



Emaar Properties PJSC
Invitation to Attend the 23rd Annual General Meeting

The Board of Directors of Emaar Properties PJSC (the "**Company**") is honored to invite the shareholders to attend the 23rd Annual General Meeting of the Company which will be held on Monday, 22 April 2019, at 4:00 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 Monday, 29 April 2019, 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 31st December 2018.
2. To receive and approve the Auditors' report for the fiscal year ending 31st December 2018.
3. To discuss and approve the Company's balance sheet and the profit and loss account for the fiscal year ending 31st December 2018.
4. To discuss the proposal of the Board of Directors regarding distribution of dividends to the Shareholders amounting to AED 1,073,960,832 (One Billion Seventy Three Million Nine Hundred Sixty Thousand Eight Hundred Thirty Two UAE Dirhams) representing 15% (fifteen percent) of the share capital being 15 (fifteen) UAE Fils per share.
5. To consider the approval of the payment of bonus to non-executive members of the Board of Directors for the fiscal year ending 31st December 2018 amounting to AED 7,974,000 (Seven Million Nine Hundred Seventy Four Thousand UAE Dirhams) in total.
6. To discharge the members of the Board of Directors from liability for the fiscal year ending 31st December 2018.
7. To discharge the Auditors from liability for the fiscal year ending 31st December 2018.
8. To appoint the Auditors for the year 2019 and determine their remuneration.
9. Special Resolution to authorize the Board of Directors to approve the voluntary contributions for the year 2019 provided that such voluntary contributions do not exceed (2%) of the average net profits of the Company during the two previous financial years.
10. Special Resolution to cancel the Constitutive Regulation of the Employees Incentive Program approved in the annual general assembly meeting dated 22 April 2018.

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

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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 Sunday, 21 April 2019) shall be entitled to vote at the Annual General Meeting. In case the meeting is held on Monday, 29 April 2019 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 Sunday, 28 April 2019) shall be entitled to vote at the Annual General Meeting.
4. The shareholder whose name is registered on Thursday, 2 May 2019 shall be the person entitled to the dividends (in case of distribution of dividends); in case the meeting is held on Monday, 29 April 2019 due to lack of quorum in the first meeting, the person entitled to dividends shall be the shareholder whose name is registered on Thursday, 9 May 2019.
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 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>).
7. 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.
8. Please visit the official website of the Securities and Commodities Authority (<http://www.sca.gov.ae/arabic/pages/home.aspx>) to view the Authority's Guide on Investors' Rights in Capital Market.

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**By resolution of the Board of Directors
Emaar Properties PJSC**