



UNOFFICIAL TRANSLATION

**Minutes of the 17th Annual General Meeting of
Emaar Properties PJSC**

Date: 15 April 2015

Time: 4pm

Place: Diamond Ballroom at The Address Dubai Mall Hotel

Present:

(A) Board Members

H.E. Mohamed Alabbar	Chairman
Mr. Hussain Al Qemzi	Vice Chairman
Mr. Ahmed Jawa	Board Member
Mr. Fadel Al Ali	Board Member
Mr. Jamal Bin Theniyah	Board Member
Mr. Ahmad Al Matrooshi	Board Member and Managing Director
Mr. Marwan Abedin	Board Member
Mr. Arif Al Dehail	Board Member
Mr. Abdulrahman Al Hareb	Board Member
Mr. Jamal Al Marri	Board Member
Mr. Abdullah Belyoahah	Board Member

(B) Mr. Ayman Hamdy Rapporteur of the Meeting and General Counsel

(C) Mr. Khalid Al Shamma Representative of Securities and Commodities Authority

(D) Mr. Khaled Al Mubashri Representative of the Department of Economic Development of the Government of Dubai

(E) Ernst & Young External Auditors

(F) Mr. Al-Moataz A. Noaman and Mr. Abdel Haleem Ahmed as vote collectors on behalf of Union National Bank.

(G) The Shareholders, as mentioned below.

Required Quorum: 50% of share capital

Available Quorum: 58.67% of share capital

The meeting convened and was presided by H.E. Mohamed Bin Ali Alabbar the Chairman of the Company who welcomed the shareholders, made an opening speech and proceeded with the meeting agenda. The agenda items were discussed and the Annual General Meeting approved the following resolutions:



1. “It was resolved to approve the number of Board members from 11 to 10 members”.
2. “It was resolved to approve the report of the Board of Directors relating to the activities of the company and its financial position, the report of the auditors, and the consolidated financial statements of the company for the year ended 31 December 2014 as presented to the shareholders during the meeting”.
3. “It was resolved to appoint Ernst & Young as external auditors for the company’s financial statements for the year 2015 and to approve their fees amounting to AED 345,000”.
4. “It was resolved to discharge the liabilities of the Board of Directors and the auditors for the financial year ended 31 December 2014”.
5. “It was resolved to distribute to the shareholders cash dividends amounting to 15% of the share capital of the company being 15 fils per share for the financial year 2014”.
6. “It was resolved to pay bonus to the non-executive Board of Directors amounting to AED 2.561 Million for each non-executive board member”.
7. “It is hereby resolved to appoint the following:
 1. Mohamed Ali Rashed Alabbar
 2. Hussain Ahmad Dhaen Alqemzi
 3. Ahmed Jamal Hassan Jawa
 4. Jamal Majed Bin Thaniyeh
 5. Ahmad Thani Rashed Almatrooshi
 6. Marwan Iqbal Mohammad Abdullah Abedin
 7. Jamal Hamed Thani Butti AlMarri
 8. Arif Obaid Saeed Aldehail
 9. Abdul Rahman Hareb Rashed Al Hareb
 10. Abdulla Saeed Balyoahah

as members of the Board of Directors of the Company for a three year term ending at the end of the 20th Annual General Meeting of the Company in 2018.

8. “It was resolved to permit the Board members to carry out any business activities which may fall under the company’s objects”.

The meeting ended at 5:20 pm.

Chairman of the Meeting
[signature]

Rapporteur of the meeting and General Counsel
[signature]



Auditors
[Signature]

Vote Collectors
[Two signatures]

Representative of the Securities and Commodities Authority
[signature]

Representative of the Department Economic Development of the Government of Dubai
[signature]

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