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بنك مكرمه
Bank Makramah Ltd.

Ref: BML/CSD/2025/03-12

Date: 27.03.2025

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

Subject: **CERTIFIED TRUE COPIES OF THE RESOLUTIONS ADOPTED IN THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF BANK MAKRAMAH LIMITED HELD ON MARCH 27, 2025**

Dear Sir,

In compliance of the PSX Regulation No. 5.6.9 (b) please find enclosed certified copies of the ordinary and special resolutions passed in the Annual General Meeting (AGM) of Bank Makramah Limited held on March 27, 2025 at Serena Hotel Islamabad.

This is for your information and records.

Thanking you,

Yours truly,

For and on behalf of
Bank Makramah Limited



Assad Rabbani
Company Secretary

Encl.: As above

Head Office:

Plot # G-2, Block # 2, Scheme # 5, Clifton, Karachi - Pakistan.

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**CERTIFIED TRUE COPIES OF THE RESOLUTIONS ADOPTED IN THE ANNUAL
GENERAL MEETING OF BANK MAKRAMAH LIMITED**

Ordinary Business:

1. To receive, consider and, if thought fit, 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, 2024 together with the Directors' Report and Auditors' Report thereon and Chairman's Review Report.

"RESOLVED THAT the Annual Audited Accounts of Bank Makramah Limited (both unconsolidated and consolidated), Statement of Compliance with the Code of Corporate Governance for the year ended December 31, 2024 along with the Directors' Report and the Auditors' Report thereon, be and are hereby adopted."

2. To consider and, if thought fit, appoint External Auditors to hold office 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. Yousuf Adil, Chartered Accountants, who being eligible, have offered themselves for reappointment.

"RESOLVED THAT the external auditors of the Bank, M/s. Yousuf Adil, Chartered Accountants, being eligible and willing to act as external auditors for the financial year ending December 31, 2025 be and are hereby re-appointed as the statutory auditors of the Bank from the conclusion of this meeting till the conclusion of the next Annual General Meeting at an increase of 20% from last year's aggregate fee (excluding out of pocket expenses and taxes), whereas the remuneration and the terms and conditions for any other additional certifications, as may be required by any regulator/Bank, shall be mutually agreed between the statutory auditors and the Bank accordingly."

3. To elect seven (07) 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 27th March 2025.

"RESOLVED THAT the following persons be and hereby elected unopposed as the Directors of Bank Makramah Limited for a period of three years commencing from 27th March, 2025 subject to the approval of the concerned regulatory authorities."

- | | |
|--|-----------------------------|
| I. Mr. Abdulla Nasser Abdulla Hussain Lootah | |
| II. Mr. Waseem Mehdi Syed | Independent Director |
| III. Mr. Wajahat Ahmed Baqai | |
| IV. Mr. Zafar Iqbal Siddiqi | |
| V. Ms. Shabnam Faqir Mohammad | Female Independent Director |
| VI. Mr. Salaal Hasan | Independent Director |
| VII. Mr. Jawad Majid Khan | |

*Syad
Khalid*





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Special Business:

4. To consider and if thought fit, approve the meeting fee of directors for attending Board and Sub-Committee meetings and in that connection to pass the following resolutions, with or without modification.

“RESOLVED THAT the revision of the Directors’ Fee, for the Independent and Non-Executive Directors, to PKR 500,000 from the existing PKR 300,000/- for Board meetings and PKR 400,000 from the existing PKR 300,000/- for Board Committee meetings, be and is hereby approved, with effect from January 1, 2025.”

4A. Item No. 4A. Alteration in Memorandum of Association

“RESOLVED THAT the alterations in the Memorandum of Association of the Bank, as recommended by the directors, so as to bringing in line with the requirements of the Companies Act, 2017, the Listed Companies (Code of Corporate Governance) Regulations, 2019, the Banking Companies Ordinance 1962 and State Bank of Pakistan Regulations including change in the Object clause being made as detailed in the Annexure to this special resolution, be and is hereby adopted subject to compliance with applicable laws, rules and regulations and obtaining of regulatory consent and clearances thereof, where necessary.”

“FURTHER RESOLVED THAT the Chief Executive Officer/President and the Company Secretary of the Bank be and are hereby authorized jointly/severally to give effect to the above resolution and to do all acts, deeds and things that may be necessary or required and to sign such documents and take such steps as deemed necessary.”

4B. Item No. 4B. Alteration in Articles of Association

“RESOLVED THAT alterations in the Articles of Association as proposed by the directors of the Bank so as to bringing them in line with the requirements of the Companies Act, 2017 and Listed Companies (Code of Corporate Governance) Regulations, 2019, Banking Companies Ordinance 1962 and State Bank of Pakistan Regulations be and are hereby adopted subject to compliance with applicable laws, rules and regulations.”

“FURTHER RESOLVED THAT the Chief Executive Officer/President and the Company Secretary of the Bank be and are hereby authorized jointly/severally to give effect to the above resolution and to do all acts, deeds and things that may be necessary and to sign such documents and take such steps as deemed necessary.”



*Syed
Khalid*