

CORPORATE AFFAIRS GROUP

HO/CAG/RAU/2024/23

August 05, 2024

The General Manager

Pakistan Stock Exchange Limited

Stock Exchange Building

Stock Exchange Road

Karachi

Sub: **Notice of Extraordinary General Meeting of Allied Bank Limited scheduled to be held on Tuesday, August 27, 2024 - (Prior to Publication)**

Dear Sir,

In compliance with Regulation No. 5.6.9(b) of PSX Rule Book, enclosed please find text of advertisement of the Notices (English & Urdu) regarding Extraordinary General Meeting of Allied Bank Limited to be published in Daily Business Recorder and Nawa-i-Waqt (combined editions; Karachi, Lahore & Islamabad) on Tuesday, August 06, 2024.

You may please inform the TRE Certificate Holders of the Exchange accordingly.

Yours Sincerely,



Adeel Javaid
Company Secretary

Encl: As above



NOTICE OF EXTRAORDINARY GENERAL MEETING (EOGM)

Notice is hereby given that the Extraordinary General Meeting ("EOGM") of Allied Bank Limited ("ABL" or the "Bank") will be held physically as well as virtually (through Zoom) on **Tuesday, August 27, 2024** at 11:00 a.m. at Palace Hall, Pearl Continental Hotel, Lahore, Pakistan to transact the following business:

Ordinary Business:

- To confirm the minutes of 78th Annual General Meeting ("AGM") of Allied Bank Limited held on March 28, 2024.
- To elect seven (7) directors of the Bank as per the number fixed by the Board of Directors of the Bank under Section 159(1) of the Companies Act 2017, for a period of next three (3) years commencing from August 27, 2024. Total strength of the Board of Directors shall be eight (8) including the Chief Executive Officer (CEO) of the Bank, being deemed director under Section 188(3) of the Companies Act, 2017. Following are the names of retiring Directors, who are eligible for re-election (subject to SBP approval):

1) Mr. Mohammad Naem Mukhtar	5) Ms. Nazrat Bashir
2) Mr. Sheikh Mukhtar Ahmad	6) Mr. Zafar Iqbal
3) Mr. Muhammad Waseem Mukhtar	7) Mr. Mubashir A. Akhtar
4) Mr. Abdul Aziz Khan	

A statement of material facts as required under Section 166(3) of the Companies Act, 2017 (the "Act") is annexed to this Notice.

Other Business:

- To transact any other business with the permission of the Chair.

Date: Tuesday, August 06, 2024

Place: Lahore

By the Order of the Board
Adeel Javaid
Company Secretary

NOTES:

- The minutes of 78th AGM can be downloaded from the following QR Code / Weblink. The minutes are also available for inspection of Members at registered office of the Bank:
https://www.abl.com/wp-content/uploads/2024/07/Minutes-of-78th-AGM_30-07-24_10-51-19.pdf
- Share Transfer Books of the Bank will remain closed from **Tuesday, August 20, 2024 to Tuesday, August 27, 2024 (both days inclusive)**. Share transfer requests received at Bank's Share Registrar M/s. CDC Share Registrar Services Limited, CDC House, 99-B, Block-B, S.M.C.H.S, Main Shahra-e-Faisal, Karachi before the close of business on **Monday, August 19, 2024** will be treated in time for the purpose of transfer of shares and to attend & vote in the EOGM.
- All members are entitled to attend and vote at the Meeting.
- A member entitled to attend and vote at the Meeting may appoint another member as a proxy to attend, speak and vote on his/her behalf and the proxy appointed should be a member of Allied Bank Limited. A corporate entity, being a member, may authorize through resolution of its Board / power of attorney or other governing body, an individual to act as its representative and the individual so authorized shall be entitled to exercise the same powers on behalf of the corporate entity which he represents.
- CDC Account Holders will follow the guidelines as laid down in Circular 1 dated January 26, 2000 issued by the Securities and Exchange Commission of Pakistan ("SECP").
- Requirements for attending the EOGM are as below:
 - In case of individuals, Account Holder or Sub-account Holder and / or the person whose securities are in group account and their registration details are uploaded as per Central Depository Company of Pakistan Limited ("CDC") Regulations, shall authenticate their identity by showing original valid Computerized National Identity Card (CNIC) or original Passport at the time of attending the Meeting.
 - In case of corporate entity, the resolution of Board of Directors / Power of Attorney with specimen signature of the nominee shall be produced (if not provided earlier) at the time of attending the Meeting.
- Requirements for appointing proxies are as below:
 - In case of individuals, Account Holder or Sub-account Holder and / or the person whose securities are in group account and their registration details are uploaded as per CDC's Regulations shall submit proxy form.
 - The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
 - Attested copies of valid CNIC or the Passport of the beneficial owners and the proxy shall be furnished with the proxy form.
 - The proxy shall produce his / her original CNIC / Passport at the time of the Meeting.
 - In case of corporate entity, the resolution of Board of Directors / Power of Attorney with specimen signature shall be produced along with proxy form of the Company.
- Proxy Form is being sent to the Members along with Notice of EOGM. The form of proxy can also be downloaded from the following link on Bank's website: <https://www.abl.com/investor-relations/shareholder-information/shareholder-notice>
- The instrument of proxy duly completed and signed as per above mentioned requirements must be deposited at the Registered Office of the Bank i.e. **Allied Bank Limited, 3-Tipu Block, New Garden Town, Lahore** not less than 48 hours before the start time of the Meeting. In calculating the 48 hours, no account shall be taken of any part of the day that is not a working day.
- If a member appoints more than one proxy, all such instruments of proxy shall be rendered invalid.
- Members are requested to immediately notify changes in their registered addresses, if any, to the Bank's Shares Registrar before start of the book closure period.
- As per guidelines issued by SECP, arrangements have also been made by the Bank to facilitate maximum participation of the shareholders in the Meeting through online platform/facility (i.e., zoom). Those shareholders who are interested to participate in the meeting virtually are requested to forward their following particulars along with snapshot of their valid CNIC (both sides) at least 48 hours before the time of EOGM on WhatsApp # +92 321 9472547 / +92 300 0458140 or email at Shahbaz.ahmed@abl.com / Farhan.ali2@abl.com:



Name	CNIC Number (Please attach snapshot of valid CNIC)	Folio Number / CDC Account Number	Cell Number	Email Address

On receipt of the request, link/credentials to join the meeting through zoom will be sent to the said shareholders on the given email address or through WhatsApp messages.

- Pursuant to the Companies (Postal Ballot) Regulations, 2018, and also subject to the Sections 143 & 144 of the Act, for any Special Business and for the purpose of election of directors, if the number of persons who offer themselves to be elected is more than the number of directors fixed under Section 159(1) of the Act, members will be allowed to exercise their right to vote through postal ballot or through e-voting, in accordance with the requirements and procedure contained in the aforesaid Regulations. The Bank shall provide Electronic Voting procedures and Postal Ballot papers in the newspapers and also upload the same on the Bank's website i.e., www.abl.com not later than seven days before the EOGM.

Procedure for Election of Directors:

- The existing term of Board of Directors of the Bank would expire on August 27, 2024, till the conclusion of EOGM. In terms of Section 159(1) of the Act, the Board of Directors in its 268th Meeting held on July 10, 2024, has fixed the number of directors as Seven (7) to be elected for the period of next three years.
- Any person who seeks to contest the election to the office of Director, whether he/she is retiring director or otherwise, shall file the following documents with the Company Secretary, at the Registered Office of the Bank (address mentioned above) not later than fourteen (14) days before the date of EOGM:
 - Notice of his/her intention to offer himself/herself for election to the Office of Director in terms of Section 159(3) of the Act;
 - Detailed profile along with office address as required under SECP's SRO # 1196(I)/2019 dated October 03, 2019;
 - Consent to act as a Director of the Bank under Section 167 of the Act;
 - Declaration of Fidelity & Secrecy under section 33A of Banking Companies Ordinance 1962 ("BCO") / SBP's Corporate Governance Regulatory Framework ("CGRF");
 - Declaration under Regulation 3 of the Listed Companies (Code of Corporate Governance) Regulations, 2019 ("CCG-2019") read with Section 155 of the Act;
 - Declaration that he/she is not ineligible to become a director of ABL under any provision of the Act, CCG-2019, and any other applicable law, rules and regulations;
 - Signed Fit & Proper Test ("FPT") documents as per Proforma Annexed with SBP's CGRF along with recent photographs;
 - Affidavit on Non-Judicial Stamp Paper (Appendix I of FPT under SBP's CGRF);
 - Declaration as per Appendix II of FPT under SBP's CGRF;
 - Attested copy of valid CNIC/Passport;
 - Copies of all academic & professional degrees / certificates;
 - Copies of employment certificates received from previous employers;
 - Detailed CV having date-wise employment history since completing full-time education;
 - A director must be holding minimum 100 shares of the Bank at the time of filing his / her consent to act as director;
 - Independent Director(s) shall be elected through the process of election of directors in terms of Section 159 of the Act and require to meet the criteria laid down in SBP's CGRF as well as criteria laid down under Section 166 of the Act and the Companies (Manner and Selection of Independent Directors) Regulations 2018 and shall also furnish:
 - A Declaration as per Appendix III of FPT under SBP's CGRF;
 - An undertaking on non-judicial stamp paper that he/she meets the requirements of Regulation 4(1) of the Companies (Manner and Selection of Independent Directors) Regulations, 2018;
 - Any other document as may be required under applicable laws and regulations.
- The appointment of Director(s) shall be subject to 'Eligibility Criteria' under G-2 of the SBP's CGRF and shall also be evaluated on the basis of the Bank's internal "Standard Operating Procedure" for conducting prior self-assessment by the Bank.
- The Candidates are requested to read the relevant provisions/requirements relating to the appointment/election of directors, as mentioned in SBP's CGRF, Companies Act 2017, CCG-2019 and SECP's S.R.O. 906 (I)/2023 dated July 07, 2023 (amendments in CCG-2019) and ensure compliance with the same in letter and spirit.
- As per the requirement of Regulation 7A of CCG-2019, a member who seeks to contest for election may select any one category in which he/she intends to contest election of directors. For the purpose of election of director(s) of the Bank, the voting (if required) shall be held separately in the following three (3) categories:
 - Female Director
 - Independent Directors
 - Other Directors

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 Independent Director to be elected in EOGM of ABL to be held on August 27, 2024.

The independent directors shall be elected through the process of election of directors in terms of section 159 of the Act.

It will be ensured that the independent directors to be elected must meet the criteria of independence laid down under Section 166 of the Act and the Companies (Manner and Selection of Independent Directors) Regulations, 2018 and his/her name is included in the data bank of independent directors maintained by the Pakistan Institute of Corporate Governance (PICG) duly authorized by the SECP. Further, their selection will be made due to their respective competencies, skills, knowledge and experience.

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

FOR SHAREHOLDERS' ATTENTION:

Deposit/Conversion of Physical Shares into Book-Entry Form:

SECP through its letter No. CSD/ED/Misc/2016-639-640 dated March 26, 2021 has advised listed companies to adhere with the provisions of Section 72 of the Act, requiring all companies to replace shares issued by them in Physical Form with shares into Book-Entry Form from the date notified by the SECP but not exceeding four years from the date of promulgation of the Act. Therefore, the Shareholders having physical shareholding are requested to open Investor Account directly with CDC or CDC sub-account with any of the brokers to place their physical shares into book-entry form. It would facilitate the shareholders in many ways including safe custody of shares, no loss of shares, avoidance of formalities required for the issuance of duplicate shares and readily availability for sale / purchase in stock market at better rates. The Shareholders may contact the Share Registrar and Transfer Agent of the Bank i.e., CDC Share Registrar Services Limited, (address given below) for the conversion of Physical shares into Book-Entry Form.

Mandatory Requirement for Provision of Registration Details, IBAN and CNIC (Withholding of Dividend):

In accordance with Section 119 of the Act and Regulation 47 of the Companies Regulations 2024, all physical shareholders are advised to provide their mandatory information such as CNIC number, address, email address, contact details (Mobile / telephone numbers), International Bank Account Number (IBAN) etc., to our Share Registrar at the below given address immediately to avoid any inconvenience in future.

Further, in compliance with the requirements of the Act and Companies (Distribution of Dividends) Regulations, 2017, the Bank has withheld dividend(s) of those shareholders who have not yet provided their CNIC(s) along with correct and complete bank account details including valid IBAN of their own bank accounts.

In order to receive cash dividend(s) withheld by the Bank, shareholders are requested to contact Bank's Share Registrar at the below given address or Participant/ Investor Account Services of CDC (as the case may be) along with legible copy of their respective valid CNICs and provide their complete and correct bank account details including valid IBAN by filling the form available at the Bank's website link: www.abl.com/investor-relations/shareholder-information/shareholder-useful-documents

CDC Share Registrar Services Limited Head Office., CDC House, 99-B, Block-B, S.M.C.H.S., Main Shahra-e-Faisal, Karachi. Tel: Customer Support Services 0800-23275 (Toll Free) Fax: +92-21-34326053

Claiming of Unclaimed/Unpaid Dividends and Share Certificates:

In compliance with Section 244 of the Act, the Bank has already requested through individual letters to shareholders who have not yet claimed their outstanding cash dividends, right and bonus shares.

(Detail is available at www.abl.com/investor-relations/shareholder-information/unclaimed-shares-dividends-and-tfcs/)

Shareholders are once again requested to lodge their claims for cash dividends, right / bonus shares kept with the Share Registrar of the Bank, on the address given above.

Consent for Video Conference Facility:

In accordance with Section 132(2) of the Act, video-link facility for the meeting shall be provided to those member(s) in their residing city, on their request, who holds at least ten percent of the total paid up capital of the Bank. To avail this facility, please provide following information and submit to the Share Registrar office (address mentioned above) at least 7 days before meeting date:

I/we _____ of _____ being a member of Allied Bank Limited, holder of _____ ordinary share(s) as per Registered Folio/CDC Investor / Participant Account No. _____ hereby opt for video conference facility at _____ (Please specify name of the city).
Date _____ Signature of Member _____

