Important Announcement regarding the Offering Price Range for the Shares in Emaar Malls Group PJSC (Under Incorporation) and the Listing of its Shares on the Dubai Financial Market

Following its announcement of 31 August 2014 of its intention to "Offer the Shares for Sale", Emaar Malls Group PJSC (under incorporation) (the "**Company**") announces the price range for the sale.

The price range has been set at between AED 2.50 to AED 2.90 per share.

The expected size of the shares offered for sale is 2,000,000,000 shares of the share capital of the Company by way of sell down by the Founders.

The final offer price will be determined following a bookbuilding process. The Company will publish an announcement setting out the final offer price, which will be published by means of a press announcement in the UAE.

The Company's Board of Directors is pleased to publish the audited financial statements of the Company until 30 June 2014, in addition to a summary of the Board of Directors' report submitted for listing purposes which is expected to take place on 2 October 2014 on the Dubai Financial Market.

*(The Company is a Public Joint Stock Company (under incorporation) in the United Arab Emirates ("**UAE**"), as per Law No 8 for the year 1984, its amendments and related regulations. The Company's share capital is AED 13,014,300,000. The objectives of the Company are retail set-up, development and management; ownership and operation of shopping malls and all related services and activities; facilities management services; fish and live animal trading and breeding of marine species and animals; development, management and ownership of aquarium parks; development, management and ownership of ski domes and skating rinks; management and ownership of electronic game arcades and kids amusement arcades and advertisement designing and producing. In fulfillment of its objectives, the Company may, conduct all operations and take all actions required for the due performance of its activities within and outside the UAE. The Company may have an interest or may participate, cooperate or acquire by all manners with any other entity or company within or outside the UAE, provided that their activities are similar to the Company's activities.)*

Founders' Committee Report

Messrs Shareholders
Emaar Malls Group
Public Joint Stock Company
Dubai - United Arab Emirates

Founders' Committee Report

The Founders Committee of Emaar Malls Group P.J.S.C. (under incorporation) (the "**Company**") is pleased to submit its report and the audited financial statements of the Company until 30 June 2014 provided for the purpose of listing, in addition to the information provided by the auditors on 10 September 2014 describing any significant changes to the financial statements relating to the following matters: (a) foreign debts (b) any distributions to shareholders (whether through dividends or repayment of loans made to the Company by the shareholders).

Main activities and review of business progress:

The Company is currently a Public Joint Stock Company (under incorporation), as per Law No 8 for the year 1984, following its conversion from a Limited Liability Company to a Public Joint Stock Company by virtue of a resolution issued by the Extraordinary General Assembly convened on 24 August 2014. The current share capital of the Company is AED 13,014,300,000 divided into 13,014,300,000 shares of AED 1 each. The Company shall be converted to a public joint stock company through the selling by the Founders of 2,000,000,000 shares of the share capital. One of the Company's objectives behind the sale of shares is to allow the selling Founders to sell part of their shareholding, generating increased trading liquidity in the shares of the Company and raising the Company's international profile.

The Company is the leading owner and operator of shopping malls in Dubai, UAE. Our portfolio of properties comprises four shopping malls and 30 community shopping centers and other retail properties, which together had a total GLA ("Gross Leasable Area") of approximately 5.9 million sq ft. as at 30 June 2013 and a GLA occupancy rate of 95% in the six months ended 30 June 2014.

The pre-incorporation profits covering the above stated period are included in the attached financial statements.

On behalf of the Founders Committee

Date: 14 September 2014

Auditors' Report to be submitted to the shareholders of Emaar Malls Group P.J.S.C. (Under Incorporation) is included as an appendix

Audited Financial Statements of the Company until 30 June 2014 are included as an appendix

Clarifications regarding Audited Financial Statements until 30 June 2014 are included as an appendix

Information provided by the auditors on 10 September 2014 describing any significant changes to the financial statements relating to the following matters: (a) foreign debts (b) any distributions to shareholders (whether through dividends or repayment of loans made to the Company by the shareholders) is included as an appendix

Opening Financial Statements (the Opening Financial Position) for Emaar Malls Group PJSC on the day of announcement of the establishment of the Company as a PJSC (30 September 2014) in addition to the external auditors' report regarding the Opening Financial Statements, and the clarifications on the Opening Financial Statements

Summary of the Board of Directors' Report

1. Snapshot on the establishment of the Company and its objectives

Emaar Malls Group P.J.S.C. (under incorporation) – (referred to herein as the "**Company**") was initially established on 28 December 2005 as a Limited Liability Company headquartered in the Emirate of Dubai with a share capital of AED 300,000. The Company registered on 20 July 2014 an increase of its capital by AED 13,014,000,000 constituted of 13,014,000 shares (share value of AED 1,000 per share). As a result of the increase in share capital, the total share capital amounted to AED13,014,300,000. On 24 August 2014, the Company's Extraordinary General Assembly approved the conversion of the Company to a Public Joint Stock Company through the sell down by the Founders of no less than 15% of the share capital to the public, and the listing of the shares on Dubai Financial Market. The Securities and Commodities Authority approved the prospectus issued in this respect. One of the Company's objectives behind the sale of shares is to allow the selling founders to sell part of their shareholding, generating increased trading liquidity in the shares of the Company and raising the Company's international profile.

The primary objectives of the Company are retail set-up, development and management; ownership and operation of shopping malls and all related services and activities; facilities management services; fish and live animal trading and breeding of marine species and animals; development, management and ownership of aquarium parks; development, management and ownership of ski domes and skating rinks; management and ownership of electronic game arcades and kids amusement arcades and advertisement designing and producing. In fulfilment of its objects, the Company may, conduct all operations and take all actions required for the due performance of its activities within and outside the UAE. The Company may have an interest or may participate, cooperate or acquire by all manners with any other entity or company within or outside the UAE, provided that their activities are similar to the Company's activities.

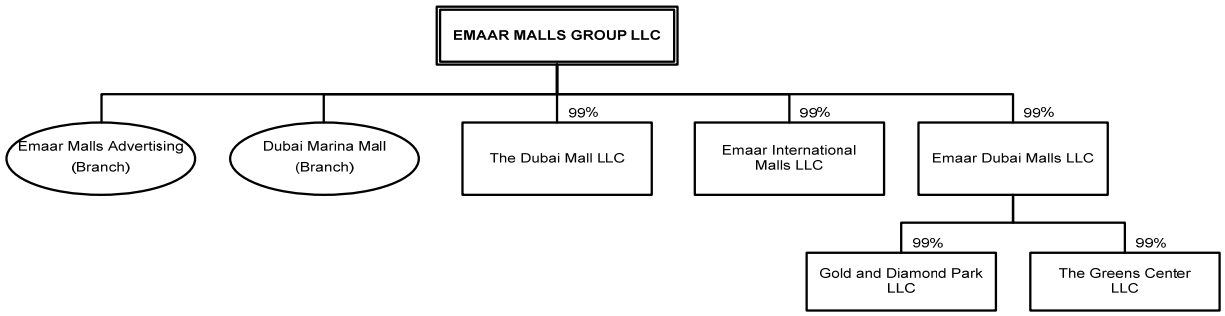
2. Future strategy

The Company intends to (i) deliver long term growth through active tenant portfolio management, (ii) maximise returns from our existing portfolio through active asset management and expansions, as well as development of new assets, (iii) fund growth opportunities and dividend distributions while maintaining a conservative capital structure, and (iv) improve brand awareness to drive footfall and support tenant sales growth.

3. Relationship of the Company with other companies (mother/subsidiaries/sister or allied)

The following is a group structure chart setting out the relationship between the company and other related companies:

Emaar Malls Group LLC Structure



* Emirates Property Holdings Limited (BVI) owns 1% of (i) Emaar Malls Group LLC, (ii) The Dubai Mall LLC, (iii) Gold and Diamond Park LLC, (iv) The Greens Center LLC and (v) Emaar Retail LLC.

** Ocean Park Management Limited (BVI) owns 1% of (i) Emaar Dubai Malls LLC and (ii) Emaar International Malls.

4. Latest developments and important events in the Company's life

- On 28 December 2005, the Company was established in Dubai as a Limited Liability Company.
- On 20 July 2014, we registered an increase in share capital with Government authorities amounting to AED 13,014,000,000 consisting of 13,014,000 Shares of AED 1,000 per share through an addendum to our memorandum of association. This share capital increase related to the issuance of additional shares in the Company to its shareholders against transfer of titles of plots of land related to The Dubai Mall, the Dubai Marina Mall and Souk Al Bahar.

- On 2 September 2014, we withdrew AED 918 million of the new funding and the Company used this amount in addition to its available liquidity to settle all the outstanding amounts of the shareholder's loan value. In addition to that, during August 2014, we paid AED 800 million out of retained earnings as a cash dividend to our shareholders.
- On 24 August 2014, the Company's Extraordinary General Assembly approved the conversion of the Company to a Public Joint Stock Company through the sell down by the Founders of no less than 15% of the share capital to the public, and the listing of the shares on the Dubai Financial Market.

5. Securities issued previously

The Company has issued a sukuk worth US$ 750 million on 18 June 2014.

6. The Board of directors

The Board is formed of the following members with a 3 year membership period:

Name	Position	Nationality
Mohamed Ali Rashed Al Abbar	Chairman (Executive)	UAE
Ahmed Thani Rashed Al Matrooshi	Director (Non-Executive)	UAE
Abdullah Saeed Bin Majid Belyoahah	Director (Non-Executive)	UAE
Abdul Rahman Hareb Rashed Al Hareb	Director (Non-Executive)	UAE
Helal Saeed Al Marri	Director (Independent and Non-Executive)	UAE
Mohamed Hadi Ahmed Al Hussaini	Director (Independent and Non-Executive)	UAE
Mohamed Mourad	Director (Independent and Non-Executive)	Lebanon
Richard Akers	Director (Independent and Non-	United

	Executive)	Kingdom

7. **List of the shares owned by all Board directors and senior management together with their first degree relatives in the Company and any of its subsidiaries**

   None of the Board members nor any of the members of senior management, and none of any of their first degree relatives own any shares in the Company or in any of its subsidiaries.

8. **List of the owners of more than 5% of the Company's shares and number of owned shares**

   Emaar Properties PJSC: 99.9%.

9. **Board of directors' evaluation report supported by figures for the Company's performance and achievements in comparison with the developed business plan**

   The Company's performance and achievements are in line with the expectations and prospects of the Company's senior management.

   The Company continues its growth trajectory with positive developments across all segments:

- Total revenues for H1 2014 are up by 13% period-on-period to AED 1,258 million (US$ 343 million).
- EBITDA margins (as reported) increased from 74% to 79% as a percentage of total revenues with H1 2014 EBITDA (as reported) of AED 999 million (US$ 272 million).
- Net Profit for the same period is up by 24% period-on-period to AED 617 million (US$ 168 million).
- The Company witnessed strong performance across the portfolio.
- Rental income, average rent per square foot, tenant sales and EBITDA margin increases across major segments.
- During H1 2014, the Company successfully renewed, replaced and signed new leases for 18% of its main unit GLA.
- Contractual base rent of renewed / replaced leases expiring in 2014 increased by 32% vs. previous year (as of 30 June 2014).

10. **Contribution ratio of non nationals in the Company's capital**

The ratio of non nationals' contribution in the Company's capital is 0.01%.

11. <u>The financial statements to be published</u>

The Company will publish on 1 October 2014 the management estimates of the Balance Sheet (reflecting the opening financial position) as at 30 September 2014 for Emaar Malls Group PJSC. The Company will also publish on 31 October 2014 reviewed financial statements as at and for the 9 month period ending 30 September 2014, which will have been reviewed by its auditors.