



NOTICE OF THE 24th ANNUAL GENERAL MEETING

Notice is hereby given that the 24th Annual General Meeting of the shareholders of Askari Bank Limited (the Bank) will be held on Wednesday, March 30, 2016 at 10:00 am at Pearl Continental Hotel, Rawalpindi to transact the following business:

Ordinary Business:

- To confirm the minutes of the 23rd Annual General Meeting held on March 31, 2015.
- To receive, consider and adopt the audited statements of the Bank for the year ended December 31, 2015 together with the Directors' and Auditors' Reports thereon.
- To appoint auditors for the year ending December 31, 2016 and to fix their remuneration. The present auditors, M/s A. F. Ferguson & Co, Chartered Accountants, being eligible, have offered themselves for re-appointment.
- To approve, as recommended by the Directors, payment of final cash dividend @ 12.50% i.e. Rs.1.25 per share for the financial year 2015, in addition to 10% interim cash dividend already paid.
- To consider any other business as may be placed before the meeting with the permission of the Chair.

**Rawalpindi
March 01, 2016**

**By Order of the Board
Umar Shahzad
Company Secretary**

NOTES:

- The Share Transfer books of the Bank will remain closed from March 22, 2016 to March 30, 2016 (both days inclusive). Transfers received at M/s THK Associates (Pvt.) Limited, Second Floor, State Life Building # 3, Dr. Ziauddin Ahmad Road, Karachi-75530, the Registrar and Share Transfer Office of the Bank at the close of the business on March 21, 2016 will be treated in time.
- A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote for him/her. No person shall act as a proxy, who is not a member of the Bank except that Government of Pakistan [GoP] or SBP or corporate entity may appoint a person who is not a member.
- The instrument appointing a proxy should be signed by the member or his/her attorney duly authorized in writing. If the member is a corporate entity (other than GoP and SBP), its common seal should be affixed on the instrument.
- The instrument appointing a proxy, together with attested copy of Power of Attorney or Board Resolution, if any, under which it is signed or a notarially certified copy thereof, should be deposited, with the Company Secretary, Askari Bank Limited, 1st Floor, AWT Plaza, The Mall, P.O. Box No. 1084, Rawalpindi not less than 48 hours before the time of holding the meeting.
- If a member appoints more than one proxy, and more than one instrument of proxy is deposited by a member, all such instruments of proxy shall be rendered invalid. The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
- Copy of the CNIC or passport of the beneficial owners shall be furnished with the proxy form. The proxy shall produce his / her original CNIC or original passport at the time of attending the meeting.
- In case of individual shareholder, Original Computerized National Identity Card (CNIC) or original passport while for, the CDC 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, his / her authentication would be made by showing his / her Original Computerized National Identity Card (CNIC) or original passport along with participant(s) ID Number and their account numbers. In case of GoP / SBP / corporate entity, the Board of Directors' resolution / power of attorney with specimen signature shall be submitted along with proxy form to the Bank.
- Amendments were made by the Government of Pakistan through Finance Act, 2015 in Section 150 of the Income Tax Ordinance, 2001 whereby rates are enhanced for deduction of withholding tax on the amount of dividend paid by the companies/banks. These rates are as follows:
 - For filers of income tax returns 12.50%
 - For non-filers of income tax returns 17.50%

To enable the Bank to make tax deduction on the amount of cash dividend @ 12.50% instead of 17.50% all shareholders whose names are not entered into the Active Tax payers 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 the date of payment of the cash dividend, otherwise tax on their cash dividend (as and when declared) will be deducted @17.50% instead of 12.50%.

Moreover, all shareholders who hold shares jointly, are requested to provide shareholding proportions of principal shareholder and joint Holder(s) in respect of shares held by them to our Share Registrar M/s. THK Associates (Pvt.) Ltd, in writing as follows:

Name of Principal Shareholder/Joint Holders	Shareholding %	CNIC No.(copy attached)	Signature

The required information must reach our Share Registrar by March 21, 2016 otherwise it will be assumed that the shares are equally held by Principal shareholder and joint holder(s).

Special Notes to the Shareholders:

9. Submission of Copies of CNIC (Mandatory):

In compliance of instructions issued by Securities & Exchange Commission of Pakistan (SECP) vide its SRO 779 (I)/2011 dated August 18, 2011, SRO 831 (I)/2012 dated July 5, 2012 and SRO 19 (I)/2014 dated January 10, 2014 which has made it mandatory that the dividend warrants should bear the Computerized National Identity Card Number (CNIC) of the registered member or authorized person, except in the case of minor(s) and corporate members. Therefore individual members or their authorized representatives holding shares in physical or through CDC Accounts, who have not yet provided an attested copy of their valid CNICs to the Shares Registrar / CDC participant respectively, are requested to provide the same at their earliest to avoid any inconvenience. The corporate entities holding shares in physical or through CDC account are requested to provide copies of their National Tax Number (NTN) / NTN Certificates to Shares Registrar / CDC Participants respectively. Members while sending copies of CNICs/NTN / NTN Certificates must quote their respective folio numbers and / company name.

10. Dividend Mandate (Optional):

In order to make the process of payment of cash dividend more efficient, SECP vide its Circular No. 8(4) SM/CDC 2008 dated April 5, 2013 has issued instructions so that the shareholders can get their dividend credited in their respective bank accounts electronically without any delay. The shareholders may, therefore, authorize the Bank to credit the dividend directly to their bank account for all future dividends declared by the Bank. Accordingly, all non-CDC shareholders are requested to send their bank account details to the Bank's Share Registrar. Shareholders who hold shares with Participant/Central Depository Company of Pakistan Limited (CDC) are advised to provide the mandate to the concerned Stock Broker / Central Depository Company of Pakistan Limited.

Please note that giving bank mandate for dividend payment is optional and in case shareholders do not wish to avail this facility, dividend will be paid by sending dividend warrant at given registered address.

11. Transmission of Audited Financial Statements & Notices to members through email (Optional):

In compliance of S.R.O. 787(I)/2014 of SECP dated September 8, 2014, which has allowed the circulation of soft copies of Audited Financial Statements along with Notice of Annual General Meeting to the members through e-mail, the Bank has made available on its website (www.akbl.com.pk), a Standard Request Form, which members, who wish to receive soft copies of Audited Financial Statements along with Notice of AGM, may use to communicate their e-mail address and consent, alongwith their postal and e-mail address to Share Registrar to whom such requests shall be sent. Since this facility is optional, therefore, if shareholders do not wish to avail this facility please ignore this option and in such case, Notice and Audited Financial Statements will be sent at the registered addresses, as per normal practice.

12. Consent for Video Conference Facility:

In compliance of Circular No. 10 dated May 21, 2014 of Securities & Exchange Commission of Pakistan (SECP), shareholders of the Bank are informed that they can also avail video conference facility in Lahore & Karachi. In this regards please fill the following and submit to registered address of the Bank 10 days before holding of general meeting.

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 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 general meeting along with complete information necessary to enable them to access such facility.

I/We, _____ of _____, being a member of Askari Bank Limited, holder of _____ Ordinary Share(s) as per Register Folio No./CDC Sub-Account No. _____ hereby opt for video conference facility at _____.

13. Change of Address:

Members are requested to immediately notify any change in their addresses to the Bank's Shares Registrar, M/s THK Associates (Pvt.) Ltd.