

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 23rd Annual General Meeting of the members of the Bank of Punjab will be held at Qasar-e-Noor, Main Boulevard, Gulberg-III, Lahore on Tuesday, 29th April, 2014 at 9:30 a.m. to transact the following business:

ORDINARY BUSINESS:

- 01) To confirm the minutes of 22nd Annual General Meeting held on April 30, 2013.
- 02) To receive, consider and adopt the Annual Audited Financial Statements of the Bank of Punjab for the year ended December 31, 2013 together with the Director's and the Auditors' reports thereon.
- 03) To appoint Auditors for the year ending December 31, 2014 and to fix their remuneration.
- 04) Any other item of business with the permission of the Chair.

SPECIAL BUSINESS:

- 01) Election of one Director U/s 10(1)(b) of The Bank of Punjab Act, 1989.

By order of the Board
RAZA SAEED
Secretary

Lahore: April 06, 2014
NOTES:

01. The Register of Members and the Share Transfer Books of the Bank shall remain closed for transfer from 22-04-2014 to 28-04-2014 (both days inclusive).
02. All members are entitled to attend the meeting; however, the right of vote is restricted to those who are registered as such for a period of not less than three months prior to the date of the meeting as per section 17(1) of The Bank of Punjab Act, 1989.
03. Members, whose shares are deposited with Central Depository Company of Pakistan Ltd., are requested to bring their original Computerized National Identity Card (CNIC) along with Participant ID number and their account numbers in CDC to facilitate identification at the time of the Annual General Meeting. In case of corporate entity, the Board of Director's resolution/power of attorney with specimen signature of the nominee shall be produced (if it has not been provided earlier) at the time of the meeting. In case of proxy, an attested copy of proxy's Identity Card, Participant's ID and account number in CDC be enclosed. Proxy must be deposited at the Corporate Affairs Department BOP Tower, 10-B, Block-E-II, Main Boulevard, Gulberg-III, Lahore not less than 48 hours before the meeting. The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form. In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature shall be submitted (unless it has been provided earlier) along with proxy form to the Company.
04. A member is entitled to appoint another member as proxy to attend the meeting.
05. The members should quote their folio number in all correspondence with the Bank and at the time of attending the Meeting.
06. Members are requested to promptly notify any change in their addresses to our Registrar M/s. CORPLINK (Pvt.) Limited, Wings Arcade, 1-K, Commercial, Model Town, Lahore before book closure so that entitlement, if any, be dispatched at the correct addresses.
07. Entry of the member or his/her duly authorized person will be on strict identification as per specimen signature on the Bank's record.

Statement Under Bank's Bye-Laws # 18-IV(ii)

This statement set out material facts concerning the special business to be transacted at 23rd Annual General Meeting of the Bank and also deemed to be the notice under Bank's Bye-Law # 19(1) of The Bank of Punjab.

1. It is notified as follows:
 - a) The number of director(s) to be elected is one.
 - b) Name(s) of retiring director(s) is as under:
 - i) Mr. Junaid Ashraf Khawaja. (Retired on 30/09/2013)
2. Any person, who seeks to contest the election to the Office of Director, must be the holder, in his own right, of unencumbered shares of the Bank of the nominal amount of Twenty Five Thousand Rupees at the least as per Section 12(1) of The Bank of Punjab Act, 1989.
3. As per Bank's Bye-law No.19(3) any person who seeks to contest an election to the Office of Director shall, file with the Bank, not later than fourteen (14) days before the date of the meeting at which election is to be held, a notice of his intention to offer himself for election of Director. Such person can at any time before holding of the election withdraw this notice.
4. Guidelines under Fit & Proper Test (FPT) shall be complied with in terms of SBP, BPRD Circular No.04 of 2007 dated April 23, 2007 in fresh appointments and/or renewals of the members of Board of Directors. All appointments in Bank/DFIs shall be subject to prior clearance from SBP and applications in this regard would be forwarded / routed through their concerned Banks/DFIs.
5. All members whose names appear in the Bank's Members' Register as on 29/01/2014 and continue to be the member up to 29/04/2014 are entitled to attend and vote at the meeting as per section 17(1) of The Bank of Punjab Act, 1989.
6. The members whose shares are maintained in Central Depository System with the Central Depository Company of Pakistan Limited should follow the guidelines for attending the meetings and appointment of proxies as laid down by the Securities and Exchange Commission of Pakistan.

