



Bank Alfalah

LDN/CA/25
26th February 2025

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

Dear Sir,

NOTICE OF THE 33RD ANNUAL GENERAL MEETING

We enclose a copy of Notice of the 33rd Annual General Meeting (“AGM”) of Bank Alfalah Limited (“**the Bank**”) to be held on Thursday, 20th March 2025 at 10:30 am at Karachi, for circulation amongst the TRE Certificate Holders of the Exchange.

We also enclose herewith Statement of Material Facts under section 134(3) of the Companies Act, 2017 along with a copy of Ballot paper in respect of Special Business agenda.

The above Notice of AGM will be published in English and Urdu languages in the newspapers of 27th February 2025 and we shall forward you clippings of the same.

Yours truly,

Muhammad Akram Sawleh
Company Secretary

Encls: as above

NOTICE OF THE 33RD ANNUAL GENERAL MEETING

NOTICE is hereby given that the 33rd Annual General Meeting ("AGM") of Bank Alfalah Limited ("the Bank") will be held on Thursday, 20th March 2025 at 10:30 AM at Movenpick Hotel, Karachi as well as through electronic means/web link to transact the following businesses:

ORDINARY BUSINESS:

1. To confirm Minutes of the Extra-Ordinary General Meeting held on 27th May 2024.
2. To receive, consider and adopt the audited Annual Accounts of the Bank for the year ended 31st December 2024 together with Chairman's Review Report, Directors' Report and Auditors' Report thereon including post-facto approval of remuneration paid to the non-executive directors for attending Board and Board Committees meetings as reported under Note No. 42 of the Annual Accounts, in compliance with SBP's Regulatory Framework.

The Annual Report 2024 including Financial Statements of the Bank for the year ended 31st December 2024 has been placed at the Bank's website at www.bankalfalah.com/financial-reports/ and can also be accessed through scanning of following QR enable Code:



3. To approve, as recommended by the Board of Directors, payment of the Final Cash Dividend at the rate of Rs. 2.50 per share i.e. 25% for the year ended 31st December 2024. This is in addition to the already paid three Interim Cash Dividends @ 20% each (cumulative 85% i.e. Rs. 8.5 per share up to 31st December 2024).
4. To appoint auditors of the Bank for the year ending 31st December 2025 and to fix their remuneration.
5. To transact any other business with the permission of the Chair.

SPECIAL BUSINESS:

Ordinary Resolutions:

6. To consider, and if deemed fit, to pass with or without modification, the following resolutions, as ordinary resolutions, in accordance with Section 183(3)(b) of the Companies Act, 2017 to approve and authorize the Bank to sell its entire shareholding in its subsidiary, Alfalah Securities (Private) Limited ("**Alfalah Securities**") (i.e. 324,999,912 shares constituting 95.59% of the issued and paid up share capital of Alfalah Securities) to Optimus Capital Management (Private) Limited, for an amount equivalent to the sum of PKR 313,042,698/- (Pak Rupees Three Hundred and Thirteen Million, Forty-Two Thousand, Six Hundred and Ninety-Eight Only), subject to adjustment based on the net equity as of the closing date:

***"RESOLVED THAT** pursuant to Section 183(3) of the Companies Act, 2017, Bank Alfalah Limited ("**the Bank**") be and is hereby authorized to sell its entire shareholding in its subsidiary, Alfalah Securities (i.e. 324,999,912 shares constituting 95.59% of the issued and paid up share capital of Alfalah Securities) to Optimus Capital Management (Private) Limited for an amount equivalent to the sum of PKR 313,042,698/- (Pak Rupees Three Hundred and Thirteen Million, Forty-Two Thousand, Six Hundred and Ninety-Eight Only), subject to adjustment based on the net equity as of the closing date.*

***FURTHER RESOLVED THAT** the Chief Executive Officer, the Chief Financial Officer and Group Head Strategy, Transformation, Customer Experience & VC Investments of the Bank and the Company Secretary of the Bank ("**Authorized Representatives**") be and are hereby jointly and severally, authorized to take all necessary steps and to do all such acts deeds and things for and on behalf of, and in the name of the Bank, as may be necessary or required as they may think fit for or in connection with or incidental for the purposes of the above-mentioned resolution, as well as carry out any other act, deed, matter or step which may be ancillary and / or incidental to the above and necessary to fully achieve the objects of the aforesaid resolution and / or the proposed transaction.*

***FURTHER RESOLVED THAT** all actions taken by the Authorized Representatives and / or the Board of Directors of the Bank in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects."*

The Statement of material facts under Section 134(3) of the Companies Act, 2017 in respect of the aforesaid Special Business to be considered at the Annual General Meeting is being sent to the members along with the Notice.

Karachi
Dated: 27th February 2025

By Order of the Board

MUHAMMAD AKRAM SAWLEH
Company Secretary

NOTES:

1. Closure of Share Transfer Books

The Share Transfer Books of the Bank will be closed from 12th March 2025 to 20th March 2025 (both days inclusive). Transfers received at the office of the Share Registrar of the Bank, M/s. 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 before the close of business on 11th March 2025 will be treated in time for the purpose of above entitlement to the transferees and of attending the meeting.

Shareholders having shares in physical form are requested to notify any change in their address and/or email address, to our Share Registrar, in writing, whereas CDC account holders are requested to contact their CDC Participant/CDC Investor Account Services.

2. Participation in AGM through electronic means:

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

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 AGM on given time through web/internet.

3. Members' Right to Appoint Proxy

Members appointing proxies are requested to submit their proxy forms along with attested copies of proxy's CNIC/Passport mentioning folio/CDC account # of proxy holder at the Office of Share Registrar of the Bank, not less than 48 hours before the time of the Meeting. A corporation appointing a proxy must also submit their proxy forms along with a Power of Attorney or other authority (if any) under which it is signed, or notarized copy of such Power of Attorney.

4. Voting through Postal Ballot and E-Voting

Pursuant to the Companies (Postal Ballot) Regulations, 2018, members will be allowed to exercise their right of vote through postal ballot, that is voting by post or through E-voting, in accordance with the requirements and procedure contained in the aforesaid Regulations. The Ballot Paper and procedures for e-Voting facility and voting through Postal Ballot are annexed to this notice.

The Bank has also placed the Notice of AGM along with Proxy Form and Postal Ballot Paper on its website: www.bankalfalah.com.

5. Payment of Cash Dividend Electronically (e-Dividend)/Dividend Mandate

In accordance with the Companies (Distribution of Dividends) Regulations, 2017, the Bank is required to withhold dividend payment of those shareholders who have not yet provided their dividend mandate/bank account details and/or CNIC details. Such shareholders are requested to provide their CNIC details and/or their dividend mandate information including 1) IBAN number 2) Title of Bank Account; 3) Bank Account number; 4) Bank Code and Branch Code; 5) Bank Name, Branch Name and Address; 6) Cell Number; 7) CNIC number; and 8) Email Address to Bank's Share Registrar (if shares are held physically), whereas CDC account holders are requested to contact their CDC Participant/CDC Investor Account Services.

6. Un-claimed Dividends/ Shares

In accordance with Section 244 of the Companies Act, 2017 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 undelivered/ unclaimed 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.

Attention is sought from those shareholders who have not yet provided their complete and correct information such as address, CNIC number, email, cell number and/or bank mandate etc. They are again requested to furnish the required information to the Share Registrar at the earliest.

7. Withholding Tax on dividends

Withholding Tax on cash dividend of those shareholders, whose name will not appear (at the time of issuance/process of dividend) in the Active Taxpayers List, will be subject to higher rate of tax deduction as required under prevailing Income Tax Laws. Corporate shareholders are also required to update their NTN number in CDC records or provide copy of their NTN certificate to Bank's Share Registrar (if shares are held in physical form).

8. Tax in case of Joint Shareholders

In accordance with the instructions of Federal Board of Revenue, the tax on dividend income of joint holders of shares will be deducted in accordance with their shareholding proportion or in equal proportion, if such proportion is not provided. Therefore, shareholders are requested to provide, if not provided earlier, shareholding proportion of each joint shareholder(s) to the Bank's Share Registrar latest by 11th March 2025 in the following manner:

Folio / CDC A/c No.	Name of Shareholders (Joint Holders)	No. of shares (proportion)	CNIC No. (valid copy attached)	Signature
	1)			
	2)			
			
	Total Shares			

9. Conversion of Physical Shares into Book Entry Form

As per provisions of Section 72(2) of the Companies Act, 2017 and as per the instructions issued by SECP vide its Letter No. CSD/ED/Misc./2016-639-640 date March 26, 2021, 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. Respective shareholders are requested to arrange to convert their physical shares into book-entry-form. For this purpose, the shareholder shall be required to have an account either with Central Depository Company of Pakistan Limited (CDC) or with any Trading Rights Entitlement Certificate holder of Pakistan Stock Exchange Limited/CDC Participant.

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 134(3) OF THE COMPANIES ACT, 2017 PERTAINING TO THE SPECIAL BUSINESS BEING TRANSACTED:

Agenda Item No. 6:

Sale of entire Shareholding of Bank Alfalah Limited in its Subsidiary Alfalah Securities (Private) Limited

The Bank seeks approval from its shareholders to pass the ordinary resolutions in respect of the special business stated in Agenda Item No. 6 of the Notice of Annual General Meeting approving sale of its entire shareholding in its subsidiary, Alfalah Securities (Private) Limited ("**Alfalah Securities**"), (i.e. 324,999,912 shares constituting 95.59% of the issued and paid up capital of Alfalah Securities) to Optimus Capital Management (Private) Limited ("**Optimus**") for an amount equivalent to the sum of PKR 313,042,698/- (Pak Rupees Three Hundred and Thirteen Million, Forty-Two Thousand, Six Hundred and Ninety-Eight Only), subject to adjustment based on the net equity as of the closing date (the "**Proposed Transaction**"). The Proposed Transaction has been approved by the Board of Directors of the Bank in its meeting held on 26th September 2024.

The Board has undertaken and confirmed that the necessary due diligence for the disposal of Alfalah Securities has been carried out and recommended to the members of the Bank to pass the resolutions (as detailed in the notice) to permit the said transaction.

In compliance with the relevant provisions of the prevalent laws, the requisite information/disclosure regarding the proposed transaction is as under:

Description	Relevant Information
Name of the subsidiary	Alfalah Securities (Private) Limited
Cost and book value of investment in subsidiary	Cost: PKR 1,505 million Book value: PKR Nil (as fully provided)
Total market value of subsidiary based on value of the shares of the subsidiary company (in case of non-listed subsidiary: value determined by a registered valuer, who is eligible to carry out such valuation along with name of the valuer)	The value determined by the third-party (approved valuator) amounts to PKR 250 million arrived using discounted cash flow method.
Net worth of subsidiary as per latest audited financial statements and subsequent interim financial statements, if available	The net book value based on the audited financial statements for the year ended 31 st December 2023 was (PKR 711 million). While, the net book value for the half-yearly reviewed financial statements for the period ended 30 th June 2024 was PKR 290 million.
Total consideration for disposal of investment in subsidiary, basis of determination of the consideration and its utilization	Total consideration: The total consideration for disposal will be PKR 313,042,698/- (Pak Rupees Three Hundred and Thirteen Million, Forty-Two Thousand, Six Hundred and Ninety-Eight Only), subject to adjustment based on the net equity as of the closing date. Basis of determination: [The price has been calculated based on the net equity of the Company determined on the basis of the reviewed financial statements of the Company as at June 30, 2024 and certain adjustments.]
Quantitative and qualitative benefits expected to accrue to the Members	The proposed transaction will allow the Bank to focus its efforts and resources on its core operations related to commercial banking.

The Board of Directors of the Bank have no direct or indirect interest in the Special Business, except and to the extent of their respective shareholding in the Bank

BALLOT PAPER

Ballot Paper for Voting through Post for the Special Business at the Annual General Meeting of Bank Alfalah Limited to be held on March 20, 2025 at 10.30 a.m. at Movenpick Hotel, Karachi

Duly filled/signed ballot paper to be sent to the Chairman, Bank Alfalah Limited, 3rd Floor, B.A. Building, I.I. Chundrigar Road, Karachi (website: www.bankalfalah.com) or by email at cosec@bankalfalah.com:

Folio / CDS Account Number	
Name of Shareholder / Joint Shareholders	
Registered Address	
Number of Shares Held	
CNIC/ NICOP/ Passport Number (copy to be attached)	
Additional information and enclosures (in case of representative of body Corporate, Corporation and Federal Government)	
Name of the Proxy holder	

I/We hereby exercise my/our vote in respect of the special business through ballot by conveying my/our assent or dissent to the resolutions by placing tick (✓) mark in the appropriate box below:

Nature and Description of Resolutions	No. of Ordinary shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
Agenda Item No. 6 <u>Special Business – Ordinary Resolution</u> The Bank seeks approval from its shareholders to pass the ordinary resolutions in respect of the special business stated in Agenda Item No. 6 of the Notice of Annual General Meeting approving sale of its entire shareholding in its subsidiary, Alfalah Securities (Private) Limited (“ Alfalah Securities ”), (i.e. 324,999,912 shares constituting 95.59% of the issued and paid up capital of Alfalah Securities) to Optimus Capital Management (Private) Limited (“ Optimus ”) for an amount equivalent to the sum of PKR 313,042,698/- (Pak Rupees Three Hundred and Thirteen Million, Forty-Two Thousand, Six Hundred and Ninety-Eight Only), subject to adjustment based on the net equity as of the closing date (the “ Proposed Transaction ”).			

Place:

Date:

Signature

Shareholder / Proxy Holder / Authorized Signatory

Note: The complete text of Resolutions and Statement of Material Facts have already been sent to the members along with Notice of the 33rd Annual General Meeting to be held on 20th March 2025.

Procedure for Electronic Voting Facility and Voting through Postal Ballot on Special Business at the Annual General Meeting of the Bank to be held on March 20, 2025 at 10.30 A.M at Movenpick Hotel, Karachi.

The Members are hereby notified that pursuant to the Companies (Postal Ballot) Regulations, 2018 ("the Regulations"), issued by the Securities and Exchange Commission of Pakistan wherein, SECP has directed the listed companies to provide the right to vote through electronic voting facility and voting by post to the Members on all businesses classified as special business.

Accordingly, the members of Bank Alfalah Limited ("the Bank") will be allowed to exercise their right to vote through electronic voting facility and voting by post for the special business in its forthcoming Annual General Meeting to be held on Thursday, March 20, 2025 at 10.30 a.m., in accordance with the requirements and subject to the conditions contained in the aforesaid Regulations.

For the convenience of the members, the ballot paper is also available on the Bank's website at www.bankalfalah.com for download.

SCRUTINIZER:

In compliance with the provisions of the Regulations, the Bank has appointed, M/s. S. M. Suhail & Co. Chartered Accountants, as the Scrutinizer. M/s. S. M. Suhail & Co. have confirmed that they have been given a satisfactory rating under the Quality Control Review program of the Institute of Chartered Accountants of Pakistan, and that the firm and all their partners are compliant with the International Federation of Accountants' (IFAC) Guidelines on Code of Ethics, as adopted by the Institute of Chartered Accountants of Pakistan.

PROCEDURE FOR E-VOTING:

1. Details of the e-voting facility will be shared through an e-mail with those members of the Company who have their valid CNIC numbers, cell numbers, and e-mail addresses available in the register of members of the Company by the close of business on Friday, March 14, 2025.
2. The web address, login details, and password, will be communicated to members via email. The security codes will be communicated through SMS from the web portal of Share Registrar/Balloter (the e-voting service provider).
3. Identity of the members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.
4. E-Voting will start from Saturday, March 15, 2025, 09:00 a.m. and shall close on Wednesday, March 19, 2025 at 5:00 p.m. members can cast their votes any time during this period. Once the vote on a resolution is cast by a Member, he / she shall not be allowed to change it subsequently.

PROCEDURE FOR SUBMISSION OF BALLOT PAPER THROUGH POST:

The members shall ensure that duly filled and signed ballot paper along with copy of CNIC, in case of individual and in case of body corporate, acceptable identification documents should reach the Chairman of the meeting through post at Company Secretariat, Bank Alfalah Limited, 3rd Floor, B.A. Building, I.I. Chundrigar Road, Karachi or by email at cosec@bankalfalah.com one (01) day before the day of voting i.e. March 19, 2025 till 5:00 p.m.

NOTES:

1. Duly filled ballot paper should be sent to the Chairman at (Company Secretariat, Bank Alfalah Limited, 3rd Floor, B.A. Building, I.I. Chundrigar Road, Karachi) or email at cosec@bankalfalah.com
2. Copy of CNIC/ NICOP/ Passport (in case of foreigner) should be enclosed with the postal ballot form.
3. Ballot paper should reach the Chairman within business hours by or before March 19, 2025. Any postal ballot received after this date, will not be considered for voting.
4. Please indicate your vote by ticking (✓) the relevant box.
5. Signature on ballot paper should match with signature on CNIC/ Passport (In case of foreigner).
6. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot paper will be rejected.
7. In case if both the boxes are marked as (✓), your Ballot Paper shall be treated as "Rejected".
8. In case of a representative of a body Corporate, Corporation or Federal Government, the Ballot Paper must be accompanied by a copy of the CNIC of an authorized person, an attested copy of Board Resolution / Power of Attorney / Authorization Letter etc.
9. Ballot Paper has also been placed on the website of the Bank at bankalfalah.com Members may download the ballot paper from the website or use an original/photocopy published in newspapers.