



The General Manager
Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi

NIB / CSA / 065
4th March 2016

Dear Sir,

**NIB BANK LIMITED -
TEXT OF AGM NOTICE**

We enclose herewith text of Notice of Annual General Meeting of NIB Bank Limited (scheduled for 28th March 2016) to be published in the newspapers on 7th March 2016.

You may please inform TRE Certificate Holders of the Exchange accordingly.

Yours truly,

A handwritten signature in blue ink, appearing to read "Ather Ali Khan".

Ather Ali Khan
Company Secretary

Encl: As above.



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Thirteenth Annual General Meeting (AGM) of NIB Bank Limited ("the Bank") shall be held at 3:30 pm on Monday, 28 March 2016, at Islamabad Serena Hotel, Khayaban-e-Suhrawardy, Islamabad, to transact the following business:

ORDINARY BUSINESS:

- To confirm the minutes of the Annual General Meeting held on 27 March 2015.
- To receive, consider and adopt the Audited Accounts of the Bank for the year ended 31 December 2015 together with Directors' and Auditors' Reports thereon.
- To appoint auditors and fix their remuneration. M/s. KPMG Taseer Hadi & Co., Chartered Accountants, have offered themselves for re-appointment.
- To elect the directors of the Bank for a period of 3 (three) years in accordance with the provisions of Section 178 of the Companies Ordinance, 1984. The number of directors to be elected has been fixed as 8 (eight) pursuant to the provisions of section 178(1) of the Companies Ordinance, 1984. The following directors are retiring and are eligible for re-election:
 - Teo Cheng San, Roland
 - Tejpal Singh Hora
 - Lee Boon Huat
 - Lee Ah Boon
 - Asif Jooma
 - Muhammad Abdullah Yusuf
 - Najmus Saquib Hameed
 - Atif R. Bokhari

SPECIAL BUSINESS:

- To consider and, if deemed fit, pass the following resolutions as 'Special Resolutions', with or without modification, for alteration in the Articles of Association of the Bank:

RESOLVED that the proposed alterations in the Articles of Association of NIB Bank Limited, as detailed in the Statement under Section 160(1)(b) of the Companies Ordinance, 1984 annexed with this notice, be and are hereby approved.

FURTHER RESOLVED that the Chief Executive Officer and/or the Company Secretary be and are hereby authorized singly to carry out all steps and actions necessary, ancillary and incidental for altering the Articles of Association of the Bank including filing and submitting of all requisite documents/statutory forms as may be required to be filed with the Registrar of Companies and complying with all other regulatory requirements so as to effectuate the alteration in the Articles of Association and implementing the aforesaid resolution.
- Any other business with the permission of the Chair.

Statements as required under Section 160(1)(b) of the Companies Ordinance, 1984 setting forth all material facts concerning the special business contained in the Notice to be considered at the meeting are annexed to the Notice of the meeting being sent to the members.

By Order of the Board

Karachi
7 March 2016

Ather Ali Khan
Company Secretary

Notes:

- Closure of Share Transfer Books:** Share Transfer Books of the Bank will remain closed from 19 March to 28 March 2016 (both days inclusive).
- Proxies/Participation in the Annual General Meeting:** A shareholder entitled to attend and vote at this meeting may appoint another shareholder as his/her proxy to attend and vote. In case of a corporate entity, the Board of Directors' resolution/power of attorney with specimen signature shall be submitted along with a proxy form to the Bank. Proxies of the shareholders through CDC shall be accompanied with attested copies of their Computerized National Identity Card (CNIC) or passport. In case of a corporate entity, the Board's Resolution/power of attorney with specimen signature shall be furnished, along with a proxy form, to the Bank. The shareholders through CDC are requested to bring their original CNIC/passport, account number and participant account number at the time of attending the meeting. Detailed guidelines are available in Circular 1 of 26 January 2000 issued by SECP.

In order to be effective, proxies must be received at the Head Office of the Bank situated at PNSC Building, M.T. Khan Road, Karachi, Pakistan, no later than 48 (forty eight) hours before the time of the meeting, and must be duly stamped, signed and witnessed.

- Every candidate who seeks to contest the election, whether he is retiring director or otherwise, shall file with the Bank at least 14 days before the meeting a notice of his/her intention to offer himself/herself for election as director along with his/her consent in the prescribed form to his/her appointment as director of the Bank along with declaration as required under the Code of Corporate Governance (Listing Regulations) and "Fit and Proper Test" affidavit and a complete set of documents as required in terms of State Bank of Pakistan's Prudential Regulations.

In case of voting, cumulative voting system will be adopted. This voting system allows all the shareholders to cast all of their votes to a single candidate, or split the votes up between different candidates. This voting system also enables the shareholders to have a voice on specific issues, including the election of Board Members.

- Change of Address:** Shareholders are requested to notify the Bank or Shares Registrar of any change in their addresses immediately.
- Submission of Copy of CNIC (Mandatory):** In accordance with SECP's directives, it is mandatory for all shareholders to have their valid CNIC number recorded with the company. Further, please note that in the absence of a shareholder's valid CNIC, the Company will be obligated to withhold dispatch of dividend warrants (if any) to such shareholders. Shareholders holding physical shares who have not yet submitted their valid CNICs are requested to provide attested, clear copies of their valid CNICs with their folio numbers to the Company's Shares Registrar.

- Dividend Mandate (Optional):** Under Section 250 of the Companies Ordinance, 1984, a shareholder may, if he/she so desires, direct the Company to pay dividend through his/her/its bank account. In pursuance of the directives given by SECP vide Circular No. 18 of 2012 dated 5 June 2012, shareholders may authorize the company to directly credit cash dividend to their account. If they want to avail the direct credit facility for a dividend amount, shareholders may provide the necessary information to the Company's Shares Registrar using the format available on the Bank's website (Link: <http://nibpk.com/about-us/wp-content/uploads/2014/03/Dividend-E-Mandate-Option.pdf>). Please note that providing a bank mandate for dividend payments is optional. In case shareholders do not wish to avail this facility may ignore this notice.

Electronic Payment of Dividend/E-mandate (Optional): For the efficient cash dividend disbursement, SECP, through its Circular No. 8(4) SM/CDC 2008 of 5 April 2013, has announced an e-dividend mechanism where shareholders can have their dividend credited directly into their respective bank accounts electronically by authorizing the Company to electronically credit their dividend to their accounts. Accordingly, CDC shareholders are requested to send their bank account details to their respective participant / investor account services. In case of shares in physical form, shareholders may send their details to the Company's Shares Registrar using the format mentioned above.

- Deduction of Withholding Tax on Dividend Income:** Pursuant to the provisions of Finance Act 2015, enhanced rate of withholding tax on dividend amount has been prescribed in the Income Tax Ordinance, 2001. As per this criteria, 'Filer' and 'Non-Filer' shareholders withholding tax will be deducted on dividend income at the rates of 12.5% and 17.5% respectively.

A 'filer' is taxpayer, whose name appears in the Active Taxpayer List(ATL) issued by FBR from time to time, whereas 'non-filer' is person other than a 'filer'. Shareholders are therefore requested to please check and ensure Filer status on the Active Tax Payer List (ATL) available on the FBR website <http://www.fbr.gov.pk> as well as ensuring that their CNIC/passport number has been recorded by the participant/investor account services, in case shareholding is in book entry form. Please inform the Company's Shares Registrar in case shareholding is in physical form. Corporate bodies (non-individual shareholders) should ensure that their names and National Tax Numbers (NTN) are included in the Active Tax Payer List on the FBR website and recorded by respective participant/investor account services, or in case of physical shareholding, by the Company's Shares Registrar.

- Transmission of Annual Financial Statements via Email:** In pursuance of the directions given by SECP vide SRO 787 (I)/2014 dated 8 September 2014, shareholders who desire to receive Annual Financial Statements via email in future instead of by post are advised to provide formal consent along with a valid email address on a standard request form which is available on the Company's website (Link: <http://nibpk.com/about-us/wp-content/uploads/2014/03/NIB-Bank-Annual-Financials-through-Emails.pdf>)

Shareholders must send a completed and signed copy of this form, along with a copy of their CNIC / PoA to the Company's Shares Registrar. Please note that providing an email address for the purpose of receiving Annual Financial Statements via email is optional. In case shareholders do not wish to avail this facility, may ignore this notice. Annual Financial Statements will be sent to your registered address by post as per normal practice.

- Video Conference Facility:** In pursuance of SECP Circular 10 of 2014, if the Company 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 company will arrange a video conference facility in that city subject to availability of such facility in that city. The Company will intimate members regarding the video conference facility venue at least 5 days before the date of the AGM along with the complete information needed to access the facility. Therefore, members can avail video conference facilities at Karachi or Lahore. If shareholders would like to avail video conference facility, as per above, may send consent to the Company 10 days before the AGM in the following format:

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

10. Contact Addresses:

Company: Company Secretary, NIB Bank Limited, PNSC Building, M.T. Khan Road, Karachi, Pakistan.
(UAN: +9221 111 333 111)

Shares Registrar: THK Associates (Pvt.) Limited, State Life Building No. 3, Dr. Ziauddin Ahmed Road, Karachi, Pakistan
(UAN: +9221 111 000 322)