



Bank AL Habib Limited

February 04, 2025

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

Dear Sir,

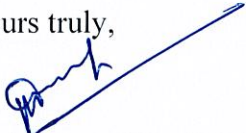
NOTICE OF ANNUAL GENERAL MEETING OF BANK AL HABIB LIMITED
UNDER REGULATION NO. 5.6.9 (b) OF PAKISTAN STOCK EXCHANGE RULE
BOOK

As required under regulation 5.6.9 (b) of Pakistan Stock Exchange Rule Book, enclosed is the copy of Notice of Annual General Meeting of the Bank to be published in Newspapers (Business Recorder and Nawa-i-Waqt) on Thursday, February 06, 2025.

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

Regards,

Yours truly,


Mohammad Taqi Lakhani
Company Secretary

Encl.: as above



Notice of Annual General Meeting

Notice is hereby given that the Thirty-fourth Annual General Meeting of Bank AL Habib Limited (the Bank) will be held at the Bank's premises located at 128-C, Old Bahawalpur Road, Multan, on Thursday, February 27, 2025 at 10:30 a.m. to transact the following business. The shareholders may also attend the meeting through electronic means as advised by Securities and Exchange Commission of Pakistan (SECP).

1. To receive and adopt the Audited Annual Accounts and Consolidated Accounts of the Bank for the year ended December 31, 2024 together with the Reports of Chairman, Directors and Auditors.

As required under section 223(6) of the Companies Act, 2017 (the "Act"), and pursuant to S.R.O. 389(I)/2023 dated March 21, 2023, the Annual Report of the Bank has been uploaded on the website of the Bank which can be downloaded from the following weblink or QR enabled code.

Weblink: <https://www.bankalhabib.com/files/download/reports/Annual-Report-2024.pdf>



2. To consider and approve payment of Final Cash Dividend @ 65%, i.e., Rs. 6.50 per share of Rs. 10/- each, in addition to Rs. 10.50 per share i.e., 105% Interim Cash Dividends already paid to the shareholders of the Bank, thus, total 170% i.e. Rs. 17.00 per share for the year ended December 31, 2024.
3. To appoint auditors for the year 2025 and to fix their remuneration. KPMG Taseer Hadi & Co., Chartered Accountants, being eligible, offer themselves for re-appointment.
4. To elect Directors of the Bank in accordance with Section 159(1) of the Companies Act, 2017. The number of Directors to be elected pursuant to Section 159(1) of the Companies Act, 2017 has been fixed at 10 (ten) by the Board of Directors.

The following are the retiring Directors, who may offer themselves for election:

Mr. Abbas D. Habib, Mr. Adnan Afridi - NIT Nominee, Mr. Anwar Haji Karim, Mr. Arshad Nasar, Ms. Farhana Mowjee Khan, Mr. Humayun Bashir, Mr. Mohammad Rafiquddin Mehkari, Mr. Murtaza H. Habib, Mr. Qumail R. Habib and Syed Mazhar Abbas.

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

Special Business

6. To consider and approve remuneration payable to Executive Director of the Bank.

Statements under Section 166(3) for Item No. 4, and under Section 134(3) of the Companies Act, 2017 in respect of special business contained in Item No. 6 are annexed.

By order of the Board

MOHAMMAD TAQI LAKHANI
Company Secretary

Karachi: February 06, 2025



Notes:

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

The entitled shareholders who are interested to attend AGM through electronic means and whose names appeared in the Books of the Bank by the close of business on February 14, 2025 are hereby requested to get themselves registered with the Company Secretary Office by providing the following details at the earliest but not later than 48 hours before the time of AGM (no account shall be taken of any part of the day that is not a working day) at email: agm@bankalhabib.com.

Name of Shareholder	CNIC No.	Folio Number / CDC Account No.	Cell Number	Email Address

Upon receipt of the above information from interested shareholders, the Bank will send the login details at their email addresses. On the AGM day, shareholders will be able to login and participate in the AGM proceedings through their smartphones 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 after identification and verification process.

The entitled shareholders (whose names appeared in the Books of the Bank by the close of business on February 14, 2025) along with the details mentioned above may send their comments/suggestions for the proposed Agenda items at the above email address at least 48 hours before the time of AGM (no account shall be taken of any part of the day that is not a working day).

2. The Board of Directors of the Bank has fixed the number of directors to be elected as ten (10). As per provisions of Regulation No. 7A of the Listed Companies (Code of Corporate Governance) Regulations, 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	6
	Total	10

3. Any member desirous to contest the election of Directors shall file the following with Company Secretary of the Bank at its Registered Office located at 126-C, Old Bahawalpur Road, Multan, not later than fourteen (14) days before the day of the above said meeting:

- (a) Notice of his/her intention to offer himself/herself for the election as director and select any one of the above categories in which he / she intends to contest the election of director in terms of Section 159(3) of the Companies Act, 2017 and Regulation 7A of Listed Companies (Code of Corporate Governance) Regulations, 2019. He/She should also confirm that:
 - (i) He/She is not ineligible to become a director of the Bank under any applicable laws and regulations.
 - (ii) 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.
 - (iii) He/She is not serving as a director in more than seven listed companies simultaneously. Provided that this limit shall not include the directorships in the listed subsidiaries of a listed holding company.
 - (iv) In case of Independent Director, a declaration of Independence in terms of Section 166(2) of the Companies Act, 2017 as required under clause 6(3) of Listed Companies (Code of Corporate Governance) Regulations, 2019
- (b) Consent to act as Director in Form 9 of the Companies Regulations 2024, and under Section 167 of the Companies Act, 2017.



(c) Fit and Proper Test Proforma, Affidavit, Declarations, and Questionnaire as provided in “Corporate Governance Regulatory Framework” issued by SBP vide BPRD Circular No. 5 dated November 22, 2021.

4. In terms of the criteria prescribed by SBP, a person shall not be eligible to become a Director of a bank, if the person:
- is disqualified/ineligible under Banking Companies Ordinance 1962, Companies Act 2017, and other applicable laws, rules and regulations;
 - is in default of payment of dues owed to any financial institution in personal capacity;
 - is associated as executive director / sponsor director / nominee of the sponsor and / or President / CEO of a proprietary concern, partnership firm, or corporate body excluding public sector organization, which is in default of dues owed to any financial institution;
 - has contravened any of the requirements and standards of SBP or equivalent standards / requirements of other local or foreign regulatory authorities, professional bodies, or government bodies / agencies of such a nature that makes such person’s association with the bank/DFI undesirable;
 - is a designated person / proscribed person or is associated directly or indirectly with any designated person / proscribed person;
 - is convicted of or is associated directly or indirectly with any person convicted of any serious offence, including any Money Laundering/ Terrorism Financing offence or any predicate offence set out in Schedule I of the Anti-Money Laundering Act, 2010.

It should also be noted that under SBP regulations, a person is not permitted to be a Director of more than one Bank / DFI and the Directors will not assume the charge of their respective offices until their appointments are approved in writing by SBP.

- A copy of relevant documents may be obtained from the office of the Company Secretary of the Bank or may be downloaded from the website of SBP.
- A detailed profile along with office address will be available on website as required under SECP’s SRO 1196 (I)/2019, dated October 03, 2019.
- The share transfer books of the Bank will remain closed from February 17, 2025 to February 27, 2025 (both days inclusive). Transfers received in order at the office of our Share Registrar, CDC Share Registrar Services Limited, located at CDC House, 99-B, Block B, S.M.C.H.S., Main Shahra-e-Faisal, Karachi – 74400, by the close of business on February 14, 2025 will be treated in time for payment of Final Cash Dividend (subject to approval of the members). Members are requested to promptly communicate any change in their addresses to our above-mentioned Share Registrar.
- A member entitled to attend and vote at this meeting is entitled to appoint a proxy to attend, speak and vote on his/her behalf. A proxy (except for a corporate entity) must be a member of the Bank. Proxy form, in order to be effective, must be received at the Registered Office of the Bank located at 126-C, Old Bahawalpur Road, Multan, duly stamped and signed not less than 48 hours before the time of the meeting, In case of a corporate entity, the Board of Directors’ Resolution/Power of Attorney with specimen signatures shall also be submitted along with Proxy Form in the Bank. (no account shall be taken of any part of the day that is not a working day).
- The entitled shareholders are requested to keep with them their original Computerized National Identity Cards (CNICs) / Passport along with their folio numbers / participant(s) ID numbers and CDC account numbers at the time of attending the Annual General Meeting in order to facilitate identification of the respective shareholders. The proxy shall also produce his/her original CNIC or Passport at the time of the meeting.

10. Payment of Cash Dividend through Electronic Mode

Under the provision of Section 242 of Companies Act, 2017 and Companies (Distribution of Dividends) Regulations, 2017, it is mandatory for a listed company to pay cash dividend to their shareholders only through electronic mode directly into the bank account designated by the entitled shareholders instead of issuing physical dividend warrants.



In order to receive cash dividend directly into the designated bank account, members who have not yet provided the bank account details are requested to fill and sign the “E-Dividend Bank Mandate Form” available on the Bank’s website link, <https://www.bankalhabib.com/download-forms> and send to the relevant Participants / Investor Account Services of the CDC/Share Registrar of the Bank (as the case may be) latest by February 14, 2025 along with a copy of their valid CNICs. The aforesaid form is also available in the Annual Report of the Bank.

In case of non-receipt or incorrect International Bank Account Number (IBAN) with other related details or non-availability of valid CNICs, the Bank will withhold cash dividend of such members.

11. As per Section 150 of the Income Tax Ordinance 2001, different rates are prescribed for deduction of withholding tax on the amount of cash dividend paid by the companies / banks. These tax rates are as follows:

- (a) Persons appearing in Active Taxpayer List 15%
- (b) Persons not appearing in Active Taxpayer List 30%

To enable the Bank to make tax deduction on the amount of cash dividend @ 15% instead of 30% all the 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 are entered into ATL before the date of payment of cash dividend i.e., February 27, 2025; otherwise tax on their cash dividend will be deducted @ 30% instead of 15%.

According to FBR, withholding tax will be determined separately whose names appear / not appear in ATL, status of principal shareholder as well as joint-shareholder(s) based on their shareholding proportions, in case of joint accounts. Members that hold shares with joint-shareholder(s) are requested to provide shareholding proportions of principal shareholder and joint-shareholder(s) in respect of shares held by them to the Bank’s Share Registrar in writing in the following format:

Bank Name	Folio/CDC Account No.	Total Shares	Principal Shareholder		Joint-Shareholder(s)	
			Name and CNIC No.	Shareholding Proportion (No. of Shares)	Name and CNIC No.	Shareholding Proportion (No. of Shares)

In case the required information is not provided to our Share Registrar latest by February 14, 2025, it will be assumed that the shares are equally held by them.

In case of corporate entity, withholding tax exemption from dividend income shall only be allowed if copy of valid tax exemption certificate is made available to our Share Registrar latest by February 14, 2025.

As per instructions of SECP and Central Depository Company of Pakistan (CDC) circular No. 6 of 2018, the shareholders are hereby informed that the CDC has developed Centralized Cash Dividend Register (CCDR) on eServices Web Portal which contains details of cash dividend such as either paid or unpaid, withheld by the Bank, total amount of cash dividend, tax and zakat deductions and net amount credited into designated bank account of shareholders. The shareholders are requested to register themselves to CDC’s eServices Web Portal link, <https://csp.cdcaccess.com.pk> to obtain the aforesaid information.

12. Audited Financial Statements through e-mail

In pursuant to Section 223(6) of the Companies Act 2017 and SECP S.R.O. 389 (I) / 2023 dated March 21, 2023, Annual Report 2024 which includes Auditors’ Report along with Audited Financial Statements, Directors’ Report, Chairman’s Review Report and Notice of Annual General Meeting are being e-mailed to the members who have provided their e-mail addresses. Members are also requested to intimate change (if any) in their registered e-mail addresses to the relevant Participants / Investor Account Services of the CDC / Share Registrar of the Bank (as the case may be) for the aforesaid purpose. Member of the Bank who wish to receive the hard copy of Annual Report are requested to send standard request form to our Share Registrar or Shares Department of the Bank. The standard request form can be downloaded from the Bank’s website link, <https://www.bankalhabib.com/download-forms>



13. Procedure for Electronic-Voting and Voting Through Postal Ballot:

In accordance with the Companies (Postal Ballot) Regulations, 2018 (“the Regulations”) the right to vote through electronic voting facility and voting by post shall be provided to members of every listed company for all business classified as special business under the Companies Act, 2017, (“the Act”) in the manner and subject to conditions contained in the Regulations.

i) Electronic-Voting

- a. Details of the e-voting facility will be shared through an e-mail with those members of the Bank who have their valid CNIC numbers, cell numbers, and e-mail addresses available in the register of members of the Bank by the close of business on February 14, 2025.
- b. The web address and login details will be communicated to members via email. The security codes will be communicated to members through SMS from the web portal of e-voting service provider.
- c. Identity of the members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.
- d. Members shall cast vote online at any time from February 24, 2025, at 09:00 a.m. and shall close on February 26, 2025 at 5:00 p.m. Once the vote on the resolution is cast by a member, he/she shall not be allowed to change it subsequently.

ii) Voting Through Postal Ballot

The members shall ensure that the duly filled and signed ballot paper (blank ballot paper attached), along with a copy of CNIC should reach the Chairman of the meeting through post at the Bank’s principal office, Bank AL Habib Limited, 3rd Floor, Mackinnons Building, I. I. Chundrigar Road, Karachi or email at chairmanagm@bankalhabib.com one day before the AGM, i.e. on February 26, 2025, during office hours. This Postal Ballot Paper is also available for download from the website of the Bank, www.bankalhabib.com.

- a. The signature on the Ballot Paper should match with signature on the CNIC.
- b. In case of foreign members and representatives of a body corporate, corporation and Federal Government, acceptability of other identification documents in lieu of CNIC should be approved by the board of that body corporate/company.
- c. Incomplete, unsigned, incorrect, defaced, torn, mutilated, overwritten ballot papers will be rejected

Additional Information for Shareholders:

a. Unclaimed / Unpaid Cash Dividend and Share Certificates:

In compliance with Section 244 of the Act, the Bank has already requested through individual letters to shareholders and also through newspaper to collect their unclaimed shares / unpaid cash dividend, if any. Shareholders are once again requested to lodge a claim for unclaimed shares / unpaid cash dividends with the Bank’s Share Registrar i.e. CDC Share Registrar Services Limited.

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

The shareholders having physical share certificates of the Bank are advised to place / convert their physical shares into Book-Entry Form in CDC as required under the provisions of Section 72 of the Companies Act, 2017.



Statement under Section 166(3) of the Companies Act, 2017

Item No. 4 of the Agenda

Statement under Section 166(3) of the Companies Act, 2017 in respect of Election of Independent Directors of the Bank:

Independent Directors will be elected through the process of election of directors in terms of Section 159 of the Companies Act, 2017 and they shall meet the criteria laid down under Section 166 (2) of the Companies Act, 2017.

Statement under Section 134(3) of the Companies Act, 2017

The statement is annexed to the Notice of the Thirty-fourth (34th) Annual General Meeting of Bank AL Habib Limited at which a special business is to be transacted. The purpose of this statement is to set forth the material fact concerning such special business.

Item No. 6 of the Agenda

As recommended by the Board of Directors in their meeting held on January 30, 2025, it is intended to propose the following resolution to be passed as an Ordinary Resolution:

“RESOLVED THAT the remuneration of Mr. Qumail R. Habib, Executive Director shall not exceed Rs. 5,500,000/- per month exclusive of perquisites, benefits and other allowances to which he is entitled under the terms of his employment.”



Bank AL Habib Limited
Postal Ballot Paper

Voting through post for Special Business at the Annual General Meeting
to be held on February 27, 2025 @ 10:30 a.m. at Multan

This postal ballot paper is also available for download from the website of Bank AL Habib Limited at www.bankalhabib.com. Further, the designated email address of the Chairman of the meeting at which the duly filled ballot paper may be sent : chairmanagm@bankalhabib.com

Folio / CDC Account #	
Name of Shareholder / Joint Shareholder(s)	
Registered Address	
Number of shares held	
NICOP /Passport (in case of foreigner) / CNIC Number (Copy to be attached)	
Additional Information and enclosures (In case of representative of body corporate, corporation and Federal Government)	
Name of Authorized Signatory	
NICOP /Passport (in case of foreigner) / CNIC No. of Authorized Signatory (copy to be attached)	

I/we hereby exercise my/our vote in respect of the following resolution through postal ballot by conveying my/our assent or dissent to the following resolution by placing tick (✓) mark in the appropriate box below

Serial No.	Nature and Description of resolution	No. of ordinary shares for which vote cast	I/We assent to the Resolution (FAVOR)	I/We dissent to the Resolution (AGAINST)
1	“RESOLVED THAT the remuneration of Mr. Qumail R. Habib, Executive Director shall not exceed Rs.5,500,000/- per month exclusive of perquisites, benefits and other allowances to which he is entitled under the terms of his employment.”			

Place: _____

Date: _____

Signature of Shareholder(s) / Authorized Person

Notes:

1. Duly filled Postal Ballot Paper should be sent to Mr. Abbas. D. Habib, Chairman of the Bank AL Habib Limited, at Mackinnons Building, I. I. Chundrigar Road, Karachi or email at chairmanagm@bankalhabib.com.
2. Copy of NICOP/ Passport (in case of foreigner) / CNIC should be enclosed with the Postal Ballot Paper.
3. Postal Ballot Paper should reach chairman of the meeting on or before February 26, 2025. Any Postal Ballot Paper received after this date, will not be considered for voting.
4. Signature on Postal Ballot Paper should match with signature on CNIC
5. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written Ballot Paper will be rejected.
6. BOD resolution / POA along with list of signatories and valid copy of CNIC of authorized signatory(ies).
7. The shareholders may download the Postal Ballot Paper from the Bank’s website or use the original / photocopy as published in newspaper.



بینک الحیب لمیٹڈ پوسٹل بیلٹ پیپر

سالانہ اجلاس عام میں خصوصی امور کے لئے بذریعہ ڈاک ووٹنگ ۲۷ فروری ۲۰۲۵ء بوقت ۱۰:۳۰ بجے ملتان میں کی جائے گی۔

پوسٹل بیلٹ پیپر بینک الحیب لمیٹڈ کی ویب سائٹ www.bankalhabib.com پر بھی ڈاؤن لوڈ کرنے کیلئے دستیاب ہے۔ مزید برآں اجلاس کے چیئرمین کا نامزد کردہ ای میل ایڈریس جس پر باقاعدہ پُر شدہ بیلٹ پیپر ارسال کیے جاسکتے ہیں chairmanagm@bankalhabib.com

فولیو/سی ڈی سی اکاؤنٹ نمبر	
شیئرز ہولڈر/جوائنٹ شیئرز ہولڈر (ز) کا نام	
رجسٹرڈ ایڈریس	
موجودہ شیئرز کی تعداد	
این آئی سی او پی/ پاسپورٹ (غیر ملکی ہونے کی صورت میں) / سی این آئی سی نمبر (کاپی منسلک کی جائے)	
اضافی معلومات اور منسلک دستاویزات (باڈی کارپوریٹ، کارپوریشن اور وفاقی حکومت کے نمائندے کی صورت میں)	
مجاز دستخط کنندہ کا نام	
این آئی سی او پی/ پاسپورٹ (غیر ملکی ہونے کی صورت میں) / مجاز دستخط کا سی این آئی سی نمبر (کاپی منسلک کریں)	

میں/ ہم پوسٹل بیلٹ کے ذریعے درج ذیل قرارداد کے سلسلے میں اپنا/ ہمارا ووٹ استعمال کرتے ہوئے درج ذیل مناسب خانے کے نشان (✓) لگا کر اس قرارداد کیلئے اپنی/ ہماری رضامندی یا غیر رضامندی ظاہر کر رہے ہیں۔

نمبر شمار	قرارداد کی نوعیت اور تفصیلات	عمومی شیئرز کی مجموعی تعداد جن کیلئے ووٹ کا سٹ ہوا	میں/ ہم قرارداد پر رضامند ہیں (FAVOR)	میں/ ہم قرارداد پر اختلاف کرتے ہیں (AGAINST)
۱	”قرارداد یا پیکر جناب گمیل آر حبیب، ایگزیکٹو ڈائریکٹر کا معاوضہ - ۵,۵۰۰,۰۰۰ روپے ماہانہ علاوہ مروجہ مراعات، فوائد اور دیگر الاؤنسز، جس کے وہ اپنی ملازمت کی شرائط کے تحت حقدار ہیں، سے زائد نہ ہوگا۔“			

مقام:

شیئرز ہولڈر (ز) کے دستخط/مجاز فرد

تاریخ:

۱۔ باقاعدہ پُر شدہ پوسٹل بیلٹ پیپر جناب عباس ڈی۔ حبیب، چیئرمین، بینک الحیب لمیٹڈ، میکینز بلڈنگ، آئی آئی چندریگر روڈ، کراچی یا ای میل chairmanagm@bankalhabib.com پر ارسال کریں۔

۲۔ این آئی سی او پی/ پاسپورٹ کی کاپی (غیر ملکی ہونے کی صورت میں) / سی این آئی سی نمبر (کاپی منسلک کی جائے)۔

۳۔ پوسٹل بیلٹ پیپر اجلاس کے چیئرمین کو ۲۶ فروری ۲۰۲۵ء تک یا اس سے قبل موصول ہو جائیں۔ اس تاریخ کے بعد موصول کوئی بھی پوسٹل بیلٹ پیپر ووٹنگ کیلئے قابل غور نہ ہوگا۔

۴۔ پوسٹل بیلٹ پیپر پر دستخطی این آئی سی او پی پر موجود دستخط سے مماثل ہونے چاہئیں۔

۵۔ نامکمل، غیر دستخط شدہ، غیر واضح، کٹے پھٹے، اوور رائٹنگ کے حامل بیلٹ پیپر مسترد کر دیئے جائیں گے۔

۶۔ بی او ڈی کی قرارداد/ پی او اے بشمول مجاز دستخط کنندہ (کنندگان) کے دستخطوں کی فہرست اور سی این آئی سی کی کارآمد کاپی۔

۷۔ شیئرز ہولڈرز پوسٹل بیلٹ پیپر کو بینک کی ویب سائٹ سے ڈاؤن لوڈ کر سکتے ہیں یا اخبار میں شائع شدہ اصل/ اس کی فوٹو کاپی کا استعمال کر سکتے ہیں۔

will be published in
English Newspaper
"Business Recorder "
on February 06, 2025



Bank AL Habib Limited Notice of Annual General Meeting

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

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- To consider and approve remuneration payable to Executive Director of the Bank. Statements under Section 166(3) for Item No.4, and under Section 134(3) of the Companies Act, 2017 in respect of special business contained in Item No.6 are being sent to all shareholders.

By order of the Board
Mohammad Taqi Lakhani
Company Secretary

Karachi: February 06, 2025

Notes:

1. Participation in the Annual General Meeting (AGM) through Electronic Means

The entitled shareholders who are interested to attend AGM through electronic means and whose names appeared in the Books of the Bank by the close of business on February 14, 2025 are hereby requested to get themselves registered with the Company Secretary Office by providing the following details at the earliest but not later than 48 hours before the time of AGM (no account shall be taken of any part of the day that is not a working day) at email: agm@bankalhabib.com.

Name of Shareholder	CNIC No.	Folio Number/ CDC Account No.	Cell Number	Email Address

Upon receipt of the above information from interested shareholders, the Bank will send the login details at their email addresses. On the AGM day, shareholders will be able to login and participate in the AGM proceedings through their smartphones 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 after identification and verification process.

The entitled shareholders (whose names appeared in the Books of the Bank by the close of business on February 14, 2025) along with the details mentioned above may send their comments/suggestions for the proposed Agenda items at the above email address at least 48 hours before the time of AGM (no account shall be taken of any part of the day that is not a working day).

- The Board of Directors of the Bank has fixed the number of directors to be elected as ten (10). As per provisions of Regulation No. 7A of the Listed Companies (Code of Corporate Governance) Regulations, 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	6
	Total	10

- Any member desirous to contest the election of Directors shall file the following with Company Secretary of the Bank at its Registered Office located at 126-C, Old Bahawalpur Road, Multan, not later than fourteen (14) days before the day of the above said meeting:

(a) Notice of his/her intention to offer himself/herself for the election as director and select any one of the above categories in which he/she intends to contest the election of director in terms of Section 159(3) of the Companies Act, 2017 and Regulation 7A of Listed Companies (Code of Corporate Governance) Regulations, 2019. He/She should also confirm that:

- He/She is not ineligible to become a director of the Bank under any applicable laws and 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. Provided that this limit shall not include the directorships in the listed subsidiaries of a listed holding company.
- In case of Independent Director, a declaration of Independence in terms of Section 166(2) of the Companies Act, 2017 as required under Clause 6(3) of Listed Companies (Code of Corporate Governance) Regulations, 2019.

(b) Consent to act as Director in Form 9 of the Companies Regulations 2024, and under Section 167 of the Companies Act, 2017.

(c) Fit and Proper Test Proforma, Affidavit, Declarations, and Questionnaire as provided in "Corporate Governance Regulatory Framework" issued by SBP vide BPRD Circular No.5 dated November 22, 2021.

- In terms of the criteria prescribed by SBP, a person shall not be eligible to become a Director of a Bank, if the person:

- is disqualified/ineligible under Banking Companies Ordinance, 1962, Companies Act, 2017, and other applicable laws, rules and regulations;
- is in default of payment of dues owed to any financial institution in personal capacity;
- is associated as executive director/sponsor director/nominee of the sponsor and/or President/CEO of a proprietary concern, partnership firm, or corporate body excluding public sector organization, which is in default of dues owed to any financial institution;
- has contravened any of the requirements and standards of SBP or equivalent standards/requirements of other local or foreign regulatory authorities, professional bodies, or government bodies/agencies of such a nature that makes such person's association with the Bank/DFI undesirable;
- is a designated person/proscribed person or is associated directly or indirectly with any designated person/proscribed person;
- is convicted of or is associated directly or indirectly with any person convicted of any serious offence, including any Money Laundering/Terrorism Financing offence or any predicate offence set out in Schedule I of the Anti-Money Laundering Act, 2010.

It should also be noted that under SBP regulations, a person is not permitted to be a Director of more than one Bank/DFI and the Directors will not assume the charge of their respective offices until their appointments are approved in writing by SBP.

- A copy of relevant documents may be obtained from the office of the Company Secretary of the Bank or may be downloaded from the website of SBP.

- A detailed profile along with office address will be available on website as required under SECP's SRO 1196(I)/2019, dated October 03, 2019.

- The share transfer books of the Bank will remain closed from February 17, 2025 to February 27, 2025 (both days inclusive). Transfers received in order at the office of our Share Registrar, CDC Share Registrar Services Limited, located at CDC House, 99-B, Block-B, S.M.C.H.S., Main Shahr-e-Faisal, Karachi-74400, by the close of business on February 14, 2025 will be treated in time for payment of Final Cash Dividend (subject to approval of the members). Members are requested to promptly communicate any change in their addresses to our above-mentioned Share Registrar.

- A member entitled to attend and vote at this meeting is entitled to appoint a proxy to attend, speak and vote on his/her behalf. A proxy (except for a corporate entity) must be a member of the Bank. Proxy form, in order to be effective, must be received at the Registered Office of the Bank located at 126-C, Old Bahawalpur Road, Multan, duly stamped and signed not less than 48 hours before the time of the meeting. In case of a corporate entity, the Board of Directors' Resolution/Power of Attorney with specimen signatures shall also be submitted along with Proxy Form in the Bank. (no account shall be taken of any part of the day that is not a working day).

- The entitled shareholders are requested to keep with them their original Computerized National Identity Cards (CNICs)/Passport along with their folio numbers/participant(s) ID numbers and CDC account numbers at the time of attending the Annual General Meeting in order to facilitate identification of the respective shareholders. The proxy shall also produce his/her original CNIC or Passport at the time of the meeting.

10. Payment of Cash Dividend through Electronic Mode

Under the provision of Section 242 of Companies Act, 2017 and Companies (Distribution of Dividends) Regulations, 2017, it is mandatory for a listed company to pay cash dividend to their shareholders only through electronic mode directly into the bank account designated by the entitled shareholders instead of issuing physical dividend warrants.

In order to receive cash dividend directly into the designated bank account, members who have not yet provided the bank account details are requested to fill and sign the "E-Dividend Bank Mandate Form" available on the Bank's website link, <https://www.bankalhabib.com/download-forms> and send to the relevant Participants/Investor Account Services of the CDC/Share Registrar of the Bank (as the case may be) latest by February 14, 2025 along with a copy of their valid CNICs. The aforesaid form is also available in the Annual Report of the Bank.

In case of non-receipt or incorrect International Bank Account Number (IBAN) with other related details or non-availability of valid CNICs, the Bank will withhold cash dividend of such members.

- As per Section 150 of the Income Tax Ordinance, 2001, different rates are prescribed for deduction of withholding tax on the amount of cash dividend paid by the companies/banks. These tax rates are as follows:

(a) Persons appearing in Active Taxpayer List	15%
(b) Persons not appearing in Active Taxpayer List	30%

To enable the Bank to make tax deduction on the amount of cash dividend @ 15% instead of 30% all the shareholders whose names are not entered into the Active Taxpayers 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 into ATL before the date of payment of cash dividend i.e., February 27, 2025; otherwise tax on their cash dividend will be deducted @ 30% instead of 15%.

According to FBR, withholding tax will be determined separately whose names appear/not appear in ATL, status of principal shareholder as well as joint-shareholder(s) based on their shareholding proportions, in case of joint accounts. Members that hold shares with joint-shareholder(s) are requested to provide shareholding proportions of principal shareholder and joint-shareholder(s) in respect of shares held by them to the Bank's Share Registrar in writing in the following format:

Bank Name	Folio/CDC Account No.	Total Shares	Principal Shareholder		Joint Shareholder(s)	
			Name and CNIC No.	Shareholding Proportion (No. of Shares)	Name and CNIC No.	Shareholding Proportion (No. of Shares)

In case the required information is not provided to our Share Registrar latest by February 14, 2025, it will be assumed that the shares are equally held by them.

In case of corporate entity, withholding tax exemption from dividend income shall only be allowed if copy of valid tax exemption certificate is made available to our Share Registrar latest by February 14, 2025.

As per instructions of SECP and Central Depository Company of Pakistan (CDC) Circular No.6 of 2018, the shareholders are hereby informed that the CDC has developed Centralized Cash Dividend Register (CCDR) on eServices Web Portal which contains details of cash dividend such as either paid or unpaid, withheld by the Bank, total amount of cash dividend, tax and Zakat deductions and net amount credited into designated bank account of shareholders. The shareholders are requested to register themselves to CDC's eServices Web Portal link, <https://csp.cdaccess.com.pk> to obtain the aforesaid information.

12. Audited Financial Statements through E-mail

In pursuant to Section 223(6) of the Companies Act, 2017 and SECP SRO 389(I)/2023 dated March 21, 2023, Annual Report 2024 which includes Auditors' Report along with Audited Financial Statements, Directors' Report, Chairman's Review Report and Notice of Annual General Meeting are being e-mailed to the members who have provided their e-mail addresses. Members are also requested to intimate change (if any) in their registered e-mail addresses to the relevant Participants/Investor Account Services of the CDC/Share Registrar of the Bank (as the case may be) for the aforesaid purpose. Member of the Bank who wish to receive the hard copy of Annual Report are requested to send standard request form to our Share Registrar or Shares Department of the Bank. The standard request form can be downloaded from the Bank's website link, <https://www.bankalhabib.com/download-forms>

13. Procedure for Electronic-Voting and Voting through Postal Ballot

In accordance with the Companies (Postal Ballot) Regulations, 2018 (the "Regulations") the right to vote through electronic voting facility and voting by post shall be provided to members of every listed company for all business classified as special business under the Companies Act, 2017, (the "Act") in the manner and subject to conditions contained in the Regulations.

i) Electronic-Voting

- Details of the e-voting facility will be shared through an e-mail with those members of the Bank who have their valid CNIC numbers, cell numbers, and e-mail addresses available in the register of members of the Bank by the close of business on February 14, 2025.
- The web address and login details will be communicated to members via email. The security codes will be communicated to members through SMS from the web portal of e-voting service provider.
- Identity of the members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.
- Members shall cast vote online at any time from February 24, 2025, at 09:00 a.m. and shall close on February 26, 2025 at 05:00 p.m. Once the vote on the resolution is cast by a member, he/she shall not be allowed to change it subsequently.

ii) Voting through Postal Ballot

The members shall ensure that the duly filled and signed ballot paper (blank ballot paper attached), along with a copy of CNIC should reach the Chairman of the meeting through post at the Bank's principal office, Bank AL Habib Limited, 3rd Floor, Mackinnons Building, I.I.Chundrigar Road, Karachi or email at chairmanagm@bankalhabib.com one day before the AGM, i.e. on February 26, 2025, during office hours. This Postal Ballot Paper is also available for download from the website of the Bank, www.bankalhabib.com

- The signature on the Ballot Paper should match with signature on the CNIC.
- In case of foreign members and representatives of a body corporate, corporation and Federal Government, acceptability of other identification documents in lieu of CNIC should be approved by the board of that body corporate/company.
- Incomplete, unsigned, incorrect, defaced, torn, mutilated, overwritten ballot papers will be rejected.

Additional Information for Shareholders

a. Unclaimed/Unpaid Cash Dividend and Share Certificates

In compliance with Section 244 of the Act, the Bank has already requested through individual letters to shareholders and also through newspaper to collect their unclaimed shares/unpaid cash dividend, if any. Shareholders are once again requested to lodge a claim for unclaimed shares/unpaid cash dividends with the Bank's Share Registrar i.e. CDC Share Registrar Services Limited.

b. Deposit/Conversion of Physical Shares into Book-Entry Form

The shareholders having physical share certificates of the Bank are advised to place/convert their physical shares into Book-Entry Form in CDC as required under the provisions of Section 72 of the Companies Act, 2017.



Postal Ballot Paper

Voting through post for Special Business at the Annual General Meeting
to be held on February 27, 2025 @ 10:30 a.m. at Multan

This postal ballot paper is also available for download from the website of Bank AL Habib Limited at www.bankalhabib.com. Further, the designated email address of the Chairman of the meeting at which the duly filled ballot paper may be sent: chairmanagm@bankalhabib.com

Folio/CDC Account #	
Name of Shareholder/Joint Shareholder(s)	
Registered Address	
Number of shares held	
NICOP/Passport (in case of foreigner)/CNIC Number (Copy to be attached)	
Additional Information and enclosures (In case of representative of body corporate, corporation and Federal Government)	
Name of Authorized Signatory	
NICOP/Passport (in case of foreigner)/CNIC No. of Authorized Signatory (copy to be attached)	

I/we hereby exercise my/our vote in respect of the following resolution through postal ballot by conveying my/our assent or dissent to the following resolution by placing tick (✓) mark in the appropriate box below:

Sr. No.	Nature and Description of Resolution	No. of ordinary shares for which vote cast	I/We assent to the Resolution (FAVOR)	I/We dissent to the Resolution (AGAINST)
1	"RESOLVED THAT the remuneration of Mr. Qumail R. Habib, Executive Director shall not exceed Rs.5,500,000/- per month exclusive of perquisites, benefits and other allowances to which he is entitled under the terms of his employment."			

Place: _____

Date: _____ Signature of Shareholder(s)/Authorized person

Notes:

- Duly filled Postal Ballot Paper should be sent to Mr. Abbas D. Habib, Chairman of the Bank AL Habib Limited, at Mackinnons Building, I.I. Chundrigar Road, Karachi or email at chairmanagm@bankalhabib.com
- Copy of NICOP/Passport (in case of foreigner)/CNIC should be enclosed with the Postal Ballot Paper.
- Postal Ballot Paper should reach chairman of the meeting on or before February 26, 2025. Any Postal Ballot Paper received after this date, will not be considered for voting.
- Signature on Postal Ballot Paper should match with signature on CNIC
- Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written Ballot Paper will be rejected.
- BOD resolution/POA along with list of signatories and valid copy of CNIC of authorized signatory(ies).
- The shareholders may download the Postal Ballot Paper from the Bank's website or use the original/photocopy as published in newspaper.

