دبي الإسلامي DIB

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**", "**DIB**") is pleased to invite all shareholders to attend the Annual General Assembly Meeting ("**AGM**") of the Bank at 4.30 pm on **Wednesday, 1 April 2026 in the Stellar Ballroom, One&Only One Za'abeel Resort, Za'abeel, Dubai**, and in case there is no quorum, the second meeting will be held at the same time and venue on Monday, 13 April 2026. 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. To consider and approve the Board of Directors' report on the Bank's activities and financial position in relation to the financial year ended 31/12/2025.
2. To consider and approve the external auditor's report for the financial year ended 31/12/2025.
3. To consider and approve the Internal Sharia Supervision Committee report in relation to the Bank's activities during the financial year ended 31/12/2025.
4. To consider and approve the Bank's balance sheet and profit and loss account for the year ended 31/12/2025.
5. To consider and approve the Board of Directors' recommendation in relation to 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 and Twenty Nine million, Four Hundred and Eighty Eight Thousand, Eight Hundred and Fifteen only), which is equal to 35% of the share's nominal value, or 35 fils per share, for the year 2025.
6. To consider and approve the Board of Directors' proposal concerning the remuneration of the Board as per article no.171 of the Federal Decree-Law No. (32) of 2021 on Commercial Companies ("**Commercial Companies Law**").
7. To consider the discharge of the members of the Board of Directors from liability for the year ended 31/12/2025 or their termination and filing of a liability claim against them, as the case may be.
8. To consider the discharge of the external auditor from liability for the year ended 31/12/2025 or their termination and filing of a liability claim against them, as the case may be.
9. To confirm the appointment of the members of the Internal Sharia Supervision Committee for the year 2026.
10. To approve the appointment of the external auditor for the financial year 2026 and determine its fees.
11. To appoint the representatives for shareholders who wish to be represented and to vote on their behalf.
12. To elect members of the Board of Directors for the period 2026 – 2029.

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 12.5 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.

14. Consider passing a Special Resolution:

To approve the Board of Directors of the Bank recommendation to issue additional Tier 1 Sukuk, which are not convertible into shares in an aggregate face amount not exceeding USD 1.5 billion (or equivalent thereof in any other currency) and to authorize 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 authorize the Board of Directors of the Bank or any person so authorized 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. In accordance with Article 40 (1) of the Authority's Board Chairman's Decision No. (3/Chairman) of 2020 approving the Governance Guide for Public Joint-Stock Companies ("**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.
2. In accordance with Article 40 (2) of the Governance Guide the shareholder signature on the written delegation referred in note (1a) above shall be the signature approved by any of the following entities:
   a) a notary Public; b) a chamber of commerce or an economic department in the UAE;
   c) a bank or company licensed in the UAE, provided that the principal maintains an account with either;
   d) a financial market licensed in the UAE; or e) any other entity licensed to carry out signature attestation activities.
3. 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. 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.
   - In the event the individual investors haven't received the registration and e-voting link, they are kindly requested to send the below information to the following email address FinancialServices@dfm.ae and upon verifying the following information, the link will be sent:
     1. Investor Number (NIN) 2. Investor Name 3. Investor Mobile Number 4. A copy of Emirates ID or Passport 5. Personal selfie photo for the investor
   - 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 1 April 2026). Registration to attend the General Assembly meeting remotely will close at the start of the General Assembly meeting and non-registered investors will be unable to attend the meeting remotely.
   - E-voting on the resolutions will be opened from the link receipt time until the voting closure time on the resolution during the meeting. The investor has the right to change his vote during this time subject to electronic voting T&Cs.
   - Shareholders can watch live video streaming of the AGM meeting through the link sent and submit questions using the same link.
   - For any further queries relating to the e-voting, please contact Dubai Financial Market Customer Service on + 971 4 3055555.
5. The owner of the shares registered on **Tuesday, 31 March 2026**, shall be deemed the holder of the right to vote at the AGM. In case the meeting is held on **Monday, 13 April 2026**, due to lack of quorum in the first meeting, every shareholder whose name is registered on **Friday, 10 April 2026**, shall be entitled to vote at the AGM.
6. The owner of the shares registered on **Monday, 13 April 2026** shall be the holder of the right to dividends in case of the first meeting or **Thursday, 23 April 2026** in case of the second meeting.
7. Shareholders may access and review the meeting's documents including the Bank's financial statements and Integrated Report for 2025 on the website of DIB (www.dib.ae/agm) or the DFM (www.dfm.ae) prior to the AGM.
8. 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 **Monday, 13 April 2026**, at the same time and venue.
9. 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.
10. The virtual meeting will be recorded.
11. Shareholders may review the Guide to Minority Investor Rights published on the Capital Market Authority's website at sca.gov.ae/en/regulations/minority-investor-protection. and the applicable corporate governance and AGM procedures at sca.gov.ae/en/regulations/corporate-governance
12. Special Resolution: Decision issued by the majority of votes of shareholders who own at least three-quarters (75%) of shares represented in the meeting.
13. Shareholders may appoint representatives to attend and vote at the AGM on their behalf, in accordance with Clause 4 of Article 40 of the Governance Guide. A list of eligible representatives together with their contact details is available on the Bank's website (www.dib.ae/agm).

Dubai Islamic Bank (Public Joint Stock Company)