



INVEST CAPITAL INVESTMENT BANK LIMITED

ICIBL/PSX/EOGM/2026/436

July 06, 2026

**The General Manager,
Pakistan Stock Exchange Limited,
Stock Exchange Building,
Stock Exchange Road,
KARACHI**

SUBJECT: NOTICE OF EXTRA ORDINARY GENERAL MEETING (PRIOR TO PUBLICATION)

Dear Sir,

We are enclosing a copy of the Notice of EOGM for holding election of Directors under section 159 of the Companies Act, 2017 to be held on Friday, 31st July 2026 at 3.30 p.m at ICMA Pakistan's Auditorium, Main Campus, Gulshan-e-Iqbal, Karachi. The notice will appear in newspapers "The Nation" and "Nawa-e-waqat" Karachi on 8th July 2026 and will also be placed at our website: www.icibl.com.

The Share Transfer Books will remain closed from 24.07.2026 to 31.07.2026 (both days inclusive).

You may please inform the members of the Exchange accordingly.

Yours truly,

For Invest Capital Investment Bank Limited

**M. Naim Ashraf
Company Secretary**

CC: The Executive Director (Enforcement)
Securities & Exchange Commission of Pakistan
NIC Building, Jinnah Avenue
ISLAMABAD

Karachi, Lahore, Gujranwala, Peshawar

Head Office: 131-A, P-Street, Upper Mall Scheme, Lahore. Tel: (92 42) 35777285-86

Registered Office: Flat # 2, Plot # 38-C, 22nd Commercial Street, Phase - II Ext., DHA, Karachi.

Email: info@icibl.com Website: www.icibl.com

INVEST CAPITAL INVESTMENT BANK LIMITED
Notice of Extra Ordinary General Meeting

Notice is hereby given that an Extra Ordinary General Meeting of the Company will be held at ICMA Pakistan's Auditorium, Main Campus, Gulshan-e-Iqbal, Karachi on Friday, July 31, 2026 at 3:30 P.M and also through available electronic means to transact the following business:

ORDINARY BUSINESS:

1. To confirm the minutes of the 33rd Annual General Meeting held on 27th October 2025
2. To elect 7 (Seven) Directors of the Company as fixed by the Board in its meeting held on 27th April 2026, for a period of three years commencing from July 31, 2026 in accordance with the provisions of the Section 159 of the Companies Act, 2017. The following are the retiring Directors:

- | | |
|----------------------|---------------------------|
| 1. Mrs. Fiza Zahid | 2. Mrs. Ayesha Shehryar |
| 3. Mr. Muhammad Asif | 4. Mr. Muhammad Qasim |
| 5. Mr. Zahir Qamar | 6. Mr. Shahab Ud Din Khan |
| 7. Mr. Abdul Shakoor | |

SPECIAL BUSINESS:

3. To consider and, if deemed fit, pass with or without modification, the following resolution as a Special Resolution for shifting of the Registered Office of the Company from Karachi (SINDH) to Lahore (PUNJAB):

"RESOLVED THAT pursuant to Section 21 and all other applicable provisions of Companies Act, 2017, and subject to all necessary approvals, the Registered Office of the Company be and is hereby shifted from the Province of Sindh to the Province of Punjab.

FURTHER RESOLVED THAT Clause II of the Memorandum of Association of the Company shall be amended to read as follows:

The Registered Office of the Company will be situated in the Province of Punjab.

Accordingly, the registered office address of the Company is changed to 131-A, P-Street, Upper Mall Scheme, Lahore.

RESOLVED FURTHER THAT the Chief Executive, or any Director and / or the Company Secretary of the Company be and are hereby jointly and severally authorized to file all requisite notices, forms and returns with the Registrar and other authorities, and to do all acts, deeds and things necessary or incidental for giving effect to this resolution"

ANY OTHER BUSINESS:

4. To transact any other business with the permission of the Chair
By order of the Board

Date: July 08, 2026
Place: Karachi

M. Naim Ashraf
Company Secretary

NOTES:

1. Closure of Share Transfer Book

The Members' Register will remain closed from **24th July 2026 to 31st July 2026** (both days inclusive). Transfers received in order at the office of the Share Registrar of the Company by the close of business on **23rd July, 2026** will be treated in time for the purpose of entitlement of shareholders to attend and vote at the meeting.

2. Election of Directors

Statement of material facts under section 166(3) of the Companies Act, 2017

Section 166 of the Companies Act, 2017 (the Act) requires that a statement of material facts be annexed to the notice of the general meeting called for the purpose of election of directors which shall indicate the justification for choosing independent directors.

The Company is required to have at least two (2) independent directors on the Board in accordance with the Listed Companies (Code of Corporate Governance) Regulations, 2019. The independent directors shall also be elected through the process of election of directors in terms of section 159 of the Companies Act, 2017.

Accordingly, it will be ensured that the independent directors to be elected must meet the criteria of independence laid down under section 166 of the Act and the Companies (Manner and Selection of Independent Directors) Regulations, 2018 and his/her name is included in the data bank of independent directors maintained by the Pakistan Institute of Corporate Governance (PICG) duly authorized by the Securities and Exchange Commission of Pakistan. Their selection will be made keeping in view their respective competencies, skill, knowledge and experience.

Any person who seeks to contest for election as a director shall file with the Company not later than fourteen days before the date of the meeting, a notice of his / her intention to offer himself / herself for election as director together with his / her consent to act as director under section 159 of the Companies Act, 2017.

3. Polling on Special Business:

The members of the Company will be allowed to exercise their right to vote through electronic voting facility or voting by post for the special business in the EOGM in accordance with the requirements and subject to the conditions contained in the Companies (Postal Ballot) Regulations, 2018.

4. Procedure for E-voting:

- a. E-voting facility will be provided by M/s CorpTec Associates (Private) Limited, acting as E-Voting Service Provider, appointed by the Board of Directors of ICIBL;
- b. Details of the e-voting facility will be shared through an e-mail to those members of the Company who have their valid CNIC numbers, cell numbers, and e-mail

addresses (Registered email ID) available in the register of members of the Company on or before 23rd July, 2026.

- c. Identity of the members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login;
- d. Members shall cast their votes for special business as mentioned in the Notice of EOGM through the web portal provided by E-Voting Service Provider from 09:00 a.m 28th July, 2026 till 5:00 p.m 30th July, 2026. Votes shall only be casted during this schedule; and
- e. Once the vote on a resolution is casted by a member, he/she shall not be allowed to change it subsequently.

5. Procedure for voting through Postal Ballot:

- a. Members may alternatively opt for voting through Ballot Paper. As per the requirements of Postal Ballot Regulations, the Ballot Paper will be uploaded on Company's website www.icibl.com not later than seven days before the EOGM and will also be available at the meeting;
- b. Members shall cast their votes for the special business as mentioned in the Notice of EOGM and send the postal ballot, duly filed-in, signed and accompanied with a copy of valid Computerized National Identity Card to the Chairman of the EOGM at Flat No. 2 First Floor, Karachi, or email at naim.ashraf@icibl.com by 29th July, 2026. The Postal Ballot should reach the aforementioned office on or before 05:00 p.m, 29th July, 2026;
- c. Any Ballot Paper received after this time/date will not be considered for voting;
- d. In case of an individual, his signature on Ballot Paper should match with signature on CNIC, NICOP/Passport (in case of foreigner); however, in case of a representative of a body corporate, corporation, the Ballot Paper must be accompanied by a copy of the CNIC of an authorized person, an attested copy of Board Resolution / Power of Attorney / Authorization Letter etc., in accordance with Section(s) 138 of the Act.
- e. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written Ballot Paper will be rejected. Please note that in case of any dispute in voting including the casting of more than one vote, the Chairman shall be the deciding authority.

6. Online Participation in the Extra Ordinary General Meeting:

As per instructions of Securities and Exchange Commission of Pakistan, the Company has arranged video link facility for online participation of members in the EOGM. The meeting can be attended using smart phones/tablets/computers. To attend the meeting through video link, the members are requested to register themselves by providing the following information along with valid copy of CNIC / passport/ certified copy of board resolution/power of attorney in case of corporate shareholders with the subject "Registration for Invest Capital Investment Bank Limited EOGM" through email naim.ashraf@icibl.com on or before 29th July, 2026.

Name of member	CNIC No.	CDC Account No / Folio No.	Cell Number.	Email address

The members who are registered after the necessary verification shall be provided a video link by the Company on the same email address that they emailed to the Company. The Login facility will remain open from start of the meeting till its proceedings are concluded.

7. **Proxy.** A member entitled to attend and vote at this meeting may appoint any other member as his/her proxy to attend and vote instead of him/her. A proxy must be a member of the Company. A proxy so appointed shall have such rights, as respects attending, speaking and voting at the Meeting as are available to the Member. The proxy shall produce his/her original Computerized National Identity Card (CNIC) or passport to prove his identity.
8. **Time for depositing Proxy.** The instrument appointing a proxy and the power of attorney or other authority under which it is signed or a notarial attested copy of the power of attorney must be deposited at the Registered Office of the Company at least forty-eight (48) hours before the time of the meeting. Form of proxy in English and Urdu languages are available at Company's web site www.icibl.com.
9. **Members of CDC.** Members who have deposited their shares into Central Depository Company of Pakistan Limited ("CDC") will further have to follow the under mentioned guidelines as laid down by the Securities and Exchange Commission of Pakistan.

A. For Attending the Meeting

- a. In case of Individuals, the account holder and/or sub-account holder and their registration details are uploaded as per the CDC Regulations, shall authenticate his/her identity as per above procedure.
- b. In case of corporate entity, the Board's resolution/power of attorney with specimen signature of the nominee shall be as per above procedure.

B. For Appointing Proxies

- a. In case of individuals, the account holder and/or sub-account holder and their registration details are uploaded as per the CDC Regulations, shall submit the proxy form as per above requirements.
- b. The proxy form shall be witnessed by two persons, whose names, addresses and CNIC numbers shall be mentioned on the form.
- c. Attested copies of the CNIC or the passport of beneficial owners and the proxy shall be furnished with the proxy form.
- d. In case of corporate entity, the Board's resolution/power of attorney with specimen signature shall be furnished along with proxy form to the Company.

Change of registered office of the Company
Statement of Material Facts under Section 134(3) of the Companies Act, 2017.

This statement sets out the material facts pertaining to the special business to be transacted in the Extraordinary General Meeting of the Company to be held on 31st July 2026.

The Board of Directors of the Company has decided and approved in its meeting held on 27th April 2026 to shift the Registered Office of the Company from Karachi (SINDH) to Lahore (PUNJAB). The Memorandum and Articles of Association of the Company shall be amended accordingly.

The reason of shifting is that the Head Office of the Company is already situated in Lahore and all the directors are residents of Lahore. Therefore, for the smooth running of the operations and minimizing of administrative costs the Registered Office is being shifted to Lahore.