



الاتحاد العقارية
Union Properties

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 virtually and physically in the ballroom located on the ground floor in The Ritz Carlton Hotel Dubai located in DIFC, Dubai on Monday, **10/04/2023 at 02.00 pm** 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 31/12/2022.
3. Consider and approve the Auditor's Report for the financial year ending on 31/12/2022.
4. Discuss and approve the Company's balance sheet and profit and loss account for the financial year ending on 31/12/2022.
5. Approve the proposal of the Board of Directors' fees for the fiscal year ending on 31/12/2022.
6. Discharge the members of the Board of Directors from any liability for the financial year ending 31/12/2022 or dismiss them and file a liability lawsuit against them as the case may be.
7. Discharge the auditors from any liability for the year ending on 31/12/2022 or dismiss them and file a liability lawsuit against them as the case may be.
8. Appoint the external Auditors and determine their fees.
9. Elect members of the Board of Directors.
10. 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. 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 **02.00 pm on Sunday, April 09, 2023** and registration will be closed at **02.00 pm on Monday, April 10, 2023** before the AGM starts.
 - The Annual General Assembly Meeting shall be held virtually and physically 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 02.00 pm on Monday, 10/04/2023** 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 any inquiries related to electronic registration, attendance and eVoting please read the instructions available on SmartAGM Portal (<https://www.smartagm.ae>) or via the support channels on SmartAGM Portal.
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. Individual and corporate proxies can register through (<https://www.smartagm.ae>), fill out the proxy form and upload it with the supporting documents once the online registration is open.
5. The Shareholder of the share registered on **Friday 07/4/2023** shall be entitled to vote at the Annual General Assembly Meeting.
6. Shareholders can access and view the Company's financial statements for the financial year ending on 31/12/2022 and the Corporate Governance Report for the year 2022 and the sustainability report for the year 2022 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 Monday 17/04/2023 in the same place 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>