



Bank AL Habib Limited

Notice of Annual General Meeting

Notice is hereby given that the Thirty-third 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 Wednesday, March 06, 2024 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).

- To receive and adopt the Audited Annual Accounts and Consolidated Accounts of the Bank for the year ended December 31, 2023 together with the Reports of Chairman, Directors and Auditors.
- To consider and approve payment of final cash dividend @ 50%, i.e., Rs.5.00 per share of Rs.10/- each, in addition to Rs.9.00 per share i.e. 90% Interim Cash Dividends already paid to the shareholders of the Bank, thus, total 140% i.e. Rs.14.00 per share for the year ended December 31, 2023.
- To appoint auditors for the year 2024 and to fix their remuneration. Existing auditors EY Ford Rhodes, Chartered Accountants, have retired. In compliance with the Listed Companies (Code of Corporate Governance) Regulations, 2019, and based on the recommendations of the Audit Committee and the Board, the appointment of KPMG Taseer Hadi & Co., Chartered Accountants as auditors in place of the retiring auditors.
- To consider any other business of the Bank with the permission of the Chair.

Special Business

- To obtain approval of the shareholders of the Bank, as per the requirements of SRO 389(I)/2023 dated March 21, 2023, issued by the SECP for transmission of the annual balance sheet, profit and loss account, auditor's report and directors' report, etc. ("annual audited financial statements") to the members through QR-enabled code and weblink.
 - To consider and approve remuneration payable to Executive Director of the Bank.
- For Item Nos. 5 & 6 statement under Section 134(3) of the Companies Act, 2017 relating to the aforesaid Special Business to be transacted at the said Annual General Meeting is being sent to all shareholders.

By order of the Board

Mohammad Taqi Lakhani
Company Secretary

Karachi: February 14, 2024

Notes:

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

The entitled shareholders who are interested to attend AGM through online platform and whose names appeared in the Books of the Bank by the close of business on February 23, 2024 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 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 23, 2024) 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 share transfer book of the Bank will remain closed from February 26, 2024 to March 06, 2024 (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 Shahrah-e-Faisal, Karachi-74400, by the close of business on February 23, 2024 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 corporation) 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 (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. In case of a corporate entity, the Board of Directors' Resolution/Power of Attorney with specimen signatures shall be submitted along with Proxy Form in the Bank.

5. 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 23, 2024 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) For filers of income tax returns	15%
(b) For non-filers of income tax returns	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., March 06, 2024; otherwise tax on their cash dividend will be deducted @ 30% instead of 15%.

According to FBR, withholding tax will be determined separately on 'Filer/Non-Filer' 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 23, 2024, 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 23, 2024.

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 Portal link, <https://csp.cdaccess.com.pk> to obtain the aforesaid information.

7. Audited Financial Statements through E-mail

In pursuant to Section 223 of the Companies Act, 2017, Annual Report 2023 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 for the said purpose. Members are also requested to intimate change (if any) in their registered e-mail addresses to our Share Registrar for the aforesaid purpose. Members of the Bank who wish to receive soft copy of Annual Report are requested to send their e-mail addresses to our Share Registrar through consent form, available on the Bank's website.

The Annual Report 2023 of the Bank is also available on the Bank's website and can be downloaded through the weblink: <https://www.bankalhabib.com/files/download/reports/Annual-Report-2023.pdf>

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

i) Electronic-Voting

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.

- 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 23, 2024.
- 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 CDC Share Registrar Services Limited (being the 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 March 03, 2024, at 09:00 a.m. and shall close on March 05, 2024 at 05:00 p.m. Members can cast their votes any time in this period. 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 March 05, 2024, during office hours. This Postal Ballot Paper is also available for download from the website of the Bank at 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 of 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 Businesses at the Annual General Meeting to be held on March 06, 2024 @ 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	
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 resolutions through postal ballot by conveying my/our assent or dissent to the following resolutions by placing tick (✓) mark in the appropriate box below:

Sr. No.	Nature and Description of Resolutions	No. of ordinary shares for which votes cast	I/We assent to the Resolutions (FAVOR)	I/We dissent to the Resolutions (AGAINST)
1	"RESOLVED THAT the shareholders of the Bank do hereby consent and authorise the Bank for transmission of "annual audited financial statements", including but not limited to the annual balance sheet, profit and loss account, auditor's report and directors' report, etc., to its shareholders through QR-enabled code and weblink, subject to the requirements of SECP's SRO 389(I)/2023 dated March 21, 2023."			
2	"RESOLVED THAT the remuneration of Mr. Qumail R. Habib, Executive Director shall not exceed Rs. 5,000,000/- 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 Form.
- Postal Ballot Form should reach chairman of the meeting on or before March 05, 2024. Any Postal Ballot received after this date, will not be considered for voting.
- Signature on Postal Ballot Paper should match with signature registered 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 Form from the Bank's website or use the original/photocopy as published in newspaper.

