

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IT CONTAINS PROPOSALS RELATING TO REAL ESTATE CREDIT INVESTMENTS LIMITED (THE "COMPANY") ON WHICH YOU ARE BEING ASKED TO VOTE.

If you are in any doubt about the contents of this Circular or the action you should take, you are recommended to seek immediately your own personal financial advice from your independent financial adviser, stockbroker, bank manager, solicitor, accountant or from an appropriately qualified and duly authorised independent adviser.

If you have sold or otherwise transferred all of your Ordinary Shares, please send this Circular and the accompanying Form of Proxy at once to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee.

This document is not a prospectus but a shareholder circular and it is being sent to you solely for your information in connection with the resolutions to be proposed to Ordinary Shareholders at the Annual General Meeting of the Company. It does not constitute or form any part of any offer or invitation to purchase, acquire or subscribe for, any security.

REAL ESTATE CREDIT INVESTMENTS LIMITED

(an authorised closed-ended investment scheme limited by shares
and incorporated under the laws of Guernsey with registered
number 43634)

NOTICE OF ANNUAL GENERAL MEETING

This Circular should be read as a whole. Your attention is drawn to the letter from the Chairman which is set out on pages 3 to 7 of this Circular.

Defined terms used in this Circular have the meanings ascribed to them in the section entitled "Definitions" on page 8 of this Circular.

The Proposals described in this Circular are conditional on approval from the Ordinary Shareholders, which is being sought at the Annual General Meeting ("AGM") of the Company to be held at 10.30 a.m. on Wednesday 17 September 2025 at East Wing, Trafalgar Court, Les Banques, St Peter Port, Guernsey, GY1 3PP. Notice of the AGM is set out at the end of this Circular.

Ordinary Shareholders are requested to return the Form of Proxy for the AGM enclosed with this Circular. To be valid, the Form of Proxy should be completed, signed and returned in accordance with the instructions printed thereon to MUFG Corporate Markets, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL as soon as possible but, in any event, so as to arrive not later than 10.30 a.m. on Monday 15 September 2025. The lodging of the Form of Proxy will not prevent an Ordinary Shareholder from attending the AGM and voting in person if they so wish.

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Expected timetable

Latest time and date for receipt of Forms of Proxy	10.30 a.m. on 15 September 2025
Annual General Meeting	10.30 a.m. on 17 September 2025

LETTER FROM THE CHAIRMAN

REAL ESTATE CREDIT INVESTMENTS LIMITED

(an authorised closed-ended investment scheme limited by shares and incorporated under the laws of Guernsey with registered number 43634)



RECI
REAL ESTATE CREDIT
INVESTMENTS

Directors:

Andreas Tautscher (Chairman)
Sally-Ann ("Susie") Farnon (Senior Independent Director)
Colleen McHugh
Mark Thompson

Registered office:

East Wing
Trafalgar Court
Les Banques
St Peter Port
Guernsey GY1 3PP

12 August 2025

NOTICE OF ANNUAL GENERAL MEETING

Dear Shareholder,

INTRODUCTION

I am pleased to be writing to you with details of the Company's nineteenth Annual General Meeting, which will be held at East Wing, Trafalgar Court, Les Banques, St. Peter Port, Guernsey, GY1 3PP on Wednesday 17 September 2025 at 10:30 a.m.

The Company has also published its Annual Report and Accounts of the Company for the year ended 31 March 2025 (the "Annual Report") which may be accessed via the Company's website: <https://realestatecreditinvestments.com/media/2036/reci-annual-report-and-accounts-2025.pdf>.

The purpose of this letter is to explain the business to be considered at the AGM.

PROPOSALS

The Proposals are:

1. to receive and adopt the Directors' report and financial statements for the year ended 31 March 2025;
2. to appoint PricewaterhouseCoopers CI LLP as auditor of the Company;
3. to authorise the Directors to fix the remuneration of the auditor of the Company;
4. to re-elect Andreas Tautscher as a director of the Company;
5. to re-elect Susie Farnon as a director of the Company;
6. to re-elect Colleen McHugh as a director of the Company;
7. to elect Mark Thompson as a director of the Company;
8. to approve the Remuneration Committee Report for the year ended 31 March 2025, contained within the Annual Report on pages 46 and 47;
9. to approve the Remuneration Policy for the year ended 31 March 2025, contained within the Annual Report on page 46;
10. to approve the Company's Dividend Policy which is set out on page 5 of this Circular;
11. that the Company continues its business as a closed-ended collective investment scheme (a "**Continuation Resolution**")
12. to authorise the Company unconditionally and generally in accordance with the Companies Law to make market acquisitions (within the meaning of section 316 of the Companies Law) of up to 14.99 per cent of the Ordinary Shares of no par value in the capital of the Company (excluding Ordinary Shares held in treasury) on such terms and in such manner as the Directors may from time to time determine; and
13. to disapply pre-emption rights in relation to 'equity securities' (as defined in the Articles), and to authorise the Directors to allot and issue equity securities for cash pursuant to Article 5 of the Articles or by way of a sale of treasury shares as if Article 6 of the Articles did not apply to any such allotment and issue, provided that this power shall be limited to the allotment and issue of up to 10 per cent of the total Ordinary Shares issued by the Company (excluding Ordinary Shares held in treasury) as at 1 August 2025, being the Latest Practicable Date before publication of this Circular, and shall expire on the date of the Company's annual general meeting to be held in 2026 (unless previously renewed, varied or revoked by the Company in a general meeting), save that the Company shall be entitled to make offers or agreements before the expiry of such power which would or might require equity securities to be allotted and issued after such expiry and the Directors shall be entitled to allot and issue equity securities pursuant to any such offer or agreement as if the power conferred hereby had not expired.

Further details regarding each of the Proposals are set out on the following pages.

RESOLUTIONS

Resolution 1 – Receipt of the Directors’ report and financial statements for the year ended 31 March 2025

Resolution 1, which is an Ordinary Resolution, proposes the adoption of the Directors’ report and the financial statements of the Company for the year ended 31 March 2025. The financial statements have been audited by Deloitte LLP, who have rotated off to maintain auditor independence after being the Company’s auditor for 20 years.

Resolutions 2 and 3 – Auditor

Resolutions 2 and 3, which are Ordinary Resolutions, seek to appoint PricewaterhouseCoopers CI LLP as the Company’s auditor and to authorise the Directors to determine the auditor’s remuneration. The Audit and Risk Committee conducted a tender process for the position of external auditor, which, in-line with best practice, included one “challenger” audit firm. A request for proposal was sent to suitably qualified audit firms and a rigorous interview process was conducted for those firms that tendered. The Directors recommend the appointment of PricewaterhouseCoopers CI LLP as the Company’s auditor.

Resolutions 4 to 7 – Re-election/Election of the Directors

Resolutions 4 to 7, which are Ordinary Resolutions, propose the re-election of Andreas Tautscher, Susie Farnon and Colleen McHugh as Directors and the election of Mark Thompson as a Director.

Resolution 7 proposes the election of Mark Thompson, who was appointed as a non-executive director of the Company on 4 November 2024. Mr Thompson was appointed as chair of the Audit and Risk Committee with effect from 1 July 2025.

Each of these Directors will hold office until the forthcoming AGM and each will retire and offer him/herself for re-election or election by Ordinary Shareholders at that meeting to hold office until the annual general meeting of the Company to be held in 2026. The Board endorses each Director’s candidature and recommends the re-election or election respectively to Ordinary Shareholders.

The current Board consists of four non-executive Directors who are considered to be independent of the Investment Manager and free from any business or other relationship which could interfere materially with the exercise of their independent judgement. This is in accordance with the Listing Rules and the Association of Investment Companies’ principles of corporate governance.

The biographies of the Directors, whose re-election or election is being proposed, as set out below, demonstrate a breadth of investment knowledge, business and financial experience relevant to the Company’s business, which enables the Board to provide effective strategic leadership and proper governance of the Company.

Andreas Tautscher (Chairman) (appointed as a Director on 7 May 2024 and as Chairman of the Company on 1 November 2024)

(Independent Director) (Guernsey resident). Mr Tautscher is an experienced Financial Services former executive who now focuses on acting as an Independent Director on Listed and Private Funds as well as other regulated businesses. He is currently a Director and Chairman of the Audit Committee for two AIM Listed Boards, a LSE listed Aircraft Leasing platform as well as a local Bank and Asset Manager. From 1994 until 2018, Andreas was a senior executive at Deutsche Bank and was most recently CEO Channel Islands and Head of Financial Intermediaries for EMEA and LATAM. He also sat on the UK Regional Governance Board of Deutsche and the EMED Wealth Management Exco. He has also served on Local Government advisory committees and was for six years a non-executive director on the Virgin Group Board. Andreas’ first career was in the oil industry as a geologist before moving to PricewaterhouseCoopers CI LLP where he qualified as a Chartered Accountant in 1994.

Susie Farnon (appointed 20 February 2018)

(Senior Independent Director) (Guernsey resident). Mrs Farnon is a Fellow of the Institute of Chartered Accountants in England and Wales and qualified as an accountant in 1983. She is a former Banking and Finance partner of KPMG Channel Islands from 1990 until 2001 and head of the Channel Island Audit Practice from 1999. She has served as President of the Guernsey Society of Chartered and Certified Accountants and as a member of the States of Guernsey Audit Commission and as vice-chair of the Guernsey Financial Services Commission. Susie is a non-executive director of a number of investment companies listed on the London Stock Exchange and was a board member of the Association of Investment Companies from 2018 until January 2025.

Colleen McHugh (appointed 1 March 2021)

(Independent Director) (Guernsey resident). Mrs McHugh is an experienced investment professional with over 25 years in the financial services industry, including roles in investment management and private banking. She has worked with publicly listed banks such as HSBC, Barclays and Butterfield Bank, primarily within international financial centres. Her career includes senior investment roles, most recently as Chief Investment Officer at Wealthify, a UK-regulated digital adviser within the Aviva PLC group, and previously as Managing Director of 1818 Venture Capital, a Guernsey-based licensed asset manager. In addition to her executive experience, Colleen serves as a non-executive director on the boards of listed and private investment funds, as well as a Guernsey-licensed commercial and captive insurance company. Colleen is a Chartered Wealth Manager and a Fellow of the Chartered Institute of Securities & Investment ("CISI"). She holds an Economics degree from the University of Ireland, Galway, and an MBA from the University of London. She has also recently completed the ESG Investing Certificate from the CFA Institute.

Mark Thompson (appointed 4 November 2024)

(Chair of the Audit and Risk Committee) (Independent Director) (Guernsey resident) Mr Thompson has over 30 years' experience in the offshore finance industry. He is a Chartered Accountant (ICAEW), Chartered Director (IoD) and a former chairman of the Guernsey Branch of the Institute of Directors. Mark is a non-executive director of Rocq Capital Holdings Limited and was formerly the chairman of the London listed investment company Trian Investors 1 Ltd. Mark worked for KPMG for 31 years in London, Hong Kong and Guernsey where his roles included audit partner, head of audit and senior partner of KPMG in the Channel Islands.

Resolution 8 – Remuneration Report

Resolution 8, which is an Ordinary Resolution, seeks the approval of the Remuneration Committee Report as set out in the Company's Annual Report on pages 46 to 47.

Resolution 9 – Remuneration Policy

Resolution 9, which is an Ordinary Resolution, seeks the approval of the Remuneration Policy as set out in the Company's Annual Report on page 46.

Resolution 10 – Dividend Policy

Resolution 10, which is an Ordinary Resolution, seeks the approval of the Dividend Policy set out as follows:

"Subject to the applicable requirements and restrictions contained in the Companies Law, the Company may consider making interim dividend payments to Shareholders, having regard to the net income remaining after the potential reinvestment of cash or other uses of income, at a level the Directors deem appropriate, in their sole discretion, from time to time. There is no fixed date on which it is expected that dividends will be paid to Shareholders."

Resolution 11 – Continuation Resolution

The Directors are required to propose a Continuation Resolution at every fourth annual general meeting. Resolution 11, which is an Ordinary Resolution, proposes that the Company continues its business as a closed-ended collective investment scheme. If a Continuation Resolution is not passed then the Directors shall, within 6 months of such resolution not being passed, put proposals to the Members for the reconstruction or reorganisation of the Company.

In connection to the continuation vote, the Board notes the following:

- The Company provides Shareholders with the opportunity to gain exposure to the UK and Western European real estate credit markets, representing one of a limited number of listed funds that provide this exposure on an ongoing basis;
- The Company continues to deliver an attractive dividend from a diversified portfolio of predominantly senior secured real estate loans, with stable and uninterrupted dividends delivered consistently since October 2013;
- The Company's Investment Manager, Cheyne Capital, is one of the largest Real Estate lenders in Western Europe and has a 17-year proven, stable track record for its investors. The Investment Manager continues to believe that the Company has access to a range of attractive investment opportunities within the wider pipeline; and
- Although it is noted that the share price, as at the date of this Circular, continues to trade at a discount to NAV, the share price discount has narrowed over the course of the last financial year, and subsequently, the Company retains a buy back programme to address any widening of the discount.

Overall, the Directors believe that the Company remains soundly positioned to continue to deliver an attractive and stable dividend to investors seeking a reliable long-term income stream from a listed and liquid investment company, with a highly regarded specialist Investment Manager. The Company's Investment Manager and Broker have maintained a regular dialogue with Shareholders and believe that they continue to regard the Company as a relevant and attractive investment proposition. Based on the above, the Board recommends that Shareholders vote in favour of the Continuation Resolution.

Resolution 12 – Repurchase of own shares

Resolution 12, which is an Ordinary Resolution, seeks to renew the authority granted to the Directors enabling the Company to make market acquisitions of Ordinary Shares (the “Buy Back Authority”). This reflects the Directors’ continuing focus on ensuring that the share capital of the Company can be managed for the benefit of all Ordinary Shareholders including, where appropriate, through the ongoing managed programme of share buy backs.

Under the Listing Rules, the maximum price which can be paid by the Company to repurchase the Ordinary Shares is the higher of 105 per cent of the average of the market values of the Ordinary Shares for the five business days before the purchase is made, the price of the last independent trade, and the highest current independent bid. In addition, Ordinary Shares will only be purchased at prices below the NAV per Ordinary Share, which should have the effect of increasing the NAV per Ordinary Share for the remaining Ordinary Shareholders. The Directors will only consider repurchasing Shares in the market if they believe it to be in Ordinary Shareholders’ interests and as a means of correcting any imbalance between the supply of, and the demand for, those Ordinary Shares. In making purchases, the Company will deal only with member firms of the London Stock Exchange.

The Directors are seeking authority from the Ordinary Shareholders to purchase up to 14.99 per cent of the amount of issued share capital (excluding Ordinary Shares held in treasury) as at the Latest Practicable Date. The Buy Back Authority will expire no later than the conclusion of the annual general meeting of the Company to be held in 2026. Subject to the terms of the Buy Back Authority and the Companies Law, the making and timing of any buy back of Ordinary Shares will be at the absolute discretion of the Board.

Resolution 13 – Disapplication of pre-emption rights

The Articles contain pre-emption rights in respect of the allotment or sale for cash of ‘equity securities’ (which include Ordinary Shares), which can be disapplied by way of an Extraordinary Resolution. If approved by the Ordinary Shareholders at the AGM, Resolution 13, which is an Extraordinary Resolution, will disapply the pre-emption rights and authorise the Directors to allot and issue up to 10 per cent of the total Ordinary Shares issued by the Company (excluding Ordinary Shares held in treasury) as at 1 August 2025, being the Latest Practicable Date before the publication of this Circular, until the Company’s annual general meeting to be held in 2026. The Board believes that this disapplication of pre-emption rights is appropriate for a closed-ended investment scheme such as the Company.

ANNUAL GENERAL MEETING

In general

The Proposals are subject to the approval of the Ordinary Shareholders.

The Notice convening the AGM of the Company, to be held at 10:30 a.m. on Wednesday 17 September 2025 at East Wing, Trafalgar Court, Les Banques, St Peter Port, Guernsey, GY1 3PP, is set out at the end of this Circular. This Notice includes the full text of the Resolutions to be proposed at the AGM.

Quorum and majorities required

The quorum for the AGM is two Ordinary Shareholders present in person or by proxy and entitled to vote.

In order for a Resolution which is proposed as an Ordinary Resolution to be passed, it must be approved by a simple majority of votes cast by the Ordinary Shareholders present at the AGM in person or by proxy.

In order for the Resolution which is proposed as an Extraordinary Resolution to be passed, it must be approved by a majority of not less than three quarters of the votes cast by the Ordinary Shareholders present at the AGM in person or by proxy.

ACTION TO BE TAKEN BY SHAREHOLDERS

If you are an Ordinary Shareholder, you will find enclosed with this Circular a Form of Proxy for use at the AGM.

The Board recommends that each Ordinary Shareholder votes by the Form of Proxy and completes it in accordance with the instructions printed thereon and return it to MUFG Corporate Markets, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL, as soon as possible, but in any event so as to arrive not later than 10.30 a.m. on Monday 15 September 2025.

Alternatively, you can vote electronically via the Investor Centre app or web browser at <https://uk.investorcentre.mpms.mufg.com/>

The completion and return of the Form of Proxy will not preclude you from attending the AGM and voting in person if you wish to do so.

RECOMMENDATION

The Board considers that the Proposals are in the best interests of the Company and of the Ordinary Shareholders as a whole. Accordingly, the Board unanimously recommends that the Ordinary Shareholders vote in favour of all the Resolutions at the AGM.

Each of the Directors has indicated their intention, where applicable, to vote their aggregate beneficial holdings of 154,750 Ordinary Shares representing 0.7 per cent of the current Voting Rights, in favour of all of the Resolutions.

Shareholder engagement

The Board continues to welcome engagement with its shareholders and those who have questions relating directly to the business of the AGM can forward their questions to the Company Secretary by email to reci@aztecgroup.co.uk by no later than 5.00 p.m. on Monday 8 September 2025.

The Board/Investment Manager will endeavour to answer those questions prior to the AGM on an individual basis.

Yours faithfully

Andreas Tautscher
Chairman

DEFINITIONS

"Annual General Meeting" or "AGM"	the annual general meeting of the Company to be held on 17 September 2025
"Articles" or "Articles of Incorporation"	the memorandum and articles of incorporation of the Company in force from time to time
"Board"	the board of directors of the Company from time to time
"Business Day"	any day on which banks are generally open for business in London and Guernsey other than a Saturday or a Sunday
"Buy Back Authority"	has the meaning given in the paragraph titled "Repurchase of own shares" on page 6 of this Circular
"Circular"	this document
"Companies Law"	The Companies (Guernsey) Law, 2008, as amended
"Company"	Real Estate Credit Investments Limited
"CREST"	the computerised settlement system operated by Euroclear which facilitates the transfer of title to shares in uncertificated form
"CREST Manual"	the document entitled "CREST Reference Manual" issued by Euroclear
"Daily Official List"	the daily record setting out the prices of all trades in securities conducted on the London Stock Exchange
"Director(s)"	the directors of the Company as set out on page 3 of this Circular
"Euroclear"	Euroclear UK & International Limited
"Extraordinary Resolution"	a resolution of the Company which must be passed by a majority of not less than three quarters of the votes cast at the AGM
"Form of Proxy"	the form of proxy for use at the AGM
"Investment Manager"	Cheyne Capital Management (UK) LLP, a limited liability partnership incorporated in England (registered number OC321484)
"Latest Practicable Date"	1 August 2025, being the latest practicable date prior to the publication of this Circular
"Listing Rules"	the Listing Rules made by the Financial Conduct Authority under Section 73A of the Financial Services and Markets Act 2000, as amended
"London Stock Exchange"	London Stock Exchange plc
"Main Market"	the main market for listed securities of the London Stock Exchange
"NAV" or "Net Asset Value"	the value of the assets of the Company less its liabilities determined in accordance with the principles adopted by the Directors
"Notice of AGM" or "Notice"	the notice convening the AGM attached to this Circular
"Official List"	the list maintained by the Financial Conduct Authority pursuant to Part VI of the Financial Services and Markets Act 2000
"Ordinary Resolution"	a resolution of the Company which must be passed by a simple majority of the votes cast at the AGM
"Ordinary Shareholders"	the holders of Ordinary Shares
"Ordinary Shares"	the ordinary shares of no par value in the capital of the Company
"Proposals"	the proposals listed in the paragraph entitled "Proposals" commencing on page 3 of this Circular
"Resolution" or "Resolutions"	one or more of the resolutions to be proposed at the AGM and contained in the Notice of AGM (as the context requires)
"Sterling" or "£"	the lawful currency of the United Kingdom
"uncertificated" or "in uncertificated form"	recorded on the Register as being in uncertificated form in CREST and title may be transferred by means of CREST
"Voting Rights"	all the voting rights attributable to the capital of the Company which are currently exercisable at a general meeting of the Company

REAL ESTATE CREDIT INVESTMENTS LIMITED

NOTICE OF MEETING

Notice is hereby given that the Annual General Meeting of the Company will be held at the registered office of the Company at East Wing, Trafalgar Court, Les Banques, St Peter Port, Guernsey, GY1 3PP on Wednesday 17 September 2025 at 10:30 a.m. for the purpose of considering and, if thought fit, passing Resolutions 1 to 12 as Ordinary Resolutions and Resolution 13 as an Extraordinary Resolution:

Ordinary Business

To consider and, if thought fit, pass the following resolutions as Ordinary Resolutions:

1. To receive and adopt the Directors' report and financial statements for the year ended 31 March 2025.
2. To appoint PricewaterhouseCoopers CI LLP as auditor of the Company.
3. To authorise the Directors to fix the remuneration of the auditor of the Company.
4. To re-elect Andreas Tautscher as a director of the Company.
5. To re-elect Susie Farnon as a director of the Company.
6. To re-elect Colleen McHugh as a director of the Company.
7. To elect Mark Thompson as a director of the Company.
8. To approve the Remuneration Committee Report for the year ended 31 March 2025 contained within the Annual Report on pages 46 and 47.
9. To approve the Remuneration Policy for the year ended 31 March 2025 contained within the Annual Report on page 46.
10. To approve the Company's Dividend Policy which is set out of page 5 of this Circular.

Special Business

To consider and, if thought fit, pass the following resolutions as Ordinary Resolutions:

11. That the Company continues its business as a closed-ended collective investment scheme (a "**Continuation Resolution**").
12. To renew the Company's authority under and in accordance with the Articles of Incorporation of the Company and section 315 of the Companies Law to make market acquisitions (within the meaning of section 316 of the Companies Law) of the Ordinary Shares, on such terms and in such manner as the Directors may from time to time determine, provided that in respect of the purchases to be made on the market:
 - i) the maximum number of Ordinary Shares authorised to be purchased is the number that is equal to 14.99 per cent of the issued Ordinary Shares of the Company (excluding Ordinary Shares held in treasury) as at the close of trading on the London Stock Exchange as at the Latest Practicable Date, rounded down to the nearest whole share (being 33,231,931 Ordinary Shares);
 - ii) the minimum price which may be paid for an Ordinary Share is £0.01;
 - iii) the maximum price which may be paid for an Ordinary Share is an amount equal to the higher of:
 - a) 105 per cent of the average market value of the Ordinary Shares as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the purchase is made; and
 - b) the higher of the price per Ordinary Share of the last independent trade in the Ordinary Shares on the Main Market of the London Stock Exchange and the highest current independent purchase bid per Ordinary Share on the Main Market of the London Stock Exchange;
 - iv) the authority hereby conferred shall expire at the conclusion of the annual general meeting of the Company to be held in 2026 unless such authority is renewed prior to such time provided that the Company may prior to the expiry of such authority, enter into a contract to purchase Ordinary Shares under such authority and make a purchase of Ordinary Shares pursuant to any such contract.

Extraordinary Business

To consider and, if thought fit, pass the following resolution as an Extraordinary Resolution:

13. To disapply pre-emption rights in relation to 'equity securities' (as defined in the Articles), and authorise the Directors to allot and issue equity securities for cash pursuant to Article 5 of the Articles or by way of a sale of treasury shares as if Article 6 of the Articles did not apply to any such allotment and issue, provided that this power shall be limited to the allotment and issue of up to 10 per cent of the total Ordinary Shares issued by the Company (excluding Ordinary Shares held in treasury) as at 1 August 2025, being the Latest Practicable Date before publication of this Circular, and shall expire on the date of the Company's annual general meeting to be held in 2026 (unless previously renewed, varied or revoked by the Company in a general meeting), save that the Company shall be entitled to make offers or agreements before the expiry of such power which would or might require equity securities to be allotted and issued after such expiry and the Directors shall be entitled to allot and issue equity securities pursuant to any such offer or agreement as if the power conferred hereby had not expired.

By order of the Board

Aztec Financial Services (Guernsey) Limited

Secretary

12 August 2025

Registered office:

East Wing
Trafalgar Court
Les Banques
St Peter Port
Guernsey GY1 3PP

NOTES:

1. An Ordinary Shareholder entitled to attend and vote at the AGM is entitled to appoint a proxy (or proxies) to attend and, on a poll, vote instead of him/her. A proxy need not be a member of the Company.
2. A form of proxy is enclosed. The appointment of a proxy will not prevent an Ordinary Shareholder from subsequently attending and voting at the meeting in person.
3. Alternatively, Shareholders can vote electronically via the Investor Centre, a free app for smartphone and tablet provided by MUFG Corporate Markets (the Company's registrar). It allows you to securely manage and monitor your shareholdings in real time, take part in online voting, keep your details up to date, access a range of information including payment history and much more. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below. Alternatively, you may access the Investor Centre via a web browser at: <https://uk.investorcentre.mpms.mufg.com/>



4. To be effective the instrument appointing a proxy, and any power of attorney or other authority under which it is executed (or a duly certified copy of any such power or authority), must be deposited at the offices of MUFG Corporate Markets by 10.30 a.m. on Monday 15 September 2025 or 48 hours (excluding non-business days) before an adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used.
5. The effect of Resolution 12 is to authorise the Company, pursuant to any share buy back programme conducted from time to time, to purchase its own Ordinary Shares representing 14.99 per cent of the issued Ordinary Shares (excluding Ordinary Shares held in treasury) at the close of trading on the last business day prior to the AGM until the conclusion of the annual general meeting of the Company to be held in 2026. As at 1 August 2025 (being the Latest Practicable Date prior to the publication of this Circular), 14.99 per cent of the issued Ordinary Shares (excluding Ordinary Shares held in treasury) amounted to 33,231,931 Ordinary Shares, rounded down to the nearest whole share. Shares purchased pursuant to the authority will be cancelled or held in treasury.
6. To appoint a proxy or to give or amend an instruction to a previously appointed proxy via the CREST system, the CREST message must be received by MUFG Corporate Markets (CREST Participant ID: RA10) by 10.30 a.m. on Monday 15 September 2025. 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 Applications Host) from which MUFG Corporate Markets is able to retrieve the message. After this time any change of instructions to a proxy appointed through CREST should be communicated to the proxy by other means. CREST personal members or other CREST sponsored members, and those CREST Members who have appointed voting service provider(s) should contact their CREST sponsor or voting service provider(s) for assistance with appointing proxies via CREST. For further information on CREST procedures, limitations and system timings please refer to the CREST Manual. We may treat as invalid a proxy appointment sent by CREST in the circumstances set out in regulation 34 of the Uncertificated Securities (Guernsey) Regulations 2009. In any case your proxy form must be received by the Company's registrars no later than 10:30 a.m. on Monday 15 September 2025.
7. A copy of the register of interests of the Directors of the Company will be available for inspection at the place of the meeting from 15 minutes before it is held until its conclusion.
8. The Company, pursuant to regulation 41 of the Uncertificated Securities (Guernsey) Regulations 2009, specifies that only those Ordinary Shareholders entered on the Company's register of members 48 hours before the time fixed for the 2025 AGM or any adjourned meeting shall be entitled to attend or vote at the meeting in respect of the number of shares registered in their name at that time. Changes to entries on the Company's register of members after 48 hours before the time fixed for the 2025 AGM or any adjourned meeting shall be disregarded in determining the rights of any person to attend or vote at the meeting.
9. All times shown are British Summer Time ("BST").
10. Defined terms used but not defined in this Notice shall have the same meaning given to them in the Circular of the Company dated 12 August 2025.

REAL ESTATE CREDIT INVESTMENTS LIMITED
FORM OF PROXY
ANNUAL GENERAL MEETING



I/We

of

being (a) member(s) holding ordinary shares of no par value in the above-named Company ("**Ordinary Shares**") hereby appoint the Chair of the meeting ("**the Chair**") (or)

of

as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting (the "**Meeting**") of the Company to be held on Wednesday 17 September 2025 at 10.30 a.m. at East Wing, Trafalgar Court, Les Banques, St. Peter Port, Guernsey, GY1 3PP and at any adjournment thereof.

I/We request such proxy to vote on Resolutions 1 to 12 as Ordinary Resolutions and on Resolution 13 as an Extraordinary Resolution as indicated below.

To allow effective constitution of the Meeting, if it is apparent to the Chair that no member will be present in person or by proxy, other than by proxy in the Chair's favour, then the Chair may appoint a substitute to act as proxy in his or her stead for any member, provided that such substitute proxy shall vote on the same basis as the Chair.

	FOR	AGAINST	VOTE WITHHELD
Ordinary business			
1. To receive and adopt the Directors' report and financial statements for the year ended 31 March 2025.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To appoint PricewaterhouseCoopers CI LLP as auditor of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To authorise the Directors to fix the remuneration of the auditor of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect Andreas Tautscher as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect Susie Farnon as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Colleen McHugh as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To elect Mark Thompson as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To approve the Remuneration Committee Report for the year ended 31 March 2025, contained within the Annual Report on pages 46 and 47.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To approve the Remuneration Policy for the year ended 31 March 2025, contained within the Annual Report on page 46.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To approve the Company's Dividend Policy which is set out in the Circular.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Special business			
11. That the Company continues its business as a closed-ended collective investment scheme (a " Continuation Resolution ").	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. To authorise the Company unconditionally and generally in accordance with the Companies Law to make market acquisitions (within the meaning of section 316 of the Companies Law) of up to 14.99 per cent of the Ordinary Shares (excluding Ordinary Shares held in treasury) on such terms and in such manner as the Directors may from time to time determine.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Extraordinary business			
13. To disapply pre-emption rights in relation to 'equity securities' (as defined in the Articles), and authorise the Directors to allot and issue equity securities for cash pursuant to Article 5 of the Articles or by way of a sale of treasury shares as if Article 6 of the Articles did not apply to any such allotment and issue, provided that this power shall be limited to the allotment and issue of up to 10 per cent of the total Ordinary Shares issued by the Company (excluding Ordinary Shares held in treasury) as at 1 August 2025, being the Latest Practicable Date before publication of the Circular, and shall expire on the date of the Company's annual general meeting to be held in 2026 (unless previously renewed, varied or revoked by the Company in a general meeting), save that the Company shall be entitled to make offers or agreements before the expiry of such power which would or might require equity securities to be allotted and issued after such expiry and the Directors shall be entitled to allot and issue equity securities pursuant to any such offer or agreement as if the power conferred hereby had not expired.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Terms defined in the Circular dated 12 August 2025 containing the notice of AGM have the same meanings in this Form of Proxy, save where the context requires otherwise.

Names of joint holders (if any)

Dated: 2025

Signature:

Notes

1. Please indicate with an "X" in the appropriate box how you wish the proxy to vote. The proxy will exercise his or her discretion as to how he or she votes or whether he or she abstains from voting:
 - 1.1 on any resolution referred to above if no instruction is given in respect of that resolution; and
 - 1.2 on any business or resolution considered at the meeting (or at any adjournment thereof) other than the resolutions referred to above.
2. If you wish to appoint someone other than the Chair of the meeting as your proxy please delete the words "(the Chair)" (or) and insert the name of the person you wish to appoint. A proxy need not be a member of the Company.
3. The "vote withheld" option is included to allow you to abstain on any of the meeting's resolutions. Please note that a vote which is withheld in this way has no legal effect and will not be counted in the calculation of the proportion of the votes given for or against any such resolution.
4. Full details of the resolutions to be proposed at the meeting, with explanatory notes, are set out in the Circular.
5. To be valid, this form and any power of attorney or other authority (if any) under which it is executed (or a notarially certified copy of any such power or authority), must be deposited with MUFG Corporate Markets, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL by 10.30 a.m. on Monday 15 September 2025, or 48 hours before any adjournment thereof or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used.
6. Where the member is a corporation this form must be under its common seal or signed by an officer, attorney or other person duly authorised by the corporation.
7. Any alterations to this form of proxy should be initialled by the person who signs it.
8. Completing and returning a form of proxy will not prevent a member from attending in person at the meeting and voting should he or she so wish.
9. Should you wish to vote in respect of a specific number of shares please indicate with that number in place of an X in the appropriate space.
10. A shareholder entitled to exercise more than one vote need not cast all his or her votes in the same way.
11. In the case of joint holders, only one of them needs to sign this form. If two or more forms of proxy are received from joint holders, the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. Seniority will be determined by the order in which the names of the holders of the joint holding appear in the register of members.
12. As an alternative to completing this hard copy form of proxy, Shareholders can also vote via the Investor Centre app or web browser at <https://uk.investorcentre.mpms.mufg.com/>. CREST members who wish to appoint a proxy or proxies for the meeting (or any adjournment of it) through the CREST electronic proxy appointment service may do so using the procedures described in the CREST Manual. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST 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 be transmitted so as to be received by MUFG Corporate Markets (CREST Participant ID: RA10) by no later than 10.30 a.m. on Monday 15 September 2025 (or, if the meeting is adjourned, no later than 48 hours (before the time of any adjourned meeting)). Please refer to the notes to the notice of the meeting for further information on proxy appointments through the Investor Centre and CREST.