

## **SCHEDULE OF MATTERS RESERVED FOR THE BOARD OF DIRECTORS**

### **AEW UK LONG LEASE REIT PLC**

**(the "Company")**

(as adopted on 17 May 2017)

All matters that have a material impact upon the Company or any of its subsidiaries will be referred to the Board. However, below is a schedule of matters reserved specifically for the decision of the Board or a duly authorised committee thereof. The Board has the authority to obtain outside legal or other independent advice at the expense of the Company.

#### **1. MANAGEMENT STRUCTURE AND APPOINTMENTS**

- 1.1 Board appointments or removals.
- 1.2 Board succession, training, development and appraisal.
- 1.3 Appointment or removal of the Company's investment manager, property manager, reporting accountants, sponsor, broker, administrator, valuer, registrar, receiving agents and legal counsel.
- 1.4 Appointment or removal of the Company's registrar.
- 1.5 Remuneration of the Board.
- 1.6 Delegation of the Board's powers.
- 1.7 Agreeing membership and terms of reference of board committees and task forces.
- 1.8 Matters referred to the Board by the board committees.

#### **2. STRATEGIC/POLICY CONSIDERATIONS**

- 2.1 Investment/business strategy.
- 2.2 Specific risk management policies including insurance, hedging, borrowing limits and corporate security.
- 2.3 Agreement of codes of ethics and business practices.
- 2.4 Receive and review regular reports on internal controls.
- 2.5 Annual assessment of significant risks and effectiveness of internal controls.
- 2.6 Calling of shareholders' meetings.
- 2.7 Avoidance of wrongful or fraudulent trading.
- 2.8 Each instance of delegation of any investment management function.

#### **3. TRANSACTIONS**

- 3.1 Contracts not in the ordinary course of business including entry into/variation/termination of agreements with manager/adviser and any other material adviser/service provider.

3.2 Actions or transactions where there may be doubt over propriety.

3.3 Approval of prospectuses, circulars and similar documents.

3.4 Disclosure of directors' interests.

3.5 Transactions with directors or other related parties.

#### **4. FINANCE**

4.1 Approving the raising of new capital and major financing facilities.

4.2 Treasury policies including foreign currency and interest rate exposure.

4.3 Discussion of any proposed qualification to the accounts.

4.4 Final approval of annual and interim reports and accounts and accounting policies.

4.5 Appointment/proposal of auditors.

4.6 Charitable and political donations.

4.7 Approval and recommendation of dividends.

4.8 Operating budgets.

#### **5. ALTERNATIVE INVESTMENT FUND MANAGERS DIRECTIVE**

5.1 Supervision of delegated tasks and management of the risks associated with such delegation.

5.2 Decision taking in key areas, in particular those relating to general investment policy and investment strategies, and the power to perform senior management functions in such key areas.

5.3 Inquiry, inspection, access and giving instructions to delegates and the ability to exercise those rights in practice.

5.4 Investment management decisions.

#### **6. GENERAL**

6.1 Allotment, calls or forfeiture of shares.

6.2 Share issues.

6.3 Repurchase of shares.

6.4 Determination of whether to proceed with an investment which has a contractual maturity in excess of 8 years following a recommendation from the Investment Manager that such investment's expected maturity is less than 8 years.

6.5 Material changes to the Company's investment policy.

6.6 Suspension of NAV determination.

