



BML

بنک مکرمہ
Bank Makramah Ltd.

Ref: BML/CSD/2026/01-14

January 26, 2026

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

Subject: **DISCLOSURE OF MATERIAL INFORMATION**

Dear Sir / Madam,

In accordance with Sections 96 of the Securities Act, 2015 and Clause 5.6.1(a) of the PSX Rule Book, we hereby convey the following information:

1. As communicated through our earlier disclosure dated November 19, 2025, with regard to the Sponsor's proposal for adjusting the number of shares held by him in the Bank (his total shareholding in BML is now 861,163,883 fully paid-up ordinary shares, comprising 86.1% of BML's total paid up capital), pursuant to the Restructuring Scheme, such that they were issued to him at value of PKR 6.25 per share of BML, instead of PKR 2.14 which was the issue price approved in the Restructuring Scheme. Such adjustment would reduce the Sponsor's shareholding to 75.8%, which he believes would be beneficial for the Bank and its shareholders. In this regard, the Board in its meeting held today, i.e., January 26, 2026 has approved the Sponsor's proposal and the draft Scheme of Arrangement, to be filed with Islamabad High Court to give effect to the proposal, for the transfer of the Sponsor's shares and their distribution (free of any cost) among the remaining shareholders of BML. This will be subject to the sanctioning of the Scheme of Arrangement by the Court.
2. Further, with regard to the term finance certificates (TFCs) of the Bank, which, due to various financial, regulatory, and macroeconomic considerations, have to date not been redeemed and have remained outstanding since October 2018, the Board has approved the proposal to present to the TFC Holders, for their consideration and approval, the conversion of the redemption amount comprising PKR 1,495,515,000/- (Pakistan Rupees One Billion Four Hundred Ninety-five Million Five Hundred Fifteen Thousand only) as principal and PKR 1,854,511,777.28/- (Pakistan Rupees One Billion Eight Hundred Fifty-four Million Five Hundred Eleven Thousand Seven Hundred Seventy-seven Rupees and Twenty-eight paise only) as profit accrued up to December 31, 2025 into fully paid ordinary shares at a price of PKR 6.25/share (to be adjusted for share reduction of 94.734080314649%), to be issued to the TFC Holders in accordance with their respective holdings. This shall further increase the capital of the Bank by PKR 3,350,026,777/-

You may disseminate this information to the TRE certificate holders of the Exchange accordingly.

Yours truly,

For and on behalf of
Bank Makramah Limited

Assad Rabbani
Company Secretary



Copy to:

- i. The Director (Enforcement), Securities Market Division, Securities & Exchange Commission of Pakistan, NIC Building, 63, Jinnah Avenue, Blue Area, Islamabad.
- ii. The Director, Banking Policy and Regulations Department, State Bank of Pakistan, I.I. Chundrigar Road, Karachi.
- iii. The Director, Banking Supervision Department – 2, State Bank of Pakistan, I.I. Chundrigar Road, Karachi.

Head Office:

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

PABX: (021) 32402924 Email: info@bankmakramah.com, Website: www.bankmakramah.com