

NOTICE OF STATUTORY MEETING

Notice is hereby given that Statutory Meeting of the Members of **PIA Holding Company Limited (PIAHCL)** will be held at **11:00 AM, on Saturday, February 22, 2025, at Pearl Continental Hotel, Rawalpindi**, to transact the following business:

1. To discuss and approve the Statutory Report.

Special Business:

2. To approve 'Remuneration of Directors' for attending Board and its Committee Meeting(s), by passing the following special resolution with or without modification:

"RESOLVED THAT the Remuneration Policy for the Directors of PIAHCL Board, as proposed in the 'Statement of Material Facts' annexed to this Notice in compliance with Section134(3) of the Companies Act, 2017, is hereby approved/ratified."

3. To consider any other business with the permission of the Chair.

The Statement under Section 134(3) of the Companies Act, 2017 setting forth all material facts regarding special business given in Agenda Item No. 2 is annexed to the notice being sent to the shareholders.

By Order of the Board

Rao Muhammad Imran
Company Secretary

Islamabad: January 31, 2025

NOTES:

1. The Statutory Report is available through QR enabled code and weblink as given hereunder:

Weblink	QR Code
https://piahcl.com.pk/investor-information.html	

PIA Holding Company Limited

2. The Statutory Report will also be circulated to the members through their emails as maintained with the PIA Holding Company Limited (the “**Company**”). Statutory Report including Notice of Statutory Meeting and Statement of Material Facts are also accessible through the website of the Company www.piahcl.com.pk.

3. **Notice of Book Closure:**

Share Transfer Books will be closed from **Friday, February 14, 2025 to Saturday, February 22, 2025 (both days inclusive)** when no transfer of shares will be accepted for registration. Transfers in good order, received at the office of PIAHCL’s Share Registrar/ Transfer Agent viz CDC Share Registrar Services Limited (CDCSRSL), CDC House, 99-B, Block-B, S.M.C.H.S, Main Shahrah-e-Faisal, Karachi up to 5:00 pm on **Thursday, February, 13, 2025** will be treated in time for the purpose of exercising the right of vote.

4. Any member of the Company entitled to attend and vote at the Statutory Meeting may appoint another member as their proxy to attend and vote on their behalf. Corporate entities, however, may appoint a proxy who need not to be a member. Proxies must be submitted at the Company’s Registered Office at least 48 hours prior to the meeting. Proxy forms, available in both English and Urdu, can be downloaded from the Company’s website at www.piahcl.com.pk.
5. Individual account holders or sub-account holders registered under CDC Regulations must authenticate their identity by presenting their original CNIC or passport at the meeting. For corporate entities, a Board of Directors’ Resolution or Power of Attorney with a specimen signature of the nominee must also be presented, unless previously submitted.
6. CDC account holders are required to adhere to SECP guidelines outlined in Circular 01 dated January 26, 2000. Proxy forms must be witnessed by two individuals, with their names, addresses, and CNIC numbers included. Attested copies of the CNIC or passport of the beneficial owner and proxy must accompany the Proxy Form and the proxy must present their original CNIC or passport at the meeting. For corporate entities, the required Board Resolution or Power of Attorney, along with the Proxy Form, must be submitted to the Company unless already provided.
7. Shareholders (holding physical scrips) are requested to promptly notify any change in their address to CDC Share Registrar Services Limited (CDCSRSL), CDC House, 99-B, Block-B, S.M.C.H.S. Main Shahrah-e-Faisal, Karachi.
8. As per Section 72 of the Companies Act, 2017, all listed companies are required to replace physical shares with book-entry form within four years from the promulgation of the Companies Act, 2017. Furthermore, SECP vide its letter No. CSD/ED/Misc/2016-639-640, dated March 26, 2021, had advised to comply with Section 72 of the Act and encourage shareholders to convert their physical shares into book-entry form. Accordingly, all shareholders of the Company having physical shares are requested to convert their shares into book-entry form at the earliest. The shareholders may contact the Company or Share Registrar, CDC Share Registrar Services Limited (CDCSR) for the conversion of physical

PIA Holding Company Limited

shares into book-entry form.

9. Polling on Special Business:

The members are hereby notified that pursuant to Companies (Postal Ballot) Regulations, 2018 (“the Regulations”) amended through Notification dated July 07, 2023, issued by the SECP, all the listed companies are required 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, members of the Company will be allowed to exercise their right to vote through electronic voting facility or voting by post for the special business in its forthcoming Statutory Meeting in accordance with the requirements and subject to the conditions contained in the aforesaid Regulations.

10. Procedure for Voting through Postal Ballot:

The members shall ensure that duly filled and signed ballot paper, along with copy of valid Computerized National Identity Card (CNIC), or passport for foreign member and Board Resolution / Power of Attorney for body corporate, Corporation and Federal Government, should reach the Chairman of the meeting through post at the Liaison Office of the Company **(The Company Secretary, 1st Floor, Executive Corridor, PIA Head Office Building, Karachi Airport)** or via email at corporate.affairs@piac.aero. The signature on the ballot paper should match the signature on CNIC / record of the Company. A postal ballot received after **Friday, February 21, 2025 at 5:00 P.M.**, shall not be considered for voting. For convenience of the members, Ballot Paper is annexed to this notice and the same is also available on the Company's website i.e. www.piahcl.com.pk

It shall be noted that in case of any dispute in voting including the casting of more than one vote, the Chairman shall be the deciding authority.

11. Procedure for E-Voting:

- a) Details of the e-voting facility will be shared through an email with those members of the Company who have their valid CNIC numbers, cell numbers and email addresses available in the register of members of the Company.
- b) 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 CDC Share Registrar Services Limited (being the e-voting service provider).
- 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 be open from **Friday, February 14, 2025** at 09:00 a.m. and shall close on **Friday, February 21, 2025** at 5:00 p.m. Members can cast their vote(s) any time

PIA Holding Company Limited

during this period. Once the vote on a resolution is cast by a Member, he / she shall not be allowed to change it subsequently.

- e) The e-voting service provider shall be required to keep the result of e-voting confidential and provide access to the Chairman of the Statutory Meeting in which poll was demanded to unblock result of e-voting on the day of poll.

12. **Online Participation:**

As per instructions of Securities and Exchange Commission of Pakistan, the Company has arranged video link facility for online participation of members in the Statutory Meeting. To attend the meeting through video link, the members are requested to register themselves by providing the following information along with valid copy of CNIC / passport/ certified copy of board resolution/power of attorney in case of corporate shareholders with the subject "Registration for PIA Holding Company Limited- Statutory Meeting" through email cdcsr@cdcsrsl.com or **Whatsapp No. 0321-8200864** at least 24 hours before the time and date of Meeting:

Name of Member	CNIC No.	CDC Account No. / Folio No.	Cell Number	Email Address

The members who are registered after the necessary verification, shall be provided a video link by the Company through return email. The Login facility will remain open from start of the meeting till its proceedings are concluded.