



HABIB BANK
حبیب بینک

The General Manager

Pakistan Stock Exchange Limited
Stock Exchange Building,
Stock Exchange Road,
Karachi.

March 7, 2023

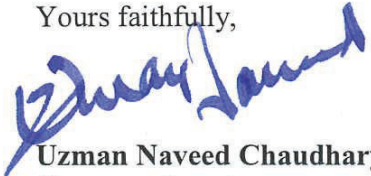
Dear Sir,

Subject: **Notice of 81st Annual General Meeting of Habib Bank Limited**

Please find attached the Notice of the 81st Annual General Meeting of Habib Bank Limited, to be held on March 29, 2023, for circulation amongst the TRE Certificate Holders of the Exchange.

The said Notice will be published in Business Recorder and Daily Jang on Wednesday, March 8, 2023.

Yours faithfully,


Uzman Naveed Chaudhary
Company Secretary

Copy to:

1. *Executive Director/HOD, Offsite-II, Supervision Department, Securities & Exchange Commission of Pakistan, NIC Building, 63 Jinnah Avenue, Blue Area, Islamabad.*

Habib Bank Limited
(Registered Office)
9th Floor,
Habib Bank Tower,
Jinnah Avenue, Blue Area,
Islamabad

Phone 051-2270856
051-2821183
Fax 051-2872205
www.hbl.com

111-111-425

www.hbl.com

HBL Mobile

hblbank

IBLPak

hblpak

HBL

Notice of Annual General Meeting

Notice is hereby given that the 81st Annual General Meeting of Habib Bank Limited will be held on Wednesday, March 29, 2023, at 10:00 a.m. at Serena Hotel, Islamabad, to transact the following business:

Ordinary Business:

- To receive, consider and adopt the Audited Accounts (consolidated and unconsolidated) of the Bank for the year ended December 31, 2022, together with the Reports of the Directors and Auditors thereon.
- To approve payment of a Final Cash Dividend of Rs. 1.50 per share, i.e. 15% for the year ended December 31, 2022, as recommended by the Board of Directors as at close of business on March 21, 2023. This is in addition to the Interim Cash Dividend of Rs. 5.25 per share (i.e. 52.5%) already paid.
- To appoint Auditors of the Bank for the year ending December 31, 2023 at a fees of Rs. 41.899 Million, net of applicable taxes. 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 Order of the Board

March 8, 2023
Karachi

Uzma Naveed Chaudhary
Company Secretary

Notes:

- The Register of Members and the Share Transfer Books will remain closed from March 22, 2023 to March 29, 2023 (both days inclusive) for the purpose of the Annual General Meeting.
- Only those persons whose names appear in the Register of Members of the Bank as at March 21, 2023 will be entitled to attend and vote at the Annual General Meeting.
- 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 authorised 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.
- Members are requested to notify immediately any changes in their registered address to Banks' Share Registrar, CDC Share Registrar Services Limited, CDC House 99-B, Block 'B', Sindhi Muslim Cooperative Housing Society (S.M.C.H.S), Main Shakra-e-Faisal, Karachi - 74400.
- CDC Account Holders will further have to follow the guidelines as laid down in Circular 1 dated January 26, 2000 issued by the Securities and Exchange Commission of Pakistan.
- Pursuant to Section 150 of the Income Tax Ordinance, 2001, withholding tax on dividend paid will be deducted for 'Filer' and 'Non-Filer' shareholders at 15% and 30% respectively. All shareholders whose names are not entered into 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 along with their valid CNIC/ NTN are entered into ATL, before the date of payment of cash dividend i.e., March 29, 2023, enabling the Bank to make required tax deduction on the amount of cash dividend.

According to the FBR, withholding tax in case of joint shareholders accounts will be determined separately based on the 'Filer/ Non-Filer' status of the principal shareholder as well as the status of the joint holder(s) based on their shareholding proportions. Members that hold shares with joint shareholders are requested to provide the shareholding proportions of the principal shareholder and the joint holder(s) in respect of shares held by them to Banks' Share Registrar, CDC Share Registrar Services Limited in writing. In case the required information is not provided to Banks' Registrar it will be assumed that the shares are held in equal proportion by the principal shareholder and the joint holder(s).

A. 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 Regulations, shall authenticate his/her identity by showing his/ her valid 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.

B. Requirements for appointing Proxies:

- In 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 above requirement.
- The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
- Attested copies of the valid CNICs or the passports of the beneficial owner(s) and the proxy shall be furnished with the proxy form.
- The proxy shall produce his/her valid original CNIC or original passport at the time of 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 submitted to the Bank along with the proxy form unless the same has been provided earlier.

C. Electronic dividend mandate:

Under the Section 242 of the Companies Act, 2017, it is mandatory for all listed companies to pay cash dividend to its shareholders through electronic mode directly in to the bank account designated by the entitled shareholders.

In order to receive dividend directly into their bank account, shareholders are requested (if not already provided) to fill in the Shareholder Information Form for Electronic Credit of Cash Dividend available on the Bank's website and send it duly signed along with a copy of valid CNIC to the Share Registrar, CDC Share Registrar Services Limited, CDC House 99-B, Block 'B', Sindhi Muslim Cooperative Housing Society (S.M.C.H.S), Main Shakra-e-Faisal, Karachi - 74400, in case of physical shares.

In case of shares held in CDC then Electronic Dividend Mandate Form must be directly submitted to shareholder's brokers / participant / CDC account services.

In case of non-receipt of information, the Bank will be constrained to withhold payment of dividend to shareholders.

D. Submission of valid CNIC (Mandatory):

As per SECP directives the dividend of shareholders whose valid CNICs, are not available with the Share Registrar could be withheld. All shareholders having physical shareholding are therefore advised to submit a photocopy of their valid CNICs immediately, if already not provided, to the Share Registrar, CDC Share Registrar Services Limited, CDC House, 99-B, Block 'B', Sindhi Muslim Cooperative Housing Society (S.M.C.H.S), Main Shakra-e-Faisal, Karachi - 74400 without any further delay.

E. Unclaimed Dividend:

As per the provision 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 Securities and Exchange Commission of Pakistan for the credit of Federal Government after issuance of notices to the shareholders to file their claim. The details of the shares issued, and dividend declared by the Bank which have remained due for more than three years were sent to shareholders. Shareholders are requested to ensure that their claims for unclaimed dividend and shares are lodged promptly. In case, no claim is lodged with the Bank in the given time, the Bank shall after giving notice in the newspaper, proceed to deposit the unclaimed / unpaid amount and shares with the Federal Government pursuant to the provision of Section 244(2) of the Act.

F. Circulation/Transmission of Annual Audited Financial Statements and Notice of AGM to Members in Electronic Form:

The Bank's Annual Report, under Section 223(6) of Companies Act, 2017, is being circulated to the members in Electronic form as per Electronic Transaction Ordinance, 2002. The same is also placed on the Bank's website: <https://www.hbl.com/investor-relation/annual-accounts>. The web-link to access Bank's Annual Report is e-mailed to the members whose registered e-mail addresses are available in the members' register.

Members are requested to intimate change (if any) in their registered e-mail addresses to our Share Registrar for the above-mentioned purpose through consent form available on the Bank's website.

G. Conversion of Physical Shares into CDC Account:

The Members/Shareholders having physical shareholding are encouraged to place their physical shares into scripless form as defined in Section 72(2) of the Companies Act, 2017, i.e., "Every existing company shall be required to replace its physical shares with book-entry form in a manner as may be specified and from the date notified by SECP, within a period not exceeding four years from the commencement of the Act."

H. Participation in Annual General Meeting (AGM) through Electronic Means:

The Securities & Exchange Commission of Pakistan ("SECP") has vide its Circulars issued from time to time directed the listed companies to hold general meetings through video link, webinar, zooming etc. in addition to the requirements of holding physical meeting.

Accordingly, the AGM would be held at the venue and via webinar to comply with the SECP instructions. The following arrangements have been made by the Bank to further facilitate the participation of the shareholders in the AGM:

Members/shareholders interested in attending the HBL's AGM through webinar are requested to get themselves registered by sending their particulars to the Company Secretary HBL, at the designated email address (general.meetings@hbl.com), mentioning their names, folio number, email address by the close of business hours on March 21, 2023. The webinar link would be provided to the registered shareholders. The shareholders are also encouraged to send their comments/suggestions, related to the agenda items of the AGM on the above-mentioned email address by March 24, 2023.

As always, HBL intends, and undertakes, to hold the meeting in compliance with all applicable laws, and requirements, including for quorums, the keeping of minutes and voting while ensuring the safety of its shareholders, employees, directors and the public at large.

I. Postal Ballot / E-voting:

Pursuant to Companies (Postal Ballot) Regulations 2018, read with Sections 143 and 144 of the Companies Act 2017, in case of a Poll, Members will also be allowed to exercise their right of 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.

CE-0095-21