



UNOFFICIAL TRANSLATION

Minutes of the 16th Annual General Meeting of Emaar Properties PJSC

Date: 23 April 2014

Time: 7pm

Place: Pavilion Ballroom at Armani Hotel

Present:

(A) Board Members

H.E. Mohamed Alabbar	Chairman
Mr. Hussain Al Qemzi	Vice Chairman
Mr. Ahmed Jawa	Board Member
Mr. Fadel Al Ali	Board Member
Mr. Jamal Bin Theniyah	Board Member
Mr. Ahmad Al Matrooshi	Board Member and Managing Director
Mr. Marwan Abedin	Board Member
Mr. Arif Al Dehail	Board Member
Mr. Abdulrahman Al Hareb	Board Member
Mr. Jamal Al Marri	Board Member
Mr. Abdullah Belyoahah	Board Member

(B) Mr. Ayman Hamdy Rapporteur of the Meeting and Company Secretary

(C) Mr. Mohamed Gergash Representative of Securities and Commodities Authority

(D) Mr. Khaled Al Mubashri Representative of the Department of Economic Development of the Government of Dubai

(E) Ernst & Young External Auditors

(F) Mr. Ebrahim Jaafar and Mr. Abdel Haleem Ahmed as vote collectors on behalf of Union National Bank.

(G) The Shareholders, as mentioned below.

Required Quorum: 50% of share capital

Available Quorum: 55.462 % of share capital

The meeting convened and was presided by H.E. Mohamed Bin Ali Alabbar who welcomed the shareholders, made an opening speech and proceeded with the meeting agenda. The agenda items were discussed and the Annual General Meeting approved the following resolutions:



1. "It was resolved to approve the report of the Board of Directors relating to the activities of the company and its financial position, the report of the auditors, and the consolidated financial statements of the company for the year ended 31 December 2013 as presented to the shareholders during the meeting".
2. "It was resolved to appoint Ernst & Young as external auditors for the company's financial statements for the year 2014 and to approve their fees amounting to AED 330,000".
3. "It was resolved to discharge the liabilities of the Board of Directors and the auditors for the financial year ended 31 December 2013".
4. "It was resolved to distribute to the shareholders cash dividends amounting to 15% of the share capital of the company and bonus shares amounting to 10% of the share capital of the company for the financial year 2013".
5. "It was resolved to confirm the appointment of Mr. Jamal Hamed Thani Buti Al Marri as board member in replacement of H.E. Abdullah Al Ghobash for the remainder of the latter's term as member of the Board of Directors of the Company".
6. "It was resolved to pay bonus to the Board of Directors amounting to AED 500,000 for each non-executive board member".
7. "It was resolved to permit the Board members to continue to carry out any of their usual business activities which may fall under the company's objects, without direct competition with the company".

The meeting ended at 8.15pm.

Chairman of the Meeting
[signature]

Rapporteur of the meeting and Company Secretary
[signature]

Auditors
[Signature]

Vote Collectors
[Two signatures]

Representative of the Department Economic Development of the Government of Dubai
[signature]