

EMAAR

Emaar Properties (PJSC) Invitation to Attend the Annual General Meeting

The Board of Directors of Emaar Properties (PJSC) (the “Company”) is honored to invite the shareholders to attend the Annual General Meeting of the Company which will be held remotely / electronically and also at the Address Sky View Hotel, Skyview Ballroom, in the Emirate of Dubai, on Monday, 22 April 2024, at 04:00 PM. In case the said meeting falls short of quorum, the Annual General Meeting will be held also remotely / electronically and at the Address Sky View Hotel, Skyview Ballroom, in the Emirate of Dubai at the same time on Monday, 29 April 2024. The Annual General Meeting shall 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 31st December 2023.
2. To receive and approve the Auditors’ report for the fiscal year ending 31st December 2023.
3. To discuss and approve the Company’s balance sheet and the profit and loss account for the fiscal year ending 31st December 2023.
4. To consider the recommendation of the Board of Directors regarding distribution of dividends to the Shareholders amounting to AED 4,419,394,924.50 (four billion four hundred nineteen million three hundred ninety four thousand nine hundred twenty four dirhams and fifty fils) representing 50% (fifty percent) of the share capital being 50 (fifty) UAE fils per share.
5. To approve the Board Remuneration Policy in accordance with Article (29) of the Securities and Commodities Authority Decision No. (3/R.M.) of 2020 (“Governance Guidance”) which shall be effective as of the financial year starting on 1 January 2024.
6. To consider and approve the Board of Director’s remuneration including salaries, bonus, expenses and fees of the members of the Board as set out in section 3(d)(2) and appendix D of the Corporate Governance Report.
7. To discharge the members of the Board of Directors from liability for the fiscal year ending 31st December 2023.
8. To discharge the Auditors from liability for the fiscal year ending 31st December 2023.
9. To appoint the Auditors for the fiscal year ending 31st December 2024 and determine their remuneration.
10. To elect the members of the Board of Directors.
11. To grant approval, under Paragraph (3) of Article (152) of the Federal Law No. (32) of 2021 for Commercial Companies (“Companies Law”), for the members of the Board of Directors to carry on activities included in the objects of the Company.

Notes:

1. Shareholders can vote on the resolution through (www.smartagm.ae) at the registrar.
2. The Meeting shall be held at the Company’s head office at the date and time set above. The Board of Directors, Auditors, Registrar, Rapporteur and Vote Collector shall be present in person while the shareholders can participate either in person or electronically.
3. Any shareholder who has the right to attend the General Assembly, may delegate any person other than a member of the Board of Directors, employees of the Company, a broker or employees of such broker under a special written proxy that expressly states the right of the proxy to attend the General Assembly and vote on its decisions. In such a capacity, no proxy may represent more than 5% of the shares in the capital of the Company. Shareholders who are minors or interdicted shall be represented by their legal representatives. The signature of a shareholder on a special written proxy shall be approved by any of the following entities: (a) notary public; (b) chamber of commerce or economic department in the United Arab Emirates; (c) bank or company licensed in the United Arab Emirates; or (d) any other entity licensed to carry out attestations works.
4. 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.
5. Every shareholder whose name is registered on the last business day preceding the Company’s Annual General Meeting (i.e. on Friday, 19 April 2024) shall be entitled to vote at the Annual General Meeting. In case the meeting is held on Monday, 29 April 2024 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 Friday, 26 April 2024) shall be entitled to vote at the Annual General Meeting.
6. The shareholder whose name is registered on Thursday, 2 May 2024 shall be the person entitled to the dividends (in case of distribution of dividends); in case the meeting is held on Monday, 29 April 2024 due to lack of quorum in the first meeting, the person entitled to dividends shall be the shareholder whose name is registered on Friday, 9 May 2024.
7. 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.
8. The Company’s financial statements and governance report are available for the shareholders on the websites of the Company (<http://www.emaar.com/ar-ae/investor-relations>) and Dubai Financial Market (<http://www.dfm.ae/market-data/market-data-overview>).
9. The General Meeting shall not be validly held unless attended by shareholders, in person or via proxy, representing not less than (50%) of the share capital of the Company. In the event that such quorum is not present at the first General Meeting, a second meeting will take place as described above and the second meeting shall be valid irrespective of the shareholders attendance percentage.
10. Please visit the official website of the Securities and Commodities Authority (<https://www.sca.gov.ae/en/services/minority-investor-protection.aspx>) to view the Authority’s Guide on Investors’ Rights in Capital Market.
11. The election of the Board members shall be conducted by way of cumulative secret voting through (www.smartagm.ae) at the registrar.
12. 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 resolution of the Board of Directors
Emaar Properties (PJSC)**