

Notice of the Nineteenth Annual General Meeting

Notice is hereby given that the 19th (Nineteenth) Annual General Meeting of Samba Bank Limited (the "Bank") will be held on Monday, February 28, 2022 at 1:00 p.m. ("PST") at the Hotel Serena, Islamabad - Pakistan to transact the following business.

Ordinary Business

- To confirm the minutes of the 18th Annual General Meeting held on March 29, 2021.
- To receive, consider and adopt the Annual Audited Accounts of the Bank for the year ended December 31, 2021, together with the Reports of the Directors and Auditors thereon.
- To appoint Auditors and to fix their remuneration for a term ending at the conclusion of the next Annual General Meeting. The retiring Auditors, M/s KPMG & Taseer Hadi & Co., Chartered Accountants, being eligible, have offered themselves for reappointment.
- To elect eight Directors of the Bank, as fixed by the Board under the provisions of section 159 of the Companies Act, 2017 for a period of 3 years commencing from February 28, 2022.

The names of the retiring Directors are:

- | | |
|------------------------|---------------------------|
| i. Dr. Shujaat Nadeem | ii. Mr. Aiman Gusti |
| iii. Mr. Humayun Murad | iv. Mr. Hussein Eid |
| v. Mr. Timour Pasha | vi. Hafiz Mohammad Yousaf |
| vii. Mr. Tariq Javed | viii. Ms. Zeeba Ansar |

- To approve, as recommended by the Board of Directors, payment of final cash dividend for the year ended December 31, 2021 at the rate of Rs. 0.60 per share i.e. 6%.

Any Other Business

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

February 7, 2022
Karachi

By the Order of the Board

Zia-ul-Husnain Shamsi
Company Secretary

NOTES:

- Share Transfer Books of the Bank will remain closed from 22-02-2022 to 28-02-2022 (both days inclusive). Transfer received in order at Bank's Registrar, M/s. Famco Associates (Pvt.) Ltd., 8-F, Near to Hotel Faran, Nursery, Block-6, P.E.C.H.S, Shahrah-e-Faisal, Karachi, upto close of business on 21-02-2022 will be considered in time and to be entitled to attend and vote.
- Copies of the minutes of the 18th Annual General Meeting dated March 29, 2021 are available for inspection by Members as required under section 152 of the Companies Act, 2017. Members who will join the meeting through video link and desirous of inspection of the minutes of the 18th AGM may send his/her request via email at zia.shamsi@samba.com.pk
- Any member desirous to contest the Election of Directors shall file the following with the Company Secretary of the Bank not later than February 14, 2022 i.e. fourteen days before the day of the above said meeting;
 - His/her intention to offer himself/herself for the election in terms of section 159 (3) of the Companies Act 2017. He/she should confirm that;
 - He/she is not ineligible to become a director of the Bank under any applicable laws and regulations (including Listing Regulations of Pakistan Stock Exchange).
 - Neither he/she nor his/her spouse is engaged in the business of brokerage or is a sponsor, director or officer of a corporate brokerage house.
 - He/she is not serving as a director in more than seven listed companies simultaneously. Provided that this limit shall not include the directorships in the listed subsidiaries of a listed holding company.
 - Consent to act as director in Form 28 under Section 167 of the Companies Act 2017.
 - Fit and Proper Test Proforma. Affidavit, Declarations, Annexure and Questionnaire as required in terms of State Bank of Pakistan's BPRD Circular No. 05 dated November 22, 2021.

A copy of the relevant documents may be downloaded from the websites of the Securities & Exchange Commission of Pakistan ("SECP") and State Bank of Pakistan ("SBP") or may be obtained from the office of the Company Secretary of the Bank.

- Shareholders are requested to notify any change in their addresses to the Bank's Shares Registrar, M/s. Famco Associates (Pvt.) Ltd., 8-F, near to Hotel Faran, Nursery, Block-6, P.E.C.H.S, Shahrah-e-Faisal, Karachi, immediately. Shareholders holding shares in electronic form with CDC must notify change of address to their participants or CDC Investor Account Services with whom their shares are placed.
- A member entitled to attend and vote at the Annual General Meeting may appoint another member as his/her proxy to attend and vote for him/her provided that a corporation may appoint as its proxy a person who is not a member but is duly authorized by the corporation. Proxies must be received at the Registered Office of the Bank not less than 48 hours before the time of the holding of the Annual General Meeting.

A. 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.
- CDC account holders will be required to follow the under mentioned guidelines as laid down in Circular No. 01 dated January 26, 2000, of the Securities and Exchange Commission of Pakistan for attending the meeting.
- In the 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.

B. PARTICIPATION IN AGM THROUGH ELECTRONIC MEANS:

In light of the continuing threats posed due to COVID-19 pandemic and to protect wellbeing of the Shareholders, the Securities & Exchange Commission of Pakistan ("SECP") vide its Circular No. 4 of 2021 dated 15th February, 2021 directed the listed companies to hold general meetings through video link, webinar, zooming etc. in addition to the requirements of holding physical meeting.

The entitled shareholders whose names appear in the Books of the Bank by the close of business on February 21, 2022 and who are interested to attend AGM through online platform 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 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

Bank will send the login details/password via email addresses of 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/laptop/tablet or 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 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.

C. REQUIREMENTS FOR APPOINTING PROXIES:

- 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 Regulations, shall submit the proxy form as per the above requirement.
- The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
- Attested copies of the CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- The proxy shall produce his/her original CNIC or original passport at the time of the Annual General Meeting ("AGM").

D. CIRCULATION OF ANNUAL AUDITED ACCOUNTS VIA EMAIL/CD/USB/DVD OR ANY OTHER MEDIA:

Pursuant to the directions given by the Securities and Exchange Commission of Pakistan ("SECP") through its SRO 787(1)/2014, dated September 8, 2014 and SRO 470(1)/2016 dated May 31, 2016, that have allowed the companies to circulate its Annual Audited Accounts (i.e. Annual Balance Sheet and Profit and Loss Accounts, Statements of Comprehensive Income, Cash Flow Statement, Notes to the Financial, Statements Auditor's and Director's Report) to its members through CD / DVD / USB / or any other Electronic Media at their registered Addresses.

Shareholders who wish to receive the hardcopy of Financial Statements shall have to fill the standard request form (also available on the company's website www.samba.com.pk) and send us to the Company address.

E. 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 latest by February 15, 2022. The CNIC number /NTN details is mandatory and is 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 therefore 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 cases of non-receipt of the copy of a valid CNIC, the Bank will be constrained under Section 243 (3) of the Companies Act, 2017 the ("Companies Act") to withhold dividend of such shareholders.

F. CHANGE OF ADDRESS AND/OR EMAIL ADDRESS:

Shareholders having physical scrip of shares are requested to promptly notify change in their postal address and/or email address, if any, to our Share Registrar, in writing, whereas CDC account holders are requested to update their addresses with their CDC Participant/CDC Investor Account Services.

G. PAYMENT OF CASH DIVIDEND ELECTRONICALLY - PROVISION OF IBAN, MANDATORY:

It is mandatory for a listed company to pay cash dividend to its shareholders only through electronic mode by making direct remittance into their respective bank accounts designated by the entitled shareholder(s) ("the Bank Account"), whose title must commence with the principal shareholder's name. Therefore, the Company will be remitting the dividend proceeds directly into the Bank Accounts of its Shareholders, instead of issuing physical Dividend Warrants. In order to receive dividends directly into their Bank Accounts, Members holding shares in physical form are requested to submit their International Bank Account Number (IBAN) using the

"Electronic Credit Mandate Form", available on Bank's website i.e. www.samba.com.pk/samba/overviews/notices. Please fill and send the completed Form along with a copy of a valid CNIC to the Share Registrar of the Company at info.shares@famco.com.pk latest by February 19, 2022. Shareholders who hold shares in CDC accounts should provide their mandate to their respective participant or CDC Investor Account Services.

H. WITHHOLDING TAX ON DIVIDENDS:

Shareholders are informed that under section 150 of the Income Tax Ordinance, 2001 ("the Ordinance"), different tax rates are prescribed for deduction of income tax on amounts of dividend payments by companies. The current tax rates for resident shareholders are as under:

- 15% for persons appearing in active taxpayers' list (ATL) for income tax returns, and
- 30% for persons not appearing ATL for income tax returns.

Those shareholders, whose names are not entered into the ATL provided on the website of Federal Board of Revenue (FBR), despite the fact that they are filers, are advised to make sure that their names along with their valid CNICs/NTNs are entered into ATL before the first day of book closure enabling the Bank to make tax deduction on the amount of cash dividend @ 15% instead of 30%.

The corporate shareholders having CDC accounts are requested to provide their National Tax Numbers (NTNs) to their respective CDC Participants/COC Account Services, whereas corporate shareholders having shares in physical form should send a copy of their NTN certificate to the Bank's Share Registrar.

As per FBR's clarification letters C. No. 1(29) WHT/2006 dated June 30, 2010 and C.No.1(43) DG(WHT)/2008-Vol-II.664 17-R dated May 12, 2015, a valid Exemption Certificate under Section 159 of the Ordinance is mandatory to claim exemption of withholding tax under Clause 47(B) of Part-IV of Second Schedule to the Ordinance. Such shareholders who have valid tax exemption certificate or reduced rate certificate issued by FBR must provide the certificate to the Bank before payment of dividend to claim exemption/application of reduced rate from deduction of tax, otherwise tax deduction will be made on dividend amount as per rates prescribed in section 150 of the Ordinance.

I. TAX IN CASE OF JOINT SHAREHOLDERS:

The Federal Board of Revenue has clarified that where the shares are held in joint accounts/names, each account/joint holder will be treated individually as either a filer or a non-filer and tax will be deducted according to his/her shareholding proportion. If the share proportion (of joint holders) is not determined, then each account/joint holder will be assumed to hold equal proportion of shares and the tax deduction will be made accordingly.

In view of the above, shareholders are requested to provide shareholding proportion of each joint shareholder(s) to the Bank's Share Registrar latest by February 19, 2022 in the following manner:

Company Name	Folio / CDS Account No.	Total Shares	Principal Shareholder		Joint Shareholder	
			Name & CNIC No.	Shareholding proportion No. of shares	Name & CNIC No.	Shareholding proportion No. of shares

J. ZAKAT DEDUCTION: To claim exemption from compulsory deduction of Zakat, shareholders are requested to submit a notarized copy of their Zakat Declaration Form "CZ-50" on NJSP of Rs. 50/- to the Share Registrar.

K. E-VOTING: Members can exercise their right to demand a poll subject to meeting requirements under Sections 143-145 of Companies Act and applicable clauses of Companies (Postal Ballot) Regulations 2018.

L. UNCLAIMED DIVIDEND / SHARES U/S 244 OF THE COMPANIES ACT, 2017:

An updated list for unclaimed dividend/shares of the Company, which have remained unclaimed or unpaid for a period of three years from the date these have become due and payable, is available on the Bank's website www.samba.com.pk/samba/overviews/notices.

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