

**NOTICE OF ANNUAL GENERAL MEETING  
OF ENBD REIT (CEIC) PLC  
To be held on 21<sup>st</sup> June 2022**



**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 ("**AGM**") of ENBD REIT (CEIC) PLC (the "**Fund**") will take place at 12:00pm (noon) UAE time on Tuesday, 21<sup>st</sup> June 2022 to consider and, if thought fit, pass the following resolutions.

Similar to last year's annual general meeting, in light of the COVID-19 pandemic and the ongoing efforts to prevent the spread of the COVID-19 virus, the AGM will be conducted virtually (in a 'virtual-only' format) with remote access provided via a mobile and web application (the "**AGM Online Facility**"), and shareholders may only attend by using the AGM Online Facility. In order to attend the AGM, shareholders must visit [www.smartagm.ae](http://www.smartagm.ae) and follow the "ENBD REIT" link to register for the AGM Online Facility by no later than 12:00pm (noon) UAE time on Monday 20<sup>th</sup> June 2022, as well as completing any additional applicable registration requirements, in each case in accordance with the process and timeline set out in Section 3 of the "General Notes" part of this notice.

**Ordinary Resolutions**

1. To receive and approve the audited financial statements of the Fund for the financial year ending 31<sup>st</sup> March 2022 and the reports of the directors and the auditors thereon.
2. To declare a final dividend of USD 0.020 per share to be paid on 29<sup>th</sup> July 2022 to the holders of ordinary shares (each a "**Share**") on the register of members at the close of business on 7<sup>th</sup> July 2022, with the record date being 8<sup>th</sup> July 2022. The final dividend of USD 5,000,000 shall be payable to shareholders for the financial half-year ended 31<sup>st</sup> March 2022, bringing the total dividend (including the interim dividend) paid to shareholders in relation to the full financial year ended 31<sup>st</sup> March 2022 to USD 9,500,000 equivalent to USD 0.038 per Share.
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.
4. To generally and unconditionally authorise the Fund to make one or more market purchases of its 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:

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- 4.1 the number of Shares which may be purchased in any given period and the price which may be paid for such 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 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 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 Alfaheem as director of the Fund.
8. To re-appoint Ali Rashid Humaid Almazroei as director of the Fund.
9. To re-appoint Khalid Abdulkareem Ismaeil Ali Alfaheem, 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.
10. To re-appoint Deloitte & Touche (M.E.) as the auditor of the Fund to hold office until the conclusion of the next annual general meeting of the Fund, or at an earlier date should the shareholders resolve to change the auditors pursuant to a proposal by the board of directors of the Fund (the “**Board**”), and authorise the Board (or a committee thereof) to agree the remuneration of the auditors of the Fund.

By order of the Board of Directors, 30<sup>th</sup> May 2022

Dr. Tariq Bin Hendi  
Chairman

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**GENERAL NOTES**

**1) RIGHT TO ATTEND AND VOTE AT THE AGM**

We kindly ask that you carefully read and follow the instructions set out in this document with respect to attendance and voting at the AGM.

In light of the COVID-19 pandemic and the ongoing efforts to prevent the spread of the COVID-19 virus, the AGM will be held virtually (in a 'virtual-only' format) with remote access to the AGM provided to you upon request via the AGM Online Facility. To attend the AGM please visit [www.smartagm.ae](http://www.smartagm.ae) and follow the "ENBD REIT" link to register for the AGM Online Facility by no later than 12:00pm (noon) UAE time on Monday 20<sup>th</sup> June 2022, as well as completing any additional applicable registration requirements, in each case in accordance with the process and timeline set out in paragraph 3 below. We recommend that you allow ample time to complete the log-in process in advance of the commencement of the AGM at 12:00pm (noon) UAE time on 21<sup>st</sup> June 2022.

Only those shareholders registered in the register of shareholders of the Fund at 2:00pm UAE time on Tuesday 14<sup>th</sup> June 2022 shall be entitled to attend and / or vote at the AGM 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 AGM.

**If your shares are held by a third party (e.g. Emirates NBD PJSC, Emirates NBD PJSC – Private Office, Emirates NBD Asset Management Ltd, Emirates Islamic or other) as nominee (each such third party, a "Nominee"), you are not entitled to attend and/or vote at the AGM or any adjournment thereof unless you follow the instructions in paragraphs 2, 3 and 4 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>1</sup>, all documents should be sent to the Company Secretary, Apex Fund Services (Dubai) Ltd, at [enbdreit@apexfunddubai.ae](mailto:enbdreit@apexfunddubai.ae). Please visit [www.smartagm.ae](http://www.smartagm.ae) and complete the registration process under the "ENBD REIT" link prior to the meeting in accordance with the timeline set out in paragraph 3 of this notice. For any queries or assistance with technical difficulties, please contact 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 and your Nominee is **Emirates NBD PJSC, Emirates NBD PJSC – Private Office, Emirates NBD Asset Management Limited 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 with a Nominee other than with **Emirates NBD PJSC, Emirates NBD PJSC – Private Office, Emirates NBD Asset Management Limited or Emirates Islamic**, all documents should be sent to your Nominee.

<sup>1</sup> A NIN account is an account set up for shareholders directly with the Nasdaq Dubai Central Securities Depository (CSD)

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**3) ATTENDANCE**

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

In light of the COVID-19 pandemic and the ongoing efforts to prevent the spread of the COVID-19 virus, the AGM will be held virtually (in a 'virtual-only' format) with remote access to the meeting via the AGM Online Facility, which will be provided to shareholders upon request provided that such request is received in accordance with the process and timeline set out below. Registered participants may attend the AGM by visiting [www.smartagm.ae](http://www.smartagm.ae). We recommend that shareholders afford themselves ample time to complete the log-in process in advance of the commencement of the AGM at 12:00pm (noon) UAE time.

If you would like to attend the AGM and vote remotely, you must register for the AGM Online Facility by visiting [www.smartagm.ae](http://www.smartagm.ae) and completing the registration process under the ENBD REIT link by no later than 12:00pm (noon) UAE time on Monday 20<sup>th</sup> June 2022.

Please note that you will not be able to attend or vote via the AGM Online Facility at the AGM if you have not registered for attendance as outlined above.

Alternatively, if you do not wish to attend and vote remotely through the AGM Online Facility, you can opt to vote by proxy by ticking the "Attending by proxy" box of Section B ("Attendance at the Annual General Meeting (AGM Online Facility)") and completing Section C ("Proxy") of the enclosed Voting and Proxy Form (the "Form") and return it signed and dated to your Document Agent (as set out in Section 2 above) by no later than the earlier of (i) the date required by your Document Agent and (ii) 2:00pm on Friday 17<sup>th</sup> June 2022. Further instructions in relation to appointing a proxy are set out in Section 4 below.

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

If your shares are held by a Nominee, please note that the Nominee will vote in favour of all proposed resolutions unless you attend and vote at the virtual AGM via the AGM Online Facility or provide alternative voting instructions to the Nominee by completing Section D ("Voting Instructions") of the Form. In order to attend the virtual AGM via the AGM Online Facility please first tick the "Attending" box of Section B ("Attendance at the Annual General Meeting (AGM Online Facility)") of the Form. You will then receive further instructions by separate communication from your Nominee to complete your registration for attending via the AGM Online Facility.

The Form must be submitted by no later than the earlier of (i) the date required by your Document Agent and (ii) 2:00pm on Friday 17<sup>th</sup> June 2022. Please also note that if you wish to attend via the AGM Online Facility (pursuant to the instructions referred to above), registration on the website for the AGM Online Facility must be completed by no later than 12:00pm (noon) UAE time on Monday 20<sup>th</sup> June 2022.

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

Any shareholder entitled to attend and vote at the AGM 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 AGM, provided that the proxy has completed the registration process for the AGM Online Facility. A proxy need not be a shareholder of the Fund.

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If you would like to appoint a Proxy you must tick the “Attending by proxy” box of Section B (“Attendance at the Annual General Meeting (AGM Online Facility)”) and completing Section C (“Proxy”) of the Form.

You may either appoint the Chairman or a third party as Proxy by completing and ticking the appropriate fields in Section C (“Proxy”) of the Form. You may also elect for that Proxy to vote with your instructions on each resolution by completing Section D (“Voting Instructions”) of the Form indicating your vote on each resolution; if no such election is made by you, the Proxy will be authorised to vote at its discretion.

For a Proxy appointment to be valid, you must return the signed and dated Form, 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, to your Document Agent (as set out in Section 2 above), as soon as possible but no later than the earlier of (i) date required by your Document Agent and (ii) 2:00pm on Friday 17<sup>th</sup> June 2022 (whichever is earlier).

In order for the Proxy to attend the AGM, he or she must register for the AGM Online Facility by no later than 12:00pm (noon) UAE time on Monday 20<sup>th</sup> June 2022.

Completion and return of the Form will not prevent a Shareholder from attending via the AGM Online Facility and voting at the AGM in place of the Proxy *provided* you have subsequently changed your instruction to register your attendance at the AGM via the AGM Online Facility in the manner specified above (and by the deadline of 12:00pm (noon) UAE time on Monday 20<sup>th</sup> June 2022 referred to 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 AGM. 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/her to act as such or other satisfactory evidence of his/her authority before permitting him/her to exercise his/her 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 virtual AGM fails to reach the required legal quorum, the meeting will be adjourned to 12:00pm (noon) UAE time on Thursday 30<sup>th</sup> June at the AGM Online Facility, unless postponed for a later date by way of further notice. The instructions in this “General Notes” part of the notice shall continue to apply with such new deadlines and dates as is set out in a notice to be published by the Fund on its website.

**7) LAST REGISTRATION FOR THE AGM ONLINE FACILITY**

In the event that you experience technical difficulties with the registration process, the Fund Manager may at its discretion consider late registration of up to 24 hours prior to the time the AGM, provided that you have notified the Company Secretary of these issues prior to 12:00pm (noon) UAE time on Monday 20<sup>th</sup> June 2022.

**8) ASSISTANCE**

If you have any other requirements, or any technical issues with respect to registration for the AGM Online Facility, please contact the Company Secretary, Apex Fund Services (Dubai) Ltd,

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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 / +971 556628078

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**EXPLANATORY NOTES**

The notes below give an explanation of the resolutions that will be proposed at the AGM.

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

Ordinary Resolution 1 is being proposed in compliance with article 103(4)(c) of the New Companies Law which provides that "*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.*" The Fund shall file the accounts and auditor's report with the DIFC Registrar of Companies within 7 days after the AGM.

**Ordinary Resolution 2 – Dividend**

Following calculations and recommendations made by the Fund Manager, the Fund's directors recommended a final dividend of USD 5,000,000 for the financial half-year ended 31<sup>st</sup> March 2022. Shareholders, subject to the resolution being approved, will receive a payment of USD 0.020 per Share to be paid on 29<sup>th</sup> July 2022.

**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 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, 6, 7 and 8 – Board of Directors**

Tariq Bin Hendi and Mark Creasey were appointed as directors of the Fund on 1<sup>st</sup> March 2017 and Khalid Abdulkareem Ismaeil Ali Alfaheem and Ali Rashid Humaid Almazroei were appointed as directors of the fund on 10<sup>th</sup> December 2018 and 25<sup>th</sup> December 2018, respectively. 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 annual general meeting.

**Ordinary Resolution 9 – 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.

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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 9 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 10 – 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. Deloitte & Touche (M.E.) were appointed as auditors on 24<sup>th</sup> June 2019. Ordinary Resolution 10 proposes the re-appointment of Deloitte & Touche (M.E.) as auditor of the Fund to hold office until the conclusion of the next annual general meeting (unless the shareholders resolve at an earlier date to change the auditors pursuant to a proposal by the board of directors of the Fund) and authorization of the board of directors (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 **2:00pm on Friday 17<sup>th</sup> June 2022**.

This form is for use by shareholders of ENBD REIT (CEIC) PLC (the "**Fund**") in connection with the AGM of the shareholders of the Fund to be held at 12:00pm (noon) UAE time on Tuesday 21<sup>st</sup> June 2022 through a 'virtual-only' format using the AGM Online Facility 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 2:00pm UAE time on Tuesday 14 <sup>th</sup> June 2022.	
<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	<input type="text"/>
** Name of Nominee (if applicable):	
Date:                    /                    / 2022	Signature / Corporate Seal _____

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

<input type="checkbox"/> Attending (please register via the AGM Online Facility)	<input type="checkbox"/> Attending by proxy (see "PROXY" Section C below)
<input type="checkbox"/> Not attending	

### 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 2:00pm UAE time on Tuesday 14 <sup>th</sup> June 2022 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 AGM (and the proxy will register via the AGM Online Facility).	
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:                    /                    / 2022	Signature / Corporate Seal _____
<b>Important Notice:</b> Proxy / representative will be requested to provide an electronic copy of Emirates ID or passport. Corporate shareholders wishing to appoint a corporate representative to attend the AGM 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 authority before permitting him to exercise his powers.	

### 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 AGM and I / we hereby submit the votes to the proposed resolutions.

## VOTING AND PROXY FORM

### RESOLUTION 1 - ORDINARY

To receive and approve the audited financial statements of the Fund for the financial year ending 31<sup>st</sup> March 2022 and the reports of the directors and the auditors thereon.

For  Against  Abstain

### RESOLUTION 2 - ORDINARY

To declare a dividend of USD 0.020 per share to be paid on 29<sup>th</sup> July 2022 to the holders of ordinary shares (each a "Share") on the register of members at the close of business on 7<sup>th</sup> July 2022, with the record date being 8<sup>th</sup> July 2022, bringing the final dividend payable to shareholders for the financial half-year ended 31<sup>st</sup> March 2022 to USD 9,500,000 and the total dividend (including the interim dividend) paid to shareholders in relation to the full financial year ended 31<sup>st</sup> March 2022 to USD 9,500,000, equivalent to USD 0.038 per Share.

For  Against  Abstain

### RESOLUTION 3 – ORDINARY

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.

For  Against  Abstain

### RESOLUTION 4 – ORDINARY

To generally and unconditionally authorise the Fund to make one or more market purchases of its 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 Shares which may be purchased in any given period and the price which may be paid for such 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 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 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 Alfaheem as director of the Fund.

For  Against  Abstain

### RESOLUTION 8 – ORDINARY

To re-appoint Ali Rashid Humaid Almazroei as director of the Fund.

For  Against  Abstain

### RESOLUTION 9 – ORDINARY

## VOTING AND PROXY FORM

To re-appoint Khalid Abdulkareem Ismaeil Ali Alfaheem, 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 10 – ORDINARY

To re-appoint Deloitte & Touche (M.E.) as the auditor of the Fund to hold office until the conclusion of the next annual general meeting of the Fund, or at an earlier date should the shareholders resolve to change the auditors pursuant to a proposal by the Board, and authorise the Board (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 AGM as he / she thinks fit.

**Signature**

**Date**

## VOTING AND PROXY FORM

### 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 2:00pm on Friday 17<sup>th</sup> June 2022.
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 on 2:00pm on Friday 17<sup>th</sup> June 2022 (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 via the AGM Online Facility (provided that registration through the [www.smartagm.ae](http://www.smartagm.ae) website referred to in this notice has been completed subject to the process and timeline set out in this notice).
8. The proxy / representative is kindly requested to email this FORM to the Company Secretary, Apex Fund Services (Dubai) Ltd, currently represented by Jean Kenny Labutte at [enbdreit@apexfunddubai.ae](mailto:enbdreit@apexfunddubai.ae) before the virtual AGM.