

Notice of Annual General Meeting

Notice is hereby given that Twenty Fourth (24th) Annual General Meeting of Soneri Bank Limited will be held at Avari Hotel, Lahore on Friday, 25 March 2016 at 9:00 a.m. to transact the following business:

Ordinary Business

- 1) To confirm the minutes of last Annual General Meeting held on 27 March 2015.
- 2) To receive, consider and adopt Annual Audited Accounts together with the Directors' and Auditors' Reports thereon for the year ended 31 December 2015.
- 3) To approve and declare the final cash dividend of Rs.1.25/- per share (i.e.12.50%) for the financial year ended 31 December 2015 as recommended by the Board of Directors in its 148th meeting held on 11 February 2016.
- 4) To appoint Auditors of the Bank for the year ending 31 December 2016 till the conclusion of next Annual General Meeting and fix their remuneration. Retiring Auditors, M/s. A.F. Ferguson & Co., Chartered Accountants, being eligible, have offered themselves for re-appointment.
- 5) To transact such other ordinary business as may be placed before the meeting with the permission of the Chair.

Special Business

- 6) To approve payment of remuneration to Chairman of the Bank for attending the Board and its Committees' meetings in compliance with the State Bank of Pakistan BPRD Circular No. 14 of 2009 dated: 07 August 2009.

A statement under Section 160(1)(b) of the Companies Ordinance, 1984 pertaining to Special Business alongwith the Ordinary Resolution proposed to be passed, is being sent to the shareholders with the Notice.

BY ORDER OF THE BOARD

Muhammad Altaf Butt
Company Secretary

Lahore: 11 February 2016

NOTES:

1. Share Transfer Books of the Bank will remain closed from 19 March 2016 to 25 March 2016 (both days inclusive).
2. A member entitled to attend and vote at this meeting may appoint another member as his or her proxy to attend and vote. Proxies, in order to be effective, must be received at the registered office of the Bank not less than 48 hours before the time of holding the meeting. Proxy form shall be witnessed by two persons whose names, addresses and Computerized National Identity Card (CNIC) numbers shall be mentioned on the form.
3. The CDC account/sub account holders shall have to produce their original Computerized National Identity Card (CNIC) or original passport at the time of attending the meeting for identification purpose, alongwith participant's ID Number and their Account No. in CDS.

In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature of the nominee together with the original proxy form duly filled in must be received at the registered office of the Bank not less than 48 hours before the time of holding the meeting. The nominees shall produce their original CNIC or original passport at the time of attending the meeting for identification purpose.

4. Shareholders are requested to notify change in their addresses, if any, to our Share Registrar, M/s. THK Associates (Pvt.) Ltd. Ground Floor, State Life Building No. 3, Dr. Ziauddin Ahmed Road, Karachi.
5. **Mandatory submission of CNIC**

Those shareholders who have not yet submitted a valid copy of their CNIC, are once again requested to submit the same immediately to our Share Registrar at the address mentioned at Sr. No. 4 above.

6. **Transmission of Audited Financial Statements & Notice Of Annual General Meeting Through E-Mail**

As per the directives issued by the Securities and Exchange Commission of Pakistan ("SECP") vide S.R.O.787(1)2014 dated 08 September 2014, companies are allowed to circulate their annual balance sheet and profit & loss account, auditor's report and directors' report etc. ("Audited Financial Statements") along with Notice of Annual General Meeting ("Notice") to their shareholders through email.

In this regard, response from very few shareholders was received to our Circular dated 12.01.2015. If you wish to receive Bank's Annual Report via email in future, you are requested to fill the consent form and return it to our Share Registrar at the address mentioned at Sr. No. 4 above. Consent form may be accessed at <http://www.soneribank.com/investor-relations/stock-information/>

7. **Increase in withholding tax on dividend income for Non-Filers and dividend mandate**

Shareholders are hereby informed that pursuant to amendments in Section 150 of the Income Tax Ordinance, 2001 through Finance Act, 2015, Income Tax will be deducted at source @ 12.50% for filers and @17.5% for non-filers of income tax return (determined as per "Active Tax Payer List (ATL)" available on Federal Board of Revenue's website) from the dividend amount, if any.

Further, the SECP vide Circular No. 18 of 2012 dated 05 June 2012, allowed for payment of Cash Dividend to shareholders electronically. If you wish to exercise this option, please fill the consent form on Dividend Mandate and return it to our Share Registrar at the address mentioned at Sr. No. 4 above. Consent form may be accessed at <http://www.soneribank.com/investor-relations/stock-information/>



Soneri Bank

Roshan Har Qadam