Notice of Annual General Meeting

Bank AL Habib Limited

Notice is hereby given that the Twenty-eighth Annual General Meeting of Bank AL Habib Limited will be held at the Registered Office of the Bank located at 128-C, Old Bahadur Shah Road, Mulm, on Wednesday, March 27, 2019 at 10:30 a.m. to transact the following business:

1. To consider and approve the Annual Accounts and Consolidated Accounts of the Bank for the year ended December 31, 2018 and the reports of the Chairmen, Directors and Auditors.
2. To consider the Director(s) of the Bank to participate in the meeting by means of video-link facility at Karachi.
3. To consider the amendment to the articles of association of the Bank Pursuant to Section 159(1) of the Companies Act, 2017 has been fixed at 10 (ten) by the Board of Directors including one female Director as recommended by the Board of Directors.
4. A member entitled to attend and vote at this meeting is entitled to appoint a proxy to attend, speak and vote on his/her behalf. A proxy shall be appointed in the manner prescribed by the articles of association of the Bank.
5. To carry out the will of the Members by granting a mandate to our Share Registrar to make tax deduction on the amount of cash dividend paid by the Companies in Pakistan by the rate prescribed by FBR or as may be prescribed by SECP.
6. To consider the payment of cash dividend through Electronic Mode

7. To consider and approve the conversion terms of Term Finance Certificates of the Bank, issued in 2018 in the amount of Rs. 4,000,000,000/- into Ordinary Shares of the Bank upon occurrence of a conversion event as may be required by the State Bank of Pakistan.

Statement under Section 134(2) of the Companies Act 2017 in respect of special business contained in items Nos. 6 & 7, are annexed.

By Order of the Board

Muhammad Taj Lakhani

Chairman

Notes:

1. A member desiring to contest the election of Directors shall file the following with Company Secretary of the Bank at its Registered Office located at 128-C, Old Bahadur Shah Road, Mulm, not later than 14 days before the date of the above-mentioned meeting.
2. A person is not eligible to become a Director of the Bank if he/she is ineligible to hold the office of Director of any other Company.
3. A Director shall be removed from office at the Annual General Meeting if the resolution(s) put before the meeting for that purpose is passed.
4. A proxy shall also produce his/her original CNIC or Passport at the time of the meeting.
5. These tax rates are as follows:
   (a) For non-filers of income tax returns 15%
   (b) For non-filers of income tax returns 20%
Provided that this limit shall not include the directorships in the listed subsidiaries of a listed holding company.
6. To consider the conversion terms of Term Finance Certificates of the Bank, issued in 2018 in the amount of Rs. 4,000,000,000/- into Ordinary Shares of the Bank upon occurrence of a conversion event as may be required by the State Bank of Pakistan.
7. Members are requested to promptly communicate any changes in their addresses to our above-mentioned Share Registrar.
8. Payment of Cash Dividend through Electronic Mode

Notes:

1. To contest the payment of cash dividend through Electronic Mode
2. To consider and approve the conversion terms of Term Finance Certificates of the Bank, issued in 2018 in the amount of Rs. 4,000,000,000/- into Ordinary Shares of the Bank upon occurrence of a conversion event as may be required by the State Bank of Pakistan.
9. To consider the conversion terms of Term Finance Certificates of the Bank, issued in 2018 in the amount of Rs. 4,000,000,000/- into Ordinary Shares of the Bank upon occurrence of a conversion event as may be required by the State Bank of Pakistan.

By Order of the Board

Muhammad Taj Lakhani

Chairman