



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,

الشَلاَمُ عَلَيْكُمَ

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.

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 25^{th} 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	2. Mr. Faisal A.A.A. Al-Nassar	3. Mr. Bader H.A.M.A. AlRabiah
4. Mr. Mubashar Maqbool	5. Mr. Naveed Iftikhar Sherwani	6. Mr. Faisal Fahad Al-Muzaini
7. Mr. Mohamed Guermazi	8. Mr. Noorur Rahman Abid	9. Ms. Nausheen Ahmad
10. Mr. Atif Azim		

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/- (Pak Rupees Ten Billion) inclusive of PKR 3,000,000/- (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 abovementioned.

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.

By Order of the Board Muhammad Sohail Khan

Company Secretary

Karachi Dated: October 26, 2021

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 **eogm@meezanbank.com** giving particulars as per the table below by the close of business hours (5:00 PM) on November 12, 2021.

Name of	CNIC /	Folio No./CDC	Cell No.	Email Address
Shareholders/Proxy	Passport No.	Participant ID No.		

- 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 Extraordinary 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 21^{st} 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	а	member	of	Meezan	Bank	Limited,	holder	of
	ordinary shares as per Register Folio/ CDC Account	t No]	nereby opt	for vide	eo conferen	ce facility	7 at
	(geographical location).									

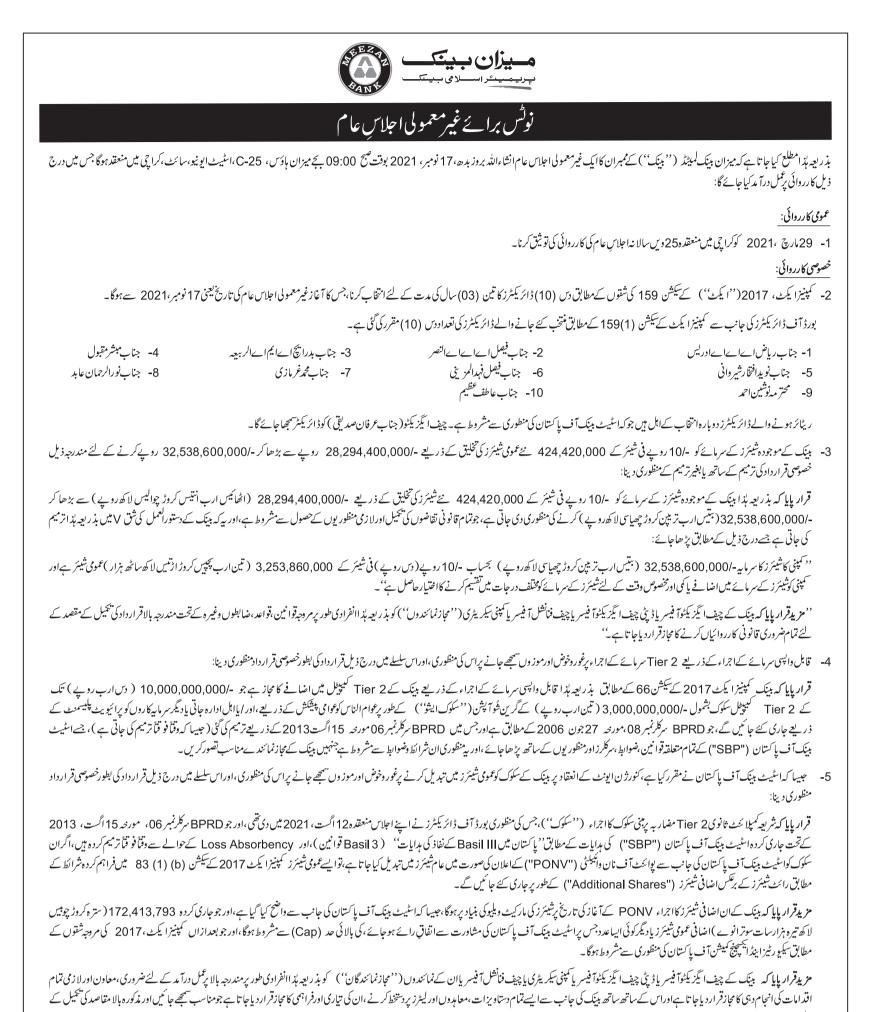
Signature Member

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.

www.meezanbank.com

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



نوٹس

1- شيئر انسفر کے کھا توں کی بندش

ممبران کا رجسٹر 15 نومبر، 2021 سے 17 نومبر، 2021 تک (دونوں ایام شامل ہیں) بندر ہے گا۔شیئر رجسٹرار کے دفتر میں 12 نومبر، 2021 کو دفتر می اوقات ِ کار کے اختبام (5:00 بج شام) تک موصول ہونے والےٹرانسفر کی درخواستیں غیر معمولی اجلاس عام میں شرکت، ووٹ دینے اوررائے دینے کے کئے بروفت تضور کی جا کیں گی۔

2- عمومی اجلاسوں کے لئے COVID-19 سے متعلق ہنگامی منصوبہ بندی

ای میل ایڈریس	موبائل نمبر	فولیو <i>نبرا</i> ی ڈی تی پارٹیسپنٹ آئی ڈی نمبر	سی این آنی سی ایسپورٹ نمبر	شيئر ہولڈرز/ نامزدنمائندہ کانام
		•		

- وڈیوکانفرنس میں شرکت کے لئے لنگ شیئر ہولڈرزکوان کے ریکارڈ سے ضروری تصدیق کے بعدان کے ای میل ایڈریسز پڑ شیخ دیا جائے گا۔
 - شیئر ہولڈرزاپنے اسمارٹ فونز یا کمپیوٹر ڈیوائسز کے ذریعے غیر معمولی اجلاس عام میں لاگ ان ہوکر شریک ہو سکیں گے۔
- لاگ ان کی سہولت 17 نومبر، 2021 کی شنج 08:45 بج سے اجلاس کے اختنا م تک کھلی رہے گی اور شرکاء اجلاس کی کارر دائی میں شرکت کر سکیں گے جو کھیکے شنج 09:00 بج شروع ہوگا۔ انشاء اللہ
 - مندرجه بالا کے علاوہ شیئر ہولڈرز غیر معمول اجلاس عام کے مجوزہ ایجنڈ ا آنٹٹر پراپنی تجاویز / آراء مقررہ ای میل ایڈر لیس پر، جواو پر بیان کیا گیا ہے، ای میل بھی کر سکتے ہیں۔

3- میزان بینک کمیٹٹر کے 29 مارچ، 2021 کو منعقد ہونے والے 25 ویں سالانہ تمومی اجلاس کی کارروائی کی نقول مبران کے معائنہ کے لئے دستیاب ہیں، جیسا کمپنیزا کیٹ، 2017 کے سیکشن 152 کا تقاضہ ہے۔

4- اجلاس میں شرکت کے لئے:

- ف غیر معمولی اجلاس عام میں شریک ہونے اور ووٹ دینے کاحق دارکوئی بھی ممبر کسی شخص کواجلاس بذر رید انک شرکت کے لئے اپنانمائندہ (proxy) مقرر کر سکتا ہے۔ پراکسی فارم منسلک ہے۔
- فر دواحد کی صورت میں، اکاؤنٹ ہولڈرزیاذیلی اکاؤنٹ ہولڈرزادر ایا ایسے افراد جن کی سیکیورٹیز گروپ اکاؤنٹ میں میں اوران کی رجٹریشن کی تفصیلات ریگولیشنز کے مطابق اپ لوڈ کی جاچکی میں، وہ نمائندے اجلاس میں شرکت کے وقت اصل فعال کمپیوڑائز ڈقومی شاختی کارڈ ("CNIC") یا صل پاسپورٹ پیش کریں گے۔
 - کارپوریٹ ادار کی صورت میں، غیر معمولی اجلاس عام کے وقت کمپنی کو بورڈ آف ڈائر کیٹرز کی منظوری/مختار نامہ مع امیدوار کے دستخط کانمونہ (اگرید پہلے فراہم نہ کیا گیاہو)، نامزدگی فارم کے ساتھ جمع کرانا ہوگا۔

5- بوشل بیلٹ کی سہولت

۔ اگر کمپنیزا یکٹ کے سیکشن 143 کے تحت شیئر ہولڈرز کی جانب سے رائے شاری کا مطالبہ کیا جاتا ہے تو کمپنی ووٹنگ کے لئے کمپنیز (پوٹل ہیلٹ) ریگیولیشنز ،2018 کے تحت پوٹل ہیلنگ کی سہولت پرغور کر سکتی ہے۔ 6۔ غیر معمولی اجلاس عام میں شرکت کے لئے ویڈیو کا نفرنس کی سہولت

کمپنیزا یک سے سیکشن (b)(l)134اور سیکیو رٹیز اینڈ ایکیچینج نمیشن آف پاکستان سے سرکلرنمبر 10،2014 مورخہ 21 مئی،2014 (سرکلر) سے مطابق کسی ایک شہر میں رہائش پذیر یہنک ممبران جو کہادا شدہ سرمائے میں مجموعی طور پر 10 فیصد یا زائد شیئر ہولڈنگ سے حامل ہوں،اجلاس میں شرکت سے لئے ویڈیوکانفرنس کی سہولت حاصل کر سکتے ہیں۔

ویڈیوکانفرنس کی سہولت کے حصول کے تقاضے اور طریقہ کار سرکلر میں درج ذیل کے مطابق بیان کئے گئے ہیں:

ممبران مندرجہ ذیل طریقہ کار کے مطابق اپنی رضا مندی فراہم کریں گےاور غیر معمولی اجلاس عام کے انعقاد ہے 10 روز قبل بینک کے رجٹر ڈپتے پرجع کروائیں گے۔

ویڈیوکانفرنس کی سہولت کے لئے رضامندی کافارم

میں/ہم ____ کے ___ کے ____ ، بطورمبر میزان بینک لمیٹڈ، رجٹر فولیو/ CDC اکا وُنٹ نمبر ___ کے مطابق ____ عمومی حصص کے حامل، بذریعہ ہٰذا _____ (جغرافائی مقام) رویڈیوکا نفانس کی سہولت کے لئے درخواست دیتے ہیں۔

ممبرك دستخط

بحکم بورڈ محد سہیل خان

تمپنی سیکریٹری

اگر بینک کو کسی جغرافیائی مقام پر ہائش پذیر 10 فیصد یازا کدشیئر ہولڈنگ کے حامل ممبران کی جانب سے اجلاس عام کی تاریخ سے 10 روزقمل ویڈیو کا نفرنس کے ذریعے شرکت کے لئے رضامندی موصول ہوجاتی ہے،الیی صورت میں بینک اس شہر میں ویڈیو کا نفرنس کی ہولت کا انتظام کرےگا،تاہم بیاں شہرمیں سہولت کی دستیابی سے مشروط ہے۔

بینک غیر معمولی اجلاس عام کے انعقاد سے کم از کم 05 دن قبل ممبران کوویڈیو کانفرنس کی سہولت کے مقام اوراس سہولت تک رسائی کوئیٹی بنانے کے لئے درکارتمام معلومات سے کمل آگہی فراہم کرےگا۔