

MINUTES OF THE 34th ANNUAL GENERAL MEETING OF THE BANK OF KHYBER ("BOK" or the "BANK"), HELD ON MARCH 28th 2025 AT THE BANK OF KHYBER HEAD OFFICE PESHAWAR.

Meeting was attended by:

Members	Status/Designation
Mr. Amer Sultan Tareen	Director - Representing Government of Khyber Pakhtunkhwa (Chair of the meeting)
Mr. Hassan Raza	Managing Director / CEO
Ms. Natasha Jehangir Khan (via zoom)	Director
Mr. Osman Asghar Khan (via zoom)	Director
Syed Asad Ali Shah (via zoom)	Director
Mr. Tahir Javed (via zoom)	Director
Mr. Muhammed Shahid Sadiq (via zoom)	Director
Mr. Raza Mohsin Qizilbash	Company Secretary
Mr. Irfan Saleem Awan	Chief Financial Officer
Mr. Tahir Shah (via zoom)	PWC Chartered Accountants (External Auditors)
Mr. Ahmed Raza Parekh (via zoom)	Proxy of Ismail industries Limited
Mr. Kashif Saleem (via zoom)	Proxy of Maqsood Ismail Ahmad
Sardar Muhammad Fawad Khan	Shareholder
Mr. Kamran Tariq	Shareholder
Mr. Ishtiaq Ahmed	Shareholder
Mr. Hayatullah	Shareholder
Mr. Fakhar Zaman Khan	Shareholder
Mr. Muhammad Ali Khogiani	Shareholder

Ms. Naureen Rizwan

Shareholder

Duration and venue of the meeting:

Commencement of meeting	10:00 AM
End of meeting	10:45 AM
Venue	HEAD OFFICE, BOK TOWER, PESHAWAR.

COMMENCEMENT OF PROCEEDINGS

The proceedings commenced with recitation from the Holy Quran.

The Company Secretary welcomed the Directors, Shareholders, External Auditors and Executives to the 34th Annual General Meeting of the Bank. With the mandatory quorum being present, he informed the Directors to nominate a chairman of this meeting, the name of Mr. Amer Sultan Tareen Director – Representing Government of Khyber Pakhtunkhwa was proposed and unanimously approved to chair the meeting. The Chair welcomed the esteemed shareholders and requested the Company Secretary to present the agenda items brought forward for the approval of the shareholders.

ORDINARY BUSINESS**Agenda 1.****CONFIRMATION OF MINUTES OF THE EXTRAORDINARY GENERAL MEETING HELD ON MAY 31, 2024**

Minutes of the Extraordinary General Meeting held on May 31, 2024, were presented and the shareholders' approval was solicited for confirmation of the minutes. The shareholders present unanimously passed the following resolution:

“Resolved that the minutes of the Extraordinary General Meeting held on May 31, 2024 are hereby adopted and approved.”

Agenda 2.

TO RECEIVE CONSIDER AND ADOPT THE AUDITED ACCOUNTS FOR THE YEAR ENDED DECEMBER 31, 2024 TOGETHER WITH THE AUDITORS REPORT AND THE DIRECTORS REPORT THEREON FURTHER, THE SHAREHOLDERS WILL BE

BRIEFED BY HIGHLIGHTING THE PERFORMANCE OF THE BANK AND FUTURE ENDEAVORS.

The Chairman requested the Chief Financial Officer (CFO) to make presentation on the financial statements. The CFO briefed the shareholders by giving the profitability review. He apprised the shareholders that Bank earned a profit before tax of Rs. 8,135 Million during FY-2024 which was Rs. 6,702 Million last year that translated into a growth of 21%. CFO then informed that profit after tax amounted to Rs. 3,615 Million as against Rs. 3,481 Million last year which translated into a growth of 4%. He highlighted to the shareholders that tax for the period was higher because of higher tax rate for the year and the impact of windfall tax provision made by the Bank. CFO informed that EPS for FY-2024 stood at Rs. 3.12 as against Rs. 3.01 (restated) last year.

In response to a query from the shareholder, the CFO provided details of the P&L and balance sheet comparison which included non-markup income, non-mark-up expenses, details of provision impact under IFRS-9, taxation details. He then gave a balance sheet comparisons along with the detail of investment, advances, NPLs, deposits, capital ratios, segment analysis, KPI sheet and industry analysis.

The shareholders unanimously passed the following resolution.

"It is resolved that the Audited Accounts of the Bank for the year ended December 31, 2024 together with the Directors' and Auditors' Report thereon be and are hereby approved".

Agenda 3:

APPOINTMENT OF AUDITORS OF THE BANK FOR THE YEAR ENDING DECEMBER 31, 2025 AND FIX THEIR REMUNERATION

The Company Secretary informed the shareholders that the Banks auditors M/s. PwC A.F. Ferguson & Co., Chartered Accountants, retired and being eligible, offer themselves for re-appointment. The shareholders unanimously passed the following resolution.

"Resolved that M/s. PWC A.F. Ferguson & Co., Chartered Accountants are hereby appointed as external auditors of the Bank of Khyber for the year ending December 31, 2025 with an increase of 8.4 % over the last year fee."

Agenda 3.

DECLARATION AND APPROVAL OF FINAL CASH DIVIDEND @ 17% i.e. RS. 1.70 PER ORDINARY SHARE OF RS. 10/- EACH FOR THE YEAR ENDED DECEMBER 31, 2024 AS RECOMMENDED BY THE BOARD OF DIRECTORS

The Company Secretary requested the shareholders to consider and approve as recommended by the Board of Directors, the final Cash Dividend for the year ended 2024 @ Pak Rupees 1.70 per share i.e. 17% to the shareholders of the Bank.

A shareholder inquired from the MD about the performance and future plans to increase profitability of the Bank.

The Managing Director explained that, we have implemented the concept of segments. i.e. Corporate, SME, Retail Banking. He further highlighted in the past, every branch was managing all type segments which was not an effective structure. Moreover, the new organogram is being implemented. As a result of new structure, the branches will now focus on deposit mobilization, current accounts in particular and Islamic banking conversion/expansion.

The Managing Director further explained that while it will be difficult year, we are trying to capitalize on non MDR deposits. Here he highlighted that we have a strong support from KP Govt in terms of deposits. He further apprised the shareholders that we are working on improving the overall product mix. In declining interest rate environment, we will have to book good corporate and SME assets and there is great potential in this area.

In response to a question from a shareholder, the Managing Director apprised about the launch of BOK Korpays home remittance campaign and mentioned that there is huge response against that and branches were flooded with customers. We are expecting good remittance numbers in future.

About the future planning the Managing Director explained to the Shareholders that the Bank being watchful of the economic conditions would focus on maintaining the growth momentum and asset quality. The cornerstone of the Bank's philosophy would remain on improving service quality standards and providing state-of-the-art banking services through leveraging technology and trained human resources. Efforts are also underway to target new market segments and to improve efficiency and productivity in the Bank's overall performance.

Furthermore, emphasis will be placed on increasing advances in all segments of the economy with a special focus on salary loans to public sector employees, SME and agriculture sector to improve the Bank's ADR and profitability. On the asset side, the bank intends to diversify its financing portfolio by focusing on lending to the good quality private sector for fresh loans with the potential of ancillary business and trade finance opportunities.

The following resolution was approved unanimously by the shareholders:

"RESOLVED THAT a Final Cash Dividend @PKR.1.70 per share i.e.17% for the year ended December 31, 2024 be and is hereby adopted and approved."

TRANSACT ANY OTHER BUSINESS WITH PERMISSION OF THE CHAIR

There was no other business to transact.

VOTE OF THANKS

There being no other business the meeting concluded with a vote of thanks to the Chair.

Company Secretary

Chairman