



NATIONAL INSURANCE COMPANY LIMITED

(OWNED BY THE GOVERNMENT OF PAKISTAN)

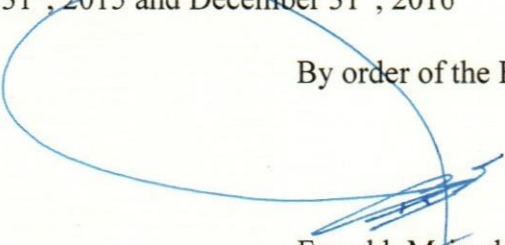
NOTICE OF 15TH ANNUAL GENERAL MEETING

Notice is hereby given that the 15th Annual General Meeting of National Insurance Company Limited will be held at NICL Head Office in Karachi on Friday, December 22nd, 2017 at 1200 hours to transact the following business:

Ordinary Business:

1. To receive and adopt the Annual Audited Accounts for the years ended December 31st, 2014 and Auditor's Report thereon as well as Directors' Report and Statement of Compliance as required under Section 226 & 227 of the Companies Act, 2017 and Section 46(6) of Insurance Ordinance, 2000.
2. To confirm the payment of Dividends @ 25% (Rs. 2.50 per share) for the year ended December 31st, 2014.
3. To appoint the External Auditors and to fix their remuneration to conduct the Audit of Accounts for the years ended December 31st, 2015 and December 31st, 2016

By order of the Board


Farrukh Majeed Qureshi
Company Secretary

Karachi
November 30th, 2017

NOTES

- (a) A member entitled to attend and vote at the General Meeting is entitled to appoint another member as a proxy to attend and vote in his place.
- (b) An instrument of proxy duly stamped, signed and witnessed and the power of attorney or other authority (if any) under which it is signed or a notarized certified copy of such power or authority, in order to be valid, must be deposited at the registered office of the company at least 48 hours before the time of the meeting.
- (c) Other important notes with regard to appointment of a proxy by a member have been laid down in the proxy form annexed with this notice.

PROXY FORM

I/We _____ of _____
being a shareholder of M/s. National Insurance Company Limited (hereinafter referred to as “the Company”) hereby appoint Mr./Ms./Mrs. _____ of _____ as my/our proxy to vote for me/us and on my/our behalf at any* or all of the meetings of the shareholders of the Company to be held at the Company’s Head Office, situated at NIC Building, Abbasi Shaheed Road, Karachi on Friday, December 22nd, 2017 and at any adjournment thereof. Dated this day of _____, 2017.

* Please indicate the specific meeting of shareholders in case the same person is not appointed as proxy to attend and cast vote at all of the meetings of the shareholders to be held on Friday, December 22nd, 2017.

Signature of shareholder

Important Notes: (With Reference to the Provisions of the Companies Act, 2017)

1. In terms of Section 139 of the Companies Act, 2017, the concerned Minister-in-Charge of the Federal Government, if a member of a company, may appoint such individual as it thinks fit to act as its representative at any meeting of the company or at any meeting of any class of members of the company. An individual appointed to act as aforesaid shall, for the purpose of the Companies Act, 2017, be deemed to be a member of such a company and shall be entitled to exercise the same rights and powers, including the right to appoint proxy, as the concerned Minister-in-Charge of the Federal Government may exercise as a member of the company.
2. A member of a company entitled to attend and vote at a meeting of the company may appoint another person as his/her proxy to exercise all or any of his/her rights to attend, speak and vote at a meeting, provided that:
 - a. a member shall not be entitled to appoint more than one proxy to attend any one meeting;
 - b. if any member appoints more than one proxy for any one meeting and more than one instruments of proxy are deposited with the company, all such instruments of proxy shall be rendered invalid;
 - c. a proxy must be a member unless the articles of the company permit appointment of a non-member as proxy.
3. The proxies must be lodged with the company not later than forty-eight hours before the time for holding a meeting and any provision to the contrary in the company’s articles shall be void. In calculating the period, no account shall be taken of any part of the day that is not a working day.

Important Notes: (With Reference to Articles of Association of the Company—Articles 50 to 53)

1. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing. A proxy must be a member.
2. The instrument appointing a proxy and the power-of-attorney or other authority (if any) which it is signed, or a notarized certified copy of that power or authority, shall be deposited at the registered office of the Company not less than forty-eight hours before the time for holding the meeting at which the person named in the instrument proposes to vote and in default, the instrument of proxy shall not be treated as valid.
3. An instrument appointing a proxy may be in any usual or common form or as near thereto which the directors shall approve.
4. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, or revocation or transfer as aforesaid shall have been received by the Company at the office before the commencement of the meeting or adjourned meeting at which the proxy is issued.