



NIB/CSA/220
16th May 2017

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

Dear Sir,

**NIB BANK LIMITED –
COPIES OF THE RESOLUTIONS PASSED AT THE EXTRAORDINARY GENERAL MEETING**

As required under Rule 5.6.4(b) of PSX Rule Book, we enclose herewith certified copies of the following resolutions:

- 1) Confirmation of minutes of Annual General Meeting held on 29th March 2017
- 2) To approve Scheme of Amalgamation for amalgamation of NIB Bank Limited with and into MCB Bank Limited in accordance with Section 48 of the Banking Companies Ordinance, 1962

The above resolutions were passed at the Extraordinary General Meeting of NIB Bank Limited held on 11th May 2017 at Islamabad.

You may please inform TRE Certificate Holders of the Exchange accordingly.

Yours truly,

A handwritten signature in blue ink, appearing to read 'Ather Ali Khan', written over a light blue rectangular stamp.

Ather Ali Khan
Company Secretary

Encl: as above

**CERTIFIED COPIES OF RESOLUTIONS PASSED AT THE EXTRAORDINARY
GENERAL MEETING OF NIB BANK LIMITED HELD IN ISLAMABAD ON 11TH MAY 2017**


Agenda Item # 01 – Confirmation of AGM Minutes

RESOLVED that the minutes of 14th Annual General Meeting of NIB Bank Limited held on 29th March 2017 be and are hereby confirmed.

Agenda Item # 02 – Approval of Scheme of Amalgamation:

- (a) **RESOLVED THAT** subject to obtaining all necessary regulatory approvals (including but not limited to (a) the State Bank of Pakistan approving the Scheme of Amalgamation (b) Confirmation from State Bank that the shares of MCB issued to the foreign residents pursuant to the Amalgamation (defined below) will be registered as fully repatriable) NIB Bank Limited (the “**Bank**”) be amalgamated with and into MCB Bank Limited, under section 48 of the Banking Companies Ordinance, 1962, in accordance with the Scheme of Amalgamation to be sanctioned by the State Bank of Pakistan (the “**Amalgamation**”).
- (b) **FURTHER RESOLVED THAT** the Scheme of Amalgamation, as approved by the Board of Directors of the Bank and circulated to the shareholders of the Bank, be and is hereby approved in accordance with the provisions of section 48 of the Banking Companies Ordinance, 1962, subject to any modifications which may be carried out as per the requirements of the State Bank of Pakistan and / or for the purposes of rectifying any error, or providing any clarification or elaboration.
- (c) **FURTHER RESOLVED THAT** Mr. Yameen Kerai, the President & CEO of the Bank, and / or Mr. Ather Ali Khan, the Company Secretary of the Bank, be and are hereby authorized to singly take all steps necessary, ancillary and incidental for the purposes of the Amalgamation including, but not limited to, (i) executing all necessary documents in relation to the Amalgamation including, but not limited to, the Scheme of Amalgamation, applications, affidavits and any other related documents; (ii) taking all steps and actions for obtaining the requisite consents from the relevant regulatory authorities, members / shareholders and any other persons (as applicable) with respect to the Amalgamation and all necessary ancillary; (iii) filing, submitting, pursuing and taking any and all necessary actions in respect of submitting applications to the relevant authorities, including representing the Bank with respect to the Amalgamation and obtaining the approvals of the same; (iv) making such alterations and changes in the Scheme of Amalgamation as may be expedient or necessary for satisfying the requirements or conditions imposed by the State Bank of Pakistan provided that such change(s) are not material in nature and does in any manner change the swap ratio and hence a corresponding change in the definition of MCB Shares (as defined in Scheme of Amalgamation); (v) appointing consultants, attorneys, advocates, advisors and counsels for the purposes of the Amalgamation; and (vi) generally doing all acts, deeds and things as may be required with respect to the aforementioned resolutions and implementing the Scheme of Amalgamation in terms thereof along with all incidental actions in respect of the same.

Certified



Ather Ali Khan
Company Secretary