

NOTICE OF THE 40TH ANNUAL GENERAL MEETING

Notice is hereby given that the 40th Annual General Meeting (the AGM) of OLP Financial Services Pakistan Limited (the Company) will be held on Thursday, October 22, 2026, at 10:00 a.m. at iROOTS College, Wisdom Square Auditorium, Plot 27, Shahrah-e-Faisal, Darul Aman Society, Block 7 & 8, Karachi and also through video link (Zoom Application), to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements (Consolidated and Unconsolidated) of the Company for the year ended June 30, 2026, the Auditors' Report and Directors' Report thereon and Chairman's Review Report.

In accordance with Section 223(6) of the Companies Act 2017 ("the Act"), and pursuant to the SRO 389(I)/2023 dated March 21, 2023, the Financial Statements of the Company can be accessed through the following weblink and/or QR enabled code:



<https://www.olpfinance.com/investor-relations>

2. To consider and approve the final dividend for the year ended June 30, 2026, in cash at PKR 4 per share of PKR 10/- (40%), as recommended by the Board of Directors, which is in addition to the 20% Interim Cash Dividend (i.e. PKR. 2 per share) already paid.
3. To appoint auditors of the Company for the financial year 2026-27 and fix their remuneration.
4. To elect 07 (seven) Directors of the Company as fixed by the Board of Directors on September 17, 2026 in accordance with Section 159(1) of the Companies Act, 2017 for the term of three years commencing from October 22, 2026. The names of retiring Directors are stated hereunder:
 1. Mr. Khalid Aziz Mirza
 2. Mr. Rashid Ahmed Jafer
 3. Mr. Anwar Mansoor Khan
 4. Mr. Yoshiaki Matsuoka
 5. Ms. Yoko Miura
 6. Ms. Kotoko Sato
 7. Mr. Ramon Alfrey
5. To transact any other ordinary business of the Company with the permission of the Chairman

The Statement of material facts under the section 166(3) of the Companies Act, 2017, is annexed with the notice of AGM circulated to Shareholders.

Karachi
Thursday, October 01, 2026

BY ORDER OF THE BOARD
NADEEM AMIR ALI
Company Secretary

NOTES

1. PROHIBITION ON GRANT OF GIFTS TO SHAREHOLDERS

The Securities and Exchange Commission of Pakistan (the "SECP"), through its Circular 2 of 2018, dated February 9, 2018, has strictly prohibited companies from providing gifts or incentives, in lieu of gifts (tokens/coupons/lunches/takeaway/packages) in any form or manner, to 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.

2. PARTICIPATION IN ANNUAL GENERAL MEETING (AGM) THROUGH ELECTRONIC MEANS:

To attend and participate in the AGM through video link facility, members are requested to register themselves by providing the following particulars with the Company Secretary by emailing to agm@olpfinance.com at least 48 hours before the AGM.

Name of Shareholder	CNIC No.	Folio No./ CDC Account No.	Mobile No.	Email Address

Video link details and login credentials (ZOOM Application) will be shared with those shareholders who have shown their intent to attend the meeting containing all the particulars as mentioned above.

3. BOOK CLOSURE

- 3.1** The Members' Register shall remain closed from October 15, 2026 to October 22, 2026 (both days inclusive). Transfers in good order received at the office of the Company's Share Registrar before the close of the business on October 14, 2026, will be treated in time to attend the AGM and for entitlement to the dividend. Address of the Company's Share Registrar is as follows:

FAMCO Share Registration Services (Private) Limited
8-F, Near Hotel Faran, Nursery, Block-6, PECHS, Main Shahr-e-Faisal
Karachi-74400 Pakistan
Phone: +92 (021) 34380101-105
Email: info.shares@famcosrs.com

- 3.2** All Shareholders entitled to attend, speak and vote at the AGM may appoint a proxy to attend, speak and vote on behalf of the Shareholder. The proxy needs to be a Member of the Company. Form of proxy, in order to be valid must be properly filled-in/executed and received at the registered office of the Company situated at OLP Building, Plot No 16, Sector No 24, Korangi Industrial Area, Karachi or at Company's Share Registrar Office not later than 48 hours before the time of the meeting excluding holidays.
- 3.3** The Shareholders and their proxies are required to produce their Computerized National Identity Card (CNIC) or passport for identification purpose, at the time of attending the AGM. The Proxy Form must be submitted to the Company within stipulated time as mentioned in note 3.2 above, duly witnessed by two persons whose names, addresses and CNIC numbers must be mentioned on the Proxy Form, along with attested copies of the CNICs or passports of the beneficial owner and the proxy. In case of corporate entity, the resolution of the Board of Directors or power of attorney with specimen signature of the nominee shall be produced at the time of AGM. The Proxy Form is available on Company's website (www.olpfinance.com/investor-relations/).

3.4 Members holding shares in physical form are requested to promptly notify Shares Registrar of the Company of any change in their addresses or any other particulars. Shareholders maintaining their shares in electronic form should have their address updated with their participant or CDC Investor Accounts Service.

3.5 CDC account holders shall also follow the guidelines as laid down by the Securities and Exchange Commission of Pakistan (SECP).

4. ELECTION OF DIRECTORS

Any person who seeks to contest an election for the office of Director, shall whether he/she is a retiring Director or otherwise, file with the Company the following documents at its registered office not later than fourteen (14) days before the date of the meeting:

- (i) His/her intention to offer him/herself for the election of Directors along with duly signed consent under Section 159(3) of the Companies Act 2017 and declaration to act as Director;
- (ii) Undertaking on non-judicial stamp paper in respect of being compliant with the requirements of the Companies Act, 2017 and Listed Companies (Code of Corporate Governance) Regulations, 2019 to act as the director of a listed company;
- (iii) Fit and Proper Test for appointment of Directors as contained in Annexures A of Non-Banking Finance Companies and Notified Entities Regulations, 2008 along with questionnaire duly completed;
- (iv) Affidavit to, inter alia, meet the requirement of Annexure B of Non-Banking Finance Companies and Notified Entities Regulations, 2008; and
- (v) Educational documents, resume, recent photograph, profile for uploading at website and copy of CNIC / passport, wealth statement and income tax return.

For Independent Director:

Along with the documents mentioned above, any person willing to contest election as Independent Director is required to submit the following additional documents:

- (a) Declaration by independent director(s) in terms of Regulation 6(3) of the Listed Companies (Code of Corporate Governance) Regulations, 2019;
- (b) Undertaking on non-judicial stamp paper that he/she meets the requirements of sub-regulation (1) of Regulation 4 of the Companies (Manner and Selection of Independent Directors) Regulations, 2018; and
- (c) Evidence that his/her name is included in the Data portal of Independent Director maintained by the Pakistan Institute of Corporate Governance (PICG).

5. AVAILABILITY OF AUDITED FINANCIAL STATEMENTS ON THE WEBSITE

The Financial Statements for the year ended June 30, 2026, along with the Auditor's and Directors' Report have been placed on the Company's website (www.olpfinance.com/investor-relations/) in addition to the quarterly financial statements.

6. ELECTRONIC TRANSMISSION OF ANNUAL REPORT 2026

In compliance with section 223(6) of the Act and pursuant to the S.R.O. 389(I)/2023 dated March 21, 2023, the Company has electronically transmitted the Annual Report 2026 through weblink, QR enabled code and through email to Members whose email addresses are available with the Company's Share Registrar, M/s. FAMCO Share Registration Services (Private) Limited. However, in cases, where email addresses are not available with the Company's Share Registrar, printed copies of the notices of AGM along-with the QR enabled code/weblink to download the Annual Report 2026 (containing the financial statements), have been dispatched to Shareholders at their registered addresses. Annual Report 2026 is also available electronically on PUCARS system of Pakistan Stock Exchange and the Company's website.

Additionally, if a Shareholder requests for a hard copy of the Annual Audited Financial Statements, the same will be provided free of cost within seven working days of receipt of such request. For the Shareholders' convenience, a 'Standard Request Form for Provision of Annual Audited Financial Statements' has also been made available on the Company's website.

7. SUBMISSION OF COPIES OF CNICs/NTN

Pursuant to the directives of the SECP, the dividends of Members whose valid CNIC or NTN (in case of corporate entities) are not available with the Share Registrar would be withheld. Members are therefore, requested to submit a copy of their valid CNIC or NTN (if not already provided) to the Company's Share Registrar, M/s. FAMCO Share Registration Services (Private) Limited.

8. PAYMENT OF CASH DIVIDEND THROUGH ELECTRONIC MODE

As per Section 242 of the Companies Act, 2017, a listed company shall pay cash dividend to its shareholders only through electronic mode directly into the bank account designated by the entitled shareholder. Therefore, the physical dividend warrants will not be issued to the Company's Shareholders. In order to receive dividend into respective bank accounts, the Shareholders are requested (if not already provided) to fill in the Dividend Mandate Form for Electronic Credit of Cash Dividend, available on the Company's website and send the duly signed form, along with a copy of CNIC & copy of cheque leaf/account maintenance certificate/any other relevant document confirming bank account title of shareholder to the Company's Share Registrar in case of physical shares. In case shares are held in the CDC/Brokerage House, Dividend Mandate Form must be directly submitted to the CDC investor account services/respective participant accounts. In case of non-receipt of information, the Company will be obliged to withhold payment of dividends to such shareholders.

9. DEDUCTION OF INCOME TAX FROM DIVIDEND UNDER SECTION 150 OF THE INCOME TAX ORDINANCE 2001

9.1 According to the provisions of the Finance Act 2026 effective July 2026, the rate of deduction of the Income Tax from dividend payments has been as follows:

- i. The Rate of Income Tax deduction for filers of the Income Tax returns is 15%
- ii. The Rate of Income Tax deduction for non-filers of Income tax returns is 30%

The Shareholders whose names are not entered into the Active Tax-payers List (ATL) on the first day of book closure available on FBR's website, despite the fact that they have filed their returns, are advised to ensure that their names be entered in ATL. Otherwise, the tax on their cash dividend will be deducted @ 30% instead of 15%.

9.2 Withholding Tax exemption from the dividend income shall only be allowed if a copy of the valid tax exemption certificate or stay order from a competent court of law is made available to the Company's Share Registrar by the first day of the book closure.

- 9.3** Withholding tax will be determined separately on 'Filer/Non-filer' status of principal shareholder as well as joint-holder(s) based on their shareholding proportions. In this regard, the Shareholders who hold the Company's shares jointly are requested to provide shareholding proportions of the principal shareholder and joint-holder(s) in respect of shares held by them (if not already provided) to the Company's Share Registrar in writing, within ten (10) days of this notice. Otherwise, it will be assumed that the shares are equally held by the principal shareholder and joint holder(s).
- 9.4** The Corporate Shareholders having CDC accounts are required to have their complete NTN updated with their respective participants, and the corporate physical shareholders are requested to send a copy of their NTN certificate to the Company's Share Registrar. The Shareholders while sending NTN or NTN certificates, as the case may be, must quote the company's name and their respective folio numbers.

10. VIDEO CONFERENCE FACILITY

Pursuant to the SECP's circular No. 10/2014, dated May 21, 2014, and Section 134(1)(b) of the Companies Act 2017, the Members can also avail video conference facility at places other than Karachi (since the AGM is scheduled to be held in Karachi); provided that the Company shall receive consent from members holding in aggregate 10% or more shareholding, residing at a geographical location, to participate in the meeting through video conference at least 10 days prior to the AGM. The Company will arrange a video conference facility in the city subject to availability of such facility in that city. In this regard, the Shareholders are requested to send duly signed Form of Video Conference Facility, available on Company's website to the Company's Share Registrar.

11. UNCLAIMED DIVIDEND AND UNDELIVERED SHARE CERTIFICATES

The Company has previously discharged its responsibility under Section 244 of the Companies Act, 2017 whereby the Company approached the Shareholders to claim their unclaimed dividends and undelivered share certificates in accordance with the law.

Shareholders, whose dividends still remain unclaimed and/or undelivered share certificates are available with the Company, are hereby once again requested to approach the Company to claim their outstanding dividend amounts and/or undelivered share certificates.

12. CONVERSION OF PHYSICAL SHARES INTO CDC ACCOUNT

The SECP through its letter No. CSD/ED/Misc./2016-639-640 dated March 26, 2021, advised listed companies to pursue shareholders holding shares in physical form for conversion of their shareholding into book-entry form in accordance with Section 72 of the Companies Act, 2017.

In continuation of the Company's earlier reminder through newspaper publication dated December 20, 2024, Shareholders who still hold shares in physical form are once again requested to convert their shareholding into book-entry form at the earliest.

13. PROCEDURE FOR E-VOTING AND POSTAL BALLOT

Pursuant to the Companies (Postal Ballot) Regulations, 2018 read with Sections 143 and 144 of the Companies Act, 2017, Members will be allowed to exercise their right of vote through postal ballot i.e. voting by post or through any electronic mode, in accordance with the requirements and procedure contained in the aforesaid Regulations if the number of directors who offer themselves to be elected will be more than the number of elected directors fixed by the Board under section 159(1) of the Companies Act, 2017.

(I) E-VOTING PROCEDURE

- (a) Details of e-voting facility will be shared through 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 on the first day of book closure.
- (b) The security codes will be communicated to members through SMS from the web portal of FAMCO Share Registration Services (Private) Limited. The Company has made arrangements with FAMCO Share Registration Services (Private) Limited for provision of the e-voting facility, which will become operational in the event that the number of candidates exceeds the number of Directors fixed by the Board.
- (c) Identity of the Members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.
- (d) E-Voting lines will start from October 15, 2026, 17:00 hours and shall close on October 21, 2026 at 17:00 hours. 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.

(II) POSTAL BALLOT

Members may alternatively opt for voting through postal ballot. The Members shall ensure that duly filled and signed ballot paper, along with copy of their CNIC, should reach the Chairman of the meeting through post on the Company's registered address, OLP Financial Services Pakistan Limited, OLP Building Plot No. 16, Sector No. 24, Korangi Industrial Area, Karachi or email with subject "Voting through Postal Ballot" at agm@olpfinance.com not later than one day before the AGM on October 21, 2026, by 5:00 pm. The signature on the ballot paper shall match the signature on CNIC. Postal Ballot Paper will be placed on the Company's website (www.olpfinance.com/investor-relations/) at least seven (7) days before the meeting.

14. APPOINTMENT OF SCRUTINIZER

Under Regulation 11 of the Companies (Postal Ballot) Regulations, 2018, the Board has appointed M/s. Grant Thornton, Anjum Rahman & Co. Chartered Accountants, a QCR rated audit firm, to act as the Scrutinizer of the Company for the purpose of election of directors in the AGM and to undertake other responsibilities as defined in Regulation 11A of the Regulations. M/s. Grant Thornton, Anjum Rahman & Co. Chartered Accountants, possesses the requisite qualification and experience to independently scrutinize the election and voting process. Further details regarding the Scrutinizer are available at www.grantthornton.pk/en/.

STATEMENT OF MATERIAL FACTS UNDER SECTION 166(3) OF THE COMPANIES ACT, 2017

This statement sets out the material facts regarding the appointment of Independent Director given at Agenda No. 4 of the Notice, intended to be transacted at the AGM.

Independent Directors

Pursuant to Section 166(3) of the Companies Act, 2017, Independent Directors will be elected through the process of election of directors in terms of Section 159 of the Companies Act, 2017. After the receipt of notice/intention to contest for elections with the Company, the Company will ensure that following criteria shall be met:

- (a) They meet the independence criteria as set out in Section 166(2) of the Companies Act, 2017;
- (b) Their names are included in the data bank maintained by Pakistan Institute of Corporate Governance (PICG) as required under section 166(1) of the Companies Act, 2017; and
- (c) They meet the eligibility criteria as provided in Regulation 4 of the Companies (Manner and Selection of Independent Directors) Regulations, 2018.