



Emaar Properties (PJSC)

Invitation to Attend the 17th Annual General Meeting

The Board of Directors of Emaar Properties PJSC is honored to invite the shareholders to attend the 17th Annual General Meeting of the Company which will be held on Wednesday, 15 April 2015, at 4:00 PM, in the Diamond Ballroom of The Address Dubai Mall Hotel. In case the said Meeting falls short of quorum, the next Annual General Meeting will be held at 4:00 PM on Wednesday, 22 April 2015, in the Diamond Ballroom of The Address Dubai Mall Hotel to discuss the following agenda:

1. To approve the change of the Board members from 11 to 10 Board members.
2. To receive and approve the report of the Board of Directors on the activities and financial position of the Company for the fiscal year ending 31st December 2014.
3. To receive and approve the Auditors' report for the fiscal year ending 31st December 2014.
4. To discuss and approve the Company's balance sheet and the profit and loss account for the fiscal year ending 31st December 2014.
5. To appoint the Auditors for the year 2015 and determine their remuneration.
6. To discharge the members of the Board of Directors and Auditors from liability for the fiscal year ending 31st December 2014.
7. To discuss the proposal of the Board of Directors regarding distribution of dividends to the Shareholders amounting to 15% of the share capital being 15 fils per share as cash dividends for the fiscal year 2014.
8. To grant approval for the payment of bonus to the non-executive members of the Board of Directors amounting to 2.561 Million dirhams for each non-executive Board member.
9. To elect members of the Board of Directors.
10. To grant approval under Article (108) of Federal Law No. 8 of 1984 and the amendments thereto for the members of the Board of Directors to carry on activities included in the objects of the Company.

Notes:

- 1- Any shareholder may appoint a proxy to attend the Meeting on his behalf. However, the latter cannot be a member of the Board of Directors or hold, in this capacity, more than (5%) five percent of the Company's capital.
- 2- Every shareholder whose name is registered on the last business day preceding the Company's Annual General Meeting (i.e. 14 April 2015) shall be entitled to vote at the Annual General Meeting.
- 3- In case there is dividend distribution, the shareholder whose name is registered on Sunday 26 April 2015 shall be the person entitled to such dividends, whether in cash or bonus shares, and in case the meeting is held on 22 April 2015 due to lack of quorum in the first meeting, the person entitled to dividends shall be the shareholder whose name is registered on Sunday 3 May 2015. The Company will pay cash dividends to the shareholder entitled thereto by way of a check delivered by registered mail to the address specified in the Market or through the iVESTOR cards to the shareholders registered in that system within a period not exceeding 30 (thirty) days from the date of the Annual General Meeting.
- 4- The Company's financial statements are available for the shareholders on the websites of the Dubai Financial Market and the Company.
- 5- The election of Board members shall be conducted by way of cumulative secret voting through a special software system. The voting process shall take place at the same time and venue as the Annual General Meeting. Voting for the election of directors shall start at 4:00 PM.

**By order of the Board of Directors
Emaar Properties PJSC**