



# THE BANK OF PUNJAB

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that 35th Annual General Meeting (AGM) of the members of The Bank of Punjab (BOP) will be held on **Thursday, March 26, 2026 at 11:00 a.m. at Avari Hotel, Shahrah-e-Quaid-e-Azam, Lahore** to transact the following business:

**ORDINARY BUSINESS:**

- To confirm the minutes of 34th Annual General Meeting held on 25-03-2025.
  - To receive, consider and adopt the Annual Audited Financial Statements of The Bank of Punjab for the year ended December 31, 2025 together with the Directors' and Auditors' reports thereon.
- As required under Section 223(6) of the Companies Act, 2017 (the "Act") and pursuant to SRO 389(I)/2023 dated March 21, 2023, the Annual Report 2025 of the Bank has been uploaded on the website of the Bank which can be downloaded from the following web link or QR enabled code:

Web link: <https://www.bop.com.pk/Annual%20Accounts> QR Code:



- To consider and approve Final Cash Dividend @ 15% i.e. Rs.150/- per share on every share of Rs.10/- each as recommended by the Board of Directors for the Financial year ended December 31, 2025. This is in addition to the Interim Dividend @ 10% i.e. Rs. 1.00/- per share already paid.
- To appoint Auditors for the year ending December 31, 2026 and to fix their remuneration.

**SPECIAL BUSINESS:**

- To consider and approve amendments in the Board's Remuneration Policy of the Bank, if deemed fit, to pass, with or without modification(s), the following resolution.  
"Resolved that Increase in the scale of Director's Remuneration including remuneration paid to Chairman for attending BOD and Sub-Committee meetings, other than President & CEO, be and is hereby approved."  
"Further Resolved that Board Remuneration Policy be amended to include clause 4.1.2, clause 4.3.1, clause 5.1.2, clause 5.1.4 and clause 6.13.1, according to the remuneration approved above on post-facto basis i.e. effective from January 01, 2026, be and is hereby approved."
- To consider and approve Capital Injection of Rs. 1 Billion in BOP Exchange (Private) Limited, (wholly owned subsidiary of the Bank).  
Accordingly, if deemed fit, to pass, with or without modification(s), the following resolution.  
"Resolved that the injection of the additional capital PKR 1.0/- billion in BOP Exchange (Private) Limited to meet required regulatory capital requirement and support Business growth, be and is hereby approved."

**OTHER BUSINESS:**

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

By order of the Board  
**KAMRAN HAFEEZ**  
Company Secretary

Lahore: March 05, 2026

**NOTES:**

- The Share Transfer Books of the Bank shall remain closed for transfer from **20-03-2026 to 26-03-2026** (both days inclusive). Transfers received at **M/s. Corplink (Pvt.) Limited, Wings Arcade, 1-K, Commercial, Model Town, Lahore** at the close of business on **Thursday, March 19, 2026** will be treated in time for the purpose of above entitlement to the transferees.
- All members are entitled to attend the meeting; however, the right of vote is restricted to those who are registered as such for a period of not less than three months prior to the date of the meeting as per Section 17(1) of The Bank of Punjab Act, 1989.
- Proxies in order to be effective must be deposited at the **Corporate Affairs Department of the Bank, BOP Tower, 10-B, Block-E-II, Main Boulevard, Gulberg-III, Lahore** not less than 48 hours before the meeting. The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form. In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signatures shall be submitted (unless it has been provided earlier) along with proxy form to the Bank.
- A member is entitled to appoint another member as proxy to attend the meeting.
- The members should quote their Folio number in all correspondence with the Bank and at the time of attending the Meeting.
- Members are requested to promptly notify any change in their addresses to our **Registrar M/s. Corplink (Pvt.) Limited, Wings Arcade, 1-K, Commercial, Model Town, Lahore** before book closure so that the above entitlement be dispatched at the correct addresses.
- CDC Account holders will further have to follow the under mentioned guidelines as laid down in Circular 01 dated January 26, 2000 issued by the Securities & Exchange Commission of Pakistan:

**A. FOR ATTENDING THE MEETING**

- In case of individual, the account holder or sub-account holder shall authenticate his/her identity by showing his/her original Computerized National Identity Card (CNIC) or original Passport at the time of attending the meeting.
- In case of corporate entity, the Board of Directors, resolution/power of attorney with specimen signature of the nominee shall have to be produced (unless it has been provided earlier) at the time of the meeting.

**B. FOR APPOINTING PROXIES**

- In case of individual, the account holder or sub-account holder shall submit the proxy form as per the above requirement.
  - The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
  - Attested copies of CNIC or the Passport of the beneficial owners and the proxy shall be furnished with the proxy form.
  - The proxy shall produce his/her original CNIC or original Passport at the time of the meeting.
  - In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature shall have to be submitted (unless it has been provided earlier) along with proxy form to the Company.
- Entry of the member or his/her duly authorized person will be on strict identification as per specimen signature on the Bank's record.
  - Pursuant to SECP Circular No.10 of 2014 dated May 21, 2014, if Bank receives consent form from the members holding aggregate 10% or more shareholding residing at geographical location to participate in the meeting through video conference at least 7 days prior to the date of meeting, the Bank will arrange video conference facility in that city subject to availability of such facility in that city. To avail this facility please provide following information and submit to the Corporate Affairs Department, Lahore.

I/We \_\_\_\_\_ of \_\_\_\_\_ being a member of The Bank of Punjab, holding \_\_\_\_\_ ordinary shares as per registered Folio/CDC Account No. \_\_\_\_\_ hereby opt for video conference facility at \_\_\_\_\_.

Signature of Member(s)

The Bank will intimate members regarding venue of conference facility at least 5 days before the date of General meeting along with complete information necessary to enable them to access such facility.

**SPECIAL NOTES TO THE SHAREHOLDERS**

**Deduction of Withholding Tax on Dividend**

Pursuant to the provisions of the Section 150 the rates of deduction of income tax from dividend payments under the Income Tax Ordinance 2001 have been revised as follows:

- Filer 15%  
Non-Filer 30%
- All shareholders are advised to check their status on Active Taxpayers List (ATL) available on FBR Website and may, if required, take necessary actions for inclusion of their name in ATL to avail the lower rate of tax deduction.

**Deduction of Withholding Tax on Dividend in case of Joint Account Holders**

All shareholders who hold shares jointly are requested to provide following information regarding shareholding proportions of Principal Shareholder and Joint-holder(s) in respect of shares held by them to our Share Registrar Office M/s. Corplink (Pvt.) Limited, Wings Arcade, 1-K, Commercial, Model Town, Lahore latest by **Thursday, 19-03-2026**, otherwise each joint holder shall be assumed to have an equal number of shares.

| Name of the Company      |   | The Bank of Punjab |
|--------------------------|---|--------------------|
| Folio No. / CDS A/c. No. |   |                    |
| No. of Shares Held       |   |                    |
| Principal Shareholder    | Name & CNIC                             |                    |
|                          | Shareholding Proportion (No. of Shares) |                    |
| Joint Shareholder(s)     | Name & CNIC                             |                    |
|                          | Shareholding Proportion (No. of Shares) |                    |

**Signature of Shareholder**

**EXEMPTION OF WITHHOLDING TAX:-**

Withholding Tax exemption from dividend income, shall only be allowed if copy of valid tax exemption certificate is made available to our Share Registrar Office M/s. Corplink (Pvt.) Limited, Wings Arcade, 1-K, Commercial, Model Town, Lahore up to **Thursday, 19-03-2026**.

**SUBMISSION OF COPY OF CNIC (MANDATORY):**

Individuals including all joint holders holding physical share certificates are requested to submit a copy of their valid CNIC to M/s. Corplink (Pvt.) Limited, Wings Arcade, 1-K, Commercial, Model Town, Lahore. The shareholders while sending CNIC must quote their respective Folio numbers. It may be noted that in case of non-receipt of the copy of CNIC, the Bank would be constrained to withhold dividend payment.

**ZAKAT DECLARATION (CZ-50)**

Zakat will be deducted from the dividends at source under the Zakat & Usher Laws and will be deposited within the prescribed period with the relevant authority. Please submit your Zakat declarations under Zakat and Usher Ordinance, 1980 & Rule 4 of Zakat (Deduction & Refund) Rules, 1981 CZ-50 Form, in case you want to claim exemption, with your brokers or the Central Depository Company of Pakistan Limited (in case the shares are held in CDS-Sub Account or CDC Investor Account) or to our Share Registrar, M/s. Corplink (Pvt.) Limited, Wings Arcade, 1-K, Commercial, Model Town, Lahore. The shareholders while sending the Zakat Declarations, as the case may be must quote company name and their respective Folio numbers. Shareholders should also notify to Bank's share Registrar M/s. Corplink (Pvt.) Limited regarding any change in their addresses.

**MANDATORY PAYMENT OF CASH DIVIDEND THROUGH ELECTRONIC MODE:**

The provision of Section 242 of the Companies Act, 2017 requires the listed companies that any dividend payable in cash shall only be paid through electronic mode directly into the bank account designated by the entitled shareholders. The shareholders who have not provided their bank account details so far are advised to provide their below electronic dividend mandate information to Bank's Share Registrar (in case of physical Share) at the address given above and updates their CDC accounts/Sub-accounts as the case may be, enabling the Bank to credit your future dividend promptly, if any.

|   |  |                      |  |
|---|--|----------------------|--|
| Folio No./Investor Account Number / CDC Sub Account No. |  | Branch Address       |  |
| Title of Account  |  | Mobile Number        |  |
| IBAN Number   |  | CNIC No. (Mandatory) |  |
| Bank Name   |  | Email Address        |  |
| Branch  |  |                      |  |

**Signature of Shareholder**

**REPLACEMENT OF PHYSICAL SHARES INTO CDC ACCOUNT**

Members who hold physical shares, are advised to convert their shares into CDC in terms of Section 72 of the Companies Act, 2017.

**UNCLAIMED DIVIDEND / SHARES**

Shareholders who could not collect their previous dividend/physical shares are advised to contact our Share Registrar to collect/enquire about their unclaimed dividend or shares, if any.

**VIRTUAL PARTICIPATION IN THE AGM**

Members interested to participate in the AGM proceedings via video link are required to provide following details at [corporate.affairs@bop.com.pk](mailto:corporate.affairs@bop.com.pk)

| Name of Shareholder(s) | CNIC No. | Folio No. / CDC A/c.# | No. of Shares | Cell # | Email Address |
|------------------------|----------|-----------------------|---------------|--------|---------------|
|                        |          |                       |               |        |               |

Video Link to join the AGM will be shared with only those members whose emails, containing all the required particulars, are received at the above email address by the end of business on **Tuesday, March 24, 2026**. The Login facility will be opened at **10:45 a.m. on 26th March 2026** enabling the participants to join the proceedings which will start at **11:00 a.m. sharp**.

**PROHIBITION REGARDING DISTRIBUTION OF GIFTS TO MEMBERS**

The SECP, vide Circular No. 2 of 2018 dated February 9, 2018 and S.R.O 452(I)/2025 dated March 17, 2025, has notified that no gift in any form or manner shall be distributed to shareholders at the Annual General Meeting.

**POSTAL BALLOT/E-VOTING****PROCEDURE FOR E-VOTING:**

- 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 of March 19, 2026 by M/s Corplink (Private) Limited (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.
- E-Voting lines will start from **March 23, 2026 at 09:00 a.m.** and shall close on **March 25, 2026 at 5:00 p.m.**
- Members can cast their votes any time in this period. Once the vote on a resolution is cast by a Member, he / she shall not be allowed to change it subsequently.

**PROCEDURE FOR VOTING THROUGH POSTAL BALLOT:**

The members shall ensure that duly filled and signed ballot paper along with copy of valid Computerized National Identity Card (CNIC) should reach the Chairman of the meeting through post on the Bank's registered address, The Bank of Punjab, BOP Tower, Head Office, Corporate Affairs Department, 10-B, Block-E/II, Main Boulevard, Gulberg-III, Lahore or email at [corporate.affairs@bop.com.pk](mailto:corporate.affairs@bop.com.pk) one day before the AGM on March 25, 2026 during working hours. The signature on the ballot paper shall match with the signature on CNIC.

**SPECIAL BUSINESS****A STATEMENT UNDER BANK'S BYE-LAW # 18-IV(ii) AND UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017.**

A Statement under Bank's Bye-Law # 18-IV(ii) and under Section 134(3) of the Companies Act, 2017, setting out the details relating to the above special business to be transacted in the 35th AGM is being sent to the shareholders along with the notice of meeting.

**THE BANK OF PUNJAB****BOP Tower, Head Office, 10-B, Block-E/II, Main Boulevard, Gulberg-III, Lahore.  
Tel: +92-42-35783843, 35783976, website : [www.bop.com.pk](http://www.bop.com.pk)**



## THE BANK OF PUNJAB

# BALLOT PAPER FOR VOTING THROUGH POST

**For the Special Business at the Annual General Meeting of The Bank of Punjab to be held on  
Thursday, March 26, 2026 at 11:00 a.m at Avari Hotel, Shakra-e-Quaid-e-Azam, Lahore.**

Designated email address of the Chairman at which the duly filled in ballot paper may be sent:

**Business Address:** The Chairman, The Bank of Punjab, Head Office, BOP Tower, 10th Floor, 10-B, Block-E-2, Main Boulevard, Gulberg-III, Lahore.

**Attention:** Company Secretary:

**Designated email address:** corporate.affairs@bop.com.pk

|   |  |
|---|--|
| Name of shareholder/joint shareholders                                |  |
| Registered Address  |  |
| Folio No. / CDC Participant / Investor ID with sub-account No.        |  |
| Number of shares held   |  |
| CNIC, NICOP/Passport No. (in case of foreigner) (Copy to be attached) |  |

**Additional Information and enclosures**

(In case of representative of Body Corporate, Corporation and Federal Government.)

|   |  |
|---|--|
| Name and CNIC, NICOP/Passport No. (In case of foreigner) of Authorized Signatory. |  |
|---|--|

I/we hereby exercise my/our vote in respect of the following resolutions through postal ballot by conveying my/our assent or dissent to the following resolution by placing tick (✓) mark in the appropriate box below (delete as appropriate);

| Sr. No. | Nature and Description of resolutions  | No. of ordinary shares for which votes cast | I/We assent to the Resolutions (FOR) | I/We dissent to the Resolutions (AGAINST) |
|---------|--|---|--------------------------------------|---|
| 1       | <p><b>Agenda Item No. 05</b></p> <p><b>"Resolved</b> that Increase in the scale of Director's Remuneration including remuneration paid to Chairman for attending BOD and Sub-Committee meetings, other than President &amp; CEO, be and is hereby approved."</p> <p><b>"Further Resolved</b> that Board Remuneration Policy be amended to include clause 4.1.2, clause 4.3.1, clause 5.1.2, clause 5.1.4 and clause 6.13.1, according to the remuneration approved above on post-facto basis i.e. effective from January 01, 2026, be and is hereby approved."</p> |   |                                      |   |
| 2       | <p><b>Agenda Item No. 06</b></p> <p><b>"Resolved</b> that the injection of the additional capital PKR 1.0/- billion in BOP Exchange (Private) Limited to meet required regulatory capital requirement and support Business growth, be and is hereby approved."</p>   |   |                                      |   |

Signature of shareholder(s)

Place: \_\_\_\_\_

Date: \_\_\_\_\_

**NOTES:**

- Duly filled postal ballot should be sent to chairman at above mentioned postal or email address.
- Copy of CNIC, NICOP/Passport No. (In case of foreigner) should be enclosed with the postal ballot form.
- Postal ballot forms should reach chairman of the meeting till **5.00 p.m. March 25, 2026**. Any postal ballot received after this, will not be considered for voting.
- Signature on postal ballot should match with signature on CNIC, NICOP/Passport (In case of foreigner).
- Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot paper will be rejected.
- Ballot Paper Form has also been placed on the Bank's website i.e. [www.bop.com.pk](http://www.bop.com.pk). Members may download Ballot Paper Form from the website or use the original/photocopy as published in newspapers.
- Results of the voting shall be placed on the website of the Bank.

**Registered Office Address**  
**THE BANK OF PUNJAB, Head Office, BOP Tower,**  
**10th Floor, 10-B, Block-E-2, Main Boulevard, Gulberg-III, Lahore.**  
**Contact: +92 42 35783976 | Website: [www.bop.com.pk](http://www.bop.com.pk)**



ان کی اس بات کو یقینی بنائیں کہ وہ پولنگ ایجنٹ کے ساتھ سرکاری (CNIC) کی کاپی کے ساتھ اپنے ووٹنگ ڈاک میں شامل ہوں، جہاں اس کا پتہ 10-B بلاک E-II، بین بائیوارڈ ہنگیگ III، لاہور ہے۔ یہ ووٹنگ ڈاک پتے پر پہنچانے کے لیے 25 مارچ 2025 کو صبح 5:00 بجے تک اس کے ذریعے ارسال کیا جائے گا۔

**خصوصی کارڈز**

بیلٹ کی بائیں 187-188 اور کھینچا ایکٹ 2017 کی سیکشن 134 (3) کی نکتہ بیان

**دی بینک آف پنجاب**

کارپوریٹ انٹریڈیز ڈیپارٹمنٹ، BOP، ٹاور 10th، فلور 10-B، بلاک E-II، بین بائیوارڈ ہنگیگ III، لاہور

فون نمبر: +92-42-35783843, 35783976، ویب سائٹ: www.bop.com.pk

روزنامہ آج (3 مارچ) 2025ء



## دی بینک آف پنجاب

### ووٹنگ بذریعہ ڈاک کے لیے بیلٹ پیپر

بیلٹ ڈاک کی سلاخیں پولنگ ایجنٹ کے پاس پہنچانے کے لیے 25 مارچ 2025 کو صبح 11:00 بجے تک ارسال ہونی چاہئیں۔

**کاروباری پتہ:** کارپوریٹ ایجنٹ، بین بائیوارڈ ہنگیگ III، لاہور

**پیراٹیکسٹ:** E-II بلاک، بین بائیوارڈ ہنگیگ III، لاہور

**مقرر کردہ ای میل ایڈریس:** corporate\_affairs@bop.com.pk

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**اضافی معلومات اور دستاویزات:**

ووٹنگ ڈاک کی سلاخیں پولنگ ایجنٹ کے پاس پہنچانے کے لیے 25 مارچ 2025 کو صبح 11:00 بجے تک ارسال ہونی چاہئیں۔

| نمبر نمبر | قراردادوں کی تفصیلات  | میں تم پر (FOR) | میں تم کے خلاف (AGAINST) |
|-----------|---|-----------------|--------------------------|
| 1         | ایجنڈا 05: اس کے تحت قراردادیں منظور کی جائیں گی کہ ووٹنگ ڈاک کی سلاخیں پولنگ ایجنٹ کے پاس پہنچانے کے لیے 25 مارچ 2025 کو صبح 11:00 بجے تک ارسال ہونی چاہئیں۔ |                 |                          |
| 2         | ایجنڈا 06: اس کے تحت قراردادیں منظور کی جائیں گی کہ ووٹنگ ڈاک کی سلاخیں پولنگ ایجنٹ کے پاس پہنچانے کے لیے 25 مارچ 2025 کو صبح 11:00 بجے تک ارسال ہونی چاہئیں۔ |                 |                          |

مقرر کردہ ای میل ایڈریس

تاریخ

**نوٹس:**

- ووٹنگ ڈاک کی سلاخیں پولنگ ایجنٹ کے پاس پہنچانے کے لیے 25 مارچ 2025 کو صبح 11:00 بجے تک ارسال ہونی چاہئیں۔
- ووٹنگ ڈاک کی سلاخیں پولنگ ایجنٹ کے پاس پہنچانے کے لیے 25 مارچ 2025 کو صبح 11:00 بجے تک ارسال ہونی چاہئیں۔
- ووٹنگ ڈاک کی سلاخیں پولنگ ایجنٹ کے پاس پہنچانے کے لیے 25 مارچ 2025 کو صبح 11:00 بجے تک ارسال ہونی چاہئیں۔
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**رجسٹرڈ آفس ایڈریس**

دی بینک آف پنجاب، ہیڈ آفس، بی او پی ٹاور

10th فلور، 10-B، بلاک E-II، بین بائیوارڈ ہنگیگ III، لاہور

رابطہ: +92 42 35783976 | ویب سائٹ: www.bop.com.pk