

ALLIED BANK LIMITED
NOTICE OF EXTRAORDINARY
GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting ("EOGM") of the Members of **Allied Bank Limited** ("ABL") will be held at Pearl Continental Hotel, Lahore, on Monday, 27th August, 2018, at 11:00 AM, to transact the following business:

Ordinary Business:

1. To confirm minutes of the 72nd Annual General Meeting of Allied Bank Limited held on April 09, 2018.
2. To elect 7 directors of the Bank as per the number fixed by the Board of Directors of the Bank under Section 159(1) of the Companies Act 2017, for a period of next three years commencing from August 27, 2018. The total strength of the Board of Directors shall be eight including the CEO of the Bank, being deemed director under Section 188(3) of the Companies Act 2017. The following are the names of retiring Directors, who are eligible for re-election:

1) Mohammad Naeem Mukhtar	5) Mubashir A. Akhtar
2) Sheikh Mukhtar Ahmad	6) Muhammad Akram Sheikh
3) Muhammad Waseem Mukhtar	7) Zafar Iqbal
4) Abdul Aziz Khan	

Special Business:

3. To consider and approve amendments/alterations in the Memorandum and Articles of Associations of the Bank.

The Statement of Material Fact providing the information as required under Section 134(3) and Section 166(3) of the Companies Act 2017 for agenda items 2 & 3 is appended below.

Other Business:

4. To transact any other business with the permission of the Chair.

Date: Monday, August 06, 2018
Place: Lahore

By Order of the Board

Muhammad Raffat
Company Secretary

Registered Office:
3-Tipu Block, Main Boulevard,
New Garden Town,
Lahore

Statement of Material Facts

Agenda Item 2: Statement under Section 159 and Section 166(3) of the Companies Act 2017 pertaining to election of Directors and selection of Independent Directors:

The existing Directors are interested to the extent that they are eligible for re-election as Director of the Bank.

Independent Director(s) will be elected through the process of election of directors in terms of Section 159 of the Act and they shall meet the criteria laid down in BPRD Circular No. 15 of 2016 dated December 28, 2016, issued by SBP as well as criteria laid down under Section 166(2) of the Companies Act, and the Companies (Manner and Selection of Independent Directors) Regulations 2018.

Agenda Item 3: Statement under Section 134(3) of the Companies Act, 2017 – Amendments / Alternations in the Memorandum and Articles of Association of the Bank

The existing Memorandum and Articles of Association (M&AoA) of Allied Bank Limited were required to be revised to align it with legislative changes and requirements brought about by the Companies Act, 2017, Listed Companies (Code of Corporate Governance) Regulations 2017, Securities Act 2015, Pakistan Stock Exchange Limited Regulations, other applicable rules & regulations and ensure its conformity with the Banking Companies Ordinance 1962, and various other requirements of State Bank of Pakistan.

Accordingly, the existing documents have been amended/ altered and the revised M&AoA will be laid before the members in the Extraordinary General Meeting scheduled on August 27, 2018. In accordance with the requirements of Section 134(3) of the Companies Act 2017, the revised M&AoA along with comparative table of amendments are provided in the DVD, as integral part of this notice.

If approved by the members, following Special Resolution(s), with or without modifications, will be adopted to approve revised M&AoA:

"Resolved that pursuant to the provisions of Sections 32 and 38 of the Companies Act 2017, existing Memorandum and Articles of Association of the Company be and are hereby substituted by the new set of updated Memorandum and Articles of Association laid before the meeting

Further Resolved that Special Resolutions be filed with the Registrar of Companies and that Company Secretary be and is hereby authorized to fulfill all requisite legal, corporate and procedural formalities for formalizing the revised Memorandum and Articles of Association of the Bank".

None of the directors of the Bank have any personal interest in alternation/ amendments/ substitution of Memorandum and Articles of Association of the Bank except in their capacity as Shareholder or Directors of the Bank.

NOTES:

- i) All members are entitled to attend and vote at the Meeting
- ii) The Share Transfer Books of Allied Bank Limited will remain closed from 21st August, 2018 to 27th August, 2018 (both days inclusive). Share transfer requests received at M/s Central Depository Company of Pakistan Limited, 99-B, Block-B, S.M.C.H.S, Main Shahrah-e-Faisal, Karachi, the Registrar and Share Transfer Office of the Bank at the close of business on 20th August, 2018 will be treated as being in time for the purpose of transfer of shares and to attend, speak and vote at the meeting.
- iii) Members may exercise their right to vote as per provisions of the Companies (Postal Ballot) Regulations, 2018, subject to the requirements of Section 143 & 144 of the Companies Act, 2017. Further details in this regard will be communicated to the shareholders within legal time frame as stipulated under these Regulations, if required.
- iv) A member entitled to attend, and vote is entitled to appoint a proxy under his / her own hand or through his/ her duly authorized attorney to attend and vote instead of himself/ herself and the proxy must be a member of Allied Bank Limited.
- v) The instrument of proxy and the power of attorney or other authority (if any) under which it is signed, or a notarial certified copy of that power of attorney or authority in order to be effective must be deposited at the Registered Office of Allied Bank Limited not less than 48 hours before the time of the Meeting.

vi) Members are requested to immediately notify the changes, if any, in their registered addresses to the Bank's Share Registrar M/s Central Depository Company of Pakistan Limited, before book closure.

vii) 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:

a. In case of individuals, the Account Holders or Sub-account Holders and / or the persons whose securities are in group account and their registration details are uploaded as per the Regulations, shall authenticate their identity by showing original Computerized National Identity Card (CNIC) or original passport at the time of attending the Meeting.

b. In case of corporate entity, the resolution of the Board of Directors / power of attorney with specimen signature of the nominee shall be produced (if it has not been provided earlier) at the time of attending the Meeting.

B. For Appointing Proxies:

a. In case of individuals, the Account Holders or Sub-account Holders and / or the persons whose securities are in group account and their registration details are uploaded as per the Regulations, shall submit their proxy forms as per the above mentioned requirements.

b. The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.

c. Attested copies of valid CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.

d. The proxy shall produce his / her original CNIC or original passport at the time of the Meeting.

e. In case of corporate entity, the resolution of the Board of Directors / power of attorney with specimen signature of the nominee shall be produced along with the proxy form of the Company.

f. Form of proxy is enclosed.

C. Election of Directors-Procedure

The term of office of the present Board of Directors of the Bank will expire on August 24, 2018. In terms of Section 159(1) of the Companies Act 2017 ("Act") the Board of Directors in its 232nd meeting held on June 11, 2018, has fixed the number of elected directors at 7 (Seven) to be elected in the Extraordinary General Meeting of the Bank for the period of next three years.

Any person who seeks to contest the election to the office of a Director, whether he is retiring director or otherwise, shall file the following documents with the Company Secretary, at the Registered Office of the Bank located at 3-Tipu Block, Garden Town, Lahore, not later than 14 days before the date of EOGM:

a) Notice of his/her intention to offer him/herself for the election to the Office of Director in terms of Section 159(3)

b) Consent to act as director of the Bank along with consent on Form 28 prescribed under the Act

c) A detail profile along with office address as required under SECP's SRO 634(1)/2014 dated July 10, 2014

d) Declaration under Clause 3 of the Listed Companies (Code of Corporate Governance) Regulations 2017.

e) Declaration that he/she is not ineligible to become a director of ABL in terms of Section 153 of the Act.

f) As per requirements under SBP, BPRD Circular No. 04 dated April 23, 2007, and the Prudential Regulation (G-1), the Directors could not assume the charge of their respective offices until their appointments are approved in writing by SBP. All requests for seeking prior clearance of SBP for appointment of Directors of the Bank should be routed through the Bank along with the following documents:

- Proforma regarding Fit & Proper Test ("Annexure-I" of the above referred SBP circular).
- Affidavit on Non-Judicial Stamp Paper ("Annexure-II" of the above referred SBP circular).
- Answered questionnaire for assessing "Fit & Proper Test" (Attachment to the above referred SBP Circular).
- Attested copy of valid CNIC/NICOP/Passport(s).
- Copies of all academic & professional degrees / certificates.

- Copies of employment certificates received from previous employers.
- Detailed CV having date-wise employment history, if any.
- Tax Clearance Certificate

In terms of the above referred SBP circulars, association of the following persons as a director is undesirable and against public interest:

- A person who is/has been associated with any illegal activity, especially relating to the banking business; and
- A person, who in his individual capacity or a proprietary concern of any company or any listed public company (of which he has been a proprietor, partner, director or shareholder), has been in default of payment of any taxes.

Further, please note that as per SBP requirements, a person is not permitted to be a director of more than one Bank / DFI.

g) A director must be holding 2,500 qualification shares of the Bank at the time of filing of his/her consent to act as director.

h) Independent Director(s) will be elected through the process of election of directors in terms of Section 159 of the Act and they shall meet the criteria laid down in BPRD Circular No. 15 of 2016 dated December 28, 2016, issued by SBP as well as criteria laid down under Section 166(2) of the Act, and the Companies (Manner and Selection of Independent Directors) Regulations 2018, accordingly the following additional documents are to be submitted by the candidates intending to contest election of directors as an independent director:

- Independent Directors are required to furnish, the declaration of independence in compliance with BPRD Circular #15 dated December 28, 2016.
- Declaration by Independent Director(s) under Clause 6(2) of the Listed Companies (Code of Corporate Governance) Regulations 2017.
- Undertaking on a non-judicial stamp paper that he/she meets the requirements of sub-regulation (1) of Regulation 4 of the Companies (Manner and Selection of Independent Directors) Regulations, 2018.

Consent for Video Conference Facility:

In compliance with the Section 134 (1)(b) of the Companies Act, 2017, if the Bank receives consent from members holding aggregate 10% or more shareholding residing at geographical location to participate in the meeting through video link facility at least 7 days prior to the date of general meeting, the Bank will arrange video link facility in that city. To avail this facility, please provide following information and submit to the Shares Registrar office or the registered office of the Bank:

I/we _____ of _____ being member of Allied Bank Limited holder of _____ ordinary share(s) as per Register Folio / CDC Investor / Participant Account No. _____ hereby opt for video conference facility at _____ (please specify name of the city)

Signature of Member _____