

Notice of Extraordinary General Meeting

Notice is hereby given that the Extraordinary General Meeting ("EOGM") of Habib Bank Limited (the "Bank") will be held on Tuesday, April 28, 2026, at 10:00 a.m. at HBL Tower, Islamabad, to transact the following business:

Special Business:

- To approve and authorize investment upto Rs. 2 Billion in the fully paid-up, privately placed, perpetual, unsecured, subordinated, non-cumulative and contingent convertible debt instrument to be issued as Additional Tier 1 Capital by HBL Microfinance Bank Limited subject to the approval of the State Bank of Pakistan and if deemed fit, pass the following resolutions as Special Resolutions with or without modification(s):

"RESOLVED THAT Habib Bank Limited (the "Bank") be and is hereby authorised to invest upto Rs. 2 Billion in the fully paid-up, privately placed, perpetual, unsecured, subordinated, non-cumulative and contingent convertible debt instrument to be issued as Additional Tier 1 Capital by HBL Microfinance Bank Limited, at the price of six (6) months KIBOR plus 2.0%, as per the approved terms and conditions; subject to all applicable regulatory approvals."

"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 investment, 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 134(3) of the Companies Act, 2017, is being sent to shareholders.

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:

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

By Order of the Board

Uzman Naveed Chaudhary
Company Secretary

April 7, 2026
Karachi

Notes:

- The Register of Members and the Share Transfer Books will remain closed from April 21, 2026 to April 28, 2026 (both days inclusive) for the purpose of the EOGM.
- Only those persons whose names appear in the Register of Members of the Bank as at April 20, 2026, will be entitled to attend and vote at the EOGM.
- A Member/shareholder entitled to attend and vote at the EOGM 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 EOGM.
- Members are requested to notify immediately any changes in their registered address to 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.
- CDC Account Holders will further have to follow the guidelines as laid down in Circular 1 dated January 26, 2000, issued by the SECP.

A. Requirements for attending the Extraordinary General Meeting:

- 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 EOGM.
- 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 EOGM.

B. Requirements for appointing Proxies:

- 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.

- The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the said form.
- Attested copies of the valid CNICs or the Passports of the beneficial owner(s) and the proxy shall be furnished with the proxy form.
- The proxy shall produce his/her valid original CNIC or original Passport at the time of the EOGM.
- 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. Participation in EOGM 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 EOGM would be held at the venue and via webinar to comply with the SECP instructions. Members/shareholders interested in attending the Bank's EOGM through webinar are requested to get themselves registered by sending their particulars to the Company Secretary of the Bank, at the designated email address (generalmeetings@hbl.com), mentioning their names, folio number and email address by the close of business hours on April 24, 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 item of the EOGM on the above - mentioned email address by April 27, 2026.

D. 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.

For this Special Business Agenda, facility of Postal Ballot/e-Voting is arranged for the members/shareholders through the Bank's Share Registrar, M/s CDC Share Registrar Services Limited (e-Voting Service Provider). In accordance with the Regulation 11 of the Regulations, the Board has appointed M/s BDO Ebrahim & Co., Chartered Accountants, a QCR rated audit firm, to act as the Scrutinizer of the Bank for the EOGM for the purpose of the Special Business Agenda and to undertake other responsibilities as defined in said Regulations.

a) Procedure for e-Voting

- Details of e-voting facility will be shared through email by CDC Share Registrar Services Limited (being the e-Voting service provider) with those members of the Bank who have their valid CNIC numbers, cell numbers and email addresses available in the register of members of the Bank by close of business on April 24, 2026.
- The web address, login details, password, date of casting e-Vote and other necessary details will be communicated to members via email and the security codes will be communicated to the members through SMS by e-Voting service provider.
- Identity of the Members intending to cast vote through e-Voting shall be authenticated through electronic signature or authentication for login.
- Members shall cast their votes for Agenda Item no.1, online at any time from April 24, 2026 to April 27, 2026, till 5:00 p.m. (PST).
- Once the vote on the resolution is casted by a member, the said member will not be subsequently allowed to change it.

b) Procedure for voting through Postal Ballot

- Members may alternatively opt for voting through postal ballot, attached at the bottom of this notice. The same has also been made available on the Bank's website (<https://www.hbl.com/investor-relations/investor-relations/notices>).
- Members shall ensure that duly filled and signed ballot paper, along with a copy of Computerized National Identity Card (CNIC), is received by the Chairman of the meeting through post at HBL Corporate Office F-14, Block-5, Clifton, Karachi or email at generalmeetings@hbl.com on or before April 27, 2026, during working hours.
- The signature on the ballot paper should match with the signature on CNIC.
- In case of foreign shareholders (individuals), a copy of valid passport as identification document in lieu of CNIC will be required. In case of representatives of a body corporate, corporation and Federal/Provisional Government, a Power of Attorney or other authority/board resolution as identification document, along with valid CNIC/passport copy will be required.
- Incomplete, unsigned, incorrect, defaced, torn, mutilated, overwritten ballot paper will be rejected.

Ballot paper for voting through post for the Special Business at Extraordinary General Meeting to be held on Tuesday, April 28, 2026, at 10:00 A.M. (PST) at HBL Tower, Islamabad

Website: <https://www.hbl.com>

(The Members shall ensure that duly filled and signed ballot paper is received by the Chairman of the meeting through post at the HBL Corporate Office F-14, Block-5, Clifton, Karachi or E-mail at generalmeetings@hbl.com on or before April 27, 2026, during working hours.)

Folio / CDS Account Number	
Name of shareholder/joint shareholders/Proxy Holder	
Registered Address	
Number of shares held	
CNIC/ Passport Number (copy to be attached)	
Additional Information and enclosures (In case of representative of body corporate, corporation and Federal Government.)	
Name of Authorized Signatory	
CNIC / Passport No. (In case of foreigner) of authorized signatory (copy to be attached)	

I/we hereby exercise my/our vote in respect of the following resolutions through postal ballot by conveying my/our assent or dissent to the following resolution by placing tick (√) mark in the appropriate box below:

Agenda No.	Nature and Description of Resolutions	No. of ordinary shares for which votes cast	I/We assent to the Resolutions (FOR)	I/We dissent to the Resolutions (AGAINST)
1	<p>"RESOLVED THAT Habib Bank Limited (the "Bank") be and is hereby authorised to invest upto Rs. 2 Billion in the fully paid-up, privately placed, perpetual, unsecured, subordinated, non-cumulative and contingent convertible debt instrument to be issued as Additional Tier 1 Capital by HBL Microfinance Bank Limited, at the price of six (6) months KIBOR plus 2.0%, as per the approved terms and conditions; subject to all applicable regulatory approvals."</p> <p>"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 investment, including without limiting the generality of the foregoing, any approval, sanction or permission required thereof or in connection therewith."</p>			

Signature of Shareholder(s)

Place: _____

Date: _____

NOTES:

- Members shall ensure that duly filled and signed ballot paper, along with a copy of Computerized National Identity Card (CNIC) / Passport, is received by the Chairman of the meeting through post at the HBL Corporate Office F-14, Block-5, Clifton, Karachi or email at generalmeetings@hbl.com on or before April 27, 2026, during working hours. Any postal ballot received after this date, will not be considered for voting.
- Copy of CNIC / Passport should be enclosed with the postal ballot paper.
- Signature on postal ballot paper should match with signature on CNIC / Passport (in case of foreigner).
- In case of foreign shareholders (individuals), a copy of valid passport as identification document in lieu of CNIC will be required. In case of representatives of a body corporate, corporation and Federal/Provisional Government, a Power of Attorney or other authority/board resolution as identification document, along with a valid CNIC/passport copy will be required.
- Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot paper will be rejected.
- Postal Ballot Paper form has also been placed on website of the Bank at: <https://www.hbl.com/investor-relations/regulatory-compliance> Members may download the ballot paper from the website or use an original/photocopy published in newspapers.