



Meezan Bank
The Premier Islamic Bank



FORM-4

March 4, 2020

CS/PSX-15/37/2020

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

NOTICE OF THE 24th ANNUAL GENERAL MEETING OF MEEZAN BANK LIMITED

Dear Sir,

السلام عليكم

Enclosed please find copies of the Notice of 24th Annual General Meeting (AGM) of **Meezan Bank Limited** scheduled to be held on **Thursday, March 26, 2020** at **9:30 a.m.** at Meezan House C-25, Estate Avenue, SITE, Karachi, published nationwide today i.e. **Wednesday, March 4, 2020** in two newspapers "**The News**" and "**The Daily Express**" in English and Urdu languages respectively.

A copy of the Notice of AGM containing the statement of material facts under section 134(3) of the Companies Act, 2017 is also enclosed.

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



NOTICE OF 24th ANNUAL GENERAL MEETING

Notice is hereby given that the 24th Annual General Meeting of the Members of Meezan Bank Limited will be held Insha-Allah on Thursday, March 26, 2020 at 9:30 a.m. at Meezan House C-25, Estate Avenue, SITE, Karachi, Pakistan to transact the following business:

ORDINARY BUSINESS

- To confirm the minutes of the Extraordinary General Meeting held on December 18, 2019.
- To receive, consider and adopt the Annual Audited Accounts of the Bank, Audited Consolidated Accounts for the year ended December 31, 2019 together with the Auditors' Report, Directors' Report and Chairman's Review Report thereon.
- To appoint auditors of the Bank for the year ending December 31, 2020 and to fix their remuneration. The present auditors, M/s EY Ford Rhodes, Chartered Accountants, retire and being eligible, offer themselves for reappointment.
- To consider and, if thought fit, approve as recommended by the Board of Directors, final cash Dividend at the rate of Rs. 2/- per share i.e. 20% in addition to Rs. 3/- per share i.e. 30% interim cash Dividend already declared/paid alongwith 10% Bonus Shares for the year December 31, 2019.

SPECIAL BUSINESS

- To consider and, if thought fit, approve the Directors' Remuneration Policy of the Bank and to pass the following resolution as ordinary resolution:

"Resolved that the Directors' Remuneration Policy of the Bank, as presented to the shareholders, be and is hereby approved."

- To approve the remuneration paid/payable to the Chairman, Vice-Chairman and Non-Executive Directors of the Bank for the year ended December 31, 2019 for attending Board Meetings and Meetings of the Committees formed by the Board and to pass the following resolution as ordinary resolution:

"Resolved that the remuneration paid / payable to the Chairman, Vice-Chairman and Non-Executive Directors of the Bank for the year ended December 31, 2019 for attending Board Meetings and Meetings of the Committees formed by the Board, as disclosed in note 39 of the Audited Financial Statements of the Bank be and is hereby approved."

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

Statements under section 134 (3) of the Companies Act, 2017 pertaining to special business and Directors' Remuneration policy are being provided along with the notice of AGM being sent to the shareholders.

By Order of the Board

Karachi
February 12, 2020

Muhammad Sohail Khan
Company Secretary

Notes:

- The Members' Register will remain closed from March 19, 2020 to March 26, 2020 (both days inclusive) to determine the names of members entitled to receive the 20% cash dividend and attend and vote in the meeting.
- A member eligible to attend and vote at this meeting may appoint any person as proxy to attend and vote in the meeting. Proxies in order to be effective must be received at the Registered Office not less than forty eight (48) hours before the holding of the meeting.
- Members are requested to intimate any changes in address immediately to THK Associates (Pvt.) Ltd., 1st Floor, 40-C, Block-6, P.E.C.H.S, Karachi-75400. Phone No. 111-000-322.

For Information of the Members:

- The Government of Pakistan has made certain amendments in Section 150 of the Income Tax Ordinance, 2001 whereby different rates are prescribed for deduction of withholding tax on the amount of dividend paid by the companies/banks. These rates are as per law.

To enable the Bank to make tax deduction on the amount of Cash Dividend, all the members whose names are not entered into Federal Board of Revenue (FBR)'s Active Tax-Payers List (ATL), despite the fact that they are tax return filers are advised to make sure that their names are entered into ATL, before the date of book closure for cash dividend, otherwise tax on their cash dividend will be deducted as non-filer.

All shareholders who hold shares jointly are requested to provide shareholding proportions of Principal shareholder and Joint-holder(s) in respect of shares held by them to our Shares Registrar, in writing as follows:

| Folio/CDS | Total Shares | Principal Shareholder | | Joint Shareholders | |
|-----------|--------------|-----------------------|---|--------------------|---|
| | | Name and CNIC No. | Shareholding Proportion (No. of Shares) | Name and CNIC No. | Shareholding Proportion (No. of Shares) |

The required information must reach our Shares Registrar by the close of business (5:00 pm) on March 18, 2020; otherwise it will be assumed that the shares are equally held by Principal shareholder and Joint Holder(s) and tax will be deducted according to proportionate holding of each shareholder as clarified by the FBR vide its clarification letter No. I(54) Exp/2014-132872-R dated September 25, 2014. Shareholders claiming tax exemption under clause 47(B) of Part IV of the Second Schedule of Income Tax Ordinance, 2001 are requested to provide valid exemption certificate under section 159 (1) of the Income Tax Ordinance, 2001 latest by March 18, 2020 to our Shares Registrar as required vide FBR clarification letter No. 1(43)DG (WHT) / 2008-Vol.II-66417-R dated May 12, 2015.

Payment of Cash Dividend through electronic mode:

- Under section 242 of the Companies Act, 2017, it is mandatory for a listed company to pay cash dividend to shareholders only through electronic mode directly into bank account designated by the entitled shareholders. In order to receive dividend directly into bank account, shareholders are requested to fill in Electronic Credit Mandate Form available on Bank's website and send it duly signed alongwith a copy of CNIC to the registrar of the company, THK Associates (Pvt.) Ltd., 1st Floor, 40-C, Block-6, P.E.C.H.S, Karachi-75400 in case of physical shares.

In case shares are held in CDC then the Electronic Credit Mandate Form must be submitted directly to shareholder(s)' broker / participant / CDC account services or shareholders can directly register for e-Dividend Services by visiting CDC Portal: <https://eservices.cdaccess.com.pk/public/index.xhtml>.

Electronic Credit Mandate Form

| | |
|---------------------------------------|--|
| Folio Number / CDC Sub Account Number | |
| Name of Shareholder | |
| Title of the Bank Account | |
| International Bank Account Number | |
| Name of Bank | |
| Name of Bank Branch/Address | |
| Cellular and Landline number | |
| CNIC/Passport (Attach copy) | |
| Signature of Shareholder | |

Availability of Annual Accounts

- Annual Accounts of the Bank for the financial year ended December 31, 2019 have been provided on the Company's website-www.meezanbank.com

Video Conference Facility for Attending General Meetings

- 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 07 days prior to date of meeting, the Bank will arrange video conference facility in that city subject to availability of such facility in that city.

To avail this facility a request to be submitted to registered address of the Bank 07 days before holding of the Annual General Meeting.

