

06 October 2026

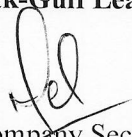
The General Manager
Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi.

Subject: Notice of Annual General Meeting – Post Publication

Dear Sir,

Enclosed please find a copy of the Notice of the Annual General Meeting of Pak-Gulf Leasing Company Limited to be held on 27th October 2026 at 4:30 p.m, published in “The Nation” (the daily English) and “Nawa-e-Waqt” (the daily Urdu) newspaper on 6th October 2026.

Yours Sincerely,
For and on Behalf of
Pak-Gulf Leasing Company Limited


Company Secretary

Pak-Gulf Leasing Company Limited

NOTICE OF 33RD ANNUAL GENERAL MEETING

Notice is hereby given that the 33rd Annual General Meeting of Pak-Gulf Leasing Company Limited will be held at the Company's Registered Office/Videolink, UNIBRO House, Ground and Mezzanine Floor, Plot No. 114, 9th East Street, Phase-I DHA, Karachi-75500, on Tuesday, October 27, 2026 at 04:30 p.m. to transact the following business:

- A. ORDINARY BUSINESS:**
- To read and confirm the minutes of the 32nd Annual General Meeting held on October 24, 2025;
 - To receive, consider and adopt the Audited Financial Statements of the Company for the year ended June 30, 2026 together with Directors' and Auditors' Report thereon;
 - In accordance with section 223 of the Companies Act, 2017 and pursuant to S.R.O. 385(I)(2022) dated March 21, 2023, the Annual Report of the Company for the year ended June 30, 2026, including the annual audited financial statements have been uploaded on the website of the Company which can be accessed through the following website and QR enabled code:
- Website

QR Enabled Code
- <https://www.pakgulfleasing.com/Financials.html>
- To appoint Statutory Auditors of the Company for the year ending June 30, 2027 and fix their remuneration;
- B. SPECIAL BUSINESS:**
- To consider and, if deemed appropriate, to approve and adopt, with or without modification, the following Special Resolution for amendment in the Memorandum of Association of the Company, subject to the approval of the Securities and Exchange Commission of Pakistan (the "Commission"):
- RESOLVED THAT** Clause II of the Company's Memorandum of Association be and is hereby deleted in its entirety and replaced with the following clause, which shall be read as under:
- Clause II (1) of the Memorandum of Association**
- The principal business of the Company shall be to carry on, subject to the applicable laws, rules, regulations, notifications, circulars, directives, terms and conditions and approvals of the Securities and Exchange Commission of Pakistan (the "Commission"), all businesses and activities permitted in relation to investment finance services and such other non-banking finance activities as may be lawfully undertaken by the Company from time to time.
- The Company shall conduct its business in accordance with all applicable laws, rules and regulations for the time being in force, including, where applicable, the Non-Banking Finance Companies (Establishment and Regulation) Rules, 2003, the Non-Banking Finance Companies and Notified Entities Regulations, 2003, as amended, substituted or re-enacted from time to time, and any other applicable regulatory framework prescribed by the Commission.
- Clause II (2) of the Memorandum of Association**
- Subject to the provisions of this Memorandum and the applicable laws and regulatory requirements, the Company may carry on all such lawful businesses and activities as are incidental, ancillary or conducive to the attainment of its principal objects and may take all such steps, actions and measures as may be necessary or expedient in connection therewith.
- Clause II (3) of the Memorandum of Association**
- Notwithstanding anything contained in the foregoing objects, nothing in this Memorandum shall be construed as authorizing or empowering the Company to undertake, directly or indirectly, any business or activity which the Company is prohibited or restricted from undertaking under any applicable law or regulatory requirement. In particular, the Company shall not undertake or carry on the business of:
- a Banking Company;
 - a Merchant Management Company;
 - a Finance Company;
 - a Securities Broker; or
 - any other business, activity or undertaking which is prohibited or restricted under any law for the time being in force or which the Commission may, by notification, direction, regulation or otherwise, prohibit or restrict the Company from undertaking.
- Clause II (4) of the Memorandum of Association**
- The Company shall not:
- commence, undertake or carry on any business or activity for which any approval, permission, consent, license, registration, authorization or other regulatory requirement is prescribed under any applicable law unless and until such approval, permission, consent, license, registration or authorization has been duly obtained from the relevant competent authority;
 - undertake or participate in any business or operation prohibited under this Memorandum or applicable law;
 - launch, operate, promote, facilitate or participate in any multi-level marketing (MLM), pyramid scheme, Ponzi scheme or any similar or related scheme or activity;
 - undertake, promote or operate any lottery business, except to the extent expressly permitted by applicable law and duly authorized by the competent authority; or
 - undertake any other activity which is prohibited by the Commission or any other competent regulatory authority.
- RESOLVED THAT** Clause V of the Company's Memorandum of Association be and is hereby deleted in its entirety and replaced with the following clause, which shall be read as under:
- Clause V of the Memorandum of Association**
- The Authorized Capital of the Company is Rs. 1,000,000,000/- (Rupees One Billion only) divided into 100,000,000 (One Hundred Million) Ordinary shares of Rs. 10/- (Rupees Ten) each.
- FURTHER RESOLVED THAT** the Chief Executive Officer and the Company Secretary of the Company be and are hereby jointly and severally authorized and empowered to do or cause to be done all such acts, deeds and things as may be necessary or required from time to time to complete all necessary legal and corporate formalities and to give effect to these resolutions, subject to such changes or modifications in the Memorandum of Association of the Company as may be required by the Commission.
- To consider and, if deemed appropriate, to approve and adopt, with or without modification, the following Special Resolution(s) for amendment in the Articles of Association of the Company, subject to the approval of the Securities and Exchange Commission of Pakistan (the "Commission"):
- RESOLVED THAT** the Article 4 of the Company's Articles of Association be and is hereby deleted in its entirety and replaced with the following clause, which shall be read as under:
- Article 4 of the Articles of Association**
- The Authorized Capital of the Company is Rs. 1,000,000,000/- (Rupees One Billion only) divided into 100,000,000 (One Hundred Million) Ordinary shares of Rs. 10/- (Rupees Ten) each. The Company shall have the power to increase, reduce or recognize the capital of the Company and divide shares in the capital for the time being into several classes constituting ordinary shares in accordance with the provisions of the Companies Act, 2017.
- FURTHER RESOLVED THAT** the Company's Articles of Association shall be amended to incorporate the requisite changes of revised laws, including the Companies Act, 2017.
- FURTHER RESOLVED THAT** the Chief Executive Officer and the Company Secretary of the Company be and are hereby jointly and severally authorized and empowered to do or cause to be done all such acts, deeds and things as may be necessary or required from time to time to complete all necessary legal and corporate formalities and to give effect to these resolutions, subject to such changes or modifications in the Articles of Association of the Company as may be required by the Commission.
- C. ANY OTHER BUSINESS**
- To transact any other business with the permission of the Chair.
- Statement under Section 134(3) of the Companies Act, 2017 concerning special business is annexed to the notice of meeting for information of the members of the Company.
- By Order of the Board
- Company Secretary
- Karachi, October 06, 2026
- Notes:
- Book Closure
- The Register of Members of the Company shall remain closed from October 21, 2026 to October 27, 2026 (both days inclusive). Transfer received in order at the office of the Share Registrar at the time of the business on October 20, 2026, will be considered in time for attending the AGM.
 - The shareholders interested to participate in the AGM through video link are requested to share below information at companysecretary@pakgulfleasing.com for their appointment and proxy's verification at least 48 hours before the time of AGM.
- | Name of Shareholder | CNIC No. | Folio No./CDC Account No. | Cell No. | Email Address |
|---------------------|----------|---------------------------|----------|---------------|
|---------------------|----------|---------------------------|----------|---------------|
- Votes for the meeting will be sent to members at their provided email addresses informing them to attend the meeting on the given date and time. Voting facility will open 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 AGM proceedings through their devices after completing all the formalities required for the identification and verification of the shareholders.
- Member entitled to attend and vote at the Annual General Meeting of the Company is entitled to appoint a proxy to attend and vote on his/her behalf.
 - The instrument appointing a proxy and the power of attorney or other authority under which it is signed or a notarially certified copy of the power of attorney must be deposited at the registered office of the Company at least 48 hours before the time of the meeting.
 - CDC account holders will further have to follow the under mentioned guidelines as laid down by the Securities and Exchange Commission of Pakistan (SECP).
- A. For attending the meeting:**
- 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 authenticate his/her identity by showing his/her original 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 nominees shall be produced (unless it has been provided earlier) at the time of the Meeting.
- B. For appointing proxies:**
- In case of individuals, the account holder or sub-account holder or the person whose securities are in group account and their registration details are uploaded as per the regulations, shall submit the proxy form accordingly.
 - 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 meeting.
 - 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 proxy form to the Company.
- E-Voting & Postal Ballot:**
- The members are hereby notified that the SECP, vide Companies (Postal Ballot) Regulations, 2018 requires all the listed companies to provide the right to vote through electronic voting facility and to allow members to exercise their voting rights through e-voting facility.
 - Accordingly, the members of the Company will be allowed to exercise their right to vote through e-voting facility or by post in this General Meeting.
 - In accordance with the conditions mentioned in the aforesaid regulations, the Company shall provide its members with the following options for voting:
- Procedure for E-voting:**
 - Details of the e-voting facility will be shared through an e-mail with those members of the Company who have their valid CNIC numbers, cell numbers, and e-mail addresses available in the register of members of the Company by the close of business of October 20, 2026.
 - The web address, login details, will be communicated to members via email. The security codes will be communicated to members through SMS from web portal of MCA 21 (Securities and Exchange Commission of Pakistan) linked with 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 times will start from October 22, 2026, 08:00 a.m., and shall close on October 25, 2026 at 5:00 p.m. Members can cast their votes any time during 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**
 - Members may alternatively opt for voting through postal ballot. Ballot Paper is available for download from the website of the Company <https://www.pakgulfleasing.com>, or use the same published in the newspaper. The signature on the ballot paper shall match with the signature on CNIC.
 - The members shall ensure that they and signed ballot paper, along with copy of CNIC/NDOP or Passport (in case of foreign national), should reach the Chairman of the meeting through post on the Company's registered address one day before the General Meeting, during working hours. A postal ballot received after this time/date shall not be considered for voting.
- Video Link Facility:**
- In compliance with Section 134(1)(b) of the Companies Act, 2017, members of the Company may attend and participate in the Annual General Meeting (AGM) through video link facility, if members(s) residing in a city other than Karachi, collectively holding 10% or more of the shareholding of the Company, demand to participate in the AGM through video conference facility at least seven (7) days prior to the date of the AGM.
 - Members intending to avail themselves of this facility are requested to submit the prescribed form, containing the requisite information, available on the Company's website, duly completed and signed by the shareholder, to the Registered Office of the Company within the prescribed time.
 - Availability of Annual Audited Financial Statements on the Company's website
- A. In accordance with the provisions of the Companies Act, 2017, the Audited Financial Statements of the Company for the year ended June 30, 2026 are available on the Company's website <https://www.pakgulfleasing.com/Financials.html>. In addition to the annual and quarterly financial statements for the previous years.**
- However, if a shareholder, in addition, requests a hard copy of Annual Report, the same shall be provided free of cost within seven days of receipt of such request. For convenience of shareholders, a "Standard Request Form Annual Report" has also been made available on the Company's website.
- Transmission of Annual Report**
- Pursuant to S.R.O. 452(I)(2022) dated 17 March 2025 and in order to meet the requirement of Section 223 of the Companies Act, 2017 the Company has transmitted the Notice of AGM together with the website and QR code for downloading the Annual Report electronically via email to those shareholders whose email addresses are available in the records of the Company's Share Registrar. In cases where shareholders' email addresses are not available, printed notices of the AGM, together with the website and QR code for downloading the Annual Report, have been dispatched.
- Updating of Email/Cell Numbers**
- To comply with requirement of Section 119 of the Companies Act, 2017 and Regulation 47 of the Companies Regulations, 2024, all physical shareholders are requested to provide their email address, mobile number and notify change there, if any to the Company's Share Registrar for incorporation in our members register. Shareholders maintaining their shares in electronic form should have their email address and mobile number updated with their participant or CDC Investor Accounts Service. This service will also enable our shareholders to cast their vote through e-voting for all businesses classified as special business under the Companies Act, 2017.
- CNIC / NTN**
- The Securities and Exchange Commission of Pakistan (SECP) vide its notification SRO 83(I)(2012) dated 5 July 2012 requires that the dividend warrant(s) should bear CNIC number of the registered member or the authorized person, except in case of minor(s) and corporate members. Accordingly, members who have not yet submitted copy of their valid CNIC or in case of corporate entities, are requested to submit the same to the Company's Share Registrar, in case of non-compliance, the Company may withhold dividend, till such time they provide the valid copy of their CNIC as per law.
- E-Mandate**
- After the promulgation of the Companies Act, 2017 the listed companies are obliged to pay cash dividend through electronic mode only by directly crediting the dividend amount in the designated bank accounts of the entitled shareholders. Accordingly, the shareholders who hold shares in physical form are requested to submit the e-dividend in the Company's registered office with the shareholders who hold shares in Central Depository Company are requested to submit the e-dividend mandate to the participant/investor account service of the Central Depository Company Limited. In case of non-compliance, the Company will have to make the dividend payment in cash and the shareholders will not be able to make payment of dividend.
- Filed and Non-Filed Status:**
- Pursuant to the provisions of Finance Act, 2026 effective 1 July 2026, deduction of income tax from dividend payments shall be made on the basis of Filed and non-Filed status as follows:
 - For Filed of income tax returns 15%
 - For non-Filed of income tax returns 30%

Income Tax will be deducted on the basis of Active Tax Payers List posted on the Federal Board of Revenue website. Members seeking exemption from deduction of income tax or are eligible for deduction at a reduced rate are requested to submit a valid tax certificate or necessary documentary evidence, as the case may be.

The shareholders who have joint shareholdings held by Filed and Non-Filed shall be dealt with separately and in such particular situation, each account holder is to be treated as either a Filed or a Non-Filed and tax will be deducted according to his shareholding. If the share is not ascertainable from each account holder will be assumed to hold equal proportion of shares and the deduction will be made accordingly. Therefore, in order to avoid deduction of tax at a higher rate, the joint account holders are requested to provide the details of their shareholding to the Share Registrar of the Company.

Zakat Exemption:

14. Zakat will be deducted from the dividends at source at the rate of 2.5% of the paid-up value of the share (Rs. 10/- each) and will be deposited within the prescribed period with the relevant authority. In case of claiming exemption, please submit your Zakat Declarations under Zakat and Ushr Ordinance, 1980 and Rule 4 of Zakat (Deduction and Refund) Rules, 1981. Shareholders who hold Shares in physical form, please deposit their Zakat Declaration on Form CD-50 with the Company's Share Registrar with mentioning Folio No. and Name. Shareholders who hold shares in book entry shall deposit their zakat declaration on Form CD-50 with the Company's Investor Accounts Services/CDC Participant/Stockholders with mentioning CDC Account No. and name of shareholder.

Deposit of Physical Share in CDC Account

15. As per Section 72 of the Companies Act, 2017 every listed company shall be required to replace its physical shares with book-entry form in a manner as may be specified and from the date notified by the Commission, within a period not exceeding four years from the commencement of the Act, i.e., May 30, 2017. The Shareholders having physical shareholding are requested to open CDC sub-account with any of the brokers or Investor Account directly with CDC to place their physical shares into scrip-less form.

Unclaimed Dividend and Bonus Shares:

16. Pursuant to Section 214 of the Act, any shares issued, or dividends declared by the Company, which remain unclaimed for a period of three years from the date they became due and payable shall vest with the Federal Government after completion of procedure prescribed under the Act. Shareholders, who by any reason, could not claim their dividend and/or bonus shares, if any, are advised to contact the Company's Share Registrar to collect/unclaim their unclaimed dividend and/or bonus shares, if any.

Change in Members address:

17. Shareholders are requested to notify change of their addresses, if any, immediately, to the Company's Share Registrar.

18. The Securities and Exchange Commission of Pakistan (the "SECP"), through its Circular 2 of 2018, dated February 9, 2018 and S.R.O.452(I)(2025) has strictly prohibited companies from providing gifts or incentives, in kind of gifts (token/souvenirs/medals/trophies) in any form or manner, to the shareholders at or in connection with general meetings. Under Section 185 of the Act, any violation of this directive is considered an offense, and companies failing to comply may face penalties.

Code of Conduct for Shareholders in General Meeting

19. As per Section 215 of the Companies Act, 2017 ("the Act") and Regulation 55 of the Companies Regulations, 2024, "Conduct of Shareholders at Meetings", the shareholders attending the meeting:

- shall not bring such material that may cause threat to participants or premises where meeting is being held;
- shall confine themselves to the agenda items covered in the notice of meeting;
- shall keep comments and discussion restricted to the affairs of the Company; and
- shall not conduct in a manner to disclose any political affiliation or offend religious susceptibility of other members

STATEMENT OF MATERIAL FACTS UNDER SECTION 134 (3) OF THE COMPANIES ACT, 2017

This Statement sets out the material facts concerning the Special Business(es) proposed to be transacted at the 33rd Annual General Meeting of the Company to be held on October 27, 2026.

AGENDA ITEM 4: Amendment in Memorandum of Association.

The Board of Directors has recommended the amendment of Clause II of the Memorandum of Association of the Company to align the Company's objects and business activities so as to enable the Company to undertake and cover investment finance services (IFS) permissible under the applicable NBFC Rules and Regulations and other relevant laws, rules, and regulatory requirements.

Further, considering the Company's anticipated business growth, future funding requirements, and potential increase in paid-up capital, the Board of Directors has proposed to increase the Authorized Capital of the Company from the existing Rs. 500 million (Rs. 500,000,000/-) divided into 50 million ordinary shares of Rs. 10/- each, to Rs. 1 billion (Rs. 1,000,000,000/-), divided into 100 million ordinary shares of Rs. 10/- each.

The proposed increase in the authorized share capital of the Company will also necessitate an amendment to Clause V of the Memorandum of Association of the Company.

In accordance with Section 32 of the Companies Act, 2017, any alteration to the Memorandum of Association requires the approval of the shareholders by way of a Special Resolution of the Company.

The Directors, Sponsors, majority shareholders, and their relatives have no direct or indirect interest in the proposed Special Business, except to the extent of their respective shareholding in the Company.

AGENDA ITEM 5: Amendment in Articles of Association.

The Board of Directors has recommended the amendment of Article 4 of the Articles of Association to reflect the increase in the authorized share capital of the Company from Rupees Five Hundred Million (Rs. 500,000,000/-) only to Rupees One Billion (Rs. 1,000,000,000/-) only.

Further, amendments to the Articles of Association of the Company are proposed to incorporate the changes required to align the Articles with the applicable laws, including the Companies Act, 2017, and the relevant regulatory requirements.

In accordance with Section 38 of the Companies Act, 2017, any amendment to the Articles of Association requires the approval of the shareholders by way of a Special Resolution of the Company.

The Directors, Sponsors, majority shareholders, and their relatives have no direct or indirect interest in the proposed Special Business, except to the extent of their respective shareholding in the Company.

Detailed Information regarding the proposed amendments will be available for inspection by members at the Company's Registered Office, UNIBRO House, Ground and Mezzanine Floor, Plot No. 114, 9th East Street, Phase-I DHA, Karachi-75500, on working days during office hours from October 6, 2026 to October 26, 2026. In addition, details of the proposed amendments will be available for inspection by members at the 33rd Annual General Meeting of Shareholders to be held on October 27, 2026.

Pak-Gulf Leasing Company Limited BALLOT PAPER

Ballot paper for e-voting or voting through post at the 33rd Annual General Meeting to be held on Tuesday, October 27, 2026 at 04:30 pm at Company's Registered Office/Videolink, UNIBRO House, Ground and Mezzanine Floor, Plot No. 114, 9th East Street, Phase-I DHA, Karachi-75500

Contact details of the Chairman, where duly filled and signed ballot paper may be sent:

Registered address of the Company: UNIBRO House, Ground and Mezzanine Floor, Plot No. 114, 9th East Street, Phase-I DHA, Karachi-75500

Email: chairman@pakgulfleasing.com companysecretary@pakgulfleasing.com

Name of shareholder/joint shareholders	Registered Address	Number of shares held and folio number	CNIC/NDOP Number or Passport Number (in case of Foreign national) (copy to be attached)	Additional Information and endorses (in case of representative of body corporate, co-ordination and Federal Government)
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; (in case if both the boxes are marked as "X", the vote shall be treated as "Not Valid")				
S.No.	Nature and Description of resolutions	I/We assent to the Resolutions (FOR)	I/We dissent to the Resolutions (AGAINST)	

- Special Resolution (Agenda No. 4)**

RESOLVED THAT clause II of the Company's Memorandum of Association be and is hereby deleted in its entirety and replaced with the following clause, which shall be read as under:

Clause II (1) of the Memorandum of Association

The principal business of the Company shall be to carry on, subject to the applicable laws, rules, regulations, notifications, circulars, directives, terms and conditions and approvals of the Securities and Exchange Commission of Pakistan (the "Commission"), all businesses and activities permitted in relation to investment finance services and such other non-banking finance activities as may be lawfully undertaken by the Company from time to time.

The Company shall conduct its business in accordance with all applicable laws, rules and regulations for the time being in force, including, where applicable, the Non-Banking Finance Companies (Establishment and Regulation) Rules, 2003, the Non-Banking Finance Companies and Notified Entities Regulations, 2003, as amended, substituted or re-enacted from time to time, and any other applicable regulatory framework prescribed by the Commission.

Clause II (2) of the Memorandum of Association:

Subject to the provisions of this Memorandum and the applicable laws and regulatory requirements, the Company may carry on all such lawful businesses and activities as are incidental, ancillary or conducive to the attainment of its principal objects and may take all such steps, actions and measures as may be necessary or expedient in connection therewith.

Clause II (3) of the Memorandum of Association

Notwithstanding anything contained in the foregoing objects, nothing in this Memorandum shall be construed as authorizing or empowering the Company to undertake, directly or indirectly, any business or activity which the Company is prohibited or restricted from undertaking under any applicable law or regulatory requirement. In particular, the Company shall not undertake or carry on the business of:

 - a Banking Company;
 - a Merchant Management Company;
 - a Finance Company;
 - a Securities Broker; or
 - any other business, activity or undertaking which is prohibited or restricted under any law for the time being in force or which the Commission may, by notification, direction, regulation or otherwise, prohibit or restrict the Company from undertaking.

Clause II (4) of the Memorandum of Association

The Company shall not:

 - commence, undertake or carry on any business or activity for which any approval, permission, consent, license, registration, authorization or other regulatory requirement is prescribed under any applicable law unless and until such approval, permission, consent, license, registration or authorization has been duly obtained from the relevant competent authority;
 - undertake or participate in any business or operation prohibited under this Memorandum or applicable law;
 - launch, operate, promote, facilitate or participate in any multi-level marketing (MLM), pyramid scheme, Ponzi scheme or any similar or related scheme or activity;
 - undertake, promote or operate any lottery business, except to the extent expressly permitted by applicable law and duly authorized by the competent authority; or
 - undertake any other activity which is prohibited by the Commission or any other competent regulatory authority.
- RESOLVED THAT** Clause V of the Company's Memorandum of Association be and is hereby deleted in its entirety and replaced with the following clause, which shall be read as under:

Clause V of the Memorandum of Association

The Authorized Capital of the Company is Rs. 1,000,000,000/- (Rupees One Billion only) divided into 100,000,000 (One Hundred Million) Ordinary shares of Rs. 10/- (Rupees Ten) each.

FURTHER RESOLVED THAT the Chief Executive Officer and the Company Secretary of the Company be and are hereby jointly and severally authorized and empowered to do or cause to be done all such acts, deeds and things as may be necessary or required from time to time to complete all necessary legal and corporate formalities and to give effect to these resolutions, subject to such changes or modifications in the Memorandum of Association of the Company as may be required by the Commission.

To consider and, if deemed appropriate, to approve and adopt, with or without modification, the following Special Resolution(s) for amendment in the Articles of Association of the Company, subject to the approval of the Securities and Exchange Commission of Pakistan (the "Commission"):

RESOLVED THAT the Article 4 of the Company's Articles of Association be and is hereby deleted in its entirety and replaced with the following clause, which shall be read as under:

Article 4 of the Articles of Association

The Authorized Capital of the Company is Rs. 1,000,000,000/- (Rupees One Billion only) divided into 100,000,000 (One Hundred Million) Ordinary shares of Rs. 10/- (Rupees Ten) each. The Company shall have the power to increase, reduce or recognize the capital of the Company and divide shares in the capital for the time being into several classes constituting ordinary shares in accordance with the provisions of the Companies Act, 2017.

FURTHER RESOLVED THAT the Company's Articles of Association shall be amended to incorporate the requisite changes of revised laws, including the Companies Act, 2017.

FURTHER RESOLVED THAT the Chief Executive Officer and the Company Secretary of the Company be and are hereby jointly and severally authorized and empowered to do or cause to be done all such acts, deeds and things as may be necessary or required from time to time to complete all necessary legal and corporate formalities and to give effect to these resolutions, subject to such changes or modifications in the Articles of Association of the Company as may be required by the Commission.
- Special Resolution (Agenda No. 5)**

RESOLVED THAT the Article 4 of the Company's Articles of Association be and is hereby deleted in its entirety and replaced with the following clause, which shall be read as under:

Article 4 of the Articles of Association

The Authorized Capital of the Company is Rs. 1,000,000,000/- (Rupees One Billion only) divided into 100,000,000 (One Hundred Million) Ordinary shares of Rs. 10/- (Rupees Ten) each. The Company shall have the power to increase, reduce or recognize the capital of the Company and divide shares in the capital for the time being into several classes constituting ordinary shares in accordance with the provisions of the Companies Act, 2017.

FURTHER RESOLVED THAT the Company's Articles of Association shall be amended to incorporate the requisite changes of revised laws, including the Companies Act, 2017.

FURTHER RESOLVED THAT the Chief Executive Officer and the Company Secretary of the Company be and are hereby jointly and severally authorized and empowered to do or cause to be done all such acts, deeds and things as may be necessary or required from time to time to complete all necessary legal and corporate formalities and to give effect to these resolutions, subject to such changes or modifications in the Articles of Association of the Company as may be required by the Commission.

Signature of shareholder(s) / Proxyholder
Authorized Representative (in case of corporate entity)

Date: _____

NOTE:

- Duly filled ballot paper should be sent to the Chairman, at the above-mentioned postal address or email address (with attention to the Company Secretary).
- Copy of CNIC/NDOP or Passport (in case of foreign national) should be enclosed with the ballot paper.
- Ballot paper should reach the Chairman of the meeting on or before October 26, 2026 during working hours. Any ballot paper received after this, will not be considered for voting.
- Signature on ballot paper should match with signature on CNIC/NDOP.
- Unstamped, unsigned, incomplete, defaced, torn, mutilated, over-written ballot paper will be rejected.
- In case of representative of body corporate and co-ordination, the ballot must be accompanied by copy of CNIC of authorized person, along with a duly attested copy of Board Resolution, Power of Attorney or Authorization in case these have been submitted along with the Proxy Form.
- Ballot Paper has also been placed on the website of the Company <https://www.pakgulfleasing.com>. Members may download the ballot paper from the website or use original (copy) published in the newspaper or copy of ballot paper dispatched / mailed to them.

