



Soneri Bank

SBL/Secy/PSX/18/300  
29 October 2018

The General Manager  
Pakistan Stock Exchange Ltd.  
Stock Exchange Building  
Stock Exchange Road  
**Karachi**

Subject: **Certified copy of the Resolutions adopted by the Shareholders in their 3<sup>rd</sup> Extra Ordinary General Meeting**

Dear Sir,

In compliance of the Regulation No.5.6.4(b) of the KSE Rule Book, we are enclosing herewith certified copy of the Resolutions adopted by the Shareholders in their 3<sup>rd</sup> Extra Ordinary General Meeting convened on 26<sup>th</sup> October 2018 at Lahore.

Thanking you,

Yours Sincerely,



**Muhammad Altaf Butt**  
*Company Secretary*

Encls: a.a

**CERTIFIED TRUE COPY OF RESOLUTION PASSED BY THE  
SHAREHOLDERS OF SONERI BANK LIMITED IN THEIR 03<sup>RD</sup>  
EXTRA ORDINARY GENERAL MEETING HELD ON 26  
OCTOBER 2018 AT 9:00 A.M. AT AVARI HOTEL, LAHORE.**

**Ordinary Business**

**Agenda item No.01**

To confirm the minutes of last Annual General Meeting held on 30 March 2018.

***Quote***

***RESOLVED THAT minutes of the 26<sup>TH</sup> Annual General Meeting of Soneri Bank Limited held on 30 March 2018 be and are hereby confirmed / approved.***

***Unquote***



Contd..P/02

Special Business

Agenda item No.03

**To consider and, if thought fit, pass the following Special Resolutions, with or without modifications, to approve the conversion terms of the Additional Tier 1 Capital Term Finance Certificate Issue of the Bank into ordinary shares of the Bank (other than by way of right issue) upon the occurrence of a conversion event**

After deliberations, following Resolution was unanimously passed by the Members, as Special Resolution:

*Quote*

**RESOLVED THAT** the perpetual Term Finance Certificates ("TFCs") of Soneri Bank Limited (the "**Bank**") in the amount of up to Rs. 4,000,000,000/- (Rupees Four Billion) for the purpose of Additional Tier 1 Capital under Basel III Capital Instructions of the State Bank of Pakistan ("**SBP**"), may be converted into ordinary shares of the Bank, (i) if so directed by SBP, on the occurrence of a point of non-viability as determined by SBP, at a price equivalent to the market value of the shares of the Bank on the date of trigger of the point of non-viability as declared by SBP, or (ii) at the option of the Bank, upon the occurrence of a pre-specified trigger point pursuant to Basel III Capital Instructions, at a price equivalent to the market value of the shares of the Bank on the date of occurrence of the pre-specified trigger point, or (iii) due to any inability to exercise the lock-in clause or non-cumulative features of the TFCs, on such terms and conditions as may be determined by SBP, in accordance with the applicable rules and regulations of SBP, subject to a maximum of 360,000,000 (three hundred sixty million) additional ordinary shares of the Bank being issued, which ordinary shares shall be issued other than by way of rights in accordance with section 83(1)(b) of the Companies Act, 2017 and shall further be subject to approval of the Securities and Exchange Commission of Pakistan.

**FURTHER RESOLVED THAT** the Chief Executive Officer, Chief Financial Officer, Group Head Treasury, FIs, CM & PRI and Company Secretary of the Bank be and are hereby authorized jointly (any two of them acting jointly) to complete any/all the necessary corporate and regulatory formalities and take all necessary steps, sign all documents/agreements in respect of the above, including but not limited to filing of application with the Securities and Exchange Commission of Pakistan for approval under Section 83(1)(b) of the Companies Act, 2017 and/or to do any other acts, deeds, things and matters ancillary thereto.

*Unquote*





**Agenda item No.03**

**To consider and, if thought fit, increase the Authorized Share Capital of the Bank from Rs.15.0 billion to Rs.18.0 billion and to pass, with or without modification, the following resolutions as a Special**

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After deliberations, following Resolution was unanimously passed by the Members, as Special Resolution:

**Quote**

*a) **RESOLVED THAT** the Authorized Share Capital of the Bank be and is hereby increased from Rs.15,000,000,000 (Rupees fifteen billion) to Rs.18,000,000,000 (Rupees eighteen billion), by the creation of 300,000,000 new ordinary shares of the face value of Rs. 10/- each.*

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

*The capital of the Bank is rupees Eighteen Billion (Rs. 18,000,000,000.00) divided into One Billion eight hundred million (1,800,000,000) ordinary shares of rupees ten (Rs. 10.00) each with powers to increase, and reduce, the Capital of the Bank for the time being and sub divide the shares into several classes.*

*b) **FURTHER RESOLVED THAT** the Chief Executive Officer, Chief Financial Officer and Company Secretary of the Bank be and are hereby authorized to, either singly or jointly, do all acts, deeds and things necessary, ancillary and incidental for the purposes of implementing the above resolution including, but not limited to, registering and amending the Memorandum and Articles of Association of the Bank, filing of all the requisite statutory forms and all other documents as may be required to be filed with the Companies Registration Office of the Securities and Exchange Commission of Pakistan and the State Bank of Pakistan, obtaining all necessary approvals, submitting all such documents as may be required with the Securities and Exchange Commission of Pakistan and the State Bank of Pakistan, executing all such certificates, applications, notices, reports, letters and any other document or instrument including any amendments or substitutions to any of the foregoing as may be required.*

**Unquote**

**Certified True Copy**



**Muhammad Altaf Butt**  
Company Secretary



29 October 2018  
Karachi