

PSX-100(5F)2022/08
March 04, 2022

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

Dear Sir,

SUB: TEXT OF ADVERTISEMENT PRIOR TO PUBLICATION - NOTICE OF 74TH AGM

Please find enclosed herewith the text of advertisement in respect of "Notice of 74th Annual General Meeting" of MCB Bank Limited (the "Bank"), scheduled to be held on **Tuesday, March 29, 2022 at 11:00 AM (PST)** at Imperial Ball Room, 4th Floor – Banquets, The Nishat Hotel, Emporium, 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 07, 2022. 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 sincerely,



Muhammad Imran
Department Head
Corporate Affairs Division

Encl: As above

NOTICE OF 74TH ANNUAL GENERAL MEETING

Notice is hereby given that 74th Annual General Meeting of **MCB Bank Limited** (the "Bank") will be held on **Tuesday, March 29, 2022 at 11:00 AM (PST)** at Imperial Ball Room, 4th Floor – Banquets, The Nishat Hotel, Emporium, 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 27, 2021.
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, 2021.
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 of Directors have recommended the name of retiring auditors, namely, M/s A. F. Ferguson & Co., Chartered Accountants, being eligible, for re-appointment as auditors of the Bank.
4. To approve, as recommended by the Board of Directors, the payment of Final Cash Dividend @ 50% i.e., PKR 5.00 per share, having face value of PKR 10/- in addition to 140% i.e., PKR 14.00 per share Interim Cash Dividends already declared and paid, thus, total 190% i.e., PKR 19.00 per share for the year ended December 31, 2021.

Special Business:

5. To consider and, if deemed fit, to pass an Ordinary Resolution as proposed in the Statement of Material Facts annexed to the Notice circulated to the members, to approve amendments in Directors' Remuneration Policy of the Bank.

Statement of Material Facts under Section 134(3) of the Companies Act, 2017 ("Act") alongwith draft ordinary resolution pertaining to the abovementioned Special Business is annexed to this Notice of Annual General Meeting circulated to the Members of the Bank.

By Order of the Board,

-Sd-

FARID AHMAD

Acting Company Secretary

March 07, 2022
Lahore.

Notes:

1. The Shares Transfer Books of the Bank will remain closed from **March 17, 2022 to March 29, 2022** (both days inclusive). Transfers received at office of the Share Registrar and Transfer Agent of the Bank at its below mentioned address, at close of business hours on **March 16, 2022** 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 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 Registered Office of the Bank not later 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. Members having physical scrip of shares are requested to immediately notify the change, if any, in their registered addresses and e-mails, in writing, to the Share Registrar and Transfer Agent of the Bank, whereas, CDC Account holders are requested to contact their CDC Participant/CDC Account Services.
6. Central Depository Company of Pakistan ("CDC") Accountholders will further have to follow the guidelines as laid down by Circular No. 01, dated January 26, 2000, issued by the Securities and Exchange Commission of Pakistan ("SECP").
7. A Proxy Form, both in English and Urdu language, has also been sent to the Members, along with Notice of AGM.
8. Copies of the Notice of AGM, latest annual audited/quarterly financial statements and Directors' Remuneration Policy of the Bank have been kept at the Registered Office of the Bank which can be inspected during the business hours on any working day from the date of publication of this Notice of AGM till the day before the AGM.
9. Annual Report 2021 including Notice of AGM, and the annual audited financial statements, reports and other material has also been placed on website of the Bank. www.mcb.com.pk.
10. Members can attend and participate in the AGM through Video-Link. Pursuant to the provisions of the Companies Act, 2017, the shareholders residing in a city and holding at least 10% of the total paid up share capital of the Bank may demand to provide the facility of video-link for participating in the AGM. The demand for video-link facility shall be received by the Company Secretary at the Registered Office of the Bank situated at MCB Building, 15-Main Gulberg, Jail Road, Lahore, at least seven (7) days prior to the date of AGM. In this regard, a 'Standard Request Form for Video-Link Facility' is available on the Bank's website. www.mcb.com.pk

Coronavirus (COVID-19) Contingency Planning for AGM

As per the requirements of the SECP, the Bank is providing video Link facility for participation in the AGM. This facility is in addition to hold 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 proxy holders who wish to attend the AGM through Video-Link are required to register themselves by providing the following information along with valid CNIC/ Passport (both sides)/attested copy of board resolution /power of attorney as applicable through email at: cat@mcb.com.pk, of the Bank by close of business on March 25, 2022.

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 address. 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.

