



March 12, 2015

The General Manager
Karachi Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi
Fax No. 111-573-329

The Secretary
Islamabad Stock Exchange Ltd
55-B, ISE Towers, Jinnah Avenue
Islamabad
Fax No. 051-111473329

The Secretary
Lahore Stock Exchange Limited
Lahore Stock Exchange Building,
19, Khayaban-e-Aiwan-e-Iqbal,
P.O. Box: 1315,
Lahore
Fax No. 042-3636 8485

The Director,
Enforcement Division
Securities & Exchange Commission of Pakistan
NIC Building, Jinnah Avenue,
Islamabad
Fax No. 051-9218592, 9204915

Re: **Disclosure of Material Information**

Dear Sir,

In accordance with Section 15D of the Securities & Exchange Ordinance, 1969 and the Listing Regulations No. 35 of Code of Corporate Governance, we hereby convey the following information:

Habib Bank Limited ("HBL") has entered into an agreement with Barclays Bank PLC ("Barclays") in relation to HBL's proposed acquisition of Barclays' Pakistan business and operations ("Barclays Pakistan Business") by way of an amalgamation pursuant to Section 48 of the Banking Companies Ordinance, 1962 (the "Amalgamation").

The Amalgamation is subject to regulatory (including from the State Bank of Pakistan and the Competition Commission of Pakistan) and other approvals (including approval of the shareholders of HBL in a general meeting).

Upon the completion of the proposed transaction the Barclays Pakistan Business will be amalgamated within and into HBL, whilst ensuring that the transition of the business is smooth and seamless so as to provide continuous and uninterrupted services to customers.

You may please inform the members of the Exchange accordingly.

Yours truly,

Ms. Nausheen Ahmed
Company Secretary
Habib Bank Limited

Note: A disclosure form as required under S.R.O. 143/(1)/2012 dated December 5, 2012 read with Section 15D of the Securities and Exchange Ordinance, 1969 is also enclosed as **Annexure A**.

Annexure A
DISCLOSURE FORM
IN TERMS OF SECTION 15D OF THE
SECURITIES AND EXCHANGE ORDINANCE, 1969

Karachi, March [.] , 2015

Name of Company: Habib Bank Limited

Date of Report: March 12, 2015

Address of Registered Office: Habib Bank Plaza, I.I. Chundrigar Road, Karachi

Contact Information Ms. Nausheen Ahmed
 Company Secretary, HBL

[*] Disclosure of inside information by listed company in terms of section 15D(1).

Habib Bank Limited (“HBL”) has entered into an agreement with Barclays Bank PLC (“Barclays”) in relation to HBL’s proposed acquisition of Barclays’ Pakistan business and operations (“Barclays Pakistan Business”) by way of an amalgamation pursuant to Section 48 of the Banking Companies Ordinance, 1962 (the “Amalgamation”).

The Amalgamation is subject to regulatory (including from the State Bank of Pakistan and the Competition Commission of Pakistan) and other approvals (including approval of the shareholders of HBL in a general meeting).

Barclays Pakistan Business comprises of seven branches in three cities across Pakistan, whereas HBL which is the largest bank in Pakistan serves a customer base of over 7.5 million with the largest branch network of nearly 1600 branches globally. Upon the completion of the proposed transaction the Barclays Pakistan Business will be amalgamated within and into HBL, whilst ensuring that the transition of the business is smooth and seamless so as to provide continuous and uninterrupted services to customers.

[] Intimation of decision of the listed company to delay disclosure of inside information in terms of section 15(D)(2).

Not applicable

[] Disclosure of inside information by listed company where the listed company or person acting on its behalf discloses inside information to third party in terms of section 15(D)(3).

Not applicable

[] Disclosure of transactions conducted by Persons discharging managerial responsibilities within a listed company or persons closely associated with them in terms of section 15D(5).

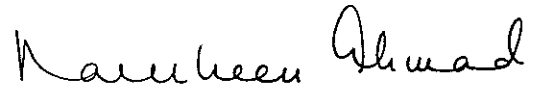
Not applicable

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SIGNATURES

In case of company pursuant to the requirements of the Securities Exchange Ordinance of 1969 (XVII of 1969), the company has duly caused this form / statement to be signed on its behalf by the undersigned hereunto duly authorized.

DATED: March 12, 2015



Ms. Nausheen Ahmed
Company Secretary
Habib Bank Limited