

**Registration number 9522515**

## **NOTICE OF RESOLUTIONS**

**of**

**AEW UK REIT PLC**

**(the “Company”)**

**Passed 7 September 2016**

At the Annual General Meeting of the above named Company, duly convened and held at The Cavendish, 81 Jermyn Street, St James', London SW1Y 6JF on 7 September 2016 at 12 noon, the following resolutions were passed, Resolution 9 as an Ordinary Resolution and Resolutions 10 to 12 as Special Resolutions.

### **Resolution 9 – Ordinary Resolution**

That, without prejudice to any subsisting authorities to the extent unused, the Directors of the Company be and are generally and unconditionally authorised pursuant to and in accordance with section 551 of the Companies Act 2006 (the “Act”) to exercise all the powers of the Company to allot, or grant rights to subscribe for or to convert any security into, ordinary shares of one pence each in the capital of the Company (“Shares”) provided that the maximum number of Shares authorised to be allotted is up to an aggregate nominal amount of £117,510.00 (which represents approximately ten per cent. of the Company's issued Shares as at 5 July 2016), such authority to expire at the conclusion of the Annual General Meeting to be held in 2017 (unless previously renewed, varied or revoked by the Company at a general meeting), save that the Company may, at any time prior to the expiry of such authority, make an offer or enter into an agreement which would or might require Shares to be allotted, or rights to subscribe for or to convert securities into Shares to be granted, after the expiry of such authority and the Directors may allot Shares or grant such rights in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

### **Resolution 10 – Special Resolution**

That, subject to the passing of resolution 9 above and without prejudice to any subsisting authorities to the extent unused, the Directors be and are empowered pursuant to sections 570 to 573 of the Act to allot Shares and to sell Shares from treasury for cash pursuant to the authority referred to in Resolution 9 above as if section 561 of the Act did not apply to any such allotment provided that this power: (i) shall be limited to the allotment or sale for cash of up to an aggregate nominal amount of £117,510.00 (which represents approximately ten per cent. of the Company's issued Shares as at 5 July 2016); and (ii) expires at the conclusion of the Annual General Meeting of the Company to be held in 2017 unless renewed at a general meeting prior to such time, save that the Company may, at any time prior to the expiry of such power, make an offer or enter into any agreement which would or might require Shares to be allotted or sold after the expiry of such power, and the Directors

may allot or sell Shares in pursuance of such an offer or agreement as if such power had not expired.

**Resolution 11 – Special Resolution**

That the Company be authorised in accordance with section 701 of the Act to make market purchases (within the meaning of section 693(4) of the Act) of Shares provided that the maximum number of Shares authorised to be purchased is up to 17,614,749 Shares (which represent approximately 14.99 per cent. of the Company's issued Shares as at 5 July 2016). The minimum price which may be paid for a Share is £0.01. The maximum price which may be paid for a Share must not be more than the higher of: (i) five per cent. above the average of the mid-market value of the Shares for the five business days before the purchase is made; or (ii) the higher of the last independent trade and the highest current independent bid for Shares. Such authority will expire on the conclusion of the Annual General Meeting of the Company to be held in 2017, save that the Company may contract to purchase Shares under the authority thereby conferred prior to the expiry of such authority, which contract will or may be executed wholly or partly after the expiry of such authority and may purchase Shares in pursuance of such contract.

**Resolution 12 – Special Resolution**

That a general meeting of the Company (other than an Annual General Meeting) may be called on not less than 14 clear days' notice.