



NOTICE OF THIRTIETH ANNUAL GENERAL MEETING

Notice is hereby given that the Thirtieth Annual General Meeting of the Shareholders of The Bank of Khyber will be held on Monday, March 29, 2021 at 10:30 a.m. at Pearl Continental Hotel, Peshawar to transact the following business:

Ordinary Business

1. To confirm the minutes of the Twenty Ninth Annual General Meeting (AGM) held on March 27, 2020.
2. To receive, consider and adopt the Audited Accounts of the Bank for the year ended December 31, 2020, together with the Directors' and Auditors' Reports thereon.
3. To appoint auditors for the year ending December 31, 2021 and fix their remuneration. Bank's auditors Messrs. EY Ford Rhodes, Chartered Accountants, retired and being eligible, offer themselves for re-appointment.
4. To consider, and if thought fit, approve as recommended by the Board of Directors, final cash dividend for the year 2020 @ Rupees 1.50 per share i.e. 15% to the shareholders of the Bank.

Special Business

5. To consider, and if thought fit, approve as recommended by the Board of Directors, issuance of Bonus Shares for the year 2020 in proportion of 5 ordinary shares for every 100 ordinary shares i.e. 5% to the shareholders of the Bank.

Other Business

6. Any other business with the permission of the Chair.

Statement under section 134 (3) of the Companies Act, 2017 pertaining to special business is enclosed.

By Order of the Board

Zahid Sahibzada
Company Secretary

Peshawar: March 8, 2021

Notes:

- a. Share Transfer Books of the Bank will remain closed from Tuesday, March 23, 2021 to Monday, March 29, 2021 (both days inclusive) to determine the names of members entitled to receive the final Cash Dividend along with Bonus Shares and attend and vote in the meeting.

Transfers received in order at the office of our Share Registrar, M/s. THK Associates (Pvt.) Limited, located at Plot No. 32-C, Jami Commercial Street 2, D.H.A., Phase-VII, Karachi-75500 by the close of business on Monday, March 22, 2021 will be treated in time for the said purpose.

- b. All members are entitled to attend and vote at the meeting.
- c. A member entitled to attend and vote at the meeting, is entitled to appoint another member as a proxy to attend, speak and vote for him/her.
- d. An instrument of proxy applicable for the meeting is being provided with the notice sent to members. Further copies of the instrument of proxy, if required, may be obtained from the Registered Office of the Bank during normal office hours.
- e. An instrument of proxy and a Power of Attorney or other authority (if any) under which it is signed, or notarized copy of such Power of Attorney must be valid and deposited at the Registered Office of the Bank not less than 48 hours before the time of the meeting.
- f. In case of Proxy for an individual beneficial owner of CDC, attested copies of beneficial owner's NIC or passport, Account and Participant's I.D. numbers must be deposited along with the Form of Proxy. In case of Proxy for corporate members, he/she should bring the usual documents required for such purpose.

In case of corporate entity, the resolution of Board of Directors / Power of Attorney with specimen signature of the nominee shall be produced along with the proxy form at the time of attending the meeting.

- g. Members are requested to immediately communicate any change in their registered addresses to our above-mentioned Share Registrar before start of the book closure period.
- h. Form of Proxy, if required, should be signed on Rs.5/- Revenue Stamp.

Payment of Cash Dividend Electronically (e-Dividend) / Dividend Mandate

As per provisions of the Companies (Distribution of Dividends) Regulations, 2017, the Bank is required to withhold cash dividend payment of those shareholders whose dividend mandate information and/or CNIC detail is not available at the time of payment of cash dividend.

Those shareholders who have not yet provided their dividend mandate / bank account details are requested to provide the same to their respective Participants / Brokers (if shares are held electronically) or to the Share Registrar (if shares are held in physical form) for credit of cash dividends directly into their designated bank accounts through electronic modes.

The required dividend mandate information must include i) Name of Shareholder ii) Folio No / CDC Participant ID A/C No. iii) CNIC No. iv) Cell No. / Landline Phone No. v) Title of Bank Account vi) IBAN vii) Bank Name viii) Branch Name and Address.

Valid copy of CNIC is also required to be provided to our Share Registrar at their address, if not submitted.

Un-claimed Dividends / Shares

The shareholders are hereby informed that in accordance with Section 244 of the Companies Act, 2017 and The Unclaimed Shares, Modaraba Certificates, Dividend, Other Instruments and Undistributed Assets Regulations, 2017, the companies are required to deposit cash dividends to the credit of the Federal Government and shares to the Commission, which are undelivered / unclaimed for a period of three (3) years or more from the date it is due and payable. The notices to this fact had already been dispatched to the relevant shareholders and published accordingly.

Shareholders who have not yet collected/received their dividends/shares are advised to contact our Share Registrar for details.

Video Conference Facility for Attending General Meetings

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 07 days prior to 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 a request to be submitted to registered address of the Bank 07 days before holding of the Annual General Meeting.

Statement under Section 134 (3) of the Companies Act, 2017

This statement set out the material facts concerning the Special Business at item No.5 of the notice to be transacted at the Annual General Meeting of the Bank to be held on March 29, 2021.

Item No. 5 – Issue of Bonus Shares

The Board of Directors in its meeting held on March 2, 2021 has recommended issuance of Bonus Shares for the year 2020 in proportion of 5 ordinary shares for every 100 ordinary shares i.e. 5% to the shareholders of the Bank.

An amount to the extent of 5% will be appropriated from the free reserves for issuance of Bonus Shares to the shareholders as per approved proportion.

These Bonus Shares shall rank pari passu in all respects with the existing ordinary shares of the Bank.

These Bonus Shares will be issued to those members whose names appear in the register of members as at the close of business on March 22, 2021 and that the shares so issued be treated for all purpose as an increase in the paid-up capital of the Bank.