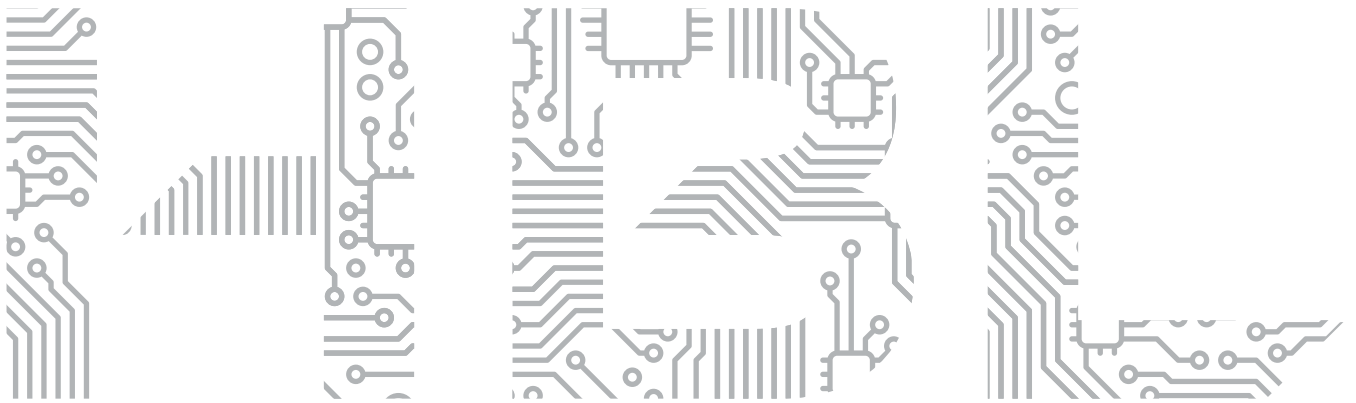


HBL



DIGITALLY YOURS

Notice of Annual General Meeting

Notice is hereby given that the 78th Annual General Meeting of Habib Bank Limited will be held on Monday, March 30, 2020 at 10:00 a.m. at Serena Hotel, Islamabad, to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Accounts (consolidated and unconsolidated) of the Bank for the year ended December 31, 2019, together with the Reports of the Directors and Auditors thereon.
2. To appoint Auditors for a term ending at the conclusion of the next Annual General Meeting at a fee of Rs. 27.901 million. In addition, any Federal or Provincial taxes and reimbursements of out of pocket expenses will be paid at actuals. The retiring Auditors, A.F. Ferguson & Co., Chartered Accountants, being eligible, have offered themselves for reappointment.
3. To approve payment of a Final Cash Dividend of Rs.1.25 per share, i.e. 12.5% for the year ended December 31, 2019, as recommended by the Board of Directors to Shareholders as at close of business on March 20, 2020, which is in addition to the 37.5% Interim Cash Dividend (i.e. Rs. 3.75 per share) already paid.

Special Business:

4. To approve and authorise a subordinated loan to First MicroFinanceBank Limited (FMFB) of up to Rs. 2 billion for a tenor of eight (8) years. The loan can be prepaid by FMFB after five (5) years and will carry a variable rate of mark-up at 6 months KIBOR plus 2%, to be repriced every six months. The mark-up is payable every six months. The principal is repayable after 8 years, at maturity. The said loan will be counted towards the Tier II capital of FMFB subject to all regulatory approvals. This loan will be unsecured and subordinated, with respect to payment of principal and mark-up, to all other indebtedness of FMFB, except for share capital.

For the aforesaid purpose to consider, and if deemed fit, to pass the following Resolution as a Special Resolution with or without modification:

“RESOLVED THAT Habib Bank Limited (“the Bank”) be and is hereby authorised to give a Subordinated Loan of up to Rs. 2 billion to The First MicroFinanceBank Limited for a tenor of up to eight years.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board of Directors of the Bank or such person or persons as may be authorised by the Board of Directors of the Bank, be and each of them is hereby authorised to do all such acts, deeds and things and to execute and deliver for and on behalf and in the name of the Bank all such deeds, agreements, declarations and undertakings as may be necessary or required or as they or any of them may think fit for or in connection with the aforesaid loan, including without limiting the generality of the foregoing, any approval, sanction or permission required thereof or in connection therewith.”

5. To approve and authorise investment in perpetual, unsecured, subordinated, non-cumulative, contingent convertible, privately placed Additional Tier-I (AT-I) capital eligible Variable Rate Subordinated Loan Notes (Loan Notes) up to US\$ 30 million to be issued by HBL Bank UK Limited (HBL UK) over the next three (3) years. The said investment will be managed and booked by HBL's Bahrain branch, and will be subject to all regulatory approvals.

For the purpose of the proposed investment in the Loan Notes to be issued by HBL UK to consider and, if deemed fit, to pass the following resolution as a Special Resolution with or without modification:

“RESOLVED THAT the Bank make an investment of up to US Dollars thirty million (US\$ 30,000,000) in HBL Bank UK Limited (HBL UK), through HBL's Bahrain branch, in Variable Rate Subordinated Loan Notes (Loan Notes), over a period of three years in such amounts and at such times as determined by the Board of Directors of the Bank.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board of Directors of the Bank or such person or persons as may be authorized by the Board of Directors of the Bank be, and each of them is, hereby authorized to do all such acts, deeds and things and to execute and deliver for and on behalf and in the name of the Bank all such deeds, agreements, declarations and undertakings as may be necessary or required or as they or any of them may think fit for or in connection with the aforesaid investment in Loan Notes, including, without limiting the generality of the foregoing, any approval, sanction or permission required thereof or in connection therewith.”

6. To approve the Board Remuneration Policy of the Bank, recommended by the Board of Directors for Shareholders' approval on post facto basis, under SBP-BPRD Circular No. 3 dated August 17, 2019, and if deemed fit, by adopting following resolution as Ordinary Resolution with or without modification:

“RESOLVED THAT the Board Remuneration Policy as recommended by the Board of Directors of the Bank be and is hereby approved on post facto basis, including Board/Committee meeting(s) attendance fee of Rs. 600,000/-, TA/DA allowances for meetings/business related travel to non-executive directors as defined in the policy.”

For agenda 4,5 and 6, the information as required under section 134(3) of the Companies Act, 2017 is annexed.

The Directors of the Bank have no direct or indirect interest in the above-mentioned resolutions except in their capacity as directors of the Bank.

Any Other Business:

7. To consider any other business with the permission of the Chair.

By Order of the Board

March 09, 2020
Karachi

Neelofar Hameed
Company Secretary

Notes:

1. The Register of Members and the Share Transfer Books will be closed from March 24, 2020 to March 30, 2020 (both days inclusive) for the purpose of the Annual General Meeting.
2. Only those persons whose names appear in the Register of Members of the Bank as at March 20, 2020 are entitled to attend and vote at the Annual General Meeting.
3. A Member entitled to attend and vote at the Annual General Meeting may appoint another Member as his/her proxy to attend and vote for him/her provided that a corporation may appoint as its proxy a person who is not a Member but is duly authorised by the corporation. Proxies must be received at the Registered Office of the Bank not less than 48 hours before the time of the holding of the Annual General Meeting.
4. Members are requested to notify immediately any changes in their registered address to our Share Registrar, CDC Share Registrar Services Limited, CDC House 99-B, Block 'B', Sindhi Muslim Cooperative Housing Society (S.M.C.H.S), Main Shahra-e-Faisal, Karachi - 74400.
5. CDC Account Holders will further have to follow the under mentioned guidelines as laid down in Circular 1 dated January 26, 2000 issued by the Securities and Exchange Commission of Pakistan.
6. Pursuant to Section 150 of the Income Tax Ordinance, 2001 and Finance Act, 2019 withholding tax on dividend income will be deducted for 'Filer' and 'Non-Filer' shareholders at 15% and 30% respectively. All shareholders whose names are not entered into the Active Tax-payers List (ATL) provided on the website of Federal Board of Revenue (FBR), despite the fact that they are filers, are advised to make sure that their names along with their valid CNICs/NTNs are entered into ATL before the date of payment of cash dividend i.e., March 30, 2020; enabling the Bank to make tax deduction on the amount of cash dividend @ 15% instead of 30%.

According to the FBR, withholding tax in case of joint accounts will be determined separately based on the 'Filer/Non-Filer' status of the principal shareholder as well as the status of the joint holder(s) based on their shareholding proportions. Members that hold shares with joint shareholders are requested to provide the shareholding proportions of the principal shareholder and the joint holder(s) in respect of shares held by them to our Share Registrar, CDC Share Registrar Services Limited in writing. In case the required information is not provided to our Registrar it will be assumed that the shares are held in equal proportion by the principal shareholder and the joint holder(s).

A. Requirements for attending the Annual General Meeting:

- (i) In the case of individuals, the account holder or sub-account holder whose registration details are uploaded as per the Central Depository Company of Pakistan Limited Regulations, shall authenticate his/her identity by showing his/her valid original Computerized National Identity Card (CNIC) or original passport at the time of attending the Annual General Meeting.
- (ii) In case of a corporate entity, the Board of Directors' resolution/power of attorney, with specimen signature of the nominee, shall be produced at the time of the Annual General Meeting, unless it has been provided earlier.

B. Requirements for appointing Proxies:

- (i) In case of individuals, the account holder or sub-account holder whose registration details are uploaded as per the Central Depository Company of Pakistan Limited Regulations, shall submit the proxy form as per the above requirement.

- (ii) The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
- (iii) Attested copies of the valid CNICs or the passports of the beneficial owner(s) and the proxy shall be furnished with the proxy form.
- (iv) The proxy shall produce his/her valid original CNIC or original passport at the time of the Annual General Meeting.
- (v) In case of a corporate entity, the Board of Directors' resolution/power of attorney, with specimen signature of the nominee, shall be submitted to the Bank along with the proxy form unless the same has been provided earlier.

C. Electronic dividend mandate:

Under the Section 242 of Companies Act, 2017, it is mandatory for all listed companies to pay cash dividend to its shareholders through electronic mode directly in to the bank account designated by the entitled shareholders.

In order to receive dividend directly into their bank account, shareholders are requested (if not already provided) to fill in Bank Mandate Form for Electronic Credit of Cash Dividend available on the Bank's website and send it duly signed along with a copy of valid CNIC to the Share Registrar, CDC Share Registrar Services Limited, CDC House 99-B, Block 'B', Sindhi Muslim Cooperative Housing Society (S.M.C.H.S), Main Shahra-e-Faisal, Karachi - 74400, in case of physical shares.

In case of shares held in CDC then Electronic Dividend Mandate Form must be directly submitted to shareholder's brokers / participant / CDC account services.

In case of non-receipt of information, the Bank will be constrained to withhold payment of dividend to shareholders.

D. Submission of valid CNIC (Mandatory):

As per SECP directives the dividend of shareholders whose valid CNICs, are not available with the Share Registrar could be withheld. All shareholders having physical shareholding are therefore advised to submit a photocopy of their valid CNICs immediately, if already not provided, to the Share Registrar, CDC Share Registrar Services Limited, CDC House, 99-B, Block 'B', Sindhi Muslim Cooperative Housing Society (S.M.C.H.S), Main Shahra-e-Faisal, Karachi - 74400 without any further delay.

E. Unclaimed Dividend:

As per the provision of section 244 of the Companies Act, 2017, any shares issued or dividend declared by the Bank which have remained unclaimed / unpaid for a period of three years from the date on which it was due and payable are required to be deposited with Securities and Exchange Commission of Pakistan for the credit of Federal Government after issuance of notices to the shareholders to file their claim. The details of the shares issued, and dividend declared by the Bank which have remained due for more than three years was sent to shareholders. Shareholders are requested to ensure that their claims for unclaimed dividend and shares are lodged promptly. In case, no claim is lodged with the Bank in the given time, the Bank shall after giving notice in the newspaper proceed to deposit the unclaimed / unpaid amount and shares with the Federal Government pursuant to the provision of Section 244(2) of Companies Act, 2017.

F. Circulation/Transmission of Annual Audited Financial Statements and Notice of AGM to Members in Electronic Form:

The Bank's Annual Report is also being circulated to the members through DVD in compliance of section 223(6) of Companies Act, 2017 and as approved by the shareholders in their Extra-Ordinary General Meeting held on February 3, 2017. The same is being placed on the Bank's website: www.hbl.com/AnnualAccounts, and the web-link is also e-mailed to the members whose registered e-mail addresses are available in the members' register.

Members are also requested to intimate change (if any) in their registered e-mail addresses to our Share Registrar for the above-mentioned purpose through consent form available on the Bank's website.

G. Conversion of Physical Shares into CDC Account:

The Shareholders having physical shareholding are encouraged to place their physical shares into scrippless form as defined in Section 72(2) of the Companies Act, 2017 i.e.; "Every existing company shall be required to replace its physical shares with book-entry form in a manner as may be specified and from the date notified by SECP, within a period not exceeding four years from the commencement of the Act."

STATEMENT OF MATERIAL FACTS UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017, RELATING TO THE SPECIAL BUSINESS REFERRED TO IN THE NOTICE ABOVE:

This Statement sets out the material facts pertaining to the Special Business to be transacted at the Annual General Meeting of the Members of Habib Bank Limited (the “Bank”) to be held on March 30, 2020.

Special Businesses:

Agenda Item 4 - Approval of Subordinated Loan of Rs. 2 Billion to First MicroFinanceBank Limited:

The First MicroFinanceBank Limited Pakistan (FMFB) is a subsidiary of HBL, with HBL's shareholding of 50.51% shares in FMFB, acquired in May 2016. FMFB's principal business is to provide microfinance services to the poor and underserved segments of the society. Since acquisition, FMFB has performed well and has grown its balance sheet significantly and has plans to expand further. To support this growth, FMFB requires capital and has requested a subordinated loan, which will qualify as Tier II capital for FMFB subject to regulatory approvals. HBL being the Parent company, is willing to provide this subordinated loan.

For this purpose, the Board of Directors have recommended that the Members consider and, if deemed fit, to pass the Special Resolution with or without modification set forth at Agenda Item 4 of this Notice.

Information required under Section 199 (3) of the Companies Act, 2017 and regulation 3 of Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017 is given as under:

(A) Disclosure regarding associated company																										
(i)	Name of Associated Company or Associated Undertaking.	The First MicroFinanceBank Limited (FMFB).																								
(ii)	Basis of Relationship.	Habib Bank Limited holds shareholding of 50.51% in FMFB.																								
(iii)	Earnings / (Loss) per Share for the last three years.	2016: Rs 1.44 per share 2017: Rs 2.51 per share 2018: Rs 3.66 per share																								
(iv)	Break-up value per Share, based on last audited financial statements.	2016: Rs 14.03 per share 2017: Rs 16.50 per share 2018: Rs 20.15 per share																								
(v)	Financial position, including main items of statement of financial position and profit and loss account on the basis of its latest financial statements.	<p>The financial information is shown in the table below.</p> <p style="text-align: right;">(Rupees in million)</p> <table> <tr> <th></th><th>2017</th><th>2018</th></tr> <tr> <td>Revenue</td><td>3,164.8</td><td>4,873.7</td></tr> <tr> <td>Operating expense</td><td>2,066.0</td><td>3,112.1</td></tr> <tr> <td>Operating profit / (loss)</td><td>1,098.8</td><td>1,761.6</td></tr> <tr> <td>Customer deposits</td><td>20,887.2</td><td>31,129.1</td></tr> <tr> <td>Customer loans and advances – net</td><td>14,394.7</td><td>23,554.4</td></tr> <tr> <td>Cash, Balances with Banks and Investment</td><td>9,777.6</td><td>11,030.8</td></tr> <tr> <td>Equity</td><td>4,505.5</td><td>5,503.3</td></tr> </table>		2017	2018	Revenue	3,164.8	4,873.7	Operating expense	2,066.0	3,112.1	Operating profit / (loss)	1,098.8	1,761.6	Customer deposits	20,887.2	31,129.1	Customer loans and advances – net	14,394.7	23,554.4	Cash, Balances with Banks and Investment	9,777.6	11,030.8	Equity	4,505.5	5,503.3
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Equity	4,505.5	5,503.3																								
(vi)	In case of investment in relation to a project of associated company or associated undertaking that has not commenced operations, following further information, namely	Not Applicable																								

I	Description of the project and its history since conceptualization.	Not Applicable
II	Starting date and expected date of completion of work.	Not Applicable
III	Time by which such project shall become commercially operational.	Not Applicable
IV	Expected time by which the project shall start paying return on investment.	Not Applicable
V	Funds invested or to be invested by the promoters, sponsors, associated company or associated undertaking distinguishing between cash and non-cash amounts.	Not Applicable

(B) General Disclosures:

(i)	Maximum amount of investment to be made.	The amount of the Subordinated loan would be up to Rs. 2 Billion.
(ii)	Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment.	<p>The Bank shall extend subordinated loan facility of Rs. 2 Billion to FMFB for a tenor of 8 years (with an option for prepayment after 5 years, subject to regulatory approvals).</p> <p>The said financing facility will contribute towards FMFB's Tier II Capital for Capital Adequacy Ratio (CAR).</p> <p>This is required to support FMFB's business growth, and profitability. FMFB's profits directly contribute towards the consolidated profit of the Group.</p>
(iii)	Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds:	Funds generated through own operations.
	(I) Justification for investment through borrowings	Not Applicable
	(II) Detail of collateral, guarantees provided and assets pledged for obtaining such funds	Not Applicable
	(III) Cost of benefit analysis	Not Applicable
(iv)	Salient features of the agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment.	<p>Agreement will be signed with FMFB after approval by the shareholders. Other significant terms and conditions are as under:</p> <p>This loan would be subordinated, with respect to payment of principal and mark-up, to all other liabilities of FMFB, except for share capital.</p> <p>The facility would be subject to a Lock-in clause and neither profit nor principal can be paid (even at maturity), if such payment would result in a shortfall in FMFB's Minimum Capital Requirements (MCR) or Capital Adequacy Ratio (CAR) or increase any existing shortfall in MCR or CAR.</p>

(v)	Direct or indirect interest of directors, sponsors, majority shareholders and their relatives, if any, in the associated company or associated undertaking or the transaction under consideration.	None. HBL holds shareholding of 50.51% in FMFB. The Aga Khan Fund for Economic Development (AKFED) is the parent company of the HBL. Other AKDN related agencies also hold over 40% shareholding in FMFB, through the Aga Khan Agency for Microfinance (AKAM) and the Aga Khan Rural Support Program (AKRSP). The Directors of the Bank have no direct or indirect interest except in their stated capacity.
(vi)	In case any investment in associated company or associated undertaking has already been made, the performance review of such investment including complete information/justification for any impairment or write offs.	Since the last investment in 2016, FMFB's balance sheet has grown three-fold, with advances and deposits increasing at a CAGR of 55% and 46% respectively. The net assets of FMFB have grown from Rs.3.8 billion in 2016 to Rs. 6.0 billion as at Sep 2019 and the value of the Bank's investment in FMFB has grown correspondingly.
(vii)	Any other important details necessary for the members to understand the transaction.	Not Applicable
1(c) Additional disclosure regarding investment in the form of Subordinated Loan		
(i)	Category-wise amount of investment,	Subordinated Loan of up to Rs. 2 billion
(ii)	Average borrowing cost of the investing company, the Karachi Inter Bank Offered Rate (KIBOR) for the relevant period, rate of return for Shariah compliant products and rate of return unfunded facilities, as the case may be, for the relevant period.	Average Cost of borrowing for 2019: 8.58% 6 months KIBOR: 13.24%
(iii)	Rate of interest, mark up, profit, fees or commission etc. to be charged by investing company.	The loan will carry a variable rate of mark-up at 6 months KIBOR plus 2%, to be repriced every six months.
(iv)	Particulars of collateral or security to be obtained in relation to the proposed investment.	This subordinated loan is unsecured
(v)	If the investment carries conversion feature i.e. it is convertible into securities, this fact along with terms and conditions including conversion formula, circumstances in which the conversion may take place and the time when the conversion may be exercisable.	The Facility will be subject to a loss absorbency clause and, at the discretion of the SBP, will be either fully or partially converted into common shares or immediately written off on the occurrence of a non-viability trigger event, as determined by the SBP. The conversion shall be based on the price after seeking regulatory approvals.
(vi)	Repayment schedule and terms and conditions of loans or advances to be given to the associated company or associate undertaking.	The principal is repayable in 8 years in bullet at maturity. The mark-up is payable every six months. The loan can be prepaid at the discretion of FMFB after 5 years.

In compliance of Regulation 3(3) of Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017 issued by SECP, the Directors of the Bank have certified that they have carried out necessary due diligence for the proposed investment.

Agenda Item 5 - Approval of Investment of up to US\$ 30 Million in Additional Tier -1 Capital Instrument to be issued by HBL Bank UK

HBL Bank UK Limited (HBL UK) is an indirect subsidiary of the Bank. Habib Allied Holding Limited (HAHL) wholly owns HBL UK and HBL has 90.50% shareholding in HAHL. HBL UK is engaged in commercial banking services. To support its growth, HBL UK requires capital and intends to issue Variable Rate Subordinated Loan Notes (Loan Notes) constituting Additional Tier 1 Capital. The funds raised will be utilized by HBL UK in their normal business operations. HBL seeks to invest in these Loan Notes through its Bahrain branch. This investment will be subject to all required regulatory approvals.

For this purpose, the Board of Directors have recommended that the Members consider and, if deemed fit, pass the Special Resolution with or without modification set forth at Agenda Item 5 of this notice.

Information required under Section 199 (3) of the Companies Act, 2017 and regulation 3 of Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017 is given as under:

HBL Bank UK Limited (HBL UK):

(A) Disclosure regarding associated company																																			
(i)	Name of Associated Company or Associated Undertaking.	HBL Bank UK Limited (HBL UK)																																	
(ii)	Basis of Relationship.	HBL Bank UK Limited (HBL UK) is a wholly owned subsidiary of Habib Allied Holding Limited (HAHL) and is incorporated in the United Kingdom. The Bank holds 90.50% shareholding in HAHL.																																	
(iii)	Earnings / (Loss) per Share for the last three years.	2016: GBP 0.15 2017: GBP 0.09 2018: GBP (0.67)																																	
(iv)	Break-up value per Share, based on last audited financial statements.	2016: GBP 7.39 2017: GBP 7.355 2018: GBP 6.39																																	
(v)	Financial position, including main items of statement of financial position and profit and loss account on the basis of its latest financial statements.	<p>The financial information is shown in the table below:</p> <p style="text-align: right;">(GBP in million)</p> <table> <tr> <th></th><th>2018</th><th>2017</th></tr> <tr> <td>Revenues</td><td>13.93</td><td>20.48</td></tr> <tr> <td>Operating expense</td><td>20.00</td><td>17.26</td></tr> <tr> <td>Operating profit / (loss)</td><td>(6.09)</td><td>3.22</td></tr> <tr> <td>Provisions</td><td>0.73</td><td>1.40</td></tr> <tr> <td>Profit/(Loss) before Tax</td><td>(6.82)</td><td>1.82</td></tr> <tr> <td>Profit/(Loss) After Tax</td><td>(6.70)</td><td>0.94</td></tr> <tr> <td>Deposits</td><td>519.11</td><td>568.41</td></tr> <tr> <td>Loans and advances</td><td>309.00</td><td>361.63</td></tr> <tr> <td>Investments / balances with banks</td><td>297.81</td><td>300.16</td></tr> <tr> <td>Equity</td><td>64.35</td><td>74.01</td></tr> </table>		2018	2017	Revenues	13.93	20.48	Operating expense	20.00	17.26	Operating profit / (loss)	(6.09)	3.22	Provisions	0.73	1.40	Profit/(Loss) before Tax	(6.82)	1.82	Profit/(Loss) After Tax	(6.70)	0.94	Deposits	519.11	568.41	Loans and advances	309.00	361.63	Investments / balances with banks	297.81	300.16	Equity	64.35	74.01
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Equity	64.35	74.01																																	
(vi)	In case of investment in relation to a project of associated company or associated undertaking that has not commenced operations, following further information, namely	Not applicable																																	
I	Description of the project and its history since conceptualization.	Not applicable																																	
II	Starting date and expected date of completion of work.	Not applicable																																	
III	Time by which such project shall become commercially operational.	Not applicable																																	
IV	Expected time by which the project shall start paying return on investment.	Not applicable																																	

	V	Funds invested or to be invested by the promoters, sponsors, associated company or associated undertaking distinguishing between cash and non-cash amounts.	Not applicable
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(B) General Disclosures:

(i)	Maximum amount of investment to be made.	The amount of the investment in Loan Notes would be up to US\$ 30 million.
(ii)	Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment.	These Loan Notes will strengthen the capital capacity of HBL UK supporting the growth in balance sheet and allowing the business to improve returns. The investment will be made over the next 3 years.
(iii)	Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds:	Funds generated through own operations
	(I) Justification for investment through borrowings.	Not Applicable
	(II) Detail of collateral, guarantees provided and assets pledged for obtaining such funds.	Not Applicable
	(III) Cost of benefit analysis.	Not Applicable
(iv)	Salient features of the agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment.	Interest on the Loan Notes is payable only out of distributable reserves. If, on any date when a payment of interest on the Loan Notes would otherwise be due, HBL UK has insufficient distributable reserves to make such payment, such payment shall be delayed until such time as HBL UK has sufficient profits to make the payment out of distributable reserves. No additional interest shall accrue on any payment which is delayed. HBL UK may, at any time cancel one or more interest payments on the Loan Notes. No interest shall accrue or be payable following such cancellation. However, HBL UK may, at any time, resume the payment of interest on the Loan Notes following a cancellation.
(v)	Direct or indirect interest of directors, sponsors, majority shareholders and their relatives, if any, in the associated company or associated undertaking or the transaction under consideration.	None, HBL holds 90.50% shares of HABL, holding company of HBL UK. The Directors of the Bank have no direct or indirect interest except in their stated capacity.
(vi)	In case any investment in associated company or associated undertaking has already been made, the performance review of such investment including complete information/justification for any impairment or write offs.	HBL UK has been consistently profitable in the past. In 2018, the financial results were impacted due to some de-risking as well as costs related to Groups wide Business Transformation project. With the initiatives taken by the management in 2018-2019, HBL UK is well positioned for sustainable and profitable performance from 2020 onwards.
(vii)	Any other important details necessary for the members to understand the transaction.	Not Applicable

1(c) Additional disclosure regarding investment in the form of Subordinated Loan

(i)	Category-wise amount of investment.	Variable Rate Loan Notes of up to US\$ 30 million.
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(ii)	Average borrowing cost of the investing company, the Karachi Inter Bank Offered Rate (KIBOR) for the relevant period, rate of return for Shariah compliant products and rate of return unfunded facilities, as the case may be, for the relevant period	Average cost of borrowing 2019: 8.58% 6 months KIBOR: 13.24% 6 months LIBOR: 1.71 %.
(iii)	Rate of interest, mark up, profit, fees or commission etc. to be charged by investing company.	The Loan Notes carry interest at the rate of 4.75 % p.a. above six-month LIBOR
(iv)	Particulars of collateral or security to be obtained in relation to the proposed investment.	The Loan Notes are unsecured
(v)	If the investment carries conversion feature i.e. it is convertible into securities, this fact along with terms and conditions including conversion formula, circumstances in which the conversion may take place and the time when the conversion may be exercisable.	These loan notes are convertible when the common equity tier 1 (CET1) capital ratio of HBL UK, calculated in accordance with the Capital Reporting Regulations (CRR) and any applicable Regulatory Technical Standards (RTS) falls below 5.125% (Trigger Event). The CET 1 capital ratio of HBL UK is currently 16.57%. In determining whether a Trigger Event has occurred, HBL UK shall act in accordance with the CRR and follow the procedures and timing for such determination specified in any applicable RTS.
(vi)	Repayment schedule and terms and conditions of loans or advances to be given to the associated company or associate undertaking.	The Loan Notes have no fixed repayment date, they are redeemable only at the option of HBL UK and subject to regulatory approval, after five or more years from the date of issuance.

In compliance of Regulation 3(3) of Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017 issued by SECP, the Directors of the Bank have certified that they have carried out necessary due diligence for the proposed investment.

Agenda Item 6 – Approval of Board Remuneration Policy for the fee & allowances and expenses payable to Non-Executive Directors & Non-Executive Chairman of HBL

The shareholders' approval is being sought on the Board Remuneration Policy of HBL, as recommended by the Board of Directors, under SBP-BPRD Circular No. 3 dated August 17, 2019, and approved by the Board on December 9, 2019. The said policy entails the fee & allowance and perks payable to the Non-Executive Directors of the Bank under the said Policy regarding attending the Board and sub-committee meetings and other business related travels. The Policy has been placed on the Bank's website <www.hbl.com/boardremunerationpolicy> for the member's information.

In the Extra-Ordinary General Meeting, held on March 19, 2018, the shareholders of the Bank had approved Rs. 400,000/- as the fee payable to the Non-Executive Directors for attendance of Board and Committee meetings. In addition, the Non-Executive Directors are entitled to receive TA/DA and fare for travel as per the 'Travel & Expense Policy for Non-Executive Directors' as approved by the Board from time to time.

In pursuance of SBP guidelines and SBP-BPRD Circular No. 3 dated August 17, 2019, the Board approved the Board Remuneration Policy, in December 2019, vide which the Directors' fee for attending Board & Committee meetings has been revised from Rs. 400,000/- to Rs. 600,000/- per meeting for each Non- Executive director, with effect from December 9, 2019. The policy also entails the TA/ DA entitlements for Non-Executive Directors regarding business related travel. The same is being recommended by the Board of Directors for the approval of shareholders on the post-facto basis, in this Annual General Meeting of the Bank.

The salient features of the Board Remuneration Policy are as under:

- The Board shall from time to time, determine and approve such level of remuneration for the members of the Board, for attending the meetings of the Board or the meetings of the committees thereof, as may be within the limits for such remuneration as prescribed by the SBP and other prevailing laws & regulations.

- The Board shall ensure that such remuneration is not determined in any manner that may undermine the independence of the independent members of the respective committees of the Board.
- The Board may determine additional and/or specific remuneration for any member of the respective committees of the Board performing additional duties and/or services in relation to the Bank.
- The remuneration for its members of the Board and/or members of the committees of the Board for each meeting of the Board and/or the respective committee of the Board, shall be Rs. 600,000/-.
- The Bank would bear the expenses for the Non-Executive Directors for attending the Board and Committee meetings as well as of for any travel undertaken in connection with the Bank's business, as follows:
 - For domestic travel, full fare business class air travel plus full coverage of five-star hotel stays and daily allowance of Rs. 50,000 per day or alternatively an all-inclusive daily allowance of Rs. 125,000 per day.
 - For international travel for Board & Committee Meetings, full fare business class plus five-star hotel accommodation with full cost coverage. No daily allowances would be applicable for international travel for attending the Board and/or Committee meetings.
 - For International travel to attend other meetings/ engagements/ trainings etc., full fare first/ business class, plus five-star hotel accommodation plus a daily allowance US\$ 500 per day.
 - in addition, visa application/related fees, associated costs, taxes (if any) and health insurance costs on account of the travel, will be on account of the Bank.
 - Spouse travel, where required to be accompanied, costs to be borne by the Bank.
- The Performance Evaluation of the Board of Directors of the Bank shall be in accordance with the guidelines issued by the State Bank of Pakistan from time to time.

For the approval of the Board Remuneration policy, the Board of Directors have recommended that the Members consider and, if deemed fit, to pass the Ordinary Resolution with or without modification set forth at Agenda Item 6 of this Notice.

The Non-Executive Directors and Chairman of the Bank are directly interested in this matter to the extent of Directors fee, travel, TA/DA and other expenses as explained above.

اطلاع برائے سالانہ اجلاس عام

بذریعہ اطلاع دی جاتی ہے کہ مندرجہ ذیل امور کی انجام دہی کے لیے حبیب بینک لمیٹڈ کا 78 واں سالانہ اجلاس عام بروز پیر، 30 مارچ 2020ء کو بوقت 10:00 بجے سرہنا ہوٹل، اسلام آباد میں منعقد ہوگا:

عمومی امور:

- 1- سال ختمہ 31 دسمبر 2019 کے حوالے سے بینک کے آڈٹ شدہ اکاؤنٹس (مجموعی اور غیر مجموعی) مع ان پراڈائرکٹرز اور آڈیٹرز کی رپورٹس کی وصولی، غور و خوض اور منظوری۔
- 2- آئندہ سالانہ اجلاس عام کی تکمیل پر ختم ہونے والی مدت کے لیے مبلغ 27.901 ملین روپے فیس پر آڈیٹرز کا تقرر کرنا۔ اس کے علاوہ، کسی بھی قسم کے وفاقی یا صوبائی محصولات (ٹیکسز) اور اضافی اخراجات کی ادائیگی اصل کے مطابق کی جائے گی۔ رہائز ہونے والے آڈیٹرز، A.F. Ferguson & Co، چارٹرڈ اکاؤنٹنٹس دوبارہ تقرری کے اہل ہیں اور انھوں نے خود کو دوبارہ تقرری کے لیے پیش کیا ہے۔
- 3- سال ختمہ 31 دسمبر 2019 کے حوالے سے بورڈ آف ڈائرکٹرز کی تجویز کے مطابق، مورخہ 20 مارچ 2020ء کو کاروبار کے اختتام پر موجودہ شیئر ہولڈرز کو حتمی نقد منافع منقسمہ کی 1.25 روپے فی شیئر یعنی 12.5% کے حساب سے ادائیگی اور اس کے علاوہ 37.5% انٹرم نقد منافع منقسمہ (یعنی 3.75 روپے فی شیئر)، جو پہلے ہی ادا کیا جا چکا ہے، کی منظوری دینا۔

خصوصی امور:

- 4- فرسٹ منیکرو وٹانس بینک لمیٹڈ (FMFB) کو آٹھ (8) سال تک کے عرصے کے لیے 2 ارب روپے تک کے subordinated قرض دینے کی منظوری اور اختیار۔ FMFB پانچ (5) سال بعد یہ قرض واپس ادا کر سکتا ہے اور اس پر چھ (6) ماہ کے غیر مستقل KIBOR مع 2% کا مارک اپ ریٹ لاگو ہوگا جو کہ ہر چھ ماہ بعد تبدیل ہوگا۔ مارک اپ ہر چھ ماہ پر قابل ادا ہوگا۔ اصل رقم 8 سال بعد، میچورٹی پر، قابل ادا ہے۔ مذکورہ قرض FMFB کے Tier II سرمائے میں شمار کیا جائے گا، جو تمام ریگولیٹری منظوریوں سے مشروط ہے۔ یہ قرض، اصل رقم اور مارک اپ کی ادائیگی کے اعتبار سے، FMFB کے دیگر تمام قرضوں، علاوہ شیئر کیپٹل، کے لیے subordinated اور unsecured ہوگا۔

مذکورہ بالا مقصد کے لیے درج ذیل قرارداد پر بطور خصوصی قرارداد غور و خوض، اور اگر مناسب سمجھا جائے تو، ترمیم کے ساتھ یا بغیر، منظوری دینا:

”قرارداد یا کہ حبیب بینک لمیٹڈ (”بینک“) کو آٹھ سال تک کے عرصے کے لیے فرسٹ منیکرو وٹانس بینک لمیٹڈ (FMFB) کو 2 ارب روپے تک کا subordinated قرضہ دینے جانے کا اختیار دیا جاتا ہے۔“

”یہ بھی قرار پایا کہ مذکورہ بالا قرارداد کے نفاذ کے لیے، بینک کے بورڈ آف ڈائرکٹرز کی جانب سے بینک کے بورڈ آف ڈائرکٹرز یا کسی فرد یا افراد کو اختیار دیا جاسکتا ہے، اور ان میں سے ہر ایک کو ایسے تمام افعال، اقدامات اور معاملات کی انجام دہی اور بینک کے لیے اور بینک کی جانب سے اور بینک کے نام پر ایسے تمام افعال، معاہدوں، اعلان اور حلف ناموں پر عمل درآمد اور بحال لانے کا اختیار دیا جاتا ہے جنہیں مذکورہ بالا قرض کے لیے یا اس ضمن میں وہ یا ان میں سے کوئی ایک ضروری یا لازمی سمجھے، بشمول مذکورہ بالا کی عمومیت کو محدود کیے بغیر، کوئی منظوری، یا اجازت جو اس کے لیے یا اس کے ضمن میں درکار ہو۔“

- 5- Perpetual، unsecured، subordinated، non-cumulative، contingent convertible، privately placed ایڈیشنل Tier-I Capital (AT-I) میں اگلے تین سالوں میں HBL بینک UK لمیٹڈ (HBL UK) کے جاری ہونے والے 30 ملین امریکی ڈالر تک کے غیر مستقل ریٹ کے subordinated قرض نوٹ (Loan Notes) میں سرمایہ کاری کی منظوری اور اختیار۔ مذکورہ سرمایہ کاری کا انتظام اور بٹنگ HBL بحریں برانچ کی جانب سے کی جائے گی، اور تمام ریگولیٹری منظوریوں سے مشروط ہوگی۔

مذکورہ بالا مقصد کے لیے درج ذیل قرارداد پر بطور خصوصی قرارداد غور و خوض، اور اگر مناسب سمجھا جائے تو، ترمیم کے ساتھ یا بغیر، منظوری دینا:

”قرارداد یا کہ بینک تین سال کے عرصے میں HBL Bank UK Ltd کے غیر مستقل ریٹ کے subordinated قرض نوٹ (Loan Notes) میں، HBL، بحریں برانچ کے ذریعے تیس ملین امریکی ڈالر (US\$30,000,000) تک کی سرمایہ کاری کرے جس کی رقم اور وقت کا تعین بینک کے بورڈ آف ڈائرکٹرز کی جانب سے کیا جائے گا۔“

6. اٹک ٹیکس آرڈیننس، 2001 کی شق 150 نیز فنانس ایکٹ، 2019 کی رو سے منافع منقسمہ کی آمدن پر فائلر اور نان فائلر شیئر ہولڈرز سے بالترتیب 15% اور 30% ود ہولڈنگ ٹیکس منہا کیا جائے گا۔ وہ تمام شیئر ہولڈرز جن کے نام فیڈرل بورڈ آف ریونیو (FBR) کی ویب سائٹ پر فراہم کردہ (Active Tax Payer List (ATL) میں موجود نہیں یا موجود اس کے کہ وہ فائلر ہیں انہیں ہدایت کی جاتی ہے کہ وہ نقد منافع کی ادائیگی تاریخ 30 مارچ 2020 سے پہلے ATL میں اپنے ناموں کی موجودگی کو یقینی بنائیں تاکہ بینک اس کے نقد منافع منقسمہ کی رقم پر 30% کے بجائے 15% ٹیکس کوٹتی کرے۔

FBR کے مطابق، جوائنٹ اکاؤنٹس کی صورت میں پرنسپل شیئر ہولڈر اور جوائنٹ شیئر ہولڈر کے فائلر یا نان فائلر کی بنیاد پر ان کی شیئر ہولڈنگ کے تناسب کے لحاظ سے ود ہولڈنگ ٹیکس کا علیحدہ علیحدہ تعین کیا جائیگا۔ جوائنٹ شیئر ہولڈرز کے ساتھ شیئر کے حامل اراکین سے درخواست کی جاتی ہے کہ وہ اپنے پاس موجود شیئرز کے حوالے سے پرنسپل شیئر ہولڈر اور جوائنٹ شیئر ہولڈر کے شیئر کی ہولڈنگ کا تناسب ہمارے شیئر رجسٹرار، CDC شیئر رجسٹرار، سرورسز لمیٹڈ کو تحریری طور پر فراہم کریں۔ ہمارے رجسٹرار کو مطلوبہ معلومات کی عدم فراہمی کی صورت میں یہ تصور کیا جائے گا کہ پرنسپل شیئر ہولڈر اور جوائنٹ شیئر ہولڈرز مساوی تناسب سے شیئرز کے حامل ہیں۔

A- سالانہ اجلاس عام میں شرکت کے لیے مطلوبہ عوامل:

- انفرادی اشخاص کی صورت میں، اکاؤنٹ ہولڈر یا سب اکاؤنٹ ہولڈر، جن کی رجسٹریشن کی تفصیلات سینٹرل ڈپازٹری کمیٹی آف پاکستان لمیٹڈ کے قواعد کے مطابق آپ لوڈ کر دی گئی ہیں، سالانہ اجلاس عام میں شرکت کے وقت اپنا اصل اور موثر کمپیوٹر ائزڈ شناختی کارڈ (CNIC) یا اصل پاس پورٹ دکھا کر اپنی شناخت کی تصدیق کرائیں گے۔
- کارپوریٹ ادارے کی صورت میں، سالانہ اجلاس عام کے وقت بورڈ آف ڈائریکٹرز کی قرارداد / مختار نامہ مع نامزد شخص کے نمونہ دستخط فراہم کرنا ہوں گے (تا وقتیکہ وہ پہلے فراہم نہ کر دیئے گئے ہوں)۔

B- پراسسز کی تقرری کے لیے مطلوبہ عوامل:

- انفرادی اشخاص کی صورت میں، وہ اکاؤنٹ ہولڈر یا سب اکاؤنٹ ہولڈر، جن کی رجسٹریشن کی تفصیلات سینٹرل ڈپازٹری کمیٹی آف پاکستان لمیٹڈ کے قواعد کے مطابق آپ لوڈ کر دی گئی ہیں، وہ مذکورہ بالا مطلوبہ معیار کے مطابق پر کسی فارم جمع کروائیں گے۔
- پر کسی فارم پر دو اشخاص کی گواہی موجود ہوگی، جن کے نام، پتہ اور CNIC نمبر، فارم پر درج ہوں گے۔
- پر کسی فارم کے ساتھ فائدہ حاصل کرنے والے مالکان کے CNIC یا پاسپورٹ کی مصدقہ نقول جمع کروائی جائیں گی۔
- پر کسی کی جانب سے سالانہ اجلاس عام کے وقت اپنا اصل اور موثر CNIC یا اصل پاسپورٹ فراہم کیا جائے گا۔
- کارپوریٹ ادارے کی صورت میں، ادارہ بینک کو پر کسی فارم کے ساتھ بورڈ آف ڈائریکٹرز کی قرارداد / مختار نامہ مع نامزد شخص کے نمونہ دستخط فراہم کرے گا (تا وقتیکہ وہ پہلے فراہم نہ کر دیئے گئے ہوں)۔

C- الیکٹرانک منافع منقسمہ کا استحقاق:

کمپنیز ایکٹ، 2017ء کی شق 242 کے تحت تمام درج شدہ کمپنیوں کے لیے ضروری ہے کہ وہ اپنے شیئر ہولڈرز کو زر نقد منافع منقسمہ کی ادائیگی، اہل شیئر ہولڈرز کی جانب سے تفویض کردہ بینک اکاؤنٹ میں براہ راست الیکٹرانک طریقہ کار سے منتقل کریں۔

فریکل شیئرز کی صورت میں شیئر ہولڈرز اپنے بینک اکاؤنٹ میں منافع منقسمہ کی براہ راست وصولی کے لیے، شیئر ہولڈرز سے درخواست کی جاتی ہے کہ وہ بینک کی ویب سائٹ پر موجود بینک کا استحقاقی فارم برائے زر نقد منافع منقسمہ کی الیکٹرانک منتقلی (Bank Mandate Form for Electronic Credit of Cash Dividend) کو پُر کریں (اگر پہلے فراہم نہیں کیا گیا ہے) اور اس پر باضابطہ طور پر دستخط کر کے CNIC کی نقل کے ساتھ شیئر رجسٹرار، CDC شیئر رجسٹرار، سرورسز لمیٹڈ، CDC ہاؤس B-99، بلاک 'B'، سندھ سولیم کو آپریٹو ہاؤسنگ سوسائٹی (S.M.C.H.S)، مرکزی شاہراہ فیصل، کراچی-74400، کو ارسال کر دیں۔

شیئرز CDC کے پاس ہونے کی صورت میں الیکٹرانک منافع منقسمہ کا استحقاقی فارم (Electronic Dividend Mandate Form) لازمی طور پر براہ راست شیئر ہولڈر کے بروکر / شرکت کرنے والے / CDC اکاؤنٹ سرورسز کے پاس جمع کروایا جائے۔

”یہ بھی قرار پایا کہ مذکورہ بالا قرار داد کے نفاذ کے لیے، بینک کے بورڈ آف ڈائریکٹرز کی جانب سے بینک کے بورڈ آف ڈائریکٹرز یا کسی فرد یا افراد کو اختیار دیا جاسکتا ہے، اور ان میں سے ہر ایک کو ایسے تمام افعال، اقدامات اور معاملات کی انجام دہی اور بینک کے لیے اور بینک کی جانب سے اور بینک کے نام پر ایسے تمام افعال، معاہدوں، اعلان اور حلف ناموں پر عمل درآمد بخالانے کا اختیار دیا جاتا ہے جنہیں مذکورہ بالا تراض نوٹس میں سرمایہ کاری کے لیے یا اس ضمن میں وہ یا ان میں سے کوئی ایک ضروری یا لازمی سمجھے، بشمول مذکورہ بالا کی عمومیت کو محدود کیے بغیر، کوئی منظوری، یا اجازت جو اس کے لیے یا اس کے ضمن میں درکار ہو۔“

6۔ بینک کی بورڈ ریفرنس پالیسی کی منظوری، جسے SBP کے BPRD سرکلر نمبر 3 بتاریخ 17 اگست 2019ء کے تحت postfacto بنیاد پر شیئر ہولڈرز کی منظوری کے لیے بورڈ آف ڈائریکٹرز نے تجویز کیا ہے، اور اگر مناسب سمجھا جائے تو درج ذیل قرار داد کی، ترمیم کے ساتھ یا بغیر عمومی قرار داد کے طور پر منظوری دینا:

”قرار پایا کہ بینک کے بورڈ آف ڈائریکٹرز کی جانب سے تجویز کردہ بورڈ ریفرنس پالیسی کو postfacto کی بنیاد پر منظور کیا جاتا ہے، بشمول بورڈ / کمیٹی میٹنگز میں شرکت کے لیے 600,000 روپے فیس، نان ایگزیکٹو ڈائریکٹروں کو میٹنگز / بزنس کے لیے سفر سے متعلق TA/DA الاؤنس جیسے کہ پالیسی میں بیان کیے گئے ہیں۔“

لیجنڈ 4، 5 اور 6 کے لیے، کمپنیز ایکٹ، 2017ء کے سیکشن 134(3) کے تحت مطلوبہ معلومات اس نوٹس کے انگریزی ورژن میں منسلک ہے۔

بینک کے ڈائریکٹرز مذکورہ بالا قراردادوں میں، بینک کے ڈائریکٹر ہونے کی حیثیت کے علاوہ کوئی بلا واسطہ یا بالواسطہ مفاد نہیں رکھتے۔

دیگر امور:

7. چیئرمین کی اجازت سے دیگر امور پر غور و خوض۔

تکم بورڈ

نیلو فرحید
کمپنیز سیکریٹری

09 مارچ 2020ء

کراچی

نوٹس:

1. سالانہ اجلاس عام کے انعقاد کے مقصد کے لیے اراکین (ممبرز) کار جسٹر اور شیئر ٹرانسفر بکس مورخہ 24 مارچ 2020ء سے 30 مارچ 2020ء (بشمول ہر دو یوم) بند رہیں گی۔
2. صرف وہ اشخاص سالانہ اجلاس عام میں شرکت اور ووٹ دینے کے اہل ہیں جن کے نام مورخہ 20 مارچ 2020ء کو بینک کے اراکین (ممبرز) کے رجسٹر میں موجود ہوں گے۔
3. سالانہ اجلاس عام میں شرکت کرنے اور ووٹ دینے کا اہل ایک رکن (ممبر) دوسرے کسی بھی رکن (ممبر) کو اپنے پر کسی کے طور پر اجلاس میں شرکت کرنے اور ووٹ دینے کے لیے مقرر کر سکتا / کر سکتی ہے یا یہ کہ ایک کارپوریشن کسی ایسے شخص کو بھی اپنا پر کسی مقرر کر سکتی ہے جو ممبر (رکن) نہ ہو، تاہم مضابطہ طور پر کارپوریشن کی جانب سے مجاز قرار دیا گیا ہو۔ پر کسی کی تقرری کی اطلاع اس سالانہ اجلاس عام کے انعقاد سے 48 گھنٹے قبل بینک کے رجسٹرڈ دفتر میں موصول ہونا ضروری ہے۔
4. اراکین (ممبرز) سے درخواست کی جاتی ہے کہ وہ اپنے پتے میں کسی بھی تبدیلی کی صورت میں فوری طور پر ہمارے شیئر رجسٹر اے، CDC شیئر رجسٹر اے سرورسز لینڈ، CDC پلاٹ B-99، بلاک 'B'، سندھی مسلم کوآپریٹو ہاؤسنگ سوسائٹی (S.M.C.H.S)، مرکزی شاہراہ فیصل، کراچی-74400 کو مطلع کریں۔
5. CDC اکاؤنٹ ہولڈرز کو سیکورٹیز اینڈ ایکسچینج کمیشن آف پاکستان کی جانب سے جاری شدہ سرکلر 1 بتاریخ 26 جنوری 2000ء میں مذکورہ رہنما اصولوں (گائیڈ لائنز) پر عمل درآمد کرنا ہوگا۔

معلومات مہیا نہ کرنے کی صورت میں، شیئر ہولڈرز کو بینک کی جانب سے منافع منقسمہ کی ادائیگی روک دی جائے گی۔

D- مونٹرنیسی جمع کروانے کا عمل (لازمی):

SECP کی ہدایات کے مطابق، ایسے شیئر ہولڈرز کو، جن کے مونٹرنیسی شیئر رجسٹرار کے پاس موجود نہیں ہیں، ان کو منافع منقسمہ کی ادائیگی موقوف کی جاسکتی ہے۔ اس لیے فزیکل شیئرز رکھنے والے تمام شیئر ہولڈرز کو مشورہ دیا جاتا ہے کہ وہ اپنے مونٹرنیسی CNICS کی نقل فوری طور پر شیئر رجسٹرار، CDC شیئر رجسٹرار سروسز لیمنڈ، CDC ہاؤس B-99، بلاک 'B'، سندھ مسلم کوآپریٹو ہاؤسنگ سوسائٹی (S.M.C.H.S)، مرکزی شاہراہ فیصل، کراچی-74400 کے پاس بلا تاخیر جمع کروائیں (اگر پہلے سے فراہم نہیں کی گئی ہے)۔

E- غیر دعویٰ شدہ منافع منقسمہ:

کمپنیز ایکٹ، 2017ء کی شق 244 کے مطابق، بینک کی جانب سے جاری شدہ کسی بھی شیئرز یا اعلان شدہ منافع منقسمہ کو اپنے واجب الادا اور قابل ادائیگی ہونے کی تاریخ سے تین سال کی مدت کے لیے غیر دعویٰ شدہ / غیر ادا شدہ رہنے کی صورت میں، شیئر ہولڈرز کو اپنے دعویٰ جمع کروانے کے نوٹسز کے اجراء کے بعد وفاقی حکومت کو منتقلی کے لیے کمیشن کے پاس جمع کروایا جانا ضروری ہے۔ بینک کی جانب سے جاری شدہ ایسے شیئرز اور منافع منقسمہ کی تفصیلات، جو تین سالوں سے زائد عرصے سے واجب الادا ہیں، شیئر ہولڈرز کو اس سال کر دی گئی تھیں۔ شیئر ہولڈرز سے درخواست کی جاتی ہے کہ وہ اپنے غیر دعویٰ شدہ منافع منقسمہ اور شیئرز کے حوالے سے دعووں کے بروقت اندراج / دائر کرنے کو یقینی بنائیں۔ دی گئی مدت میں بینک کے پاس کسی قسم کا دعویٰ دائر نہ ہونے کی صورت میں، بینک، کمپنیز ایکٹ، 2017ء کی شق 244(2) کے تحت اخبار میں نوٹس کی اشاعت کے بعد غیر دعویٰ شدہ / غیر ادا شدہ رقم اور شیئرز وفاقی حکومت کے پاس جمع کروادے گا۔

F- سالانہ اکاؤنٹ شدہ مالیاتی حسابات اور اطلاع برائے سالانہ اجلاس عام کی ممبر کو الیکٹرانک طریقے سے فراہمی / ترسیل:

بینک کی سالانہ رپورٹ ممبران کو DVD کے ذریعے فراہم کی جارہی ہے جو کہ کمپنیز ایکٹ 2017ء کے سیکشن 223(6) کی تعمیل ہے اور یہ شیئر ہولڈرز کے غیر معمولی اجلاس عام، جو 3 فروری 2017ء کو منعقد ہوا تھا میں منظور شدہ ہے۔ یہی رپورٹ بینک کی ویب سائٹ www.hbl.com/AnnualAccounts پر بھی مہیا کر دی گئی ہے اور اس کا ویب لنک ان ممبران کو ای میل کر دیا گیا ہے جن کے ای میل ایڈریسز ممبر رجسٹر میں موجود ہیں۔

ممبران سے درخواست بھی کی جاتی ہے کہ اپنے رجسٹرڈ ای میل ایڈریسز میں کسی بھی تبدیلی کی صورت میں بینک کی ویب سائٹ پر مہیا فارم کے ذریعے ہمارے شیئر رجسٹرار کو مذکورہ بالا مقصد کے لیے آگاہ کریں۔

G- فزیکل شیئرز کی CDC اکاؤنٹ میں منتقلی:

فزیکل شیئر رکھنے والے شیئر ہولڈرز کو تجویز دی جاتی ہے کہ وہ اپنے فزیکل شیئرز اسکریپ لیس فارم میں رکھیں جیسا کہ کمپنیز ایکٹ 2017 کے سیکشن 72(2) میں درج ہے کہ ہر موجودہ کمپنی کے لئے لازم ہے کہ وہ اپنے فزیکل شیئرز کو SECP کے جانب سے واضح کردہ ایک انٹری فارم میں تبدیل کریں اور SECP کی جانب سے دی جانے والے تاریخ سے متعلقہ ایکٹ کے نفاذ سے چار سال کے اندر تعمیل کریں۔

Admission Slip

The 78th Annual General Meeting of Habib Bank Limited will be held on Monday, March 30, 2020 at 10:00 a.m. at the Serena Hotel, Islamabad.

For attending the Annual General Meeting, kindly bring this slip duly signed by you.

Company Secretary

Name _____

Folio/CDC Account No. _____

Signature _____

Note:

- i. The signature of a shareholder holding shares in physical form shall agree with the specimen signature as per the Bank's record.
- ii. A CDC account holder/proxy shall authenticate his/her identity by showing his/her original Computerized National Identity Card (CNIC) or original passport at the time of attending the Annual General Meeting.
- iii. In case of a corporate entity, the Board of Directors' resolution/power of attorney, including the specimen signature of the nominee, shall be presented at the time of the Annual General Meeting, unless it has been provided earlier.
- iv. Shareholders are requested to hand over duly completed admission slips at the counter before entering the meeting premises.

This Admission Slip is not Transferable

Form of Proxy

I/We _____

of _____

being member(s) of Habib Bank Limited holding _____

Ordinary shares hereby appoint _____

of _____ vide Folio/CDC Account

No. _____ or failing

him/her _____

of _____ who is also member of Habib Bank

Limited vide Folio/CDC Account No. _____ as my/our proxy in my/our absence to attend, speak and vote for me/us and on my/our behalf at the 78th Annual General Meeting of the Bank to be held on Monday, March 30, 2020 at Serena Hotel, Islamabad and at any adjournment thereof.

As witness my/our hand/seal this _____ day of _____ 2020.

Signed by the said _____

In the presence of 1. _____

2. _____

Folio/CDC Account No.

Signature on
Five Rupees
Revenue Stamp

This signature should agree
with the specimen registered
with the Bank.

Important:

1. This Proxy Form, duly completed and signed, must be received at the Registered Office of the Bank at 9th Floor, Habib Bank Tower, Jinnah Avenue, Blue Area, Islamabad, not less than 48 hours before the time of holding the Annual General Meeting.
2. No person shall act as proxy unless he/she himself/herself is a member of the Bank except that a corporation may appoint a person who is not a member.
3. If a member appoints more than one proxy and more than one instruments of proxy are deposited by a member with the Bank, all such instruments of proxy shall be rendered invalid.

For CDC Account Holders/Corporate Entities:

In addition to the above, the following requirements have to be met:

- a. The Proxy Form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
- b. Attested copies of the CNICs or the passports of the beneficial owner(s) and the proxy shall be furnished with the Proxy Form.
- c. The proxy shall present his/her original CNIC or original passport at the time of the Annual General Meeting.
- d. In case of a corporate entity, the Board of Directors' resolution/power of attorney, including the specimen signature of the nominee, shall be submitted to the Bank along with the Proxy Form unless the same has been provided earlier.

پراسی فارم

میں / ہم _____

برائے _____

حبیب بینک لمیٹڈ کے رکن / اراکین (ممبر (ز)) ہونے کے نا طے حال _____

عمومی کس (شیئرز) بذریعہ بذاتی تقرری _____

برائے _____ وائیڈ فیلو / CDC اکاؤنٹ نمبر _____

یوان کی ناکامی _____

جو کہ _____ برائے _____

فیلو / CDC اکاؤنٹ نمبر _____ کے تحت حبیب بینک لمیٹڈ کے رکن (ممبر) بھی ہیں، کو بیہ، 30 مارچ 2020 کو اس کے بعد (بعد از اس) سر بنا ہوئی، اسلام آباد میں منعقد ہونے والے بینک کے 78 ویں سالانہ اجلاس عام میں میری / اپنی جانب سے میری / ہماری عدم موجودگی میں بطور پراسی شرکت کرنے، پولے اور ووٹ دینے کے لیے مقرر کرنا کرتی ہوں۔

پانچ روپے والے
ریونیو اسٹیپ
پر دستخط کریں

یہ دستخط بینک کے پاس
رجسٹرڈ شدہ نمونہ دستخط سے
ممکن ہونے چاہئے

بطور گواہ / بدست میرے / ہمارے دستخط و مہر ثبت، بتاریخ _____، 2020

دستخط شدہ بدست مذکورہ

مقابل حاضرین: 1 _____

2 _____

فیلو / CDC اکاؤنٹ نمبر:

اہم نکات:

- 1- باضابطہ طور پر شدہ اور دستخط شدہ یہ پراسی فارم بینک کے رجسٹرڈ دفتر واقع 9th فلور، حبیب بینک ٹاور، جناح ایونیو، بلیو ایریا، اسلام آباد کے رجسٹرڈ دفتر میں سالانہ اجلاس عام کے انعقاد کے وقت سے 48 گھنٹے قبل لازمی طور پر موصول ہو جائے۔
- 2- کوئی بھی ایسا شخص بطور پراسی شرکت نہیں ہوگا جو بذات خود بینک کا رکن نہ ہو، ماسوائے کارپوریٹن کے جو کسی بھی غیر رکن کو اپنا پراسی مقرر کر سکتی ہے۔
- 3- اگر کوئی رکن (ممبر) ایک سے زائد پراسی کا تقرر کرتا ہے اور بینک کے پاس ایک رکن (ممبر) کی جانب سے ایک سے زائد پراسی کے انسٹر ومنٹس جمع کرائے جاتے ہیں تو ایسی صورت میں اس قسم کے پراسی کے تمام انسٹر ومنٹس کو غیر مؤثر قرار دے دیا جائے گا۔

برائے CDC اکاؤنٹ ہولڈرز / کارپوریٹ ادارے:

مندرجہ بالا کے علاوہ ذیل میں دیئے گئے معیارات پر پورا اترنا بھی ضروری ہے:

- a- پراسی فارم پر دو اشخاص کی گواہی ہوگی، جن کے نام، پتے اور CNIC نمبر فارم پر درج ہوں گے۔
- b- پراسی فارم کے ساتھ فائدہ حاصل کرنے والے اکان کے CNIC یا پاسپورٹ کی مصدقہ نقل جمع کرائی جائیں گی۔
- c- پراسی، سالانہ اجلاس عام کے وقت اپنا حاصل CNIC یا اصل پاسپورٹ فراہم کرے گا/گی۔
- d- کارپوریٹ ادارے کی صورت میں، ادارہ بینک کو پراسی فارم کے ساتھ بورڈ آف ڈائریکٹرز کی قرارداد / مختار نام مع نامزد شخص کے نمونہ دستخط فراہم کرنا ہوں گے (تا وقتیکہ وہ پہلے فراہم نہ کر دیئے ہوں)۔

Electronic Payment of Cash Dividends

To
Share Registrar
Habib Bank Limited

Date: _____

Subject: Bank account details for payment of dividend through electronic mode

Dear Sir/Madam,

I/We/Messers, _____
being a/the shareholder(s) of Habib Bank Limited (the “Bank”), hereby, authorise the Bank, to directly credit cash dividends declared by it, if any, in my/our bank account as detailed below:

(i) Shareholder's details:	
Name of Shareholder	
CDC Participant ID and Sub-Account No./CDC IAS/Folio Nos.	
CNIC/NICOP/Passport/NTN No. (please attach copy)	
Contact Number (Landline and Cell Nos.)	
Shareholder's Address	
(ii) Shareholder's Bank Account details:	
Title of Bank Account	
IBAN (See Note 1 below)	
Bank's Name	
Branch Name and Code No.	
Branch Address	

It is stated that the above particulars given by me/us are correct and I/we shall keep the Bank informed in case of any change(s) in the said particulars in future.

Yours Truly,

Signature of Shareholder
(please affix company stamp in case of a corporate entity)

Note:









1. Please provide complete IBAN, after checking with your concerned bank/branch to enable electronic credit directly into your bank account.
2. In case of shares held in electronic form, this letter must be sent to shareholder's participants/CDC Investor Account Services which maintains his/her CDC account for incorporation of bank account detail for direct credit of cash dividend declared by HBL from time to time.
3. In case of shares held in paper certificate form, this letter must be sent to the Bank's Share Registrar, CDC Share Registrar Services Limited, CDC House 99-B, Block 'B', Sindhi Muslim Cooperative Housing Society (S.M.C.H.S), Main Shahra-e-Faisal, Karachi - 74400.



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