

COMPANY NUMBER: 11574826

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

Written resolution of

GLOUCESTER PLACE 2 LIMITED (the "Company")

CIRCULATED ON 2<sup>nd</sup> February 2022

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the sole director of the Company proposes that the following resolution (the "**Resolution**") be passed as a special resolution:

**SPECIAL RESOLUTION**

- 1 That the articles of association of the Company be amended by the addition of the following new article 60 and that the existing articles of association of the Company be renumbered accordingly:

**"60 SHARES MORTGAGED OR CHARGED BY WAY OF SECURITY**

- 60.1 *Notwithstanding anything to the contrary contained in these Articles, the directors shall not decline to register, nor suspend nor delay the registration of, any transfer of any share (whether or not it is a fully paid share) where such transfer is:*

60.1.1 *to a bank or financial institution (in its own capacity or as agent, trustee or otherwise) (a "**Secured Institution**") to which such Share has been mortgaged or charged by way of security, or to a nominee of such Secured Institution pursuant to any such security (a "**Nominee**");*

60.1.2 *executed by a Secured Institution or a Nominee pursuant to the power of sale or other power conferred pursuant to such security or by law; or*

60.1.3 *executed by a receiver or manager appointed by or on behalf of any Secured Institution or a Nominee under any such security,*

*and furthermore, notwithstanding anything to the contrary contained in these Articles, no:*

60.1.4 *transferor or proposed transferor of any share to a Secured Institution or Nominee;*

60.1.5 *Secured Institution or Nominee; or*

60.1.6 *receiver or manager appointed by or on behalf of a Secured Institution or Nominee,*

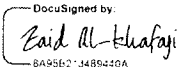
*shall be required to offer any share that is the subject of any such transfer to the members or any of them, and no such member shall have any right under these Articles to require any such share to be transferred to it, whether for consideration or not.*

60.2 *Notwithstanding anything to the contrary contained in these Articles, the Company shall have no lien on any share that has been mortgaged or charged by way of security to a Secured Institution."*

#### AGREEMENT

Please read the explanatory notes at the end of this document before signifying your agreement to the Resolution.

I, the undersigned, was at the time the Resolution was circulated entitled to vote on the Resolution and irrevocably agree to the Resolution.

Signed .....  .....  
DocuSigned by:  
Zaid Al-Khafaji  
8A956C7-448B9420A

Date 16<sup>TH</sup> February 2022

Authorised signatory for and on behalf of Emaar Holdings Ltd

## EXPLANATORY NOTES FOR SHAREHOLDERS

- 1 If you agree to the resolution, please signify your agreement by signing and dating this document where indicated above and returning it to the Company.
- 2 Once you have signified your agreement to the resolution, you may not revoke your agreement.
- 3 Unless, by 16<sup>th</sup> February, 2022, sufficient agreement has been received for the resolution to be passed, it will lapse. If you agree to the resolution, please ensure that signification of your agreement reaches us before or on this date.
- 4 Sufficient agreement will have been reached to pass an ordinary resolution if eligible members (i.e. the members who were entitled to vote at the time the resolution was circulated) representing a simple majority of the total voting rights of eligible members signify their agreement to it. Sufficient agreement will have been reached to pass a special resolution if eligible members representing not less than 75% of the total voting rights of eligible members signify their agreement to it.