Addendum for Amendment Articles of Association	ملحق تعديل النظام الأساسي
Of	لشركة
EMAAR PROPERTIES PJSC	إعمار العقارية ش.م.ع
Preamble	التمهيد
On 20 April 2022, the General Assembly meeting of EMAAR PROPERTIES PJSC (the "Company") was held and resolved under a special resolution to approve the amendment of the provisions of the articles of association (the "AOA") of the Company, and after obtaining all required approvals from the regulatory authorities for the amendment, it was resolved as follows:	بتاريخ 20 أبريل 2022 انعقد اجتماع الجمعية العمومية لشركة إعمار العقارية ش.م.ع ("الشركة")، وقررت بموجب قرار خاص الموافقة على تعديل أحكام النظام الأساسي للشركة وبعد الحصول على الموافقات المطلوبة من الجهات المختصة، فانه قد تقرر الآتي:
To amend the Companies Law Definition in Part One of	تعديل تعريف قانون الشركات في الباب الأول المادة (1)،
Article (1), and the following articles 14 (a) and (b),16,	والمواد 14 (أ) و (ب)، 16، 17، 20 (ب)،39، 45 (أ)،
17, 20 (b), 39, 45 (a), 50, 56, and 65 of the AOA of the	50، 56، و 65 من النظام الأساسى للشركة وفقاً
Company in accordance with the Federal Decree Law	للمرسوم بقانون إتحادي رقم (32) لسنّة 2021 بشأن
No. 32 of 2021 on commercial companies ("Companies Law") from the following:	الشركات التجارية ("قانون الشركات") من التالي:
Companies Law in Part (1) Article (1) Definition,	تعريف قانون الشركات في الباب الأول المادة (1)، قبل
before amendment:	التعديل:
Companies Law means Federal Law No. 2 of 2015	قانون الشركات: القانون الإتحادي رقم (2) لسنة 2015
concerning Commercial Companies, as amended;	في شأن الشركات التجارية وأي تعديل يطرأ عليه.
To become as follows:	لتصبح كما يلي:
Companies Law : means Federal Decree Law No. 32 of 2021 on Commercial Companies, as amended.	قانون الشركات: المرسوم بقانون إتحادي رقم (32) لسنة 2021 بشأن الشركات التجارية وأي تعديل يطرأ
	عليه.
This amendment was made in accordance with	تم اجراء هذا التعديل بناءً على المادة 364 من قانون
Article 364 of the Companies Law.	الشركات
Amend Article 14 Clauses Numbers (a) and (b),	تعديل المادة 14 البنود (أ) و (ب)، قبل التعديل:
before amendment:	
a) Subject to approval of SCA and the Competent Authority, it shall be permissible to increase the	(أ) بعد الحصول على موافقة الهيئة والسلطة
capital of the Company by issuing new shares at	المختصة يجوز زيادة رأسمال الشركة بإصدار
the same nominal value as the original shares	أسهم جديدة بنفس القيمة الإسمية للأسهم
or adding an issuance premium to the nominal	الأصلية أو بإضافة علاوة إصدار إلى القيمة
value of the share. The capital may also be reduced.	الإسمية كما يجوز تخفيض رأس مال الشركة.
b) It shall not be permissible to issue new shares	
less than the nominal value, and if they are	(ب) ولا يجوز إصدار الأسهم الجديدة بأقل من
issued at a great value, the difference shall be	قيمتها الإسمية وإذا تم إصدارها بأكثر من ذلك
added to the statutory reserve even if such	أضيف الفرق إلى الإحتياطي القانوني، ولو جاوز

reserve thereby went beyond half of the capital of the Company

الإحتياطي القانوني بذلك نصف رأسمال الشركة.

To become as follows:

لتصبح كما يلي:

Subject to the provisions of the Companies Law and obtaining the approval of the Authority and the Competent Authority, the Company, by way of a Special Resolution(a) may increase the share capital of the Company by issuing new shares of the same nominal value as the original shares or of the same nominal value plus a premium in case that the market value of the share exceeds the nominal value per share, the premium will be added to the statutory reserve even if this exceeds 50% of the share capital: and (b) to grant issuance discount in case that the market value of the share decreases below the nominal value per share, a negative reserve will be created against the issuance discount in the equity part of the balance sheet which shall be settled from the future dividends of the Company before approving any distribution of dividends (c) the share capital of the Company may also be reduced.

This amendment was made in accordance with Article 198 of the Companies Law and in accordance with the amendment of the article's numbers in the Companies Law.

Amend Article 16, before amendment:

Subject to SCA approval, the Company may, by a special resolution to be passed by the General Assembly, resolve to issue varied loan debentures or Islamic sukuk, and to determine the value of debentures and sukuk, conditions of issue thereof, and the extent of their convertibility into shares. It may also issue a decision authorizing the Board of Directors to determine the date of issuance of debentures or sukuk, provided that such date will not be later than one (1) year from the date of authorization approval.

To become as follows:

It shall be permissible for the Company – based upon prior approval of the SCA – to issue negotiable bonds or Sukuk that are either convertible or non-convertible into shares in the Company with equivalent values per each issue, it shall be permissible for the company – subject to the special resolution approving the issuing of bonds or Sukuk that are convertible into shares – to

مع مراعاة أحكام قانون الشركات وبعد الحصول على موافقة الهيئة والسلطة المختصة، يجوز للشركة بموجب قرار خاص(۱) زيادة رأس مال الشركة بإصدار أسهم جديدة بنفس القيمة الإسمية للأسهم الأصلية أو بإضافة علاوة إصدار إلى القيمة الإسمية في حالة زيادة القيمة السوقية عن القيمة الأسمية للسهم وتضاف علاوة الإصدار إلى الأحتياطي القانوني ولو جاوز بذلك علاوة الإصدار إلى الأحتياطي القانوني ولو جاوز بذلك نصف رأس المال؛ (ب) منح خصم إصدار في حالة وينشأ مقابل خصم الإصدار احتياطي سالب في حقوق الملكية بالميزانية ويسدد خصماً من الأرباح المستقبلية للشركة قبل إقرار أي توزيعات للأرباح (ج) كما يجوز تخفيض رأس مال الشركة.

تم اجراء هذا التعديل وفقاً للمادة رقم 198 من قانون الشركات، وتعديل أرقام المواد في قانون الشركات.

المادة 16، قبل التعديل:

يكون للشركة بموجب قرار خاص صادر من جمعيتها العمومية بعد موافقة الهيئة أن تقرر إصدار سندات قرض من أي نوع أو صكوك إسلامية، ويبين القرار قيمة السندات أو الصكوك وشروط إصدارها ومدى قابليتها للتحويل إلى أسهم، ولها أن تصدر قرارا بتفويض مجلس الإدارة في تحديد موعد إصدار السندات أو الصكوك على ألا يتجاوز سنة من تاربخ الموافقة على التفويض.

لتصبح كما يلي:

للشركة بعد موافقة الهيئة أن تصدر سندات أو صكوك قابلة للتداول سواء كانت قابلة أو غير قابلة للتحول إلى أسهم في الشركة بقيم متساوية لكل إصدار، ويكون إصدار السندات أو الصكوك وأي أدوات دين أخرى بموجب قرار خاص صادر من الجمعية العمومية للشركة، ويجوز لها تفويض مجلس الإدارة في تحديد موعد إصدار الهيئة قرارا

into capital shares. This amendment was made in accordance with Articles 231 and 232 of the Companies Law. Amend Article 17, before amendment: a. The Company may issue tradable debentures or sukuk whether convertible or unconvertible into shares in the Company with equal values for every issue. b. Debenture or sukuk shall be nominal and no beare debentures or sukuk shall be nominal and no beare debentures or sukuk shall be nominal and no beare debentures or sukuk issued for a single loan give their holders equal rights. Any provision to the contrary shall be null and void To become as follows: a. The company — based upon prior approval of the SCA — to issue negotiable bonds or Sukuk that are either convertible or non-convertible into shares in the Company with equivalent values per each issue. b. The bond or Sukuk shall remain of a registered type until its value is paid in full. c. The Company — subject to the special resolution approving the issuing of bonds or Sukuk that are convertible into shares. — to increase its capital by converting such bonds or Sukuk that are convertible into shares. — to increase its capital by converting such bonds or Sukuk that are convertible into shares. — to increase its capital by converting such bonds or Sukuk into capital shares. This amendment was made in accordance with Article 231 of the Companies Law. Article 20 Clause (b), before amendment: b. The Board of Directors of the Company may appoint members to positions which become vacant during the year; such appointment tusts be presented to the General Assembly at its first meeting for confirmation of their appointment or to appoint others.	increase its capital by converting such bonds or Sukuk	تحدد فيه شروط وضوابط وإجراءات إصدار السندات
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	appointment or to appoint others.	تعيينهم أو تعيين غيرهم.

To become as follows:

The Board of Directors of the Company shall appoint a new Director to fill in the vacancy within thirty [30] days, provided that such appointment is referred to the General Assembly at its first meeting for approval of the appointment or the appointment of a substitute Director. The new Director shall complete the term of office of his predecessor. If no new director is appointed to fill in the vacant position within such time limit, the Board shall invite candidates to fill in the vacant position at the first General Assembly meeting, and the new director shall complete the term of office of his predecessor

This amendment was made in accordance with Article 145 of the Companies Law.

Article 39, before amendment:

Notice to the Shareholders to attend meetings of the General Assembly shall be published in two local dailies issued in Arabic, and shall be sent by registered mail or text message (SMS) or email or any other electronic mean that can be proved, at least fifteen (15) days prior to the meeting after obtaining the approval of the SCA. The notice shall include the agenda for such meeting. Copies of the invitation documents must be provided to the SCA and the Competent Authority

To become as follows:

Notice to the Shareholders to attend meetings of the General Assembly shall be published in two local dailies issued in Arabic and shall be sent by registered mail or text message (SMS) or email or any other electronic mean that can be proved, at least Twenty-One (21) days prior to the meeting after obtaining the approval of the SCA. The notice shall include the agenda for such meeting. Copies of the invitation documents must be provided to the SCA and the Competent Authority

<u>لتصبح كما يلي:</u>

لمجلس الإدارة أن يعين أعضاء في المراكز التي تخلو في أثناء السنة خلال مدة أقصاها (30) ثلاثين يوماً على أن يعرض هذا التعيين على الجمعية العمومية في أول إجتماع لها لإقرار تعيينهم أو تعيين غيرهم، ويكمل العضو الجديد مده سلفه، وفي حال عدم تعيين عضو جديد بالمركز الشاغر خلال تلك المدة وجب على المجلس فتح باب الترشيح لانتخاب عضو للمركز الشاغر في أول إجتماع للجمعية العمومية ويكمل العضو الجديد مدة سلفه.

تم اجراء هذا التعديل وفقاً للمادة رقم 145 من قانون الشركات.

المادة 39، قبل التعديل

توجه الدعوة إلى المساهمين لحضور إجتماعات الجمعية العمومية بإعلان في صحيفتين يوميتين محليتين تصدران باللغة العربية وبكتب مسجلة أو برسائل نصية (SMS) أو بالبريد الإلكتروني أو أو برسائل نصيلة إلكترونية أخرى قابلة للأثبات وذلك قبل الموعد المحدد للإجتماع بخمسة عشر يوماً على الأقل وذلك بعد الحصول على موافقة الهيئة، ويجب أن تتضمن الدعوة جدول أعمال ذلك الإجتماع وترسل صورة من أوراق الدعوة إلى الهيئة والسلطة المختصة.

لتصبح كما يلى:

توجه الدعوة إلى المساهمين لحضور إجتماعات الجمعية العمومية بإعلان في صحيفتين يوميتين محليتين تصدران باللغة العربية وبكتب مسجلة أو برسائل نصية (SMS) أو بالبريد الإلكتروني أو أي وسيلة إلكترونية أخرى قابلة للأثبات وذلك قبل الموعد المحدد للإجتماع ب(21) واحد وعشرين يوماً على الأقل وذلك بعد الحصول على موافقة الهيئة، ويجب أن تتضمن الدعوة جدول أعمال ذلك الإجتماع وترسل صورة من أوراق الدعوة إلى الهيئة والسلطة المختصة.

This amendment was made in accordance with Article 174 of the Companies Law.

تم اجراء هذا التعديل وفقاً للمادة رقم 174 من قانون الشركات.

Article 45 Caluse (a), before amendment:

<u>المادة 45 البند (أ)، قبل التعديل:</u>

a) The General Assembly shall be chaired by the Company Chairman, or in his absence, by the Deputy Chairman, or in their absence, by any Shareholder so elected by the other Shareholders by way of voting by any means as determined by the General Assembly. The General Assembly shall appoint a rapporteur for the meeting. In the event the General Assembly considers a matter relating to the Chairman of the meeting, the General Assembly must select a Shareholder to chair the meeting during such time. The Chairman shall appoint a vote canvasser to be approved by the General Assembly. يرأس الجمعية العمومية رئيس مجلس إدارة الشركة وفي حالة غيابه يرأسها نائبه وفي حال غيابهما يرأسها أي مساهم يختاره المساهمون لذلك ويكون التصويت بأية وسيلة تحددها الجمعية العمومية، كما تعين الجمعية مقرراً للإجتماع، وإذا كانت الجمعية تبحث في أمر يتعلق برئيس الإجتماع أيا كان وجب أن تختار الجمعية من بين المساهمين من يتولى رئاسة الإجتماع خلال مناقشة هذا الأمر، ويعين الرئيس جامعاً للأصوات على أن تقر الجمعية العمومية تعينه.

To become as follows:

لتصبح كما يلي:

The General Assembly shall be chaired by the Company Chairman, or in his absence, by the Deputy Chairman, or in their absence, by any Board of Directors selected by the Board of Directors, If the Board of Directors fails to select a member to chair it, it shall be chaired by any person selected by the General Assembly, The General Assembly shall appoint a rapporteur for the meeting. In the event the General Assembly considers a matter relating to the Chairman of the meeting, the General Assembly must select a shareholder to chair the meeting during such time. The Chairman shall appoint a vote canvasser to be approved by the General Assembly.

أ. يرأس الجمعية العمومية رئيس مجلس الإدارة الشركة وفي حالة غيابه يرأسها نائبه وفي حال غيابهما يرأسها أي عضو من أعضاء مجلس الإدارة لذلك، وفي حال عدم أختيار مجلس الإدارة للعضو يرأسها أي شخص تختاره الجمعية العمومية، كما تعين الجمعية مقرراً للإجتماع، وإذا كانت الجمعية تبحث في أمر يتعلق برئيس الإجتماع وجب أن تختار الجمعية من بين المساهمين من يتولى رئاسة الإجتماع خلال مناقشة هذا الأمر

This amendment was made in accordance with Article 184 of the Companies Law.

تم اجراء هذا التعديل وفقاً للمادة رقم 184 من قانون الشركات.

Article 50, before amendment:

المادة 50، قبل التعديل:

a) The Company shall have one or more auditors appointed by the General Assembly upon a recommendation of the Board of Directors. An Auditor must be licensed and registered with the SCA. أ. يكون للشركة مدقق حسابات أو أكثر تعينه وتحدد أتعابه الجمعية العمومية بناءاً على ترشيح من مجلس الإدارة، ويشترط في مدقق الحسابات أن يكون مقيداً لدى الهيئة ومرخص له بمزاولة المهنة.

b) Auditors are appointed for a renewable period of one year for a maximum of three consecutive

ب. يُعيين مدقق حسابات لمدة سنة قابلة للتجديد وعليه مراقبة حسابات السنة المالية

years and shall audit the accounts of the fiscal year for which he has been appointed.

c) Auditors shall take over their duties from the end of the General Assembly meeting till the end of the following annual General Assembly.

التي عين لها على ألا تتجاوز مدة تجديد تعينه ثلاث سنوات متتالية.

ت. يتولى مدقق الحسابات مهامه من نهاية إجتماع تلك الجمعية إلى نهاية إجتماع الجمعية العمومية السنوية التالية.

To become as follows:

لتصبح كما يلي:

- a) Every Joint Stock Company shall have one or more auditor(s) nominated by the board of directors of the Company and approved by the General Assembly.
- b) The General Assembly shall appoint an auditing firm for one renewable year and the board of directors may not be authorized for this purpose, the auditing firm shall not undertake the audit of the Company for more than six consecutive financial years from the date on which it undertook the audit of the Company. In this event the partner in charge of the audit Company shall be changed at the expiry of (3) financial years and such auditing firm may be reappointed after the lapse of at least (2) two financial years from the date of expiry of this term of appointment. The founders of the Company may, upon its incorporation appoint one or more auditing firms approved by the Authority and such auditing firm shall undertake its duties until the end of the general assembly for the first financial year.
- c) The General Assembly may determine the auditors' fees and the Board of Directors may not be authorized for this purpose, such fees such be reflected in the accounts of the Company.

This amendment was made in accordance with Article 245 of the Companies Law.

Article 56, before amendment:

المادة 56، قبل التعديل:

The Balance Sheet must be prepared at least one month before the Annual General Assembly meeting. The Board must also prepare a report concerning the بكون لكل شركة مساهمة عامة مدقق حسابات وأكثر يتم ترشيحه من مجلس إدارة الشركة وبعرض على الجمعية العمومية للموافقة.

ب. تعين الجمعية العمومية شركة تدقيق حسابات لمدة سنة قابلة للتجديد ولا يجوز تفويض مجلس إدارة الشركة في هذا الشأن على ألا تتولى شركة التدقيق عملية التدقيق بالشركة مدة تزيد عن ست سنوات مالية متتالية من خارج توليها مهام التدقيق بالشركة ويتعين في هذه الحالة تغيير الشربك المسؤول عن أعمال التدقيق للشركة بعد انتهاء 3 ثلاث سنوات مالية ويجوز إعادة تعيين تلك الشركة لتدقيق حسابات الشركة بعد مرور 2 سنتين ماليتين على الاقل من تاريخ انتهاء مدة تعيينها وبجوز لمؤسسي الشركة عند التأسيس تعيين شركة تدقيق حسابات أو اكثر توافق عليها الهيئة بحيث تتولى مهامها لحين انتهاء أعمال الجمعية العمومية للسنة المالية الأولى.

ت. تحدد الجمعية العمومية أتعاب مدقق الحسابات ولا يجوز تفويض مجلس إدارة الشركة في هذا الشأن على أن توضح هذه الأتعاب في حسابات

تم اجراء هذا التعديل وفقاً للمادة رقم 245 من قانون

يتعين أن تكون الميزانية العمومية عن السنة المالية قد تم تدقيقها قبل الإجتماع السنوي للجمعية العمومية بشهر على الأقل، وعلى activities of the Company during the financial year, its financial position as at the end of that year, and the manner in which it proposes that the net profits shall be distributed. A copy of the balance sheet, the profit and loss account, auditor's report, Board of Directors' report, and governance report must be sent to SCA attached with a draft of the invitation of the Annual General Assembly to Shareholders to approve the publication of the invitation on daily newspapers, at least fifteen (15) days prior the General Assembly meeting.

المجلس إعداد تقرير عن نشاط الشركة ومركزها المالي في ختام السنة المالية والطريقة التي يقترحها لتوزيع الأرباح الصافية وترسل صورة من الميزانية وحساب الأرباح والخسائر مع نسخة من تقرير محقق الحسابات وتقرير مجلس الإدارة وتقرير الحوكمة إلى الهيئة مع إرفاق مسودة من دعوة الجمعية العمومية السنوية لمساهمي الشركة للموافقة على نشرا الدعوة في الصحف اليومية قبل موعد إنعقاد إجتماع الجمعية العمومية بخمسة عشريوماً على الأقل.

To become as follows:

The Balance Sheet must be prepared at least one month before the Annual General Assembly meeting. The Board must also prepare a report concerning the activities of the Company during the financial year, its financial position as at the end of that year, and the manner in which it proposes that the net profits shall be distributed. A copy of the balance sheet, the profit and loss account, auditor's report, Board of Directors' report, and governance report must be sent to SCA attached with a draft of the invitation of the Annual General Assembly to Shareholders to approve the publication of the invitation on daily newspapers, at least Twenty-One (21) days prior the General Assembly meeting.

This amendment was made in accordance with Article 174 of the Companies Law.

Article 65, before amendment:

Voluntary contributions

After the lapse of two fiscal years of the date of incorporation and generating profits, the Company may, by a Special Resolution, provide voluntary contributions for the service of the community, provided that such contributions do not exceed (2%) of the average net profits of the Company during the two fiscal years preceding the year when such contributions are provided

لتصبح كما يلي:

يتعين أن تكون الميزانية العمومية عن السنة المالية قد تم تدقيقها قبل الإجتماع السنوي للجمعية العمومية بشهر على الأقل، وعلى المجلس إعداد تقرير عن نشاط الشركة ومركزها المالي في ختام السنة المالية والطريقة التي يقترحها لتوزيع الأرباح الصافية وترسل صورة من الميزانية وحساب الأرباح والخسائر مع نسخة من تقرير مدقق الحسابات وتقرير مجلس الإدارة وتقرير الحوكمة إلى الهيئة مع إرفاق مسودة من وتقرير الحوكمة إلى الهيئة مع إرفاق مسودة من الشركة للموافقة على نشرا الدعوة في الصحف اليومية قبل موعد إنعقاد إجتماع الجمعية العمومية بالعومية بالقول.

تم اجراء هذا التعديل وفقاً للمادة رقم 174 من قانون الشركات.

المادة 65، قبل التعديل:

مساهمات طوعية

يجوز للشركة بموجب قرار خاص بعد إنقضاء سنتين ماليتين من تاريخ تأسيسها وتحقيقها أرباحاً، أن تقدم مساهمات طوعية لأغراض خدمة المجتمع، ويجب ألا تزيد على (2%) من متوسط الأرباح الصافية للشركة

To become as follows: Corporate Social Responsibility	خلال السنتين الماليتين السابقتين للسنة التي تقدم فيها تلك المساهمة الطوعية. لتصبح كما يلي: المسؤولية المجتمعية للشركة
Subject to prior approval of the SCA, the Company may, under a special resolution, decide to allocate a portion of its annual profits or cumulative profits for Corporate Social Responsibility purposes. The Company shall disclose, on its website at the end of the fiscal year, whether or not it has performed its Corporate Social Responsibility duties. The auditor's report as well as annual financial statements of the Company shall indicate the entity or entities benefitting from its Corporate Social Responsibility contributions.	يجوز للشركة بعد موافقة الهيئة أن تقرر بموجب قرار خاص تخصيص نسبة من أرباحها السنوية أو الأرباح المتراكمة للمسؤولية المجتمعية كما تلتزم الشركة بالإفصاح على موقعها الإلكتروني بعد انتهاء السنة المالية عن قيامها بمسؤوليتها المجتمعية من عدمه على ان يتضمن تقرير مدقق الحسابات والبيانات المالية السنوية للشركة الجهة أو الجهات المستفيدة من هذه المساهمة المجتمعية.
This amendment was made according with Article No. 244 of the Companies Law.	تم اجراء هذا التعديل بناءً على المادة رقم 244 من قانون الشركات.
Save as amended herein, the other articles of the AOA shall remain unchanged.	باستثناء ما تم تعديله، تبقى مواد النظام الأساسي الأخرى كما هي من دون تعديل.
I hereby have signed this document and request the Notary Public to duly attest this amendment.	وعليه تم التوقيع والطلب من الكاتب العدل التصديق على هذا التعديل حسب الأصول.