



Meezan Bank
The Premier Islamic Bank



FORM-17

October 26, 2021

CS/PSX-16/219/2021

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

NOTICE OF EXTRAORDINARY GENERAL MEETING - MEEZAN BANK LIMITED

Dear Sir,

السلام عليكم

Enclosed please find copies of the Notice of Extraordinary General Meeting (EOGM) of **Meezan Bank Limited** scheduled to be held on **Wednesday, November 17, 2021 at 9:00 a.m.** at Meezan House C-25, Estate Avenue, SITE, Karachi, published today i.e. **Tuesday, October 26, 2021** in two newspapers namely **"The News"** and **"The Daily Express"** in English and Urdu languages respectively for circulation amongst the TRE Certificate Holders of the Exchange.

Moreover, please note that statements of Material Facts under Section 134(3) of the Act, pertaining to Special Businesses, are being provided along with the notice of EOGM being sent through courier to the shareholders of the Bank.

This is for your information and record.

Yours Sincerely,

Muhammad Sohail Khan
Company Secretary

Encls: As above.

Meezan Bank Ltd.

Head Office: Meezan House, C-25, Estate Avenue, SITE, Karachi - Pakistan.
PABX: (92-21) 38103500 UAN: 111-331-331 & 111-331-332 www.meezanbank.com

Published nationwide in newspaper namely "The News" today, Tuesday, October 26, 2021



Meezan Bank
The Premier Islamic Bank

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting (EOGM) of the Members of Meezan Bank Limited (the “Bank”) will be held Insha-Allah on Wednesday, November 17, 2021 at 09:00 a.m. at Meezan House, C-25, Estate Avenue, SITE, Karachi, Pakistan to transact the following business:

Ordinary Business:

1. To confirm the minutes of 25th Annual General Meeting held on March 29, 2021 at Karachi.

Special Businesses:

2. To elect 10 (ten) Directors in accordance with the provision of section 159 of the Companies Act, 2017 (the “Act”) for a term of 3 (three) years commencing from the date of the Extraordinary General Meeting i.e. November 17, 2021.

The number of Directors to be elected pursuant to section 159 (1) of the Act has been fixed at ten (10) by the Board of Directors.

The following Directors of the Bank will cease to hold office upon election of new Directors:

1. Mr. Riyadh S.A.A. Edrees

4. Mr. Mubashar Maqbool

7. Mr. Mohamed Guerhazi

10. Mr. Atif Azim
2. Mr. Faisal A.A.A. Al-Nassar

5. Mr. Naveed Iftikhar Sherwani

8. Mr. Noorur Rahman Abid
3. Mr. Bader H.A.M.A. AlRabiah

6. Mr. Faisal Fahad Al-Muzaini

9. Ms. Nausheen Ahmad

The retiring Directors are eligible for re-election subject to clearance of State Bank of Pakistan. The Chief Executive (Mr. Irfan Siddiqui) will be a deemed director.

3. To consider and if thought fit, pass the following special resolution, with or without modification, to increase the authorized share capital of the Bank from PKR 28,294,400,000/- to PKR 32,538,600,000/- by creation of 424,420,000 new ordinary shares of PKR 10/- each :

“**RESOLVED THAT** the authorized share capital of the Bank be and is hereby increased from PKR 28,294,400,000/- (Rupees Twenty-Eight Billion Two Hundred Ninety-Four Million Four Hundred Thousand only) to PKR 32,538,600,000/- (Rupees Thirty-Two Billion Five Hundred Thirty Eight Million Six Hundred Thousand only) by creation of 424,420,000 new ordinary shares of PKR 10/- each, subject to completion of all the legal formalities necessary and approvals and that

Clause V of the Memorandum of Association of the Bank be and is hereby amended to read as follows:

“The share capital of the company is PKR 32,538,600,000/- (Rupees Thirty-Two Billion Five Hundred Thirty-Eight Million Six Hundred Thousand only) divided into 3,253,860,000 (Three Billion Two Hundred Fifty-Three Million Eight Hundred Sixty-Thousand) ordinary shares of Rs. 10/- each (Rupees ten each) with the power to increase or reduce the capital and to divide the shares in the capital for the time being into several classes.”

FURTHER RESOLVED THAT the Chief Executive Officer or Deputy Chief Executive Officer or Chief Financial Officer or Company Secretary (the “Authorised Representatives”) be and are hereby severally authorized to complete all legal formalities required under the applicable laws, rules, regulations etc. to give effect to the above resolutions.”

4. To consider and, if thought fit approve the issuance of Tier 2 Capital through issuance of redeemable capital and to pass the following resolution as special resolution:

RESOLVED THAT the Bank, be and is hereby authorized to raise Tier 2 Capital through issuance of redeemable capital, in accordance with section 66 of the Companies Act, 2017, in the form of Tier 2 Capital Sukuk up to the extent of PKR 10,000,000,000/- (Pak Rupees Ten Billion) inclusive of PKR 3,000,000,000/- (Pak Rupees Three Billion) green shoe option (the “**Sukuk Issue**”), to the general public by way of public offering and/or to eligible institutional and other investors by way of private placement in terms of BPRD Circular Number 08 dated June 27, 2006 as amended vide BPRD Circular Number 06 of August 15, 2013 (as amended from time time), read with all relevant rules, regulations, circulars and approvals of State Bank of Pakistan (“**SBP**”), upon such terms and conditions as may be deemed appropriate by the authorized representatives of the Bank.

5. To consider and if thought fit, approve conversion of Sukuk into Ordinary Shares of the Bank upon the occurrence of a conversion event as determined by the State Bank of Pakistan and in that connection to pass the following resolution as special resolution.

RESOLVED that in respect of the Shariah compliant subordinated Tier 2 Mudaraba based Sukuk Issue approved by the Board of Directors of the Bank (“**Sukuk**”), pursuant to their meeting held on August 12, 2021 and in accordance with the instructions of SBP under the 'Instructions for Basel III Implementation in Pakistan' ("**Basel III Rules**") issued under BPRD Circular No. 06 dated August 15, 2013, as amended from time to time, regarding loss absorbency, in the event the Sukuk are converted into common shares upon the declaration by the SBP of the occurrence of a Point of Non-Viability event (“**PONV**”), such ordinary shares shall be issued other than by way of rights in accordance with the proviso provided under section 83(1)(b) of the Companies Act, 2017 ("**Additional Shares**").

FURTHER RESOLVED that the issuance of such Additional Shares shall be based on the market value of the shares of the Bank on the date of trigger of PONV as declared by SBP and shall be subject to a cap of 172,413,793 (One Hundred and Seventy Two Million Four Hundred and Thirteen Thousand Seven Hundred and Ninety Three) additional ordinary shares being issued, or such other number as may be agreed to in consultation with SBP and shall further be subject to approval of the Securities and Exchange Commission of Pakistan in accordance with the applicable provisions of the Companies Act, 2017.

FURTHER RESOLVED that the Chief Executive Officer or Deputy Chief Executive Officer or Company Secretary or Chief Financial Officer or their delegates (the “Authorized Representatives”) of the Bank, be and are hereby singly authorized to take all steps, necessary, ancillary and incidental to the above and are further authorized to sign, execute and deliver all necessary documents, agreements and letters on behalf of the Bank, as may be deemed appropriate and as may be required for the purposes above mentioned.

6. To transact any other business with the permission of the Chair.

Statements of Material Facts under Section 134(3) of the Act, pertaining to the above-mentioned Special Businesses, are being provided along with the notice of EOGM being sent to the shareholders.

Karachi
Dated: October 26, 2021

By Order of the Board
Muhammad Sohail Khan
Company Secretary

NOTES:

1. Closure of Share Transfer Books

The Members’ Register will remain closed from November 15, 2021 to November 17, 2021 (both days inclusive). Transfer received at the Share Registrar Office by close of Business on (05:00 p.m.) on November 12, 2021 will be treated in time to attend, vote and speak in the EOGM.

2. COVID-19 related contingency planning for General Meetings

- SECP Circular No. 5 of 2020, dated March 17, 2020, requires modification of the usual planning of the General Meetings for the well-being and safety of members. The members are encouraged to attend and vote in the Extraordinary General Meeting (EOGM) via a Zoom Link. Accordingly, the members are requested to get themselves registered by sending their particulars at the designated e-mail address egom@meezanbank.com giving particulars as per the table below by the close of business hours (5:00 PM) on November 12, 2021.

Name of Shareholders/Proxy	CNIC / Passport No.	Folio No./CDC Participant ID No.	Cell No.	Email Address
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- Link to video connectivity will be sent to the shareholders on their e-mail addresses after necessary verification from the record.
- Shareholders will be able to log in and participate in the EOGM proceedings through their smartphones or computer devices.
- The login facility will be available from 08:45 a.m. till the end of the EOGM on November 17, 2021, enabling the participants to join the proceedings which will start at 09:00 a.m. sharp, Insha-Allah.
- In addition to the above, the shareholders can also give their suggestions/comments on the proposed agenda of the EOGM by e-mailing at the designated e-mail address as mentioned above.

3. Copies of the Minutes of the 25th Annual General Meeting held on March 29, 2021, of the Bank, are available for inspection by Members as required under Section 152 of the Act.

4. For Attending the General Meeting:

- A member entitled to attend the EOGM may appoint any other member as his/her proxy to attend the meeting through video-link. A proxy form is enclosed.
- In case of individuals, the account holder or sub-accountholder and/or the person whose securities are in group account and their registration details are uploaded as per the Regulations, shall authenticate his identity by showing his original Computerized National Identity Card (“CNIC”) or original passport at the time of attending the Annual General Meeting.
- In case of a 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 Thraordinary General Meeting.

5. Postal Ballot Facility

In case the Poll is demanded by the shareholders under Section 143 of the Act, the Company shall consider postal Balloting facility for voting, under the Companies (Postal) Ballot) Regulations, 2018.

6. Video Conference Facility for Attending General Meetings

In accordance with the Section 134(1)(b) of the Act and SECP’s Circular No. 10 of 2014 dated 21st May, 2014 (the Circular), members holding in aggregate 10% or more shareholding in the paid up capital of the Bank residing in a city, may avail video conference facility to attend the Meeting.

Requirements and procedures for availing video conference facility as stipulated in the Circular are as under:

The member should provide their consent as per be following format and submit to the registered address of the Bank 10 days before holding of General Meeting.

Consent Form for Video Conference Facility

I/We_____ of _____ being a member of Meezan Bank Limited, holder of _____ ordinary shares as per Register Folio/ CDC Account No_____ hereby opt for video conference facility at _____ (geographical location).

Signature Member

If the Bank receives consent from members holding in aggregate 10% or more shareholding residing at a geographical location, to participate in the Meeting through video conference at least 10 days prior to date of the Meeting, the Bank will arrange video conference facility in that city subject to availability of such facility in that city.

The Bank will intimate members regarding venue of video conference facility at least 5 (five) days before the date of Extraordinary General Meeting along with complete information necessary to enable them to access such facility.

