بنك دبي الإسلامي
Dubai Islamic Bank PJSC

# Invitation to attend the Extraordinary General Assembly Meeting for the Shareholders of Dubai Islamic Bank PJSC (the "Bank")

**Pursuant to the Federal Law No. 8 of 1984 regarding the Commercial Companies and its amendments; and in accordance with the provisions of the Memorandum and Articles of Association of the Bank, This is a notice to announce that the Extraordinary General Assembly of the Shareholders of the Bank shall convene at The Main Auditorium at the Dubai Chamber of Commerce Head Office, Baniyas Square, Deira, Dubai, United Arab Emirates on Sunday 03/03/2013 at 4 pm to discuss, review or, as the case may be, approve the following Agenda items:**

1. The acquisition of 100% of Tamweel PJSC through the acquisition of the remaining 41.8% of the share capital of Tamweel PJSC from the existing shareholders therein in consideration of shares in the Bank to be issued through an increase in the capital of the Bank and allocated to the shareholders of Tamweel PJSC.
2. To increase the share capital of the Bank from AED 3,797,054,290 (Three billion, seven hundred ninety seven million, fifty four thousand, two hundred and ninety) to AED 4,029,010,553 (Four billion, twenty nine million, ten thousand, five hundred and fifty three) through the issuance of new shares amounting to 231,956,263 shares, the value of each being AED (ONE).
3. To allocate the new shares to be issued as a result of the proposed capital increase to the shareholders of Tamweel PJSC who will accept to transfer their shares in Tamweel PJSC.
4. To authorize the Bank's Board of Directors to undertake all necessary procedures and steps to affect the proposed acquisition of Tamweel and the capital increase, and to delegate any or all of its powers in this regard to any of its members or to others.
5. To approve the issuance of non-convertible Shari'a compliant hybrid tier 1 capital instruments for the purpose of raising further tier 1 capital to strengthen the Bank's capital adequacy ratio, provided that the aggregate amount outstanding under such instruments at any one time shall not exceed [USD 1 billion] (or the equivalent thereof in other currencies) and to authorize the Board of Directors of the Bank to take all necessary actions to determine the offering mechanism, transaction structure, timing and other terms and conditions and to seek any and all approvals from the relevant competent authorities required in connection with any such issuance.
6. To approve the issuance of non-convertible Shari'a compliant tier 2 capital instruments for the purpose of raising further tier 2 capital (if any) outstanding under the AED 3,752,543,000 (Three billion, seven hundred fifty two million, five hundred and forty three thousand only) tier 2 capital Wakala with the [Ministry of Finance of the United Arab Emirates] (as approved by the Bank EGM in its meeting held on 12 May 2010 or any future replacement of same) and to authorize the Board of Directors of the Bank to take all necessary actions to determine the offering mechanism, transaction structure, timing and other terms and conditions and to seek any and all approvals from the relevant competent authorities required in connection with any such issuance.
7. To approve any amendment of the Memorandum and Articles of Association of the Bank to comply with the requirements of the tender share swap and of the increase of the share capital referred to in the above mentioned paragraphs.

- In the event that you wish to appoint a representative to attend the Extraordinary General Assembly Meeting and vote on your behalf, please contact the Board Secretary, so that your shares may be registered and accordingly voted at the Meeting.
- Please be informed that a representative of the shareholder may not be one of the Bank's Board Members; furthermore, the representative should not be representing, in this capacity, shares of more than one shareholder which exceed 5% of the share capital of the Bank.
- Please also note that the quorum of the Extraordinary General Assembly Meeting shall be met by having shareholders or their representatives holding or representing 75% of the share capital of the Bank. In the event that the quorum is not met at the set time above for the Extraordinary General Assembly Meeting, the Meeting will be adjourned and reconvened on Monday 04/03/2013, at the same time and in the same venue; and at such time the Extraordinary General Assembly Meeting shall be validly convened by having shareholders or their representatives holding or representing 50% of the share capital of the Bank.
- And in case the quorum is not met in the second meeting, then third meeting shall be on Tuesday 05/03/2013 at the same time and in the same venue and in this case the third meeting will be valid with any number of attendances.
- Shareholders who will enjoy the right to vote at the Extraordinary General Assembly Meeting are those registered with the Bank on Thursday, 28 February 2013.

**Board of Directors**
Dubai Islamic Bank PJSC

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