NOTICE OF EXTRAORDINARY GENERAL MEETING

TO BE HELD ON

WEDNESDAY, AUGUST 12, 2026

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of the shareholders of IBL HealthCare Limited will be held on Wednesday, August 12, 2026 at 12:00 p.m. at Indus Suite, Avari Towers, Fatimah Jinnah Road, Karachi as well as through video conferencing facility to transact the following business;

ORDINARY BUSINESS

1. To confirm the minutes of annual general meeting held on October 28, 2025.

2. To elect seven (7) directors of the company as fixed by the Board of Directors in accordance with Section 159 (1) of the Companies Act, 2017 for a term of three (3) years in place of following retiring directors who are eligible for re-election.

1. Mr. Mufti Zia ul Islam	2. Mr. Munis Abdullah
3. Mr. Omer Iqbal Awan	3. Dr. Atta ur Rahman
5. Mr. Zubair Razzak Palwala	6. Mrs. Fareen Naz Qureshi
7. Mr. Sheraz Khan	

The statement of material facts as required under Section 166(3) of the Act is being dispatched to the members along with the notice of EOGM.

OTHER BUSINESS

3. To transact any other business of the company with the permission of the Chair.

By the order of the board

Hussain Murtaza
Company Secretary

July 22nd, 2026

NOTES:

A. Book closure:

i. The share transfer books will remain closed from Aug 05th, 2026 to Aug 12th, 2026 (both days inclusive). Transfers in good order, received at the office of Company's Share Registrar, M/s CDC Share Registrar Services Limited, CDC House, 99 – B, Block 'B', S.M.C.H.S., Shahrah-e-Faisal, Karachi-74400 by close of the business on August 04th, 2026 will be treated in time for the purpose of attending & voting at the extraordinary general meeting.

ii. **Circulation of notice through mail**

Pursuant to S.R.O 452(I)/2025, Notice of the EOGM shall be circulated to members at their registered email addresses provided to the Company, in accordance with applicable laws.

B. Participation in EOGM through Electronic Means

Shareholders interested in attending the EoGM through Zoom application are hereby requested to get themselves registered with the Company latest by August 11, 2026 at 12:00 pm (PST) by sending an email with subject "Registration for IBLHL EOGM" at **hussain.murtaza@iblhc.com** along with a valid scanned copy of their CNIC. While participating through electronic means, members are advised to provide the following mandatory information:

Name of Shareholder	Company	CNIC No.	Folio / CDS No.	Cell No.	Email Address
	IBL Healthcare Limited				

Members will be registered after necessary verification as per the above required information and will be provided with a video link at their provided email address. Login facility will be opened thirty (30) minutes before the meeting time to enable the participants to join the meeting after identification process.

Shareholders can also provide their comments and questions for the agenda items of the EOGM at the email address **hussain.murtaza@iblhc.com**

C. Participation in the Extraordinary General Meeting via Physical Presence including through Proxy:

Members whose names appear in the Register of Members as of August 04th, 2026, are entitled to attend and vote at the EOGM. A member entitled to attend and vote at the EoGM is entitled to appoint a proxy to attend, speak and vote for him/her. The proxy need not be a member of the Company.

An instrument of proxy applicable for the EOGM is being provided with the Notice sent to the members. Proxy form may also be downloaded from the Company's website: **https://iblhc.com/investor-relations**. An instrument of proxy and the power of attorney or other authority, if any, under which it is signed, or a certified true copy of such power or authority duly notarized must, to be valid, be received by the Company's Registered Office: 2nd Floor, One IBL Centre, Plot No. 1, Block 7 & 8, Tipu Sultan Road, Off Shahrah-e-Faisal, Karachi-75350 (attention to the Company Secretary) or email at hussain.murtaza@iblhc.com not less than 48 hours before the time of EOGM, i.e. before 12:00 p.m. on August 10th, 2026.

Members having physical shareholding are requested to submit a copy of their Computerized National Identity Card (CNIC) at the registered address to our Share Registrar: CDC Share Registrar Services Limited (CDCSR), CDC House, 99 – B, Block 'B', S.M.C.H.S., Main Shahra-e-Faisal, Karachi-74400. CDC account holders may submit to their respective CDC Participant/ Stockbroker / Investor Account Services.

Members are requested to intimate any changes in address immediately to Company's Share Registrar, CDC Share Registrar Services Limited, CDC House, 99 – B, Block 'B', S.M.C.H.S., Shahrah-e-Faisal, Karachi-74400.

If a member appoints more than one proxy and more than one instrument of proxy is deposited by a member, all such instruments of proxy shall be rendered invalid.

D. Election of Directors

Any member, who seeks to contest election of directors, shall file with the company at its registered office 2nd floor, One IBL Centre, Block 7&8, DMCHS, Tipu Sultan Road, off Shahrah-e-Faisal, Karachi or email scanned copies at hussain.murtaza@iblhc.com not later than fourteen (14) days before the date of the aforementioned meeting.

i. Consent to act as a director on Appendix to Form – 09 (duly completed and signed by the candidate as required under section 167(1) of the Act.
ii. Details of other Directorship(s) and office(s) held.
iii. Detailed profile including qualifications, experience, competencies, office address and directorships held in other companies.
iv. A declaration to the effect that he/she is aware of duties and powers of Directors under the Act, the Rule Book of Pakistan Stock Exchange Limited, The Regulations and other relevant and prevalent applicable laws and regulations.
v. A declaration in respect of being compliant with the requirements of CCG 2019 and eligibility criteria as set out in the Companies Act, 2017 to act as a director of listed company.
vi. Copy of valid CNIC (in case of a Pakistani national) or Passport (in case of a foreign national), along with NTN & Folio No./CDC Investor Account No./CDC Sub Account No. (applicable for a person filing consent for the first time as such).

Independent Director(s) shall meet the criteria laid down in Section 166(2) of the Act and the Companies (Manner and Selection of Independent Directors) Regulations, 2018 and ensure that his/her name must be included in the databank of Independent Directors maintained by the Pakistan Institute of Corporate Governance. Accordingly, the following additional documents are also required to be submitted by the candidate(s) intending to contest for election as Independent Director(s):

i. Declaration confirming that he/she meets the criteria of independence prescribed under Section 166(2) of the Companies Act, 2017 and Clause 6(3) of the Listed Companies (Code of Corporate Governance) Regulations, 2019;
ii. Evidence of inclusion of his/her name in the databank of Independent Directors maintained by PICG.
iii. Any other document, declaration or undertaking as may be required under the Companies Act, 2017, the Companies (Manner and Selection of Independent Directors) Regulations, 2018, the Listed Companies (Code of Corporate Governance) Regulations, 2019 or any directives issued by the Securities and Exchange Commission of Pakistan (SECP).

E. Procedure for E-voting and Voting Through Postal Ballot

Pursuant to the Companies (Postal Ballot) Regulations, 2018 and notified amendments, members will be allowed to exercise the right to vote through electronic voting facility and postal ballot for the purpose of election of directors, if the number of persons who offer themselves to be elected is more than the number of directors fixed under Section 159 of the Act, 2017 voting shall be conducted in the manner and as per the procedures contained in the Regulations.

F. Voting rights of members at the EOGM under S.R.O 451(I)/2025

Pursuant to S.R.O. 451(I)/2025 dated March 13, 2025, issued by the Securities and Exchange Commission of Pakistan (SECP), members / shareholders who did not cast their vote through electronic voting or postal ballot prior to the date of the EOGM and attend the meeting in person shall be allowed to cast their vote in person at the EOGM through ballot paper.

Proxy holders duly appointed by members in accordance with applicable laws and the Company's proxy requirements shall also be permitted to cast the vote of the member they represent at the EOGM through ballot paper, provided that the member has not exercised voting rights through electronic voting or postal ballot prior to the meeting. Such proxy holders must present their original CNIC in case of individual and in case of corporate entity, the Board of Directors' resolution / power of attorney, the valid proxy instrument (submitted not later than 48 hours before the meeting) under the Company's proxy guidelines at the time of attending the EOGM.

G. Appointment of Scrutinizer

In accordance with regulation 11 of the Companies (Postal Ballot) Regulation, 2018 (the Regulation), for the purpose of conducting and supervising the voting process as defined in regulation 11A of the Regulation in connection with the election of Directors at the EoGM, the Board of Directors has appointed M/s. S.M. Suhail & Co, Chartered Accountants (Since 1983) as Scrutinizer. The firm is duly qualified in terms of section 247 of the Companies Act, 2017 and holds a satisfactory Quality Control Review (QCR) rating from the Institute of Chartered Accountants of Pakistan (ICAP). The Scrutinizer possesses the necessary knowledge and experience to independently scrutinize the voting process in accordance with the applicable legal requirements.

H. Conversion of Physical Shares into Book-Entry Form

Section 72 (2) of the Companies Act, 2017 provides that every existing company shall be required to replace its physical shares with the book-entry form within four (4) years of the date of the promulgation of the Act. Further, SECP vide its letter dated 26 March 2021 has directed listed companies to pursue their shareholders holding securities in physical form to convert the same in the book-entry form. To ensure compliance with the aforementioned provision and to be benefited by holding securities in the book-entry form, all shareholders holding shares in physical form are again requested to convert their shares into book-entry form.

I. Submission of Copy of CNIC / NTN Certificate (Mandatory)

Members are requested to provide copy of valid CNIC/NTN Certificate to their respective Participant/CDC Investor Account Services in case of book-entry form, or to Company's Share Registrar in case of physical form, duly quoting thereon Company's name and respective folio numbers.

J. Prohibition of distribution of gifts

The Securities and Exchange Commission of Pakistan (the "SECP") vide S.R.O.452(1)/2025 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.

K. Request for Video conference facility:

In term of SECP's Circular No. 10 of 2014 dated May 21, 2014 read with the provisions contained under section 134(1)(b) of the Act, if the Company receives request /demand 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 date of meeting, the Company will arrange video conference facility in that city, subject to availability of such facility in that city.

I/We, ____ of _______________________ being a member of the IBL HealthCare Limited, holder of ______ordinary shares as per registered folio # ____________ hereby opt for video conference facility at

____
Signature of Member (s)

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

This statement sets out the material facts concerning the Election of Directors to be carried out at the EOGM.

As a listed company, the Company is required to have Independent Directors on its Board in accordance with the requirements of the Listed Companies (Code of Corporate Governance) Regulations, 2019. The Company shall ensure that its election of Independent Directors complies with the requirements of Sections 159 and 166(2) of the Companies Act, 2017, the Companies (Manner and Selection of Independent Directors) Regulations, 2018, and that such Independent Directors are included in the databank of Independent Directors maintained by the Pakistan Institute of Corporate Governance.

Core competencies, diversity, skillset, knowledge and experience of the election contestants shall also be considered during the finalization of Independent Directors.

The Directors are not interested, directly or indirectly, in the above business other than as shareholders of the Company and to the extent that they are eligible to contest the election of directors.

The final list of contesting directors will be circulated/published not later than 7 (seven) days before the date of the EOGM, in terms of Section 159(4) of the Act. Further, the website of the Company will also be updated with the information required under the Act and the Regulations in relation to the election of directors.