

NOTICE OF EXTRAORDINARY GENERAL MEETING.

Notice is hereby given that the **Extraordinary General Meeting (“EOGM”)** of National Bank of Pakistan, (**“Bank”**) will be held on **Wednesday the February 08, 2012 at 10:00 A.M. (PST), at Crystal Ball Room, Marriott Hotel, Karachi.**

The following business will be transacted in the meeting:

Ordinary Business:

1. To confirm minutes of Extraordinary General Meeting held on 20th June, 2011, at Karachi.

Special Business:

2. To ratify the approval given by the Board of Directors in respect of the salary package, other terms & conditions and contract of appointment of Mr. Qamar Hussain, President of the Bank.
3. For the purpose of meeting the requirements of the Banks (Nationalization) Act, 1974, to approve / ratify (i) the salary and other benefits paid to Mr. S. Ali Raza the former President of the Bank from July 01, 2003 to January 14, 2011 (salary & benefits paid from July, 1 2003 to December 31, 2010 have already been approved in previous AGMs as part of the audited Annual Accounts), (ii) post separation continuation of existing medical facility including payment of premium of International Health Insurance for Mr. S. Ali Raza and his dependent family members and (iii) end of service benefits of Mr. S. Ali Raza.
4. To approve the remuneration and office facilities of the Non-executive Chairman of NBP in accordance with the terms of the Banks (Nationalization) Act, 1974.
5. For the purpose of meeting the requirements of the Banks (Nationalization) Act, 1974, to approve benefit of Contributory Provident Fund to former President Mr. S. Ali Raza at 10% of the Basic Pay as per decision taken by the Board of Directors in its 124th meeting held on 07-08-2004 with effect from 01-01-2004 and Payment of Profit as admissible to regular employees of the Bank, on his own as well as Bank's Contribution of Provident Fund.
6. To transact any other business with the permission of the Chairman.

By Order of the Board

Karachi

Dated: January 17, 2012

(Qamar Hussain)
President

Note:

- i) The Share Transfer Books of the Bank shall remain closed from 01-02-2012 to 08-02-2012 (both days inclusive). Transfers received at Messrs Central Depository Company of Pakistan Limited, CDC House 99-B, Block “B”, SMCHS, Main Shahra-e-Faisal, Karachi – 74400, the Bank's Registrar and Share Transfer Agent, at the close of the business on 31-01-2012 will be treated in time for purpose of the entitlement of attending the meeting.*
- ii) A member eligible to attend and vote at the EOGM 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 EOGM 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 Shahra-e-Faisal, Karachi – 74400, not later than 48 hours before the time of holding the EOGM.*

- 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 Cards (“CNICs”) 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) *Members are requested to immediately notify any change in their addresses to the Bank’s Registrar and Share Transfer Agent, Messrs Central Depository Company of Pakistan Limited.*