

NOTICE OF 53rd ANNUAL GENERAL MEETING

Notice is hereby given that the 53rd Annual General Meeting (“AGM”) of the Shareholders of United Bank Limited (the “Bank”) will be held on Wednesday 28 March 2012 at 09:30 a.m. at Islamabad Serena Hotel, Islamabad to transact the following business:

Ordinary Business:

1. To confirm the minutes of the Extraordinary General Meeting held on 24 June 2011.
2. To receive, consider and, if thought fit, adopt the Annual Audited Accounts (consolidated and unconsolidated), Statement of Compliance with the Code of Corporate Governance of the Bank for the year ended 31 December 2011 together with the Directors’ Report and Auditors’ Report thereon.
3. To consider and, if thought fit, approve as recommended by the Board of Directors, final cash Dividend at the rate of Rs.6.00 per share i.e. 60%, in addition to 15% interim dividend already declared/paid for the year ended 31 December 2011.
4. To consider and, if thought fit, appoint two external auditors to hold office from this AGM till the conclusion of the next AGM of the Bank and to fix their remuneration. The retiring Auditors M/s. Ernst & Young Ford Rhodes Sidat Hyder, Chartered Accountants, and M/s. BDO Ebrahim & Company, Chartered Accountants, being eligible, have offered themselves for reappointment.

Special Business:

5. To consider and, if thought fit, approve disposal of the amount of dividend created on fractional bonus shares by passing the following resolution with or without amendment:

“**RESOLVED** that the amount of dividend Rs.93,797/- issued on fractional bonus shares in the year 2006, 2008 and 2010 be consolidated and donated to SOS Village, a charitable trust engaged in the welfare of destitute children.”

6. To consider and, if thought fit, approve the amount of remuneration paid to the non-executive Directors of the Bank for attending the Board and/or Committees meetings held during the year and in that connection to pass the following resolutions, as special resolutions, with or without modification, addition or deletion:

“**RESOLVED** that the remuneration paid to the non-executive directors of UBL including the Chairman and the Deputy Chairman during the year 2011 for attending the Board meetings and/or Committees meetings, as disclosed in note 38 of the Audited Financial Statements of the Bank for the year ended 31 December 2011 be and is hereby confirmed and approved on post facto basis.”

7. To consider and, if thought fit, approve the amendment to Article 80 of the Articles of Association of the Bank by deleting and replacing it with the proposed new Article by passing the following resolution as special resolution with or without amendment subject to the approval of the Stock Exchanges and State Bank of Pakistan.

“**RESOLVED** that subject to the approval of the Stock Exchanges and the State Bank of Pakistan, the existing Article 80 of the Articles of Association of UBL be and is hereby substituted and replaced by the following new Article 80:

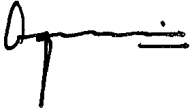
“80. The remuneration of President / Managing Director shall be determined and approved by the Directors by way of salary and/ or other remuneration as per the criteria laid down by the Directors from time to time.””

8. To consider and, if thought fit, approve investment of up to Rs.900 million in the form of seed capital in open and/or closed end mutual funds and/or investment plans and the units of any scheme(s) to be launched and/or managed by UBL Fund Managers Ltd., a wholly owned subsidiary of the Bank and in this connection to pass the following resolution as a special resolution as required by Section 208 of the Companies Ordinance, 1984, with or without modification:

“**RESOLVED** that the Bank be and is hereby authorized to invest up to Rs. 900 million in the form of seed capital in open and/or closed end mutual funds and/or investment plans and the units of any scheme(s) to be launched and/or managed by UBL Fund Managers Ltd., a wholly owned subsidiary of the Bank from the date of the AGM till conclusion of the next AGM of the Bank.”

9. To transact any other business with the permission of the Chairman.

By order of the Board



Aqeel Ahmed Nasir
Company Secretary &
Chief Legal Counsel

Karachi, 6 March 2012

Notes:

1. The Share Transfer Books of the Bank shall remain closed from 15 March 2012 to 28 March 2012 (both days inclusive). Transfers received at M/s. THK Associates (Pvt.) Limited, Ground Floor, State Life Building No.3, Dr. Ziauddin Ahmed Road, Karachi, the Registrar and Share Transfer Agent of the Bank, by the close of the business on 14 March 2012 will be treated in time for the purposes of the entitlement of cash dividend.
2. A member entitled to attend and vote at the above Annual General Meeting is entitled to appoint another member as a proxy to attend and vote on his/her behalf, save that a corporation being a member may appoint as its proxy an officer of such corporation whether a member of the company or not. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarized certified copy of the power or authority shall be deposited at the offices of M/s. THK Associates (Pvt.) Limited, Ground Floor, State Life Building No.3, Dr. Ziauddin Ahmed Road, Karachi, the Registrar and Share Transfer Agent of the Bank not later than 48 hours before the time of holding the meeting, and must be duly stamped, signed and witnessed.
3. The CDC Account Holders and Sub-account Holders, whose registration details are available in the Share Book Details Report, shall be required to produce their respective original Computerized National Identity Card (CNIC) or original Passport at the time to attending the Annual General Meeting to facilitate identification. Such Account Holders and Sub-Account Holders should also bring / know their respective participation I.D. No. and the CDC Account No. in case of proxy, he/she must enclose an attested copy of his/her CNIC or Passport. Representative(s) of corporate member(s) should bring usual documents required for such purpose.
4. Members are requested to timely notify any change in their addresses and provide copies of their CNIC /NTN (if not provided earlier) to Bank's Registrar / Share Transfer Agent M/s. THK Associates (Pvt) Limited, Ground Floor, State Life Building No. 3, Dr. Ziauddin Ahmed Road, Karachi.

STATEMENT OF MATERIAL FACTS

UNDER SECTION 160(1)(B) OF THE COMPANIES ORDINANCE, 1984

Item No.5: To disposal of the amount of dividend created on fractional bonus share

That the amount of dividend Rs.93,797/- issued on fractional bonus shares in the year 2006, 2008 & 2010 be consolidated and donated to SOS Village, a charitable trust engaged in the welfare of destitute children.

Item No.6 : Remuneration of the Non-Executive Directors of the Bank

As required under SBP Prudential Regulation G-1, total amount of remuneration paid/payable to the non-executive directors including the Chairman and the Deputy Chairman for attending the Board meetings and/or Committee meetings during the year 2011 as disclosed in Note 38 of the Audited Financial Statement is submitted to the shareholders for approval on a post facto basis.

Item No.7 : Alteration in Article 80 of the Article of Association of UBL

In order to address the objection of SBP raised in its inspection report 2010, it is proposed to amend Article 80 of the Articles of Association of UBL. Approval of the Stock Exchanges and State Bank of Pakistan will also be required for the proposed amendment and the resolution, if passed by the members, shall be subject to the approval of the Stock Exchanges and the State Bank of Pakistan.

Item No.8 : Investments in form of Seed Capital/Units/Plans to be launched and/or managed by UBL Fund Managers Limited (UBLFM) from the date of AGM to conclusion of next AGM.

UBL Fund Managers Limited, a wholly owned subsidiary of the Bank intends to launch and manage a series of open and/or closed end mutual funds, scheme(s) and investment plans, which amongst others shall also include a series of products offering capital protection, keeping in view the increase in perceived risk on investments in Pakistan emanating from the political and socio-economic environment in the country.

In the form of various open and/or closed end mutual funds, scheme(s) and investment plans to be launched and/or managed by UBLFM shall tap the UBL Branch network both within and outside Pakistan to maximize its geographical coverage. For the purpose, UBLFM has approached the Bank for investments of up to Rs.900 million in form of seed capital in the proposed mutual funds, investment in the units of any scheme(s) to be launched and/or managed by UBLFM and investment in plans to be launched and/or managed by UBLFM.

3a (i)	Name of associated company or associated undertaking along with criteria based on which the associated relationship is established	Open and closed ended Funds, schemes and investment plans to be launched by UBL Fund Managers Limited from time to time. All the mutual funds / investments plans launched by a subsidiary are the associated undertaking of the UBL Funds as per NBFC & Notified Entities Regulations so as of the Banks.
3a (ii)	Purpose, benefits and period of investments	Seed Capital and Investment plan(s) Minimum time of Investments - 2 years, however transferable within 2 years.
3a (iii)	Maximum amount of investment	PKR 900 Million
3a (iv)	Maximum price at which securities will be acquired	At Prevailing NAV / Par value, in accordance with the constitutive document of the Funds / Plan.
3a (v)	Maximum number of securities to be acquired	Based on the NAV/Par value and investment amount in respective Funds / Plans
3a (vi)	Number of securities and percentage thereof held before and after the proposed investment	Before proposed investments it would be zero. After investment will be depends on the size of the Fund/Plan.
3a (vii)	In case of investment in listed securities, average of the preceding twelve weekly average price of the security intended to be acquired.	N/A. All investments will be made in newly launched Funds/Plans
3a (viii)	In case of investment in unlisted securities, fair market value of such securities determined in terms of regulation 6 (1)	N/A. All the mutual Funds are listed.
3a (ix)	Break-up value of securities intended to be acquired on the bases of latest audited financial statements	Not Applicable for Fund/Investment Plan(s) Break-up value of UBL Fund Managers share is: 2009: Rs. 23.12/share 2010: Rs. 23.10/share 2011: Rs. 20.26/share*

3a (x)	Earning per share of the associated company or associated undertaking for the last three years.	Earnings per share (in rupees) of UBL Fund Managers is: 2009: Rs. 7.50/share 2010: Rs. 2.49/share 2011: Rs. 2.40/share*
3a (xi)	Source of fund from which securities will be acquired	Pool of Funds.
3a (xii)	Where the securities are intended to be acquired using borrowed funds I. Justification for investment through borrowings and II. Detail of guarantees and assets pledged for obtaining such funds	Not Applicable
3a (xiii)	Salient features of the agreement(s), if any, entered into with its associated company or associated undertaking with regards to the proposed investment	No separate agreement will be entered into; it will be in accordance with the constitutive documents of the funds / plans approved by BOD and the Regulator.
3a (xiv)	Direct or indirect interest of directors , sponsors , majority shareholders and their relatives, if any, in the associated company or associated undertaking or the transaction under consideration	None
3a (xv)	Any other important details necessary for the members to understand the transaction and	Not Applicable
3a (xv)	In case of investment in securities of a project of an associated company or associated undertaking that has not commenced operations, in addition to the information referred to above, the following further information required, namely I. Description of the project and its history since conceptualization	UBL Gold Fund - Investments in the Gold commodity - Exposure to international Gold ETFs combining Gold & Dollar appreciation - Adding diversification to portfolio

	<p>II. Starting and expected dated of completion of work</p> <p>III. Time by which such project shall become commercially operational; and</p> <p>IV. Expected time by which the project shall start paying return on investment</p>	<p>UBL Principal Protected Fund-II</p> <ul style="list-style-type: none"> - High Exposure to the well performing KSE-100 stocks - Capital Protection with Guarantee through the internationally recognized CPPI Methodology - Option to lock in Profits during the tenure of the Fund <p>UBL Islamic Cash Fund</p> <ul style="list-style-type: none"> - Investments in high yielding Islamic Bank Deposits - Tax Benefit relative to direct investments in Bank Deposits & Government Securities <p>UBL Asset Allocation Fund (with International Exposure)</p> <ul style="list-style-type: none"> - Potential for superior returns by asset allocation between high yielding Asset Classes based on Market Outlook - Exposure to Dollar Denominated Investment Avenues <p>UBL Inflation Protected Fund</p> <ul style="list-style-type: none"> - Offer inflation adjusted returns i.e. positive real returns - Potential to earn returns over and above the risk free rate with full capital preservation <p>UBL Currency Fund</p> <ul style="list-style-type: none"> - Hedge against Rupee depreciation by investments in Foreign Currency Contracts listed on the Commodity Exchange <p>International/Offshore Fund</p> <ul style="list-style-type: none"> - Potential to earn superior Tax free returns with lower Currency Risk with the Fund being registered in an attractive Tax Haven <p>During the year 2012</p> <p>Subject to Regulatory Approvals</p> <p>After close of initial offering period for every Funds / Plans.</p>
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