



إعمار العقارية ش.م.ع.  
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الإمارات العربية المتحدة  
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### **Emaar Properties PJSC Invitation to Attend the 22<sup>nd</sup> Annual General Meeting**

The Board of Directors of Emaar Properties PJSC (the "**Company**") is honored to invite the shareholders to attend the 22<sup>nd</sup> Annual General Meeting of the Company which will be held on Sunday, 22 April 2018, at 5:00 PM, in Diamond Ballroom at The Address Dubai Mall hotel. In case the said meeting falls short of quorum, the Annual General Meeting will be held at the same time and venue on Sunday, 29 April 2018, to 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 2017.
2. To receive and approve the Auditors' report for the fiscal year ending 31<sup>st</sup> December 2017.
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 2017.
4. To discuss the proposal of the Board of Directors regarding distribution of dividends to the Shareholders amounting to AED 1,002,363,443.48 (One Billion and Two Million and Three Hundred Sixty Three Thousand and Four Hundred Forty Three Dirhams and Forty Eight Fils) representing 14% of the share capital being 14 Fils per share in accordance with the proposals made to the General Meeting held on 14 January 2018, and the balance of net profit shall be transferred to the reserve.
5. To consider the approval of the payment of bonus to non-executive members of the Board of Directors for the fiscal year ending 31<sup>st</sup> December 2017 amounting to AED 38,630,000 (Thirty Eight Million and Six Hundred Thirty Thousand Dirhams).
6. To discharge the members of the Board of Directors from liability for the fiscal year ending 31<sup>st</sup> December 2017.
7. To discharge the Auditors from liability for the fiscal year ending 31<sup>st</sup> December 2017.
8. To appoint the Auditors for the year 2018 and determine their remuneration.
9. Special Resolution to approve the amendment of Article (19)(a) of the Company's Articles of Association to amend the number of Board members to become (9) members instead of (11) members, and to amend Article (29) of the Company's Articles of Association to cancel the maximum number of resolutions by circulation permitted to be taken by the Board of Directors in cases of urgency.
10. To elect members of the new Board of Directors.
11. To grant approval under Article (152), Paragraph (3) of Federal Law No. (2) of 2015 for the members of the Board of Directors to carry on activities included in the objects of the Company.



12. Special Resolution to approve the Constitutive Regulation of the Employees Incentive Program granting the employees the option to purchase shares of the Company according to the provisions of Article 226 of Federal Law No 2 of 2015 on Commercial Companies, and according to the following main terms and conditions:
  - 1- Maximum number of shares which can be issued for the purpose of implementation of the Program: 2.5% of the Company's share capital to be issued after obtaining the approval of the Securities and Commodities Authority.
  - 2- Total period of the Program: 6 years.
  - 3- Period of eligibility of qualified employees for the incentive shares: 3 years for each tranche of the Program. The Program will have 4 tranches over its 6-year duration.
  - 4- Grades of employees eligible for the incentive shares: The Program will be open to employees (but not members of the Board of Directors) that completed at least 2 years of service with the Company and are employed at Grade 7, Grade 8 or Grade 9.
13. Special resolution to approve the voluntary contributions made by the Company in the context of Corporate Social Responsibility for the years 2016 and 2017 as set out in the financial statements for these two years, and to authorize the Board of Directors to approve voluntary contributions for the year 2018 not exceeding 2% of the average net profits of the Company during the two previous fiscal years.

Notes:

1. Any shareholder may appoint a proxy to attend the meeting on their behalf by virtue of a written special power of attorney. 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. In addition, any incapacitated shareholder shall be represented at the meeting by their legal representative.
2. 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.
3. Every shareholder whose name is registered on the last business day preceding the Company's Annual General Meeting (i.e. on Thursday, 19 April 2018) shall be entitled to vote at the Annual General Meeting. In case the meeting is held on 29 April 2018 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 Thursday, 26 April 2018) shall be entitled to vote at the Annual General Meeting.
4. The shareholder whose name is registered on Wednesday, 2 May 2018 shall be the person entitled to the dividends (in case of distribution of dividends); in case the meeting is held on 29 April 2018 due to lack of quorum in the first meeting, the person



entitled to dividends shall be the shareholder whose name is registered on Wednesday, 9 May 2018.

5. 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.
6. The Company's financial statements, governance report, proposed amendments to the Articles of Association, and the Constitutive Regulation of the Employees Incentive Program are available for the shareholders on the websites of the Company (<https://www.emaar.com/en/>) and Dubai Financial Market (<http://www.dfm.ac/market-data/market-data-overview>).
7. 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 5:00 PM.
8. 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 order of the Board of Directors  
Emaar Properties PJSC**