

Soneri Bank

SBL/Secy/PSX/24/53
08 March 2024

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 32nd 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 32nd Annual General Meeting convened on Friday, 08 March 2024 at 2nd Floor, 307- Upper Mall Scheme, Lahore as well as through video-link (Zoom).

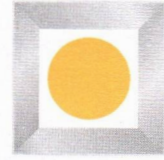
Thanking you.

Yours Sincerely,



Muhammad Altaf Butt
Company Secretary

Encls: a.a



Soneri Bank

CERTIFIED TRUE COPY OF RESOLUTIONS PASSED BY THE SHAREHOLDERS OF SONERI BANK LIMITED IN THEIR 32ND ANNUAL GENERAL MEETING HELD ON 08 MARCH 2024 AT 09:00 A.M. AT 2ND FLOOR, 307 – UPPER MALL SCHEME, LAHORE AS WELL AS VIA ZOOM

Ordinary Businesses:

Agenda item No.01

To confirm the minutes of last Annual General Meeting held on 27 March 2023.

Quote

RESOLVED THAT minutes of the 31st Annual General Meeting of Soneri Bank Limited held on 27 March 2023 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 2023.

Quote

RESOLVED THAT the Audited Accounts of Soneri Bank Limited for the year ended 31 December 2023 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 of Rs.3.00/- per share (i.e.30%) for the financial year ended 31 December 2023.

Quote

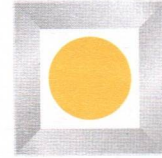
RESOLVED THAT final cash dividend (D-15) of Rs.3/- per share (i.e.30% - total cash to be appropriated Rs. 3,307 million approx.) for the financial year ended 31 December 2023 be and is hereby approved for payment to Shareholders of the Bank whose names appeared on the Register of members as at the close of business on 29 February 2024.

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



Contd..P/02



Soneri Bank

:-02:-

Agenda item No.04

To appoint external Auditors of the Bank for the year ending 31 December 2024.

Quote

RESOLVED THAT M/s. A.F. Ferguson & Co., Chartered Accountants be and are hereby appointed as external auditors of the Bank, at a remuneration as detailed below, for the next financial year ending 31 December 2024:-

Services - Existing	2023 Actual	Standard Increase (15%)	PWC Quote	Increase
Statutory audit related:				
Annual Audit	2,296,732			
Branch Audits	3,445,102			
Audit of AJK Branches	272,340			
Audit of Gilgit-Baltistan Branches	272,340			
	6,286,513	7,229,490		
Other audit related services				
Shariah Governance Audit	2,604,988			
Half yearly review	918,692			
Compliance with Corporate Governance	156,597			
Free Float shares certification	157,878			
Nominee shareholding – CDC	136,620			
Capital Adequacy Return	156,597			
	4,131,372	4,751,078		
	10,417,885	11,980,568	15,000,000	
Out of Pocket	3,125,365	3,594,170	3,594,170	
Grossed up for 8% Sales Tax	833,431	958,445	1,200,000	
Total Fee	14,376,681	16,533,183	19,794,170	12%

Unquote

Special Business:

Agenda item No.06

To consider and approve the circulation/transmission of annual audited financial statements of the Bank together with Auditors', Chairman's and Directors' reports to the members through QR enabled code and weblink by passing ordinary resolution

Quote

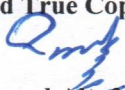
RESOLVED THAT in pursuance of S.R.O No. 389(I)/2023 dated 21 March 2023, and under section 223(6) of the Companies Act, 2017 the circulation/transmission of Annual Audited Financial Statements together with Auditor's, Chairman's and Directors' reports etc. ("Annual Audited Financial Statements") to the members of the Bank through QR enabled code and weblink be and is hereby approved.

FURTHER RESOLVED THAT the Bank be and is hereby authorized to discontinue the circulation of Annual Audited Financial Statements through CD/DVD/USBs.

FURTHER RESOLVED THAT the Company Secretary of the Bank be and is hereby authorized to do all acts, deeds and things take or cause to be taken any or all necessary action for the purpose of implementing this Resolution.

Unquote

Certified True Copy


Muhammad Altaf Butt
Company Secretary



08 March 2024