HBL HABIB BANK

Notice of Annual General Meeting

Notice is hereby given that the 74th Annual General Meeting of Habib Bank Limited will be held on Tuesday, March 29, 2016 at 9.00 a.m. at Serena Hotel, Islamabad, to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Accounts (consolidated and unconsolidated) of the Bank for the year ended December 31, 2015, together with the Reports of the Directors and Auditors thereon.
2. To appoint Auditors for a term ending at the conclusion of the next Annual General Meeting. The retiring Auditors, Ernst & Young, Ford Rhodes Sidat Hyder, Chartered Accountants, have completed five years as Auditors of the Bank and are no longer eligible for appointment. The Board of Directors recommends that A.F. Ferguson & Co., Chartered Accountants (a member firm of the PwC network), who have indicated their consent to act as Auditors, be appointed as Auditors at the same statutory audit fees as currently being paid to the retiring Auditors. In addition any Federal or Provincial taxes and reimbursements of out of pocket expenses will be paid at actuals.
3. To approve payment of a Final Cash Dividend of Rs. 3.5/- per share, i.e. 35%, as recommended by the Directors, to those who are Shareholders as at close of business on March 21, 2016. The Final Cash Dividend is in addition to the 105% Interim Cash Dividend (i.e. Rs. 10.5 per share) already paid.

Special Business

4. To approve and authorise investment in Himalayan Bank Limited, Nepal as and by way of subscription to a rights issue and/or acquisition of additional shares as and when available over the next five (5) years.

   The said investments, as authorised, will be subject to approval being granted by the State Bank of Pakistan and other regulatory approvals being taken as required in Pakistan and Nepal.

   And for the aforesaid purpose to consider, and if thought fit, to pass the following Resolution as a Special Resolution with or without modification:

   Resolved as and by way of Special Resolution that, subject to the approval of the State Bank of Pakistan and any other Regulatory approvals required in Pakistan or Nepal, Habib Bank Limited ("the Bank") be and is hereby authorised to invest in equity of Himalayan Bank Limited, by way of subscription to a rights issue and/or acquisition of additional shares at the issue price in the case of rights shares, and at or around the prevailing market price for acquisition of additional shares, in such amounts and at such times as may be determined by the Board of Directors of the Bank from time to time within a period of five years, as a result of which investment, the total shareholding of Habib Bank Limited shall be increased up to 30%.

   Further Resolved 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 investment aforesaid, including without limiting the generality of the foregoing any approval, sanction or permission required thereof or in connection therewith.

   A Statement of Material Facts under Section 160(1)(b) of the Companies Ordinance 1984 relating to the aforesaid Special Business to be transacted at the said Annual General Meeting is being sent to the Members along with a copy of the Notice. An update is also being sent to the Members to comply with the requirements of Regulations 4 and 8 of the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2012.

Any Other Business:

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

By the Order of the Board

March 7, 2016
Karachi

Nausheen Ahmad
Company Secretary

Notes:

1. Copies of the Minutes of the AGM dated March 27, 2015 are available for inspection by Shareholders as required under section 173 of the Companies Ordinance, 1984.
2. The Register of Members and the Share Transfer Books of the Bank will be closed from March 22, 2016 to March 29, 2016 (both days inclusive) for the purposes of the Annual General Meeting.
3. Only those persons whose names appear in the Register of Members of the Bank as at March 21, 2016 are entitled to attend and participate in and vote at the Annual General Meeting.
4. A Member entitled to attend and vote at the 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 Meeting.
5. Members are requested to notify immediately any changes in their registered address to our Shares Registrar, M/s. Central Depository Company of Pakistan Limited, CDC House 99-B, Block 'B', Sindhi Muslim Cooperative Housing Society (S.M.C.H.S), Main Shahra-e-Faisal, Karachi - 74400.
6. 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.
7. Pursuant to Section 150 of the Income Tax Ordinance, 2001 and Finance Act, 2015 withholding tax on dividend income will be deducted for 'Filer' and 'Non-Filer' shareholders at 12.5% and 17.5% respectively. According to the Federal Board of Revenue (FBR), withholding tax in case of joint accounts will be determined separately based on 'Filer/Non-Filer' status of the principal shareholder as well as the status of the joint holder(s) based on their shareholding proportions. Members that hold shares with joint shareholders are requested to provide the shareholding proportions of the principal shareholder and the joint holder(s) in respect of shares held by them to our Share Registrar, Central Depository Company of Pakistan Limited in writing. In case the required information is not provided to our Registrar it will be assumed that the shares are held in equal proportion by the principal shareholder and the joint holder(s).

   A. **For Attending the Meeting:**

   (i) In case of individuals, the account holder or sub-account holder and/or the person whose securities are in group account and their registration details are uploaded as per the Regulations, shall authenticate his identity by showing his original Computerised National Identity Card (CNIC) or original passport at the time of attending the Meeting.

   (ii) In case of a corporate entity, the Board of Directors' resolution/power of attorney along with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of the Meeting.

   B. **For Appointing Proxies:**

   (i) In case of individuals, the account holder or sub-account holder and/or the person whose securities are in group account and their registration details are uploaded as per the Regulations, shall submit the proxy form as per the above requirement.

   (ii) The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.

   (iii) Attested copies of the CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.

   (iv) The proxy shall produce his/her original CNIC or original passport at the time of the Meeting.

   (v) In case of a corporate entity, the Board of Directors' resolution/power of attorney along with specimen signature shall be submitted (unless it has been provided earlier) to the Bank along with the proxy form.

40 X 3 (12.009)
Business Recorder

HABIB BANK حبیب بینک HBL

سالانہ اجلاسِ عام کی اطلاع

[illegible] 29 مارچ 2016 [illegible] 9:00 بجے [illegible]

عمومی کاروبار

1 31 دسمبر 2015 [illegible]

2. [illegible]

3. 21 مارچ 2016 [illegible] 3.5 [illegible] 35 [illegible] 105 [illegible] 10.5 [illegible]

خصوصی کاروبار

4 [illegible]

[illegible]

[illegible] 30% [illegible]

[illegible]

[illegible] 1984 [illegible] 160(1)(b) [illegible] 2012 [illegible] 4 [illegible] 8 [illegible]

دیگر کاروبار

[illegible]

بحکم بورڈ

[illegible]

کمپنی سیکرٹری

07 مارچ 2016

کراچی

نوٹ

1. 27 مارچ 2015 [illegible]

2. [illegible] 22 مارچ 2016 [illegible] 29 مارچ 2016 [illegible]

3. [illegible] 21 مارچ 2016 [illegible]

4. [illegible] 48 [illegible]

5. [illegible] 99-B [illegible] 8 [illegible] (SMCHS) [illegible] 74400 [illegible]

6. [illegible] 26 [illegible] 2000 [illegible]

7 [illegible] 2001 [illegible] 150 [illegible] 2015 [illegible] 12.5% [illegible] 17.5% [illegible] (FBR) [illegible]

الف۔ اجلاس میں شرکت کے لیے

- [illegible]
- [illegible]

ب۔ پراکسی کے تقرر کے لیے

- [illegible]
- [illegible]
- [illegible]
- [illegible]
- [illegible]