

AEW UK REIT PLC

RESPONSIBILITIES OF THE CHAIR OF THE BOARD

1. The Chair leads the Board and is responsible for its overall effectiveness in directing the Company.

The Chair should:

- 1.1. demonstrate objective judgement throughout their tenure;
 - 1.2. promote a culture of openness and debate;
 - 1.3. facilitate constructive board relations and the effective contribution of all non-executive Directors;
 - 1.4. ensure that Directors receive accurate, timely and clear information;
 - 1.5. in addition to formal general meetings, seek regular engagement with major shareholders in order to understand their views on governance and performance against the Company's investment objective and investment policy;
 - 1.6. ensure that the Board as a whole has a clear understanding of the views of shareholders;
 - 1.7. represent the Company to its stakeholders and consider ways of reaching out to increase the visibility of non-executive Directors with the workforce and gain insights into the culture and concerns at different levels of the business; and
 - 1.8. act on the results of the annual evaluation of the performance of the Board, its Committees and individual Directors by recognising the strengths and addressing any weaknesses of the Board.
2. The Chair of the Board should not chair Board meetings when the Board is dealing with the appointment of their successor.
 3. The Chair should be independent on appointment when assessed against the circumstances set out in Provision 13 of the AIC Code of Corporate Governance.
 4. The Chair may be a member of the Audit Committee if they were independent on appointment, but cannot be the chair of the Committee.