

Al Baraka Bank (Pakistan) Limited
Election of Directors
Notice under Section 159(4) of the Companies Act 2017

NOTICE IS HEREBY GIVEN that the 14th Extraordinary General Meeting (“EOGM”) of Al Baraka Bank (Pakistan) Limited (“the Bank”) will be held on Thursday May 30, 2024 at 12:00 hrs.(PST) at the Registered office of the Bank i.e., 162 Bangalore Town, Shahrah-e-Faisal Karachi.

That pursuant to the provisions of Section 159(4) of the Companies Act, 2017 (the “Act”) read with Regulation of the Code of Corporate Governance Regulations, 2019 that the following persons have filed with the Bank notices of their intention to offer themselves to contest Election of Directors within stipulated time period as mentioned in the Notice of the EOGM, dated May 08, 2024.

Sr. #	Name of Candidates	Nominated By
Non-Executive Director		
1.	Mr. Azhar Aziz Dogar	AlBaraka Bank Bahrain B.S.C (c)
2.	Mr. Abdul Malek Shehadeh Ibrahim Mezher	AlBaraka Bank Bahrain B.S.C (c)
3.	Mr. Azhar Hamid	AlBaraka Bank Bahrain B.S.C (c)
4.	Mr. Shaher Eid Abdul Haleem Suleiman	AlBaraka Bank Bahrain B.S.C (c)
5.	Mr. Zahid Rahim	Mal Al Khaleej Investment LLC
6.	Mr. Youssef Wassim Aboul-Naja	Islamic Corporation for the Development of the Private Sector
Independent Directors		
7.	Mr. Mohamed Tareq Sadeq	Independent
8.	Dr. Vaseehar Hassan Bin Abdul Razack	Independent
9.	Ms. Fariha Salahuddin	Independent & Female

Since the number of persons who have offered themselves for election as Directors are not more than the number of Directors to be elected as fixed by the Board of Directors (i.e., Nine (09) members) under Section 159(1) of the Act; therefore, the above-named persons shall be deemed to have been elected unopposed as Directors of the Bank for the next term of three (3) years commencing from June 14, 2024 subject to clearance of Fit & Proper Test by SBP.

To ensure maximum participation by the shareholders a video link facility is also available, in order to attend the EOGM through video link facility.

Name of shareholder	CNIC No.	CDC Account No.	Cell Phone No.	Email Address

The Members are requested to register themselves by providing the above information at-least forty-eight (48) hours before the EOGM to email: Mr. Shahid Mobin Siddiqui shahid.mobin@albaraka.com.pk

The shareholders (who pre-register themselves) can log in through Video link by joining the link to participate in the EOGM proceedings.

The members will be registered, after necessary verification as per the above requirement and will be provided a video link by the Bank via email prior one day before the meeting. The login facility will remain open from 12:00 Hrs. (PST) till the end of EOGM.

Karachi
Thursday, May 23, 2024




Shahid Mobin Siddiqui
Company Secretary



1. Mr. Azhar Aziz Dogar

Mr. Azhar Aziz Dogar has over 30 years of international banking experience that includes ME&A/GCC and Asia regions with short assignments in U.K., Netherlands and U.S.A. His banking experience encompasses both business development and credit/risk management covering all business segments inclusive of corporate/investment banking, commercial/middle market and retail. Over the years, his work also involved corporate strategy and buy-side due diligence on financial sector acquisitions.

Mr. Dogar commenced his career with Citigroup in its investment banking division and later moved to ABN AMRO Bank taking on a variety of leadership roles including Deputy Regional Risk Manager for MENA and Regional Head of Credit Portfolio Management. Within the credit and risk management area, he has held a number of senior positions including Chief Risk Officer for DIB Capital (wholly owned subsidiary/investment banking arm of Dubai Islamic Bank), Chief Risk Officer of SAMBA Capital in Saudi Arabia and Chief Risk Officer of National Bank of Abu Dhabi for its corporate and investment banking business.

Prior to joining ABG group, his last role with National Bank of Abu Dhabi was as the Chief Credit Officer for Wholesale & International Banking. Currently, he is serving as Director on the Board of Al Baraka Bank Turk. He has also been a Board member of Dubai Islamic Bank in Pakistan. Within banking, he has worked across 3 lines of defense - i.e., risk taking, risk oversight and risk assurance. His experience entails both working for conventional and Islamic banks. Mr. Azhar Aziz Dogar is graduate of University of Pennsylvania and Brown University, USA with a Bachelors and Masters in Economics. His Masters' thesis was in Islamic Finance.

Subject to the clearance of Fit & Proper Test by State Bank of Pakistan.

2. Mr. Abdul Malek Mezher

Mr. Abdul Malek Mezher is a Senior Vice President - Group Head of Compliance, Governance & Board Affairs and MLRO at Al Baraka Group B.S.C., and is a Board Member of Al Baraka Islamic Bank, Bahrain and Al Baraka Bank, Sudan. He joined ABG in November 2019 and has almost 20 years of experience in Compliance, AML/CTF, Operational Risk, Corporate Governance and Board Secretariat matters in Banking and Asset Management sectors. Prior to joining ABG, he worked for Alistithmar Capital, the subsidiary of the Saudi Investment Bank, as Head of Corporate Governance and Board Affairs.

Mr. Mezher holds a BA in Accounting from the University of Jordan. He has several Professional Certificates in the Compliance and AML/CTF fields. He also holds the ICGC International Corporate Governance Certificate, and a GRCP - Governance, Risk and Compliance Professional. He has as well CSAA - Certified Shariah Advisor & Auditor designation.

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3. Mr. Azhar Hamid

Mr. Hamid is an international banker with a career spanning over 41 years with Grindlays Bank, ANZ Bank and latterly Standard Chartered Bank. Senior overseas assignments include the UK, Bahrain, Jordan, and Australia. He was the first Pakistani Country Head of ANZ Grindlays Bank in 1994. After acquisition of the Bank in 2000 by Standard Chartered Bank, he continued managing the combined bank and retired in 2003. After the introduction of a Riba free financial system in Pakistan in 1985, he led the team that established the First Grindlays Modaraba which became the most successful and dominant Modaraba Company in the Country.

Mr. Hamid has served on the Board of Grindlays Bahrain Bank in Bahrain. Upon retirement in 2003, he served as Director Main Board of the State Bank of Pakistan a position that he relinquished when asked by the Government to establish a Banking Mohtasib (Ombudsman) function in the Country. He was thus the first Banking Mohtasib (Ombudsman) in Pakistan and completed his 3 years' term in May 2008. He has served as Director on the Board of the Bank of Punjab and Burj Bank and Chaired UBL Funds for 6

years until October 2023. He has also served on several Pakistan Government and State Bank of Pakistan committees on economic reforms and monetary policy.

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4. Mr. Shaher Eid Abdul Haleem Suleiman

A Banking Leader, equipped with +30 years of solid experience in the sector, with a proven track record of accomplishments in raising banks' efficiency by applying solid strategically aligned controls within a rigorous corporate governance framework that helps the business grow under well-managed risk and rationalized executive management scope.

A diversity of high-level exposure gained while working with regulatory bodies, combined with heading Audit, Risk, Governance & Compliance, and active involvement in business executive roles. Moreover, a member of many Boards in several sectors.

A distinguished Certified Governance, Risk Management, and Compliance Specialist (CGRCS) and a Certified Risk Professional (CRP) with a wealth of experience across high-profile board positions. Currently, contributing expertise to the boards of AlBaraka Bank Syria, Al Baraka Bank Sudan, Albaraka Insurance Sudan, and Petra Mobile Payment Services Co. /Orange Group. Formerly, significantly donate as a board member for Jordan International Trading Center Co., Islamic Insurance Co., and Darat Jordan Holdings Co. Plc.

In professional journey, holding role on the Management Commission of the Jordanian Association for Investors in the Amman Stock Exchange and previous membership in The National Committee for the Implementation of Basel II on Banks in Jordan. Beyond boardrooms, shared insights on banking and economic matters through various TV channel interviews, established as a thought leader in the financial sector.

Currently serving as the Executive Director of the Risk Management Professionals Forum (RMPF) since May 2021 and have been a Freelance Consultant since May 2017. Extensive career at Jordan Kuwait Bank in Amman, Jordan, spanned from 1999 to May 2017, where held key positions including Head of Risk Management & Compliance Group from February 2010 to May 2017, Assistant General Manager (AGM), Head of Internal Audit from May 1999 to February 2010, Member of several Senior Executive Committees such as Executive Management, Assets and Liability Management, Credit Management, IT Steering, Investment, and Loans Classifying and Provisioning. Headed the Procurement and Tendering Committee and the Steering Committee responsible for implementing a new Core Banking System. Additionally, contributed significantly to the Board Credit & Investment Committee as the Head of Risk & Compliance Group.

Prior to joining Jordan Kuwait Bank, served at the Central Bank of Jordan in Amman from 1989 until May 1999, where advanced to the position of Senior in the Banking Supervision Department, overseeing both onsite and offsite inspections.

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5. Mr. Zahid Rahim

Mr. Zahid Rahim last served Arab National Bank as the General Manager /Head of Corporate Bank. He was additionally responsible for the Financial Institution Group, Islamic banking Division, Projects and structured Finance Division and strategic investments Group which primarily comprised an Insurance company, an operating lease financing company and a home financing company all in joint ventures with strategic partners. He has previous long experience of working with a major international bank -

Standard Chartered Bank - over a period of 35 years, spanning nine countries over UK, Europe, Middle East, Africa and South Asia.

He has held several prominent roles at Standard Chartered Bank. Whilst serving at SCB, as Chief Executive Officer for Levant, the geographic responsibility covered "Jordan, Lebanon, Israel, Palestine, Syria and Egypt". He has also served as the Regional Head of Corporate and Institutional Banking for South Asia, based in Dubai and Jordan. In previous roles, Mr. Rahim served as the Chief Executive Officer for Pakistan (1996-2000) with overall responsibility of Sri Lanka and as Executive Director for Corporate and Institutional Banking in East Africa. He is a graduate in Arts and an Associate Member and Fellow of the London Institute of Bankers. He also holds an Honorary Fellowship from the Institute of Bankers in Pakistan.

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6. Mr. Youssef Waseem Aboul-Naja

Mr. Youssef Aboul-Naja is internationally recognized finance professional offering 17+ years of significant experience in diverse geographic regions; primarily the Middle East, North Africa and Central Asia. He is currently serving on the Boards of Palestine Ijarah Company (Palestine) and Caspian International Investment Company (Azerbaijan) as a Director, and have Honored various Financial Institutions' Boards as Director mainly: Ansar Leasing (Azerbaijan), Kazakhstan Ijara Company (Kazakhstan) and Ijarah Management Company (Bahrain). He is a Principle, Banking Investment of The Islamic Corporation for the Development of the Private Sector - ICD as well as designated on various portfolios in the company.

He holds an MBA Degree from the University of Liverpool - UK, and a Masters in Islamic Finance Professional from INCEIF - Malaysia. His core competencies include: Private Equity Portfolio Management, Client Relationship Management, Financial Modeling, Valuations, End to End Process Improvement, Policy Drafting, Strategy Preparation, Team Leadership, Advanced Computer Skills, and Financial Analysis. He is also an Associate Certified Coach credential-holder issued from the International Coaching Federation.

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7. Mr. Mohamed Tareq Sadeq

Mr. Mohamed Tareq Sadeq is the Managing Director of Keystone Consulting Inc. W.L.L., a boutique consulting firm based in the Kingdom of Bahrain, since 2013. He is engaged in providing specialist advisory services to niche family and corporate clients and to high-net-worth individuals.

Currently, Independent Board Member and Chairman of the Audit and Compliance Committee of Al Baraka Bank (Pakistan) Limited, Karachi, Pakistan. He is also a member of the Board of Directors of First Motors W.L.L.

Previously he served as a member of the Board of Directors of various banks, viz. Independent Director and Chairman of the Audit and Compliance Committee, Ahli United Bank K.S.C.P., Kuwait, Non-Executive Director and member of the Audit and Compliance Committee and Risk Committee, National Bank of Bahrain B.S.C., Bahrain, The Chairman of the Board of Directors, Ibdar Bank B.S.C. (c), Bahrain, Independent Director and Member of the Audit on the Boards of Ahli United Bank (Egypt) S.A.E., Cairo, Egypt, Independent Director, Ahli United Bank Limited, Dubai (UAE), Independent Director, Ahli United Bank B.S.C., Bahrain, an Independent Director, BMI Bank, Bahrain.

He also served as a member of the Board of Directors of various corporate entities in Bahrain; viz. Independent Director and Chairman of the Audit Committee, Al Zayani Investments B.S.C.(c), Bahrain, Independent Director and Chairman of the Audit Committee, A.M. Yateem Brothers W.L.L., Independent Director and Chairman of the Audit Committee, Yateem Air Conditioning W.L.L. Non-Executive Director on the Board of Bahrain International Golf Course Company B.S.C.(c).

Mr. Sadeq served Ernst & Young (EY) Middle East and North Africa (MENA) for well over 34 years. He held various leadership roles within the firm from being the Managing Partner of the Bahrain office to a Senior Member of the MENA leadership team - as Account and Business Development Leader and Head of Advisory practice of the Firm. At EY he was closely involved in developing the Firm's Assurance and Advisory practices in Bahrain and the MENA region. During this period, he spearheaded several significant initiatives for the Firm especially for the Government and Public Sector and Financial Services Sector by providing valuable insights to the various Ministries and the Central Bank of Bahrain (CBB).

Mr. Sadeq is a Fellow Chartered Accountant from the Institute of Chartered Accountants in England & Wales (ICAEW).

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8. Dr. Vaseehar Hassan Bin Abdul Razack

Dr. Vaseehar Hassan has had a 38-year career in banking during which period he rose from the rank of Assistant Manager to Chairman. His experience includes 10 years in merchant banking and 20 years as the Chief Executive Officer of Dallah Al Baraka Malaysia, a wholly owned subsidiary of the Saudi conglomerate Dallah Al Baraka Group. During his career, he acquired stakes in two financial institutions for Dallah Al Baraka Group Namely Bank Islam Malaysia Berhad and Bank Utama Malaysia Berhad. Dr. Vaseehar has served on the boards of Bank Islam Malaysia Berhad, Bank Utama Malaysia Berhad and Utama Merchant Bank Berhad. He was one of the three-member negotiating committee for the merger of Bank Utama and RHB Bank in 2001/2. He is an independent director since July 2021, in Bank Rakyat Malaysia Berhad, a Cooperative Islamic Bank. After the merger of Bank Utama and RHB, Dr. Vaseehar was nominated as a Board Member in all of RHB Group subsidiaries. He is also the founding Chairman of RHB Islamic Bank Berhad. He has also served as an independent Director of Asian Finance Berhad, which was merged with MBSB in 2017. Currently, Dr. Vaseehar serves as a Senior Associate of London-based Kets de Vries Institute involved in Leadership Development and Executive Coaching. He is also an Executive Coach with INSEAD Fontainebleau and Singapore.

Dr. Vaseehar holds Bachelor's degree in Commerce, MBA, Master's degrees in Consulting and Coaching from HEC Paris and INSEAD, and a PhD from Vrije Universiteit Amsterdam. He is the author of The Malay Leadership Mystique (2016) and contributing author of Global Leadership Perspectives (2018).

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9. Fariha Salahuddin

Ms. Fariha has over 25 years of global HR expertise with Fortune 100 companies like GSK, Citi, Unilever, and PepsiCo. She held executive positions in global roles, including SVP CHRO at Pepsi AMESA, CHRO at ICI, Global VP Emerging Markets, VP Talent at GSK, and Global HR business leader at Molnlycke.

As the founder of Farihas.com, she dedicates herself to empowering individuals and organizations for success. Certified as a Professional Coach from iPEC, ranked #1 globally, Diversity, Equity and Inclusion Team Coaching, a Hogan Assessor, and an image consultant with credentials from the UK and US.

Fariha has lived and worked in the UK, the US, Singapore, Turkey, Sweden, and the UAE, travelling extensively across 40+ countries. Entrepreneurs Herald recognized her as one of the top Life Coaches to watch in 2023.

Awards:

Asia's 100 Women Leaders - Awarded by White Page International UAE Business - HR Thought Leader Award 2023- HR Transformation Coach Award 2023.

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