NOTICE OF

ANNUAL GENERAL MEETING

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Notice is hereby given that the Annual General Meeting ("AGM") of the members of BF Biosciences Limited ("the Company") will be held on Wednesday, 28 October 2026 at 12:15 P.M. at Blue Lagoon, Masood Akhter Kiani Road, Rawalpindi and through video-link, to transact the following business:

Ordinary Business:

1. To confirm minutes of the Annual General Meeting held on 25 October 2025.

2. To receive, consider and adopt the audited financial statements of the Company for the year ended 30 June 2026 together with the Chairman's Review, Directors and Auditors' reports thereon.

3. To appoint Auditors for the year ending 30 June 2027 and fix their remuneration.

Special Business:

4.To consider and approve the related party transactions conducted during the financial year 2025-26, and to authorize Board of Directors to approve all future related party transactions and to pass, with or without modification, the following resolutions as 'Special Resolutions':

Resolved that the related parties' transactions conducted by the Company as disclosed in note 36 of the financial statements for the year ended 30 June 2026, be and are hereby ratified and confirmed.

Further resolved that the Company be and is hereby authorized to enter into related party transactions from time to time and to the extent deemed fit and approved by Board of Directors.

Other Business:

5. To transact any other business with the permission of the chair.

Statement of Material Facts as required under Section 134(3) of the Companies Act, 2017 is hereby annexed with the Annual General Meeting notice.

By order of the Board



Abdur Rehman
Company Secretary

Rawalpindi
28 September 2026

NOTICE OF **ANNUAL GENERAL MEETING**

NOTES:

1. Book closure:
The Share Transfer Books of the Company will be closed from 21 October 2026 to 28 October 2026 (both days inclusive). Transfers received at the office of the Company's Share Registrar at M/s CDC Share Registrar Services Limited, CDC House, 99-B, Block-B, S.M.C.H.S., Main Shahra e Faisal, Karachi, at the close of business on 20 October 2026 will be treated in time to attend annual general meeting.

2. Participation in the AGM:
Members whose names are appearing in the Register of Members as of close of business on 20 October 2026, are entitled to attend and vote at the AGM. A Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend, speak and vote for him/her. In case of individuals, a proxy must be a Member of the Company.

Copy of the Form of Proxy may be downloaded from the Company's website: www.bfbio.com.

Form of Proxy and the Power of Attorney or any other authority (if any) under which it is signed, or a notarial certified copy/CTC of such power or authority, must be valid and submitted through email on cs@bfbio.com not less than 48 hours before the time of holding AGM.

Members are requested to submit a copy of their Computerized National Identity Card/Smart National Identity Card (CNIC/SNIC), if not already provided and immediately notify changes in the registered address to our Shares Registrar, CDC Share Registrar Services Limited.

3. Procedure for Attending AGM through Video-link facility:
Shareholders interested to participate in the meeting through video link are requested to email their Name, Folio Number, Cell Number, and Number of Shares held in their name with subject "Registration for BF Biosciences Limited AGM - 2026" along with valid copy of both sides of Computerized National Identity Card (CNIC) at cs@bfbio.com. The video link and login credentials will be shared with only those members/designated proxies whose emails, containing all the required particulars, are received at least 48 hours before the time of AGM.

4. Guidelines for Central Depository Company of Pakistan Limited ('CDC') Account Holders:

a. For Attending the AGM:
(i) 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 sharing a copy of his/her CNIC/SNIC or passport through email (as mentioned in the notes) at least 48 hours before the time of holding AGM.

(ii) In case of corporate entity, the Board of Directors' resolution / Power of Attorney with specimen signature of the nominee shall be shared through email at cs@bfbio.com (unless it has been provided earlier) at least 48 hours before the time of holding AGM.

b. For Appointing Proxies:
(i) 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 share the Form of Proxy as per the above requirement.

(ii) The Form of Proxy shall be witnessed by two persons whose names, addresses and CNIC/SNIC numbers shall be mentioned on the form.

(iii) Copies of CNIC/SNIC or the passport of the beneficial owners and the proxy shall be furnished with the Form of Proxy through email (as mentioned in the notes).

(iv) The proxy shall share a copy of his/her CNIC/SNIC or passport through email (as mentioned in the notes).

(v) In case of a corporate entity, the Board of Directors' resolution / Power of Attorney with specimen signature shall be submitted (unless it has been provided earlier) along with Form of Proxy to the Company through email (as mentioned in the notes).

5. Withholding Tax on Dividend:

Under Section 150 of the Income Tax Ordinance, 2001 following rates are prescribed for deduction of withholding tax on the amount of dividend paid by the companies. These rates are as under:

a.	Persons appearing in the Active Tax Payers' List (ATL)	15%
b.	Persons not appearing in the Active Tax Payers' List (ATL)	30%

Members whose names do not appear in the Active Tax Payers List (ATL) provided on the website of FBR (despite the fact that they are filers) are advised to make sure that their names are entered into ATL to avoid higher tax deductions against any future payment of dividend.

In case of joint shareholders, each shareholder is to be treated individually as either a filer or non-filer and tax will be deducted on the basis of shareholding of each shareholder or as may be notified by the shareholders in writing to our share registrar. In case no such notification is received, then each shareholder shall be assumed to have an equal number of shares.

6. Exemption from Deduction of Income Tax / Zakat:

Members seeking exemption from deduction of income tax or are eligible for deduction at a reduced rate, are requested to submit a valid tax exemption / reduced rate certificate or necessary documentary evidence as the case may be. Members desiring no deduction of zakat are also requested to submit a valid declaration for non-deduction of zakat. These requests must be submitted to our share registrar M/s CDC Share Registrar Services Limited, CDC House, 99-B, Block-B, S.M.C.H.S., Main Shahra e Faisal, Karachi.

7. Electronic Dividend Mandate:

Under the Section 242 of the Companies Act, 2017, it is mandatory for all listed Companies to pay cash dividend to its shareholders through electronic mode directly into the bank account designated by the entitled shareholders. In order to receive dividend directly into their bank account, shareholders are requested (if not already provided) to fill in Bank Mandate Form for Electronic Credit of Cash Dividend available on the Company's website and send it duly signed along with a copy of CNIC to the Share Registrar, CDC Share Registrar Services Limited, CDC House, 99-B, Block-B, S.M.C.H.S., Main Shahra e Faisal, Karachi in case of physical shares.

In case of shares held in CDC then Electronic Dividend Mandate Form must be directly submitted to shareholder's brokers / participant / CDC account services.

8. Submission of Valid CNIC:
Pursuant to the SECP directives the dividend of shareholders whose valid CNICs are not available with the Share Registrar could be withheld. All shareholders having physical shareholding are therefore advised to submit a photocopy of their valid CNIC immediately, if already not provided, to the Company's Share Registrar without any further delay.

9. Transfer of Physical Shares to CDC Account:
Pursuant to the section 72 of the Companies Act, 2017 listed companies are 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 date of promulgation of the Act.

The Shareholders who hold physical shares are encouraged 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.

10. Electronic Voting:
Members can exercise their right to demand a poll subject to meeting requirements of Section 143–145 of the Companies Act, 2017 and applicable clauses of the Companies (Postal Ballot) Regulations, 2018.

11. Procedure for Voting through Postal Ballot:
Pursuant to the Companies (Postal Ballot) Regulations, 2018 and other relevant laws & regulations, Members voting on items falling under Special Business will be allowed to exercise their right to vote through postal ballot i.e., voting by post or e-voting facility, in accordance with the requirements and procedure contained in the aforesaid Regulations.

In case of voting by post, the members must ensure that duly filled and signed ballot paper, along with a copy of Computerized National Identity Card (CNIC) should reach the Company's registered address at 197-A, The Mall, Rawalpindi, Pakistan or email at chairman@bfbio.com one day before the AGM i.e., 27 October 2026 before 5:00 p.m. A postal ballot received after this date / time shall not be considered for voting. For convenience of members, Ballot Paper is annexed to this notice and same is also available on the Company's website www.bfbio.com.

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 members register of the Company.

12. Requirement to Incorporate Email Address and Cell Number:
Members are requested to ensure that their email and cell number are duly updated in their physical folios maintained with Share Registrar of the Company and with their Broker / CDC Investor Account Services.

13. Video Conferencing Facility:
In accordance with provisions of the Companies Act, 2017, members can also avail video conference facility.

If the Company receives consent from members holding in aggregate 10% or more shareholding, residing at a geographical location other than the city of the meeting, to participate in the meeting through video conference at least 14 days prior to the date of the Annual General Meeting, the

Company will arrange video conference facility in that city subject to availability of such facility in that city. In this regard, a formal request must be submitted at registered address of the Company OR through e-mail at cs@bfbio.com.

14. Electronic Transmission of Financial Statements:

Pursuant to various notifications, the Securities and Exchange Commission of Pakistan (SECP) has directed all companies to circulate annual financial statements and notices of annual/extraordinary general meetings through email or any other media to their shareholders at their registered addresses.

Shareholders, who wish to receive the hardcopy of the annual financial statements, may email at cs@bfbio.com. The same shall be provided to the shareholders free of cost within seven working days of receipt of such request.

The financial statements of the Company for the year ended 30 June 2026 have been placed on the Company's website: www.bfbio.com.

NOTICE OF **ANNUAL GENERAL MEETING**

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 Annual General Meeting of the Company to be held on 28 October 2026.

Agenda Item 4: Approval of Related Party Transactions along with Authorization to Board of Directors for Related Party Transactions Approval

The Company carries out certain transactions with its related parties. These transactions are conducted in the ordinary course of business and on arm's length basis. As required under Listed Companies (Code of Corporate Governance) Regulations, 2019, all related party transactions are periodically reviewed by the Board Audit Committee before these are approved by the Board of Directors.

None of the directors have any direct interest in the related party transactions, except for common directorships due to which Members' approval under Sections 207 and / or 208 of the Companies Act, 2017, and Regulation 15 of the Listed Companies (Code of Corporate Governance) Regulations, 2019 is required.

Accordingly, an approval from the Members is hereby sought to ratify and confirm the related party transactions as disclosed in note 36 of the financial statements.

Further, the Company will continue to enter into transactions with its related parties during the financial year 2026-27. Approval of Members is also sought to authorize the Company to conduct such related party transactions and authorize Board of Directors to approve them from time to time.

BALLOT PAPER FOR

VOTING THROUGH POST

BALLOT PAPER FOR **VOTING THROUGH POST**

BALLOT PAPER FOR VOTING THROUGH POST FOR POLL TO BE HELD ON 28 OCTOBER 2026 AT 12:15 P.M. AT BLUE LAGOON, MASOOD AKHTER KIANI ROAD, RAWALPINDI

Registered Office: 197-A, The Mall, Rawalpindi.
Phone: +92-51-4252155-57, +92-51-2824096
Website: www.bfbio.com, E-mail: cs@bfbio.com

Designated address of the Chairman at which the duly filled in ballot paper may be sent:

Physical: 197-A, The Mall, Rawalpindi, Pakistan.
E-mail: chairman@bfbio.com

Name of shareholder/joint shareholders	
Registered Address	
Number of shares held and folio number	
CNIC Number (copy to be attached)	
Additional Information and enclosures (In case of representative of body corporate, corporation 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:

Sr. No.	Nature and Description of resolutions	No. of ordinary shares for which votes cast	I/We assent to the Resolutions (FOR)	I/We dissent to the Resolutions (AGAINST)
1	**Special Business - Agenda Item No. 4** **Resolved that** the related parties' transactions conducted by the Company as disclosed in note 36 of the financial statements for the year ended 30 June 2026, be and are hereby ratified and confirmed. **Further resolved that** the Company be and is hereby authorized to enter into related party transactions from time to time and to the extent deemed fit and approved by Board of Directors.			

_____
Signature of Shareholder(s)
Date:
Place:

CUT HERE

BALLOT PAPER FOR **VOTING THROUGH POST**

BALLOT PAPER FOR VOTING THROUGH POST FOR POLL TO BE HELD ON 28 OCTOBER 2026 AT 12:15 P.M. AT BLUE LAGOON, MASOOD AKHTER KIANI ROAD, RAWALPINDI

Procedure For Voting Through Postal Ballot:

- Duly filled Postal Ballot paper should be sent to the Chairman of BF Biosciences Limited at registered office address 197-A, The Mall, Rawalpindi or via e-mail at chairman@bfbio.com.
- Copy of CNIC or Passport (in case of foreign nationals only) should be enclosed with the Postal Ballot Form.
- Postal ballot forms should reach chairman of the meeting one day before the AGM i.e., 27 October 2026 before 5:00 p.m. Any postal ballot received after this date, will not be considered for voting.
- Signature on the Postal Ballot should match with the signature on CNIC/Passport.
- Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot paper will be rejected.
- In case of representative of Corporate Body or any other institution, Postal Ballot must be accompanied with the copy of CNIC/Passport of authorized person, attested copy of the Board Resolution etc. in accordance with Section(s) 138 or 139 of the Companies Act, 2017 as applicable. In case of foreign corporate body, all documents must be attested from the Consul General of Pakistan having jurisdiction over the Shareholder.
- Ballot Paper has also been placed at the Company's website https://www.bfbio.com.