

SE-100(5F)2016/27
April 19, 2016

The General Manager
Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi

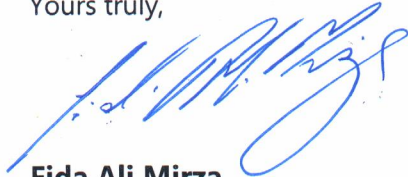
Fax: 021-32437560

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

Dear Sir,

In pursuance of Rule No. 5.6.4 (b) of the Rule Book of Pakistan Stock Exchange Limited, please find enclosed herewith Certified True Copy of Special Resolutions passed by the Shareholders in Annual General Meeting of the Bank, held on Tuesday, March 29, 2016 at 11:00 AM at Pearl continental Hotel, Lahore, for your perusal and record.

Yours truly,



Fida Ali Mirza
Company Secretary

Encl: **As above**



**CERTIFIED TRUE COPY OF SPECIAL RESOLUTIONS PASSED BY THE
SHAREHOLDERS IN ANNUAL GENERAL MEETING OF MCB BANK LIMITED,
HELD ON TUESDAY, MARCH 29, 2016 AT 11:00 AM, AT PEARL
CONTINENTAL HOTEL, LAHORE**

Amendments in Articles of Association of the Bank

“RESOLVED THAT the following (Para 3) of Article 94 of the Articles of Association of the Bank be and is hereby deleted:

Para 3 of Article 94 of the Articles of Association:

Non-resident directors may be allowed reimbursement of traveling expenses for the spouse while accompanying for attending the Board’s Meeting subject to a maximum limit of twice in a financial year, in addition to the cost of boarding and lodging payment/reimbursement to the Board’s members in connection with attending the meetings.”

“FURTHER RESOLVED THAT the Company Secretary and the Chief Financial Officer be and are hereby jointly 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.”



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


Secretary

MCB Bank Limited



Alteration in the Memorandum of Association of the Bank

"RESOLVED THAT subject to fulfillment of all applicable regulatory requirements including approval of State Bank of Pakistan, approval of the members of the Bank be and is hereby accorded for the alteration in the Object Clause-3 of the Memorandum of Association of the Bank by insertion therein, the following new Sub-Clause numbered as follows:

- (q) "providing support functions/services like human resource management, administration, accounting, information technology and other secretarial and general services to the subsidiary (ies) including premises of the bank for utilization by the subsidiary (ies)."***

"FURTHER RESOLVED THAT the existing Sub-Clauses "q", "r" and "s" to the Object Clause-3 of the Memorandum of Association of MCB Bank Limited be and are hereby renumbered "r", "s" and "t", respectively, by adding new Sub-Clause (q)."

"RESOLVED FURTHER THAT the aforesaid special resolution shall be subject to any amendment, modification, addition or deletion as may be suggested, directed and advised by the State Bank of Pakistan and / or any other regulatory body which suggestion, direction and advise shall be deemed to be part of this Special Resolution without the need of the shareholders to pass a fresh Special Resolution and the Company Secretary be and is hereby empowered and authorized to make the changes in the resolution, accordingly. "

"RESOLVED FURTHER THAT the Company Secretary and the Chief Financial Officer be and are hereby jointly authorized to undertake all such actions, execute all such documents and do all such things for and on behalf of the Bank, including completion of all regulatory requirements for alteration in the Memorandum of Association of the Bank, filing of all requisite returns with the Registrar of Companies and complying with all other legal requirements, so as to give effect to the resolutions as set out above."



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

Secretary

MCB Bank Limited