



BML

بنك مكرمه
Bank Makramah Ltd.

Ref: BML/CSD/2026/03-04

March 4, 2026

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

Subject: **Annual General Meeting and Court Directed General Meeting of Bank Makramah Limited (BML) to be held on March 25, 2026.**

Dear Sir,

This is to inform you that the Annual General Meeting of Bank Makramah Limited (BML) is to be held on Wednesday, March 25, 2026 at Serena Hotel, Islamabad at 11:00 a.m.

Further to our disclosure dated February 20, 2026, regarding the Scheme of Arrangement for the reorganisation of the shareholding of BML - filed under Sections 279 to 283 and 285(8) of the Companies Act, 2017 before the Islamabad High Court - the Court has directed through its order dated February 27, 2026, that a general meeting of the shareholders of BML be held concurrently with the Annual General Meeting. The purpose of this meeting is to consider and if thought fit, approve, adopt and agree to the Scheme of Arrangement between BML and its members.

The share transfer books of BML shall remain closed from March 20, 2026 to March 25, 2026 (both days inclusive). Transfers received by our Share Registrar, M/s THK Associates (Pvt.) Limited, Plot No.32-C, Jami Commercial Street 2, D.H.A, Phase VII, Karachi-75500, by the close of business on March 19, 2026, shall be treated in time for the purpose of entitlement to attend the said general meeting.

In compliance with Rule No.5.6.9 (b) of PSX Rule Book, please find enclosed the text of the notices for the AGM and the Court directed general meeting. This includes the statement of material facts as required under section 134(3) of the Companies Act, 2017, scheduled for publication in the daily newspapers Dawn and Duniya on March 5, 2026.

You may please inform the TREC Holders of the Exchange accordingly.

Thanking you,

Very truly yours

For & on behalf of
Bank Makramah Limited

Assad Rabbani
Company Secretary



c.c.:

- I. The Director (Enforcement), Securities & Exchange Commission of Pakistan, NIC Building, 63 Jinnah Avenue, Blue Area, Islamabad.
- II. The Director, Banking Policy and Regulations Department, State Bank of Pakistan, I.I. Chundrigar Road, Karachi
- III. The Director, Banking Supervision Department-II, State Bank of Pakistan, I.I. Chundrigar Road, Karachi.

Head Office:

Plot # G-2, Block # 2, Scheme # 5, Clifton, Karachi - Pakistan.

PABX: (021) 32402924 Email: info@bankmakramah.com, Website: www.bankmakramah.com



BML

بنک مکرمہ
Bank Makramah Ltd.

NOTICE OF THE TWENTIETH (20TH) ANNUAL GENERAL MEETING OF THE MEMBERS OF BANK MAKRAMAH LIMITED

NOTICE is hereby given that the Twentieth (20th) Annual General Meeting of the Members of Bank Makramah Limited (the "Bank") will be held on Wednesday, March 25, 2026 at 11:00 A.M. at Serena Hotel, Islamabad to transact the following business.

AGENDA

Ordinary Business:

- To receive, consider and, if thought fit, adopt the Annual Audited Financial Statements (consolidated and unconsolidated), Statement of Compliance with the Listed Companies (Code of Corporate Governance) Regulations, 2019 of the Bank for the year ended 31st December, 2025 together with the Directors' Report and Auditors' Report thereon and Chairman's Review Report.

<https://www.bankmakramah.com/financial-statements/>



- To consider and, if thought fit, appoint External Auditors to hold office till the conclusion of the next AGM of the Bank and to fix their remuneration. It is notified that Board's Audit Committee and the Board of Directors have recommended the name of retiring auditors M/s. Yusuf Adil, Chartered Accountants, who being eligible, have offered themselves for reappointment.

Special Business:

- To consider and if thought fit, approve the proposal for settlement of the outstanding principal amount and accrued profit aggregating to PKR 3,350,026,777.28/- (adjusted for tax) in relation to the rated, unsecured and subordinated term finance certificates of the Bank against issuance of 27,888,469 fully paid up ordinary shares of the Bank having par value of PKR 10/- each, which ordinary shares shall be issued other than by way of rights under Section 83(1)(b) of the Companies Act, 2017 (and form part of the Bank's Tier I capital).

The resolutions to be passed by the Members as Special Resolutions are as under:

RESOLVED THAT, for the purposes of settling the outstanding liability of Bank Makramah Limited (the "Bank") in respect of the rated, unsecured and subordinated term finance certificates ("TFCs") issued by the Bank to such persons ("TFC Holders") and as per the details specified in Annexure A, subject to receipt of all regulatory approvals (including approvals of the State Bank of Pakistan ("SBP"), Securities & Exchange Commission of Pakistan ("SECP") and Competition Commission of Pakistan ("CCP")) required under applicable laws, approval be and is hereby given for the settlement of the outstanding principal amount of PKR 1,495,535,000/- (Pakistan Rupees One Billion Four Hundred Ninety-five Million Five Hundred Fifteen Thousand only) together with accrued profit up to December 31, 2025 amounting to PKR 1,854,531,777.28/- (Pakistan Rupees One Billion Eight Hundred Fifty-four Million Five Hundred Eleven Thousand Seven Hundred Seventy-seven Rupees and Twenty-eight paise only) in respect of the TFCs (collectively, the "Redemption Amount") against issuance by way of otherwise than rights of 27,888,469 fully paid-up ordinary shares of the Bank, having par value of PKR 10/- each, to the TFC Holders (which ordinary shares shall form part of the Bank's Tier I Capital) at the issue price of PKR 118.69 per share ("Proposed Settlement").

FURTHER RESOLVED THAT, the Chief Executive Officer and the Company Secretary be and are hereby singly or jointly, as the case may be, authorized on behalf of the Bank to take all steps necessary, ancillary and incidental to the Proposed Settlement, including but not limited to, obtaining all requisite regulatory approvals, including approval of the SBP, SECP and CCP, intimating the Pakistan Stock Exchange and SECP as and when required under the applicable laws, filing and registration of the requisite statutory forms and all other documents as may be required to be filed with the regulatory authorities, preparing, submitting all such documents as may be required by the regulators, executing all such certificates, applications, notices, reports, letters and any other document or instrument including any amendments or substitutions to any of the foregoing as may be required in respect of the above resolutions, prepare, finalize, execute and deliver all agreements as may be required in respect of the above resolutions, and all other matters incidental or ancillary thereto, including the payment of any fees, costs, charges and expenses in respect of the aforesaid matters, and to do all such acts, deeds and things as may be required, necessary and/or expedient for the purpose of giving effect to the spirit and intent of the above resolutions.

- To transact any other business with the permission of the Chairman.

By order of the Board

Assad Rabbani
Company Secretary

Place: Karachi
Date: March 4, 2026

NOTES:

- The Share Transfer Books of the Bank shall remain closed from 20 March 2026 to 25 March 2026 (both days inclusive). Transfers received at M/s. THK Associates (Pvt.) Limited, Plot No. 32-C, Jami Commercial Street 2, D.H.A., Phase VII, Karachi-75500, Pakistan, the Registrar and Share Transfer Agent of the Bank, by the close of the business on 18 March 2026 will be treated in time for the purpose of the above entitlement.

- A member entitled to attend and vote at this AGM is entitled to appoint a proxy to attend and vote for and on his/her behalf. A proxy need not be a member. The instrument appointing a proxy and the power of attorney/Board Resolution or other authority (if any) under which it is signed or a notarized certified copy of the power or authority shall be deposited at the office of M/s. THK Associates (Pvt.) Limited, Plot No. 32-C, Jami Commercial Street 2, D.H.A., Phase VII, Karachi-75500, the Registrar and Share Transfer Agent of the Bank, not later than forty-eight (48) hours before the time of holding the AGM, and must be duly stamped, signed and witnessed.

Procedure for E-Voting

- In accordance with the Companies (Postal Ballot) Regulations 2018, for the purpose of approval of any special agenda item at the AGM, members will be allowed to exercise their vote through postal ballot (i.e., by post or e-voting, in the manner and subject to conditions contained in the Companies (Postal Ballot) Regulations, 2018.

- Details of the e-voting facility will be shared through an e-mail with those members of the Bank who have their valid CNIC numbers, cell numbers, and e-mail addresses available in the register of members of the Bank by the close of business on March 19, 2026.

- The web address, login details, and password, will be communicated to members via email. The security codes will be communicated to members through SMS from the web portal of M/s. THK Associates (Pvt.) Limited, Share Registrar (being the e-voting service provider).

- Identity of the Members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.

- Members shall cast vote online at any time from March 22, 2026, 9:00 am to March 24, 2026, Voting shall close on March 24, 2026, at 5:00 pm. Once the vote on the resolution is cast by a Member, he/she shall not be allowed to change it subsequently.

Procedure for Voting Through Postal Ballot

- Pursuant to Companies (Postal Ballot) Regulations 2018, for the purpose of election of directors and for any other agenda item subject to the requirements of Section 143 and 144 of the Companies Act, 2017, members will be allowed to exercise their right of vote through postal ballot, that is voting by post, in accordance with the requirements and procedure contained in the aforesaid Regulations.

- The members shall ensure that the duly filled and signed ballot paper, along with a copy of the Computerized National Identity Card (CNIC) should reach the Chairman of the meeting through the post at the Bank's Head Office address, 11th Floor, G-2, Block-2, Scheme-5, Clifton, Karachi, or email at company.secretary@bankmakramah.com one day before the AGM on March 24, 2026, during working hours. The signature on the Ballot Paper shall match with signature on the CNIC.

- The Ballot Paper is being dispatched along with notice to the members and also has been placed on the website of BML at <https://www.bankmakramah.com/notices-other-downloads/>

- The CDC Account Holders and Sub-Account Holders, whose registration details are available in the Share Book Details Report, shall be required to produce their respective original Computerized National Identity Card (CNIC) or original Passport at the time of attending the Annual General Meeting to facilitate identification. Such Account Holders and Sub-Account Holders should also bring/know their respective participation ID, No. and the CDC Account No. and in case of proxy, he/she must enclose an attested copy of his/her CNIC or Passport. Representative(s) of corporate member(s) should bring attested copy of Board Resolution / Power of Attorney and/ or all such documents that are required for such purpose under Circular No.1 dated 26 January 2000 issued by the Securities and Exchange Commission of Pakistan ("SECP").

- Members are requested to timely notify any change in their addresses and provide copies of their CNIC /NTN (if not provided earlier) to Bank's Registrar / Share Transfer Agent, M/s. THK Associates (Pvt.) Limited, Plot No. 32-C, Jami Commercial Street 2, D.H.A., Phase VII, Karachi-75500.

Participation of Members through Online Facility:

- To facilitate and ensure the safety and health of the members, the Bank will also be providing the online platform/facility to participate in the AGM through Zoom.

- The members will be able to login and participate in the AGM proceedings through their smartphones or computer devices after completing all the formalities required for the verification and identification of the members.

- The login facility will be opened at 10:30 a.m. on 25 March, 2026 enabling the participants to join the proceedings which will start at 11:00 a.m. sharp.

- The members interested in attending the AGM of BML through online facility are requested to get themselves registered with the Company Secretary at least 24 hours before the time of AGM at the e-mail address: company.secretary@bankmakramah.com with the following details:

S. No.	Name of the Member	CNIC No.	Folio No. / CDC Account No.	Cell No.	Email address

- The members are also encouraged to send their comments and suggestions, if any, related to the agenda items of the AGM, to the Company Secretary at the above mentioned email address.

Consent for Video Link Facility:

- Members can attend and participate in the AGM through video-link. The Bank will provide the facility of video-link on demand of members residing in a city, collectively holding 10% or more shareholding in the Bank. Members who wish to avail this facility are requested to fill the below Video Link Form and submit it to the Company at its Regional Office of BML located at 20-AI Aghar Plaza, Blue Area, Islamabad at least seven (7) days prior to date of the AGM.

- The Bank will intimate members regarding venue of video-link facility at least five (5) days before the date of the AGM along with complete information necessary to enable them to access such facility.

Urgent Provision of Valid CNIC Copy (Mandatory):

- In pursuance with the SECP's Notification No. SRO.831 (I)/2012 of July 05, 2012, SECP has directed all listed companies to mention CNIC numbers of the registered members. Corporate entities are requested to provide NTNs. Please note that in case of non-availability of valid copy of CNIC in respect of members having physical shareholding, their dividends could be withheld.

- Members are requested to submit a copy of their valid CNIC/NTN/Passport Number within ten (10) days from the date of this Notice to the Bank's Registrar and Share Transfer Agent. In case you have already provided copy of your valid CNIC, please ignore this instruction.

- Members are also requested to timely notify any change in their addresses and provide copies of their CNIC /NTN (if not provided earlier) to Bank's Registrar / Share Transfer Agent, M/s. THK Associates (Pvt.) Limited, Plot No. 32-C, Jami Commercial Street 2, D.H.A., Phase VII, Karachi-75500.

Conversion of Physical Shares into Book Entry Form:

- In accordance with sub-section (2) of Section 72 of the Companies Act, 2017, Companies are required to replace its physical shares with book entry form in the manner specified by the Commission.

- To enable compliance with the aforementioned requirement, members are requested to kindly convert shares held in Physical Form into Book Entry Form as soon as possible. The members may contact a PSX Member, CDC Participant or CDC Investor Account Service to obtain assistance for opening a CDS Account and subsequent induction of the physical shares into Book Entry Form.

- For further information or clarification, please feel free to contact THK Associates (PVT) Ltd. on Tel # 021-35310191-93 or email at sfc@thk.com.pk

Placement of Financial Statements on Website:

- As required under Section 223(7) of the Companies Act 2017 and SECP SRO 634(I)/2014, Financial Statement of the Bank for the year ended December 31, 2025 and Reports of the Bank have been uploaded on the website of the Bank which can be downloaded using the following link:

<https://www.bankmakramah.com/financial-statements/>

Prohibition on gifts

- In compliance with section 185 of the Companies Act, 2017 and SRO 452(I)/2025 dated March 17, 2025 issued by SECP, it is hereby notified that no gifts in any form or manner, shall be distributed to shareholders at the meeting.

STATEMENT OF MATERIAL FACTS UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017, RELATING TO THE SPECIAL BUSINESS:

- This statement sets out the Material Facts pertaining to the special business to be transacted at the Annual General Meeting of Bank Makramah Limited (the "Bank") to be held on 25th March, 2026.

- The Board of Directors of the Bank, during their meeting held on February 26, 2026, have proposed and subject to receipt of approval of shareholders of the Bank and all regulatory approvals (including approvals of the State Bank of Pakistan ("SBP"), Securities & Exchange Commission of Pakistan ("SECP") and Competition Commission of Pakistan ("CCP")) required under applicable laws, for the purposes of settling the outstanding liability of the Bank in respect of the rated, unsecured and subordinated term finance certificates ("TFCs") issued by the Bank to the holders of the TFCs ("TFC Holders"), approved the settlement of the outstanding principal amount of PKR 1,495,535,000/- (Pakistan Rupees One Billion Four Hundred Ninety-five Million Five Hundred Fifteen Thousand only) together with accrued profit up to December 31, 2025 amounting to PKR 1,854,531,777.28/- (Pakistan Rupees One Billion Eight Hundred Fifty-four Million Five Hundred Eleven Thousand Seven Hundred Seventy-seven Rupees and Twenty-eight paise only) in respect of the TFCs (collectively, the "Redemption Amount") against issuance by way of otherwise than rights of 27,888,469 fully paid-up ordinary shares of the Bank, having par value of PKR 10/- each, to the TFC Holders (which ordinary shares shall form part of the Bank's Tier I Capital) ("Proposed Settlement").

- The Proposed Settlement is approved on the following terms and conditions:

S. No.	Subject	Description
1.	Quantum of the issue both in terms of the number of shares and percentage of paid up capital before and after the issue	Quantum of the issue: 27,888,469 shares Percentage of the paid-up share capital before further issue of shares: 2.70% Percentage of the paid-up share capital after further issue of shares: 2.71% PKR 118.69/- per share.
2.	Issue price per share and justification for the same	In this regard, a circular resolution dated 27 January 2026 was duly passed by TFC Holders representing in aggregate, 69.68% of the total voting rights ("Circular Resolution"), approving the settlement of the Redemption Amount through the issuance of fully paid-up ordinary shares of the Bank at a price of PKR 6.25/- per share adjusted for share reduction of 94.73408034649%. After such adjustment, the effective price per share amounts to PKR 118.69/-.
3.	Consideration against which shares are proposed to be issued i.e. cash or other than cash	The shares are to be issued in settlement of the Redemption Amount.
4.	Name of person(s), their brief profile, existing shareholding, if any, in the company, to whom the shares are proposed to be issued.	Please see Annexure A for the details of TFC Holders to whom the shares are proposed to be issued, and in such proportions as specified in Annexure A available at: https://www.bankmakramah.com/notices-other-downloads/ .
5.	Purpose of the issue	To settle the outstanding liability of the Bank towards the TFC Holders (i.e. the Redemption Amount) by issuing fully paid-up ordinary shares instead of paying cash.
6.	Justification for issuing different kind and class of shares	Not applicable.
7.	Justification for issue of the shares by way of other than right	Due to various financial, regulatory, and macroeconomic considerations, the TFCs have to date not been redeemed, and the Bank is unable to discharge the Redemption Amount in cash, necessitating settlement through issuance of shares.
8.	Benefits of the issue to the company, its members and capital markets	The issuance of shares in settlement of the Redemption Amount will benefit the Bank by extinguishing outstanding liabilities without depleting cash, and strengthening its Tier I capital and balance sheet. It will benefit the members by preserving the Bank's resources and protecting shareholder value.
9.	Breakup value per share as per the latest available audited and reviewed accounts	Rs 23.71 per share
10.	Consent of the person(s) to whom the shares are to be issued (where obtained)	In terms of Paragraph 3.5 of read with Paragraph 9.1 of Schedule 1 of the Declaration of Trust dated May 5, 2011 executed by the Bank in favour of IGI Investment Bank Limited (subsequently replaced by Pak Brunk Investment Company Limited) in respect of issuance of the TFCs, an extraordinary resolution passed by the requisite thresholds of the TFC Holders shall be binding on all the TFC Holders and each of the TFC Holders shall be bound to give effect to its accordingly. In light of the foregoing, the Circular Resolution was duly passed by TFC Holders representing in aggregate 69.68% of the total voting rights, approving the settlement of the Redemption Amount against issuance of shares. Accordingly, such approval shall constitute valid and binding approval of all TFC Holders and shall be deemed to constitute consent of all TFC Holders to the issuance of shares in settlement of the Redemption Amount.



BML

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Bank Makramah Ltd.

FORM OF PROXY 20th Annual General Meeting

The Company Secretary
Bank Makramah Limited
Head Office
Level-11, Plot No. G-2, Block-2,
Clifton, Karachi

I/We _____ s/o, d/o, w/o _____ being a / the member(s) of Bank Makramah Limited holding _____ ordinary shares as per Register Folio No./ CDC A/c No. _____ hereby appoint Mr/Ms. _____ of _____ (full address) or failing him/her to _____ of (full address) _____ as my / our Proxy to attend, act and vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Bank to be held on March 25, 2026 and /or any adjournment thereof.

Signed this _____ day of _____ 2026.

Witnesses:

1. Name: _____

Address: _____

CNIC No.: _____

Signature: _____

2. Name: _____

Address: _____

CNIC No.: _____

Signature: _____

Signature
on Rs. 5/-
Revenue
Stamp

11.

The proposed new shares shall rank pari passu in all respects with the respective kind and class of existing shares of the company. In case the proposed new shares are different from the issued ordinary shares in any respect, then the board's decision must state the differences in detail

The proposed new shares shall rank pari passu in all respects with the existing ordinary shares of the Bank.

12.

Average market price of the share during the last three months preceding the board's decision as well as the latest available market price

PKR 72.09 per share
This is the average price during the month of February 2026. The three month average price is not applicable as the share capital of the Bank has been reduced on January 31, 2026, pursuant to the Islamabad High Court's sanction of the Scheme of Arrangement.

13.

Where shares are proposed to be issued for consideration other than in cash, the value of non-cash assets or services or intangible assets shall be determined by a valuer.

Not applicable.

The shares issued will rank pari passu in all respects with the existing ordinary shares of the Bank. The issue of shares other than by way of rights is subject to approval from the SECP.

The above proposed matter seeking the approval of the members as a Special Resolution entails the recommendation/approval of the Board of Directors.

Interest of Directors

The Directors of the Bank have no personal interest, directly or indirectly, in the above mentioned special business that would require further disclosure except to the extent of their remuneration.

NOTES:

- A member entitled to attend and vote at the meeting may appoint another person as his / her proxy who shall have such rights as respect to attending, speaking and voting at the meeting as are available to a member.
- The account holders, sub-account holders, proxy or nominee shall authenticate his/her identity by showing his/her original national identity card (CNIC) or original passport and bring his/her folio number at the time of attending the meeting.
- In order to be effective, the proxy forms must be received at the office of our registrar M/s THK Associates (Private) Limited, Plot No. 32-C, Jami Commercial Street No. 2, D.H.A., Phase VII, Karachi not later than 48 hours before the meeting duly signed and stamped and witnessed by two persons with their names, addresses and CNIC numbers mentioned on the form.
- In the case of individuals attested copies of CNIC or passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- In the case of proxy by a corporate entity, Board of Directors resolution/power of attorney with specimen signature and attested copies of the CNIC or passport of the proxy shall be submitted along with proxy form.



BML

بنک مکرمہ

Bank Makramah Ltd.

پروکسی فارم

بیسواں سالانہ اجلاس عام

کمپنی سیکریٹری
بنک مکرمہ لمیٹڈ
مرکزی دفتر

لیول-11، پلاٹ نمبر 2-G، بلاک-2،
کلفٹن، کراچی

11.	مجوزہ نئے حصص ہر لحاظ سے بینک کے موجودہ عام حصص کے ساتھ برابر حقوق (pari passu) کے حامل ہوں گے۔	مجوزہ نئے حصص ہر لحاظ سے کمپنی کے موجودہ اسی نوعیت اور اسی طبقے کے حصص کے ساتھ برابر حقوق (pari passu) کے حامل ہوں گے۔ اگر مجوزہ نئے حصص کسی بھی اعتبار سے جاری شدہ عام حصص سے مختلف ہوں، تو بورڈ کے فیصلے میں ان اختلافات کی تفصیلی وضاحت کرنا لازم ہوگا۔
12.	بورڈ کے فیصلے سے قبل گزشتہ تین ماہ کے دوران حصص کی اوسط مارکیٹ قیمت اور تازہ ترین دستیاب مارکیٹ قیمت	72.09/- فی حصص اوسط مارکیٹ قیمت:- یہ قیمت فروری 2026ء کے مہینے کی اوسط قیمت کی بنیاد پر ہے۔ گزشتہ تین ماہ کی اوسط مارکیٹ قیمت قابل اطلاق نہیں ہے، کیونکہ 31 جنوری 2026ء کو اسلام آباد ہائی کورٹ کی جانب سے اسکیم آف آرٹیمینٹ کی توثیق کے بعد بینک کا شیئر کیپٹل کم کر دیا گیا تھا۔
13.	جہاں حصص نقد کے علاوہ کسی اور عوض (غیر نقد) کے بدلے جاری کیے جائیں، وہاں غیر نقد اثاثوں، خدمات یا غیر محسوس اثاثوں کی قدر کا تعین کسی ویلیو ایٹر کے ذریعے کیا جانا لازم ہے	قابل اطلاق نہیں

میں/ہم..... ولد/زوجہ..... بینک مکرمہ لمیٹڈ کا ممبر (ز) ہونے کے ناتے
اعزازی شیئرز کا/کی حامل برطبق رجسٹرڈ لیونمبر/سی ڈی سی اکاؤنٹ نمبر..... بذریعہ
بذات محترم/محترمہ..... کا تقرر کرتا/کرتی ہوں جن کا مکمل پتہ.....
ہے یا محترم/محترمہ..... جن کا مکمل پتہ.....
ہے کا تقرر کرتا/کرتی ہوں۔ میرے/ہمارے پروکسی کو 25 مارچ 2026ء کو
منعقد ہونے والے بیسواں سالانہ اجلاس عام یا کسی التوا کی صورت میں میری/ہماری جانب سے شرکت کرنے، عمل کرنے اور مجھے/ہمیں ووٹ ڈالنے کی اجازت دی جائے۔

دستخط از..... مورخہ..... 2026ء

گواہان:

1. نام:.....
پتہ:.....
CNIC نمبر:.....
دستخط:.....

2. نام:.....
پتہ:.....
CNIC نمبر:.....
دستخط:.....

5/- روپے کے
ریونیو اسٹیپ پر
دستخط

جاری کیے جانے والے حصص ہر لحاظ سے بینک کے موجودہ عام حصص کے ساتھ برابر درجہ (pari passu) رکھتے ہوں گے۔ حقوقی بنیاد کے علاوہ حصص کے اجراء کی منظوری سکیورٹیز اینڈ ایکسچینج کمیشن آف پاکستان (SECP) سے مشروط ہوگی۔

درج بالا مجوزہ معاملہ جس کے لیے اراکین کی منظوری بطور خصوصی قرارداد درکار ہے، بورڈ آف ڈائریکٹرز کی سفارش/منظوری کا حامل ہے۔

ڈائریکٹرز کی دلچسپی:

بینک کے ڈائریکٹرز کی مذکورہ بالا خصوصی امور میں بلا واسطہ یا بالواسطہ کوئی ذاتی دلچسپی نہیں ہے جس کے لیے ان کے معاوضے کی حد میں توسیع کے علاوہ مزید کسی انکشاف کی ضرورت ہو۔

نوٹس:

- ایک ممبر جو اجلاس میں شرکت اور ووٹ دینے کا اہل ہو وہ کسی اور ممبر کو اپنا/اپنی پروکسی مقرر کر سکتا/سکتی ہے جسے اجلاس میں شرکت، بولنے اور ووٹ ڈالنے کے اُتے ہی اختیار حاصل ہوں گے جتنے ایک ممبر کو حاصل ہوتے ہیں۔
- اکاؤنٹ ہولڈرز، سب اکاؤنٹ ہولڈرز، پروکسی یا نامزد کو اپنا اصل قومی شناختی کارڈ (CNIC) یا اصل پاسپورٹ دکھا کر اپنے/اپنی شناخت کی تصدیق کروانی ہوگی اور اجلاس میں شرکت کے وقت اپنا فوٹیو نمبر ہمراہ لانا ہوگا۔
- پروکسی فارم کے مؤثر ہونے کیلئے ضروری ہے کہ وہ ہمارے رجسٹرڈ میسرز ٹی ایچ کے ایسوسی ایٹس (پرائیویٹ) لمیٹڈ، پلاٹ نمبر C-32، جامی کمرشل اسٹریٹ 2، ڈی ایچ اے، فیز VII، کراچی کو مناسب طور پر مہر لگی ہوئی، دستخط شدہ اور دو افراد کی گواہی کے ساتھ جن کے نام، پتے اور CNIC نمبرز فارم پر درج ہوں اجلاس سے زیادہ سے زیادہ 48 گھنٹے قبل وصول ہو جائیں۔
- انفرادی صورت میں بینیفیشنل آئرز اور پروکسی کے قومی شناختی کارڈ یا پاسپورٹ کی مصدقہ نقل بھی پروکسی فارم کے ساتھ فراہم کرنا ہوگی۔
- کاروباری ادارے کی صورت میں پروکسی فارم کے ساتھ بورڈ آف ڈائریکٹرز کی قرارداد/مختار نامہ، نامزد شخص کے دستخط کے نمونے کے ساتھ اور پروکسی کے قومی شناختی کارڈ یا پاسپورٹ کی مصدقہ نقل بھی جمع کروانی ہوگی۔

**BML****بنک مکرامہ**
Bank Makramah Ltd.

NOTICE OF THE GENERAL MEETING OF THE SHARE HOLDERS OF BANK MAKRAMAH LIMITED

BEFORE THE HON'BLE ISLAMABAD HIGH COURT
(Original Jurisdiction)
Companies Original No. 1 of 2026

In the matter of:
Sections 279 to 283 and 285(8) of the Companies Act, 2017

1. **Bank Makramah Limited**

...PETITIONER

VERSUS

2. **STATE BANK OF PAKISTAN**

...PROFORMA RESPONDENTS

3. **SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN**

NOTICE

NOTICE IS HEREBY GIVEN that pursuant to the Order dated the Feb 27th 2026, of the High Court of Islamabad at Islamabad passed in Companies Original Petition No. 1 of 2026, a general meeting of the shareholders of Bank Makramah Limited ("BML") will be held at the Serena Hotel, Islamabad on March 25, 2026, at 11 a.m., to consider and if thought fit, approve, adopt and agree to the Scheme of Arrangement between BML and its members for the reorganisation of the shareholding of BML ("BML Reorganisation Scheme").

As required under Section 134 (3) of the Companies Act, 2017, a statement setting out in detail the special business to be conducted in the general meeting ("**134(3) Statement**") and statement under Section 281 of the Companies Act, 2017 explaining the effect of the BML Reorganisation Scheme ("**281 Statement**") are being provided with this notice of the meeting sent to the shareholders. The BML Reorganisation Scheme has been placed on the website of BML at <https://www.bankmakramah.com/notices-other-downloads/>. Additional copies of the BML Reorganisation Scheme, 134(3) Statement, and 281 Statement may be obtained from the Regional Office of BML during normal office hours on application prior to the meeting by the shareholders.

Mr. Waseem Mehdi Syed has been appointed as chairman of the meeting and is to report the results thereof to the Court.

The BML Reorganisation Scheme will be subject to the subsequent approval of the Court.

Islamabad
Dated: March 4, 2026

Assad Rabbani
Company Secretary
Bank Makramah Limited

NOTES:

1. Draft of resolutions proposed to be considered by the shareholders of BML at the general meeting are already provided as required by Section 140(1) of the Companies Act, 2017.
2. All shareholders of BML are entitled to attend and vote at the meeting.
3. The shareholders of BML entitled to attend and vote are entitled to appoint a proxy to attend, speak and vote on their behalf.
4. An instrument of proxy for the meeting (in which you can direct the proxy how you wish him to vote) is being provided with the notice sent to shareholders of BML. Further copies of the instrument of proxy may be obtained from the regional office of BML 20-Al Asghar Plaza, Blue Area, Islamabad.
5. A copy of the BML Reorganisation Scheme, 134(3) Statement and 281 Statement are being sent to the shareholders along with the notice.

STATEMENT UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017 (THE "COMPANIES ACT")

1. Companies Original No. 1 of 2026 has been filed in the Islamabad High Court at Islamabad under sections 279, 280, 281, 282, 283 and 285(8) of the Companies Act, 2017 read with Rule 60 of the Companies (Court) Rules, 1997 for, inter alia, sanction of and for other orders in respect of Scheme of Arrangement ("**BML Reorganisation Scheme**") between Bank Makramah Limited ("**BML**"), and its members. In that proceeding, the High Court of Islamabad ("**Court**") has directed the convening of meetings of the members of the Petitioner to seek their agreement to the BML Reorganisation Scheme. A copy of the BML Reorganisation Scheme is provided with this statement.
2. Whereas it has been proposed that the shareholding of BML be reorganised as per the BML Reorganisation Scheme (as presented before the board of directors) between BML and its members. The board of directors of BML vide resolution dated February 18, 2026, has decided to enter into an arrangement in terms of the BML Reorganisation Scheme under Sections 279 to 283 and 285(8) of the Companies Act, 2017 for the reorganisation of the shareholding of BML.
3. Subject to the sanction of the BML Reorganisation Scheme by the Court, under the BML Reorganisation Scheme, (i) the Cancelled Shares held by the Sponsor will be cancelled so as to reduce his shareholding from 86.12% (eighty-six point one two percent) to 75.8% (seventy-five point eight percent) of the issued and paid-up share capital of BML; and (ii) the Issued Shares will be issued to the Remaining Shareholders on a pro rata basis in proportion to their respective shareholdings.
4. The proposed arrangement, along with all ancillary and related matters thereto, shall be effective by way of the BML Reorganisation Scheme, in accordance with the provisions of Sections 279 to 283 and 285(8) of the Companies Act, 2017. The BML Reorganisation Scheme has been filed with the Court vide Company Original No. 1 of 2026.
5. A copy of the BML Reorganisation Scheme has been placed on the website of BML at <https://www.bankmakramah.com/notices-other-downloads/>, and is also available for inspection to any person entitled to attend the extraordinary general meeting, at the regional office of BML, situated at 20-Al Asghar Plaza, Blue Area, Islamabad, free of cost during normal office hours. Copies of the same may also be obtained upon request by such persons from the regional office of BML free of cost during normal office hours.
6. The audited financial statements of BML as of December 31, 2024, and reviewed financial statements as of June 30, 2025, are attached to the Petition as **Annexure "A-2" and "A-3"** respectively. The objects and benefits of the arrangements are also provided in detail in the BML Reorganisation Scheme.
7. The details pertaining to the ordinary shares to be issued by BML are stipulated in the BML Reorganisation Scheme.
8. No director of BML has any interest, whether directly or indirectly, except to the extent of their shareholding held by them in the petitioner company and, for the executive directors, their employment within the petitioner company.
9. In view of the above, the board of directors of BML have approved and recommended the BML Reorganisation Scheme, along with the arrangements stipulated thereunder which have been described above.
10. Under Section 279(2) of the Companies Act, 2017 a majority in number representing three-fourths in value of the members of BML present should agree to the BML Reorganisation Scheme in order for the same to be sanctioned by the Honourable High Court. Hence, pursuant to the Order dated Feb 27th 2026, of the High Court of Islamabad at Islamabad passed in Companies Original Petition No. 1 of 2026, general meeting of the shareholders of BML will be held at Serena Hotel, Islamabad at 11 a.m., on March 25, 2026, to consider and if thought fit, approve, adopt and agree to the BML Reorganisation Scheme.



BML

بنک مکرمہ
Bank Makramah Ltd.

بنک مکرمہ لمیٹڈ کے شیئر ہولڈرز کے اجلاس عام کی اطلاع

زور و معزز اسلام آباد ہائی کورٹ
(اصل دائرہ اختیار)

کمپنیز اور بجیل نمبر 1 برائے 2026ء

معاملہ برائے:

کمپنیز ایکٹ 2017ء کی دفعات 279، 283 تا 285(8) اور

درخواست گزار

1. بینک مکرمہ لمیٹڈ

بنام:

2. اسٹیٹ بینک آف پاکستان

3. سکیورٹیز اینڈ ایکسچینج کمیشن آف پاکستان

... مدعا علیہان

اطلاع

بذریعہ ہذا اطلاع دی جاتی ہے کہ معزز اسلام آباد ہائی کورٹ، اسلام آباد کے مورخہ 27 فروری 2026ء کے حکم ہائے کمپنیز اور بجیل پیشین نمبر 1 برائے 2026ء کی تعمیل میں بینک مکرمہ لمیٹڈ ("بی ایم ایل") کے شیئر ہولڈرز کا اجلاس عام 25 مارچ 2026ء صبح 11:00 بجے، سرینا ہوٹل میں منعقد ہوگا تاکہ بی ایم ایل اور اس کے اراکین کے درمیان بی ایم ایل کی حصص داری کی تنظیم نو کے لیے ("بی ایم ایل ری آرگنائزیشن اسکیم") پر غور کیا جائے اور اگر مناسب سمجھا جائے تو اسے منظور، اختیار اور اس سے اتفاق کیا جائے۔

کمپنیز ایکٹ 2017ء کی دفعہ 134(3) کے تحت اجلاس عام میں کیے جانے والے خصوصی امور کی تفصیل پر مشتمل بیان ("134(3) اسٹیٹمنٹ") اور کمپنیز ایکٹ 2017ء کی دفعہ 281 کے تحت بی ایم ایل ری آرگنائزیشن اسکیم کے اثرات کی وضاحت پر مشتمل بیان ("281 اسٹیٹمنٹ") اس اطلاع کے ہمراہ شیئر ہولڈرز کو ارسال کیے جا رہے ہیں۔ بی ایم ایل ری آرگنائزیشن اسکیم بی ایم ایل کی ویب سائٹ <https://www.bankmakramah.com/notices-other-downloads/> پر بھی دستیاب ہے۔ شیئر ہولڈرز درخواست دے کر بی ایم ایل ری آرگنائزیشن اسکیم اسٹیٹمنٹ 134(3) اور اسٹیٹمنٹ 281 کی اضافی نقول اجلاس سے قبل معمول کے دفتری اوقات میں بی ایم ایل کے رجسٹر آفس سے حاصل کر سکتے ہیں۔

جناب و سید مہدی سید کو اجلاس کا چیئر مین مقرر کیا گیا ہے جو اجلاس کے نتائج معزز عدالت کے زور و پیش کریں گے۔

یہ امر واضح رہے کہ بی ایم ایل ری آرگنائزیشن اسکیم عدالت عالیہ کی حتمی منظوری سے مشروط ہوگی۔

اسد تہانی

کمپنی سیکریٹری

بینک مکرمہ لمیٹڈ

اسلام آباد

تاریخ: 104 مارچ 2026ء

نوٹس:

1. شیئر ہولڈرز کے نوٹس و خوض کے لیے مجوزہ قراردادوں کا مسودہ کمپنیز ایکٹ 2017ء کی دفعہ 140(1) کے تحت پہلے ہی فراہم کیا جا چکا ہے۔
2. بی ایم ایل کے تمام شیئر ہولڈرز اجلاس میں شرکت اور ووٹ دینے کے مجاز ہیں۔
3. مجاز شیئر ہولڈرز اپنے نمائندہ (پروکسی) کو مقرر کر سکتے ہیں جو ان کی جانب سے اجلاس میں شرکت، اظہار خیال اور ووٹ دے سکے۔
4. اجلاس کے لیے پروکسی انسٹرمنٹ (جس میں آپ پروکسی کو ہدایت دے سکتے ہیں کہ وہ کس طرح ووٹ دے) بی ایم ایل کے شیئر ہولڈرز کو بھیجے گئے نوٹس کے ساتھ فراہم کیا جا رہا ہے۔ پروکسی انسٹرمنٹ کی مزید نقول بی ایم ایل کے رجسٹر آفس، 20-الاصغر پلازہ، بلیو ایریا، اسلام آباد سے حاصل کی جا سکتی ہیں۔
5. بی ایم ایل ری آرگنائزیشن اسکیم، اسٹیٹمنٹ 134(3) اور اسٹیٹمنٹ 281 کی نقول نوٹس کے ساتھ ارسال کی جا رہی ہیں۔

کمپنیز ایکٹ 2017ء کی دفعہ 134(3) کے تحت بیان ("کمپنیز ایکٹ")

1. کمپنیز اور بجیل نمبر 1 برائے 2026ء، اسلام آباد ہائی کورٹ، اسلام آباد میں کمپنیز ایکٹ 2017ء کی دفعات 279، 280، 281، 282، 283 اور 285(8) مع کمپنیز (کورٹ) زور و 1997ء کے زور و 60 کے تحت دائر کی گئی ہے تاکہ زور و امور کے علاوہ، بینک مکرمہ لمیٹڈ ("بی ایم ایل") اور اس کے اراکین کے درمیان تنظیم نو ("بی ایم ایل ری آرگنائزیشن اسکیم") کی توثیق اور اس سے متعلق دیگر اقدامات حاصل کیے جا سکیں۔ اس کارروائی میں اسلام آباد ہائی کورٹ (کورٹ) نے درخواست گزار کے اراکین کا اجلاس طلب کرنے کی ہدایت کی ہے تاکہ وہ بی ایم ایل ری آرگنائزیشن اسکیم پر اپنی رضامندی دیں۔ بی ایم ایل ری آرگنائزیشن اسکیم کی نقل اس بیان کے ساتھ فراہم کی جا رہی ہے۔

2. چونکہ یہ تجویز کیا گیا ہے کہ بی ایم ایل کی حصص داری کو بی ایم ایل اور اس کے اراکین کے درمیان بی ایم ایل ری آرگنائزیشن اسکیم (جیسا کہ بورڈ آف ڈائریکٹرز کے سامنے پیش کی گئی) کے مطابق از سر نو منظور کیا جائے۔ بی ایم ایل کے بورڈ آف ڈائریکٹرز نے 18 فروری 2026ء کی قرارداد کے ذریعے کمپنیز ایکٹ 2017ء کی دفعات 279، 283 تا 285(8) اور 285(8) کے تحت بی ایم ایل کی حصص داری کی تنظیم نو کے لیے بی ایم ایل ری آرگنائزیشن اسکیم کی شرائط کے مطابق ایک ارٹھیٹ میں داخل ہونے کا فیصلہ کیا ہے۔

3. عدالت کی جانب سے بی ایم ایل ری آرگنائزیشن اسکیم کی توثیق سے مشروط طور پر بی ایم ایل ری آرگنائزیشن اسکیم کے تحت (i) اسپانسر کے پاس موجود منسوخ شدہ حصص منسوخ کر دیے جائیں گے تاکہ اس کی حصص داری 86.12% (چھیالیس اعشاریہ ایک دو فیصد) سے کم ہو کر 75.8% ("پچھتر اعشاریہ آٹھ فیصد") جاری شدہ اور ادا شدہ حصص سرمائے تک رہ جائے اور (ii) جاری شدہ حصص بقیہ شیئر ہولڈرز کو ان کے متعلقہ حصص داری کے تناسب سے pro rata بنیاد پر جاری کیے جائیں گے۔

4. مجوزہ ترتیب، اس سے متعلق تمام غمی اور متعلقہ امور سمیت کمپنیز ایکٹ 2017ء کی دفعات 279، 283 تا 285(8) اور 285(8) کے مطابق بی ایم ایل ری آرگنائزیشن اسکیم کے ذریعے مؤثر ہوگی۔ بی ایم ایل ری آرگنائزیشن اسکیم کمپنی اور بجیل نمبر 1 برائے 2026ء کے ذریعے عدالت میں دائر کی جا چکی ہے۔

5. بی ایم ایل ری آرگنائزیشن اسکیم کی نقل بی ایم ایل کی ویب سائٹ <https://www.bankmakramah.com/notices-other-downloads/> پر رکھی گئی ہے، اور یہ بی ایم ایل کے رجسٹر آفس، واقع 20-الاصغر پلازہ، بلیو ایریا، اسلام آباد میں معمول کے دفتری اوقات کے دوران کسی بھی ایسے شخص کے ملاحقے کے لیے بلا معاوضہ دستیاب ہے جو غیر معمولی عمومی اجلاس میں شرکت کا حق رکھتا ہو۔ اس کی نقول شرکت کے حق دار افراد کی درخواست پر رجسٹر آفس سے معمول کے دفتری اوقات میں بلا معاوضہ حاصل کی جا سکتی ہیں۔

6. بی ایم ایل کے 31 دسمبر 2024ء تک کے آڈٹ شدہ مالی گوشارے اور 30 جون 2025ء تک کے جائزہ شدہ مالی گوشارے درخواست کے ساتھ ہاتھ بہ ترتیب ضمیمہ "A-2" اور "A-3" کے طور پر منسلک ہیں۔ ترتیب کے مقاصد اور فوائد کی تفصیل بھی بی ایم ایل ری آرگنائزیشن اسکیم میں فراہم کی گئی ہے۔

7. بی ایم ایل کی جانب سے جاری کیے جانے والے عام حصص کی تفصیلات بی ایم ایل ری آرگنائزیشن اسکیم میں درج ہیں۔

8. بی ایم ایل کا کوئی ڈائریکٹر بلا واسطہ یا بالواسطہ کسی مفاد کا حامل نہیں ہے، سوائے اس حد تک جس حد تک وہ درخواست گزار کمپنی میں اپنے حصص کے ذریعے اور ایگزیکٹو ڈائریکٹرز کی صورت میں درخواست گزار کمپنی میں ان کی ملازمت کے ذریعے مفاد رکھتے ہیں۔

9. درج بالا کے پیش نظر، بی ایم ایل کے بورڈ آف ڈائریکٹرز نے بی ایم ایل ری آرگنائزیشن اسکیم کی منظوری دے دی ہے اور اس کے تحت بیان کردہ ارٹھیٹ کی سفارش کی ہے جیسا کہ اوپر وضاحت کی گئی ہے۔

10. کمپنیز ایکٹ 2017ء کی دفعہ 279(2) کے تحت بی ایم ایل کے موجودہ اراکین کی تعداد میں اکثریت جو قدر میں تین چوتھائی کی نمائندگی کرتی ہو، کا بی ایم ایل ری آرگنائزیشن اسکیم سے اتفاق کرنا ضروری ہے تاکہ اسے معزز ہائی کورٹ سے توثیق حاصل ہو سکے۔ لہذا مورخہ 27 فروری 2026ء کے حکم کے مطابق جو اسلام آباد میں اسلام آباد ہائی کورٹ نے کمپنیز اور بجیل پیشین نمبر 1 برائے 2026ء میں صادر فرمایا، بی ایم ایل کے شیئر ہولڈرز کا اجلاس عام 25 مارچ 2026ء کو صبح 11:00 بجے، سرینا ہوٹل، اسلام آباد میں منعقد ہوگا تاکہ بی ایم ایل ری آرگنائزیشن اسکیم پر غور کیا جائے اور اگر مناسب سمجھا جائے تو اسے منظور، اختیار اور اس سے اتفاق کیا جائے۔