EMAAR

MALLS

**Emaar Malls PJSC**
**Invitation to Attend the 5th Annual General Meeting**

The Board of Directors of Emaar Malls PJSC (the "**Company**") is honored to invite the shareholders to attend the 5th Annual General Meeting of the Company which will be held remotely / electronically on Sunday, 21 June 2020, at 6:30 PM. In case the said meeting falls short of quorum, the Annual General Meeting will be held also remotely / electronically at the same time on Sunday, 28 June 2020, 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 2019.
2. To receive and approve the Auditors' report for the fiscal year ending 31st December 2019.
3. To discuss and approve the Company's balance sheet and the profit and loss account for the fiscal year ending 31st December 2019.
4. To consider the Board of Directors' proposal for the Board bonus for the fiscal year ending 31st December 2019 of AED 650,000 (six hundred fifty thousand UAE Dirhams) for each non-executive member of the Board of Directors.
5. To discharge the members of the Board of Directors from liability for the fiscal year ending 31st December 2019.
6. To discharge the Auditors from liability for the fiscal year ending 31st December 2019.
7. To appoint the Auditors for the year 2020 and determine their remuneration.
8. To grant approval, under Paragraph (3) of Article (152) of the Federal Law No. (2) of 2015 for Commercial Companies, for the members of the Board of Directors to carry on activities included in the objects of the Company.
9. To elect the members of the Board of Directors.
10. Special Resolution to amend Article (39) of the Company's Articles of Association to be read as follows:

    "*Notice to the Shareholders to attend meetings of the General Assembly shall be published in two local dailies issued in Arabic, and shall be sent by registered mail or text messages (SMS) or email or any other electronic mean that can be proved, at least fifteen (15) days prior to the meeting after obtaining the approval of the SCA. The notice shall include the agenda for such meeting. Copies of the invitation documents must be provided to the SCA and the Competent Authority*"
11. Special Resolution to amend Article (46) of the Company's Articles of Association by adding the following sentence at the end of the Article:

    "*Electronic voting may take place during General Assembly meetings, including items that require Special Resolution and secret Cumulative Voting, in accordance with the mechanism and terms approved by the SCA in relation to such matter*"

12. Special Resolution to amend Article (57) of the Company's Articles of Association by adding clause (i) to be read as follows:

"*Without prejudice to the above and subject to the approval of the General Assembly, the Company may distribute interim dividends on a semi-annual or quarterly basis*"

Notes:

1. Shareholders can vote on the resolution through (www.smartagm.ae) at the registrar.
2. Meeting shall be held at the Company's head office at the date and time set above. The Board of Directors, Auditors, Registrar, Rapporteur and Vote Collector shall be present in person while shareholders can participate electronically and shall not attend physically.
3. 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 Annual General Meeting; the said authorized representative shall have the powers determined under the authorization resolution.
4. Every shareholder whose name is registered on the last business day preceding the Company's Annual General Meeting (i.e. on Thursday, 18 June 2020) shall be entitled to vote at the Annual General Meeting. In case the meeting is held on Sunday, 28 June 2020 due to lack of quorum in the first meeting, every shareholder whose name is registered on the last business day preceding the Company's Annual General Meeting (i.e. on Thursday, 25 June 2020) shall be entitled to vote at the Annual General Meeting.
5. The shareholder whose name is registered on Wednesday, 1 July 2020 shall be the person entitled to the dividends (in case of distribution of dividends); in case the meeting is held on Sunday, 28 June 2020 due to lack of quorum in the first meeting, the person entitled to dividends shall be the shareholder whose name is registered on Wednesday, 8 July 2020.
6. 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.
7. The Company's financial statements and governance report are available for the shareholders on the websites of the Company (http://www.emaar.com/ar-ae/investor-relations) and Dubai Financial Market (http://www.dfm.ae/market-data/market-data-overview).
8. The General Meeting shall not be validly held unless attended by shareholders, in person or via proxy, representing not less than (50%) of the share capital of the Company. In the event that such quorum is not present at the first General Meeting, a second meeting will take place as described above and the second meeting shall be valid irrespective of the shareholders attendance percentage.
9. Please visit the official website of the Securities and Commodities Authority (https://www.sca.gov.ae/en/services/minority-investor-protection.aspx) to view the Authority's Guide on Investors' Rights in Capital Market.
10. The election of the Board members shall be conducted way of cumulative secret voting through (www.smartagm.ae) at the registrar.
11. 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 Annual General Meeting of the joint stock company.

**By resolution of the Board of Directors**
**Emaar Malls PJSC**