

## 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 4.30pm on Wednesday 15 March 2023 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 Monday 20 March 2023. 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 31/12/2022.
- 2- Review and ratification of the Auditor's report for the financial year ended 31/12/2022.
- 3- Review and ratification of the Internal Sharia Supervision Committee report in relation to the Bank's activities during the financial year ended 31/12/2022.
- 4- Review and ratification of the Bank's Balance Sheet and Profit and Loss Statement for the year ended 31/12/2022.
- 5- Review and approval of the Board of Directors' recommendation in relation to cash dividends of 30% of the paid-up capital, aggregating to an amount of AED 2,168,133,270.00 (UAE Dirham Two Billion One Hundred And Sixty-Eight Million One Hundred And Thirty-Three Thousand Two Hundred And Seventy).
- 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 31/12/2022 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 31/12/2022 or their termination and filing of a liability claim against them, as the case may be.
- 9- Election of the Board of Directors of the Bank for a three (3) year term ending in March 2026.
- 10- Confirmation of the appointment of the members of the Internal Sharia Supervision Committee for the year 2023.
- 11- Appointment of the External Auditors of the Bank for the financial year 2023 and determination of their remuneration.
- 12- Appointment of representatives for shareholders who wish to be represented and to vote on their behalf.
- 13- 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.

### 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 Wednesday 15 March 2023**).
  - 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 or 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 account with any of them.
  - d. Any other entity licensed to perform attestation works.
4. The owner of the shares registered on Tuesday, 14 March 2023, shall be deemed the holder of the right to vote at the AGM. In case the meeting is held on Monday, 20 March 2023, due to lack of quorum in the first meeting, every shareholder whose name is registered on Friday, 17 March 2023, shall be entitled to vote at the AGM.
5. The owner of the shares registered on Monday 27 March 2023 shall be the holder of the right to dividends in case of the first meeting or Thursday 30 March 2023 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 2022 on the website of the DFM ([www.dfm.ae](http://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 not attended in the first meeting then the meeting shall be postponed to Monday 20 March 2023, 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 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/srp](http://www.dib.ae/srp)).