

Notice of Extraordinary General Meeting

NOTICE is hereby given that an Extraordinary General Meeting ('EOGM') of Bank Alfalah Limited ('the Bank') will be held on Sunday, 27th May, 2018 at 10:00 am at Ballroom, Movenpick Hotel, Karachi to transact the following business:

Ordinary Business:

- To confirm Minutes of the 26th Annual General Meeting held on 28th March, 2018.
- To elect nine (9) directors of the Bank as fixed by the Board of Directors in accordance with the provisions of Section 159 of the Companies Act, 2017 for a term of three years commencing from 27th May, 2018. The following are the retiring directors, who are eligible for re-election (subject to SBP approval):

1. H. H. Nahayan Mabarak Al Nahayan	5. Mr. Efstratios Georgios Arapoglou
2. Mr. Abdulla Nasser Hawaileel Al Mansoori	6. Mr. Kamran Y. Mirza
3. Mr. Abdulla Khalil Al Mutawa	7. Mr. Shehzad Naqvi (Coopted on 19th April, 2018 by the board, subject to regulatory approvals)
4. Mr. Khalid Mana Saeed Al Otaiba	8. Mr. Nauman Ansari
- To transact any other business with the permission of the Chair.

A statement of material facts under Section 166(3) of the Companies Act, 2017 in respect of the election of directors is annexed to the Notice of EOGM.

Karachi

Dated: 6th May, 2018

By Order of the Board
MIAN EJAZ AHMAD
Company Secretary

NOTES:

- The Share Transfer Books of the Bank will be closed from 20th May, 2018 to 27th May, 2018 (both days inclusive).
- A member entitled to attend, and vote at the Meeting is entitled to appoint another member as a proxy to attend, speak and vote on his/her behalf. A corporation being a member may appoint as its proxy any of its official or any other person whether a member of the Bank or otherwise.
- Members may exercise their right to vote through e-Voting or Postal Ballot as per provisions of the Companies (Postal Ballot) Regulations, 2018 and further details in this regard will be communicated to the shareholders within legal time frame as stipulated under these Regulations.
- An instrument of proxy and a Power of Attorney or other authority (if any) under which it is signed, or notarised copy of such Power of Attorney must be valid and deposited at the Share Registrar of the Bank, F. D. Registrar Services (SMC-Pvt) Limited, not less than 48 hours before the time of the Meeting.
- Those shareholders whose shares are deposited with Central Depository Company of Pakistan Limited (CDC) are requested to bring their original Computerised National Identity Card (CNIC) along with participant's ID number and their account/sub-account numbers in CDC to facilitate identification at the time of Extra ordinary General Meeting. In case of proxy, attested copies of proxy's CNIC or passport, Account and Participant's I.D. numbers must be deposited along with the Form of Proxy with our Share Registrar. In case of proxy for corporate members, the Board of Directors' Resolution/Power of Attorney with specimen signature of the nominee shall be produced at the time of the Meeting (unless it has been provided earlier to the Share Registrar).
- Shareholders having physical scrip of shares are requested to promptly notify change in their postal address and/or email address, if any, to our Share Registrar, in writing, whereas CDC account holders are requested to contact their CDC Participant/CDC Account Services.

7. Mandatory Submission of CNIC

The shareholders are informed that SECP vide its letter No. EMD/233/655/2004/2106 dated 20th April, 2016, has allowed the Bank to withhold all future cash dividends of those shareholders, who have not provided a copy of their valid CNIC to the Bank. In view of this, those shareholders are once again requested to submit a valid copy of Computerised National Identity Card (CNIC) to our Share Registrar at their address M/s. F. D. Registrar Services (Pvt) Limited, Room No. 1705, 17th Floor, Saima Trade Tower 'A', I. I. Chundrigar Road, Karachi. Phone: (92-21) 32271905-6 and (92-21) 32213243 Fax: (92-21) 32621233 .

8. Payment of Cash Dividend through Electronic Mode (e-Dividend)

In accordance with the Companies (Distribution of Dividends) Regulations, 2017, those shareholders who have not yet provided their dividend mandate/bank account details are requested to provide the same including IBAN to their respective Participants (if shares are held electronically) or to the Share Registrar (if shares are held in physical form) for direct credit of cash dividends into their designated bank accounts through electronic modes.

The required dividend mandate information must include the following; 1) IBAN 2) Title of Bank Account; 3) Bank Account Number; 4) Bank Code and Branch Code; 5) Bank Name, Branch Name and Address; 6) Cell Number; 7) CNIC Number; and 8) Email Address. Further note that, as per provisions of the Companies (Distribution of Dividends) Regulations, 2017, the Bank is required to withhold cash dividend payment of those shareholders whose dividend mandate information is not available at the time of payment of cash dividend.

9. Video Conference Facility for Attending General Meetings

In accordance with the Section 134 (1)(b) of the Companies Act, 2017 and SECP's Circular No. 10 of 2014 dated 21st May, 2014 ('the Circular'), members holding in aggregate 10% or more shareholding in the paid up capital of the Bank, residing in a city, may avail video conference facility to attend the Meeting.

Requirements and procedures for availing video conference facility as stipulated in the Circular are as under:

The members should provide their consent as per the following format and submit to the registered address of the Bank, 10 days before holding of General Meeting.

Consent Form for Video Conference Facility

I/We, _____ of _____, being a member of Bank Alfalah Limited, holder of _____ ordinary shares as per Register Folio/CDC Account No _____ hereby opt for video conference facility at _____ (geographical location).

Signature of Member



Bank Alfalah
The Way Forward

If the Bank receives consent from members holding in aggregate 10% or more shareholding residing at a geographical location, to participate in the Meeting through video conference at least 10 days prior to date of the Meeting, the Bank will arrange video conference facility in that city subject to availability of such facility in that city.

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

10. Un-claimed Dividends/Shares

The shareholders are hereby informed that in accordance with Section 244 of the Companies Act, 2017 and the Unclaimed Shares, Modaraba Certificates, Dividend, Other Instruments and Undistributed Assets Regulations, 2017, the companies are required to deposit cash dividends to the credit of the Federal Government and shares to the Commission, which are undelivered/unclaimed for a period of three (3) years or more from the date it is due and payable. The notices to this fact have already been dispatched to the relevant shareholders.

Shareholders who have not yet collected/received their dividends/shares are advised to contact our Share Registrar for details.

STATEMENT OF MATERIAL FACTS UNDER SECTION 166(3) OF THE COMPANIES ACT, 2017, CONCERNING THE ELECTION OF DIRECTORS

This statement sets out the material facts pertaining to the election of independent directors to be elected at the Extraordinary General Meeting of Bank Alfalah Limited ('the Bank') to be held on 27th May, 2018.

1. The board of directors in its Meeting held on 19th April, 2018 has fixed the number of directors to be elected as nine (9) for the term of three years commencing from 27th May 2018.
2. As per articles of association of the Bank, a director is required to hold at least 500 qualification shares of the Bank in his/her own name.
3. Any person/member, whether major shareholder or a minority shareholder, who seeks to contest the election to the office of the director ('the Candidate'), whether he is a retiring director or otherwise, is encouraged to file with the Bank at its registered office, not later than fourteen days before the date of the Meeting at which elections are to be held, the following documents:
 - a. Notice of his/her intention to offer himself/herself for election as director in terms of Section 159(3) of the Companies Act, 2017. The Candidate should also confirm that:
 - He/she is not ineligible to become a director of the Bank under any applicable laws and regulations (including the Companies Act, 2017 and SBP's Prudential Regulations).
 - Neither he/she nor his/her spouse is engaged in the business of brokerage or is a sponsor, director or officer of a corporate brokerage house.
 - He/she is not serving as a director in more than five listed companies simultaneously, provided that this limit shall not include the directorships in the listed subsidiaries of a listed holding company.
 - b. Consent to act as director in Form-28 under Section 167 of the Companies Act, 2017.
 - c. A detailed profile of the Candidate including his office address (the same will be placed on Bank's website as per requirements of SECP's notification S.R.O. 634(I)/2014 dated 10th July, 2014).
 - d. Proforma – Fit & Proper Test, Affidavit on Non-Judicial Stamp Paper, and duly completed Questionnaire for accessing 'Fit & Proper Test' attached to the BPRD Circular No. 4 dated 23rd April, 2007 issued by State Bank of Pakistan ('SBP').
 - e. National Tax Number (NTN), attested copy of CNIC/Passport, degrees/certificates etc. (Please note that the Bank reserves the right to obtain confirmation/verification of degrees/certificates/documents etc. in compliance with laws/regulations. The Candidates are required to provide written authorisation(s) to their concerned educational institution(s) to provide required verification(s) directly to the Bank, in order to assist the Bank in this regard).
 - f. Details of family members (spouse, lineal ascendants and descendants and siblings including stepfather, stepmother, stepson, stepdaughter, stepbrother or stepsister, if any).
 - g. Attested copy of Income Tax Clearance Certificate.

In terms of the SBP's BPRD Circular No. 4 dated 23rd April, 2007 and Prudential Regulations prior clearance in writing from SBP is required for appointments of directors. The Candidates are requested to read the same and other relevant provisions/requirements relating to the appointment/election of directors, as mentioned in the Companies Act, 2017 and the Listed Companies (Code of Corporate Governance) Regulations, 2017 and ensure compliance with the same in letter and spirit.

4. Independent directors 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 under the BPRD Circular No. 15 of 2016 dated 28th December, 2016 issued by SBP as well as the criteria laid down under Section 166(2) of the Act.



BANK ALFALAH LIMITED Form of Proxy

Folio/CDC Account No.

I/We, _____ of _____, being a member of Bank Alfalah Limited, holder of _____ Ordinary Share(s) as per Register Folio No./CDC Account No. _____ hereby appoint Mr. _____ Register Folio No./CDC Account No. (if member) _____ of _____ or failing him Mr. _____ Register Folio No./CDC Account No. _____ (if member) of _____ as my/our proxy in my/our absence to attend and vote for me/us, on my/our behalf at the Extraordinary General Meeting of the Bank to be held on Sunday, 27th May, 2018 at 10:00 am and at any adjournment thereof.

Signed under my/our hand this _____ day of _____ 20__.

(Member's signature on Rs. 5/- Revenue Stamp)

Signed in the presence of:

Signature of Witness

Name

CNIC/Passport No.

Address

Signature of Witness

Name

CNIC/Passport No.

Address

1. A member entitled to attend, and vote at the Meeting is entitled to appoint another member as a proxy to attend, speak and vote on his/her behalf. A corporation being a member may appoint as its proxy any of its official or any other person whether a member of the Bank or otherwise.
2. An instrument of proxy and a Power of Attorney or other authority (if any) under which it is signed, or notarised copy of such Power of Attorney must be valid and deposited at the Share Registrar of the Bank, M/s. F. D. Registrar Services (SMC-Pvt) Limited, Office No. 1705, 17th Floor, Saima Trade Tower-A, I. I. Chundrigar Road, Karachi-74000, not less than 48 hours before the time of the Meeting.
3. In case of proxy for an individual beneficial owner of CDC, attested copy of beneficial owner's Computerised National Identity Card, Account and Participant's ID numbers must be deposited along with the form of proxy with the Share Registrar. The proxy must produce his/her original identity card at the time of the Meeting. In case of proxy for corporate members, he/she should bring the usual documents required for such purpose.

بینک الفلاح لمیٹڈ
نمانندگی کا فارم (پراکسی فارم)

فولیو / سی ڈی سی اکاؤنٹ نمبر

میں اہم ساکن بحیثیت ممبر

بینک الفلاح لمیٹڈ اور حامل آرڈینری شینرز، بمطابق شینرز رجسٹر فولیو نمبر/سی ڈی سی اکاؤنٹ نمبر

محترم رجسٹر فولیو نمبر/سی ڈی سی اکاؤنٹ نمبر (اگر ممبر ہو)

ساکن ان کی عدم حاضری کی صورت میں

محترم رجسٹر فولیو نمبر/سی ڈی سی اکاؤنٹ نمبر

(اگر ممبر ہو) ساکن کو نامزد کرتا ہوں کہ وہ بینک کے غیر معمولی اجلاس عام

منعقدہ اتوار 27 مئی 2018 صبح 10:00 بجے میں اور کسی بھی التوا کی صورت میں میری/ہماری عدم شرکت کی صورت میں میرے/ہماری پراکسی کے طور پر میری/ہماری طرف سے میرے/ہماری لئے شریک اور ووٹ دے گا/دیں گے۔

بروز بتاریخ 2018 کو میری/ہماری جانب سے دستخط کئے گئے۔

(5 روپے کے محصول ٹکٹ پر ممبر کے دستخط)

مندرجہ ذیل کی موجودگی میں دستخط:

گواہ کے دستخط	گواہ کے دستخط
نام:	نام:
سی این آئی سی / پاسپورٹ نمبر:	سی این آئی سی / پاسپورٹ نمبر:
پتہ:	پتہ:

۱۔ اجلاس میں شرکت، رائے شماری میں حصہ لینے کی اہلیت کا حامل ممبر کسی دوسرے ممبر کو بطور مختار (پراکسی) اس کی جانب سے شرکت، بات کرنے اور رائے دہی کے لیے نامزد کر سکتا ہے۔ کوئی رکن کارپوریشن اپنے کسی عہدے دار (آفیشل) یا کسی دوسرے شخص خواہ وہ بینک کا رکن ہو یا نہ ہو اپنا مختار (پراکسی) نامزد کر سکتا ہے۔

۲۔ مختار (پراکسی) مقرر کیے جانے سے متعلق دستاویز اور پاور آف اٹارنی یا دیگر کوئی اور اتھارٹی جس کے تحت اس پر دستخط کیے گئے ہیں یا اس پاور آف اٹارنی کی نوٹری سے تصدیق شدہ نقل کو مؤثر ہونے کے لیے بینک کے شینرز رجسٹرار F.D. Registrar Services (SMC-Pvt) Limited، آفس نمبر 1705، 17 ویں فلور، صائمہ ٹریڈ ٹاور A، آئی آئی چندریگر روڈ، کراچی، 74000 میں اجلاس کے وقت سے کم از کم 48 گھنٹے قبل جمع کرانا لازم ہے۔

۳۔ پراکسی کی صورت میں سی ڈی سی کے انفرادی بینیفیشل آنر کو بینیفیشل آنر کے کمپیوٹرائزڈ شناختی کارڈ کی تصدیق شدہ نقل، اکاؤنٹ اور پارٹیسپنٹ کا آئی ڈی نمبر جمع پراکسی فارم شینرز رجسٹرار کو لازمی طور پر جمع کروانا ہوگا۔ پراکسی کو اجلاس کے وقت اپنا اصل شناختی کارڈ فراہم کرنا ہوگا۔ کارپوریٹ ممبرز کے پراکسی ہونے کی صورت میں ایسے مقصد کیلئے معمول کی دستاویزات ہمراہ لانی ہوں گی۔