



MCB Bank Limited
Company Secretary Office
6th Flor, MCB House
15 Main Gulberg, Jail Road
Lahore, Pakistan

T: +92 42 36041998-9
E: corporate.affairs@mcb.com.pk

PSX-100(5F)2023/10
March 06, 2023

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

Dear Sir,

Sub: Notice of 75th Annual General Meeting - MCB Bank Limited

Please find enclosed herewith the 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, along with the Statement under Section 134(3) of the Companies Act, 2017 in respect of Special Business, for your perusal and record.

You may please inform/ circulate amongst 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.

By Order of the Board,
-Sd-

FARID AHMAD
Acting Company Secretary

March 06, 2023
Lahore.

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

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Notes:

1. Minutes of the Annual General Meeting (the “Meeting” or “AGM”) held on March 29, 2022 of MCB Bank Limited (the “Bank”) are available for inspection of Members.
2. 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.
3. 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.
4. 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.
5. 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.
6. 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.
7. 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.
8. Central Depository Company of Pakistan (“CDC”) Account-holders 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”):

For Attending the Meeting:

- i. In case of individuals, the account-holder or sub-account-holder and/or the person whose securities are in group account and their registration details are uploaded as per the CDC Regulations, shall authenticate his identity by showing his original Computerized National Identity Card (“CNIC”) or original passport at the time of attending the Meeting.
- ii. In case of corporate entity, the Board of Directors’ resolution/power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of the Meeting.

For Appointing of Proxies:

- i. In case of individuals, the account-holder or sub-account-holder and their registration details are uploaded as per the CDC Regulations, shall submit the Proxy Form as per the above requirement.
- ii. The Proxy Form shall be witnessed by the two persons whose names, addresses and CNIC numbers shall be mentioned on the Proxy Form.
- iii. Attested copy of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the Proxy Form.
- iv. The proxy shall produce his/her original CNIC or passport at the time of the Meeting.
- v. In case of corporate entity, the Board of Directors’ resolution/power of attorney with specimen signature shall be submitted along with Proxy Form of the Bank.

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9. 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.
10. 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.
11. 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 i.e., 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

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. The Login facility shall remain open from the start of the AGM till its proceedings are concluded.

STATEMENT UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017 IN RESPECT OF SPECIAL BUSINESS

This statement under Section 134(3) of the Companies Act, 2017 sets out the material facts pertaining to the Special Business to be transacted at AGM of the Bank:

Agenda Item No. 5

Amendments/alterations in Articles of Association of the Bank:

The existing Articles of Association (the "Articles") of MCB Bank Limited (the "Bank") are required to be amended to align the Articles with the applicable laws, rules and regulations. Therefore, the existing Articles have been proposed to be amended/alterd accordingly and the same will be laid before the members in Annual General Meeting ("AGM") of the Bank scheduled to be held on March 27, 2023 in accordance with the requirements of Section 38 read with Section 134(3) of the Companies Act, 2017.

The Board of Directors of the Bank has approved the amendments in the Articles of the Bank and recommended the same to the shareholders for approval. A draft of the amended Articles of Association identifying the changes proposed therein is enclosed herewith.

For the purpose aforesaid, it is proposed to consider and, if thought fit, to pass the following resolutions as Special Resolutions, with or without modifications, to amend the Articles of Association of the Bank:

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“RESOLVED THAT the proposed amendments in the Articles of Association of MCB Bank Limited (the ‘Bank’), as laid before the Members of the Bank, be and are hereby approved and adopted.”

“FURTHER RESOLVED THAT the Acting Company Secretary and/or the Chief Financial Officer of the Bank, be and is hereby authorized to, singly, do all acts, deeds and things, take any and all necessary steps, to fulfill the legal, corporate and procedural formalities and file all necessary documents/returns as deemed necessary on this behalf and the matters ancillary thereto to fully achieve the object of the aforesaid resolution.”

“FURTHER RESOLVED THAT the Acting Company Secretary and/or the Chief Financial Officer of the Bank, be and is hereby authorized to do all acts, deeds and things and take all steps and necessary actions ancillary and incidental including filing of requisite documents and returns as may be required with the Registrar of Companies and complying with all other regulatory requirements so as to effectuate the alteration in the Articles of Association of the Bank and implementing this resolution.”

“RESOLVED FURTHER THAT the aforesaid alteration in the Articles of Association of the Bank shall be subject to any amendment, modification, addition or deletion as may be directed by the Securities & Exchange Commission of Pakistan (‘SECP’), which amendment, modification, addition or deletion shall be deemed part of this special resolution without the need for passing a fresh special resolution.”

The Directors / the Chief Executive Officer (‘CEO’) of the Bank have no interest, directly or indirectly, in this Special Business and/or Special Resolutions except in their capacities as Directors/CEO/ shareholders as has been detailed in the Pattern of Shareholding annexed to the Directors’ Report and the entitlements to the remunerations.

Comparative Analysis:

In order to enable the members to compare the existing Articles of Association with the proposed Articles of Association, a blackline draft identifying the proposed changes in the documents along with reasons and justifications for the proposed changes, is being provided in the DVD, as an integral part of this Notice of AGM.

Reasons for Alteration in Articles of Association:

The existing Articles of Association of the Bank have been redrafted to align the same with the provisions of the Companies Act, 2017 and applicable laws, rules & regulations. The reasons of each change in the Articles of Association are mentioned in the attached comparative analysis.

Availability of Relevant Documents and Inspection:

A copy of the existing and proposed Articles of Association of the Bank indicating the proposed amendments are available for inspection at the Registered Office of the Bank from 9:00 AM to 5:00

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PM on any working day, upto the last working day before the date of the Annual General Meeting. The same shall also be available for inspection by the members in the Annual General Meeting.

Statement of the Board of Directors:

We, the members of the Board of Directors of the Bank hereby confirm that the proposed amendments/alterations in the Articles of Association of the Bank are in line with the applicable provisions of the laws and regulatory framework.

**Chairman
Board of Directors**

Agenda Item No. 6

Equity Investment in MCB Arif-Habib Savings and Investments Limited:

MCB-Arif Habib Savings and Investments Limited (“MCBAH” or the “Company”) is a Public Limited Company listed on Pakistan Stock Exchange Limited. The principal activities of the Company are floating and managing Collective Investment Schemes, Voluntary Pension Schemes and providing investment advisory services. MCBAH is registered as a Pension Fund Manager under the Voluntary Pension System Rules, 2005 and as an Asset Management Company and an Investment Advisor under the Non-Banking Finance Companies (Establishment and Regulation) Rules, 2003 (“NBFC Rules 2003”). MCBAH is a member of the Mutual Funds Association of Pakistan (MUFAP).

Arif Habib Investment Management Limited was incorporated in the year 2000 and merged with MCB Asset Management Limited, in 2011 and became a subsidiary company of MCB Bank Limited (“MCB” or the “Bank”). As a result of this merger, the name of merged entity changed to MCB-Arif Habib Savings and Investments Limited (“MCBAH”).

MCB is holding 36,956,768 Ordinary Shares constituting 51.33% of the issued and paid up share capital of MCBAH. Similarly, Arif Habib Corporation Limited (“AHC”) is an original sponsor and promoter of MCBAH and is holding 21,664,167 Ordinary Shares constituting 30.09% of the issued and paid up share capital of MCBAH.

Share Purchase Agreement:

AHC is desirous to divest its entire shareholding in MCBAH and MCB has first right to buy the shares of MCBAH as per their earlier agreement of 2011. AHC has entered into Share Purchase Agreement (“SPA”) dated February 24, 2023 with MCB to sell 21,664,167 ordinary shares constituting 30.09% of issued and paid up share capital of MCBAH at a price of PKR 30/- per share, with total cash consideration amounting to PKR 649,925,010/- subject to the approval of the shareholders through special resolution in terms of Section 199 of the Act.

After acquiring the above shareholding, MCB would become a major shareholder of MCBAH with the shareholding of 58,620,935 ordinary shares constituting 81.42% of the issued and paid up share capital of MCBAH.

The State Bank of Pakistan (“SBP”) has granted its approval to the Bank to make an equity investment in MCBAH and to execute the above transaction; however, AHC (the Seller) has applied for the

approval of the Securities & Exchange Commission of Pakistan (“SECP”) under the NBFC Rules 2003, which is in process.

The Board of Directors of the Bank has approved the above mentioned equity investment in MCBAH and recommended the same to the shareholders for approval.

Due Diligence Report:

As required by the Regulation 3(4) of the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017 (the “Regulations”), the Board of Directors of the Bank have carried out the required due diligence for the proposed additional equity investment before making recommendation for approval of members and the duly signed recommendation of the Due Diligence Report shall be made available for inspection of the members at the AGM.

Annual Audited Financial Statements of MCB Bank Limited and MCB Arif-Habib Savings and Investments Limited:

As required by the Regulations, the annual Audited Financial Statements of MCB and MCBAH for the year ended December 31, 2022 and June 30, 2022, respectively, along with latest interim financial statements shall be made available to the members for inspection at the AGM.

Interest of Investee Company, its Sponsors and Directors in the Bank:

MCB Arif-Habib Savings and Investments Limited holds no shares in MCB Bank Limited.

The interest of the Directors of the Bank and associated company is as follows:

Shareholding of Directors of MCB Bank Limited and MCB Arif-Habib Savings and Investments Limited, as at December 31, 2022:

Sr. No.	Name of the Company	Name of Director	Designation	Shareholding in MCB Bank Limited	Shareholding in MCB Arif-Habib Savings and Investments Limited
1.	MCB Bank Limited	Mian Mohammad Mansha	Chairman	7,834	500
2.		Mr. Muhammad Tariq Rafi	Director	34,876,772	-
3.		Mian Umer Mansha	Director	44,216,616	1,200
4.		Mrs. Iqraa Hassan Mansha	Director	8,000	-
5.		Mr. Muhammad Ali Zeb	Director	550	-
6.		Mr. Mohd Suhail Amar Suresh bin Abdullah	Director	884	-
7.		Mr. Yahya Saleem	Director	500	-
8.		Mr. Salman Khalid Butt	Director	49,000	-
9.		Mr. Masood Ahmed Puri	Director	1,000	-
10.		Mr. Shahzad Hussain	Director	500	-
11.		Mr. Shariffuddin Bin Khalid	Director	500	-
12.		Mr. Shoaib Mumtaz	President & CEO	-	-
1.	MCB Arif-Habib Savings and Investments Limited	Mr. Haroon Rashid	Chairman	500	500
2.		Mr. Nasim Beg	Director	-	29,822
3.		Mr. Ahmed Jahangir	Director	-	500
4.		Mr. Kashif A. Habib	Director	-	4
5.		Mirza Qamar Beg	Director	7	500
6.		Syed Savail Meekal Hussain	Director	-	500
7.		Ms. Mavra Adil Khan	Director	-	100
8.		Mr. Muhammad Saqib Saleem	CEO	-	500

The following resolutions are proposed to be adopted as Special Resolutions, to approve the equity investment in MCB Arif-Habib Savings and Investments Limited:

“RESOLVED THAT pursuant to the requirements of Section 199 of the Companies Act, 2017, approval of the members be and is hereby accorded and MCB Bank Limited (the ‘Bank’) be and is hereby authorized to acquire 21,664,167 ordinary shares (constituting 30.09% of the issued and paid up share capital) of MCB-Arif Habib Savings and Investments Limited (the ‘Company’), an existing subsidiary of the Bank, in addition to the 36,956,768 ordinary shares (constituting 51.33% of the issued and paid up share capital) of the Company already owned by the Bank, at a price of PKR 30/- per share, with the total consideration amounting to PKR 649,925,010/- and as per other terms disclosed to the shareholders.”

“FURTHER RESOLVED THAT the President & CEO, the Chief Financial Officer and the Head International Banking of the Bank, either individually or jointly, be and are hereby authorized and empowered to do all acts, matters, deeds and things and take any or all necessary steps and actions to complete legal formalities which may be required for the above-mentioned equity investment including signing of agreement and other documents as may be necessary or incidental for the purpose of implementing the aforesaid resolution.”

“FURTHER RESOLVED THAT the Acting Company Secretary be and is hereby authorized and empowered to complete all financial, legal and corporate formalities including filing of all requisite statutory returns/forms, as may be required to be filed with the Securities & Exchange Commission of Pakistan, the Pakistan Stock Exchange Limited and also complying with all other regulatory requirements so as to effectuate the above resolution.”

The Directors of the Bank have no interest, directly or indirectly, in the above Special business, save to the extent of their shareholding of the Bank and MCBAH.

Information under Regulation 3 of the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017

Further equity investment in MCB Arif-Habib Savings and Investments Limited:

Ref. No.	Requirement	Information																		
(a) Disclosures for all types of investments																				
(A) Regarding Associated Company or Associated Undertaking:-																				
i	Name of the associated company or associated undertaking;	MCB – Arif Habib Savings and Investments Limited (“MCBAH”).																		
ii	Basis of relationship;	MCBAH is a subsidiary of MCB Bank Limited (“MCB”).																		
iii	Earnings per share for the last three years;	PKR 3.6 (2020) PKR 5.2 (2021) PKR 2.4 (2022) Source: Audited Financial Statements 2022																		
iv	Break-up value per share, based on latest audited financial statements;	PKR 19.92 Source: MCBAH																		
v	Financial position, including main items of statement of financial position and profit and loss account on the basis of its latest financial statements; and	<table border="1"> <thead> <tr> <th colspan="2">Financial Position - June 30, 2022</th> </tr> <tr> <th></th> <th>PKR in Millions</th> </tr> </thead> <tbody> <tr> <td>Total Assets</td> <td>2,233</td> </tr> <tr> <td>Total Liabilities</td> <td>798</td> </tr> <tr> <td>Total Equity</td> <td>1,434</td> </tr> <tr> <td>Total Revenue</td> <td>882</td> </tr> <tr> <td>Net Income</td> <td>173</td> </tr> <tr> <td>Ending Cash Balance</td> <td>52</td> </tr> <tr> <td colspan="2">Source: Audited Financial Statements 2022</td> </tr> </tbody> </table>	Financial Position - June 30, 2022			PKR in Millions	Total Assets	2,233	Total Liabilities	798	Total Equity	1,434	Total Revenue	882	Net Income	173	Ending Cash Balance	52	Source: Audited Financial Statements 2022	
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Source: Audited Financial Statements 2022																				
vi	In case of investment in relation to a project of associated company or associated undertaking that has not commenced operations, following further information, namely,-	N/A																		
I)	Description of the project and its history since conceptualization;																			
II)	Starting date and expected date of completion of work;																			
III)	Time by which such project shall become commercially operational;																			
IV)	Expected time by which the project shall start paying return on investment; and																			
V)	Funds invested or to be invested by the promoters, sponsors, associated company or associated undertaking distinguishing between cash and non-cash amounts;																			

B) General Disclosure:-		
i	Maximum amount of investment to be made;	PKR 649,925,010.
ii	Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment;	<p>The acquisition of additional MCBAH shares will be earnings-accretive to MCB. Although MCB is already the majority shareholder of MCBAH, after acquiring additional MCBAH shares, MCB will be in a better position to make strategic decisions regarding MCBAH.</p> <p>Furthermore, MCB Live has the potential to significantly increase the reach and distribution of MCBAH's mutual funds, resulting in increased profitability. In terms of account numbers, online sales are the fastest-growing channel.</p> <p>Moreover, investment in MCBAH would provide MCB with diversification benefits. Fee income on the AMC business is a function of assets under management, which are largely uncorrelated with the banking sector due to distinct business dynamics. Asset management businesses offer a lucrative fee-based revenue stream to complement the banking model. Along with business dynamics, both are regulated and governed by distinct tax and regulatory frameworks and thus offer significant diversification.</p>
iii	Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds, - <ul style="list-style-type: none"> i. Justification for investment through borrowings; ii. Detail of collateral, guarantees provided and assets pledged for obtaining such funds; and iii. Cost benefit analysis; 	The investment will be made using the Bank's own funds.
iv	Salient features of the agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment;	Under the proposed share purchase agreement, MCB shall purchase 21,664,167 ordinary shares of MCBAH from AHC for a price of PKR 30/- per share subject to applicable corporate and regulatory approvals.
v	Direct or indirect interest of directors, sponsors, majority shareholders and their relatives, if any, in the associated company or associated undertaking or the transaction under consideration;	Directors of MCB have no direct or indirect interest in MCBAH except to the extent of their respective shareholding, as given above, in MCBAH.
vi	In case any investment in associated company or associated undertaking has already been made, the performance review of such investment including complete information/justification for any impairment or write offs; and	Presently, MCB holds 51.33% ordinary shares of MCBAH. MCBAH is the 3 rd largest AMC in terms of total AUM, with a market share of about 12%. MCBAH is a listed company which is paying persistent dividends. No impairment and/or write off has been recorded so far.
vii	Any other important details necessary for the members to understand the transaction;	N/A

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In case of equity investment, following disclosures in addition to those provided under clause (a) of sub-regulation (1) of regulation 3 shall be made,-														
i	Maximum price at which securities will be acquired;	PKR 30/- per ordinary share												
ii	In case the purchase price is higher than market value in case of listed securities and fair value in case of unlisted securities, justification thereof;	<p>The Shares are being acquired at a premium relative to the market traded share price. This is justified on the basis of the following factors:</p> <ul style="list-style-type: none"> The financial model's numbers show that the fair value range of MCBAH is much higher than the currently traded share price of PKR 20/- (MCBAH's traded price exceeded PKR 30/- in FY 2022). Furthermore, MCBAH has a history of paying out attractive dividends, as shown in the table below: <table border="1"> <thead> <tr> <th>Historical Dividends</th> <th>FY20</th> <th>FY21</th> <th>FY22</th> </tr> </thead> <tbody> <tr> <td>Dividend Per Share (PKR)</td> <td>3.3</td> <td>5.0</td> <td>3.0</td> </tr> <tr> <td>Payout Ratio</td> <td>91%</td> <td>96%</td> <td>125%</td> </tr> </tbody> </table>	Historical Dividends	FY20	FY21	FY22	Dividend Per Share (PKR)	3.3	5.0	3.0	Payout Ratio	91%	96%	125%
Historical Dividends	FY20	FY21	FY22											
Dividend Per Share (PKR)	3.3	5.0	3.0											
Payout Ratio	91%	96%	125%											
iii	Maximum number of securities to be acquired;	The number of MCBAH shares to be acquired by MCB is 21,664,167 (currently owned by AHC).												
iv	Number of securities and percentage thereof held before and after the proposed investment;	<p>Before the proposed investment MCB held 36,956,768 (51.33%) ordinary shares of MCBAH. After the proposed investment, MCB will hold 58,620,935 (81.42%) ordinary shares of MCBAH as illustrated in the table given below:</p> <table border="1"> <thead> <tr> <th>Categories of Shareholders</th> <th>Shares Currently Held</th> <th>Current Percentage</th> <th>Shares After Investment</th> <th>Percentage After Investment</th> </tr> </thead> <tbody> <tr> <td>MCB Bank Limited</td> <td>36,956,768</td> <td>51.33%</td> <td>58,620,935</td> <td>81.42%</td> </tr> </tbody> </table>	Categories of Shareholders	Shares Currently Held	Current Percentage	Shares After Investment	Percentage After Investment	MCB Bank Limited	36,956,768	51.33%	58,620,935	81.42%		
Categories of Shareholders	Shares Currently Held	Current Percentage	Shares After Investment	Percentage After Investment										
MCB Bank Limited	36,956,768	51.33%	58,620,935	81.42%										
v	Current and preceding twelve weeks' weighted average market price where investment is proposed to be made in listed securities; and	<table border="1"> <tbody> <tr> <td>3 Months VWAP</td> <td>PKR 21.93</td> </tr> <tr> <td>Share price as of 16th Feb 2023</td> <td>PKR 22.00</td> </tr> </tbody> </table>	3 Months VWAP	PKR 21.93	Share price as of 16th Feb 2023	PKR 22.00								
3 Months VWAP	PKR 21.93													
Share price as of 16th Feb 2023	PKR 22.00													
vi	Fair value determined in terms of sub-regulation (1) of regulation 5 for investments in unlisted securities;	This is not applicable, as MCBAH is a listed entity.												

Attention of Shareholders is drawn towards Circulars/Notifications:

The following Circulars/Notifications require special attention of Members of the Bank:

1. Requirement of Valid CNIC and IBAN:

As per the regulatory requirements issued by the Securities & Exchange Commission of Pakistan (“SECP”), the payment of cash dividend shall only be made to the Shareholders who have provided copies of their valid CNIC/ NICOP/ Passport (in the case of Individuals) and NTN certificate (in the case of corporate entities) and valid details of designated International Bank Account Number (“IBAN”). In case of non-availability of the said information, the Bank will hold the payment of cash dividend. Therefore, shareholders who have not yet provided the required information are requested to provide copies of their valid CNIC/NICOP/NTN/Passport and details of valid IBAN.

2. Payment of Cash Dividend through electronic mode:

In accordance with the regulatory requirements of the SECP, shareholders are requested to submit signed “IBAN Form” available on Bank’s website along with copy of CNIC to the Share Registrar and Transfer Agent of the Bank at the below mentioned address, in case of physical shares. In case shares are held in CDC then IBAN Form must be submitted directly to shareholder’s broker/participant/CDC Investor Account Services.

3. Requirement of FBR’s Approval or Valid Tax Exemption Certificate for Claim of Exemption under Section 150 of the Income Tax Ordinance, 2001:

The Honorable Lahore High Court, Lahore, in its decision has advised that the Mutual Funds as approved by the Federal Board of Revenue (“FBR”), are not required to provide exemption certificate under Section 159 of the Income Tax Ordinance, 2001 (“Ordinance”) to claim tax immunity as per clause (47B) of Part-IV of the Second Schedule to the Ordinance. Such Shareholders are requested to provide either approval certificate from FBR or in the absence of the said certificate, a valid exemption certificate under Section 159 (1) of the Ordinance issued by the concerned Commissioner of the Income Tax, Inland Revenue, FBR. In case of non-availability of approval / exemption certificate(s), the deduction of advance tax on dividend shall be made as per the relevant provisions of the Ordinance.

4. Deduction of Withholding Tax as Filer/Non-Filer and Joint Shareholders:

FBR has provided the Active Tax-Payer List (“ATL”), for identification of filer/non-filer status of the shareholders on the basis of NTN/CNIC number. In case of non-availability of valid NTN/CNIC number with the Share Registrar and Transfer Agent of the Bank, it will not be possible to identify the status of Shareholder as filer or non-filer and such shareholders will be treated as ‘Non-filer’ and the higher tax rate will be applied, accordingly. Further, Joint shareholders are also requested to communicate their percentage of shareholding to the Share Registrar and Transfer Agent of the Bank in order to calculate withholding tax applicable to each Joint shareholder based on filer/non-filer status. Kindly note that in case of non-receipt of such information, each joint shareholder will be assumed to hold equal proportion of shares and the deduction will be made accordingly.

CDC Account No./ Folio No.	Name of Principal Shareholder/Joint Holders	Shareholding Proportion	CNIC No. (copy attached)	Signature

5. Circulation of Annual Audited Financial Statements and Notice of AGM to Members:

SECP has allowed companies to circulate Annual Audited Financial Statements along with Notice of Annual General Meeting to its Members through email. Further, SECP has also allowed companies to transmit Annual Audited Financial Statements through electronic medium, i.e., CD/DVD at their registered addresses. However, in case a shareholder requires hard copy of the Annual Audited Financial Statements, the same can be obtained, free of cost, within one week of the request. In this regard, a Standard Request Form has been placed on website of the Bank, i.e., www.mcb.com.pk.

6. Unclaimed Dividends and Shares Certificates:

The shareholders who have not yet claimed their cash dividends, right and bonus shares, which are either kept with the Shareholders themselves or returned as undelivered to the Share Registrar and Transfer Agent of the Bank, are requested to make a claim for such unpaid/unclaimed dividends, right and bonus shares with the Bank. In this regard, the Bank has sent notices to the Shareholders at their registered addresses and also published in the newspapers having nationwide circulation requesting them to submit their claims. In the absence of such claims, the Bank will proceed to comply with regulatory requirements.

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

U: +92 42 111 000 622 T: +92 42 3604 1621 E: cat@mcb.com.pk www.mcb.com.pk

7. Zakat Declaration (CZ-50):

That pursuant to the Zakat and Ushr Ordinance, 1980 read with the Zakat (Collection and Refund) Rules, 1981, MCB Bank Limited (the "Bank") is under a legal obligation and duty to deduct zakat from dividend(s) of a shareholder and to thereafter deposit the said zakat amount with the relevant Authority. To avail an exemption from the deduction of such zakat amount, a shareholder is required to provide the Bank with a duly executed declaration form i.e. CZ-50, with respect to faith and fiqh, at least 30 days prior to the first day of Ramadhan.

The Bank has recently screened, updated and secured its record and has identified those shareholders whose CZ-50 Forms/ Declarations are not available with it. Therefore, the Bank has been continuously reaching out and requesting all such shareholders to file their CZ-50 Forms/Declarations with the Bank in order to claim exemption, if applicable, from the compulsory deduction of zakat from their dividends.

In this regard, for the period starting from the first day of Ramadhan 1444 AH (2023) and ending on the 30th day of Sha'ban 1445 AH (2024), the CZ-50 forms in respect of which were required to have been submitted at least 30 days prior to the first day of Ramadhan, 1444 AH (2023), several notices have already been issued to all such shareholders through post/ courier as well as by way of publication in English and Urdu dailies having nationwide circulation. At the same time, the Bank has also formally requested the Central Depository Company of Pakistan Limited ("CDC") and the concerned Stock Brokers to immediately provide the Bank with CZ-50 Declarations/ Form of such shareholders, if available with them.

As things stand at the moment, and all other things being equal, accordingly, on the basis of the available information, details and documentation, the Bank is legally compelled to now deduct zakat from the dividends, in respect of those shareholders whose CZ-50 Forms the Bank is still not in receipt of, despite all the aforesaid attempts made to be provided with the same.

In view of the above, it is hereby submitted that the Bank, in performance of its legal obligations, has made all reasonable attempts to inform and put to notice all its shareholders regarding deduction of zakat from their dividends, in the absence of a duly executed CZ-50 Form with the Bank. Therefore, on the first day of Ramadhan 1444 AH (2023), having no alternative but to perform its legal obligation, any zakat deducted from the dividends will be deposited by the Bank with the concerned/ relevant Authority against the name of such shareholders who have not, till date, submitted their CZ-50 Form with the Bank. In case any person is aggrieved of the deduction of zakat from his/her dividends, he/she may seek to claim a refund from the concerned Authority of the amount so deducted. The Bank, in any case, bears no legal responsibility/ obligation or any financial liability whatsoever in this regard.

8. Conversion of Physical Shares into Book-Entry Form:

SECP through its letter No. CSD/ED/Misc/2016-639-640, dated March 26, 2021 has advised the listed companies to adhere with the provisions of the Section 72 of the Companies Act, 2017 requiring all the existing companies to replace shares issued by them in Physical Form with shares issued in the Book-Entry Form in a manner as may be specified by the SECP. Therefore, the shareholders having physical shareholding are requested to open Investor Account directly with CDC or CDC sub-account with any of CDS Participant to replace their physical shares into book-entry form. Such conversion of shares will facilitate the shareholders in many ways including safe custody of shares; no loss, damage or theft of shares; avoidance of formalities required for the issuance of duplicate shares/transmission of shares to legal heirs; no stamp duty required for issuance of duplicate shares and transfer of shares; swift credit of bonus and right issue in electronic form and readily available for sale, purchase or transfer in open market. Therefore, it is in the best interest of the shareholders that they may contact the Share Registrar and Transfer Agent of the Bank, at the below mentioned address, for the conversion of Physical shares into Book-Entry Form.

M/s THK Associates (Pvt.) Limited
Share Registrar and Transfer Agent-MCB Bank Limited
Plot No. 32-C, Jami Commercial Street 2
D.H.A., Phase VII, Karachi-75500, Pakistan.
UAN: +92 (21) 111-000-322
Fax: +92 (21) 35310190.

Email: sfc@thk.com.pk

Website: www.thk.com.pk

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

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