

NATIONAL BANK OF PAKISTAN

NOTICE OF 72nd ANNUAL GENERAL MEETING

Notice is hereby given that 72nd Annual General Meeting ("AGM") of National Bank of Pakistan (the "Bank") will be held on **Monday, March 29, 2021 at 10:30 A.M. (PST)** through electronic means (Zoom).

The following business will be transacted in the Meeting:

Ordinary Business

1. To confirm minutes of the Extraordinary General Meeting (EOGM) of Shareholders held on **July 27, 2020**, at Karachi.
2. To receive, consider and adopt the annual audited financial statements of the Bank and consolidated accounts of the Bank and its subsidiaries for the year ended **December 31, 2020**, together with the Directors' & Auditors' Reports thereon.
3. To appoint auditors for the year ending **December 31, 2021** and fix their remuneration. The Board of Directors has recommended re-appointment of Messrs. Yousuf Adil, Chartered Accountants and appointment of Messrs. PwC AF Ferguson & Co Chartered Accountants in place of retiring auditors Messrs. GT Anjum Rahman Chartered Accountants, to be the auditors of the Bank for the year ending **December 31, 2021**, at the same fee as paid to the retiring auditors.

Special Business

4. To consider and approve closure of operations of five branches / subsidiaries in Central Asian Republics Viz., Ashgabat Branch (Turkmenistan), Baku Branch (Azerbaijan), Bishkek Branch (Kyrgyzstan), Almaty Subsidiary Bank (Kazakhstan) and Dushanbe Subsidiary Bank (Tajikistan) by way of liquidation and to delegate powers to Mr. Arif Usmani, President / CEO, NBP to sign necessary legal / regulatory documents on behalf of the shareholders of National Bank of Pakistan.
5. To transact any other business with permission of the Chair.

Karachi

Dated: **March 08, 2021**

By Order of the Board

Sd/-

S.M. Ali Zamin
Secretary (Board)

Note

The Share Transfer Books of the Bank shall remain closed from **March 22, 2021 to March 29, 2021** (both days inclusive). Transfers received at Messrs. CDC Share Registrar Services Limited, CDC House 99-B, Block "B", SMCHS, Main Shahra-e-Faisal, Karachi - 74400, the Bank's Share Registrar and Transfer Agent, at the close of business on March 19, 2021 will be treated in time for the purpose of attending the meeting.

PARTICIPATION IN ANNUAL GENERAL MEETING

In wake of the prevalent Covid-related contingency planning in the light of the relevant guidelines issued by Securities Exchange Commission of Pakistan (SECP) vide SECP Circular No. EMD/MISC/82/2012 dated March 03, 2021, the Annual General Meeting (AGM) of the Bank will be held online to protect the wellbeing of shareholders from the current pandemic.

The entitled members whose name appear on the Books of the Bank by close of business on **March 19, 2021** will be entitled to attend the meeting.

In order to attend the AGM through electronic facility, the members are requested to get themselves registered with CDC Share Registrar Services Limited upto **March 26, 2021** till **05:00 p.m.** at **cdcsr@cdcsrsl.com** and they are requested to provide the information as per below format:

Company Name	Folio Number / CDC Account #	Name of the Shareholder	CNIC #	Cell #	E-mail Address
NBP					
NBP					

The details of electronic facility will be sent to the members on the email address provided by them. The login facility will be opened at **10:00 A.M.** on **March 29, 2021** enabling the participants to join the proceedings after identification and verification process before joining the meeting which will start at **10:30 A.M.** sharp.

The members can also provide their comments/suggestions/approvals for the proposed agenda items of the AGM on WhatsApp number **0321-8200864** and email **cdcsr@cdcsrsl.com** upto **March 26, 2021** till **05:00 p.m.**

The Nation
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Attending Meeting through Proxies

- I. All members, entitled to attend and vote at the Annual General Meeting, are entitled to appoint another member in writing as their proxy to attend and vote on their behalf. A legal entity, being a member, may appoint any person, regardless of whether they are a member or not, as proxy.
- II. The proxy instrument must be complete in all respects and in order to be effective should be deposited at Office of the Registrar or to Office of the Secretary Board, 2nd Floor, NBP, H.O., I.I. Chundrigar Road, Karachi or emailed to cdcsr@cdcsrsl.com not later than 48 hours before the time of holding the meeting.
- III. For attending the meeting through electronic means (Zoom), proxy form shall be submitted along with proxy holders' email address and mobile number.
- IV. If any member appoints more than one proxy for any one meeting and more than one instrument, of the proxy are deposited with the Registrar or the Bank, all such instruments of proxy shall be rendered invalid.

The shareholders will further have to follow the following guidelines 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 requirements mentioned below:
 - a) The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
 - b) Attested copy of CNIC or the Passport of the beneficial owners and of the proxy shall be furnished with the proxy form.
 - ii) In case of a legal entity, the original or duly authenticated Board of Directors' resolution or power of attorney with specimen signatures of the nominee shall be produced (unless it has been provided earlier) along with proxy form to Messrs. CDC Share Registrar Services Limited or to Office of the Secretary Board, 2nd Floor, NBP, H.O., I.I. Chundrigar Road, Karachi or emailed to cdcsr@cdcsrsl.com
(Proxy Form is available on NBP website www.nbp.com.pk)
- Members are requested to timely notify any change in their addresses to their respective Participants (if shares are held electronically) or to the Share Registrar of the Bank (if shares are held in physical form) M/s. CDC Share Registrar Services Limited, CDC House, 99-B, Block-B, S.M.C.H.S., Main Shahrah-e-Faisal, Karachi.

DEPOSIT / CONVERSION OF PHYSICAL SHARES INTO CDC ACCOUNTS

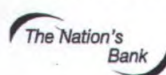
As per Section 72 of the Companies Act, 2017 every existing company shall be required to replace its physical shares with book entry form in a manner as may be specified and from the date notified by the commission, within a period not exceeding four years from the commencement (i.e. May 31, 2017) of this Act, according to which the deadline is May 31, 2021.

The shareholders having physical shareholding may open CDC Sub-Account with any of the Brokers & Investors Account directly with CDC to place their physical share 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 Stock Exchange.

TRANSMISSION OF ANNUAL FINANCIAL STATEMENTS THROUGH EMAIL

In pursuance of the directions given by SECP vide SRO 787 (1)/2014 dated September 8, 2014, those shareholders who desire to receive Annual Financial Statements in future through email instead of receiving the same by post are advised to give their formal consent along with their valid email addresses on a standard request form which is available at the Bank's website i.e. www.nbp.com.pk and send the said form duly filled in and signed along with copy of his / her CNIC / Passport to the Bank's Share Registrar. Please note that giving email address for receiving of Annual Financial Statements instead of receiving the same by post is optional. In case you do not wish to avail this facility please ignore this notice and, in such case, Annual Financial Statements will be sent at your registered address on CD as approved in 68th Annual General Meeting held on 30th March, 2017.

(Notice of the AGM together with the statement of material facts in respect of the Special Business to be considered at the AGM is being sent to the members).



PID(K)2390/20



National Bank of Pakistan
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