



Bank for Life

SE-100(5F)2017/21

April 11, 2017

The General Manager

Pakistan Stock Exchange Limited

Stock Exchange Building

Stock Exchange Road

Karachi

Dear Sir,

Sub: **CERTIFIED TRUE COPY OF SPECIAL RESOLUTIONS**
69TH AGM - MCB BANK LIMITED

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 Wednesday, March 29, 2017 at 10:00 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



**CERTIFIED TRUE COPY OF SPECIAL RESOLUTIONS PASSED BY
THE SHAREHOLDERS AT 69TH ANNUAL GENERAL MEETING
OF MCB BANK LIMITED, HELD ON WEDNESDAY, MARCH 29, 2017
AT 10:00 AM, AT PEARL-CONTINENTAL HOTEL, LAHORE**

Approval for Alteration in the Articles of Association of the Bank:

“RESOLVED THAT the approval be and is hereby granted to make the following amendments/addition in Articles of Association of the Bank in accordance with requirements of the Companies (E-Voting) Regulations, 2016 issued by the Securities and Exchange Commission of Pakistan:

a) the existing Articles 79 and 84 of the Articles of Association of the Bank be amended as follows:

Title	Existing Article	Amended Article
Articles 79: Votes.	On a show of hands every member present in person shall have one vote except, for election of directors in which case the provisions of Section 178 shall apply. On a poll every member present in person or by proxy shall have one vote for each shares held by him.	On a show of hands every member present in person shall have one vote except, for election of directors in which case the provisions of Section 178 shall apply. On a poll every member present in person or by proxy shall have one vote for each shares held by him. A member may also opt for E-Voting in a General Meeting of the Company under the provisions of the Companies (E-Voting) Regulations, 2016 (including any statutory modification thereof), as amended from time to time.
Articles 84: Instrument appointing proxy to be in writing.	The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or if such appointor is a corporation under its common seal or the hand of its attorney. No person shall be appointed a proxy who is not a member of the Company and qualified to vote save that a corporation being a member of the Company may appoint as its proxy any officer of such corporation whether a member of the Company or not.	The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or if such appointor is a corporation under its common seal or the hand of its attorney. No person shall be appointed a proxy who is not a member of the Company and qualified to vote save that a corporation being a member of the Company may appoint as its proxy any officer of such corporation or any other person whether a member of the Company or not. In the case of E-Voting under the provisions of the Companies (E-Voting) Regulations, 2016, (including any statutory modification thereof), as amended from time to time, both members and non-members can be appointed as proxy.



b) *the following new Article 87(A) be inserted after the existing Article 87 of the Articles of Association of the Bank:*

Form of Proxy in case of E-Voting:

87A. *An instrument of proxy in relation to e-voting shall be in the following form:*

I/We, _____ of _____, being a member of MCB Bank Limited, holder of _____ Share(s) as per Register Folio No. _____ or CDC account No. _____ hereby opt for E-voting through Intermediary and hereby consent to the appointment of Execution Officer _____ as proxy and will exercise E-voting as per the Companies (E-Voting) Regulations, 2016 and hereby demand for poll for resolutions.

My secured email address is _____, please send login details, password and electronic signature through email.

Signature of Member
(Signature should agree with the specimen signature registered with the Company)

Signed in the presence of:

Signature of Witness

Signature of Witness

The Proxy E-Voting Form shall be required to be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.'

"FURTHER RESOLVED THAT the Company Secretary and/or Chief Financial Officer be and are hereby jointly/severally 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