

Notice of Annual General Assembly Meeting

The Board of Directors of Dubai Investments PJSC (**'the Company'**) is pleased to invite the shareholders to the **Twenty Fourth** Annual General Meeting remotely / electronically, on **Wednesday, 3rd June 2020 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 2019.
2. To review and approve the Auditors' Report for the year ended 31st December 2019.
3. To consider and approve the Consolidated Financial Statements of the Company for the year ended 31st December 2019.
4. To consider the recommendation of the Board of Directors concerning cash dividend distribution of 10% (10 fils per share) aggregating to an amount of AED 425,201,958 for the year ended 31st December 2019.
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 2019.
7. To absolve the Auditors from liability for the year ended 31st December 2019.
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 2020 and to determine their remuneration.
10. To elect the Board of Directors of the Company for a term of three years.

Special Resolution:

11. Article (60) Distribution of Annual Profits: to delete items "b and c" which relate to the distribution of Annual Profits in the Articles of Association of the Company and replace them with the following item (b) mentioned in the template of the Securities and Commodities Authority's Articles of Association for Public Shareholding Companies, noting that this amendment is subject to the approval of the competent authorities:
 "b. The General Assembly determines the percentage that shall be distributed to the shareholders from the net profits after deducting the statutory reserve, provided that if the net profits in one year do not allow the distribution of profits, it is not permissible to claim them from the profits of subsequent years".

Notes:

1. Shareholders can vote for the resolution through an electronic link to <https://esrv.dfm.ae> with the Registrar.
2. The General Assembly Meetings shall be held at Dubai Investments PJSC House, Park Hall, Dubai Investments Park, Jebel Ali, Dubai 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, and the attendance of the shareholders will be through electronic participation and without personal attendance.
3. 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.
4. 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.
5. The registered owner of shares as on Tuesday, 2nd June 2020 would only be entitled to vote in the General Assembly and register on the electronic system.
6. Only the registered owner of shares as on Sunday, 14th June 2020 would be entitled for the cash dividend distribution.
7. 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.
8. The convening of the General Assembly Meeting is not valid unless it is registered electronically for 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 Wednesday, 10th June 2020 at the same time. .
9. Special Resolution is a decision made by the majority of votes of shareholders who own at least three quarters of the shares represented at the Annual General Assembly Meeting of the Company.
10. 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>
11. 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.
12. The electronic voting will be opened via the electronic services of Dubai Financial Market from 3:00 pm on Tuesday, 2nd June 2020 until 1:30 pm on the day of the General Assembly corresponding to Wednesday, 3rd June 2020. Please register / login through the smart services application or <https://esrv.dfm.ae>. For any further queries relating to the e-voting, please contact: Dubai Financial Market Customer Service on + 971 4 3055555.
13. 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.....
 of

whose signature (placed before me) appears below, to be my / our proxy to vote on my / our behalf upon any matter proposed at the Twenty Fourth Annual General Assembly Meeting of Dubai Investments PJSC to be held on 3rd June 2020 or at any adjournment therefore, in such manner as such proxy shall think fit.

Dated this 2020.

Signature of shareholderSignature of Proxy



Announcement to Open Board of Directors Election Nominations

The Board of Directors of Dubai Investments PJSC is pleased to announce to its shareholders that nominations for election to the Board of Directors will be open during the period from **Sunday, 17th May 2020 to Wednesday, 27th May 2020**. The individual/shareholder should satisfy the conditions of nomination for membership to the Board of Directors who may nominate him/herself for membership to the Board subject to an application submitted electronically to the Company's management on the following email: shareservices@dubaiinvestments.com, and enclose with the application the resume of the applicant and the membership status he/she wishes to be nominated on the basis thereof (Executive Member / Non-Executive / Independent).

General Conditions:

1. The number of members to be elected to the Board of Directors is 7 members.
2. Nominations for Board membership shall remain open for a period of (10) days from the date of the announcement, in accordance with the requirements of Article (9) of the Chairman of Authority's Board of Directors' Decision no. (3 / Chairman) of 2020 concerning Joint Stock Companies Governance Guide and as amended from time to time.
3. Whoever nominates him/herself for membership to the Board shall satisfy the conditions set forth in the Federal Law No. (2) of 2015 regarding Commercial Companies and the Chairman of Authority's Board of Directors' Decision no. (3 / Chairman) of 2020 concerning Joint Stock Companies Governance Guide, as well as the Articles of Association of the Company and as amended from time to time.
4. The nomination application shall contain the documents referred to in Article (10) of the Chairman of Authority's Board of Directors' Decision no. (3 / Chairman) of 2020 concerning Joint Stock Companies Governance Guide and as amended from time to time.
5. The candidate may not, after closing the nomination, relinquish his nomination to another person.
6. The Company will publish the names of the nominees and data on the bulletin board in the main headquarters of the Company and on the Company's website, www.dubaiinvestments.com on Thursday, 28th May 2020.
7. The application for Board nomination and attachments thereto will be available on the Company's website above mentioned.
8. The Securities and Commodities Authority (SCA) and the Market will be provided with a list of the nominees once the nomination period has ended.
9. The electronic voting will be opened via the electronic services of Dubai Financial Market from 3:00 pm on Tuesday, 2nd June 2020 until 1:30 pm on the day of the General Assembly corresponding to Wednesday, 3rd June 2020. Please register / login through the smart services application or <https://esrv.dfm.ae>. For any further queries relating to the e-voting, please contact: Dubai Financial Market Customer Service on + 971 4 3055555.

**Before amendment : Dubai Investments
PJSC - Article of Association**

**Article (60)
Distribution of Annual Profits**

The net annual profits of the Company shall, after deduction of all general expenses and other costs, be distributed as follows:

- a. 10% shall be allotted to constitute statutory reserve account, and such deduction shall be ceased when the total reserve reaches an amount equivalent to 50% of the paid up capital of the Company. If this reserve becomes less than that, the deduction shall resume.
- b. Another ten percent (10%) shall be deducted and shall be allocated for general reserve. Such deduction shall be suspended by a resolution from the general assembly upon a proposal by the Board of Directors, or if the said general reserve reaches 50% of the paid-in capital. This reserve shall be used in the purposes determined by the shareholders at the general meeting based on the Board of Directors' proposal. The General Assembly may resolve not to deduct such penalties or part of it if it finds that such penalties are not due to any omission or error by the Board of Directors.
- c. An amount equal to 5% of the paid up capital shall be deducted and distributed to the shareholders as advance share of the profits provided that if the net profit is insufficient, in any particular year, for this distribution, such profits shall not be claimed from subsequent years.

**قبل التعديل : دبي للاستثمار ش.م.ع - النظام
الاساسي**

**المادة (60)
توزيع الأرباح السنوية**

توزع الأرباح السنوية الصافية للشركة بعد خصم جميع المصروفات العمومية والتكاليف الأخرى وفقا لما يلي:-

- أ. تقطع (10%) عشرة بالمائة من صافي الأرباح تخصص لحساب الاحتياطي القانوني ويوقف هذا الاقتطاع متى بلغ مجموع الاحتياطي قدرا يوازي (50%) خمسين بالمائة على الأقل من رأس مال الشركة المدفوع وإذا نقص الاحتياطي عن ذلك تعين العودة إلى الاقتطاع .
- ب. تقطع عشرة بالمائة (10%) أخرى تخصص لحساب الاحتياطي النظامي ويوقف هذا الاقتطاع بقرار من الجمعية العمومية بناء على اقتراح مجلس الإدارة أو إذا بلغ هذا الاحتياطي النظامي خمسين بالمائة (50%) من رأسمال الشركة المدفوع. ويستخدم هذا الاحتياطي النظامي في الأغراض التي تقرها الجمعية العمومية بناء على اقتراح مجلس الإدارة.
- ج. يقطع مبلغ يعادل خمسة بالمائة (5%) من المبلغ المدفوع من قيمة الأسهم لتوزيعه على المساهمين كحصة أولى من الأرباح على أنه إذا لم تسمح الأرباح الصافية في سنة من السنين بتوزيع هذه الحصة فلا يجوز المطالبة بها من أرباح السنين التالية.

d. Ten percent (10%) maximum of net profit for the ended fiscal year shall be allocated after deduction of all depreciation and reserves as remuneration for the Board of Directors. The Board of Directors shall recommend the remuneration which shall be submitted for approval to the general assembly meeting. The fines imposed on the Company by SCA or the competent authority due to violations of the Board of Directors of the Companies Law or these Articles during the year shall be deducted from this remuneration. The General Assembly may resolve not to deduct such penalties or part of it if it finds that such penalties are not due to any omission or error by the Board of Directors.

e. The remaining amount of the net profit shall be distributed to the shareholders or be carried forward to the next year according to the board's proposal or be allotted to form extra voluntary reserve to be used for specific purposes and shall not be used for any other purposes other than by a resolution of the shareholders at a General Meeting.

د. تخصص نسبة لا تزيد على (10%) من الربح الصافي للسنة المالية المنتهية بعد خصم كل من الاستهلاكات والاحتياطيات كمكافأة لأعضاء مجلس الإدارة ويقترح المجلس المكافأة وتعرض على الجمعية العمومية للنظر فيها، وتخصم من تلك المكافأة الغرامات التي تكون قد وقعت على الشركة من الهيئة أو السلطة المختصة بسبب مخالفات مجلس الإدارة لقانون الشركات أو للنظام الأساسي للشركة خلال السنة المالية المنتهية، وللجمعية العمومية عدم خصم تلك الغرامات أو بعضها إذا تبين لها أن تلك الغرامات ليست ناتجة عن تقصير أو خطأ من مجلس الإدارة.

هـ. يوزع الباقي من صافي الأرباح بعد ذلك على المساهمين أو يرسل بناءً على اقتراح مجلس الإدارة إلى السنة المقبلة أو يخصص لإنشاء احتياطي اختياري يخصص لأغراض محددة ولا يجوز استخدامه لأية أغراض أخرى إلا بموجب قرار صادر عن المساهمين في جمعية عمومية للشركة.

**After amendment: Dubai Investments
PJSC - Article of Association**

بعد التعديل: دبي للاستثمار ش.م.ع - النظام الاساسي

**Article (60)
Distribution of Annual Profits**

**المادة (60)
توزيع الأرباح السنوية**

The net annual profits of the Company shall, after deduction of all general expenses and other costs, be distributed as follows:

توزع الأرباح السنوية الصافية للشركة بعد خصم جميع المصروفات العمومية والتكاليف الأخرى وفقا لما يلي:-

- 10% shall be allotted to constitute statutory reserve account, and such deduction shall be ceased when the total reserve reaches an amount equivalent to 50% of the paid up capital of the Company. If this reserve becomes less than that, the deduction shall resume.
- The general assembly determines the percentage that shall be distributed to the shareholders from the net profits after deducting the statutory reserve, provided that if the net profits in one year do not allow the distribution of profits, it is not permissible to claim them from the profits of subsequent years.
- Ten percent (10%) maximum of net profit for the ended fiscal year shall be allocated after deduction of all depreciation and reserves as remuneration for the Board of Directors. The Board of Directors shall recommend the remuneration which shall be submitted for approval to the general assembly

أ. تقتطع (10%) عشرة بالمائة من صافي الأرباح تخصص لحساب الاحتياطي القانوني ويوقف هذا الاقتطاع متى بلغ مجموع الاحتياطي قدرا يوازي (50%) خمسين بالمائة على الأقل من رأس مال الشركة المدفوع وإذا نقص الاحتياطي عن ذلك تعين العودة إلى الاقتطاع .

ب. تحدد الجمعية العمومية النسبة التي يجب توزيعها على المساهمين من الأرباح الصافية بعد خصم الاحتياطي القانوني، على أنه إذا لم تسمح الأرباح الصافية في سنة من السنين بتوزيع أرباح فلا يجوز المطالبة بها من أرباح السنين اللاحقة.

ج. تخصص نسبة لا تزيد على (10%) من الربح الصافي للسنة المالية المنتهية بعد خصم كل من الاستهلاكات والاحتياطيات كمكافأة لأعضاء مجلس الإدارة ويقترح المجلس المكافأة وتعرض على الجمعية العمومية للنظر فيها، وتخصم من تلك المكافأة الغرامات التي تكون قد وقعت على الشركة من الهيئة أو السلطة المختصة بسبب مخالفات مجلس الإدارة لقانون الشركات أو للنظام الأساسي

meeting. The fines imposed on the Company by SCA or the competent authority due to violations of the Board of Directors of the Companies Law or these Articles during the year shall be deducted from this remuneration. The General Assembly may resolve not to deduct such penalties or part of it if it finds that such penalties are not due to any omission or error by the Board of Directors.

للشركة خلال السنة المالية المنتهية، وللجمعية العمومية عدم خصم تلك الغرامات أو بعضها إذا تبين لها أن تلك الغرامات ليست ناتجة عن تقصير أو خطأ من مجلس الإدارة.

- d. The remaining amount of the net profit shall be distributed to the shareholders or be carried forward to the next year according to the board's proposal or be allotted to form extra voluntary reserve to be used for specific purposes and shall not be used for any other purposes other than by a resolution of the shareholders at a General Meeting.

د. يوزع الباقي من صافي الأرباح بعد ذلك على المساهمين أو يرسل بناءً على اقتراح مجلس الإدارة إلى السنة المقبلة أو يخصص لإنشاء احتياطي اختياري يخصص لأغراض محددة ولا يجوز استخدامه لأية أغراض أخرى إلا بموجب قرار صادر عن الجمعية العمومية للشركة.