

**Invitation to attend the Annual Meeting of the General Assembly**  
**of Abu Dhabi Islamic Bank P.J.S.C.**

The Board of Directors of Abu Dhabi Islamic Bank P.J.S.C. ("Bank") is pleased to invite all shareholders to attend the annual meeting of the Bank's General Assembly to be held on Thursday 29<sup>th</sup> February 2024 at 4:30 p.m. **via modern technology means for remote attendance, registration and electronic voting, and the shareholders may also attend the annual meeting of the General Assembly in person at the Bank's Headquarters located in Sheikh Rashid Bin Saeed Street in Abu Dhabi** (beside Department of Finance – Abu Dhabi) to discuss the following agenda items:

1. To discuss and to ratify the Board of Directors' report of the Bank's activities and its financial standing for the year which ended on 31<sup>st</sup> December 2023.
2. To discuss and to ratify the External Auditor report for the year that ended on 31<sup>st</sup> December 2023.
3. To discuss and to ratify the Internal Shari'ah Supervisory Committee's report on the Bank's activities for the year that ended on 31<sup>st</sup> December 2023.
4. To discuss and to ratify the Bank's balance sheet and profit and loss statement for the year that ended on 31<sup>st</sup> December 2023.
5. To discuss and to approve the Board of Director's recommendation on the distribution of cash dividends to the shareholders in the sum of AED 2,595,469,000 (UAE Dirham Two billion five hundred and ninety-five million four hundred and sixty-nine thousand only) which is equal to 71.4612% of the share's nominal value, or 71.4612 fils per share, for the year 2023.
6. To discuss the Board of Directors' recommendation with regard to its members' remuneration for the financial year that ended on 31<sup>st</sup> December 2023 and to determine it.
7. To exonerate the members of the Board of Directors from liability for the financial year that ended on 31<sup>st</sup> December 2023.
8. To exonerate the External Auditors from liability for the financial year that ended on 31<sup>st</sup> December 2023.
9. To appoint External Auditors for the financial year 2024 and to determine their fees.
10. **To consider passing a special resolution:** to approve the amended Articles of Association as per Federal Decree Law number 32 of 2021 on Commercial Companies

<https://adxservices.adx.ae/cdn/contentdownload.aspx?doc=3039270>

11. **To consider passing a special resolution:** to authorize the Board of Directors to issue any senior Sukuk and/or other similar instruments which are not convertible into shares, whether under a program or otherwise, in an aggregate outstanding face amount not exceeding USD 5 billion (or the equivalent thereof in other currencies) at any time, and to authorize 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 which may be required from the relevant competent regulatory authorities.

**Notes:**

1. Any shareholder who has the right to attend the general assembly may delegate someone other than the members of the Board of Directors, or the staff of the company, or a securities brokerage company, or its employees, to attend on his/her/its behalf as per a special written proxy stating expressly that the agent has the right to attend the meetings of the General Assembly and vote on its decisions. An agent for a number of shareholders shall not have in this capacity of more than (5%) of the Company's issued capital. Incapacitated persons must be represented by their legal representatives provided that the requirements set forth in items 1 and 2 of Article (40) of the Decision no. (3/R.M.) of the year 2020 of the Chairman of the Board of the Securities and Commodities Authority and amendment of the Decision no. (2/R.M.) of the year 2024 of Chairman of the Board of the Securities and Commodities Authority concerning the Approval of Joint Stock Companies Governance Guide shall be taken into account. The shareholders can view the disclosure published on the Bank's page on the website of Abu Dhabi Securities Exchange regarding the procedures required for approving the power of attorney.
2. Instructions for attending the General Assembly, registering and voting on the agenda items of the Assembly via electronic participation are attached to this invitation.
3. Special Resolutions require the consent of shareholders holding three quarters of the shares represented at ADIB General Assembly Meeting.
4. For the purpose of approving the power of attorney mentioned in clause 1 above, the shareholder's signature on the power of attorney shall be the signature approved by any of the following entities:

- A) Notary Public, or
  - B) A Commercial Chamber or an Economic Department in the State, or
  - C) A bank or company licensed in the state, provided that the principal (the shareholder) has an account with any of them, or
  - D) Any other entity licensed to perform attestation works.
5. 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 meetings of the General Assembly of the Bank. The delegate shall have the powers as determined under the delegation resolution.
  6. The owner of shares registered on Wednesday dated 28 February 2024, shall be deemed to be the holder of the right to vote at the General Assembly if the meeting is held on Thursday 29 February 2024, and the owner of the shares registered on Wednesday dated 6 March 2024 shall be the holder of the right to vote at the General Assembly if the meeting is held on Thursday 7 March 2024.
  7. The holder of the right to dividends is the owner of the shares registered on Monday dated 11 March 2024 if the First General Assembly meeting is held on Thursday 29 February 2024, and the holder of the right to dividends is the owner of the shares registered on Monday dated 18 March 2024 if the Second General Assembly meeting is held on Thursday 7 March 2024.
  8. Shareholders may access and review the Bank's financial statements and the comprehensive report through the website of Abu Dhabi Securities Exchange ([www.adx.ae](http://www.adx.ae)) and through the Bank's website at ([www.adib.com](http://www.adib.com)).
  9. The meeting of the General Assembly will not be valid if not attended by shareholders that own or represent through proxy fifty percent (50%) of the Bank's capital. If the quorum is not met at the first meeting, a second meeting shall take place on Thursday 7 March 2024 by the same means and time. The second meeting shall be held after a period of not less than five (5) days and not more than fifteen (15) days from the date of the first General Assembly meeting and the second meeting of the General Assembly shall be deemed valid regardless of the number of attendees.
  10. The Shareholders are requested to update their contact information and their addresses with the Abu Dhabi Securities Exchange (ADX) to ensure appropriate receipt of the dividends.
  11. Shareholders can view the Investors Rights guide by visiting the website of the Securities and Commodities Authority at <https://www.sca.gov.ae/en/regulations/minority-investor-protection.aspx>