

# EMAAR

## **Emaar Properties (PJSC) Invitation to Attend the Annual General Meeting**

The Board of Directors of Emaar Properties (PJSC) (the "**Company**") is honored to invite the shareholders to attend the Annual General Meeting of the Company which will be held remotely / electronically and also at the Address Sky View Hotel, Skyview Ballroom, in the Emirate of Dubai, on Wednesday, 20 April 2022, at 9:30 PM. In case the said meeting falls short of quorum, the Annual General Meeting will be held also remotely / electronically and at the Address Sky View Hotel, Skyview Ballroom, in the Emirate of Dubai, at the same time on Wednesday, 27 April 2022. The Annual General Meeting shall discuss the following agenda:

1. 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 31<sup>st</sup> December 2021.
2. To receive and approve the Auditors' report for the fiscal year ending 31<sup>st</sup> December 2021.
3. To discuss and approve the Company's balance sheet and the profit and loss account for the fiscal year ending 31<sup>st</sup> December 2021.
4. To discuss the proposal of the Board of Directors regarding distribution of dividends to the Shareholders amounting to AED 1,226,960,832.30 (*One billion two hundred twenty six million nine hundred sixty thousands eight hundred thirty two UAE Dirhams and thirty fils*) representing 15% (fifteen percent) of the share capital being 15 (fifteen) UAE Fils per share.
5. To consider and approve the Board of Director's remuneration including salaries, bonus, expenses and fees of the members of the Board as set out in section (3)(c.2) and Appendix (D) of the Corporate Governance Report.
6. To discharge the members of the Board of Directors from liability for the fiscal year ending 31<sup>st</sup> December 2021.
7. To discharge the members of the Board of Directors of Emaar Malls PJSC from liability for the fiscal year ending 21<sup>st</sup> November 2021, being the date of completion of the merger of Emaar Malls PJSC with the Company.
8. To discharge the Auditors from liability for the fiscal year ending 31<sup>st</sup> December 2021.
9. To appoint the Auditors for the fiscal year ending 31<sup>st</sup> December 2022 and determine their remuneration.
10. To grant approval, under Paragraph (3) of Article (152) of the UAE Federal Law by Decree No. (32) of 2021 for Commercial Companies ("**Companies Law**"), for the members of the Board of Directors to carry on activities included in the objects of the Company.
11. Special Resolution to approve the Board of Directors' recommendation to the Company to buyback a percentage not exceeding 1% of its shares with the intention of disposing of them in accordance with the decision issued by the Securities & Commodities Authority ("**SCA**") in this regard and authorizing the Board of Directors to do the following:
  - a. To execute the decision of the General Assembly within the period approved by SCA;
  - b. To reduce the Company's capital by canceling those shares, in the event of expiry of the deadline set by SCA to dispose of the purchased shares, and amending the Company's capital in the Articles of Association accordingly.
12. Special Resolution to authorize the Board of Directors to approve the voluntary contributions for the year 2022 provided that such voluntary contributions do not exceed (2%) two percent of the annual profit.
13. Special Resolution to amend few Articles in the Company's Articles of Association to comply with the provisions of the Companies Law. The amended Articles will be published on the Company's website and DFM website before the date of the General Assembly Meeting.

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## Notes:

1. Shareholders can vote on the resolution through ([www.smartagm.ae](http://www.smartagm.ae)) at the registrar.
2. Meeting shall be held at the venue, date and time mentioned above. The Board of Directors, Auditors, Registrar, Rapporteur and Vote Collector shall be present in person while the shareholders can participate either in person or electronically.
3. Any shareholder who has the right to attend the General Assembly, may delegate any person other than a member of the Board of Directors, employees of the Company, a broker or employees of such broker under a special written proxy that expressly states the right of the proxy to attend the General Assembly and vote on its decisions. In such capacity, no proxy may represent more than 5% of the shares in the capital of the Company. Shareholders who are minors or interdicted shall be represented by their legal representatives. The signature of a shareholder on a special written proxy shall be approved by any of the following entities: (a) notary public; (b) chamber of commerce or economic department in the United Arab Emirates; (c) bank or company licensed in the United Arab Emirates; or (d) any other entity licensed to carry out attestations works.
4. A juridical person may authorize one of its representatives or managers, by virtue of a resolution passed by its Board of Directors or an equivalent body, to represent it at the Annual General Meeting; the said authorized representative shall have the powers determined under the authorization resolution.
5. Every shareholder whose name is registered on the last business day preceding the Company's Annual General Meeting (i.e. on Tuesday, 19 April 2022) shall be entitled to vote at the Annual General Meeting. In case the meeting is held on Wednesday, 27 April 2022 due to lack of quorum in the first meeting, every shareholder whose name is registered on the last business day preceding the Company's Annual General Meeting (i.e. on Tuesday, 26 April 2022) shall be entitled to vote at the Annual General Meeting.
6. The shareholder whose name is registered on Monday, 2 May 2022 shall be the person entitled to the dividends (in case of distribution of dividends); in case the meeting is held on Wednesday, 27 April 2022 due to lack of quorum in the first meeting, the person entitled to dividends shall be the shareholder whose name is registered on Monday, 9 May 2022.
7. Pursuant to the Article (40) of SCA Decision no. (3/R.M.) of 2020 concerning the Joint Stock Companies Governance Guidance, any shareholder who wishes to appoint a representative to attend and vote on his/her/its behalf should communicate with any of the following persons from Al Tamimi & Co., whose the Company shall bear the fees for their attendance and to vote only, in accordance with the agreement concluded with Al Tamimi & Co. offices and the approval of the General Assembly on 11 April 2021:
  - Mr. Andrew Tarbuck, who can be contacted at [a.tarbuck@tamimi.com](mailto:a.tarbuck@tamimi.com) or +971 4 331 7161;and
  - Ms. Carla Saliba, who can be contacted at [c.saliba@tamimi.com](mailto:c.saliba@tamimi.com) or +971 4 331 7161.
8. The shareholders must update their contact details and addresses with the Dubai Financial Market to make sure the dividends are received appropriately, as the payment of dividends, if any, will be made through the Dubai Financial Market.
9. The Company's financial statements and governance report are available for the shareholders on the websites of the Company (<http://www.emaar.com/ar-ae/investor-relations>) and Dubai Financial Market (<http://www.dfm.ae/market-data/market-data-overview>).
10. The General Meeting shall not be validly held unless attended by shareholders, in person or via proxy, representing not less than (50%) of the share capital of the Company. In the event that such quorum is not present at the first General Meeting, a second meeting will take place as described above and the second meeting shall be valid irrespective of the shareholders attendance percentage.

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11. Please visit the official website of the Securities and Commodities Authority (<https://www.sca.gov.ae/en/services/minority-investor-protection.aspx>) to view the Authority's Guide on Investors' Rights in Capital Market.
12. A "**Special Resolution**" is a resolution passed by the majority of the votes of the shareholders who own at least three-quarters of the shares represented at the Annual General Meeting of the joint stock company.

**By resolution of the Board of Directors  
Emaar Properties (PJSC)**