of attorney or other authority under which it is signed (or a notarially certified copy of such power or authority), must be returned to the Fund and marked to the attention of the Company Secretary by no later than 10:00am on Monday, 17<sup>th</sup> June 2019.
6. For free-float shareholders, the duly signed and dated FORM must be returned to your broker or custodian if you do not have a NIN account, or to our Document Agent if you have a NIN account, as soon as possible but no later than the date required by your broker or custodian or 10:00am on Monday, 17<sup>th</sup> June 2019 (whichever is earlier).
7. Completion and return of the “Proxy” Section C of the FORM will not preclude a shareholder from attending the meeting and voting in person.
8. The proxy / representative is kindly requested to bring this FORM to the annual general meeting.