

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) to be held at **The Main Auditorium at the Dubai Chamber of Commerce, Baniyas Street, Deira, Dubai, United Arab of Emirates at 04:15 pm on Sunday, March 15, 2020** and in case the quorum for the meeting is not met on that date, then the second meeting shall be held on **Monday, March 23, 2020** at the same venue and time 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 31/12/2019.
- 2- Review and ratification of the Auditor's report for the financial year ended 31/12/2019.
- 3- Review the Fatwa and Shari'a Supervisory Board report in relation to the Bank's activities during the financial year ended 31/12/2019 and ratification thereof.
- 4- Discussion and approval of the Bank's Balance Sheet and Profit and Loss Statement for the year ended 31/12/2019 and ratification thereof.
- 5- Discussion and approval of the Board of Directors' recommendation in relation to the distribution of cash dividends of 35% of the paid-up capital, aggregating to an amount of AED 2,529,488,815 (UAE Dirham Two billion Five hundred Twenty Nine million Four hundred Eighty Eight thousand Eight hundred and Fifteen).
- 6- Review of the remuneration of the Board of Directors as per article no.169 of the Federal Act No. (2) of 2015 concerning the Commercial Companies ("Commercial Companies Law").
- 7- Absolve the Board of Directors of the Bank from liability for the year ended 31/12/2019 or their termination and filing of a liability claim against them, as the case may be.
- 8- Absolve the External Auditors of the Bank from liability for the year ended 31/12/2019 or their termination and filing of a liability claim against them, as the case may be.
- 9- Appointment of the members of the Fatwa and Shari'a Supervisory Board for 2020.
- 10- Appoint the External Auditors of the Bank for the financial year 2020 and determine their remuneration.
- 11- Election of members of the Board of Directors for the period 2020 - 2023.
- 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, for 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 provided that such date does not exceed one year from the date of the General Assembly Meeting, 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 required from the relevant competent regulatory authorities.
- 13- Consider passing a Special Resolution:
 - To authorise the Board of Directors of the Bank to issue Additional Tier 1 sukuk which are not convertible into shares for an aggregate face amount not exceeding USD 1.5 billion (or equivalent thereof in any other currency) and to authorise the Board of Directors to determine and agree on the date of issuance provided that such date does not exceed one year from the date of the General Assembly Meeting, 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 required from the relevant competent regulatory authorities.
- 14- Consider passing a Special Resolution:
 - To authorise the Board of Directors of the Bank to issue Tier 2 sukuk which are not convertible into shares for an aggregate face amount not exceeding USD 1.5 billion (or equivalent thereof in any other currency) and to authorise the Board of Directors to determine and agree on the date of issuance provided that such date does not exceed one year from the date of the General Assembly Meeting, 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 required from the relevant competent regulatory authorities.
- 15- Consider passing a Special Resolution:
 - a. To approve the Board of Directors' proposal to increase the Foreign Ownership Limit in the Bank's share capital from 25% to 40%.
 - b. Subject to approval of (a) above and obtaining approvals from the relevant regulatory authorities, to authorize the Board of Directors of the Bank or any person so authorized by the Board of Directors of the Bank, to take all other necessary measures to increase the Foreign Ownership Limit in the Bank's share capital from 25% to 40% and to accordingly amend article (15) of the Bank's Articles of Association.

Notes:

1. Any shareholder that has the right to attend the General Meeting may delegate any person elected by such shareholder, other than a Director, under a special written proxy. A proxy of a number of shareholders shall not hold in this capacity over 5% of the share capital of the company. Shareholders who are minors or legally incapacitated shall be represented by their legal representatives.
2. 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 Meeting of the company. The delegated person shall have the powers as determined under the delegation resolution.
3. The owner of the shares registered on **Thursday, March 12, 2020** shall be deemed to be the holder of the right to vote at the General Meeting.
4. The owner of the shares registered on **Wednesday, March 25, 2020** shall be the holder of the right to dividends in case of the first meeting or **Thursday, April 02, 2020** in case of the second meeting.
5. Shareholders may access and review the company's financial statements through the website of Dubai Financial Market.
6. The General Assembly Meeting will not be valid if not attended by the quorum (50% of the company's capital), and if the quorum is not met in the first meeting, a second meeting shall take place on **Monday, March 23, 2020** at the same place and time.
7. The shareholders are requested to update their addresses and communication information with Dubai Financial Market (DFM) in order to ensure appropriate receipt of the dividends as the dividends distribution will be done by Dubai Financial Market (DFM).
8. Shareholders can view the Investors rights guides by visiting the website of Securities & Commodities Authority at: <https://www.sca.gov.ae/English/Pages/Home.aspx>
9. **Special Resolution:** Decision issued by the majority of votes of shareholders who own at least three quarters of shares represented in the meeting of the General Assembly of the joint stock company.