

CORPORATE AFFAIRS GROUP

HO/CAG/CAU/2015/34

March 04, 2015

The General Manger
Karachi Stock Exchange Ltd
Stock Exchange Building
Stock Exchange Road
Karachi.

The General Manager
Lahore Stock Exchange Ltd
Stock Exchange Building
19, Khayaban-e-Aiwan-e-Iqbal
Lahore

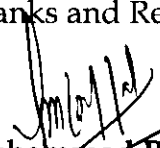
The General Manager
Islamabad Stock Exchange Ltd
ISE Tower, 55-B
Jinnah Avenue
Islamabad.

Dear Sir,

Subject: Notice of Annual General Meeting

Enclosed please find a copy of the Notice of the Annual General Meeting to be held on March 26, 2015 for circulation amongst your members.

Thanks and Regards,


Muhammad Raffat
Company Secretary

Encl: as above

NOTICE OF 69th ANNUAL GENERAL MEETING

Notice is hereby given that the 69th Annual General Meeting of Allied Bank Limited will be held at Emerald Hall, Pearl Continental Hotel Lahore on Thursday, March 26, 2015 at 11:00 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To confirm minutes of the 68th Annual General Meeting of Allied Bank Limited held on March 27, 2014.
2. To receive, consider and adopt the Annual Audited Accounts of the Bank (consolidated and unconsolidated) for the year ended December 31, 2014 together with the Directors' and Auditors' Reports thereon. As required under SECP SRO 634(I)/2014, the Financial Statement of the Bank has been uploaded on the website of Directors' the Bank which can be downloaded from the following link: https://abl.com/services/downloads/?cat_id=1
3. To consider and approve Final Cash Dividend @ 20% (i.e. Rs. 2.00 per share) as recommended by the Board of Directors. This Final Cash Dividend would be in addition to 45% Interim Cash Dividends (aggregating Rs.4.50 per share) already paid for the year ended December 31, 2014.
4. To appoint Statutory Auditors of the Bank for the year ending December 31, 2015 and fix their remuneration. The retiring auditors M/s. Ernst & Young, Ford Rhodes Sidat Hyder, Chartered Accountants, have completed the maximum period of five (5) Years in accordance with the Clause xxxvii of the Code of Corporate Governance; hence are not eligible for re-appointment. The Board of Directors of the Bank on the suggestion of the Audit Committee has recommended appointment of M/s. KPMG Taseer Hadi & Co. Chartered Accountants, as auditors of the Bank for the year ending December 31, 2015. The audit firm appointed will hold office till conclusion of the next AGM to be held in 2016.
5. To appoint and fix remuneration of auditors for audit of Bank's Bahrain Branch for the year 2015. M/s. KPMG, Bahrain being eligible have offered themselves for the appointment in place of retiring auditors M/s. Ernst & Young, Bahrain.

OTHER BUSINESS:

6. To transact any other business with the permission of the Chair.

By Order of the Board
Muhammad Raffat
Company Secretary

March 04, 2015.

NOTES:

- i) All members are entitled to attend and vote at the Meeting.
- ii) A member entitled to attend and vote is entitled to appoint a proxy under his / her own hand or through his/ her duly authorized attorney to attend and vote instead of himself / herself and the proxy must be a member of Allied Bank Limited.
- iii) The instrument of proxy and the power of attorney or other authority (if any) under which it is signed, or a notarized certified copy of that power of attorney or authority in order to be effective must be deposited at the Registered Office of Allied Bank Limited not less than 48 hours before the time for holding the Meeting.
- iv) Share Transfer Books of Allied Bank Limited will remain closed from 20th March, 2015 to 26th March, 2015 (both days inclusive). Share transfers requests received at M/s Technology Trade (Pvt.) Limited, Dagia House, 241-C, Block-2, PECHS, Karachi, the Registrar and Share Transfer Office of the Bank at the close of business on 19th March, 2015 will be treated as being in time for the purpose of entitlement of cash dividend to the transferees.
- v) Members are requested to immediately notify the changes, if any, in their registered addresses to the Bank's Shares Registrar M/S Technology Trade (Pvt.) Limited, Dagia House, 241-C, Block-2, PECHS, Karachi before book closure so that entitlement, if any, be dispatched at the correct address.
- vi) CDC Account Holders will have to follow the under mentioned guidelines as laid down by the Securities and Exchange Commission of Pakistan.

A. For Attending the Meeting:

- 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 authenticate his /her identity by showing his/her original Computerized National Identity Card (CNIC) or original passport at the time of attending the Meeting.
- ii) In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature of the nominee shall be produced (if it has not been submitted earlier) at the time of the Meeting.

B. 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 above requirement.
- ii) The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
- iii) Attested copies of valid CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- iv) The proxy shall produce his / her original CNIC or original passport at the time of the Meeting.
- v) In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature shall be submitted (if it has not been submitted earlier) along with the proxy form of the Company.

ATTENTION SHAREHOLDERS

Deduction of Income Tax from dividends:

Pursuant to the provision of Finance Act, 2014 the rates of income tax deduction from dividend payment under section 150 of the Income Tax Ordinance, 2001 have been revised as under:

- For filers-10%
- For non-filers-15%

All members may check their status from the Active Tax Payers list available on FBR website through following link:

[http://www.fbr.gov.pk/CategoryLayoutList.aspx?view=Category\[Documents\]&20With%20List%20Layout&ActionID=742&ArticleID=](http://www.fbr.gov.pk/CategoryLayoutList.aspx?view=Category[Documents]&20With%20List%20Layout&ActionID=742&ArticleID=)

Please note that the Shares Registrar will check status of the members (Filer or Non Filer) from the Active Tax Payers list on the basis of valid CNIC/NTN numbers and would deduct tax as per provisions of the law therefore, all shareholders are requested to make it sure that copy of their valid CNIC/NTN should be available with the Shares Registrar as in case of non-availability of CNIC/NTN the Share Registrar could not check their status and would constrain to apply tax rate prescribed for non-filers.

CNIC Submission (Mandatory):

Please note that as per SECP directives the dividend warrants of the shareholders whose valid CNICs, are not available with the Share Registrar could be withheld, some companies are already withholding Dividend Warrant in such cases. All shareholders having physical shareholding are therefore advised to submit a photocopy of their valid CNICs, if already not provided, to the Bank's Share Registrar at the above mentioned address. In case CNIC number not mentioned on the Dividend Warrants issued earlier means that CNIC of the shareholder is not available with the Shares Registrar.

Bank Mandate / e-Dividend:

Under the law Shareholders are entitled to receive their cash dividend directly in their bank accounts instead of receiving the same physically. Shareholders having physical holding and desire to avail this option may submit their requests to the Bank's Share Registrar. The shareholders having CDC account may approach CDC for availing this option. The Bank is also making arrangements in phased manner for online credit of Dividend amount (e-dividend) in the respective accounts of the Shareholders.

Electronic Transmission of Financial Statements and Notices:

Securities and Exchange Commission of Pakistan through SRO 787 (I)/2014 dated 8th September 2014 allowed the companies to circulate their Annual Audited Financial Statements along with company's notice of Annual General Meeting to its members through e-mail. Those shareholders who desire to receive the company's Annual Report through e-mail are requested to fill the requisite form posted on ABL website, the direct link for downloading the said form is <https://abl.com/wp-content/uploads/2014/10/ABL-Request-Letter.pdf>. In case any member who has provided consent to receive audited financial statements and notice through e-mail subsequently request for hard copy of audited financial statements, the same shall be provided free of cost within 7 days of the receipt of such request.

Deposit of Physical Shares in to CDC Account:

The Shareholders having physical shareholding may open CDC sub - account with any of the brokers or Investor Account directly with CDC to place their physical shares 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 Exchanges.

Merger of Different Folios into one Folio:

As per record, some of the shareholders are maintaining more than one folio under the same particulars. Carrying two different folios may be hassle for the shareholders to reconcile and receiving different benefits in the shape of dividends / bonus. In order to provide better services and convenience, such shareholders are requested to send requests to the Bank's Registrar to merge their folios into one folio.