

NOTICE OF EXTRA-ORDINARY GENERAL MEETING



Bank Alfalah
The Way Forward

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that an Extra Ordinary General Meeting ("EOGM") of Bank Alfalah Limited ("the Bank") will be held on Monday, 27th May 2024 at 10:30 AM at Movenpick Hotel, Karachi as well as through electronic means/web link to transact the following business:

ORDINARY BUSINESS:

1. To confirm Minutes of the 32nd Annual General Meeting held on 20th March 2024.
2. To elect Nine (09) directors of the Bank as fixed by the Board of Directors in accordance with the provisions of Section 159(1) of the Companies Act, 2017 ("the Act") for a term of three years with effect from 27th May 2024. The following are the retiring directors, who are eligible for re-election (subject to SBP approval):
 1. H.H. Nahayan Mabarak Al Nahayan
 2. Mr. Abdulla Nasser Hawaileel Al Mansoori
 3. Mr. Abdulla Khalil Al Mutawa
 4. Mr. Khalid Mana Saeed Al Otaiba
 5. Dr. Ayesha Khan
 6. Dr. Gyorgy Tamas Ladics
 7. Mr. Khalid Qurashi
 8. Mr. Atif Aslam Bajwa
3. To transact any other business with the permission of the Chair.

A statement of material facts under Section 166(3) of the Act, justification for choosing the appointee for appointment as independent director is annexed to the Notice of EOGM.

Karachi
Dated: 6th May 2024

By Order of the Board

MUHAMMAD AKRAM SAWLEH
Company Secretary

NOTES:

1. The Share Transfer Books of the Bank will be closed from 20th May 2024 to 27th May 2024 (both days inclusive).
2. Members may exercise their right to vote as per provisions of the Act and the Companies (Postal Ballot) Regulations, 2018. A member entitled to attend, and vote at the Meeting is entitled to appoint another member as a proxy to attend, speak and vote on his/her behalf. A corporation being a member may appoint as its proxy any of its official or any other person whether a member of the Bank or otherwise.

An instrument of proxy and a Power of Attorney or other authority (if any) under which it is signed, or notarized copy of such Power of Attorney must be valid and deposited at the Office of Share Registrar of the Bank, F.D. Registrar Services (Pvt.) Limited, Room No. 1705, 17th Floor, Saima Trade Tower "A", I.I. Chundrigar Road, Karachi-74000 Phone: (92-21) 32271905-6 and (92-21) 32213243 Fax: (92-21) 32621233, not less than 48 hours before the time of the Meeting.

In case of Proxy, attested copies of proxy's CNIC or passport must be deposited along with the Form of Proxy with our Share Registrar. In case of Proxy for corporate members, the Board of Directors' Resolution/Power of Attorney with specimen signature of the nominee shall be produced at the time of the meeting (unless it has been provided earlier to the Share Registrar).

3. The Board of Directors of the Bank has fixed the number of directors to be elected as nine (09) for the term of three years with effect from 27th May 2024. As per provisions of Regulation No. 7A of the Listed Companies (Code of Corporate Governance), Regulation, 2019 ("CCG-2019"), it is mandatory that voting for the election of directors of the Bank shall be held separately for the following three categories, -

S. No.	Category	No. of Seats
1	Female Director	1
2	Independent Directors	3
3	Other Directors	5
	Total	9

4. Any person/member, whether major shareholder or a minority shareholder, who seeks to contest the election to the office of the director ("the Candidate"), whether he/she is a retiring director or otherwise, is encouraged to file, a notice of intention with the Bank at its registered office, not later than fourteen days before the date of the meeting at which elections are to be held.
5. Any person/member who seeks to contest for election in the category of independent director or a female director, should clearly mention only one category (either female or independent) in which he/she intends to contest for the election of director.
6. The following documents are required to be submitted along with notice of intention to contest election of directors:
- Notice of his/her intention to offer himself/herself for election as director in terms of Section 159(3) of the Act and Regulation 7A of CCG-2019. The Candidate should also confirm that:
 - He/she is not ineligible to become a director of the Bank under any applicable laws and regulations (including but not limited to the Act and SBP's Prudential Regulations)
 - Neither he/she nor his/her spouse is engaged in the business of brokerage or is a sponsor, director or officer of a corporate brokerage house
 - He/she is not serving as a director in more than seven listed companies simultaneously.
 - Consent to act as director on Appendix to the Form-9 (of the Companies Regulations, 2024) under Section 167 of the Act.
 - A detailed profile of the Candidate including his office address (the same will be placed on Bank's website as per requirements of SECP's notification S.R.O. 1196 (I)/2019 dated 3rd October 2019).
 - Proforma – Fit & Proper Test, Affidavit on Non-Judicial Stamp Paper, and duly completed Questionnaire for accessing "Fit & Proper Test" attached to the Corporate Governance Regulatory Framework ("CGRF") issued by State Bank of Pakistan ("SBP") vide BPRD Circular No. 5 dated November 22, 2021.
 - National Tax Number (NTN), attested copy of CNIC/Passport, degrees/certificates and experience certificates from previous employers/institutions etc. (Please note that the Bank reserves the right to obtain confirmation/verification of degrees/certificates/documents etc. in compliance with law/regulations. The Candidates are required to provide written authorization(s) to their concerned educational institution(s) to provide required verification(s) directly to the Bank, in order to assist the Bank in this regard).
 - Details of family members (spouse, lineal ascendants and descendants and siblings including stepfather, stepmother, stepson, stepdaughter, stepbrother or stepsister, if any) along with copy of their CNIC/Passport.
 - Attested copy of Income Tax Clearance Certificate, (where applicable)
7. As per provisions of Regulation No. 4(1) (A) of Companies (Postal Ballot) Regulations, 2018, the right to vote through electronic voting facility and voting by post shall be provided to the members, if the number of persons who offer themselves to be elected is more than the number of directors fixed i.e. nine (9).
8. As per articles of association of the Bank a director is required to hold at least 500 qualification shares of the Bank in his/her own name. The candidate is required to advise his/her Folio/CDC sub Account and Participant ID number.
9. In terms of the CGRF, prior clearance in writing from SBP is required for appointments of Directors. The Candidates are requested to read the same and other relevant provisions/requirements relating to the appointment/election of directors, as mentioned in the Companies Act, 2017 and the Listed Companies (Code of Corporate Governance) Regulations, 2019 and SECP S.R.O. 906 (I)/2023 dated July 7, 2023 (amendments in CCG-2019) and ensure compliance with the same in letter and spirit.

10. Participation in EOGM through electronic means

The shareholders who wish to participate through online platform/facility (either in person or through proxy) are requested to please provide below information at Bank's designated Email: cosec@bankalfalah.com, at least 48 hours before the time of EOGM.

Folio/CDC Account No.	Name	CNIC No.	Cell No.	Email address

The login details will be sent to such shareholders through email enabling them to join the EOGM on given time through web/internet.

11. Change of address and/or email address

Shareholders having physical scrip of shares are requested to promptly notify change in their postal address and/or email address, if any, to Bank's Share Registrar, in writing, whereas CDC account holders are requested to contact their CDC Participant/CDC Account Services.

12. Mandatory submission of CNIC

The shareholders are informed that SECP vide its letter No. EMD/233/655/2004/2106 dated 20th April 2016, has allowed the Bank to withhold all future cash dividends of those shareholders, who have not provided a copy of their valid CNIC to the Bank. In view of this, those shareholders are once again requested to submit a valid copy of Computerized National Identity Card (CNIC) to our Share Registrar at their above-mentioned address.

A list of such shareholders, updated from time to time, who have not yet provided copies of their valid CNICs is available on the Bank's website, www.bankalfalah.com.

13. Un-claimed Dividends / Shares

The shareholders are hereby informed that in accordance with Section 244 of the Act and the Unclaimed Shares, Modaraba Certificates, Dividend, Other Instruments and Undistributed Assets Regulations, 2017, the companies are required to deposit cash dividends to the credit of the Federal Government and shares to the Commission, which are unclaimed/unpaid for a period of three (3) years or more from the date it is due and payable. The notices to this fact have already been dispatched to the relevant shareholders.

Shareholders who have not yet collected/received their dividends/shares are advised to contact our Share Registrar for details.

14. Conversion of Physical Shares into Book Entry Form Shares

Attention of the shareholders, having shares in physical scrips of the Bank, is invited towards Sub Section (2) of the Section 72 of the Act. As per provisions of the above Section, every existing company is required 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 31, 2017.

In view of the above and as per the instructions issued by SECP vide its Letter No. CSD/ED/Misc./2016-639-640 date March 26, 2021, such shareholders are requested to arrange to convert their shares held in physical form into book-entry-form. For this purpose, the shareholder shall be required to open an account with either Central Depository Company (CDC) or any Trading Rights Entitlement Certificate holder (Securities Broker) of Pakistan Stock Exchange.

The benefits associated with the Book-Entry-Form shares includes "readily available for trading, whereas trading of physical scrips is currently not permitted", "no risk of damaged, lost, forged or duplicate certificates", "reduced stamp duty on physical to book-entry-form transfers", "Instantaneous transfer of ownership", "Instant receipt/credit of dividends and other corporate entitlements (i.e. bonus, rights and new issues etc.)" and convenient pledging of securities etc.

STATEMENT OF MATERIAL FACTS UNDER SECTION 166(3) OF THE COMPANIES ACT, 2017:

This statement sets out the material facts pertaining to the justification for choosing the appointee for appointment as independent director to be elected at the Extra Ordinary General Meeting of Bank Alfalah Limited ("the Bank") to be held on 27th May 2024.

The Board of Directors of the Bank has fixed the number of directors to be elected as nine (09) for the term of three years with effect from 27th May 2024. In terms of the provisions of clause G-6(1)(b) of the CGRF and the sub clause 6(1) of CCG-2019, the Bank shall have at least three (3) independent directors, which is one third of total number fixed by the board.

The independent directors will also be elected through the process of election of directors in terms of Sections 159 and 166(1) of the Act and they shall meet the criteria laid down under Section 166(2) of the Act and the Companies (Manner and Selection of Independent Directors) Regulations, 2018. It will be ensured that the name of independent director is available in the databank of independent directors being maintained by the Pakistan Institute of Corporate Governance ("PICG").

The present Directors of the Bank have no interest in the above business except their eligibility for re-election as director of the Bank.



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FORM OF PROXY

Folio/CDC Account No.

I/We, _____ of _____, being a member of Bank Alfalah Limited, holder of _____ Ordinary Share(s) as per Register Folio No./CDC Account No. _____ hereby appoint Mr. _____ Register Folio No. / CDC Account No. (if member) _____ of _____ or failing him Mr. _____ Register Folio No./CDC Account No. _____ (if member) of _____, as my/our proxy in my/our absence to attend and vote for me/us, on my/our behalf at the Extra Ordinary General Meeting of the Bank to be held on Monday, May 27, 2024 at 10:30 AM and at any adjournment thereof.

Signed under my/our hand this _____ day of _____ 2024.

(Member's signature on Rs. 5/- Revenue Stamp)

Signed in the presence of:

Signature of Witness
Name: _____
CNIC/Passport No. _____
Address: _____

Signature of Witness
Name: _____
CNIC/Passport No. _____
Address: _____

1. A member entitled to attend, and vote at the Meeting is entitled to appoint another member as a proxy to attend, speak and vote on his/her behalf. A corporation being a member may appoint as its proxy any of its official or any other person whether a member of the Bank or otherwise.
2. An instrument of proxy and a Power of Attorney or other authority (if any) under which it is signed, or notarized copy of such Power of Attorney must be valid and deposited at the Share Registrar of the Bank, M/s. F. D. Registrar Services (Pvt.) Limited, Office No: 1705, 17th Floor, Saima Trade Tower-A, I. I. Chundrigar Road, Karachi-74000, not less than 48 hours before the time of the Meeting.
3. In case of proxy for an individual beneficial owner of CDC, attested copy of beneficial owner's Computerized National Identity Card, Account and Participant's ID numbers must be deposited along with the form of proxy with the Share Registrar. The proxy must produce his/her original identity card at the time of the Meeting. In case of proxy for corporate members, he/she should bring the usual documents required for such purpose.



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نمائندگی کا فارم (پراکسی فارم)

فولیو/سی ڈی سی اکاؤنٹ نمبر

میں مسمیٰ/مسماءہ فولیو/سی ڈی سی اکاؤنٹ نمبر ساکن

ضلع بحیثیت ممبر بینک الفلاح لمیٹڈ مسمیٰ/مسماءہ

فولیو/سی ڈی سی اکاؤنٹ نمبر ساکن یا ان کی غیر حاضری کی صورت میں مسمیٰ/مسماءہ

فولیو/سی ڈی سی اکاؤنٹ نمبر ساکن

کو بطور مختار (پراکسی) مقرر کرتا/کرتی ہوں تاکہ وہ میری جگہ اور میری طرف سے بینک کے غیر معمولی اجلا میں عام جو بتاریخ 27 مئی، 2024 کو صبح 10:30 بجے منعقد ہو رہا ہے، میں اور اس کے کسی ملتوی شدہ اجلاس میں شریک ہو اور ووٹ ڈالے۔

بتاریخ 2024 کو گواہان کی موجودگی میں دستخط کئے۔

گواہ (وٹنس) کے دستخط

نام:

شناختی کارڈ نمبر:

پتہ:

گواہ (وٹنس) کے دستخط

نام:

شناختی کارڈ نمبر:

پتہ:

(ممبر/ارکن کے دستخط
5 روپے کی رسیدی ٹکٹ پر)

اہم نکات

- ایسا ممبر جو میٹنگ میں شمولیت اور ووٹ دینے کا اہل ہے وہ کسی دوسرے ممبر کو اپنے/اپنی پراکسی کے طور پر میٹنگ میں شمولیت اور ووٹ دینے کے لیے نامزد کر سکتا ہے۔ علاوہ ازیں، کارپوریشن ایسے شخص کو نامزد کر سکتی ہے جو ممبر نہ ہو۔
- ہر لحاظ سے مکمل پراکسی فارم اور پاور آف اٹارنی یا کوئی اور متعلقہ اتھارٹی جس کے تحت اس فارم کو مکمل کیا گیا ہو، لازمی طور پر بینک کے شیئر رجسٹرار ایف ڈی رجسٹرار سروسز پرائیویٹ لمیٹڈ کے دفتر واقع، آفس نمبر 1705، سترہویں منزل، صائمہ ٹریڈ ٹاور، آئی آئی چندریگر روڈ، کراچی پر میٹنگ سے 48 گھنٹے قبل جمع کروادیا جائے۔
- سی ڈی سی اکاؤنٹ ہولڈر فرد کے لیے ضروری ہے کہ وہ ممبر کی تصدیق شدہ شناختی کارڈ کی کاپی جمع سی ڈی سی اکاؤنٹ کی تفصیل شیئر رجسٹرار کو جمع کروائے۔ جبکہ پراکسی کامیٹنگ کے وقت اصل شناختی کارڈ مہیا کرنا ضروری ہے۔



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