



The General Manager
Karachi Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi
Fax No. 111-573-329

The Secretary
Islamabad Stock Exchange Ltd
55-B, ISE Towers, Jinnah Avenue
Islamabad
Fax No. 051-111473329

The Secretary
Lahore Stock Exchange Limited
Lahore Stock Exchange Building,
19, Khayaban-e-Aiwan-e-Iqbal,
P.O. Box: 1315,
Lahore
Fax No. 042-3636 8485

The Director,
Enforcement Division
Securities & Exchange Commission of
Pakistan
NIC Building, Jinnah Avenue,
Islamabad
Fax No. 051-9218592, 9204915

May 19, 2015

Re: Disclosure of Material Information

Dear Sir,

In accordance with Section 15D of the Securities and Exchange Ordinance, 1969 and the Listing Regulations No. 35 of Code of Corporate Governance, we hereby convey the following information:

Habib Bank Limited (“**HBL**”) proposes to issue listed, rated, unsecured and subordinated Term Finance Certificates of aggregate face value of up to Rs. 20 billion (inclusive of a green shoe option of PKR 5 billion) (“**TFC Issue**”) as an instrument of redeemable capital under Section 120 of the Companies Ordinance, 1984, in compliance with the Basel III Guidelines issued by the State Bank of Pakistan under BPRD Circular No. 6 of August 15, 2013. The funds raised from the TFC Issue will be utilized for HBL’s business operations as permitted by HBL’s Memorandum and Articles of Association.

In this regard, although HBL has obtained in-principle approval of the State Bank of Pakistan in relation the TFC Issue, final approval is pending completion of all legal and regulatory formalities.

You may please inform the members of the Exchange accordingly.

Yours Faithfully,

Nausheen Ahmad
Company Secretary

Habib Bank Limited
Corporate Secretariat
12th Floor, HB Plaza
I.I Chundrigar Road,
Karachi

Phone 021-32440991
Fax 021-32415623
www.hbl.com

Note: A disclosure form as required under S.R.O. 143/(1)/2012 dated December 5, 2012 read with Section 15D of the Securities and Exchange Ordinance, 1969 is also enclosed as **Annexure A**.

**Annexure A
DISCLOSURE FORM
IN TERMS OF SECTION 15D OF THE
SECURITIES AND EXCHANGE ORDINANCE, 1969**

Karachi, May 19, 2015

Name of Company: Habib Bank Limited
Date of Report: May 19, 2015
Address of Registered Office: Habib Bank Plaza, I.I. Chundrigar Road, Karachi
Contact Information: Ms. Nausheen Ahmad
Company Secretary, HBL

[*] Disclosure of inside information by listed company in terms of section 15D(1).

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In this regard, although HBL has obtained in-principle approval of the State Bank of Pakistan in relation the TFC Issue, final approval is pending completion of all legal and regulatory formalities.

[] Intimation of decision of the listed company to delay disclosure of inside information in terms of section 15(D)(2).

Not applicable

[] Disclosure of inside information by listed company where the listed company or person acting on its behalf discloses inside information to third party in terms of section 15(D)(3).

Not applicable

[] Disclosure of transactions conducted by Persons discharging managerial responsibilities within a listed company or persons closely associated with them in terms of section 15D(5).

Not applicable

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