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Emaar Properties (PJSC)
Minutes of the 14th Annual General Meeting

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Date: 23 April 2012
Time: 4:00 p.m.
Venue: Diamond Ballroom, The Address Dubai Mall

First: Attendees:

A- Board Members:

- H.E. Mohamed Bin Ali Alabbar, Chairman
- Mr. Hussain Al Qemzi, Vice-Chairman
- Mr. Ahmad Jamal Jawa, Board Member
- Mr. Ahmad Thani Al Matrooshi, Board Member

B- Mr. Ayman Hamdy, Rapporteur of the Meeting and Company Secretary

C- Mr. Saeed Saif Al Sabousi, Representative of the Securities and Commodities Authority

D- Mr. Khaled El Mubashri, Representative of the Department of Economic Development of the Government of Dubai

E- Ms. Deloitte, Auditors

F- Mr. Ebrahim Jaafar and Mr. Abdel Haleem Ahmed, vote collectors on behalf of Union National Bank.

G- The Shareholders, as mentioned below.

Second: Quorum:

Required Quorum: 50% of share capital

Available Quorum: 58,125% of share capital

Third: Procedures and Resolutions:

H.E. Mohamed Bin Ali Alabbar chaired the meeting. A video about the Company was presented to the shareholders. Then the Chairman welcomed the shareholders, gave an opening speech and proceeded with the Meeting agenda. After deliberation on the agenda items, the following resolutions were unanimously approved:

- 1- "It is hereby resolved to approve the report of the Board of Directors on the activities and financial position of the Company, the auditors' report and the consolidated financial statements of the Company for the year ending 31 December 2011 as presented to the shareholders at the Meeting".
- 2- "It is hereby resolved to appoint Ms. Ernst & Young as external auditors for the year 2012 against a fee of AED 300,000."
- 3- "It is hereby resolved to discharge the members of the Board of Directors and Auditors from liability for the financial year ending 31 December 2011."



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- 4- "It is resolved to distribute dividends to the shareholders amounting to 10% of the nominal value of the shares for the financial year 2011 and to pay a bonus to Board members amounting to five hundred thousand dirhams each."
- 5- "It is hereby resolved to increase the number of Board members from (8) eight to (11) eleven members as follows:
- 1- Mohamed Ali Rashed Alabbar
 - 2- Hussain Ahmad Dhaen Alqemzi
 - 3- Ahmed Bin Jamal Bin Hassan Jawa
 - 4- Ahmad Thani Rashed Al Matrooshi
 - 5- Abdulla Mohammed Saeed AlGhobash
 - 6- Jamal Majed Khalfan Bin Thaniyeh
 - 7- Arif Obaid Saeed Aldehail
 - 8- Abdul Rahman Hareb Rashed Al Hareb
 - 9- Fadhel Abdulbaqi Abualhasan Alali
 - 10- Marwan Abedin
 - 11- Abdulla Saeed Bin Majed Balyoahah

as members of the Board of Directors of the Company for a three-year term ending at the end of the 17th Annual General Meeting of the Company in 2015.

- 6- "It is hereby resolved to allow Board members to carry out their responsibilities within the Company's objects as usual without direct competition with the Company."

The Meeting closed at 6 p.m.

Chairman
Mohamed Bin Ali Alabbar

_____Signature_____

Rapporteur of the Meeting
& Company Secretary

_____Signature_____

Auditors

_____Signature_____

_____Signature_____

Vote Collectors

_____Signature_____

_____Signature_____