EMAAR
MALLS

مجموعة إعمار مولز ش.م.ع
ص.ب. ١٩١٧٤١، دبي
الإمارات العربية المتحدة
ت +٩٧١ ٤ ٣٦٧٥٥٨٨
ف +٩٧١ ٤ ٣٦٧٥٥٠١

Emaar Malls Group PJSC
P.O.Box 191741, Dubai
United Arab Emirates
T +971 4 3675588
F +971 4 3675501
emaar.com

24 March 2016

Mr. Hasan Abdul Rahman Al Serkal
Executive Vice President &
Chief Operations Officer
Dubai Financial Market
Dubai – United Arab Emirates
Fax: 04 331 5148
Email: nalhatimi@dfm.ae

Submitted Through Efsah System

Subject: The AGM invitation letter for the 1st Annual General Meeting of Emaar Malls Group PJSC

Dear Mr. Al Serkal,

Please find attached herewith the invitation letter for the 1st Annual General Meeting of Emaar Malls Group PJSC which has been approved by the Securities and Commodities Authority which will be published in the newspapers soon.

Yours sincerely,

Ahmad Al Matrooshi
Board Member

(Enclosures: The invitation notice in Arabic and English)

CC: Securities and Commodities Authority

٢٤ مارس ٢٠١٦

الأستاذ/ حسن عبد الرحمن السركال الموقر
نائب رئيس تنفيذي – رئيس تنفيذي العمليات
رئيس قطاع العمليات
سوق دبي المالي
دبي- الإمارات العربية المتحدة
فاكس رقم: ٠٤ ٣٣١٥١٤٨
Email: nalhatimi@dfm.ae

مقدم من خلال نظام إفصاح الإلكتروني

الموضوع : نص الدعوة لاجتماع الجمعية العمومية السنوي الأول لمجموعة إعمار مولز (ش.م.ع.).

تحية طيبة وبعد،،

نرفق لكم طيه نص الدعوة لاجتماع الجمعية العمومية السنوي الأول لمجموعة إعمار مولز (ش.م.ع.) والتي تم اعتمادها من قبل هيئة الأوراق المالية والسلع والتي سيتم نشرها في الصحف قريباً.

وتفضلوا بقبول فائق الشكر والاحترام،،،

أحمد المطروشي
عضو مجلس الإدارة

(المرفقات نص الدعوة باللغة العربية واللغة الإنجليزية)
نسخة إلى هيئة الأوراق المالية والسلع

مجموعة إعمار مولز (ش.م.ع.)
Emaar Malls Group (PJSC)

HS160323

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مجموعة إعمار مولز ش.م.ع
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الإمارات العربية المتحدة
ت ٨٨٥٥٧٦٣ ٤ ٩٧١+
ف ١ ٥٥٧٦٣ ٤ ٩٧١+

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Emaar Malls Group (PJSC)
Invitation to Attend the 1st Annual General Meeting

The Board of Directors of Emaar Malls Group (PJSC) is honored to invite the shareholders to attend the 1st Annual General Meeting of the Company which will be held on Tuesday, 19April 2016, at 5:00PM, in Diamond Ballroom at The Address Dubai Mall Hotel. In case the said Meeting falls short of quorum, the second Annual General Meeting will be held at the same time and venue on Tuesday, 26 April 2016, 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 2015.
2. To receive and approve the Auditors' report for the fiscal year ending 31st December 2015.
3. To discuss and approve the Company's balance sheet and the profit and loss account for the fiscal year ending 31st December 2015.
4. To discuss the proposal of the Board of Directors regarding the distribution of dividends to the Shareholders amounting to 10 % of the share capital being 10 fils per share as cash dividends for the fiscal year 2015.
5. To consider the approval of the payment of bonus to members of the Board of Directors amounting to (650,000 AED) six hundred and fifty thousand dirhams for each member (including the Vice-Chairman of the Board of Directors), and payment of bonus amounting to (1,000,000 AED) one million dirhams for the Chairman of the Board of Directors.
6. To discharge the members of the Board of Directors from liability for the fiscal year ending 31st December 2015or dismiss them and file liability suit against them as the case may be.
7. To discharge the Auditors from liability for the fiscal year ending 31st December 2015or dismiss them and file liability suit against them as the case may be.
8. To appoint the Auditors for the year 2016 and determine their remuneration.
9. To grant approval under Article (152), Paragraph No (3) of Federal Law No. (2) of 2015 for the members of the Board of Directors to carry on activities included in the objects of the Company.

Matters which Require a Special Resolution

10. To consider and approve the amendment of the Articles of Association of the Company in accordance with the provisions of Federal Law No. (2) of 2015 after obtaining the approval of the competent authorities.

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11. To approve the amendment of the name of the Company from "Emaar Malls Group" to "Emaar Malls".

Notes:

1) Any person entitled to attend the Annual General Meeting (AGM) may appoint a non-Board member as his representative by virtue of a written power of attorney to attend the AGM on his behalf. However, the said representative cannot hold, in this capacity, more than (5%) five percent of the share capital. Incompetent or incapacitated persons shall be represented by their legal representatives.

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 AGM; 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 AGM (i.e. on Monday, 18 April 2016) shall be entitled to vote at the AGM.

4) The shareholder whose name is registered on Sunday, 1 May 2016 shall be the person entitled to the dividends; in case the meeting is held on 26 April 2016 due to lack of quorum in the first meeting, the person entitled to dividends shall be the shareholder whose name is registered on Sunday, 8 May 2016.

5) The shareholders must update their contact details and addresses with DFM to make sure the dividends are received appropriately, as the payment of dividends, if any, will be made through DFM.

6) The Company's financial statements, corporate governance report and the proposed amendments to the Articles of Association are available to the shareholders on the Company's website and DFM website.

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 AGM of the joint stock company.

By order of the Board of Directors
Emaar Malls Group PJSC