HO:SBoD:
March 06, 2026

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

Dear Sir,

<u>NOTICE OF 77TH ANNUAL GENERAL MEETING OF NATIONAL BANK OF PAKISTAN SCHEDULED TO BE HELD ON MARCH 30, 2026 (PRIOR TO PUBLICATION)</u>

We enclose a copy of the advertisement regarding the Notice of the Annual General Meeting (AGM) of National Bank of Pakistan, scheduled to be held on Monday, March 30, 2026, at 11:00 A.M. at the Ballroom-A, Pearl Continental Hotel, Karachi, and through electronic means.

The enclosed Notice is being published on Monday, March 09, 2026, in the newspapers with nationwide circulation. You may please inform the TRE Certificate Holders of the Exchange.

Yours truly,

(Mehnaz Salar)
Company Secretary (Acting)

Secretary Board of Directors
NBP, 2nd Floor, Head Office, I.I. Chundrigar Road, Karachi. Ph: 99220224 Fax: 99220239
Website: www.nbp.com.pk

NATIONAL BANK OF PAKISTAN

NOTICE FOR 77th ANNUAL GENERAL MEETING

Notice is hereby given that 77th Annual General Meeting ("AGM") of National Bank of Pakistan (the **"Bank"**) will be held on **March 30, 2026 at 11:00 A.M. (PKT)** at Ballroom-A, Pearl Continental Hotel, Karachi, Pakistan, and through electronic means.

The following business will be transacted in the Meeting:

Ordinary Business:

1. To confirm the minutes of the 76th Annual General Meeting (AGM) of Shareholders held on March 25, 2025, conducted in-person and via electronic means.
2. To receive, consider and adopt the annual audited unconsolidated and consolidated financial statements of National Bank of Pakistan and its subsidiaries for the year ended December 31, 2025, together with the Directors' Report, Auditors' Report and Chairman's Review Report thereon.

   In accordance with Section-223 of the Companies Act, 2017, and pursuant to S.R.O. 389(I)/2023 dated March 21, 2023, the Annual Report of the Bank has been uploaded on the Bank's website which can be downloaded from the following web link or QR-enabled code.

   https://www.nbp.com.pk/FinancialStatements/AnnualReports.aspx

3. To appoint auditors for the year ending December 31, 2026, and fix their remuneration. The Board of Directors has recommended the Re- Appointment of Messrs. BDO Ebrahim & Co., Chartered Accountants at a fee of PKR 38.962 million including some statutory certification, and the appointment of Messrs. Yousuf Adil, Chartered Accountants at a fee of PKR 38.962 million including some statutory certification, to be auditors of the Bank for the year ending December 31, 2026. In addition any Federal or Provincial taxes and reimbursement of out-of-pocket expenses will be paid at actuals.
4. To consider and approve cash dividend of PKR 35/- per share, i.e., 350% as recommended by the Board of Directors for the year ended December 31, 2025 (subject to the Government of Pakistan's approval under Section 17 of The Banks (Nationalization) Act, 1974).

Special Business:

5. To Consider and approve performance bonus to President & CEO as recommended by the Board of Directors.
6. To transact any other business with permission of the Chairman.

By Order of the Board
Sd/-
Mehnaz Salar
Company Secretary (Acting)

Karachi
Dated: March 09, 2026

NOTES:

The Share Transfer Books of the Bank shall remain closed from March 18, 2026 to March 30, 2026 (both days inclusive). Transfers received at Messrs. CDC Share Registrar Services Limited, CDC House 99-B, Block "B", SMCHS, Main Shahrah-e-Faisal, Karachi – 74400, the Bank's Share Registrar and Transfer Agent, at the close of business on March 17, 2026 will be treated in time for the purpose of attending the meeting and entitlement.

PARTICIPATION IN ANNUAL GENERAL MEETING:

The Annual General Meeting is being conducted as per guidelines circulated by SECP. The Bank has made the following arrangements to facilitate the maximum participation of shareholders in the AGM through video link facility, either in person or through appointed proxies:

a) Attending Meeting through Electronic Means

In order to attend the AGM through electronic facility, the members are requested to get themselves registered with CDC Share Registrar Services Limited upto **March 29, 2026** till **05:00 P.M.** at cdcsr@cdcsrsl.com and they are requested to provide the information as per the below format:

S.#.	Company Name	Folio Number / CDC Account #	Name of the Shareholder	CNIC #	Cell #	E-mail Address
	NBP					

The details of electronic facility will be sent to the members at the email address provided by them. The login facility will be opened at 10:30 A.M. on March 30 2026, enabling the participants to join the proceedings after identification and verification process before joining the meeting, which will start at 11:00 A.M. (sharp).

b) Attending Meeting Physically

Arrangements for physical gathering of shareholders have been made at Ballroom-A, Pearl Continental Hotel, Karachi, Pakistan.

c) Attending Meeting through Proxies

I. All members, entitled to attend and vote at the Annual General Meeting, are entitled to appoint another member in writing as their proxy to attend and vote on their behalf. A legal entity, being a member, may appoint any person, regardless of whether they are a member or not, as proxy.
II. The proxy instrument must be complete in all respects and in order to be effective should be deposited at Office of the Registrar or the Company Secretary's Office, 2nd floor, NBP Head Office, I.I. Chundrigar Road, Karachi not later than 48 hours before the time of holding the meeting.
III. For attending the meeting through electronic means (Zoom), proxy form shall be submitted along with proxy holders' email address and mobile number.
IV. If any member appoints more than one proxy for any meeting and more than one instrument of the proxy are deposited with the Registrar/Bank, all such instruments of proxy shall be rendered invalid.

d) Guidelines for Appointing Proxies:

i) In case of individuals, the account holder or sub-account holder and/or the person whose securities are in group account and their registration details are uploaded as per the regulations shall submit the proxy form as per the requirements mentioned below:
   a) The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers must be mentioned on the form.
   b) Attested copy of CNIC or the Passport of the beneficial owner(s) and of the proxy shall be furnished with the proxy form.
ii) In case of a legal entity, the original or duly authenticated Board of Directors' resolution or power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) along with proxy form to Messrs. CDC Share Registrar Services Limited or the Company Secretary's Office, 2nd floor, NBP Head Office, I.I Chundrigar Road, Karachi.

(Proxy Form is available at NBP website **www.nbp.com.pk**)

- Members are requested to immediately notify any change in their address to the Bank's Registrar/Shares Transfer Agent i.e., Messrs. CDC Share Registrar Services Limited.

PROCEDURE FOR VOTING FOR SPECIAL AGENDA ITEM

It is hereby notified that, according to the Companies (Postal Ballot) Regulations, 2018 and its amendments, members will be allowed to exercise their right to vote for the special business in the Annual General Meeting (AGM), in accordance with the conditions mentioned in the aforesaid regulation, the Bank shall provide its members with the following options for voting:

E-Voting Procedure

a) The Bank's Share Registrar in accordance with the Companies (Postal Ballot) Regulations, 2018 will send complete information to the members, including but not limited to, web address, login detail, password, date of casting e-vote and other necessary details through email; and security code through SMS on their registered email and mobile number available in the members' register.
b) Identity of the member intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.
c) Individual interested to cast his/her vote through e-voting, availability of his/her CNIC, mobile number and email address and in case of a corporate entity NTN in company's record is mandatory.
d) It is mandatory for all CDS account holders to update their records with their participants and physical shareholders with Bank's Share Registrar i.e., CDCSRSL before book closure date.
e) Voting lines for Special Agenda items will be opened for the Shareholders from **March 27, 2026 at 09:00 a.m.** till **March 29, 2026 at 5:00 p.m.**

Postal Ballot

The Shareholders shall ensure duly-filled and signed ballot paper along with copy of CNIC, in case of individual and in case of body corporate, acceptable identification documents i.e., the Original or duly authenticated Board of Directors' resolution / power of attorney along with valid copies of CNIC of authorized signatories etc. should reach through post to the Chairman, National Bank of Pakistan, Head Office Building, 2nd floor, I. I. Chundrigar Road, Karachi or by email at **agm@nbp.com.pk** by **March 29, 2026 till 5:00 p.m.** i.e., before the day of poll.

Vote Casting In-Person or Through Proxy

Polling booth will be established at the place of physical gathering of the AGM for voting.

SPECIAL NOTES TO THE SHAREHOLDERS

1. CONVERSION OF PHYSICAL SHARES INTO BOOK-ENTRY FORM:

Shareholders with physical share certificates are advised to convert them into Book-Entry Form with CDC to comply with Section-72 of the Companies Act, 2017.

2. UNCLAIMED CASH DIVIDENDS AND SHARE CERTIFICATES:

In line with Section-244 of the Act, the Bank has notified shareholders through newspaper announcements about collecting unclaimed shares and unpaid cash dividends. We kindly urge our valued shareholders to reach out to the Bank's Share Registrar, CDC Share Registrar Services Limited, to submit their claims for any unclaimed shares or unpaid cash dividends.

3. REQUIREMENT OF VALID CNIC AND IBAN:

As per requirements issued by the SECP, the payment of cash dividend shall only be made to those shareholders who have provided copies of their valid CNIC/NICOP/Passport (in case of individuals) and NTN (in case of corporate entities) and valid details of designated International Bank Account Number ("IBAN").

4. DEDUCTION OF WITHHOLDING TAX:

Please note that the withholding tax will be deducted at the following rate based on "Active Taxpayer List" (ATL) available at FBR website:

1. Persons appearing in Active Taxpayer List: 15%
2. Persons not appearing in Active Taxpayer List: 30%.

Further, in case of joint shareholders, tax will be deducted as per their ratio/share (if any) intimated to the Bank's Share Registrar, otherwise, their shareholding will be treated as equal.

5. ELECTRONIC DIVIDEND MANDATE:

Under Section-242 of the Companies Act, 2017, it is mandatory for all listed companies to pay cash dividend to their shareholders through electronic mode directly in the Bank account designated by the entitled shareholders.

In order to receive dividend directly into their bank account, shareholders are requested (if not already provided) to fillin Bank Mandate Form for Electronic Credit of Cash Dividend available on the Bank's website and send it duly signed, along with a copy of valid CNIC, to the Share Registrar, CDC Share Registrar Services Limited, CDC House 99-B, Block 'B', Sindhi Muslim Cooperative Housing Society (S.M.C.H.S), Main Shahrah-e-Faisal, Karachi - 74400, in case of physical shares.

In case of shares held in CDC, Electronic Dividend Mandate Form must be directly submitted to the shareholder's broker/ participant/CDC account services.

In case of non-receipt of information, the Bank will be constrained to withhold payment of dividend to shareholders.

6. DEDUCTION OF ZAKAT ON DIVIDEND ISSUE:

Zakat will be deducted from the dividends at source at the rate of 2.5% of the paid-up value of the shares (PKR 10/- each) under Zakat & Ushr Laws and will be deposited within the prescribed period with the relevant authority. Please submit your Zakat Declaration Form (CZ-50) under Zakat & Ushr Ordinance, 1980, and Zakat (Collection & Refund) Rules, 1981, to the Bank's Share Registrar. Shareholders who hold shares with participants/CDC are advised to provide the above Form through the concerned brokers / CDC.

7. PROHIBITION OF DISTRIBUTION OF GIFTS

The Securities and Exchange Commission of Pakistan (the "SECP"), vide S.R.O.452(1)/2025 has strictly prohibited companies from providing gifts or incentives, in lieu of gifts, tokens/coupons /lunches/takeaway/packages, in any form or manner, to the shareholders at or in connection with general meetings.

(Disclosure: In terms of Section 134(3) of The Companies Act, 2017, no Director, except the President/CEO, is directly or indirectly interested in the special resolution of Agenda item 5. Notice of the AGM together with the Statement of Material Facts in respect of the Special Business to be considered at the AGM is being sent to members.)

نیشنل بینک آف پاکستان

اطلاع برائے ستترواں سالانہ اجلاس عام

بذریعہ نوٹس ہذا اطلاع دی جاتی ہے کہ نیشنل بینک آف پاکستان کا ستترواں سالانہ اجلاس عام بروز پیر مورخہ 30 مارچ 2026ء پاکستان کے معیاری وقت کے مطابق صبح 11:00 بجے بال روم اے، پرل کانٹی نینٹل ہوٹل، کراچی، پاکستان میں ذاتی موجودگی اور الیکٹرونک ذرائع پر منعقد ہوگا۔

اجلاس میں درج ذیل کارروائی عمل میں لائی جائے گی:

عمومی کارروائی:

1۔ مورخہ 25 مارچ 2025ء کو ذاتی موجودگی اور الیکٹرانک ذرائع سے منعقد ہونے والے شیئر ہولڈرز کے چھہترویں اجلاس عام کی کارروائی کی توثیق۔

2۔ 31 دسمبر 2025ء کو ختم ہونے والے سال کے لئے نیشنل بینک آف پاکستان کے سالانہ آڈٹ شدہ غیر مجموعی اور مجموعی مالی گوشواروں اور اس کے ذیلی اداروں کے مجتمع گوشوارے مع ڈائریکٹرز رپورٹ، آڈیٹرز رپورٹ اور اس پر چیئرمین کی جائزہ رپورٹ کی وصولی، ان پر غور اور منظوری۔

کمپنیز ایکٹ 2017 ("کمپنیز ایکٹ") کے سیکشن 223 اور ایس آر او 389(1)/2023 مورخہ 21 مارچ 2023 کے تحت بینک کی سالانہ رپورٹ بینک کی ویب سائٹ پر اپ لوڈ کر دی گئی ہے، جسے درج ذیل ویب لنک یا QR کوڈ سے حاصل کیا جا سکتا ہے:

https://www.nbp.com.pk/FinancialStatements/AnnualReports.aspx

3۔ 31 دسمبر 2026ء کو ختم ہونے والے سال کے لیے آڈیٹرز کی تقرری اور ان کے معاوضے طے کرنا۔ بورڈ آف ڈائریکٹرز نے میسرز بی ڈی او ابراہیم اینڈ کمپنی، چارٹرڈ اکاؤنٹنٹس کی دوبارہ تقرری کی سفارش کی ہے، جن کی فیس PKR 38.962 ملین ہے بشمول کچھ قانونی سرٹیفکیشن، اور میسرز یوسف عادل چارٹرڈ اکاؤنٹنٹس کی تقرری کی سفارش کی گئی ہے جن کی فیس PKR 38.962 ملین ہے بشمول کچھ قانونی سرٹیفکیشن۔ کوئی وفاقی یا صوبائی ٹیکسز اور جیب سے ادا کیے جانے والے اخراجات کی ادائیگی اصل کے مطابق کی جائے گی۔

4۔ 31 دسمبر 2025ء کو ختم ہونے والے سال کے لیے بورڈ آف ڈائریکٹرز کی تجویز کے مطابق -/35 روپے فی شیئر یعنی 350% کی شرح سے کیش ڈیویڈنڈ پر غور اور اس کی منظوری (بینکس نیشنلائزیشن ایکٹ 1974 کے سیکشن 17 کے تحت حکومت پاکستان کی منظوری سے مشروط)۔

خصوصی کارروائی:

5۔ بورڈ آف ڈائریکٹرز کی طرف سے تجویز کردہ صدر/سی ای او کے پرفارمنس بونس پر غور اور منظور کرنا۔

6۔ چیئرمین کی اجازت سے کسی دیگر کاروباری معاملے پر کارروائی۔

بحکم بورڈ

مہناز سالار
کمپنی سیکرٹری (قائم مقام)

کراچی
تاریخ: 9 مارچ 2026ء

بینک کی شیئر ٹرانسفر کتب 18 مارچ 2026ء سے 30 مارچ 2026ء تک (بشمول دونوں ایام) بند رہیں گی۔ تاہم بینک رجسٹرار، میسرز سی ڈی سی شیئر رجسٹرار سروسز لمیٹڈ، سی ڈی سی ہاؤس 99-بی، بلاک بی، سندھی مسلم کوآپریٹو ہاؤسنگ سوسائٹی (ایس ایم سی ایچ ایس)، مین شاہراہ فیصل، کراچی-74400 کو مورخہ 17 مارچ 2026ء تک کاروباری اوقات ختم ہونے سے قبل موصول ہونے والے ٹرانسفرز کو اجلاس میں شرکت اور کسی بھی دیگر استحقاق کے سلسلے میں بروقت تصور کیا جائے گا۔

سالانہ اجلاس عام میں شرکت:

سالانہ اجلاس عام کا انعقاد سیکیورٹیز اینڈ ایکسچینج کمیشن آف پاکستان (SECP) کے جاری کردہ رہنما اصولوں کے مطابق کیا جا رہا ہے اور سالانہ اجلاس عام میں شیئر ہولڈرز کی زیادہ سے زیادہ شرکت کیلئے ویڈیو لنک کی سہولت، ذاتی موجودگی یا مقرر کردہ پراکسیز کے ذریعے شرکت کے انتظامات کئے گئے ہیں۔

الف) اجلاس میں بذریعہ الیکٹرانک ذرائع شرکت

سالانہ اجلاس عام میں الیکٹرانک سہولت کے ذریعے شرکت کرنے والے ممبران سے درخواست کی جاتی ہے کہ مورخہ 29 مارچ 2026ء بوقت شام 05:00 بجے تک CDC شیئر رجسٹرار سروسز لمیٹڈ کی ای میل cdcsr@cdcsrsl.com پر خود کو رجسٹر کروالیں اور ان سے التماس ہے کہ وہ مندرجہ ذیل فارمیٹ پر معلومات مہیا کریں:

نمبر شمار	کمپنی کا نام	فولیو نمبر / CDC اکاؤنٹ نمبر	شیئر ہولڈر کا نام	قومی شناختی کارڈ نمبر	موبائل نمبر	ای میل ایڈریس
	این بی پی					

تفصیلات ممبران کی طرف سے فراہم کردہ ای میل ایڈریس پر فراہم کر دی جائیں گی۔ مورخہ 30 مارچ 2026ء کو لاگ ان سہولت صبح 10:30 بجے کھول دی جائے گی تاکہ شرکاء اجلاس شروع ہونے کے مقررہ وقت صبح 11:00 بجے سے پہلے پہچان اور تصدیق کے عمل سے گزر کر اجلاس میں شریک ہو سکیں۔

ب) اجلاس میں ذاتی طور پر شرکت:

بال روم اے، پرل کانٹی نینٹل ہوٹل، کراچی، پاکستان میں شیئر ہولڈرز کے لئے اجتماع کے انتظامات کئے گئے ہیں۔

پ) پراکسیز کے ذریعے اجلاس میں شرکت کرنا:

ت) شیئر ہولڈرز کو پراکسی کی تقرری کے لئے درج ذیل ہدایات پر عمل کرنا ہوگا:

(پراکسی فارم این بی پی کی ویب سائٹ www.nbp.com.pk پر بھی دستیاب ہے)۔

اسپیشل ایجنڈے کے لئے ووٹنگ کا طریقہ کار:

الیکٹرانک ووٹنگ کا طریقہ کار:

پوسٹل بیلٹ:

اسپیشل نوٹس