

Notice of Extra-Ordinary General Meeting

Notice is hereby given that the Extra-Ordinary General Meeting of the Shareholders of United Bank Limited (the “Bank” or “UBL”) will be held on Thursday, 22 June 2023 at 10:00 a.m. at registered office, UBL Building, Jinnah Avenue, Islamabad to transact the following business:

Ordinary Business:

1. To confirm the minutes of the 64th Annual General Meeting held on 29 March 2023.

Special Business:

2. To consider and if thought fit, to pass following resolutions as Special Resolutions with or without any amendments, modification and or alterations.

“**RESOLVED** that the Authorized Shares Capital of the Bank be and is hereby increased from Rs.20,000,000,000 (Rupees Twenty Billion Only) divided into 2,000,000,000 (Two Billion) ordinary shares of Rs.10/- (Rupees Ten Only) to Rs.81,000,000,000 (Rupees Eighty-One Billion Only) divided into 8,100,000,000 (Eight Billion One Hundred Million) ordinary shares of Rs.10/- (Rupees Ten Only) each.

FURTHER RESOLVED that the Clause V of Memorandum of Association and relevant clause of Articles of Association be and is hereby amended accordingly.

FURTHER RESOLVED that Mr. Aqeel Ahmed Nasir, Company Secretary & Chief Legal Counsel of United Bank Limited be and is hereby singly authorized to do all acts, deeds and take all steps and necessary actions ancillary and incidental including filing of requisite documents and returns as may be required with the Regulators State Bank of Pakistan, Securities and Exchange Commission of Pakistan and complying with all other regulatory requirements to effectuate and implement these resolutions.”

3. To transact any other business with the permission of the Chairman

Attached to the notice is the a statement of material facts along with the proposed draft resolutions to be passed as special resolutions in the meeting as required under section 134(3) to the Companies Act, 2017.

By order of the Board

Sd/-
Aqeel Ahmed Nasir
Company Secretary &
Chief Legal Counsel

Karachi, 01 June 2023

Notes:

1. The Share Transfer Books of the Bank shall remain closed from **16 June 2023** to **22 June 2023** (both days inclusive). Transfers received at M/s. THK Associates (Pvt.) Limited, Plot No. 32-C, Jami Commercial Street 2, D.H.A., Phase VII, Karachi-75500. Pakistan., the Registrar and Share Transfer Agent of the Bank, by the close of the business on **15 June 2023** will be treated in time for the purpose of the above entitlement.
2. A member entitled to attend and vote at this EOGM is entitled to appoint a person as a proxy to attend and vote for and on his/her behalf. A proxy need not be a member. The instrument appointing a proxy and the power of attorney/Board Resolution or other authority (if any) under which it is signed or a notarized certified copy of the power or authority shall be deposited at the office of M/s. THK Associates (Pvt.) Limited, Plot No. 32-C, Jami Commercial Street 2, D.H.A., Phase VII, Karachi-75500, the Registrar and Share Transfer Agent of the Bank, not later than forty-eight (48) hours before the time of holding the EOGM, and must be duly stamped, signed and witnessed.
3. Pursuant to the Companies (Postal Ballot) Regulations, 2018, for the purpose of election of Directors and for any other agenda item subject to the requirements of Section 143 and 144 of the Companies Act, 2017, members will be allowed to exercise their right to vote through postal ballot, that is voting by post or through any electronic mode, in accordance with the requirements and procedure contained in the aforesaid Regulations.
4. The CDC Account Holders and Sub-Account Holders, whose registration details are available in the Share Book Details Report, shall be required to produce their respective original Computerized National Identity Card (CNIC) or original Passport at the time of attending the Extra-Ordinary General Meeting to facilitate identification. Such Account Holders and Sub-Account Holders should also bring / know their respective participation I.D. No. and the CDC Account No. and in case of proxy, he/she must enclose an attested copy of his/her CNIC or Passport. Representative(s) of corporate member(s) should bring attested copy of Board Resolution / Power of Attorney and/ or all such documents that are required for such purpose under Circular No.1 dated 26 January 2000 issued by the Securities and Exchange Commission of Pakistan ("SECP").
5. Members are requested to timely notify any change in their addresses and provide copies of their CNIC /NTN (if not provided earlier) to Bank's Registrar / Share Transfer Agent, M/s. THK Associates (Pvt.) Limited, Plot No. 32-C, Jami Commercial Street 2, D.H.A., Phase VII, Karachi-75500.
6. Participation of Shareholders through Online Facility:

To facilitate and ensure the safety and health of the shareholders UBL will also be providing the online platform / facility to participate in the EOGM through webinar/webex/zoom.

The shareholders will be able to login and participate in the EOGM proceedings through their smartphones or computer devices after completing all the formalities required for the verification and identification of the shareholders.

The login facility will be opened at 09:30 a.m. on 22 June 2023 enabling the participants to join the proceedings which will start at 10:00 a.m. sharp.

The shareholders interested in attending the EOGM of UBL through online facility are requested to get themselves registered with the Company Secretary at least 24 hours before the time of EOGM at the following e-mail address:

Email address: general.meeting@ubl.com.pk

The shareholders are requested to provide the information as per the below format. The related link to the webinar/webex/zoom will be sent on the provided email address accordingly:

S. No.	Name of the Shareholder	CNIC Number	Folio Number / CDC Account No.	Cell Number	Email address

The shareholders are also encouraged to send their comments and suggestions, if any, related to the agenda items of the EOGM, to the Company Secretary at the above mentioned email address.

7. Consent for Video Link Facility:

Members can attend and participate in the EOGM through video-link. The Bank will provide the facility of video-link on demand of members residing in a city, collectively holding 10% or more shareholding in the Bank. Members who wish to avail this facility are requested to fill the below Video Link Form and submit it to the Company at its registered office at least seven (7) days prior to date of the EOGM.

The Bank will intimate members regarding venue of video-link facility at least five (5) days before the date of the EOGM along with complete information necessary to enable them to access such facility.

<u>Video-Link Form</u>	
I/We, _____ of _____, being a member of United Bank Limited, holder of _____ Ordinary Share(s) as per Register Folio No./CDC Account No. _____ hereby opt for video-link facility at _____ (Name of City) _____.	
_____ Signature of the Member	

8. E-Voting:

The members of United Bank Limited “the Bank” are hereby notified that pursuant to Companies (Postal Ballot) Regulations, 2018 amended through Notification dated December 05, 2022, issued by the Securities and Exchange Commission of Pakistan (“SECP”), wherein, SECP has directed all the listed companies to provide the right to vote through electronic voting facility and voting by post to the members on all businesses classified as special business.

Accordingly, members of United Bank Limited will be allowed to exercise their right to vote through electronic voting facility and voting by post for the special business in its Extra-Ordinary General Meeting to be held on June 22, 2023 at 10:00 a.m., in accordance with the requirements and subject to the conditions contained in the aforesaid Regulations.

For the convenience of the Members, ballot paper is annexed to this notice and the same is also available on the Bank’s website at <https://www.ubldigital.com/Investor-Relations/Stock-Information>

Procedure for E – Voting:

- (a) Details of the e-voting facility will be shared through an e-mail with those members of the Bank who have their valid CNIC numbers, cell numbers, and e-mail addresses available in the register of members of the Bank by the close of business of June 22, 2023.
- (b) The web address, login details, will be communicated to members via email. The security codes will be communicated to members through SMS from web portal of THK Associates (Pvt) Limited (being the e-voting service provider).
- (c) Identity of the Members intending to cast vote through e-Voting shall be authenticated through electronic signature or authentication for login.
- (d) E-Voting lines will start from June 19, 2023, 09:00 a.m. and shall close on June 21, 2023 at 5:00 p.m. Members can cast their votes any time in this period. Once the vote on a resolution is cast by a Member, he / she shall not be allowed to change it subsequently.

Procedure for Voting Through Postal Ballot:

- (a) The members shall ensure that duly filled and signed ballot paper along with copy of Computerized National Identity Card (CNIC) should reach the Chairman of the meeting through post on the Bank's registered address, at 13th Floor, UBL Building, Jinnah Avenue, Blue Area, Islamabad, or email at general.meeting@ubl.com.pk one day before the Extra-Ordinary General Meeting on June 21, 2023, during working hours. The signature on the ballot paper shall match with the signature on CNIC.

9. Urgent Provision of Valid CNIC Copy (Mandatory)

In pursuance with the SECP's Notification No. SRO.831 (I)/2012 of July 05, 2012, SECP has directed all listed companies to mention CNIC numbers of the registered members. Corporate entities are requested to provide NTN.

You are therefore requested to submit a copy of your valid CNIC/NTN/Passport Number within ten (10) days from the date of this Notice to the Bank's Registrar and Share Transfer Agent. In case you have already provided copy of your valid CNIC, please ignore this instruction.

Members are requested to timely notify any change in their addresses and provide copies of their CNIC /NTN (if not provided earlier) to Bank's Registrar / Share Transfer Agent, M/s. THK Associates (Pvt.) Limited, Plot No. 32-C, Jami Commercial Street 2, D.H.A., Phase VII, Karachi-75500.

10. Submission of Bank Mandate with International Bank Account Number (IBAN) for payment of Cash Dividend Electronically into the Bank Accounts of the Shareholders (Mandatory Requirement)

In pursuance of Section 242 of the Companies Act, 2017, it is mandatory for all listed companies to pay dividend only by way of electronic mode, directly into the bank accounts of entitled shareholders.

Keeping in view the same, all cash dividend, if declared by the Company in future will be directly transferred in bank account. In order to enable us to follow the directives of the regulators in regard to payment of dividend only through electronic mode, you are requested to please provide/update your bank account details, if not already provided/updated, on the bank mandate form available on the below given link.

<https://www.ubldigital.com/Portals/0/InvestorRelation/Bank%20Mandate%20Form.pdf>

For any query/difficulty/information, the members may contact the Bank's Share Registrar and Share Transfer Agent, at the following address, phone/fax numbers or e-mail address:

THK Associates (Pvt.) Limited
Plot No. 32-C, Jami Commercial Street 2,
D.H.A. Phase VII, Karachi-75500
UAN: 021-111-000-322
Direct: 021- 35310187
Fax: 021-35310190
Email: sfc@thk.com.pk
Web: www.thk.com.pk

The shareholders who hold shares in CDC are requested to submit the above mentioned Dividend Mandate Form, duly filled-in, to the relevant Broker/Participants/Investor Account Services of the CDC where member's CDC account is being dealt.

The shareholders who hold physical shares are also requested to submit IBAN (account number) the above mentioned Dividend Mandate Form, duly filled-in, to our Share Registrar namely THK Associates (Pvt) Limited in order to direct credit his/her dividend in their respective account.

11. Unclaimed Dividend and Bonus Shares:

Shareholders, who by any reason, could not claim their dividend or bonus shares or did not collect their physical shares, if any, are advised to contact our Share Registrar to collect/enquire about their unclaimed dividends or pending shares, if any.

12. Conversion of Physical Shares into Book Entry Form:

In accordance with Sub Section 2 of Section 72 of the Companies Act, 2017, Companies are required "to replace its physical shares with book entry form" in the manner specified by the Commission.

To enable compliance with the aforementioned requirement, we request the shareholders to kindly convert shares held in Physical Form into Book Entry Form as soon as possible. The shareholders may contact a Broker, a PSX Member, CDC Participant or CDC Investor Account Service to obtain assistance for opening a CDS Account and subsequent induction of the physical shares into Book Entry Form.

For further information or clarification, please feel free to contact THK Associates (PVT) Ltd. on Tel # 021-35310191-93 or email at sfc@thk.com.pk

Statement of Material Facts Under Section 134(3) of the Companies Act, 2017, relating to the Special Business:

This statement sets out the material facts pertaining to the special business to be transacted at the Extra-Ordinary General Meeting of United Bank Limited (“the Bank”) to be held on 22 June, 2023.

Agenda Item 2: Increase the Authorized Capital and Amend / Alter the Memorandum and Articles of Association of the Bank

“RESOLVED that the Authorized Shares Capital of the Bank be and is hereby increased from Rs.20,000,000,000 (Rupees Twenty Billion Only) divided into 2,000,000,000 (Two Billion) ordinary shares of Rs.10/- (Rupees Ten Only) to Rs.81,000,000,000 (Rupees Eighty-One Billion Only) divided into 8,100,000,000 (Eight Billion One Hundred Million) ordinary shares of Rs.10/- (Rupees Ten Only) each.

FURTHER RESOLVED that the Clause V of Memorandum of Association and relevant clause of Articles of Association be and is hereby amended accordingly.

FURTHER RESOLVED that Mr. Aqeel Ahmed Nasir, Company Secretary & Chief Legal Counsel of United Bank Limited be and is hereby singly authorized to do all acts, deeds and take all steps and necessary actions ancillary and incidental including filing of requisite documents and returns as may be required with the Regulators State Bank of Pakistan, Securities and Exchange Commission of Pakistan and complying with all other regulatory requirements to effectuate and implement these resolutions.”

A summary of the changes proposed in Memorandum and Articles of Association is available for inspection at the registered office of UBL from 10 a.m. to 3 p.m. on any working day, up to the last working day before the date of the EOGM. The same shall also be available for inspection by the members in the EOGM.

<https://www.ubldigital.com/Investor-Relations/Stock-Information>

None of the directors of the Bank or their relatives have any personal interest in proposed alternation/ amendments/substitution of the Memorandum and Articles of Association of the Bank except in their capacity as Shareholder or Directors of the Bank.

UNITED BANK LIMITED

Ballot paper for voting through post for the Special Business at the Extra-Ordinary General Meeting to be held on Thursday June 22, 2023 at 10:00 a.m. at registered office, UBL Building, Jinnah Avenue, Islamabad.

Website: www.ubldigital.com.

Folio / CDS Account Number	
Name of Shareholder / Proxy Holder	
Registered Address	
Number of shares Held	
CNIC/Passport No. (in case of foreigner) (copy to be attached)	
Additional information and enclosures (in case of representative of body corporate, corporation, and federal Government)	
Name of Authorized Signatory	
CNIC/Passport No. (in case of foreigner) of Authorized Signatory (copy to be attached)	

Resolution for Agenda Item:

“RESOLVED that the Authorized Shares Capital of the Bank be and is hereby increased from Rs 20,000,000,000 (Rupees Twenty Billion Only) divided into 2,000,000,000 (Two Billion) ordinary shares of Rs.10/- (Rupees Ten Only) to Rs. 81,000,000,000 (Rupees Eighty-One Billion Only) divided into 8,100,000,000 (Eight Billion One Hundred Million) ordinary shares of Rs.10/- (Rupees Ten Only) each.

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Instructions For Poll

1. Please indicate your vote by ticking (✓) the relevant box.

2. In case if both the boxes are marked as (✓), you poll shall be treated as **“Rejected”**.

I/we hereby exercise my/our vote in respect of the above resolution through ballot by conveying my/our assent or dissent to the resolution by placing tick (✓) mark in the appropriate box below;

Resolution	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
<p>Agenda Items:</p> <p>“RESOLVED that the Authorized Shares Capital of the Bank be and is hereby increased from Rs 20,000,000,000 (Rupees Twenty Billion Only) divided into 2,000,000,000 (Two Billion) ordinary shares of Rs.10/- (Rupees Ten only) to Rs. 81,000,000,000 (Rupees Eighty-One Billion Only) divided into 8,100,000,000 (Eight Billion One Hundred Million) ordinary shares of Rs.10/- (Rupees Ten Only) each.</p> <p>FURTHER RESOLVED that the Clause V of Memorandum of Association and relevant clause of Articles of Association be and is hereby amended accordingly.</p> <p>FURTHER RESOLVED that Mr. Aqeel Ahmed Nasir, Company Secretary & Chief Legal Counsel of United Bank Limited be and is hereby singly authorized to do all acts, deeds and take all steps and necessary actions ancillary and incidental including filing of requisite documents and returns as may be required with the Regulators State Bank of Pakistan, Securities and Exchange Commission of Pakistan and complying with all other regulatory requirements to effectuate and implement this resolution.”</p>		

NOTES:

1. Dully filled ballot paper should be sent to the Chairman of United Bank Limited registered office at 13th Floor, UBL Building, Jinnah Avenue, Blue Area, Islamabad or email at general.meeting@ubl.com.pk
2. Copy of CNIC/ Passport (in case of foreigner) should be enclosed with the postal ballot form.
3. Ballot paper should reach the Chairman within business hours by or before Wednesday, June 21, 2023. Any postal ballot received after this date, will not be considered for voting.
4. Signature on ballot paper should match with signature on CNIC/ Passport (in case of foreigner).
5. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written poll paper will be rejected.
6. In case of a representative of a body corporate, corporation or Federal Government, the Ballot Paper Form must be accompanied by a copy of the CNIC of an authorized person, an attested copy of Board Resolution, / Power of Attorney, / Authorization Letter etc., in accordance with Section(s) 138 or 139 of the Companies Act, 2017 as applicable. In the case of foreign body corporate etc., all documents must be attested by the Counsel General of Pakistan having jurisdiction over the member.
7. Ballot Paper form has also been placed on the website of the Bank at: <https://www.ubldigital.com/Investor-Relations/Stock-Information>
Members may download the ballot paper from the website or use an original/photocopy published in newspapers.

Date _____

Shareholder / Proxy holder Signature/Authorized Signatory
(In case of corporate entity, please affix company stamp)