

UNOFFICIAL TRANSLATION

**Minutes of the 15th Annual General Meeting of
Emaar Properties PJSC**

Date: 9 April 2013

Time: 5pm

Place: Diamond Ballroom at the Address Dubai Mall Hotel

Present:

(A) Board Members

H.E. Mohamed Alabbar	Chairman
Mr. Hussain Al Qemzi	Vice Chairman
Mr. Ahmed Jawa	Board Member
Mr. Fadel Al Ali	Board Member
Mr. Jamal Bin Theniyah	Board Member
Mr. Ahmad Al Matrooshi	Board Member and Managing Director
Mr. Marwan Abedin	Board Member
Mr. Arif Al Dehail	Board Member
Mr. Abdulrahman Al Hareb	Board Member
Mr. Abdullah Belyoahah	Board Member

(B) Mr. Ayman Hamdy Rapporteur of the Meeting and Company Secretary

(C) Mr. Saeed Saif Al Sebousi Representative of Securities and Commodities Authority

(D) Mr. Khaled AL Mubashri Representative of the Department of Economic Development of the Government of Dubai

(E) Ernst & Young External Auditors

(F) Mr. Ebrahim Jaafar and Mr. Abdel Haleem Ahmed as vote collectors on behalf of Union National Bank.

(G) The Shareholders, as mentioned below.

Required Quorum: 50% of share capital

Available Quorum: 54.391% of share capital

The meeting convened and was presided by H.E. Mohamed Bin Ali Alabbar who welcomed the shareholders, made an opening speech and proceeded with the meeting agenda. The agenda items were discussed and the Annual General Meeting approved the following resolutions:

1. “It was resolved to approve the report of the Board of Directors relating to the activities of the company and its financial position, the report of the auditors, and the consolidated financial statements of the company for the year ended 31 December 2012 as presented to the shareholders during the meeting”.
2. “It was resolved to appoint Ernst & Young as external auditors for the company’s financial statements for the year 2013 and to approve their fees amounting to AED 315,000”.
3. “It was resolved to discharge the liabilities of the Board of Directors and the auditors for the financial year ended 31 December 2012”.
4. “It was resolved to distribute 10% of the share capital of the company as dividends to the shareholders for the financial year 2012”.
5. “It was resolved to pay bonus to the Board of Directors amounting to AED 500,000 to each member of the Board”.
6. “It was resolved to permit the Board members to continue to carry out any of their usual business activities which may fall under the company’s objects, without direct competition with the company”.

The meeting ended at 5:45 pm.

Chairman of the Meeting

[signature]

Rapporteur of the meeting and Company Secretary

[signature]

Auditors

[Signature]

Vote Collectors

[Two signatures]

Representative of the Securities and Commodities Authority

[signature]

Representative of the Department Economic Development of the Government of Dubai

[signature]