

The General Manager,
Pakistan Stock Exchange Ltd.,
Stock Exchange Building,
Stock Exchange Road,
Karachi.

Dear Sir,

67TH ANNUAL GENERAL MEETING:


SECOND NOTICE FOR SPECIAL BUSINESS PERTAINING TO THE APPROVAL OF THE SCHEME OF AMALGAMATION TO BE CONDUCTED AT THE ANNUAL GENERAL MEETING IN ACCORDANCE WITH THE REQUIREMENTS OF SECTION 48 OF THE BANKING COMPANIES ORDINANCE, 1962.

We enclose a photocopy of the **Second Notice** for special Business pertaining to the approval of the Scheme of Amalgamation in accordance with the requirements of section 48 of the banking companies ordinance, 1962 to be conducted at the 67th Annual General Meeting of National Bank of Pakistan to be held on Wednesday the 30th March, 2016, at 09:00 A.M. at Crystal Ball Room, Marriott Hotel, Karachi, for circulation amongst your members.

The enclosed notice is being published on **Wednesday, the 16th March 2016**, in the newspapers.

Thanking you,

Yours sincerely,


(S. M. Ali Zamin)
Secretary (Board)

Encl: (a.a.)

SECOND NOTICE FOR SPECIAL BUSINESS PERTAINING TO THE APPROVAL OF THE SCHEME OF AMALGAMATION TO BE CONDUCTED AT THE ANNUAL GENERAL MEETING IN ACCORDANCE WITH THE REQUIREMENTS OF SECTION 48 OF THE BANKING COMPANIES ORDINANCE, 1962

In accordance with section 48 of the Banking Companies Ordinance, 1962, second notice is hereby given that the 67th Annual General Meeting ("AGM") of National Bank of Pakistan (the "Bank") will be held on **Wednesday, 30th March, 2016 at 9:00 A.M. (PST)**, at the **Crystal Ball Room, Marriott Hotel, Karachi** to transact, *inter alia*, the following business:

Special Business at Agenda No. 5

To consider and, if thought fit, approve the Scheme of Amalgamation recommended by the Board of Directors of the Bank for the amalgamation of NBP Leasing Limited, the wholly owned subsidiary of the Bank, with and into the Bank, in accordance with section 48 of the Banking Companies Ordinance, 1962, and pass the following resolutions, with or without modifications:

- (a) **RESOLVED THAT** subject to obtaining all necessary regulatory approvals, including the approvals of the State Bank of Pakistan and the Securities and Exchange Commission of Pakistan, NBP Leasing Limited be amalgamated with and into National Bank of Pakistan under section 48 of the Banking Companies Ordinance, 1962 in accordance with the Scheme of Amalgamation to be sanctioned by the State Bank of Pakistan ("**Merger**").
- (b) **FURTHER RESOLVED THAT** the Scheme of Amalgamation, as approved and recommended by the Board of Directors of National Bank of Pakistan and circulated to the shareholders of the Bank, be and is hereby approved in accordance with the provisions of section 48 of the Banking Companies Ordinance, 1962, subject to any modifications which may be carried out as per the requirements of the Securities and Exchange Commission of Pakistan or the State Bank of Pakistan and/or for the purposes of rectifying any error, clarification or elaboration.
- (c) **FURTHER RESOLVED THAT** Mr. Amir Sattar, the SEVP/CFO of the Bank and Mr. Khawaja Amin-ul- Azam, the EVP/Head, Islamic Banking of the Bank, be and are hereby authorized to jointly take all steps necessary, ancillary and incidental for the purposes of the Merger including, but not limited to, (i) executing all necessary documents pertaining to the Merger including, but not limited to, the Scheme of Amalgamation, applications, affidavits and any other related documents; (ii) taking all steps and actions for obtaining the requisite consents from the relevant regulatory authorities, members/shareholders and any other persons (as applicable) with respect to the Merger and all ancillary matters; (iii) filing, pursuing and taking any and all necessary actions in respect of submitting applications to the relevant authorities, including representing the Bank, with respect to the Merger and obtaining the approvals of the same; (iv) making such alterations and changes in the Scheme of Amalgamation as may be expedient or necessary for satisfying the requirements or conditions imposed by either the State Bank of Pakistan and/or the Securities and Exchange Commission of Pakistan; (v) appointing consultants, attorneys, advocates, advisors and counsels for the purposes of the Merger; and (vi) generally doing all acts, deeds and things as may be required with respect to the aforementioned resolutions and implementing the Scheme of Amalgamation in terms thereof along with all incidental actions in respect of the same.

Notice of AGM together with statement of material facts in respect of special business to be considered at the AGM and scheme of amalgamation for merger of NBP Leasing Limited with and into the Bank have been sent to the members. The Scheme of Amalgamation is available for inspection to any person entitled to attend the AGM at the office of the Secretary (Board) of the Bank, during normal office hours; copies of the same may also be obtained upon request by such persons from the office of the Secretary (Board) of the Bank free of cost during normal office hours till the date of the AGM.

By the Order of the Board
Sd/=
Secretary (Board)

Karachi

Dated: March 16, 2016

Notes:

- i) The Share Transfer Books of the Bank shall remain closed from 23-03-2016 to 30-03-2016 (both days inclusive). Transfers received at Mssrs. Central Depository Company of Pakistan Limited, CDC House 99-B, Block "B", SMCHS, Main Shahrah-e-Faisal, Karachi – 74400, the Bank's Registrar and Share Transfer Agent, at the close of the business on 22-03-2016 will be treated in time for purpose of attending the meeting and entitlement of any Cash Dividend.

- ii) A member eligible to attend and vote at the AGM is entitled to appoint another member as a proxy to attend and vote on his/her behalf. The Government of Pakistan, State Bank of Pakistan and any Corporation(s), being a member of the Bank, may nominate any person as its representative to attend the AGM under authority of a Power of Attorney or a Board of Directors' Resolution. Proxies or nominations, in order to be effective and valid, must be received at the office of the Bank's Registrar/Share Transfer Agent, Messrs Central Depository Company of Pakistan Limited, CDC House 99-B, Block "B", SMCHS, Main Shahrah-e-Faisal, Karachi – 74400, not later than 48 hours before the time of holding the AGM.
- iii) CDC Account Holders will further have to follow the under mentioned guidelines as laid down in Circular 1 dated January 26, 2000 issued by the Securities and Exchange Commission of Pakistan:
- a. For Attending the Meeting:
- In case of Individuals, the account holder or sub-account holder shall authenticate his/her identity by showing his original Computerized National Identity Card ("CNIC") or original Passport at the time of attending the meeting,
 - In case of corporate entity, the original or duly authenticated Board of Directors' resolution/power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of the meeting.
- b. For Appointing Proxies:
- In case of individuals, the account holder or sub-account holder 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 furnished with the proxy form.
 - The proxy shall produce his/her original CNIC or original Passport at the time of the meeting.
 - In case of corporate entity, the original or duly authenticated Board of Directors' resolution/power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) along with proxy form to Messrs Central Depository Company of Pakistan Limited.
- iv) CDC Account Holders and Sub-account Holders, whose registration details are available in Share Book Detail Report shall have to produce respective original CNICs or original Passports for the purpose of identification to participate in the AGM. Such Account Holders and Sub-account Holders should know the CNIC numbers and CDC Account Number of the respective partner and should bring the same along with them. In case of proxy, the person should positively attach the attested copy of the CNIC or Passport. In case of corporate member's representative, usual documents should be accompanied for the same purpose.
- v) Members are requested to immediately notify any change in their addresses to the Bank's Registrar and Share Transfer Agent, Central Depository Company of Pakistan Limited.
- vi) **CONSENT FOR VIDEO CONFERENCE FACILITY**
In compliance of Circular No. 10 dated May 21, 2014 of the SECP, shareholders of the Bank are informed that they can also avail video conference facility. In this regard please fill the following and submit to the registered address of the Bank 10 days before holding of the AGM. If the Bank 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 the date of the AGM, the Bank will arrange video conference facility in that city subject to availability of such facility in that city. The Bank will intimate members regarding the venue of video conference facility at least five days before the date of the AGM along with complete information necessary to enable them to access such facility.

I/We, _____ of _____, being a member of National Bank of Pakistan, holding _____ Ordinary Share(s) as per Register Folio No./CDC Sub-Account No. _____ hereby opt for video conference facility at _____.

Signature of Member