

Notice of 64th Annual General Meeting

Notice is hereby given that the 64th Annual General Meeting of Allied Bank Limited will be held at Pearl Continental Hotel, Lahore (Crystal 'A' Hall) on Friday 26th March, 2010 at 11:00 a.m. to transact the following business:

Ordinary Business:

1. To confirm the minutes of the last Extra Ordinary General Meeting held on 19th August, 2009.
2. To receive, consider and adopt the Annual Audited Accounts of the Bank for the year ended December 31, 2009 together with the Directors' and Auditors' Report thereon.
3. To consider and approve Cash Dividend @ 20% (i.e. Rs. 2.00 per share) as recommended by the Board of Directors in addition to Interim Dividend of 20% already paid for the year 2009.
4. To appoint Auditors for the year 2010 and fix their remuneration. One of the retiring joint Auditors M/s KPMG Taseer Hadi & Co. Chartered Accountants being eligible has offered themselves for reappointment. The Company has received notices from two of its members for the appointment of M/s Ford Rhodes Sidat Haider & Co., Chartered Accountants as joint auditor in place of retiring auditors M/s M. Yousof Adil Saleem & Co. Chartered Accountants who has completed maximum permissible period of 5 years as per Code of Corporate Governance.

Special Business:

5. To consider and approve Bonus Shares by utilizing Share Premium Account @ 10 % (i.e. one share for every ten shares) as recommended by the Board of Directors of the Bank for the year ended 31.12.2009.

Note: Statement under section 160 of the Companies Ordinance, 1984 is appended below.

Other Business:

6. To transact any other business with the permission of the Chair.

By Order of the Board

Waheed-ur-Rehman
Company Secretary

Date: 5th March, 2010
Place: Lahore
Registered Office:
8-Kashmir /Egerton Road,
Lahore.

Notes:

- i) All members are entitled to attend and vote at the Meeting.
- ii) A member entitled to attend and vote is entitled to appoint a proxy under his / her own hand or through his/ her duly authorized attorney to attend and vote instead of himself / herself and the proxy must be a member of Allied Bank Limited.
- iii) The instrument of proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of that power of attorney or authority in order to be effective must be deposited at the Registered Office of Allied Bank Limited not less than 48 hours before the time for holding the Meeting.
- iv) Share Transfer Books of Allied Bank Limited will remain closed from 20th March, 2010 to 26th March, 2010 (both days inclusive). Share transfers requests received at M/s Technology Trade (Pvt.) Limited, Dagia House, 241-C, Block-2, PECHS, Karachi, the Registrar and Share Transfer Office of the Bank at the close of business on 19th March, 2010 will be treated as being in time for the purpose of entitlement of cash dividend and bonus shares to the transferees.
- v) Members are requested to immediately notify the changes, if any, in their registered address to Bank's Share Registrar M/S Technology Trade (Pvt) Limited, Dagia House, 241-C, Block-2, PECHS, Karachi before book closure so that entitlement, if any, be dispatched at the correct address.
- vi) CDC Account Holders will have to follow the under mentioned guidelines as laid down by the Securities and Exchange Commission of Pakistan.

A. For Attending the Meeting:

- i) In case of individuals, the Account Holder or Sub-account Holder and / or the person whose securities are in group account and their registration details are uploaded as per the 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 Meeting.
- ii) In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature of the nominee shall be produced (if it has not been provided earlier) at the time of the Meeting.

B. For Appointing Proxies:

- i) In case of individuals, the Account Holder or Sub-account Holder and / or the person whose securities are in group account and their registration details are uploaded as per the Regulations, 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 be submitted (if it has not been provided earlier) along with the proxy form of the Company.

Statements under Section 160 of the Companies Ordinance, 1984

ITEM NO 5: ISSUANCE OF BONUS SHARES

To approve capitalization of a sum of Rs.711,000,760/- (Rupees Seven Hundred Eleven Million Seven Hundred Sixty Only) out of Share Premium Account for the issuance of bonus shares (B-6) in the proportion of one share for every ten shares and approve the following resolution by way of Special Resolution:

"Resolved that:

- a) A sum of Rs. 711,000,760/- out of shares premium account be capitalized and applied for the issuance of 71,100,076 Ordinary shares of Rs. 10 each in the proportion of one share for every ten Ordinary Shares held, allotted as fully paid-up Bonus Shares to the members of the Bank whose names appear on the Register of Members of the Bank as at close of business on March 19, 2010.
- b) The bonus shares entitlement in fraction be consolidated into whole shares and Company Secretary is hereby authorize to sell the same in the Stock Market and proceeds of sale when realized be given to a charitable institution.

- c) CEO and the Company Secretary of the Bank be and are hereby authorized and empowered to give effect to this resolution and to do or cause to be done all acts, deeds and things that may be necessary or required for issuance, allotment and distribution of Bonus Shares (B-6)."

The Directors of the Company have no interest in the property or profits of the Bank other than that as holders of ordinary shares in the capital of the Bank and dividends, if any declared by the Bank according to their share holding.

