NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an Extra-Ordinary General Meeting of shareholders of the Bank of Punjab will be held on **Monday, June 15, 2015 at 9:30 a.m. at Sapphire Banquet Hall, 9-Babar Block, New Garden Town, Lahore** to transact the following business and shall also be deemed as the notice under the Bank's Bye-Law No.19(1) of the Bank of Punjab:

ORDINARY BUSINESS:

1. To confirm the minutes of 24th Annual General Meeting held on April 30, 2015.

SPECIAL BUSINESS:

1. Election of three Directors under Section 10(1)(b) of The Bank of Punjab Act, 1989.
2. To transact any other business with the permission of the Chair.

By order of the Board

RAZA SAEED
Company Secretary

Lahore: May 25, 2015

ELECTION OF DIRECTORS

1. Share Transfer Books of the Bank shall remain closed for transfer from **08-06-2015 to 14-06-2015** (both days inclusive).
2. It is notified as follows:
   a) The Number of Directors to be elected is three.
   b) The following three directors are retiring on June 30, 2015:
      i) Mr. Javaid Aslam
      ii) Khawaja Farooq Saeed
      iii) Mr. Saeed Anwar
   c) Elected directors would take the charge with effect from June 30, 2015 subject to FPT clearance of SBP.
3. 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.
4. 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.
5. Guidelines under Fit & Proper Test (FPT) shall be complied with in terms of SBP, BPRD Circular No.04 of 2007 and 05 of 2015 dated April 23, 2007 and March 12, 2015 respectively in fresh appointments and/or renewals of the members of Board of Directors. All appointments in Banks/DFIs shall be subject to prior clearance from SBP and applications in this regard would be forwarded / routed through their concerned Banks/DFIs.
6. All members whose names appear in the Bank's Members' Register as on **15/03/2015** and continue to be the member up to **15/06/2015** are entitled to attend and vote at the meeting as per section 17(1) of The Bank of Punjab Act, 1989.
7. Proxies in order to be effective must be deposited at the **Corporate Affairs Department of the Bank, BOP Tower, 10-B, Block-E-II, Main Boulevard, Gulberg-III, Lahore** not less than 48 hours before the meeting. A member is entitled to appoint another member as proxy to attend to the meeting.
8. 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 in its Circular No.1 of 2000 dated January 26, 2000.
9. 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** to ensure delivery of mail.

FORM OF PROXY

I/We ____

(Name and Folio No./Participant Account No. & Sub-Account No.)

of ____

(Place)

being a member(s) of THE BANK OF PUNJAB hereby appoint

____

(Name and Folio No./Participant Account No. & Sub-Account No.)

of ____

(Place)

another member of the Bank as my / our proxy to attend, speak and vote on my / our behalf at the Extra-Ordinary General Meeting of the Bank to be held on Mond**ay, 15th June, 2015 at 9:30 a.m.** at **Sapphire Banquet Hall, 9-Babar Block, New Garden Town, Lahore** and at any adjournment thereof.

Signed this ______________________ Day ____________ 2015.

WITNESSES:

1. Signature: ____________________

   Name: ____________________

   Address: ____________________

   ____

   CNIC or Passport No. ____________________

2. Signature: ____________________

   Name: ____________________

   Address: ____________________

   ____

   CNIC or Passport No. ____________________

Signature of Member(s)

Five Rupees Revenue Stamp

NOTE:

This form of proxy duly completed must be deposited at **Corporate Affairs Department of the Bank at BOP Tower, 4th Floor, 10-B, Block-E-II, Main Boulevard, Gulberg-III, Lahore** by not less than 48 hours before the time fixed for the Meeting.