



Soneri Bank

SBL/Secy/PSX/22/63

28 March 2022

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 30th Annual General Meeting**

Dear Sir,

In compliance of the Regulation No.5.6.9(b) of the PSX Rule Book, we are enclosing herewith certified copy of the Resolutions adopted by the Shareholders in their 30th Annual General Meeting convened on Friday 25 March 2022 at 10:00 a.m. 2nd Floor, 307-Upper Mall Scheme, Lahore / via Zoom.

Thanking you.

Yours Sincerely,



Muhammad Altaf Butt
Company Secretary

Encls: a.a



Soneri Bank

**CERTIFIED TRUE COPY OF RESOLUTION PASSED BY
THE SHAREHOLDERS OF SONERI BANK LIMITED IN
THEIR 30th ANNUAL GENERAL MEETING HELD ON
25 MARCH 2022 AT 10:00 A.M. 2ND FLOOR, 307-UPPER
MALL SCHEME, LAHORE / VIA ZOOM**

Agenda item No.01

To confirm the minutes of last Annual General Meeting held on 26 March 2021.

Quote

RESOLVED THAT minutes of the 29th Annual General Meeting of Soneri Bank Limited held on 26 March 2021 be and are hereby confirmed / approved.

Unquote

Agenda item No.02

To receive, consider and adopt Annual Audited Accounts together with the Directors' and Auditors' Reports thereon for the year ended 31 December 2021.

Quote

RESOLVED THAT the Audited Accounts of Soneri Bank Limited for the year ended 31 December 2021 together with Directors' and Auditors' reports thereon to the members be and are hereby approved and adopted.

Unquote



Contd..P/02



Soneri Bank

-:02:-

Agenda item No.03

To approve and declare the final cash dividend of Rs.1.5/- per share (i.e.15%) for the financial year ended 31 December 2021.

Quote

RESOLVED THAT final cash dividend (D-13) of Rs.1.5/- per share (i.e.15% - total cash to be appropriated Rs.1,654 million approx.) for the financial year ended 31 December 2021 be and is hereby approved for payment to Shareholders of the Bank whose names appeared on the Register of Members as at the close of business on 17.03.2022.

FURTHER RESOLVED THAT the President and Chief Executive Officer (CEO) and the Company Secretary, be and are hereby authorized singly to take all necessary steps, ancillary and incidental for the payment of final cash dividend of the Bank.

Unquote

Agenda item No.04

To appoint Auditors of the Bank and to fix their remuneration.

Quote

RESOLVED THAT M/s. KPMG Taseer Hadi & Co., Chartered Accountants be and are hereby re-appointed as external auditors of the Bank with a 8 percent increase in their scale of remuneration from last year, as detailed below, for the next financial year ending 31 December 2022:-



Contd..P/03



Soneri Bank

-:03:-

		Proposal for 2022 @ increase of
		8%
Statutory Audit Related:		
Annual audit fee including 10 branches		2,156,931
Fee for audit of 25 additional branches		3,235,400
Fee for audit of Provident Fund		98,041
Fee for audit of Gratuity Fund		98,041
Fee for audit of AJK branches		255,762
Fee for audit of GB region branches		255,762
	A	6,099,938
Other verifications & certifications		
Shariah Compliance Fees		2,446,424
Fee for half yearly review of financial statements		862,772
CCG Review Fee		147,065
Free Float shares certification		148,268
IFC covenant compliance certification		111,201
CDC certification - Shares & TFCs		117,650
Other one off certifications		-
CAR certification		147,065
	B	3,980,444
Total Assignment Cost	A + B	10,080,382
Out-of-pocket expenses (At Actual / restrcted to 18%)		1,814,469
Total Remuneration Expense		11,894,851
Increase YoY		0.46%

Unquote



Contd..P/04



Soneri Bank

-:04:-

Agenda item No.06

To consider and approve amendment made to existing Remuneration Policy for Non-Executive Directors in compliance of the Corporate Governance Regulatory Framework issued by the State Bank of Pakistan vide BPRD Circular No. 05 dated 22 November 2021 and if thought fit, to pass the proposed resolution as Ordinary Resolution.

Quote

RESOLVED THAT on recommendation of the Board of Directors made in its 187th meeting convened on 13 September 2021, amendment made to existing Remuneration Policy for Non-Executive Directors be and is hereby reviewed and approved in compliance of the Corporate Governance Regulatory Framework issued by the State Bank of Pakistan vide BPRD Circular No. 05 dated 22 November 2021.

Unquote

Certified True Copy



Muhammad Altaf Butt
Company Secretary

28 March 2022
Karachi.