



**Meezan Bank**  
The Premier Islamic Bank



**FORM-17**

26 November, 2019

CS/PSX-14/209/2019

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

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

Dear Sir,

السلام عليكم

Enclosed please find copies of the Notice of Extraordinary General Meeting (EOGM) of **Meezan Bank Limited** scheduled to be held on **Wednesday, December 18, 2019 at 9:00 a.m.** at Meezan House C-25, Estate Avenue, SITE, Karachi, published today in two newspapers namely **"The News"** and **"The Daily Express"** in English and Urdu languages respectively for circulation amongst the TRE Certificate Holders of the Exchange.

A copy of the Notice of EOGM containing the statement of material facts under section 134(3) of the Companies Act, 2017 is also enclosed.

This is for your information and record.

Yours Sincerely,

**Muhammad Sohail Khan**  
Company Secretary

Encl: As above.

**Cc: The Securities & Exchange Commission of Pakistan**  
NIC Building, Jinnah Avenue,  
Blue Area,  
Islamabad.

**Meezan Bank Ltd.**

Head Office: Meezan House, C-25, Estate Avenue, SITE, Karachi - Pakistan.  
PABX: (92-21) 38103500 UAN: 111-331-331 & 111-331-332 [www.meezanbank.com](http://www.meezanbank.com)





## NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting (EOGM) of the Members of Meezan Bank Limited will be held Insha-Allah on Wednesday, December 18, 2019 at 9:00 a.m. at Meezan House, C-25, Estate Avenue, SITE, Karachi, Pakistan to transact the following business:

1. To confirm the minutes of the 23rd Annual General Meeting (AGM) held on March 28, 2019 at Karachi.
2. To consider, if thought fit, pass the following special resolution, with or without modification, to increase the authorized share capital of the Bank from PKR 23,383,800,000/- to PKR 25,721,800,000/- by creation of 233,800,000 new ordinary shares of PKR 10/- each:

**"RESOLVED THAT** the authorized share capital of the Bank be and is hereby increased from PKR 23,383,800,000/- (Pak Rupees Twenty Three Billion Three Hundred Eighty Three Million Eight Hundred Thousand only) to PKR 25,721,800,000 (Pak Rupees Twenty Five Billion Seven Hundred Twenty One Million Eight Hundred Thousand only) by creation of 233,800,000 new ordinary shares of PKR 10/- each, subject to completion of all legal formalities and necessary approvals and that

Clause V of the Memorandum of Association of the Bank, be and is hereby amended to read as follows:

"The share capital of the company is PKR 25,721,800,000 (Pak Rupees Twenty Five Billion Seven Hundred Twenty One Million Eight Hundred Thousand only) divided into 2,572,180,000 (Two Billion Five Hundred Seventy Two Million One Hundred Eighty Thousand only) ordinary shares of Rs. 10/- each (Rupees ten each) with the power to increase or reduce the capital and to divide the shares in the capital for the time being into several classes."

**FURTHER RESOLVED THAT** the Chief Executive Officer or Deputy Chief Executive Officer or Chief Financial Officer or Company Secretary (the "Authorised Representatives") be and are hereby severally authorized to complete all legal formalities required under the applicable laws, rules, regulations etc. for the increase in the authorized capital of the Bank."

3. To consider and, if thought fit, approve conversion of Sukuk into Ordinary Shares of the Bank upon the occurrence of a conversion event as determined by the State Bank of Pakistan and in that connection to pass the following resolution as special resolution:

**"RESOLVED** that in respect of the Shariah compliant subordinated Tier 2 Mudaraba based Sukuk issue of PKR 4,000,000,000/- (Pak Rupees Four Billion) approved by the Board of Directors of the Bank ("Sukuk"), pursuant to their meeting held on April 25, 2019 and in accordance with the instructions of the State Bank of Pakistan ("SBP") under the 'Instructions for Basel III Implementation in Pakistan' ("Basel III Rules") issued under BPRD Circular No. 06 dated August 15, 2013, as amended from time to time, regarding loss absorbency; in the event the Sukuk are converted into common shares upon the declaration by the SBP of the occurrence of a Point of Non-Viability event ("PONV"), such ordinary shares shall be issued other than by way of rights in accordance with the proviso provided under section 83(1)(b) of the Companies Act, 2017 ("Additional Shares").

**FURTHER RESOLVED** that the issuance of such Additional Shares shall be based on the market value of the shares of the Bank on the date of trigger of PONV as declared by SBP and shall be subject to a cap of 126,315,790 (One Hundred and Twenty Six Million Three Hundred and Fifteen Thousand Seven Hundred and Ninety only) additional ordinary shares being issued, or such other number as may be agreed to in consultation with SBP and shall further be subject to approval of the Securities and Exchange Commission of Pakistan in accordance with the applicable provisions of the Companies Act, 2017.

**FURTHER RESOLVED** that the Chief Executive Officer or Deputy Chief Executive Officer or Company Secretary or Chief Financial Officer or their delegates (the "Authorised Representatives") of the Bank, be and are hereby singly authorized to take all steps, necessary, ancillary and incidental to the above, and are further authorized to sign, execute and deliver all necessary documents, agreements and letters on behalf of the Bank, as may be deemed appropriate and as may be required for the purposes abovementioned."

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

Statements under section 134 (3) of the Companies Act, 2017 pertaining to special business is being provided along with the Notice of Extraordinary General Meeting being sent to the shareholders.

By Order of the Board

**Muhammad Sohail Khan**

Company Secretary

Karachi

November 25, 2019

### Notes:

1. The Share Transfer Books of the Bank will be closed from December 12, 2019 to December 18, 2019 (both days inclusive).
2. A member entitled to attend, and vote at the Meeting is entitled to appoint another member as a proxy to attend, speak and vote on his/her behalf. A corporation being a member may appoint as its proxy any of its official or any other person whether a member of the Bank or otherwise.
3. An instrument of proxy and a Power of Attorney or other authority (if any) under which it is signed, or notarized copy of such Power of Attorney must be valid and deposited at the Share Registrar of the Bank, THK Associates (Pvt.) Limited, 1<sup>st</sup> Floor, 40-C, Block-6, P.E.C.H.S, Karachi-75400, UAN: (021) 111-000-322 not less than 48 hours before the time of the Meeting.
4. Those shareholders whose shares are deposited with Central Depository Company of Pakistan Limited (CDC) are requested to bring their original Computerized National Identity Card (CNIC) along with the participant ID number and their account sub-account numbers in CDC to facilitate identification at the time of Extraordinary General Meeting. In case of proxy, attested copies of proxy's CNIC or passport, account and Participant I.D. numbers must be deposited along with the Form of Proxy with our Share Registrar. In case of proxy for corporate members, the Board of Directors' Resolution/power of Attorney with specimen signature of the nominee shall be produced at the time of the Meeting (unless it has been provided earlier to the Share Registrar).
5. Shareholders having physical scrip of shares are requested to promptly notify change in their postal address and/or email address if any, to our Share Registrar, in writing, whereas CDC accounts holders are requested to contact their CDC Participant/ CDC Account Services.
6. **Video Conference Facility for Attending General Meetings.**

If the Bank 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 07 days prior to date of meeting, the Bank will arrange video conference facility in that city subject to availability of such facility in that city.

To avail this facility a request to be submitted to registered address of the Bank 07 days before holding of the Extraordinary General Meeting.



## نوٹس برائے غیر معمولی اجلاس عام

مزید قرار پایا کہ بینک کے چیف ایگزیکٹو آفیسر یا ڈپٹی چیف ایگزیکٹو آفیسر یا کینیڈی بیکریٹری یا چیف فنانشل آفیسر یا ان کے نمائندوں ("جواز نمائندگان") کو بذریعہ ہذا انفرادی طور پر مندرجہ بالا پر عمل درآمد کے لئے ضروری، معاون اور لازمی تمام اقدامات کی انجام دہی کا مجاز قرار دیا جاتا ہے اور اس کے ساتھ ساتھ بینک کی جانب سے ایسے تمام دستاویزات، معاہدوں اور لیٹرز پر دستخط کرنے، ان کی تیاری اور فراہمی کا مجاز قرار دیا جاتا ہے جو مناسب سمجھے جائیں اور مذکورہ بالا مقاصد کی تکمیل کے لئے درکار ہوں۔

4- اجلاس کے سربراہ کی اجازت سے دیگر کسی کارروائی پر غور و خوض کرنا۔

کمپنیز ایکٹ 2017 کے سیکشن 134(3) کے تحت خصوصی کارروائی سے متعلق بیان غیر معمولی اجلاس عام کی اطلاع کے ہمراہ شیئہ ہولڈرز کو ارسال کیا جا رہا ہے۔

بھکر بورڈ

محمد سبیل خان

کینیڈی بیکریٹری

کراچی

تاریخ: 25 نومبر 2019

## نوٹس

1- بینک کے شیئرز فرانسفر کے کھاتے 12 دسمبر، 2019 سے 18 دسمبر، 2019 تک (دونوں ایام شامل ہیں) بند رہیں گے۔

2- اس اجلاس میں شریک ہونے اور ووٹ دینے کا حقدار کوئی بھی رکن کسی فرد کو اجلاس میں حاضر ہونے اور ووٹ دینے کے لئے اپنا/اپنی نمائندہ مقرر کر سکتا/سکتی ہے۔ کوئی ادارہ بھی بطور ممبر اپنے کسی ملازم یا دیگر کسی بھی فرد کو، چاہے وہ بینک کا ممبر ہو یا نہ ہو، اپنا نمائندہ مقرر کر سکتا ہے۔

3- نمائندگی کا انسٹرمنٹ اور قانونی مختار نامہ یا دیگر مختار نامہ (اگر کوئی ہو) جس کے تحت یہ تکمیل پایا ہو، یا اس قانونی مختار نامہ کی نوٹرائزڈ اور فعال نقل اجلاس کے انعقاد سے کم از کم اڑتالیس (48) گھنٹے قبل بینک کے شیئرز رجسٹر THK ایسوسی ایشن (پرائیویٹ) لمیٹڈ، فرسٹ فلور 40، بلاک 6، ای ای سی ایچ ایس، کراچی۔ 75400، 111-000-322 (021) UAN: کو جمع کروانا ضروری ہے۔

4- ایسے حصص یافتگان جن کے حصص سینٹرل ڈیپازٹری کینیڈی آف پاکستان اینڈ (CDC) کے پاس جمع ہیں، ان سے درخواست ہے کہ غیر معمولی اجلاس عام میں شرکت کے وقت شناخت میں آسانی کے لئے اپنا اصل کمپیوٹرائزڈ فوٹو شناختی کارڈ (CNIC) مع پائسپنٹ آئی ڈی نمبر اور اپنے CDC کے اکاؤنٹ اور اسب اکاؤنٹ نمبرز ضرور ساتھ لائیں۔ نمائندہ ہونے کی صورت میں نمائندہ کے CNIC یا پاسپورٹ کی تصدیق شدہ نقل، اکاؤنٹ اور پائسپنٹ آئی ڈی نمبرز نمائندگی کے فارم کے ہمراہ ہمارے شیئرز رجسٹر کے پاس جمع کروانے ہوں گے۔ کاروباری ممبران کا نمائندہ ہونے کی صورت میں حاضر نمائندہ کو بورڈ آف ڈائریکٹرز کی قرارداد قانونی مختار نامہ دستخط کے نمونے کے ہمراہ اجلاس کے وقت پیش کرنا ہوگا (اگر شیئرز رجسٹر کو پہلے فراہم نہ کیا گیا ہو)۔

5- فزیکل صورت میں حصص رکھنے والے حصص یافتگان سے درخواست ہے کہ اپنے خط و کتابت کے پتے اور/یا ای میل ایڈریس میں تبدیلی (اگر کوئی ہو) کی اطلاع فوری طور پر ہمارے شیئرز رجسٹر کو تحریری طور پر دیں، جبکہ CDC کاؤنٹس ہولڈر سے گزارش ہے کہ وہ اپنے CDC پائسپنٹ/ CDC اکاؤنٹس سروسز سے رابطہ کریں۔

6- اجلاس عام میں شرکت کے لئے ویڈیو کانفرنس کی سہولت

اگر بینک کسی جغرافیائی مقام پر پابندی 10 فیصد یا زائد شیئرز ہولڈنگ کے حامل ممبران کی جانب سے اجلاس عام کی تاریخ سے 07 روز قبل ویڈیو کانفرنس کے ذریعے شرکت کے لئے رضامندی موصول ہو جاتی ہے، ایسی صورت میں بینک اس شہر میں ویڈیو کانفرنس کی سہولت کا انتظام کرے گا، تاہم یہ اس شہر میں سہولت کی دستیابی سے مشروط ہے۔

اس سہولت کے حصول کے لئے غیر معمولی اجلاس عام سے 07 روز قبل بینک کے رجسٹرڈ پتے پر درخواست جمع کروانا ہوگی۔

بذریعہ ہذا مطلع کیا جاتا ہے کہ میزان بینک لمیٹڈ کے ممبران کا ایک غیر معمولی اجلاس عام انشاء اللہ بروز بدھ، 18 دسمبر، 2019 بوقت صبح 09:00 بجے میزان بلاک 25، C-، اسٹیٹ ایویو، سائٹ، کراچی، پاکستان میں منعقد ہوگا جس میں درج ذیل کارروائی پر عمل درآمد کیا جائے گا:

1- 28 مارچ، 2019 کو کراچی میں منعقدہ 23 ویں سالانہ اجلاس عام کی کارروائی کی توثیق کرنا۔

2- بینک کے موجودہ حصص کے سرمائے کو 10/- روپے فی حصص کے 233,800,000 نئے عمومی حصص کی پیداوار کے ذریعے 23,383,800,000/- روپے سے بڑھا کر 25,721,800,000/- روپے کرنے کے لئے مندرجہ ذیل خصوصی قرارداد کی ترمیم کے ساتھ یا البتہ ترمیم کے منظوری دینا:

قرار پایا کہ بذریعہ ہذا بینک کے موجودہ حصص کے سرمائے کو 10/- روپے فی حصص کے 233,800,000 نئے عمومی حصص کی پیداوار کے ذریعے 23,383,800,000/- روپے (تیس ارب اڑتیس کروڑ اڑتیس لاکھ روپے) سے بڑھا کر 25,721,800,000/- روپے (بچیس ارب بہتر کروڑ اٹھارہ لاکھ روپے) کرنے کی منظوری دی جاتی ہے، جو تمام قانونی تقاضوں کی تکمیل اور لازمی منظور یوں کے حصول سے مشروط ہے، اور یہ کہ

بینک کے دستور العمل کی شق 7 میں بذریعہ ہذا ترمیم کی جاتی ہے جسے درج ذیل کے مطابق پڑھا جائے:

"کینیڈی کا حصص کا سرمایہ 25,721,800,000/- (بچیس ارب بہتر کروڑ اٹھارہ لاکھ روپے) بمقابلہ 10/- روپے (دس روپے) فی حصص کے 2,572,180,000/- (دو ارب ستاد کروڑ اکیس لاکھ اسی ہزار) عمومی حصص ہے اور کینیڈی کو حصص کے سرمائے میں اضافے یا کسی اور مخصوص وقت کے لئے حصص کے سرمائے کو مختلف درجات میں تقسیم کرنے کا اختیار حاصل ہے"

"مزید قرار پایا کہ بینک کے چیف ایگزیکٹو آفیسر یا ڈپٹی چیف ایگزیکٹو آفیسر یا کینیڈی بیکریٹری ("جواز نمائندگان") کو بذریعہ ہذا انفرادی طور پر سرحد قوانین، قواعد، ضابطوں وغیرہ کے تحت مندرجہ بالا قرارداد کی تکمیل کے مقصد کے لئے تمام ضروری قانونی کارروائیاں کرنے کا مجاز قرار دیا جاتا ہے۔"

3- جیسا کہ اسٹیٹ بینک آف پاکستان نے مقرر کیا ہے، کوورڈن ایونٹ کی صورت میں بینک کے ملوک کو عمومی حصص میں تبدیلی کرنے پر غور و خوض اور موزوں سمجھے جانے پر اس کی منظوری، اور اس سلسلے میں درج ذیل قرارداد کی بطور خصوصی قرارداد منظوری دینا:

"قرار پایا کہ بینک کی جانب سے جاری کئے گئے 4,000,000,000/- روپے (چار ارب روپے) کے شریعہ کمپلائٹ ٹائو 2 Tier مضاربہ پر مبنی ملوک ("ملوک")، جن کی منظوری بورڈ آف ڈائریکٹرز نے اپنے اجلاس منعقدہ 25 اپریل، 2019 میں دی تھی، اور جو اسٹیٹ بینک آف پاکستان ("SBP") کی ہدایات کے مطابق "پاکستان میں Basel III کے نفاذ کی ہدایات" کے تحت BPRD سرکل نمبر 06، مورخہ 15 اگست، 2013 کے تحت جاری کردہ، اور Loss Absorbency کے حوالے سے متوافق ترمیم کردہ ہیں، اگر ان ملوک کو اسٹیٹ بینک آف پاکستان کی جانب سے پوائنٹ آف نان وائیبلٹی ("PONV") کے اعلان کی صورت میں عام حصص میں تبدیل کیا جاتا ہے، تو ایسے عمومی حصص کمپنیز ایکٹ 2017 کے سیکشن 83(1)(b) میں فراہم کردہ شرائط کے مطابق رائج شیئرز کے بجائے اضافی شیئرز ("Additional Shares") کے طور پر جاری کئے جائیں گے۔

مزید قرار پایا کہ ان اضافی حصص کا اجراء PONV کے آغاز کی تاریخ پر حصص کی مارکیٹ ویلیو کی بنیاد پر ہوگا، جیسا کہ اسٹیٹ بینک آف پاکستان کی جانب سے واضح کیا گیا ہے، اور جو جاری کردہ 126,315,790 (بارہ کروڑ تیس لاکھ پندرہ ہزار سات سو نوے) اضافی عمومی حصص یا دیگر کوئی ایسا عدد جس پر اسٹیٹ بینک آف پاکستان کی مشاورت سے اتفاق رائے ہو جائے، کی بالائی حد (Cap) سے مشروط ہوگا، اور جو بعد ازاں کمپنیز ایکٹ، 2017 کی سرحد شقوں کے مطابق سکریٹریز اینڈ ایگزیکٹو کمیشن آف پاکستان کی منظوری سے مشروط ہوگا۔



**Meezan Bank**  
The Premier Islamic Bank

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

***To be held on Wednesday, December 18, 2019***

Head Office: Meezan House, C-25, Estate Avenue, SITE, Karachi - Pakistan.  
PABX: (92-21) 38103500 UAN: 111-331-331 & 111-331-332  
[www.meezanbank.com](http://www.meezanbank.com)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of the Members of Meezan Bank Limited will be held Insha-Allah on Wednesday, December 18, 2019 at 9:00 a.m. at Meezan House, C-25, Estate Avenue, SITE, Karachi, Pakistan to transact the following business:

1. To confirm the minutes of the 23<sup>rd</sup> Annual General Meeting (AGM) held on March 28, 2019 at Karachi.
2. To consider, if thought fit, pass the following special resolution, with or without modification, to increase the authorized share capital of the Bank from PKR 23,383,800,000/- to PKR 25,721,800,000/- by creation of 233,800,000 new ordinary shares of PKR 10/- each:

***"RESOLVED THAT** the authorized share capital of the Bank be and is hereby increased from PKR 23,383,800,000/- (Pak Rupees Twenty Three Billion Three Hundred Eighty Three Million Eight Hundred Thousand only) to PKR 25,721,800,000 (Pak Rupees Twenty Five Billion Seven Hundred Twenty One Million Eight Hundred Thousand only) by creation of 233,800,000 new ordinary shares of PKR 10/- each, subject to completion of all legal formalities and necessary approvals; and that*

*Clause V of the Memorandum of Association of the Bank be and is hereby amended to read as follows:*

*"The share capital of the company is PKR 25,721,800,000 (Pak Rupees Twenty Five Billion Seven Hundred Twenty One Million Eight Hundred Thousand only) divided into 2,572,180,000 (Two Billion Five Hundred Seventy Two Million One Hundred Eighty Thousand) ordinary shares of Rs. 10/- each (Rupees ten each) with the power to increase or reduce the capital and to divide the shares in the capital for the time being into several classes."*

***FURTHER RESOLVED THAT** the Chief Executive Officer or Deputy Chief Executive Officer or Chief Financial Officer or Company Secretary (the "Authorised Representatives") be and are hereby severally authorized to complete all legal formalities required under the applicable laws, rules, regulations etc. for the increase in the authorized capital of the Bank."*

3. To consider and, if thought fit, approve conversion of Sukuk into Ordinary Shares of the Bank upon the occurrence of a conversion event as determined by the State Bank of Pakistan and in that connection to pass the following resolution as **special resolution**:

***RESOLVED** that in respect of the Shariah compliant subordinated Tier 2 Mudaraba based Sukuk issue of PKR 4,000,000,000/- (Pak Rupees Four Billion) approved by the Board of Directors of the Bank ("Sukuk"), pursuant to their meeting held on April 25, 2019 and in accordance with the instructions of the State Bank of Pakistan ("SBP") under the 'Instructions for Basel III Implementation in Pakistan' ("**Basel III Rules**") issued under BPRD Circular No. 06 dated August 15, 2013, as amended from time to time, regarding loss absorbency, in the event the Sukuk are converted into common shares upon the declaration by the SBP of the occurrence of a Point of Non-Viability event ("**PONV**"), such ordinary shares shall be issued other than by way of rights in accordance with the proviso provided under section 83(1)(b) of the Companies Act, 2017 ("**Additional Shares**").*

**FURTHER RESOLVED** that the issuance of such Additional Shares shall be based on the market value of the shares of the Bank on the date of trigger of PONV as declared by SBP and shall be subject to a cap of 126,315,790 (One Hundred and Twenty Six Million Three Hundred and Fifteen Thousand Seven Hundred and Ninety) additional ordinary shares being issued, or such other number as may be agreed to in consultation with SBP and shall further be subject to approval of the Securities and Exchange Commission of Pakistan in accordance with the applicable provisions of the Companies Act, 2017.

**FURTHER RESOLVED** that the Chief Executive Officer or Deputy Chief Executive Officer or Company Secretary or Chief Financial Officer or their delegates (the "**Authorized Representatives**") of the Bank, be and are hereby singly authorized to take all steps, necessary, ancillary and incidental to the above, and are further authorized to sign, execute and deliver all necessary documents, agreements and letters on behalf of the Bank, as may be deemed appropriate and as may be required for the purposes abovementioned.

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

Statements under section 134 (3) of the Companies Act, 2017 pertaining to special business contained in item (2) and (3) are enclosed.

By Order of the Board



**Muhammad Sohail Khan**  
Company Secretary

Karachi  
November 25, 2019

**Notes:**

1. The Share Transfer Books of the Bank will be closed from December 12, 2019 to December 18, 2019 (both days inclusive).
2. A member entitled to attend, and vote at the Meeting is entitled to appoint another member as a proxy to attend, speak and vote on his /her behalf. A corporation being a member may appoint as its proxy any of its official or any other person whether a member of the Bank or otherwise.
3. An instrument of proxy and a Power of Attorney or other authority (if any) under which it is signed, or notarized copy of such Power of Attorney must be valid and deposited at the Share Registrar of the Bank, THK Associates (Pvt.) Limited 1<sup>st</sup> Floor, 40-C, Block-6, P.E.C.H.S, Karachi-75400, UAN: (021) 111-000-322 not less than 48 hours before the time of the Meeting.
4. Those shareholders whose shares are deposited with Central Depository Company of Pakistan Limited (CDC) are requested to bring their original Computerized National identity Card (CNIC) along the participant ID number and their account sub-account numbers in CDC to facilitate identification at the time of Extraordinary General Meeting. In case of proxy, attested copies of proxy's CNIC or passport, account and Participant I.D. numbers must be deposited along with the Form of Proxy with our Share Registrar. In case of proxy for corporate members, the Board of Directors' Resolution/power of Attorney with



specimen signature of the nominee shall be produced at the time of the Meeting (unless it has been provided earlier to the Share Registrar).

5. Shareholders having physical scrip of shares are requested to promptly notify change in their postal address and/or email address if any, to our Share Registrar, in writing, whereas CDC accounts holders are requested to contact their CDC Participant/ CDC Account Services.

**6. Video Conference Facility for Attending General Meetings.**

If the Bank 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 07 days prior to date of meeting, the Bank will arrange video conference facility in that city subject to availability of such facility in that city.

To avail this facility a request to be submitted to registered address of the Bank 07 days before holding of the Extraordinary General Meeting.

**STATEMENT OF MATERIAL FACTS UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017.**

These statements set out the material facts concerning the resolution contained in item (2) and (3) of the Notice pertaining to the special business to be transacted at the Extraordinary General Meeting of the Bank to be held on December 18, 2019.

**1. Increase in Authorised Capital of the Bank**

The Board of Directors of Meezan Bank in its meeting held on October 24, 2019 has approved increased in its authorized capital. Due to locking of authorized share capital for Bank's Tier I and Tier II capital, the available room in authorized capital for further issue of share capital has reduced. Therefore, this increase is to meet the future requirements of capital for continued growth and expansion of the Bank.

The Bank's existing authorized capital is PKR 23,383,800,000/- (Pak Rupees Twenty Three Billion Three Hundred Eighty Three Million Eight Hundred Thousand only) divided into 2,338,380,000 (Two Billion Three Hundred Thirty Eight Million and Three Hundred Eighty Thousand) ordinary shares of Rs. 10 each.

It is proposed to increase the share capital of the Bank up to PKR 25,721,800,000 (Pak Rupees Twenty Five Billion Seven Hundred Twenty One Million Eight Hundred Thousand only) divided into 2,572,180,000 (Two Billion Five Hundred Seventy Two Million One Hundred Eighty Thousand) ordinary shares of Rs. 10/- each (Rupees ten each) by issuance of new shares of PKR.2,338,000,000/- (Rupees two billion three hundred thirty eight million only) divided into 233,800,000 (two hundred thirty three million and eight hundred thousand only) ordinary shares of Rs. 10/- each (Rupees ten each).

Under section 85(1) of the Companies Act, 2017, the Bank may alter the condition of the memorandum so as to inter alia increase its share capital by such amount as it thinks expedient and such powers are exercisable by the shareholders through special resolution.

The Directors of the Bank have no vested interest, directly or indirectly in the above business, save to the extent of their shareholding of the Bank.

**2. To consider and, if thought fit, approve conversion of Sukuk into Ordinary Shares of the Bank upon the occurrence of a conversion event as determined by the State Bank of Pakistan**

On April 25, 2019 the Board of Directors of Meezan Bank Limited ("MBL" or the "Bank") resolved to raise Shariah compliant subordinated Tier 2 Mudarabah based sukuk certificates through issuance of redeemable capital under Section 66 of the Companies Act, 2017 in the amount of PKR 4,000,000,000/- (Pak Rupees Four Billion) which is expected to be issued in December 2019 (the "Sukuk Issue" or the "Sukuk") to eligible investors in terms of BPRD Circular Number 08 dated June 27, 2006 and as updated vide BPRD Circular Number 06 of August 15, 2013 (as amended from time to time), read with all relevant rules, regulations, circulars and approvals of State Bank of Pakistan ("SBP"). The Sukuk Issue is intended to contribute towards the Bank's Tier 2 Capital for Capital Adequacy Requirements as per the guidelines set by the State Bank of Pakistan.

SBP through BSD Circular No. 7 dated April 15, 2009 had directed all banks to achieve and maintain the minimum CAR of 10% by December 2013. SBP vide its Circular No. 6 of Banking Policy and Regulation Department ("BPRD") dated August 15, 2013 ("Basel III Circular"), covering Basel III reforms, gave a roadmap to increase the minimum CAR up to 12.5% in a phased manner by December 31, 2019.

As per the requirements of Basel III under the aforementioned Basel III Circular, the terms and conditions of the Sukuk must have a provision of "loss absorbency" for it to be qualified as a Tier 2 Capital instrument.

The relevant portion of the Basel III Circular relating to "loss absorbency" is reproduced below:

*"A-5-3 Loss Absorbency of Non-Equity Capital Instruments at the Point of Non-Viability*

- i. *The terms and conditions of all non-CET1 and Tier 2 instruments issued by banks must have a provision in their contractual terms and conditions that the instruments, at the option of the SBP, will be fully and permanently converted into common share upon the occurrence of a non-viability trigger event called the Point of Non-Viability (PONV) as described below;*
- ii. *The PONV trigger event is the earlier of;*
  - a. *A decision made by SBP that a conversion is necessary without which the bank would become non-viable.*
  - b. *The decision to make a public sector injection of capital, or equivalent support, without which the bank would have become non-viable, as determined by SBP.*
- iii. *The issuance of any new shares as a result of the trigger event must occur prior to any public sector injection of capital so that the capital provided by the public sector is not diluted.*
- iv. *The amount of non-equity capital to be converted will be determined by the SBP.*
- v. *Where an Additional Tier-1 capital instrument or Tier-2 capital instrument provides for conversion into ordinary shares, the terms of the instruments should include provision that upon a trigger event the investors holding 5% or more of paid-up shares (ordinary or preferred) will have to fulfill fit and proper criteria (FFT) of SBP.*



- vi. *The conversion terms of the instruments must contain pricing formula linked to the market value of common equity on or before the date of trigger event. However, to quantify the maximum dilution and to ensure that prior shareholder/ regulatory approvals for any future issue of the required number of shares is held, the conversion method must also include a cap on the maximum number of shares to be issued upon a trigger event.*
- vii. *The conversion method should describe and take into account the order (hierarchy of claims) in which the instruments will absorb losses in liquidation/ gone concern basis. These terms must be clearly stated in the offer documents. However, such hierarchy should not impede the ability of the capital instrument to be immediately converted.*
- viii. *There should be no impediments (legal or other) to the conversion i.e. the bank should have all prior authorizations (sufficient room in authorized capital etc.) including regulatory approvals to issue the common shares upon conversion.*
- ix. *The contractual terms of all Additional Tier 1 and Tier 2 capital instruments must state that SBP will have full discretion in deciding/ declaring a bank as a non-viable bank. SBP will, however, form its opinion based on financial and other difficulties by which the bank may no longer remain a going concern on its own unless appropriate measures are taken to revive its operations and thus, enable it to continue as a going concern. The difficulties faced by a bank should be such that these are likely to result in financial losses and raising the CET1/ MCR of the bank should be considered as the most appropriate way to prevent the bank from turning non-viable. Such measures will include conversion of non-equity regulatory capital into common shares in combination with or without other measures as considered appropriate by the SBP."*

As per the loss absorbency conditions, upon the occurrence of a "Point of Non-Viability" event ("PONV"), SBP may at its option, fully and permanently convert the Sukuk into common shares of the issuer, i.e. the Bank.

In light of the above conditions, the Bank is required to obtain all approvals (in advance) for the issuance of such additional shares, which additional shares shall be issued based on the market value of the shares of the Bank on the date of trigger of PONV as declared by SBP and shall be subject to a cap of 126,315,790 (One Hundred and Twenty Six Million Three Hundred and Fifteen Thousand Seven Hundred and Ninety) additional ordinary shares being issued in aggregate, or such other number as may be agreed to in consultation with SBP. It may further be noted that issuance of such additional shares shall further be subject to approval of the Securities and Exchange Commission of Pakistan in accordance with section 83(1)(b) of the Companies Act, 2017.

The information required to be annexed to the notice is set out below:

<b>Name of the persons to whom shares will be issued</b>	The shares will be issued to the Sukuk holders (at that time) in accordance with the directions of SBP at the time of trigger of PONV.
<b>Price at which the proposed shares will be issued</b>	The shares shall be at the market value of the shares of the Bank on the date of trigger of PONV as declared by SBP however, total no. of shares to be issued are capped at 126,315,790 or such other number as may be agreed to in consultation with SBP.
<b>Purpose of the issue, utilization of the proceeds of the issue and benefits to the</b>	To convert the outstanding Sukuk amount (in whole) into shares of the Bank in

<b>Company and its shareholders with necessary details</b>	accordance with the directions of SBP.
<b>Existing shareholding of the persons to whom the proposed shares will be issued</b>	Not Applicable
<b>Total shareholding of the persons after the proposed issue of shares</b>	Not Applicable
<b>Whether the persons have provided written consent for purchase of such shares</b>	The terms of the Trust Deed for the Sukuk Issue shall contain the details regarding such conversion.
<b>Justification as to why proposed shares are to be issued otherwise than rights and not as rights shares</b>	This is in accordance with the requirements of SBP vide its Circular No. 6 of Banking Policy and Regulation Department ("BPRD") dated August 15, 2013
<b>Justification, with details of the latest available market price and break-up value per share, if such price differs from par value</b>	Not Applicable

The shares issued will rank pari passu in all respects with the existing shares of the Bank. The issue of shares other than by way of rights is subject to approval from the Securities and Exchange Commission of Pakistan.

The Directors of the Bank have no vested interest, directly or indirectly in the above business, save to the extent of their shareholding of the Bank.



Meezan Bank  
The Product Bank

## MEEZAN BANK LIMITED FORM OF PROXY EXTRAORDINARY GENERAL MEETING

The Company Secretary  
Meezan Bank Limited  
Meezan House C-25,  
Estate Avenue S.I.T.E.  
Karachi, Pakistan.

I/We \_\_\_\_\_ of \_\_\_\_\_ being a member(s) of Meezan Bank Limited and holder of \_\_\_\_\_ ordinary shares as per Share Register Folio No. \_\_\_\_\_ and/or CDC Investor Account No./ Participant I.D No. \_\_\_\_\_ and Sub Account No. \_\_\_\_\_ do hereby appoint \_\_\_\_\_ of \_\_\_\_\_ as my/our proxy to vote and act for me/us on my/our behalf at the Extraordinary General Meeting of Meezan Bank Ltd. to be held on Wednesday, December 18, 2019 at 9:00 a.m. at Meezan House, C-25, Estate Avenue, S.I.T.E., Karachi, Pakistan and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019.

Please affix  
Rupees five  
revenue  
Stamp

**Signature of Member(s)/Attorney**  
The Signature should agree  
with the specimen registered  
with the Company

### Witness 1

Signature: \_\_\_\_\_  
Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
CNIC or Passport No: \_\_\_\_\_

### Witness 2

Signature: \_\_\_\_\_  
Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
CNIC or Passport No: \_\_\_\_\_

### NOTES:

1. Proxies in order to be effective must be received by the Company not later than 48 hours before the time of the meeting.
2. A member entitled to attend and vote at the Meeting may appoint another person as his/her proxy to exercise all or any of his rights to attend, speak and vote for him/her.
3. Members are required to timely notify any change in their address to Bank's Shares Registrar THK Associates (Pvt.) Ltd. 1st Floor, 40-C, Block-6, P.E.C.H.S., Karachi.
4. Shareholders will further have to follow the guidelines as laid down in Circular 1 dated January 26, 2000 Issued by the Securities and Exchange Commission of Pakistan.
5. If any member appoints more than one proxy and more than one Instruments of proxies for any one meeting are deposited with the Company, all such instruments of proxy shall be rendered invalid.

### For Attending the Meeting:

1. In case of individuals, the account holder or sub-account holder and/or the person whose securities are in group account and their registration detail are uploaded as per the regulations, shall authenticate his/her identity by showing his/her original Computerized National Identity Card (CNIC) or original passport at the time of attending the Meeting.

2. 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 Meeting.

### For Appointing Proxies:

1. The Proxy form be signed by the appointer or his attorney duly authorized in writing, or if the appointer is a body corporate, be under its seal or be signed by an officer or any attorney duly authorized by it.
2. In case of individuals, the account holder or sub-account holder and /or the person whose securities are in group account and their registration details are uploaded as per the regulations, shall submit the proxy form as per the above requirement.
3. In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature of the nominee shall be submitted along with proxy form to the Company.
4. The proxy form shall be witnessed by two persons whose name, addresses and CNIC numbers shall be mentioned on the form.
5. Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
6. The proxy shall produce his/her original CNIC or original passport at the time of the Meeting.



Please affix  
correct  
postage

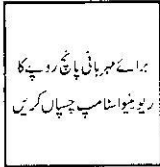
The Company Secretary  
Meezan Bank Limited  
Meezan House, C-25,  
Estate Avenue, SITE,  
Karachi, Pakistan.

## میزان بینک لمیٹڈ نمائندگی فارم برائے غیر معمولی اجلاس عام

کمپنی سیکریٹری  
 میزان بینک لمیٹڈ  
 میزان ہاؤس، C-۲۵،  
 اسٹیٹ ایونیو، سائٹ، کراچی، پاکستان

میں/ہم \_\_\_\_\_ کا/کے \_\_\_\_\_ بحیثیت رکن میزان بینک  
 لمیٹڈ اور شیئر رجسٹر فو لیو نمبر \_\_\_\_\_  
 یاسی ڈی سی انویسٹر اکاؤنٹ نمبر/اسی ڈی سی پارٹنر شپ آئی ڈی نمبر \_\_\_\_\_  
 اور ذیلی اکاؤنٹ نمبر \_\_\_\_\_ کے مطابق \_\_\_\_\_  
 عموماً حصص کا/کے \_\_\_\_\_ مالک، \_\_\_\_\_ کے/کی \_\_\_\_\_

کو اپنا/ہمارا نمائندہ مقرر کرتا ہوں/کرتی ہوں/کرتے ہیں اور  
 میزان بینک لمیٹڈ کے ۱۸ دسمبر ۲۰۱۹ء بروز بدھ بوقت ۹:۰۰ بجے کو میزان ہاؤس، C-۲۵، اسٹیٹ ایونیو، سائٹ، کراچی میں منعقد ہونے والے غیر معمولی اجلاس عام یا اس کے ملتوی شدہ اجلاس  
 میں شرکت کرنے اور اپنی/ہماری جگہ دوت دینے کا اہل قرار دیتا ہوں/دیتی ہوں/دیتے ہیں۔



رکن (اراکین) کے دستخط

دستخط \_\_\_\_\_ ویں روز \_\_\_\_\_ ۲۰۱۹ء کو کئے گئے۔

گواہ 2:

گواہ 1:

دستخط _____ نام _____ پتہ _____ کمپیوٹرائزڈ قومی شناختی کارڈ یا پاسپورٹ نمبر _____	دستخط _____ نام _____ پتہ _____ کمپیوٹرائزڈ قومی شناختی کارڈ یا پاسپورٹ نمبر _____
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**نوٹس:**

- 1- نمائندگی کا تقرر نامہ موثر ہونے کے لئے اجلاس سے کم از کم 48 گھنٹے پہلے موصول ہونا چاہئے۔
- 2- اجلاس میں حاضر ہونے اور دوت دینے کا حق دار وہی بھی ممبر کسی دوسرے ممبر کو اجلاس میں حاضر ہونے/دوتے اور دوت دینے کے لئے اپنے کسی ایک یا تمام حقوق استعمال کرنے کے لئے اپنی اپنا نمائندہ مقرر کر سکتا ہے۔
- 3- ممبران سے درخواست ہے کہ اپنے پتے میں کسی بھی قسم کی تبدیلی کی صورت میں بینک کے شیئر رجسٹر THK انیسوی ایٹس (پرائیویٹ) لمیٹڈ، فرسٹ فلور، C-40، بلاک 6، پی ای سی ایچ ایٹس، کراچی کو فوری مطلع کریں۔
- 4- مزید برآں شیئر ہولڈر کو سلیکچر ایجنڈا ایجنسیشن آف پاکستان کے جاری کردہ سرکلر 1 مجریہ 26 جنوری 2000 میں فراہم کردہ ہدایات کی پیروی کرنی ہوگی۔
- 5- اگر کوئی ممبر ایک سے زائد نمائندے مقرر کرتا ہے اور کسی ایک اجلاس کے لئے ایک سے زائد پراکسی فارم موصول ہوتے ہیں تو ایسی صورت میں تمام پراکسی فارمز غیر موثر سمجھے جائیں گے۔

**اجلاس میں شرکت کے لئے:**

- 1- انفرادی صورت میں اکاؤنٹ ہولڈر یا ذیلی اکاؤنٹ ہولڈر اور/یا جن کی سلیکچر ریٹیز گروپ اکاؤنٹ میں ہوں اور ان کی رجسٹریشن کی تفصیلات قواعد و ضوابط کے مطابق اپ لوڈ ہوں، کو اجلاس میں شرکت کے وقت اصل قومی شناختی کارڈ (CNIC) یا اصل پاسپورٹ دکھانا ہوگا۔
- 2- کارپوریٹ ادارے کی صورت میں، بورڈ آف ڈائریکٹرز کی قرارداد/پاور آف ایٹارنی اور امیدوار کے شخص دستخط کے ساتھ کمپنی کو پراکسی فارم کے ساتھ جمع کروانی ہوگی۔ (تا وقتیکہ پیلے فراہم نہ کی گئی ہوں)
- 3- جن دو افراد سے پراکسی فارم کی تصدیق کروانی جائے گی ان کے نام، پتے، کمپیوٹرائزڈ قومی شناختی کارڈ نمبر فارم میں درج کئے جائیں گے۔
- 4- اصل مالکان اور ان کے نمائندوں کی کمپیوٹرائزڈ قومی شناختی کارڈ یا پاسپورٹ کی مصدقہ نقول پراکسی فارم کے ساتھ منسلک کی جائیں گی۔
- 5- نامزد شخص کو اجلاس میں شرکت کے وقت اصل کمپیوٹرائزڈ قومی شناختی کارڈ یا اصل پاسپورٹ پیش کرنا ہوگا۔

برائے مہربانی  
درست ڈاک ٹکٹ  
چسپاں کریں

کمپنی سیکریٹری  
میزان بینک لمیٹڈ  
میزان ہاؤس، C-۲۵، اسٹیٹ ایونیو  
سائٹ، کراچی، پاکستان