



Bank for Life

MCB Bank Limited

Company Secretary Office

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15-Main Gulberg, Jail Road,
Lahore (Pakistan)

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E : cat@mcb.com.pk

PSX-100(5F)2021/05

March 04, 2021

The General Manager

Pakistan Stock Exchange Limited

Stock Exchange Building

Stock Exchange Road

Karachi

Dear Sir,

SUB: TEXT OF ADVERTISEMENT - NOTICE OF 73RD ANNUAL GENERAL MEETING
MCB BANK LIMITED

We enclose herewith the text of advertisement in respect of "Notice of 73rd Annual General Meeting" of MCB Bank Limited (the "Bank"), scheduled to be held on **Saturday, March 27, 2021 at 11:00 AM (PST)** at Grand Ball Room-D, The Nishat Hotel, Emporium Mall, Near Expo Center, Abdul Haq Road, Johar Town, Lahore with Video Link facility.

This advertisement will be published in the newspapers i.e. the daily "Business Recorder" and the daily "Jang" on March 05, 2021. Subsequent to the publication of the advertisement, the copies of newspaper cuttings 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

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Registered Office: MCB House, 15 Main Gulberg, Jail Road, Lahore, Pakistan

U : +92 42 111 000 622 **T :** +92 42 3604 1998-9 **E :** info@mcb.com.pk **www.mcb.com.pk**

NOTICE OF 73RD ANNUAL GENERAL MEETING

Notice is hereby given that 73rd Annual General Meeting of **MCB Bank Limited** (the "Bank" or "MCB") will be held on **Saturday, March 27, 2021 at 11:00 AM (PST)** at Grand Ball Room-D, The Nishat Hotel, Emporium Mall, Near Expo Center, Abdul Haq Road, Johar Town, Lahore with Video Link facility to transact the following business:

Ordinary Business:

1. To confirm/approve the Minutes of Annual General Meeting held on March 19, 2020.
2. To receive, consider and adopt the Annual Audited Separate and Consolidated Financial Statements of the Bank together with the Directors' Report and Auditors' Report thereon and the Chairman's Review Report for the year ended December 31, 2020.
3. To appoint Auditors of the Bank and fix their remuneration. The Members are hereby notified that the Board's Audit Committee and the Board have recommended the name of M/s A.F. Ferguson & Co., Chartered Accountants, as auditors of the Bank in place of retiring auditors M/s KPMG Taseer Hadi & Co., Chartered Accountants.
4. To approve, as recommended by the Board of Directors, payment of Final Cash Dividend @ 150% i.e., PKR 15.00 per share, having face value of PKR 10/- in addition to 50% i.e., PKR 5.00 per share Interim Cash Dividend already declared and paid, thus total 200% i.e., PKR 20.00 per share for the year ended December 31, 2020.
5. To elect twelve (12) Directors of the Bank as fixed by its Board of Directors under Section 159(1) of the Companies Act, 2017 for a period of three (3) years commencing from March 27, 2021. The following are names of retiring directors who are eligible for re-election:

1. Mian Mohammad Mansha.	7. Mr. Mohd Suhail Amar Suresh bin Abdullah.
2. Mr. S. M. Muneer.	8. Mr. Yahya Saleem.
3. Mr. Muhammad Tariq Rafi.	9. Mr. Salman Khalid Butt.
4. Mian Umer Mansha.	10. Mr. Masood Ahmed Puri.
5. Mrs. Iqraa Hassan Mansha.	11. Mr. Shahzad Hussain.
6. Mr. Muhammad Ali Zeb.	12. Mr. Shariffuddin Bin Khalid.

Special Business:

6. To consider and, if deemed fit, to pass an Ordinary Resolution, with or without amendments, in terms of Section 183(3)(b) of the Companies Act, 2017 to approve the voluntary winding up of M/s Financial & Management Services (Pvt.) Limited, a subsidiary of the Bank.

By Order of the Board,

-Sd-

FIDA ALI MIRZA

Company Secretary

March 05, 2021
Lahore.

Statement of Material Facts under Section 134(3) of the Companies Act, 2017 (the "Act") pertaining to the Special Business of Voluntary Winding up of M/s Financial & Management Services (Pvt.) Limited and the Statement under Section 166(3) of the Act have been annexed to this Notice of 73rd Annual General Meeting as circulated to the Members of the Bank.



Notes:

1. The Shares Transfer Books of the Bank will remain closed from **March 16, 2021 to March 27, 2021** (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 15, 2021** 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 73rd Annual General Meeting (the "Meeting" or "AGM") of the Bank.
2. All Members are entitled to attend and vote at the Meeting. A member entitled to attend and vote at AGM may appoint another member as a proxy to attend and vote on his/her behalf. No person shall act as a proxy, who is not a member of the Bank. A corporate entity, being a member, may authorize through resolution of its board or other governing body, 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. If a Member appoints more than one proxy, and more than one instrument of proxy is deposited by a Member, all such instruments of proxy shall be rendered invalid.
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 ("SECP").
6. A Proxy Form, both in English and Urdu language, is being separately sent to the Members, along with Notice of AGM.
7. The existing term of office of the Board of Directors of the Bank will expire on March 27, 2021. The Board of Directors in its Meeting held on February 10, 2021 has fixed the number of elected directors at twelve (12) to be elected in AGM for the period of next three years commencing from March 27, 2021 in accordance with the provisions of Section 159(1) read with Section 161 of the Act.
8. Any person who seeks to contest the election to the office of a Director, whether he is retiring director or otherwise, shall file the required documents with the Company Secretary at the Registered Office of the Bank, located at MCB Building, 15-Main Gulberg, Jail Road, Lahore, not later than fourteen days before the date of AGM.
9. The Members will be allowed to exercise their voting right through postal ballot, i.e., voting by post, in case the number of candidates is more than the number of directors to be elected.

Coronavirus ("COVID-19") Contingency Planning for AGM

As per the requirements of the SECP Circular No. EMD/MISC/82/2012-77, dated February 15, 2021 the Bank is providing video Link facility for participation in the AGM. This facility is in addition to holding physical AGM at designated venue. Keeping in view the COVID-19 related Standard Operating Procedures ("SOPs") issued by the Provisional and/or the Federal Government, the Members are encouraged to participate in the meeting through Video Link. The Members or their proxies who wish to attend the AGM through Video-link are required to register themselves by providing the following information along with valid copy of the CNIC / Passport (both sides)/attested copy of board resolution/power of attorney as applicable through email at: cat@mcb.com.pk, (Tel: +92 42 3604 1621, +92 21 3264 1091) of the Bank by close of business on March 25, 2021.

Name of Shareholder	Folio/CDC Account Number	Number of Shares Held	Valid CNIC/NTN/Passport Number	Mobile Number and Email Address

The Members or their proxies who are registered after necessary verification shall be provided a Video Link facility by the Bank on their email addresses provided to the Bank. The Login facility shall remain open from the start of the AGM till its proceedings are concluded.

The Members can also provide their comments/suggestions for the proposed agenda items of the AGM at email, i.e., cat@mcb.com.pk.

