



**Bank Alfalah**

The Way Forward

**BALLOT PAPER**

**Ballot Paper for Voting through Post for the Special Business(es) at the Annual General Meeting of Bank Alfalah Limited to be held on 26th March, 2026 at 10.30 a.m. at Movenpick Hotel, Karachi)**

Duly filled/signed ballot paper to be sent to the Chairman, Bank Alfalah Limited, 3rd Floor, B.A. Building, I.I. Chundrigar Road, Karachi (website: www.bankalfalah.com) or by email at cosec@bankalfalah.com:

Folio / CDS Account Number		No. of shares held	
Name of Shareholder / Joint Shareholders			
Registered Address			
CNIC/ NICOP/ Passport Number (copy attached)			
Additional information and enclosures (in case of representative of body Corporate, Corporation and Federal Government)			
Name of the Proxy holder			

I/We hereby exercise my/our vote in respect of the special businesses through ballot by conveying my/our assent or dissent to the resolutions by placing tick (✓) mark in the appropriate box below:

Nature and Description of Resolutions	No. of Ordinary shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
<p><b>Agenda Item No. 6</b> <b>Special Business – Ordinary Resolution</b> Amendments in the Directors' Remuneration Policy of the Bank and its Annexure-A in accordance with the amendments advised by the State Bank of Pakistan ("the SBP") in the Corporate Governance Regulatory Framework for Banks/DFIs vide BPRD Circular Letter No. 24 of 2025 dated 12th December 2025.</p>			
<p><b>Agenda Item No. 7</b> <b>Special Business – Special Resolution</b> To approve/authorize Bank Alfalah Limited to sell its Bangladesh Operations to Bank Asia Limited, Bangladesh, for a consideration of BDT 5,800,000,000/-, equivalent USD 47.50 Mn approx., being the base consideration, subject to agreed closing adjustments by way of merger of the BAFL-Bangladesh Operations of Bank Alfalah with and in to Bank Asia Limited as per the applicable laws and regulations, subject to the approval/sanction of the applicable regulatory authorities and compliance with applicable rules/regulations in Pakistan and Bangladesh.</p>			
<p><b>Agenda Item No. 8</b> <b>Special Business – Special Resolution</b> The existing capital of the Bank, including authorized, issued and paid-up capital, is to be sub-divided in a manner that each ordinary share of the Bank having the face value of PKR 10/- will be subdivided into 2 ordinary shares of PKR 5/- each, the rights attaching to the new shares will be strictly proportional to the rights attached to the previous shares so sub-divided.  Accordingly, the Authorized Capital of the Bank will be subdivided from 2,300,000,000 Ordinary Shares of PKR 10/- each to 4,600,000,000 Ordinary Shares of PKR 5/- each and the issued and paid-up capital of the Bank comprising of 1,577,165,119 Ordinary Shares of PKR 10/- each is to be subdivided into 3,154,330,238 Ordinary Shares of PKR 5/- each.</p>			
<p><b>Agenda Item No. 9</b> <b>Special Business – Special Resolution</b> In the event of conversion of the TFC Issue in accordance with the requirements of the Instructions for Basel III Implementation in Pakistan, as issued pursuant to the circulars of the SBP, the maximum number of ordinary shares (subject to the implementation of the stock split) to be issued upon such conversion shall be capped at 400,000,000/- (Four Hundred Million) additional ordinary shares, or such other number as may be determined in consultation with, and subject to the approval of, the SBP, and that any such conversion and issuance of shares shall further be subject to obtaining all requisite approvals of the Securities and Exchange Commission of Pakistan.</p>			

Place:

Date:

\_\_\_\_\_  
Signature Shareholder / Proxy Holder  
/ Authorized Signatory

**Note:** The complete text of Resolutions and Statement of Material Facts have already been sent to the members along with Notice of the 34th Annual General Meeting to be held on 26th March 2026.

**Procedure for Electronic Voting Facility and Voting through Postal Ballot on Special Business at the Annual General Meeting of the Bank to be held on March 26, 2026 at 10.30 A.M at Movenpick Hotel, Karachi.**

The Members are hereby notified that pursuant to the Companies (Postal Ballot) Regulations, 2018 ("the Regulations"), issued by the Securities and Exchange Commission of Pakistan ("SECP") wherein, the SECP has directed the listed companies to provide the right to vote through electronic voting facility and voting by post to the Members on all businesses classified as special business.

Accordingly, the members of Bank Alfalah Limited ("the Bank") will be allowed to exercise their right to vote through electronic voting facility and voting by post for the special business in its forthcoming Annual General Meeting to be held on March 26, 2026 at 10.30 a.m., in accordance with the requirements and subject to the conditions contained in the aforesaid Regulations.

For the convenience of the members, the ballot paper is also available on the Bank's website at [www.bankalfalah.com](http://www.bankalfalah.com) for download.

**SCRUTINIZER:**

In compliance with the provisions of the Regulations, the Bank has appointed, M/s. S. M. Suhail & Co. Chartered Accountants, as the Scrutinizer. M/s. S. M. Suhail & Co. have confirmed that they have been given a satisfactory rating under the Quality Control Review program of the Institute of Chartered Accountants of Pakistan, and that the firm and all their partners are compliant with the requirement of Code of Ethics, as adopted by the Institute of Chartered Accountants of Pakistan.

**PROCEDURE FOR E-VOTING:**

1. Details of the e-voting facility will be shared through an e-mail with those members of the Bank who have their valid CNIC numbers, cell numbers, and e-mail addresses available in the register of members of the Bank by the close of business on March 18, 2026.
2. The web address, login details, and password, will be communicated to members via email. The security codes will be communicated through SMS from the web portal of Share Registrar/Balloter (the e-voting service provider).
3. Identity of the members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.
4. E-Voting will start from March 19, 2026, 09:00 a.m. and shall close on March 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.

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**PROCEDURE FOR SUBMISSION OF BALLOT PAPER THROUGH POST:**

The members shall ensure that duly filled and signed the provided ballot paper along with copy of CNIC, in case of individual and in case of body corporate, acceptable identification documents should reach the Chairman of the meeting through post at Company Secretariat, Bank Alfalah Limited, 3rd Floor, B.A. Building, I.I. Chundrigar Road, Karachi or by email at [cosec@bankalfalah.com](mailto:cosec@bankalfalah.com) one (01) day before the day of voting i.e. March 25, 2026 till 5:00 p.m.

**NOTES:**

1. Duly filled ballot paper should be sent to the Chairman at (Company Secretariat, Bank Alfalah Limited, 3rd Floor, B.A. Building, I.I. Chundrigar Road, Karachi) or email at [cosec@bankalfalah.com](mailto:cosec@bankalfalah.com)
2. Copy of CNIC/ NICOP/ Passport (in case of foreigner) should be enclosed with the postal ballot form.
3. Ballot paper should reach the Chairman within business hours by or before March 25, 2026. Any postal ballot received after this date, will not be considered for voting.
4. Please indicate your vote by ticking (✓) the relevant box.
5. Signature on ballot paper should match with signature on CNIC/ Passport (In case of foreigner).
6. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot paper will be rejected.
7. In case if both the boxes are marked as (✓), your Ballot Paper shall be treated as "Rejected".
8. In case of a representative of a body Corporate, Corporation or Federal Government, 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.
9. Ballot Paper has also been placed on the website of the Bank at [bankalfalah.com](http://bankalfalah.com) Members may download the ballot paper from the website or use an original/photocopy published in newspapers.