

NOTICE OF 70th ANNUAL GENERAL MEETING

Notice is hereby given that the 70th Annual General Meeting of Allied Bank Limited will be held at Crystal Hall, Pearl Continental Hotel, Lahore on Monday, March 28, 2016 at 11:00 a.m. to transact the following business:

Ordinary Business:

1. To confirm minutes of the Extra Ordinary General Meeting of Allied Bank Limited held on August 24, 2015.
2. To receive, consider and adopt the Annual Audited Accounts of the Bank (consolidated and unconsolidated) for the year ended December 31, 2015 together with the Directors' and Auditors' Reports thereon. As required under SECP SRO 634(I)/2014, the Financial Statement of the Bank have been uploaded on the website of the Bank which can be downloaded from following link:
https://abl.com/services/downloads/?cat_id=1
3. To consider and approve Final Cash Dividend @ 17.50% (i.e. Rs.1.75 per share) as recommended by the Board of Directors. This Final Cash Dividend would be in addition to 52.50% Interim Cash Dividends (aggregating to Rs.5.25 per share) already paid for the year ended December 31, 2015.
4. To appoint Statutory Auditors of the Bank for the year ending December 31, 2016 and fix their remuneration. The retiring auditors M/s. KPMG Taseer Hadi & Co. Chartered Accountants, being eligible has offered themselves for reappointment. The audit firm appointed will hold office till conclusion of the next AGM to be held in 2017.

Special Business

5. To accord post facto approval for upward revision in the Directors' fee for attending Board and its Committees' meetings from Rs. 100,000/- to Rs. 150,000/- per meeting w.e.f. October 22, 2015.

Note: A Statement required under section 160 (1) (b) of the Companies Ordinance, 1984 in respect of the special business to be considered at the Annual General Meeting is being sent to the Members along with a copy of this notice.

Other Business:

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

Date: March 04, 2016

By Order of the Board
Muhammad Raffat
Company Secretary

NOTES:

- i) All members are entitled to attend and vote at the Meeting.
- ii) 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.
- iii) The instrument of proxy and the power of attorney or other authority (if any) under which it is signed, or a notarized 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 for holding the Meeting.
- iv) Share Transfer Books of Allied Bank Limited will remain closed from 22nd March, 2016 to 28th March, 2016 (both days inclusive). Share transfers requests received at M/s Technology Trade (Pvt.) Limited, Dagia House, 241-C, Block-2, PECHS, Karachi, the Shares Registrar of the Bank, before the close of business on 21st March, 2016 will be treated as being in time for the purpose of entitlement of cash dividend to the transferees.
- v) Members are requested to immediately notify the changes in their registered addresses, if any, to the Bank's Shares Registrar M/S Technology Trade (Pvt.) Limited, before book closure so that entitlement, if any, be dispatched at the correct address.
- 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 submitted earlier) at the time of the Meeting.

B. For Appointing Proxies:

- i) In case of individuals, the CDC Account Holder or Sub-account Holder and / or the person whose securities are in CDC 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 valid 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 submitted earlier) along with the proxy form of the Company.

ATTENTION SHAREHOLDERS

Deduction of Income Tax from dividends:

The Government of Pakistan has made certain amendments in section 150 of the Income Tax Ordinance 2001 whereby different rates are prescribed for deduction of withholding tax on the amount of dividend paid by the Bank. These rates are as under:

- For filers (income tax returns) 12.5%
- For non-filers (income tax returns) 17.5%

To enable the Bank to make tax deduction on the amount of cash dividend @12.5 % instead of 17.5%, all the shareholders whose names are not entered into the Active Taxpayers List (ATL) provided on the website of FBR, despite the fact that they are filers, are advised to make sure that their names are entered into ATL before March 21, 2016 for correct deduction of tax, otherwise, withholding tax on their cash dividend will be deducted @17.5% instead of 12.5%.

In case of joint holder, the status of filer / non filer will be determined and tax will be deducted as per their status on pro-rata basis.

Please note that the Shares Registrar check the status of the members (Filer or Non Filer) from the latest available Active Tax Payers list (ATPL) at the time of determination of entitlements on the basis of valid CNIC / NTN numbers. Therefore, all members may check their status from the Active Tax Filers list available on FBR web site through following link:

[http://www.fbr.gov.pk/CategoryLayoutList.aspx?view=Category\[Documents\]%20With%20List%20Layout&ActionID=742&ArticleID](http://www.fbr.gov.pk/CategoryLayoutList.aspx?view=Category[Documents]%20With%20List%20Layout&ActionID=742&ArticleID)

The Corporate shareholders having CDC accounts are required to have their National Tax Number (NTN) updated with their respective participants, whereas corporate physical shareholders should send a copy of their NTN certificate to the company or Bank's Shares Registrar. The shareholders while sending NTN or NTN certificates, as the case may be, must quote company name and their respective folio numbers.

As per FBR's Circular No. 1(29)WHT/2006 dated June 30, 2010 and C.No. 1(43)DG (WHT)/2008-Vol-II.66417-R Dated May 12, 2015 the valid exemption certificate is mandatory to claim exemption of withholding tax under Section 150 of the Income Tax Ordinance 2001 (tax on dividend amount) where the statutory exemption under Clause 47B of Part -IV of Second Schedule is available. Those who want to avail exemption under Section 150 of the Income Tax Ordinance 2001 and fall in the category mentioned in above Clause must provide valid Tax Exemption Certificate to Bank's Shares Registrar, otherwise, tax will be deducted on dividend amount as per rates prescribed in Section 150 of the Ordinance.

For shareholders holding shares jointly, as per the clarification of Federal Board of Revenue, withholding tax will be determined separately on "Filer/Non-filer" status of Principal shareholder as well as joint-holders based on their shareholding proportion in case of joint accounts. Therefore, all shareholders who hold shares jointly are requested to provide shareholding proportion of Principal shareholder and Joint-holder(s) in respect of shares held by them to our Shares Registrar in writing, as follows:

Folio/CDC Investor/ Participant A/c No.	Total Shares	Principal Shareholder		Joint Shareholder(s)	
		Name and *CNIC #	Shareholding Proportion	Name and *CNIC #	Shareholding Proportion

**Copies of valid CNICs to be attached.*

The above required information must be provided to Bank's Shares Registrar otherwise it will be assumed that the shares are equally held by the Principal and joint shareholder(s).

For any query/problem/information, the shareholders may contact the Bank's Shares Registrar at the following address / phone Numbers:

M/s. Technology Trade (Pvt) Limited
Shares Registrar, Allied Bank Limited
Dagia House, 241-C, Block-2, PECHS, Karachi
Tel: 021-34391316-17 & 19 , 021-34387960-61, Fax: 021-34391318

CNIC Submission (Mandatory):

Please note that as per SECP directives the dividend warrants of the shareholders whose valid CNICs, are not available with the Share Registrar could be withheld. All shareholders having physical shareholding are therefore advised to submit a photocopy of their valid CNICs, if already not provided, to the Bank's Shares Registrar at the above mentioned address. In case CNIC number not mentioned on the Dividend Warrants issued earlier means that CNIC of the shareholder is not available with the Shares Registrar.

Bank Mandate / e-Dividend:

Under the law Shareholders are entitled to receive their cash dividend directly in their bank accounts instead of receiving the same physically. Shareholders having physical holding and desire to avail this option may submit their requests to the Bank's Share Registrar. The shareholders having CDC account may approach CDC / broker for availing this option. The Bank is also making arrangements in phased manner for online credit of Dividend amount (e-dividend) in the respective accounts of the Shareholders.

Electronic Transmission of Financial Statements and Notices:

Those shareholders who desire to receive the company's Annual Report through e-mail are requested to fill the requisite form posted on ABL website, the direct link for downloading the said form is <https://abl.com/content/uploads/2014/10/ABL-Request-Letter.pdf>. In case any member who has provided consent to receive audited financial statements and notice through e-mail subsequently request for hard copy of audited financial statements, the same shall be provided free of cost within 7 days of the receipt of such request.

Deposit of Physical Shares in to CDC Account:

The Shareholders having physical shareholding may open CDC sub - account with any of the brokers or Investor Account directly with CDC to place their physical shares into scrip less form, this will facilitate them in many ways including safe custody and sale of shares, any time they want, as the trading of physical shares is not permitted as per existing regulations of the Pakistan Stock Exchange.

Merger of Different Folios into one Folio:

As per record, some of the shareholders are maintaining more than one folio under the same particulars. Carrying two different folios may be hassle for the shareholders to reconcile and receiving different benefits in the shape of dividends / bonus. In order to provide better services and convenience such shareholders are requested to send requests to the Bank's Shares Registrar to merge their folios into one folio.

Consent for Video Conference Facility:

Pursuant to SECP Circular No. 10 of 2014 dated May 21, 2014, if company receives consent from members holding aggregate 10% or more shareholding residing at geographical location to participate in the meeting through video conference at least 10 days prior to the date of general meeting. The Bank will arrange video conference facility in that city subject to availability of such facility in that city. To avail this facility please provide following information and submit to the Shares Registrar office:

I/we _____ of _____ being a 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 _____

The Bank will intimate members regarding venue of video conferencing facility at least 5 days before the date of general meeting along with complete information necessary to enable them to access such facility.