

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that Extraordinary General Meeting ("EOGM") of National Bank of Pakistan (the "Bank") will be held on **Tuesday, July 25, 2023 at 4:00 P.M. (PST)**, physically and through electronic means.

Physical gathering of the shareholders shall be held at Grand Ballroom, Pearl Continental Hotel, Club Road, Karachi.

The following ordinary business will be transacted in the Meeting:

- To confirm minutes of the 74th Annual General Meeting (AGM) of Shareholders held on March 30, 2023 at Karachi.
- To elect one (01) Director from the private shareholders against a vacancy, as fixed by the Board of Directors in accordance with Section 159 (1) of the Companies Act, 2017, for a term of three (03) years in place of Mr. Farid Malik who has completed his term of office of Director. The retiring director is eligible for re-election.
- To transact any other business with permission of the Chairman.

By Order of the Board

-Sd-

S.M. Ali Zamin
Secretary (Board)

Karachi
Dated: 04-07-2023

Note:

The Share Transfer Books of the Bank shall remain closed from July 18, 2023 to July 25, 2023 (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 Registrar and Share Transfer Agent, at the close of business on July 17, 2023 will be treated in time for the purpose of entitlement of attending the meeting.

PARTICIPATION IN EXTRAORDINARY GENERAL MEETING:

In the light of relevant guidelines issued by Securities and Exchange Commission of Pakistan ("SECP") vide Letter No. SMD/SE/2(20)/2021/117 dated December 15, 2021, the members are encouraged to participate in the EOGM through electronic facility organized by the Bank.

A. Attending Meeting through Electronic Means

In order to attend the EOGM through electronic facility, the members are requested to get themselves registered with CDC Share Registrar Services Limited upto July 24, 2023 till 05:00 P.M. at cdcsr@cdcsrsl.com or through WhatsApp number +92-321-8200864 and they are requested to provide the information as per below format:

| S.No. | Company Name | Folio Number / CDC Account # | Name of the Shareholder | CNIC # | Mobile # | 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 July 25, 2023 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 Grand Ballroom, Pearl Continental Hotel, Club Road, Karachi.

C. Attending Meeting through Proxies

- All members, entitled to attend and vote at the EOGM, 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 respect and in order to be effective should be deposited at Office of the Share 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 should 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 or Bank, all such instruments of proxy shall be rendered invalid.

D. The shareholders will further have to follow the following 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 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 proxy 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 being mailed with the Notice and is also available on NBP website: www.nbp.com.pk)

- Members having their shareholding in physical form 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, CDC House, 99-B, Block "B", S.M.C.H.S., Main Shahrah-e-Faisal, Karachi. Whereas, members having shareholding in book-entry form are requested to please notify their concerned Stock Broker/ CDC-Investor Account Services.

2. ELIGIBILITY CRITERIA FOR CANDIDATES CONTESTING ELECTION OF DIRECTOR

- A member desirous to contest the election of director shall file the following with the Secretary (Board) of the Bank at its registered office, located at the 2nd Floor, NBP Head office, I.I. Chundrigar Road, Karachi not later than 14 days before the day of the EOGM:
 - Notice of his/her intention to offer himself/herself for election as a Director under Section- 159(3) of the Companies Act, 2017, along with signed Form-28 under Section-167 of the Act. He/she will also confirm that:
 - He / She is not ineligible to become a Director of the Bank in terms of Sections 153 & 177 of the Act as well as any other applicable laws, rules and regulations of the Securities and Exchange Commission of Pakistan, State Bank of Pakistan and Pakistan Stock Exchange Limited.
 - He / She is not serving as a Director or nominated, including as an alternate Director, in more than five listed companies simultaneously as required in the relevant regulations.
 - He / she (i) is not / has not been associated with any illegal activity, especially related to banking business; (ii) in his / her individual capacity or a proprietary concern or any partnership firm or any private limited company or any unlisted public company or any listed public company (of which he / she has been a proprietor, partner, director or shareholder), has not been in default of payment of dues owed to any financial institution and / or in default of payment of any taxes. Further, he / she should not be a director of any other bank / DFI or working as Chairman, Director, CEO, CFO, Chief Internal Auditor, Research Analyst or trader (by whatever name/designation called) of a (a) Money Changer, (b) member of stock exchange, (c) corporate brokerage house and (d) any company / entity owned or controlled by the persons mentioned at (a) to (c) above.
 - A declaration of independence in terms of requirements of Section-166 of the Act, read with Regulation 6(3) of the Code of Corporate Governance (CCG), as well as criteria laid down under Appendix-III prescribed under Corporate Governance Regulatory Framework (CGRF) issued by State Bank of Pakistan dated November 22, 2021, should be provided, if applicable.
- A member who seeks to contest the election for the office of Director must hold in his/her own right of unencumbered shares of the Bank to the nominal amount of ten thousand rupees at least (1,000 Shares of PKR 10.00 each). The person contesting election will file declaration that he /she is aware of the duties and powers of directors under the Companies Act, 2017, Listed Companies (Code of Corporate Governance) Regulations, 2019, PSC Rules, PSX Regulations, NBP Ordinance and SBP's CGRF and a declaration that he/ she is a registered tax payer.
- A detailed profile along with official address (for placement on NBP's website) as required under SECP's SRO 1196 (I)/2019 dated October 03, 2019.
- A candidate must be qualified for election under sub-section (1) and not disqualified under sub-section (2) of Section-17 of the NBP Ordinance, 1949.
- Fit & Proper Test (FPT) Proforma, along with appendices, as prescribed in CGRF issued by State Bank of Pakistan dated November 22, 2021 should also be provided.
- All nomination papers after scrutiny shall immediately be submitted to SBP for clearance.
- A person not cleared by SBP to hold office as Bank's director shall not be allowed to contest the election or assume office of the director, as the case may be.
- A member eligible to attend and vote at this EOGM is entitled to appoint another member as his/her proxy to attend and vote on his / her behalf. **The Government of Pakistan, State Bank of Pakistan and any Corporation(s), being a member of the Bank, may nominate any person as its representative to attend the Extraordinary General Meeting under authority of a Power of Attorney or a Board of Directors' Resolution. However, majority shareholders like SBP and other Government shareholders shall not be entitled to cast their votes for election of Private Director(s).** Proxies or nominations, in order to be effective and valid, must be received at the office of the Bank's Registrar / Share Transfer Agent, Messrs CDC Share Registrar Services Limited, CDC House 99-B, Block "B", SMCHS, Main Shahrah-e-Faisal, Karachi-74400, not later than 48 hours before the time fixed for holding the Meeting.

3. PROCEDURE FOR ELECTION OF DIRECTOR

If the number of persons who offer themselves to be elected is more than one i.e., the number fixed by the Board under section-159(1) of the Companies Act, 2017, then the Bank shall provide its Members with the following options for election of director:

E-Voting Procedure

- The Bank's Share Registrar in accordance with the Companies (Postal Ballot) Regulations, 2018 will send complete information to the members, including but not limited to, web address, login detail, password, date of casting e-vote and other necessary detail through email; and security code through SMS on their registered email and mobile number available in the members' register.
- Identity of the member intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.
- Individual interested to cast his/her vote through e-voting, availability of his/her CNIC, mobile number and email address and in case of a corporate entity NTN in company's record is mandatory.
- It is mandatory for all CDS account holders to up-date their records with their participants and physical shareholders with Bank's Share Registrar i.e., CDCSRL before book closure date.
- Voting lines for Election will be opened for the Shareholders from July 21, 2023 at 09:00 a.m. till July 24, 2023 at 5:00 p.m.

Postal Ballot

The Shareholders shall ensure duly-filled and signed ballot paper along with copy of CNIC, in case of individual and in case of a body corporate, acceptable identification documents i.e., original or duly authenticated Board of Directors' resolution / power of attorney along with valid copies of CNIC of authorized signatories etc. should reach through post to the Chairman, National Bank of Pakistan, Head Office Building, 2nd floor, I. I. Chundrigar Road, Karachi or by email at eogm@nbp.com.pk till 5:00 p.m. on July 24, 2023 i.e., before the day of Poll.

Vote Casting In-Person or Through Proxy

Polling booth will be established at the place of physical gathering of the EOGM for voting.

Statement under section 166 (3) of the Companies Act, 2017

Section 166(3) of the Companies Act, 2017 (the Act) requires that a statement of material facts is required to be annexed to the notice of the general meeting called for the purpose of election of Directors.

Accordingly, it will be ensured that the independent director to be elected must meet the criteria of independence laid down under Section 166 of the Act and the Companies (Manner and Selection of Independent Directors) Regulations, 2018 and his/her name is included in the data bank of independent directors maintained by any institute, body or association, duly authorized by the Securities and Exchange Commission of Pakistan. Further, the selection will be made due to the respective competencies, skill, knowledge and experience.

Current Directors, except the Director elected by private shareholders, have no interest in the above-said election of Director of the Bank.