

DAMAC Properties Dubai Co. (PJSC) Invitation to Attend General Assembly Meeting

The Board of Directors of DAMAC Properties Dubai Co. (PJSC) (the “Company”) is pleased to invite the shareholders to attend the General Assembly (“GA”) of the Company that will be held **remotely / electronically** on Wednesday 20/10/2021 at 03:30 PM to consider the following agenda items:

1. Authorizing the Chairman of the General Assembly to appoint the meeting secretary and the vote collector.
2. Special Resolution:
Amending the Articles of Association of the Company by adding a new article No. (12 bis) to the Articles as follows:

Mandatory Acquisition:

The acquirer, which acquired a shareholding of 90% plus one share and above in the issued share capital of the Company, may submit an application to the Authority for approval to submit a mandatory offer to enforce the minority shareholders of the Company to sell / swap all the shares held by them in favor of the acquirer, where this is permitted by the Articles of Association of the target Company, in accordance with the provisions of the Commercial Companies Law and the regulations of the Securities & Commodities Authority in this regard.

Notes:

1. Shareholders can register to attend and vote electronically on the resolutions of the General Assembly through the electronic link (www.smartagm.ae). Registration will be opened at 03:30 PM on Tuesday 19/10/2021 and will be closed at 03:30 PM on Wednesday 20/10/2021.
2. GA shall be held electronically at the date and time set in the shareholders' invitation. The Board of Directors, Auditors, Registrar, Secretary of the Meeting and the Vote Collector will participate electronically, **and the shareholders will participate electronically without personal attendance.**
3. A shareholder that has the right to attend the general assembly meeting may delegate any person, other than a Director, an employee of the Company, or a securities brokerage company or its employees, under a special written proxy. A proxy of a number of shareholders shall not hold in this capacity more than 5% of the share capital of the Company. Shareholders, who are minors or legally incapacitated shall be represented by their legal representatives.
4. A corporate person may delegate its representative or managers by a board of directors' resolution or competent body resolution, to represent it in the GA; the representative shall have the powers determined in the delegation letter. The shareholder representative must send the proxies and any supporting documents by e-mail to First Abu Dhabi Bank (the organizer of the meeting) to the following e-mail (IS@bankfab.com) and must mention his/her mobile phone number so that the organizer can verify and send the user name and password by SMS to the representative to complete the registration.
5. The conditions set forth in paragraphs (1) and (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 licenses to perform attestation works.

6. The registered shareholder as of Tuesday 19/10/2021 is entitled to register on the electronic system and to vote electronically at the GA.
7. The GA will not be considered valid unless shareholders representing at least 50% of the Company's capital have electronically registered. If quorum is not achieved at the first GA, a second meeting will be held on 27/10/2021 at the same timing. The second meeting shall be valid regardless of the number of the attending shareholders.
8. A Special Resolution is a resolution issued by the majority votes of the shareholders holding at least 75% of the shares represented at the General Assembly of the Company.
9. Information on investor rights and responsibilities can be found on the Securities and Commodities Authority website:
<https://www.sca.gov.ae/en/services/minority-investor-protection.aspx>

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Website: www.damacproperties.com

Registered Details:

Damac Properties Dubai PJSC
Commercial Register No.300068
Capital: AED 6,050,000,000

تفاصيل التسجيل:

شركة داماك العقارية دبي ش.م.ع
سجل تجاري رقم 300068
رأس المال: 6,050,000,000 درهم

المقر الرئيسي:

إكسكيكوتيف هايتس، مرتفعات البرشاء
ص.ب. 2195، دبي، إ.ع.م
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موقع إنترنت: www.damacproperties.com

**Amendment to the Articles of Association of
Damac Properties Dubai Co PJSC**

**ملحق بتعديل النظام الأساسي
لشركة داماك العقارية دبي ش.م.ع**

DAMAC Properties Dubai Co (PJSC) is a public joint stock company incorporated in the Emirate of Dubai, United Arab Emirates (UAE) based on approval of the competent authorities and pursuant to the Emiri Decree dated 20 June 1978 and operates under Commercial License No. 300068 issued on 8/3/1978 by the Dubai Department of Economic Development (hereinafter referred to as the "Company").

تأسست شركة داماك العقارية دبي ش.م.ع وهي شركة مساهمة عامة في إمارة دبي بدولة الإمارات العربية المتحدة بعد موافقة السلطات المختصة وبموجب المرسوم الأميري الصادر بتاريخ 20 يونيو 1978، وتعمل بموجب الرخصة التجارية رقم (300068) الصادرة لها من دائرة التنمية الاقتصادية في دبي بتاريخ 1978/03/08 (ويشار إليها فيما يلي بـ "الشركة").

Whereas, the Company held a general assembly meeting on 29/6/2016, in which it was agreed, pursuant to a Special Resolution, to amend the Company's articles of association to comply with the provisions of the Federal Law No. 2 of 2015 concerning Commercial Companies.

وحيث ان بتاريخ 29/06/2016 إنعقد اجتماع الجمعية العمومية للشركة وقررت بموجب قرار خاص الموافقة على تعديل أحكام النظام الأساسي للشركة ليتوافق وأحكام القانون الإتحادي رقم (2) لسنة 2015 في شأن الشركات التجارية.

Whereas, on 14/05/2020, the Company's General Assembly was held and resolved, by a special resolution, to approve amendment of the first paragraph of Article (19) of the Company's Articles of Association.

وحيث ان بتاريخ 14/05/2020 إنعقد إجتماع الجمعية العمومية للشركة وقررت بموجب قرار خاص الموافقة على تعديل الفقرة الاولى من المادة (19) من النظام الاساسي للشركة.

On 20/10/2021 the Company's General Assembly was held and resolved, by a special resolution, to approve the amendment to the Company's Articles of Association by adding a new article (12 bis) as follows:

وبتاريخ 20/10/2021 إنعقد إجتماع الجمعية العمومية للشركة وقررت بموجب قرار خاص الموافقة على تعديل النظام الأساسي للشركة وذلك بإضافة مادة جديدة برقم (12 مكرر) إلى النظام الأساسي على النحو التالي:

**Article (12 bis)
Mandatory Acquisition**

**المادة (12 مكرر)
الاستحواذ الإلزامي:**

The acquirer, which acquired a shareholding of 90% plus one share and above in the issued share capital of the Company, may submit an application to the Authority for approval to submit a mandatory offer to enforce the minority shareholders of the Company to sell / swap all the shares held by them in favor of the acquirer, where this is permitted by the Articles of Association of the target Company, in accordance with the provisions of the Commercial Companies Law and the regulations of the Securities & Commodities Authority in this regard.

للجهة المستحوذة والتي استحوذت على نسبة 90% بالإضافة إلى سهم واحد في رأس المال المصدر للشركة فأكثر، التقدم بطلب للهيئة للموافقة على تقديم عرض إلزامي لإلزام مساهمي الأقلية في الشركة ببيع أو بمبادلة جميع الأسهم المملوكة لهم لصالح هذه الجهة المستحوذة، متى ما كان النظام الأساسي للشركة المستهدفة بالاستحواذ يسمح بذلك، وفقاً لقانون الشركات التجارية وأنظمة هيئة الأوراق المالية والسلع في هذا الخصوص.

All other provisions of the Articles of Association shall remain unchanged.

تبقى باقي مواد النظام الأساسي كما هي دون تعديل.

**Mr. Farooq Arjomand
Chairman**

**السيد/ فاروق أرجمند
رئيس مجلس الإدارة**