

- vi) CDC Account Holders will have to follow the under mentioned guidelines as laid down by the Securities and Exchange Commission of Pakistan.

A. For Attending the Meeting:

- i) In case of individuals, the Account Holder or Sub-account Holder and/or the person whose securities are in group account and their registration details are uploaded as per the Regulations, shall authenticate his/her identity by showing his/her original Computerized National Identity Card (CNIC) or original passport at the time of attending the Meeting.
- ii) In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature of the nominee shall be produced (if it has not been provided earlier) at the time of the Meeting.

B. For Appointing Proxies:

- i) In case of individuals, the Account Holder or Sub-account Holder and/or the person whose securities are in group account and their registration details are uploaded as per the 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 CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- iv) The proxy shall produce his/her original CNIC or original passport at the time of the Meeting.
- v) In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature shall be submitted (if it has not been provided earlier) along with the proxy form of the Company.

Statements under Section 160 of the Companies Ordinance, 1984

ITEM NO 6: TO RATIFY THE REVISION OF MEETING FEES FOR DIRECTORS FOR ATTENDING BOARD OR ITS SUB COMMITTEES' MEETINGS

In view of Board's responsibilities and enhanced role under the Code of Corporate Governance and other statutory obligations, directors have to devote more time and expertise in the overall stewardship of the Bank.

In view of the foregoing, the Board in its 180th meeting held on October 18, 2010 enhanced meeting fees for attending meeting(s) of the Board/Sub Committees of the Board, to Rs. 50,000/- per meeting, besides usual traveling and accommodation expenses as allowed in terms of Article 111 of the Articles of Association of the Bank. In terms of SBP, BPRD Circular No.3 dated April 23, 2007 the matter is being placed before the shareholders for post facto approval.

In this respect, the following Ordinary Resolution is proposed to be passed:

"Resolved that Directors' Fee for attending the Board

meeting or meeting of the Board Committees be and hereby increased from Rs. 25,000/- to Rs. 50,000/- per meeting with effect from October 18, 2010."

ITEM NO 7: ISSUANCE OF BONUS SHARES

To approve capitalization of a sum of Rs. 782,100,830/- (Rupees seven hundred eighty two million one hundred thousand eight hundred thirty only) out of Share Premium Account for the issuance of bonus shares (B-7) in the proportion of one share for every ten shares and approve the following resolution by way of Ordinary Resolution:

"Resolved that:

- a) A sum of Rs. 782,100,830/- out of shares premium account be capitalized and applied for the issuance of 78,210,083 Ordinary shares of Rs. 10 each in the proportion of one share for every ten Ordinary Shares held, allotted as fully paid-up Bonus Shares to the members of the Bank whose names appear on the Register of Members of the Bank as at close of business on March 9, 2011.
- b) The bonus shares shall rank pari passu in all respects with the existing shares.
- c) The bonus shares entitlement in fraction be consolidated into whole shares and Company Secretary is hereby authorize to sell the same in the Stock Market and proceeds of sale when realized be given to a charitable institution.
- d) CEO and the Company Secretary of the Bank be and are hereby authorized and empowered to give effect to this resolution and to do or cause to be done all acts, deeds and things that may be necessary or required for issuance, allotment and distribution of Bonus Shares (B-7)."

The Directors of the Company have no interest in the property or profits of the Bank other than that as holders of ordinary shares in the capital of the Bank and dividends, if any declared by the Bank according to their share holding.

ITEM NO 8: INCREASE IN AUTHORIZED CAPITAL OF THE BANK

The Authorised Capital of the Bank is Rs. 10 Billion. At present the Paid up Capital of the Bank is over Rs. 7.82 billion leaving small room for further increase. Based on the expansion plan, vision and mission, the Bank would become major market player. To achieve aggressive growth in key areas the Bank would require a higher capital base. Increase in the capital base would also facilitate the Bank to comply with SBP's future Capital Adequacy and Paid up Capital requirements.

Accordingly, the Board of Directors of Allied Bank Limited in its 182nd meeting held on February 11, 2011 decided to increase its Authorised Capital from Rs. 10 billion to Rs. 15 billion. The amendments suggested in the Memorandum & Articles of Association of the Bank are essential consequent upon the increase in the Authorised Capital if approved by the members.