

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 Monday 30.th December 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:

Special Resolution agenda item

1. Approval is requested to issue bonds or sukuks which are: (i) not convertible into shares of Aldar Properties PJSC; (ii) pari passu or subordinated to senior debt of Aldar Properties PJSC; and (iii) perpetual (that is having no fixed maturity date) or having a fixed tenor (such as from 5 to 60 years), with an aggregate outstanding face amount not exceeding USD 1.5 bn (or equivalent), offered internationally to eligible investors both inside and outside of the UAE, at any time, whether directly or through a special purpose vehicle, provided that this is undertaken in compliance with the Federal Decree Law No. 32 of 2021 concerning Commercial Companies.
2. Delegate the Authorities to the Board of Directors of the Company (the Board), or any person so authorized by the Board, to adopt any resolution or take any action on behalf of the Company as may be necessary to implement the resolutions referred to in (1) above, and authorizing the Board, or any person so authorized by the Board, to determine and agree the timing, terms, and documentation in respect of any such issuances of bonds or sukuk.

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 Sunday 29th December 2024 at 3:00pm and will be closed on Monday 30th December 2024 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 Monday 06th January 2025 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 Friday 27th December 2024, are entitled to attend the meeting.
7. 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.
8. 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.
9. 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.
10. 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