



Bank for Life

SE-100(5F)2016/47
July 27, 2017

Mr. Muhammad Ghufan
Deputy General Manager-Operations
Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi

Dear Sir,

Subject: Disclosure of Material Information

It is with reference to your letter No. PSX/C-796-9528 dated December 26, 2016, on the subject captioned above. We are pleased to enclose herewith the following for your perusal and record:

1. Pay Order No. 3997789 dated July 27, 2017, for an amount of PKR 734,699/- (Pak Rupees Seven hundred thirty four thousand, six hundred and ninety nine only), in favor of Pakistan Stock Exchange Limited for Additional Listing Fee on account of issuance of 72,029,258 new MCB Bank's Shares to the Shareholders of NIB Bank in line with the Scheme of Amalgamation and in line with the requirements of the Sanction Order, dated June 13, 2017 as approved by the State Bank of Pakistan ("SBP") under Section 48 of the Banking Companies Ordinance, 1962.
2. Copy of Auditors' Certificate confirming increase in the paid-up capital of the Bank.
3. Paid up capital details as follows:

			<u>No. of Shares</u>
MCB Bank – Paid Up Capital before merger			1,113,030,748
	<u>NIB Shares</u>	<u>Share Swap Ratio</u>	<u>MCB Shares</u>
Add:	10,302,851,164	140.043	73,569,197
-Shares to be allotted as per Scheme of Amalgamation:			
-Less: Shares of Dissenting Shareholders - Cancelled	215,657,684	140.043	1,539,939
	<u>10,087,193,480</u>		<u>72,029,258</u>
MCB Bank - Paid Up Capital after merger			<u>1,185,060,006</u>

Kindly acknowledge receipt.

Yours truly,

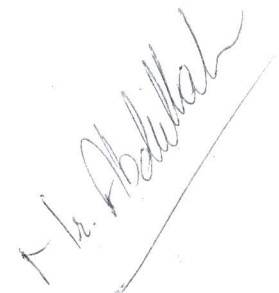

Fida Ali Mirza
Company Secretary

Encl:

1. Original Pay Order No. 3997789 dated July 27, 2017 for PKR 734,699/-
2. Copy of Auditors' Certificate

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


Mr. Abdullah



KPMG Taseer Hadi & Co.
Chartered Accountants
2nd Floor,
Servis House
2-Main Gulberg Jail Road,
Lahore Pakistan

Telephone + 92 (42) 3579 0901-6
Fax + 92 (42) 3579 0907
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Mr. Fida Ali Mirza
Company Secretary
MCB Bank Limited
MCB House, 6th Floor
15 Main Jail Road
Gulberg, Lahore

Our ref LA-IA-277-17
Contact M. Rehan Chughtai

12 July 2017

Certificate as required under serial number 6 of "Procedure for Input of Paid-up Capital / Total Issue in CDS (Listed & Unlisted)"

We have been requested to provide you a certificate on the annexed statement of MCB Bank Limited (the Bank) as required under serial number 6 of "Procedure for Input of Paid-up Capital / Total Issue in CDS (Listed & Unlisted)".

Scope of certificate

As per requirement of serial number 6 of "Procedure for Input of Paid-up Capital / Total Issue in CDS (Listed & Unlisted)" the Bank is required to submit certificate from statutory auditor of the Bank to Central Depository Company of Pakistan Limited (CDCPL) to confirm the matters noted under Auditor's Responsibility section below.

Responsibility of the management

It is the management responsibility to comply with the requirements of serial number 6 of "Procedure for Input of Paid-up Capital / Total Issue in CDS (Listed & Unlisted)" and to ensure that all requirements with regard to allotment of shares in the name of CDCPL have been fulfilled by the Bank.

Auditor's responsibility

As statutory auditor of the Bank, our responsibility is to confirm the following:

- Revised paid up capital of the Bank before and after amalgamation;
- Payment has been made to NIB Bank Limited shareholders who have recorded their dissent/opted for cash option on amalgamation of NIB Bank Limited with and into MCB Bank Limited; and
- That all requirements with regard to allotment of shares in the name of CDCPL have been fulfilled by the Bank.

For this purpose, we have performed the following limited procedures:

- a) Checked issued, subscribed and paid up shares of the Bank before and after the amalgamation of NIB Bank Limited with and into the Bank from THK Associates (Private) Limited's (Share Registrar of the Bank) letter ref: MCB-NIB/MRG/001/7-2017 dated 12 July 2017.

Handwritten signature



KPMG Taseer Hadi & Co.

MCB Bank Limited
Certificate as required under serial number 6
of "Procedure for Input of Paid-up Capital /
Total Issue in CDS (Listed & Unlisted)"

- b) Seen copies of pay orders for aggregate amount of Rs. 366,618,062 for payment to the shareholders of NIB Bank Limited who recorded their dissent/opted for cash option on amalgamation of NIB Bank Limited with and into MCB Bank Limited.
- c) Seen corporate action notice, scheme of amalgamation, order of State Bank of Pakistan, certified true copy of board resolution and the Bank's letter ref: CDC-100(3-B)/2017/10 dated 12 July 2017 issued to CDCPL regarding issuance of securities, pursuant to the requirements of serial number 6 of "Procedure for Input of Paid-up Capital / total issue in CDS (Listed & unlisted)".

Certificate

Based on the above limited procedures we confirm that:

- a) In respect of (a) above revised issued, subscribed and paid up shares of the Bank after the issue of 72,029,258 ordinary shares of Rs. 10 each is 1,185,060,006 ordinary shares of Rs. 10 each;
- b) In respect to (b) above we have seen copies of pay orders for aggregate amount of Rs. 366,618,062 for payment to the shareholders of NIB Bank Limited who recorded their dissent/opted for cash option on amalgamation of NIB Bank Limited with and into MCB Bank Limited.
- c) In respect of (c) above based on corporate action notice, scheme of amalgamation, order of State Bank of Pakistan, certified true copy of board resolution and the Bank's letter ref: CDC-100(3-B)/2017/10 dated 12 July 2017 issued to CDCPL regarding issuance of securities, we confirm that all requirements relating to allotment of shares in the name of CDCPL have been fulfilled by the Bank.

Restriction on use and distribution

This certificate is being issued on your specific request for onward submission with CDCPL and should not be used or distributed for any other purpose. This certificate is restricted to the facts stated herein and the attachment.

Yours faithfully



Bank for Life

**CERTIFICATE REGARDING COMPLIANCE WITH THE REQUIREMENTS OF ALLOTMENT OF SHARES
IN THE NAME OF CENTRAL DEPOSITORY COMPANY OF PAKISTAN (CDCPL)**


We confirm that revised issued, subscribed and paid-up share capital of MCB Bank Limited (the Bank) after the issue of 72,029,258 Ordinary Shares of PKR 10 each is as follows:

Description	Number of shares	Face value	Amount in PKR
			Paid-up capital 'Rupees'
Issued, subscribed and paid-up capital (before NIB Bank Limited amalgamation with and into MCB Bank Limited)	1,113,030,748	10	11,130,307,480
Add: Issue of shares pursuant to NIB Bank Limited amalgamation with and into MCB Bank Limited	72,029,258	10	720,292,580
Revised issued, subscribed and paid-up capital of MCB Bank Limited upto the date of allotment of the above mentioned shares i.e. 12 July 2017	1,185,060,006	10	11,850,600,060

We confirm that payment has been made to the shareholders of NIB Bank Limited who recorded their dissent/opted for cash option on amalgamation of NIB Bank Limited with and into MCB Bank Limited:

Description	Number of shareholders	Volume (number of shares)
Number of shareholders of NIB Bank Limited and their volume in book entry form	5	215,657,684
Number of shareholders of NIB Bank Limited and their volume in physical	-	-

We further confirm that all the requirements as mentioned in the serial number 6 of "Procedures for Input of Paid-up Capital/Total Issue in CDS (Listed & Unlisted)" issued by CDCPL with regards to allotment of 71,733,838 Ordinary Shares of PKR. 10 each in the name of CDCPL have been fulfilled by the Bank.



Fida Ali Mirza
Company Secretary



Date: July 12, 2017



Entitled for Identification

MCB Bank Limited

Registered Office: MCB Building, 15-Main Gulberg, Lahore - Pakistan, UAN: +92-42-111-000-111, Website: www.mcb.com.pk
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