

HO/CS/18314/2023
March 31, 2023

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

Subject: **Certified Copy of Resolutions passed at the 31st Annual General Meeting of Habib Metropolitan Bank Limited**

Dear Sir,

We enclose herewith a certified copy of the resolutions passed by the shareholders of Habib Metropolitan Bank Limited at its 31st Annual General Meeting, held on March 30, 2023 at Karachi.

You may please inform the TRE Certificate Holders of the Exchange accordingly.

Yours truly,



Ather Ali Khan
Company Secretary

Encl: As above

EXTRACT FROM THE DRAFT MINUTES OF 31st ANNUAL GENERAL MEETING OF
HABIB METROPOLITAN BANK LIMITED HELD ON MARCH 30, 2023 AT KARACHI

Agenda Item # 01

To receive, consider and adopt the Audited Accounts, standalone as well as consolidated, of the Bank for the year ended December 31, 2022 together with the Directors' and Auditors' Report thereon:

"Resolved that the directors' report together with statement of compliance with the code of corporate governance, statement of internal controls and the audited annual accounts of the Bank, standalone as well as consolidated, for the year ended December 31, 2022 be and are hereby adopted and approved."

Agenda Item # 02

To approve, as recommended by the Board of Directors, final dividend @ 32.5% (Rs. 3.25 per share) in the form of cash for the year ended 31 December 2022, in addition to already paid interim dividend @ 20% (Rs. 2.00 per share) in the form of cash for the year ended 31 December 2022:

"Resolved that the payment of final dividend of Rs. 3.25 per share i.e. 32.5%, in form of cash, for the year ended December 31, 2022, which is in addition to the Interim Cash Dividend already paid at Rs. 2.00 per share i.e. 20%, totaling Rs. 5.25 per share i.e. 52.5%, be and is hereby approved to the shareholders, whose names appear on the members' register as at the close of business on March 22, 2023.

Further resolved that the executives & officers of the Habib Metropolitan Bank Limited holding the designations of Chief Executive Officer, Chief Financial Officer and Company Secretary be and are hereby authorized, jointly by any two, to issue instruction(s), to do all acts and deeds required for the purpose of opening, operating and maintaining the account(s)."

Agenda Item # 03

To elect eight (8) directors as fixed by the Board:

"Resolved that since the number of persons who have offered themselves for election and the number of directors fixed by the Board was the same, the following persons namely:

1. Mr. Ali Abbas Sikander
2. Mr. Hamza Habib
3. Mr. Mohamedali R. Habib
4. Mr. Mohomed Bashir
5. Mr. Mohsin A. Nathani
6. Mr. Muhammad H. Habib
7. Mr. Rashid Ahmed Jafer
8. Ms. Tahira Raza

be and are hereby deemed to be elected as Directors of Habib Metropolitan Bank Limited for a period of three years, effective 30 March 2023, subject to clearance from the State Bank of Pakistan."

Agenda Item # 04

To appoint Auditors for the financial year ending 31 December 2023 and fix their remuneration. The present Auditors, Messrs. KPMG Taseer Hadi & Co., Chartered Accountants, being eligible, offer themselves for re-appointment:

“Resolved that M/s. KPMG Taseer Hadi & Co., Chartered Accountants be and are hereby appointed as an External Auditors of Habib Metropolitan Bank Limited for the period from conclusion of 31st Annual General Meeting to the conclusion of the next Annual General Meeting, at an agreed fee.”

Agenda Item # 05

To approve revised remuneration to the directors for attending Board and its Sub-committee meetings:

“Resolved that the remuneration payable to the Board Members for attending Board meetings be and is hereby fixed at Rs. 500,000/- per meeting, and for Board Committee Meetings by the members at Rs. 400,000/- per meeting and for the Chairperson(s) of the Committees at Rs. 500,000/- per meeting effective April 1, 2023.”

Agenda Item # 06

Any Other Business:

To approve transmission of Annual Audited Accounts of the Bank to the members via QR Code and web link instead of via CD / DVD / USB

“Resolved that the Bank may transmit the annual audited accounts to the members via QR Code and web link (instead of via CD / DVD / USB) as allowed by the Securities and Exchange Commission of Pakistan.

Further resolved that the Bank shall send the hard copies of annual audited accounts at the registered addresses of such shareholders, free of cost, within one week, who have made request to the Bank.

Further resolved that the Chief Executive Officer or the Chief Financial Officer and the Company Secretary be and hereby are authorized to do all such acts and take all such steps as may be necessary or desirable to give effect to the foregoing resolutions.”

**Certified True Copy
For Habib Metropolitan Bank Ltd.**

Secretary