



BML

بنک مکرمہ
Bank Makramah Ltd.

Ref: BML/CSD/2026/03-21

March 25, 2026

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

Subject: **DISCLOSURE OF MATERIAL INFORMATION**

Dear Sir / Madam,

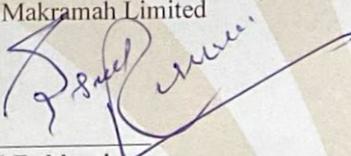
In accordance with Sections 96 of the Securities Act, 2015 and Clause 5.6.1(a) of the PSX Rule Book, we hereby convey that in continuation of previous disclosures, the Members/Shareholders of Bank Makramah Limited (BML) in their Annual General Meeting held today, i.e., March 25, 2026, have approved the following:

1. This is with regard to settling the outstanding liability of Bank Makramah Limited (the "Bank") in respect of the rated, unsecured and subordinated term finance certificates ("TFCs") issued by the Bank. The Members/Shareholders of BML have approved the issuance (by way of otherwise than rights) of 27,888,469 fully paid-up ordinary shares of the Bank against settlement of the outstanding principal amount and accrued profit up to December 31, 2025 to the TFC Holders (which shall form part of the Bank's Tier I Capital). This is subject to receipt of all regulatory approvals (including approvals of the State Bank of Pakistan ("SBP"), and Securities & Exchange Commission of Pakistan ("SECP")) required under applicable laws.
2. The Members/Shareholders of BML have also accorded their approval to the Scheme of Arrangement between BML and its members for the reorganisation of the shareholding of BML ("BML Reorganisation Scheme"), filed before the High Court of Islamabad under Sections 279 to 283 and 285(8) of the Companies Act, 2017, subject to the sanction of the BML Reorganisation Scheme by the Court. Under the BML Reorganisation Scheme, a specified portion of the Sponsor's existing shareholding shall be cancelled, and an equivalent number of new shares shall be issued by the Bank to the remaining shareholders, free of any cost to them on a pro rata basis in proportion to their respective shareholdings. It may please be noted that only those shareholders whose names appear on the Register of Members of the Bank as on the Book Closure Date, to be determined after Sanction of the Scheme by the IHC, shall be eligible to receive the newly issued shares.

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.

Head Office: The Director, Banking Supervision Department – 2, State Bank of Pakistan, I.I. Chundrigar Road, Karachi.

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

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