

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


Dear Sir,

**CERTIFIED COPY OF RESOLUTIONS PASSED AND ADOPTED  
BY THE SHAREHOLDERS OF NATIONAL BANK OF PAKISTAN  
AT 74<sup>TH</sup> ANNUAL GENERAL MEETING**

In compliance with Clause 5.6.9 (b) of PSX Regulation, please find enclosed the attested copy of the resolutions adopted in the 74<sup>th</sup> Annual General Meeting of the Bank, held on March 30, 2023 at 11:30 A.M. in Karachi, which have become effective.

The above may be noted for your information and record purpose.

Yours truly,

  
(S. M. Ali Zamin)  
Secretary (Board)



Encl: (a.a.)

**Certified Copy of Resolutions Passed and Adopted by the Shareholders  
in the 74<sup>th</sup> Annual General Meeting at Mövenpick Hotel, Club Road, Karachi  
held on March 30, 2023 at Karachi.**

1. To confirm minutes of the 73<sup>rd</sup> Annual General Meeting (AGM) of Shareholders held on March 30, 2022:

**“RESOLVED THAT** the Minutes of the 73<sup>rd</sup> Annual General Meeting held on March 30, 2022, physically and through electronic means, be and are hereby confirmed.”

2. To receive, consider and adopt the annual audited financial statements of National Bank of Pakistan and consolidated accounts of National Bank of Pakistan and its subsidiaries for the year ended December 31, 2022, together with the Directors’ Report, Auditors’ Report and Chairman’s Review Report thereon:

**“RESOLVED THAT** the annual audited standalone financial statements of National Bank of Pakistan and audited consolidated financial statements of National Bank of Pakistan and its subsidiaries for the year ended December 31, 2022, together with the notes and annexures forming part thereof, along with the Directors’ Report, Auditors’ Report and Chairman’s Review Report thereon, be and are hereby approved.”

3. To appoint auditors for the year ending December 31, 2023, and fix their remuneration. The Board of Directors has recommended re-appointment of Messrs PwC A.F. Ferguson & Co., Chartered Accountants at a fee of PKR 21.183 million (i.e., an increase of 22.5% including some statutory certification) and appointment of Messrs BDO Ebrahim & Co., Chartered Accountants at a fee of PKR 17.293 million (i.e., at same audit fee as paid to the retiring auditors, Messrs Yousuf Adil, Chartered Accountants, including some statutory certification), to be auditors of the Bank for the year ending December 31, 2023:

**“RESOLVED THAT** re-appointment of Messrs PwC A.F. Ferguson & Co., Chartered Accountants at a fee of PKR 21.183 million (i.e., an increase of 22.5% including some statutory certification) and appointment of Messrs BDO Ebrahim & Co., Chartered Accountants at a fee of PKR 17.293 million (i.e., at same audit fee as paid to the retiring auditors, Messrs Yousuf Adil, Chartered Accountants, including some statutory certification), to be auditors of the Bank for the year ending December 31, 2023, be and is hereby approved.”

4. To consider and approve remuneration of non-executive / independent Directors and non-executive Chairman of NBP:

**“RESOLVED THAT** the following package of Directors’ meeting fee and other expenses, for attending Board/Committee meetings as allowed under the Board Remuneration Policy of the Bank, to Non-Executive / Independent Directors, as recommended by the Board of Directors of the Bank in its 344<sup>th</sup> meeting held on February 28, 2023, be and is hereby approved:

a)	Travel (In case meeting is held at stations other than that of directors’ residence)	One return business class airfare (Already approved by the shareholders in 61 <sup>st</sup> AGM held on March 31, 2010). <i>(unchanged)</i>
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**True Copy**  
Attested



b)	Accommodation/Daily Allowance	Actual hotel bill or daily allowance @ Rs. 35,000/- per diem, in lieu of hotel accommodation and other expenses, for a maximum period of 3 days in either case. Actual meal expenses paid in cash by the Director will be reimbursed. <i>(increased from existing Rs. 15,000/-).</i>
c)	Mileage Allowance (In case of journey by road)	Rs. 50/- (Rupees Fifty only) per kilometer. <i>(increased from existing Rs. 30/- per kilometer).</i>
d)	Fee per meeting for each Non-Executive / Independent Director for attending Board / Committee meeting.	Rs. 400,000/- for attending each meeting of Board / Board Committee + 20% of the meeting fee for holding the Office of the Chairman, Board of Directors. <i>(increased from existing Rs. 150,000/-).</i>

**"FURTHER RESOLVED THAT** in terms of Section 11(3)(a) of The Banks' (Nationalization) Act, 1974, the following remuneration for Mr. Ashraf Mahmood Wathra, as Non-Executive Chairman, Board of Directors, NBP, as recommended by the Board of Directors of the Bank in its 344<sup>th</sup> meeting held on February 28, 2023, be and is hereby approved for a term of three (3) years:

HEAD	REMUNERATION DETAIL
Tenure	From 18-01-2023 to 17-01-2026
Meeting Fee	Rs. 400,000/- for attending each meeting of Board / Board Committee + 20% of the meeting fee for holding the Office of the Chairman, Board of Directors.
Fixed Remuneration	Nil
Travelling (Domestic) for Board meetings / Official work	As per policy / package already approved by the shareholders for all Board members.
Hotel / Per Diem (in lieu of hotel accommodation)	Actual / Rs. 35,000/-
Travelling (Overseas)	Business Class
Hotel / Per Diem (in lieu of hotel accommodation) - International	Actual / US\$ 400
Office facility	Yes
Secretarial staff	5 (Max. upto Rs. 2.0 million per month)
Security guards at Residence	2 security guards each on 12 hours shift including one mobile gunman.
Security guards for providing security at Chairman's Office	Adequate security arrangements at Office premises.
Office work expenses	In Chamber: Actual Out of Chamber: Actual
Vehicle	1800cc."



True Copy  
Attested

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