



NOTICE OF THIRTY FIFTH ANNUAL GENERAL MEETING

Notice is hereby given that Thirty Fifth Annual General Meeting of the Shareholders of the Bank of Khyber (the Bank) will be held on Monday, March 30, 2026, at 10:30 a.m. at The Bank of Khyber Head Office, BOK Tower, 24 – The Mall, Peshawar Cantt. as well as through video link to transact the following business:

Ordinary Business

1. To confirm the minutes of Thirty Fourth Annual General Meeting held on March 28, 2025.
2. To receive, consider and adopt the Annual Audited Financial Statements of the Bank for the year ended December 31, 2025, together with the Directors' Report and Auditors' Reports thereon. Further, the shareholders will be briefed by highlighting the performance of the Bank and future endeavors.

The Annual Report 2025 which includes Audited Financial Statements of the Bank for the year ended December 31, 2025 and related reports/statements can be accessed through Bank's website at www.bok.com.pk or through scanning the following QR enabled Code:



3. To appoint Auditors for the year ending December 31, 2026 and fix their remuneration. The Bank's auditors M/s. PwC A.F. Ferguson & Co., Chartered Accountants, retired and being eligible, offer themselves for re-appointment.
4. To consider, and if thought fit, approve as recommended by the Board of Directors, a Final Cash Dividend for the year ended 2025 @ Rupees 1.70 per share i.e. 17% to the shareholders of the Bank. This is in addition to the interim cash dividend, @ Rupees 1.50 per share i.e. 15% already paid.

Special Business

5. To ratify the increase in Paid-up Capital of the BOK Currency Exchange Company (Pvt) Limited.

Statement of Material Facts under Section 134 (3) of the Companies Act, 2017 relating to said Special Business is given hereunder.

Other Business

6. Any other business with the permission of the Chair.

By Order of the Board

Peshawar: March 09, 2026

Raza Mohsin Qizilbash
Company Secretary

Notes:

- (i) Share Transfer Books of the Bank will remain closed from March 23, 2026 to March 30, 2026 (both days inclusive). Transfer received at the Share Registrar of the Bank M/s. THK Associates (Pvt) Limited, Plot No. 32 – C, Jami Commercial Street 2, Phase VII, D.H.A, Karachi, by the close of business on March 20 ,2026 will be treated in time for the purpose of above entitlement to the transferees and of attending the meeting.

- (ii) **For Appointing Proxies:**
 - a. All members are entitled to attend and vote at the meeting.

 - b. A member entitled to attend and vote at the meeting, entitled to appoint another member as a proxy to attend, speak and vote for him/her. The proxy appointed should be a member of the Bank of Khyber.

 - c. The instrument of proxy applicable for the meeting is being provided with the notice sent to the members. Further copies of the instrument of proxy, if required, may be obtained from the Registered Office of the Bank during normal office hours.

 - d. The instrument of proxy and a Power of Attorney or other authority (if any) under which it is signed, or notarized copy of such Power of Attorney must be valid and deposited at the Registered Office of the Bank not less than 48 hours before the time of the meeting.

 - e. Beneficial owners of the shares registered in the name of Central Depository Company of Pakistan (CDC) and/or their proxies are required to produce their original Computerized National Identity Card (CNIC) or passport for identification purpose at the time of attending the meeting. The form of the proxy must be submitted with the Bank within the stipulated time, duly witnessed by two persons whose names, addresses and CNIC numbers must be mentioned on the form, along with attested copies of the CNIC or the Passport of the beneficial owner and the proxy.

 - f. In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature shall be submitted (unless it has been provided earlier) along with the proxy form of the Bank.

- g. The proxy shall produce his / her original CNIC or passport for identification purposes at the time of attending the meeting.
- h. Members are requested to immediately communicate changes in their registered addresses, if any, to the Bank's Shares Registrar before start of the book closure period.
- i. Form of Proxy, if required, should be signed on Rs.10/- Revenue Stamp.

(iii) Video Link Facility for Participation in Annual General Meeting

- a) The Annual General Meeting is being conducted as per guidelines circulated by SECP following arrangements have also been made by the Bank to facilitate the maximum participation of the shareholders in the Annual General Meeting through video link facility, either in-person or through appointed proxies.
- b) If the Bank receives request from members residing at a geographical location, to participate in the meeting through video link, are requested to please provide below information at Email: raza.mohsin@bok.com.pk or kamran.tariq@bok.com.pk at the earliest but not later than close of business on March 25, 2026.

Full name of shareholder/proxy holder	Company	CNIC Number	Folio/ CDC/Account Number	Email ID	Mobile Number
	BOK				

- c) Please note that video link and login credentials will be shared with only those members / designated proxies whose e-mail and other required information are received in required time as mentioned above.
- d) Login facility will be opened thirty (30) minutes before the meeting time to enable the participants to join the meeting after the identification process. Shareholders will be able to login and participate in the meeting proceedings through their devices after completing all the formalities required for the identification and verification of the shareholders.

FOR SHAREHOLDERS' ATTENTION

a) Transmission of Annual Report – 2025

SECP through its S.R.O. 389(I)/2023 dated 21 March 2023, has allowed companies to circulate their annual balance sheet and profit & loss account, auditor's report

and Directors' report etc. ("Audited Financial Statements") along with Notice of AGM ("Notice") to their shareholders through web link and QR Enabled Code by discontinuing the past practice of transmission of Audited Financial Statements through CD/DVDs/USBs.

In accordance with the Shareholders' approval accorded in 33rd Annual General Meeting held on March 29, 2024, annual audited financial statements have been circulated through QR enabled code and web link to its members. However, the Bank would provide hard copies of the Annual Report to the shareholders on their demand at their registered addresses, free of cost, within one week of such request.

b) Payment of Cash Dividend Electronically (e-Dividend) / Dividend Mandate

As per Companies Act, 2017 and Companies (Distribution of Dividends) Regulation 2017, any dividend payable in cash by a listed company shall ONLY be paid through electronic mode directly into the bank account of the entitled shareholder(s) which must be in their own name. In this regard, the Bank had already sent letters & Bank Mandate Forms to the shareholders and issued various notices through publication in newspapers requesting the shareholders to comply with the requirement of providing Bank Mandate urgently.

Under the provisions of the said laws, the Bank is required to withhold cash dividend payment of those shareholders whose dividend mandate information and/or CNIC detail is not available at the time of payment of cash dividend.

All the shareholders are hereby once again requested to provide the Bank Mandate details including International Bank Account Number (IBAN) immediately along with a copy of valid CNIC, if not provided earlier to their respective Participants / Brokers (if shares are held electronically) or to the Share Registrar (if shares are held in physical form) for credit of cash dividends directly into their designated bank accounts through electronic modes.

In case of non-provision of Bank Mandate & copy of valid CNIC, cash dividend(s) will be withheld according to SECP directives. For providing the Bank Mandate details to CDC / Share Registrar, the IBAN Form may be downloaded from the Bank's website under Investor Relations.

b) Deduction of Withholding Tax

Please note that withholding tax will be deducted on the basis of latest "Active Taxpayers List" (ATL) available at FBR website as per following rates:

1. Persons appearing in ATL: 15%
2. Persons not appearing in ATL: 30%

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

Valid Tax Exemption Certificate is required for claim of Exemption u/s 150 of the Income Tax Ordinance, 2001.

c) Zakat Declaration

Pursuant to the Zakat and Ushr Ordinance, 1980 read with the Zakat (Collection and Refund) Rules, 1981, The Bank is required to deduct zakat from dividend(s) and to deposit the same with the relevant Authority.

To avail an exemption from said deduction, the shareholder(s) are advised to provide a duly executed declaration form i.e. CZ-50, with respect to faith and fiqh,

The Bank of Khyber, in any case, bears no legal responsibility / obligation or any financial liability whatsoever in this regard.

d) Postal Ballot / E-voting

In accordance with the Companies (Postal Ballot) Regulations, 2018, Section 143 and 144 of the Companies Act 2017 and under Postal Ballot Regulation, 2018 latest amendments circulated through SRO dated December 05, 2022, SECP has directed all listed companies for the purpose of Polling on Special Business, be allowed to exercise their right to vote through postal ballot i.e. by post or e-voting, in the manner and subject to the conditions contained in the aforesaid regulations. Detail will be circulated in due course.

e) Unclaimed / Unpaid Dividends and Share Certificates

Shareholders are once again requested that who have not yet received / collected their previous dividends / physical shares to contact our Share Registrar for the needful.

f) Deposit / 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 requirement, we request the shareholders to kindly convert shares held in Physical Form into Book Entry Form as soon as possible. The shareholders may contact a Broker, 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) Limited, Plot No. 32 – C, Jami Commercial Street 2, Phase VII, D.H.A, Karachi, on Tel # 021-35310191-6 or email at sfc@thk.com.pk

Statement of Material Facts under Section 134 (3) of the Companies Act, 2017

This statement sets out the material facts concerning the Special Business at item No.5 of the notice to be transacted at the Annual General Meeting of the Bank to be held on March 30, 2026.

Item No. 5

To ratify the increase in Paid-up Capital of the BOK Currency Exchange Company (Pvt) Limited

The Board of Directors in its 183rd meeting held on November 3, 2023 approved the establishment of BOK Currency Exchange (Pvt) Ltd., a wholly owned subsidiary of the Bank of Khyber.

It was decided by the Board that “Paid-up Capital of the BOK Currency Exchange (Pvt) Ltd. shall be PKR 500 million and Authorized Capital shall be PKR 1 billion.

However, the State Bank of Pakistan has revised its Regulatory Framework for Exchange Companies (RFEC Chapter-3) which now requires that “*the minimum paid-up capital of the company shall be PKR one (1) Billion*”.

To comply with the requirement of the RFEC, the Board of Directors of the Bank through Resolution by Circulation dated September 23, 2025 had approved increase in Paid-up Capital of the BOK Currency Exchange Company (Pvt) Limited to PKR 1.00 Billion.

The Shareholders are requested to adopt the following resolution:

“RESOLVED THAT the injection of capital amounting to PKR 1 Billion done by the Bank into BOK Currency Exchange Company (Pvt.) Limited, pursuant to the requirements of the Regulatory Framework for Exchange Companies (RFEC) and as approved by the Board of Directors, be and is hereby approved and ratified.”