

Ref # ComSec/PSX/018/2025
March 26, 2025

The General Manager
Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi

Subject: NOTICE OF THE TWENTY-SECOND ANNUAL GENERAL MEETING ("AGM")

Dear Sir,

Enclosed please find a copy of the Notice of Twenty-Second Annual General Meeting ("AGM") to be held on April 17, 2025, for circulation amongst the TRE Certificate Holders of the Exchange.

This Notice has published in today's newspapers i.e. Business Recorder & Daily Dunya on March 26, 2025

Sincerely yours,



Syed Zia-ul-Husnain Shamsi
Company Secretary

Samba Bank Limited

Head Office : Arif Habib Centre Plot No. 23, Ground floor M. T Khan Road Karachi. Tel : +92-21-38136300, Fax : +92-21-35685442

samba bank  **سامبا بینک**

NOTICE OF THE 22ND (TWENTY-SECOND) ANNUAL GENERAL MEETING

Notice is hereby given that the 22nd (Twenty Second) Annual General Meeting of Samba Bank Limited (the “Bank”) will be held on Thursday, April 17, 2025, at 11:00 am (“PST”) at the Hotel Serena, Islamabad - Pakistan to transact the following business:

Ordinary Business

- To confirm the minutes of the 21st Annual General Meeting held on March 28, 2024.
- To receive, consider and adopt the Annual Audited Accounts of the Bank for the year ended December 31, 2024, together with the Reports of the Chairman, Directors and Auditors.

As required under section 223(6) of the Companies Act, 2017 (the “Act”), and pursuant to S.R.O. 389(I)/2023 dated March 21, 2023, the Annual Report of the Bank has been uploaded on the website of the Bank which can be downloaded from the following weblink or QR enabled code.

Weblink <https://www.samba.com.pk/samba/overviews/financial-reports>

- To appoint Auditors and to fix their remuneration for a term ending at the conclusion of the next Annual General Meeting. The Board of Directors has recommended the appointment of M/s. A.F. Ferguson & Co., Chartered Accountants (PWC Pakistan) as auditors in place of the retiring auditors, M/s KPMG Taseer Hadi & Co., Chartered Accountants.
- To elect 8 Directors of the Bank as fixed by the Board of Directors, under the provisions of section 159 of the Companies Act, 2017, for a period of 3 years, commencing from April 17, 2025.

The names of the retiring Directors are:

- | | | | | | | | |
|----|--------------------------------|-----|------------------------------|------|--------------------|-------|------------------|
| i. | Mr. Mustafa Ilyas | ii. | Mr. Nasser Sulaiman Al-Fraih | iii. | Mr. Hussein Eld | iv. | Mr. Timour Pasha |
| v. | Ms. Kholood Khalid Al-Khelaiwi | vi. | Hafiz Mohammad Yousaf | vii. | Mr. Javed Kureishi | viii. | Ms. Zeeba Ansar |

Any Other Business

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

March 26, 2025

Karachi

By the Order of the Board

Zia-ul-Husnain Shamsi

Company Secretary



NOTES:

- Share Transfer Books of the Bank will remain closed from 10-04-2025 to 17-4-2025 (both days inclusive). Transfers received in order, at the Bank's Registrar, M/s. Famco Share Registration Services (Private) Limited, 8-F, Near Hotel Faran, Nursery, Block-6, P.E.C.H.S., Shahrah-e-Faisal, Karachi, up to close of business on 9-04-2025 will be considered in time and to be entitled to attend and vote.

- Copies of the minutes of the 21st Annual General Meeting held on March 28, 2024, are available for inspection by members as required under section 152 of the Companies Act, 2017. Members who will join the meeting through a video link and are desirous of inspection of the minutes of the 21st AGM meeting may send his/her requests via email at zia.shamsi@samba.com.pk

- The Board of Directors of the Bank has fixed the number of directors to be elected as eight (8). As per provisions of Regulation No. 7A of the Listed Companies (Code of Corporate Governance) Regulations, 2019, it is mandatory that voting for the election of directors of the Bank shall be held separately for the following three categories:

S. No	Category	No. of Seats
1	Female Director	1
2	Independent Directors	3
3	Other Directors	4

- Any member desirous to contest the election of Directors shall file the following with the Company Secretary of the Bank not later than fourteen (14) days before the day of the above said meeting;

- Notice of his/her intention to offer himself/herself for the election as director and select any one of the above categories in which he / she intends to contest the election of director in terms of Section 159(3) of the Companies Act, 2017 and Regulation 7A of Listed Companies (Code of Corporate Governance) Regulations, 2019. He /she should also confirm that:

- He/she is not ineligible to become a director of the Bank under any applicable laws and regulations.

- Neither he/she nor his/her spouse is engaged in the business of brokerage or is a sponsor, director or officer of a corporate brokerage house.

- He/she is not serving as a director in more than seven listed companies simultaneously. Provided that this limit shall not include the directorships in the listed subsidiaries of a listed holding company.

- In case of Independent Director, a declaration of Independence in terms of Section 166(2) of the Companies Act, 2017 as required under clause 6(3) of Listed Companies (Code of Corporate Governance) Regulations, 2019.

- Consent to act as Director in Form 9 of the Companies Regulations 2024, and under Section 167 of the Companies Act, 2017.

- Fit and Proper Test Proforma, Affidavit, Declarations, Annexure, and Questionnaire as provided in “Corporate Governance Regulatory Framework” issued by SBP vide BPRD Circular No. 5 dated November 22, 2021.

- In terms of the criteria prescribed by SBP, a person shall not be eligible to become a Director of a bank, if the person:

- is disqualified/ineligible under Banking Companies Ordinance 1962, Companies Act 2017, and other applicable laws, rules and regulations;

- is in default of payment of dues owed to any financial institution in personal capacity;

- is associated as executive director / sponsor director / nominee of the sponsor and / or President / CEO of a proprietary concern, partnership firm, or corporate body excluding public sector organization, which is in default of dues owed to any financial institution;

- has contravened any of the requirements and standards of SBP or equivalent standards / requirements of other local or foreign regulatory authorities, professional bodies, or government bodies / agencies of such a nature that makes such person's association with the bank/DFI undesirable;

- is a designated person / proscribed person or is associated directly or indirectly with any designated person / proscribed person;

- is convicted of or is associated directly or indirectly with any person convicted of any serious offence, including any Money Laundering/ Terrorism Financing offence or any predicate offence set out in Schedule I of the Anti-Money Laundering Act, 2010.

It should also be noted that under SBP regulations, a person is not permitted to be a Director of more than one Bank / DFI and the Directors will not assume the charge of their respective offices until their appointments are approved in writing by SBP.

- A copy of relevant documents may be obtained from the office of the Company Secretary of the Bank or may be downloaded from the website of SBP.

- Detailed profile of the candidates along with office address will be made available on website as required under SECP's SRO 1196 (I)/2019, dated October 03, 2019.

8. Updation of shareholder addresses/other particulars:

Members holding shares in physical form are requested to promptly notify the Shares Registrar of the Bank of any change in their addresses or any other particulars.

Shareholders maintaining their shares in electronic form should have their address updated with their participant or CDC Investor Accounts Service.

Further, to comply with requirements of Section 119 of the Companies Act, 2017 and Regulation 47 of the Companies Regulations, 2024, all CDC and physical shareholders are requested to provide their email address and cell phone numbers incorporated / updated in their physical folio or CDC account.

9. Requirements for attending the Annual General Meeting:

- 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 (“CDC”) Regulations, shall authenticate his/her identity by showing his/her original Computerized National Identity Card (CNIC) or original passport at the time of attending the Annual General Meeting.

- 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 Annual General Meeting, unless it has been provided earlier, to the Bank, along with the proxy form.

10.Participation in AGM through electronic means:

The Bank will provide the facility to all the shareholders to participate in the Annual General Meeting via video link. Shareholders are encouraged to attend the AGM proceeding through the video link facility.

The entitled shareholders whose names appear in the Books of the Bank by the close of business on April 9, 2025, and who are interested to attend the AGM via video link are hereby requested to register themselves with the Company Secretary Office by providing the following information at the earliest but not later than 48 hours before the time of the AGM through Email agm@samba.com.pk with the following particulars:

Name of Shareholder	CNIC number	CDC Account No./ Folio No.	Cell Number	Email Address

The bank will send the login details/password via email addresses of the members who are registered, after the necessary verification. On the AGM Day, shareholders will be able to log in and participate in the AGM proceedings through their smartphones/laptops/tablets or computer devices from any convenient location. The login facility will be opened 30 minutes before the meeting time to enable the participants to join the meeting. Please note that only those shareholders who have already registered themselves through the above process, will be able to participate in the meeting.

The members can also send their comments/suggestions related to the agenda of the Annual General Meeting (AGM) through email at zia.shamsi@samba.com.pk or WhatsApp at +92(307) 3278728.

11. Requirements for appointing proxies:

- A member entitled to attend and vote at this meeting is entitled to appoint a proxy to attend, speak, and vote on his/her behalf. A proxy (except for a corporate entity) must be a member of the Bank. Proxy form, in order to be effective, must be received at the Registered Office of the Bank, duly stamped and signed not less than 48 hours before the time of the meeting, in case of a corporate entity, the Board of Directors' Resolution/Power of Attorney with specimen signatures shall also be submitted along with Proxy Form. (no account shall be taken of any part of the day that is not a working day).

- The entitled shareholders are requested to keep with them their original Computerized National Identity Cards (CNICs) / Passport along with their folio numbers / participant(s) ID numbers and CDC account numbers at the time of attending the Annual General Meeting in order to facilitate identification of the respective shareholders. The proxy shall also produce his/her original CNIC or Passport at the time of the meeting.

12. Audited Financial Statements through e-mail:

In pursuant to Section 223(6) of the Companies Act 2017 and SECP S.R.O. 389 (I) / 2023 dated March 21, 2023, Annual Report 2024 which includes Auditors' Report along with Audited Financial Statements, Directors' Report, Chairman's Review Report and Notice of Annual General Meeting are being e-mailed to the members who have provided their e-mail addresses. Members are also requested to intimate change (if any) in their registered e-mail addresses to the relevant Participants / Investor Account Services of the CDC / Share Registrar of the Bank (as the case may be) for the aforesaid purpose. Member of the Bank who wish to receive the hard copy of Annual Report are requested to send standard request form to our Share Registrar. The standard request form can be downloaded from the Bank's website link, <https://www.samba.com.pk/samba/overviews/financial-reports>

13.Submission of CNIC (Mandatory):

- Shareholders who have not yet submitted a copy of their valid CNIC or valid Passport to the Bank, are once again reminded to send the same latest by April

- 9, 2025. The CNIC number /NTN details are mandatory and are also required for checking the tax status as per the Active Taxpayers List (ATL) issued by the Federal Board of Revenue (“FBR”) from time to time.

- Individual Shareholders (including all joint holders) holding physical share certificates of the Bank are requested to submit a copy of their valid CNIC to the Bank or its Share Registrar if not already provided. The shareholders, while sending CNIC must quote their respective folio numbers.

- In case of non-receipt of copy of a valid CNIC, the Bank will be constrained under Section 243 (3) of the Companies Act, 2017 (“Companies Act”) to withhold the dividend of such shareholders.

14.Provision of IBAN for payment of cash dividend electronically (Mandatory):

- In compliance with Section 242 of the Companies Act, 2017 it is mandatory for a public listed company to pay cash dividend to its shareholders through electronic mode ONLY, directly into the bank account designated by the eligible shareholder.

- Therefore, all shareholders, who have not provided their bank details are once again, through this notice, requested to update their accurate and complete 24 digits IBAN together with the bank's name, branch address, CNIC number, and correct email address with respective Participants/Investors' Account Services of CDC, for electronic form of shares, and in case of physical shareholding with our Shares Registrar, M/s. FAMCO Share Registration Services (Pvt.) Limited, at the address given above. This will enable payment of past with-held dividends.

- Please note that as per Section 243(3) of the Companies Act, 2017, listed companies are entitled to withhold payment of dividend if the necessary information is not provided by shareholders.

- E-Dividend Mandate Form is available on the Bank's website for the convenience of shareholders.

15.Postal Ballot/E-voting:

If the number of persons who offer themselves to be elected is more than the number of directors fixed under sub-section (1) of Section 159 of the Companies Act, 2017, then, subject to requirements of Sections 143 and 144 of the Companies Act 2017, the Bank shall provide its members with options of e-voting and voting by postal ballot in accordance with the provisions of the Companies (Postal Ballot) Regulations, 2018.

Shareholders desirous of voting electronically (e-voting) are requested to have their updated and active email and cell number incorporated in their physical folio with the Share Registrar of the Bank and with their Participant or Broker / CDC Investor Account Services where their shares are digitally held.

16.Deposit / Conversion of Physical Shares Into Book-Entry Form:

The shareholders having physical share certificates of the Bank are advised to place / convert their physical shares into Book-Entry Form in CDC as required under the provisions of Section 72 of the Companies Act, 2017.

17.Registration in the CDDR Web Portal of CDC:

Central Depository Company (CDC) has developed a Centralized Cash Dividend Register (“CDDR”), on its eService's web portal, which contains details pertaining to cash dividends paid, unpaid or withheld by listed companies. CDDR maintains a recent history of dividends paid to shareholders by listed companies and access to such information is provided to the respective shareholders including details of Income Tax / Zakat deduction etc. (if any) and the net amount credited into their accounts.

Shareholders of the Bank are requested to register themselves on CDC's eServices Portal <https://eservices.cdcaccess.com.pk> to access the above facility.

18.Unclaimed Dividend / Shares U/s 244 of the Companies Act, 2017:

An updated list of unclaimed dividends/shares of the Bank, which have remained unclaimed or unpaid for three years from the date these have become due and payable, is available on the Bank's website www.samba.com.pk/samba/overviews/notices.

Claims can be lodged by shareholders on the Claim Form as is available on the Bank's website. Claim Forms must be submitted to the Bank's Share Registrar for receipt of dividends/ shares.

19.Proxy Form:

The proxy form is enclosed and also available on the Bank's website, www.samba.com.pk/samba/overviews/notices.

Statement under Section 166(3) of the Companies Act, 2017

Item No. 4 of the Agenda

Statement under Section 166(3) of the Companies Act, 2017 in respect of Election of Independent Directors of the Bank:

Independent Directors will be elected through the process of election of directors in terms of Section 159 of the Companies Act, 2017 and they shall meet the criteria laid down under Section 166 (2) of the Companies Act, 2017.

