

ASKARI BANK LIMITED

NOTICE OF THE 29th ANNUAL GENERAL MEETING

Notice is hereby given that the 29th Annual General Meeting (AGM) of the shareholders of Askari Bank Limited (“the Bank”) will be held on Tuesday, March 30, 2021 at 10:00 am through Zoom Link to transact the following business:

Ordinary Business:

1. To confirm the minutes of the 28th Annual General Meeting held on April 22, 2020.
2. To receive, consider and adopt the Annual Audited Financial Statements of the Bank for the year ended December 31, 2020 together with the Directors’ and Auditors’ Reports thereon.
3. To approve, as recommended by the Board of Directors, payment of cash dividend @ 30% i.e., Rs. 3.0 per share for the financial year ended December 31, 2020.
4. To appoint statutory auditors of the Bank for the year ending December 31, 2021 and fix their remuneration. The present auditors of the Bank, M/s KPMG Taseer Hadi & Co., Chartered Accountants, being eligible, have offered themselves for re-appointment and the Board of Directors has recommended their appointment in its meeting held on February 15, 2021.

Special Business:

5. To consider and if thought fit, approve the increase in the Director’s Remuneration for attending the meetings of the Board and Board’s Committees and to pass the ordinary resolution as proposed in the Statement of Material Facts.

The Statement of Material Facts providing the information as required under Section 134 (3) of the Companies Act, 2017 is appended below.

Any Other Business:

6. To consider any other business as may be placed before the meeting, with the permission of the Chair.

By Order of the Board

Rawalpindi
March 08, 2021

Syed Ali SafdarNaqvi
Company Secretary

NOTES:

Coronavirus Contingency Planning for AGM

SECP in terms of its Circular No. 6 of 2021 dated March 03, 2021, has clarified that, due to Corona Virus Related Contingency Planning and practical difficulties, listed companies may opt to hold their general meetings through electronic mode. Since, COVID-19 pandemic is still at large therefore, considering continued health and safety measures, and well-being of the shareholders and participants, the AGM of the Bank will be held electronically and shareholders of the Bank can participate in the AGM through Zoom Link.

Keeping in view of the above, please note that the Bank has made proper arrangements for the shareholders who will be participating in the 29th AGM proceedings through Zoom Link. For that purpose, the shareholders are requested to provide their Name, Folio/ CDS Account Number, Number of Share held, Mobile Numbers (active) and Email address in their names with subject "Registration for 29th AGM of AKBL" at ir@askaribank.com.pk. Zoom Link to join the AGM will be shared with only those shareholders from whom all required particulars, are received at the given email address not less than 48 hours before the time of holding the AGM. The shareholders can also provide their comments and questions relating to agenda items of the AGM on email at ir@askaribank.com.pk.

1. The Share Transfer books of the Bank will remain closed from March 24, 2021 to March 30, 2021 (both days inclusive). Transfers received at the Bank's Share Registrar Department, CDC Share Registrar Services Limited, Mezzanine Floor, South Tower, LSE Plaza, 19-Khayaban-e-Aiwan-e-Iqbal, Lahore and Share Transfer Office of the Bank at the close of the business hours on March 22, 2021 will be treated in time.
2. A member entitled to attend and vote at the meeting can appoint a proxy to attend and vote for him/her. No person shall act as a proxy, who is not a member of the Bank except that Government of Pakistan [GoP] or SBP or corporate entity may appoint a person who is not a member.
3. The instrument appointing a proxy should be signed by the member or his/her attorney duly authorized in writing. If the member is a corporate entity (other than GoP and SBP), its common seal should be affixed on the instrument.
4. The instrument appointing a proxy, together with attested copy of Power of Attorney or Board Resolution, if any, under which it is signed or a certified copy thereof duly notarized, should be deposited, with the Company Secretary, Askari Bank Limited, 4th Floor, NPT Building, F-8 Markaz, Islamabad not less than 48 hours before the time of holding the meeting.
5. If a member appoints more than one proxy, and more than one instrument of proxy is deposited by a member, all such instruments shall be rendered invalid. The proxy form shall be witnessed by two persons whose names, addresses and Computerized National Identity Card (CNIC) numbers shall be mentioned on the form.
6. Copy of the CNIC or passport of the beneficial owners shall be furnished with the proxy form. The proxy shall produce their original CNIC or original passport at the time of attending the meeting.
7. In case of individual shareholder, original CNIC or original passport while for the CDC account holder or sub-account holder and for the person whose securities are in group account and their registration details are uploaded as per the regulations, his / her authentication would be made by showing his / her original CNIC or original passport along with participant(s) ID Number and their account numbers. In case of GoP/SBP/corporate entity, the Board of Directors' resolution/power of attorney with specimen signature shall be submitted along with proxy form to the Bank.

8. The National Assembly through the Finance Act, 2020 has made certain amendments in terms of Section 150 of the Income Tax Ordinance, 2001 whereby the rates are enhanced for deduction of withholding tax on the amount of dividend paid by the companies/banks. These rates are as follows:
- a) Active taxpayers for income tax 15 %
 - b) Non-active taxpayers for income tax 30 %

And to enable the Bank to make tax deductions on the amount of cash dividend @ 15% instead of 30% all shareholders, whose names are not entered in the Active Tax payers List (ATL) provided on the website of Federal Board of Revenue (FBR), despite the fact that they are filers, are advised to make sure that their names are entered in ATL before the date of payment of the cash dividend, otherwise tax on their cash dividend (as and when declared) will be deducted @ 30% instead of 15%.

According to FBR, withholding tax will be determined separately on active/non-active status of principal shareholder as well as joint-shareholder(s) based on their shareholding proportions. In case of joint accounts, shareholders, who hold shares jointly, are requested to provide shareholding proportions of principal shareholder and joint-shareholder(s) in respect of shares held by them to the Share Registrar M/s. CDC Share Registrar Services Limited, Lahore, in writing as follows:

Name of Principal Shareholder/Joint Holders	Shareholding (%age)	CNIC No. (copy attached)	Signature

The required information must reach to Share Registrar by March 25, 2021 otherwise it will be assumed that the shares are equally held.

Special Notes to the Shareholders

9. Submission of Copies of CNIC (Mandatory)

As per SECP directives the payment of dividend to the shareholders whose CNICs are not available with the Share Registrar are being withheld. All shareholders having physical shareholding are, therefore, advised to submit a photocopy of their valid CNICs to our Share Registrar. In case of non-receipt of information, the Bank will be constrained to withhold payment of dividend to shareholders.

10. Payment of Cash Dividend Electronically (e-Dividend)

Section 242 of Companies Act 2017, requires that in case of a listed company, any dividend payable in cash shall only be paid through electronic mode directly into the bank account (International Bank Account Number-IBAN) designated by the entitled shareholders. Provision of IBAN for cash dividend payments is mandatory and in order to comply with this regulatory requirement of direct credit of dividend amount in shareholder's IBAN, shareholders are requested to provide relevant information to:

1. Their respective CDC Participant/CDC Investor Account Services (in case their shareholding is in Book Entry Form) OR
2. Share Registrar M/s CDC Share Registrar Services Limited, Mezzanine Floor, South Tower, LSE Plaza, 19-Khayaban-e-Aiwan-e-Iqbal, Lahore (in case their shareholding is in Physical Form).

11. Transmission of Audited Financial Statements & Notices to Shareholders through email (Optional) or CD/DVD/USB

Annual Audited Financial Statements of the Bank for the financial year ended December 31, 2020 have been placed on the Bank's website i.e., www.askaribank.com.

In line with shareholders' approval accorded in 25th AGM of the Bank held on March 31, 2017, DVDs have been dispatched to all shareholders. In addition, hard copies of Annual Report 2020 have also been dispatched to Shareholders as per their demand.

12. Consent for Video Conference Facility

Pursuant to Section 132 (2) of the Companies Act 2017, shareholders may avail video conference facility to attend 29th AGM provided the Bank receives consent from the shareholders holding aggregate 10% or more shareholding at least seven days prior to the date of the meeting. Please fill the following form and submit the signed copy with the Company Secretary, Askari Bank Limited, 4th Floor, NPT Building, F-8 Markaz, Islamabad or email signed form at ir@askaribank.com.pk:

I/We, ----- of ----- being a Member of Askari Bank Limited, holder of ----- Ordinary Share(s) as per Registered Folio No/CDC Sub-Account No.----- hereby opt for video conference facility at -----.

Signature of Member

13. Change of Address / Particulars

Shareholders are requested to immediately notify any change in their addresses to the Bank's Shares Registrar, M/s CDC Share Registrar Services Limited, Mezzanine Floor, South Tower, LSE Plaza, 19-Khayaban-e-Aiwan-e-Iqbal, Lahore. To facilitate the shareholders, a Form for Change of Particulars of Shareholders has been made available on the website of the Bank.

14. Zakat Declaration (CZ-50)

Zakat will be deducted from the dividends at source at the rate of 2.5 % of the paid-up value of the share (Rs. 10/- each) and will be deposited within the prescribed period with the relevant authority. In case of claiming exemption, please submit your Zakat Declarations under Zakat and Ushr Ordinance, 1980 and Rule 4 of Zakat (Deduction and Refund) Rules, 1981, CZ-50 Form with our Share Registrar mentioning Askari Bank's name and their respective Folio and CDC Account Nos.

15. Unclaimed/Unpaid Dividend and Share Certificates

Shareholders of the Bank are hereby informed that as per the record, there are many unclaimed/uncollected / unpaid dividends and shares; details whereof are appearing on the Bank's website www.askaribank.com. As per the provisions of section 244 of the Companies Act, 2017, any shares issued or dividend declared by the Bank which have remained unclaimed/unpaid for a period of three years from the date on which it was due and payable, are required to be deposited with SECP for the credit of Federal Government after issuance of notices to the shareholders to file their claim. Shareholders are requested to ensure that their claims for unclaimed dividend and shares are lodged promptly. In case, no claim is lodged, the Bank shall proceed to deposit the unclaimed/unpaid amount and shares with the Federal Government pursuant to the provision of Section 244(2) of Companies Act, 2017.

16. Postal Ballot/E-voting

In accordance with the Companies (Postal Ballot) Regulations, 2018, and Section 143 and 144 of the Companies Act 2017, shareholders will be allowed to exercise their right of vote through postal ballot i.e., by post or e-voting, in the manner and subject to the conditions contained in the aforesaid regulations.

Statement under Section 134(3) of the Companies Act, 2017 in respect of Special Business

The following statement sets out the material facts pertaining to the special business to be transacted in the 29th Annual General Meeting of the Bank to be held on Tuesday, March 30, 2021:

Agenda Item No. 5

The Board of Directors, on the recommendations of Board Human Resource & Remuneration Committee (BHR&RC) has decided to increase the Director's Remuneration from Rs. 125,000/- to Rs. 300,000/- per meeting for Non-executive and Independent Directors for attending the meetings of the Board and Board's Committees along with an additional remuneration of Rs. 50,000/- to the Chairman of the Board and Board's Committees w.e.f. July 01, 2020. The decision to increase the remuneration has been made to compensate for the time and efforts required to discharge director's obligations and to value their skills and expertise in managing the affairs of the Board and Board's Committees. The increase in remuneration is well within the limits prescribed under SBP guidelines. In term of the "Board Remuneration Policy", the payments and increase in the director's remuneration is being presented to the Shareholders of the Bank for their approval by passing the following resolution as an Ordinary Resolution, if thought fit:

"Resolved that the director's remuneration for attending meetings of the Board and Board's Committees, be and is hereby increased to Rs. 300,000/- per meeting for Non-Executive and Independent Directors along with an additional remuneration of Rs. 50,000/- to the Chairman of the Board and Board's Committees w.e.f. July 01, 2020 be and is hereby approved."

The Directors of the Bank have no personal interest, directly or indirectly, in the above-mentioned special business that would require further disclosure except to the extent of their remuneration.