

Notice of Extraordinary General Meeting

Notice is hereby given that an Extraordinary General Meeting of Habib Bank Limited is scheduled to be held on Wednesday, May 24, 2017 at Serena Hotel Islamabad to transact the following business:

Special Business

1. Whereas, in the Annual General Meeting of March 22, 2013 and the Annual General Meeting of March 29, 2014 ("AGMs of 2013 and 2014") the Shareholders approved by way of Special Resolution the acquisition of additional shareholding of 14.32% by HBL (the "Bank") in Diamond Trust Bank Kenya, Limited ("DTBK").

The Bank, pursuant to the aforesaid Special Resolution, has signed an Asset Purchase Agreement ("the Agreement") with DTBK dated March 21, 2017 to transfer and vest the entire undertaking comprising of assets and liabilities of the business of the Kenya Branches of the Bank (less any excluded assets and liabilities as agreed) (the "Business") into DTBK, and in consideration DTBK shall issue and allot 13,281,105 ordinary shares of DTBK to the Bank, thereby increasing the Bank's total shareholding in DTBK from 11.97% to 16.15% (being a 4.18% increase). The State Bank of Pakistan has accorded its approval in relation to the subject transaction vide letter dated March 13, 2017.

Now therefore, as required under Kenyan Law, the Shareholders are requested to approve the transfer of the Business into DTBK and pass the following Resolution with or without modification:

Resolved that pursuant to (a) the Shareholder approvals granted in the AGMs of 2013 and 2014 and (b) the above-mentioned approval of the State Bank of Pakistan and subject to all applicable regulatory approvals being obtained under Kenyan law, the entire undertaking comprising of assets and liabilities of the business of the Kenya Branches of the Bank (less any excluded assets and liabilities as agreed) be transferred into and vested in DTBK in consideration for the issue and allotment of 13,281,105 ordinary shares of DTBK to the Bank in accordance with the terms of the Agreement.

Resolved 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 of and in the name of the Bank all such deeds, agreements, variations, 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 arrangement aforesaid including, without limiting the generality of the foregoing, any approval, sanction or permission required thereof or in connection therewith.

The information as required under section 160(1)(b) of the Companies Ordinance, 1984, setting out in detail the special business to be conducted in the Extraordinary General Meeting is being provided along with the notice of the meeting being sent to the Shareholders.

By the Order of the Board

May 3, 2017
Karachi

Nausheen Ahmad
Company Secretary

Notes:

- i) The Register of Members and the Share Transfer Books will be closed from May 11, 2017 to May 17, 2017 (both days inclusive) for the purposes of the Extraordinary General Meeting.
- ii) Only those persons whose names appear in the Register of Members of the Bank as at May 10, 2017 are entitled to attend and participate in and vote at the Extraordinary General Meeting.
- iii) A member entitled to attend and vote at the said Extraordinary 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 forty-eight (48) hours before the time of the holding of the Extraordinary General Meeting.
- iv) Members are requested to notify immediately changes if any in their registered address to our Share Registrar, M/s. Central Depository Company of Pakistan Limited, CDC House 99-B, Block 'B', Sindhi Muslim Cooperative Housing Society (S.M.C.H.S), Main Shahrah-e-Faisal, Karachi - 74400.
- v) 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.

A. Process for attending the Extraordinary 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 original Computerised National Identity Card (CNIC) or original passport at the time of attending the Extraordinary 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 Extraordinary General Meeting unless it has been provided earlier.

B. Process 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 CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- (iv) The proxy shall produce his/her original CNIC or original passport at the time of the Extraordinary General Meeting.
- (v) In case of a corporate entity, the Board of Directors' resolution/power of attorney with the specimen signature of the nominee shall be submitted (unless it has been provided earlier) along with the proxy form to the Bank.