

Dubai Holding Announces Intention to Float Dubai Residential REIT on the Dubai Financial Market

Dubai, UAE - 5 May 2025

Dubai Holding, through its wholly owned subsidiary DHAM REIT Management LLC (the "Fund Manager"), today announces its intention to launch an initial public offering ("IPO" or the "Offering") for Dubai Residential REIT, a Shariah-compliant income-generating closed-ended real estate investment fund under establishment and one of the largest owners and operators of residential real estate in Dubai (the "REIT"), to list its units for trading (the "Units") on the Dubai Financial Market ("DFM").

Dubai Residential REIT's portfolio shall be managed by the Fund Manager pursuant to a fund management agreement between Dubai Residential REIT and the Fund Manager, leveraging its expertise to ensure optimised asset performance and stable returns. The Fund Manager's role includes, but is not limited to, managing and operating the REIT's residential assets leasing business, monitoring the financial status, key performance indicators and progress of Dubai Residential REIT's business and portfolio investments (including procuring semi-annual valuation reports), preparing the REIT's financial reports for publication and appointing and managing service providers for functions including, but not limited to, facility management and property management.

The REIT benefits from the broader residential ecosystem curated by Dubai Holding, a global investment leader with one of the largest land banks in the Emirate of Dubai.

SUMMARY OF THE OFFERING

- DHAM Investments LLC (the "**Selling Unitholder**"), a subsidiary of Dubai Holding, is currently the sole unitholder of Dubai Residential REIT and is offering 1,625,000,000 (one billion six hundred and twenty-five million) Units in the Offering.
- The Offering subscription period is expected to run from 13 May 2025 to 20 May 2025 (both days included).
- Admission of Units to trading on the DFM ("**Admission**") is anticipated on or around 28 May 2025
- The Fund Manager reserves the right to amend the size of the Offering at any time prior to the end of the subscription period in its sole discretion, subject to the applicable laws of the UAE and the approval of the SCA.
- The Shariah Supervision Committee of Dubai Residential REIT has issued a fatwa confirming that, in its view, both the REIT and the Offering are compliant with Shariah principles. The Internal Shariah Supervision Committee of Emirates NBD Bank PJSC has issued a fatwa confirming that, in its view, the Offering is compliant with Shariah principles.

SUMMARY OF DIVIDEND POLICY

- Subject to the REIT Board's approval and other provisions of the UAE prospectus (the "**Prospectus**") published today concurrently with this press release, Dubai Residential REIT intends to adopt a semi-annual dividend distribution policy, making payments in April and September of each year, starting from September 2025.



- The REIT expects that the sum of its first two dividend payments, expected to be made in September 2025 and April 2026, will be the higher of: (i) AED 1,100 million; and (ii) an amount equal to 80% of profit for the period before changes in fair value of investment property, in respect of its financial results for the year ending 31 December 2025, subject at all times to Board approval.
- In respect of the financial results for the year ending 31 December 2026 and thereafter, Dubai Residential REIT intends to distribute at least 80% of profit for the period before changes in fair value of investment property for each accounting period, subject to Board approval.

SUMMARY OF DUBAI RESIDENTIAL REIT'S INVESTMENT PROPOSITION

- Dubai Residential REIT is the GCC's first pure-play listed residential leasing-focused REIT and, at the time of listing, is also expected to be the GCC's largest listed REIT, with a gross asset value ("GAV") of AED 21.63 billion, almost double the combined GAV of the five largest REITs in the region.
- The REIT manages 35,700 residential units strategically positioned in key catchment areas across Dubai, making it one of the largest residential real estate owners and operators in Dubai and the benchmark for residential real estate in the Emirate.
- Dubai Residential REIT includes a diversified portfolio spread across multiple locations, property types and price segments (comprising Premium, Community, Affordable and Corporate Housing) through a range of multi-family and single-family offerings that cater to the broad and growing residential needs of Dubai residents across varying income levels.
- The REIT generates stable and resilient operating margins and cash flows underpinned by its well-balanced tenant mix, comprising 43% corporate tenants and 57% individual tenants by units for the year ended 31 December 2024.
- The REIT's properties are actively managed by experienced teams with a long-standing track record focused on actively engaging tenants, enhancing the value proposition of managed communities, increasing cash flow and reducing risks.
- The robust economic performance of the Emirate of Dubai is strongly supported and driven by the UAE's superior macroeconomic fundamentals and underpinned by positive structural shifts in the rental market.
- As part of the Dubai Holding ecosystem, the REIT benefits from Dubai Holding Group's broad capabilities within the real estate sector, including development, asset management, facilities management and community management, making it well-positioned to achieve sustainable growth and deliver attractive returns to investors.

KEY FINANCIAL AND OPERATING HIGHLIGHTS:

Operating Highlights	FY 2022	FY 2023	FY 2024
Number of residential units	35,344	35,483	35,700
Average number of available residential units	34,941	35,328	35,134
Average occupancy rate	93%	95%	97%
Retention rate	82%	80%	87%
Average revenue per leased unit (AED)	42,620	46,758	50,315
Gross leasable area (thousands of sq. ft.)	35,138	35,340	35,682
Average revenue per leased GLA (AED per sq. ft.)	44.9	49.2	52.9

Definition(s): Number of residential units is defined as the period end total residential units in that particular period; Average number of available residential units is defined as the monthly average of total units available for leasing, excluding units that are undergoing refurbishment in that particular period. In this instance, this figure only accounts for residential units; Average occupancy rate is defined as the monthly average of teased units during the period divided by the monthly average of available units during the period; Retention rate is defined as percentage of total tenants that renew their leases during the period; Average revenue per leased unit is defined as annual revenue divided by average leased units during the period; Gross leasable area is defined as the area associated with total units (including units being refurbished); Average revenue per leased GLA is defined as annual revenue divided by the area associated with leased units.



Pro Forma P&L Highlights	FY 2022 AED m (except percentages)	FY 2023 AED m (except percentages)	FY 2024 AED m (except percentages)
Revenue	1,456	1,647	1,793
Pro Forma Adjusted EBITDA (Pre-Management Fee)	956	1,157	1,303
Pro Forma Adjusted EBITDA (Pre-Management Fee) Margin	65.7%	70.2%	72.7%
Pro Forma Adjusted EBITDA (Post-Management Fee)	865	1,051	1,182
Pro Forma Adjusted EBITDA (Post-Management Fee) Margin	59.5%	63.8%	65.9%
Pro Forma operating profit	861	1,047	1,178
Pro Forma profit for the year	2,635	3,374	2,640

Definition(s): Pro Forma Adjusted EBITDA (post-Management Fee): Pro forma profit for the period after tax plus income tax expense, finance costs – net, and depreciation and amortisation, before gain on fair value of investment property; Pro Forma Adjusted EBITDA (post-Management Fee) Margin: Pro Forma Adjusted EBITDA (post-Management Fee) divided by revenue, expressed as a percentage; Pro Forma Adjusted EBITDA (pre-Management Fee) Pro Forma Adjusted EBITDA (pre-Management Fee) Margin: Pro Forma Adjust

Pro Forma Cash Flow Highlights	FY 2022	FY 2023	FY 2024
	AED m (except	AED m (except	AED m (except
	percentages)	percentages)	percentages)
Pro Forma FFO	815	951	1,094
Pro Forma Recurring FFO	652	792	973
Pro Forma Adjusted Free Cash Flow	703	892	1,061
Pro Forma Adjusted Free Cash Flow Conversion	81.2%	84.9%	89.8%

Definition(s): Pro Forma FFO: Pro forma profit for the period before tax and change in fair value of investment property; Pro Forma Recurring FFO: Pro forma profit for the period before tax and change in fair value of investment property minus Maintenance Capital Expenditure (Additions to investment property); Pro Forma Adjusted Free Cash Flow: Pro Forma Adjusted EBITDA (post-Management Fee) minus Maintenance Capital Expenditure; Pro Forma Adjusted Free Cash Flow Conversion: Pro Forma Adjusted Free Cash Flow divided by Pro Forma Adjusted EBITDA (post-Management Fee), expressed as a percentage.

Carve-out Balance Sheet Highlights	FY 2022	FY 2023	FY 2024
	AED m	AED m	AED m
Total Assets	24,777	26,528	23,734
Total Equity	17,946	18,965	18,324
Total Liabilities	6,830	7,564	5,410
Gross Asset Value (GAV) (AED)	17,068	19,679	21,633

Definition(s): Gross Asset Value (GAV): The market value of Dubai Residential LLC's investment property, as determined by JLL Valuation LLC.



PORTFOLIO HIGHLIGHTS

Segments	Premium	Community	Affordable	Corporate Housing	Other	Total Portfolio
Overview	Premium developments in prime areas and lifestyle destinations, offering superior amenities and attractions	Family-friendly gated communities with specialised local retail centres and leisure/fitness facilities	Cost-effective housing, providing value and accessibility	Purpose-built properties for corporate and industrial staff	Retail spaces within the residential properties	DUBAL RESIDENTIAL REIT
Number of Communities (Dec-24)	3	14	2	2	//	21
Total Number of Units (Dec-24)	746	13,649	16,256	5,049	1,731	37,431
Total GLA (sq. ft.) (Dec-24, 000s)	2,138	17,592	13,931	865	1,155	35,682
Communities	Bluewaters Residences City Walk Residences Nad Al Sheba Villas	 Garden View Villas Garden Apartments The Gardens Bayti Remraam Layan Meydan Residence 1 Meydan Heights Dubai Wharf Manazel Al Khor Ghoroob Square Ghorood Shorooq Badrah 	1. Al Khail Gate 2. International City	1. Nuzul 2. Al Quoz		

Commenting on the launch of the Dubai Residential REIT IPO process, **Amit Kaushal, Group Chief Executive Officer of Dubai Holding**, said:

"As one of the cornerstones of Dubai Holding, Dubai Holding Asset Management's residential leasing portfolio, Dubai Residential, has consistently delivered high-quality communities that meet the evolving needs of Dubai's diverse population. The integration of Nakheel and Meydan's residential portfolios under Dubai Holding last year was a significant milestone in Dubai Residential's journey that enhanced its status as one of the region's largest residential leasing platforms. This IPO presents investors with a unique opportunity to participate in this success story while benefiting from the wider capabilities and opportunities within the broader Dubai Holding ecosystem.

As we prepare for the listing, we look forward to working alongside our Dubai Residential REIT stakeholders to further enhance our offerings and continue driving the growth of Dubai as a leading global hub for living and investment."



Malek Al Malek, Group Chief Executive Officer of Dubai Holding Asset Management and Chairman of the Investment Committee of DHAM REIT Management LLC, commented on the announcement:

"Our residential leasing journey spans from some of the earliest purpose-built developments over 20 years ago to an exceptional portfolio of properties today that reflect Dubai's ongoing growth and development. This rich legacy, combined with a relentless commitment to quality, has solidified our role as a creator of diversified, connected communities, enabling us to capture the significant opportunities emerging from Dubai's property market.

The decision to launch the IPO of Dubai Residential REIT marks a natural evolution in our story, offering investors a unique opportunity to participate in the GCC's largest and first pure-play listed residential leasing-focused REIT. With a diversified portfolio valued at over AED 21 billion, this milestone enables us to expand our impact, deliver sustainable unitholder returns, and continue shaping the future of urban living in Dubai.

The launch of Dubai Residential REIT, featuring a portfolio comprising 35,700 residential units and serving more than 140,000 residents across 21 vibrant communities, marks a significant expansion of our investment offerings. This Offering paves the way for a broader segment of investors to participate in Dubai's dynamic real estate growth story."

Ahmed Al Suwaidi, Managing Director of DHAM REIT Management LLC, said:

"The Dubai Residential REIT provides investors with a straightforward and economical path to invest in premier, income-generating residential real estate assets across the city, without the complexities of direct property ownership and management. This opportunity is designed to yield regular dividends and offers the potential for capital growth, portfolio diversification, inflation hedging and the assurance of a Shariah-compliant investment framework.

Our diverse communities, carefully managed and strategically located across Dubai, enjoy high demand and solid retention, reinforced by the superior amenities and tailored living experiences that we curate. This strategic positioning across major residential hubs minimises exposure to any single location or tenant type, thereby enhancing resilience and maintaining stable occupancy rates. As we look to the future, we remain focused on enhancing all elements of our portfolio as well as launching new developments in the medium and long term."

DETAILS OF THE OFFERING

The Offering will include 1,625,000,000 Units (the "Offer Units"), representing 12.5% of Dubai Residential REIT's issued unit capital. The Offering consists of two tranches: the UAE Retail Offer (First Tranche), which targets retail investors and eligible entities holding a National Investor Number (NIN) with the DFM; and the Institutional Offering (Second Tranche), which is directed at qualified institutional investors outside the United States under Regulation S, subject to applicable UAE laws and SCA approval.

The First Tranche is allocated 10% of the Offer Units, representing 162,500,000 (one hundred sixty two million and five hundred thousand) Units. Each successful Subscriber in the First Tranche will be guaranteed a minimum allocation of 2,000 units, provided that the total number of units issued under the minimum guaranteed allocation does not exceed the Tranche size and remains within the limits and conditions set out in the Prospectus.

The Second Tranche is allocated 90% of the Offer Units, amounting to 1,462,500,000 (one billion four hundred sixty two million and five hundred thousand) Units, which is restricted to



"Professional Investors" (as defined in the SCA Board of Directors' Chairman Decision No.13/R.M of 2021 (as amended from time to time)).

The sole unitholder, DHAM Investments LLC, will retain 87.5% of Dubai Residential REIT's issued unit capital following the Offering, assuming all Units being offered are sold and no changes are made to the Offering size.

The price of the Units being offered will be determined through a book-building process conducted in consultation with the Joint Global Coordinators, the Fund Manager and the Selling Unitholder.

The Units are expected to be listed on the DFM under the symbol "RESI", with trading anticipated to commence on or around 28 May 2025.

The Offering is being conducted, among other reasons, to allow the Selling Unitholder to sell part of its unitholding, while providing trading liquidity in the Units and raising Dubai Residential REIT's profile with the international investment community. The Selling Unitholder will receive all net proceeds from the Offering and no transaction costs will be borne by Dubai Residential REIT.

Citigroup Global Markets Limited ("Citi"), Emirates NBD Capital PSC ("Emirates NBD Capital"), and Morgan Stanley & Co. International plc ("Morgan Stanley") are acting as the joint global coordinators and joint bookrunners (together, the "Joint Global Coordinators") with Abu Dhabi Commercial Bank PJSC ("ADCB"), Arqaam Capital Limited ("Arqaam Capital") acting in conjunction with Arqaam Securities LLC, and First Abu Dhabi Bank PJSC ("FAB") acting as joint bookrunners (together with the Joint Global Coordinators, the "Banks") for the Offering. Emirates NBD Bank PJSC has been appointed as the lead receiving bank.

In connection with the Offering, the Selling Unitholder will allocate the proceeds from the sale of up to 243,750,000 of the Offer Units to xCube LLC, a duly authorised price stabilisation manager by the DFM that has been appointed by the Fund Manager to act as a price stabilisation manager, which may be used, to the extent permitted by applicable law, including the DFM Trading Rules, for stabilisation purposes, to effect stabilising transactions on the DFM. None of the Banks or their respective directors, officers, employees, agents or affiliates, including their personnel, will have any direct or indirect involvement in, or responsibility or liability for, nor will participate in or derive any direct or indirect benefit from, the stabilising transactions envisaged hereby, and stabilisation will be carried out exclusively by xCube LLC.

Pursuant to an underwriting agreement to be entered into between Dubai Residential REIT, the Selling Unitholder, the Fund Manager and the Banks (the "**Underwriting Agreement**"), the Selling Unitholder will be subject to a lock-up (in connection with the Units) from the date of the Underwriting Agreement up to 180 days after Admission, subject to certain customary carveouts and consent by the Joint Global Coordinators. Dubai Residential REIT will also be subject to a lock-up for the same duration.

The details of the Offering will be included in the Prospectus and public subscription announcement (the "Public Announcement"), and in an English-language international offering memorandum (the "International Offering Memorandum"). The Prospectus and the Public Announcement were published today, and the International Offering Memorandum is expected to be published on Tuesday, 13 May 2025. The Prospectus, Public Announcement and the International Offering Memorandum will be available at http://ipo.dubairesidential.ae/.



Investors can subscribe to the Offering during the period from 13 May 2025 to 20 May 2025, with the final Offer Price announcement on 21 May 2025 and trading commencing on or around 28 May 2025.

Additional details can be found in the Prospectus and the "Risk Factors" section therein.

IPO TIMELINE

Price Range & Start of Book Building: 13 May 2025

Close of Book Building: 20 May 2025

Final Offer Price Announcement: 21 May 2025

• Allocation of Units: 26 May 2025

Refunds: 26 May 2025

First Day of Trading: 28 May 2025

OVERVIEW OF DUBAI RESIDENTIAL REIT

Dubai Residential LLC (formerly Dubai Asset Management LLC) is owned by Dubai Residential REIT and is a leading name in Dubai's residential leasing market, managing one of the city's largest and most diversified portfolios. As an institutional landlord, it sets the benchmark for the city's residential real estate market, operating one of the largest owned and operated residential portfolios in the UAE that is managed to ensure reliability, efficiency, and high-quality services for its tenants. This professional approach enhances resident retention and drives strong demand, reflecting its commitment to providing quality homes that meet the diverse needs of Dubai's residents. With carefully curated communities, Dubai Residential LLC reinforces the city's standing as one of the world's most liveable destinations.

Dubai Residential REIT is expected to be the largest listed REIT in the GCC at the time of listing, with an expansive portfolio of 21 residential communities catering to various demographic segments. It is also the first pure-play listed residential leasing-focused REIT in the GCC, offering a unique focus on the residential market. Benefiting from Dubai Holding's broader ecosystem, the REIT's GAV exceeds AED 21 billion - surpassing the combined GAV of the next five largest listed REITs in the region.

This strategic positioning across major residential hubs minimises exposure to any single location or tenant type, thereby enhancing resilience and maintaining stable occupancy rates. The REIT's diverse offerings include the 'Premium' segment, which features upscale properties in prime locations such as Bluewaters, City Walk and Nad Al Sheba Villas, known for their vibrant lifestyle destinations and superior amenities. The 'Community' segment targets mid to high-income families with amenities-rich, gated communities like Shorooq and Layan. Meanwhile, the 'Affordable' option offers cost-effective housing in areas like Al Khail Gate and International City, catering to more budget-conscious residents. Additionally, the 'Corporate Housing' segment provides purpose-built accommodations designed to meet the needs of corporate and industrial staff. Collectively, these segments reflect the comprehensive scope of Dubai Residential REIT's offerings, meeting the diverse needs of Dubai's growing population and solidifying its role as a cornerstone of residential leasing real estate in the city.

This diverse mix not only reflects the REIT's ability to meet the city's growing housing demand but also cements its role as a leader in shaping the residential leasing landscape in the UAE.

INVESTMENT HIGHLIGHTS

Dubai Residential REIT offers a compelling investment opportunity through its scale, financial resilience, and strategic positioning. Key highlights include:



• Superior UAE macro fundamentals driving continued economic outperformance

The UAE experienced a strong and superior economic performance, along with Dubai's positive population growth in recent years, both of which have positively influenced the residential real estate market. With UAE GDP growth outpacing other GCC nations and Western Europe, and Dubai's population increasing at 2.7% annually from 2018 to 2023, the emirate is positioned for sustained expansion. Strategic initiatives such as the Dubai 2040 Urban Master Plan and Dubai Economic Agenda D33 aim to double the economy by 2033, creating enhanced living environments. Coupled with innovative visa programs like the Golden Visa and supportive social reforms, Dubai continues to attract global talent and investors, reinforcing its status as a premier destination to live, work, and invest.

Positive residential leasing market dynamics with ongoing structural shifts

The REIDIN Residential Index for Dubai saw significant growth from Q1 2021 to the end of Q4 2024, rising by 17% annually. This increase was driven by rental rate growth across both apartments and villas, which each grew annually by 17%. The increase in rental demand has been driven by sustained economic and employment growth, rising household incomes, population expansion, and increased housing demand due to long-term visa and residency programs. This upward population trend is expected to support occupancy rates, which are projected to remain stable at 80–90% through 2030, even with the addition of over 200,000 new housing units. Moreover, over 60% of lease transactions come from renewals—supported by capped annual rent increases under RERA regulations, making them more attractive than new leases. Given these dynamics, Dubai Residential REIT is expected to continue to maintain high occupancy rates and reserve the flexibility to increase rents, given relatively inelastic demand.

Benchmark for the Dubai residential real estate and a high-quality diversified platform

Dubai Residential REIT is expected to be the GCC's first pure-play listed residential leasing-focused REIT as well as the largest REIT in the GCC at the time of listing, with 35,700 residential units under management and a GAV of AED 21.63 billion, almost double the combined GAV of the five largest REITs in the region. Accounting for approximately 6% of Dubai's rental transactions and 3% of total rental value as of the end of December 2024, it showcases the REIT's extensive reach and breadth of scale, positioning it as the benchmark for Dubai's residential real estate market. Moreover, Dubai Residential REIT's diversified portfolio—spanning various locations, property types, and segments such as Premium, Community, Affordable, and Corporate Housing—combined with a well-balanced tenant mix of 57% individual tenants (primarily families) and 43% corporates, ensures stable cash flows and consistent operating margins.

Active asset management driving stable and resilient operating performance

The REIT's seasoned team ensures stable and resilient operations through active asset management, focusing on value creation, maximising cash flows, tenant engagement and risk mitigation. This approach is reflected in the track record of the team, having increased average occupancy from 93% in 2022 to 97% by December 2024. During the same period, new lease rates rose annually by 19% (Premium), 14% (Community), and 12% (Affordable), while maintaining an impressive average retention rate of 83%.

Robust cash generation and attractive intended dividend policy

Dubai Residential REIT has demonstrated strong cash generation, driven by topline growth, improving margins, and high cash flow conversion. Its real estate portfolio continues to generate strong free cash flow after capital expenditure, benefiting from the recent



completion of major investment programs. With a prudent capital structure and conservative leverage policy, the REIT maintains strategic flexibility and cost optimisation across market cycles. These factors are expected to deliver attractive investor returns, with a targeted dividend payout ratio of at least 80% of profit before changes in the fair value of investment property.

• Tangible organic growth with sizeable inorganic upside potential

Dubai Residential REIT is pursuing a growth strategy that combines tangible organic growth with a strong potential for inorganic expansion. Organic growth is expected to be driven by rental rate increases, portfolio efficiencies and market trends, while inorganic initiatives focus on acquiring new properties and leveraging preferential access to built-to-lease residential real estate opportunities within the DHAM Group through right(s) of first offer (ROFO).

• Strategic alignment with one of Dubai's leading investors, developers and asset managers

Dubai Residential REIT's competitive position is further strengthened by its strategic alignment with Dubai Holding, Dubai's leading investor, real estate developer and asset manager. As part of its ecosystem, the REIT benefits from Dubai Holding's broad capabilities within the real estate sector, including development, asset management, facilities management and community management. Dubai Residential REIT will also benefit from the Fund Manager's experienced management team from DHAM, which has a proven track record developing, financing, managing and operating institutional-grade built-to-lease residential assets in Dubai's key large-scale master plans.

For more information about the Offering, please visit: http://ipo.dubairesidential.ae/

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About Dubai Residential

Dubai Residential stands at the forefront of Dubai's residential leasing sector, managing one of the city's most diverse portfolios as part of Dubai Holding Asset Management. From the premium residences at Bluewaters and City Walk to the family-focused communities of The Gardens, Garden View Villas, Remraam, Layan, Ghoroob, Shorooq, and Nad Al Sheba Villas, its 21 vibrant, fully integrated communities comprising over 35,000 homes cater to the unique lifestyle and preferences of more than 140,000 residents. Dubai Residential is committed to innovative urban development, enhancing the city's appeal while contributing to its long-term growth vision.

To learn more about its portfolio, visit: https://dubairesidential.ae/



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This announcement does not constitute a recommendation concerning the Offering or form part of any offer or invitation to sell or issue, or any solicitation of any offer to purchase or subscribe for any units or any other securities nor shall it (or any part of it) or the fact of its distribution, form the basis of, or be relied on in connection with or act as an inducement to enter into, any contract or commitment whatsoever. The price and value of units and any income from them can go down as well as up and, in the worst case, you could lose your entire investment. Past performance is not a guide to future performance. Information in this announcement cannot be relied upon as a guide to future performance. Before purchasing any units in Dubai Residential REIT, persons viewing this announcement should ensure that they fully understand and accept the risks which will be set out in the Prospectus and the International Offering Memorandum prepared for the Offering, when published. There is no guarantee that the Offering will take place and potential investors should not base their financial or investment decisions on the intentions of Dubai Residential REIT or any other person in relation to the Offering at this stage. Potential investors should consult a professional adviser as to the suitability of the Offering for the person(s) concerned. The Offering and the distribution of this announcement and other information in connection with the Offering in certain jurisdictions may be restricted by law and persons into whose possession this announcement, any document or other information referred to herein comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities law of any such jurisdiction. In particular, these materials are not for distribution, directly or indirectly, in or into the United States (including its territories and possessions, any State of the United States and the District of Columbia), Australia, Canada, South Africa or Japan or in any jurisdiction to whom or in which such is unlawful. These materials do not constitute or form a part of any offer or solicitation to purchase or subscribe for, or otherwise invest in, securities in the United States, Australia, Canada, South Africa or Japan. The securities mentioned herein have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "Securities Act") or under the applicable securities laws of the United States of America, Australia, Canada, South Africa or Japan. Subject to certain exceptions, the securities referred to herein may not be offered or sold in United States, Australia, Canada, South Africa or Japan



or to, or for the account or benefit of, any national, resident or citizen of United States, Australia, Canada, South Africa or Japan.

The securities may not be offered or sold in the United States except pursuant to an exemption from or in a transaction not subject to the registration requirements of the Securities Act. The securities are being offered and sold outside the United States in reliance of Regulation S. The offer and sale of the securities referred to herein has not been and will not be registered under the Securities Act. There will be no public offer of securities in the United States or any jurisdiction other than the UAE. Copies of this announcement are not being, and should not be, distributed in or sent into the United States of America, Australia, Canada, South Africa or Japan.

In the United Kingdom, this announcement is directed only at persons (i) who are both (a) "qualified investors" ("UK Qualified Investors") (as defined under assimilated Regulation (EU) 2017/1129 as it forms part of the law of the United Kingdom by virtue of the European Union (Withdrawal) Act 2018 (the "UK Prospectus Regulation")) and (b) "professional investors", being investors that are considered to be professional clients within the meaning of Article 2(18) of Regulation EU No 600/2014 as it forms part of UK domestic law under the European Union (Withdrawal) Act 2018, as amended ("UK Professional Investors"), and (ii) who also: (a) have professional experience in matters relating to investments falling within the definition of "investment professionals" in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "Order"); (b) are high net worth entities falling within Article 49(2)(a) to (d) of the Order; and/or (c) are other persons to whom an invitation or inducement to engage in investment activity (within the meaning of section 21 of the Financial Services and Markets Act 2000) in connection with the issue or sale of any securities may otherwise lawfully be communicated (all such persons who satisfy both (i) and (ii) being referred to as "Relevant Persons"). Solely for the purposes of the product governance requirements of Chapter 3 of the FCA Handbook Product Intervention and Product Governance Sourcebook (the "UK Product Governance Requirements"), and/or any equivalent requirements elsewhere to the extent determined to be applicable, and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the UK Product Governance Requirements and/or any equivalent requirements elsewhere to the extent determined to be applicable) may otherwise have with respect thereto, the securities to which this announcement relates have been subject to a product approval process, which has determined that such securities are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in Chapter 3 of the FCA Handbook Conduct of Business Sourcebook; and (ii) eligible for distribution through all permitted distribution channels (the "Target Market Assessment"). Notwithstanding the Target Market Assessment, "distributors" should note that: the price of the securities may decline and investors could lose all or part of their investment; the securities offer no guaranteed income and no capital protection; and an investment in the securities to be issued in the Offering is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to any contractual, legal or regulatory selling restrictions in relation to the Offering. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the Banks will only procure investors who meet the criteria of professional clients and eligible counterparties. For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of Chapters 9A or 10A respectively of the FCA Handbook Conduct of Business Sourcebook; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the securities.



Each distributor is responsible for undertaking its own target market assessment in respect of the securities and determining appropriate distribution channels.

This announcement is not addressed to or directed at persons in the European Economic Area ("**EEA**").

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