

Registration number 9522515

## NOTICE OF RESOLUTIONS

of

**AEW UK REIT PLC**

(the "Company")

**Passed 12 September 2018**

At a General Meeting of the above named Company, duly convened and held at The Cavendish Hotel, 81 Jermyn Street, St James', London, SW1Y 6JF on 12 September 2018 commencing at 12:15, the following resolutions were passed, Resolutions 1 and 3 as Special Resolutions and Resolution 2 as an Ordinary Resolution.

### **Resolution 1 – Special Resolution**

THAT the new articles of association (in the form produced to the General Meeting and signed by the Chairman for the purposes of identification) be adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association.

### **Resolution 2 - Ordinary Resolution**

THAT conditionally upon the passing of Resolution 1, the Directors 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 up to: (i) 250 million ordinary shares of £0.01 each in the capital of the Company ("**Ordinary Shares**"); and/or (ii) 250 million convertible redeemable preference shares of £0.01 each in the capital of the Company ("**C Shares**") and, together with the Ordinary Shares, the "**Shares**") pursuant to a potential share issuance programme as more particularly described in the shareholder circular of the Company dated 24 August 2018 (the "**Share Issuance Programme**"), such authority to expire at the earlier of the close of the Share Issuance Programme (unless previously renewed, varied or revoked by the Company at a general meeting) and 30 June 2020, 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 after the expiry of such authority and the Directors may allot Shares in pursuance of such an offer or agreement as if the authority conferred hereby had not expired. Any authority passed at the Company's annual general meeting also held on 12 September 2018 shall continue to have full force and effect

### **Resolution 3 – Special Resolution**

THAT subject to the passing of Resolution 2 above, the Directors be and they are empowered pursuant to sections 570 to 573 of the Act to allot Shares for cash pursuant to the authority referred to in Resolution 2 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 of 250 million Ordinary Shares and/or 250 million C Shares; and (ii) expires at the earlier of the close of the Share Issuance Programme (unless previously renewed, varied or revoked by the Company at a general meeting) and 30 June 2020, save that the Company may, at any time prior to the expiry of such power, make an offer or enter into an agreement which would or might require Shares to be allotted after the expiry of such

power, and the Directors may allot Shares in pursuance of such an offer or agreement as if such power had not expired. Any authority passed at the Company's annual general meeting also held on 12 September 2018 shall continue to have full force and effect.