

**Registration number 09522515**

## **NOTICE OF RESOLUTIONS**

**of**

**AEW UK REIT PLC**

**(the “Company”)**

**Passed 8 September 2021**

At the Annual General Meeting of the above named Company, duly convened and held on 8 September 2021 at 12:00 noon, the following resolutions were passed.

### **Resolution 8 – Ordinary Resolution**

THAT, the directors of the Company (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, 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 £158,424.74 (which represents approximately 10 per cent. of the Company’s issued Shares (excluding Shares held in treasury) as at 6 August 2021), such authority to expire at the earlier of the conclusion of the annual general meeting to be held in 2022 (unless previously renewed, varied or revoked by the Company at a general meeting) and 30 September 2022, 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. This resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot, or grant rights to subscribe for or to convert any security into, Shares (except for such authorities granted pursuant to resolution 9) but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

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

THAT, subject to the passing of resolution 8, and in addition to the authority granted pursuant to resolution 8 above, the Directors be and are generally and unconditionally authorised pursuant to and in accordance with section 551 of 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, provided that the maximum number of Shares authorised to be allotted is up to an aggregate nominal amount of £158,424.74 (which represents approximately 10 per cent. of the Company’s issued Shares (excluding Shares held in treasury) as at 6 August 2021), such authority to expire at the earlier of the conclusion of the annual general meeting to be held in

2022 (unless previously renewed, varied or revoked by the Company at a general meeting) and 30 September 2022, 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. This resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot, or grant rights to subscribe for or to convert any security into, Shares (except for such authorities granted pursuant to resolution 8) but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

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

THAT, subject to the passing of resolution 8, the Directors be and are empowered pursuant to sections 570 to 573 of the Act to allot Shares pursuant to the authority referred to in resolution 8 and/or to sell Shares from treasury for cash as if section 561 of the Act did not apply to any such allotment or sale provided that this power: (i) shall be limited to the allotment or sale for cash of up to an aggregate nominal amount of £158,424.74 (which represents approximately 10 per cent. of the Company's issued Shares (excluding Shares held in treasury) as at 6 August 2021); and (ii) expires at the earlier of the conclusion of the annual general meeting to be held in 2022 (unless previously renewed, varied or revoked by the Company at a general meeting) and 30 September 2022, 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. This resolution revokes and replaces all unexercised powers previously granted to the Directors to allot Shares or sell Shares from treasury as if section 561 of the Act did not apply (except for such authorities granted pursuant to resolution 11) but without prejudice to any allotment of Shares or sale of Shares from treasury already made or agreed to be made pursuant to such authorities.

#### **Resolution 11 – Special Resolution**

THAT, subject to the passing of resolution 9, and in addition to the authority granted pursuant to resolution 10 above, the Directors be and are empowered pursuant to sections 570 to 573 of the Act to allot Shares pursuant to the authority referred to in resolution 9 and/or to sell Shares from treasury for cash as if section 561 of the Act did not apply to any such allotment or sale provided that this power: (i) shall be limited to the allotment or sale for cash of up to an aggregate nominal amount of £158,424.74 (which represents approximately 10 per cent. of the Company's issued Shares (excluding Shares held in treasury) as at 6 August 2021); and (ii) expires at the earlier of the conclusion of the annual general meeting to be held in 2022 (unless previously renewed, varied or revoked by the Company at a general meeting) and 30 September 2022, 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. This resolution revokes and replaces all unexercised powers previously granted to the Directors to allot Shares or sell Shares from treasury as if section 561 of the Act did not apply (except for such authorities granted pursuant to resolution 10) but without prejudice to any allotment of Shares or sale of Shares from treasury already made or agreed to be made pursuant to such authorities.

### **Resolution 12 – 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 23,747,869 Shares (which represent approximately 14.99 per cent. of the Company's issued Shares (excluding treasury shares) as at 6 August 2021). 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 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 at the earlier of the conclusion of the annual general meeting of the Company to be held in 2022 and 30 September 2022, 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 13 – 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.

### **Resolution 14 – Special Resolution**

THAT, with effect from the conclusion of the meeting the draft articles of association produced to the meeting and, for the purposes of identification, initialed by the chairman of the meeting be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.