إعمار مولز ش.م.ع
ص. ب. 191741، دبي
الإمارات العربية المتحدة
رأس المال المدفوع: 13,014,300,000 درهم
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Emaar Malls PJSC
P.O. Box 191741, Dubai
United Arab Emirates
Paid up capital: AED 13,014,300,000
Commercial Registration: 1145125

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Emaar Malls PJSC
Invitation to Attend the 2nd Annual General Meeting

The Board of Directors of Emaar Malls PJSC (the "**Company**") is honored to invite the shareholders to attend the 2nd Annual General Meeting of the Company which will be held on Tuesday, 18 April 2017, at 5:00 PM, in Diamond Ballroom at The Address Dubai Mall Hotel. In case the said Meeting falls short of quorum, the next Annual General Meeting will be held at the same time and venue on Thursday, 27 April 2017, 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 2016.
2. To receive and approve the Auditors' report for the fiscal year ending 31st December 2016.
3. To discuss and approve the Company's balance sheet and the profit and loss account for the fiscal year ending 31st December 2016.
4. To discuss the proposal of the Board of Directors regarding distribution of dividends to the Shareholders for a total amount of AED 1,301,430,000 representing 10% of the share capital, being 10 fils per share as cash dividends for the fiscal year ending 31st December 2016.
5. To consider the approval of the payment of bonus to non-executive members of the Board of Directors amounting to AED 650,000 (Six hundred fifty thousand UAE Dirhams) for each non-executive Board member, including the Vice-Chairman, and payment of AED 1,000,000 (One million UAE Dirhams) to the Company's Chairman.
6. To discharge the members of the Board of Directors from liability for the fiscal year ending 31st December 2016.
7. To discharge the Auditors from liability for the fiscal year ending 31st December 2016.
8. To appoint the Auditors for the year 2017 and determine their remuneration.
9. To discuss and approve the resignations of the current Board of Directors.
10. To elect members of the new Board of Directors which will consist of (7) seven members.
11. To grant approval under Article (152), Paragraph (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

12. To approve the amendment of Article 19(a) of the Company's Memorandum of Association to read "the management of the company shall be vested in a Board of Directors, comprised of seven (7) Directors who shall be elected by the General

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Assembly of the Shareholders by secret ballot using the cumulative voting procedure" in order to reflect the reduction of the number of Board members from 9 members to 7 members.

Notes:

1. Any shareholder may appoint a proxy to attend the Meeting on his behalf by virtue of a written special power of attorney. However, the latter cannot be a member of the 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 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, 17 April 2017) shall be entitled to vote at the AGM. In case the meeting is held on 27 April 2017 due to lack of quorum in the first meeting, every shareholder whose name is registered on the last business day preceding the Company's AGM (i.e. on Wednesday, 26 April 2017) shall be entitled to vote at the AGM.
4. The shareholder whose name is registered on Sunday, 30 April 2017 shall be the person entitled to the dividends (in case of distribution of dividends); in case the meeting is held on 27 April 2017 due to lack of quorum in the first meeting, the person entitled to dividends shall be the shareholder whose name is registered on Sunday, 7 May 2017.
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 and Dubai Financial Market.
7. The election of Board members shall be conducted by way of cumulative secret voting through a special software system. The voting process shall take place at the same time and venue as the Annual General Meeting. Voting for the election of directors shall start at 5:00 PM.
8. 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 PJSC