

SE-100(5F)2015/19
April 15, 2015

The Managing Director

Karachi Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road

Karachi

Fax: 021-111-573-329

The Managing Director

Lahore Stock Exchange Limited
19, Khayaban-e-Aiwan-e-Iqbal Road
P.O. Box No.1315

Lahore

Fax: 042-36368485

The Managing Director

Islamabad Stock Exchange Limited
ISE Towers, 55-B
Jinnah Avenue, Blue Area

Islamabad

Fax: 051-111-473-329

Sub: **CERTIFIED TRUE COPY OF RESOLUTIONS – 67TH AGM**
MCB BANK LIMITED

Dear Sir(s)

In pursuance of Regulation No. 18(2) of Listing Regulations, we attach herewith Certified True Copy of the Resolutions passed by the Shareholders in 67th Annual General Meeting of the Bank, held on Friday, March 27, 2015 at 11:00 AM at Pearl continental Hotel, Lahore, for your perusal and record.

Yours truly



Fida Ali Mirza
Company Secretary

Encl: **As above**

MCB Bank Limited



MCB BANK LIMITED
RESOLUTIONS PASSED IN 67TH ANNUAL GENERAL MEETING
HELD ON FRIDAY, MARCH 27, 2015, LAHORE

ORDINARY BUSINESS:

Agenda Item No. 1

Consideration and Adoption of the Annual Audited Financial Statements of MCB Bank Limited & Consolidated Accounts of MCB Bank Limited and its subsidiaries for the year ended December 31, 2014 together with the Directors' and Auditors' Reports thereon:

"Resolved that the Annual Audited Financial Statements of MCB Bank Limited and consolidated accounts of MCB Bank Limited and its subsidiaries for the year ended December 31, 2014, together with Directors' and Auditors' Report thereon be and are hereby received, considered, approved and adopted."

Agenda Item No. 2

Appointment of External Auditors for the year ending December 31, 2015 of the Bank and fixation of their remuneration:

"Resolved that M/s A.F. Ferguson & Company, Chartered Accountants, be and are hereby re-appointed to hold the office of Statutory Auditors of the Bank till the conclusion of next Annual General Meeting at an annual remuneration of PKR 13,884,775/- (Rupees thirteen million eight hundred eighty four thousand seven hundred and seventy five only), excluding charges for other services not prohibited by listing regulations and out of pocket expenses as recommended by the Audit Committee for the financial year ending December 31, 2015."

Agenda Item No. 3

Approval of Final Cash Dividend:

"Resolved that as recommended by the Board of Directors, the payment of Final Cash Dividend @ 40% i.e., PKR 4.00 per share for the financial year 2014, in addition to 100% (30% for 1st, 35% for 2nd and 3rd quarter each) Interim Cash Dividends already paid for the year ended December 31, 2014, be and is hereby approved to be paid to the members whose names are appear on the Register of Members at the close of business on March 17, 2015."



MCB Bank Limited



MCB BANK LIMITED
RESOLUTIONS PASSED IN 67TH ANNUAL GENERAL MEETING
HELD ON FRIDAY, MARCH 27, 2015, LAHORE

Agenda Item No. 4

Election of Directors:

"Resolved that subject to clearance by State Bank of Pakistan, the following twelve (12) persons who filed notices of their intention to offer themselves for election of directors be and are hereby elected as directors of MCB Bank Limited for the tenure of next three years commencing from March 27, 2015."

- | | |
|-------------------------|--------------------------------------|
| 1. Mian Mohammad Mansha | 7. Mian Umer Mansha |
| 2. Mr. S. M. Muneer | 8. Mr. Aftab Ahmad Khan |
| 3. Mr. Tariq Rafi | 9. Dato' Seri Ismail Shahudin |
| 4. Mr. Shahzad Saleem | 10. Mr. Ahmad Alman Aslam |
| 5. Mr. Sarmad Amin | 11. Mr. Muhammad Ali Zeb. |
| 6. Mian Raza Mansha | 12. Mr. Mohammad Suhail Amar Suresh. |

"Further Resolved that the Company Secretary be and is hereby authorized to undertake all such actions, execute all such documents and do all such things for and on behalf of the Bank including filing of requisite returns with the Registrar of Companies and complying with all other legal requirements in respect of election of directors."

SPECIAL BUSINESS:

Agenda Item No. 5

Approval for Donation to 'Chief Minister's Relief Fund for IDPs North Waziristan - 2014':

"RESOLVED THAT post facto approval be and is hereby accorded for donation of PKR 40 million (Rupees Forty million only), for 'Chief Minister's Relief Fund for IDPs North Waziristan - 2014', as Bank's Corporate Social Responsibility."

Agenda Item No. 6

Amendments in Articles of Association of the Bank:

"RESOLVED THAT the alterations in the Article Nos. 41, 92, 102, 107, 110, 121, 127(a), 127(b), 131, 146 and 147 of the Articles of Association of MCB Bank Limited, be and are hereby approved."

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"FURTHER RESOLVED THAT the Company Secretary be and is hereby authorized to do all acts, deeds and things, take all steps and actions necessary, ancillary and incidental for altering the Articles of Association of the Bank including filing of all requisite documents/statutory forms as may be required to be filed with the Registrar of Companies and complying with all other regulatory requirements so as to effectuate the alterations in the Articles of Association and implementing the aforesaid resolution."

Agenda Item No. 7

Additional Equity Investment in MCB Leasing, CJSC, Azerbaijan:

"RESOLVED THAT subject to all applicable regulatory approvals and compliance of all relevant legal formalities, the approval of the members of MCB Bank Limited be and is hereby accorded for additional long term equity investment of equivalent of USD 2.5 million in MCB Leasing, CJSC, a subsidiary of MCB Bank Limited incorporated under the laws of Azerbaijan as per terms and conditions disclosed to the members."

"FURTHER RESOLVED THAT subject to all applicable regulatory approvals and compliance of all relevant legal formalities, the approval of the members of MCB Bank Limited be and is hereby accorded for long term equity investment by way of purchase of 82,442 shares of MCB Leasing, CJSC offered by Mr. Hasan Matla, a minority shareholder against a consideration of USD 105,000 (US Dollar One hundred and five thousand only) as per terms and conditions disclosed to the members."

"FURTHER RESOLVED THAT Mr. Fida Ali Mirza, Company Secretary, Mr. Salman Zafar Siddiqui, Chief Financial Officer and Mr. Rashid Jahangir, EVP & Divisional Head, MCB Bank Ltd, jointly by any two be and are hereby authorized and empowered to complete all the regulatory formalities and to give effect to this resolution and to do or cause to do all acts, deeds and things that may be necessary or required under the relevant laws, rules and regulations."



**CERTIFIED TO BE A TRUE COPY
For MCB BANK LIMITED**

[Signature]
Secretary

MCB Bank Limited

