



الاتحاد العقارية
Union Properties

Union Properties - PJSC (Public Joint-stock Company) Invitation to Attend the Annual General Assembly Meeting of Shareholders

The Board of Directors of Union Properties (PJSC) is honored to invite its Shareholders to attend the Annual General Assembly Meeting of the Company, which will be held virtually and physically at The Ritz Carlton Hotel, Dubai Financial Center, Dubai on Thursday, 18 April 2024 at 2:00 PM to consider the following agenda items:

The Annual General Assembly Agenda:

1. Authorize the Chairman of the Annual General Assembly Meeting to appoint the meeting's Secretary and the vote collector.
2. Consider and approve the Board of Directors' Report concerning the Company's activities and financial position for the financial year ending on 31/12/2023.
3. Consider and approve the Auditor's Report for the financial year ending on 31/12/2023.
4. Discuss and approve the Company's balance sheet and profit and loss account for the financial year ending on 31/12/2023.
5. Ratify the appointment of the new Board member who replaced the resigned Board member.
6. Approve the policy related to paying expenses, fees, or bonuses to some members of the Board who are also members of Board committees.
7. Approval of a proposal regarding the disbursement of remuneration for the Board of Directors.
8. Discharge the members of the Board of Directors from any liability for the financial year ending 31/12/2023 or dismiss them and file a liability lawsuit against them as the case may be.
9. Discharge the auditors from any liability for the year ending on 31/12/2023 or dismiss them and file a liability lawsuit against them as the case may be.
10. Appoint Auditors and determine their fees.

Notes:

1. Shareholders can register to attend and vote electronically on the resolutions of the Annual General Assembly by following these steps:
 - An SMS and e-mail will be sent to shareholders containing a registration link prior to the Company's Annual General Assembly, allowing them to register for attendance and electronic voting.
 - Registration opens at 10:00 AM Wednesday March 20, 2024 and closes at 2:00PM on April 18, 2024.
 - The Annual General Assembly Meetings shall be held virtually and physically at the date and time set in the Shareholder's invitation in the presence of the Board of Directors, Auditors, Registrar, Meeting Secretary, and the Vote Collector. Virtual attendance will be facilitated through SMS messages, providing each registered Shareholder with a username and password for logging into the meeting.
 - Shareholders, who register and receive the link that contains the username and password, will be able to attend and vote electronically, from the registration hours before the date of the start of the Annual General Meeting of the Company at 2:00pm on April 18, 2024 until the end of the meeting.
 - Shareholders can submit their requests and questions through the link that was sent through the SMS.
 - For inquiries regarding electronic registration, attendance, and eVoting, please contact Lumi service at the following numbers: 00971507547940 or 00971507547945.
2. Any Shareholder eligible to attend the Annual General Assembly Meeting may appoint a written proxy, excluding a member of the Board of Directors or company's employees or mediator company or its employees. In such a capacity, no proxy may present more than (5%) of the shares in the capital of the Company. Shareholders lacking capacity or competency shall be represented by their legal representatives. "Provided that the requirements set in Clauses 1 and 2 of Article No. (40) of the Chairman of the Authority's Board of Directors Decision No. (3/RM) of 2020 regarding the approval of the Governance Guide for Public Joint Stock Companies are complied with." (Shareholders can view explanatory disclosure regarding the approved proxy through the Company's official website and DFM website).
3. A corporate person may delegate one of his representatives or those in charge of his management under a decision from his Board of Directors or his authorized deputy to represent such a corporate person in the General Assembly of the Company. The delegated person shall have the powers as determined under the delegation decision.
4. Proxies shall upload the proxy form with the supporting documents via email to LUMI at registration@smartagm.ae. Proxies should include the phone number to get verification and receive the username and password via SMS to proceed with the registration process.
5. The Shareholder of the share registered on Wednesday March 20, 2024, shall be entitled to vote at the Annual General Assembly Meeting.
6. Shareholders can access an integrated report that includes the Company's audited financial statements for the financial year ending on 31/12/2023, the Corporate Governance Report for the year 2023 and the sustainability report for the year 2023 on the Company's website (<https://up.ae>) and the Dubai Financial Market website (www.dfm.ae).
7. The Meeting of the Annual General Assembly shall not be valid unless attended by Shareholders who hold or represent by proxy not less than (50%) of the Company's capital. If this quorum has not been reached in the first meeting, the second meeting shall be convened on Tuesday, April 30, 2024 at the same place and time. The postponed meeting shall be deemed valid irrespective of the number of Shareholders present.
8. Special Resolution: The decision issued by a majority vote of the Shareholders who own at least three-quarters of the shares represented in the General Assembly Meeting of the joint-stock Company.
9. You can view the Investors' Rights Guide available on the main page in the Securities & commodities official website, as per the following link: <https://www.sca.gov.ae/ar/services/minority-investor-protection.aspx>



إفصاح توضيحي بشأن اعتماد التوكيلات



بناءً على متطلبات البندين ١ و ٢ من المادة رقم ٤٠ من دليل حوكمة الشركات المساهمة العامة الصادر من هيئة الأوراق المالية والسلع، نود أن نلفت السادة المساهمين إلى ما يلي:

الوكلاء المفوضين عن المساهمين:

١. يجوز لمن له حق حضور الجمعية العمومية أن ينيب عنه من يختاره من غير أعضاء مجلس الإدارة أو العاملين بالشركة أو شركة وساطة في الأوراق المالية أو العاملين بها بمقتضى توكيل خاص ثابت بالكتابة ينص صراحة على حق الوكيل في حضور اجتماعات الجمعية العمومية والتصويت على قراراتها ويجب ألا يكون الوكيل - لعدد من المساهمين - حائزاً لهذه الصفة على أكثر من (٥%) من رأس مال الشركة المصدر. ويمثل ناقص الأهلية وفاقدتها النائبون عنهم قانوناً.
٢. يتعين أن يكون توقيع المساهم الوارد في الوكالة المشار إليها في البند (١) هو التوقيع المعتمد من/لدى أحد الجهات التالية، وعلى الشركة اتخاذ الإجراءات اللازمة للتحقق من ذلك.
 - أ . الكاتب العدل
 - ب . غرفة تجارة أو دائرة اقتصادية بالدولة
 - ج . بنك أو شركة مرخصة بالدولة شريطة أن يكون للموكل حساب لدى أي منهما
 - د . أي جهة أخرى مرخص لها القيام بأعمال التوثيق
٣. بالإضافة إلى ذلك يرجى إرفاق ما يلي:
 - نسخة سارية الصلاحية من بطاقة الهوية الإماراتية (من الأمام والخلف) أو نسخة جواز السفر للمساهم.
 - نسخة سارية الصلاحية من بطاقة الهوية الإماراتية (من الأمام والخلف) أو نسخة جواز السفر لصاحب التوكيل
٤. يتعين تضمين نموذج التوكيل أرقام التواصل بالمساهم واسم و أرقام التواصل الخاصة بممثل عن شركة الوساطة الذي اعتمد التوكيل.

الوكلاء المفوضين عن الشخص الاعتباري

١. يجوز للشخص الاعتباري تفويض أحد ممثليه أو المسؤولين عن إدارته بموجب قرار صادر عن مجلس إدارته أو أي كيان مماثل.
٢. يجب أن يتم توقيع خطاب التفويض أو النموذج من قبل المفوض بالتوقيع عن الشخص الاعتباري وتقديم المستند الداعم مثل التوكيل الرسمي والرخصة التجارية وما إلى ذلك.
٣. بالإضافة إلى ذلك يرجى إرفاق ما يلي:
 - نسخة سارية الصلاحية من بطاقة الهوية الإماراتية (من الأمام والخلف) أو نسخة جواز السفر لصاحب التوكيل
٤. يتعين تضمين نموذج التوكيل أرقام التواصل بالمساهم واسم و أرقام التواصل الخاصة بممثل عن شركة الوساطة الذي اعتمد التوكيل.

CLARIFYING DISCLOSURE REGARDING THE APPROVAL OF AGENCIES

According to Clauses (1) & (2) of Article (40) of the Governance Guide for Public Shareholding Companies issued by the Securities and Commodities Authority, we would like to inform the shareholders of the following:

Individual Proxyholder:

1. Any shareholder who has the right to attend the General Assembly may delegate someone from other than the Board members or the staff of the company, or securities brokerage company, or its employees, to attend on his behalf as per a written delegation stating expressly that the agent has the right to attend the General Assembly and vote on its decision. A delegated person for a number of shareholders shall not have more than (5%) of the company issued capital after gaining that delegation. Persons lacking legal capacity and are incompetent must be represented by their legal representatives.
2. The shareholder signature on the power of attorney referred in Clause No. (1) shall be the signature approved by any of the following entities:
 - a - Notary Public
 - b - Commercial chamber or economic department in the state
 - c - Bank or company licensed in the state, provided that the agent shall have an account with any of them.
 - d - Any other entity licensed to perform attestation works.
3. In addition to the above please, provide the following:
 - Valid Emirates ID copy (Front and Back) or Passport Copy of the shareholder
 - Valid Emirates ID copy (Front and Back) or Passport Copy of the Proxyholder.
4. The proxy form shall include the name and contact number(s) of the shareholder and the brokerage firm who approved the proxy.

Corporate Proxyholder

1. A corporate person may delegate one of its representatives or those in charge of its management under a resolution passed by its Board of Directors or any similar entity.
2. The delegation letter or form should be signed by an authorized signatory and provide the supporting document such as POA, Trade License etc.
3. In addition to the above please, provide the following:
 - Valid Emirates ID copy (Front and Back) or Passport Copy of the Proxyholder.
4. The proxy form shall include the name and contact number(s) of the shareholder and the brokerage firm who approved the proxy.