

Invitation to attend the Annual General Assembly Meeting of Dubai Islamic Bank (PJSC)

Dear Shareholders of Dubai Islamic Bank (PJSC),

The Board of Directors of Dubai Islamic Bank PJSC (the “Bank”) is pleased to invite all shareholders to attend the Annual General Assembly Meeting (“AGM”) of the Bank at **4.30 pm on Tuesday, 27 February 2024 in the Auditorium at Mohammed Bin Rashid Library Building, Al Khail Road, Al Jaddaf, Dubai** and in case there is no quorum, the second meeting will be held at the same time and venue on **Tuesday, 5 March 2024**. Shareholders will have the option to attend the AGM physically, or to attend remotely/online through the use of remote presence technology/virtual meetings with visual communication and electronic voting during the AGM (the link to attend the AGM will be sent to shareholders by text message by the Dubai Financial Market (“DFM”) to review and discuss the following agenda:

1. Review and ratification of the Board of Directors’ report on the Bank’s activities and financial position in relation to the financial year ended 31/12/2023.
2. Review and ratification of the Auditor’s report for the financial year ended 31/12/2023.
3. Review and ratification of the Internal Sharia Supervision Committee report in relation to the Bank’s activities during the financial year ended 31/12/2023.
4. Review and ratification of the Bank’s Balance Sheet and Profit and Loss Statement for the year ended 31/12/2023.
5. Review and approval of the Board of Directors’ recommendation in relation to cash dividends of 45% of the paid-up capital, aggregating to an amount of AED 3,252,199,905.00 (UAE Dirham Three billion, Two Hundred and Fifty-Two million, One Hundred and Ninety-Nine Thousand, Nine Hundred and Five only).
6. Review and approval of the remuneration of the Board of Directors as per article no.171 of the Federal Act No. (32) of 2021 concerning the Commercial Companies (“Commercial Companies Law”).
7. Discharge of the Board of Directors of the Bank from liability for the year ended 31/12/2023 or their termination and filing of a liability claim against them, as the case may be.
8. Discharge of the External Auditors of the Bank from liability for the year ended 31/12/2023 or their termination and filing of a liability claim against them, as the case may be.
9. Election and appointment of the members of the Internal Sharia Supervision Committee of the Bank for a three (3) year term ending in February 2027.
10. Appointment of the External Auditors of the Bank for the financial year 2024 and determination of their remuneration.
11. Appointment of representatives for shareholders who wish to be represented and to vote on their behalf.
12. Consider passing a Special Resolution:
 - To authorise the Board of Directors of the Bank to issue any senior Sukuk and/or other similar instruments which are not convertible into shares, whether under a programme or otherwise, in an aggregate outstanding face amount not exceeding USD 7.5 billion (or the equivalent thereof in other currencies) at any time and to authorise the Board of Directors to determine and agree on the date of issuance, the amount, offering mechanism, transaction structure and other terms and conditions of any such issuance(s), provided that this is undertaken in compliance with the provisions of the Commercial Companies Law and any regulations or guidelines issued by any governmental or regulatory authority pursuant to such law and after obtaining approvals which may be required from the relevant competent regulatory authorities.
13. Consider passing a Special Resolution:
 - To approve the Board of Directors of the Bank recommendation to issue Tier 2 Sukuk which are not convertible into shares in an aggregate face amount not exceeding USD 1.0 billion (or the equivalent thereof in other currencies) and to authorise the Board of Directors to determine and agree on the date of issuance, the amount, offering mechanism, transaction structure and other terms and conditions of such issuance (provided that such issuance is subordinated and the terms and conditions also contain a point of non-viability provision), and subject in all cases to obtaining necessary approvals which may be required from the relevant competent regulatory authorities.
14. Consider passing a Special Resolution:
 - To approve the Board of Directors of the Bank’s recommendation to issue additional Tier 1 Sukuk as the bank has a Tier 1 Sukuk maturity in February 2025, which are not convertible into shares in an aggregate face amount not exceeding USD 1.0 billion (or the equivalent thereof in other currencies) and to authorise the Board of Directors to determine and agree on the date of issuance, the amount, offering mechanism, transaction structure and other terms and conditions of such issuance (provided that such issuance is

subordinated, profit payments under the terms and conditions of such issuance are capable of being cancelled under certain circumstances and the terms and conditions also contain a point of non-viability provision), and subject in all cases to obtaining necessary approvals which may be required from the relevant competent regulatory authorities.

15. Consider passing a Special Resolution:
 - a) To approve the Board of Directors’ recommendation to amend and restate the Articles of Association of the Bank. Shareholders can review the amended and restated Articles of Association on the websites of the Bank and DFM.
 - b) Subject to approving (a) above and obtaining the approvals from the relevant regulatory authorities, to authorise the Board of Directors of the Bank or any person so authorised by the Board of Directors of the Bank, to take all the necessary measures to issue the amendment and restatement of the Bank’s Articles of Association.

Notes:

1. **E-Voting**
 - An SMS containing the registration and e-voting link with access code will be sent to shareholders by the DFM one day prior to the AGM.
 - Once the link for the registration is received, the shareholder needs to complete registration (mark as present) before the AGM starts. (i.e. **prior to 4.30 pm on Tuesday 27 February 2024**).
 - E-voting will only be available for registered shareholders who have registered before the AGM starts, and shareholders until the meeting is over.
 - Shareholders can watch live video streaming of the AGM meeting through the link sent.
 - For any further queries relating to the e-voting, please contact Dubai Financial Market Customer Service on + 971 4 3055555.
2. According to Clause 1 of Article 40 of the Chairman of Authority Board of Directors, Decision no. (3/Chairman) of 2020 concerning the Approval of Joint Stock Companies Governance Guide issued by the Securities and Commodities Authority (the “Governance Guide”):
 - a. Each shareholder who has the right to attend the General Assembly Meeting may delegate someone other than a member of the Bank’s Board of Directors, a member of the staff of the Bank, or securities brokerage company, or its employees, to attend on his or her behalf as per a written delegation stating expressly that the agent has the right to attend the General Assembly Meeting and vote on its decisions.
 - b. A delegated person for a number of shareholders shall not represent more than (5%) of the Bank’s issued capital after gaining such delegations.
 - c. Persons lacking legal capacity or who are incompetent shall be represented by their legal representatives.
3. According to Clause 2 of Article 40 of the Governance Guide the shareholder signature on the written delegation referred in note (2a) above shall be the signature approved by any of the following entities:
 - a. Notary Public.
 - b. Commercial chamber of economic department in the State.
 - c. Bank or company licensed in the State, provided that the agent shall have an account with any of them.
 - d. Authorised Financial Markets in UAE.
 - e. Any other entity licensed to perform attestation works.

A corporate person may delegate one of its representatives or those in charge of its management under a resolution passed by its Board of Directors or any similar entity to represent such corporate person in any General Assembly Meeting of the Bank. The delegated person shall have the powers as determined under the delegation resolution.
4. The owner of the shares registered on **Monday, 26 February 2024**, shall be deemed the holder of the right to vote at the AGM. In case the meeting is held on **Tuesday, 5 March 2024**, due to lack of quorum in the first meeting, every shareholder whose name is registered on **Monday, 4 March 2024**, shall be entitled to vote at the AGM.
5. The owner of the shares registered on **Friday, 8 March 2024** shall be the holder of the right to dividends in case of the first meeting or **Friday, 15 March 2024** in case of the second meeting.
6. Shareholders may access and review the Bank’s financial statements and Integrated Report enclosing Corporate Governance Report and Sustainability Report for 2023 on the website of DIB (www.dib.ae/aggm) or the DFM (www.dfm.ae) prior to the AGM.
7. The meeting shall not be legally conducted unless it has been attended by not less than (50%) of the share capital, if the quorum is not attended in the first meeting, then the meeting shall be postponed to **Tuesday, 5 March 2024**, at the same time and venue.
8. The shareholders are requested to update their addresses and communication information with DFM in order to ensure appropriate receipt of the dividends as the dividends’ distribution will be done by DFM.
9. Shareholders can view the Investors’ rights guides by visiting the website of the Securities and Commodities Authority at: <https://www.sca.gov.ae/en/services/minority-investor-protection.aspx>
10. **Special Resolution:** Decision issued by the majority of votes of shareholders who own at least three-quarters of shares represented in the meeting.
11. Shareholders may appoint representatives to attend and vote at the AGM on their behalf, in accordance with Clause 4 of Article 40 of the Corporate Governance Guide issued by Resolution of the Chairman of SCA No. 3 of 2020. A list of eligible representatives together with their contact details is available on the Bank’s website (www.dib.ae/aggm).