

Bank for Life

SE-100(5F)2016/58  
December 07, 2016

**The General Manager**  
Pakistan Stock Exchange Limited  
Stock Exchange Building  
Stock Exchange Road  
Karachi – 7400, Pakistan

Uploaded at PUCARS of PSX and Couriered

Dear Sir(s),

**Disclosure of Material Information:**

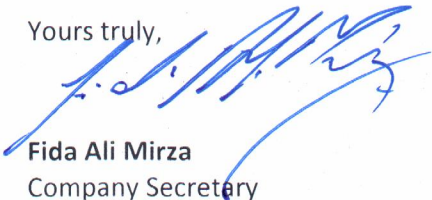
In accordance with Sections 96 and 131 of the Securities Act, 2015, Clause 5.19.13(c) of the Pakistan Stock Exchange Regulations and Clause (xx) of the Code of Corporate Governance, 2012, **MCB Bank Limited** ("MCB") hereby conveys the following information:

1. The Committee of the Board of Directors of MCB at its meeting held on December 07, 2016 has approved and recommended the Scheme of Amalgamation of NIB Bank Limited ("NIB") with and into MCB by way of amalgamation/merger of NIB with and into MCB through a share swap arrangement.
2. The Committee has also approved and recommended the swap ratio of One (1) new Ordinary Share of MCB for every 140.043 shares of NIB for the Scheme of Amalgamation which means that every person who, on the Effective Date (under the Scheme of Amalgamation), stands registered as the holder of any ordinary share of NIB shall be entitled to receive One (1) new ordinary Share of MCB for every 140.043 shares of NIB held by him.
3. The above decisions of the Committee are subject to, amongst others, the (a) approval of the shareholders of MCB in their extra-ordinary general meeting; (b) sanction of the State Bank of Pakistan; (c) approval of the Competition Commission of Pakistan; and (d) receipt of other requisite regulatory authorizations, consents and approvals.

We will continue to keep you informed of the progress in respect of the above matter.

A disclosure form as required under S.R.O. 143/(1)/2012 dated December 05, 2012 read with Sections 96 and 131 of the Securities Act, 2015 is also enclosed as "**Annexure A**" hereto.

Yours truly,



Fida Ali Mirza  
Company Secretary



Encl: **As above**

- CC: 1- London Stock Exchange.  
2- Commissioner, Company Law Division, SECP, NIC Building, Blue Area, Islamabad.

**MCB Bank Limited**

Registered Office: MCB Building, 15-Main Gulberg, Lahore - Pakistan, UAN: +92-42-111-000-111, Website: www.mcb.com.pk  
Company Secretary Office: 6th Floor, MCB Building, 15-Main Gulberg, Lahore - Pakistan. Ph: +92-42-36041621 Fax: +92-42-35776616



Bank for Life

## Annexure – A

### DISCLOSURE FORM IN TERMS OF SECTIONS 96 AND 131 OF THE SECURITIES ACT, 2015

Name & Address of Company:	<b>MCB Bank Limited</b> MCB Building, 15 - Main Gulberg, Jail Road, Lahore
Date of Report:	<b>December 07, 2016</b>
Contact Information	<b>Mr. Fida Ali Mirza</b> Company Secretary <b>MCB Bank Limited</b> MCB Building, 15 - Main Gulberg, Jail Road, Lahore Tel Number: +92-42-36041621 Fax Number: +92-42-35776616 Email Address: <a href="mailto:fida.mirza@mcb.com.pk">fida.mirza@mcb.com.pk</a>

Please mark the appropriate box below (see General Instruction A.1 below before filing the details)

**[\*] Disclosure of Inside Information by listed company.**

Public disclosure of inside information, which directly concerns the listed securities.

1. The Committee of the Board of Directors of MCB Bank Limited (“**MCB**”) at its meeting held on December 07, 2016 has approved and recommended the Scheme of Amalgamation of NIB Bank Limited (“**NIB**”) with and into MCB by way of amalgamation/merger of NIB with and into MCB through a share swap arrangement.
2. The Committee has also approved and recommended the swap ratio of One (1) new Ordinary Share of MCB for every 140.043 shares of NIB for the Scheme of Amalgamation which means that every person who, on the Effective Date (under the Scheme of Amalgamation, stands registered as the holder of any ordinary share of NIB shall be entitled to receive One (1) new ordinary Share of MCB for every 140.043 shares of NIB held by him.
3. The above decisions of the Committee are subject to, amongst others, the following conditions: (a) approval of the shareholders of MCB in their extra-ordinary general meeting; (b) sanction of the State Bank of Pakistan; (c) approval of the Competition Commission of Pakistan; and (d) receipt of other requisite regulatory authorizations, consents and approvals. We will continue to keep you informed of the progress in respect of the above matter.

The company has duly caused this form / statement to be signed on its behalf by the undersigned hereunto duly authorized.



**FIDA ALI MIRZA**  
Company Secretary

December 07, 2016

### **MCB Bank Limited**

**Registered Office:** MCB Building, 15-Main Gulberg, Lahore - Pakistan, UAN: +92-42-111-000-111, Website: [www.mcb.com.pk](http://www.mcb.com.pk)  
**Company Secretary Office:** 6th Floor, MCB Building, 15-Main Gulberg, Lahore - Pakistan. Ph: +92-42-36041621 Fax: +92-42-35776616