

VOTING AND PROXY FORM

Return this form **SIGNED AND DATED** to your broker, custodian or nominee (as applicable) by **2:00pm on Friday 17th 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 21st 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 th 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 th 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 _____ |
| Important Notice: 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.

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RESOLUTION 1 - ORDINARY

To receive and approve the audited financial statements of the Fund for the financial year ending 31st 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 29th July 2022 to the holders of ordinary shares (each a "Share") on the register of members at the close of business on 7th July 2022, with the record date being 8th July 2022, bringing the final dividend payable to shareholders for the financial half-year ended 31st March 2022 to USD 5,000,000 and the total dividend (including the interim dividend) paid to shareholders in relation to the full financial year ended 31st 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

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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

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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 17th 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 17th 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 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 before the virtual AGM.