

Notice of Extraordinary General Meeting

Notice is hereby given that the Extraordinary General Meeting ("EOGM") of Habib Bank Limited (the "Bank") will be held on Thursday, May 30, 2024, at 03:00 p.m. at HBL Tower, Islamabad, to transact the following business:

Special Business:

To approve and authorize equity investment in HBL Microfinance Bank Limited ("HBL MfB") of up to Rs. 6 Billion, to be completed till
December 31, 2024, subject to the approval of the State Bank of Pakistan, and if deemed fit, pass the following resolutions as Special
Resolutions with or without modification(s):

"RESOLVED THAT Habib Bank Limited ("the Bank") be and is hereby authorised to invest up to Rs. 6 billion, to be completed till December 31, 2024, in HBL Microfinance Bank Limited, subject to the approval of the State Bank of Pakistan."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board of Directors of the Bank or such person or persons as may be authorised by the Board of Directors of the Bank, be and each of them is hereby authorised to do all such acts, deeds and things and to execute and deliver for and on behalf and in the name of the Bank all such deeds, agreements, declarations and undertakings as may be necessary or required or as they or any of them may think fit for or in connection with the aforesaid investment, including without limiting the generality of the foregoing, any approval, sanction or permission required thereof or in connection therewith."

The information as required under Section 134(3) of the Companies Act, 2017 is annexed.

The Directors of the Bank have no direct or indirect interest in the above-mentioned resolutions except in their capacity as directors of the Bank.

Any Other Business:

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

By Order of the Board

May 9, 2024 Karachi Uzman Naveed Chaudhary Company Secretary

Notes:

- The Register of Members and the Share Transfer Books will remain closed from May 24, 2024 to May 30, 2024 (both days inclusive) for the purpose of the EOGM.
- 2. Only those persons whose names appear in the Register of Members of the Bank as at May 23, 2024, will be entitled to attend and vote at the EOGM.
- 3. A Member/shareholder entitled to attend and vote at the EOGM 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 EOGM.
- 4. Members are requested to notify immediately any changes in their registered address to Banks' Share Registrar, CDC Share Registrar Services Limited, CDC House 99-B, Block 'B', Sindhi Muslim Cooperative Housing Society (S.M.C.H.S), Main Shahra-e-Faisal, Karachi 74400.
- CDC Account Holders will further have to follow the guidelines as laid down in Circular 1 dated January 26, 2000, issued by the SECP.

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 EOGM.
- ii. In case of a corporate entity, unless provided earlier, the Board of Directors' resolution/power of attorney, with specimen signature of the nominee, shall be produced at the time of the EOGM.



B. Requirements for appointing Proxies:

- iii. 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.
- iv. The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the said form.
- v. Attested copies of the valid CNICs or the Passports of the beneficial owner(s) and the proxy shall be furnished with the proxy form.
- vi. The proxy shall produce his/her valid original CNIC or original Passport at the time of the EOGM.
- vii. 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.

C. Participation in EOGM through Electronic Means:

SECP vide its Circulars, issued from time to time, has directed the listed companies to hold general meetings through video link, webinar, zooming etc. in addition to the requirements of holding physical meeting.

Accordingly, the EOGM would be held at the venue and via webinar to comply with the SECP instructions. Members/shareholders interested in attending the Bank's EOGM through webinar are requested to get themselves registered by sending their particulars to the Company Secretary of the Bank, at the designated email address (general.meetings@hbl.com), mentioning their names, folio number and email address by the close of business hours on May 27, 2024. The webinar link would be provided to the registered shareholders. The shareholders are also encouraged to send their comments/suggestions, related to the agenda item of the EOGM on the above - mentioned email address by May 29, 2024.

D. Postal Ballot / E-voting:

In accordance with the Companies (Postal Ballot) Regulations 2018 ("Regulations"), the right to vote through electronic voting facility ("e-Voting") and voting by post ("Postal Ballot") shall be provided to every member of the Bank for Special Business in the manner and subject to conditions contained in the Regulations.

For this Special Business Agenda, facility of Postal Ballot/e-Voting is arranged for the members/shareholders through the Bank's Share Registrar, M/s CDC Share Registrar Services Limited (E-voting Service Provider). In accordance with the Regulation 11 of the Regulations, the Board has appointed M/s BDO Ebrahim & Co., Chartered Accountants, a QCR rated audit firm, to act as the Scrutinizer of the Bank for the EOGM for the purpose of the Special Business Agenda and to undertake other responsibilities as defined in said Regulations.

a) Procedure for e-Voting

- i. Details of e-voting facility will be shared through email by CDC Share Registrar Services Limited (being the e-Voting service provider) with those members of the Bank who have their valid CNIC numbers, cell numbers and email addresses available in the register of members of the Bank by close of business on May 27, 2024.
- ii. The web address, login details, password, date of casting e-Vote and other necessary details will be communicated to members via email and the security codes will be communicated to the members through SMS by e-Voting service provider.
- iii. Identity of the Members intending to cast vote through e-Voting shall be authenticated through electronic signature or authentication for login.
- iv. Members shall cast their votes for Agenda Item no.1, online at any time from May 27, 2024 to May 29, 2024, till 5:00 p.m. (PST).
- v. Once the vote on the resolution is casted by a member, the said member will not be subsequently allowed to change it.

b) Procedure for voting through Postal Ballot

- i. Members may alternatively opt for voting through postal ballot, attached at the bottom of this notice. The same has also been made available on the Bank's website (https://www.hbl.com/investor-relations/investor-relatio
- ii. Members shall ensure that duly filled and signed ballot paper, along with a copy of Computerized National Identity Card (CNIC), is received by the Chairman of the meeting through post at HBL Corporate Office F-14, Block-5, Clifton, Karachi or email at general.meetings@hbl.com on or before May 29, 2024, during working hours.
- iii. The signature on the ballot paper should match with the signature on CNIC.
- iv. In case of foreign shareholders (individuals), a copy of valid passport as identification document in lieu of CNIC will be required. In case of representatives of a body corporate, corporation and Federal/Provisional Government, a Power of Attorney or other authority/board resolution as identification document alongwith valid CNIC/passport copy will be required.
- v. Incomplete, unsigned, incorrect, defaced, torn, mutilated, overwritten ballot paper will be rejected.



STATEMENT OF MATERIAL FACTS UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017, RELATING TO THE SPECIAL BUSINESS REFERRED TO IN THE NOTICE ABOVE:

This Statement sets out the material facts pertaining to the Special Business to be transacted at the Extraordinary General Meeting of Habib Bank Limited (the "Bank/HBL") to be held on May 30, 2024.

Special Businesses:

Agenda Item 1 - Approval of Investment of up to Rs. 6 Billion in HBL Microfinance Bank Limited:

HBL Microfinance Bank Limited (HBL MfB) is a subsidiary of HBL, in which HBL's shareholding is 79.92%. HBL MfB's principal business is to provide microfinance services to the poor and underserved segments of society. Since HBL's initial investment, HBL MfB has performed well and has grown its balance sheet significantly and today stands as the largest microfinance bank in the country. To support its further growth, HBL MfB is planning to issue rights shares up to Rs. 6 billion, subject to approval of the State Bank of Pakistan and HBL being the parent, is willing to subscribe to the rights issue and take up any portion of unsubscribed rights

For this purpose, the Board of Directors have recommended that the Members consider and, if deemed fit, pass the Special Resolution with or without modification set forth at Agenda Item 1 of this Notice.

Information required under Section 199 (3) of the Companies Act, 2017 and regulation 3 of Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017 is given as under:

	isclosure regarding associated company			
(i)	Name of Associated Company or Associated Undertaking	HBL Microfinance Bank Limited (HBL MfB).		
ii)	Basis of Relationship	Habib Bank Limited (HBL) holds shareholding of 79.92% in HBL MfB.		
ii)	Earnings / (Loss) per Share for the last three years	2021: Rs. 4.25 per share 2022: Rs. 2.37 per share 2023: Rs. 0.61 per share		
v)	Break-up value per Share, based on last audited financial statements	2021: Rs. 21.31 per share 2022: Rs. 23.08 per share 2023: Rs. 21.12 per share		
(v)	Financial position, including main items of statement of financial position and profit and loss account on the basis of its latest financial statements	The financial information is shown in the table below.		Rupees in milli
	inancial statements		2022	2023
		Revenue	12,527.94	13,279.65
		Operating Expense	8,145.11	9,824.29
		Operating Profit	4,382.83	3,455.36
		Customer Deposits	116,063.37	128,233.73
		Customer Loans & Advances – net	85,376.63	97,524.59
		Cash, Balances with Banks and Investment	45,792.54	45,673.04



(vi)	In case of investment in relation to a project of associated company or associated undertaking that has not commenced operations, following further information, namely			
	I	Description of the project and its history since conceptualization	Not Applicable	
	Ш	Starting date and expected date of completion of work	Not Applicable	
	III Time by which such project shall become commercially operational		Not Applicable	
	IV Expected time by which the project shall start paying return on investment		Not Applicable	
	V	Funds invested or to be invested by the promoters, sponsors, associated company or associated undertaking distinguishing between cash and non-cash amounts.	Not Applicable	
(B) G	eneral I	Disclosures:		
(i)	Ma	ximum amount of investment to be made	The amount of investment would be up to Rs. 6 billion to be completed till December 31, 2024.	
(ii)		pose, benefits likely to accrue to the investing company and its mbers from such investment and period of investment	The rights issue will help HBL MfB to maintain a stronger capital base and provide sufficient headroom in its Capital Adequacy Ratio (CAR) to ensure compliance with the regulatory framework. The higher CAR will provide additional comfort to stakeholders and will enable HBL MfB to pursue its growth strategy, continuing to provide access to finance for the underserved segments of society and remote areas of the country. The funds generated through the rights issue will be used for HBL MfB's on-going business expansion and growth plans as permitted by its Memorandum & Articles of Association in line with applicable laws and regulations This is an equity investment in a subsidiary and is a long-term investment.	
(iii)		rces of funds to be utilized for investment and where the investment tended to be made using borrowed funds:	Funds generated through HBL's own business.	
	(I)	Justification for investment through borrowings	Not Applicable	
	(11)	Detail of collateral, guarantees provided and assets pledged for obtaining such funds	Not Applicable	
	(111)	Cost of benefit analysis	Not Applicable	
(iv)		ent features of the agreement(s), if any, with associated company associated undertaking with regards to the proposed investment.	Not Applicable	
(v)	Direct or indirect interest of directors, sponsors, majority shareholders and their relatives, if any, in the associated company or associated undertaking or the transaction under consideration		HBL holds shareholding of 79.92% in HBL MfB. The Aga Khan Fund for Economic Development (AKFED) is the parent company of the HBL. The Aga Khan Agency for Microfinance (AKAM) holds 12.05% shareholding and the Aga Khan Rural Support Program (AKRSP) holds 4.46% shareholding. The Directors of the Bank have no direct or indirect interest except in their stated capacity as Directors of the Bank.	
(vi)	In case any investment in associated company or associated undertaking has already been made, the performance review of such investment including complete information/justification for any impairment or write offs.		Since the last approval of equity investment in 2020, HBL MfB's balance sheet has grown two times with advances and deposits increasing at a CAGR of 33% and 28% respectively. The operating profit has grown at a CAGR of 13%. The net assets of HBL MfB have grown from Rs. 6.688 billion in 2020 to Rs. 14.215 billion as at December 31, 2023.	
(vii)	Any other important details necessary for the members to understand the transaction		Not Applicable	
(C) A	dition	al disclosure regarding Equity Investment:		
(i)	Maximum price at which securities will be acquired		Par i.e. Rs. 10 per share.	
(ii)		case the purchase price is higher than fair value in case of unlisted urities, justification thereto	Not Applicable	
(iii)	Ma	ximum number of securities to be acquired	600,000,000	
(iv)	Number of securities and percentage thereof held before and after the proposed investment.		HBL's current holding is 537,931,035 (79.92%) shares in HBL MfB. On a pro-rata basis, HBL's shareholding will remain the same, i.e. 79.92% and the number of shares held will rise to 1,017,455,143. In case none of the other shareholders subscribe, HBL will take up any portion of unsubscribed rights. HBL's shareholding in HBL MfB would become 89.38% and	
(v)	Fair	value of the security	number of shares will rise to 1,137,931,035. In progress, Will be presented at the meeting if requested	
(*)	Fair value of the security		In progress. Will be presented at the meeting, if requested.	



اطلاع برائے غیر معمولی اجلاس عام

پذر ایجائزا، اطلاع دی جاتی ہے کہ مندر جہ ذیل اُمور کی انجام دی کے لیے حبیب بینک لمینڈ (" بینک") کا غیر معمولی اجلا سیام پر وز جھر اے ،30 سی 2024ء، بوقت دوپیر 30:00 بج اللے اللہ الار، اسلام آباد شام منطقہ ہو گا۔ خد صد با

HBL نکیرونیانس بینک لمیش ("HBLMfb") یش 16ارب روپیئیک کاایکوی تا سرماییکا ایکوی تا سرماییکا اور اختیار بیانه جوا 3 و تمبر 2024 کو مکمل ہوگی اور اسٹیٹ بینک آف پاکستان کی منظور کی احد المقدم المامی کا منظور کی اور اختیار کی احد منظور کا اور اسٹیٹ بینک آف پاکستان کی منظور کرنا۔

"قرار بالک، جبیب بینک لمینلا ("بینک " HBL منظر وفتانس بینک لمینلاش کاروفتانس بینک لمینلاش کاروفتانس بینک المینلاش کاروفتان کا منظوری سے مشروط ہے۔"

'' یے ت<mark>کی قرابیا ک</mark>ا مقبلہ دی واور ان میں کے فاق کے لیے دیک کے پورڈ آف ڈائز کیٹر کر کی جائب سے بیٹک کے پورڈ آف ڈائز کیٹر کر کیا گئے رہی کا فروز والٹرواز کو انتقار دیاجا سکتا ہے اور ان ٹیس سے جرایک کو ایسے شروری بالا ڈی تھے بیٹول نہ کروہا ال کی عویب کو تھے دیٹول نہ کروہا ال کی عویب کو تھے وہ کوٹ مظاہری یا اجازت جو اس کے الے جاتا ہے جنہیں نہ کروہا ان سراری کا الا کی تھے بیٹول نہ کروہا ال کی عویب کو تھے وہ کوٹ سے معاون کی ایسے شروری بالا ڈی تھے بیٹول نہ کروہا الا کی عویب کو تھے وہ کی مظاہری یا اجازت جو اس کے الیا تات ہے اس کے سوال اس کی سے کوٹ ایک شروری بالا ڈی تھے بیٹول نہ کروہا الا کی عویب کو تھا کہ تھا ہو کہ تاہم ہو تاہم ہو کہ تاہم ہو تاہم

کمپنیزایک 2017 کی دفعہ 134(3) کے تحت مطلوبہ معلومات انگریزی ور ژن کے ساتھ منسلک کی گئی ہیں۔

بینک کے ڈائز کیٹر ز کاسوائے بینک کے ڈائز میٹر کی حیثیت کے ،مذکورہ بالا قرار دادوں میں بلا واسطہ یا بالو اسطہ کوئی مفاد نہیں۔

ديگرأمور:

2. چیئز مین کی اجازت ہے دیگر اُموریر غور وخوض۔

بعثم بورژ **عثلمان نویدچدری** سمپنی سیریثری

٠ او .

- ۔ غیر معمولی اجلاس عام کے افعقاد کے مقصد کے لیے اراکتین (ممبرز) کار جسٹر اور شیئر ٹرانسٹر نکس مؤر نہ 24 مئی 2024ء ہے 30 مئی 2024ء (بشول دونوں دن) بندرییں گا۔
- 2. صرف وہ اشخاص غیر معمولی اجلا ہی عام میں شرکت کرنے اور ووٹ دینے کے اٹل ہیں جن کے نام مؤرخہ 23 مئی 2024ء کو بینک کے ادا کمین (ممبرز) کے رجسٹر میں موجو د ہول گے۔
- ۔ ضیر معمولی اعبان سام مثل شرکت کرنے اور دوسک دیے کاالم ایک مجمبر دو در سے کا کا تھی ایک مجمبر دیم ہے کئی تھی ہم المثبی تاہم باضابطہ طور پر کا وہا ہی میشن کی جانب ہے کا کہ ایک مقر کر کسکتا ہے مجمبر دور سے کے تعمیر کا میں ہور تاہم باضابطہ طور پر کا وہا ہی جانب کے طور پر اجانا س میں معمولی اجان ہے مجمد ہولی اجان س کے اصفاد سے 48 کھنے قبل میکند کے رجسرو دو فتر میں موسل ہونا شرور دی ہے۔
 - 4. ممبرزے درخواست کی جاتی ہے بین کسی بھی تبدیلی کی صورت میں فوری طور پر ہمارے شیئر رجسٹرار، کرا تی "CDC) شیئر رجسٹرار اس و مزلمیٹٹر، CDC) شیئر رجسٹرار اس و مزلمیٹٹر، CDC) تشیئر رجسٹرار کر و مزلمیٹٹر، CDC) کا دعم اللہ کا کہ مندھی مسلم کو آپر شینچہ اؤسٹلگ سوسا کئی (S.M.C.H.S)، مرکزی شاہر اوفیصل کر اپنی 74400 کو مطلع کریں۔
 - 5. CDC اکاؤنٹ ہولڈرز کو SECP کی جانب ہے جاری شدہ سر کلر 1، بتاری 56 جنوری 2000ء میں مذکورہ رہنماأصولوں پر عمل درآ مد کرناہو گا۔

A. غیرمعمولی اجلاس عام میں شرکت کے لیے مطلوبہ عوامل:

- i) ا انوادی اشاقاس کی صورت شدن ، ود افاؤنت به ولذرزیاب اکاؤنزمت به ولذرز، بمن کی در جستر لشش کی تضبیات سینترل فی پایژگری کیش آت یا کتان لمیفذ کے قوائد کے مطابق آپ لود کر روی کی بیرن ، غیر معمولی اجلاس میام شر شرکت کے وقت اپناا اسل اور موز کمپیو فر انزوشا مختی کار ذر (CNIC) کیاا مسل پا پیپورٹ کے کاکر اور انجی الشاخت کی تصدیق کر وائجی گ
 - (ii) کارپوریٹ ادارے کی صورت میں، غیر معمولی اجلا سی عام کے وقت پورڈ آف ڈائز کیٹرز کی قرار داد / مثار نامہ معمام در شخص کے معمونہ دستھا فراہم کر ناہوں گے ، تاوقتکیہ دو پہلے فراہم نہ کر دیے گئے ہوں۔

B. پراکسیز کی تقرری کے لیے مطلوبہ عواال:

- ا نفراری اشخاص کی صورت میں، دوا کاؤٹٹ بولدرزیاب اکاؤٹٹ بولدرزیاب اکاؤٹٹ بولدرزیاب اکاؤٹٹ بولدرزیاب اکاؤٹٹ بولدرزیاب کار جسٹر لیش کی ترجیسیا ہے سیٹرل ٹر ایز انز کی مکبئن آف پاکستان البیٹلر کے قواعد کے مطابق آپ اور کا محل بر معیار کے مطابق آپ رائم کی کار دائیں گے۔
 - ii. پراکی فارم پر دوا شخاص کی گواہی موجو د ہو گی، جن کے نام، پتے اور موثر CNIC نمبر ز فارم پر در رہے ہوں گے۔
 - iii. پراکسی فارم کے ساتھ فائدہ حاصل کرنے والے مالکان کے موثر CNIC پاپاسپورٹ کی مصدقہ نقول فراہم کی جائیں گی۔
 - iv. یراکسی کی جانب سے غیر معمولی اجلاس عام کے وقت اپنااصل اور موثر CNIC پایاسپورٹ پیش کیاجائے گا۔
 - ›. کارپوریٹ ادارے کی صورت میں، ادارہ بینک کوپراکسی فارم کے ساتھ پورڈ آف ڈائز یکٹرز کی قرارداد / فٹار نامہ مع تامز و شخص کے نمونہ دستخط فراہم کرے گا(تاو فٹلیہ وہ پہلے فراہم نہ کردیے گئے ہول)۔

C. اليكثر الك ذرائع سے غير معمولي اجلاس عام بيل شركت:

سکیورٹیزایٹرایٹجینچ نمیشن آف پاکتان ("SECP") نے و آثا فو قالبینے سر کلرز کے ذریعے اسٹر نمینیوں کو فریکل اجلاس منعقد کرنے کے ساتھ ویڈیولئک، Webinar، Zoom فیر و کے ذریعے بھی غیر معمولی اجلاس منعقد کرنے کی ہوایات وی ایس۔

Postal Ballot/E-Voting .D

کیپنز(پوشل بیل)ریگولیشز 2018("ریگولیشز") کے مطالق،الیکٹرانک دونگ کی مجولت (**"e-voting")** اورڈاک کے ذریعے دونگ **("postalballot")** کی مجولت (پوشک کی جائے گا۔

M/s.BDO Ebrahim & Co., Chartered کو ایجندا کے دیک سے مشیئر جسن الے QCR میٹی آئیٹ اور کے مطابق بورٹ نے ایک QCR کو ایجندا کے لیے دیک مطابق بورٹ نے ایک QCR مشیئر جسن الے Scrutinizer و کر المسین کو ا

E-Voting (a

- - ii ویب ایڈریس، ااگ ان کی تصیات بیاس درڈاوی وٹ ڈالے کی تاریخ آمدر دیگر ضروری تصیات ممبرز کوائی مثل کے ذریعے جنجی جائیں گی اورای دونگ سروس فراہم کرنے والے SMS کے ذریعے ممبرز کو کیمیکور ڈکی وُڈوز جنجیس گ۔
 - iii کے ذریعے ووٹ ڈالنے کے خواہشمند ممبرز کی شاخت الیکٹر انک دستخطیالاگ ان کی تصدیق کے ذریعے کی جائے گا۔
 - iv . ممبر زایجیڈا آئٹم نمبر 1 کے لیے 27 مئی 2024 ہے 29 مئی 2024 تک کئی بھی وقت شام 5:00 بیج (PST) تک آن لائن ووٹ ڈالیس گے۔
 - ۷۔ ایک بار کی ممبر کے قرار دادیہ ووٹ ڈل دینے کے بعد اے تبدیل کرنے کی اجازت نہیں دی جائے گا۔

Postal Ballot (b

- i https://www.hbl.com/investor-relations/investor-relations/notices). ممر متبادل طور پر Dostalballot
- ii. مېم تنځې نامي ک کر کېږو اراتزو تو چې نامي کې کر (CNC) کا کوا پي کر انځو کې د انځو کې کې کا کوا پي کر د انځو د کې کا کې کېږو د از تو تو کې کا کې کې کې کا کې کا کې که د او تا کا کې کې کې که او تا که د د وران ان اجلاس کې چېر شراک کې کا کې کام
 - Ballot Paper .iii پر دستخط CNICکے دستخط جیسے ہونے چاہیں۔
- iv فیمر مکلی شیئر ہولڈرز (افرادی) کی صورت میں شاختی کارڈے بدلے شاختی و ستاویز کے طور پر موثریا سپورٹ کی کابی روز رک کی اوڈی کار ہوگے۔ کی باؤی کارپوریٹن اور وفاق / صوبائی حکومت کے نمائندوں کی صورت میں، شاختی دستاویز کے طور پر بادر آف ناٹارٹی یادر آف کارڈ کے بدلے شاختی و ستاویز کے طور پر بادر آف کارٹور کی ترارداد کے ساتھ موثرشانتی کارڈ کر پاسپورٹ کی کابی و بی ہوگے۔
 - v. نامکمل، غیر دستخطاشده، غلط، منخ، د هندلے، کئے پھٹے، تحریر پر تحریر والا بیٹ پییر مستر د کر دیاجائے گا۔



Form of Proxy

I/We		
of		
being member(s) of Habib Bank Limited holding	5	
Ordinary shares hereby appoint		
ofvide Fo	olio/CDC Account No	or failing
him/her	of	who is also member of
Habib Bank Limited vide Folio/CDC Account No)	as my/our proxy in my/our absence
to attend, speak and vote for me/us and on m	ny/our behalf at the Extraord	inary General Meeting of the Bank to be held
on Thursday, May 30, 2024 at HBL Tower, Islam	abad and at any adjournment	t thereof.
As witness my/our hand/seal this	day of	2024.
Signed by the said		
In the presence of 1		
2		Signature on
 -		Five Rupees Revenue Stamp
Folio/CDC Account No.		Revenue stump
		This signature should agree with the
		specimen registered with the Bank.

Important:

- This Proxy Form, duly completed and signed, must be received at the Registered Office of the Bank at 9th Floor, Habib Bank Tower, Jinnah Avenue, Blue Area, Islamabad, not less than 48 hours before the time of holding the Extraordinary General Meeting.
- 2. No person shall act as proxy unless he/she himself/herself is a member of the Bank except that a corporation may appoint a person who is not a member.
- 3. If a member appoints more than one proxy and more than one instruments of proxy are deposited by a member with the Bank, all such instruments of proxy shall be rendered invalid.

For CDC Account Holders/Corporate Entities:

In addition to the above, the following requirements have to be met:

- a. The Proxy Form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
- b. Attested copies of the CNICs or the passports of the beneficial owner(s) and the proxy shall be furnished with the Proxy Form.
- c. The proxy shall present his/her original CNIC or original passport at the time of the Extraordinary General Meeting.
- d. In case of a corporate entity, the Board of Directors' resolution/power of attorney, including the specimen signature of the nominee, shall be submitted to the Bank along with the Proxy Form unless the same has been provided earlier.



Ballot paper for voting through post for the Special Business at Extraordinary General Meeting to be held on Thursday, May 30, 2024, at 03:00 p.m. (PST) at HBL Tower, Islamabad

Website: https://www.hbl.com

(The Members shall ensure that duly filled and signed ballot paper is received by the Chairman of the meeting through post at the HBL Corporate Office F-14, Block-5, Clifton, Karachi or email at general.meetings@hbl.com on or before May 29, 2024, during working hours.)

Name of shareholder/joint shareholders	
Registered Address	
Number of shares held and folio number	
CNIC Number (copy to be attached)	
Additional information and enclosures (In case of representative of body corporate, corporation and Federal Government.)*	

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 resolution by placing tick (\checkmark) mark in the box below:

Agenda No.	Nature and Description of Resolutions	No. of ordinary shares for which votes cast	I/We assent to the Resolutions (FOR)	I/We dissent to the Resolutions (AGAINST)
1	Special Resolutions:			
	"RESOLVED THAT Habib Bank Limited ("the Bank") be and is hereby authorised to invest up to Rs. 6 billion, to be completed till December 31, 2024, in HBL Microfinance Bank Limited, subject to the approval of the State Bank of Pakistan." "RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board of Directors of the Bank or such person or persons as may be authorised by the Board of Directors of the Bank, be and each of them is hereby authorised to do all such acts, deeds and things and to execute and deliver for and on behalf and in the name of the Bank all such deeds, agreements, declarations and undertakings as may be necessary or required or as they or any of them may think fit for or in connection with the aforesaid investment, including without limiting the generality of the foregoing, any approval, sanction or permission required thereof or in connection therewith."			

Signature of shareholder(s)
Place:
Date:

NOTES:

- Members shall ensure that duly filled and signed ballot paper, along with a copy of Computerized National Identity Card (CNIC), is received by the Chairman of the meeting through post at the HBL Corporate Office F-14, Block-5, Clifton, Karachi or email at <u>general.meetings@hbl.com</u> on or before May 29, 2024, during working hours. Any postal ballot received after this date, will not be considered for voting.
- Copy of CNIC should be enclosed with the postal ballot form.
- 3. Signature on postal ballot should match with signature on CNIC.
- 4. *In case of foreign shareholders (individuals), a copy of valid passport as identification document in lieu of CNIC will be required. In case of representatives of a body corporate, corporation and Federal/Provisional Government, a Power of Attorney or other authority/board resolution as identification document alongwith valid CNIC/passport copy will be required.
- 5. Incomplete, unsigned, incorrect, defaced, torn, mutilated, overwritten ballot paper will be rejected.



HBL ٹاور، اسلام آباد میں 30 مئ 2024، بروز جمعرات، دو پہر 03:00 بجے منعقد ہونے والے غیر معمولی اجلاس میں خصوصی امور کے لیے ڈاک کے ذریعے ووٹ ڈالنے کا بیلٹ پہیر

(پُر اور دستخط کے ہوئے بیک پیپر HBL کارپوریٹ آفس F-14 بلاک 5، کلفٹن، کرا چی میں ڈاک یا general.meetings (شاک یاس سے پہلے اجلاس کے چیئر مین تک پینچ جائیں۔)

شیئر ہولڈر / جوائنٹ شیئر ہولڈرز کے نام
ر جسٹر ڈایڈر کیں
شيئرز کی تعداد اور فولیونمبر
CNIC نمبر (نقل منسلک کریں)
« اضا فی معلومات اور ضمیمہ جات (باڈی کار پوریٹ، کار پوریش اور وفاقی حکومت کے نما ئندے کی صورت میں)

میں / ہم مذکورہ قراردار پر بذریعہ بیك متعلقہ خانے میں (🗸) كانشان لگا كراپنى حمايت يا مخالفت كااظہار كر رہا/رہى ہوں /رہے ہیں۔

میں/ہم اس قرار دادکے خلاف ہیں (خالفت)	یں/ہم اس قرارداد کے حالی ہیں (حمایت)	عام شیئرز کی تعداد جن کے لیے ووٹ دیا جارہاہے	قرار دادکی نوعیت اور و ضاحت	ايجنڈائمبر
			خصوصی امور	1
			"قرار پایا که، حبیب بینک لمیٹڈ ("بینک") HBL مائیرو فنانس بینک لمیٹڈ میں 6ارب روپے تک کی سرمایہ کاری کا اختیار ہے جو 31 دسمبر 2024ء تک تکمل ہو گا، جو اسٹیٹ بینک آف پاکستان کی منظوری سے مشروط ہے۔"	
			" یہ بھی قرار پایا کہ، مذکورہ بالا قرار داد کے نفاذ کے لیے بینک کے بورڈ آف ڈائر مکٹرز کی جانب سے بینک کے بورڈ آف ڈائر مکٹرز یا کسی فرد یا افراد کو اختیار دیا جاسکتا ہے اور ان میں سے ہر ایک کو ایسے تمام افعال، اقدامات اور معاملات کی انجام دہ بی اور بینک کی جانب سے اور بینک کے نام پر ایسے تمام افعال، معاہدوں، اعلان اور حلف ناموں پر عمل درآمد اور یجالانے کا اختیار دیا جاتا ہے جنہیں مذکورہ بالا سرمایہ کاری کے لیے وہ یاان میں سے کوئی ایک ضروری ہالازمی سمجھے، بشمول مذکورہ بالاکی عمومیت کو محدود کیے بغیر، کوئی منظوری یا اجازت جو اس کے لیے یا اس ضمن میں در کار ہو۔"	

_	شیئر ہولڈر(ز)کے دستخط:
	 مقام:
	تاريخ:

- 1. پُر اور دستخط کیے ہوئے بیلٹ پیپر HBL کارپوریٹ آفن F-14، بلاک 5، کلفٹن، کرا چی میں ڈاک یا general.meetings@hbl.com پرای میل کے ذریعے 29 می 2024 کو یا اس سے پہلے اجلاس کے چیئر مین تک پہنچے جائیں۔
 - 2. اپوشل بیک فارم کے ساتھ CNIC کی نقل منسلک کی جائے گا۔
 - 3. پوشل بیك پر دستخط CNIC جیسے ہونے جا ہمیں۔
 - 4. ﴿ خیبر ملکی شیئر ہولڈرز (انفرادی) کی صورت میں شاختی کارڈ کے بدلے شاختی و ستاویز کے طور پر موثر پاسپورٹ کی کائي در کار ہو گی۔ کسی باڈی کارپوریش اور وفاقی / صوبائی حکومت کے نمائندوں کی صورت میں، شاختی دستاویز کے طور پر بیاور آف اٹارنی یادیگر اتھار ٹی / بورڈ کی قرارداد کے ساتھ موثر شاختی کارڈ / پاسپورٹ کی کائی دینی ہوگ۔
 - 5. نا كلمل، غير وستخط شده، غلط، مسخ، وهندلے، كئے بھٹے, تحرير پر تحرير والابيك بيپر مستر و كر دياجائے گا۔