

To All Shareholders of Abu Dhabi Islamic Bank (P.J.S.C.) Notice of Annual General Assembly Meeting

The Board of Directors of Abu Dhabi Islamic Bank P.J.S.C. ("ADIB") is pleased to invite all shareholders to attend the General Assembly Meeting of ADIB to be held on Monday 6th March 2023 at 4:30 p.m. via modern technology means for remote attendance, registration and electronic voting, the shareholders may also attend the Annual General Assembly meeting in person at ADIB Headquarters located in Sheikh Rashid Bin Saeed Street in Abu Dhabi (opposite Millennium Hotel known as Hilton Capital Grand Hotel previously) to discuss the following agenda items:

1. To discuss and approve the Board of Directors' Report of ADIB's activities and financial statements for the year which ended on 31st December 2022.
2. To discuss and approve the External Auditors' Report for the year that ended on 31st December 2022.
3. To discuss and approve the Internal Shari'ah Supervisory Committee's report on ADIB's activities for the year that ended on 31st December 2022.
4. To discuss and approve ADIB's balance sheet and profit & loss statement for the year that ended on 31st December 2022.
5. To discuss and approve the Board of Director's recommendation on cash dividends in the sum of AED 1,779,312,000 (UAE Dirham One billion seven hundred seventy nine million three hundred and twelve thousand only) which is equal to 48.9898% of the share's nominal value, or (48.9898) fils per share of the net profit for the year 2022.
6. To discuss and determine the Board of Directors' remuneration proposal for the financial year that ended on 31st December 2022.
7. To exonerate ADIB Board of Directors from liability for the financial year that ended on 31st December 2022.
8. To exonerate ADIB External Auditor from liability for the financial year that ended on 31st December 2022.
9. The appointment of External Auditors for the financial year 2023 and to determine their fees.
10. Special Resolution:

Authorize the Board of Directors to:

- Issue additional Tier 1 sukuk which are not convertible into shares in an aggregate face amount not exceeding USD 3 billion (or equivalent thereof in any other currency) 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 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.

Notes:

1. Each shareholder who has the right to attend the general assembly may delegate someone from other than the Board members or the staff of the company, or securities brokerage company, or its employees, to attend on his behalf as per a written delegation stating expressly that the agent has the right to attend the general assembly and vote on its decision. A delegated person for a number of shareholders shall not have more than (5%) of the Company's issued capital after gaining that delegation. Persons lacking legal capacity and are incompetent must be represented by their legal representatives. Provided that the requirements set forth in items 1 and 2 of Article (40) of Chairman of Authority's Board of Directors' Decision no. (3/R.M) of 2020 concerning the Approval of Joint Stock Companies Governance Guide shall be taken into account. Shareholders can view the disclosure published on the Bank's page on the ADX's website 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. Pursuant to clause (4) of Article (40) of the Governance Manual issued by Securities & Commodities Authority, and without prejudice to the provisions of Article (178) of the Companies Law, regarding regulating the appointment of shareholder representatives for general assemblies, each shareholder who has the right to attend the general assembly may delegate one of the lawyers mentioned below, at the expense of ADIB, to attend and vote on its decisions on behalf of the shareholders, if required by the shareholders:
a) Eisa Salem Lawyers: Email: eissa.salem@eslawyers.ae Mobile: 052226366
b) Ali Jassem Law Firm: Email: m.aboelmagd@alijassem.com or front.office@alijassem.com Mobile: 0558224822
4. Special Resolutions require the consent of shareholders representing three quarters of the shares represented at the meeting.
5. The shareholder signature on the power of attorney referred in clause No. (3) shall be the signature approved by any of the following entities:
A) Notary Public.
B) Commercial chamber of economic department in the state.
C) Bank or company licensed in the state, provided that the agent shall have account with any of them.
D) Any other entity licensed to perform attestation works.
6. 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 ADIB. The delegate shall have the powers as determined under the delegation resolution.
7. The owner of shares registered on Friday 3rd of March 2023, shall be deemed to be the holder of the right to vote at the General Assembly if the meeting is held on 06/03/2023, and the owner of the shares registered on Friday 10th of March 2023 shall be the holder of the right to vote at the General Assembly if the meeting is held on 13/03/2023.
8. The holder of the right to dividends is the owner of the shares registered on Thursday 16th of March 2023 if the General Assembly meeting is held on 6th March 2023, and the holder of the right to dividends is the owner of the shares registered on Thursday 23rd of March 2023 if the General Assembly meeting is held on 13th March 2023.
9. Shareholders may access and review ADIB's financial statements and the comprehensive report through the website of Abu Dhabi Securities Exchange (www.adx.ae) and through ADIB's website at (www.adib.com).
10. The General Assembly meeting will not be valid if not attended by shareholders that own or represent fifty percent (50%) of ADIB's capital, and if the quorum is not met at the first meeting, a second meeting shall take place on 13th March 2023 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 General Assembly meeting shall be deemed valid regardless of the number of attendees.
11. The Shareholders are requested to update their addresses and contact information with the Abu Dhabi Securities Exchange (ADX) to ensure appropriate receipt of the dividends.
12. Shareholders can view the Investors Rights guide by visiting the website of the Securities and Commodities Authority at <https://www.sca.gov.ae/ar/services/minority-investor-protection.aspx>

Electronic Attendance of Abu Dhabi Islamic Bank PJSC Annual General Assembly Meeting on 6th March 2023

Abu Dhabi Islamic Bank PJSC ("ADIB") hereby informs its shareholders, that the ADIB Annual General Meeting ("AGM") will be conducted electronically online through audio broadcasting and digital voting as detailed below:

Date: Monday, 6th March 2023 **Time:** 4:30 PM

• PROCESS:

- (1) The AGM registration will be open from Sunday 5th March 2023 at 4:30 p.m. to 3:30 p.m. on 6th March 2023.
- (2) ADIB shareholders must register electronically through the link (www.smartagm.ae) to be able to participate and vote in the AGM meeting either through smart phone, laptops or PCs. ADIB AGM Registration, Attendance and Voting Process are as follows:
 - Attendance Registration: Shareholders wishing to register their attendance shall do so electronically through www.smartagm.ae starting from Sunday 5th March 2023 at 4:30 p.m. until Monday 6th March 2023 at 3:30 p.m.
 - Shareholder's attendance of the Annual General Assembly: Shareholders will be able to attend the AGM through a live web broadcast (video & audio) that can be accessed electronically online through www.smartagm.ae starting from Monday 6th March 2023 at 4:30 p.m.
 - Shareholder Participation and Voting: After shareholder registration and verification, shareholders will receive a text message containing an electronic link with a username and password. Shareholders must click on the electronic link and enter the username and password. The electronic link will allow shareholders to: (1) participate in the Annual General Assembly meeting; (2) access the Annual General Assembly agenda items; (3) cast their votes on the agenda items
 - Questions Related to the AGM Agenda: Shareholders may submit questions online through the electronic link, and these questions will be addressed during the Annual General Assembly Meeting. The floor for shareholders questions will be open from Sunday 5th March 2023 at 4:30 p.m. and continue until the end of the AGM.
 - Registration of Assembly: The proceedings of the Annual General Assembly meeting will be registered and posted on ADIB's website (www.adib.com) to enable Shareholder's access to it.
 - Annual report: annual report will be available on ADIB website (www.adib.com)
 - Chairman message: ADIB Chairman message will be posted on the link www.smartagm.ae

Clarifying disclosure regarding the approval of agencies

According to Clauses 1 & 2 of Article 40 of the Corporate Governance Manual, we would like to inform the shareholders with the following:

1. Each shareholder who has the right to attend the general assembly may delegate someone from other than the Board members or the staff of the company, or securities brokerage company, or its employees, to attend on his behalf as per a written delegation stating expressly that the agent has the right to attend the general assembly and vote on its decision. A delegated person for a number of shareholders shall not have more than (5%) of the Company issued capital after gaining that delegation. Persons lacking legal capacity and are incompetent must be represented by their legal representatives.
2. The shareholder signature on the power of attorney referred in clause No. (1) shall be the signature approved by any of the following entities:
 - A. Notary Public.
 - B. Commercial chamber of economic department in the state.
 - C. Bank or company licensed in the state, provided that the agent shall have account with any of them.
 - D. Any other entity licensed to perform attestation works.