

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-1 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 being sent to the shareholders.

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 undermentioned 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.