



إعمار مولز ش.م.ع  
ص. ب. 191741، دبي  
الإمارات العربية المتحدة  
رأس المال المدفوع: 13,014,300,000 درهم  
سجل تجاري: 1145125

Emaar Malls PJSC  
P.O. Box 191741, Dubai  
United Arab Emirates  
Paid up capital: AED 13,014,300,000  
Commercial Registration: 1145125

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## [TRANSLATION FROM ARABIC]

### Emaar Malls PJSC Corporate Governance Report for 2018

This report is issued annually by Emaar Malls PJSC (the "**Company**") pursuant to the provisions of Article 52 of Resolution No. (7/R.M.) of 2016 issued by the Chairman of the Board of Directors of the Securities and Commodities Authority regarding the Standards of Institutional Discipline and Corporate Governance of Public Joint Stock Companies ("**Governance Resolution**").

#### **1- A clarification of the procedures adopted by the Company to satisfy the requirements of the Governance Resolution in 2018, and how they were implemented:**

Regarding the procedures adopted by the Company to satisfy the requirements of the Governance Resolution in 2018, we would like to confirm that the corporate governance framework adopted by the Company in 2017 complied with all main requirements and provisions provided of the Governance Resolution and, therefore, there has been no significant supplementary procedures applied during the year 2018 in this regard.

As for the Company's approach in applying the provisions of the Governance Resolution, the Company implemented the various policies adopted by the board of directors of the Company ("**Board of Directors**" or "**Board**") in relation to governance, taking into account the interests of the Company, the shareholders and all other stakeholders, as follows:

#### **A. Board of Directors:**

The composition of the Board of Directors and its terms of reference comply with the requirements of the Commercial Companies Law, the Governance Resolution and the articles of association of the Company ("**AOA**"), as well as with other relevant laws and resolutions. Best practices and standards related to the functioning of the Board are also applied to the extent possible to increase its effectiveness.



The Company adheres to the terms of reference set out by the Board of Directors in relation to its composition, operating procedures and responsibilities as follows:

1. The Board of Directors has generally complied with the main requirements of its terms of reference with regard to various matters including, but not limited to, the number of Board members and the balance required among its members according to the specified standards, the terms of membership and the responsibilities of the chairman of the Board (“**Chairman**”), and in general the number of meetings to be held, the quorum required for meetings, and the majority needed to make decisions, the conditions for decision-making and the technical skills required for the membership of the Board.
2. The independent Board members confirmed that their independent status remained unchanged during the year 2018 and the Company verified that the legal requirements regarding the minimum number of independent Board members are satisfied.
3. The Board of Directors recommended the payment of an annual bonus to non-executive directors for the year 2018 totaling six hundred fifty thousand UAE Dirhams (AED 650,000) for each board member (including the Vice Chairman), and one million UAE Dirhams (AED 1,000,000) to the Chairman of the Board of Directors, subject to approval by the Company's annual general meeting in accordance with the relevant laws, regulations and the AOA.
4. The Board acknowledged the responsibilities, duties, powers and other requirements necessary for its functioning through the terms of reference of the Board of Directors.
5. The duties and responsibilities of the Chairman of the Board of Directors include the duties enumerated in the Governance Resolution and have been specified in the terms of reference of the Board of Directors.
6. The terms of reference of the Board of Directors outline the duties of the Company's management toward the Board of Directors. These duties include, but are not limited to, organizing an induction program for new Board members and providing the Board with regular information to enable the Board to carry out its duties efficiently in accordance with the relevant laws, regulations and the Company's policies.
7. Some of the powers of the Board of Directors are delegated by way of a clearly defined authority matrix approved by the Board. This authority matrix is periodically reviewed and communicated to the relevant members of the management to comply with it.



8. Board members are subject to special disclosure obligations, including, but not limited to, any positions they hold in other joint stock companies, any change to their independent status, dealings in Company's securities and any changes to the information they are required to submit annually as soon as such changes occur. Moreover, a Board member is required to provide full disclosures in respect of any matter being reviewed by the Board or any of its committees in which he has a conflict of interests.

**B. Committees of the Board of Directors:**

The Board of Directors established three committees, as follows:

- (1) Audit Committee;
- (2) Nomination and Remuneration Committee; and
- (3) Investment Committee.

Other committees may be established as may be decided by the Board. Each Board committee acts in accordance with its own terms of reference.

All terms of reference of the committees are approved either by the Board of Directors or by the concerned committee and these terms of reference are all consistent with the requirements of the Governance Resolution. The terms of reference of the Board committees include, but are not limited to, the role of the committee, the requirements for its constitution, the duration of its membership, the duties and powers of its members and its operating procedures.

The requirements relating to independent and non-executive members in the composition of the Audit Committee and the Nomination and Remuneration Committee as provided in the terms of reference of these committees have been complied with.

**C. Internal Control**

The Board of Directors has established an internal control system in the form of an internal control policy. This system aims to assess the methods and procedures of risk management, ensure proper application of the Governance Resolution, comply with applicable laws and regulations and internal policies, and review the financial information used in the preparation of the Company's financial statements. The Audit Committee assists the Board in overseeing the



application of the internal control system, and the Internal Control Department coordinates the day-to-day operations related to this system.

The internal control policy requires that the Board of Directors periodically review the Company's internal control system.

#### **D. External Audit**

The external auditor is selected in accordance with the requirements of the Governance Resolution, the AOA and the applicable laws and regulations.

Once the general meeting approves the appointment of auditors, the Audit Committee informs the external auditors of the conditions and restrictions related to their tasks, considering the requirements of the Governance Resolution.

#### **E. Code of Professional Conduct**

The Company adopted a code of professional conduct outlining the ethical standards of the Company, its duties toward different stakeholders, its due diligence obligations and its commitment towards compliance with all relevant laws and regulations.

Members of the Board of Directors, employees and internal auditors abide by these rules in the performance of their duties.

#### **F. Policy for dealing in securities issued by the Company**

The Board of Directors established a policy governing all dealings in securities issued by the Company by Board members and employees to ensure compliance with applicable laws and regulations.

This policy requires Board members and employees to comply with the restrictions on dealing in securities, outlines the disclosure requirements related to permitted transactions and clarifies the prohibited acts in accordance with the provisions of such policy.

#### **G. Policy Outlining Shareholders' Rights**

The Board of Directors established a policy clarifying the shareholders' rights including those certain rights provided by applicable laws and regulations and the rights stated in the AOA.

The purpose of this policy is to enable and encourage the shareholders to exercise their rights effectively.



## H. Disclosure Committee

A Disclosure Committee has been established by the Company comprising senior members from the management team. The objectives of the Disclosure Committee is to develop systems to ensure compliance with applicable laws and regulations related to disclosure, upholding the Company's image, providing transparency to the Company's current and future shareholders and other stakeholders and preventing exploitation of the stock market.

### 2- A statement of the transactions of the members of the Board of Directors and their spouses and children in the Company' securities during 2018:

There are no transactions for the Board members or their spouses or children in the Company's securities during the year of 2018.

### 3- Composition of the Board of Directors:

a. The Board of Directors of the Company consists of seven members (7) as follows:

| Name/Designation                     | Category<br>(Executive/Non-Executive,<br>Independent/Non-Independent) | Memberships and Positions in Other Joint Stock Companies (in UAE) and Government Entities  | Date and Term of Appointment   |
|--------------------------------------|---|--|--|
| Mr. Mohammed Al-Hussaini<br>Chairman | Non-Executive,<br>Independent   | <ol style="list-style-type: none"> <li>Emirates Integrated Telecommunications Company PJSC (du) – Chairman</li> <li>Emirates NBD PJSC – Board member</li> <li>Emirates Islamic Bank PJSC – Board member</li> <li>Dubai Refreshments PJSC – Board member</li> <li>Dubai Real Estate Corporation – Board member</li> <li>Emirates Investment Authority – Board member</li> </ol> | <p><i>Date of Appointment:</i><br/><u>30 September 2014</u></p> <p><i>Duration of his term as a board member:</i><br/><u>4.5 years</u></p> |



|   |   |   |   |
|---|---|---|---|
| <p><b>Mr. Ahmad Al Matrooshi</b><br/>Vice Chairman</p>  | <p>Non-Executive,<br/>Non-Independent</p> | <p>1. Emaar Properties PJSC – Managing Director</p>   | <p><i>Date of Appointment:</i><br/><u>30 September 2014</u><br/><i>Duration of his term as a board member:</i><br/><u>4.5 years</u></p> |
| <p><b>H.E. Mohamed Alabbar</b><br/>Board member</p>     | <p>Non-Executive,<br/>Non-Independent</p> | <p>1. Emaar Properties PJSC – Chairman<br/>2. Emaar Development PJSC – Chairman<br/>3. Aramex PJSC – Board member<br/>4. Commercial bank of Dubai – Board member (until April 2018)</p>                     | <p><i>Date of Appointment:</i><br/><u>30 September 2014</u><br/><i>Duration of his term as a board member:</i><br/><u>4.5 years</u></p> |
| <p><b>Mr. Abdullah Belyoahah</b><br/>Board member</p>   | <p>Non-Executive,<br/>Independent</p>     | <p>1. Emaar Properties PJSC – Board member<br/>2. National Bonds Corporation – Board member<br/>3. Public Debt Management Division of the Department of Finance, Government of Dubai – Director/Manager</p> | <p><i>Date of Appointment:</i><br/><u>30 September 2014</u><br/><i>Duration of his term as a board member:</i><br/><u>4.5 years</u></p> |
| <p><b>Mr. Abdulrahman Al Hareb</b><br/>Board member</p> | <p>Non-Executive,<br/>Non-Independent</p> | <p>1. Emaar Properties PJSC – Board member<br/>2. Awqaf &amp; Minors Affairs Foundation – Vice-chairman<br/>3. TAIB Bank – Chairman</p>   | <p><i>Date of Appointment:</i><br/><u>30 September 2014</u><br/><i>Duration of his term as a board member:</i><br/><u>4.5 years</u></p> |



4. Emirates Transport – Board member
5. Dubai Holding – Chief Internal Audit Officer
6. Dubai Aerospace Enterprise – Chairman of the Audit Committee (until 15 November 2018)

**H.E. Helal Marri**  
Board member

**Al** Non-Executive, Independent

1. Dubai’s Department of Tourism and Commerce Marketing (Dubai Tourism) – Director General  
*Date of Appointment: 30 September 2014*  
*Duration of his term as a board member: 4.5 years*
2. Dubai World Trade Centre Authority (DWTCA) – Director General
3. Dubai Expo 2020 Organizing Committee – Committee member
4. Dubai Chamber of Commerce and Industry – Board member
5. Dubai Islamic Economy Development Centre – Board member
6. Free Zone Council – Board member
7. Taaleem Education – Board member



|  |                                       |  |   |
|--|---------------------------------------|--|---|
| <p><b>Mr. Ali Ibrahim</b><br/>Board member</p> | <p>Non-Executive,<br/>Independent</p> | <ol style="list-style-type: none"> <li>1. Department of Economic Development in Dubai (DED) – Deputy Director General</li> <li>2. Amlak Finance PJSC - Chairman</li> <li>3. Emaar Industries and Investment (Pvt) JSC – Vice-chairman</li> </ol> | <p><i>Date of Appointment:</i><br/><u>18 April 2017</u></p> <p><i>Duration of his term as a board member:</i><br/><u>1 year</u></p> |
|--|---------------------------------------|--|---|

**Experience and Qualifications of Board of Directors:**

The Members of Board of Directors have the below experience and qualifications:

**Mr. Mohammed Al-Hussaini, Chairman:**

Mohammed Hadi Ahmed Abdullah Al-Hussaini holds a master’s degree in International Business from Switzerland and has a professional experience in banking/financial services, real estate development and investment fields. He currently serves as Board member of five public joint stock companies: Emirates NBD, Emirates Islamic Bank, Dubai Refreshments and Emaar Malls. He also serves as member of the Board of Directors of Dubai Real Estate Corporation (DREC) and Emirates Investment Authority and he is an active member of the committees of the companies in which he serves as Board member.

**Mr. Ahmad Al Matrooshi, Vice Chairman:**

As Managing Director – Emaar Properties PJSC, Ahmad Al Matrooshi oversees the day to day operations within Emaar including government affairs, media, public and community relations.

Al Matrooshi is Founder & Chairman of Dubai Property Society (DPS) and is dedicated to an ongoing forum that ensures a code of ethics for real estate practices and procedures. He is also the Chairman of Emrill Services LLC; Vice Chairman of Emaar Malls PJSC, member of the Consultation Committee for the Dubai Supreme Council of Energy, a member of the Committee at UAE Council of UAE companies invested abroad. He holds memberships to a number of important organizations.





Prior to joining Emaar in November 2005, Al Matrooshi held the position of Chief Executive Officer at the government-run Dubai Development Board (DDB) for almost a decade. At the DDB, he ensured affordable housing and competitive financing rates to all residents across the Emirate. Before this move, Al Matrooshi was Deputy Director of the Dubai Chamber of Commerce & Industry for 14 years.

Born and brought up in Dubai, United Arab Emirates, Al Matrooshi holds a Bachelor of Arts in Public Administration and a Diploma in Property Management from NCFE - UK.

**H.E. Mohamed Alabbar, Board member:**

Founder & Chairman of Emaar Properties

Founder & Director of noon.com, Americana Group, Eagle Hills, Alabbar Enterprises

In 1997, Mohamed Alabbar founded Emaar properties, today the largest real estate development company outside of China and leading developer of iconic assets such as Burj Khalifa and the Dubai Mall.

A global entrepreneur with active interests in real estate, retail, luxury hospitality, and now e-commerce and technology, Mohamed Alabbar is also the founder and director of the Middle East's homegrown marketplace noon.com, today the largest GCC e-commerce company.

Alabbar also serves as the Chairman of Eagle Hills Properties, the Abu Dhabi based private investment and real estate development company and Chairman of Americana Group, the largest integrated food company in the Middle East.

**Mr. Abdullah Belyoahah, Board member:**

Abdullah Saeed Bin Majid Belyoahah serves as a Non-Executive Director of Emaar Properties, having been appointed to the board in 2012 and was appointed in September 2014 as Board Member of Emaar Malls Group. He is also a Board Member of the National Bonds Corporation and a member of its Audit Committee.

Abdullah is currently the Director of the Public Debt Management Division of the Department of Finance, Government of Dubai, and is responsible for the consolidation of Dubai sovereign debt, establishing the Debt Management Office and investor relations operation. In the past, he served as Head of Operations of the Dubai Financial Support Fund, an entity under the Government of



Dubai, and was actively involved in the successful completion of the restructuring of Dubai World and Nakheel PJSC.

Abdullah worked on several key financing initiatives of the Government of Dubai including a US\$1.93 billion Sukuk in 2009, a US\$1.25 billion bond in 2010 (which won from Credit Magazine as Credit Deals of the Year), a US\$800 million Salik Securitisation Programme in 2011, the US\$675 million Al Sufouh tram financing (the first ever 30-year conventional bonds in 2013) and the 15-year Sukuk with a benchmark sized of US\$750 million in April 2014. He was also part of the team that represented the Department of Finance, spearheaded by its Director General, to win the Dubai Government Excellence Award Programme.

He started his professional career with Istithmar, serving in the consumer products and real estate vertical departments, worked on several key acquisitions and strategic divestments, and evaluated real estate investment opportunities globally.

Abdullah is a graduate from the American University in Dubai with a degree in Business Administration, and had won several awards for his work on Salik Securitisation and other financial strategies.

**Mr. Abdulrahman Al Hareb, Board member:**

Abdulrahman Hareb Rashid Al Hareb is the Chief Internal Audit Officer at Dubai Holding, a global investment group. In his role at Dubai Holding, Al Hareb is responsible for managing, planning and supervising the annual Dubai Holding Audit, overall risk assessment, and internal control structure and corporate governance evaluation. Al Hareb also oversees the auditing of all Dubai Holding subsidiaries.

In addition to his responsibilities at Dubai Holding, Al Hareb is the Chairman of Board of TAIB Bank. He is also the vice Chairman for Awqaf & Minors Affairs Foundation and a board member of Emaar Properties, Emaar Malls and Emirates Transport.

Al Hareb has over twenty-three years of experience in audit, risk management and banking. Prior to joining Dubai Holding, Al Hareb has held various senior positions in National Bank of Dubai and Financial Audit Department – Government of Dubai. Most recently, Al Hareb has been the Chairman of Shuaa Capital, Gulf Finance, Oman National Investment Corporation Holding, as well as a board member of StandardAero US and Chairman of the Audit Committee of Dubai



Aerospace Enterprise (DAE) Ltd. In the past, Al Hareb was the Vice President – Internal Audit at Dubai Islamic Bank.

Al Hareb is a UAE National and holds an MBA from Hult International Business School, Bachelor degree in Business Administration- Accounting from Seattle University, United States. He is a Certified Public Accountant (CPA), and a Certified Internal Auditor (CIA).

**HE. Helal Al Marri, Board member:**

His Excellency Helal Saeed Al Marri has been Director General of the Dubai Department of Tourism and Commerce Marketing (DTCM) since 2013. He is a member of the Executive Council of Dubai and also the Director General of the Dubai World Trade Centre Authority (DWTCA).

The Dubai Department of Tourism and Commerce Marketing (DTCM), is the government authority responsible for continuously furthering Dubai's position as a leading global tourism destination and business hub. In his capacity, Al Marri is accountable for the planning, oversight, and delivery of Dubai's vision and aspirational targets for the sector. His mandate also includes a strategic focus on driving sustainable tourism – contributing to the economic development of the emirate of Dubai and ensuring that tourism as a sector with all related agencies are effectively growing their contribution to Dubai's GDP.

Al Marri's responsibilities span both leisure and business aspects of the city's value proposition. As such his role entails enhancing Dubai's positioning as the preferred international hub for the global business community to network from, establish and expand their presence in, and service the broad range of markets across EMEASA. To facilitate delivery, he is equally responsible for forging collaborations and partnerships across the industry ecosystem globally, and Dubai government, private and public sector stakeholders.

Helal Al Marri also heads up the DWTCA, which encompasses the UAE's leading event venue and the largest event and exhibition centre in the whole region. He is responsible for developing the centre's strategic and development plans that aim to position Dubai as a leading global MICE destination. In his capacity, Al Marri is mandated to manage various sides of the business including exhibitions and conferences; real estate; and hospitality – all collectively driving towards the company's growth strategy in line with Dubai's vision to create a global platform for business tourism, as mandated by His Highness Sheikh Mohammed bin Rashid Al Maktoum, Vice President and Prime Minister of the UAE and Ruler of Dubai.



Al Marri serves as a member of the Supreme Committee of the Expo 2020 and board member at the Dubai Chamber of Commerce and Industry, Emaar Malls PJSC and Taaleem PJSC.

Helal Al Marri holds a Master of Business Administration (MBA) degree from the London Business School (LBS). Al Marri is a Chartered Accountant from the Institute of Chartered Accountants in England and Wales and previously worked at consulting firms, McKinsey and KPMG.

**Mr. Ali Ibrahim, Board member:**

As Deputy Director General at the Department of Economic Development in Dubai (DED), Ali Ibrahim is entrusted with enhancing DED's role in the emirate's strategy to remain in the forefront of countries applying the highest standards in doing business across the economic, social and cultural domains. He is also the General Co-ordinator of the Economic Development Committee of the Executive Council of Dubai, and Technical Co-ordinator of the Dubai Islamic Economy Development Centre.

Mr. Ibrahim is also responsible for evaluating regional and global economic developments as well as their impact on Dubai and its competitiveness. In addition, he supervises surveys and the collection and publication of economic indicators in Dubai and business-related statistics.

Mr. Ibrahim participated in the working groups, which prepared Dubai Strategic Plan 2007-2015, and also supervised DED's working team, which updated the economic plan 2013 -2015.

Mr. Ibrahim started his career with the UAE Central Bank in 1983 in Abu Dhabi where he rose through the ranks to become Assistant Manager for Research and Statistics. Since joining DED in 1993 he has held several positions including Head of Studies and Planning Department, Head of Commercial Registration Department and Deputy Director General for Executive Affairs.

Key positions currently held by Mr. Ibrahim include Chairman of Amlak Finance; Board Member of Emaar Industries and Investment; Managing Director, Emcredit; and Board Member of Emcredit Collection Company and Al Nasr Sport Club. Earlier, he was also Board Member of Dubai Financial Market, Member of the Supreme Insurance Committee and Chairman of Emaar Financial Brokerage, and Member of Commercial Agencies Committee.

Mr. Ibrahim holds a Bachelor Degree in Business Administration and English Language from the UAE University. He has also participated in several courses and conferences and attended working



groups in global bodies such as the International Monetary Fund. He was one of the first graduates of the Government Leadership Programme of the Mohammed Bin Rashid Centre for Leadership Development.

**b. A clarification on women's representation in the Board of Directors in 2018:**

There were no women represented in the Board of Directors in 2018.

**c. An explanation of the reasons for not having women appointed on the Board of Directors:**

The Company confirms its continuous support and commitment to provide equal opportunities to women. The Company has always believed in the capabilities, skills and expertise of women and this was demonstrated through the appointment of women in the highest positions within the management of the Company.

The Company invited the public to submit their nominations for Board membership including women but none of the applicants were approved by the shareholders.

**d. Remunerations and allowances for attending the committees' meetings:**

**1- Total remuneration paid to members of the Board of Directors for the year 2017:**

The total remunerations paid to non-executive members of the Board of Directors in 2017 are six hundred fifty thousand UAE Dirhams (AED 650,000) for each board member (including the Vice Chairman), and one million UAE Dirhams (AED 1,000,000) to the Chairman of the Board of Directors, as approved by the annual general meeting of the Company.

**2- Total remuneration proposed to be paid to members of the Board of Directors for the year 2018:**

The Board of Directors resolved in its meeting dated 20 March 2019 to propose six hundred fifty thousand UAE Dirhams (AED 650,000) as the remuneration to be paid to each non-executive member (including the Vice Chairman), and one million UAE Dirhams (AED 1,000,000) to the Chairman of the Board of Directors, subject to approval by the annual general meeting of the Company.



3- Allowances paid to Board members during the year 2018 for attending meetings of Board committees:

It was decided to pay an amount of two hundred fourteen thousand UAE Dirhams (AED 214,000) as allowances for attending meetings of the Board committees for the year 2018 as shown in Annex B-1, at the rate of twelve thousand UAE Dirhams (AED 12,000) per meeting for chairmen of committees and ten thousand UAE Dirhams (AED 10,000) per meeting for members of the committees. No allowances will be paid to any executive Board member for attending meetings of committees. Allowances were distributed as shown in Annex B-1.

**e. Number of Board Meetings held during the year of 2018:**

The Board of Directors held five (5) meetings during the fiscal year of 2018 on the following dates:

- 22 March 2018
- 4 July 2018
- 14 October 2018
- 4 December 2018
- 10 December 2018

The personal attendance of Board members is indicated in Annex (B-2) attached to this report.

**f. Delegation of Authority:**

The Board of Directors delegated to the executive management powers relating to various matters such as the powers to approve construction contracts, consultancy services, operating expenses and banking transactions within certain financial limits. This delegation of powers is reviewed each year.

**g. Related Party Transactions:**

The Company has not entered into any transaction with related parties in accordance with the definitions provided for these terms in the Governance Resolution. Annex (K) attached to this report provides the key related party transactions as such term is defined in the International Financial Reporting Standards (IFRS) and which are already reflected in the consolidated



financial statements of the year 2018, and carried out during the year in the normal course of business on the terms agreed between the parties.

**h. Organizational structure of the Company:**

Please refer to Annex C attached to this report which includes the Company's organizational structure as of 31 December 2018.

**i. Senior Executive Employees:**

Please refer to Annex D attached to this report which includes a list of the Company's senior executive employees, their positions, date of appointment, total salaries and allowances paid in 2018, as well as total bonuses paid in 2018.

**4- External Auditor:**

**a) Brief Background on the External Auditor:**

Ernest & Young (“EY”) is a global leader in assurance, tax, transaction and advisory services. EY is a \$34.8 billion global organization that employs more than 261,559 professionals over 150 countries. EY operates as one firm, with four global regions and 33 sub-areas within those regions. EY audit methodology is consistent throughout the world and our people are connected by a technical infrastructure that supports our global execution.

The EY practice offers its clients value added services in Assurance & Business Advisory Services; Transaction Support Services; Business Community Training; Business Risk Services (internal audit); Technology & Security Risk Services; International Tax Services; and Lead Advisory Services.

EY audits 25% of 2018 Forbes Global 2000; 25% of the 2018 Russell 3000 and 30% of the 2018 Fortune's 1000 Largest US Corporations.

Further, EY is the #1 auditor of the overall Real Estate sector on the 2018 Fortune 1000, auditing 33% of revenues and 26% of companies. EY is the #1 auditor of the overall Real Estate sector on the 2018 Russell 3000, auditing 33% of market value and 36% of companies. EY is the #1 auditor of the overall Real Estate sector on the 2018 Forbes Global 2000 auditing 33% of market value and 36% of companies.



The MENA practice of EY has been operating in the region since 1923. For over 93 years, EY have grown to over 6,600 people united across 21 offices and 16 countries, sharing the same values and an unwavering commitment to quality. As an organization, EY continues to develop outstanding leaders who deliver exceptional services to our clients and who contribute to our communities.

As per Forbes Global 2000, EY leads the MENA market share auditing 33% of the companies audited in the MENA region.

EY's Dubai office has a solid base of over 1,300 experienced and qualified professionals and 59 resident partners.

Apart from being one of the largest provider of audit services to the Real Estate, Hospitality & Leisure industry and a leading business advisory services practice, EY has a dominant tax practice that is widely recognized as a leader in providing proactive, innovative, and quality tax advisory services to international and local clients.

**b) Audit Fees:**

A table is attached to this report (Annex A) showing the total fees and costs related to the audit and services provided by external auditors, including the details and nature of the services provided, and a statement of the other services provided by external auditors other than the Company's auditor in 2018, in addition to the number of years served as an external auditor of the Company.

**c) A clarification of any qualified opinion provided by the Company's external auditor:**

The auditor's report did not provide any qualified opinion regarding the interim or annual financial statements for the year 2018.

**5- Audit Committee:**

**a) Composition and Functions:**

The composition of the Company's Audit Committee during the year 2018 is as follows:

- 1- Mr. **Ali Ibrahim** (chairman).
- 2- Mr. **Abdullah Belyohah** (member)
- 3- HE. **Helal Al Marri** (member)





The committee has many functions, including developing and implementing the policy for contracting with the external auditor and following up and monitoring its independence, as well as discussing the nature and scope of the audit process and its effectiveness in accordance with the adopted auditing standards. It also monitors the integrity of the Company's financial statements and reports, considers any significant and/or unusual items that are or must be included in these reports, and reviews the financial controls, internal controls and risk management systems, as well as the Company's financial and accounting policies and procedures.

The Audit Committee oversees the Company's compliance with the code of professional conduct, ensures the proper discharge of its duties as set out in its terms of reference in accordance with the powers entrusted to it by the Board. The Audit Committee established practical tools to enable the employees to report any potential violations related to financial reports, internal controls or other violations and takes the necessary actions in this regard; it also reviews and approves related party transactions in accordance with the policies adopted by the Board in this regard.

**b) Meetings and Attendance:**

The committee held its meetings during 2018 to discuss matters relating to financial statements and other matters as follows:

- 4 February 2018
- 4 March 2018
- 22 April 2018
- 22 July 2018
- 21 October 2018

The personal attendance of the members of the committee is shown in Annex (B-1) attached to this report.

**6- Nomination and Remuneration Committee:**

**a) Composition and Functions:**

The composition of the Company's Nomination and Remuneration Committee during the year 2018 is as follows:



- 1- H.E. **Helal Al Marri** (chairman)
- 2- Mr. **Ahmad Al Matrooshi** (member)
- 3- Mr. **Ali Ibrahim** (member)

The committee's principal role consists of reviewing several issues, including, but not limited to, monitoring the independent status of independent board members on a continuing basis, setting out the policy for granting bonuses, benefits, incentives and salaries to Board members and employees, determining the Company's requirements for various skills and competencies, preparing the Company's policies on human resources and regulating and organizing and monitoring the procedures for nomination of Board members.

**b) Meetings and Attendance:**

The committee held its meetings during 2018 as follows:

- 20 March 2018
- 20 November 2018

The personal attendance of the members of the committee is shown in Annex (B-1) attached to this report.

**7- Investment Committee:**

**a) Composition and Functions:**

The composition of the Company's Investment Committee during the year 2018 is as follows:

- 1- Mr. **Abdulrahman Al Hareb** (chairman)
- 2- H.E. **Mohamed Alabbar** (member)
- 3- Mr. **Mohammed Al-Hussaini** (member)

The committee's principal role consists of reviewing several issues, including, but not limited to, the company's new investments, feasibility studies and related financing transactions.

**b) Meetings and Attendance:**

No meetings were held by the Investment Committee during the year of 2018.



## **8- Committee for Monitoring Insiders Trading:**

### **a) Names of members of the Committee for Monitoring Insiders Trading, its scope of work and responsibilities**

The members of the committee are Mr. **Ahmed Al Matrooshi** (Vice Chairman) and Mr. **Patrick Francois Bousquet-Chavanne** (Chief Executive Officer), who was appointed as a successor to Mr. Nasser Rafi on 5 August 2018. The committee is responsible for managing, monitoring and supervising trading and ownership of securities of the Company by insiders, maintaining a register of their names and submitting periodic statements and reports to the stock market.

### **b) Summary of the Committee's activities report for 2018**

The committee prepared and updated the register of insiders and informed the individuals named in the register about the requirements to comply with the insiders trading policy and requested them to ensure compliance with these requirements and to notify the committee when they trade in the Company's shares.

## **9- Internal Control System:**

The Internal Control Department performs the internal control function under the supervision of the Audit Committee and the direction of the Board of Directors. The Department follows the rules governing the Company's internal control activities. The Board of Directors acknowledges its responsibility for the Company's internal control systems, for reviewing its methods of operation and confirms its effectiveness.

The goal of the Internal Control Department is to provide independent and objective assurances to deliver an added value and to improve the company's operations and internal controls. Mr. **Irfan Sadiq** has been the Director of the Internal Control Department since his appointment on 1 August 2014, and he is also the compliance officer of the Company and holds the following qualifications:

- 1- Chartered Certified Accountant (FCCA), United Kingdom.
- 2- Certified Public Accountant (CPA), United States of America.
- 3- Chartered Professional Accountant (CPA), Canada.
- 4- Certified Internal Auditor (CIA), United States of America.
- 5- Certified Fraud Examiner (CFE), United States of America.



The Internal Control Department assists the Company in achieving its objectives by following a systematic and disciplined approach to assess and improve the efficiency of risk management and control and governance processes.

In the event of material violations falling within the scope of the Internal Control Department or identification of issues that must be disclosed in the annual reports, a report will be prepared regarding the matter and submitted to the Audit Committee which will take the necessary measures to deal with each of these cases, including requesting the management to provide the necessary clarifications or to take the necessary measures to deal with these cases.

#### **10- Violations:**

The Company did not commit significant violations of the Governance Resolution during 2018.

#### **11- Local community development and environmental conservation:**

The Company contributed to a number of initiatives related to the development of the local community, such as:

- **The Dubai Mall Scholarship in partnership with Dubai Institute of Design and Innovation (DIDI):**
  - Scholarship fund to award an aspiring female to explore a future in design with DIDI, a newly opened design school in D3.
  - Initiative launched by way of a women's media lunch with Sass Brown, DIDI Dean and Louise Nichols (former Editor in Chief of Harper's Bazaar).
  - Ongoing initiatives with DIDI to support and empower their students include, an arts showcase for Ramadan and Project Design.
  
- **The Robi Walters silent auction in partnership with the Emirates Autism Society:**
  - A bespoke work of art was hand-crafted live in The Dubai Mall by International artist Robi Walters to raise funds for autism / Emirates Autism Society.
  - A silent auction was hosted throughout Ramadan for the artwork, with all funds raised for the amount of AED 50,000 donated to Emirates Autism Society.
  - The campaign also welcomed an arts & crafts workshop, welcoming kids from the Emirates Autism Society and a musical performance hosted in the Dubai Ice Rink to raise awareness of autism.
  - The necessary cost and place at Souk Atrium and Dubai Ice Rink in The Dubai Mall were offered in collaboration with Emirates Autism Society to raise awareness of autism.



- The Dubai Mall took part in Dubai Cares' Scavenger Hunt initiative with a donation of AED 50,000 through the purchase of a piece of art.
- The Dubai Mall provided the space needed at Galeries Lafayette for the Dubai Police stand to raise awareness among the public of the harmful effects of narcotics.
- The Dubai Mall Management provided Dubai Police with a free space at LG and Bateel to install a small booth to show the number of safe days that Dubai Police have completed.
- In support of Dubai Police, we held a graduation ceremony for 100 new cadets, a 30-piece police band, dignitaries and families at Grand Atrium, The Dubai Mall.
- In collaboration with Sketchers and for the "Back to School" occasion, The Dubai Mall donated 5,000 shoes for children at Souk Atrium.
- The Dubai Mall offered a free space at Souk Atrium for the RTA travelling exhibit dedicated to the Year of Zayed and highlighting the progress of the country with images depicting Sheikh Zayed.
- Organizing a Breast Cancer Awareness campaign which was supported by the Company and the cost of which reached AED 300,000 for a full month of Breast Cancer Awareness in the wide mall, Souk and Paris Gallery.
- In collaboration with Hamdan Bin Mohammed Bin Rashid Al Maktoum International Photography Award (HIPA), The Dubai Mall hosted a full-day UN photo exhibition at the Montblanc Corridor at the cost of AED 90,000.
- All Emaar entertainment facilities at The Dubai Mall donated free gifts for the "Arab Reading Challenge".
- On the occasion of UAE National Day, The Dubai Mall offered a free initiative to 300 under-privileged students and families who were treated to a day at The Dubai Mall with visits to the entertainment facilities, lunch meals and various activities.
- The Dubai Mall, in cooperation with the Dubai Electricity and Water Authority (DEWA), offered a free space on the Second Floor beside the Aquarium for the Children Health and Safety at Home Exhibition.
- On the occasion of the 10th anniversary of the World Games - Special Olympics, and as Emaar is a sponsor of this global event, The Dubai Mall offered the venue free of charge at Promenade Plaza to drive volunteer registrations for this global event with the appearance of WWE wrestling star.



## 12- General Information:

- a. Please refer to Annex E of this report for information on the Company's share price in the financial market at the end of each month during year 2018.
- b. Please refer to Annex F on the comparative performance of the Company's shares with the market index and the sector index to which the company belongs during year 2018.
- c. Please refer to Annex G for categories of shareholders as of 31 December 2018.
- d. There are no shareholders holding 5% or more of the company's capital, except for **Emaar Properties PJSC**, which owns 84.632% of the share capital of the Company as of 31 December 2018 by way of owning 11,014,297,000 shares.
- e. Please refer to Annex H for categories of shareholders by reference to the size of their percentage shareholding as of 31 December 2018.
- f. Please refer to Annex I for the significant events that took place in the Company in 2018.
- g. Emiratization percentage in the Company as of 2018 is **7.53%**.
- h. Please refer to Appendix J for the list of innovative projects and initiatives implemented by the Company or which were under development during 2018.
- i. Investor Relations Guidelines:

The name and contact information of the Investors' Relations Manager:

**Mr. Abhay Singhvi**

Contact Information:

- o Tel No.: 04 362 7466
- o Email: [investor-relations@emaar.ae](mailto:investor-relations@emaar.ae)

The Investor Relations webpage link on the Company's website:

- o Link: <https://www.emaar.com/en/investor-relations>

The appointment of Mr. **Abhay Singhvi** as Investor Relations Manager is a temporary appointment due to the resignation of the former Investor Relations Manager. The Company is still in process of appointing an Investor Relations Manager who meets the requirements of Article 35 of the Governance Resolution.



**j. Special Resolutions presented to the Annual General Meeting held in 2018 and the procedures taken in relation to the same:**

- It was resolved to approve the amendment of Article (29) of the AOA to cancel the maximum number of resolutions passed by circulation, which the Board of Directors may issue in cases of urgency.
- It was resolved by virtue of a special resolution to adopt the “Constitutive Regulation of the Employees Incentive Program” granting the employees the option to purchase shares of the Company according to the provisions of Article 226 of Federal Law No 2 of 2015 on Commercial Companies and according to the main terms and conditions presented to the general assembly.

**k. The name of the Board Secretary and the date of his appointment:**

- Mr. **Ayman Hamdy** was appointed as Board Secretary and Ms. **Rana Matar** as Assistant Board Secretary on 18 April 2017.

Date: 31 March 2019



[Signed]

**Mr. Mohammed Al-Hussaini**  
**Chairman**



## Annex (A)

### Audit fees Table Report

|  |  |
|--|--|
| <b>Name of the audit firm</b>  | Ernst & Young  |
| <b>Number of years spent as external auditor of the Company</b>  | 4 years (2015-2018)  |
| <b>Total audit fees of the financial statements for 2018 (in AED)</b>  | 204,000  |
| <b>Fees and costs of other special services other than the audit of the financial statements for 2018 (in AED)</b> | Quarterly reviews – 725,780  |
| <b>Details and nature of other services provided</b>   | N/A  |
| <b>Statement of the services performed by <u>external auditors</u> other than the Company's auditor</b>            | <p>Other than E&amp;Y as external auditors, other audit firms were engaged by the Company for tenant sales audit and other professional/consultancy fees, below is the list and amount paid:</p> <ul style="list-style-type: none"><li>• Grant Thornton – AED 61,400</li><li>• Mazars Chartered Accountants - AED 20,000</li><li>• Morison Menon Chartered Accountants - AED 6,000</li><li>• Meralis Chartered Accountants – AED 16,160</li><li>• KPMG – AED 112,746/-</li><li>• PWC – AED 156,540</li><li>• Al Fasl – AED 4,000</li></ul> |





**Annex (B-1)**

**Board members' attendance to the committee meetings and the allowances<sup>1</sup> paid to the Board members for the year 2018**

| Name                       | Nomination & Remuneration |           | Audit Committee |           | Investment Committee |           |
|----------------------------|---------------------------|-----------|-----------------|-----------|----------------------|-----------|
|                            | Attendance                | Allowance | Attendance      | Allowance | Attendance           | Allowance |
| 1 Mr. Mohammed Al-Hussaini | -                         | -         | -               | -         | -                    | -         |
| 2 Mr. Ahmad Al Matrooshi   | 2                         | 20,000    | -               | -         | -                    | -         |
| 3 H.E. Mohamed Alabbar     | -                         | -         | -               | -         | -                    | -         |
| 4 Mr. Abdullah Belyohah    | -                         | -         | 5               | 50,000    | -                    | -         |
| 5 Mr. Abdulrahman Al Hareb | -                         | -         | -               | -         | -                    | -         |
| 6 H.E. Helal Al Marri      | 2                         | 24,000    | 5               | 50,000    | -                    | -         |
| 7 Mr. Ali Ibrahim          | 1                         | 10,000    | 5               | 60,000    | -                    | -         |

- All meetings were attended in person and there was no attendance by proxy.

<sup>1</sup> Allowances amount in AED



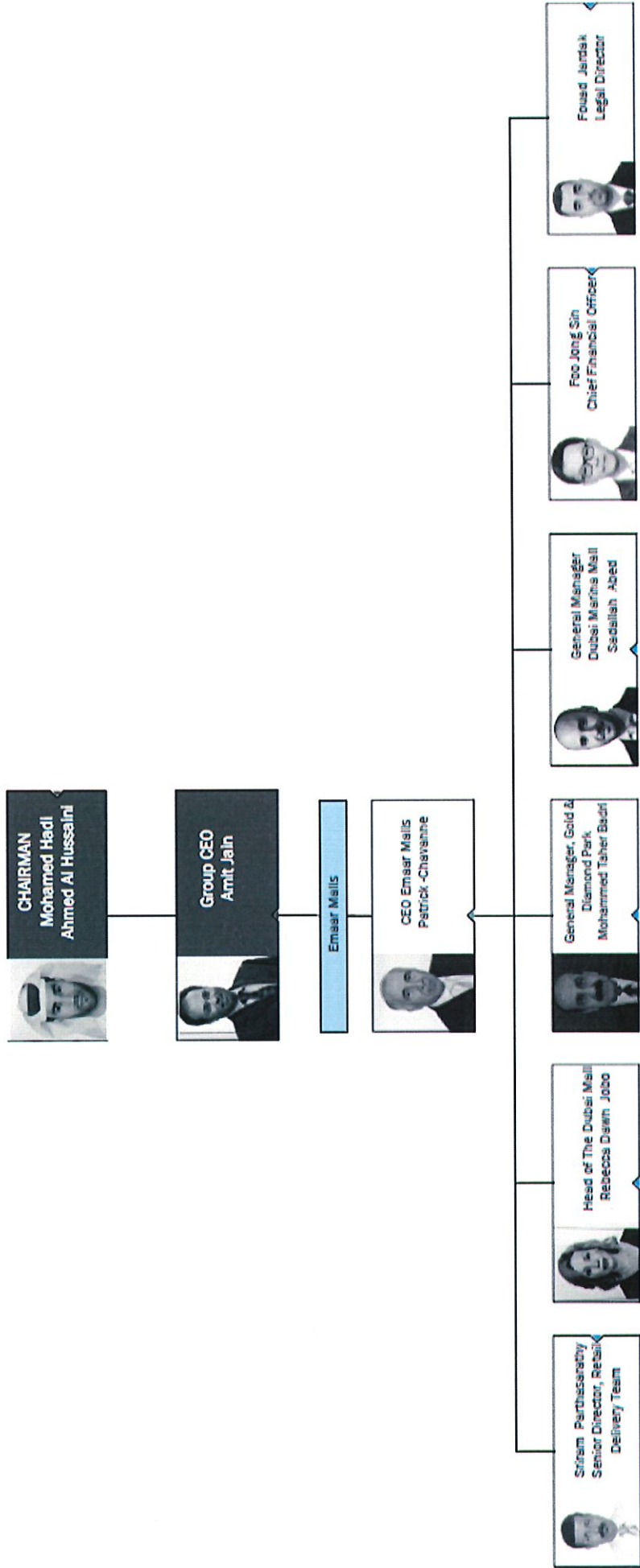
**Annex (B-2)**  
**Attendance of Board Meetings**

| <b>Name</b>              | <b>Attendance</b> |
|--------------------------|-------------------|
| Mr. Mohammed Al-Hussaini | 5                 |
| Mr. Ahmad Al Matrooshi   | 5                 |
| H.E. Mohamed Alabbar     | 3                 |
| Mr. Abdullah Belyohah    | 4                 |
| Mr. Abdulrahman Al Hareb | 5                 |
| H.E. Helal Al Marri      | 4                 |
| Mr. Ali Ibrahim          | 3                 |

- All meetings were attended in person and there was no attendance by proxy.

**Annex C**  
**Organizational Structure of the Company**

## EmaarMalls





**Annex D**  
**Senior Executive Employees\***

| <b>SN</b> | <b>Name</b>                                   | <b>Position</b>                       | <b>Date of Appointment</b> | <b>Total Salaries and Allowances paid in 2018 (AED)</b> | <b>Total Bonuses paid in 2018 (AED)</b> | <b>Any other Cash/in-kind benefits for 2018 or payable in the future</b> |
|-----------|---|---------------------------------------|----------------------------|---|---|--|
| 1         | <b>Mr. Patrick Francois Bousquet-Chavanne</b> | CEO Emaar Malls                       | 5 August 2018              | 1,363,871   | None                                    | None   |
| 2         | <b>Mr. Mohammed Taher Badri</b>               | General Manager – Gold & Diamond Park | 1 April 2003               | 792,402   | 121,998                                 | None   |
| 3         | <b>Mr. Sriram Parthasarathy</b>               | Senior Director, Retail Delivery Team | 17 October 2010            | 774,282   | 130,867                                 | None   |
| 4         | <b>Mr. Fouad Jardak</b>                       | Legal Director                        | 8 May 2011                 | 813,522   | 152,141                                 | None   |
| 5         | <b>Mr. Sadallah Abed</b>                      | General Manager, Dubai Marina Mall    | 16 March 2015              | 716,035   | 132,300                                 | None   |
| 6         | <b>Mr. Foo Jong Sin</b>                       | Chief Financial Officer               | 2 April 2017               | 1,331,066   | 94,586                                  | None   |
| 7         | <b>Mrs. Rebecca Dawn Jobo</b>                 | Head of The Dubai Mall                | 25 November 2018           | 132,000   | None                                    | None   |



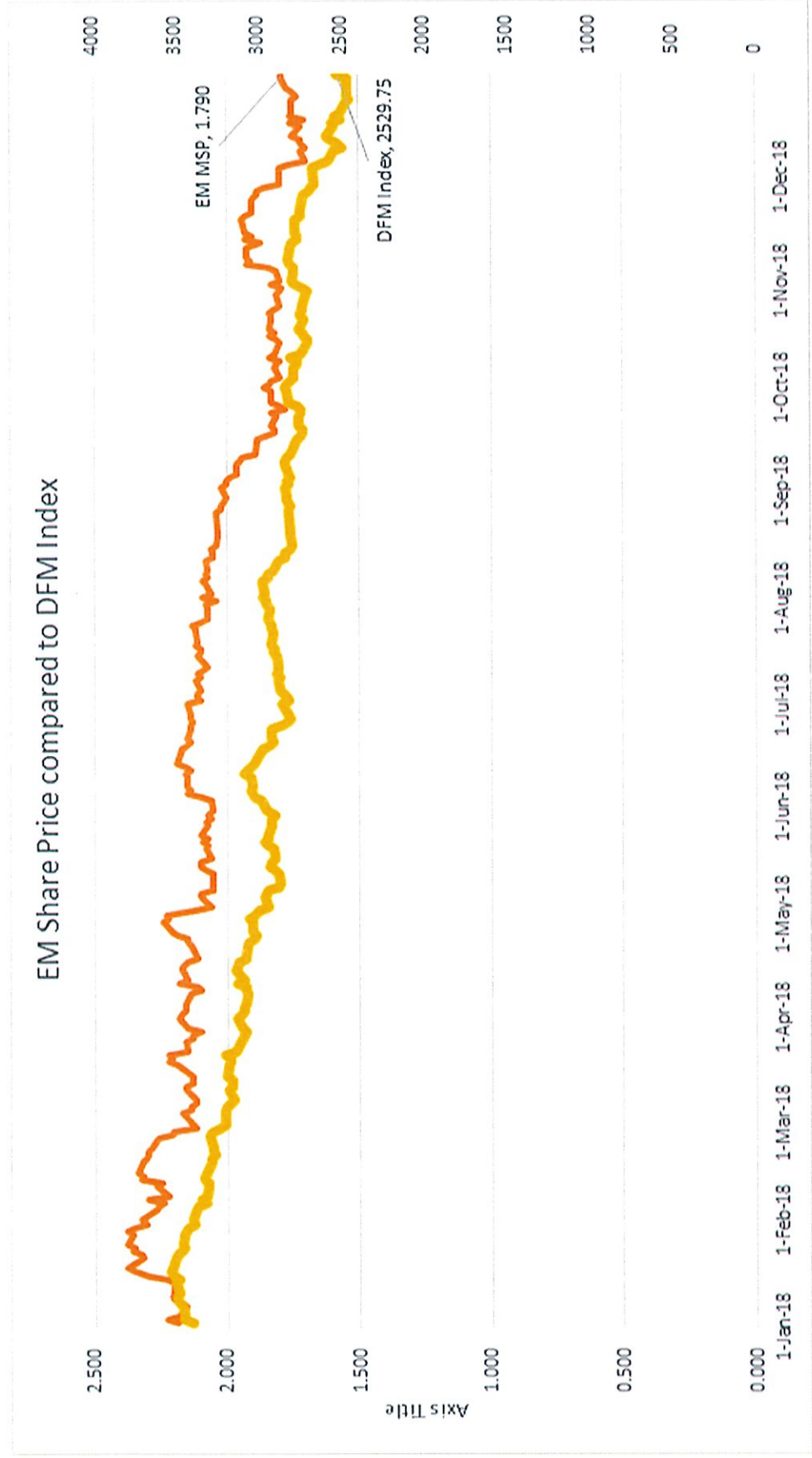
## Annex E

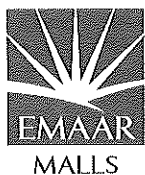
Company Share Price in the Market (Closing Price, Highest Price, Lowest Price) at the end of each month during the year 2018.

| <b>2018</b> | <b>Highest price</b> | <b>Lowest price</b> | <b>Closing price</b> |
|-------------|----------------------|---------------------|----------------------|
| January     | 2.38                 | 2.16                | 2.31                 |
| February    | 2.34                 | 2.12                | 2.12                 |
| March       | 2.22                 | 2.1                 | 2.15                 |
| April       | 2.24                 | 2.1                 | 2.22                 |
| May         | 2.23                 | 2.05                | 2.05                 |
| June        | 2.19                 | 2.06                | 2.14                 |
| July        | 2.15                 | 2.04                | 2.04                 |
| August      | 2.09                 | 2                   | 2                    |
| September   | 2.02                 | 1.78                | 1.83                 |
| October     | 1.86                 | 1.79                | 1.83                 |
| November    | 1.94                 | 1.8                 | 1.8                  |
| December    | 1.8                  | 1.7                 | 1.79                 |

Annex F

Comparative performance of the Company's shares with the market index and the sector index to which the Company belongs during 2018





### Annex G

Categories of Shareholders as of 31 December 2018 (Individuals, Companies and Governments) classified as follows: UAE, GCC, Arab, foreign

| Shareholder Category | Percentage of Shares Owned |                 |                | Total       |
|----------------------|----------------------------|-----------------|----------------|-------------|
|                      | Individual                 | Companies       | Government     |             |
| UAE                  | 1.6488%                    | 87.8728%        | 0.2233%        | 89.7449%    |
| GCC                  | 0.1631%                    | 1.6839%         | -              | 1.847%      |
| Arab                 | 0.2725%                    | 0.0032%         | -              | 0.2757%     |
| Foreign              | 0.2806%                    | 6.4828%         | 1.369%         | 8.1324%     |
| <b>Total</b>         | <b>2.365%</b>              | <b>96.0427%</b> | <b>1.5923%</b> | <b>100%</b> |



## Annex H

### Categories of Shareholders According to the Size of their Percentage Shareholding as of 31 December 2018

| Share(s) Owned                      | Number of Shareholders | Number of Share Held  | % of Shares Held of the Capital |
|-------------------------------------|------------------------|-----------------------|---------------------------------|
| Less than 50,000                    | 14,391                 | 41,859,596            | 0.32%                           |
| From 50,000 to less than 500,000    | 866                    | 140,959,047           | 1.08%                           |
| From 500,000 to less than 5,000,000 | 278                    | 450,683,132           | 3.46%                           |
| More than 5,000,000                 | 71                     | 12,380,798,225        | 95.13%                          |
| <b>Total</b>                        | <b>15,606</b>          | <b>13,014,300,000</b> | <b>100%</b>                     |





## **Annex I**

### **Significant Events of the Company during 2018**

#### **February**

- Emaar Malls records a net profit of AED 2.080 billion (US\$ 566 million) in 2017, 11 per cent higher than the net profit of AED 1.874 billion (US\$ 510 million) during 2016. Revenue for full-year 2017 was AED 3.629 billion (US\$ 988 million), a growth of 12 per cent over 2016 revenue of AED 3.227 billion (US\$ 879 million).

#### **March**

- The Dubai Mall's much-awaited expansion of the Fashion Avenue opens, welcoming more than 150 luxury brands.
- Emaar Entertainment opens Dubai's latest and most exciting attraction – VR Park – in The Dubai Mall.

#### **April**

- The third Annual General Meeting (AGM) of Emaar Malls approves the distribution of cash dividends to shareholders amounting to AED 1.3 billion (US\$ 353.9 million), representing 10 per cent of the share capital being 10 fils per share for 2017.
- Emaar Malls records a net profit of AED 548 million (US\$ 149 million) during the first quarter (January to March) of 2018, similar to the net profit of AED 539 million (US\$ 147 million) in Q1 2017.
- Emaar Malls records 24% growth in revenue to AED 1.038 billion (US\$ 283 million) in Q1 2018.
- Perfumery & Co, a new luxury fragrance and beauty destination located in The Dubai Mall's prestigious Fashion Avenue, opens its doors
- Reel Cinemas teams up with international superstar chef Guy Fieri to launch the first stand-alone Dine-In Cinema featuring his highly acclaimed American Kitchen concept in the Middle East.

#### **May**

- The Springs Souk opens with about 100 retail and F&B outlets.

#### **July**

- Dubai Square, a new retail metropolis that pushes the boundaries of modern retail and leisure in Dubai Creek Harbour by drawing on next-generation technology, launched in Dubai Creek Harbour



- Emaar Malls records a growth of 8 per cent in its net profit for the first half (January to June) 2018 to AED 1.102 billion (US\$ 300 million) compared to the H1 2017 net profit of AED 1.021 billion (US\$ 278 million). Revenue for half-year 2018 is AED 2.103 billion (US\$ 573 million), an increase of 29 per cent over H1 2017 revenue of AED 1.624 billion (US\$ 442 million).
- Dig It-an all new exciting kid’s attraction opens at The Springs Souk.
- Reel Cinemas brings the Dolby Cinema™ experience to The Dubai Mall.

#### **August**

- ScreenX, a new immersive cinema experience, debuts in the UAE at Reel Cinemas - The Dubai Mall.
- Celebrity chef Guy Fieri’s independent restaurant opens at Reel Cinemas, The Dubai Mall.

#### **September**

- Emaar Entertainment launches the most luxurious cinema experience in the world in Dubai.

#### **October**

- The Dubai Mall celebrates Chinese Golden Week.
- The Dubai Mall marks a glorious decade of setting new standards and transforming global retail.

#### **November**

- The Dubai Mall marks 10th anniversary with a month-long extravaganza.
- The Dubai Mall partners with Vogue Arabia for Vogue Loves Fashion Avenue, a large-scale celebration commemorating the iconic 10th anniversary of The Dubai Mall.

#### **December**

- The Dubai Mall adds another Guinness World Record title to its credits for the World’s Largest Christmas Bauble Ornament.



## Annex J

### Innovative Projects and Initiatives implemented by the Company during 2018

- **#TDMWishes**
  - A social media campaign in celebration of The Dubai Mall's 10<sup>th</sup> Celebrations hosted throughout November.
  - Using the power of social media, guests/followers were invited to make a wish, or wish a gift for a loved one for the chance to have it come true.
  - Wishes granted included an engagement dress, a wedding dress, a wheelchair for a family member, Xmas gifts for kids and more.
  - In total, 176 wishes were granted as part of this campaign.
  
- **Emaar Malls Rewards Programme**
  - Loyalty programme in partnership with Emirates Skywards, launched first in The Dubai Mall – a first of its kind partnership for a shopping mall.
  - Guests that spend AED100 or more at any store in The Dubai Mall can earn Skywards Miles, by scanning receipts directly into The Dubai Mall app.
  - Continued campaigns thereafter to promote the programme include giving away 1 million Skywards Miles during DSS, #MyDreamDestination Twitter campaign and a DSF Spend & Win campaign.
  
- **TDM Delivery Service**
  - Launched in May 2017
  - Total Deliveries for 2018: 21,475
  - 25 delivery associates & 8 Delivery Vehicles
  - Serving all Residential, Business and Hotel Properties across Dubai. Priority delivery Service (waiving minimum spend) and guarantee of 2hr delivery for Emaar hotels in Downtown, ENBD/U by Emaar Card (Gold and Infinite Members), U By Emaar Signature (Gold and Platinum Members), Emaar Malls Rewards with Emirates Airlines (Gold and Platinum Members from Jan 2019).
  
- **Sleeping Pods**
  - Launched in February 2018
  - Pay by the hour concept – Walk in guests and online pre bookings
  - 14 pods available
  - Located in Grand Parking Lobby P2



- **Mobile Loyalty & Rewards:** Snapping Mall Shopper receipts thru the Dubai Mall Mobile App to Earn Skywards Miles
- **Mobile Way finding:** Using Beacons to guide shoppers inside the Mall through Indoor Positioning systems
- **Mobile Reserve Parking:** VIP customers who register their cars thru the Dubai Mall Mobile App can enter a Barrier controlled reserved parking which opens barrier using ANPR technology
- **Robotic Process Automation:** Using software robots to do repetitive manual tasks not possible to perform thru a system
- **Digital Signature:** Workflow Driven digital signature Solution for Leasing Contracts



## Annex K

### Statement of the Related Parties Transactions in accordance with the International Financial Reporting Standards (IFRS) as listed in the Consolidated Financial Statements of the Company for the year 2018

|   | <i>2018</i>    | <i>2017</i>    |
|---|----------------|----------------|
|   | <i>AED'000</i> | <i>AED'000</i> |
| <i>Parent company, Affiliated entities, entities owned or controlled by Directors and other related parties</i> |                |                |
| Rental income   | 190,935        | 164,692        |
| Operating expenses – net  | 291,256        | 124,765        |
| Sales and marketing expenses  | 19,826         | 5,949          |
| General and administrative expenses   | 108,443        | 102,834        |
| Finance income  | 22,641         | 22,202         |
| Finance costs   | 5,110          | -              |
| Capital expenditures  | 4,359          | 23,448         |
|   | 190,935        | 164,692        |

#### **Related party balances**

Significant related party balances (and the consolidated statement of financial position captions within which these are included are as follows:

|   | <i>2018</i>    | <i>2017</i>    |
|---|----------------|----------------|
|   | <i>AED'000</i> | <i>AED'000</i> |
| <i>Parent company, Affiliated entities, entities owned or controlled by Directors and other related parties</i> |                |                |
| Bank balances and cash  | 134,682        | 574,505        |
| Trade and unbilled receivables  | 7,791          | 227            |
| Due from related parties  | 158,768        | 56,627         |
| Interest bearing loans & borrowings   | -              | -              |
| Deferred Income   | 69,112         | 62,101         |
| Due to related parties  | 118,441        | 60,040         |
| Trade payables  | 163            | 38             |
|   | 163            | 38             |