

INVITATION TO ATTEND ORDINARY ANNUAL GENERAL MEETING & EXTRAORDINARY GENERAL MEETING OF Union Properties (PJSC)

The Board of Directors of Union Properties (PJSC) Company is pleased to invite you to attend the Ordinary General assembly Meeting of the Company to be convened at **5:00 pm** on **Thursday 04/04/2013** in **Dubai Chamber of Commerce and industries** to look into the following agenda:

1. Review and approve the report of the Company's board of directors on the Company's activities and its financial position for the financial year ended on **31/12/2012**.
2. Review and approve the report of the Company's auditor for the financial year ended on **31/12/2012**
3. Discuss and approve the Company's budget and its profit and loss statement for the year ended **31/12/2012**
4. Discuss and approve the proposal of the Board of Directors not to put the allocation of any other reserves of the net profit of the company and its subsidiaries for the year ended **31/12/2012**
5. Discharge the Company's board members and its auditors of the liability for the financial year ended on **31/12/2012**
6. Appoint the auditor for .the year **2013** and determine his fees.

And also The Company's Board of Directors is pleased to invite you to attend the extraordinary general assembly meeting of the Company to be held at **Thursday 6:00 pm on 04/04/2013** in **Dubai Chamber of Commerce and Industries** to look into the following agenda in line with article 26 (A):

1. Discuss and approve the replacement of the initial warranty and the Subordination Deed of the Union Properties PJSC dated Oct 18, 2012 for a period of one year to initial warranty and the Subordination Deed for a period of nine years from October 18, 2013 to October 18, 2022 with respect to the financing of Emirates District Cooling (Emicool) LLC (Joint Venture Company) by Mashreq Bank PJSC AED 792,508,073/- Union Properties share 50% of that amount.
2. Discuss and approve the extension of Abu Dhabi Commercial Bank loan repayment for five years from 20 August 2012 to 20 August 2017, where the initial approval was obtained by the bank.

Notes:

1. A shareholder is entitled to authorize another person (other than members of the Company's Board of Directors) to attend the above mentioned general meeting provided that the proxy may not hold in such a capacity more than 5% of the Company's share capital.
2. The owner of the shares registered on **03/04/2013** shall be deemed to be the holder of the right to vote at the Company's general assembly.
3. Shareholders may access and review the company's financial statements through the website of Dubai Financial Market or on company website www.up.ae
4. In the event that the required quorum for the meeting was not met, the second meeting shall be held on **11/04/2013** at the same time and place.
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