



## SALE OF SHARES OFFER IN A PUBLIC SUBSCRIPTION IN THE UAE ONLY

### EMAAR MALLS GROUP PJSC (Public Joint Stock Company under establishment)

#### Sale of a percentage of not less than 15% of the share capital of Emaar Malls Group in a public offering through a book building process and including an invitation to the shareholders to attend the constitutive general assembly of the company on 30 September 2014 and the announcement of the listing of the shares of the Company on Dubai Financial Market on 2 October 2014

The Founders Committee of “EMAAR MALLS GROUP PJSC” (the “**Company**”), public joint stock company under establishment, has the pleasure to announce the sale of not less than 15% of its share capital in a public offering in the United Arab Emirates (the “**Offer**”). The Company is the leading owner and operator of shopping malls in Dubai, UAE. Its portfolio of properties comprises four shopping malls and 30 community shopping centers and other retail properties. Its properties include some of the most iconic malls, entertainment and community integrated retail centers in the Middle East, including The Dubai Mall, which is one of its main assets and has been the most visited shopping and entertainment mall worldwide in each of the last three years.

The Company aims to establish itself to be the first shopping mall to bring leading global retail brands to the GCC region, such as Bloomingdales and Galeries Lafayette at The Dubai Mall. The Company also aims to deliver long-term growth through active tenant portfolio management and to continue its active tenant portfolio management to successfully negotiate favourable lease terms.

The Company also aims to maximise returns from its existing portfolio through active asset management and expansions as well as development of new assets in addition to funding growth opportunities and dividend distributions while maintaining a conservative capital structure. The Company also aims to improve brand awareness to drive footfall and support tenant sales growth through continued efforts with key Dubai stakeholders, high-profile event marketing and effective consumer engagement and building brand awareness through the promotion of fashion, science, cultural, art and entertainment events.

#### Objects of the Company

The objects of the Company are retail development and management; ownership and operation of shopping malls and all related services and activities; facilities management services; fish and live animal trading and breeding of marine species and animals; development, management and ownership of aquarium parks; development, management and ownership of ski domes and skating rinks; management and ownership of electronic game arcades and kids amusement arcades and advertisement designing and producing and to invest the Company’s fund in related fields and activities whether directly or indirectly, and to incorporate companies carrying out similar activities.

The Board of Directors have the right to open branches to the company inside or outside the United Arab Emirates. The Company may participate or have an interest in any manner in other companies, entities or institutions inside or outside the boundaries of the United Arab Emirates which practice similar activities or to act as agent for these companies, entities or institutions

#### Method of the sale of the offered shares in a public subscription:

The offered shares will be sold in a public offering through the application of a book building process, where a subscription order’s ledger will be created through the subscription orders made only by qualified investors, being corporate bodies including banks, financial institutions, investment funds and other companies and establishments.

In creating the subscription orders ledger, the shares subscribed by the qualified investors, being banks, financial institutions, investment funds and other specialised companies and establishments, will constitute the majority of the shares used in calculating the final share price of each share. In order for the subscription to succeed, the subscription percentage of qualified investors must not be less than 60% and the subscription percentage of individuals must not be more than 40% of the percentage offered for sale by the selling Founders. The subscription will be cancelled in case the aforesaid percentages are not achieved. The selling Founders commit to cooperate with the receiving banks to refund the amounts received from investors for the subscription and the proceeds accrued on such amounts from the date of receipt until the date of refund to the investors, provided that the refund is made within 5 working days from the closing date of the subscription.

The selling Founders may not, whether directly or indirectly or through their subsidiaries, subscribe in the percentage offered for sale.

#### Founders

The Founders named below and in the Company’s Prospectus (the “**Prospectus**”) own, prior to the Offer, all the in-kind shares in the Company. It is expected that the Founders will, after the Offering, have 11,062,155,000 shares representing not more than 85% of the Company’s capital.

The Founders of the Company are:

Emaar Properties PJSC;

Emirates Property Holdings Limited (a wholly owned subsidiary of Emaar Properties PJSC).

#### Founders Committee

The Founders have elected a committee (the “**Founders Committee**”) to take all necessary steps and actions on their behalf or on behalf of the Company and to complete all required procedures with respect to the Offer, including dealing with the relevant authorities.

The Founders Committee comprises of the following two (2) individuals:

- Mr. Ahmad Thani Rashed Al Matrooshi, representing Emaar Properties PJSC, Chairman; and
- Mr. Ahmad Juma Mohamed Matar Al Falasi, representing Emirates Property Holdings Limited, Member.

#### First Board of Directors

The board of directors of the Company will be constituted from a number of non-executive and independent members in compliance with the applicable regulations of the Securities and Commodities Authority (“**SCA**”) and the Articles of Association of the Company. The final board members will be announced once the election process is completed and the necessary approvals are obtained.

The first Board of Directors will be confirmed for a term of three (3) years by the Company’s shareholders during the Constitutive General Assembly which will be held in light of the conversion of Emaar Malls Group in to a public joint stock company.

#### Approval of the Competent Authority

The SCA has approved the publication of this announcement. The shares have not been registered with any other regulatory authority in any other jurisdiction.

#### Key Terms of the Offering

<b>Share Capital</b>	The share capital of the Company is determined at AED 13,014,300,000 (thirteen billion and fourteen million and three hundred thousand dirhams) divided into 13,014,300,000 (thirteen billion and fourteen million and three hundred thousand dirham) shares of AED 1 each, in which 13,014,000,000 shares are in-kind and 300,000 shares are in cash fully paid.
<b>Capital subscribed by Founders Percentage of Share Capital</b>	11,062,155,000 shares or less representing not more than 85% of the share and capital.
<b>The number of shares offered for sale by the Founders</b>	1,952,145,000 shares or more, representing not less than 15% of the share capital by way of sell down of a percentage of the Founders’ shares through a book building process.
<b>Offer Price</b>	<p>The share price range will be announced on 14 September 2014 in two local daily newspapers and in the Prospectus available at the receiving banks, the Company’s headquarters, the Company’s website and Dubai Financial Market in light of the qualified institutional investors’ education process before the subscription period (this process involves independent financial analysts educating a number of qualified institutional investors on the contemplated sale transaction and collecting their opinions on the valuation of the shares).</p> <p>The price at which the offer shares will be acquired (by individual and qualified institutional investors) will be the final offer price. The final sale price will be determined in accordance with the book building process taking into consideration that the shares of the qualified investors, being banks, financial institutions, investment funds and/or other specialized companies, must represent the majority of the shares used to calculate the sale price of the shares.</p> <p>The Founders will publish an announcement, in the same daily newspapers that were used for publishing the subscription announcement, the final offer price of the shares once the subscription is closed.</p>
<b>Valuation of the fair value of the Company</b>	According to an independent property valuation undertaken by Jones Lang LaSalle, the fair market value of the Company’s properties was AED 39.8 billion (USD 10.6 billion) as at 30 June 2014. Based on a net debt of AED 6.566 billion (USD 1.79 billion) as of 4 September, this means that the net asset value of the Company will be AED 33.2 billion (USD 9 billion).
<b>Eligibility for Subscription</b>	<p>The subscription will be open to UAE, GCC and non-GCC individuals and institutional Subscribers and to governmental authorities as described herein.</p> <p>Minors are permitted to subscribe in accordance with the procedures applied by the Receiving Banks and the laws in force in this regard.</p>

#### Tranches

The shares offered for sale will be divided to two tranches as follows:

**Individual Tranche** (representing up to approximately 30% of the Offering): natural persons who hold an Investor Number and a bank account number (except for any person who is resident in the United States within the meaning of the US Securities Act 1933, as amended) and who have not and will not participate in the Qualified Institutional subscription; and

**Qualified Institutional Tranche** (representing up to approximately 70% of the Offering): juridical persons including banks, financial institutions, investment funds and other companies and institutions which have been approved by the Company, the Founders, the Joint Global Coordinators and Joint Bookrunners and who is one of the following: (i) in the United States and a QIB; (ii) a person outside the United States to whom a subscription can be made in reliance on Regulation S; or (iii) a person in the Dubai International Financial Center to whom a subscription can be made pursuant to an exemption from registration under the Market Rules Module of the DFSA’s Rulebook.

**Emaar Properties Shareholders’ Rights:** ten per cent (10%) of the total shares offered for sale in the Individual Tranche (the “**Reserved Shares**”) will be made available for allocation to existing shareholders of Emaar Properties PJSC in priority to other subscription applicants. Eligibility for such Reserved Shares will be registration as at 10 September 2014 (3 days from the date of publishing the public subscription announcement by the Company).

Persons who acquire shares in Emaar Properties after 10 September 2014 will not be entitled to any preferential allocation.

**Emirates Investment Authority’s Right:** shares representing 5% of the shares offered for sale will be reserved for the Emirates Investment Authority and will be deducted from the total size of the Qualified Institutional Tranche.

#### Minimum Subscription

**Individual Tranche:** The minimum subscription in the shares offered for sale for the Individual Tranche has been set at AED 10,000, with any additional subscription to be made in increments of at least AED 1,000

**Qualified Institutional Tranche:** No Minimum Subscription in the shares offered for sale for the Qualified Institutional Tranche.

#### Maximum Subscription

No maximum subscription in the shares offered for sale has been set. However, the Articles of Association of the Company prohibit any shareholder from holding more than 5% of the Shares in the Company (other than the Founders), knowing that the selling Founders will not participate, whether directly or indirectly or through their subsidiaries, in the subscription of the shares offered for sale by them.

#### Joint Local and Foreign International Banks

The banks licensed by the UAE Central Bank will manage the public subscription process in the UAE and the foreign banks, which are not licensed by the UAE Central Bank will not participate in managing the public offering in the UAE.

#### Allotment Policy

**Individual Tranche:** Shares will be allocated to individual Subscribers pro rata to their subscription amount. Applications will be scaled-back on the same basis if the Individual Tranche is over-subscribed. Any fractional entitlements resulting from the pro rata distribution of the shares offered for sale will be rounded to the nearest whole number.

**Shareholders of Emaar Properties PJSC:** Ten per cent (10%) of the total shares offered for sale will be made available for allocation to existing shareholders of Emaar Properties PJSC in priority to other subscribers. Such persons will be identified by the cross-checking of applicant’s Investor Number against the Investor Number of the shareholders of Emaar Properties. Such persons shall be accorded preferential rights to the Reserved Shares pro rata to their percentage holdings in Emaar Properties PJSC. The balance of any application for offer shares in excess of the pro rata entitlement to the Reserved Shares will be treated separately as a general application on the basis of the size of the remaining unfilled order. If less than all applicants entitled to Reserved Shares take up their preferential rights, then the remaining Reserved Shares will become generally available. The record date for eligibility to these Reserved Shares will be 10 September (being three days from the date of issuance of the invitation for public subscription). Persons who acquire shares in Emaar Properties PJSC after 10 September 2014 will not be entitled to any preferential allocation.

**Qualified Institutional Tranche:** Allocations within the Qualified Institutional Tranche will be determined by the Company, Emaar Properties PJSC, Joint Global Coordinators and Joint Bookrunners. Shares representing 5% of the shares offered for sale are reserved for the Emirates Investment Authority and will be deducted from the total size of the Qualified Institutional Tranche.

#### Subscription Start Date and Close Date

**Individual Tranche:** 14 September 2014 to 24 September 2014

**Qualified Institutional Tranche:** 14 September 2014 to 26 September 2014

#### Processing of Subscription Applications

**Individual Tranche:** 24 September 2014 to 28 September 2014

**Qualified Institutional Tranche:** 26 September 2014 to 29 September 2014

#### Allotment and Refund of excess amounts and proceeds thereof

29 September 2014 until 1 October 2014

#### Invitation to the Investors Who Received Allocations to Attend The Constitutive General Assembly

The notice set out below is served on all investors who were allocated Shares are shares, which is considered an invitation to attend the Constitutive General Assembly meeting at the date, time and place set out in the following notice:

The Founders of the Company are pleased to invite you to attend the meeting of the Constitutive General Assembly which will be held in the Diamond Ballroom, Address Hotel - Dubai Mall at 8:00 am on Tuesday 30 September 2014.

The quorum for the Constitutive General Assembly is achieved by the attendance of holders of three quarters of the shares in the Company or their representatives. The meeting will be chaired by the individual elected by the Constitutive General Assembly.

If the required quorum for the first meeting is not present, the shareholders are invited to a second meeting which will be held at the same venue on Wednesday 1 October 2014 at 8:00 am.

If the required quorum is not present for the second meeting, the shareholders are invited to a third meeting which will be held at the same venue on Thursday 2 October 2014 at 8:00 am.

The agenda of the Constitutive General Assembly is as follows:

1. Reviewing and ratifying the Founders committee’s report in respect of the incorporation of the Company and its related expenses.
2. Ratifying the Memorandum of Association and Articles of Association of the Company.
3. Approving the appointment of the first Board of Directors for three years.
4. Ratifying the appointment of the Company’s auditor.
5. Announcing the incorporation of the Company.

Each individual and qualified institutional investor attend the meeting in person or through an authorized representative. In the event a representative of the shareholder will attend, he/she must bring along a written proxy authorizing his/her attendance and taking decisions on behalf of the original shareholder (below is a sample proxy). It should be noted that if the proxy holder is not a shareholder, then the proxy needs to be notarized and the proxy holder should not be one of the Company’s Board members; and the proxy holder should not be representing shares for more than one shareholder



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of a value that exceed 5% of the share-capital of the Company.

Any change in the dates above will be announced through the local newspapers.

Should you attend in person, kindly bring your proof of identification (identification card, passport or proxy). If you are attending through an authorized representative, he/she will be required to present his original passport in addition to a copy of the investor's passport to which shares were allotted.

#### Form of Proxy

Proxy for Attending and Voting at the Constitutive General Assembly meeting of Emaar Malls Group PJSC (Under Incorporation)

We/I, the undersigned....., hereby appoint and authorize pursuant to this proxy Mr./ Ms .....( the "Attorney") to attend the Constitutive General Assembly meeting of Emaar Malls Group PJSC (under incorporation) on my/ our behalf. The Attorney shall have the right to vote on all matters discussed in the meeting whether the meeting was held on its original date or postponed to any other date. The Attorney shall also have the right to sign all decisions and documents in this regard.

Signature:

Messers:

Date:

#### Listing of the Shares on Dubai Financial Market

Following the subscription and the finalization of the incorporation of the Company with the relevant authorities in the UAE, the Company's shares will be listed on the Dubai Financial Market as per its requirements. The expected listing date is 2 October 2014.

#### Voting rights

All Shares are of the same class and shall carry equal voting rights and shall rank pari passu in all other rights and obligations.

#### Subscriptions Submitted by Representatives

Any Subscriber may delegate a representative who may fill out the Subscription Application and attach and submit the required documents, along with the payment amount, to any of the Receiving Banks, on behalf of the Subscriber.

The subscription application must be accompanied by a true copy of a properly-notarized power of attorney by UAE-regulated persons/bodies: such as a notary public or UAE embassy, granting the representative the right to subscribe on behalf of the Subscriber and to receive the allotment notice and the refund amount (the representative must submit the original power of attorney for verification).

#### Subscription Applications

Each Subscriber may submit one Subscription Application only in his or her personal name (unless he or she is acting as a representative for another Subscriber). In case a Subscriber submits more than one application in his or her personal name, the Receiving Banks and Joint Bookrunners reserve the right to disqualify all or some of the subscription applications submitted by this Subscriber and not to allot any Offer Shares to this Subscriber.

Subscribers must complete all of the relevant fields in the Subscription Application along with all required documents and submit it to any Receiving Bank together with the subscription amount during the Offer Period.

The completed Subscription Application should be clear and fully legible. If it is not, the Receiving Bank shall refuse to accept the Subscription Application from the Subscriber until the latter satisfies all the required information or documentation before the close of the subscription period.

Subscription for Offer Shares would deem the Subscriber to have accepted the Memorandum and Articles of Association of the Company and complied with all the resolutions issued by the Company's general assembly. Any conditions added to the Subscription Application shall be deemed null and void. No photocopies of Subscription Applications shall be accepted. The Subscription Application should only be fully completed after reviewing the Prospectus and the Company's Memorandum and Articles of Association. The Subscription Application then needs to be submitted to any of the Receiving Banks' branches mentioned herein. The Subscribers or their representatives shall affirm the accuracy of the information contained in the application in the presence of the bank representative in which the subscription was made. Each subscription application shall be clearly signed or certified by the Subscriber or his representative.

#### Documents Accompanying Subscription Applications

Subscribers shall submit the following documents along with their Subscription Forms:

*Individuals who are UAE or GCC Nationals or National of Any Country*

- The original and a copy of a valid passport; and
- In case the signatory is different from the Subscriber:
  - the duly notarized power of attorney held by that signatory or a certified copy by one of the following UAE-regulated persons/bodies: a notary public or as otherwise duly regulated in the country;
  - the original passport of the signatory for verification of their signature and a copy of the original passport; and
  - the item specified in 1 above in respect of the Subscriber.

*In case the signatory is a guardian of a minor, the following will be submitted:*

- Original and copy of the guardian's passport for verification of signature;
- Original and copy of the minor's passport; and
- If the guardian is appointed by the court, original and copy of the guardianship deed attested by the court and other competent authorities (e.g. notary public).

*Corporate bodies including banks, financial institutions, investment funds and other companies and establishments*

- UAE registered corporate bodies:*
  - The original and a copy of a trade license or commercial registration for verification or a certified copy by one of the following UAE-regulated persons/bodies: a notary public or as otherwise duly regulated in the country;
  - The original and a copy of the document that authorizes the signatory to sign on behalf of the subscriber and to represent the subscriber, to submit the application, and to accept the terms and conditions stipulated in the Prospectus and in the subscription form; and
  - The original and a copy of the passport of the signatory.
- Foreign corporate bodies: the documents will differ according to the nature of the corporate body and its domicile. Accordingly, please consult with the Joint Bookrunners to obtain the list of required documents.*

#### Payment Methods

**Individual Tranche:** The subscription application must be submitted by a Subscriber to any of the Receiving Banks listed in the Prospectus and here, together with the payment for the amount it wishes to use to invest in the shares offered for sale and, is to be paid in one of the following ways:

- Certified bank cheque (Manager's cheque) drawn on a bank licenced and operating in the UAE, in favor of "Emaar Malls Group PJSC IPO";
- Debiting a Subscriber's account with a Receiving Bank; or
- Electronic subscriptions (please refer to the section on Electronic subscriptions in the Prospectus).

The price at which the Subscribers will purchase sale shares will be the final offer price. The final offer price (which must be within the subscription price range) will be established and communicated by the relevant Receiving Bank to each of its applicants, following the closing of the Qualified Institutional Tranche, and the majority of the applications for subscription from the Qualified Institutional Tranche used in determining the final offer price shall be from banks, financial institutions, investment funds and/or other specialised institutions or companies.

Subscribers must complete the application form, providing all required details. Subscribers who do not provide the valid Investor Number will not be eligible for subscription and will not be allocated any shares.

Subscribers are allowed to submit subscription applications in one of the tranches only. In the event a subscriber submits subscription applications for more than one tranche, one or both applications shall be disregarded.

The Joint Bookrunners will not accept any applications paid by any method other than those described above.

The Receiving Bank in which the subscription is made will issue to the Subscriber an acknowledgement receipt which the Subscriber has to keep until the Subscriber receives the allotment notice. One copy of the subscription application after being submitted, signed, and stamped by the Receiving Bank shall be considered as an acknowledgement for receipt of the application for subscription. This receipt shall include the data of the Subscriber, address, amount paid, details of the payment method, and date of purchase of the

sale shares. The acknowledgement in the case of Electronic Applications via online internet banking and ATM would provide basic information of the Application such as Investor Number, Amount, Date, Customer a/c.

If the address of the Subscriber is not filled in correctly, the Joint Bookrunners, the Receiving Banks and the Selling Founders take no responsibility for non-receipt of the allotment notice.

#### Allotment Notices and Refunds

A notice to successful subscriber in the Individual Tranche will be sent by way of SMS confirming that the applications were successful and that they will receive their allotted shares. This will be followed by a notice sent by registered mail.

Notification of the final allocation of the shares offered for sale and the refund of surplus amounts and accrued proceeds (if any) following the closing of the subscription period and prior to the listing of the Company's shares shall be performed solely by, and processed through, the Receiving Banks in which the original application for subscription was submitted. Refund of excess amount shall be refunded/credited with the accrued proceeds to the same customer account from which the original application amount was paid/debited.

**Details of the offer of sale of shares in a public subscription are also available on the following website ([www.emaar.com](http://www.emaar.com)) or please call (800364476) for further information.**

*The attention of Subscribers is drawn to the "Investment Risks" and Important Notice of the Prospectus, which should be carefully considered prior to submitting a Subscription Form.*

#### Advisors

##### Financial Advisor

##### Rothschild (Middle East) Limited

Level 7  
Precinct Building 6, DIFC  
P.O. Box 506570  
Dubai, UAE

##### Joint Bookrunners

##### EFG-Hermes UAE Limited

Gate Building West Wing, 6th Floor, DIFC,  
Dubai, UAE

##### HSBC Bank Middle East Limited

Second Floor, Building No. 5  
Emaar Square, Sheikh Zayed Road  
Dubai, United Arab Emirates

##### Joint Global Coordinators

##### Merrill Lynch International

2 King Edward Street  
London EC1A 1HQ  
United Kingdom

##### Morgan Stanley & Co. International plc

25 Cabot Square  
Canary Wharf  
London, E14 4QA  
United Kingdom

##### Lead Receiving Banks

##### National Bank of Abu Dhabi PJSC

One NBAD Tower  
Sheikh Khalifa Street  
PO Box 4  
Abu Dhabi, United Arab Emirates

##### Receiving Banks

##### First Gulf Bank PJSC

PO Box 6316  
Abu Dhabi, United Arab Emirates

##### Union National Bank PJSC

Salam Street  
PO Box 3865  
Abu Dhabi, United Arab Emirates

##### Dubai Islamic Bank PJSC

PO Box 1080  
Dubai, United Arab Emirates

##### Transaction Legal Counsel

##### Legal advisor to the Company as to UAE law

##### Al Tamimi & Company

Dubai International Financial Centre,  
6th Floor, Building 4 East,  
Sheikh Zayed Road,  
PO Box 9275,  
Dubai, UAE

##### Legal advisor to the Joint Bookrunners and Joint Global Co-ordinators as to UAE, English and US law

##### Allen & Overy LLP

Level 2  
Gate Village Building No. 8  
Dubai International Financial Centre  
PO Box 506678  
Dubai, United Arab Emirates

##### Reporting Accountants

##### Ernst & Young

P.O. Box 9267  
28th Floor  
Al Attar Business Tower  
Dubai, United Arab Emirates

##### Public Offering Sale of Shares Auditors

##### Ernst & Young

P.O. Box 9267  
28th Floor  
Al Attar Business Tower  
Dubai, United Arab Emirates

##### Emirates Financial Services PSC

PO. Box 2336  
Dubai, United Arab Emirates

##### National Bank of Abu Dhabi PJSC

One NBAD Tower  
Sheikh Khalifa Street  
PO Box 4  
Abu Dhabi, United Arab Emirates

##### J.P. Morgan Securities plc

25 Bank Street  
Canary Wharf  
London E14 5JP  
United Kingdom

##### Emirates NBD PJSC

PO Box 777  
Dubai, United Arab Emirates

##### Mashreq Bank PJSC

PO Box 125  
Dubai, United Arab Emirates

##### Finance House PJSC

Orgowan Tower, Zayed First Street, Khalidia  
PO Box 7878  
Abu Dhabi, United Arab Emirates

##### Legal advisor to the Company as to English and US law

##### Linklaters LLP

Ninth Floor, Currency House  
Dubai International Financial Centre  
P.O. Box 506516  
Dubai, United Arab Emirates