

European Islamic Investment Bank plc

بنك الإستثمار الإسلامي الأوروبي بي إل سي

Notice of Annual General Meeting 2010

NOTICE IS HEREBY GIVEN THAT the 2010 Annual General Meeting of European Islamic Investment Bank plc (the “**Company**”) will be held at 4th Floor, 131 Finsbury Pavement, London EC2A 1NT, United Kingdom on **Friday 7 May 2010** at **10.00 a.m.** to transact the following business:

To consider and, if thought fit, pass the following resolutions numbered 1 to 6 as ordinary resolutions:

Report and Accounts

RESOLUTION 1

That the Company’s accounts and the reports of the Directors, Auditors and Sharia’a Supervisory Board for the year ended 31 December 2009 be received.

Auditors

RESOLUTION 2

That KPMG LLP be re-appointed as auditors of the Company to hold office until the conclusion of the next General Meeting of the Company at which accounts are laid before the Members.

Auditors’ Remuneration

RESOLUTION 3

That the Directors be authorised to determine the remuneration of the auditors.

Re-election of Directors

RESOLUTION 4

That George Morton, retiring as a director in accordance with the articles of association of the Company and, being eligible and offering himself for re-election, be re-elected as a director of the Company.

RESOLUTION 5

That Salman Abbasi, retiring as a director in accordance with the articles of association of the Company and, being eligible and offering himself for re-election, be re-elected as a director of the Company.

Authority to allot shares

RESOLUTION 6

That the Directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the “**Act**”) to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £5,885,527 (such shares representing approximately 33% of the Company’s issued ordinary capital as at the date of the notice of the annual general meeting of the Company convened for 10.00am on 7 May 2010), provided that this authority shall expire on 6 May 2015 or, if earlier, the conclusion of the next annual general meeting of the Company but so that the Company may, before the expiry of such period, make an offer or agreement which would or might require equity securities to be allotted after the expiry of such period and the Directors may allot equity securities pursuant to such an offer or agreement as if the authority had not expired.

To consider and, if thought fit, pass the following resolutions numbered 7 to 9 as special resolutions:

Disapplication of statutory pre-emption rights

RESOLUTION 7

That subject to resolution 6 set out in the notice of the annual general meeting of the Company convened for 10.00am on 7 May 2010 being passed, the Directors be empowered, pursuant to section 570 of the Act, to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred by resolution 6 as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities (i) in connection with an offer of such securities by way of rights issue and (ii) otherwise than pursuant to sub-paragraph (i) up to an aggregate nominal amount of £1,765,658 (such shares representing approximately 10% of the Company's issued ordinary capital as at the date of the notice of the annual general meeting of the Company convened for 10.00am on 7 May 2010); and shall expire on 6 May 2015 or, if earlier, the conclusion of the next annual general meeting of the Company, save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement as if the power had not expired.

In this resolution, "**rights issue**" means an offer of equity securities to holders of ordinary shares in the capital of the Company on the register on a record date fixed by the Directors in proportion as nearly as may be to the respective numbers of ordinary shares held by them, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with any treasury shares, fractional entitlements or legal or practical issues under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory or any other matter.

This power applies in relation to a sale of treasury shares as if all references in the resolution to an allotment included any such sale and in the first paragraph of the resolution the words "pursuant to the authority conferred by resolution 6" were omitted in relation to such sale.

Share buy-backs

RESOLUTION 8

To generally and unconditionally authorise the Company to make one or more market purchases (within the meaning of section 693(4) of the Act) of the Company's ordinary shares of 1p each ("**Ordinary Shares**") on such terms as the Directors think fit, and where such shares are held as treasury shares, the Company may use them for the purposes set out in section 727 of the Act, including for the purpose of any employee share scheme, provided that (i) the maximum number of Ordinary Shares purchased is limited to an aggregate of 88,282,927 (such shares representing approximately 5% of the Company's issued ordinary capital as at the date of the notice of the annual general meeting of the Company convened for 10.00am on 7 May 2010); (ii) the minimum price, exclusive of any expenses, paid for each Ordinary Share is 1p; (iii) the maximum price, exclusive of any expenses, paid for each Ordinary Share is an amount equal to the higher of (A) 105% of the average middle market quotations for an Ordinary Share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the date on which such share is contracted to be purchased and (B) the amount stipulated by Article 5(1) of the Buy-back and Stabilisation Regulation 2003; (iv) this authority shall expire on the conclusion of the Company's next Annual General Meeting, unless such authority is revoked or renewed on or prior to such date; and (v) the Company may make a contract to purchase Ordinary Shares under this authority before the expiry of the authority which will or may be executed wholly or partly after the expiry of the authority, and may make a purchase of Ordinary Shares in pursuance of any such contract.

Articles of Association

RESOLUTION 9

That the Articles of Association of the Company be altered as follows:

The following new Article [85A] be inserted:

“The Company may change its name by resolution of the board. If such a power is exercised by the board, notice of such change shall be given to the members.”

Date: 6 April 2010

BY ORDER OF THE BOARD

Registered Office:
131 Finsbury Pavement
London EC2A 1NT
United Kingdom



M. A. Mohaimin Chowdhury
Company Secretary

Please note that under section 324 of the Companies Act 2006, a Member is entitled to appoint a proxy or proxies to attend, speak and vote on his behalf at the annual general meeting. A proxy form is enclosed with this Notice. To be valid a proxy appointment must reach the office of the Company's Registrars, Capita Registrars, PXS, 34 Beckenham Road, Beckenham, BR3 4TU, not less than 48 hours before the time fixed for the meeting or any adjournment thereof. Details of the procedure for appointing a proxy or proxies are contained on the proxy form.

Please also note that the Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those Members on the register of members of the Company as at 6.00pm on 5 May 2010 (or, if the meeting is adjourned, Members on the register of members not later than 48 hours before the time fixed for the adjourned meeting) are entitled to attend and vote at the meeting in respect of the shares registered in their names at that time. Subsequent changes to the register shall be disregarded in determining the rights of any person to attend and vote at the meeting.

Explanatory Notes

Report and Accounts (Resolution 1)

The Directors of the Company must present to the meeting the Company's accounts and the reports of the Directors, Auditors and Sharia'a Supervisory Board. These are contained in the 2009 Annual Report.

Auditors (Resolution 2)

The Company is required to appoint auditors at each AGM at which accounts are laid before the Company to hold office until the next such meeting. This resolution proposes the re-appointment of KPMG LLP as auditors of the Company.

Auditors' Remuneration (Resolution 3)

This resolution authorises the Directors to determine the remuneration of the auditors in accordance with standard practice.

Re-election of Directors (Resolutions 4 and 5)

The Company's articles of association require one third of the non-executive Directors who are subject to retirement by rotation to retire and offer themselves for re-election at each AGM. Accordingly:

George Morton is standing for re-election as a director;

Salman Abbasi is standing for re-election as a director; and

Authority to allot shares (Resolution 6)

Under section 551 of the Act the Directors may allot unissued shares only if authorised to do so. This resolution will give the Directors authority to issue ordinary shares in the capital of the Company up to a nominal value of £5,885,527 which is equal to approximately 33% of the Company's issued ordinary capital as at the date of the notice of the annual general meeting of the Company convened for 10.00am on 7 May 2010. The authority will replace the authority given to the Directors at the annual general meeting in 2009 and will expire on 6 May 2015 or, if earlier, the conclusion of the next annual general meeting of the Company.

Disapplication of statutory pre-emption rights (Resolution 7)

If ordinary shares in the capital of the Company are to be allotted for cash, section 570 of the Act requires that, except to the extent disappplied by Members, those shares should be offered first to existing Members in proportion to their shareholdings in the Company. However, it may sometimes be in the interests of the Company for shares to be issued other than pro rata to Members. In order to give the Company this flexibility, this resolution authorises the Directors to allot shares for cash other than to Members. The authorisation is limited to shares in the capital of the Company with a nominal value of up to £1,765,658 (representing approximately 10% of the Company's issued ordinary capital as at the date of the notice of the annual general meeting of the Company convened for 10.00am on 7 May 2010) or a rights issue. This means that the proportional interests of existing Members could not, without their agreement, be reduced by more than 10% by the issue of new ordinary shares. The authority will replace the authority given to the Directors at the annual general meeting in 2009 and will expire on 6 May 2015 or, if earlier, the conclusion of the next annual general meeting of the Company.

The authority sought and limits set by this resolution will also apply to any sale or transfer of treasury shares. Your Directors consider it prudent to have the flexibility to buy back shares into treasury and subsequently sell or transfer them, if appropriate.

Share buy-backs (Resolution 8)

In certain circumstances, it may be advantageous for the Company to purchase its own shares and this resolution seeks renewal of the authority given by Members previously allowing the Company to buy its own shares. The Directors will exercise this power only when, in light of the market conditions prevailing at the time, they believe that the effect of such purchases will be to increase earnings per share and is in the best interests of Members generally. The Directors will take into account other investment opportunities, the Company's cash resources and the overall financial situation of the Company before deciding upon this course of action. Any shares purchased in this way may be cancelled and the number of shares in issue would be reduced accordingly, or they may be held as treasury shares, which may then be cancelled, sold for cash or used to meet the Company's obligations under its share schemes. The maximum number of shares that may be acquired under this authority is 88,282,927, being approximately 5% of the Company's issued ordinary share capital as at the date of the notice. The authority will expire at the conclusion of the next AGM of the Company.

Articles of Association (Resolution 9)

Under the Companies Act 1985 a company could only change its name by special resolution. The Companies Act 2006 permits the articles to specify another method of changing the company's name, such as by board resolution. To take advantage of this provision, this resolution seeks approval for the amendment of the Company's Articles of Association by adoption of a new Article [85A] enabling the Directors to pass a resolution to change the Company's name.

A copy of the new Articles of Association of the Company and a copy of the current Articles of Association of the Company marked to show the change being proposed by this resolution are available for inspection at the annual general meeting of the Company convened for 10.00am on 7 May 2010.