

# NOTICE - THE 23rd (TWENTY-THIRD) ANNUAL GENERAL MEETING

Notice is hereby given that the 23rd (Twenty-Third) Annual General Meeting ("AGM") of Samba Bank Limited (the "Bank") will be held on Thursday, March 26, 2026, at 12:00 pm ("PST") at the Hotel Margala, Islamabad, Pakistan, to transact the following business:

## Ordinary Business

- To confirm the minutes of the 22nd Annual General Meeting held on April 17, 2025.
- To receive, consider, and adopt the Annual Audited Accounts of the Bank for the year ended December 31, 2025, together with the Reports of the Directors and Auditors thereon.
- To appoint Auditors and fix their remuneration for a term ending at the conclusion of the next Annual General Meeting. The retiring Auditors, M/s. A.F. Ferguson & Co., Chartered Accountants, being eligible, have offered themselves for reappointment.



## Any Other Business

To consider any other business with the permission of the Chair.

March 05, 2026  
Karachi

By the Order of the Board  
**Zia-ul-Husnain Shamsi**  
Company Secretary

## NOTES:

1. Share Transfer Books of the Bank will remain closed from 20-03-2026 to 26-03-2026 (both days inclusive). Transfers received in order, at the Bank's Registrar, M/s. FAMCO Share Registration Services (Private) Limited, 8-F, Near Hotel Faran, Nursery, Block-6, P.E.C.H.S, Shahrah-e-Faisal, Karachi, up to close of business on 19-03-2026, will be considered in time and be entitled to attend and vote.

2. Copies of the minutes of the 22nd Annual General Meeting held on April 17, 2025, are available for inspection by members as required under section 152 of the Companies Act, 2017. Members who will join the meeting through a video link and are desirous of inspection of the minutes of the 22nd AGM may send his/her requests via email at zia.shamsi@samba.com.pk.

### 3. Up-dation of shareholder addresses & other particulars:

Members holding shares in physical form are requested to promptly notify the Shares Registrar of the Bank of any change in their addresses or any other particulars. Shareholders maintaining their shares in electronic form should have their address updated with their participant or CDC Investor Accounts Service. Further, to comply with the requirements of section 119 of the Companies Act, 2017, and Regulation 47 of the Companies Regulations, 2024, all CDC and non-CDC shareholders are requested to have their email addresses and cell phone numbers incorporated / updated in their physical folio or CDC account.

### 4. Requirements for attending the Annual General Meeting:

- In the case of individuals, the account holder or sub-account holder whose registration details are uploaded as per the Central Depository Company of Pakistan Limited ("CDC") 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 Annual General Meeting.
- In case of a corporate entity, the Board of Directors' resolution/power of attorney with specimen signature of the nominee shall be produced at the time of the Annual General Meeting, unless it has been provided earlier, to the Bank, along with the proxy form.

### 5. Participation in AGM through electronic means:

The Bank will provide the facility to all the shareholders to participate in the Annual General Meeting via video link. Shareholders are encouraged to attend the AGM proceedings through the video link facility.

The entitled shareholders whose names appear in the Books of the Bank by the close of business on March 19, 2026, and who are interested to attend the AGM via video link are hereby requested to register themselves with the Company Secretary Office by providing the following information at the earliest but not later than 48 hours before the time of the AGM through Email agm@samba.com.pk with the following particulars:

Name of Shareholder	CNIC Number	CDC Account No./ Folio No.	Cell Number	Email Address

The bank will send the login details/password via email to the members who are registered, after the necessary verification. On the AGM Day, shareholders will be able to login and participate in the AGM proceedings through their smartphones/computer devices from any convenient location. The login facility will be opened 30 minutes before the meeting time to enable the participants to join the

meeting. Please note that only those shareholders who have already registered themselves through the above process will be able to participate in the meeting.

The members can also send their comments/suggestions related to the agenda of the Annual General Meeting (AGM) through email at zia.shamsi@samba.com.pk or WhatsApp at +92(307) 3278728.

### 6. Requirements for appointing proxies:

- A member entitled to attend and vote at this meeting is entitled to appoint a proxy to attend, speak, and vote on his/her behalf. A proxy (except for a corporate entity) must be a member of the Bank. Proxy form, in order to be effective, must be received at the Registered Office of the Bank, duly stamped and signed not less than 48 hours before the time of the meeting. In case of a corporate entity, the Board of Directors' Resolution/Power of Attorney with specimen signatures shall also be submitted along with the Proxy Form to the Bank. (No account shall be taken of any part of the day that is not a working day).
- The entitled shareholders are requested to keep with them their original Computerized National Identity Cards (CNICs) / Passport along with their folio numbers / participant(s) ID numbers and CDC account numbers at the time of attending the Annual General Meeting in order to facilitate identification of the respective shareholders. The proxy shall also produce his/her original CNIC or Passport at the time of the meeting.

### 7. Audited Financial Statements through e-mail:

In pursuant to Section 223(6) of the Companies Act 2017 and SECP S.R.O. 389 (I) / 2023 dated March 21, 2023, the Annual Report 2025 which includes Auditors' Report along with Audited Financial Statements, Directors' Report, Chairman's Review Report and Notice of Annual General Meeting are being e-mailed to the members who have provided their e-mail addresses. Members are also requested to inform change (if any) in their registered e-mail addresses to the relevant Participants / Investor Account Services of the CDC / Share Registrar of the Bank (as the case may be) for the aforesaid purpose. Members of the Bank who wish to receive the hard copy of the Annual Report are requested to send a standard request form to our Share Registrar. The standard request form can be downloaded from the Bank's website link,

<https://www.samba.com.pk/samba/overviews/notices>.

The Annual Report of the Bank has also been uploaded on the website of the Bank which can be downloaded from the following weblink or QR enabled code given on the top right of this notice. Weblink

<https://www.samba.com.pk/samba/overviews/financial-reports>.

### 8. Submission of CNIC (Mandatory):

- Shareholders who have not yet submitted a copy of their valid CNIC or valid Passport to the Bank, are once again reminded to send the same by March 19, 2026. The CNIC number /NTN details are mandatory and are also required for checking the tax status as per the Active Taxpayers List (ATL) issued by the Federal Board of Revenue ("FBR") from time to time.
- Individual Shareholders (including all joint holders) holding physical share certificates of the Bank are requested to submit a copy of their valid CNIC to the Bank or its Share Registrar if not already provided. The shareholders, while sending CNIC must quote their respective folio numbers.
- In case of non-receipt of a copy of a valid CNIC, the Bank will be constrained under Section 243 (3) of the Companies Act, 2017 ("Companies Act") to withhold the dividend of such shareholders.

### 9. Provision of IBAN for payment of cash dividend electronically (Mandatory):

- In compliance with Section 242 of the Companies Act, 2017 it is mandatory for a public listed company to pay cash dividends to its shareholders through electronic mode ONLY, directly into the bank account designated by the eligible shareholder.
- Therefore, all shareholders, who have not provided their bank details are once again, through this notice, requested to update their accurate and complete 24 digits IBAN together with the bank's name, branch address, CNIC number, and correct email address with respective Participants/Investors' Account Services of CDC, for electronic form of shares, and in case of physical shareholding with our Shares Registrar, M/s. FAMCO Share Registration Services (Pvt.) Limited, at the address given above. This will enable payment of past-withheld dividends.
- Please note that, as per Section 243(3) of the Companies Act, 2017, listed companies are entitled to withhold payment of dividends if the necessary information is not provided by shareholders.
- E-Dividend Mandate Form is available on the Bank's website for the convenience of shareholders.

### 10. Deposit / Conversion of Physical Shares into Book-Entry Form:

The shareholders having physical share certificates of the Bank are advised to place / convert their physical shares into Book-Entry Form in CDC as required under the provisions of Section 72 of the Companies Act, 2017.

### 11. Registration in the CCDR Web Portal of CDC:

Central Depository Company (CDC) has developed a Centralized Cash Dividend Registrar ("CCDR"), on its eService's web portal, which contains details pertaining to cash dividends paid, unpaid, or withheld by listed companies. CCDR maintains a recent history of dividends paid to shareholders by listed companies and access to such information is provided to the respective shareholders including details of Income Tax / Zakat deduction etc. (if any) and the net amount credited into their accounts.

Shareholders of the Bank are requested to register themselves on CDC's e-services Portal <https://www.cdaccess.com.pk> to access the above facility.

### 12. Unclaimed Dividend / Shares Certificates U/s 244 of the Companies Act, 2017:

An updated list of unclaimed dividends/shares certificates of the Bank, which have remained unclaimed or unpaid for three years from the date these have become due and payable, is available on the Bank's website <https://www.samba.com.pk/samba/overviews/notices>.

Claims can be lodged by shareholders on the Claim Form as is available on the Bank's website. Claim Forms must be submitted to the Bank's Share Registrar for receipt of dividends/ shares.

### 13. Prohibition on grant of gifts to Shareholders:

The Securities and Exchange Commission of Pakistan (the "SECP"), through its Circular 2 of 2018, dated February 9, 2018 and S.R.O.452(1)/2025 has strictly prohibited companies from providing gifts or incentives, in lieu of gifts (tokens/coupons/lunches/takeaway/packages) in any form or manner, to shareholders at or in connection with general meetings. Under Section 185 of the Act, any violation of this directive is considered an offense, and companies failing to comply may face penalties.

### 14. Proxy Form:

The proxy form is enclosed and also available on the Bank's website

<https://www.samba.com.pk/samba/overviews/notices>.

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