Notice of Annual General Assembly Meeting

The Board of Directors of Dubai Investments PJSC ('the Company") is pleased to invite the shareholders to attend the Twenty Fifth Annual General Meeting which will be held at Dubai Investments House, Park Hall, Dubai Investments Park, Jebel Ali, Dubai as well as via remote / electronic attendance, on Sunday, 11th April 2021 at 4:30 pm to consider the following agenda:

1. To review and approve the Directors' Report concerning the activities and financial status of the Company for the year ended 31st December 2020.
2. To review and approve the Auditors' Report for the year ended 31st December 2020.
3. To consider and approve the Consolidated Financial Statements of the Company for the year ended 31st December 2020.
4. To consider the recommendation of the Board of Directors concerning cash dividend distribution of 8% (8 fils per share) aggregating to an amount of AED 340,161,567 for the year ended 31st December 2020.
5. To consider and approve the Board of Directors' remuneration.
6. To absolve the Board of Directors from liability for the year ended 31st December 2020.
7. To absolve the Auditors from liability for the year ended 31st December 2020.
8. To grant approval in terms of Article 152(3) of the UAE Federal Law No. 2 of 2015 to allow the Chairman of the Board of Directors and the Directors to participate in businesses which might be in competition with the Company's business.
9. To appoint Auditors for the year 2021 and to determine their remuneration.
10. Appoint two Shareholder representatives to attend General Assembly meetings on behalf of the shareholders and determine their fees in accordance with paragraph (4) of Article (40) of the Corporate Governance Guide issued by Resolution of the Chairman of the SCA No. (3/R.M) of 2020.

Special Resolutions:

11. Amendments to the Articles of Association: To consider and approve the amendments to the Articles of Association of Dubai Investments PJSC, such that the Amended and Restated Articles of Association of the Company include changes made to the following Articles to be in line with the requirements Commercial Companies Law No. (2) of 2015 as amended by the Federal Decree Law No. (26) of 2020; and the Authority Chairman Decision No. (3/R.M) of 2020 concerning approval of Joint Stock Companies Governance Guide, Article Nos:1, 19(b), 20(b) &(d), 23(c), 25(d), 26, 29(d), 40(a), 41, 42(b), 44(a), 47(a), 48, 50, 51(b)(2), 52 (b), 65 and 68, (noting that these amendments are subject to the approval of the competent authorities). The shareholders may view a detailed list of the proposed amendments to the Articles of Association of the Company by visiting the following link: http://www.dubaiinvestments.com/en/investor-relations/
12. For Shareholders approval as per Article 67 of the Company's Articles of Association: To note that the voluntary contributions made by the Company in the context of Corporate Social Responsibility for the Years 2019 and 2020 as set out in the financial statements for those years were AED 1.22 Mn and 1.46 Mn respectively. Further the Shareholders are requested to authorize the Board of Directors to approve voluntary contributions for the year 2021, not exceeding 0.5% of the average net profits of the Company during the two previous financial years, at the Board's discretion.

Notes:

1. Electronic Registration, Attendance and eVoting
   - SMS containing link of the Registration, Attendance, eVoting and access code will be sent to shareholders on Thursday, 8th April 2021 from 3:00 pm.
   - Shareholder is able to register (registration for attendance) upon receiving the link and until the commencement of the AGM at 4:30 pm on Sunday, 11th April 2021.
   - eVoting will only be available for shareholders registered before the AGM commencement at 4:30 pm and until the end of the AGM.
   - Shareholders can attend online live streaming of the AGM through the link sent.
   - For any queries related to Electronic Registration, Attendance and eVoting, please contact Dubai Financial Market, Customer Services at +971 4 305 5555.
2. In view of the current health conditions, shareholders are urged to attend the meeting virtually.
3. The General Assembly Meeting shall be held on the day and hour specified in the invitation to shareholders, in the presence of the Board of Directors, the Auditor, the Registrar, the meeting reporter and the teller of the votes, by visiting the website in accordance with the instructions set forth in note (1) above.
4. Any shareholder that has the right to vote at the General Assembly 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 representative.
5. The conditions set forth in paragraphs (1) and (2) of Article (40) of the Decision of the Chairman of the Board of Directors of the Securities and Commodities Authority No. 3 of 2020 must be met, such that the signature of the shareholder indicated in the proxy mentioned in the previous note must be the signature attested by the Notary Public, the commercial chamber of economic department in the United Arab Emirates, a bank or company licensed in the United Arab Emirates provided that the proxy shall have an account with any of them, or any other entity licensed to perform attestation works.
6. A corporate person may delegate one of its representative or those in charge of its management under a resolution passed by its Board of Directors or any similar body to represent such corporate person in any General Assembly Meeting of the Company. The delegated person shall have the powers as determined under such resolution.
7. The registered owner of shares as on Thursday, 8th April 2021 would only be entitled to vote in the General Assembly and register on the electronic system.
8. Only the registered owner of shares as on Wednesday, 21st April 2021 would be entitled for the cash dividend distribution.
9. Shareholders can view the Consolidated Financial Statements and the Corporate Governance Report of the Company and any other related document to the General Assembly Meeting by logging on to the Dubai Financial Market website www.dfm.ae and the Company's website www.dubaiinvestments.com.
10. The convening of the General Assembly Meeting is not valid unless it is attended by shareholders who own or is represented by proxy, at least (50%) of the Company's capital. If this quorum is not available at the first meeting, the second meeting will be held on Sunday, 18th April 2021 at the same time.
11. Special Resolution is a decision made by the majority votes of shareholders who own at least (75%) of the shares represented at the Annual General Assembly Meeting of the Company.
12. Shareholder can view the Investor Rights by visiting the website of Securities and Commodities Authority according to the following link: https://www.sca.gov.ae/ar/services/minority-investor-protection.aspx
13. Shareholders are requested to update their payment details at the Dubai Financial Market to ensure that the dividend is delivered properly either by Bank transfer or iVestor card, since the dividend will be distributed by the Dubai Financial Market as per Securities and Commodities Authority (SCA) instruction in Resolution No. 2 of 2015.
14. For any further queries please contact Shares Department, Dubai Investments PJSC, P.O. Box 28171, Dubai, Tel. No. +971 4 8122305/+971 4 8122400, Fax No. +971 4 8122304, Email: eman@dubaiinvestments.com.

By order of the Board

Proxy

I/ We (block letters please) ....
of..
being shareholder of..shares of the Company , hereby appoint.....................................
....
whose signature (placed before me) appears below, to be my/our proxy/agent to attend and vote on my / our behalf upon any matter proposed at the Twenty Fifth Annual General Assembly Meeting of Dubai Investments PJSC to be held on 11th April 2021 or at any adjournment therefore, in such manner as more/our proxy/agent shall think fit.

Dated this .... 2021.

Signature of shareholder ....Signature of Proxy ....

Attested by:

Stamp: