



**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)2024/15  
March 27, 2024

**General Manager**  
Pakistan Stock Exchange Limited  
Stock Exchange Building  
Stock Exchange Road  
**Karachi.**

Dear Sir,

**Sub: Certified copies of Resolutions passed and adopted by the Shareholders of MCB Bank Limited in 76<sup>th</sup> Annual General Meeting**

In compliance of Rule No. 5.6.9 (b) of the Rule Book of Pakistan Stock Exchange Limited, please find enclosed herewith Certified True Copy of Resolutions passed and adopted by the Shareholders of MCB Bank Limited in 76<sup>th</sup> Annual General Meeting held on March 27, 2024.

Yours sincerely,



**Farid Ahmad**  
Company Secretary

Encl: **As Above**



**CERTIFIED TRUE COPY OF RESOLUTIONS PASSED BY  
THE SHAREHOLDERS AT 76<sup>TH</sup> ANNUAL GENERAL MEETING  
OF MCB BANK LIMITED, HELD ON WEDNESDAY, MARCH 27, 2024**

**ORDINARY BUSINESS:**

**1. Confirmation of the Minutes of Annual General Meeting held on March 27, 2023:**

*"RESOLVED THAT the Minutes of Annual General Meeting held on March 27, 2023 be and are hereby confirmed."*

**2. Consideration and Adoption of the Annual Audited Standalone and Consolidated Financial Statements of the Bank together with the Directors' and Auditors' Reports thereon and Chairman's Review for the year ended December 31, 2023:**

*"RESOLVED THAT the Standalone and Consolidated Annual Audited Financial Statements of MCB Bank Limited and its subsidiaries for the year ended December 31, 2023 along with the External Auditors' Report, Directors' Report and the Chairman Review Report thereon, be and are hereby approved and adopted."*

**3. Appointment of External Auditors and fix their remuneration:**

*"RESOLVED THAT M/s A. F. Ferguson & Company, Chartered Accountants, be and are hereby appointed to hold the office of Auditors of MCB Bank Limited (the 'Bank') till the conclusion of next Annual General Meeting at an annual remuneration of PKR 24,480,000/- (excluding charges for other services not prohibited by listing regulations and out of pocket expenses on actual basis with cap of 15% of audit fee and applicable sales tax) as recommended by the Audit Committee and the Board of Directors of the Bank."*

**4. Approval of Payment of Final Cash Dividend:**

- i. *"RESOLVED THAT as recommended by the Board of Directors, the payment of Final Cash Dividend @ 90% i.e., PKR 9.00 per share in addition to 210% i.e., PKR 21.00 per share (60% for 1<sup>st</sup>, 70% for 2<sup>nd</sup> and 80% for 3<sup>rd</sup> quarter) Interim Cash Dividend already declared and paid; total 300% i.e. PKR 30.00 per share for the year ended December 31, 2023, to be paid to the Members whose names were appearing on the Register of Members of the Bank at the close of business hours on March 15, 2024, be and is hereby approved."*
- ii. *"FURTHER RESOLVED THAT the Company Secretary be and is hereby authorized to complete all formalities for payment of Final Cash Dividend for the year ended December 31, 2023."*



**CERTIFIED TO BE A TRUE COPY  
For MCB BANK LIMITED**

Secretary

Page 1 of 2

**CERTIFIED TRUE COPY OF ORDINARY RESOLUTIONS PASSED BY  
THE SHAREHOLDERS AT 76<sup>TH</sup> ANNUAL GENERAL MEETING  
OF MCB BANK LIMITED, HELD ON WEDNESDAY, MARCH 27, 2024**

**SPECIAL BUSINESS:**

**5. Circulation of Annual Audited Financial Statements to Members of the Bank through QR enabled code and web-link:**

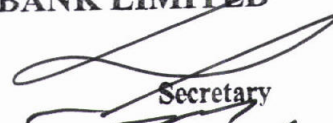
- i. *“RESOLVED THAT approval of the members of MCB Bank Limited (the ‘Bank’) be and is hereby accorded and the Bank be and is hereby authorized to circulate the Annual Audited Financial Statements together with Auditors’, Chairman’s and Directors’ Report, to the members through QR enabled code and Web-link as part of Notice of Annual General Meeting instead of transmitting the same through CD/DVD/USB, as allowed by the Securities and Exchange Commission of Pakistan vide its S.R.O. 389(I)/2023, dated March 21, 2023 and under Section 223(6) of the Companies Act, 2017.”*
- ii. *“FURTHER RESOLVED THAT the Bank, be and is hereby authorized to discontinue the circulation of Annual Audited Financial Statements through CD/DVD/USB.”*
- iii. *“FURTHER RESOLVED THAT the Company Secretary, be and is hereby authorized and empowered to do all acts, deeds and things, take or cause to be taken all necessary action for the purposes of implementing this resolution.”*

**6. Approval for amended Directors’ Remuneration Policy and revised scale of remuneration of the Board Members for attending Board and its Committees Meetings:**

- i. *“RESOLVED THAT the amended Directors’ Remuneration Policy, as recommended by the Board of Directors of the Bank, in accordance with the requirements of the Corporate Governance Regulatory Framework (‘CGRF’), issued by the State Bank of Pakistan (‘SBP’) vide its BPRD Circular No. 05 of 2021, dated November 22, 2021, be and is hereby approved.”*
- ii. *“FURTHER RESOLVED THAT the enhancement in fee for attending only the Board’s Committees Meetings from PKR 100,000/- (Rupees one hundred thousand only) to PKR 300,000/- (Rupees three hundred thousand only) per Committee per meeting, as recommended by the Board of Directors and annexed to the Directors’ Remuneration Policy, be and is hereby approved.”*



**CERTIFIED TO BE A TRUE COPY  
For MCB BANK LIMITED**

  
**Secretary**

Page 2 of 2