

**Registration number 09522515**

**NOTICE OF RESOLUTIONS**

**of**

**AEW UK REIT PLC**

**(the “Company”)**

**Passed 12 September 2019**

At the Annual 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 2019 commencing at 12:00, the following resolutions were passed.

**Resolution 8 – 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, 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 £151,558 (which represents approximately 10% of the Company’s issued Shares as at 20 June 2019), such authority to expire at the conclusion of the AGM to be held in 2020 (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 9 – Special Resolution**

THAT, subject to the passing of resolution 8 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 8 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 £151,558 (which represents approximately 10% of the Company’s issued Shares as at 20 June 2019); and (ii) expires at the conclusion of the AGM of the Company to be held in 2020 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 10 – 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 22,718,581 Shares (which represent approximately 14.99% of the Company's issued Shares as at 20 June 2019). 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) 5% 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 AGM of the Company to be held in 2020, 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 11 – Special Resolution**

THAT, a general meeting of the Company (other than an AGM) may be called on not less than 14 clear days' notice.

**Special Business****Resolution 12 – Ordinary Resolution**

THAT, the Company be authorised, subject to and in accordance with the provisions of the Act, to send, convey, or supply all types of notices, documents or information to shareholders by electronic means, including making such notices, documents or information available on a website.