Invitation to attend the Annual General Assembly Meeting of Deyaar Development (Public Joint-Stock Company)

The Board of Directors of Deyaar Development (PJSC) has the honor to invite the shareholders to attend the Annual General Assembly meeting remotely/ online at 4:00PM on Sunday 4 April 2021 to consider the following agenda:

1. Consider and approve the Report of the Board on the Company's activities and financial position for the year ended 31 December 2020;
2. Consider and approve the Auditor's Report for the year ended 31 December 2020;
3. Consider and approve the Company's Balance Sheet and Profit and Loss Account for the year ended 31 December 2020;
4. Consider and approve the Board of Directors' recommendation of the non-distribution of dividends for the financial year ended 31 December 2020;
5. Discharge the members of the Board for the year ended 31 December 2020 from any liability or filing lawsuit against them, as the case may be;
6. Discharge the Company's auditors for the year ended 31 December 2020 from any liability or filing lawsuit against them, as the case may be;
7. Appoint the Company's auditors and determine their fees;
8. Approve authorization to the Board to appoint shareholders' representatives and determine their fees;
9. Approve the remuneration policy for attending the meetings of the Board Committees and additional works to serve the Company in excess of their regular duties as a member in the Board ; and
10. Special resolutions:

• Amending the Company's Articles of Association to comply with Federal law no. (26) of 2020 amending the provisions of Federal law no. (2) of 2015 regarding commercial companies and Resolution No. (3/R.M) of 2020 concerning adopting the Corporate Governance Guide for Public Joint Stock Companies in the following articles (15, 16, 17, 22, 27, 30, 41 and 45.b) (The list of articles before and after the amendment is available on the Company's website in the following link: https://www.deyaar.ae/en/annual-general-meetings)
• Considering the Board recommendation not to proceed with the capital reduction process which was approved in the general assembly meeting held on 8 April 2020.

Notes:

1. As per the Securities and Commodities Authority's guidelines, shareholders of the Company attending virtually have to register electronically to be able to register and vote on the items of the general assembly. Registration will be opened on Thursday 1 April 2021 at 12:00 pm and will be closed on Sunday 4 April 2021 at 4:00 pm. Shareholders can register by visiting the site www.smartagm.ae. Proxy holders must send a copy of the proxies to the following email address is@bankfab.com along with name/mobile number to receive a SMS for registration.
2. The Annual General Meeting will be held remotely/ online at the date and time specified in the invitation in the presence of the board of directors, the auditor, share registrar, vote collector and the meeting rapporteur while the attendance of the shareholders will be online without personal attendance.
3. A corporate person may delegate one of its representatives or those in charge of its management under a decision of its Board of Directors or its authorized deputy to represent such corporate person in the General Assembly of the Company. The delegated person shall have the powers as determined under the delegation decision.
4. Shareholders registered in the Shareholders Register on Thursday 1 April 2021 shall be entitled to vote in the General Assembly meeting and register in the electronic system.
5. The shareholders can access and review the financial statements of the Company, governance report and any documents related to the General Assembly on the website of the Dubai Financial Market and Company's website www.deyaar.com
6. The meeting of the General Assembly shall not be valid unless shareholders who hold or represent by proxy at least (50%) of the Company's share capital were registered online. If this quorum for the meeting is not available in the first meeting, the second meeting shall be convened on 11 April 2021 at the same time. The postponed meeting shall be deemed valid irrespective of the number of the shareholders present. In case of the second meeting, the registered holder of a share on Thursday 8 April 2021, shall have the right to attend and vote at the second General Assembly Meeting.
7. Special Resolution: is a resolution passed by majority vote of the shareholders who hold at least 34/ of the shares represented in the General Assembly meeting of a joint-stock company.
8. You can view the guide on investor rights in securities, which is available on the main page of the SCA official website, according to the following link:
https://www.sca.gov.ae/ar/services/minority-investor-protection.aspx

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