



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

March 27, 2024

Dear Sir,

Subject: Certified Copy of Resolutions passed and adopted by the Shareholders of Habib Bank Limited at 82nd Annual General Meeting

In compliance with Clause 5.6.9 (b) of PSX Regulations, please find enclosed the attested copy of the Resolutions adopted in the 82nd Annual General Meeting of the Bank, held on March 27, 2024 at 10:00 a.m. in Islamabad, which have become effective.

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

Yours faithfully,

Uzman Naveed Chaudhary
Company Secretary



Certified Copy of Resolutions Passed and Adopted by the
Shareholders in the 82nd Annual General Meeting of the Habib Bank Limited
held on March 27, 2024, at HBL Tower, Islamabad

Ordinary Business:

1. To receive, consider and adopt the Audited Accounts (consolidated and unconsolidated) of the Bank for the year ended December 31, 2023, together with the Reports of the Directors and Auditors thereon.

"RESOLVED THAT the Annual Audited Accounts (consolidated and unconsolidated) of the Bank for the year ended December 31, 2023, together with the Reports of the Chairman, Directors, and Auditors thereon, be and are hereby adopted and approved."

2. To approve payment of a Final Cash Dividend of Rs. 4.00 per share, i.e., 40% for the year ended December 31, 2023, as recommended by the Board of Directors. This is in addition to the Interim Cash Dividend of Rs. 5.75 per share (i.e., 57.5%) already paid.

"RESOLVED THAT a Final Cash Dividend for the year ended December 31, 2023 at the rate of Rs. 4.00/- per share (i.e. 40%), in addition to the Interim Cash Dividend of Rs. 5.75/- per share (i.e. 57.5%) already paid for payment to the shareholders entitled at close of business on March 19, 2024, be and are hereby approved"

3. To appoint Auditors of the Bank for the year ending December 31, 2024 at a fee of Rs. 46.680 million. In addition, any Federal or Provincial taxes and reimbursement of out of pocket expenses will be paid at actuals. The retiring Auditors, M/s. KPMG Taseer Hadi & Co. Chartered Accountants, being eligible, have offered themselves for reappointment.



"RESOLVED THAT as recommended by the Bank's Board of Directors, Messers, KPMG Taseer Hadi & Co., Chartered Accountants, be and are hereby appointed as External Auditors for the year ending December 31, 2024, at a fee of Rs. 46.680 million. Any Federal or provincial taxes and reimbursements, and out-of-pocket expenses will be paid at actuals."

4. To elect 7 Directors of the Bank as fixed by the Board of Directors, under the provisions of section 159 of the Companies Act, 2017, for a period of 3 years, commencing from March 27, 2024.

As the number of persons who have offered themselves for election under Section 159(1) of the Companies Act, 2017 was the same as fixed by Board of Directors; it was approved as below:

"RESOLVED THAT the following persons have been elected at the Annual General Meeting for a period of 3 years commencing from March 27, 2024:

- (i) Mr. Sultan Ali Allana
- (ii) Mr. Shaffiq Dharamshi
- (iii) Mr. Moez Ahamed Jamal
- (iv) Mr. Salim Raza
- (v) Dr. Najeeb Samie
- (vi) Mr. Khaleel Ahmed
- (vii) Ms. Saba Kamal

Special Business:

5. To approve the circulation of the Bank's annual balance sheet, profit and loss account, auditor's report and directors' report, etc. ("Annual Report"), to the members of the Bank through QR code and weblink, in terms of the S.R.O. 389(I)/2023 dated March 21, 2023 issued by Securities Exchange Commission of Pakistan (SECP), and if deemed fit, pass the following resolutions as Ordinary Resolutions with or without modification(s):



"RESOLVED FURTHER THAT the Company Secretary and/or Chief Financial Officer of the Bank be and are hereby authorized to do all acts, deeds and things in connection and ancillary thereto as may be required or expedient to give effect to the above resolution."

6. To approve the revisions in the Board Remuneration Policy of the Bank, as recommended by the Board of Directors, in terms of the Corporate Governance Regulatory Framework of the State Bank of Pakistan, and if deemed fit, pass the following resolution as Ordinary Resolution with or without modification(s):

"RESOLVED THAT as recommended by the Board of Directors, the revised Board Remuneration Policy of the Bank, be and is hereby approved, on post facto basis."

Certified True Copy

Uzman Naveed Chaudhary
Company Secretary