



Meezan Bank
The Premier Islamic Bank



December 19, 2019

CS/PSX-14/221/2019

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

CERTIFIED TRUE COPIES OF THE RESOLUTIONS ADOPTED IN EXTRAORDINARY GENERAL MEETING (EOGM) OF MEEZAN BANK LIMITED

Dear Sir,

السلام عليكم

In compliance of PSX regulations No. 5.6.4(b) please find enclosed herewith certified copies of the resolutions adopted in Extraordinary General Meeting (EOGM) of Meezan Bank Limited which was held on December 18, 2019.

This is for your information and record.

Yours Sincerely,

Muhammad Sohail Khan
Company Secretary

Encls: As Above

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



**CERTIFIED TRUE COPY OF RESOLUTION PASSED IN
EXTRAORDINARY GENERAL MEETING OF MEEZAN BANK LTD.
HELD ON DECEMBER 18, 2019 IN KARACHI, PAKISTAN**

The following resolution was passed unanimously by the shareholders.

“Quote”

**Agenda Item No. 1 To confirm the minutes of the 23rd Annual General Meeting (AGM) held
on March 28, 2019 at Karachi.**

***“RESOLVED THAT the Minutes of the 23rd Annual General Meeting held on March 28,
2019, be and are hereby confirmed.”***

“Unquote”

Karachi
December 19, 2019

Certified true copy

A handwritten signature in blue ink, appearing to read "M. Sohail Khan", is written over the printed name.

Muhammad Sohail Khan
Company Secretary



**CERTIFIED TRUE COPY OF RESOLUTION PASSED IN
EXTRAORDINARY GENERAL MEETING OF MEEZAN BANK LTD.
HELD ON DECEMBER 18, 2019 IN KARACHI, PAKISTAN**

The following resolution was passed unanimously by the shareholders.

“Quote”

Agenda Item No. 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 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.”

“Unquote”

Karachi
December 19, 2019

Certified true copy


Muhammad Sohan Khan
Company Secretary



**CERTIFIED TRUE COPY OF RESOLUTION PASSED IN
EXTRAORDINARY GENERAL MEETING OF MEEZAN BANK LTD.
HELD ON DECEMBER 18, 2019 IN KARACHI, PAKISTAN**

The following resolution was passed unanimously by the shareholders.

“Quote”

Agenda Item No. 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.

“Unquote”

Karachi
December 19, 2019

Certified true copy

Muhammad Sohail Khan
Company Secretary