

**Secretary's Department**

UBL/AGM-64/Resolutions/23

March 29, 2023


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

Dear Sir,

**CERTIFIED COPIES OF THE RESOLUTIONS PASSED IN 64<sup>th</sup> ANNUAL  
GENERAL MEETING OF THE SHAREHOLDERS OF UNITED BANK LIMITED**

In terms of the requirements of Rule 5.6.9 (b) of the Rule Book of Pakistan Stock Exchange Limited, we enclose the copies of the resolutions passed and adopted by the shareholders of the United Bank Limited (UBL) in the 64<sup>th</sup> Annual General Meeting of UBL held on 29 March 2023.

Yours faithfully,

  
Aqeel Ahmed Nasir  
Company Secretary &  
Chief Legal Counsel

**CERTIFIED COPIES OF RESOLUTIONS PASSED AND ADOPTED BY THE  
SHAREHOLDERS OF THE BANK IN THE 64<sup>th</sup> ANNUAL GENERAL MEETING  
HELD ON 29<sup>th</sup> MARCH 2023\***

*(\*These minutes will be confirmed in the next General Meeting of the shareholders of UBL)*

**ORDINARY BUSINESS:**

1. Ordinary resolution to confirm the minutes of the 63<sup>rd</sup> Annual General Meeting held on 29 March 2022.

“**RESOLVED that** the Minutes of 63<sup>rd</sup> Annual General Meeting of the shareholders of United Bank Limited held on 29 March 2022 be and are hereby confirmed without any amendment.”

2. Ordinary resolution to receive, consider and adopt the Annual Audited Financial Statements (consolidated and unconsolidated), Statement of Compliance with the Listed Companies (Code of Corporate Governance) Regulations, 2019 of the Bank for the year ended 31st December, 2022 together with the Directors’ Report and Auditors’ Reports thereon.

“**RESOLVED that** the Annual Audited Financial Statements (Consolidated and Unconsolidated), Statement of Compliance with Listed Companies (Code of Corporate Governance) Regulations, 2019 of the Bank for the year ended 31 December 2022 together with the Directors’ and Auditors’ Reports and Chairman Review Report thereon, be and are hereby adopted.”

3. Ordinary resolution to consider, approve and declare final cash dividend, as recommended by the Board of Directors, at the rate of Rs.9/- per share i.e.90%, in addition to 130% interim cash dividend already declared/paid for the year ended 31 December 2022.

“**RESOLVED that** cash dividend @ Rs.9/- per share i.e. 90%, for the year ended 31 December 2022 in addition to 130% interim dividend already declared/paid for the year ended 31 December 2022, be and is hereby approved.”

4. Ordinary resolution to consider and appoint External Auditors to hold office from this AGM till the conclusion of the next AGM of the Bank and to fix their remuneration. It is notified that Board’s Audit Committee and the Board of Directors have recommended the name of retiring auditors M/s. EY Ford Rhodes Chartered Accountants, who being eligible, has offered themselves for reappointment.

“**RESOLVED that** the re-appointment of M/s. EY Ford Rhodes, Chartered Accountants, as statutory auditors of the Bank for the year ending 2023 at a fee of PKR 15 million plus applicable taxes, excluding the fee for other services as allowed under the applicable regulations and related guidelines as well as out-of-pocket expenses to be paid at actual, be and is hereby approved.”

5. Ordinary Resolution to elect eight (08) Directors as fixed by the Board of Directors of the Bank under Section 159(1) of the Companies Act, 2017 (“Act”) in accordance with the provisions of the said Act for a period of three years to commence from 29<sup>th</sup> March 2023.

**“RESOLVED that**, subject to receipt of applicable regulatory approvals, the following persons are elected as Directors of the Bank for a term of three years to commence from 29<sup>th</sup> March 2023:

1. Sir Mohammed Anwar Pervez, OBE, HPk
2. Lord Zameer M. Choudrey, CBE, SI Pk
3. The Honorable Haider Zameer Choudrey
4. Mr. Rizwan Pervez
5. Mr. Tariq Rashid.
6. Ms. Shazia Syed
7. Mr. Muhammad Jawaid Iqbal
8. Mr. Daniel Michael Howlett”

**SPECIAL BUSINESS:**

7. Special resolution to consider and approve amendments/alterations in the Memorandum and Articles of Associations of the Bank.

**“RESOLVED that** amended versions of the Memorandum and Articles of Association of the United Bank Limited (UBL) as approved and recommended by the Board of Directors, be and are hereby approved, subject to all applicable regulatory approvals including the approval of the State Bank of Pakistan”.

**“FURTHER RESOLVED that** the Company Secretary of UBL be and is hereby authorized to fulfill all requisite legal, corporate and procedural formalities for formalizing the amended Memorandum and Articles of Association of the Bank”.

**Certified True Copy**



**Company Secretary  
United Bank Limited**