



MCB Bank Limited

Company Secretary Office
6th Floor, MCB House,
15-Main Gulberg, Jail Road,
Lahore (Pakistan)

T: +92-42-36041998-9

E: cat@mcb.com.pk

SE-100(5F)2019/54

October 30, 2019

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

Dear Sir,

**SUBJECT: TEXT OF ADVERTISEMENT -
NOTICE OF EXTRAORDINARY GENERAL MEETING**

Dear Sir,

We enclose herewith the text of an advertisement in respect of "Notice of Extraordinary General Meeting" of MCB Bank Limited (the "Bank"), scheduled to be held on **Thursday, November 21, 2019 at 11:00 AM (PST)** at Lahore. This advertisement will be published in the newspapers i.e. the daily "Jang" and the daily "Business Recorder" on October 31, 2019. Subsequent to the publication of the advertisement, the copies of newspaper clippings will be submitted in due course of time.

You may please inform the TRE Certificate Holders of the Exchange, accordingly.

Yours truly,

Fida Ali Mirza
Company Secretary

Encl: As above

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NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting (the "Meeting" or "EOGM") of MCB Bank Limited (the "Bank" or "MCB") will be held on **Thursday, November 21, 2019 at 11:00 AM (PST)** at Grand Ball Room-A, The Nishat Hotel, Emporium Mall, Near Expo Center, Abdul Haq Road, Johar Town, Lahore, to transact the following business:

SPECIAL BUSINESS:

To consider and if deemed fit, to pass the following resolutions, with or without modification, as Ordinary Resolutions:

"RESOLVED THAT approval of the members of MCB Bank Limited ('MCB' or the 'Bank') be and is hereby accorded in terms of Section 183 of the Companies Act, 2017 ('Companies Act') and other applicable provisions of the law, and MCB be and is hereby authorized to dispose of its wholly owned subsidiary, MCB Financial Services Limited ('MCBFSL') to ISE Towers REIT Management Company Limited ('ISE RMC') and its co-purchaser, Infotech (Private) Limited ('Infotech'), subject to all applicable regulatory approvals, including the Securities and Exchange Commission of Pakistan ('SECP'), Competition Commission of Pakistan ('CCP') and/or any other relevant authority."

"RESOLVED FURTHER THAT approval of the Members of MCB be and is hereby accorded in terms of Section 183 of the Companies Act and other applicable legal provisions, and MCB be and is hereby authorized to dispose of MCBFSL for a total consideration of PKR 89,459,258/- (Pakistani Rupees Eighty-Nine Million Four Hundred Fifty-Nine Thousand Two Hundred and Fifty-Eight only), calculated at a value of PKR 32.53 per share."

"RESOLVED FURTHER THAT the Chief Executive Officer / the Chief Financial Officer/ the Company Secretary of the Bank be and are hereby singly empowered and authorized to do all acts, matters, deeds and things, take any or all necessary actions including signing and execution of agreement(s) and to complete all the regulatory, legal and other formalities including filing of applications to the State Bank of Pakistan ('SBP'), the SECP or any other authority as may be necessary or incidental or expedient for the purpose of implementing the aforesaid resolutions."

By Order of the Board,

-Sd/-

FIDA ALI MIRZA
Company Secretary

October 31, 2019
Lahore.

A Statement of Material Facts covering the above mentioned Special Business, as required under Section 134(3) of the Companies Act, 2017 and a Statement of Material Facts covering the sale of the subsidiary of the Bank as required under S.R.O. 423 (I)/2018 dated April 03, 2018 are annexed to the Notice of Meeting and have been circulated to the Members of the Bank.



Notes:

1. The Share Transfer Books of MCB Bank Limited (the "Bank" or "MCB") will remain closed from **November 14, 2019 to November 21, 2019** (both days inclusive). Transfers received at the Bank's Share Registrar and Transfer Agent's Office at the below mentioned address, at the close of business hours on **November 13, 2019** will be treated as being in time for the purpose to attend, speak and vote at the Extraordinary General Meeting (the "Meeting" or "EOGM") of the Bank.
2. All Members are entitled to attend, speak and vote at the Meeting. A member entitled to attend, speak and vote at the EOGM is entitled to appoint another member as a proxy to attend, speak and vote on his/her behalf. A corporate entity, being a member, may authorize an individual to act as its representative and the individual so authorized shall be entitled to exercise the same powers on behalf of the corporate entity which he represents.
3. The proxies and in case of corporate entity, the power of attorney or resolution of the board of directors or other governing body (if any) under which it is signed, a notarized/certified copy of the same in order to be effective must be deposited at the Share Registrar and Transfer Agent Office of the Bank not less than 48 hours (no account shall be taken of any part of the day that is not a working day) before the time for holding the Meeting, and must be duly stamped, signed and witnessed.
4. Members having physical scrip of shares are requested to immediately notify the change, if any, in their registered and/or e-mail addresses, in writing, to the Share Registrar and Transfer Agent of the Bank, whereas, CDC Account holders are requested to contact their CDC Participant/CDC Account Services.
5. Central Depository Company of Pakistan ("CDC") Accountholders will further have to follow the under mentioned guidelines as laid down by Circular No. 01, dated 26 January, 2000, issued by the SECP:

For Attending the Meeting:

- i. In case of individuals, the accountholder or sub-accountholder and/or the person whose securities are in group account and their registration details are uploaded as per the Regulations, shall authenticate his identity by showing his original Computerized National Identity Card ("CNIC") or original passport at the time of attending the Meeting.
- ii. In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of the Meeting.

For Appointing of Proxies:

- i. In case of individuals, the accountholder or sub-accountholder and/or the person whose securities are in group account and their registration details are uploaded as per the CDC Regulations, shall submit the proxy form as per the above requirement.
 - ii. The proxy form shall be witnessed by the two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
 - iii. Attested copy of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
 - iv. The proxy shall produce his/her original CNIC or passport at the time of the meeting.
 - v. In case of corporate entity, the Board of Directors resolution/power of attorney with specimen signature shall be submitted along with proxy form of the Bank.
6. A Proxy Form, both in English and Urdu language, is being separately sent to the Members, along with a Notice of the EOGM.
 7. Members can attend and participate in the EOGM through Video-Link. Pursuant to the provisions of the Companies Act, 2017 the shareholders residing in a city and holding at least 10% of the total paid up share capital may demand the Bank to provide the facility of video-link for participating in the EOGM. The demand for video-link facility shall be received by the Company Secretary at the Registered Office of the Bank located at MCB Building, 15-Main Gulberg, Jail Road, Lahore, at least seven (7) days prior to the date of EOGM. In this regard, Notice of EOGM and the 'Standard Request Form for Video-Link Facility' are also available on the Bank's website. www.mcb.com.pk

