

SBL/Secy/PSX/21/47 03 March 2021

Form - 4
Through PUCARS & hand delivery

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

Subject:

Notice of 29th Annual General Meeting prior to Publication

Dear Sir,

In compliance of Regulation No.5.6.9 of the PSX Regulations, we are pleased to enclose herewith Notice (English & Urdu) of 29th Annual General Meeting scheduled to be held on Friday, 26 March 2021 at 10:30 am through video-link (Zoom). Additionally arrangements have also been made to attend the meeting in person at 1st Floor, 90-B/C, Liberty Market, Gulberg-III, Lahore.

We intend to publish this Notice in Business Recorder & Daily Nawa-e-Waqt (combined editions Karachi, Lahore and Islamabad) on 04 March 2021. Please circulate the same among the TRE Certificate Holders of the Exchange.

Yours Sincerely,

Muhammad Altaf Butt

Company Secretary

Encls: a.a.



NOTICE OF THE ANNUAL GENERAL MEETING

Notice is needly given that Twenty Ninth (29th) Annual General Meeting ("AGM") of Soneri Bank Limited will be held on Pidday, 26 March 2021 at 10:30 a.m. through video-link (zoom), Additionally, arrangements have also been need to attend the meeting in-person at 1st Foor, 90-61/C-lt, Liberty Marker, Guberg III, Lations, to immaste the following basiness.

- following business:

 Ordinary Business:

 1. To confirm the minutes of the last Annual General Meeting nett on 28 March 2020.

 1. To confirm the minutes of the last Annual General Meeting nett on 28 March 2020.

 1. To receive, consider and adopt Annual Audited Accounts, together with the Directors' and Auditors' Reports Brown, for the year ended 31 December 2020.

 1. To appoint and declare the first cash directed of 18.1.25° per share (s.e.1.25%) for the Brancal year enclad 31 December 2020, as recommanded by the Doard of Directors in 1s 1894 meeting held on 17 February 2021.

 1. To appoint Auditors of the Berks to the year ending 31 December 2021 Biffur controls and first Maria General Meeting and first their remuneration. The retiring audition, Min. KPMC Taxoer Had. & Company, Charleted Accountants, being eligible, how enforce themselves for one continuent.

 1. To transact such other ordinary business as may be placed before the meeting with the permission of the Chair.

 1. To appoint Annual England State Chair Chair.

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 1. To

BY ORDER OF THE BOARD

Muhammad Altaf Butt Company Secretary

Lahore: 17 February 2021

NOTEs:

1. Share Transfer Books of Soneri Bank Limited ("the Bank") will remain closed from 19 March 2021 to 26 March 2021 foath days inclusive). Transfers received in order at the office of our Shares Registrat Mrs. THK Associates (PA), Ltd., Pfol No. 32 C. start Commandal Street 2, DHA, Phase - 7, Kurach 78502, Philaten, by the depose of business on 18 March 2021, will be considered in time for the purpose of attending and voting in the AGM, as well as entitled to the payment of cash dividend.

well as entitled to the payment of cash dividend.

2. For Attending the Meating:
In view of the current shuadon of the Covid-19 pandemic and instructions issued by Securities and Exchange
Covarnisation of Pakistan (SECPT) and Pakistan Stock Exchange Limited (PSXT), wide their Crouzar No. 5 dated
17 Machri 2020 and PSXN-32 dated 19 Narrio 2022 respectively, the ACMA-vid-to primarly conducted virtually
via video-finic (Zoom) for the action well being of participants of the meeting, in order to attend the meeting
strough video-finic, members and their process are requised the register thremseten by providing the recipions
information along with vaid copy of Computersed National Identity Card (CNICT) both sides/Passport, attested
copy of board resolutions/power of atterney (in case of corporate shareholders) through email at
cellson-entities and control of the control

Post due verification of the information, the members who are registered with us shall be sent a video-link by the Bank, along with meeting material including last years minutes of the meeting on their registered canal addresses. The login facility will remain open hom the start of the meeting bit is sorted-scripts are concluded. The sharehest who wish to send their comments suggestions on the agencia of the AGM can email us at cellsconerbank.com. The Bank shall pressure that commentativalegations of the shareholders will be read out at the meeting and the responses will be made part of the minutes of the meeting.

responses we common part of the immunes of the SECP Choular No. 4 dated 15 February 2021, necessary Further, while complying with the instructions of the SECP Choular No. 4 dated 15 February 2021, necessary arrangements have also been made to asteroit the meeting physically at 1st Floor, 5G-B/C-II, Licerty Market, Gulborg BI, Linnon. Comparts Covid 19 related SOPs shall be strictly followed.

3. For Apportung Provines:
A member of the Bans entitled to stand and vote at the meeting may appoint another member as his/her proxy to attend and vote on his/her bords. Provises, in order to be diffactive, must be received at our ornal castilomerisank.com or at the Registered Office of the Bank, located at 241-242, Upper Mail Scheme, Arand Road, Lahove, not lass than 48 hours before the time of the meeting. Proxy form shall be quity segred and atamped and wirensact by two persons whose names, adultenses and CNIC numbers shall be mentioned on the form. Proxy form, both in English and Circlu language is being separately sont to the abunchasciers, along with Notice of AGM.

Shareholders are requested to notify change in their addresses, if any, to our Share Registrar M/s. THK Associates (Pvt.) Ltd. Plot No. 32-C. Jami Commercia: Street 2, DHA. Phase - 7, Karachi-75500, Pakistan.

Associates PAT, Ltd. Pko No. 32-C. Jamir Commercial Street 2, 01-6, Phase - 7, Karschi-7550, Pakistani.

5. Unclaimed Dividend and Shares

Parsuant to Section 244 of the Act, any shares issued or divisionds declared by the IBARK, which remain ancialmed or unpaid for a percel of three years from the date into the pocure of any appails shift ents with the Federal Coverment after compliance of procedures prescribed under the Act, in this respect, we had always instead the process and concerned shareholders were exhibited date out letter declared 04 October 2017 to claim their unclaimed dividends/shares. Post submission of this Notice, every year sharefolders have been continuously communicated expairments of Section 244 to claim their precing entitlements via Notice of ACM, but only five virsinfolders have lodged their claims.

In order to their this process, a "Final Notice of Undamed Shares and Dividends to vest with the Federal Government" was published in the daily Business Recorder and The Nawa-IWaq; on 01 February 2021 in their countrywide circulations. This Notice was also posted to the PSX for the information of "all the stakeholders in addition to placement of the same on the website of the Bank.

Sharesolders are applied added to accroact the Bank's Share Resistant to claim their perclaim entitiements at the

Sametricides are again activised to approach the Bank's Share Registrar to claim their pending entitlements at a carlost, failing which the Bank's shall procood should in terms of requirement of Social 944(7); a), 4(b) of the Statement of such unclaimed disheded shares at available on the Bank's whote, which may be accessed surfing the following link: https://www.sonenbank.com/ebout-us/investor-relations/sharesholders.antomatkey

Notes relating to CNIC, Circulation of Accounts via E-mail, E-Dividend, Deduction of liax on Cash Dividend for Deposit of Physical shares into CICX Account, Video conference lacking for effecting AGM and placement protice on the Bank's webster and reavy form born in English and Utili highuages have cere sent to the Shaper with the Notice of the Bank's website or and actilized to placement of the earne on the Bank's website www.monorbank.

Soneri Bank

اطلاع برائے سالا نہاجلاس عام

ية . بيدية المثل كياجات به كرموي ي حك لمطلكه اليميوال مراان تاجاي ماجهة . وفي 2012 ديرة بمسرك 10.30 بيك بية ديوه في الأنسس (200 سنف براي حريد براس مديد (في ميري كينية مِنْ مول ال-Bo-Bi C-Ib الرفي يؤكيت مجبرت الما ما يورض والن خدريا الإس من المؤرب كيفة مح مقروري الفاما عد سك يس Look Sal

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- 2) 2020 بر 2020 كائم دو المان المان من حال المدو منها عن المكر منا من المان المان المراق المر
- 3) يودة آندة الريخززك 183 مير بينظب شدهد 17 فردى 2021 يميسا دائر ك من خيافت والي منتفر برياب 12.50 فيديين 1.26 فيدرين 1.26 فيدرين 1.26 فيدرين 1.26 فيدرين مواحدة 4) 31 کیر 2021 گئتم در اے اسال در کے ساند ابلاس کے مقد تک کیلے آل وز کی تقریری ادری سے مصلیم رے کا اور انداز اللہ اور کے ایک اور اور کا تعلق باردہ کا تعلق کا اور انداز کا تعلق کا اور انداز کا تعلق کا کا تعلق کا ت - チャンラングショントリントリー
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بزيد ياک زندراي ي برگزنبر4 مودند 16 فردري 2021 ي بدايات ي^مل كرت بوري ايكن مول ۱۰ - ۱۹ - ۱۹ - ۱۹ مار فرياد كيد كيد کي برگزنبر4 مودند را ايان عن مقرارت كين ايكن مودي الكالمة كالحرى أوا-19 معلق وم المهاوين كافي مع وال والماكر.

3. پاکسر کافریک کیند:

- ورادائل جوال الدائل على المراحد المراجد والمراجد والمراجدة كالمراجدة المراجة ا ca@sonaribank.com ي 241-242 يالي التيم التعديد الما العدي التي يقت شد المواق أن يثر "وصل الانتجار التي المؤاق التي التي يعول التي يعد التيمية التيم
- صعن دارون سے الاس سے کہ وہ اپنے ہے تک کی کامی تھم کی تیر کی کی معرب میں جارے شیخ رہ تا وہ کار انٹریٹ کا گئے ہے اندوی ایٹس ایران سے الموٹ بنا سے نبر 2-32، بال کوشل اسر بیت 2 او کی انتریٹ 2 اور کا انتریٹ 2 اور کا انتریٹ 2 اور کا انتریٹ 2 اور کا انتریٹ 2 اور کارون کے انتراز کارون کی انتراز کارون کی انتراز کی معرب کے انتراز کارون کے انتراز کارون کی کارون کی معرب کے انتراز کارون کی معرب کے انتراز کارون کی کارون کی کارون کی کارون کی کارون کی کارون کارون کی کارون کارون کی کارون کارون کی کارون کارون کی کارون کارون کی کارون کارون کارون کی کارون کارون کی کارون کی کارون کی کارون کی کارون کارون کی کارون کی کارون کی کارون کی کارون کارون کی کارون کارون کی کارون کارون کارون کی کارون کی کارون کی کارون کی کارون کی کارون کی کارون کارون کی کارون کارون کارون کی کارون کارون کی کارون کارون کارون کارون کی کارون کی کارون کار

5. غيرد الله شده المرية الدورة المراد

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تصلى يافتطان سنده باد ورفواست كى جائى سيك روجند سند دوست ويداع الا كا وكال كرية كيك ويك سكان را عزار سند ورا كري اليان نافر سنة كاست كي وفد (4) & (4) (4) (4) خراظ كاقت كاروا في أن تدرو في الماكي و والا الله والمائية وأشيرا في اللهائية والمساكن ومتوب إلى المس تصدر من المساعدة إلى المساك المائية والمائية المساكن المائية والمساكن المساكن الم

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Notice of the Annual General Meeting

Notice is hereby given that **Twenty Ninth (29th) Annual General Meeting ("AGM")** of Soneri Bank Limited will be held on Friday, 26 March 2021 at 10:30 a.m. through video-link (Zoom). Additionally arrangements have also been made to attend the meeting in-person at 1st Floor 90-B/C-II, Liberty Market Gulberg-III, Lahore, to transact the following business:

Ordinary Business

- 1) To confirm the minutes of last Annual General Meeting held on 26 March 2020.
- To receive, consider and adopt Annual Audited Accounts together with the Directors' and Auditors' Reports thereon, for the year ended 31 December 2020.
- To approve and declare the final cash dividend of Rs.1.25/- per share (i.e.12.50%) for the financial year ended 31 December 2020, as recommended by the Board of Directors in its 183rd meeting held on 17 February 2021.
- To appoint Auditors of the Bank for the year ending 31 December 2021 till the conclusion of next Annual General Meeting and fix their remuneration. The retiring auditors, M/s. KPMG Taseer Hadi & Company, Chartered Accountants, being eligible, have offered themselves for re-appointment.
- 5) To transact such other ordinary business as may be placed before the meeting with the permission of the Chair.

BY ORDER OF THE BOARD

Muhammad Altaf Butt Company Secretary

Lahore: 17 February 2021

NOTES:

1. Share Transfer Books of Soneri Bank Limited ("the Bank") will remain closed from 19 March 2021 to 26 March 2021 (both days inclusive). Transfers received in order at the office of our Shares Registrar M/s. THK Associates (Pvt.) Ltd, Plot No.32-C, Jami Commercial Street 2, DHA, Phase - 7, Karachi – 75500, Pakistan, by the close of business on 18 March 2021 will be considered in time for the purpose of attending and voting in AGM as well as entitled to the payment of cash dividend.

2. For Attending the Meeting:

In view of the current situation of COVID-19 pandemic and instructions issued by the Securities and Exchange Commission of Pakistan ("SECP") and Pakistan Stock Exchange Limited ("PSX") vide their Circular No. 5 dated 17 March 2020 and PSX/N-372 dated 19 March 2020 respectively, the AGM will be primarily conducted virtually via video-link (Zoom) for the safety and well-being of participants of the NOTICE OF 29TM ANNUAL GENERAL MEETING

Soneri Bank Limited, Central Office: 9th & 10th Floor, PNSC Building, M.T. Khan Road, Karachi, Pakistan. Tel: 021-32444401 - 05 & 111 567 890 Fax: 021-35643325 - 26 E-mail: info@soneribank.com Website: www.soneribank.com



meeting. In order to attend the meeting through video-link, members and their proxies are requested to register themselves by providing the following information along with a valid copy of Computerised National Identity Card ("CNIC") both sides/Passport, attested copy of board resolution/power of attorney (in case of corporate shareholders) through email at cs@soneribank.com by 24 March 2021.

Name of Shareholder	Folio/CDS A/c No.	CNIC No.	Cell No.	Email Address
		*		

Post due verification of the information, the members who are registered with us shall be sent a video-link by the Bank along with meeting material including last year's minutes of the meeting, on their registered email address. The Login facility will remain open from start of the meeting till its proceedings are concluded. The shareholders who wish to send their comments/ suggestions on the agenda of the AGM can email us at cs@soneribank.com. The Bank shall ensure that comments/ suggestions of the shareholders will be read out at the meeting and the responses will be made part of the minutes of the meeting.

Further, while complying with instructions of the SECP's Circular No.4 dated 15 February 2021, necessary arrangements have also been made to attend the meeting physically at 1st Floor, 90-B/C-II, Liberty Market, Gulberg-III, Lahore. Complete COVID-19 related SOPs shall be strictly followed.

3. For Appointing Proxies:

A member of the Bank entitled to attend and vote at this meeting may appoint another member as his/her proxy to attend and vote on his/her behalf. Proxies, in order to be effective, must be received at our email cs@soneribank.com or at the Registered Office of the Bank located at 241-242 Upper Mall Scheme, Anand Road, Lahore not less than 48 hours before the time of the meeting. Proxy form shall be duly signed and stamped and witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form. Proxy form, both in English and Urdu language is being separately sent to the shareholders, along with Notice of AGM.

4. Shareholders are requested to notify change in their addresses, if any, to our Share Registrar M/s. THK Associates (Pvt.) Ltd., Plot No.32-C, Jami Commercial Street 2, DHA, Phase -7, Karachi – 75500, Pakistan.

5. <u>CNIC/NTN Number on Electronic Dividend (Mandatory)</u>

As per S.R.O.831(1)/2012 dated 05 July 2012 issued by SECP, the electronic Dividend should also bear the CNIC number of the registered shareholder.

As per Regulation No.6 of S.R.O. 1145(1)/2017 dated 06 November 2017, the Bank shall be constrained to withhold the payment of dividend to the shareholders, in case of non-availability of identification number (CNIC or NTN) of the shareholder or the authorised person.

Accordingly, the shareholders, who have not yet submitted a copy of their valid CNIC or NTN, are once again requested to immediately submit the same to the Share Registrar.

NOTICE OF 29TH ANNUAL GENERAL MEETING

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6. <u>Transmission of Audited Financial Statements & Notice Of Annual General Meeting Through E-Mail and CD/DVD</u>

SECP through its Notification No.S.R.O.787(1)2014 dated 08 September 2014, has allowed companies to circulate their annual balance sheet and profit & loss account, auditor's report and directors' report etc. ("Audited Financial Statements") along with Notice of AGM ("Notice") to their shareholders through email. The shareholders who wish to receive Annual Audited Financial Statements and Notice of AGM through email are requested to fill the consent form given in the link mentioned below and return it to our Share Registrar.

https://www.soneribank.com/about-us/investor-relations/shareholders-information/

In terms of SECP S.R.O. No. 470(I)/ 2016 dated 31 May 2016 and its subsequent approval in the 25th AGM of the Bank held on 28 March 2017, the Annual Report is being transmitted to shareholders through CD/DVD instead of sending in book form/hard copy. However, the Bank will provide one hard copy free of cost to the requesting shareholder at their registered address within one week of the request.

7. <u>Deduction of Tax on Cash Dividend Income</u>

The shareholders are hereby informed that pursuant to amendments in Section 150 of the Income Tax Ordinance, 2001 through Finance Act, 2020, Income Tax will be deducted at source @15% for person appearing in Active Tax Payer List ("ATL") and @30% for person not appearing in ATL [determined as per ATL available on Federal Board of Revenue's ("FBR") website] from the dividend amount, if any.

In case of joint account, each holder is to be treated individually as either a filer or non-filer, and tax will be deducted on the basis of shareholding of each joint holder as may be notified by the shareholder, in writing as follows, to our Share Registrar. In case no such notification is received by us, equal deduction of tax will be made where proportionate holding is not available with us.

х		Principal Shareholder		Joint Shareholder		
Bank Name	Folio/CDS A/c No.	Total Shares	Name and CNIC No.	Shareholding Proportion (No. of Shares)	Name and CNIC No.	Shareholding Proportion (No. of Shares)

The CNIC number/NTN details are now mandatory and are required for checking the tax status as per the ATL issued by FBR from time to time.

8. Payment of Cash Dividend through Electronic Mode (Mandatory)

In terms of Section 242 of the Act and Companies (Distribution of Dividends) Regulations, 2017, every listed company is required to pay dividend, if any, to their shareholders compulsorily through electronic mode directly crediting the same in their bank account.

In this respect, the Bank has previously communicated this requirement to the shareholders individually along with newspaper publications requesting to provide

NOTICE OF 29TH ANNUAL GENERAL MEETING

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the International Bank Account Number ("IBAN"); however response from very few shareholders was received.

Shareholders are again requested to update their record. In this connection, CDC shareholders may submit their IBAN details to their investor account services or their brokers where shares are placed electronically. In case of physical holding, the shareholders are requested to submit their bank mandate details to the Bank's Share Registrar. For providing the Bank Mandate details to CDC/Share Registrar, the requisite form may be downloaded from the Bank's website, direct link of which is:

https://www.soneribank.com/wp-content/uploads/2020/03/Mandate Form.pdf

9. <u>Unclaimed Dividend and Shares</u>

Pursuant to Section 244 of the Act, any shares issued or dividends declared by the Bank, which remain unclaimed or unpaid for a period of three years from the date they became due and payable shall rest with the Federal Government after compliance of procedures prescribed under the Act. In this respect, we had already initiated the process and concerned shareholders were advised vide our letter dated 04 October 2017 to claim their unclaimed dividends/shares. Post submission of this notice, every year shareholders have been continuously communicated requirements of Section 244 to claim their pending entitlements vide Notice of AGM, but only few shareholders have lodged their claims.

In order to further this process, a "Final Notice of Unclaimed Shares and Dividends to vest with the Federal Government" was published in the daily Business Recorder and the Nawa-i-Waqt on 01 February 2021 in their country wide circulations. This notice was also posted to the PSX for the information of all the stakeholders in addition to placement of the same on the website of the Bank.

Shareholders are again advised to approach the Bank's Share Registrar to claim their pending entitlements at the earliest, failing which the Bank shall proceed ahead in terms of requirement of Section 244(2) (a) & (b) of the Act. Statement of such unclaimed dividends/shares is available on the Bank's website, which may be accessed by surfing the following link:

https://www.soneribank.com/about-us/investor-relations/shareholders-information/

10. <u>Deposit of Physical Shares into CDC Account</u>

The shareholders having shares in physical form are advised to open CDC sub-account with any of the brokers or Investor Account directly with the CDC, to place their shares in scrip-less form, this will facilitate them in many ways, including safe custody and sale of shares at any time they want, as the trading of physical shares is not permitted as per existing regulations of PSX.

Further, Section 72 of the Act states that after the commencement of this Act from a date notified by the Commission, a company having share capital, shall have shares in book-entry form only. Every existing company shall be required to replace its physical shares with book-entry form in a manner as may be specified and from the commencement of this Act from a date notified by the Commission, a company shall be required to replace its physical shares with book-entry form in a manner as may be specified and from the commencement of this Act from a date notified by the Commission, a company having share capital, shall have shares in book-entry form only.

NOTICE OF 29TH ANNUAL GENERAL MEETING

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date notified by the Commission, within a period not exceeding four years from the commencement of this Act.

11. Video Conference Facility for Attending Annual General Meeting

The members who wish to attend AGM via video conference, may send their consent on the below format to the Bank at its registered office address.

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 seven (7) 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-link facility at least five (5) days before the date of the AGM along with complete information necessary to enable them to access such facility.

Consent Form for Video Conference Facility
"I/We, being a member of Soneri Bank Limited, holder ofOrdinary shares as per registered Folio/CDC Account Nohereby opt for video conference facility at(geographical location).
Signature of Member

12. Requirement of Companies (Postal Ballot) Regulations, 2018

Pursuant to Companies (Postal Ballot) Regulations, 2018, for any other agenda item subject to the requirements of Section 143 and 144 of the Act, members present in person, through video-link or by proxy, and having not less than one-tenth of the total voting power can also demand a poll and exercise their right of vote through postal ballot, that is voting by post or through any electronic mode, in accordance with requirements and procedure contained in the aforesaid regulations.

13. Placement of AGM Notice on the Bank's website

Notice of 29th AGM has also been made available on the Bank's website www.soneribank.com, in addition to its dispatch to the shareholders through CD/DVDs, as well as publication in the newspapers and by PSX through companies announcements.

<u>Inspection of Documents:</u>

The copies of the latest annual audited financial statements, Memorandum & Articles of Association and other documents / information have been kept at the registered office of the Bank, which may be inspected on any working day during business hours till the date of 29th AGM.

NOTICE OF 29^{TH} ANNUAL GENERAL MEETING

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