



THE BANK OF PUNJAB

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 26th Annual General Meeting of the members of The Bank of Punjab will be held at Sapphire Banquet Hall, New Garden Town, Lahore on Friday, 28th April, 2017 at 09:30 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To confirm the minutes of Extra Ordinary General Meeting held on December 19, 2016.
2. To receive, consider and adopt the Annual Audited Financial Statements of the Bank of Punjab for the year ended December 31, 2016 together with the Director's and the Auditors' reports thereon.
3. To appoint Auditors for the year ending December 31, 2017 and to fix their remuneration.

SPECIAL BUSINESS:

1. Conversion of TFCs into Ordinary Shares of the Bank upon the occurrence of a Point of Non-Viability as determined by the State Bank of Pakistan.

"RESOLVED THAT with respect to the Term Finance Certificate Issue ("TFCs") of The Bank of Punjab ("Bank") in the amount of PKR 2,500,000,000/- (Pak Rupees Two Billion Five Hundred Million) pursuant to the terms of the Trust Deed dated December 6, 2016 and in accordance with the directions of the State Bank of Pakistan's ("SBP") instructions regarding loss absorbency as provided under the "Instructions for Basel III Implementation in Pakistan" ("Basel III Rules") issued under BPRD Circular # 06 dated August 15, 2013 as amended from time to time, in the event SBP exercises its option to convert the TFCs into ordinary shares of the Bank upon the occurrence of a Point of Non-Viability ("PONV"), such ordinary shares shall be issued other than by way of rights in accordance with the proviso provided under section 86(1) of the Companies Ordinance, 1984 ("Additional Shares").

FURTHER RESOLVED that the issuance of such Additional Shares shall be based on the market value of the shares of the Bank on the date of trigger of PONV as declared by SBP and shall be subject to a cap of 207,000,000 (Two Hundred and Seven Million) additional ordinary shares being issued, or such other number as may be agreed to in consultation with SBP and shall further be subject to approval of the Securities and Exchange Commission of Pakistan in accordance with the proviso under section 86(1) of the Companies Ordinance, 1984.

FURTHER RESOLVED that the President/CEO or Company Secretary of the Bank, be and are hereby singly authorized to take all steps, necessary, ancillary and incidental to the above and are further authorized to sign execute and deliver all necessary documents, agreements and letters on behalf of the Bank, as may be deemed appropriate and as may be required for the purposes abovementioned."

2. Any other item of business with the permission of the Chair.

Lahore: April 07, 2017

By order of the Board
Raza Saeed
Secretary to the Board.

NOTES:

1. The Register of Members and the Share Transfer Books of the Bank shall remain closed for transfer from 21-04-2017 to 27-04-2017 (both days inclusive).
2. All members are entitled to attend the meeting; however, the right of vote is restricted to those who are registered as such for a period of not less than three months prior to the date of the meeting as per section 17(1) of The Bank of Punjab Act, 1989.
3. Proxies in order to be effective must be deposited at the Corporate Affairs Department of The Bank, BOP Tower, 10-B, Block-E-II, Main Boulevard, Gulberg-III, Lahore not less than 48 hours before the meeting. The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form. In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature shall be submitted (unless it has been provided earlier) along with proxy form to the Company.
4. A member is entitled to appoint another member as proxy to attend the meeting.
5. The members should quote their Folio number in all correspondence with the Bank and at the time of attending the Meeting.
6. Members are requested to promptly notify any change in their addresses to our Registrar M/s. CORPLINK (Pvt.) Limited, Wings Arcade, 1-K, Commercial, Model Town, Lahore before book closure so that entitlement, if any, be dispatched at the correct addresses.
7. CDC Account holders will further have to follow the under mentioned guidelines as laid down in Circular 01 dated January 26, 2000 issued by the Securities & Exchange Commission of Pakistan:
 - A. FOR ATTENDING THE MEETING
 - i. In case of individual, the account holder or sub-account holder 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 have to be produced (unless it has been provided earlier) at the time of the meeting.
 - B. FOR APPOINTING PROXIES
 - i. In case of individual, the account holder or sub-account holder 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 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 have to be submitted (unless it has been provided earlier) along with proxy form to the Company.
8. Entry of the member or his/her duly authorized person will be on strict identification as per specimen signature on the Bank's record.
9. SECP vide SRO # 787 (I)/2014 dated 8th September, 2014 has allowed companies to circulate Annual Audited Financial Statements along with notice of Annual General Meeting to its members through email. Shareholders who desire to receive the Bank's Annual Audited Financial Statements and notice of Annual General Meeting through email, in future, are requested to fill the requisite form available on Bank's Website i.e. www.bop.com.pk.
In case any member who has provided consent to receive Annual Audited Financial Statements and notice of Annual General Meeting through email subsequently requests for a hard copy, the same shall be provided free of cost within 7 days of the receipt of such request.
10. Pursuant to SECP Circular No. 10 of 2014 dated 21st May, 2014, if Bank receives consent form from the members holding aggregate 10% or more shareholding residing at geographical location to participate in the meeting through video conference at least 10 days prior to the date of meeting, the Bank will arrange video conference facility in that city subject to availability of such facility in that city. To avail this facility please provide following information and submit to the Corporate Affairs Department, Lahore.

I/We _____ of _____ being a member of The Bank of Punjab, holding _____ ordinary shares as per registered Folio/CDC Account No. _____ hereby opt for video conference facility at _____

Signature of Member(s) _____

The Bank will intimate members regarding venue of conference facility at least 5 days before the date of general meeting along with complete information necessary to enable them to access such facility.

A statement under Bank's Bye-Laws # 18-IV(ii) and under Section 160(1)(b) of the Companies Ordinance 1984 setting out the details relating to the above Special Business to be transacted in the Annual General Meeting is being sent to the shareholders along with the Notice of the Meeting.

Note: The Annual Report-2016 has been placed on Bank's website www.bop.com.pk. Further, Bank's Financial Statements for the year ended December 31, 2016 have also been published in the daily "Business Recorder" dated March 31, 2017.

THE BANK OF PUNJAB
CORPORATE AFFAIRS DEPARTMENT, BOP TOWER, 4th FLOOR,
10-B, BLOCK E-II, MAIN BOULEVARD, GULBERG-III, LAHORE.
TEL: 042-35783976, FAX: 042-35783975

BUSINESS RECORDER LAHORE FRIDAY 7 APRIL 2017 9