

This document is important and requires your immediate attention. If you are in doubt as to any aspect of the proposals referred to in this document or the action you should take, you should seek your own advice from a stockbroker, solicitor, or other independent professional adviser. If you have recently sold or transferred all of your shares in Atlas Estates Limited, please forward this document, together with the accompanying documents, as soon as possible either to the purchaser or transferee or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

Dear Shareholder

I am pleased to send you the notice of the 2021 Annual General Meeting (“**AGM**”) of the members of Atlas Estates Limited (the “**Company**”), to be held at 3rd Floor, 1 Le Truchot, St Peter Port, Guernsey GY1 1WD on Thursday, 19 August 2021 at 9:30am UK time. Explanatory notes on all resolutions accompany the notice of the AGM (the “**Notice**”).

Re-Election of Directors

As in previous years, one third of the Directors are offering themselves for re-election in accordance with corporate governance best practice and the Articles of Incorporation of the Company (the “**Articles**”). Please note for your information that biographical details of all the Directors offering themselves for re-election are set out in the explanatory notes to the resolutions that follow this Notice.

Voting

The Board of Directors of the Company believe that the proposed resolutions set out in this Notice are in the best interests of the Company and its members as a whole.

If you would like to vote on the resolutions, please appoint a proxy by no later than Tuesday, 17 August 2021 at 9:30am. A form of proxy accompanies the Notice.

All resolutions will be put to a poll in reflection of best practice and to ensure that all members have their votes taken into account proportionately to their shareholdings in the Company.

The results of the AGM will be announced to the market as soon as practicable after the conclusion of the AGM.

Should you wish to discuss anything ahead of the AGM, please see below contact details:

Yours faithfully

Mark Chasey

Chairman

Guernsey.Office@maitlandgroup.com

NOTICE OF ANNUAL GENERAL MEETING 2021

Notice is hereby given that the 2021 Annual General Meeting of the members of Atlas Estates Limited (the "**Company**") will be held at 3rd Floor, 1 Le Truchot, St Peter Port, Guernsey GY1 1WD on Thursday, 19 August 2021 at 9:30am to transact the business set out in the resolutions below.

ORDINARY RESOLUTIONS

1. To receive the Company's Consolidated Financial Statements for the year ended 31 December 2020.
2. To re-appoint BDO LLP as auditor to the Company until the conclusion of the next general meeting at which accounts are laid before the Company.
3. To authorise the directors of the Company (the "Directors") to determine the remuneration of the auditor.
4. To re-elect Mr Guy Indig as a Director of the Company who retires by rotation in accordance with Article 24.1 of the Articles of Incorporation of the Company.

By order of the Board
On behalf of **Maitland Administration (Guernsey) Limited**
Company Secretary

1 Le Truchot
St Peter Port
Guernsey
GY1 1WD

EXPLANATORY NOTES – GENERAL

IN THE LIGHT OF RESTRICTIONS ON ATTENDANCE AT THE ANNUAL GENERAL MEETING DUE TO COVID-19, WE ENCOURAGE YOU APPOINT THE CHAIR AS YOUR PROXY.

ALL NOTES BELOW REFERRING TO ATTENDANCE AT THE ANNUAL GENERAL MEETING SHOULD BE READ IN THIS CONTEXT.

A member of the Company who is entitled to attend the AGM is entitled to appoint one or more proxies to attend, speak and vote in their place. A proxy does not need to be a member of the Company but must attend the AGM to represent you.

Details of how to appoint the Chairman of the AGM or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the AGM, you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them. A member may appoint more than one proxy to attend the AGM, provided that each proxy is appointed to exercise rights attached to different shares.

A form of proxy is enclosed which should be completed in accordance with the instructions. To be valid this form of proxy and any power of attorney or of the authority under which it is executed (or a duly certified copy of such power of attorney) must be lodged with the Company's Registrar, Computershare Investor Services (Guernsey) Limited, c/o The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, or by e-mail to #UKCSBRS.ExternalProxyQueries@computershare.co.uk. Alternatively, completed forms can be sent to the registered office of the Company c/o Maitland Administration (Guernsey) Limited, 3rd Floor, 1 Le Truchot, St Peter Port, Guernsey, GY1 1WD. All proxies must be received by no later than 9:30am BST on Tuesday, 17 August 2021, being 48 hours before the time appointed for the AGM.

[CREST offers a proxy voting service which the Company's Registrar, Computershare Investor Services (Guernsey) Limited are an agent of.

Shareholders are advised that, upon receipt of their proxy form from the Company, if they wish 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 the issuer's agent (3RA50) two days prior to the date of the Company's AGM at the latest. 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 the issuer's agent 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 41 of the Uncertificated Securities (Guernsey) Regulations 2009]

Please note that the AGM will not be made available by way of publicly available real-time broadcast.

As of 15 July 2021 (being the last business day prior to the publication of the Notice), the Company's issued share capital consists of 46,852,014 Ordinary Shares, carrying one vote each. Therefore, the total number of voting rights in the Company as of 15 July 2021 is 46,852,014. There are currently 3,470,000 shares held in treasury by the Company.

EXPLANATORY NOTES – ORDINARY RESOLUTIONS 1 TO 4

ORDINARY RESOLUTION 1 - The Company must present the Consolidated Financial Statements for the year ended 31 December 2020, the reports of the Directors and the Auditor to the AGM for approval.

ORDINARY RESOLUTION 2 - The auditor of a Company must be re-appointed at each general meeting where accounts are laid, to hold office until the conclusion of the next such general meeting.

ORDINARY RESOLUTION 3 - Guernsey-registered companies are not obliged to prepare and publish a Directors' Remuneration Report. However, the Company has included details of its directors' remuneration within the Financial Report and Audited Financial Statements and an ordinary resolution will be put to shareholders seeking approval of the Directors' remuneration, **which will be advisory only.**

ORDINARY RESOLUTIONS 4 – One third of the Directors of the Board are retiring. They are offering themselves for re-election in accordance with Article 24.1 of the Articles. A brief biography for each of the Directors is set out on the next page.

An Ordinary Resolution is a resolution passed by a simple majority of Members.

DIRECTOR BIOGRAPHIES

MARK CHASEY – Mr Chasey graduated with a Bachelor of Commerce degree in 1979 and a Bachelor of Accountancy degree in 1981, both from the University of Witwatersrand, South Africa. Having completed his articles with the accounting firm Pim Goldby in Johannesburg, Mr Chasey qualified as a member of the South African Institute of Chartered Accountants in 1984 and was Financial Controller at Femco Electric Motors Limited in Johannesburg from 1984 to 1988. After establishing his own liquidation business in Johannesburg in 1989, Mr Chasey joined Ernst and Young Trust Company (Jersey) Limited in 1997 and then, in 1999, went on to establish Oak Trust (Guernsey) Limited.

ANDREW FOX – Mr Fox graduated with a Bachelor of Commerce degree in 1999 and a Post Graduate Diploma in Finance, Banking and Investment Management in 2000, both from the University of Natal, South Africa. Mr Fox was qualified as a member of the Association of Chartered Certified Accountants in 2003 and was admitted as a Fellow in 2009. Mr Fox joined Oak Trust (Guernsey) Limited in 2001 and was appointed a Director in 2006.

GUY INDIG – Mr Indig graduated from Bar-Ilan University, Israel with an LLB in 1990. In 2001, Mr Indig obtained an MBA from Tel-Aviv University. Having practiced law for several years, in 2000 Mr Indig joined the Beny Steinmetz Group, a sizeable, global private equity group focused on real estate investments and natural resources. Mr Indig acted as Investment Director in BSG's International Real Estate and Private Equity teams. Having completed a Masters in Finance degree at London Business School in 2005, Mr Indig joined the Royal Bank of Scotland and worked as a director in RBS' real estate finance division until 2008, focussing on asset-backed debt financing and investments throughout continental Europe and the UK. In 2008, Mr Indig was asked to join the Izaki Group as a Managing Director and he has since been leading the Izaki Group's European Real Estate and Private Equity Investment activities.

FORM OF PROXY – ANNUAL GENERAL MEETING 2021

To be held at 3rd Floor, 1 Le Truchot, St Peter Port, Guernsey GY1 1WD
On Thursday, 19 August 2021 at 9:30am and at any adjournment thereof

I/We.....
(BLOCK LETTERS PLEASE)

of.....

.....

being (a) member(s) of the above-named Company, hereby appoint the Chairman of the meeting/
or*

.....

as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at 3rd Floor, 1 Le Truchot, St Peter Port, Guernsey, GY1 1WD on Thursday, 19 August 2021 at 9:30am and at any adjournment thereof.

** To allow effective constitution of the meeting, if it is apparent to the Chairman that no shareholders will be present other than by proxy, then the Chairman may appoint a substitute to act as proxy in his stead for any shareholder, provided that such substitute proxy shall vote on the same basis as the Chairman. A proxy need not be a member of the Company.*

I/We direct my/our proxy to vote as follows:

ORDINARY RESOLUTIONS	FOR	AGAINST	VOTE WITHHELD**
1. To receive the Company's Consolidated Financial Statements for the year ended 31 December 2020.			
2. To re-appoint BDO LLP as auditor to the Company until the conclusion of the next general meeting at which accounts are laid before the Company.			
3. To authorise the directors of the Company (the "Directors") to determine the remuneration of the auditor.			
4. To re-elect Mr Guy Indig as a Director of the Company who retires by rotation in accordance with Article 24.1 of the Articles of Incorporation of the Company.			

Signed this day of 2021

Signature

[] Please tick here to indicate that this proxy instruction is in addition to a previous instruction. Otherwise, it will overwrite any previous instruction given.

NOTES TO THE FORM OF PROXY:

- (i) Please indicate with an “X” in the appropriate box how you wish the proxy to vote.
- (ii) If no “X” is marked in any of the for/against/vote withheld boxes in respect of a resolution, the proxy will exercise their discretion as to how they vote or whether they withhold their vote. The proxy will also exercise their discretion as to how they vote or whether they withhold their vote on any business or resolution considered at the AGM other than the resolutions referred to in this form of proxy.
- (iii) In accordance with sections 222 and 223 of The Companies (Guernsey) Law 2008, you may appoint more than one person as your proxy to exercise all or any rights to attend and to speak and vote.
- (iv) **A vote withheld is not a vote in law and will not be counted in the calculation of the votes “For” and “Against” a resolution.
- (v) To be valid this form of proxy and any power of attorney or of the authority under which it is executed (or a duly certified copy of such power of attorney) must be lodged with the Company’s Registrar, Computershare Investor Services (Guernsey) Limited, c/o The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, or by e-mail to #UKCSBRS.ExternalProxyQueries@computershare.co.uk. Alternatively, completed forms can be sent to the registered office of the Company c/o Maitland Administration (Guernsey) Limited, 3rd Floor, 1 Le Truchot, St Peter Port, Guernsey, GY1 1WD. All proxies must be received by no later than 9:30am BST on Tuesday, 17 August 2021, being 48 hours before the time appointed for the AGM.
- (vi) In order to revoke a proxy instruction, a member will need to send a signed hard copy notice clearly stating their intention to revoke a proxy appointment, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or authority, to the Company’s Registrar to the contact details noted above.
- (vii) A form of proxy executed by a corporation must be either under its common seal or signed by an officer or attorney duly authorised by that corporation.
- (viii) In the case of joint holdings, the signature of the first named member on the Register of Members will be accepted to the exclusion of the votes of the other joint holders.
- (ix) Pursuant to Regulation 41 of the Uncertificated Securities (Guernsey) Regulations 2009, entitlement to attend and vote at the meeting and the number of votes which

may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on the day which is two business days before the day of the meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.