



FORM-4

March 4, 2020

CS/PSX-15/37/2020

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

NOTICE OF THE 24th ANNUAL GENERAL MEETING OF MEEZAN BANK LIMITED

Dear Sir,

الشّلاَمُ عَلَيْكُمَ

Enclosed please find copies of the Notice of 24th Annual General Meeting (AGM) of **Meezan Bank Limited** scheduled to be held on **Thursday**, **March 26**, **2020** at **9:30 a.m.** at Meezan House C-25, Estate Avenue, SITE, Karachi, published nationwide today i.e. **Wednesday**, **March 4**, **2020** in two newspapers "**The News**" and "**The Daily Express**" in English and Urdu languages respectively.

A copy of the Notice of AGM 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

Encls: As above.



NOTICE OF 24th ANNUAL GENERAL MEETING

Notice is hereby given that the 24th Annual General Meeting of the Members of Meezan Bank Limited will be held Insha-Allah on Thursday, March 26, 2020 at 9:30 a.m. at Meezan House C-25, Estate Avenue, SITE, Karachi, Pakistan to transact the following business:

ORDINARY BUSINESS

- 1. To confirm the minutes of the Extraordinary General Meeting held on December 18,
- To receive, consider and adopt the Annual Audited Accounts of the Bank, Audited Consolidated Accounts for the year ended December 31, 2019 together with the Auditors' Report, Directors' Report and Chairman's Review Report thereon.
- 3. To appoint auditors of the Bank for the year ending December 31, 2020 and to fix their remuneration. The present auditors, M/s EY Ford Rhodes., Chartered Accountants, retire and being eligible, offer themselves for reappointment.
- 4. To consider and, if thought fit, approve as recommended by the Board of Directors, final cash Dividend at the rate of Rs. 2/- per share i.e. 20% in addition to Rs. 3/- per share i.e. 30% interim cash Dividend already declared/paid alongwith 10% Bonus Shares for the year December 31, 2019.

SPECIAL BUSINESS

- 5. To consider and, if thought fit, approve the Directors' Remuneration Policy of the Bank and to pass the following resolution as ordinary resolution:
 - "Resolved that the Directors' Remuneration Policy of the Bank, as presented to the shareholders, be and is hereby approved."
- 6. To approve the remuneration paid/payable to the Chairman, Vice-Chairman and Non-Executive Directors of the Bank for the year ended December 31, 2019 for attending Board Meetings and Meetings of the Committees formed by the Board and to pass the following resolution as ordinary resolution:
 - "Resolved that the remuneration paid / payable to the Chairman, Vice-Chairman and Non-Executive Directors of the Bank for the year ended December 31, 2019 for attending Board Meetings and Meetings of the Committees formed by the Board, as disclosed in note 39 of the Audited Financial Statements of the Bank be and is hereby approved."
- 7. 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 and Directors' Remuneration policy are being provided along with the notice of AGM being sent to the shareholders.

By Order of the Board

Karachi

Muhammad Sohail Khan

February 12, 2020

Company Secretary

Notes:

- i) The Members' Register will remain closed from March 19, 2020 to March 26, 2020 (both days inclusive) to determine the names of members entitled to receive the 20% cash dividend and attend and vote in the meeting.
- ii) A member eligible to attend and vote at this meeting may appoint any person as proxy to attend and vote in the meeting. Proxies in order to be effective must be received at the Registered Office not less than forty eight (48) hours before the holding of the meeting.
- iii) Members are requested to intimate any changes in address immediately to THK Associates (Pvt.) Ltd., 1st Floor, 40-C, Block-6, P.E.C.H.S, Karachi-75400. Phone No. 111-000-322.

For Information of the Members:

- iv) The Government of Pakistan has made certain amendments in Section 150 of the Income Tax Ordinance, 2001 whereby different rates are prescribed for deduction of withholding tax on the amount of dividend paid by the companies/banks. These rates are as per law.
 - To enable the Bank to make tax deduction on the amount of Cash Dividend, all the members whose names are not entered into Federal Board of Revenue (FBR)'s Active Tax-Payers List (ATL), despite the fact that they are tax return filers are advised to make sure that their names are entered into ATL, before the date of book closure for cash dividend, otherwise tax on their cash dividend will be deducted as non-filer.

All shareholders who hold shares jointly are requested to provide shareholding proportions of Principal shareholder and Joint-holder(s) in respect of shares held by them to our Shares Registrar, in writing as follows:

	Principal Shareholder		Joint Shareholders	
Folio/CDS Tot	me and NIC No.	Shareholding Proportion (No. of Shares)	Name and CNIC No.	Shareholding Proportion (No. of Shares)

The required information must reach our Shares Registrar by the close of business (5:00 pm) on March 18, 2020; otherwise it will be assumed that the shares are equally held by Principal shareholder and Joint Holder(s) and tax will be deducted according to proportionate holding of each shareholder as clarified by the FBR vide its clarification letter No. I(54) Exp/2014-132872-R dated September 25, 2014. Shareholders claiming tax exemption under clause 47(B) of Part IV of the Second Schedule of Income Tax Ordinance, 2001 are requested to provide valid exemption certificate under section 159 (1) of the Income Tax Ordinance, 2001 latest by March 18, 2020 to our Shares Registrar as required vide FBR clarification letter No. 1(43)DG (WHT) / 2008-Vol.II-66417-R dated May 12, 2015.

Payment of Cash Dividend through electronic mode:

v) Under section 242 of the Companies Act, 2017, it is mandatory for a listed company to pay cash dividend to shareholders only through electronic mode directly into bank account designated by the entitled shareholders. In order to receive dividend directly into bank account, shareholders are requested to fill in Electronic Credit Mandate Form available on Bank's website and send it duly signed alogwith a copy of CNIC to the registrar of the company, THK Associates (Pvt.) Ltd., 1st Floor, 40-C, Block-6, P.E.C.H.S, Karachi-75400 in case of physical shares.

In case shares are held in CDC then the Electronic Credit Mandate Form must be submitted directly to shareholder(s)' broker / participant / CDC account services or shareholders can directly register for e-Dividend Services by visiting CDC Portal: https://eservices.cdcaccess.com.pk/public/index.xhtml.

Electronic Credit Mandate Form

Folio Number / CDC Sub Account Number	the state of authors
Name of Shareholder	And the second s
Title of the Bank Account	The Allegar March State Control of the State of
International Bank Account Number	自然的数据使用的 第三人称形式 (And Carlot Africa)
Name of Bank	The second secon
Name of Bank Branch/Address	The appropriate last the second and
Cellular and Landline number	Depollograph for solon, but after
CNIC/Passport (Attach copy)	A SERVICE REPORT OF THE PART O
Signature of Shareholder	Compared the Compared

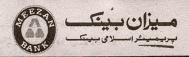
Availability of Annual Accounts

vi) Annual Accounts of the Bank for the financial year ended December 31, 2019 have been provided on the Company's website-www.meezanbank.com

Video Conference Facility for Attending General Meetings

vii) 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 wil 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 Annual General Meeting.



اطلاع برائے 24 وال سالانہ عمومی اجلاس

تمام متعلقہ افراد کومطلع کیا جاتا ہے کہ میزان بینک لمیٹڈ کے مبران کا 24 دال سالا ندعمومی اجلاس انشاء اللہ بروز جسمرات ، 26 مارچ 2020 بوقت صبح 09:30 بج بمقام ميزان ہاؤس ،C-5، اطيف ايو بنيو، سائف، كراچى، پاكستان ميں منعقد ہوگا جس ميں درج ذيل كارروا كي يمل درآمدكما جائے كا:

- 1- 18 دعبر، 2019 كومنعقده غيرمعمولي عموى اجلاس كى كاردوائى كى توشق-
- 2- بینک کے 1 3 دیمبر 2019 کوختم ہونے والے سال کے سالانہ آڈٹ شدہ اکاؤنٹس، آڈٹ شدہ انضای اکاؤنٹس اور ان کے حوالے ہے آڈیٹرز اورڈ ائر یکٹرز کی رپورٹس اور چیئر مین کے جائزے کی وصولی ، ان پرغور وخوض اور منظوری۔
- 3- 3 درمبر 2020 کو ختم ہونے والے سال کے لئے کمپنی کے آڈیٹرز کی تقرری اوران کے معاوضے کا تعین۔موجودہ آڈیٹرز،میسرز EY Ford Rhodes ، چارفرڈ اکا وعینش ریٹائر ہو گئے ہیں اور بعجدا لمیت خود کو دو بارہ تقرری کے لئے پیش کیا ہے۔
- 4- بورد آف دائر يكثرز كى سفارش كے مطابق حتى نقدة بديد غر جماب-/2 روي في حصص ليني 20 في صدى ادا ميكن يرغوراور موزون سمجھ جانے پرمظوری، جبکہ -/3 روپ فی صف یعنی 30 فیصد عبوری نقذ ڈیویڈ نام 10 فیصد بولس صف 31 درمبر، 2019 کوختم ہونے والےسال کے دوران پہلے ہی منظور / ادا کئے جانچکے ہیں۔

- 5- بینک کے ڈائر یکٹرز کے معاوضہ کے قعین کی پالیسی برغور وخوض اور موزوں سمجھے جانے پر اس کی منظوری، اور درج ذیل قرار داد کی بطور عموی
- "قرار دیا جاتا ہے کہ بینک کے دائر بکٹرز کے معادضہ کے تعین کی پالیسی ،جیسا کہ صعبی یافتگان کو پیش کی گئی، کی بذریعہ بذامنظوری دی
- 6-1 و بمبر 2019 كوفتم مون والسال كريك ينك كه فيترشن وأكر جيرً شن اوريان الكريكود الريكرز كورد مينتر اوريور ک تشکیل کردہ کمیٹیوں کی مینگزے لیے اداکردہ اقابل ادا بیکی مشاہرے کی مظوری اوروز خوبل قرار دادی بطور موجی قرار داد منظوری
- "قرار داد پایش کی جاتی ہے کہ 31 دیمبر 2019 کوئتم ہونے دالے سال کے لیے بینک کے چیئر مین، واکس چیئر مین اور نان ایگزیکیو ڈائر یکٹرز کو بورڈ میٹنگز اور بورڈ کی تفکیل کردہ کمیٹیوں کی میٹنگز ٹی شرکت پراداکردہ ا قامل ادائیگی معاوضے کی بینک کی آڈٹ شدہ فا عَافِقُ السَّيْمُ مُنْ كُون 39 كِمطابق اورقر ارداد بداكة ريع مطورى دى جاتى ب-"
 - 7- اجلاس كررراه كى اجازت كى ديگركارروائى يغورونوش_

کمپنیزا یک 2017 کے پیشن (3) 134 کے تحت خصوصی کارروائی ہے تعلق بیان اور ڈائر بیٹرز کے معادضہ کے قعین کی یالیسی سالانہ

مح سهيل خان

عوى اجلاس كى اطلاع كي مراهم على يافت كان كوارسال كى جاربى يس

مجكم بورد

مميني سيرزي

12 فرورى، 2020

- i) 20 فیصد نفذ ڈیویڈیڈ کی وصولی اور میڈنگ میں شریک ہوکر ووٹ دینے کے حق وار مجبران کے ناموں کے تعین کے لیے ممبران کار جسر 19 ارچ، 2020 ہے 26 ارچ، 2020 تک بندر ہے گا (دونوں ایام ثال میں)۔
- ii) سالانتِ عوى اجلاس مِين شريك بونے اورووٹ ديے كافق واركوئى بھى عمر كى تخفى كواجلاس مِين حاضر بونے اورووٹ ديے كے ليے اپنا نمائده مقرر كرسكان بنائد كى كافررنا ساجلاس كانعقاد عم اذكم اؤناليس (48) محفظ بهلي دجر وافس مي موسول مون ك صورت مين مؤثر منجع جائيں گے۔
- iii) ممبران سے درخواست ہے کہانے ہے میں کسی بھی قتم کی تبدیلی کی اطلاع فوری طور پر THK ایسوی ایٹس (پرائیوٹ) لمیٹڈ ،فرسٹ فلور، 40-C، بلاك -6، في اى ى التي الى بكرايي -75400 فون نبر 322-1010 يدير

iv) حکومت یا کتان نے آگریکس آرڈینس 2001 کی شق 150 میں چندر آمیم کی ہیں، جن کے مطابق کمینوں امیکوں کی جانب سے ادا شدہ ڈیویڈنڈ کی رقم پرود مولڈنگ ٹیلس کی کوئی کے مختلف ریٹس بیان کئے گئے ہیں۔ پریٹس قانون کے مطابق ہیں۔

بینک کی جانب ہے کیش ڈیویڈیڈ کی رقم پر کوئی کے لئے ایے ممبران جوٹیس فاکر ہیں لیکن ان کے نام فیڈرل بورڈ آف ریونیو (FBR) کی ایکوفیس ویراسٹ (ATL) میں شامل نہیں ہیں، ان کومنورہ دیاجاتا ہے کدوہ کتاب کی بندش کی تاریخ سے پہلے اپنے نام

ا یکوئیکس پیمر لسٹ میں شامل کروادیں۔بصورت ویکران کے نقذ ڈیو ٹیٹٹر پربطورنان فاکمر کو تی کی جائے گی پرٹیل شیئر بولڈراور شتر کہ

طور پرشیئرز رکھنے والے تمام شیئر ہولڈرز ہے درخواست ہے کہ دواینے رکب شیئر ہولڈرز اور جوائث شیئر ہولڈر(ز) کا تناسب ہلحاظ شيئر زتح يري شكل مين جاري شيئر رجير اركو مندرجه ذيل صورت مين فراجم كرين:

كاشيزز CDS/L CNIC set

مطلوبه معلومات ہمارے شیئر رجشر ارکو 18 مارچ 2020 تک کاروباری اوقات (شام 5:00 بجے) کے اختیام تک موصول ہوجانی چاہئیں،بصورت دیگر سیمجھا جائے گا کہ تیئر ز، رہیل شیئر ہولڈرز اور جوائنٹ شیئر ہولڈرز کی مشتر کہ ملکیت ہں اورٹیلس ہرشیئر ہولڈر کی كيال بولڈنگ كے تاسب سے كاٹ ليا جائے گا جيها كدايف ني آ رنے اپنے وضاحتى خط Exp/2014-132872/R (54)16 بتاریخ 25 متمبر، 2014 کے ذریعے واضح کیا ہے۔ دوسرے شیڈول آف آئم ٹیل آرڈیننس2001 کے حصہ ۱۷ کی ش (B) 47 كے تحت يكس كى كوتى سے متثنى مونے كا دعوى كرنے والے تقعى يافتكان سے درخواست ب كدائم يكس آرڈينس 2001كے سيكشن(1) 159 كے تحت FBR وشاحتى ليزنمبر FBR وشاحتى ليزنمبر FBR و 43)DG(WHT)/2008-Vol.II-66417 بتاريخ 12 من 2015 كى مطابق دركار كوتى مے تتى مونے كافعال سرنيفليٹ 18 مارچ 2020 تك مارے شير رجسر اركوفرا بم كرديں۔

٧) اليكراك طريق ييش ديويدغ كادائكي:

كمينزا يك، 2017 كيكن 242 كتحت العذكم بني ك لي ضروري بكدوه اين الل شيئر بولدرز كونقد ذيو يُرش كي ادا ميكي براه راست ان کے مقررہ بینک اکاؤنٹس میں الیکٹرونک طریقے سے کرے۔ بینک اکاؤنٹس میں براہ راست ڈیویڈنڈ کی وصولی کے لئے فزیکل شیئر ہولڈرز سے درخواست کی جاتی ہے کہ دو ہینک کی ویب سائٹ پرموجودالیکٹرونک کریڈٹ مینڈیٹ فارم، ہا قاعد ہیر اور دستخط كرك ايخ كميورُ الزوقوى شاختى كارو كافل ك مراه لمين كشير رجرُ ان THKاايوى ايس (پائويك) لميند ، بلي مزل، .40-C بلاك 6، في اى ك الح الى ، كرا يى 75400 كوار سال كري-

ی دی می میشیز زمونے کی صورت میں ندگورہ بالا الیکٹروک و یو پیٹی فارم براہ رات شیئر والڈر (ز) کی بروکر ایر شیدے ای دی می ا کا ونٹش سرومز میں جمع کروانا ضروری ہے یا شیئر ہولارز براہِ راست CDC کے درج ذیل ویب پورکل برای۔ ڈیویڈیڈ سرومز کے لخ رجر كعة إلى-

http://eservices.cdcaccess.com.pk/public/index.xhtml

اليكثرونك كريدث مينذيث فارم

1 1 4 1 4
نولیونمبر/ی وی می دیلی ا کاوُنٹ
شيئر جولذركانام
بيئك اكاؤنث كأنام
انزيشنل بينك اكاؤنث نمبر
بيك كانام
بيك كى براغ كانام/ پة
موبائل اور لينذ الأن غبر
كېيوزائز وقوى شاختى كارۇ/پاپ
شيئر مولذركي دستخط
ا برائی کانام ٔ پید اورلینڈ اائن نمبر نز د قوی شاختی کارڈ ا پاسپد

vi) مالاندهابات كادستالي

3 درمبر 2019 كونتم بوف والح الى سال كے لئے كينى كر سالان حسابات كينى كى ويب سائك www.meezanbank.com يرآويزال كردي كفي بي-

vii) عموی اجلاس میں شرکت کے لئے وڈ یوکانفرنس کی سہولت

اگر بینک کوئسی جغرافیائی مقام پر دہائش پذیر شیئر ہولڈرز میں ہے 10 فیصدیا زائد کی جانب سے اجلاس عام کی تاریخ ہے 07 روز قبل وید یوکانفرنس کے ذریعے شرکت کے لئے رضامندی موصول ہوجاتی ہے، ایک صورت میں بینک اس شہر میں وید یوکانفرنس کی موات کا انعقاد كركا، جس كانحصارات شهريس اس مهولت كي دستيالي يربوگا-

اس مہولت کے حصول کے لئے سالاند عمومی اجلاس کے انعقادے 07 دن قبل بینک کو اس کے رجشر ڈیچہ پر ایک درخواست جمع كرواناموكى-



NOTICE OF 24TH ANNUAL GENERAL MEETING

To be held on Thursday, March 26, 2020



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



NOTICE OF 24TH ANNUAL GENERAL MEETING

Notice is hereby given that the 24th Annual General Meeting of the Members of Meezan Bank Limited will be held Insha-Allah on Thursday, March 26, 2020 at 9:30 a.m. at Meezan House C-25, Estate Avenue, SITE, Karachi, Pakistan to transact the following business:

ORDINARY BUSINESS

- 1. To confirm the minutes of the Extraordinary General Meeting held on December 18, 2019.
- 2. To receive, consider and adopt the Annual Audited Accounts of the Bank, Audited Consolidated Accounts for the year ended December 31, 2019 together with the Auditors' Report, Directors' Report and Chairman's Review Report thereon.
- 3. To appoint auditors of the Bank for the year ending December 31, 2020 and to fix their remuneration. The present auditors, M/s. EY Ford Rhodes., Chartered Accountants, retire and being eligible, offer themselves for reappointment.
- 4. To consider and, if thought fit, approve as recommended by the Board of Directors, final cash Dividend at the rate of Rs. 2 per share i.e. 20% in addition to Rs. 3 per share i.e. 30% interim cash Dividend already declared/paid alongwith 10% Bonus Shares for the year December 31, 2019.

SPECIAL BUSINESS

5. To consider and, if thought fit, approve the Directors' Remuneration Policy of the Bank and to pass the following resolution as ordinary resolution:

"Resolved that the Directors' Remuneration Policy of the Bank, as presented to the shareholders, be and is hereby approved."

6. To approve the remuneration paid/payable to the Chairman, Vice-Chairman and Non-Executive Directors of the Bank for the year ended December 31, 2019 for attending Board Meetings and Meetings of the Committees formed by the Board and to pass the following resolution as ordinary resolution:

"Resolved that the remuneration paid / payable to the Chairman, Vice-Chairman and Non-Executive Directors of the Bank for the year ended December 31, 2019 for attending Board Meetings and Meetings of the Committees formed by the Board, as disclosed in note 39 of the Audited Financial Statements of the Bank be and is hereby approved."

7. 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 are enclosed.

Karachi February 12, 2020 By Order of the Board

Muhammad Sohail Khan Company Secretary



Notes:

- i) The Members' Register will remain closed from March 19, 2020 to March 26, 2020 (both days inclusive) to determine the names of members entitled to receive the 20% cash dividend and attend and vote in the meeting.
- ii) A member eligible to attend and vote at this meeting may appoint any person as proxy to attend and vote in the meeting. Proxies in order to be effective must be received at the Registered Office not less than forty eight (48) hours before the holding of the meeting.
- iii) Members are requested to intimate any changes in address immediately to THK Associates (Pvt.) Ltd., 1st Floor, 40-C, Block-6, P.E.C.H.S, Karachi-75400. Phone No. 111-000-322.

For Information of the Members:

iv) The Government of Pakistan has made certain amendments in Section 150 of the Income Tax Ordinance, 2001 whereby different rates are prescribed for deduction of withholding tax on the amount of dividend paid by the companies/banks. These rates are as per law.

To enable the Bank to make tax deduction on the amount of Cash Dividend, all the members whose names are not entered into Federal Board of Revenue (FBR)'s Active Tax-Payers List (ATL), despite the fact that they are tax return filers are advised to make sure that their names are entered into ATL, before the date of book closure for cash dividend, otherwise tax on their cash dividend will be deducted as non-filer.

All shareholders who hold shares jointly are requested to provide shareholding proportions of Principal shareholder and Joint-holder(s) in respect of shares held by them to our Shares Registrar, in writing as follows:

		Principal Shareholder		Joint Shareholder	
Folio/CDS	Total Shares	Name and CNIC No.	Shareholding Proportion (No. of Shares)	Name and CNIC No.	Shareholding Proportion (No. of Shares)

The required information must reach our Shares Registrar by the close of business (5:00 pm) on March 18, 2020; otherwise it will be assumed that the shares are equally held by Principal shareholder and Joint Holder(s) and tax will be deducted according to proportionate holding of each shareholder as clarified by the FBR vide its clarification letter No. I(54) Exp/2014-132872-R dated September 25, 2014. Shareholders claiming tax exemption under clause 47(B) of Part IV of the Second Schedule of Income Tax Ordinance, 2001 are requested to provide valid exemption certificate under section 159 (1) of the Income Tax Ordinance, 2001 latest by March 18, 2020 to our Shares Registrar as required vide FBR clarification letter No. 1(43)DG (WHT) / 2008-Vol.II-66417-R dated May 12, 2015.





Payment of Cash Dividend through electronic mode:

v) Under section 242 of the Companies Act, 2017, it is mandatory for a listed company to pay cash dividend to shareholders only through electronic mode directly into bank account designated by the entitled shareholders. In order to receive dividend directly into bank account, shareholders are requested to fill in Electronic Credit Mandate Form available on Bank's website and send it duly signed alogwith a copy of CNIC to the registrar of the company, THK Associates (Pvt.) Ltd., 1st Floor, 40-C, Block-6, P.E.C.H.S, Karachi-75400 in case of physical shares.

In case shares are held in CDC then the Electronic Credit Mandate Form must be submitted directly to shareholder(s)' broker / participant / CDC account services or shareholders can directly register for e-Dividend Services by visiting CDC Portal: https://eservices.cdcaccess.com.pk/public/index.xhtml

Electronic Credit Mandate Form

Folio Number / CDC Sub Account Number	
Name of Shareholder	
Title of the Bank Account	
International Bank Account Number	
Name of Bank	
Name of Bank Branch / Address	
Cellular and Landline number	
CNIC / Passport No. (Attach copy)	
Signature of Shareholder	

Availability of Annual Account

vi) Annual Accounts of the Bank for the financial year ended December 31, 2019 have been provided on the Company's website-www.meezanbank.com

Video Conference Facility for Attending General Meetings

vii) 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 Annual General Meeting.





STATEMENTS UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017

These statements set out the material facts concerning the resolutions contained in items (5) and (6) of the notice pertaining to the special business to be transacted at the Annual General Meeting of the Bank to be held on March 26, 2020.

Approval of Directors' Remuneration Policy of the Bank

The State Bank of Pakistan (SBP) vide its BPRD Circular No. 3 of 2019 dated August 17, 2019 has advised to formulate a comprehensive and transparent remuneration policy and set maximum limits for meeting fee. The policy is required to be approved by the shareholders in AnnuaGeneral Meeting on pre or post facto basis..

Therefore, the Board of Directors of Meezan Bank in its meeting held on February 12, 2020 has recommended the Directors' Remuneration Policy for the approval of shareholders, which is sent separately to the shareholders.

The non-executive directors are interested in the payment of remuneration and the remaining member of the Board have no interest in the matter..

Directors' Remuneration

The remuneration paid/payable to the non-executive directors was approved by the Board of Directors in terms of Article 52 of the Articles of Association of the Bank. The remuneration requires approval (which is permissible on post facto basis) of the shareholders in Annual General Meeting in terms of requirements of the Prudential Regulations for Corporate/Commercial Banking issued by the State Bank of Pakistan.

The non-executive directors are interested in the payment of remuneration and the remaining member of the Board has no interest in the matter.

