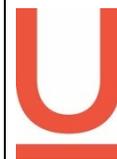


plus a premium. The share capital of the Company may also be reduced.	with the same nominal value as the original shares or by adding a premium of issuance to the nominal value.
<u>Paragraph (4) of Article (14)</u>	<u>Paragraph (4) of Article (14)</u>
Shareholders shall have priority to subscribe to the new shares. Subscription to new shares shall be governed by the rules of subscription to the original shares. However, the priority rights may be excluded in the following cases: a) Contribution by a strategic partner that will bring benefits to the Company and will increase its profits. b) Capitalization of cash debts payable to the Federal Government, the Local Governments and the public authorities and establishments in the State, the banks and the financing companies. c) Scheme to encourage the personnel of the Company through a scheme aiming at recognizing the outstanding performance and increase the profitability of the Company by having the employees holding Company's shares. d) Converting Bonds or Sukuk issued by the Company into shares. In all the aforementioned cases the company must obtain all the required approvals from SCA and approve the relevant increase in capital by way of a special resolution by the General assembly	Shareholders shall have priority to subscribe to the new shares. Subscription to new shares shall be governed by the rules of subscription to the original shares. However, the priority rights may be excluded in the following cases: a) Contribution by a strategic partner that will bring benefits to the Company and will increase its profits. b) Capitalization of cash debts payable to the Federal Government, the Local Governments and the public authorities and establishments in the State, the banks and the financing companies. c) Scheme to encourage the personnel of the Company through a scheme aiming at recognizing the outstanding performance and increase the profitability of the Company by having the employees holding Company's shares. d) Converting Bonds or Sukuk issued by the Company into shares. e) Merger according to Article 283 of the Companies Law. f) Appropriation of shares or securities convertible to stocks as per the provisions and decisions issued by the Authority. In all the aforementioned cases the company must obtain all the required approvals from SCA and approve the relevant increase in capital by way of a special resolution by the General assembly
<u>Article-16</u>	<u>Article-16</u>
<u>Issuance of Bonds or Sukuk</u>	<u>Issuance of Bonds or Sukuk</u>
Subject to SCA approval and pursuant to a Special Resolution, the Company may resolve to issue bonds of any nature or Islamic Sukuk. Such resolution shall specify the value of the Bonds or Sukuk and, the terms of issuance and their convertibility into shares. The Company may also resolve to delegate the Board of Directors to determine the date of issuing provided that such date does not exceed one year from the date of approving the delegation.	Subject to SCA approval and pursuant to a Special Resolution, the Company may resolve to issue bonds of any nature or Islamic Sukuk. Such resolution shall specify the value of the Bonds or Sukuk and, the terms of issuance and their convertibility into shares. The General Assembly may resolve and authorize the Board of Directors to fix the date of issuance of bonds or instruments. And in accordance with the conditions and controls issued by the authority in this regard.
<u>Article-17</u>	<u>Article-17</u>
<u>Trading of Bonds or Sukuk</u>	<u>Trading of Bonds or Sukuk</u>
1. The Company may issue negotiable bonds or sukuk of equal value per issue whether they are convertible to shares or otherwise.	1. The Company, following approval of the Authority, may issue negotiable bonds or instruments, whether convertible or non-convertible to shares in the Company with equal values for each issuance.
<u>Article-21</u>	<u>Article-21</u>
<u>Appointment of Board Members by the General Assembly</u>	<u>Appointment of Board Members by the General Assembly</u>
Subject to the provisions of the Companies Law and the Articles of Association of the company, the members of	As an exception to the process that should be followed prior to the meeting of the General



the Board of Directors may be experienced that are not shareholders.

Assembly convening for the purpose of electing a new Board Director, and in accordance with Article 144/2 of the Companies Law, the General Assembly may appoint a number of experienced persons as Board Directors other than the shareholders of the Company as determined in the Articles in any of the following situations:

- a. Unavailability of the required number of candidates during the period of nomination for Board membership, in a manner that the quorum for holding Board Meetings will not be available.
- b. Approval of the Board Directors who were appointed by the Board to fill in vacancies of the Board.
- c. Resignation of Board Directors during the General Assembly meeting and appointment of an interim Board to carry out the activities of the Company until the nomination for Board membership is opened.



Paragraph (a) of Article (29)

Paragraph (a) of Article (29)

Passing such resolutions by circulation does not exceed four times a year;

Delete paragraph (a) of Article (29).

Article-37

Article-37

Board Liability Against the Company, Shareholder and Third Parties

Responsibility of Board of Directors & Executive Management

1. The Chairman and each Director shall be held liable towards the Company, the shareholders and third parties for all acts of fraud, abuse of their delegated powers, and for any breach of the Law or these Articles, or an error in management. Any provision to the contrary shall be invalid.
2. Liability as provided for in Clause (a) of this Article shall apply to all Directors if the error arises from a decision passed unanimously. However, in the event of the decision passed by the majority, the members who objected to such decision shall not be held liable provided that they state their objection in writing in the minutes of the meeting. Absence from a meeting at which the decision has been passed shall not be deemed a reason to be relieved from liability, unless it is proven that the absent member was not aware of the decision or could not object to it upon becoming aware thereof.

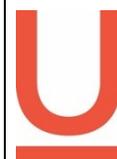
1. The Directors of the Board and Executive Management shall be responsible towards the Company, Shareholders and third parties for all acts of fraud and abuse of power, violation to the Law and Company's Articles of Association. Any provision to the contrary shall be invalid. The Executive Management shall be represented by the Director General, Executive Manager or the CEO of the Company and their Representatives in all Senior Executive Management Level as well as the Official of Executive Management who have been personally appointed in their offices by the Board of Directors.
2. Responsibility provided for in Clause (1) hereof shall apply to all Directors of the Board where an error occurred from a resolution unanimously passed. If the resolution – subject matter of accountability – passed by majority, the dissenting directors shall not be liable if they substantiated their objection in the minutes of meeting. If any Director did not attend the meeting in which the resolution passed, their responsibility shall not elapse unless he proved that he was not aware of such resolution or was aware of it but was unable to challenge it. Responsibility set out in Clause (1) hereof shall be borne by the Executive Management if the error arose by a resolution passed by it.

Paragraph (1) of Article-40

Paragraph (1) of Article-40

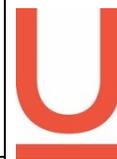
Union Properties PJSC
Paid Up Capital: AED 4,289 Million
Commercial Registration 42894

الاتحاد العقارية ش.م.ع
رأس المال مدفوع: 4,289 مليون درهم
سجل التجاري: 42894



<p>The General Assembly shall be held in the Emirate of Dubai, each shareholder shall have the right to attend the General Assembly of the shareholders and shall have a number of votes equal to the number of his/her shares. Any person entitled to attend the General Assembly meeting may appoint a proxy who must not be a Director, to attend the General Assembly on his behalf by virtue of a written special power of attorney. Such proxy shall not, in such capacity, represent more than 5% five percent of the issued share capital of the Company. Shareholders lacking legal capacity shall be represented by their legal representatives.</p>	<p>The General Assembly shall be held after the approval of the authority in the Emirate of Dubai, and may be held through remote attendance according to the controls set by the authority, and in all cases each shareholder shall have the right to attend the General Assembly of the shareholders and vote on its resolutions either physically or through the means of modern technology and shall have a number of votes equal to the number of his/her shares. Any person entitled to attend the General Assembly meeting may appoint a proxy who must not be a Director, to attend the General Assembly on his behalf by virtue of a written special power of attorney. Such proxy shall not, in such capacity, represent more than 5% five percent of the issued share capital of the Company. Shareholders lacking legal capacity shall be represented by their legal representatives.</p>
<p>Article-41:</p>	<p>Article-41:</p>
<p>Publication of the General Assembly Invitation</p>	<p>Publication of the General Assembly Invitation</p>
<p>Taking into consideration the provisions of Article (24) of SCA's Board of Directors' resolution number (7/R.M) of 2016 concerning the standards of institutional discipline and governance of public shareholding companies, invitations to the shareholders to attend the General Assembly shall be by announcement in two daily local newspapers, one of which is issued in Arabic, and notifying shareholders by registered mail or by sending telephonic text messages and electronic mail "if it exists" at least fifteen (15) days before the date set for the meeting after obtaining the approval from the SCA. The invitation should contain the agenda of the General Assembly meeting. A copy of the invitation shall be sent to the SCA and Competent Authority.</p>	<p>Invitations to the shareholders to attend the General Assembly shall be by announcement in two daily local newspapers, one of which is issued in Arabic, and notifying shareholders by registered mail or by sending telephonic text messages (SMS) and electronic mail "if it exists" at least twenty-one (21) days before the date set for the meeting after obtaining the approval from the SCA. The announcement of the invitation to the meeting shall include the agenda. A copy of the invitation shall be sent to the SCA and Competent Authority.</p>
<p>Paragraph (2) of Article-42</p>	<p>Paragraph (2) of Article-42</p>
<p>The SCA, the auditor or one or more shareholders holding not less than 20% of the share capital may submit a request to the Board, for justifiable reasons, to hold a General Assembly meeting. The Board shall then call for the General Assembly within 5 days from the date of submitting the request.</p>	<p>Taking into consideration the provisions of Article (174), (175) and (176) from the corporate company's law, the SCA, the auditor or one or more shareholders holding not less than 10% of the share capital may submit a request to the Board, for justifiable reasons, to hold a General Assembly meeting. The Board shall then call for the General Assembly within 5 days from the date of submitting the request.</p>
<p>Paragraph (1) of Article-47</p>	<p>Paragraph (1) of Article-47</p>
<p>The Chairman or, in his absence the vice-chairman or, if both the Chairman and the vice-chairman are absent, any shareholder so elected by the other shareholders by way of voting by any means as determined by the General Assembly, shall chair the General Assembly. The General Assembly shall also appoint a secretary for the meeting. If the General Assembly considers any issue to be related to the meeting's Chairman, whoever he/she is, the General Assembly shall elect from the number of the shareholders another Chairman during the discussion of the specified issue. The Chairman of the meeting shall</p>	<p>The Chairman or, in his absence the vice-chairman, or any Director of the Board upon their absence to be elected by the Board of Directors for such purpose. Where the Board of Directors did not elect any Director to chair the meeting, it shall be chaired by any person to be elected by the General Assembly. The General Assembly shall also appoint a secretary for the meeting. If the General Assembly considers any issue to be related to the meeting's Chairman, whoever he/she is, the General Assembly shall elect from the number of the shareholders another Chairman during the</p>

appoint a teller provided that such appointment is approved by the General Assembly.	discussion of the specified issue. The Chairman of the meeting shall appoint a teller provided that such appointment is approved by the General Assembly.
Article 48	Article 48
Voting at the General Assembly shall be in accordance with the procedures specified by the Chairman of the assembly, unless the General Assembly specifies another voting procedure. If the subject of the vote relates to the election, dismissal, accountability of the Directors or appointment of Directors as permissible under Article 21 of these Articles, voting shall be held by anonymous Cumulative Voting.	Voting at the General Assembly shall be in the manner designated by the Chairman of the assembly, unless the general assembly decides a specific method for voting. If the matter is related to the election of the Directors, the cumulative secret voting method must be followed, and secret voting method is to be followed in case of dismissal or accountability of the Directors.
Article 50	Article 50
The General assembly shall through a special resolution decide the following: 8. Increase or decrease the share capital 9. Issue Sukuk or bonds 10. Offering voluntary contributions for the purpose of serving the society 11. Dissolution of the company or merger with another company 12. Sale or otherwise disposing of the business venture of the company 13. Extension of the term of the company 14. Amendment to the memorandum of association or these articles 15. In cases where the companies law requires the issuance of a special resolution In all cases and subject to the provisions of article (139) of the companies law, the company should obtain the consent of the SCA and the competent authority prior to the issuance of a Special resolution to amend its Memorandum of Association or Articles of Association.	The General assembly shall through a special resolution decide the following: 1. Increase or decrease the share capital 2. Issue Sukuk or bonds 3. Offering voluntary contributions for the purpose of serving the society 4. Dissolution of the company or merger with another company 5. Sale or otherwise disposing of the business venture of the company 6. Extension of the term of the company 7. In cases where the companies law or Corporate Governance Guide of Public Joint Stock Companies issues by SCA requires the issuance of a special resolution In all cases and subject to the provisions of article (139) of the companies law, the company should obtain the consent of the SCA prior to the issuance of a Special resolution to amend its Memorandum of Association or Articles of Association. The company must provide the competent authority with a copy of this decision
Paragraph (2) of Article-51	Paragraph (2) of Article-51
Including Item to the General Assembly Agenda	Including Item to the General Assembly Agenda
Notwithstanding the above paragraph, and subject to the terms set out by the SCA in this respect, the General Assembly may: a. Consider any serious incidents revealed during the meeting b. Consider an additional item on the agenda, if the SCA or a number of shareholders holding at least 10% of the share capital of the company request the same. The Chairman of the meeting shall add such item to the agenda before commencing the discussion of the agenda or submit such an item to the General Assembly to resolve whether to add it or not to the agenda.	Notwithstanding paragraph (1) and in accordance with the regulations issued by the SCA in this regard, the General Assembly shall have the right to deliberate on serious facts that are discovered during the meeting, and if the Authority, a shareholder, or a number of shareholders owning a percentage of not less (5%) of the company's capital shares requests, prior to the discussion of the general assembly meeting agenda, include an additional item or items in the assembly agenda; The chairman of the meeting must include the item or items to the agenda.
Paragraph (2) of Article-52	Paragraph (2) of Article-52
The auditor shall be appointed for a renewable term of one year, and shall monitor the financial accounts for the	The auditor shall be appointed for a renewable term of one year and shall monitor the financial accounts for the year for which he/she was





year for which he/she was appointed provided that such term does not exceed three (3) successive years	appointed provided that such term does not exceed six (6) successive years. In such case, the Partner in charge of audit process for the Company shall be removed after completion of three (3) consecutive years, wherein the same Auditing Firm shall be re-appointed to audit the Company's accounts after two (2) fiscal years at least from expiry date of its appointment.
<u>Paragraph (1) of Article-58</u>	<u>Paragraph (1) of Article-58</u>
The balance sheet for each financial year shall be audited at least one month before the annual General Assembly meeting. The Board of Directors must also prepare a report on the Company's activities and its financial position at the end of the financial year and the recommendations on distribution of the net profits.	The Company's annual financial statements shall be published in accordance with the regulations specified by the Authority and a copy thereof shall be deposited with the Authority and competent authority.
<u>Paragraph (3) of Article-58</u>	<u>Paragraph (3) of Article-58</u>
The Company shall provide the SCA with a draft of the invitation to the Annual General Assembly meeting in advance allowing ample time for the SCA to approve the publication of the invitation in the daily newspaper, without prejudice to the provisions of Article 172 of the Companies Law regarding the publication of the invitation in the daily newspaper 15 (fifteen) days before the scheduled date of the Annual General Assembly meeting.	The Company shall provide the SCA with a draft of the invitation to the Annual General Assembly meeting in advance allowing ample time for the SCA to approve the publication of the invitation in the daily newspaper, without prejudice to the provisions of Article 172 of the Companies Law regarding the publication of the invitation in the daily newspaper 21 (Twenty-One) days at least before the scheduled date of the Annual General Assembly meeting.
<u>Article-64</u>	<u>Article-64</u>
<u>Incurring Losses reaching Half of the Capital of the Company</u>	<u>Incurring Losses reaching Half of the Capital of the Company</u>
If the losses of the Company reach half of its issued capital, the Board shall within 30 (thirty) days from the date of disclosure to the SCA, as applicable, of the periodical or annual financial statements, invite the General Assembly to take a Special Resolution to dissolve the Company prior to the expiry of its term or to continue the operations of the Company.	<ol style="list-style-type: none">1. If the losses of the Company reach half of its issued capital, the Board shall within 30 (thirty) days from the date of disclosure to the SCA of the periodical or annual financial statements, invite the General Assembly within 30 (thirty) days from the date of invitation to consider a Special Resolution in regard to the continuation of the company in conducting its activities or to dissolve the Company prior to the expiry of its term. If the Board of Directors did not invite for the General Assembly Meeting, or the General Assembly did not pass a resolution in the subject, each Stakeholder enjoys the right to file a case before the competent court requesting dissolution and liquidation of the Company according to the provisions of the Law.2. The Company's Board of Directors, upon inviting the General Assembly pursuant to the provision of Clause (1) hereof, shall consider the following:<ol style="list-style-type: none">a. Where the Board of Director recommended the going concern, it should attach with the invitation the Restructuring Plan approved by it and the Auditor's Report. Such Restructuring Plan shall include



FEASIBILITY STUDY, Debt Restructuring Plan and Timetable of Execution.

- b. If the Board of Directors recommended dissolution and liquidation of the Company before expiry of its duration, it should attach with the invitation the Auditor's Report, Company Liquidation Plan Timetable approved by the Board of Directors and its Financial Advisor along with nomination of one or more Liquidators approved by the Authority.
3. The Board of Directors shall oversee execution of Restructuring Plan and notify the Authority with a report, every three (3) months, on the plan execution results and compliance with its Timetable. Following approval of the Authority, the Board of Directors may appoint Financial Advisor to assist it in preparation and execution of the Plan, wherein the Authority shall have the right to dismiss the Financial Advisor and appoint another where the former did not perform the assignment entrusted to him.