



HABIB BANK
حبیب بینک

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

May 20, 2019

Dear Sir,

Notice of Extra Ordinary General Meeting

We enclose the Notice of Extra Ordinary General Meeting of Habib Bank Limited to be held on June 21, 2019 that will be published in Tuesday's Newspaper (Business Recorder and Daily Jang) dated May 21, 2019 for circulation amongst the TRE Certificate Holders of the Exchange.

Yours faithfully,

Neelofar Hameed
Company Secretary

CC:

1. Director / HOD, Surveillance, Supervision & Enforcement Department, Securities & Exchange Commission of Pakistan, NIC Building, 63 Jinnah Avenue, Blue Area, Islamabad.

Habib Bank Limited
Corporate Secretariat
(Registered Office)
9th Floor,
Habib Bank Tower,
Jinnah Avenue, Blue
Area, Islamabad

Phone 051-2270856
051-2821183
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Notice of the Extraordinary General Meeting

Notice is hereby given that the Extraordinary General Meeting of Habib Bank Limited ("the Bank") will be held on June 21, 2019, Friday, at 10:00 a.m. at Serena Hotel, Islamabad to transact the following business:

Special Business:

1. To consider issue of fully paid up, rated, perpetual, unsecured, subordinated, non-cumulative, contingent convertible, privately placed (subsequently listed) Additional Tier 1 (ADT-1) capital eligible Term Finance Certificates (TFCs) of up to Rs. 15 billion (inclusive of a green shoe option of Rs. 5 billion) for Capital Adequacy Ratio (CAR) purposes. In this regard, consider and pass the following Resolutions as Special Resolutions, with or without modification.

"RESOLVED that, the issue of the fully paid-up, rated, privately placed and subsequently listed, unsecured, subordinated, non cumulative and contingent convertible Term Finance Certificates in aggregate of up to PKR 15 Billion, in a single or multiple issues of redeemable capital, with or without green shoe options of up to PKR 5 Billion be and is hereby approved subject to all regulatory approvals.

"FURTHER RESOLVED that, President & CEO, Chief Financial Officer, Head Corporate & Investment Banking and Company Secretary are hereby jointly (any two) authorized to take all necessary steps and to do or cause to be done all such acts, deeds and things that may be necessary for the issue of the Term Finance Certificates including but not limited to completing the formalities for listing of the Term Finance Certificates on the Pakistan Stock Exchange and all other related and / or ancillary formalities and to take such other steps, execute such other documents and make such corporate filings as may be necessary or expedient for the purpose of giving effect to the spirit and intent of the above resolution."

The information as required under section 134(3) of the Companies Act, 2017 is being provided along with the Notice of the Extraordinary General Meeting being sent to the shareholders.

Any Other Business:

2. To consider any other business with the permission of the Chair.

By Order of the Board

Neelofar Hameed
Company Secretary

May 21, 2019
Karachi

Notes:

1. The Register of Members and the Share Transfer Books will be closed from June 15, 2019 to June 21, 2019 (both days inclusive) for the purpose of the Extraordinary General Meeting.
2. Only those persons whose names appear in the Register of Members of the Bank as at June 14, 2019 are entitled to attend and vote at the Extraordinary General Meeting.
3. A Member entitled to attend and vote at the said Extraordinary General Meeting may appoint another Member as his/her proxy to attend and vote for him/her provided that a corporation may appoint as its proxy a person who is not a Member but is duly authorised by the corporation. Proxies must be received at the Registered Office of the Bank not less than 48 hours before the time of the holding of the Extraordinary General Meeting.
4. Members are requested to notify immediately any changes in their registered address to our Share Registrar, M/s. Central Depository Company of Pakistan Limited, CDC House 99-B, Block 'B', Sindhi Muslim Cooperative Housing Society (S.M.C.H.S.), Main Shakra-e-Faisal, Karachi - 74400.
5. CDC Account Holders will further have to follow the under mentioned guidelines as laid down in Circular 1 dated January 26, 2000 issued by the Securities and Exchange Commission of Pakistan.

A. Requirements for attending the Extraordinary General Meeting:

- (i) In the case of individuals, the account holder or sub-account holder whose registration details are uploaded as per the Central Depository Company of Pakistan Limited Regulations, shall authenticate his/her identity by showing his/her valid original Computerized National Identity Card (CNIC) or original passport at the time of attending the Extraordinary General Meeting.
- (ii) In case of a corporate entity, the Board of Directors' resolution/power of attorney, with specimen signature of the nominee, shall be produced at the time of the Extraordinary General Meeting, unless it has been provided earlier.

B. Requirements for appointing Proxies:

- (i) In case of individuals, the account holder or sub-account holder whose registration details are uploaded as per the Central Depository Company of Pakistan Limited Regulations, shall submit the proxy form as per the above requirement.
- (ii) The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
- (iii) Attested copies of the valid CNICs or the passports of the beneficial owner(s) and the proxy shall be furnished with the proxy form.
- (iv) The proxy shall produce his/her valid original CNIC or original passport at the time of the Extraordinary General Meeting.
- (v) In case of a corporate entity, the Board of Directors' resolution/power of attorney, with specimen signature of the nominee, shall be submitted to the Bank along with the proxy form unless the same has been provided earlier.



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