

Soneri Bank

SBL/Secy/PSX/26/65
12 March 2026

Through PUCARS & hand delivery

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

Subject: **Certified copy of the Resolutions adopted by the Shareholders in their 34th Annual General Meeting**

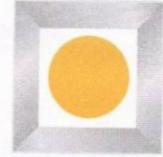
Dear Sir,

In compliance with the Regulation No.5.6.9 (b) of the PSX Rule Book, we are enclosing herewith certified copy of the Resolutions adopted by the Shareholders in their 34th Annual General Meeting convened on Thursday, 12 March 2026, at 09:00 a.m., at 2nd Floor, 307-Upper Mall Scheme, Lahore as well as through video-link (Zoom facility).

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

Yours Sincerely,

Muhammad Altaf Butt
Company Secretary



Soneri Bank

CERTIFIED TRUE COPY OF RESOLUTIONS PASSED BY THE SHAREHOLDERS OF SONERI BANK LIMITED IN THEIR 34th ANNUAL GENERAL MEETING HELD ON 12 MARCH 2026 AT 09:00 A.M. AT 2ND FLOOR, 307 – UPPER MALL SCHEME, LAHORE AS WELL AS VIA VIDEO LINK (ZOOM FACILITY).

Ordinary Businesses:

Agenda item No.01

To confirm the minutes of the 33rd Annual General Meeting held on 13 March 2025.

Quote

RESOLVED THAT minutes of the 33rd Annual General Meeting of Soneri Bank Limited held on 13 March 2025 be and are hereby confirmed / approved.

Unquote

Agenda item No.02

To receive, consider, and adopt Annual Audited Accounts together with the Directors' and Auditors' Reports thereon for the year ended 31 December 2025.

Quote

RESOLVED THAT the audited accounts of Soneri Bank Limited for the year ended 31 December 2025 together with directors and auditors' reports thereon to the members be and are hereby approved and adopted.

Unquote

Agenda item No.03

To approve and declare the Final Cash Dividend (D-18) of Rs. 1.50/- per share (i.e. 15%) for the year ended 31 December 2025.

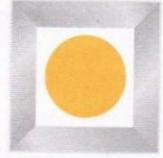
Quote

RESOLVED THAT final cash dividend (D-18) of Rs. 1.50/- per share (i.e. 15% total cash to be appropriated Rs. 1,653 million approx.) for the financial year ended 31 December 2025 be and is hereby approved for payment to Shareholders of the Bank whose names appeared on the Register of members as at the close of business on 04 March 2026.

FURTHER RESOLVED THAT the President and Chief Executive Officer (CEO) and the Company Secretary, be and are hereby authorized, singly to take all necessary steps, ancillary and incidental for the payment of final cash dividend of the Bank.

Unquote





Soneri Bank

Agenda item No.04

To elect (7) Directors of the Bank as fixed by the Board under provisions of Section 159 (1) of the Companies Act, 2017.

Quote

RESOLVED THAT pursuant to the provisions of Section 159 of the Companies Act, 2017 and the Articles of Association of the Bank, the following persons, being equal to the number of directors fixed by the Board and no other nominations having been received, be and are hereby declared elected unopposed as Directors of the Bank for a term of three (3) years commencing from 28 March 2026, subject to approval by the State Bank of Pakistan under the Fit and Proper Test (FPT) guidelines:

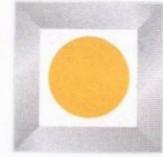
- Mr. Amin A. Feerasta
- Mr. Nooruddin Feerasta
- Mr. Ahmed A. Feerasta
- Mr. Jamil Hassan Hamdani
- Ms. Navin Salim Merchant
- Dr. Sohail Razi Khan
- Mr. Manzoor Ahmed (NIT Nominee)

FURTEHR RESOLVED THAT President & CEO of the Bank shall be the deemed Director in terms of Article 54 of the Articles of Association of the Bank read with Sub-section (3) of Section 188 of the Companies Act, 2017.

FURTEHR RESOLVED THAT the Company Secretary be and is hereby authorized to comply with all the regulatory requirements of Pakistan Stock Exchange, Securities & Exchange Commission of Pakistan and State Bank of Pakistan.

Unquote





Soneri Bank

Agenda item No.05

To appoint external Auditors of the Bank for the year ending 31 December 2026.

Quote

RESOLVED THAT M/s. A.F. Ferguson & Co., Chartered Accountants, be and are hereby re-appointed as External Auditors of the Bank for the financial year ending 31 December 2026, at an audit fee of Rs. 25.2 million (exclusive of Reporting on tax certifications and Review of models for valuation of unlisted securities, applicable taxes and out-of-pocket expenses), as detailed below;

Particulars	(Rupees in '000)
Audit of the financial statements	
- Annual Audit	4,750,000
- Branch Audit	7,150,000
Reporting on the Bank's statement of compliance with the Code of Corporate Governance	325,000
Reporting on review of interim financial statements	1,950,000
Reporting on audit of Capital Adequacy Return	325,000
Annual Audit fee – SNBL A/JK Branches	500,000
Annual Audit fee – SNBL GB Branches	500,000
Certification of R/TA reconciliation statement	275,000
Verification of statement of free float	325,000
Report on Shari'ah audit in view of the Shari'ah Governance Framework ('Framework') issued by SBP	5,500,000
Review of Expected Credit Loss model	3,600,000
Total	25,200,000
Reporting on tax certifications as required under the Seventh Schedule (Section 10 and 11a) to the Income Tax Ordinance, 2001	1,150,000
Review of models for valuation of unlisted securities	*5,000,000

*This pertains to review of models for valuation of unlisted securities for the year ended December 31, 2025. The fee for review of valuation of unlisted securities for the year ending December 31, 2026 will be mutually agreed.

Note:

The fee is exclusive of Sindh Sales Tax and government levies (if any). Out of pocket expenses would be charged on an actual basis including the charges mentioned in our engagement letter.

Unquote





Soneri Bank

Special Business:

Agenda item No.07

To consider and approve amendments made in the existing Remuneration Policy for Non-Executive Directors in compliance of the Corporate Governance Regulatory Framework issued by the State Bank of Pakistan vide BPRD Circular No. 05 dated 22 November 2021.

Quote

RESOLVED THAT on the recommendation of the Board of Directors made at its 214th meeting held on 29 January 2026, the amendment made to the existing Remuneration Policy for the Non-Executive Directors be and is hereby reviewed, ratified and approved effective from 06 June 2024, in compliance with the Corporate Governance Regulatory Framework issued by the State Bank of Pakistan vide BPRD Circular No. 05 dated 22 November 2021.

Unquote

Certified True Copy



Muhammad Altaf Butt
Company Secretary

12 March 2026