

# NATIONAL BANK OF PAKISTAN

## NOTICE FOR 76<sup>th</sup> ANNUAL GENERAL MEETING

Notice is hereby given that 76<sup>th</sup> Annual General Meeting ("AGM") of National Bank of Pakistan (the "Bank") will be held on Tuesday, March 25, 2025 at 04:00 P.M. (PKT) at **National Bank of Pakistan, Head Office Building, I.I. Chundrigar Road, Karachi, Pakistan**, and through electronic means.

The following business will be transacted in the Meeting:

- To confirm the minutes of the Extraordinary General Meetings (EOGMs) of Shareholders held on November 22, 2024, and January 6, 2025, conducted in person and via electronic means.
- To receive, consider and adopt the annual audited unconsolidated and consolidated financial statements of National Bank of Pakistan and its subsidiaries for the year ended December 31, 2024, together with the Directors' Report, Auditors' Report and Chairman's Review Report thereon.

In accordance with Section-223 of the Companies Act 2017 and pursuant to S.R.O. 389(I)/2023 dated March 21, 2023, the Annual Report of the Bank has been uploaded on the Bank's website which can be downloaded from the following web link or QR enabled code:

<https://www.nbp.com.pk/FinancialStatements/AnnualReports.aspx>



- To appoint auditors for the year ending December 31, 2025, and fix their remuneration. The Board of Directors has recommended the re-appointment of Messrs. PwC A.F. Ferguson & Co., Chartered Accountants at a fee of PKR 45.856 million including some statutory certification and Messrs. BDO Ebrahim & Co., Chartered Accountants at a fee of PKR 38.962 million including some statutory certification, to be auditors of the Bank for the year ending December 31, 2025.
- To consider and approve cash dividend at PKR 8/- per share, i.e., 80% as recommended by the Board of Directors for the year ended December 31, 2024 (subject to approval of Government of Pakistan under Section-17 of The Banks Nationalization Act, 1974).
- To transact any other business with permission of the Chairman.

By Order of the Board

Karachi

Sd/-

Dated: March 04, 2025

S.M. Ali Zamin  
Secretary (Board)

### NOTES:

The Share Transfer Books of the Bank shall remain closed from March 18, 2025 to March 25, 2025 (both days inclusive). Transfers received at Messrs. CDC Share Registrar Services Limited, CDC House 99-B, Block "B", SMCHS, Main Shahrah-e-Faisal, Karachi – 74400, the Bank's Share Registrar, at the close of business on March 17, 2025 will be treated in time to attend the meeting and entitlement.

### PARTICIPATION IN ANNUAL GENERAL MEETING:

The Annual General Meeting is being conducted as per guidelines circulated by SECP. The following arrangements have been made by the Bank to facilitate the maximum participation of shareholders in the AGM through video link facility, either in-person or through appointed proxies:

#### Attending Meeting through Electronic Means

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 24, 2025 till 05:00 P.M. at [cdcsr@cdcsrsl.com](mailto:cdcsr@cdcsrsl.com) or WhatsApp No. 0321-8200864 and they are requested to provide the information as per the below format:

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

The details of electronic facility will be sent to the members at the email address provided by them. The login facility will be opened at 3:30 P.M. on March 25, 2025 enabling the participants to join the proceedings after identification and verification process before joining the meeting, which will start at 4:00 P.M. (sharp).

#### b) Attending Meeting Physically

Arrangements for physical gathering of shareholders have been made at **National Bank of Pakistan, Head Office Building, I.I. Chundrigar Road, Karachi, Pakistan**.

#### c) Attending Meeting through Proxies

- 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.
- The proxy instrument must be complete in all respects and in order to be effective should be deposited at Office of the Registrar or Office of the Secretary Board, 2nd floor, NBP Head Office, I.I. Chundrigar Road, Karachi not later than 48 hours before the time of holding the meeting.
- For attending the meeting through electronic means (Zoom), proxy form shall be submitted along with proxy holders' email address and mobile number.
- 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/Bank, all such instruments of proxy shall be rendered invalid.

#### d) Guidelines for Appointing Proxies:

- 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:
  - The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers must be mentioned on the form.
  - Attested copy of CNIC or the Passport of the beneficial owner(s) and of the proxy shall be furnished with the proxy form.
- In case of a legal entity, the original or duly authenticated Board of Directors' resolution or power of attorney with specimen signature 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 the Office of Secretary Board, 2nd floor, NBP Head Office, I.I Chundrigar Road, Karachi.

(Proxy Form is available at NBP website [www.nbp.com.pk](http://www.nbp.com.pk))

• Members are requested to immediately notify any change in their address to the Bank's Registrar/Shares Transfer Agent i.e., Messrs. CDC Share Registrar Services Limited.

### SPECIAL NOTES TO THE SHAREHOLDERS

#### 1. CONVERSION OF PHYSICAL SHARES INTO BOOK-ENTRY FORM:

Shareholders having physical share certificates of the Bank are advised to convert them into Book-Entry Form with CDC to comply with Section-72 of the Companies Act, 2017.

#### 2. UNCLAIMED CASH DIVIDENDS AND SHARE CERTIFICATES

In line with Section-244 of the Act, the Bank has notified shareholders through newspaper announcements about collecting unclaimed shares and unpaid cash dividends. We kindly urge our valued shareholders to reach out to the Bank's Share Registrar, CDC Share Registrar Services Limited, to submit their claims for any unclaimed shares or unpaid cash dividends.

#### 3. REQUIREMENT OF VALID CNIC AND IBAN:

As per requirements issued by the SECP, the payment of cash dividend shall only be made to those shareholders who have provided copies of their valid CNIC/NICOP/Passport (in case of individuals) and NTN (in case of corporate entities) and valid details of designated International Bank Account Number ("IBAN").

#### 4. DEDUCTION OF WITHHOLDING TAX:

Please note that the withholding tax will be deducted at the following rate based on "Active Taxpayer List" (ATL) available at FBR website:

- Persons appearing in Active Taxpayer List: 15%
- Persons not appearing in Active Taxpayer List: 30%.

Further, in case of joint shareholders, tax will be deducted as per their ratio/share (if any) intimated by the same to the Bank's Share Registrar, otherwise, their shareholding will be treated as equal.

#### 5. ELECTRONIC DIVIDEND MANDATE:

Under Section-242 of the Companies Act, 2017, it is mandatory for all listed companies to pay cash dividend to their shareholders through electronic mode directly in the bank account designated by the entitled shareholders.

In order to receive dividend directly into their bank account, shareholders are requested (if not already provided) to fill in Bank Mandate Form for Electronic Credit of Cash Dividend available on the Bank's website and send it duly signed along with a copy of valid CNIC to the Share Registrar, CDC Share Registrar Services, Limited, CDC House 99-B, Block 'B', Sindhi Muslim Cooperative Housing Society (S.M.C.H.S), Main Shahrah-e-Faisal, Karachi - 74400, in case of physical shares.

In case of shares held in CDC, Electronic Dividend Mandate Form must be directly submitted to the shareholder's broker/participant/CDC account services.

In case of non-receipt of information, the Bank will be constrained to withhold payment of dividend to shareholders.

#### 6. DEDUCTION OF ZAKAT ON DIVIDEND ISSUE:

Zakat will be deducted from the dividends at source at the rate of 2.5% of the paid-up value of the shares (PKR 10/- each) under Zakat & Ushr and will be deposited within the prescribed period with the relevant authority. Please submit your Zakat Declaration Form (CZ-50) under Zakat & Ushr Ordinance 1980 and Zakat (Collection & Refund) Rules, 1981 to the Bank's Share Registrar. Shareholders who hold shares with participants / CDC are advised to provide the above Form through the concerned brokers / CDC.