

samba  **سامبا**
SAMBA BANK LIMITED

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN to all the shareholders of Samba Bank Limited ("SBL" or the "Bank") that the Extraordinary General Meeting of the Bank will be held at Hotel Beach Luxury, Karachi, on Wednesday, December 30, 2009 at 10.00 a.m. to transact the following business:

1. Ordinary Business:

To approve the minutes of the Sixth Annual General Meeting held on March 30, 2009.

2. Special Business:

To consider and, if thought fit to pass with or without modification, the following as special resolutions, under section 86 and 84 of the Companies Ordinance 1984, respectively for the Issuance of Right Shares of the Bank at a discount as approved / recommended by the Board of Directors of the Bank on December 7, 2009.

The special resolutions to be passed are as under:

IT IS, THEREFORE, RESOLVED THAT the issuance of 556,521,739 shares at PKR 5.75 per share (at a discount of PKR 4.25 per share), by way of a rights issue under Section 86 of the Companies Ordinance, 1984, be and is hereby approved.

FURTHER RESOLVED THAT the Company Secretary and Chief Executive Officer of the Company, be and are hereby jointly and / or severally authorized, to take all steps necessary, ancillary and incidental for the issue of shares at a discount, including but not limited to obtaining all requisite regulatory approvals, preparation and circulation of the notice of the Extraordinary General Meeting, preparing the resolution to be passed at the Extraordinary General Meeting; engaging legal counsel for the purposes of the discount share issue; filing of all the requisite statutory forms and all other documents as may be required to be filed with SECP, submitting all such documents as may be required with the State Bank of Pakistan, executing all such certificates, applications, notices, reports, letters and any other document or instrument including any amendments or substitutions to any of the foregoing as may be required in respect of the discount share issue and all other matters incidental or ancillary thereto.

One copy of the statement as required under Section 160(1)(b) of the Companies Ordinance, 1984 setting out in detail the special business to be conducted in the extraordinary general meeting ("**160(1)(b) Statement**") is being provided with the notice of the meeting sent to the shareholders. Further copies of the 160(1)(b) Statement may be obtained from the registered and head office of the Bank at 6th Floor, Sidco Avenue