



Soneri Bank
Roshan Har Qadam

Soneri Bank Limited

Company Secretary Office

Central Office: 10th Floor, PNSC Building,
M.T. Khan Road, Karachi-74000, Pakistan.

UAN: 111-567-890

cs@soneribank.com

SBL/Secy/PSX/23/79

21 March 2023

Through PUCARS & by hand delivery

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

Subject: **Procedure for E-Voting and Postal Balloting**

Dear Sir,

This is in continuation to our letter bearing No. SBL/Secy/PSX/23/58 dated 03 March 2023 through which Notice of 31st Annual General Meeting of Soneri Bank Limited ("the Bank") was conveyed which was published on 06 March 2023, we are pleased to enclose herewith procedure for providing E-voting and Postal Balloting facilities for our Shareholders in compliance with the requirements of the Companies (Postal Ballot) Regulations, 2018.

We also intend to publish said procedure in Business Recorder & Daily Nawa-e-Waqt (combined editions Karachi, Lahore and Islamabad) on Wednesday, 22 March 2023. A copy of E&U versions is attached in compliance of Regulation No. 5.6.9 of the PSX Regulations that requires prior transmission.

Please circulate the same among the TRE Certificate Holders of the Exchange.

Yours Sincerely,

Muhammad Altaf Butt
Company Secretary

Encls: a.a.

Copy to:-

The Director/HOD,
The Surveillance Supervision and Enforcement Department
Securities and Exchange Commission of Pakistan
NIC Building, 63 Jinnah Avenue,
Blue Area
Islamabad.

Through email and by Hand delivery



PROCEDURE FOR E-VOTING AND POSTAL BALLOT

In continuation to the Notice of 31st Annual General Meeting of Soneri Bank Limited ("the Bank") published on 06 March 2023 and in accordance with the Companies (Postal Ballot) Regulation, 2018 ("the Regulations"), the right to vote through electronic voting facility ("e-voting") and voting by Post ("Postal Ballot") shall be provided to members of the Bank for Special Business in the manner and subject to the conditions contained in the said Regulations.

As the Agenda Item No.4, 7, 8, 9 and 10 of the forthcoming Annual General Meeting scheduled on 27 March 2023 at 10:00 a.m. circulated through Notice of AGM are special businesses for which the facility of e-voting or Postal Ballot is arranged for the members through M/s. Digital Custodian Company Ltd, Balloter and E-Service Provider.

Through this communication, we hereby intimate Members the following procedure for exercising e-Voting or Postal Ballot options, alternatively.

Procedure for E-Voting:

- Details of e-voting facility will be shared through e-mail with those members of the Bank who have their valid CNIC number, cell numbers and e-mail addresses available in the Register of Member of the Bank by the close of business on 20 March 2023.
- The web address, login details and password will be communicated to members via email and the security codes will be communicated to members through SMS from the web portal of e-Voting Service Provider.
- Identity of the Members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.
- Members shall cast their vote for Agenda Items No.4, 7, 8, 9 and 10 online at any time from 24 March 2023, 09:00 a.m. to 26 March 2023 till 05:00 p.m.
- Once the vote on the special resolutions is casted by a Member, he/she shall not be allowed to change it subsequently.

Procedure for Voting through Postal Ballot:

- Members may alternatively opt for voting through postal ballot, which has been made available; (i) as attachment to this notification and (ii) on the Bank's website i.e. <https://www.soneribank.com/about-us/investor-relations/shareholders-information/>
- For Agenda Items No. 4, 7, 8, 9 and 10 the members shall ensure that the duly filled and signed ballot paper, alongwith a copy of legible Computerized National Identity Card (CNIC) and/or Board Resolution should reach the Chairman through post at the Bank's registered office i.e. 2nd Floor, 307 - Upper Mall Scheme, Lahore, one day before the date of AGM i.e. 26 March 2023 during working hours.
- The members may also email the scanned copy of duly filled and signed ballot paper alongwith legible copy of CNIC and/or Board Resolution at cs@soneribank.com as per timeline given above.
- The signature on the Ballot Paper should match with signature on the CNIC.
- In case of foreign members and representatives of a body corporate, corporation and Federal Government, acceptability of other identification documents in lieu of CNIC should be approved by the Board of the Body Corporate/Company.
- Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot papers will be rejected.

Please note that in case of any dispute in voting including the casting of more than one vote, the Chairman shall be the deciding authority.

Date: 22 March 2023

Muhammad Altaf Butt
Company Secretary

POSTAL BALLOT PAPER

For voting through post for Special Businesses at the Annual General Meeting
to be held at 10:00a.m on 27 March 2023 at Registered Office: 2nd Floor,
307 – Upper Mall Scheme, Lahore.
www.soneribank.com

Name of shareholder / joint shareholders	
Registered Address	
Number of shares held and folio number	
CNIC Number (copy to be attached)	
Additional information and enclosures (in case of representative of body corporate, corporation and Federal Government)	

I/we hereby exercise my/our vote in respect of the following resolutions through postal ballot by conveying my/our assent or dissent to the following resolution by placing tick (✓) mark in the appropriate box below (delete as appropriate):

Sr. No.	Nature and Description of resolutions	No. of ordinary shares for which votes cast	I/We assent to the Resolutions (FOR)	I/We dissent to the Resolutions (AGAINST)
01	To elect seven (7) Directors of the Bank, as fixed by the Board under the provisions of Section 159 (1) of the Companies Act, 2017 ("the Act") for a term of three years, including Independent Directors and one female Director, in compliance of the Listed Companies (Code of Corporate Governance) Regulations, 2019, commencing from 28 March 2023.		N/A. (Since the number of persons who have offered themselves for election in not more than the number of directors to be elected, as fixed under Section 159 (1) of the Companies Act, 2017 therefore, the person who have filed their intentions shall stand elected unopposed in the forthcoming AGM, as notified vide our notice published in the Business Recorded and Nawa-e-Waqt on Monday, 20 March 2023 and communicated to the PSX on 17 March 2023.	
02	Special Businesses: *RESOLVED THAT the Authorized Share Capital of the Bank be and is hereby increased from Rs 18,000,000,000 (Rupees Eighteen Billion) to Rs 21,000,000,000 (Rupees Twenty One Billion) by the creation of 300,000,000 new ordinary shares of the face value of Rs. 10/- each. FURTHER RESOLVED THAT clause V of the Memorandum and Articles of Association of the Bank be altered by substituting the words and figures "Rupees Eighteen Billion" (Rs. 18,000,000,000) and "One Billion Eight Hundred Million (1,800,000,000)" appearing respectively in clause V of the Memorandum of Association, with the words and figures "Rupees Twenty-One Billion (Rs 21,000,000,000)" and "Two Billion One Hundred Million (2,100,000,000)" respectively. FURTHER RESOLVED THAT the Chief Executive Officer and the Company Secretary of the Bank be and is hereby authorized singly, to do all acts, deeds, and things, take any and all necessary steps, to fulfill the legal, corporate and procedural formalities and file all the necessary documents/returns as deemed necessary on this behalf and the matters ancillary thereto to fully achieve the object of the aforesaid Resolution."			
03	*RESOLVED THAT the Term Finance Certificates ("TFCs") of Soneri Bank Limited in the amount of Rs 4,000,000,000/- (Rupees Four Billion) issued on 26 December 2022 pursuant to the terms of the TFC Issuance Agreement for the purpose of Tier 2 Capital under Basel III Capital Instructions of the State Bank of Pakistan ("SBP"), may be converted into ordinary shares of the Bank subject to a maximum of 484,000,000 (i.e. Four Hundred and Eighty Four Million) additional ordinary shares being issued upon such conversion, 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, in accordance with the applicable rules and regulations of SBP, and all such 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 the approval of Securities and Exchange Commission of Pakistan in accordance with Section 83(1)(b) of the Companies Act, 2017. FURTHER RESOLVED THAT the Board of Directors of the Bank ("the Board") or such officers or officers of the Bank as may be authorized by the Board, be and are hereby authorized to take all steps necessary, ancillary, and incidental to the above-mentioned conversion, as and when required, 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 above-mentioned."			
04	*RESOLVED THAT on the recommendation of the Board of Directors made in its 195th meeting, convened on 28 December 2022, amendments made in existing Articles of Association of the Bank be and are hereby reviewed and approved subject to obtaining of regulatory approvals, in order to align the same with the applicable provisions of the Companies Act, 2017 as well as all the other applicable Laws, Rules, and Regulations. FURTHER RESOLVED THAT the Chief Executive Officer and the Company Secretary of the Bank be and is hereby authorized singly, to do all acts, deeds and things, take any and all necessary steps, to fulfill the legal, corporate, and procedural formalities and file all the necessary documents/returns as deemed necessary on this behalf and the matters ancillary thereto to fully achieve the object of the aforesaid Resolution."			
05	Ordinary Resolution: *RESOLVED THAT on the recommendation of the Board of Directors made in its 191st and 196th meetings both convened on 24 March 2022 and 22 February 2023 respectively, amendments made in the existing Remuneration Policy for the Non-Executive Directors be and are hereby reviewed and approved effective from 24 March 2022 and 21 February 2023 respectively, in compliance of the Corporate Governance Regulatory Framework issued by the State Bank of Pakistan vide BPRD Circular No. 05 dated 22 November 2021."			

NOTES:

- Duly filled postal ballot should be sent to the Chairman, Soneri Bank Ltd, 2nd Floor, 307 – Upper Mall Scheme, Lahore or email at cs@soneribank.com.
- Copy of CNIC / Passport (in case of foreigner) should be enclosed with the postal ballot form.
- Postal ballot forms should reach Chairman of the meeting on or before 26 March 2023. Any postal ballot received after this date, will not be considered for voting.
- Signature on postal ballot should match with signature on CNIC / Passport (in case of foreigner).
- Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot paper will be rejected.
- In case of corporate entity, Ballot Paper Form must be accompanied by the Board of Directors' resolution / power of attorney with specimen signature and copy of CNIC of the nominee etc. in accordance with Section(s) 138 or 139 of the Companies Act, 2017, as applicable. In case of foreign body corporate, all documents must be attested by the Embassy of Pakistan.
- Ballot Paper Form has also been placed on company's website i.e. www.soneribank.com. Members may download Ballot Paper Form from the website or use the original / photocopy as published in newspapers.

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