

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 3:00 p.m. at HBL Tower, Islamabad, to transact the following business:

Special Business:

1. 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 Sections 134(3) of the Companies Act, 2017 is being sent to shareholders.

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:

1. 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 Bank's Share Registrar, CDC Share Registrar Services 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 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 Regulations, the Board has appointed M/s BDO Ebrahim & Co., Chartered Accounts, 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-relations/notices>).
- 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.