



## Shareholders Invitation to Sharjah Islamic Bank AGM

The Board of Directors of Sharjah Islamic Bank is honored to invite the shareholders to the Annual General Meeting, scheduled for Sunday 23/02/2025 at 11:00 AM at the Sharjah Chamber of Commerce and Industry in Alkhan and remotely through Zoom application in order to discuss the following agenda:

- 1- To hear and approve the Board of Directors' report on the company's activities and financial position for the fiscal year ended in 31/12/2024.
- 2- To hear and approve the external auditor's report for the fiscal year ended in 31/12/2024.
- 3- To hear the Internal Sharia Supervisory Control report for the fiscal year ended in 31/12/2024.
- 4- To discuss and approve the company's balance sheet and profit & loss account for the fiscal year ending in 31/12/2024.
- 5- To renew the appointment of the Internal Sharia'a Supervisory Committee (Dr. Ibrahim Al Mansoori, Dr. Ali Al Junaidi) and to appoint trainees.
- 6- To consider the Board of Directors' recommendation of cash dividends distribution equivalent to 15% of the company's capital, amounting to AED 458,725,363.05 /- (Four Hundred Fifty-Eight Million Seven Hundred Twenty-Five Thousand Three Hundred Sixty Three Dirhams and Five Fils only) and determine the date of distribution.
- 7- To approve the proposal regarding the Board members compensation and its specification.
- 8- Discharge or non-discharge members of the board from liability and their dismissal and filing action of liability against them as the case may be for the Fiscal Year ended in 31/12/2024.
- 9- Discharge or non-discharge the External Auditors from liability and their dismissal and filing action of liability against them as the case may be for the Fiscal Year ended in 31/12/2024.
- 10- To appoint the External Auditor for the fiscal year 2025 and determine its fees.
- 11- Electing the members of the Board of Directors.
- 12- **Special Resolution:**

To approve the Directors' proposals with respect to non-convertible securities to be issued by Sharjah Islamic Bank P.J.S.C., as detailed below:

The shareholders authorise Sharjah Islamic Bank P.J.S.C to undertake the following actions (the "Actions"):

- a. undertake an update of the SIB Sukuk Company III Limited U.S.\$3,000,000,000 trust certificate issuance programme (the "Sukuk Programme") and delegate the issuance of sukuk under the Programme to the Board of Directors;
- b. issue shari'a-compliant instruments on a standalone basis for regulatory capital purposes up to an amount of U.S.\$500,000,000 for the purpose of strengthening the Bank's capital adequacy ratio (the capital instruments shall include the terms and conditions required by the Central Bank of the UAE, including, as applicable, in relation to additional tier 1 capital instruments) 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"; with the terms of any issuance delegated to the Board of Directors ("Capital Funding"), provided that the issuance is 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. In addition, the Board of Directors will be delegated to establish one special purpose vehicle incorporated in a suitable jurisdiction anywhere in the world, with the specific purpose of acting as the issuer of an additional Tier 1 capital sukuk and prepare and enter into such finance agreements and related documents as may be necessary as the issuer of an additional Tier 1 capital sukuk and prepare and enter into such finance agreements and related documents as may be necessary.



**Remarks:**

- 1- Any shareholder that has the right to attend the general meeting may delegate any person elected by such shareholder, other than a director of the board, employees of the company or Brokerage Company or its employees, under a special written proxy. A proxy of a number of shareholders may not hold in this capacity over (5%) five percent of the share capital of the company. Minor and/or incapacitated shareholders will be represented by their legal representative. The requirements under clauses No.1 and 2 of Article (40) of securities and commodities Chairman Decision No.(3/Chairman) of 2020 on the approval of public joint stock companies governance guide (on adopting proxies shall be met). You can view the disclosure of the company on the financial market website regarding the requirement to approve the proxies.
- 2- 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 managers to represent the corporate person in general meeting. The delegated person shall have the authority as determined by the authority resolution.
- 3- To register attendance and vote remotely on decisions, please use the link <https://agm-sys.net/sib>. Registering attendance and vote on the agenda for the remote meeting will be available 24 hours before the convening of the general assembly, and voting for each item will be closed immediately after discussion. We also note the need to register the shareholder's data on the general assembly system early to document and approve his/her information and send the password to enter the system. In case of proxy, please send a copy of the proxies two business days before the meeting to allow us to arrange for Zoom and use of attendance and voting mechanisms easily.
- 4- The signature of the shareholder mentioned in the agency referred to in item (3) must be the signature approved by/ held with one of the following authorities: (1) Notary Public (2) A chamber of commerce or economic departments in the country (3) A bank or company licensed in the country, provided that the principal shall have an account with either of them (4) any other entity authorized to carry out notarial work.
- 5- The owner of shares in the registry of 21/02/2025 will have the right to vote at the general meeting
- 6- The owner of shares in the registry of 05/03/2025 will have the right to the share dividends.
- 7- Shareholders can view the financial information, governance report and sustainability report of the company at company website [www.sib.ae](http://www.sib.ae) and Abu Dhabi Securities Exchange website [www.adx.ae](http://www.adx.ae).
- 8- The General Assembly meeting shall not be validly held unless attended by shareholders or in person or via proxy representing not less than (50%) fifty percent of the share capital of the company. In the event that such quorum is not present at the first general meeting, a second meeting will take on 09/03/2025 at the same venue and time as well as online. The second meeting must be convened no earlier than five (5) days and no later than fifteen (15) days from the scheduled date of the first meeting. The postponed meeting shall be valid irrespective of the shareholder attendance percentage.
- 9- Special Decision: It is the decision issued by a majority vote of shareholders who own at least three-quarters of the shares represented at the general assembly meeting of the joint-stock Company.
- 10- You can view the guide on Investors Rights in securities available at SCA <https://www.sca.gov.ae/en/regulations/minority-investor-protection.aspx>
- 11- You may download our Investor Relations App, follow the bank's share and you may check the financial reports and press releases and all that matters to the investor [SIB Investor Relations](#).

Board of Directors