

Notice of Annual General Meeting

Notice is hereby given that the 84th Annual General Meeting ("AGM") of Habib Bank Limited (the "Bank") will be held on Monday, March 30, 2026, at 10:00 a.m. at HBL Tower, 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, 2025, together with the Reports of the Directors and Auditors thereon.
2. To approve payment of a Final Cash Dividend of Rs. 6.00 per share, (i.e. 60%) for the year ended December 31, 2025, as recommended by the Board of Directors. This is in addition to the Interim Cash Dividend(s) of Rs. 14.00 per share (i.e. 140%) already paid.
3. To appoint Auditors for a term ending at the conclusion of the next Annual General Meeting. The retiring Auditors, KPMG Taseer Hadi & Co., Chartered Accountants, have completed five years as Auditors of the Bank and are no longer eligible for appointment. The Board of Directors recommends that A.F. Ferguson & Co., Chartered Accountants, who have indicated their consent to act as Auditors, be appointed as Auditors at a fee of Rs. 51.348 million (i.e., the same statutory audit fees as currently being paid to the retiring Auditors). In addition, any Federal or Provincial taxes and reimbursements of out-of-pocket expenses will be paid at actuals.

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Any Other Business:

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

By Order of the Board

March 9, 2026
Karachi

Uzman Naveed Chaudhary
Company Secretary

Notes:

1. The Register of Members and the Share Transfer Books will remain closed from March 23, 2026 to March 30, 2026 (both days inclusive) for the purpose of the AGM.
2. Only those persons whose names appear in the Register of Members of the Bank as at March 19, 2026, will be entitled to attend and vote at the AGM.
3. A Member/shareholder entitled to attend and vote at the AGM 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 AGM.
4. Members are requested to notify immediately any changes in their registered address to Banks' 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 guidelines as laid down in Circular 1 dated January 26, 2000, issued by the SECP.
6. Pursuant to Section 150 of the Income Tax Ordinance, 2001, withholding tax on dividend paid will be deducted for 'Filer' and 'Non-Filer' shareholders at 15% and 30% respectively. All Members/ shareholders whose names are not entered into the Active Tax-payers List (ATL) provided on the website of the 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/ NTN's are entered into ATL, before March 30, 2026; enabling the Bank to make required tax deduction on the amount of cash dividend.

According to the FBR, withholding tax in case of joint shareholders 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) as per their shareholding proportions. Members that hold shares with joint shareholders are requested to provide, in writing, the shareholding proportions of the principal shareholder and the joint holder(s) in respect of shares held by them to Banks' Share Registrar, CDC Share Registrar Services Limited. In case the required information is not provided to the Bank's 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 AGM.
- ii. In case of a corporate entity, unless provided earlier, the Board of Directors' resolution/power of attorney, with specimen signature of the nominee, shall be produced at the time of the AGM.

B. Requirements for appointing Proxies:

- iii. 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.
- iv. The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the said form.
- v. Attested copies of the valid CNICs or the Passports of the beneficial owner(s) and the proxy shall be furnished with the proxy form.
- vi. The proxy shall produce his/her valid original CNIC or original Passport at the time of the AGM.
- vii. 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 Section 242 of the Companies Act, 2017, it is mandatory for all listed companies to pay cash dividends to their shareholders through electronic mode directly into the bank account designated by the entitled shareholders.

In order to receive dividend directly into their bank account, Members/shareholders are requested (if not already provided) to fill in the Shareholder Information 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 Account, the Electronic Dividend Mandate Form must be directly submitted to shareholder's brokers/participant/CDC account services.

In case of non-receipt of the above information, the Bank will be constrained to withhold payment of dividend to shareholder(s).

D. Submission of valid CNIC (Mandatory):

As per SECP directives, the dividend of shareholder(s) 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 SECP for the credit of Federal Government after issuance of notices to the shareholders to file their claim. The details of the shares issued and dividends declared by the Bank which have remained due for more than three years were sent to shareholders. Shareholders are requested to ensure that their claims for unclaimed dividends 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 the Companies Act, 2017.

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

The Bank's Annual Report, under section 223(6) of the Companies Act, 2017, is being circulated to the members. In pursuant with SECP S.R.O. 389(1)/2023 dated March 21, 2023, the members can access/download the Annual Report through the given QR Code and Weblink, as earlier approved in the Bank's Annual General Meeting held on March 27, 2024.

Scan QR Code



OR

<https://www.hbl.com/investor-relations/annual-accounts>.

The web-link to access the Bank's Annual Report is also e-mailed to the members whose registered e-mail addresses are available in the members' register. Members are requested to intimate change (if any) in their registered e-mail addresses to the Banks' Share Registrar for the above-mentioned purpose through consent form available on the Bank's website.

G. Conversion of Physical Shares into Book-Entry Form:

The Members/shareholders having physical shareholding are encouraged to place their physical shares into scripless 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."

H. Participation in AGM through Electronic Means:

SECP vide its Circulars, issued from time to time, has directed the listed companies to hold general meetings through video-link, webinar, zooming etc., in addition to the requirements of holding physical meeting.

Accordingly, the AGM would be held at the venue and via webinar to comply with the SECP instructions. Members/shareholders interested in attending the Bank's AGM through webinar are requested to get themselves registered by sending their particulars to the Company Secretary of the Bank, at the designated email address (general.meetings@hbl.com), mentioning their names, folio number and email address by the close of business hours on March 19, 2026. The webinar link would be provided to the registered shareholders. The shareholders are also encouraged to send their comments/suggestions related to the agenda items of the AGM on the above-mentioned email address by March 25, 2026.

I. Postal Ballot / E-voting:

In accordance with the Companies (Postal Ballot) Regulations 2018 ("Regulations"), the right to vote through electronic voting facility ("e-Voting") and voting by post ("Postal Ballot") shall be provided to every member of the Bank for Special Business in the manner and subject to conditions contained in the Regulations.