



SE-100(5F)2017/05
January 27, 2017

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

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

Dear Sir,

In pursuance of Rule No. 5.6.4 (b) of the Rule Book of Pakistan Stock Exchange Limited and in compliance of your letter Ref. No. PSX/C-796-9528 dated December 26, 2016; please find enclosed herewith Certified True Copy of Special Resolutions passed by the Shareholders at Extraordinary General Meeting of the Bank, held on Monday, January 23, 2017 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

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

SPECIAL RESOLUTIONS PASSED BY
THE SHAREHOLDERS AT EXTRAORDINARY GENERAL MEETING
OF MCB BANK LIMITED, HELD ON MONDAY, JANUARY 23, 2017
AT 11:00 AM, AT PEARL-CONTINENTAL HOTEL, LAHORE

Approval of Scheme of Amalgamation:

"RESOLVED THAT subject to all regulatory approvals required, including approval of the State Bank of Pakistan and the Competition Commission of Pakistan, NIB Bank Limited be and is hereby approved to be amalgamated with and into MCB Bank Limited in accordance with the Scheme of Amalgamation to be sanctioned by the State Bank of Pakistan (the 'Amalgamation')."

"FURTHER RESOLVED THAT the Scheme of Amalgamation under the provisions of Section 48 of the Banking Companies Ordinance, 1962, as circulated to the Members of MCB Bank Limited be and is hereby approved, subject to any modification which may be carried out as per the requirements of the State Bank of Pakistan and/or for the purposes of rectifying any error, clarification or elaboration."

"FURTHER RESOLVED THAT the Committee of the MCB Board comprising Mian Umer Mansha, Mr. Ahmad Alman Aslam and Mr. Muhammad Ali Zeb ('the Committee'), be and is hereby authorized to take all steps necessary, ancillary and incidental to the Amalgamation including but not limited to (a) make such modifications and alternations to the Scheme of Amalgamation as may be deemed expedient; (b) take all necessary steps and do all acts, things and deeds, as may be required by the law, for the purpose of the approval of the Scheme of Amalgamation; (c) submit the Scheme of Amalgamation to the State Bank of Pakistan for sanction; (d) execute and deliver affidavits, affirmations, petitions and/or other documents as may be required in respect of the Amalgamation; (e) appoint consultant, attorney, advocates, pleaders and counsels in respect of the Amalgamation; (f) make such alterations and modifications in the Scheme of Amalgamation as the State Bank of Pakistan may require; (g) take such other steps and execute such other documents as may be necessary or expedient for the purpose of giving effect to the spirit and intent of the above resolutions; and (h) generally to submit all such documents as may be required by the State Bank of Pakistan in relation to the Amalgamation, executing all such certificates, applications, notices, reports, letters and any other document or instrument including any amendments or substitutions to any of the foregoing as may be required in respect of the Amalgamation or any action incidental thereto."

"FURTHER RESOLVED THAT any two (2) of the Committee members shall jointly sign any and all documents, authorization and application authorized therein."

"FURTHER RESOLVED THAT since the approval of the Scheme of Amalgamation by the major shareholder(s) of NIB has been challenged and stayed in the suits filed before the High Court of Sindh, these resolutions shall lapse in the event the said stay/injunctive orders are not vacated and the Scheme of Amalgamation is not approved by the requisite majority of the shareholders of NIB Bank Limited by 31 March 2017 or such other extended date as may be determined by the Committee."



CERTIFIED TO BE A TRUE COPY
For MCB BANK LIMITED

[Signature]
Secretary

MCB Bank Limited

**SPECIAL RESOLUTIONS PASSED BY
THE SHAREHOLDERS AT EXTRAORDINARY GENERAL MEETING
OF MCB BANK LIMITED, HELD ON MONDAY, JANUARY 23, 2017
AT 11:00 AM, AT PEARL-CONTINENTAL HOTEL, LAHORE**

Transmission of Annual Audited Accounts

“RESOLVED THAT the transmission/circulation of Annual Balance Sheet, Profit & Loss Account, Auditors’ Report and Directors’ Reports etc. (‘Annual Audited Accounts’) of MCB Bank Limited to its members through CD/DVD/USB instead of hard copies thereof at their registered addresses, as per the requirements of Notification No. SRO 470(I)/2016, dated May 31, 2016, issued by the Securities and Exchange Commission of Pakistan (‘SECP’) be and is hereby approved.”



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

Secretary

MCB Bank Limited