



MCB Bank Limited
Company Secretary Office
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15 Main Gulberg, Jail Road
Lahore, Pakistan

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PSX-100(5F)2023/09
March 03, 2023

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 75TH AGM of MCB Bank Limited

Please find enclosed herewith the text of advertisement in respect of "Notice of 75th Annual General Meeting" of MCB Bank Limited (the "Bank"), scheduled to be held on **Monday, March 27, 2023 at 11:00 AM (PST)** at Grand Ball Room-A, 4th Floor, The Nishat Hotel adjacent to Emporium Mall, 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 06, 2023. 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 75th ANNUAL GENERAL MEETING

Notice is hereby given that 75th Annual General Meeting of **MCB Bank Limited** (the "Bank") will be held on **Monday, March 27, 2023 at 11:00 AM (PST)** at Grand Ball Room-A, 4th Floor, The Nishat Hotel adjacent to Emporium Mall, 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 29, 2022.
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, 2022.
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 @ 60% i.e., PKR 6.00 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 200% i.e., PKR 20.00 per share for the year ended December 31, 2022.

Special Business:

5. To consider and if deemed fit, to pass the resolutions as Special Resolutions, with or without amendments to approve the alterations/amendments in the Articles of Association of the Bank in accordance with the requirements of Section 38 of the Companies Act, 2017, as proposed in the Statement of Material Facts annexed to this Notice.
6. To consider and if deemed fit, to pass the resolutions as Special Resolutions, with or without amendments, to approve and authorize an equity investment by way of purchase of Ordinary Shares of MCB-Arif Habib Savings and Investments Limited, a subsidiary company of the Bank, in accordance with the requirements of Section 199 of the Companies Act, 2017, as proposed in the Statement of Material Facts annexed to this Notice.

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

March 06, 2023
Lahore.

By Order of the Board,
-Sd-
FARID AHMAD
Acting Company Secretary

Notes:

1. The Shares Transfer Books of the Bank will remain closed from **March 16, 2023 to March 27, 2023** (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 15, 2023** 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 Investor Account Services.
6. As per Member's Register, some of the shareholders are maintaining more than one folio under the same particulars. Carrying two or more different folios may be hassle for the shareholders to reconcile and receiving different benefits in the shape of dividends/ bonus etc. In order to provide better services and convenience such shareholders are requested to send requests to the Bank's Share Registrar to merge their folios into one folio.
7. 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").
8. A Proxy Form, both in English and Urdu language, is being sent to the Members, along with Notice of AGM. The form of proxy is also available on website of the Bank i.e., www.mcb.com.pk.
9. Copies of the Notice of AGM and the latest annual audited/quarterly financial statements of the Bank have been kept at the Registered Office of the Bank which can be obtained and/or 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.
10. Annual Report 2022 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.

Requirements to attend the AGM through Video Link

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. 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: corporate.affairs@mcb.com.pk of the Bank on or before March 23, 2023.

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

