

**NOTICE OF EXTRA ORDINARY GENERAL MEETING**

NOTICE is hereby given that an Extra Ordinary General Meeting (EOGM) of the members of Dubai Islamic Bank Pakistan Limited ("Bank") will be held on Wednesday, September 18, 2024 at 10:00 AM (UAE Standard Time) 11:00 AM (Pakistan Standard Time) through MS Teams to transact the following business:

ORDINARY BUSINESS

1. To confirm the minutes of 19th Annual General Meeting of the Bank held on February 28, 2024.
2. To elect Eight (8) directors of the Bank as fixed by the Board of Directors, in accordance with the provision of Section 159(1) of the Companies Act, 2017 (the "Act") for a term of three (3) years commencing from October 31, 2024. The following are the names of retiring Directors of the Bank:

1. Mr. Mohamed Saeed Ahmed Abdulla Al Sharif
2. Mr. John Stephen Grota Macedo
3. Mr. Obaid Khalifa Mohammed Rashed Al Shamsi
4. Mr. Muhammad Saleem
5. Mr. Muhammad Raza Jessani
6. Ms. Shabnam Faqir Mohammad
7. Ms. Faaria Rehman Salahuddin
8. Mr. Shabbir Ahmed Shaikh

3. To transact any other business with the permission of the Chair.

By order of the Board

Karachi, August 27, 2024

Malik Muhammad Nasir Ayyaz
Company Secretary

A statement of material facts is required to be provided by each candidate under Section 166(3) of the Act along with justification for choosing the appointee for appointment as independent director as annexed to this Notice of EOGM.

Notes:

1. A member eligible to attend and vote at the meeting may appoint any person as proxy to attend and vote in the meeting.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing, or, if the appointer is a corporation either under seal or under the hand of an officer or attorney duly authorized. A proxy need not be a Member.

Registered Office:

رجسٹرڈ آفس:

Hassan Chambers, DC-7, Block-7, 4, بلاک 7، 4، حسن چیمبرز ڈی سی

Kehkashan Clifton, Karachi. کھکشان، کلٹن، کراچی، پاکستان

PABX: (+9221) 35360039 (+9221) 35360039 بی آئی ایکس:



3. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of that power or authority, shall be deposited at the Office not less than forty eight (48) hours before the time for holding the meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.
4. Central Depository Company of Pakistan (CDC) Accountholders will further have to follow the guidelines as laid down by Circular No.01 dated January 26, 2000 issued by the Securities & Exchange Commission of Pakistan.
5. Any person who seeks to contest an election to the office of director shall, whether he is a retiring director or otherwise, file with the Bank at its registered office, not later than fourteen days before the date of the meeting at which elections are to be held, a notice of his intention to offer himself for election as a director.
6. The following documents are required to be submitted along with notice of intention to contest election of directors.
 - (a) Notice of his/her intention to offer himself/herself for election as director in term of Section 159(3) of the Companies Act, 2017. The candidate should also confirm that:
 - He/She is not ineligible to become a director of the Bank under any applicable laws and regulations (including Companies Act, 2017 and SBP's Prudential Regulations).
 - Neither he/she nor his/her spouse is engaged in the business of brokerage or is a sponsor, director or officer of corporate brokerage house.
 - He is not serving as a director in more than seven listed companies simultaneously.
 - Consent to act as director in Form 9 of the Companies Regulations, 2024 under Section 167 of the Companies Act, 2017.
 - A detailed profile of the candidate including his/she office address (the same will be placed on Bank's website as per requirements of SECP's notification S.R.O. 1196(1)/2019 dated October 3, 2019).
 - Proforma – Fit & Proper Test, Affidavit on Non-Judicial Stamp Paper and duly completed Questionnaire for accessing Fit and Proper Test Guidelines under Corporate Governance Regulatory Framework ("CGRF") issued by the State Bank of Pakistan vide BPRD Circular No.21 dated November 22, 2021 shall be submitted.
 - A detailed profile / curriculum vitae of the candidate.
 - (b) Attested copy of CNIC/Passport, degrees/certificate etc. (Please note that the Bank reserves the right to obtain confirmation/verification of degrees/certificates/documents etc. in compliance of law/regulations).

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- (c) Details of family members (spouse, dependents, lineal ascendants and descendants and dependent brothers and sisters) and entities (i.e. proprietorship, firm, company or trust) in which the candidate or any of his/her family members is/are interested as director, proprietor, partner or as a shareholder holding 5% or more of paid-up-capital in that entity.
 - (d) Attested copy of Income Tax Clearance Certificate.
 - (e) As per articles of association of the Bank, a director is required to hold 100 qualification shares of the Bank in his/her own name.
7. In terms of the CGRF prior clearance in writing from SBP is required for appointment of directors. The Candidates are requested to read the same and other relevant provisions/requirements relating to the appointment/election of directors, as mentioned in the Companies Act, 2017 and the Listed Companies (Code of Corporate Governance) Regulations, 2019 and ensure compliance with the same in letter and spirit

STATEMENT OF MATERIAL FACTS UNDER SECTION 166(3) OF THE COMPANIES ACT, 2017:

This statement sets out the material facts pertaining to the justification for choosing the appointee for appointment as independent director to be elected at the Extra Ordinary General Meeting of Bank to be held on September 18, 2024. The Board of Directors of the Bank has fixed the number of directors to be elected as Eight (8) for the term of three years with effect from October 31, 2024. In terms of the provisions of clause G-6(1)(b) of the CGRF and the sub clause 6(1) of CCG-2019, the Bank shall have at least three (3) independent directors, which is one third of total number fixed by the board.

The independent directors will also be elected through the process of election of directors in terms of Sections 159 and 166(1) of the Act and they shall meet the criteria laid down under Section 166(2) of the Act and the Companies (Manner and Selection of Independent Directors) Regulations, 2018. It will be ensured that the name of independent director is available in the databank of independent directors being maintained by the Pakistan Institute of Corporate Governance ("PICG"). The present Directors of the Bank have no interest in the above business except their eligibility for re-election as director of the Bank.

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