



NIB / CSA / 022
13th January 2017

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

Dear Sir,

**NIB BANK LIMITED –
TEXT OF THIRD NOTICE OF EOGM**

We would like to inform you that as per Section 48 of the Banking Companies Ordinance 1962, the Banks are required to publish notices of EOGM at least once a week for three consecutive weeks.

Therefore, we enclose herewith text of Third Notice of Extraordinary General Meeting of NIB Bank Limited (scheduled for 23rd January 2017) to be published in the newspapers on 16th January 2017. This is for your information and record.

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

Yours truly,

A handwritten signature in blue ink, appearing to read "Ather Ali Khan", written over a light blue rectangular background.

Ather Ali Khan
Company Secretary

Encl: As above.



THIRD NOTICE for special business pertaining to the approval of the scheme of amalgamation to be conducted at the Extraordinary General Meeting in accordance with the requirements of section 48 of the Banking Companies Ordinance, 1962

Third Notice is hereby given that an Extraordinary General Meeting of **NIB Bank Limited** (the "Bank") will be held on Monday, the 23rd January 2017 at 11:00 am, at Islamabad Serena Hotel, Khayaban-e-Suhrawardy, Islamabad, to transact the following business:

A. ORDINARY BUSINESS:

1. To confirm the minutes of the 13th Annual General Meeting of the Bank held on 28th March 2016 at Islamabad.

B. SPECIAL BUSINESS:

2. To consider and, if thought fit, approve the Scheme of Amalgamation, recommended by the Board of Directors of the Bank on 7th December 2016, for the amalgamation of the Bank with and into MCB Bank Limited ("MCB"), in accordance with section 48 of the Banking Companies Ordinance, 1962, and pass the following resolutions, with or without modifications:

(a) **RESOLVED THAT** subject to obtaining all necessary regulatory approvals (including but not limited to (i) the State Bank of Pakistan approving the Scheme of Amalgamation (ii) confirmation from State Bank that the shares of MCB issued to the foreign residents pursuant to the Amalgamation (defined below) will be registered as fully repatriable) NIB Bank Limited (the "Bank") be amalgamated with and into MCB Bank Limited, under section 48 of the Banking Companies Ordinance, 1962, in accordance with the Scheme of Amalgamation to be sanctioned by the State Bank of Pakistan (the "Amalgamation").

(b) **FURTHER RESOLVED THAT** the Scheme of Amalgamation, as approved by the Board of Directors of the Bank and circulated to the shareholders of the Bank, be and is hereby approved in accordance with the provisions of section 48 of the Banking Companies Ordinance, 1962, subject to any modifications which may be carried out as per the requirements of the State Bank of Pakistan and/or for the purposes of rectifying any error, or providing any clarification or elaboration.

(c) **FURTHER RESOLVED THAT** Mr. Yameen Kerai, the Acting President & CEO of the Bank, and/or Mr. Ather Ali Khan, the Company Secretary of the Bank, be and are hereby authorized to singly take all steps necessary, ancillary and incidental for the purposes of the Amalgamation including, but not limited to, (i) executing all necessary documents in relation to the Amalgamation including, but not limited to, the Scheme of Amalgamation, applications, affidavits and any other related documents; (ii) taking all steps and actions for obtaining the requisite consents from the relevant regulatory authorities, members / shareholders and any other persons (as applicable) with respect to the Amalgamation and all necessary ancillary; (iii) filing, submitting, pursuing and taking any and all necessary actions in respect of submitting applications to the relevant authorities, including representing the Bank with respect to the Amalgamation and obtaining the approvals of the same; (iv) making such alterations and changes in the Scheme of Amalgamation as may be expedient or necessary for satisfying the requirements or conditions imposed by the State Bank of Pakistan provided that such change(s) are not material in nature and does not in any manner change the swap ratio and hence a corresponding change in the definition of MCB Shares (as defined in Scheme of Amalgamation); (v) appointing consultants, attorneys, advocates, advisors and counsels for the purposes of the Amalgamation; and (vi) generally doing all acts, deeds and things as may be required with respect to the aforementioned resolutions and implementing the Scheme of Amalgamation in terms thereof along with all incidental actions in respect of the same.

C. OTHER BUSINESS:

3. To transact any other business that may be placed before the meeting with the permission of the Chair.

Statements as required under Section 160(1)(b) of the Companies Ordinance, 1984 setting forth all material facts concerning the special business contained in the Notice to be considered at the meeting are annexed to the Notice.

By Order of the Board

Ather Ali Khan
Company Secretary

Dated: 16th January 2017

NOTES:

1. Closure of Share Transfer Books:

Share Transfer Books of the Bank will remain closed from 16th January to 23rd January 2017 (both days inclusive).

2. Proxies/Participation in the Extraordinary General Meeting:

A shareholder entitled to attend and vote at this meeting may appoint another shareholder as his/her proxy to attend and vote. In case of a corporate entity, the Board of Directors' resolution/power of attorney with specimen signature shall be submitted along with a proxy form to the Bank.

Proxies of the shareholders through CDC shall be accompanied with attested copies of their Computerized National Identity Card (CNIC) or passport. In case of a corporate entity, the Board's Resolution/power of attorney with specimen signature shall be furnished, along with a proxy form, to the Company. The shareholders through CDC are requested to bring their original CNIC/passport, account number and participant account number at the time of attending the meeting. Detailed guidelines are available in Circular 1 of 26 January 2000 issued by SECP.

In order to be effective, proxies must be received at the Head Office of the Bank situated at PNSC Building, M.T. Khan Road, Karachi, Pakistan, no later than 48 (forty eight) hours before the time of the meeting, and must be duly stamped, signed and witnessed.

3. Change of Address:

Shareholders are requested to notify the Bank or Shares Registrar of any change in their addresses immediately.

4. Submission of Copy of CNIC (Mandatory):

In accordance with SECP's directives, it is mandatory for all shareholders to have their valid CNIC number recorded with the company. Further, please note that in the absence of a shareholder's valid CNIC, the Company will be obligated to withhold dispatch of dividend warrants (if any) to such shareholders. Shareholders holding physical shares who have not yet submitted their valid CNICs are requested to provide attested, clear copies of their valid CNICs with their folio numbers to the Company's Shares Registrar.

5. Transmission of Annual Financial Statements via Email:

In pursuance of the directions given by SECP vide SRO 787(I)/2014 dated 8 September 2014, shareholders who desire to receive Annual Financial Statements via email in future instead of by post are advised to provide formal consent along with a valid email address on a standard request form which is available on the Company's website (Link: <http://nibpk.com/about-us/wp-content/uploads/2014/03/NIB-Bank-Annual-Financials-through-Emails.pdf>).

Shareholders must send a completed and signed copy of this form, along with a copy of their CNIC/PoA to the Company's Shares Registrar. Please note that providing an email address for the purpose of receiving Annual Financial Statements via email is optional. In case you do not wish to avail this facility, please ignore this notice. Annual Financial Statements will be sent to your registered address by post as per normal practice.

6. Video Conference Facility:

In pursuance of SECP Circular 10 of 2014, if the Company receives consent from members holding in aggregate 10% or more shareholding residing at a geographical location, to participate in the meeting through video conference at least 10 days prior to date of meeting, the company will arrange a video conference facility in that city subject to availability of such facility in that city. The Company will intimate members regarding the video conference facility venue at least 5 days before the date of the EOGM along with the complete information needed to access the facility. Therefore, members can avail video conference facilities at Karachi or Lahore. If you would like to avail video conferencing facility, as per above, please send your consent to the registered address of the Company 10 days before the EOGM in the following format:

I/We, _____ of _____ being a member of NIB Bank Limited, holder of _____ Ordinary Share(s) as per Register Folio No./CDC No. _____, hereby opt for video conference facility at _____.

Signature of Member

7. Contact Addresses:

Company: Company Secretary, NIB Bank Limited, PNSC Building, M.T. Khan Road, Karachi, Pakistan. (UAN: +9221 111 333 111)

Shares Registrar: THK Associates (Pvt.) Limited, State Life Building No.3, Dr. Ziauddin Ahmed Road, Karachi, Pakistan (UAN: +9221 111 000 322)

STATEMENT UNDER SECTION 160(1)(b) OF THE COMPANIES ORDINANCE, 1984 CONCERNING THE SPECIAL BUSINESS

This statement sets out the material facts concerning the Special Business given in agenda item No. 2 of the Notice, to be transacted at the Extraordinary General Meeting of NIB Bank Limited (the "Bank") to be held on 23rd January 2017:

Item No. 2 Scheme of Amalgamation

The Board of Directors of the Bank have, during their meeting held on 7th December 2016, approved the amalgamation of the Bank with and into MCB Bank Limited ("MCB") under section 48 of the Banking Companies Ordinance, 1962 ("Amalgamation"), as a result of which the entire undertaking of the Bank, including all properties, assets, receivables, rights, liabilities and obligations of the Bank, shall stand amalgamated and merged with and into MCB.

The Bank has entered into an Agreement for Amalgamation with MCB dated 7th December 2016, pursuant to which the draft of the Scheme of Amalgamation has been agreed between the Bank and MCB (the "NIB-MCB Scheme"). The Amalgamation is intended to be implemented and effected through the NIB-MCB Scheme, copies of which are available to the members. Subject to obtaining all necessary corporate and regulatory approvals (including from the shareholders of the Bank and MCB, as well as the State Bank of Pakistan), and the sanction of the NIB-MCB Scheme by the State Bank of Pakistan in accordance with section 48 of the Banking Companies Ordinance, 1962, the entire undertaking of the Bank (including all assets, properties, rights, liabilities, obligations etc.) will be amalgamated and merged with and into MCB, subsequent to which the Bank shall be dissolved without winding up.

As a consequence of the Amalgamation, 73,569,197 ordinary shares of MCB shall be issued in aggregate in favour of the shareholders of the Bank on the basis of a swap ratio of 1 (one) ordinary share of MCB for every 140.043 ordinary shares of the Bank.

The details of the Amalgamation along with all ancillary matters thereto are prescribed in detail in the NIB-MCB Scheme, which is attached to the notice of Extraordinary General Meeting sent to the shareholders.

As required under section 48 of the Banking Companies Ordinance, 1962, the NIB-MCB Scheme is required to be passed at the meeting of the shareholders of the Bank, by a majority representing two-thirds in value of the shareholders of the Bank, present either in person or by proxy at the meeting.

The directors of the Bank are interested in the NIB-MCB Scheme to the extent of their respective shareholdings in the Bank, if any. The effect of the NIB-MCB Scheme on the interest of these directors does not differ from the respective interests of the shareholders/members of the Bank.

In view of the above, the Board of Directors of the Bank has approved and recommended the amalgamation/ merger of the Bank with and into MCB in terms of the NIB-MCB Scheme.

