



MCB Bank Limited

Company Secretary Office
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PSX-100(5F)2020/07
February 26, 2020

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

Dear Sir,

SUB: TEXT OF ADVERTISEMENT - NOTICE OF 72ND ANNUAL GENERAL MEETING
MCB BANK LIMITED

We enclose herewith the text of an advertisement in respect of "Notice of 72nd Annual General Meeting" of MCB Bank Limited (the "Bank"), scheduled to be held on **Thursday, March 19, 2020 at 11:00 AM (PST)** at Grand Ball Room-D, The Nishat Hotel, Emporium Mall, Near Expo Center, Abdul Haq Road, Johar Town, Lahore.

This advertisement will be published in the newspapers i.e. the daily "Jang" and the daily "Business Recorder" on February 27, 2020. Subsequent to the publication of the advertisement, the copies of newspaper clippings will also be submitted to the Exchange.

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

Yours truly,

Fida Ali Mirza
Company Secretary

Encl: As above

-3A-

NOTICE OF 72ND ANNUAL GENERAL MEETING

Notice is hereby given that 72nd Annual General Meeting of **MCB Bank Limited** (the "Bank" or "MCB") will be held on **Thursday, March 19, 2020 at 11:00 AM (PST)** at Grand Ball Room-D, The Nishat Hotel, Emporium Mall, Near Expo Center, Abdul Haq Road, Johar Town, Lahore to transact the following business:

Ordinary Business:

1. To confirm/approve the Minutes of Extraordinary General Meeting held on November 21, 2019.
2. To receive, consider and adopt the Annual Audited Separate and Consolidated Financial Statements of the Bank together with the Directors' and Auditors' reports thereon and Chairman's Review for the year ended December 31, 2019.
3. To appoint Statutory Auditors of the Bank and fix their remuneration for the year ending December 31, 2020. The Members are hereby notified that the Audit Committee and the Board of Directors have recommended the name of retiring auditors M/s KPMG Taseer Hadi & Company, Chartered Accountants, for appointment as Statutory Auditors of the Bank.
4. To approve, as recommended by the Board of Directors, payment of Final Cash Dividend @ 50% i.e., PKR 5.00 per share having face value of PKR 10/- in addition to 120% (40% each for 1st, 2nd and 3rd quarter) Interim Cash Dividend already declared and paid, thus total 170% i.e., PKR 17.00 per share for the year ended December 31, 2019.

Special Business:

5. To consider and if deemed fit, to pass an Ordinary Resolution as proposed in the Statement of Material Facts annexed to this Notice to approve the Directors' Remuneration Policy of the Bank.
6. To consider and if deemed fit, to pass an Ordinary Resolution, as proposed in the Statement of Material Facts annexed to this Notice to approve the scale of remuneration to be paid to the Board Members for attending the Board and its Committee(s) meetings of the Bank.
7. To consider and if deemed fit, to pass a resolution as Special Resolution, as proposed in the Statement of Material Facts annexed to this Notice to approve the alterations in the Articles of Association of the Bank.

To transact any other business with the permission of the Chair.

By Order of the Board,

-Sd-

FIDA ALI MIRZA
Company Secretary

February 27, 2020
Lahore.

Statement of Material Facts under Section 134(3) of the Companies Act, 2017 pertaining to the above mentioned Special Business has been circulated to the Shareholders along with Notice of Annual General Meeting.



Notes:

1. The Shares Transfer Books of the Bank will remain closed from **March 12, 2020 to March 19, 2020** (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 **March 11, 2020** will be treated as being in time for the purpose of entitlement of Final Cash Dividend and also to attend, speak and vote at the 72nd Annual General Meeting (the "Meeting" or "AGM") 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 AGM 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 January 26, 2000, issued by the Securities and Exchange Commission of Pakistan:

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, has been circulated to the Members, along with Notice of AGM.
 7. The Shareholders who have not yet provided the valid copies of their CNIC/NICOP/NTN/Passport are requested to provide the same to the Share Registrar and Transfer Agent of the Bank.
 8. SECP has advised that every shareholder is responsible to provide valid information pertaining to its designated bank account (i.e. International Bank Accounts Number) to disburse any dividend payable in cash only through electronic mode directly into the bank account designated by the entitled shareholders and the payment of dividend shall be withheld, if the shareholder has not provided the Bank with complete and valid details of designated bank account. Hence, shareholders who have not yet provided such information are once again requested to fill the required fields of MCB's letter enclosed with the Notice of AGM sent to the Shareholders and also available on website of the Bank.
 9. Copies of the Notice of AGM, the latest annual audited/quarterly financial statements, Directors' Remuneration Policy and the existing and the amended Memorandum & Articles of Association of the Bank have been kept at the Registered Office of the Bank which can be obtained and/or inspected during the business hours on any working day from the date



of publication of this Notice of AGM till the conclusion of the Meeting by the shareholders and other persons entitled to attend the Meeting. The Notice of AGM, Directors' Remuneration Policy and the latest annual audited/quarterly financial statements have also been placed on website of the Bank.

10. Members can attend and participate in the AGM 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 AGM. 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 AGM. In this regard, a 'Standard Request Form for Video-Link Facility' is available on the Bank's website. www.mcb.com.pk

