

Invitation to attend the Annual General Assembly Meeting of Union Properties PJSC (Public Joint-stock Company)



The Board of Directors of Union Properties (PJSC) is honored to invite the Shareholders to attend the Annual General Assembly Meeting of the Company, which will be held on Friday, 22 April 2022 at 10:00 AM at the hospitality suites, Dubai Autodrome, with the option to attend virtually and/or personal attendance to consider the following agenda items:

1. Authorize the Chairman of the Annual General Assembly Meeting to appoint the meeting's Secretary and the vote collector.
2. Consider and approve the Board of Directors' Report in respect of the activity and financial position of the Company for the financial year ending on 31/12/2021.
3. Consider and approve the Auditor's Report for the financial year ending on 31/12/2021.
4. Discuss and approve the Company's balance sheet and profit and loss account for the financial year ending on 31/12/2021.
5. Absolve the members of the Board of Directors from any liability for the financial year ending 31/12/2021 or dismiss them and file a liability lawsuit against them as the case may be.
6. Absolve the auditors from any liability for the year ending on 31/12/2021 or dismiss them and file a liability lawsuit against them as the case may be.
7. Appoint the external Auditors and determine their fees.
8. Authorize the Company's Board of Directors to appoint legal and financial experts, accountants and law firms in order to file and follow up the liability lawsuit against the Company's previous Board members who were dismissed at the Company's General Assembly meeting held on 11/09/2021.
9. Update the Shareholders on the latest developments related to the investigation conducted by the Company on the acts of the previous management.

Special Resolutions:

1. Approve the amendment of the Company's Article of Association to comply with new Federal Decree-Law No. (32) of the year 2021 regarding Commercial Companies, article specified for amendment: (1/14), (4/14), (3/16), (18), (2/19), (2/20), (3/20), (4-B/20), (4-C/20), (21), (24), (26), (27), (34), (37), (38), (41), (42), (1/43), (2/43), (5/43), (6/43), (50), (51), (2/52), (1/58), (59). Only the mentioned articles are the articles to be amended and are subject to the approval of SCA. Shareholders can view the articles which will be amended through the following link: <https://up.ae/> and the Company's disclosures on Dubai Financial Market.
2. Considering the continuity of the Company in carrying out its operation or dissolving it before the deadline set for it in accordance with the requirements of Article No. (309) of Federal Law No. (32) of 2021 regarding Commercial Companies.

Notes:

1. Shareholders can register to attend and vote electronically on the resolutions of the Annual General Assembly through the following steps:
 - An SMS and e-mail will be sent to shareholders containing a link to register attendance and vote electronically before the company's annual general assembly.
 - Registration opens at 10:00 a.m. on Thursday, April 21, 2022, and registration will be closed at 10:00 a.m. on Friday, April 22, 2022.
 - The Annual General Assembly Meeting shall be held virtually and/or personal attendance at the date and time set in the Shareholder's invitation. In the attendance of the Board of Directors, Auditors, Registrar, Meeting Secretary, and the

Vote Collector. The virtual attendance of the Shareholders is through the SMS message in which will be sent to each registered Shareholder containing the username and a password to complete logging into the meeting.

- Shareholders who have registered and received the link that contains the username and password will be able to attend and vote electronically, during the registration opens hours till just before the date of the start of the Annual General Meeting of the Company at exactly 10:00 am on Friday, 22/4/2022, the Voting continues until the end of the meeting.
 - Shareholders can submit their requests and questions through the link that was sent in the SMS.
 - For inquiries related to registration, attendance and voting virtually please contact Lumi on the following numbers: 00971507547940 and 00971507547945.
2. Any Shareholder who has the right to attend the Annual General Assembly Meeting may delegate any person other than a member of the Board of Directors or company's employees or mediator company or its employees under the proxy. In such capacity, no proxy may present more than (5%) of the shares in the capital of the Company. Shareholders who lack capacity or competency shall be represented by their legal representatives. "Provided that the requirements set in Clauses 1 and 2 of Article No. (40) of the Chairman of the Authority's Board of Directors Decision No. (3 / RM) of 2020 regarding the approval of the Governance Guide for Public Joint Stock Companies are complied with. " (Shareholders can view explanatory disclosure regarding the approved proxy through the Company's official website and DFM website).
 3. A corporate person may delegate one of his representatives or those in charge of his management under a decision from his Board of Directors or his authorized deputy to represent such corporate person in the General Assembly of the Company. The delegated person shall have the powers as determined under the delegation decision.
 4. Any representative of a Shareholder must send the proxy and any supporting documents to Lumi (the meeting organizer) to the following e-mail: (registartion@smartagm.ae) along with his mobile number so that the organizer can verify and send the Username and password by text message (SMS) to the agent to complete the registration process.
 5. The Shareholder of the share registered on Thursday 21/4/2022 shall be entitled to vote at the Annual General Assembly Meeting.
 6. Shareholders can access and view the Company's financial statements and the Corporate Governance Report for the year 2021 on the Company's website (<https://up.ae>) and the Dubai Financial Market website (www.dfm.ae).
 7. The Meeting of the Annual General Assembly shall not be valid unless attended by Shareholders who hold or represent by proxy not less than (50%) of the Company's capital. If this quorum for the meeting has not been reached in the first meeting, the second meeting shall be convened on 29/04/2022 in the same manner and time. The postponed meeting shall be deemed valid irrespective of the number of Shareholders present.
 8. Special Resolution: The decision issued by a majority vote of the Shareholders who own at least three-quarters of the shares represented in the General Assembly Meeting of the joint-stock Company.
 9. You can view the Investors' Rights Guide available on the main page in the Securities & commodities official website, as per the following link: <https://www.sca.gov.ae/ar/services/minority-investor-protection.aspx>

Proxy / Power of Attorney

توكيل / تفويض

To the Board of **Union Properties PJSC**

السادة مجلس إدارة شركة الاتحاد العقارية ش.م.ع المحترم ،،،

Dear Sir,

تحية طيبة وبعد ،،،

I/we:

أنا/ نحن :

The shareholder(s) of **Union Properties PJSC** hereby appoint by virtue of this proxy

المساهم / المساهمين في شركة الاتحاد العقارية ش.م.ع أعين / نعين بموجب هذا التوكيل :

Mr./Mrs./Messrs:.....

السيد/السيدة/السادة:.....

To represent me and vote on my behalf in the Annual General Assembly meeting on Friday 22 April 2022 or any adjourned meeting, therefore.

وكيلاً عني / عنا وأفوضه / نفوضه بأن يصوت بإسمي / باسمنا وبالنيابة عني / عنا في اجتماع الجمعية العمومية السنوية للشركة المقرر عقده في يوم الجمعة الموافق 22 ابريل 2022 وأي تأجيل لهذا الاجتماع.

Shareholder's number:

رقم المساهم:

Date: / /2022.

تحريراً في: / / 2022 م

Signature:

التوقيع:

The proxy or power of attorney signed by the shareholder or authorized signatory of a juridical person shall be authenticated by or from:

ويجب توقيع التوكيل أو التفويض من المساهم أو المخول بالتوقيع في حال الشخص الاعتباري على أن يكون التوقيع معتمد من أو لدى:

- 1- Notary Public
- 2- The Chamber of Commerce or the Department of Economic Development in the United Arab Emirates.
- 3- A bank or company licensed in the United Arab Emirates, provided that the shareholder has an account with either of them; or
- 4- Any other entity authorized to carry out authentication work.

- 1- الكاتب العدل،
- 2- غرفة تجارة أو دائرة التنمية الاقتصادية في دولة الإمارات العربية المتحدة؛
- 3- بنك أو شركة مرخصة في الإمارات العربية المتحدة شريطة أن يكون للمساهم حساب لدى أي منهما؛ أو
- 4- أي جهة أخرى مرخص لها للقيام بأعمال التوثيق.

Notes:	ملاحظات:
<p>1. Any Shareholder who has the right to attend the Annual General Assembly Meeting may delegate any person other than a member of the Board of Directors or company's employees or mediator company or its employees under the proxy. In such capacity, no proxy may present more than (5%) of the shares in the capital of the Company. Shareholders who lack capacity or competency shall be represented by their legal representatives. "Provided that the requirements set in Clauses 1 and 2 of Article No. (40) of the Chairman of the Authority's Board of Directors Decision No. (3 / RM) of 2020 regarding the approval of the Governance Guide for Public Joint Stock Companies are complied with. " (Shareholders can view explanatory disclosure regarding the approved proxy through the Company's official website and DFM website).</p> <p>2. A corporate person may delegate one of his representatives or those in charge of his management under a decision from his Board of Directors or his authorized deputy to represent such corporate person in the General Assembly of the Company. The delegated person shall have the powers as determined under the delegation decision.</p> <p>3. Any representative of a Shareholder must send the proxy and any supporting documents to Lumi (the meeting organizer) to the following e-mail: (registartion@smartagm.ae) along with his mobile number so that the organizer can verify and send the Username and password by text message (SMS) to the agent to complete the registration process.</p> <p>4. A two-sided copy of the Emirates ID of both the shareholder and the attorney shall be attached to the proxy or power of attorney issued by the individual shareholders.</p> <p>5. The proxy or power of attorney issued by a juridical person, shall be stamped and attached to it a copy of the board of directors' decision or the trade license in which the authorized signatories are mentioned, along with a copy of two sides of the Emirates ID or passport of both the authorized signatory and attorney.</p>	<p>1- يجوز لمن له حق حضور الجمعية العمومية السنوية أن ينوب عنه من يختاره من غير أعضاء مجلس الإدارة أو العاملين بالشركة أو شركة وساطة أو العاملين بها بمقتضى توكيل خاص ثابت بالكتابة ويجب ألا يكون الوكيل لعدد من المساهمين حائزاً بهذه الصفة على أكثر من (5%) من رأس مال الشركة، ويمثل ناقصي الأهلية وفاقديها التائبون عنهم قانوناً. (على أن يتم مراعاة الاشتراطات الواردة بالبندين 1 و 2 من المادة رقم (40) من قرار رئيس مجلس إدارة الهيئة رقم (3/ر.م) لسنة 2020 بشأن اعتماد دليل حوكمة الشركات المساهمة العامة." (يمكن للمساهمين الاطلاع على افصاح توضيحي بشأن اعتماد التوكيلات من خلال الموقع الإلكتروني الرسمي للشركة والافصاح المنشور على الموقع الإلكتروني لسوق دبي المالي).</p> <p>2- للشخص الاعتباري أن يفوض أحد ممثليه أو القائمين على إدارته بموجب قرار من مجلس إدارته أو من يقوم مقامه، ليمثله في الجمعية العمومية السنوية للشركة، ويكون للشخص المفوض الصلاحيات المقررة بموجب قرار التفويض.</p> <p>3- يجب على أي وكيل عن مساهم أن يقوم بإرفاق التوكيلات وأي مستندات داعمة عن طريق البريد الإلكتروني إلى LUMI المنظم للاجتماع الي البريد الإلكتروني التالي (registartion@smartagm.ae) مع ذكر رقم الهاتف المحمول الخاص به حتى يتمكن المنظم من التحقق وإرسال اسم المستخدم وكلمة السر بواسطة خدمة الرسائل النصية (SMS) الى الوكيل لإكمال عملية التسجيل.</p> <p>4- يرفق مع التوكيل أو التفويض الصادر عن المساهمين الأفراد صورة من وجهين عن الهوية الإماراتية لكلا المساهم والوكيل.</p> <p>5- وفي حال التوكيل أو التفويض الصادر عن شخص اعتباري فيجب ختمه ويرفق معه قرار مجلس الادارة أو الرخصة التجارية المذكور فيها المخولين بالتوقيع مع صورة من وجهين عن الهوية الإماراتية لكلا المساهم والوكيل</p>
<p>After completing the power of attorney form, please send it to the company and attach the required documents to the following email: (registartion@smartagm.ae)</p>	<p>بعد استكمال تعبئة نموذج التوكيل يرجى ارساله الى الشركة وارفاق المستندات المطلوبة على الايميل التالي: (registartion@smartagm.ae)</p>