



March 27, 2026

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

Our Ref: BIPL/CSD/2026/090

**Subject: Certified Copy of the Resolutions passed in the 22<sup>nd</sup> Annual General Meeting of the Bank**

Dear Sir,

As required, please find enclosed certified copy of the resolutions passed in the 22<sup>nd</sup> Annual General Meeting of the Bank held on Friday March 27, 2026 at Karachi.

Your Sincerely,

Hasan Shahid  
Company Secretary

cc:

*Director  
Banking Policy & Regulations Department  
State Bank of Pakistan  
I.I Chundrigar Road  
Karachi.*

*Director  
Banking Supervision Department  
State Bank of Pakistan  
I.I Chundrigar Road  
Karachi.*



Certified copy of the Resolutions passed in the  
22<sup>nd</sup> Annual General Meeting of the Bank  
held on Friday, March 27, 2026 at Karachi

## ORDINARY BUSINESS

**Agenda item No. 1: To receive, consider and adopt the Annual Audited Financial Statements of the Bank and Consolidated Audited Financial Statements of the Bank for the year ended December 31, 2025 together with the Auditors' and Directors' Reports and Chairman's Review thereon.**

*"RESOLVED THAT the Annual Audited Financial Statements and Consolidated Audited Financial Statements of the Bank for the year ended December 31, 2025 together with the Auditors' Reports, Directors' Report and Chairman's Review thereon as approved by the Board of Directors, be and are hereby adopted."*

**Agenda Item No.2: To appoint Auditors of the Bank for the year ending December 31, 2026 and to fix their remuneration. The term of the present auditors KPMG Taseer Hadi & Co., Chartered Accountants, shall expire at the Annual General Meeting and cannot, in compliance of the Listed Companies (Code of Corporate Governance) Regulations, 2019, be re-appointed as having completed a term of five years. The Audit Committee and the Board of Directors have both recommended the appointment of BDO Ebrahim & Co., Chartered Accountants, as external auditors for the year ending December 31, 2026, in place of the retiring auditors.**

*"RESOLVED THAT BDO Ebrahim & Co., Chartered Accountants be and are hereby appointed as Statutory Auditors of the Bank for the year ending December 31, 2026 on the remuneration and terms to be agreed with the management of the Bank, in place of the retiring auditors M/s. KPMG Taseer Hadi & Co., Chartered Accountants."*

**Agenda Item No.3: To consider and approve, as recommended by the Board of Directors, final cash dividend at the rate of PKR 1.25 per share i.e. 12.5% in addition to PKR 1.50 per share i.e. 15% interim cash dividend already declared/paid.**

*"RESOLVED THAT the payment of final Cash Dividend at the rate of PKR 1.25 per share i.e. 12.50% in addition to PKR 1.50 per share i.e. 15% interim cash Dividend already paid for the year ended December 31, 2025 be and is hereby approved to those Members whose names appear in the Register of Members of the Bank as of close of business on March 17, 2026."*

*"FURTHER RESOLVED THAT, the President & Chief Executive Officer, Chief Financial Officer, and Company Secretary of the Bank be and are hereby authorized, individually, to do all acts, deeds, and things, and take all steps necessary, ancillary, and incidental to the above, and complete all regulatory/legal formalities as may be necessary for implementing the aforesaid resolutions."*



## SPECIAL BUSINESS

**Agenda Item No.4: To consider, and if thought fit, alter the authorized share capital of the Bank and make consequent amendments to the Memorandum of Association of the Bank by passing the following special resolutions:**

***“RESOLVED THAT, pursuant to Section 85 of the Companies Act, 2017 (“Act”) and subject to compliance with all requirements under applicable laws, the increase in the authorized share capital of the Bank from PKR 15,000,000,000/- (Pakistani Rupees Fifteen Billion only) divided into 1,500,000,000 ordinary shares of PKR 10/- (Pakistani Rupees Ten only) each, to PKR 20,000,000,000/- (Pakistani Rupees twenty Billion only) divided into 2,000,000,000 ordinary shares of PKR 10/- (Pakistani Rupees Ten only) each, be and is hereby approved.”***

***“FURTHER RESOLVED THAT, pursuant to Section 85 of the Act and subject to compliance with all requirements under applicable laws, including but not limited to approval of the State Bank of Pakistan (“SBP”) pursuant to Section 89 of the Banking Companies Ordinance, 1962, Clause V of the Memorandum of Association of the Bank be and is hereby altered to read as follows:***

***“The Authorized Capital of the Bank is PKR 20,000,000,000/- (Pakistani Rupees Twenty Billion only) divided into 2,000,000,000 (two billion) Ordinary shares of PKR 10/- (Pakistani Rupees Ten only) each with the powers to the Bank from time to time to increase its capital in accordance with the provisions of the Companies Act, 2017.”***

***“FURTHER RESOLVED THAT, the President & Chief Executive Officer, Deputy Chief Executive Officer, Chief Operations Officer, Chief Financial Officer and Company Secretary, be and are hereby authorized (any two of them acting jointly) on behalf of the Bank to fulfil all requirements of the applicable laws, including obtaining approval of the relevant departments of the SBP for the proposed amendments to the Memorandum of Association of the Bank, and filing requisite applications, declarations, forms, documents, circulars and papers with the regulators, and to take all such steps and execute such documents as may be required, necessary and/or expedient for the purpose of giving effect to the spirit and intent of the above resolutions.”***



**Hasan Shahid  
Company Secretary**