



NOTICE OF THE EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting of Habib Bank Limited ("HBL/the Bank") will be held on Thursday, November 10, 2022 at 09:00 a.m. at HBL Tower, Islamabad to transact the following business:

Special Business:

1. To consider issuance of fully paid up, perpetual, rated, unsecured, subordinated, non-cumulative, contingent convertible, privately placed, Additional Tier 1 (ADT-1) capital eligible Term Finance Certificates (TFCs) of up to Rs. 10 billion (inclusive of a green shoe option of Rs. 5 billion) in a single tranche or multiple tranches, for Capital Adequacy Ratio (CAR) purposes. In this regard, consider and pass the following Resolutions as Special Resolutions, with or without modification:

RESOLVED that the Bank be and is hereby authorized to issue Additional Tier-I capital through Fully Paid-up, Rated, Privately Placed, Perpetual, Unsecured, Subordinated, Non-cumulative and Contingent Convertible Term Finance Certificates (the "TFCs") in aggregate of up to Rs. 10 billion, in a single or multiple issues of redeemable capital, inclusive of a green shoe option of Rs. 5 billion, subject to regulatory approvals.

RESOLVED FURTHER that the TFCs may be listed on the Pakistan Stock Exchange ("PSX") under the Privately Placed Debt Securities Listing Regulations ("DSLRL") subject to Chapter 5C of the PSX Rulebook (if required);

RESOLVED FURTHER that in the event the SBP exercises its option to convert the TFCs into ordinary shares of the Bank upon the occurrence of a Point of Non-Viability ("PONV"), such ordinary shares shall be issued other than by way of rights as per the applicable provisions of the Companies Act, 2017 ("Additional Shares"), in accordance with the instructions of the State Bank of Pakistan ("SBP") under the 'Instructions for Basel III Implementation in Pakistan' ("Basel III Rules") issued under BPRD Circular No. 06 dated August 15, 2013, as amended from time to time. The issuance of such Additional Shares shall be based on the market value of the shares of the Bank on the date of trigger of PONV as declared by the SBP and shall be subject to a maximum of 113,871,871 ordinary shares.

RESOLVED FURTHER that the issuance of the Additional Shares shall be subject to obtaining all other necessary approvals including but not limited to the approval of the Securities and Exchange Commission of Pakistan, pursuant to Section 83 and other applicable provisions of the Companies Act, 2017, and rules and regulations of the SBP, as may be applicable.

RESOLVED FURTHER that for the purpose of giving effect to the above Resolutions, 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 finalize all details and documentation with regard to the issuance of TFCs and to execute and deliver all related agreements, and listing applications of the Stock Exchange including but not limited to investor agreements, agency agreement(s), other documents, and instruments for and on behalf of the Bank and further are also authorized to take all necessary actions and obtain requisite statutory and listing approvals of the Regulators (including Securities and Exchange Commission of Pakistan, State Bank of Pakistan, the Pakistan Stock Exchange and Central Depository Company of Pakistan Limited) under all applicable Laws, Rules and Regulations. They are further authorized to take all necessary steps to appoint and finalize terms with the Registrars, Issue agent, Market Makers (if required), and any other relevant institutions and to sign agreements and any ancillary documents thereto.

The information as required under section 134(3) of the Companies Act, 2017 is annexed.

Any Other Business:

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

By Order of the Board

Date: October 18, 2022
Karachi

Uzman Naveed Chaudhary
Company Secretary

Notes:

1. The Register of Members and the Share Transfer Books will be closed from November 8, 2022 to November 10, 2022 (both days inclusive) for the purpose of the Extraordinary General Meeting.
2. Only those persons whose names appear in the Register of Members of the Bank as at November 7, 2022 are entitled to attend and vote at the Extraordinary General Meeting.
3. 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 48 hours before the time of the holding of the Extraordinary 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.

A. Requirements 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 valid original Computerized 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. 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 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 Extraordinary General Meeting.
- 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. Participation in Extraordinary General Meeting (EOGM) through Electronic Means:

The Securities & Exchange Commission of Pakistan ("SECP") has vide its Circulars issued from time to time 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/via webinar and would be attended by the directors of HBL, those who are available in Pakistan, by way of video link and by shareholders including holders of proxies assembling at the HBL Tower, Islamabad. The shareholders are encouraged to consolidate their physical attendance and voting at the EOGM into as few people as possible through proxies. The following arrangements have been made by the Bank to further facilitate the participation of the shareholders in the EOGM:

- The shareholders interested in attending the HBL's EOGM through webinar are requested to get themselves registered by sending their particulars to the Company Secretary HBL, at the designated email address (general.meetings@hbl.com), mentioning their names, folio number, email address by the close of business hours on **November 7, 2022**. 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 **November 7, 2022**.
- As always, HBL intends, and undertakes, to hold the meeting in compliance with all applicable laws, and requirements, including for quorums, the keeping of minutes and voting while ensuring the safety of its shareholders, employees, directors and the public at large.

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

1. In order to contribute towards Additional Tier-I Capital, the Bank intends to issue redeemable capital in the form of term finance certificates under Section 66 of the Companies Act, 2017, and the Basel III Guidelines issued by the State Bank of Pakistan. The funds so raised will be utilized in the Bank's business operations as permitted by the Bank's Memorandum and Articles of Association.
2. The Board of Directors has approved the fully paid-up, rated, privately placed and subsequently listed, perpetual, unsecured, subordinated, non-cumulative and contingent convertible Term Finance Certificates ("TFCs") in aggregate of up to PKR 10 billion, in a single or multiple issues of redeemable capital, inclusive of a green shoe option of Rs. 5 billion and has recommended the same to the shareholders for adoption. The SBP has also given its in-principle approval to the issuance of the TFCs.
3. The salient features of the TFCs shall be as follows:

Size	PKR 10,000,000,000 (inclusive of Green Shoe option)
Green Shoe	PKR 5,000,000,000
Pricing	3M KIBOR+ 2.00%
Tenor	Perpetual
Instrument Rating	Expected rating of AA+
Coupon Payment	Discretionary and Non-Cumulative
Call Option	The Bank (Issuer) may exercise a Call Option (Issuer's Call, Tax Event Call or Capital Event Call, as the case may be) subject to the following conditions: (a) Prior approval of the SBP has been obtained for the exercise of the Issuer's Call, (b) The Issuer replaces the TFCs with capital of the same or better quality and demonstrates that the capital position of the Issuer will be above the minimum capital requirement prescribed by the SBP after the Call Option is exercised.
Convertibility	Upon pre-specified trigger events. In conformity with SBP Basel III Guidelines as per the Circular, if directed by the SBP, the TFCs shall be permanently converted into ordinary shares upon the occurrence of a: (i) CET 1 Trigger Event (ii) PONV Trigger Event (iii) Lock-In Event The amount of the TFCs to be converted at the PONV Trigger Event will be determined as per the SBP's direction.
Lock-in-Clause	Mark-up will only be paid from the Issuer's current year's earning and if the Issuer is in compliance with regulatory Minimum Capital Requirement, Capital Adequacy Ratio and Leverage Ratio requirements set by the SBP from time to time ("MCR, CAR and LR Requirements"). Any inability to exercise lock-in clause or non-cumulative feature ("Lock-In Event"), will subject these TFCs to mandatory conversion into ordinary shares/ write-off at the discretion of the SBP in accordance with the Loss Absorbency (Mandatory Conversion Provisions) and Loss Absorbency (Write-Off Provisions), as applicable.

4. The Directors of the Bank are not directly or indirectly interested in the issue of the TFCs except to the extent of their shareholding in the Bank.

UPDATE

Under Regulations 4 and 6 of the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017

This Statement provides information as required under Regulations 4 and 6 of the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017 in respect of the investments authorised by the Shareholders in the previous Annual General Meetings of the Bank.

Summary / Overview

Company name	Approvals taken in Annual General Meeting	Date of Annual General Meeting	Update for 2022
HBL Microfinance Bank Limited	Capital injection of up to Rs 4 billion in HBL Microfinance Bank Ltd (HBL MFB) over a period of three (3) years through subscription of rights shares of HBL MFB.	March 26, 2021	<p>The Bank had made an investment of Rs 2 billion, subscribing to 200 million rights shares at par on July 15, 2021.</p> <p>During 2022, The Bank has made further investment of Rs 1 billion, subscribing to 100 million rights shares at par on July 04, 2022.</p> <p>The total investment made under this approval is now Rs. 3 billion.</p>
HBL Bank UK Limited (HBL UK)	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. HBL seeks to invest in these Loan Notes through its Bahrain branch.	March 30, 2020	During 2021, HBL, through its Bahrain branch, has invested a further US\$3 million in Additional Tier-I instruments issued by HBL Bank UK. The cumulative investment in Additional Tier-I instrument has reached US\$ 13 Mn.
Habib Allied Holding Limited (HAHL)	Purchase 9.5% shares of Habib Allied Holding Limited ("HAHL") from Allied Bank Limited ("ABL").	March 30, 2022	<p>HBL and ABL entered into a Share Purchase Agreement ("SPA") whereby ABL has transferred 5,874,525 shares of HAHL to HBL for a total consideration of Rs 1.729 billion.</p> <p>The transaction has been successfully completed on June 28, 2022, in accordance with the SPA.</p>

(i) HBL Microfinance Bank Limited:

1	Total Investment approved	Approved by the shareholders in the Annual General Meeting held on March 26, 2021, to invest up to Rs 4 billion in HBL Microfinance Bank Limited (HBL MFB) over a period of three (3) years through subscription to rights shares subject to the approval of SBP.
2	Maximum amount of investment made	<p>The Bank had made an investment of Rs 2 billion, subscribing to 200 million rights shares at par on July 15, 2021.</p> <p>During 2022, the Bank has made further investment of Rs 1 billion, subscribing to 100 million rights shares at par on July 04, 2022.</p> <p>The total investment made under this approval is now Rs. 3 billion.</p>
3	Reasons for deviations from the approved timeline of investment, where investment decision was to be implemented in specified time	The timeframe specified for making the complete investment is March 2024.

4	Material change in financial statements of associated company or associated undertaking since date of the resolution passed for approval of investment in such company.	The financial position of the company is given in the table below.
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Rs in million

Financial Position	2020	2021
Revenue	7,579.9	10,412.2
Operating expense	5,157.5	6,269.6
Operating profit	2,422.4	4,142.6
Customer deposits	61,726.2	91,362.6
Customer loans and advances	41,628.2	56,872.4
Cash, Balances with Banks, Lending to financial institutions, and Investments	26,266.1	44,607.3
Equity	6,688.3	10,083.3

(ii) HBL Bank UK Limited (HBL UK):

1	Total Investment approved	Approved by the Shareholders in the Annual General Meeting held on March 30, 2020, to invest up to US\$ 30 million in Loan Notes issued by HBL Bank UK limited (HBL UK) over the next three (3) years.
2	Amount of investment made to date	HBL has so far invested US\$ 13 Million.
3	Reasons for deviations from the approved timeline of investment, where investment decision was to be implemented in specified time.	The timeframe specified for making the complete investment is March 2023.
4	Material change in financial statements of associated company or associated undertaking since date of the resolution passed for approval of investment in such company.	The financial position of the company is given in the table below.

(iii) Habib Allied Holding Limited (HAHL):

1	Total Investment approved	Approved by the Shareholders in the Annual General Meeting held on March 30, 2022, to purchase 9.5% shares of Habib Allied Holding Limited (“HAHL”) from Allied Bank Limited (“ABL”), subject to approval of the State Bank of Pakistan.
2	Amount of investment made to date	HBL and ABL entered into a Share Purchase Agreement (“SPA”) whereby ABL has transferred 5,874,525 shares of HAHL to HBL for a total consideration of PKR 1,728,838,350/-
3	Reasons for deviations from the approved timeline of investment, where investment decision was to be implemented in specified time.	The transaction has been successfully executed on June 28, 2022, in accordance with the SPA.
4	Material change in financial statements of associated company or associated undertaking since date of the resolution passed for approval of investment in such company.	The financial position of the company is given in the table below.

GBP in millions

Financial Position	2020	2021
Revenues	13.7	15.8
Operating expense	25.7	19.9
Operating loss	12.0	4.1
Deposits	464.7	477.2
Loans and Advances to banks and customers	357.2	348.1
Cash, Balances at Central Banks, and Investments	180.3	199.5
Equity	70.6	64.4

اطلاع برائے غیر معمولی اجلاس عام

بذریعہ لہذا، اطلاع دی جاتی ہے کہ مندرجہ ذیل امور کی انجام دہی کے لیے حبیب بینک لمیٹڈ ("بینک") کا غیر معمولی اجلاس عام بروز جمعرات، 10 نومبر 2022ء، بوقت صبح 09:00 بجے، HBL، ٹاور، اسلام آباد میں منعقد ہوگا۔

خصوصی امور

1. کیپٹل ایڈیکویٹی ریشو (Capital Adequacy Ratio) کی غرض سے، مکمل ادا شدہ، دائمی، ریٹڈ، آن سکیورڈ، سب آرڈینیٹڈ، غیر مجموعی، کنٹینجٹ کنورٹیبیل، پرائیوٹلی پبلسڈ، اضافی Tier 1 (ADT-1) سرمائے کے اجراء پر غور و خوض کرنا، جو (5 بلین روپے کے گرین شو آپشن کے ساتھ) 10 بلین روپے تک کے ٹرم فنانس سرٹیفکیٹس (TFCs) کے لیے اہل ہے جو ایک یا ایک سے زائد اقساط میں ہوگا۔ اس ضمن میں، درج ذیل قرارداد پر غور کرنا اور، ترمیم کے ساتھ یا بغیر، خصوصی قرارداد کے طور پر منظور کرنا:

"قرارداد پاپا، بینک کوریڈیم اہل کیپٹل کے ایک یا متعدد اجراء کی صورت میں، 5 بلین روپے کے گرین شو آپشن کے ساتھ، مجموعی طور پر 10 بلین روپے کے اضافی Tier 1 سرمائے کے اجراء پر مکمل ادا شدہ، ریٹڈ، پرائیوٹلی پبلسڈ، دائمی، آن سکیورڈ، سب آرڈینیٹڈ، غیر مجموعی اور کنٹینجٹ کنورٹیبیل ٹرم فنانس سرٹیفکیٹس (TFCs) کی، بذریعہ لہذا، منظوری دی جاتی ہے جو تمام ریگولیٹری منظوریوں سے مشروط ہے۔

"یہ بھی قرارداد پاپا، TFCs کو پاکستان اسٹاک ایکسچینج ("PSX") میں پرائیوٹلی پبلسڈ ڈیٹ سیکورٹیز لسٹنگ ریگولیشنز ("DSL") کے تحت PSX رول بک کے باب 5C کے تحت درج کیا جاسکتا ہے (اگر ضرورت ہو)؛

"یہ بھی قرارداد پاپا، اسٹیٹ بینک آف پاکستان عدم استحکام کے پوائنٹ (PONV) کی وقوع پذیری پر TFCs کی بینک کے عمومی حصص میں تبدیلی کا استحقاق استعمال کر سکتا ہے، اس طرح کے عمومی شیئرز کمپنیز ایکٹ، 2017 ("اضافی حصص") کی قابل اطلاق شرائط کے مطابق Rights کے علاوہ جاری کیے جائیں گے، جو کہ پاکستان میں BASEL III کے اطلاق کے لیے ہدایات (BASEL III قوانین) کے تحت اسٹیٹ بینک آف پاکستان کی ہدایات کے مطابق، جو کہ BPRD سرکلر نمبر 6 مورخہ 15 اگست، 2013 کے تحت جاری کیا گیا، جو وقتاً فوقتاً ترمیم کیا گیا۔ اس طرح کے اضافی حصص کا اجراء PONV کے ٹریگر (Trigger) کی تاریخ پر بینک کے حصص کی مارکیٹ ویلیو پر مبنی ہوگا جیسا کہ SBP نے اعلان کیا ہے اور جو زیادہ سے زیادہ 113,871,871 عمومی حصص پر منحصر ہوگا۔

"یہ بھی قرارداد پاپا، کمپنیز ایکٹ 2017 کے سیکشن 83 اور دیگر قابل اطلاق شرائط اسٹیٹ بینک آف پاکستان کے اصولوں اور ضابطوں کے مطابق جو قابل اطلاق ہو سکتے ہیں، اضافی حصص کا اجراء تمام ضروری منظوریوں بشمول (تاہم اس تک محدود نہیں) سیکورٹیز اینڈ ایکسچینج کمیشن آف پاکستان کی منظوری سے مشروط ہوگا۔

"یہ بھی قرارداد پاپا، مذکورہ بالا قراردادوں کے نفاذ کے لیے، بینک کے بورڈ آف ڈائریکٹرز یا ایسے فرد یا افراد جن کی بینک کے بورڈ آف ڈائریکٹرز نے منظوری دی ہو، ہوں اور ان میں سے ہر ایک کو بذریعہ لہذا اختیار دیا جاتا ہے کہ وہ TFCs کے اجراء اور تمام متعلقہ معاہدوں کو انجام دینے اور ان کی فراہمی کے حوالے سے تفصیلات اور دستاویزات اور اسٹاک ایکسچینج کی لسٹنگ کی درخواستیں بشمول سرمایہ کاروں کے معاہدے، ایجنسی کے معاہدے، دیگر دستاویزات، اور بینک کے لیے اور بینک کی جانب سے انسٹرومنٹس اور اس کے علاوہ دیگر تمام ضروری اقدامات کرنے اور ریگولیٹرز (بشمول سیکورٹیز اینڈ ایکسچینج کمیشن آف پاکستان، اسٹیٹ بینک آف پاکستان، پاکستان اسٹاک ایکسچینج اور سینٹرل ڈپازٹری کمپنی آف پاکستان لمیٹڈ) سے مطلوبہ قانونی اور لسٹنگ کی منظوری حاصل کرنے کے بھی مجاز ہیں۔ جو تمام نافذ العمل قوانین اور قواعد و ضوابط کے تحت ہے۔ انہیں یہ بھی اختیار ہے کہ وہ رجسٹرار، ایٹو ایجنٹ، مارکیٹ میکرز (اگر ضرورت ہو) اور کسی دوسرے متعلقہ اداروں کے ساتھ تقرری اور شرائط کو حتمی شکل دینے کے لیے تمام ضروری اقدامات کریں اور اس کے لیے معاہدوں اور کسی بھی ذیلی دستاویزات پر دستخط کریں۔

کمپنیز ایکٹ 2017 کے سیکشن 134(3) کے تحت مطلوبہ معلومات انگلش ورژن میں منسلک کی گئی ہے۔

دیگر امور

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

بحکم بورڈ

عظمان نوید چوہدری
کمپنی سیکریٹری

18 اکتوبر 2022ء

کراچی

نوٹس:

1. غیر معمولی اجلاس عام کے انعقاد کے مقصد کے لیے، اراکین (ممبرز) کار جسٹر اور حصص منتقلی کی کتابیں (شیئر ٹرانسفر بکس) مورخہ 8 نومبر 2022ء سے 10 نومبر 2022ء تک (بشمول ہر دو یوم) بند رہیں گی۔

2. صرف وہ اشخاص غیر معمولی اجلاس عام میں شرکت کرنے اور ووٹ دینے کے اہل ہیں جن کے نام مورخہ 7 نومبر 2022ء کو بینک کے اراکین (ممبرز) کے رجسٹر میں موجود ہوں۔
3. غیر معمولی 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 / سکتی ہے، یا یہ کہ ایک کارپوریشن کسی ایسے شخص کو بھی اپنا پر کسی مقرر کر سکتی ہے جو رکن (ممبر) نہ ہوتا ہم باضابطہ طور پر کارپوریشن کی جانب سے مجاز قرار دیا گیا ہو۔ پراسیز کی تقرری کی اطلاع غیر معمولی اجلاس عام کے انعقاد سے 48 گھنٹے قبل بینک کے رجسٹر ڈفتر 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 رجسٹرار، میسرز سینٹرل ڈپازٹری کمپنی آف پاکستان لمیٹڈ، CDC ہاؤس، 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 مراسلہ (سرکلر) نمبر 1 بتاریخ 26 جنوری 2020ء میں مذکورہ رہنما اصولوں (گائیڈ لائنز) پر عمل درآمد کرنا ہوگا۔

A. غیر معمولی اجلاس عام میں شرکت کے لیے مطلوبہ عوامل:

- (i) انفرادی اشخاص کی صورت میں، اکاؤنٹ ہولڈر یا سب اکاؤنٹ ہولڈر، جن کی رجسٹریشن کی تفصیلات سینٹرل ڈپازٹری کمپنی آف پاکستان لمیٹڈ کے قواعد کے مطابق آپ لوڈ کر دی گئی ہیں، غیر معمولی اجلاس عام میں شرکت کے وقت اپنا اصل اور موثر کمپیوٹرائزڈ شناختی کارڈ (CNIC) یا اصل پاسپورٹ دکھا کر اپنی شناخت کی تصدیق کروائیں گے۔
- (ii) کارپوریٹ ادارے کی صورت میں، غیر معمولی 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 کیے گئے ہوں۔

B. پراسیز کی تقرری کے لیے مطلوبہ عوامل:

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

C. الیکٹرانک ذرائع سے غیر معمولی اجلاس عام میں شرکت:

سیکیورٹیز اینڈ ایکسچینج کمیشن آف پاکستان ("SECP") نے اپنے وقتاً فوقتاً سرکلرز کے ذریعے لسٹڈ کمپنیوں کو فزیکل اجلاس منعقد کرنے کے ساتھ ویڈیو لنک، Zoom، Webinar وغیرہ کے ذریعے بھی اجلاس عام منعقد کرنے کی ہدایات دی ہیں۔

چنانچہ، غیر معمولی اجلاس عام اپنے مقام پر اور Webinar کے ذریعے منعقد ہوگا اور اس میں HBL کے پاکستان میں موجود ڈائریکٹرز، شیئر ہولڈرز بشمول پر کسی ہولڈرز بذریعہ ویڈیو لنک اور HBL ناؤر، اسلام آباد میں شرکت کر سکیں گے۔ شیئر ہولڈرز کو تجویز دی جاتی ہے کہ پراسیز کے ذریعے غیر معمولی اجلاس عام میں اپنی بذات خود شرکت اور ووٹنگ کو کم سے کم لوگوں تک محدود رکھیں۔ غیر معمولی اجلاس عام میں شیئر ہولڈرز کی شرکت میں مزید سہولت کے لیے، بینک کی جانب سے درج ذیل انتظامات کیے گئے ہیں:

- HBL کے غیر معمولی اجلاس عام میں Webinar کے ذریعے شرکت میں دلچسپی رکھنے والے شیئر ہولڈرز سے درخواست کی جاتی ہے کہ بینک کے مقررہ ای میل ایڈریس (general.meetings@hbl.com) پر کمپنی سیکریٹری HBL کو اپنے کو آنف، بشمول اپنے نام، فوئیو نمبر، ای میل ایڈریس 7 نومبر 2022ء کو کاروباری اوقات ختم ہونے تک بھیج کر رجسٹر ہو جائیں۔ رجسٹر ہونے والے شیئر ہولڈرز کو Webinar کا لنک فراہم کر دیا جائے گا۔ شیئر ہولڈرز غیر معمولی اجلاس عام کے ایجنڈا کے نکات سے متعلق اپنے تبصرے / تجاویز بھی 7 نومبر 2022ء تک مذکورہ بالا ای میل ایڈریس پر بھیج سکتے ہیں۔
- اپنے شیئر ہولڈرز، عملے، ڈائریکٹرز اور عوام الناس کی حفاظت یقین بناتے ہوئے، HBL، ہمیشہ کی طرح، تمام نافذ العمل قوانین، اور تقاضوں، بشمول quorums، minutes رکھنے اور ووٹنگ سے متعلق پر عمل درآمد کے ساتھ اجلاس منعقد کرنے کا ارادہ اور عہد رکھتا ہے۔



ADMISSION SLIP

The Extraordinary General Meeting of Habib Bank Limited will be held on Thursday, November 10, 2022 at 09:00 a.m. at the HBL Tower, Islamabad.

For attending the Extraordinary 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 Extraordinary 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 Extraordinary 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 Extraordinary General Meeting of the Bank to be held on
Thursday, November 10, 2022 at HBL Tower, Islamabad and at any adjournment thereof.

As witness my/our hand/seal this _____ day of _____ 2022.

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, HBL Tower, Jinnah Avenue, Blue Area, Islamabad, not less than 48 hours before the time of holding the Extraordinary 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 Extraordinary 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.