

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other appropriately qualified independent financial adviser, authorised under the Financial Services and Markets Act 2000 (as amended) (“FSMA”) if you are in the United Kingdom, or from another appropriately authorised independent financial adviser if you are in a territory outside of the United Kingdom.

If you have sold or otherwise transferred all of your ordinary shares in BMO Real Estate Investments Limited (the “**Company**”) you should pass this Circular (the “**Circular**”), together with the accompanying form of proxy or form of direction (as appropriate), to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

The Company is authorised as a closed-ended investment scheme by the Guernsey Financial Services Commission (the “**Commission**”) under Section 8 of the Protection of Investors (Bailiwick of Guernsey) Law, 1987 as amended and the Authorised Closed-Ended Investment Schemes Rules 2008 made thereunder. The Commission has not reviewed this Circular and takes no responsibility for the correctness of any statements made or opinions expressed with regard to the Company.

BMO REAL ESTATE INVESTMENTS LIMITED

(Incorporated with limited liability in Guernsey with registered number 41870)

Recommended proposal for the amendment to the Company’s investment policy and Notice of General Meeting

Your attention is drawn to the letter from the Chairman of the Company which is set out in Part 1 of this Circular. The letter contains the recommendation that you vote in favour of the Resolution to be proposed at the General Meeting referred to below.

Notice of the extraordinary general meeting of the Company to be held at 10.00 a.m. on 9 September 2021 at the offices of BMO Global Asset Management, Quatermile 4, 7a Nightingale Way, Edinburgh EH3 9EG (the “**General Meeting**”) is set out at the end of this Circular. To be valid, the form of proxy accompanying this Circular must be completed and returned, in accordance with the instructions thereon, so as to be received by the Company’s registrars, Computershare Investor Services (Guernsey) Limited (the “**Registrars**”), c/o The Pavilions, Bridgwater Road, Bristol BS99 6ZY as soon as possible, but in any event not later than 10.00 a.m. on 7 September 2021.

There are special arrangements for persons holding shares through a BMO Investment Individual Savings Account, BMO General Investment Account, BMO Lifetime Individual Savings Account, BMO Junior Individual Savings Account, BMO Junior Investment Account, or BMO Child Trust Fund. These are explained in the form of direction which such holders will receive with this document. To be valid, this form of direction must be completed and returned, in accordance with the instructions thereon, to the Registrars’ address listed immediately above as soon as possible, but in any event not later than 10.00 a.m. on 2 September 2021. Holders of shares through these accounts should not complete a form of proxy.

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EXPECTED TIMETABLE

Publication of the Circular	6 August 2021
Latest time and date for receipt of forms of proxy	10.00 a.m. on 7 September 2021
Latest time and date for receipt of forms of direction	10.00 a.m. on 2 September 2021
General Meeting	10.00 a.m. on 9 September 2021

PART 1

LETTER FROM THE CHAIRMAN

BMO REAL ESTATE INVESTMENTS LIMITED

(Incorporated with limited liability in Guernsey with registered number 41870)

Directors

Vikram Lall (*Chairman*)
Mark Carpenter
David Ross
Alexa Henderson
Rebecca Gates

Registered Office

PO Box 255
Trafalgar Court
Les Banques
St Peter Port
Guernsey
GY1 3QL

6 August 2021

Dear Shareholder

Introduction and background to the Proposal

The Board, together with the Company's investment manager, has recently undertaken a review of the Company's investment policy in the light of the current trends and outlook of the UK's commercial property market, the recent growth in value that has been experienced in the Company's industrial, logistics and distribution ('industrial') portfolio and the strategy of selling some of the assets in the retail portfolio to reduce exposure to this sector.

As a result of such growth, the Company may risk exceeding the maximum weighting limit of 50 per cent. to industrial property in the Company's existing investment policy which is set out in Part 2 of this Circular and the Board believes that further investment in this sector may be in the interests of the Company. The Board is therefore of the view that these maximum weighting limits have become unduly restrictive and is proposing that they are removed from the Company's investment policy in order to ensure flexibility in managing the existing portfolio and to facilitate appropriate decision making in the future (the "**Proposal**").

Change of investment policy

The full text of the proposed investment policy is set out in Part 2 of this Circular. The proposed investment policy does not significantly alter the strategy of the Company. If shareholders vote in favour of the Proposal, the Company will retain a diversified portfolio and continue to invest in the three main UK commercial real estate sectors of office, industrial and retail (including retail warehouses) and it will also have additional flexibility to invest in other sectors including, but not limited to, residential, leisure, healthcare, student accommodation, car parks and petrol stations, hotels and serviced apartments, education, supported living, storage, communications and supermarkets.

The Board and the investment manager believe that this additional flexibility is appropriate for the Company in the light of the existing portfolio weightings, relative prospects for the investable subsectors, the evolution that has been experienced in the marketplace of which alternative assets are now a more significant constituent and the opportunities that are evident in the market.

General Meeting

The Proposal is subject to Shareholder approval. A notice convening the General Meeting, which is to be held at 10.00 a.m. on 9 September 2021 at the offices of BMO Global Asset Management, Quartermile 4, 7a Nightingale Way, Edinburgh EH3 9EG is set out at the end of this Circular. At the General Meeting, an ordinary resolution will be proposed in respect of the new investment policy on the terms set out in this Circular.

Given the risks posed by the spread of COVID-19 and in accordance with the provisions of the Company's articles of incorporation (the "**Articles**") and current Government guidance, the Directors

believe that imposing entry restrictions on attendance at the General Meeting continues to be necessary in order to ensure the health, wellbeing and safety of the Company's Shareholders and officers as well as ensuring compliance with the venue's security requirements. The Board will make arrangements to ensure that the quorum requirement under the Articles is met. Shareholders may and are strongly encouraged to participate in the business of the General Meeting by exercising their votes in advance of the General Meeting by completing and returning the enclosed form of proxy or, if applicable, the enclosed form of direction.

In order to be passed, the ordinary resolution to approve the new investment policy will require the approval of Shareholders representing at least 50 per cent. of the votes cast at the meeting. At the General Meeting, in light of the attendance restrictions as a result of the latest COVID-19 guidance, voting will be conducted by way of a poll. Each Shareholder present in person, forming the quorum, and by proxy shall have one vote for each share of which he/she is a holder.

Action to be taken

You are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon so as to be received by the Registrars as soon as possible but in any event by no later than 10.00 a.m. on 7 September 2021. The completion and return of the form of proxy will ensure your vote is registered despite the need for attendance to be restricted at the General Meeting. The Board also invites Shareholders to provide comments and questions on the Proposal to the Company Secretary at BREICoSec@bmogam.com by 31 August 2021.

However, if you hold your shares through a BMO Investment Individual Savings Account, BMO General Investment Account, BMO Lifetime Individual Savings Account, BMO Junior Individual Savings Account, BMO Junior Investment Account, or BMO Child Trust Fund, you are instead requested to complete and return the accompanying form of direction in accordance with the instructions printed thereon so as to be received by the Registrars as soon as possible but in any event by no later than 10.00 a.m. on 2 September 2021.

Recommendation

The Board considers that the Proposal and the resolution to be proposed at the General Meeting are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board unanimously recommends that Shareholders vote in favour of the resolution to be proposed at the General Meeting.

The Board intends to vote in favour, or procure votes in favour, of the resolution at the General Meeting in respect of the Directors' own beneficial holdings of shares, which in aggregate amount to 294,340 shares (representing approximately 0.12 per cent. of the issued share capital of the Company as at the date of the Circular).

Yours faithfully

Vikram Lall

Chairman

PART 2

PROPOSED NEW INVESTMENT POLICY

The full text of the Company's current investment policy and proposed new investment policy are set out below.

Current investment policy

Investment policy

The Group holds a diversified portfolio of freehold and predominantly long leasehold (over 60 years remaining at the time of acquisition) UK commercial properties. It invests principally in three commercial property sectors: office, retail (including retail warehouses) and industrial.

The Group invests in income producing investments. Investment decisions are based on analysis of, amongst other things, prospects for future income and capital growth, sector and geographic prospects, tenant covenant strength, lease length, initial and equivalent yields and the potential for development or redevelopment of the property. The Group will not invest in other investment companies or funds.

Investment risks are spread through investing in a range of geographical areas and sectors, and through letting properties, where possible, to low risk tenants. The Group has not set any maximum geographic exposures, but the maximum weightings in the principal property sectors (stated as a percentage of total assets) are office: 60 per cent, retail: 60 per cent. and industrial: 50 per cent. No single property may exceed 15 per cent of total assets* and the five largest properties may not exceed 45 per cent of total assets.* Income receivable from any one tenant, or tenants within the same group, in any one financial year shall not exceed 20 per cent of the total rental income of the Group in that financial year. At least 90 per cent by value of properties held shall be in the form of freehold, feuhold or long leasehold (over 60 years remaining at the time of acquisition) properties or the equivalent.

The Group uses gearing to enhance returns over the long term. Gearing, represented by borrowings as a percentage of investment properties, may not exceed 60 per cent. However, it is the Board's present intention that borrowings will be limited to a maximum of 40 per cent of total assets at the time of borrowing.

**applicable only on acquisition or disposal of a property. Does not apply to lettings to the Government of the United Kingdom.*

Amended investment policy

Investment policy

The Group holds a diversified portfolio of freehold and predominantly long leasehold (over 60 years remaining at the time of acquisition) UK commercial properties. It invests principally in three commercial property sectors: office, retail (including retail warehouses) and industrial although the Group may also invest in other commercial property sectors including (but not limited to) Healthcare, Leisure, Hotels and serviced apartments, Education, Car parks and petrol stations, Residential, Supported living, Student accommodation, Storage, and Supermarkets.

The Group invests in income producing investments. Investment decisions are based on analysis of, amongst other things, prospects for future income and capital growth, sector and geographic prospects, tenant covenant strength, lease length, initial and equivalent yields and the potential for development or redevelopment of the property. The Group will not invest in other investment companies or funds.

Investment risks are spread through investing in a range of geographical areas and sectors, and through letting properties, where possible, to low risk tenants. The Group has not set any maximum geographic exposures, but no single property may exceed 15 per cent of total assets* and the five largest properties may not exceed 45 per cent of total assets.* Income receivable from any one tenant, or tenants within the same group, in any one financial year shall not exceed 20 per cent of the total rental income of the Group in that financial year. At least 90 per cent by value of properties held shall be in the form of freehold, feuhold or long leasehold (over 60 years remaining at the time of acquisition) properties or the equivalent.

The Group uses gearing to enhance returns over the long term. Gearing, represented by borrowings as a percentage of investment properties, may not exceed 60 per cent. However, it is the Board's present intention that borrowings will be limited to a maximum of 40 per cent of total assets at the time of borrowing.

**applicable only on acquisition or disposal of a property. Does not apply to lettings to the Government of the United Kingdom.*

NOTICE OF GENERAL MEETING

BMO REAL ESTATE INVESTMENTS LIMITED

(Incorporated with limited liability in Guernsey with registered number 41870)

Notice is hereby given that a general meeting of BMO Real Estate Investments Limited (the "**Company**") will be held at 10.00 a.m. on 9 September 2021 at the offices of BMO Global Asset Management, Quatermile 4, 7a Nightingale Way, Edinburgh EH3 9EG to consider and, if thought fit, pass the following resolution, which will be proposed as an ordinary resolution.

ORDINARY RESOLUTION

1. That the proposed investment policy set out in Part 2 of the circular to Shareholders of the Company dated 6 August 2021, a copy of which has been produced to the meeting and signed by the Chairman for the purpose of identification, be and is hereby adopted as the investment policy of the Company to the exclusion of all previous investment policies of the Company.

By order of the Board

Northern Trust International Fund Administration
Services (Guernsey) Limited
Company Secretary

Registered Office:

PO Box 255
Trafalgar Cour
Les Banques
St Peter Port
Guernsey
GY1 3QL

Dated: 6 August 2021

Notes:

1. Given the risks posed by the spread of COVID-19 and in accordance with the Company's articles of incorporation, the Corporate Insolvency and Governance Act 2020 and Government guidance, the Company is not expecting Shareholders to attend the General Meeting and will impose entry restrictions on attendance at the meeting in order to ensure the health, wellbeing and safety of the Company's Shareholders and officers as well as compliance with the venue's security requirements. Shareholders are therefore strongly encouraged to register their votes in advance by submitting their proxy forms or forms of direction to the Company's Registrar in accordance with the procedure set out in these notes.
2. A member is entitled to appoint one or more proxies to attend, speak and vote instead of him or her. More than one proxy may be appointed provided each proxy is appointed to exercise the rights attached to different shares. A proxy need not be a member of the Company. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form. As there will be entry restrictions on attendance at the General Meeting, we strongly recommend that only the Chairman is appointed as proxy.
3. A form of proxy is enclosed for use at the General Meeting. The form of proxy should be completed and sent, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, so as to reach the Company's Registrar, Computershare Investor Services (Guernsey) Limited, c/o The Pavilions, Bridgwater Road, Bristol BS99 6ZY not later than 10.00 a.m. on 7 September 2021.
4. There are special arrangements for persons holding shares through a BMO Investment Individual Savings Account, BMO General Investment Account, BMO Lifetime Individual Savings Account, BMO Junior Individual Savings Account, BMO Junior Investment Account, or BMO Child Trust Fund, which are outlined in note 11 below.
5. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual and by logging on to the website www.euroclear.com. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST Sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
6. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Company's Registrar (ID 3RA50) no later than 10.00 a.m. on 7 September 2021 (or in the event the meeting is adjourned no later than 48 hours (excluding non-working days) before the time of the adjourned meeting). For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which the Company's Registrar is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
7. CREST members and, where applicable, their CREST Sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider(s), to procure that his CREST Sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST Sponsors or voting system provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
8. The Company may treat as invalid a CREST Proxy instruction in the circumstances set out in the Uncertificated Securities (Enabling Provisions) (Guernsey) Law, 2005 and the Uncertificated Securities (Guernsey) Regulations, 2009.
9. In usual circumstances the completion and return of the form of proxy will not preclude you from attending the General Meeting. As there will be restrictions on entry to the General Meeting you will not be able to vote in person. If circumstances were to change, the Company will notify shareholders by way of an announcement using a Regulatory Information Service. If you have appointed a proxy and attend the General Meeting in person your proxy appointment will remain valid and you may not vote at the General Meeting in person unless you have provided a hard copy notice clearly stating your intention to revoke your proxy appointment to

Computershare Investor Services (Guernsey) Limited, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY not later than 10.00 a.m. on 7 September 2021. In the case of a member which is an individual, the revocation notice must be under the hand of the appointer or of his attorney duly authorised in writing or in the case of a member which is a company, the revocation notice must be executed under its common seal or under the hand of an officer of the company or an attorney duly authorised. Any power of attorney or any other authority under which the revocation notice is signed (or a notarially certified copy of such power or authority under which the revocation notice is signed) must be included with the revocation notice.

10. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with Section 146 of the Companies Act 2006 ("**Nominated Persons**"). Nominated Persons may have a right under an agreement with the member who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights. Nominated persons should contact the registered member by whom they were nominated in respect of these arrangements.
11. A form of direction is enclosed for persons holding shares through a BMO Investment Individual Savings Account, BMO General Investment Account, BMO Lifetime Individual Savings Account, BMO Junior Individual Savings Account, BMO Junior Investment Account, or BMO Child Trust Fund. The form of direction should be completed and sent, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, so as to reach the Company's Registrar at the address listed in note 3 not later than 10.00 a.m. on 2 September 2021. Holders of shares through these accounts should not complete a form of proxy.
12. To have the right to attend and vote at the General Meeting (and also for the purposes of calculating how many votes a member may cast on a poll) a member must first have his or her name entered on the register of members not later than close of business on 7 September 2021. Changes to entries in the register after that time shall be disregarded in determining the rights of any member to attend and vote at such General Meeting.
13. As at 4 August 2021, the latest practicable date prior to publication of this Circular, the Company had 240,705,539 Ordinary Shares in issue with a total of 240,705,539 voting rights.
14. Any person holding three per cent of the total voting rights in the Company who appoints a person other than the Chairman as his proxy will need to ensure that both he and such third party complies with their respective disclosure obligations under the Disclosure Guidance and Transparency Rules. As noted above for the purposes of this meeting we strongly recommend that Shareholders only appoint the Chairman as their proxy given that there will be entry restrictions at the venue.
15. All Shareholders are strongly encouraged to exercise your votes in respect of the General Meeting in advance. This should ensure that your votes are registered and count at the General Meeting. Furthermore, the Board always welcomes questions from our Shareholders at the General Meeting and Shareholders are invited to submit their questions to the Board in advance and the answers to these questions will be posted on the website after the General Meeting. Shareholders should submit any questions they may have to BREICoSec@bmogam.com before 31 August 2021.