



Invitation to Attend the Annual General Assembly Meeting of Aldar Properties PJSC

The Board of Directors of Aldar Properties PJSC (the "Company") is pleased to invite the Shareholders to attend the annual general assembly meeting on Thursday 16th March 2023 at 3pm – The Company's Offices at ALDAR SQUARE, Yas Island, Abu Dhabi for physical attendance, and virtually through an electronic link for the meeting that will be sent to them via SMS or email following registration of their attendance to enable shareholders to attend the meeting virtually and discuss the agenda and vote on the proposed resolutions in real time. The following agenda will be considered:

Firstly: Ordinary resolutions agenda items:

1. Consider and approve the Board of Directors' report on the Company's activity and its financial position for the financial year ended 31 December 2022.
2. Consider and approve the auditor's report for the financial year ended 31 December 2022.
3. Consider and approve the Company's balance sheet and profit and loss account for the financial year ended 31 December 2022.
4. Approve the recommendation of the Board of Directors of the Company to distribute %16 as cash dividends (i.e. 16 fils per share as cash dividend) for the financial year ended on 31 December 2022 (The total Cash Dividend distribution = AED 1,258,020,736.48/-).
5. Absolve the Board of Directors and the auditors of liability for their activities for the financial year ended on 31 December 2022.
6. Absolve the auditors of liability for their activities for the financial year ended on 31 December 2022.
7. Approve the Board of Directors remuneration for the financial year ended 31 December 2022.
8. Appoint the auditors for the financial year 2023 and determine their fees.

Secondly: Special Resolution agenda item

9. Approve the proposal of giving social contributions during 2023 and authorize the Board of Directors to determine the beneficiaries, subject to the requirements of the Federal Decree-Law No. (32) of 2021, concerning commercial companies and the applicable Laws and Regulations.
10. Approve the Amendment of the following Articles of the Company's Articles of Association: Articles (15.2), (18.2), (28), (29) and (39) to comply with the Federal Decree-Law No. (32) of 2021, concerning commercial companies and the applicable Laws and Regulations, subject to the approval of the Competent Authority. To view these Amendments/changes, you can refer to the ADX website (www.adx.ae) and/or the Company's website (www.aldar.com).

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 Wednesday 15 March 2023 at 3:00pm and will be closed on Thursday 16 March 2023 at 3:00pm. 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.
 2. The General Assembly shall only be valid if attended by shareholders owns or represent by proxy not less than %50 of the Company's Capital. If this quorum is not achieved at the First Meeting, a Second Meeting will be held on Thursday 23rd March 2023 at the same time. The deferred Meeting is considered valid irrespective of the number of attendees.
 3. Each shareholder is entitled to attend the Company's Annual General Assembly Meeting and may authorize another person (other than a member of the Company's Board of Directors, the employees of the Company or brokerage company or its employees) to attend the above mentioned meeting on behalf of the shareholder pursuant to a proxy provided that the representative does not hold in such capacity more than %5 of the Company's share capital (persons of incomplete capacity or incapable shall be represented by their legal representatives and minors shall be represented by their parent or guardian). A corporate person may delegate a representative or those in charge of its management pursuant to a resolution of its board of directors or its equivalent to represent such corporate person in a general assembly. The delegated person shall have the powers as determined in the delegating resolution. The proxy form must be submitted and delivered to the Issuer Services Department, First Abu Dhabi Bank, FAB Building Khalifa Business Park – Al Qurm District, 4th floor, Abu Dhabi, P.O. Box 6316, Abu Dhabi not less than two days prior to the date of the meeting. Only original proxies will be accepted.
 4. The conditions set in paragraphs (1) & (2) of Article (40) of the Decision of the Chairman of the Board of Directors of the Securities and Commodities Authority No. (3) of 2020 must be met, such that the signature of the shareholder indicated in the proxy mentioned in the previous note must be the signature approved by the Notary Public, the commercial chamber of economic department in the United Arab Emirates, a bank or company licensed in the United Arab Emirates provided that the proxy shall have an account with any of them, or any other entity licensed to perform attestation works.
 5. Legal person may authorize a representative or any of his management, pursuant to a proxy from his Board of Directors or in like, to represent him at the General Assembly of the Company, the authorized person shall have the authorities granted to him in the proxy.
 6. Shareholders that are registered in the Company's share book on Wednesday, 15th /March 2023, are entitled to attend the meeting.
 7. Shareholders that are registered in the Company's share book on Monday 27th March 2023 shall be deemed to be entitled to receive the dividends if the quorum is achieved on Thursday 16th March 2023, and Shareholders that are registered in the Company's share book on Monday, 03rd April 2023 shall be deemed to be entitled to receive the dividends if the meeting is held on Thursday, 23rd March 2023 due to the lack of quorum in the first meeting.
 8. The virtual meeting will be recorded. Shareholders are entitled to discuss the items listed in the agenda and ask questions to the Board of the Directors and the auditors of the Company.
 9. Shareholders can review the Company's Financial Report for the year ended 31 December 2022 and the Corporate Governance Report for the year ended 31 December 2022 on the Company's website (www.aldar.com) and on the ADX website (www.adx.ae).
 10. Shareholders are required to update their contact details at the Abu Dhabi Securities Exchange to ensure that dividends are delivered properly. Dividends will be distributed through the Abu Dhabi Securities Exchange.
 11. Special Resolution: is a decision made by the majority of votes of shareholders who owns at least three-quarters of the shares represented at the Annual General Assembly Meeting of the company.
 12. You may refer to the Guidebook to Rights of Securities Investors in the United Arab Emirates via the following link: https://www.sca.gov.ae/_layouts/download.aspx?SourceUrl=/Arabic/awareness/Publications/SIR_AR.pdf
- Board of Directors