INVITATION TO ATTEND THE GENERAL MEETING OF THE SHAREHOLDERS OF DEYAAR DEVELOPMENT PJSC

The Board of Directors ("Board") of Deyaar Development PJSC ("Company") is pleased to invite you to attend the general meeting ("General Meeting") of the Company that will be held on Monday, 21 November 2022, at 1:00 PM in Millennium Al Barsha, Dubai – Al Barsha 1 and remotely/ online to consider the following agenda:

Special Resolutions

1. Approving by way of a Special Resolution the amicable settlement with Limitless. To view the settlement details, please visit (deyaar.ae/case/case.pdf)

2. Approve delegating the board of directors of the Company to sign the settlement agreement amounting AED 500 million and take all necessary steps to execute the settlement and duly sign all addendums and amendments related to the payment mechanism.

Notes:

1.Any shareholder that has the right to attend the General Meeting may delegate any person elected by such shareholder, other than a director of the Board, employees of the company or brokerage company or its employees, under a special written proxy. A proxy of a number of shareholders may not hold in this capacity over (5%) five percent of the share capital of the Company. Minor and/or incapacitated shareholders will be represented by their legal representatives. (The requirements under Clauses No. 1 and 2 of Article 40 of Securities and Commodities Chairman Decision No. (3/Chairman) of 2020 on the Approval of Public Joint Stock Companies Governance Guide (on adopting proxies shall be met.) you can view the disclosure of the company on the financial market website regarding the requirement to approve the proxies.

2.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 Sunday, 20 November 2022 at 08:00AM and will be closed on Monday, 21 November 2022 at 01:00PM. 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.

3.A corporate person may delegate one of its representatives or those in charge of its management under a resolution passed by its board of directors or managers to represent the corporate person in the General Meeting. The delegated person shall have the authority as determined by the authority resolution.

4.The registered holder of a share on Friday, 18 November 2022, shall have the right to attend and vote at the General Meeting.

5.The General Meeting shall not be validly held unless attended by shareholders in person or via proxy representing not less than (50%) fifty percent 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 on 28 November 2022 at the same venue and time as well as online. The second meeting shall be valid irrespective of the shareholder attendance percentage. In case of the second meeting, the registered holder of a share on Friday, 25 November 2022, shall have the right to attend and vote at the second General Meeting.

6.A Special Resolution is a resolution passed by a majority of shareholders holding at least (75%) seventy-five percent of the shares attending or being represented in the General Meeting.

7.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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