



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)2023/15
March 20, 2023

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

Dear Sir,

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

With reference to our letter No. PSX-100(5F)2023/10 dated March 06, 2023, please find enclosed herewith an addendum to Notice of 75th Annual General Meeting of MCB Bank Limited, scheduled to be held on Monday, March 27, 2023.

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

Yours sincerely,

Muhammad Imran
Department Head
Corporate Affairs Division

Encl: As above

**Addendum to Notice of 75th Annual General Meeting of
MCB Bank Limited published on March 6, 2023**

This is an addendum to Notice of 75th Annual General Meeting (“AGM”) 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.

As per the requirements of the Companies (Postal Ballot) Regulations, 2018, as amended through SRO 2192 (I)/2022, dated December 05, 2022 (the “Amended Regulations”), issued by the Securities and Exchange Commission of Pakistan (“SECP”) the right to vote through electronic voting facility and voting by post will be provided to members of the Bank for all businesses classified as special business under the Companies Act, 2017 (the “Act”) and required to be passed through special resolution in the AGM in the manner and subject to conditions contained in the Amended Regulations.

As Agenda Items No.5 and 6 of the aforesaid meeting conveyed to members vide our Notice of AGM dated March 6, 2023 are special businesses, for which the option of E-Voting or Postal Ballot is required to be arranged for the members. M/s Corplink (Private) Limited, the Share Registrars & Corporate Consultants, have been appointed as service provider for E-Voting and M/s BDO Ebrahim & Co., Chartered Accountants, have been appointed to act as Scrutinizer.

Through this communication we hereby intimate members the following procedure for exercising E-Voting or Postal Ballot options alternatively:

A - E-Voting:

- a. E-Voting facility will be provided by Corplink (Private) Limited, the Share Registrars & Corporate Consultants, acting as E-Voting Services Provider.
- b. Members who are intending to exercise their right of E-Voting shall confirm to the Bank on or before March 22, 2023 through their registered email addresses already provided to the Bank at: corporate.affairs@mcb.com.pk
- c. After due authentication of members’ credentials our E-Voting facility provider, Corplink (Private) Limited will share with the Members, the web address, login details, password and electronic signature via email.
- d. Members shall cast vote for Agenda Items No. 5 and 6 through the web portal provided by Corplink (Private) Limited from 9:00 AM {Pakistan Standard Time (“PST”)} March 24, 2023, till 5:00 PM (PST) March 26, 2023. Votes shall only be casted during the aforementioned schedule. A vote once casted shall not be allowed to be changed.

B - Voting Through Postal Ballot:

- a. Members may alternatively opt for voting through postal ballot, which has been made available; (i) as attachment to this Addendum dispatched to each Member and (ii) on Bank’s website, i.e. www.mcb.com.pk;
- b. Members casting their votes for Agenda Items No.5 and 6 should send the postal ballot, duly filled in, signed and accompanied with a copy of valid Computerized National Identity Card (“CNIC”) to the Chairman of AGM at 6th Floor, MCB Building, 15-Main Gulberg, Jail Road, Lahore and/or through email at corporate.affairs@mcb.com.pk The postal ballot should reach the aforementioned office on or before 5:30pm, March 26, 2023. Any postal ballot received after this time/date, will not be considered for voting.
- c. Signature on postal ballot should match with signature on CNIC, NICOP/Passport (In case of foreigner)
- d. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot paper will be rejected.

In case of foreign shareholders casting votes acceptable identification documents shall be the valid CNIC, NICOP and Passport. For foreign shareholders represented through body corporate, acceptable identification documents are the same as mentioned for body corporate in the Notice of AGM dated March 6, 2023.

Farid Ahmad
Acting Company Secretary

Lahore
March 20, 2023

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

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BALLOT PAPER FOR VOTING THROUGH POST

For poll at the 75th Annual General Meeting of MCB Bank Limited 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.

Designated email address of the Chairman at which the duly filled in ballot paper may be sent: corporate.affairs@mcb.com.pk

Name of shareholder/joint shareholder(s):	
Registered Address:	
Folio No. / CDC Participant / Investor ID with sub-account No.	
Number of shares held	
CNIC, NICOP/Passport No. (In case of foreigner)(Copy to be attached)	
Additional Information and enclosures (In case of representative of body corporates, corporations and Federal Government)	
Name of Authorized Signatory:	
CNIC, NICOP/Passport No. (In case of foreigner) of Authorized Signatory - (Copy to be attached)	

I/we hereby exercise my/our vote in respect of the following special resolutions through postal ballot by giving my/our assent or dissent to the following resolutions by placing tick (✓) mark in the appropriate box below:

Special Resolutions
<p>Agenda Item 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:</p> <p><i>“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.”</i></p> <p><i>“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.”</i></p> <p><i>“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.”</i></p> <p><i>“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.”</i></p> <p>Agenda Item 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:</p> <p><i>“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.”</i></p> <p><i>“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.”</i></p> <p><i>“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.”</i></p>

I/we hereby exercise my/our vote in respect of above mentioned special resolutions through postal ballot by conveying my/our assent or dissent to the said resolutions by placing tick (✓) mark in the appropriate box below:

Sr. No.	Nature and Description of resolutions	No. of ordinary shares for which votes cast	I/We assent to the Resolutions (FOR)	I/We dissent to the Resolutions (AGAINST)
1.	Special Resolution as per the Agenda Item No. 05 (as given above)			
2.	Special Resolution as per the Agenda Item No. 06 (as given above)			

Signature of shareholder(s)

Place: _____

Date: _____

NOTES:

1. Duly filled postal ballots should be sent to the Chairman of AGM at 6th Floor, MCB Building, 15-Main Gulberg, Jail Road, Lahore or through email at: corporate.affairs@mcb.com.pk
2. Copy of CNIC, NICOP/Passport No. (In case of foreigner) should be enclosed with the postal ballot form.
3. Postal Ballot form should reach the Chairman of the Meeting on or before 5:30pm on March 26, 2023. Any Postal Ballot received after this time/date, will not be considered for voting.
4. Signature on postal ballot should match with signature on CNIC, NICOP/Passport (In case of foreigner).
5. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot paper will be rejected.