

Ref # ComSec/PSX/017/2023
March 6, 2023

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

Subject: NOTICE OF THE TWENTIETH ANNUAL GENERAL MEETING ("AGM")

Dear Sir,

Enclosed please find a Text advertisement in respect of Notice of Twentieth Annual General Meeting ("AGM") schedule to be held on Wednesday, March 29, 2023, for circulation amongst the TRE Certified Holders of the Exchange.

This advertisement will be published in the newspapers i.e. Business Recorder & Daily Dunya on March 8, 2023.

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 20TH (TWENTIETH) ANNUAL GENERAL MEETING

Notice is hereby given that the 20th (Twentieth) Annual General Meeting of Samba Bank Limited (the “Bank”) will be held on Wednesday, March 29, 2023, at 11:00 a.m. (“PST”) in Serena Hotel Islamabad - Pakistan to transact the following business.

Ordinary Business

1. To confirm the minutes of the 19th Annual General Meeting held on February 28, 2022.
2. To receive, consider and adopt the Annual Audited Accounts of the Bank for the year ended December 31, 2022, together with the Reports of the Directors and Auditors thereon.
3. To appoint Auditors and to fix their remuneration for a term ending at the conclusion of the next Annual General Meeting. The retiring Auditors, M/s KPMG & Taseer Hadi & Co., Chartered Accountants, being eligible, have offered themselves for reappointment.

Any Other Business

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

By the Order of the Board

Zia-ul-Husnain Shamsi
Company Secretary

March 8, 2023
Karachi

NOTES:

1. Share Transfer Books of the Bank will remain closed from **23-03-2023** to **29-03-2023** (both days inclusive). Transfer received in order at Bank's Registrar, M/s. Famco Associates (Pvt.) Ltd., 8-F, near Hotel Faran, Nursery, Block-6, P.E.C.H.S, Shahrah-e-Faisal, Karachi, upto close of business on **22-03-2023** will be considered in time and to be entitled to attend and vote.
2. Copies of the minutes of the 19th Annual General Meeting dated February 28, 2022, 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 inspecting the minutes of the 19th AGM meeting may send his/her request via email at zia.shamsi@samba.com.pk
3. Shareholders are requested to notify any change in their addresses to the Bank's Shares Registrar, M/s. Famco Associates (Pvt.) Ltd., 8-F, near Hotel Faran, Nursery, Block-6, P.E.C.H.S, Shahrah-e-Faisal, Karachi, immediately. Shareholders holding shares in electronic form with CDC must notify change of address to their participants or CDC Investor Account Services with whom their shares are placed.
4. A member entitled to attend and vote at the Annual General 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 authorized 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 Annual General Meeting.

A. REQUIREMENTS FOR ATTENDING THE ANNUAL GENERAL MEETING:

- (i) 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.
- (ii) 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.

B. PARTICIPATION IN AGM THROUGH ELECTRONIC MEANS:

The Bank will be providing the facility to all shareholders to participate in 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 March 22, 2023, 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

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.

C. REQUIREMENTS FOR APPOINTING PROXIES:

- (i) 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 Regulations, shall submit the proxy form as per the requirement given in Note 4 above.
- (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 Annual General Meeting ("AGM").

D. CIRCULATION OF ANNUAL AUDITED ACCOUNTS VIA EMAIL/CD/USB/DVD OR ANY OTHER MEDIA:

Pursuant to the directions given by the Securities and Exchange Commission of Pakistan ("SECP") through its SRO 787(1)/2014, dated September 8, 2014, and SRO 470(1)/2016 dated May 31, 2016, have allowed the companies to circulate its Annual Audited Accounts alongwith requisite reports to its members through CD / DVD / USB / or any other Electronic Media at their registered Addresses. The Bank has accordingly dispatched its annual report to shareholders on CDs.

Shareholders who wish to receive the hardcopy of Financial Statements shall have to fill out the standard request form (also available on the company's website www.samba.com.pk) and send it to the Company address.

E. Placement of Financial Accounts in Website

The audited financial statements of the Bank for the year ended December 31, 2022 have been made available on the Bank's website www.samba.com.pk.

F. SUBMISSION OF CNIC (MANDATORY):

- (i) 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 March 22, 2023. 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.
- (ii) Individual Shareholders (including all joint holders) holding physical share certificates of the Bank are therefore 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.
- (iii) In cases of non-receipt of the 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.

G. Provision of IBAN for Payment of Cash Dividend Electronically (Mandatory)

- (i) 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.
- (ii) 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's 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 Associates (Pvt) Limited, at address given above. This will enable payment of past with-held dividend.
- (iii) 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.
- (iv) E-Dividend mandate Form is available on the Bank's website for the convenience of shareholders.

H. E-VOTING:

Members can exercise their right to demand a poll subject to meeting requirements under Sections 143-145 of the Companies Act and applicable clauses of Companies (Postal Ballot) Regulations 2018.

I. Conversion of Physical Shares into Book Entry Form

Section 72 of the Companies Act, 2017 (Act) requires every existing company to replace its physical shares with book-entry form in a manner as may be specified and from the date notified by the Commission, within a period not exceeding four years from the commencement of the Act i.e. May 30, 2017. The period of four years is extendable by another two years. In this regard, SECP vide its letter dated March 26, 2021 has advised companies to comply with Section 72 of the Act and encourage shareholders to convert their shares in book entry form.

In light of above, the shareholders having physical shareholding are requested to open CDC sub-account with any of the brokers or Investor Account directly with CDC and convert their physical shares into scripless form at the earliest, which will facilitate them in many ways, including safe custody and sale of shares at any time they want.

J. Registration in CCDR web portal of CDC

Central Depository Company (CDC) has developed a Centralized Cash Dividend Registrar ("CCDR"), on its eServices web portal, which contains details pertaining to cash dividends paid, unpaid or withheld by listed companies. CCDR maintains 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 registrar themselves on CDC's eservices Portal <https://eservices.cdcaccess.com.pk> to access the above facility.

K. UNCLAIMED DIVIDEND / SHARES U/S 244 OF THE COMPANIES ACT, 2017:

An updated list of unclaimed dividends/shares of the Company, which have remained unclaimed or unpaid for a period of 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 Claim Form as is available on the Bank's website. Claim Forms must be submitted to the Company's Share Registrar for receipt of dividends/ shares.