

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

Notice is hereby given that Extraordinary General Meeting (“EOGM”) of National Bank of Pakistan (the “**Bank**”) will be held on **Monday, July 27, 2020 at 10:00 A.M. (PST), through electronic means.**

The following business will be transacted in the meeting:

### **Ordinary Business:**

1. To confirm minutes of the 71<sup>st</sup> Annual General Meeting (AGM) of Shareholders held on May 12, 2020, at Karachi.
2. To elect one (01) Director from the Private Shareholders against a vacancy as fixed by the Board of Directors in accordance with Section 159 (1) of the Companies Act, 2017, for a term of three (3) years in place of Mr. Farid Malik who has completed his term of office of Director. The retiring director is eligible for re-election.

### **Special Business:**

3. To consider and approve indemnity provision for Directors as admissible under NBP Bye-laws.
4. To consider and approve Board Remuneration Policy for Non-Executive/ Independent Directors / Chairman of NBP for attending the Board and Committees Meetings (scale of remuneration already approved in 61<sup>st</sup> AGM held on March 31, 2010, EOGM held on May 15, 2017 and 71<sup>st</sup> AGM held on May 12, 2020).
5. To transact any other business with the permission of the Chairman.

By Order of the Board  
Sd/-

Karachi  
Dated: 06-07-2020

**S.M. Ali Zamin**  
**Secretary (Board)**

### **Note:**

The Share Transfer Books of the Bank shall remain closed from July 20, 2020 to July 27, 2020 (both days inclusive). Transfers received at Messrs CDC Share Registrar Services Limited, CDC House 99-B, Block “B”, SMCHS, Main Shahrah-e-Faisal, Karachi – 74400, the Bank’s Registrar and Share Transfer Agent, at the close of business on July 18, 2020 will be treated in time for the purpose of entitlement of attending the meeting.

### **1. PARTICIPATION IN EXTRA-ORDINARY GENERAL MEETING THROUGH ELECTRONIC MEANS**

In wake of the prevalent COVID-19 pandemic situation and in the light of the relevant guidelines issued by Securities & Exchange Commission of Pakistan (SECP) and Pakistan Stock Exchange Limited (PSX) vide Circular No 5 of 2020 dated March 17, 2020 and Circular No PSX/N-372 dated March 19, 2020 respectively, the members are encouraged to participate in the EOGM through electronic facility organized by NBP. In order to attend the EOGM through electronic facility, the members are requested to get themselves registered with CDC Share Registrar Services Limited upto July 26, 2020 till 05:00 p.m. at [cdcrta@cdcpak.com](mailto:cdcrta@cdcpak.com).

The entitled members whose name appear on the Books of the Bank by close of business on July 18, 2020 will be entitled to attend the meeting and they are requested to provide the information as per below format:

S. #	Folio number / CDC Account #	Name of the Shareholder	CNIC #	Cell #	E-mail Address

The details of electronic facility will be sent to the members on the email addresses provided by them. The login facility will be opened at 09:00 a.m. on July 27, 2020 enabling the participants to join the proceedings after identification and verification process before joining the meeting which will start at 10:00 a.m. sharp.

The members can also provide their comments/suggestions/approvals for the proposed agenda items of the EOGM on WhatsApp number 0321-8200864 and email [cdcrta@cdcpak.com](mailto:cdcrta@cdcpak.com).

### **Attending Meeting through Proxies**

- I. All members, entitled to attend and vote at the Extraordinary General Meeting, are entitled to appoint another member in writing as their proxy to attend and vote on their behalf. A legal entity, being a member, may appoint any person, regardless whether they are a member or not, as proxy.
- II. The proxy instrument must be completed in all respects and in order to be effective should be deposited at Office of the Registrar or emailed at [cdcrta@cdcpak.com](mailto:cdcrta@cdcpak.com) but not later than 48 hours before the time of holding the meeting.
- III. For attending the meeting through electronic means (Zoom), proxy form shall be submitted along with proxy holders' email address and mobile number.
- IV. If any member appoints more than one proxy for any one meeting and more than one instrument of proxy are deposited with the Registrar, all such instruments of proxy shall be rendered invalid.

### **The shareholders will further have to follow the following guidelines 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 requirements mentioned below:
  - a) The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
  - b) Attested copy of CNIC or the Passport of the beneficial owners and of the proxy shall be furnished with the proxy form.
- ii) In case of a legal entity, the Original or duly authenticated Board of Directors' resolution or power of attorney with specimen signatures of the nominee shall be produced (unless it has been provided earlier) along with proxy form to Messrs. CDC Share Registrar Services Limited.

(Proxy Form is available on NBP website [www.nbp.com.pk](http://www.nbp.com.pk))

- Members are requested to immediately notify any change in their addresses to the Bank's Registrar/Transfer Agent Messrs. CDC Share Registrar Services Limited.

## **2. ELIGIBILITY CRITERIA FOR CANDIDATES CONTESTING ELECTION OF DIRECTOR**

- i) A member who seeks to contest the election for the office of director must hold in his/her own right of unencumbered shares of the Bank to the nominal amount of ten thousand rupees at least (1000 Shares of Rs.10/= each), and shall file with the Bank, not later than 14 days before the date of the meeting at which election is to be held, a notice of his/her intention to offer himself/herself for election as a Director under Section 159(3) of the Companies Act, 2017 along with signed Form 28. The person contesting election will file declaration that he /she is aware of the duties and powers of directors under the Companies Act, 2017, Listed Companies (Code of Corporate Governance) Regulations, 2019, PSX Regulations, NBP Ordinance,1949 and SBP's Prudential Regulation G-1 (Specimen available on NBP's website) and a declaration that he /she is a registered tax payer. Detailed profile of the candidate should also be provided.
- ii) In terms of State Bank of Pakistan (“SBP”) circulars, circular letters, notifications, directions, instructions and other orders issued from time to time (“SBP Directives”), it is expressly required that any person who seeks to contest an election to the office of a director, shall file with the Bank not later than 14 days before the date of this meeting, a specified affidavit required by the SBP, stating that he / she (i) is not / has not been associated with any illegal activity, especially related to banking business; (ii) in his / her individual capacity or a proprietary concern or any partnership firm or any private limited company or any unlisted public company or any listed public company (of which he / she has been a proprietor, partner, director or shareholder), has not been in default of payment of dues owed to any financial institution and / or in default of payment of any taxes. Further he / she should not be a director of any other bank / DFI or working as Chairman, Director, CEO, CFO, Chief Internal Auditor, Research Analyst or trader (by whatever name / designation called) of a (a) Money Changer, (b) member of stock exchanges, (c) corporate brokerage houses and (d) any company / entity owned or controlled by the persons mentioned at (a) to (c) above.
- iii) A candidate must be qualified for election under sub-section (1) and not disqualified under sub-section (2) of Section-17 of the NBP Ordinance, 1949. (NBP Ordinance available on NBP website).
- iv) A confirmation to the effect that he / she meets the requirements of “Fit and Proper Test” prescribed for Directors under the SBP Prudential Regulation G-1 is also required to be filed alongwith Annexure-I & II thereof. Candidate are also required to furnish all the documents / papers / confirmations required vide SBP BPRD Circular No. 09/2018 dated October 18, 2018 and comply with instructions on Independent Directors as detailed in BPRD Circular No.15/2016 dated December 28, 2016.
- v) All nomination papers after scrutiny shall immediately be submitted to SBP for clearance.
- vi) A person not cleared by SBP to hold office as Bank's director shall not be allowed to contest in the election or assume office of the director, as the case may be.
- vii) A member eligible to attend and vote at this Extraordinary General Meeting is entitled to appoint another member as his/her proxy to attend and vote on his / her behalf. **The Government of Pakistan, State Bank of Pakistan and any Corporation(s), being a member of the Bank, may nominate any person as its representative to attend the Extraordinary General Meeting under authority of a Power of Attorney or a Board of Directors' Resolution. However, majority shareholders like SBP and other Government shareholders shall not be entitled to cast their votes for election of Private Director(s).** Proxies or nominations, in order to be effective and valid, must be received at the office of the Bank's Registrar / Share Transfer Agent, Messrs CDC Share Registrar Services Limited, CDC House 99-B, Block “B”, SMCHS, Main Shahrah-e-Faisal, Karachi – 74400, not later than 48 hours before the time fixed for holding the Meeting.

### **3. PROCEDURE FOR ELECTION OF DIRECTORS**

If the number of persons who offer themselves to be elected is more than one i.e., the number fixed by the Board under section-159(1) of the Companies Act, 2017, then the Bank shall provide its members with the following options for election of director:

#### **E-Voting Procedure**

- a) The Bank's Share Registrar in accordance with the Companies (Postal Ballot) Regulations, 2018 will send complete information to the members, including but not limited to, web address, login detail, password, date of casting e-vote and other necessary detail through email; and security code through SMS on their registered email and mobile number available in members' register.
- b) Identity of the member intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.
- c) Individual interested to cast their vote through e-voting, availability of his/her CNIC, Mobile Number and Email address and in case of corporate entity NTN in company's record is mandatory.
- d) It is mandatory for all CDS accountholders to up-date their records with their participants and physical shareholders with Bank's Share Registrar i.e. CDCSR before book closure date.
- e) Voting lines for Election of Directors will be opened for the Shareholders from July 22, 2020 at 09:00 a.m. till July 26, 2020 till 5:00 p.m.

#### **Postal Ballot**

The Shareholders shall ensure duly-filled and signed ballot paper along with copy of CNIC, in case of individual and in case of body corporate, acceptable identification documents i.e. the Original or duly authenticated Board of Directors' resolution / power of attorney along with valid copies of CNIC of authorized signatories etc. should reach through post to the Chairman, National Bank of Pakistan, Head Office Building, 2<sup>nd</sup> floor, I. I. Chundrigar Road, Karachi or by email at [eogm@nbp.com.pk](mailto:eogm@nbp.com.pk). before the day of election i.e., July 26, 2020 till 05:00 p.m.

#### **Polling**

For the convenience of the Shareholders, a Polling Booth will be established at TFPC Building (NBP Model Branch), Kehkashan, Clifton Block 8, Karachi. Shareholders can exercise their right to vote by visiting the said Polling Booth on the EOGM day i.e., July 27, 2020 from 10:15 a.m. to 10:45 a.m. for physical voting. Shareholders would come one by one, cast their votes and leave the polling booth immediately without any gathering.

## “STATEMENT OF MATERIAL FACTS”

This statement sets out material facts concerning the Special Business given in agenda item No. 03 and 04 of the notice, to be transacted in the EOGM of National Bank of Pakistan’s shareholders.

### **Item No.03:**

To consider and approve indemnity provision for Directors as admissible under NBP Byelaws.

NBP Bye-Laws (Section 65) provides that subject to the provisions of the National Bank of Pakistan Ordinance, 1949 (XIX of 1949) and the Companies Ordinance, 1984 (XLV of 1984), (now Companies Act, 2017) every President / Director (Manager, Secretary, Trustee and other officers or employee) of the Bank shall be indemnified by the Bank against, and it shall be the duty of the Bank, out of the funds of the Bank, to pay all losses, costs and expenses which any such officer or servant may incur or become liable to by reason of any contract entered into, or any act or thing done by him as such officer or servant, or in any way in or about the discharge of his duties, including all related and incidental expenses. The Companies Act, 2017 also provides such indemnity to the Directors and Officers of the Company.

In terms of above-mentioned Bye-Law, NBP may indemnify the Directors to reimburse legal expenses to a director during the course of legal proceeding before acquittal or a decree being awarded. However, the director would be obligated to return the money if the judgment would be against him for which he would have to give an undertaking. If the Directors had acted in good faith to discharge their responsibilities and something comes during or after their tenure, then they would be protected. If there is malafide intention from the director, he / she would not be entitled for protection.

The Board has recommended the following resolutions to the Shareholders for approval:

**“RESOLVED THAT** National Bank of Pakistan (hereinafter referred to as the “Bank”) shall to the fullest extent permitted by law and without prejudice to any other indemnity to which the Director may otherwise be entitled, indemnify and keep indemnified the members of the Board of Directors namely Mr. Zubyr Soomro, Mr. Farid Malik, Mr. Tawfiq Asghar Hussain, Mr. Muhammad Sohail Rajput, Ms. Sadaffe Abid, Mr. Imam Bakhsh Baloch, Mr. Asif Jooma and Mr. Arif Usmani and those appointed from time to time on its Board of Directors (each a “Director”) against (a) any suit or proceeding including any civil proceeding, third party proceeding, counter-claim or arbitration proceeding brought by any person or organisation (including the Bank) against the Director for monetary damages or other relief, including non-pecuniary relief; (b) any written demand from any person or organisation (including the Bank) that it is the intention of the person or organisation to hold the Director responsible for the results of any specified wrongful act; (c) any criminal prosecution brought against the Director; (d) any administrative or regulatory proceeding or official investigation (“Claim(s)”); and (a) any losses, damages, penalties, liabilities, compensation or other awards, arising in connection with any Claim under the laws of Pakistan; and (b) reasonable fees, costs and expenses incurred or to be incurred in respect of any Claim in which judgment is given in favor of the Director, or in which he is acquitted, or in connection with any application under section 493 of the Companies Act 2017 in which relief is granted to him (“Defense Expenses”) (collectively “Losses”); which may be made against him or which he may suffer or incur as a consequence of, or which relate to or arise from, directly or indirectly, his position, powers, duties or responsibilities as a director or officer of the Company if the Director acted in good faith and in a manner that the Director reasonably believed to be in or not opposed to the best interests of the Company, and, with respect to any criminal action or proceeding had no reasonable cause to believe that the Director’s conduct was unlawful, but which the Director has successfully defended or has been acquitted from.”

**“FURTHER RESOLVED THAT** subject always to the provisions of the Companies Act 2017, the Company shall provide funds to the Director to meet the Director’s Defense Expenses as they fall due, provided that the Director agrees and undertakes that any such funds shall fall to be repaid: a) if it is ultimately determined that the Director is not entitled to be indemnified by the Company; or b) where there is a final judgment that establishes the Director’s Losses are as a result of his own dishonesty or willful misconduct.”

*Disclosure: In term of Section 134 of the Companies Act 2017, the Chairman / all Directors, including President, are interested in the resolutions.*

**Item No.04:**

**TO APPROVE BOARD REMUNERATION POLICY FOR DIRECTORS OF NATIONAL BANK OF PAKISTAN**

In terms of State Bank of Pakistan’s BPRD Circular No. 03/2019 dated 17<sup>th</sup> August 2019 every bank/DFI is required to formulate a comprehensive and transparent remuneration policy for the Chairman and other Directors. This policy should be made with clear mandate and charter keeping in view the ownership structure, governance mechanism, risk profile, scope of operations, performance of the bank/DFI, etc. and shall be approved by the shareholders of the bank/DFI on pre or post facto basis in the general meeting of the shareholder.

The Policy shall at all times remain in accordance with applicable laws (section-11(3)(a) of Banks’ Nationalization Act, 1974 & section-39 of NBP Bye-Laws, 2015), and subject to the provisions of BPRD Circular No. 03 of 2019 of the State Bank of Pakistan and any amendments thereof from time to time as well as the remunerations followed by other large banks (Policy attached as annexure-A).

The Board has recommended to pass the following resolution, with or without modification, addition or deletion:

**“RESOLVED THAT** in terms of State Bank of Pakistan’s BPRD Circular No. 03 dated 17th August 2019, the Board Remuneration Policy of National Bank of Pakistan, as circulated to the Members along with the Notice of the Extraordinary General Meeting (Attached as Annexure-A), be and hereby is approved”.

*Disclosure: In term of Section 134 of the Companies Act 2017, the Chairman / all Directors (excluding President) are interested in the resolution.*

**NATIONAL BANK OF PAKISTAN**  
**BOARD REMUNERATION POLICY**

## **1. Policy Framework**

### **1.1. Introduction**

It is important that National Bank of Pakistan (“**Bank**”) is able to attract Board members with the ability, experience, skills, values and behaviors to deliver on the Bank’s goals and purpose.

This Remuneration Policy for the Board of Directors of National Bank of Pakistan is intended to prescribe the requirements and methodology for determination of remuneration of the members of the Board of Directors (“**Board**”) and the members of the committees thereof.

The Policy is intended to account for the amount of time devoted by Directors not only in attending meetings of the Board and the committees thereof but also in preparation for the same.

The Policy is further intended to account for industry standards and regulatory prescriptions in relation to the remuneration of members of the Board.

The Policy shall at all times remain in accordance with NBP-Bye Laws 2015, and subject to the provisions of BPRD Circular No. 03 of 2019 of the State Bank of Pakistan (“**SBP**”) and any amendments thereof from time to time.

### **1.2. Policy Statement**

The Board shall, from time to time, determine and approve such level of remuneration for the members of the Board, for attending meetings of the Board or meetings of the committees thereof, as may be within the limits for such remuneration as prescribed by the SBP from time to time and determined to be an adequate measure of remuneration for the performance of relevant duties by such members. The remuneration shall always be approved from shareholders in a General Meeting (Annual General Meeting-AGM or Extraordinary General Meeting-EOGM).

The Board shall ensure that such remuneration is determined subject to applicable laws (section-11(3)(a) of Banks’ Nationalization Act, 1974 & section-39 of NBP Bye-Laws, 2015) and regulations including the guidelines and/or instructions of SBP issued from time to time as well as the remunerations followed by other large banks.

The Board shall ensure that such remuneration is not determined in any manner that may undermine the independence of the Board or committee members.

## **2. Objective**

The objective of the Board Remuneration Policy (“**Policy**”) is to provide a transparent framework for the policy and procedures in line with the regulatory and legal standards of banking sector in Pakistan. The Policy aims to:

- Be clear and easy
- Have remuneration levels in line with peers
- Enable the Bank to attract qualified Board members
- Align remuneration with responsibilities and time spent

## **3. Mission Statement**

The mission of the Board is to uphold high ethical standards that support NBP’s strategy, risk appetite, objectives and core values.

## **4. Scope**

The Policy is applicable to all present and past members of the Board of Directors of NBP to the extent that laws and regulations permit.

All changes in the Policy document shall be approved by the shareholders in a General Meeting.

The Board remuneration policy will, once adopted, be disclosed in full on NBP's corporate website. Furthermore, the Board fee is disclosed in Bank's Annual Report.

## **5. Governance**

### **5.1. Ownership**

The Board and Company Secretary of the Bank shall have ownership of this Policy.

### **5.2. Responsibility for implementation**

The Board and Company Secretary of the Bank are responsible for implementation of this Policy.

### **5.3. Responsibility for review and updation**

The Board HR & Remuneration Committee of the Bank will review the Policy as and when needed. Company Secretary shall facilitate the Committee to update the Policy in line with prevailing rules & regulations including SBP's BPRD Circular No. 03 dated August 17, 2019 and any amendments thereto issued from time to time.

## **6. Remuneration of Board and Committee Members**

### **6.1. Incumbent Members of Board**

The members of the Board shall, in addition to the meeting fee, also be paid travel, lodging and all other expenses as may be ancillary;

- (a) to the attendance of the respective meetings of the Board;
- (b) to the attendance of General Meetings; and
- (c) any expense ancillary to the fulfillment of their respective duties with respect to the Bank.

The Board may determine additional and/or specific remuneration for any member of the Board performing additional duties and/or services in relation to the Bank.

The Board may determine additional and/or specific remuneration for the Chairman of the Board subject to ratification from the shareholders in a General Meeting. Accordingly, the remuneration of the Chairman has been approved in 71<sup>st</sup> Annual General Meeting (AGM) held on May 12, 2020.

### **6.2. Incumbent Members of Board Committees**

The Board HR & Remuneration Committee shall, from time to time, determine and recommend for approval such level of remuneration for the members of the Committees of the Board, for attending the meetings of such respective committees of the Board, as may be within the limits for such remuneration as prescribed by the State Bank of Pakistan ("SBP") and determined to be an adequate measure of remuneration by the shareholders.

The members of respective committees of the Board shall, in addition to the aforementioned remuneration, also be paid travel, lodging and all other expenses as may be ancillary to the attendance of the meetings of respective committees of the Board.



The Board may determine additional and/or specific remuneration for any member of the respective committees of the Board performing additional duties and/or services in relation to the Bank.

### **6.3. Past Members of Board (and/or Board Committees)**

The past members of the Board shall be paid travel and lodging in connection with appearance in a court or in cooperation with LEAs to protect and safeguard reputation of the Bank.

## **7. Limits Prescribed by the State Bank of Pakistan**

Banks/DFIs are authorized to determine remuneration of their board members, including the Chairman, taking into consideration their own governance structure and the level of responsibility & expertise of the concerned directors.

As per the SBP Circular, those banks/DFIs which have above PKR 500 billion of assets size or above PKR 1 billion after-tax profit, (as per last audited annual accounts), which includes NBP, have a prescribed maximum limit of remuneration for a single board/ committee meeting up to PKR 800,000. Whilst, the Chairman of the Board or the Chairmen of committees may be paid an additional 20% recognizing the additional responsibilities and the work required at the said positions.

Each director of NBP will continue to be paid PKR 150,000 (subject to income tax) as meeting fee determined in EOGM held on May 15, 2017 for attending a Board or Committee meeting. Given the substantial difference in not only the meeting fee prescribed by SBP and also in comparison with other large banks this limit will be reviewed at the end of each year.

The scale of remuneration shall be applicable for all the committees including committees which are formed for certain specific assignment or for a limited time period.

All fees are paid out fully through payment order or online. No variable remuneration is provided to ensure that the Board members can maintain independence. The Board members are not eligible for retirement benefits nor any other benefits in relation to their position on the Board of NBP.

## **8. Travel and Expense Policy for Non-Executive Directors and the Chairman**

The Bank will bear the Non-Executive Director's expenses for attending each Board and Board Committee meeting or for any other travel undertaken in connection with Bank's work or engagement.

### **8.1. Domestic Travel**

For (a) Board and/or Board Committee meetings (b) business-related meetings and/or Bank-related engagements:

Full fare Business class air travel; first-class rail travel and full reimbursement for car/rental/fuel in relation to any road travel.

Five star or equivalent hotel stay with full cost coverage for meals, telephone calls, other stay related and hotel costs/charges and/or any miscellaneous charges incurred on account of stay, meals, transportation and other related daily expenses within a reasonable range on actual basis.

As approved in 61<sup>st</sup> AGM held on March 31, 2010 Daily Allowance @ PKR 15,000 per diem, in lieu of hotel accommodation and other expenses, for a maximum period of three days in either case. Moreover, Mileage Allowance is admissible (in case of road journey) @ PKR 30 per kilometer.

## **8.2. International Travel**

For Board meetings and/or Board Committee meetings:

Full fare Business class air travel; first/business class rail travel and full reimbursement for car/rental/fuel in relation to any road travel.

Five star or equivalent hotel stay with full cost coverage for meals, telephone calls, car rental, other stay related and hotel costs/charges and/or any miscellaneous charges incurred within a reasonable range on actual basis.

Tax, if applicable, will be deducted and a challan evidencing deduction of tax will be provided.

## **9. Chairman Office's Administration Expenses**

In accordance with SBP's Circular (BPRD Circular No.03 of 2019) the administrative expenses pertaining to the office, staff, logistic support, transport and security allocated to the Chairman of the Board shall be borne by the Bank as approved in 71<sup>st</sup> Annual General Meeting (AGM) held on May 12, 2020.

## **10. Performance and Conduct**

Board members are senior-level professionals with considerable experience as Board Member and, at the time of their election or nomination by Ministry of Finance, they confirm their awareness and compliance of the relevant laws and regulations along with the Code of Corporate Governance, Memorandum and Articles and the Code of Conduct of the Bank.

Accordingly, the Board Members are expected to ensure full compliance with the relevant laws, regulations, Memorandum and Articles and the Code of Conduct of the Bank and maintain the requisite level of performance and proficiency as a Board or as a committee member.

## **11. Approvals, Exceptions and Periodic Review**

The Policy, including the scale of remuneration shall be approved in a General Meeting on pre or post fact basis.

The Policy will be reviewed by BHRRC every year if necessary and its recommendations will then be submitted to the Board for consideration and endorsement to a General Meeting.

Once the Policy is approved by the shareholders then going forward any change in the scale of remuneration or other facilities of the Board having a financial impact shall always require the approval of the shareholders on a pre or post fact basis. Whereas, for any other amendment (where there is no financial impact) the Board shall be the final approving authority.

Any change in the relevant laws and/or the regulations or any regulatory direction shall become effective immediately and shall override the provisions of the Policy.

Any exception or exemption to the Policy, except the scale of remuneration, shall be submitted for the consideration of BHRRC and for onward recommendation to the Board for approval.

# NATIONAL BANK OF PAKISTAN

## Extraordinary General Meeting Form of Proxy

Folio No. \_\_\_\_\_ or CDC participant identity no \_\_\_\_\_

CDC A/C No. \_\_\_\_\_

I/We \_\_\_\_\_

of \_\_\_\_\_

being a member(s) of the National Bank of Pakistan, holding shares no. \_\_\_\_\_

hereby appoint \_\_\_\_\_ of \_\_\_\_\_

also a member of the National Bank of Pakistan (Folio No. \_\_\_\_\_) or failing him/her \_\_\_\_\_

of \_\_\_\_\_ also a member of National Bank of Pakistan (Folio No. \_\_\_\_\_) as my/our Proxy to

vote for me/us and on my/our behalf at the Extraordinary General Meeting of National Bank of Pakistan,

to be held at 10:00 a.m. (PST) on Monday, July 27, 2020 at any adjournment thereof.

Proxy email address: \_\_\_\_\_ and mobile number \_\_\_\_\_

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2020

### Witnesses:

Name: \_\_\_\_\_

Address: \_\_\_\_\_

CNIC No. \_\_\_\_\_

**Affix Revenue Stamp  
of Five Rupees.**

Name: \_\_\_\_\_

Address: \_\_\_\_\_

CNIC No. \_\_\_\_\_

Signature \_\_\_\_\_

(Signature should agree with the  
specimen signature registered  
with the Bank)

### NOTE

#### Attending Meeting through Proxies

- I. All members, entitled to attend and vote at the Extraordinary General Meeting, are entitled to appoint another member in writing as their proxy to attend and vote on their behalf. A legal entity, being a member, may appoint any person, regardless whether they are a member or not, as proxy.
- II. The proxy instrument must be completed in all respects and in order to be effective should be deposited at Office of the Registrar or emailed at [cdcrta@cdcpak.com](mailto:cdcrta@cdcpak.com) but not later than 48 hours before the time of holding the meeting.
- III. For attending the meeting through electronic means (Zoom), proxy form shall be submitted along with proxy holders' email address and mobile number.
- IV. If any member appoints more than one proxy for any one meeting and more than one instrument of proxy are deposited with the Registrar, all such instruments of proxy shall be rendered invalid.

The shareholders will further have to follow the following guidelines 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 requirements mentioned below:
  - a) The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
  - b) Attested copy of CNIC or the Passport of the beneficial owners and of the proxy shall be furnished with the proxy form.
- ii. In case of a legal entity, the Original or duly authenticated Board of Directors' resolution or power of attorney with specimen signatures of the nominee shall be produced (unless it has been provided earlier) along with proxy form to Messrs. CDC Share Registrar Services Limited.