

## 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 Tuesday 19th March 2024 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 2023.
2. Consider and approve the auditor's report for the financial year ended 31 December 2023.
3. Consider and approve the Company's balance sheet and profit and loss account for the financial year ended 31 December 2023.
4. Approve the recommendation of the Board of Directors of the Company to distribute 17% as cash dividends (i.e. 17 fils per share as cash dividend) for the financial year ended on 31 December 2023 (The total Cash Dividend distribution = AED 1,336,647,032.51/-).
5. Absolve the Board of Directors and the auditors of liability for their activities for the financial year ended on 31 December 2023.
6. Absolve the auditors of liability for their activities for the financial year ended on 31 December 2023.
7. Approve the Board of Directors remuneration for the financial year ended 31 December 2023.
8. Appoint the auditors for the financial year 2024 and determine their fees.

### Secondly: Special Resolution agenda item

9. Approve the proposal of giving social contributions during 2024 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.

### 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 Monday 18th March 2024 at 3:00pm and will be closed on Tuesday 19th March 2024 at 3:00pm. Shareholders can register by visiting the site [www.smartagm.ae](http://www.smartagm.ae). Proxy holders must send a copy of the proxies to the following email address [is@bankfab.com](mailto: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 Tuesday 26th March 2024 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 Monday, 18th March 2024, are entitled to attend the meeting.
7. Shareholders that are registered in the Company's share book on Friday 29th March 2024 shall be deemed to be entitled to receive the dividends if the quorum is achieved on Tuesday 19th March 2024, and Shareholders that are registered in the Company's share book on Friday, 05th April 2024 shall be deemed to be entitled to receive the dividends if the meeting is held on Tuesday, 26th March 2024 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 2023 and the Corporate Governance Report for the year ended 31 December 2023 on the Company's website ([www.aldar.com](http://www.aldar.com)) and on the ADX website ([www.adx.ae](http://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](https://www.sca.gov.ae/_layouts/download.aspx?SourceUrl=/Arabic/awareness/Publications/SIR_AR.pdf)



Explanatory Disclosure in Relation to the Approval  
of Instruments of Proxy

إفصاح توضيحي بشأن اعتماد التوكيلات

Based on the requirements of items 1 & 2 of Article No. 40 of the Corporate Governance Code, we would like to draw the attention of the shareholders to:

بناءً على متطلبات البندين 1 و 2 من المادة رقم 40 من دليل الحوكمة، نود أن نلفت السادة المساهمين إلى ما يلي:

1. Whoever is entitled to attend the general assembly may delegate a person of his choice excluding the company's directors or workers or a securities brokerage company or the workers under a virtue of a special power of attorney, evidenced in writing, expressly stipulating the attorney's right to attend general assembly meetings and vote on the resolutions thereof. The attorney – for a number of shareholders – shall not be acting in such capacity for more than (5%) of the issued capital of the company. Fully or partly incapacitated persons shall be represented by their legally authorized representatives.

1. يجوز لمن له حق حضور الجمعية العمومية أن ينوب عنه من يختاره من غير أعضاء مجلس الإدارة أو العاملين بالشركة أو شركة وساطة في الأوراق المالية أو العاملين بها بمقتضى توكيل خاص ثابت بالكتابة ينص صراحة على حق الوكيل في حضور اجتماعات الجمعية العمومية والتصويت على قراراتها. ويجب ألا يكون الوكيل – لعدد من المساهمين – حائزاً بهذه الصفة على أكثر من (5%) من رأس مال الشركة المصدر. ويمثل ناقصي الأهلية وفاقديها النائبون عنهم قانوناً.

2. The shareholder's signature set out in the instrument of proxy referred to in item (1) shall be the authorized signature by/with one of the following entities. The company shall take the necessary procedures to verify this.

2. يتعين أن يكون توقيع المساهم الوارد في الوكالة المشار إليها في البند (1) هو التوقيع المعتمد من / لدى أحد الجهات التالية، وعلى الشركة اتخاذ الإجراءات اللازمة للتحقق من ذلك.

- (a) The Notary Public.
- (b) A chamber of commerce or an economic department in the UAE.
- (ج) A bank or a company that is licensed in the UAE, provided that the representative shall have an account with either one of them.
- (د) Any other entity that is licensed to undertake legalization proceedings.

(أ) كاتب العدل  
(ب) غرفة تجارة أو دائرة اقتصادية بالدولة  
(ج) بنك أو شركة مرخصة بالدولة شريطة أن يكون للموكل حساب لدى أي منهما.  
(د) أي جهة أخرى مرخص لها للقيام بأعمال التوثيق.

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3. يتعين تضمين نموذج توكيل ارقام التواصل بالمساهم واسم وأرقام التواصل الخاصة بممثل عن شركة الوساطة الذي اعتمد التوكيل. إن هذا النموذج / التوكيل / التفويض هو نموذج استرشادي حيث ويكون للموكل اصدار التوكيل وفقاً للحدود والصلاحيات الذي يراها مناسبة، وذلك جميعه مع ضرورة التزام بان يكون توقيع المساهم الوارد في الوكالة هو التوقيع المعتمد من لدى أحد الجهات المذكورة أعلاه. للمزيد من المعلومات أو الإيضاحات يرجى التواصل على البريد الإلكتروني [is@bankfab.com](mailto:is@bankfab.com).
3. The instrument of proxy form shall contain the contact numbers of the shareholder and the name and contact numbers of a representative of the brokerage company that has authorize the instrument of proxy. This form / instrument of proxy / authorization is a guiding form, whereby the principal may grant the instrument of proxy according to the limits and authorities he deems appropriate, all with the requirement of that the shareholder's signature set out in the power of attorney shall be the authorized signature by/with any of the aforementioned entities. For further inquiries or clarification please email us at [is@bankfab.com](mailto:is@bankfab.com).

للاستثمار  
INVESTMENT

للتعليم  
EDUCATION

للعقارات  
ESTATES

للضيافة  
HOSPITALITY

للتطوير  
DEVELOPMENT

للمشاريع  
PROJECTS

العالمية  
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