Soneri Bank

SBL/Secy/PSX/25/43
13 March 2025

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 33rd 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 33rd Annual General Meeting convened on Thursday, 13 March 2025 at 2nd Floor, 307-Upper Mall Scheme, Lahore as well as through video-link (Zoom facility).

Yours Sincerely,

SONERI BANK LTD.
Soneri Bank Ltd.

Muhammad Altaf Butt
Company Secretary

Encls: a.a

Soneri Bank Limited, Central Office: 9th & 10th Floor, PNSC Building, M.T. Khan Road, Karachi, Pakistan.
Tel : 021-32444401 - 05 & 111 567 890 Fax : 021-35643325 - 26 E-mail : info@soneribank.com Website : www.soneribank.com

Soneri Bank

CERTIFIED TRUE COPY OF RESOLUTIONS PASSED BY THE SHAREHOLDERS OF SONERI BANK LIMITED IN THEIR 33RD ANNUAL GENERAL MEETING HELD ON 13 MARCH 2025 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 32nd Annual General Meeting held on 08 March 2024.

Quote
RESOLVED THAT *minutes of the 32nd Annual General Meeting of Soneri Bank Limited held on 08 March 2024 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 2024.

Quote
RESOLVED THAT *the Audited Accounts of Soneri Bank Limited for the year ended 31 December 2024 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-17) of Rs.1.75/ per share (i.e. 17.50%), in addition to Interim Cash Dividend of Rs.1.25/- per share (i.e.12.50%), already declared and paid, thus total 30% i.e. Rs.3/- per share for the year ended 31 December 2024.

Quote
RESOLVED THAT *final cash dividend (D-17) of Rs.1.75/- per share (i.e.17.50%- total cash to be appropriated Rs.1,929 million approx.) for the financial year ended 31 December 2024 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 06 March 2025.*

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

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Agenda item No.04

To appoint external Auditors of the Bank for the year ending 31 December 2025.

Quote

RESOLVED THAT *M/s. A.F. Fergusons & Co., Charted Accountants be and are hereby re-appointed as External Auditors of the Bank with a 20 percent increase in their scale of remuneration from last year, as detailed below, for the next financial year ending 31 December 2025:-*

Services	**2025 @20%**
Statutory audit related:	
Annual Audit	3,968,753
Branch Audits	5,953,136
Audit of AJK Branches	470,603
Audit of Gilgit-Baltistan Branches	470,603
	10,863,095
Services	**2025 @20%**
Other audit related services	
Shariah Governance Audit	4,501,420
Half yearly review	1,587,500
Review statement of compliance with the best practices of Code of Corporate Governance.	270,599
Free Float shares certification	272,813
Audit of reconciliation statement of nominee shareholding of CDC	236,080
Audit the Bank's Capital Adequacy Return	270,599
	7,139,010
	18,002,105

Out of Pocket	4,500,526
Grossed up for 8% Sales Tax	1,800,210
IFRS 9	3,000,000
Total	**27,302,841**

Auditors Fee	5,556,253
Out-of-pocket expenses	4,500,526
Tax Services Auditors remun.	17,246,062
	27,302,841

Tax Consultancy (increase @ 30%) 18,000,000

Unquote

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Special Business:

Agenda item No.06
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 in its 206th meeting convened on 23 August 2024, amendments made in the existing Remuneration Policy for the Non-Executive Directors be and are hereby reviewed and approved effective from 22 August 2024, in compliance of 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

SONERI BANK LTD.
Soneri Bank Ltd.

Muhammad Altaf Butt
Company Secretary

13 March 2025

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