

18<sup>th</sup> of January 2022

**Mr. Hamed Ahmed Ali**  
Chief Executive Officer  
Dubai Financial Market  
Dubai, UAE

Greetings,,,

**Subject: Amendment to Al Mal Capital REIT (“AMCREIT”) Prospectus**

Item number to be modified	Item before modification	Item after modification
1- Investment objective (page 12)	Investing in a diversified portfolio of real estate properties (focusing on educational facilities, healthcare facilities, and industrial facilities) and securities in the UAE, the GCC region and in other countries outside the GCC and, thereby, generate (i) stable and appropriate income for Unitholders through the annual distribution of dividends of a minimum of 80% of the realised net profit of the Fund (does not include the unrealised capital profit) in accordance with the REIT Regulations; and (ii) capital appreciation of the assets where possible.	Investing in a diversified portfolio of real estate properties (focusing on educational facilities, healthcare facilities, and industrial facilities) and securities in the UAE, the GCC region and in other countries outside the GCC and, thereby, generate (i) A stable and appropriate income for Unitholders through annual dividends not less than the minimum required and specified in the REIT regulations, from the fund's net profits (not including unrealized capital gains) realized under the REIT regulations; and (ii) capital appreciation of the assets where possible.
2- Dividends and dividend policy (page 26)	The Fund will distribute to Unitholders by way of dividend at least 80% of its audited realized net profits (does not include unrealised capital profit) each Fiscal Year, subject to the restrictions referred to in the section of this Prospectus titled “Dividends and Dividends Distribution Policy”.	The Fund will distribute to Unitholders by way of dividend not less than the minimum required under in the REIT regulations (does not include unrealised capital profit) each Fiscal Year, subject to the restrictions referred to in the section of this Prospectus titled “Dividends and Dividends Distribution Policy”.
-1Investment objective (page 46)	The principal objective of the Fund is to invest in a diversified portfolio of real estate properties with no less than 75% of the Fund in the UAE and no more than 25% of the Fund in the GCC region and in other countries outside the GCC, thereby, achieving (i) stable and appropriate income for Unitholders through the annual distribution of dividends of a minimum amount equal	The principal objective of the Fund is to invest in a diversified portfolio of real estate properties with no less than 75% of the Fund in the UAE and no more than 25% of the Fund in the GCC region and in other countries outside the GCC, thereby, achieving (i) A stable and appropriate income for Unitholders through annual dividends not less than the minimum required and specified in

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	to 80% of the net realised profit (does not include the unrealised capital profit) of the Fund in accordance with the REIT Regulations; and (ii) capital appreciation of the Assets where possible.	the REIT regulations, from the fund's net profits (not including unrealized capital gains) realized under the REIT regulations; and (ii) capital appreciation of the Assets where possible.
4- Overview of the potential real estate investment opportunities of the Fund (page 55)	Geographical location of the targeted real estate >75% within the United Arab Emirates >25% within the GCC and other countries	Geographical location of the targeted real estate 75% or more within the UAE 25% or less within the GCC and other countries (excluding the UAE)
5- Regarding the valuation procedure (page 56)	Notwithstanding the foregoing, unlike the real estate assets for which an independent Valuer is appointed, the Fund, the Board of Directors or the Fund Manager may, at their sole discretion, permit such other method of pricing or valuation which, in their sole discretion, better reflects the fair value and directs the Custodian to apply on the net asset value of the Fund.	Notwithstanding the foregoing, unlike the real estate assets for which an independent Valuer is appointed, the Fund, the Board of Directors or the Fund Manager may, at their sole discretion, permit such other method of pricing or valuation which, in their sole discretion, better reflects the fair value and directs the Administrator to apply on the net asset value of the Fund.
6- NAV Information limits (page 56)	The involvement of the service provider from third parties (such as the Custodian) in the NAV calculation process should not be equated with a recognition or assurance as to the recoverable value	The involvement of the service provider from third parties (such as the Administrator) in the NAV calculation process should not be equated with a recognition or assurance as to the recoverable value
7- Al Mal MENA Equity Fund	Min Subscription – USD 50,000  Administrator – Standard Chartered	Min Subscription – USD 250,000  Administrator – APEX
8- Distributions fluctuation (page 80)	Although the Fund is required to distribute at least 80% of its realised net profits to Unitholders, there are no guarantees regarding the amounts or regularity of the future distributions that the Fund will make to Unitholders. The Fund's ability to pay dividends in the future is dependent on its ability to operate profitably and to generate cash from its operations.	Although the Fund is required to distribute not less than the minimum required in the REIT regulations, there are no guarantees regarding the amounts or regularity of the future distributions that the Fund will make to Unitholders. The Fund's ability to pay dividends in the future is dependent on its ability to operate profitably and to generate cash from its operations.

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9- Limitations due to REIT status (page 84)	Pursuant to the Regulations and this Prospectus, the Fund is required to distribute at least 80% of its realised net profit each year to Unitholders (which is subject to the Fund having sufficient cash liquidity available to make such a distribution and the distribution being in compliance with all local laws) in order to maintain its status as a REIT in accordance with internationally accepted standards.	Pursuant to the Regulations, the Fund is required to distribute no less than what is required in the Regulations of its realised net profit each year to Unitholders (which is subject to the Fund having sufficient cash liquidity available to make such a distribution and the distribution being in compliance with all local laws).
10- Real estate valuation (page 87)	The valuation of real estate made by a Valuer appointed by the Fund from time to time in accordance with the Regulations (“Valuer”) is inherently objective due to, among other factors, the individual nature of each property, its location, the expected future rental revenues from that particular property and the valuation methodology adopted.	The valuation of real estate made by a Valuer appointed by the Fund from time to time in accordance with the Regulations (“Valuer”) is inherently subjective due to, among other factors, the individual nature of each property, its location, the expected future rental revenues from that particular property and the valuation methodology adopted.
11- Utility costs and municipality fees (page 97)	The Fund has no control over the rates charged for utilities. The Assets are in Dubai and Sharjah where there may be a sole provider for each utility. The relevant authorities in Dubai and Sharjah have a high degree of discretion and may act selectively and/or arbitrarily increase costs or discontinue services with little or no notice. In particular, district cooling providers enjoy a monopoly in certain areas of Dubai and Sharjah over providing district cooling services, and many properties located in such areas do not have standalone air conditioning systems in place necessitating the entry into agreements with district cooling providers.	The Fund has no control over the rates charged for utilities. The Assets are in Dubai and Sharjah where there may be a sole provider for each utility. The relevant authorities in some of the emirates have a high degree of discretion and may act selectively and/or arbitrarily increase costs or discontinue services with little or no notice. In particular, district cooling providers enjoy a monopoly in certain areas in some emirates over providing district cooling services, and many properties located in such areas do not have standalone air conditioning systems in place necessitating the entry into agreements with district cooling providers.
12- Custodian Fees (page 105)	It was agreed to pay the following fees to the Custodian in return for providing administration services as follows in accordance with the guiding fees agreement between the Fund and the Custodian:	It was agreed to pay the following fees to the Custodian in return for providing custody services as follows in accordance with the guiding fees agreement between the Fund and the Custodian:

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13- Dividends and Dividends Distribution Policy (page 109)	Pursuant to the REIT Regulations and this Prospectus, the Fund is required to distribute at least 80% of its annual realised net profit each year (which does not include unrealised capital gains) to Unitholders. The Fund may pay interim dividends at the discretion of the Fund Manager but is not obliged to do so.	Pursuant to the REIT Regulations and this Prospectus, the Fund is required to distribute not less than the minimum required in the REIT Regulations of its annual realised net profit each year (which does not include unrealised capital gains) to Unitholders. The Fund may pay interim dividends at the discretion of the Fund Manager but is not obliged to do so.
14- Investment Objective (page 136)	The principal objective of the Fund is to provide Unitholders with: (i) a stable source of income through the consistent distribution of at least 80% of its realised net profit;	The principal objective of the Fund is to provide Unitholders with: (i) a stable source of income through the consistent distribution not less than the minimum required in the REIT Regulations of its realised net profit;
15- Dividends – Minimum (page 141)	The amount distributed to Unitholders in any year shall be no less than 80% of the realised net profits (which does not include capital gains) of the Fund for that year.	The minimum dividends distributed to Unitholders in any year must be in accordance with the REIT Regulations and must not be less than the minimum specified in the REIT Regulations.
16- Reporting (page 134)	The Investment and Oversight Committee shall prepare a report for Unitholders each year, which shall be included in the Annual Report and, in the event that there are any material issues identified by the Investment and Oversight Committee that the Investment and Oversight Committee believes should be brought to the attention of Unitholders then the Fund Manager shall inform Unitholders details of such matters at the time the Interim Accounts are sent to Unitholders and in the event that there are matters identified by the Investment and Oversight Committee that are sufficiently material to be brought to the attention of Unitholders without delay the Fund shall circulate a statement of the Investment and Oversight Committee on such matters without delay and in such form as the Investment and Oversight Committee may in absolute discretion determine.	The Investment and Oversight Committee shall prepare a report for Unitholders each year, which shall be included in the Annual Report and, in the event that there are any material issues identified by the Investment and Oversight Committee that the Investment and Oversight Committee believes should be brought to the attention of Unitholders then the Fund Manager shall inform Unitholders details of such matters at the time the semi-annual accounts are sent to Unitholders and in the event that there are matters identified by the Investment and Oversight Committee that are sufficiently material to be brought to the attention of Unitholders without delay the Fund shall circulate a statement of the Investment and Oversight Committee on such matters without delay and in such form as the Investment and Oversight Committee may in absolute discretion determine.

**The following amendments are related to the periodicity of issuing reports and changing it from quarterly to semi-annual**

<b>Item number to be modified</b>	<b>Item before modification</b>	<b>Item after modification</b>
1- Net asset value per each share (page 26)	The net asset value of the Fund will be determined on a quarterly basis by the Administrator. NAV will be announced to investors and may be used for indicative purposes only. NAV may not be used as basis for Units trading in the Market, as trading is subject to purchase and sale mechanics prescribed by the Market.	The net asset value of the Fund will be determined on a semi-annual basis by the Administrator. NAV will be announced to investors and may be used for indicative purposes only. NAV may not be used as basis for Units trading in the Market, as trading is subject to purchase and sale mechanics prescribed by the Market.
2- Administrator Fees (page 29)	(Unaudited) quarterly financial statements	(Unaudited) semi-annual financial statements
3- Auditor Fees (page 29)	Audit for the periods ending 31 March, 30 June and 30 September of each year.	Review for the periods ending 30 June of each year.
4- Disclosure by the Fund Manager of Related Parties' transactions (page 75)	The Chairman of the board of directors of the Fund Manager shall, disclose to the Authority in the biannual and quarterly reports, the status of all transactions executed with Related Parties, including in the notice sent in this regard the information on the relevant Related Parties and the details of the transaction which may be executed in contravention of this Prospectus.	The Chairman of the board of directors of the Fund Manager shall, disclose to the Authority in the annual and biannual reports, the status of all transactions executed with Related Parties, including in the notice sent in this regard the information on the relevant Related Parties and the details of the transaction which may be executed in contravention of this Prospectus.
5- Administrator Fees (page 103)	(Unaudited) quarterly financial statements	(Unaudited) semi-annual financial statements
6- Auditor (page 107)	Audit for the periods ending 31 March, 30 June and 30 September of each year.	Review for the periods ending 30 June of each year.
7- Net Asset Value per Unit (page 110)	Pursuant to the Regulations, the Fund Manager is responsible for determining the Net Asset Value. In carrying out this responsibility, the Fund Manager will utilise the services of the Fund's Administration Services Company. The Net Asset Value will be calculated and announced quarterly.	Pursuant to the Regulations, the Fund Manager is responsible for determining the Net Asset Value. In carrying out this responsibility, the Fund Manager will utilise the services of the Fund's Administration Services Company. The Net Asset Value will be calculated and announced semi-annually.

8- Administrator fees (page 157)	(Unaudited) quarterly financial statements	(Unaudited) semi-annual financial statements
9- Auditor Fees (page 157)	Audit for the periods ending 31 March, 30 June and 30 September of each year.	Review for the periods ending 30 June of each year.

Kind regards,

*Naser Nabulsi*

**Naser Al Nabulsi**  
 Al Mal Capital PSC – Fund Manager  
 Vice Chairman and Chief Executive Officer

