

“পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন”

“Investment in capital market involves certain degree of risks. The investors are required to read the prospectus and risk factors carefully, assess their own financial conditions and risk taking ability before making their investment decisions.”

**PUBLIC OFFER (IPO) OF 34,650,000 ORDINARY INITIAL SHARES OF TK. 10.00 (TEN) EACH
TOTALING TK. 346,500,000**

Issue Date of Prospectus	:	[*]
Opening Date of Subscription	:	[*]
Closing Date of Subscription	:	[*]



**DRAFT PROSPECTUS OF
ALLIANCE FINANCE PLC**

Laila Tower (Level 10), 8 South Gulshan Avenue,
Gulshan-1, Dhaka-1212

MANAGER TO THE ISSUE



UCB Investment Limited
Bulus Center (17th Floor), Plot: CWS(A)-1,
Road- 34, Gulshan Avenue, Dhaka-1212

CREDIT RATING STATUS		
Particulars	Long Term	Short Term
Entity rating	AA-	ST-2
Outlook	Stable	
Validity From	13 August 2026	
Validity of rating	12 August 2027	
Rating assigned by	Credit Rating Information and Services PLC	

PRELIMINARY INFORMATION AND DECLARATIONS

- (i) Name(s), address(s), telephone number(s), web address(s), e-mail(s), and contact persons of the issuer, issue manager(s), underwriter(s), registrar to the issue, auditors, credit rating company, legal advisor, shari'ah advisor, if any, and valuer, where applicable;

Issuer	Contact Person	Contact Number
Alliance Finance PLC Laila Tower (Level 10), 8 South Gulshan Avenue, Gulshan-1, Dhaka-1212	Kanti Kumar Saha Chief Executive Officer	Tel: +8802 222280410-11 Fax: +8802 222263413 E-mail: info@alliancefinanceplc.com Web: www.alliancefinanceplc.com

Issue Manager	Contact Person	Contact Number
UCB Investment Limited Bulus Center (17 th Floor), Plot: CWS(A)-1, Road: 34, Gulshan Avenue, Dhaka-1212	Tanzim Alamgir Managing Director & CEO	Tel: +88-02-55668070 E-mail: info@ucbil.com.bd Web: www.ucb-investment.com

Underwriter(s)	Contact Person	Contact Number
UCB Investment Limited Bulus Center (17 th Floor), Plot: CWS(A)-1, Road: 34, Gulshan Avenue, Dhaka-1212	Tanzim Alamgir Managing Director & CEO	Tel: +88-02-55668070 E-mail: info@ucbil.com.bd Web: www.ucb-investment.com
Prime Finance Capital Management Limited PFI Tower (7 th Floor) 56-57, Dilkusha C/A, Dhaka-1000	Mohammad Rajibul Islam Head of Issue	Tel: 02-223354874,76-77 Fax: 02-223354874,76-77 Email: info@primefincap.com Web: www.primefincap.com
NBL Capital & Equity Management Ltd. Printers Building (Level 9), 5 Rajuk Avenue, Dhaka-1000	Ms. Kamrun Naher Chief Executive Officer	Tel: +88-02 47118807 Fax: +88-02-47118805 Email: cemd@nblbd.com Website: www.nblceml.com
Green Delta Capital Limited Green Delta Aims Tower, 51-52, Mohakhali C/A, Dhaka-1212, Bangladesh	Mohammad Shohel Director, Equity Originator, Corporate and Institutional Investment Banking	Tel: +88 02222298076, +8801971955177 Email: shohel@greendeltacapital.com Website: www.greendeltacapital.com
Southeast Bank Capital Services Ltd. Rupayan Trade Center (10 th Floor), 114 Kazi Nazrul Islam Avenue, Banglamotor, Dhaka	Md Mominul Haque CFA Managing Director	Tel: +88 02 41032192, 41032196-97 Email: mominul@sebcapital.com.bd Website: www.sebcapital.com.bd

Registrar to the Issue

Registrar to the issue is not required for the issue.

Auditor	Contact Person	Contact Number
M M Rahman & Co. Chartered Accountants Level 10, Padma Life Tower, 115 Kazi Nazrul Islam Ave, Dhaka-1000	Syed Mahmud Ahmad, FCA Senior Partner	Tel: 02-41031382 Email: info@mmrahman.org Website: www.mmrahman.org

Credit Rating Company	Contact Person	Contact Number
Credit Rating Information and Services PLC Nakshi Homes (1st, 4th & 5th Floor) 6/1A, Segunbagicha Dhaka-1000, Bangladesh	Md. Asaduzzaman Khan Chief Executive Officer	Tel: +8802 226643012 - 6 Fax: +8802 9530995 Email: info@crislbd.com Website: www.crislbd.com

Legal Advisor

The Issuer has not appointed any legal advisor.

Valuer

The Issuer has not appointed any valuer.

(ii) The name(s) of the stock exchange(s) where the specified securities are proposed to be listed;

Stock Exchange(s)	Logo
Dhaka Stock Exchange PLC. DSE Tower, Road: 21, House: 46, Nikunja, Dhaka-1229	
Chittagong Stock Exchange PLC CSE Building, 1080, Sheikh Mujib Road Agrabad, Chittagong- 4100	

(iii) Names and dates of the newspapers where abridged version of prospectus was published;

Bengali Newspaper		
Sl. No	Name of the Newspaper	Date of Publication
1	[*]	[*]
2	[*]	[*]

English Newspaper		
Sl. No	Name of the Newspaper	Date of Publication
1	[*]	[*]
2	[*]	[*]

(iv) Definitions and Acronyms or Elaborations;

A	
AFPLC	Alliance Finance PLC
AGM	Annual General Meeting
ALCO	Asset and Liability Committee
Allotment	Allotment of Shares to Respective BO Account
B	
BAS	Bangladesh Accounting Standards
BB	Bangladesh Bank
BDT	Bangladeshi Taka
BODs	Board of Directors
BO	Beneficiary Owner
BSEC	Bangladesh Securities and Exchange Commission
BSA	Bangladesh Standards on Auditing
C	
CDBL	Central Depository Bangladesh Limited
CIB	Credit Information Bureau
CFO	Chief Financial Officer
CAR	Capital Adequacy Ratio
Commission	Bangladesh Securities and Exchange Commission
Company	Alliance Finance PLC
Companies Act	Companies Act, 1994 (Act. No. XVIII of 1994)
CSE	Chittagong Stock Exchange PLC
CIS	Collective Investment Scheme
D	
DFIM	Department of Financial Institutions and Markets
DSE	Dhaka Stock Exchange PLC
E	
EPS	Earnings per Share
EIs	Eligible Investors
EGM	Extraordinary General Meeting
ESS	Electronic Subscription System
F	
FC	Foreign Currency
FC	Finance Company
FCBs	Foreign Commercial Banks
FCRPD	Finance Company Regulation and Policy Department
FDR	Fixed Deposit Receipt
FY	Financial Year
G	
GDP	Gross Domestic Product
GP	General Public
H	
HR	Human Resource
I	
IPO	Initial Public Offer
Issuer	Alliance Finance PLC
Issue Manager	UCB Investment Limited
IFRS	International Financial Reporting Standards
IAS	International Accounting Standards
IVS	International Valuation Standards
N	
NAV	Net Asset Value
N/A	Not Applicable/Not Available

NBR	National Board of Revenue
NRB	Non-Resident Bangladeshi
NBFIs	Non-Banking Financial Institutions
NOC	No Objection Certificate
O	
Offer Price	Price of the securities of Alliance Finance PLC
P	
P/E	Price-to-Earnings Ratio
R	
RJSC	Registrar of Joint Stock Companies and Firms
R&D	Research and Development
ROA	Return on Assets
ROE	Return on Equity
S	
SLR	Statutory Liquidity Ratio
Sponsor	The sponsor shareholders of Alliance Finance PLC
Subscription	Application Money
T	
Tk.	Taka
U	
UCBIL	UCB Investment Limited
V	
VAT	Value Added Tax
W	
WDV	Written Down Value
Symbols	
[*]	Will be Determined after Receiving BSEC's Consent

(v) A person interested to get a prospectus may obtain from the issuer, and the issue manager(s);

(vi) If you have any query about this document, you may consult the issuer, issue manager and underwriter;

(vii) “CONSENT OF THE BANGLADESH SECURITIES AND EXCHANGE COMMISSION HAS BEEN OBTAINED TO THE ISSUE OR OFFER OF THESE SECURITIES UNDER THE SECURITIES AND EXCHANGE ORDINANCE, 1969, AND THE BANGLADESH SECURITIES AND EXCHANGE COMMISSION (PUBLIC OFFER OF EQUITY SECURITIES) RULES, 2025. IT MUST BE DISTINCTLY UNDERSTOOD THAT IN GIVING THIS CONSENT THE COMMISSION DOES NOT TAKE ANY RESPONSIBILITY FOR THE FINANCIAL SOUNDNESS OF THE ISSUER COMPANY, ANY OF ITS PROJECTS OR THE ISSUE PRICE OF ITS SECURITIES OR FOR THE CORRECTNESS OF ANY OF THE STATEMENTS MADE OR OPINION EXPRESSED WITH REGARD TO THEM. SUCH RESPONSIBILITY LIES WITH THE ISSUER, ITS DIRECTORS, CHIEF EXECUTIVE OFFICER, MANAGING DIRECTOR, CHIEF FINANCIAL OFFICER, COMPANY SECRETARY, ISSUE MANAGER, ISSUE MANAGER'S CHIEF EXECUTIVE OFFICER, UNDERWRITERS, AUDITOR(S), VALUER AND/OR CREDIT RATING COMPANY (IF ANY).”

(viii) Risks in relation to the First Issue

“This being the first issue of the issuer, there has been no formal market for the securities of the issuer. The face value of the securities is Tk. 10.00 (ten) and the issue price is Tk. 10, i.e. ‘1 times’ of the face value. The issue price has been determined and justified by the issuer and the issue manager or bidding by the eligible investors as stated under the paragraph on “Justification of Issue Price” should not be taken to be indicative of the market price of the securities after listing. No assurance can be given regarding an active or sustained trading of the securities or the price after listing.”

(ix) General Risk

“Investment in securities involves a degree of risk and investors should not invest any funds in this offer unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this offer. For taking an investment decision, investors must rely on their own examination of the issuer and the offer including the risks involved. The securities have not been recommended by the Bangladesh Securities and Exchange Commission (BSEC) nor does BSEC guarantee the accuracy or adequacy of this document. Specific attention of investors is invited to the statement of ‘risk factors’ given on page number(s) 136”

(x) Issuer’s Absolute Responsibility

“The issuer, having made all reasonable inquiries, accepts responsibility for and confirms that this red-herring prospectus or prospectus contains all material information with regard to the issuer and the issue, that the information contained in the red-herring prospectus or prospectus are true, fair and correct in all material aspects and are not misleading in any respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which make this document as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.”

AVAILABILITY OF PROSPECTUS

The Prospectus of Alliance Finance PLC shall be available at the offices of the following institutions and on their respective official websites.

Issuer		Contact Number
Alliance Finance PLC Laila Tower (Level 10), 8 South Gulshan Avenue, Gulshan-1, Dhaka-1212		Tel: +8802 222280410-11 Fax: +8802 222263413 E-mail: info@alliancefinanceplc.com Web: www.alliancefinanceplc.com
Issue Manager		
UCB Investment Limited Bulus Center (17 th Floor), Plot: CWS(A)-1, Road: 34, Gulshan Avenue, Dhaka-1212		Tel: +88-02-55668070 E-mail: info@ucbil.com.bd Web: www.ucb-investment.com
Stock Exchange(s)		
Dhaka Stock Exchange PLC. DSE Tower, Road: 21, House: 46 Nikunja, Dhaka-1229		Tel: +88-02-41040189-200 Fax: +88-02-41040096 Email: listing@dse.com.bd Website: dsebd.org
Chittagong Stock Exchange PLC. CSE Building, 1080, Sheikh Mujib Road Agrabad, Chittagong- 4100		Tel: 88 031 714632-3 Fax: 88 031 714101 Email: info@cse.com.bd Website: www.cse.com.bd

QR Code for Download Prospectus

To be incorporated

Besides, the Prospectus shall be available at the Public Reference Room of the Bangladesh Securities and Exchange Commission (BSEC) for reading and reference.

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EXECUTIVE SUMMARY

(a) Issuer's profile

Alliance Finance PLC at a glance

Alliance Finance PLC (AFPLC) is a Financial Institution with multinational collaboration in Bangladesh, licensed by Bangladesh Bank. AFPLC was incorporated with the name of Alliance Leasing & Finance Company Limited on 27 September, 2003 as a Public Limited Company under the Company Act, 1994. The company began operating its business activities in the year 2017.

AFPLC was established by a group of prominent local corporate sponsors and individual entrepreneurs with established business backgrounds and goodwill. The local sponsors include representatives from Summit Group, Rangs Group, Alliance Holdings Limited, Green Delta Insurance Company Limited, and Concept Knitting Limited. Presently, the major shareholder of Alliance Finance PLC is People's Leasing & Finance PLC, a subsidiary of People's Bank, Sri Lanka's largest state-owned bank. This strategic partnership combines local market knowledge with experience in the financial services sector of Sri Lanka, supporting the Company's objective of providing innovative and customer-oriented financial services in Bangladesh.

AFPLC currently operates its business activities from its corporate head-office located at Laila Tower, 8 South Gulshan Avenue, Dhaka 1212 and its Banani branch located at House 138, Old 81, Road 4, Block-E, Concord Niharika, Kamal Ataturk Avenue, Banani, Dhaka.

With a strong vision for the future and an experienced management team at the helm, Alliance Finance PLC aspires to provide user-friendly digital financial services to its clients and introduce innovative technologies for safe and easy money management.

Legal Status

Alliance Finance PLC was incorporated as a Public Limited Company on 27 September, 2003 under the Companies Act, 1994, in its earlier name of Alliance Leasing & Finance Company Limited. The Company changed its name in December 2017 to Lankan Alliance Finance Limited. And subsequently in EGM held on 28th December 2022, it changed name to Alliance Finance PLC. The company's registered office is situated at Laila Tower (Level 10), 8 South Gulshan Avenue, Gulshan – 1, Dhaka – 1212. Its corporate head office is situated at Laila Tower (Level 10), 8 South Gulshan Avenue, Gulshan – 1, Dhaka – 1212. The Company is registered as a Non-Banking Financial Institution under the Financial Institutions Act, 1993.

Principal activities

AFPLC has evolved itself into a multiproduct financial institution. The principal activities of AFPLC are to provide a comprehensive range of financial services such as Lease and Term Financing, Corporate Financing, SME financing, Retail financing and Structured financing as well as term depository services.

Vision

To be the most innovative, dependable & customer-friendly Financial Institution in the country.

Mission

- Maximize values for all stakeholders through uniqueness, dexterity and sustainable business practices.
- Ensuring superior and solution driven financing for our customers
- Inculcate a culture of meritocracy in the ethos/philosophy of the company
- Establish a principled and compliant organization which adheres to the best corporate governance practices.

(b) Industry profile & market positioning of the issuer

Industry Background

Non-Bank Financial Institutions (NBFIs), currently known as Finance Companies (FCs) in Bangladesh, are financial institutions that provide a range of specialized financial products and services without operating as full-fledged commercial banks. FCs are licensed under the Finance Company Act, 2023, successor to the Financial Institutions

Act, 1993, and regulated and supervised by Bangladesh Bank. Currently, 35 Finance Companies operate in Bangladesh, with the first established in 1981. Of these, 2 are fully government-owned, 1 is a subsidiary of a state-owned commercial bank, 2 are jointly owned by the government and foreign government entities, 19 were established by private domestic entrepreneurs, and 11 are joint ventures between domestic and foreign entrepreneurs.

Finance Companies differ from commercial banks in terms of the activities they are permitted to undertake. They cannot accept demand deposits, issue cheques, pay orders or demand drafts, or engage in foreign exchange financing. Their major sources of funding include term deposits with a minimum tenure of three months, credit facilities from banks and other FCs, call money, bonds and securitization. These funding channels allow FCs to mobilize resources and provide financing across different segments of the economy.

Finance Companies offer diversified financing solutions such as syndicated financing, bridge financing, lease financing, securitized instruments and private placements of debt and equity. Through these specialized financing arrangements, FCs complement the traditional banking sector by addressing specific financing requirements of businesses and other market participants. As a result, they play an important role in financial intermediation, diversification of funding sources and development of Bangladesh's broader financial sector.

Source:

<https://www.bb.org.bd/en/index.php/financialactivity/bankfi>

<https://www.worldbank.org/en/publication/gfdr/gfdr-2016/background/nonbank-financial-institution>

<https://corporatefinanceinstitute.com/resources/wealth-management/non-banking-financial-company-nbfc/>

Industry Structure

The Finance Company sector in Bangladesh emerged in response to the need for specialized and long-term financing beyond the traditional banking system. Following independence, the financial sector was largely dominated by state-owned banks. With the expansion of private-sector activity during the 1980s, the limitations of relying on short-term banking resources for long-term financing became increasingly apparent, particularly for capital machinery and industrial investment. This created the need for specialized financial intermediaries, leading to the introduction of leasing and the establishment of NBFIs. Industrial Promotion and Development Company (IPDC) commenced operations in 1981 as the first private-sector NBFI in Bangladesh, marking the beginning of the industry's development.

The regulatory framework for the industry has also evolved alongside its growth. NBFIs were initially incorporated under the Companies Act, 1913 and regulated under the relevant provisions of the Bangladesh Bank Order, 1972. Subsequently, the Non-Banking Financial Institutions Order, 1989 was introduced to provide greater regulatory clarity. This was followed by the Financial Institution Act, 1993, which established a more comprehensive framework for the activities and regulation of financial institutions. More recently, the sector's regulatory framework has been updated through the Finance Company Act, 2023, under which Finance Companies are licensed, regulated and supervised by Bangladesh Bank.

At present, 35 Finance Companies/NBFIs operate in Bangladesh, reflecting the sector's expansion from its early leasing-focused origins into an established component of the country's financial system. Based on the broader ownership classification used in the industry information provided, the sector comprises 3 government-owned institutions, 19 private domestic institutions and 13 joint-venture institutions. The Bangladesh Bank Annual Report also indicates that finance companies form part of the broader financial system and have access to central bank liquidity facilities, including the repo facility. The sector complements commercial banks by providing specialized financing solutions and supporting the financing requirements of businesses and industries.

Particulars	2020	2021	2022	2023	2024	2025
Government-owned	3	3	3	3	3	3
Joint Venture / Foreign Participation	13	13	13	13	13	13
Private	19	19	19	19	19	19
Total no. of NBFIs / FCs	35	35	35	35	35	35

Source: <https://www.bb.org.bd/en/index.php/financialactivity/bankfi>

<https://www.bb.org.bd/pub/annual/anreport/ar2024-2025.pdf>

Governance of FCs

The authority of granting licenses to FCs and their regulations and control are vested in Finance Company Regulation and Policy Department (FCRPD) (previously known as Department of Financial Institutions and Markets (DFIM)), Bangladesh Bank by the Finance Company Act, 2023; successor to the Financial Institutions Act, 1993. Under the Financial Institutions Act, 1993, Financial Institution Regulation 1994 was issued by BB with the approval of the government. Besides, there are prudential regulations and guidelines for FCs issued by BB under section 18 of FI Act 1993. According to Circular no. 5 dated 24 July 2011, minimum paid up capital requirement for an ongoing NBFI is BDT 100 crore. However, paid up capital and reserves cannot be less than the minimum ratio of risk weighted asset as set by Bangladesh Bank which is presently 10 percent. FCs may access public funds, either directly or indirectly through term deposits (minimum 3 months' duration), commercial papers (CPs), bonds and debentures.

FCs are subject to some prudential guidelines in terms of income recognition, asset classification and provisioning norms; single and group borrower exposure limits; capital market exposures; classification and valuation for the investment portfolio; cash reserve ratio (CRR)/statutory liquidity reserve (SLR) requirements; accounting and disclosure and supervisory reporting requirements. There are also guidelines on the products & services offered, code of conduct, risk management guidelines, green banking policy guidelines and Corporate Social Responsibility expenditure guidelines set for FCs by the Bangladesh Bank.

Certain provisions of the key acts like Companies Act 1994 and Bangladesh Securities and Exchange Commission Act 1993 have implications for FCs. Though Bangladesh Bank is the regulatory and supervisory authority of both banks and FCs; the Ministry of Finance (MoF) of the government exercises notable control over government-owned banks and FCs. The full list of guidelines and regulations governing FCs as per

Bangladesh Bank are listed below:

- Integrity Award Guidelines for Financial Institutions
- Guidelines to Fill in the NBFI Returns
- Guidelines On the Base Rate System for Non-Bank Financial Institutions
- Financial Institution Act, 1993
- Financial Institute Regulation, 1994
- Finance Company Act, 2023
- Prudential Regulation for Financial Institutions
- Prudential Guidelines on Capital Adequacy and Market Discipline (CAMD) For Fis
- Guidelines On Products & Services of Financial Institutions in Bangladesh
- Policy Guidelines for Green Banking English
- Integrated Risk Management Guidelines for Financial Institutions
- Code of Conduct for Banks & Non-Bank Financial Institutions

Source:

<https://www.bb.org.bd/en/index.php/financialactivity/bankfi>

Products & Service Portfolio:

Financial products and services offered by FCs have progressively become more complex and diverse. This diversification has been continuing over the last three decades remarkably. Today FCs are offering diversified products and services in different areas that include industry, commerce, agriculture, housing and real estate, capital market, bond market etc.

The categories of Asset-side products offered by FCs are:

Sl.	Category	Product Variants
1	Corporate Finance	Lease Finance
		Term Loan
		Project Finance
		Working Capital Finance
		Short-term Finance
		Work Order Finance
2	Consumer Finance	Auto Loan
		Personal Loan
		Loan against TDR
3	CMSME Financing	Lease Finance
		Term Finance
		Working Capital Finance
		Woman Entrepreneur Loan
		Work Order Finance
4	Housing Financing	Real Estate (Individual Customer)
		Project/Commercial Housing Loan
5	Equity Finance	Investment in Preference Shares
6	Syndication Finance	Syndicated Term Finance
		Syndicated Lease Finance
		Syndicated Working Capital Finance
7	Bonds	Corporate Bond
		Zero Coupon Bonds
		Asset-backed Securitization Bonds
		Government Bond and Treasury Bills
8	Capital Market Investment	Investment in Listed Securities
9	Others	Factoring
		Loans against Deposit (other than consumer finance)
		Work Order Finance (other than SME finance)
		Institutional Loans

Other Products and Services:

Sl.	Product	Product Features
1	Advisory Services	Preparing financial feasibility reports for the clients or act as financial consultant for different projects
2	Arranger	Arranging syndication for new project or BMRE
3	Trustee	Trustee holds or administers property or assets for the benefit of a third party. They are trusted to make decisions in the beneficiary's best interests. In case of issuance of Bonds by different corporate bodies, a Trustee is required, who acts on behalf of the bond holders.

Along with these asset side products and services, FIs are also attracting fund from public and institutions by offering various customized liability side products such as monthly saving scheme, millionaire deposit scheme, double money deposit scheme, term deposit, zero coupon bond etc.

The categories of Liability-side products offered by NBFIs are:

Sl.	Category	Product Variants
1	Savings Scheme	Deposit Pension Scheme
		Flexible Savings Plans
		Monthly Savings Scheme
		Purpose-based Savings Scheme
2	Term Deposit Scheme	Fixed Term Deposit Scheme
		Cumulative Benefit Plan
		Other Scheme
3	Wealth Builder Scheme	Millionaire Deposit Scheme
		Double/Triple Money Scheme
4	Issuance of Bonds	Corporate Bond
		Zero Coupon Bond
		Asset Backed Securitization Bond

Source:

https://www.bb.org.bd/mediaroom/circulars/fid/product_service_2013.pdf.

Major Players

There are several other successful FIs in Bangladesh. Some of these are listed below along with their total market capitalization:

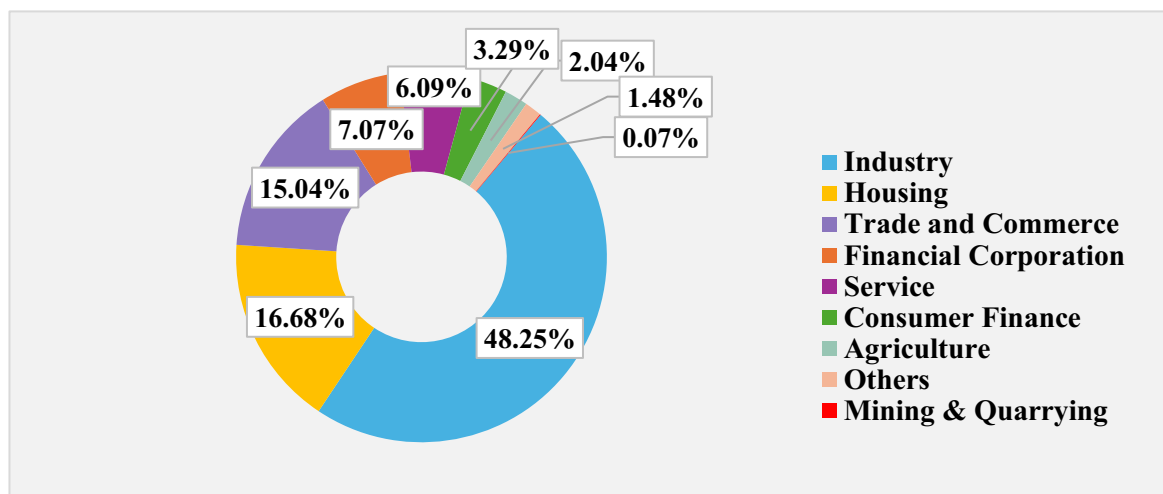
Sl.	Particulars	Market Capitalization
1	IDLC Finance Limited	BDT 1,257.81 crore
2	IPDC Finance Limited	BDT 532.18 crore
3	Lanka Bangla Finance Limited	BDT 503.21 crore
4	DBH Finance PLC	BDT 343.05 crore
5	Bangladesh Finance Limited	BDT 163.54 crore

Source:

Dhaka Stock Exchange dated 06/10/2026

Investment Pattern of FCs

Finance Companies (FCs) invest across various sectors of the economy, with their investments predominantly concentrated in the industrial sector. The sector-wise composition of FCs' investments as of 30 June 2025 is presented below:



As on 30 June 2025

Finance Companies (FCs) are permitted to invest in the capital market up to 25% of their paid-up capital and reserves, pursuant to Section 26(1) of the Finance Company Act, 2023. As of 30 June 2025, the total capital market investment of FCs stood at BDT 52.59 billion, representing 5.03% of the total assets of all FCs, in accordance with the applicable requirements under DFIM Circular No. 3 dated 15 February 2022.

To safeguard depositors' interests and strengthen credit discipline within the sector, Bangladesh Bank has also introduced additional regulatory requirements through DFIM Circular No. 12 dated 29 September 2022. Under the circular, FCs are required to obtain prior approval from Bangladesh Bank before providing loans or investments to their subsidiaries or associate companies, waiving interest or profits, or writing off loans to such entities.

Source: <https://www.bb.org.bd/pub/annual/anreport/ar2024-2025>

(c) Key Financial Information

Major financial information of the Alliance Finance PLC as follows:

Particulars	30 June 2026	31 Dec 2025	31 Dec 2024	31 Dec 2023	31 Dec 2022	31 Dec 2021
Interest Income	362,401,370	665,533,369	625,057,032	467,267,617	346,744,598	252,821,725
Interest on deposits and borrowings etc.	237,786,721	443,731,866	403,789,831	280,307,330	183,910,407	118,416,351
Net Interest Income	124,614,649	221,801,503	221,267,201	186,960,287	162,834,191	134,405,374
Investment Income	22,547,620	42,890,770	27,600,676	20,482,976	28,481,234	36,438,469
Commission, exchange and brokerage	0	0	0	0	0	0
Other operating income	1,985,197	1,767,342	4,734,720	6,400,885	28,078,176	16,742,312
Total Operating Income	149,147,466	266,459,615	253,602,597	213,844,148	219,393,601	187,586,155
Total Operating Expenses	78,509,478	156,865,479	137,995,065	127,963,456	115,399,001	88,685,136
Operating Profit (Profit before Provision)	70,637,988	109,594,136	115,607,532	85,880,692	103,994,600	98,901,019
Total Profit before Taxation	58,560,439	107,839,344	120,958,016	59,038,139	87,865,670	91,546,134
Net Profit after Taxation	37,345,440	70,407,067	83,412,917	24,403,972	51,823,591	58,553,922
Total Loans and Advances	5,033,621,709	5,057,700,165	4,689,314,379	4,048,794,058	3,142,978,598	2,324,620,040
Total Deposit	3,701,146,286	3,451,170,923	3,126,860,506	2,849,159,352	2,513,720,509	2,000,442,730
Authorized capital	2,000,000,000	2,000,000,000	2,000,000,000	2,000,000,000	1,000,000,000	1,000,000,000
Total paid up capital	1,155,000,000	1,155,000,000	1,155,000,000	1,050,000,000	1,000,000,000	1,000,000,000
Total Equity	1,296,150,330	1,345,429,890	1,332,772,823	1,249,359,906	1,274,774,556	1,279,040,404
Total No of shares	115,500,000	115,500,000	115,500,000	105,000,000	100,000,000	100,000,000
Net Asset Value (NAV) Per Share	11.22	11.65	11.54	11.90	12.75	12.79
Earnings Per Share (EPS)	0.32	0.61	0.72	0.23	0.52	0.59
Dividend (%)	Cash	-	7.50%	5.00%	-	5.00%
	Stock	-	-	-	10.00%	5.00%
NPL Ratio (%)	0.92%	0.88%	0.79%	0.40%	0.24%	0.00%
Capital Adequacy Ratio (%)	31.30	32.57	38.70	43.88	43.24	43.95

(d) Features of the issue and its objects/use of proceeds

Issuer	Alliance Finance PLC
Public Offer Price	BDT 10
Number of Shares to be Offered	34,650,000 Nos.
Total Issue Size	BDT 346,500,000
Issue Manager	UCB Investment Limited
Underwriter(s)	• UCB Investment Limited • Prime Finance Capital Management Limited • NBL Capital and Equity Management Ltd. • Green Delta Capital Limited • Southeast Bank Capital Services Limited
Objective(s) of the Issue	• Investment in core business activities: Loans & advances, etc. • IPO Expense

Note: Bangladesh Bank has given permission to Alliance Finance PLC through its letter no DFIM(L)1053/103/2025-368 dated 02 February 2025 to raise BDT 346,500,000/- through Initial Public Offer (IPO).

(e) Legal issue and related Information

Sl. No.	Name of Certificate/ License/Registration	License Issuer/Issuing Authority	Certificate/ License No.	Issue Date	Validity
1.	Certificate of Incorporation	Registrar of Joint Stock Companies & Firms, Bangladesh (RJSC)	C-50607(902)/003	27 September 2003	N/A
2.	Commencement of Business	Registrar of Joint Stock Companies & Firms, Bangladesh (RJSC)	C-50607(902)/003	27 September 2003	N/A
3.	Financial Institution License	Bangladesh Bank	DFIM(L)/38	06 June 2017	N/A
4.	NOC for Initial Public Offer	Bangladesh Bank	DFIM(L)1053/103/2025-368	02 February 2025	N/A
5.	Trade License (Corporate Head Office)	Dhaka North City Corporation (DNCC)	TRAD/DNCC/0463 10/2022	-	30 June 2027
6.	Trade License (Principal Branch Office)	Dhaka North City Corporation (DNCC)	TRAD/DNCC/1450 75/2022	-	30 June 2027
7.	TIN Certificate	National Board of Revenue (NBR)	813781302183	06 September 2017	N/A
8.	VAT Certificate	National Board of Revenue (NBR)	000654286-0101	03 November 2019	N/A

(f) Sponsor, Directors' background;

Sl. No.	Name of Sponsors & Directors	Position
1.	Syed Ali Jowher Rizvi	Chairman & Director
2.	Sohana Rouf Chowdhury	Director
3.	Azeeza Aziz Khan	Nominated Director from Summit Holdings Limited
4.	Jayantha Thilakarathna	Nominated Director from People's Leasing and Finance PLC
5.	Lutfe M. Ayub	Director
6.	Dr. Abdur Rahim Chowdhury	Independent Director
7.	Dharma Dheerasinghe	Independent Director
8.	Ms. Farhana Akhter	Nominated Director from Concept Knitting Limited
9.	W Prabath Gunasena	Nominated Director from People's Leasing and Finance PLC
10.	Priyankara Gangabadage	Nominated Director from People's Leasing and Finance PLC

Sl. No.	Name of Sponsors & Directors	Position
11.	K. S. Bandarnayake	Nominated Director from People's Leasing and Finance PLC
12.	P. G. A. Perera	Nominated Director from People's Leasing and Finance PLC
13.	T. D. R. H. Perera	Nominated Director from People's Leasing and Finance PLC
14.	Alliance Holding Limited	Sponsor (Currently doesn't hold any shares)
15.	Summit Equities Limited	Sponsor (Currently doesn't hold any shares)
16.	Mrs. Jahanara Islam	Sponsor (Currently doesn't hold any shares)
17.	Mr. A. Rouf Chowdhury	Sponsor (Currently doesn't hold any shares)
18.	Mrs. Zakia Rouf Chowdhury	Sponsor (Currently doesn't hold any shares)
19.	Rangs Industries Limited	Sponsor (Currently doesn't hold any shares)
20.	Rangs Limited	Sponsor (Currently doesn't hold any shares)
21.	Rangs Motors Limited	Sponsor (Currently doesn't hold any shares)
22.	Golam Kabir Chowdhury	Sponsor (Currently doesn't hold any shares)

Brief profiles of all the Directors are given below:

Syed Ali Jowher Rizvi | Chairman & Director

Mr. Rizvi started his professional career with the Bank of Credit and Commerce International (BCCI) in 1977. He was also engaged with the Institute of Business Administration (IBA) as a part time (Honorary) Lecturer. From 1991 to 1997, he served Union Bank Zambia Ltd., Zambia as its founder Managing Director. Within a short span of 6 years Mr. Rizvi took the new bank to the 2nd leading position (amongst local private banks) in the competitive Zambian banking sector and had his achievements recognized with the prestigious Banker of the Year award.

Returning to Bangladesh he established Alliance Holdings Limited and started his journey as an entrepreneur. In 1997, in partnership with Summit Group, he entered the Off-Dock business where Mr. Rizvi served as the Managing Director of Ocean Containers Limited (OCL). Subsequently in 2003, the two sponsors jointly made another valuable addition to the expanding Off-Dock industry of the Country by establishing Summit Alliance Port Limited, which is the only company of its kind now listed with the two major bourses of the country. OCL merged with SAPL in 2012.

Mr. Rizvi, through Alliance Holdings Limited, also has substantial investment in Textile, Prefabricated Steel Building Manufacturing, Real Estate Development, Financial Institutions, Lubricant Blending, Pharmaceutical etc. In spite of his busy schedule, he still finds time to pursue his favorite passion and teaches on part time (honorary) basis at North South University (NSU), Chittagong Port Authority (CPA) Training Institute and National Defense College (NDC).

Mr. Jowher Rizvi completed his MBA degree in International Finance and Accounting from Indiana University, USA. He also earned MA in Economics with Honors from Dhaka University.

Ms. Sohana Rouf Chowdhury | Director

Ms. Sohana Rouf Chowdhury is a highly accomplished business leader with excellent skills in business development and strategic planning. She has a proven track record of successfully leading and growing diversified businesses in Bangladesh. Ms. Chowdhury has extensive experience in supervising cross-functional teams and leading them to achieve targeted results. Her exceptional business acumen and strategic alliances have contributed significantly to the success of Rangs Group, where she has increased the turnover by 12% to 15% each year for different business units since 2010.

Under her leadership, the organization has become a market leader in the bus business in Bangladesh, with 36% market share and growing. Ms. Chowdhury has also established the state-of-the-art Rangs-Mahindra assembly plant in Bangladesh, which is the first of its kind in the country.

Ms. Chowdhury is also a board member of several companies, including Rangs Limited, Rangs Industries Limited, Rancon Motors Limited, Rangs Powertech Limited, and Rangs Workshop Limited, among others.

She received her undergraduate degree in Economics from The State University of New York, USA.

Azeeza Aziz Khan | Nominated Director of Summit Holdings Limited

Ms. Azeeza Aziz Khan is a member of ACCA with a Bachelor's degree in Economics and Business from University College London. Upon graduation, Ms. Khan worked briefly in private equity and wealth management at Bank of America-Merrill Lynch before moving back to Bangladesh to join Summit group as a Director.

Ms. Khan spent her initial years gaining a deeper understanding of Summit's core business, with a strong focus on finance and internal audit controls, in line with her educational background. In order to better serve as a director of Summit Group, she has taken on and completed project finance training at IDCOL and Leadership, Innovation and Strategy (LIS) program from General Electric in Kuala Lumpur Malaysia.

Since 2011, she has also been a key contributor to the establishment of Summit's CSR charter and driver of the group's CSR activities and currently sits on the distinguished board of SEID Trust, non-government voluntary development organization working for social inclusion and promoting rights of underprivileged children with disabilities including intellectual and multiple disabilities as well as autism since 2003.

Alongside her work responsibilities, Ms. Khan is simultaneously pursuing accreditation as a Chartered Accountant and has already completed her practical working experience with Rahman Rahman Huq KPMG Bangladesh. She currently works with the audit committee at Summit which ensures that the group adherence to corporate governance and best practices.

Her long-term goal at the Summit is to ensure that as an organization it has a strategic road map for the near, medium and long term and to spearhead its business development.

Mr. Jayantha Thilakarathne | Nominated Director of People's Leasing & Finance PLC

Mr. Jayantha Thilakarathne is a highly accomplished legal and human resource professional with over 25 years of senior management experience in both national and multinational organizations. His expertise spans strategic HR management, legal advisory, change management, corporate culture development, and financial planning. Mr. Thilakarathne is an Attorney at Law with an LLB and LLM from the University of Colombo and a Master's in Public Management (HR) from the Sri Lanka Institute of Development Administration (SLIDA). He is also a Chartered Member of the Institute of Personnel Management (CIPM) and holds a Postgraduate Diploma in Public Management. Mr. Thilakarathne currently serves a Director on the Boards of People's Bank - state - owned Commercial Bank and its subsidiary People's Leasing & Finance PLC 3rd largest Leasing & Finance Company in Sri Lanka. He also serves as the Chairman of People's Travels Board. Throughout his illustrious career, Mr. Thilakarathne has held several leadership positions, including Director of Human Resources at Taj Hotels, Chief HR Officer at Sri Lanka Telecom, and Group General Manager at Maliban Biscuit Manufactories. His visionary leadership has been instrumental in achieving milestones such as securing the "Great Place to Work" awards and implementing innovative HR strategies in prominent organizations. In addition to his corporate achievements, Mr. Thilakarathne has contributed significantly to academia, serving as a visiting lecturer at leading Sri Lankan universities and actively participating in professional bodies such as CIPM and the Bar Association of Sri Lanka.

Lutfе Mawla Ayub | Director

Mr. Lutfе Mawla Ayub, the Chairman of Rabab Group is an experienced person in the field of Trade, Commerce & Industry. He is one of the respected industrialists in the country, especially in the readymade garments industry. He was the immediate past Managing Director of Sunman Group and is a seasoned business leader with a track record of 45 years of proven success in Garments and Textile sector. Mr. Lutfе Mawla Ayub holds the position of Director of Summit Alliance Port Limited and Alliance Holdings Ltd.

Mr. Ayub enthusiastically takes part in social and community activities. He is a founder Director of Chittagong Metropolitan Chamber of Commerce and Industries and a Trustee to Chittagong Independent University and Independent University of Bangladesh, Dhaka.

Mr. Ayub was recognized as a Commercial Important Person (CIP) several times because of his contribution to the promotion of Exports from Bangladesh. He has completed B.A. (Hons).

Abdur R. Chowdhury | Independent Director

Abdur R. Chowdhury is a Professor Emeritus at Marquette University, Milwaukee. At Marquette, Chowdhury served as the Chair of the Department of Economics during 2010-13. Prior to returning to Marquette in 2008, he worked as the Chief Economist of the United Nations in Geneva, Switzerland from 2003 through 2008.

Currently, Abdur Chowdhury is also the Chief Economist for Capital Market Consultants (CMC) in Milwaukee where he monitors the U.S. and Global economy and the financial markets. For CMC, he prepares quarterly and monthly commentaries on the U.S. and global economic issues and challenges and provides regular advise on economic trends and policies to a number of investment firms and financial institutions across the country. He also provides frequent insights to news and TV media outlets throughout the region and around the country.

Prior to joining the United Nations in 2003, Abdur Chowdhury worked for fourteen years as Professor of Economics, Marquette University. He served as the Director of the Master of Science in Applied Economics Program at Marquette from 1991 through 1995. He also held positions as a Faculty member at Johns Hopkins University and Bentley College; and also worked as a Senior Researcher at the Central Bank of Finland and Senior Fulbright Scholar in Thailand. He has published extensively in international professional journals, newspapers and other media outlets on a variety of global macro, monetary and financial issues. His specialization is in the areas of macroeconomy, international finance, and global economic policy. He has recently been appointed to the Academic Advisory Council of the Chicago Federal Reserve Bank.

In addition, Abdur Chowdhury serves as the President of the National Cricket League and manages a cricket team in the local Regal League. Chowdhury earned a PhD in Economics from the University of Kentucky and Undergraduate and Masters degrees in Economics from the University of Dhaka, Bangladesh.

Dharma Dheerasinghe | Independent Director

Mr. Dheerasinghe, an eminent Economist with a distinguish career of over 40 years in the banking industry was appointed to the Board of Alliance Finance PLC on 13rd November 2024. Prior to his appointment as Independent Director, Mr Dheerasinghe was the Chairman of Commercial Bank of Ceylon.

Previously Mr Dheerasinghe was the Senior Deputy Governor of the Central Bank of Sri Lanka and was also the Chairman of the Monetary Policy Committee and Sovereign Ratings Committee. He was also the Alternate Executive Director for Bangladesh, Bhutan, India and Sri Lanka at the International Monetary Fund. Mr Dheerasinghe has published widely in many aspects of economics including debt capital markets and financial globalization and has over 30 referred articles in reputed journals and as book chapters in Sri Lanka and overseas. He has also presented more than 50 papers at international seminars. Mr Dheerasinghe currently serves on the Board of Management of National Science Foundation. He is also a Visiting Lecturer and Moderator/Examiner in Universities of Colombo, Kelaniya, Sri Jayawardenapura and Moratuwa and several professional bodies in Sri Lanka.

He has made a significant contribution to the development of the government debt securities market by innovating and structuring key financial instruments and developing its institutional framework. Mr Dheerasinghe is a graduate of the University of Colombo where he has obtained B.Com and B.Phil (Econ) with first class honours. He has obtained M.A.(Econ) from the University of Leeds, UK and is an Honorary Fellow of the Institute of Bankers of Sri Lanka and holder of Honorary ACI Diploma.

Ms. Farhana Akhter | Nominated Director of Concept Knitting Limited

Ms. Farhana Akhter belongs to a prominent Muslim family in Kendua, Kanchan, Rupganj, Narayanganj. She obtained an BBA from North-South University in Dhaka. She is now serving a member of Board of Directors of Masco Group. The Group is the leading 100% Knit Garments exporter in Bangladesh. The Group globally exports approximately USD 235-250 million, mostly in Europe, America and African countries. She is the visionary leader of Masco Cricket Academy Limited, one of the premier organizations producing top-notch cricketers for the National & International Cricket Team. She is the sponsor member of Cambridge curriculum-based English medium school-namely "Masco

School Kanchan". Her father, Mr. M. A Sabur is a well-known industrialist and was a sponsor Director of United Commercial Bank PLC.

She is contributing significantly to the industrial sector of the nation as an ambitious and dynamic woman entrepreneur. Her aiming to alleviating poverty and boost up the country's economy and create employment opportunity. In recognition of her significant contributions to the country's economy through industrial establishment, product manufacturing, job creation, and national income growth. She has been honored with the National Productivity and Quality Excellence Award-2019 & President's Industrial Development Award-2020, both are conferred by the Ministry of Industries, these are most prestigious award of the Bangladesh Government and she also involved in several club of Dhaka & Chattogram as Dhaka Gulshan Club Limited, Dhanmondi recreation Club, Uttara Club Limited, Uttara Model Club Limited, Dhaka Boat Club Limited, Banani Club Limited, Purbachal Club Limited, Chittagong Senior's Club Limited and others largely of all cultural related.

She has extensively travelled to different countries and attended several international business meeting, conference, seminars and various Buyer's Brand. Additionally, she is actively involved in many social activities that fervently support society's pursuit of peace, happiness, and prosperity.

W Prabath Gunasena | Nominated Director of People's Leasing & Finance PLC

Mr. W. P. Gunasena is an accomplished ICT professional and business strategist with over two decades of experience in financial services, insurance, microfinance, and property development. He currently serves as the Senior Deputy General Manager (SDGM) – ICT & Group Head of ICT at People's Leasing & Finance PLC (PLC), where he has been instrumental in driving digital transformation, cybersecurity, and financial technology innovation. Throughout his career, Mr. Gunasena has led major IT infrastructure developments, including the computerization of PLC's core business operations, the implementation of cutting edge digital solutions, and achieving ISO 27001 certification for ICT governance. His expertise in technology driven process optimization has significantly contributed to the company's growth, operational efficiency, and industry leadership. As Group CIO of People's Leasing Group, Mr. Gunasena has spearheaded digital transformation strategies that have saved millions for both the company and the country while earning national and international recognition. His achievements include being recognized as CIO of the Year by the Computer Society of Sri Lanka in 2024 and securing GOLD awards from APICTA, NBQSA, and other prestigious organizations in the past. In 2023, under his leadership, PLC won the Best Digital Process Enabler of the Year award for its groundbreaking fintech solutions. A mentor, innovator, digital strategist, and advocate for ethical leadership, Mr. Gunasena is committed to advancing technology for societal impact, mentoring young professionals, promoting financial inclusivity, and driving sustainable, secure solutions that benefit businesses and society

Priyankara Gunasena | Nominated Director of People's Leasing & Finance PLC

G. Priyankara is a highly skilled and accomplished Chartered Accountant with over 16 years of experience in financial management, strategic planning, and accounting. He currently serves as the Head of Finance / Senior Manager – Finance at People's Leasing & Finance PLC (PLC), Sri Lanka, and is also a Director at People's Leasing Fleet Management Ltd., a subsidiary of PLC. With expertise in financial strategy, budgeting, taxation, compliance, financial reporting, and investor relations, he has played a key role in enhancing financial operations and strategic decision-making within the organization. He has also contributed to award-winning annual reports and has experience in risk management and process digitization as well. Prior to his tenure at PLC, Priyankara worked at Ernst & Young Sri Lanka, where he gained extensive experience in audit and assurance across multiple industries. He is an Associate Member of the Institute of Chartered Accountants of Sri Lanka (CA Sri Lanka) and holds a B.Sc. in Accounting (Second Class Upper Division) from the University of Sri Jayewardenepura.

K. S. Bandarnayake | Nominated Director of People's Leasing & Finance PLC

Mr. Sanjeewa Bandaranayake has over 32 years of extensive experience, including 31 years of expertise in the Non-Banking Financial Institution (NBFI) sector. He joined People's Leasing & Finance PLC (PLC) in 2007 as the DGM-Finance & Administration. At PLC, Mr. Bandaranayake has led multiple strategic functions, including Finance, Treasury, Administration, Human Resources, Information Technology, Credit, and Marketing. His significant contribution to the Company's growth helped PLC to achieve and maintain its position as the market leader in the NBFI sector for 15 consecutive years.

Mr. Sanjeewa Bandaranayake is a Fellow of the Institute of Chartered Accountants of Sri Lanka, Fellow of the Institute of Certified Management Accountants of Australia, Fellow of the Society of Certified Management Accountants of Sri Lanka and a Finalist of Chartered Institute of Management Accountants (UK). The Central Bank of Sri Lanka appointed Mr. Bandaranayake to serve as the acting CEO to resurrect three troubled finance companies in 2009, 2013 and 2015.

Mr. Bandaranayake served as a Director of Credit Information Bureau (CRIB) for over a decade. He served as the Chairman of Leasing Association twice and a Board Member for over 10 years. He was also a Board Member of Finance House Association.

P. G. A. Perera | Nominated Director of People's Leasing & Finance PLC

Mr. Anura Perera currently serves as the Deputy General Manager– Risk Management of the People's Bank – Sri Lanka. His professional career started in 1991 and has gained extensive exposure and experience in Branch Banking, Regional Administration, Treasury Operations, Risk Management, and Credit Control.

Mr. Perera holds a Bachelor of Business Management degree from the University of Kelaniya-Sri Lanka and a Master of Business Studies from the University of Colombo-Sri Lanka. Professionally, he possesses the ACI-Operations Certificate with a distinction pass to his credit along with the ACI on-line FX Global Code Certificate from the Financial Markets Association-Paris, and he is also an Associate Member of the Institute of Bankers of Sri Lanka.

He has participated number of local and overseas training programs, seminars and workshops relevant to the subject areas of leadership development, risk management, treasury operations and credit management. In 2024, Mr. Perera successfully completed the leadership development programme conducted by National University of Singapore.

Furthermore, Mr. Anura Perera at present serves as a Director of People's Leasing & Finance PLC – Sri Lanka and the Chairman of the People's Leasing Fleet Management Ltd – Sri Lanka. He possesses memberships with the Association of Banking Sector Risk Professionals of Sri Lanka, the Sri Lanka Forex Association and the Association of Professional Bankers-Sri Lanka.

T. D. R. H. Perera | Nominated Director of People's Leasing & Finance PLC

A results-driven professional with 24 years of extensive experience in financial services, corporate management, and strategic leadership. Proven expertise in business operations, performance management, and corporate governance, with a strong focus on driving profitability, operational efficiency, and sustainable growth. Skilled in financial management, risk assessment, and regulatory compliance, contributing to organizational success.

His key areas of expertise include strategic leadership & business growth - developing and executing business strategies to enhance efficiency, optimize resources, and drive sustainable expansion, operational & financial management - overseeing financial operations, ensuring compliance with corporate policies, and implementing process improvements for better efficiency, performance & risk management - tracking and analyzing Key Performance Indicators (KPIs), identifying potential risks, and executing data-driven strategies to enhance performance, corporate governance & stakeholder relations -upholding corporate values, ensuring regulatory compliance, and fostering strong relationships with stakeholders and leadership & team development - mentoring and inspiring teams to achieve corporate objectives and deliver high-impact results.

He has a Master's in Regional Development and Planning from University of Colombo and 2nd master's in business administration (MBA) from University of Manipal. Besides that, he has a Postgraduate Diploma in Economic Development from University of Colombo. Apart from that, he has a bachelor's degree in commerce (Specializing in International Trade) from University of Sri Jayewardenepura. He has also the membership from Chartered Institute of Marketing (UK) & Institute of Chartered Accountants of Sri Lanka as well.

(g) Capital structure and history of capital raising;

Capital Structure

Particulars	Types of Securities	Number of Securities	Amount in Taka
Authorized Capital	Ordinary	200,000,000	2,000,000,000
Issued, Subscribed and Paid-up Capital	Ordinary	115,500,000	1,155,000,000
Total Paid-Up Capital Before IPO	Ordinary	115,500,000	1,155,000,000

History of Capital Raising

Particulars of Allotment	Allotment Date	Mode of Allotment (No. of Shares)		Issue Price (Tk.)	Amount of Share Capital (Tk.)
		Cash	Bonus Issue		
1 st Allotment	27/09/2003	1,000,000	-	10.00	10,000,000
2 nd Allotment	12/04/2017	99,000,000	-	10.00	990,000,000
3 rd Allotment	16/03/2023		5,000,000	10.00	50,000,000
4 th Allotment	06/08/2024	-	10,500,000	10.00	105,000,000
Total:		100,000,000	15,500,000		1,155,000,000

Note:

- The Company split its face value of shares from BDT 100.00 to BDT 10.00 on 18 April 2017 after passing a special resolution during the EGM held on 12 April 2017.

(h) Summary of Valuation of securities along with justification process;

Valuation Method	Price	Weight	Weighted Avg. Price (BDT)
NAV	11.65	70.00%	8.15
DDM	2.04	7.00%	0.14
P/B Multiple (Relative Companies)	10.26	16.00%	1.64
P/E Multiple (Relative Companies)	6.96	7.00%	0.49
Total		100%	10.43

Details of the valuation is given at valuation section.

(i) Any other pertinent issues or disclaimer

To be incorporated if required;

CONDITIONS IMPOSED BY THE COMMISSION IN THE CONSENT LETTER

To be incorporated after getting consent letter.

DECLARATION AND DUE DILIGENCE CERTIFICATES AS PER ANNEXURE(S) D, E AND F:

Annexure- D

DECLARATION ABOUT THE RESPONSIBILITY OF THE DIRECTORS, INCLUDING THE CEO OF THE ISSUER IN RESPECT OF THE PROSPECTUS

[See rule 7 (5)]

This prospectus has been prepared, seen and approved by us, and we, individually and collectively, accept full responsibility for the authenticity, accuracy and adequacy of the statements made, information given in the prospectus, documents, financial statements, exhibits, annexes, papers submitted to the Commission in support thereof, and confirm, after making all reasonable inquiries that all conditions concerning this public issue and prospectus have been met and that there are no other information or documents, the omission of which make any information or statements therein misleading for which the Commission may take or proceed for any civil, criminal or administrative actions against any or all of us as it may deem fit.

We also confirm that full and fair disclosures have been made in this prospectus to enable the investors to make a well-informed decision for investment.

Sd/- Syed Ali Jowher Rizvi Chairman	Sd/- Sohana Rouf Chowdhury Director	Sd/- Lutfe Mawla Ayub Director	Sd/- Azeeza Aziz Khan Nominated Director of Summit Holdings Limited
Sd/- K. S. Bandarnayake Nominated Director of People's Leasing & Finance PLC	Sd/- Ms. Farhana Akhter Nominated Director of Concept Knitting Limited	Sd/- P. G. A. Perera Nominated Director of People's Leasing & Finance PLC	Sd/- T. D. R. H. Perera Nominated Director of People's Leasing & Finance PLC
Sd/- Jayantha Thilakarathna Nominated Director of People's Leasing & Finance PLC	Sd/- W Prabath Gunasena Nominated Director of People's Leasing & Finance PLC	Sd/- Priyankara Gangabadage Nominated Director of People's Leasing & Finance PLC	
Sd/- Abdur R. Chowdhury Independent Director	Sd/- Kanti Kumar Saha Chief Executive Officer	Sd/- Dharma Dheerasinghe Independent Director	

DUE DILIGENCE CERTIFICATE BY ISSUE MANAGER
[See rule 7 (5)]

To
The Chairman
The Bangladesh Securities and Exchange Commission

Sub: Public offer of 34,650,000 equity securities of Tk. 346,500,000 by Alliance Finance PLC

Dear Sir,

We, the issue manager to the above-mentioned forthcoming issue, state and confirm as follows:

- (1) We have examined all the documents submitted with the application for the above-mentioned public issue, visited the factory and/or business premises of the issuer and interviewed the Chairperson, Directors and key management personnel of the issuer along with the key management of holding company of the issuer, if any, in connection with the finalization of the prospectus pertaining to the said issue;
- (2) On the basis of such examination and the discussions with the directors, officers and auditors of the issuer, other agencies, independent verification of the statements concerning objects of the issue and the contents of the documents and other materials furnished by the issuer, we have finalized the prospectus pertaining to the said issue.

WE CONFIRM THAT:

- (a) The prospectus filed with the Commission is in conformity with the documents, materials and papers relevant to the issue;
- (b) All the legal requirements relating to the issue and also in the rules, regulations, notification, order, directives, guidelines, instructions, etc. framed/issued or approved by the Commission, other competent authorities in this behalf and the Government have been duly complied with;
- (c) The disclosures made in prospectus are true, fair and adequate to enable the investors to make a well-informed decision for investment in the proposed issue and such disclosures are in accordance with the requirements of the Companies Act, 1994, the Bangladesh Securities and Exchange Commission (Public Offer of Equity Securities) Rules, 2025 and other applicable laws/regulations;
- (d) Besides ourselves, all the intermediaries named in the prospectus are registered with the Commission and that till date such registrations are valid;
- (e) We have satisfied ourselves about the capability of the underwriter(s) to fulfill their underwriting commitments;
- (f) The proposed activities of the issuer for which the funds are being raised in the present issue fall within the 'main objects' listed in the object clause of the Memorandum of Association or other charter of the issuer and that the activities which have been carried out till now are valid in terms of the object clause of its Memorandum of Association;
- (g) Necessary arrangements have been made to ensure that the moneys to be received pursuant to the issue shall be kept in a separate bank account and shall be used for the purposes disclosed in the use of proceeds section of the prospectus;
- (h) All the applicable disclosures mandated in the Bangladesh Securities and Exchange Commission (Public Offer of Equity Securities) Rules, 2025 have been made in addition to other disclosures which, in our view, are fair and adequate to enable the investor to make a well-informed decision;
- (i) We enclose a note explaining how the process of due diligence has been exercised by us in view of the nature of current business background of the issuer, situation at which the proposed business stands, the risk factors, sponsors experiences etc. We also confirm that the due diligence related process, documents and approval memos shall be kept in record by us for the next 5 (five) years after the IPO for any further inspection by the Commission;
- (j) We enclose a checklist confirming rule-wise compliance with the applicable provisions of the Bangladesh Securities and Exchange Commission (Public Offer of Equity Securities) Rules, 2025 containing details

such as the rule number, its text, the status of compliance, page numbers of the prospectus where the rules have been complied with and our comments, if any;

(k) We also declare that we have managed the public issue/offer of following issuers in the last 5 (five) years;

Sl. No.	Name of Issue	Issue Type	Issue Year	Issue Price (BDT)	Dividend/Repayment History				
					2021	2022	2023	2024	2025
1.	United Commercial Bank PLC	Rights Issue	2026	10	10% S	5% C 5% S	5% C 5% S	-	-
2.	NRB Bank Limited	IPO	2024	10	5% C	7% C	10% C	0%	N/A
3.	UCB 2nd Perpetual Bond	Bond	2024	5000	-	-	-	10% p.a.	10% p.a.
4.	Southeast Bank 1st Perpetual Bond	Bond	2024	5000	-	-	-	10% p.a.	10% p.a.
5.	Aamra Networks Limited	Rights Issue	2024	30	5% C 5% S	5% C 5% S	11% C	10% C	N/A
6.	Sinobangla Industries Limited	Rights Issue	2024	20	10% C	10% C 1% S	10% C	10% C	N/A
7.	Dhaka Bank Perpetual Bond	Bond	2023	5000	-	-	10% p.a.	10% p.a.	10% p.a.
8.	Sonali Paper & Board Mills Limited	Rights Issue	2022	10	20% C 20% S	40% C	40% C	40% C	N/A
9.	Meghna Insurance Company Limited	IPO	2022	10	3% C	10% C	10% C	10% C	N/A
10.	Premier Bank Perpetual Bond	Bond	2022	5000	-	9.99% p.a.	10% p.a.	10% p.a.	10% p.a.
11.	Pubali Bank Perpetual Bond	Bond	2022	5000	-	9.58% p.a.	10% p.a.	10% p.a.	10% p.a.
12.	AIBL Mudaraba Perpetual Bond	Bond	2021	5000	7.87% p.a.	7.87% p.a.	8.22% p.a.	9.28% p.a.	10% p.a.
13.	SJIBL Mudaraba Perpetual Bond	Bond	2021	5000	7.87% p.a.	7.87% p.a.	8.22% p.a.	9.28% p.a.	10% p.a.
14.	IBBL 2 nd Mudaraba Perpetual Bond	Bond	2021	5000	-	7.87% p.a.	8.22% p.a.	9.28% p.a.	-

Note: C refers to Cash Dividend; S refers to Stock Dividend; p.a. refers to Per Annum.

Sd/-

Tanzim Alamgir

Managing Director & CEO

UCB Investment Limited

Place: Dhaka, Bangladesh

Date: 26 October 2026

DUE DILIGENCE CERTIFICATE BY THE UNDERWRITER
[Rule 7 (5)]

To
The Chairman
The Bangladesh Securities and Exchange Commission

Sub: Public offer of 34,650,000 equity securities of Tk. 346,500,000 of Alliance Finance PLC.

Dear Sir,

We, the under-noted Underwriter(s) to the above-mentioned forthcoming issue, state individually and collectively as follows:

- (1) We, while underwriting the above-mentioned issue on a firm commitment basis, have examined the draft prospectus, valuation, other documents and materials as relevant to our underwriting decision; and
- (2) On the basis of such examination and the discussions with the issuer company, its directors and officers, and other agencies, independent verification of the statements concerning objects of the issue and the contents of the documents and other materials furnished by the issuer company, we have taken our underwriting decision.

WE CONFIRM THAT:

- a. We are registered with the Bangladesh Securities and Exchange Commission as a merchant banker and eligible to carry out the underwriting activities. Our present paid-up capital stands at Tk. 25,00,00,000.00 (Taka Twenty-Five Crore Only) and we have the capacity to underwrite a total amount of Tk. 125,00,00,000.00 (Taka One Hundred Twenty-Five Crore Only) as per relevant legal requirements. We have committed to underwrite for up to Tk 50,000,000.00 (Taka Five Crore only) for the upcoming issue;
- b. At present, the following underwriting obligations are pending for us:

Sl.	Name of the Issue	Amount Underwritten (BDT)
	NIL	

- c. All relevant information to our underwriting decision have been received and the draft prospectus forwarded to the Commission has been approved by us;
- d. We shall subscribe and take up the un-subscribed securities **under firm commitment basis; however, 100% of the total committed amount will be subscribed by underwriter itself and 0% of the committed amount shall be subscribed by the best effort basis** against the above-mentioned public offer within 15 (fifteen) days of calling up thereof by the issuer or lead underwriter, as assigned; and
- e. This underwriting commitment is unequivocal and irrevocable.

For the Underwriter:

Sd/-
Kamrun Naher
Chief Executive Officer
NBL Capital and Equity Management Ltd.
Date: 18-Oct-2026

DUE DILIGENCE CERTIFICATE BY THE UNDERWRITER
[Rule 7 (5)]

To
The Chairman
The Bangladesh Securities and Exchange Commission

Sub: Public offer of 34,650,000 equity securities of Tk. 346,500,000 of Alliance Finance PLC.

Dear Sir,

We, the under-noted Underwriter(s) to the above-mentioned forthcoming issue, state individually and collectively as follows:

- (1) We, while underwriting the above-mentioned issue on a firm commitment basis, have examined the draft prospectus, valuation, other documents and materials as relevant to our underwriting decision; and
- (2) On the basis of such examination and the discussions with the issuer company, its directors and officers, and other agencies, independent verification of the statements concerning objects of the issue and the contents of the documents and other materials furnished by the issuer company, we have taken our underwriting decision.

WE CONFIRM THAT:

- a. We are registered with the Bangladesh Securities and Exchange Commission as a merchant banker and eligible to carry out the underwriting activities. Our present paid-up capital stands at Tk. 203.28 Crore (Taka Two Hundred Three Crore Twenty-Eight Lac) and we have the capacity to underwrite a total amount of Tk. 1,016.40 Crore (Taka One Thousand Sixteen Crore Forty Lac) only as per relevant legal requirements. We have committed to underwrite for up to Tk. 2,50,00,000 (Taka Two Crore Fifty Lac) for the upcoming issue;
- b. At present, the following underwriting obligations are pending for us:

Sl.	Name of the Issue	Amount Underwritten (BDT)
1	Confidence Power and Energy PLC	200,000,000
	Total	200,000,000

- c. All relevant information to our underwriting decision have been received and the draft prospectus forwarded to the Commission has been approved by us;
- d. We shall subscribe and take up the un-subscribed securities **under firm commitment basis; however, 100% of the total committed amount will be subscribed by underwriter itself and 0% of the committed amount shall be subscribed by the best effort basis** against the above-mentioned public offer within 15 (fifteen) days of calling up thereof by the issuer or lead underwriter, as assigned; and
- e. This underwriting commitment is unequivocal and irrevocable.

For the Underwriter:

Sd/-
Md. Rezaul Haque
Managing Director
Prime Finance Capital Management Limited
Date: 17 October 2026

DUE DILIGENCE CERTIFICATE BY THE UNDERWRITER
[Rule 7 (5)]

To
The Chairman
The Bangladesh Securities and Exchange Commission

Sub: Public offer of 34,650,000 equity securities of Tk. 346,500,000 of Alliance Finance PLC.

Dear Sir,

We, the under-noted Underwriter(s) to the above-mentioned forthcoming issue, state individually and collectively as follows:

- (1) We, while underwriting the above-mentioned issue on a firm commitment basis, have examined the draft prospectus, valuation, other documents and materials as relevant to our underwriting decision; and
- (2) On the basis of such examination and the discussions with the issuer company, its directors and officers, and other agencies, independent verification of the statements concerning objects of the issue and the contents of the documents and other materials furnished by the issuer company, we have taken our underwriting decision.

WE CONFIRM THAT:

- a. We are registered with the Bangladesh Securities and Exchange Commission as a merchant banker and eligible to carry out the underwriting activities. Our present paid-up capital stands at Tk. 5,500,000,000 (Taka five hundred fifty crore) and we have the capacity to underwrite a total amount of Tk. 27,500,000,000 (Taka two thousand seven hundred and fifty crore only) as per relevant legal requirements. We have committed to underwrite for up to Tk. 20,000,000.00 (Taka two crore) for the upcoming issue;
- b. At present, the following underwriting obligations are pending for us:

Sl.	Name of the Issue	Amount Underwritten (in Tk.)
01.	Scandex (BD) Ltd.	Tk. 500,000,000

- c. All relevant information to our underwriting decision have been received and the draft prospectus forwarded to the Commission has been approved by us;
- d. We shall subscribe and take up the un-subscribed securities **under firm commitment basis; however, 100% of the total committed amount will be subscribed by underwriter itself and 0% of the committed amount shall be subscribed by the best effort basis** against the above-mentioned public offer within 15 (fifteen) days of calling up thereof by the issuer or lead underwriter, as assigned; and
- e. This underwriting commitment is unequivocal and irrevocable.

For the Underwriter:

Sd/-
Md Mominul Haque, CFA
 Managing Director
 Southeast Bank Capital Services Limited
 Date: October 17, 2026

DUE DILIGENCE CERTIFICATE BY THE UNDERWRITER
[Rule 7 (5)]

To
The Chairman
The Bangladesh Securities and Exchange Commission

Sub: Public offer of 34,650,000 equity securities of Tk. 346,500,000 of Alliance Finance PLC.

Dear Sir,

We, the under-noted Underwriter(s) to the above-mentioned forthcoming issue, state individually and collectively as follows:

- (1) We, while underwriting the above-mentioned issue on a firm commitment basis, have examined the draft prospectus, valuation, other documents and materials as relevant to our underwriting decision; and
- (2) On the basis of such examination and the discussions with the issuer company, its directors and officers, and other agencies, independent verification of the statements concerning objects of the issue and the contents of the documents and other materials furnished by the issuer company, we have taken our underwriting decision.

WE CONFIRM THAT:

- a. We are registered with the Bangladesh Securities and Exchange Commission as a merchant banker and eligible to carry out the underwriting activities. Our present paid-up capital stands at Tk. 400,000,000.00 (Forty Crore only) and we have the capacity to underwrite a total amount of Tk. 2,000,000,000 (Taka two hundred crore only) as per relevant legal requirements. We have committed to underwrite for up to Tk. 20,000,000.00 (Taka two crore) for the upcoming issue;
- b. At present, the following underwriting obligations are pending for us:

Sl.	Name of the Issue	Amount Underwritten (BDT)
1.	Confidence Power and Energy PLC	100,000,000.00

- c. All relevant information to our underwriting decision have been received and the draft prospectus forwarded to the Commission has been approved by us;
- d. We shall subscribe and take up the un-subscribed securities **under firm commitment basis; however, 100% of the total committed amount will be subscribed by underwriter itself and 0% of the committed amount shall be subscribed by the best effort basis** against the above-mentioned public offer within 15 (fifteen) days of calling up thereof by the issuer or lead underwriter, as assigned; and
- e. This underwriting commitment is unequivocal and irrevocable.

For the Underwriter:

Sd/-
Md. Rafiqul Islam
 Managing Director & CEO
 Geen Delta Capital Limited
 Date: 18.10.2026

DUE DILIGENCE CERTIFICATE BY THE UNDERWRITER
[Rule 7 (5)]

To
The Chairman
The Bangladesh Securities and Exchange Commission

Sub: Public offer of 34,650,000 equity securities of Tk. 346,500,000 of Alliance Finance PLC.

Dear Sir,

We, the under-noted Underwriter(s) to the above-mentioned forthcoming issue, state individually and collectively as follows:

(1) We, while underwriting the above-mentioned issue on a firm commitment basis, have examined the draft prospectus, valuation, other documents and materials as relevant to our underwriting decision; and

(2) On the basis of such examination and the discussions with the issuer company, its directors and officers, and other agencies, independent verification of the statements concerning objects of the issue and the contents of the documents and other materials furnished by the issuer company, we have taken our underwriting decision.

WE CONFIRM THAT:

- a. We are registered with the Bangladesh Securities and Exchange Commission as a merchant banker and eligible to carry out the underwriting activities. Our present paid-up capital stands at Tk. 1,000,000,000 (One Hundred Crore Only) and we have the capacity to underwrite a total amount of Tk 5,000,000,000 (Five Hundred Crore Only) as per relevant legal requirements. We have committed to underwrite for up to Tk 6,275,000.00 (Sixty-Two Lac Seventy-Five Thousand) for the upcoming issue;
- b. At present, the following underwriting obligations are pending for us:

Sl.	Name of the Issue	Amount Underwritten (BDT)
1	Confidence Power and Energy PLC.	40,000,000

- c. All relevant information to our underwriting decision have been received and the draft forwarded to the Commission has been approved by us;
- d. We shall subscribe and take up the un-subscribed securities **under firm commitment basis; however, 100% of the total committed amount will be subscribed by underwriter itself and 0% of the committed amount shall be subscribed by the best effort basis** against the above-mentioned public offer within 15 (fifteen) days of calling up thereof by the issuer or lead underwriter, as assigned; and
- e. This underwriting commitment is unequivocal and irrevocable.

For the Underwriter:

Sd/-
Tanzim Alamgir
 Managing Director & CEO
 UCB Investment Limited

Date: 26 October 2026

ABOUT THE ISSUER (IN SUMMARY):

- (a) Name of the issuer, dates of incorporation and commencement of its commercial operations, its logo, addresses of its registered office, other offices and plants/ factory, corporate head office, business premises and outlets of the issuer, telephone number, contact person, website address and e-mail address;

Name of the Issuer	Alliance Finance PLC
Date of Incorporation	27 September 2003
Date of Commencement	27 September 2003
Date of getting license from Bangladesh Bank	DFIM (L)/38 Dated 06 June 2017
Logo	
Registered Office Address	Laila Tower (Level 10), 8 South Gulshan Avenue, Gulshan-1, Dhaka-1212
Corporate Office Address	Laila Tower (Level 10), 8 South Gulshan Avenue, Gulshan-1, Dhaka-1212
Branch Address	House: 138, Road: 4, Block: E, Concord Niharika, Kamal Ataturk Avenue, Banani, Dhaka
Telephone Number	+8802 22280410-11
Contact Person	Kanti Kumar Saha, Chief Executive Officer
Website Address	www.alliancefinanceplc.com
E-mail Address	info@alliancefinanceplc.com

- (b) Names, addresses, telephone numbers, and e-mail addresses of the sponsors, chairman, all board of directors, managing director including independent directors of the issuer;

Name & Designation	Address	Telephone No.	Email
Syed Ali Jowher Rizvi Chairman	House # 15, Road # 117, Gulshan - 1, Dhaka - 1212	+8802222280 410-11	rizvi@ahlbd.com
Sohana Rouf Chowdhury Director	House No. CEN (H) 44, Road No. 113, Gulshan, Dhaka	+8802222280 410-11	sohana@lushsg.com
Azeeza Aziz Khan Nominee of Summit Holdings Limited	Summit Centre, 18 Kawran Bazar, Dhaka	+8802222280 410-11	azeeza.khan@summit-centre.com
Jayantha Thilakarathna Nominee of People's Leasing and Finance PLC	270/16, of Royal Garden Horana, Sri Lanka	+8802222280 410-11	jayantha.thilakarathna1966@gmail.com
Lutfe M. Ayub Director	House # 3, Road # 2, Zakir Hossain Road, Khulshi, Chittagong	+8802222280 410-11	ayub@rababgroup.com
Dr. Abdur Rahim Chowdhury Independent Director	House- 10, Road- 20B, Sector- 4, Uttara, Dhaka	+8802222280 410-11	abdur.chowdhury@marquette.edu
Dharma Dheerasinghe Independent Director	78/1 Wickremasinghepura, Battaramulla, Sri Lanka	+8802222280 410-11	dharma_dheerasinghe@yahoo.com
Ms. Farhana Akhter Nominee of Concept Knitting Ltd.	24/A, Flat-A/3, Road-96, Gulshan-02, Dhaka	+8802222280 410-11	farhana@mascogrp.com
W Prabath Gunasena Nominee of People's Leasing and Finance PLC	23/3A Quarry Road, Mirihana, Nugegoda, Sri Lanka	+8802222280 410-11	prabath@plc.lk
Priyankara Gangabadage Nominee of People's Leasing and Finance PLC	249/5 Waragoda Road, Kelaniya, Sri Lanka	+8802222280 410-11	priyankarag@plc.lk

Name & Designation	Address	Telephone No.	Email
K. S. Bandarnayake Nominee of People's Leasing and Finance PLC	32/4, 6th Lane, Wimalawatte Road, Mirihana, Nugegoda, Sri Lanka	+8802222280410-11	sanjeewa@plc.lk
P. G. A. Perera Nominee of People's Leasing and Finance PLC	246/5 Waragoda Road, Kelaniya, Sri Lanka	+8802222280410-11	anurap@peoplesbank.lk
T. D. R. H. Perera Nominee of People's Leasing and Finance PLC	94, Kuruduwaththa Road, Thalawathugoda, Pitakotte, Sri Lanka	+8802222280410-11	ranil@plc.lk
Kanti Kumar Saha Chief Executive Officer	Apt: D4, House: 21, Road: 1, Dhanmondi, Dhaka 1205	+8802222280410-11	kanti@alliancefinanceplc.com

(c) Names, addresses, telephone numbers, and e-mail addresses of the CFO and company secretary;

Name & Designation	Address	Telephone No.	Email
Mohammad Ali Ashraf Acting Chief Financial Officer	Laila Tower (Level 10), 8 South Gulshan Avenue, Gulshan-1, Dhaka-1212	+8802222280410-11	ashraf@alliancefinanceplc.com
Arif Abdut Towab FCS Company Secretary	Laila Tower (Level 10), 8 South Gulshan Avenue, Gulshan-1, Dhaka-1212	+8802222280410-11	arif@alliancefinanceplc.com

CORPORATE DIRECTORY OF THE ISSUER

Name of the Issuer	Alliance Finance PLC
Legal Status	Public Limited Company
Nature of Business	Finance Company (Non-Banking Financial Institution)
Principal Activities	AFPLC has evolved into a multiproduct financial institution. The principal activities of AFPLC are to provide a comprehensive range of financial services such as Lease and Term Financing, Corporate Financing, SME financing, and Retail financing as well as term depository services.
Date of Incorporation	27 September 2003
Date of Commencement	27 September 2003
Incorporation Number	C-50607(902)/003
Logo	
Registered Office Address	Laila Tower (Level 10), 8 South Gulshan Avenue, Gulshan-1, Dhaka-1212
Corporate Office Address	Laila Tower (Level 10), 8 South Gulshan Avenue, Gulshan-1, Dhaka-1212
Company Secretary	Arif Abdut Towab FCS
Compliance Officer	Arif Abdut Towab FCS Company Secretary
Auditor	M M Rahman & Co. Chartered Accountants
Manager to the Issue	UCB Investment Limited
Authorized Capital	BDT 2,000,000,000
Paid-up Capital	BDT 1,155,000,000
Size of the Board of Directors	13 (including 2 Independent Directors)
Proposed Size of the Issue	BDT 346,500,000
Number of Shares to be Issued	Nos. 34,650,000
Banker to the Issue	United Commercial Bank PLC
Telephone Number	+8802 222280410-11
Fax Number	+8802 222263413
Website Address	www.alliancefinanceplc.com
E-mail Address	info@alliancefinanceplc.com

DETAILS ABOUT THE DIFFERENT CONTRACTUAL PARTIES

(a) Names, addresses, telephone numbers, and e-mail addresses of the legal advisor, bankers, and auditors;

Legal advisor	AFPLC does not have any Legal Advisor.
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Bankers	Name	:	United Commercial Bank PLC
	Address	:	Plot - CWS- (A)-1, Road No - 34 Gulshan Avenue, Dhaka 1212
	Telephone	:	+88-02-55668070
	Fax	:	-
	E-Mail	:	info@ucb.com.bd

Auditor	Name	:	MM Rahman & Co., Chartered Accountants
	Address	:	Level-10, Padma Life Tower, 115 Kazi Nazrul Islam Ave, Dhaka 1000
	Telephone	:	02-41031382
	Fax	:	-
	E-Mail	:	info@mmrahman.org

(b) Names, addresses, telephone numbers, fax number(s), contact person, website addresses and e-mail addresses of the issue manager, and registrar to the issue, etc.;

Issue Manager	Name	:	UCB Investment Limited
	Address	:	Bulus Center (17 th Floor), Plot-CWS-(A)-1, Road No-34, Gulshan Avenue, Dhaka-1212
	Telephone	:	+88-02-55668070
	Fax	:	-
	Contact Person	:	Tanzim Alamgir Managing Director & CEO
	Website	:	www.ucb-investment.com
	E-Mail	:	tanzim.alamgir@ucbil.com.bd

Registrar to the Issue	Registrar to the issue is not required for the issue.
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STATUS OF CREDIT RATING AND CREDIT RATING COMPANY (CRC):

(a) Credit rating status of the issuer and/issue (latest and historical, rationale, etc.);

Credit Rating Status		
	Long Term	Short Term
Entity rating	AA-	ST-2
Outlook	Stable	
Validity From	13 August 2026	
Validity of rating	12 August 2027	
Rating assigned by	Credit Rating Information and Services PLC	

(b) Brief about CRC and Default Statistics & Transition Metrics of the CRC at least in the last five years.

Credit Rating Information and Services PLC (CRISL), a Premier Rating Agency of Bangladesh, has been operating since 1995. It is a closely held public limited company operating under the license from the Bangladesh Securities and Exchange Commission as a rating agency with the equity participation and technical assistance of Rating Agency Malaysia Berhad, VIS Credit Rating Company Ltd. of Pakistan, Faysal Bank Limited of Pakistan, Investment Corporation of Bangladesh and host of celebrated professionals of the country.

CRISL, being the premier and leading credit rating agency of Bangladesh, has been operating as the External Credit Assessment Institution (ECAI) under Basel-II Capital Adequacy Framework of Bangladesh to assess the risk of the exposure/loans of banking clients. CRISL is operating from its own premises at Head Office Dhaka as well as from two regional offices at Chattogram and Khulna, the regional business hubs of the country.

CRISL provides its services with high business and ethical standard as approved by the International Organization of Securities Commission (IOSCO), Bangladesh Securities and Exchange Commission and Bangladesh Bank ECAI recognition Criteria.

CRISL being a Joint Venture rating agency has regional and international linkage. With its joint venture partners, it shares global research, exchange best practices and trainings, which places CRISL to have a global linkage on the profession. CRISL reports, researches and ratings are available at its website for all with equal terms.

CRISL is one of the founder members of the Association of Credit Rating Agencies in Asia (ACRAA), an association of 30 rating agencies of 13 Asian Countries. CRISL's Executive President served as member of the 5 member Board of ACRAA and also worked as the Chairman of the Training Committee. Starting its journey in 1995, CRISL has established itself as the most prestigious rating agency of the country with the largest database on Corporate and Financial Sector of the country.

CRISL, to its credit, has completed more than 30,000 rating assignments including Banks, NBFIs, Insurance Companies, NGOs, Corporate Entities, Public Sector Entities, Debt Instruments, Counterparties of the Banks, SMEs etc.

CRISL has established itself as the most prestigious rating agency of the country having the largest database of corporate and financial sector. During the last 24 years since inception, CRISL has become the most admired and respected rating agency in Bangladesh. Its credibility and success stem from its relentless pursuit of analytical rigor, and commitment to serve the market place with independence, integrity and innovation.

Calculation of Weighted Average MDR (wMDR) for 2019, 2020, 2021

	wMDR for year 1	wMDR for Year 2	wMDR for Year 3
AAA	0.00%	0.00%	0.00%
AA	0.00%	0.00%	1.04%
A	0.60%	0.80%	2.58%
BBB	0.83%	0.44%	0.92%
Investment Grade (AAA-BBB)	0.68%	0.52%	1.45%
BB	16.88%	7.78%	3.42%

	wMDR for year 1	wMDR for Year 2	wMDR for Year 3
B	36.36%	27.27%	0.00%
CCC	0.00%	0.00%	0.00%
CC	0.00%	0.00%	0.00%
C	0.00%	0.00%	0.00%

Calculation of 3-years Cumulative Default Rate (CDR3) for 2019, 2020, 2021

	CDR3
AAA	0.00%
AA	1.04%
A	3.94%
BBB	2.17%
Investment Grade (AAA-BBB)	2.632%
BB	25.98%
B	53.72%
CCC	0.00%
CC	0.00%
C	0.00%

Calculation of Weighted Average MDR (wMDR) for 2020, 2021, 2022

	wMDR for year 1	wMDR for Year 2	wMDR for Year 3
SME-1	0.00%	0.00%	0.00%
SME-2	0.12%	0.12%	0.00%
SME-3	0.06%	0.13%	0.13%
SME-4	1.94%	0.96%	0.24%
Investment Grade (SME-1-SME4)	0.17%	0.18%	0.13%
SME-5	79.17%	77.11%	63.84%
SME-6	92.11%	28.95%	0.00%
SME-7	100.00%	0.00%	0.00%
SME-8	75.00%	50.00%	0.00%
SME 9	0.00%	0.00%	0.00%

Calculation of 3-years Cumulative Default Rate (CDR3) for 2020, 2021, 2022

	CDR3
SME-1	0.00%
SME-2	0.23%
SME-3	0.32%
SME-4	3.11%
Investment Grade (SME-1-SME4)	0.474%
SME-5	98.28%
SME-6	94.39%
SME-7	100.00%
SME-8	87.50%
SME 9	0.00%

CRISL Corporate Rating Transition Matrix 2023

End-of-Period Rating												
	AAA	AA	A	BBB	BB	B	CCC	CC	C	D		
Beginning-of-Period Rating												
AAA	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
AA	0.00%	0.00%	0.54%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
A	0.00%	3.77%	34.53%	1.37%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.34%	0.00%
BBB	0.00%	0.00%	6.30%	88.38%	0.17%	0.00%	0.00%	0.00%	0.00%	0.00%	0.49%	0.00%
BB	0.00%	0.00%	0.00%	0.00%	76.47%	0.00%	0.00%	0.00%	0.00%	0.00%	23.53%	0.00%
B	0.00%	0.00%	0.00%	0.00%	0.00%	100%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
CCC	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
CC	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
C	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
D	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%

CRISL Corporate Rating Transition Matrix 2025

End-of-Period Rating												
	AAA	AA	A	BBB	BB	B	CCC	CC	C	D		
Beginning-of-Period Rating												
AAA	100.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
AA	2.75%	5.04%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	2.75%
A	0.00%	1.51%	5.44%	4.21%	0.17%	0.00%	0.00%	0.00%	0.00%	0.00%	2.18%	0.00%
BBB	0.00%	0.00%	2.84%	34.24%	0.14%	0.00%	0.00%	0.00%	0.00%	0.00%	2.84%	0.00%
BB	0.00%	0.00%	0.00%	0.00%	11.22%	0.00%	0.00%	0.00%	0.00%	0.00%	57.14%	0.00%
B	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
CCC	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
CC	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
C	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
D	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%

CRISL Corporate Rating Transition Matrix 2027

End-of-Period Rating												
	AAA	AA	A	BBB	BB	B	CCC	CC	C	D		
Beginning-of-Period Rating												
AAA	100.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
AA	0.70%	10.11%	2.11%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
A	0.00%	4.69%	93.10%	1.56%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
BBB	0.00%	0.00%	4.32%	14.06%	0.12%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
BB	0.00%	0.00%	0.00%	0.00%	6.67%	0.00%	0.00%	0.00%	0.00%	13.35%	0.00%	0.00%
B	0.00%	0.00%	0.00%	0.00%	0.00%	100%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
CCC	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
CC	0.00%	0.00%	0.00%	0.00%	100.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
C	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
D	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%

CRISL Corporate Rating Transition Matrix 2024

End-of-Period Rating												
	AAA	AA	A	BBB	BB	B	CCC	CC	C	D		
Beginning-of-Period Rating												
AAA	100.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
AA	3.31%	94.88%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	2.21%
A	0.00%	1.16%	96.14%	0.33%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	3.33%
BBB	0.00%	0.00%	2.37%	94.93%	0.39%	0.22%	0.00%	0.00%	0.00%	0.00%	0.00%	1.31%
BB	0.00%	0.00%	5.88%	5.88%	75.48%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	11.76%
B	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
CCC	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
CC	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	100.00%	0.00%	0.00%	0.00%	0.00%
C	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
D	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%

DETAILS OF UNDERWRITING

(a) The names, addresses, telephone numbers, fax numbers, contact persons and e-mail addresses of the underwriters, level of capital adequacy of each underwriter;

Underwriter(s)	Contact Person	Contact Number	Amount Underwritten (BDT)
UCB Investment Limited Bulus Center (17 th Floor), Plot: CWS(A)-1, Road: 34, Gulshan Avenue, Dhaka-1212	Tanzim Alamgir Managing Director & CEO	Tel: +88-02-55668070 E-mail: info@ucbil.com.bd Web: www.ucb-investment.com	6,275,000
Prime Finance Capital Management Limited PFI Tower (7 th Floor) 56-57, Dilkusha C/A, Dhaka-1000	Mohammad Rajibul Islam Head of Issue	Tel: 02-223354874,76-77 Fax: 02-223354874,76-77 Email: info@primefincap.com Web: www.primefincap.com	25,000,000
NBL Capital & Equity Management Ltd. Printers Building (Level 9), 5 Rajuk Avenue, Dhaka-1000	Ms. Kamrun Naher Chief Executive Officer	Tel: +88-02 47118807 Fax: +88-02-47118805 Email: cemd@nblbd.com Website: www.nblceml.com	50,000,000
Green Delta Capital Limited Green Delta Aims Tower, 51-52, Mohakhali C/A, Dhaka-1212, Bangladesh	Mohammad Shohel Director, Equity Originator, Corporate and Institutional Investment Banking	Tel: +88 02222298076, +8801971955177 Email: shohel@greendeltacapital.com Website: www.greendeltacapital.com	20,000,000
Southeast Bank Capital Services Ltd. Rupayan Trade Center (10 th Floor), 114 Kazi Nazrul Islam Avenue, Banglamotor, Dhaka	Md Mominul Haque CFA Managing Director	Tel: +88 02 41032192, 41032196-97 Email: mominul@sebcapital.com.bd Website: www.sebcapital.com.bd	20,000,000
Total			121,275,000

(b) Detailed status of full commitment and best effort (in figure and percentage); and parties under own commitment and best efforts;

All underwriters have undertaken their underwriting commitments on a firm commitment basis.

(c) Major terms and conditions of the underwriting agreements.

- 35% of the public offer amounting to BDT 121,275,000 (Taka twelve crore twelve lac seventy-five thousand only), is required to be underwritten by the underwriters on a firm commitment basis
- In case of under-subscription above 35% (thirty five percent) either collectively or any of Els and Mutual Funds, General Investors (GI) & Others category, the public offer shall be cancelled.
- In case of under-subscription under Els, Mutual Funds, General Investors (GI) & Others category by up to 35%, the undersubscribed portion of securities shall be taken up by the underwriter.
- The issuer or issue manager as a lead underwriter shall within 10 (Ten) days of closure of subscription call upon the underwriter in writing with a copy of the said writing to the Bangladesh Securities and Exchange Commission, to subscribe the shares not subscribed by the closing date and to pay for in cash in full, for such unsubscribed shares within 15 (Fifteen) days after being called upon to do so.
- In any case within 7 (seven) days after the expiry of the aforesaid 15 (fifteen) days, the issuer or issue manager as a lead underwriter shall send proof of subscription and deposit of money by the underwriter to the Commission.

CAPITAL & SHAREHOLDING STRUCTURE OF THE ISSUER

- (a) Authorized, issued, subscribed and paid-up capital (number and class of securities, allotment dates, nominal price, issue price and form of consideration);

Particulars	Types of Securities	Number of Securities	Amount in Taka
Authorized Capital	Ordinary	200,000,000	2,000,000,000
Issued, Subscribed and Paid-up Capital	Ordinary	115,500,000	1,155,000,000
Total Paid-Up Capital	Ordinary	115,500,000	1,155,000,000

Particulars of Allotment	Allotment Date	Mode of Allotment (No. of Shares)		Issue Price (Tk.)	Amount of Share Capital (Tk.)
		Cash	Bonus Issue		
1 st Allotment	27/09/2003	1,000,000	-	10.00	10,000,000
2 nd Allotment	12/04/2017	99,000,000	-	10.00	990,000,000
3 rd Allotment	16/03/2023	-	5,000,000	10.00	50,000,000
4 th Allotment	06/08/2024	-	10,500,000	10.00	105,000,000
Total:		100,000,000	15,500,000		1,155,000,000

Note: The Company split its face value of shares from BDT 100.00 to BDT 10.00 on 18 April 2017 after passing a special resolution during the EGM held on 12 April 2017.

- (b) Paid up capital including and share premium before and after the present issue; and after conversion of convertible instruments (if any);

Particulars	Before the Present Issue	After the Present Issue
Paid-Up Capital	1,155,000,000	1,501,500,000
Convertible Instrument	N/A	N/A
Share Premium	17,200,000	17,200,000

The Company did not issue any convertible instruments.

- (c) Category-wise shareholding structure with percentage before and after the present issue; and after conversion of convertible instruments (if any);

Category of Shareholders		Before Present Issue		After Present Issue	
		Ordinary Shares	Percentage	Ordinary Shares	Percentage
Directors & Sponsors		91,822,500	79.50%	91,822,500	61.15%
Shareholders other than Directors & Sponsors		23,677,500	20.50%	23,677,500	15.77%
Eligible Investors (EIs)		-	-	3,465,000	2.31%
Mutual Funds, General Investors (GI) & Others	Mutual Funds	-	-	3,465,000	2.31%
	Permanent Employees of Issuer	-	-	1,732,500	1.15%
	HNI	-	-	1,732,500	1.15%
	NRB	-	-	3,465,000	2.31%
	General Investors	-	-	20,790,000	13.85%
Total:		115,500,000	100.00%	150,150,000	100.00%

- (d) Where shares have been issued in consideration other than cash at any point of time, details in a separate table, indicating the date of issue, persons to whom those are issued, relationship with the issuer, issue price, consideration and valuation thereof, reasons for the issue and whether any benefits have been accrued to the issuer out of the issue along with an auditor's report in this regard;**

No shares of AFPLC have been issued for consideration other than cash at any point of time.

- (e) Where shares have been allotted in terms of any merger, amalgamation or acquisition scheme, details of such scheme and shares allotted;**

No shares have been allotted in terms of any merger, amalgamation, or acquisition.

- (f) Where the issuer has issued equity shares under one or more employee stock option schemes, date-wise details of equity shares issued under the schemes, including the price at which such equity shares were issued;**

The Company has not issued any equity share under stock options to its employees.

- (g) If the issuer has made any issue of specified securities at a price lower than the issue price during the preceding two years, specific details of the names of the persons to whom such specified securities have been issued, relation with the issuer, reasons for such issue and the price thereof;**

Alliance Finance PLC has not made any issue of specified securities at a price lower than the issue price during the preceding two years.

- (h) The decision or intention, negotiation and consideration of the issuer to alter the capital structure by way of issue of specified securities in any manner within a period of one year from the date of listing of the present issue;**

The Company has no such decision or intention, negotiation and consideration to alter the capital structure by way of issue specified securities in any manner within a period of one year from the date of listing of the present issue.

- (i) The total shareholding of the sponsors including sponsor group, directors and any person who owns, beneficially or of record, 5% (five percent) or more of the securities of the issuer in a tabular form, clearly stating the names, nature of issue, date of allotment, number of shares, face value, issue price, consideration, date when the shares were made fully paid up, percentage of the total pre and post issue capital, the lock-in period and the number and percentage of pledged shares, if any, held by each of them;

People's Leasing & Finance PLC

Date of Allotment /Transfer of fully paid-up shares	Consideration	Nature of issue	No. of Equity shares	Face value	Issue Price/ Acquisition Price/ Transfer Prices	Cumulative no. of Equity shares	% pre- issue paid up capital	% Post issue paid	Lock-in
12 Apr 2017	Cash	Ordinary Shares	51,000,000	10	10	51,000,000	51.00%	39.23%	3 Years
16-03-2023	Bonus Share		2,550,000			53,550,000			
06 Aug 2024	Bonus Share		5,355,000			58,905,000			

Concept Knitting Ltd.

Date of Allotment /Transfer of fully paid-up shares	Consideration	Nature of issue	No. of Equity shares	Face value	Issue Price/ Acquisition Price/ Transfer Prices	Cumulative no. of Equity shares	% pre- issue paid up capital	% Post issue paid	Lock-in
12 Apr 2017	Cash	Ordinary Shares	4,000,000	10	10	4,000,000	4.00%	3.08%	3 Years
16-03-2023	Bonus Share		200,000			4,200,000			
06 Aug 2024	Bonus Share		420,000			4,620,000			

Syed Ali Jowher Rizvi

Date of Allotment /Transfer of fully paid-up shares	Consideration	Nature of issue	No. of Equity shares	Face value	Issue Price/ Acquisition Price/ Transfer Prices	Cumulative no. of Equity shares	% pre- issue paid up capital	% Post issue paid	Lock-in
02 Feb 2017	Share Transfer	Ordinary Shares	235,000	10	10	235,000	2.50%	1.92%	3 Years
12 Apr 2017	Cash		9,765,000			10,000,000			

Date of Allotment /Transfer of fully paid-up shares	Consideration	Nature of issue	No. of Equity shares	Face value	Issue Price/ Acquisition Price/ Transfer Prices	Cumulative no. of Equity shares	% pre- issue paid up capital	% Post issue paid	Lock-in
16-03-2023	Bonus Share		500,000			10,500,000			
06 Aug 2024	Bonus Share		1,050,000			11,550,000			
17 Dec 2025	Share Transfer		(8,662,500)			2,887,500			

Sohana Rouf Chowdhury

Date of Allotment /Transfer of fully paid-up shares	Consideration	Nature of issue	No. of Equity shares	Face value	Issue Price/ Acquisition Price/ Transfer Prices	Cumulative no. of Equity shares	% pre- issue paid up capital	% Post issue paid	Lock-in
02 Feb 2017	Share Transfer	Ordinary Shares	530,000	10	10	530,000	10.00%	7.69%	3 Years
12 Apr 2017	Cash		9,470,000			10,000,000			
16-03-2023	Bonus Share		500,000			10,500,000			
06 Aug 2024	Bonus Share		1,050,000			11,550,000			

Summit Holdings Limited

Date of Allotment /Transfer of fully paid-up shares	Consideration	Nature of issue	No. of Equity shares	Face value	Issue Price/ Acquisition Price/ Transfer Prices	Cumulative no. of Equity shares	% pre- issue paid up capital	% Post issue paid	Lock-in
02 Feb 2017	Share Transfer	Ordinary Shares	235,000	10	10	235,000	10.00%	7.69%	3 Years
12 Apr 2017	Cash		9,765,000			10,000,000			
16-03-2023	Bonus Share		500,000			10,500,000			
06 Aug 2024	Bonus Share		1,050,000			11,550,000			

Green Delta Insurance Company Ltd.

Date of Allotment /Transfer of fully paid-up shares	Consideration	Nature of issue	No. of Equity shares	Face value	Issue Price/ Acquisition Price/ Transfer Prices	Cumulative no. of Equity shares	% pre- issue paid up capital	% Post issue paid	Lock-in
12 Apr 2017	Cash	Ordinary Shares	10,000,000	10	10	10,000,000	10.00%	7.69%	3 Years
16-03-2023	Bonus Share		500,000			10,500,000			
06 Aug 2024	Bonus Share		1,050,000			11,550,000			

- (j) **The details of the aggregate shareholding of the sponsors and directors, the aggregate number of specified securities purchased or sold or otherwise transferred by the sponsor and/or by the directors of the issuer and their related parties within 2 (two) years immediately preceding the date of filing the red herring prospectus or draft prospectus;**

There were no such specified securities purchased or sold or otherwise transferred by the Sponsors and/or by the Directors of Alliance Finance PLC within six months immediately preceding the date of filing the prospectus.

- (k) **The name and address of any person who owns, beneficially or of record, 5% (five percent) or more of the securities of the issuer, indicating the number of securities owned, whether they are owned beneficially or of record, and the percentage of the securities represented by such ownership including number of equity shares which they would be entitled to upon exercise of warrant, option or right to convert any convertible instrument;**

Sl.	Name	Address	No. of Shares	Percentage
1	Summit Holdings Limited	Summit Centre, 18 Kawran Bazar, Dhaka	11,550,000	10%
2	Green Delta Insurance Company Limited	Green Delta Insurance Co. Ltd., Green AIMS Tower (6th floor), 51-52 Mohakhali C/A, Dhaka - 1212	11,550,000	10%
3	Sohana Rouf Chowdhury	House No. CEN (H) 44, Road No. 113, Gulshan, Dhaka - 1212	11,550,000	10%
4	People's Leasing & Finance PLC	No.1161, Maradana Road, Borella, Sri Lanka	58,905,000	51%

All above mentioned shareholders of the Company hold their respective shares as owned of record. None of the shareholders beneficially owns any shares of the Company. Furthermore, none of the shareholders has any entitlement to acquire additional equity shares of the Company upon the exercise of any warrant, option, or right to convert any convertible instrument.

- (l) **The number of securities of the issuer owned by each of the top ten salaried officers, and all other officers or employees as group, indicating the percentage of outstanding shares represented by the securities owned.**

There is no employee of Alliance Finance PLC that holds any shares of the Company.

DETAILED DESCRIPTION OF BUSINESS

- (a) The date on which the issuer company was incorporated and the date on which it commenced operations and the nature of the business which the company and its subsidiaries are engaged in or propose to engage in;

Date of Incorporation	27 September 2003
Date of Commencement of Business	27 September 2003
Date of getting permission of Business	06 June 2017
Nature of Business	Alliance Finance PLC is a Finance Company that specializes in providing financial services. Its core businesses include lease and term financing. It also provides other Corporate Financing products as well as Small and Medium Enterprise (SME) financing and Retail Financing for individuals.
Major services	AFPLC offers a wide range of financial services, including long-term and short-term finance, project finance, lease finance, supply chain finance, home and auto loans, equity financing, syndication finance, retail finance, Small and Medium Enterprises (SME) finance, asset-backed securitization, and many other financial services within the framework of regulatory guidelines.
Subsidiaries	AFPLC has no subsidiary company.

- (b) Location of the project;

AFPLC operates through its Corporate Head Office, which is situated at Laila Tower (Level 10), 8 South Gulshan Avenue, Gulshan-1, Dhaka-1212 and Banani Branch located at House 138, Old 81, Road 4, Block-E, Concord Niharika, Kamal Ataturk Avenue, Banani, Dhaka.

All offices and branches of Alliance Finance PLC including the corporate head office are situated in rented properties under lease agreements. Details regarding the lease commitments are disclosed under "PLAN OF OPERATION AND DISCUSSION OF FINANCIAL CONDITION".

- (c) Plant, machinery, technology, process, etc.;

Plant

The issuer company is a Finance Company; hence it does not have any plant and machinery for serving its client.

Technology

The use of information technology, including MIS, is at the deployment stage. Necessary IT support is being provided by AFPLC IT team. AFPLC's IT infrastructure has the necessary hardware and software, such as PCs, laptops, backup power UPS, Core Banking Solutions EFS, Office 365 software, CIB software, e-KYC, EDS Money, RTGS, EC Portal, etc. The Core Banking Solution EFS has been fully operational since June 2022. The Company is currently using three Dell 740 servers for CBS, e-KYC, active directory, file server, print server etc. It uses Microsoft Hyper-V technology, Cisco switches as distribution switch for user workstations, and a Mikrotik router as a gateway for the Internet. Additionally, the Company has implemented Fortinet Firewall and Cisco Router. In 2019, AFPLC established a Board-approved ICT policy to handle all technological operations. The Company is also in the process of setting up a disaster recovery site as part of its Business Continuity Plan (BCP) and taking scheduled database backups from one server to another.

As part of the technical adaptation, AFPLC aims to increase security awareness among its customers more frequently than before to ensure their safety throughout the digitalization journey.

Process:

AFPLC has developed a credit policy manual that outlines the policies and procedures for managing credit-related operations. At the primary stage, Relationship Managers (RM) are responsible for initiating contact with borrowers and analyzing their financial performance and transaction behavior proactively. During this stage, proposals cannot be rejected. After receiving a business proposal, the RM submits the application to the Credit Risk Management (CRM) Department for risk identification and assessment.

The Credit Risk Officer then physically visits the client to verify their creditworthiness and check all data before making an initial decision on whether to forward the proposal. After receiving a recommendation from the CRM, the file is forwarded to the Credit Risk Management Committee for further recommendation. Subsequently, it is forwarded to the Management Credit Committee (MCC)/Executive Committee (EC) and Board of Directors for approval based on the delegation limit. The EC has the authority to approve up to Tk. 200 million, while the Board has supreme authority to approve any amount.

- (d) Details of the major events or milestone in the history of the issuer, including details of capacity or facility creation, launching of plant, products, marketing, change in ownership and/or key management personnel etc.;

History of the issuer	27th September, 2003 - Incorporation and got Commencement of Business 14th November, 2017 - First Board meeting of under new management 6th June, 2017 - Got permission for Financial Institutions businesses.
Capacity or facility creation	1st January 2022 - Inaugurated the Banani Branch Office to expand the business operation.
Launching of plant, products, marketing, change	December, 2020 - Launching of Structure Finance Products
Change in ownership	Changes in ownership occurred on 15 th of May, 2016. The previous sponsors of the company transferred shares to new shareholders and new shares were allocated to additional shareholders as indicated in page no. 52.
Change in key management personnel	Changes in key management personnel is indicated in page no. 137.

- (e) Principal products or services of the issuer and markets for such products or services. Past trends and future prospects regarding exports (if applicable) and local market, demand and supply forecasts for the sector in which the product is included with source of data;

Principal products or services of Alliance Finance PLC

Sl.	Loan Products	Description
1	Corporate Finance	AFPLC has designed various corporate financing products tailored to meet the requirements of companies for their infrastructure development. These consist of corporate financing facilities such as project financing, lease financing, term financing etc.
2	SME Finance	SMEs are considered the engine of growth in Bangladesh and have become a priority sector as announced by Bangladesh Bank. AFPLC SME Financing has differentiated itself in the market in its business approach in unique ways. The Company has designed several loan products to meet the needs as well as help them make effective business decisions with their equity planning service.
3	Retail Finance	AFPLC provides retail financing to individuals and institutions in the form of home loans and auto loans which offer competitive rates, suitable payment options and simple procedures.

Sl.	Deposit Products	Description
1	Fixed Deposits	Alliance Finance PLC has designed a multitude of fixed depository schemes to service its individual customers' different needs, enabling them to prioritize flexibility, high interest yield and convenience.
2	DPS & Millionaire	AFPLC provides several Deposit Pension Schemes (DPS), which are installment-based deposit products for individuals. Products range from regular DPSs to schemes including initial deposits.

Markets for such products or services:

The Company's services are rendered through its Corporate Head Office and Banani Branch located in the capital, Dhaka. Alliance Finance PLC provides deposit and loan products within the territory of Bangladesh.

Past trends in local market:

Particular	30 June 2026	31 Dec 2025	31 Dec 2024	31 Dec 2023	31 Dec 2022	31 Dec 2021
Net Interest Income	124,614,649	221,801,503	221,267,201	186,960,286	162,834,191	134,405,374

Future prospects in local market

Bangladesh's economy has experienced a slowdown in recent years amid persistent inflationary pressures, subdued private investment, structural constraints, and global economic uncertainties. According to the Bangladesh Bureau of Statistics (BBS), the country's Gross Domestic Product (GDP) grew by 3.49% in FY2024–25, compared with 4.22% in FY2023–24 and 5.78% in FY2022–23. The slowdown reflects weaker performance in the agricultural and services sectors, despite relatively improved growth in industrial activities. The World Bank's October 2026 Bangladesh Development Update projects GDP growth of 3.4% in FY2025–26, highlighting continued challenges associated with elevated inflation, energy-sector constraints, and subdued investment. Nevertheless, the country's resilient external sector, supported by remittance inflows and export earnings, together with ongoing reform initiatives, provides a basis for economic recovery over the medium term.

The financial sector plays a vital role in supporting Bangladesh's economic development by mobilizing savings, facilitating investment, providing credit to businesses and individuals, and supporting trade, commerce, industrialization, and employment generation. Non-bank financial institutions (NBFIs) contribute to the sector by providing financing and other financial services to individuals, businesses, and underserved market segments. Despite challenges arising from asset-quality concerns, financial-sector vulnerabilities, elevated funding costs, and regulatory requirements, the continued development of Bangladesh's economy creates opportunities for financial institutions to strengthen their operations, improve risk management, diversify their products and services, and support sustainable economic growth. The sector's future growth will depend, among other factors, on improvements in corporate governance, financial stability, regulatory compliance, and the overall investment environment.

Demand and Supply Outlook of Non-Bank Financial Institutions in Bangladesh

The demand for financing from non-bank financial institutions (NBFIs) in Bangladesh is influenced by the financing requirements of businesses and households, economic activity, investment opportunities, and access to alternative sources of credit. According to published data from Bangladesh Bank, the sector's outstanding loans and advances stood at approximately BDT 78,424.77 crore at the end of March 2026, while deposits amounted to approximately BDT 51,558.81 crore. During the quarter ended March 2026, loan disbursements for economic purposes amounted to approximately BDT 5,577.42 crore, indicating continued financing activity within the sector.

The supply of financing by NBFIs depends on their ability to mobilize deposits, obtain borrowings, maintain adequate capital and liquidity, and manage credit risks effectively. Although the sector continues to play an important role in meeting the financing needs of businesses and individuals, asset-quality concerns, funding constraints, and regulatory requirements may affect the lending capacity of individual institutions. Going forward, demand for NBFIs

financing is expected to be supported by business expansion, industrial development, and household financing needs, while the sector's ability to meet such demand will depend on improvements in financial stability, recovery of non-performing loans, access to funding, and effective risk management. Accordingly, the outlook for the sector will be influenced by the pace of economic recovery, investment activity, and the financial and operational strength of individual institutions.

Source:

<https://www.thedailystar.net/business/economy/news/non-bank-loans-rose-2-jan-mar-4206581>

<https://today.thefinancialexpress.com.bd/last-page/nbfc-deposits-rise-loan-disbursements-fall-1773339578>

<https://www.worldbank.org/en/news/press-release/2026/10/06/bangladesh-needs-urgent-financial-energy-and-revenue-reforms-to-restore-growth-cre>

- (f) If the issuer has more than one product or service, the relative contribution to sales and income of each product or service that accounts for more than 10% (ten percent) of the company's total revenues;

Sl.	Description	30-June-2026	Percentage (%)
1	Loans & Advance Products	333,767,551	92.10%

- (g) If the issuer has single or multiple halal certified products, then disclosure of halal certified products along with date of certification from Islamic Foundation, Bangladesh.

The Company does not currently have any single or multiple halal certified products.

- (h) Description of associates, subsidiary and holding company of the issuer and core areas of business thereof;

AFPLC has neither an associate nor a subsidiary company, but is operated under the holding company, People's Leasing & Finance PLC. Description of the holding company is provided below:

People's Leasing & Finance PLC, a subsidiary of People's Bank, is a limited liability company listed on the Main Board of the Colombo Stock Exchange. Over the past few decades, the company has established itself as a pioneer in providing value-added financial services to Sri Lankans. With over 100 branches across the country and a dedicated team of employees, the company has built strong relationships with its customers by meeting their diverse financial needs through a wide range of products and services.

The company's product portfolio primarily consists of finance leases, loans, deposits (fixed and saving deposits), Islamic products, and factoring. However, the company also offers margin trading facilities and has the permit to buy, sell and exchange foreign currency notes and coins, as well as encash travelers' cheques. The company's product strategy is carefully designed to position it as a comprehensive financial services provider in the dynamic business environment of Sri Lanka today.

- (i) Details of the distribution channel, export possibilities and export obligations, if any;

The loan and deposit products of AFPLC are offered through its office and branch locations in Dhaka. AFPLC reaches the customers through numerous delivery channels, including Banani branch, office.

There are no export possibilities or obligations for AFPLC.

- (j) Competitive conditions in business with names, percentage and volume of market shares of major competitors;

There are several FIs in Bangladesh. Some of these are listed below along with their total market capitalization shall be consider as major competitors.

Sl.	Particulars	Market Capitalization
1	IDLC Finance Limited	BDT 1,257.81 crore
2	IPDC Finance Limited	BDT 532.18 crore
3	Lanka Bangla Finance Limited	BDT 503.21 crore
4	DBH Finance PLC	BDT 343.05 crore
5	Bangladesh Finance Limited	BDT 163.54 crore

Source: Dhaka Stock Exchange dated 06/10/2026

- (k) Sources and availability of raw materials, names and addresses of the principal suppliers and contingency plan in case of any disruption;

AFPLC is a service provider, and its raw materials are human resources. The NBFI industry has developed and expanded fast to meet the growing needs of the economy. The Company has procured the services of experienced professional personnel and has also set up tailored training programs for training fresh graduates for development of its growing need of human resources.

Contingency Plan in case of any disruption:

In our country there is huge supply of educated manpower and different institutions have been providing higher degrees specializing in the study of finance and banking at present. Therefore, there is low possibility of disruption of service.

(l) Sources of, and requirement for, power, gas and water; or any other utilities and contingency plan in case of any disruption;

The Company does not need any power, gas and water except for ordinary uses in office work.

Contingency Plan in case of any disruption:

There is an arrangement of high-capacity generator in each office building to ensure alternative power supply to tackle any power disruptions.

(m) Large customer dependency (i.e., customers who purchased 10% or more of the company's products or services with amount and percentage thereof);

There is no such customer of the company who provides 10% or more of its revenues.

(n) Large supplier dependency (i.e., suppliers from whom the issuer purchased 10% or more of its raw material or finished goods with amount and percentage thereof);

Not applicable in this type of business.

(o) Validity of strategic agreement with any large supplier or customer, if any;

This is not applicable for AFPLC.

(p) Description of licenses, registrations, NOC and permissions obtained by the issuer with issue, renewal and expiry dates;

Sl. No.	Name of Certificate/ License/Registration	License Issuer/Issuing Authority	Certificate/ License No.	Issue Date	Validity
1.	Certificate of Incorporation	Registrar of Joint Stock Companies & Firms, Bangladesh (RJSC)	C-50607(902)/003	27 September 2003	N/A
2.	Commencement of Business	Registrar of Joint Stock Companies & Firms, Bangladesh (RJSC)	C-50607(902)/003	27 September 2003	N/A
3.	Financial Institution License	Bangladesh Bank	DFIM(L)/38	06 June 2017	N/A
4.	NOC for Initial Public Offer	Bangladesh Bank	DFIM(L)1053/103 /2025-368	02 February 2025	N/A
5.	Trade License (Corporate Head Office)	Dhaka North City Corporation (DNCC)	TRAD/DNCC/0463 10/2022	-	30 June 2027
6.	Trade License (Principal Branch Office)	Dhaka North City Corporation (DNCC)	TRAD/DNCC/1450 75/2022	-	30 June 2027
7.	TIN Certificate	National Board of Revenue (NBR)	813781302183	06 September 2017	N/A
8.	VAT Certificate	National Board of Revenue (NBR)	000654286-0101	03 November 2019	N/A

(q) Description of any material patents, trademarks, or royalty agreements;

The Company neither obtained any Patent Right/Trademarks nor signed any royalty agreement any party.

(r) Number of total employees, permanent employees;

Particulars	30 June 2026
No. of Employee	55

Note: All employees are hired on full-time basis.

(s) A brief description of business strategy including market outlook;

Alliance Finance PLC's overall mission is to deliver optimum value to its customers, employees, shareholders, and the nation and the business strategy is geared toward achieving this.

The policy has been to deliver optimum value in a manner that is consistent with the highest levels of fairness and transparency. For AFPLC, it has not been a case of building financial value and enhancing the bottom line at any cost, but rather participating in a process of creating value through fair and ethical means. The Company has strived to maintain sound asset quality and an adequate capital base, and its 0.92% NPL ratio in June 2026 is proof of its excellent governance, especially given the current situation of the industry and economy.

Some of the measures taken to create, sustain and deliver optimum value are as follows:

- **Maintaining capital adequacy**

Capital adequacy symbolizes the financial strength and stability of the company. It limits the extent up to which the company can expand their business in terms of risk-weighted assets. Like all commercial institutions, FIs too constantly look at ways of expanding their operations by opening branches, in addition to mobilizing deposits, providing loans, and making prudent investments in other assets.

Regulatory capital requirements are therefore necessary to prevent FIs from expanding beyond their ability to manage and improve the quality of their assets, control the ability of the FIs to leverage their growth and lead to higher earnings on assets, leading to peace of mind for all the stakeholders. As of 30th June 2026, the company's CAR stood at 31.30%, which is well above the requirements of Bangladesh Bank.

- **Maintaining liquidity**

The liquidity policy of the company has always been to carry a positive mismatch in the interest-earning assets and interest-bearing liabilities. AFPLC has an Asset Liability Manual (ALM) developed in line with Bangladesh Bank guidelines and the Assets Liability Management Committee (ALCO) monitors the situation and maintains a satisfactory trade-off between liquidity and profitability. The Company's liquidity position has been on an improving trend over the last three years, with the SLR ratio well above the 5% required.

- **Sustainable Expansion**

With the ever-changing and advancing needs of people at individual levels, AFPLC aims to sustainably develop and expand its network of branches with the focus on delivering quality customer service with the utmost compassion. The retail strategy of Alliance Finance PLC is based on network expansion, building product differentiators, customer segmentation and sales effectiveness.

- **Sustainable Financing and CSR**

Alliance Finance PLC has been prioritizing Sustainable Financing since its inception. The Company adopted CSR and Green Financing practices and activities from the very beginning of its journey. Till now, the Company has contributed a substantial amount towards CSR activities across multiple sectors.

In 2025, AFPLC donated to icddr, CRP, C3ER of BRAC University, and Economics Study Center of University of Dhaka, a total of Three Lacs Taka.

AFPLC signed an MOU with the Centre for Climate Change and Environmental Research (C3ER), BRAC University to enhance youth involvement and develop knowledge and capacity for climate change adaptation and mitigation.

- (t) If the ongoing or intended products or business is with the intent to operate in light of shari'ah or Halal Certified, shall attach a shari'ah pronouncement or opinion by the SSB about its business nature and be signed by the Shari'ah members of the SSB or Shari'ah advisor, in absence of SSB; and also details of halal certification of each product, if any;

The Company does not conduct its business with the intention of operating in accordance with Shari'ah principles or as a Shari'ah-compliant/Islamic business. Accordingly, the Company has not obtained any Shari'ah pronouncement or opinion from a Shari'ah Supervisory Board (SSB) or Shari'ah Advisor. The Company also does not currently have any Halal-certified products.

- (u) A table containing the existing installed capacities for each product or service, capacity utilization for these products or services in the previous years, projected capacities for existing as well as proposed products or services and the assumptions for future capacity utilization for the next three years in respect of existing as well as proposed products or services. If the projected capacity utilization is higher than the actual average capacity utilization, rationale to achieve the projected levels;

The Company is licensed as a FC and in practice they carry out the following types of services in their normal course of business:

Sl.	Loan Products
1	Corporate Finance
2	SME Finance
3	Retail Finance
Sl.	Deposit Products
1	Fixed Deposits
2	DPS & Millionaire

As AFPLC is a service-oriented concern, therefore, it is not possible to determine the actual capacity and its utilization like manufacturing and other concern.

DESCRIPTION OF PROPERTY:

(a) Location and area, building, principal plants and other property of the company and the condition thereof;

AFPLC operates through its Corporate Head Office, which is situated at Laila Tower (Level 10), 8 South Gulshan Avenue, Gulshan-1, Dhaka-1212 and Banani Branch located at House 138, Old 81, Road 4, Block-E, Concord Niharika, Kamal Ataturk Avenue, Banani, Dhaka

The company has its headquarters of 5200 sft. at Laila Tower (Level 10), 8 South Gulshan Avenue, Gulshan-1, Dhaka-1212 and 1 branch office of 1700 sft. at House 138, Old 81, Road 4, Block-E, Concord Niharika, Kamal Ataturk Avenue, Banani, Dhaka. It is to be noted here that both the branch office and corporate head office are situated in rented premises under lease agreements. AFPLC doesn't own any land, building or principal plants

(b) Whether the property is owned by the company or taken on lease;

All the office spaces are taken on lease.

(c) Ownership, possession, location and area of the land, dates of purchase, last payment date of current rent (LvRbv) and mutation date of lands, deed value and other costs including details of land development cost, if any and current use thereof;

The company does not own any land properties.

(d) The names of the persons from whom the land has been acquired or proposed to be acquired along with the cost of acquisition and relation, if any, of such persons to the issuer or any sponsor or director thereof;

The company does not own any land properties. So, this is not applicable.

(e) Details of whether the issuer has received all the approvals pertaining to use of the land, if required;

The company does not own any land properties. So, this is not applicable.

(f) If the property is owned by the issuer, whether there is a mortgage or other type of charge on the property, with name of the mortgagee;

There is no mortgage or any type of charge on the property of Alliance Finance PLC.

(g) If the property is taken on lease, the expiration dates of the lease with name of the lessor, principal terms and conditions of the lease agreements and details of payment;

No property of Alliance Finance PLC is taken on lease except the following operating lease commitments for its following offices and branches:

Sl.	Name of Office	Address	Area (Sft.)	Rent per Sft. (BDT)	Monthly Amount (BDT)	Period of Lease	Name of Lessor(s)
01	Corporate Head Office	Laila Tower (Level 10), 8 South Gulshan Avenue, Gulshan – 1, Dhaka – 1212	5,200	185	962,000	1 st October 2026-30 th September 2032 (6 years)	Dreamland Resorts Limited
02	Banani Branch	House 138, Old 81, Road 4, Block-E, Concord Niharika, Kamal Ataturk Avenue, Banani, Dhaka	1,700	343.04	583,160	1 st January 2025- 31 st December 2029 (5 years)	Akhtaruzzaman

- (h) The details of plant and machineries as per latest financial statement of written down value along with dates of purchase, sellers name, address, condition when purchased, country of origin, useful economic life at purchase and remaining economic life, purchase price and written down value;**

As Alliance Finance PLC is a service-oriented company, it has no need for plant and machineries for the normal course of action.

- (i) Details of the machineries required to be bought by the issuer, cost of the machineries, name of the suppliers, date of placement of order and the date or expected date of supply, etc.;**

As Alliance Finance PLC is a service-oriented company, it has no requirement for buying machineries and hence this information is not applicable here.

- (j) In case the machineries are yet to be delivered, the date of quotations relied upon for the cost estimates given shall also be mentioned;**

As Alliance Finance PLC is a service-oriented company, it has no machineries which are yet to be delivered and hence this information is not applicable here.

- (k) If plant is purchased in brand new condition, then it should be mentioned;**

As Alliance Finance PLC is a service-oriented company, it has no plant and hence this information is not applicable here.

- (l) Details of the second hand or reconditioned machineries bought or proposed to be bought, if any, including the age of the machineries, balance estimated useful life, etc. as per PSI certificates of the said machineries as submitted to the Commission;**

As Alliance Finance PLC is a service-oriented company, it has no plant and hence this information is not applicable here.

- (m) Statement about the physical verification report by the issue manager(s), and if required, with the support of any relevant technical consultant, regarding the properties of the issuer;

**PHYSICAL VERIFICATION REPORT BY THE ISSUE MANAGER
OF
ALLIANCE FINANCE PLC**

Company Overview:

Alliance Finance PLC (AFPLC) is a Finance Company with multinational collaboration in Bangladesh, licensed by Bangladesh Bank. AFPLC was incorporated with the name of Alliance Leasing & Finance Company Limited on 27 September, 2003 as a Public Limited Company under the Company Act, 1994. The company began operating its business activities in the year 2017.

AFPLC was established by a group of prominent local corporate sponsors and individual entrepreneurs with established business backgrounds and goodwill. The local sponsors include representatives from Summit Group, Rangs Group, Alliance Holdings Limited, Green Delta Insurance Company Limited, and Concept Knitting Limited. Presently, the major shareholder of Alliance Finance PLC is People's Leasing & Finance PLC, a subsidiary of People's Bank, Sri Lanka's largest state-owned bank. This strategic partnership combines local market knowledge with experience in the financial services sector of Sri Lanka, supporting the Company's objective of providing innovative and customer-oriented financial services in Bangladesh.

Nature of Business:

Alliance Finance PLC is a Finance Company that specializes in providing financial services. Its core businesses include lease and term financing. It also provides other Corporate Financing products as well as Small and Medium Enterprise (SME) financing and Retail Financing for individuals.

Service Portfolio:

Sl.	Loan Products	Description
1	Corporate Finance	AFPLC has designed various corporate financing products tailored to meet the requirements of companies. These consist of corporate financing facilities such as project financing, lease financing, working capital finance, term financing etc.
2	SME Finance	SMEs are considered the engine of growth in Bangladesh and have become a priority sector as announced by Bangladesh Bank. AFPLC SME Financing has differentiated itself in the market in its business approach in unique ways. The Company has designed several loan products to meet the needs as well as help them make effective business decisions with their equity planning service.
3	Retail Finance	AFPLC provides retail financing to individuals and institutions in the form of home loans and auto loans which offer competitive rates, suitable payment options and simple procedures.

Process of the Verification:

UCB Investment Limited (UCBIL) have been working with Alliance Finance PLC since 2023. During the period, different teams of UCBIL visited the Company on several occasions. The process comprises of five different teams in the verification process for the IPO of Alliance Finance PLC as under:

Particulars	Team Profile
Strategic Management Team	Tanzim Alamgir Managing Director & CEO
	Md. Khaled Hassan VP & Senior Manager
	Anisul Haque VP & Senior Manager
Financial Statements Analysis Team	Emran Khan Janin, CA (CC) Assistant Manager

Particulars	Team Profile
Prospectus Preparation Team	Rezwan Ahmed Rifat Assistant Manager
	Emran Khan Janin, CA (CC) Assistant Manager
	Joyeeta Mannan Ima Assistant Manager

The team examined all the necessary documents provided by Alliance Finance PLC. This verification is related to the Bangladesh Securities and Exchange Commission (Public Offer of Equity Securities) Rules, 2025. UCBIL examinations were limited to the procedures and implementation thereof as adopted by the Management in ensuring compliance with the conditions of the Bangladesh Securities and Exchange Commission (Public Offer of Equity Securities) Rules, 2025.

In verifying the compliance of BSEC (Public Offer of Equity Securities) Rules, 2025, UCBIL visited the corporate head office of AFPLC as the issue manager on 05 October 2026. The sole purpose of the visit was to verify the business of Alliance Finance PLC for preparing this verification report.

Visiting Team:

Teams	Representative
Alliance Finance PLC (Issuer)	Kanti Kumar Saha Chief Executive Officer
	Mohammad Ali Ashraf Acting Chief Financial Officer
	Arif Abdut Towab Company Secretary
	Shahanur Rashid Chief Business Officer
	Md. Shahidul Islam Mazumder Chief Technology Officer
	Iqbal Ahmed Head of Internal Control & Compliance
	Md. Suruzzaman Head of Credit Administration & Special Assets Management
	Md. Sayful Islam Head of Small & Medium Enterprise
UCB Investment Limited (Issue Manager)	Tanzim Alamgir Managing Director & CEO
	Md. Khaled Hassan VP & Senior Manager
	Emran Khan Janin, CA (CC) Assistant Manager
	Joyeeta Mannan Ima Assistant Manager

Description of Offices:

The company's registered office is situated at The Laila Tower (Level 10), 8 South Gulshan Avenue, Gulshan 1, Dhaka 1212. The visiting team has found the Corporate Head Office of Alliance Finance PLC, which is situated at Laila Tower (Level 10), 8 South Gulshan Avenue, Gulshan 1, Dhaka 1212. The team also visited the Banani Branch located at House 138, Old 81, Road 4, Block-E, Concord Niharika, Kamal Ataturk Avenue, Banani, Dhaka.

AFPLC operates its overall business and operation from the Corporate Head Office.

Around 45 officers and staff were present during our visit to the Corporate Head Office of issuer. We also verified the trade licenses and lease deed agreements of the issuer.

Sign Board:

The signboard of the company is well displayed at the registered office/Corporate Head Office and branch office.

Description of Property:

Information regarding offices and department wise functions on each floor is provided in the table below:

Corporate Head Office	Floor Number	Departments
Laila Tower, 8 South Gulshan Avenue, Dhaka 1212	10 th Floor Area: 5,200 Sft.	Information Technology (IT)
		Corporate, SME & Retail
		Finance & Accounts
		Human Resources
		Credit Administration
		Internal Control & Compliance
		Credit Risk Management
		Deposit Operations
Banani Branch Office	Floor Number	Departments
House 138, Old 81, Road 4, Block-E, Concord Niharika, Kamal Ataturk Avenue, Banani, Dhaka.	Ground Floor Area: 1,700 Sft.	Business Operations

Other Assets:

The company does not own any land or building. All the offices/branches are taken on lease. AFPLC has freehold assets which includes, office decorations, Furniture and fixtures, ICT Equipment, Office equipment and vehicle. Additionally, it has intangible assets comprising Core Banking Software and others. All of these are reflected in audited financial statements.

Vehicles:

The company owns following vehicle:

Vehicle Name & Model	Vehicle Number
Nissan X trail (2017)	189789-GHA

During our visit, we found that both the tangible and intangible assets of the company were in use.

Sd/-

Tanzim Alamgir

Managing Director & CEO

UCB Investment Limited

Place: Dhaka

Date: 26 October 2026.

- (n) If the issuer is entitled to any intellectual property right or intangible asset, full description of the property, whether the same are legally held by the issuer and whether all formalities in this regard have been complied with;

The Company has no intellectual property except the following intangible assets

Name of intangible asset	Description of the asset	Nature of Ownership	Status of Compliance
Software	Core Banking Software and others	Fully owned	Complied as per IAS 38

- (o) Full description of other properties of the issuer, if any.

There is no other property except those mentioned in the fixed asset schedule in the audited financial statements.

PLAN OF OPERATION AND DISCUSSION OF FINANCIAL CONDITION

- (a) If the issuer has not started its commercial operation or green field project, the company's plan of operations for the period which would be required to start commercial operation which shall, among others, include:

Alliance Finance PLC started its commercial operation on June 06, 2017. Hence, such information would not be applicable for the company.

- (b) If the issuer had been in operation, The issuer's revenue and results from operation, financial position and changes in financial position and cash flows for the last five years or from commercial operation, which is shorter, shall be furnished in tabular form which shall, among others, include the following information:

- (i) Internal and external sources of cash;

INTERNAL SOURCES OF CASH						
Particulars	30-Jun-26	31-Dec-25	31-Dec-24	31-Dec-23	31-Dec-22	31-Dec-21
Paid-up Capital	1,155,000,000	1,155,000,000	1,155,000,000	1,050,000,000	1,000,000,000	1,000,000,000
Share premium	17,200,000	17,200,000	17,200,000	122,200,000	172,200,000	172,200,000
Statutory Reserve	89,921,814	82,452,726	68,371,312	51,688,729	46,807,935	36,443,217
Retained Earnings	34,028,516	90,777,164	92,201,511	25,471,177	55,766,621	70,397,187
Sub-Total	1,296,150,330	1,345,429,890	1,332,772,823	1,249,359,906	1,274,774,556	1,279,040,404
EXTERNAL SOURCES OF CASH						
Particulars	30-Jun-26	31-Dec-25	31-Dec-24	31-Dec-23	31-Dec-22	31-Dec-21
Borrowings from other Banks and Financial Institutions	1,125,608,477	1,179,138,058	906,856,579	798,348,961	204,353,683	7,750,000
Deposits and other Accounts	3,701,146,286	3,451,170,923	3,126,860,506	2,849,159,353	2,513,720,509	2,000,442,730
Sub-Total	4,826,754,763	4,630,308,981	4,033,717,085	3,647,508,314	2,718,074,192	2,008,192,730
Grand Total	6,122,905,093	5,977,038,871	5,366,489,908	4,896,868,220	3,992,848,748	3,287,233,134

- (ii) Any material commitments for capital expenditure and expected sources of funds for such expenditure;

The company has no material commitment of capital expenditure other than as specified under the head of **Use of Proceeds** of this Prospectus.

- (iii) Causes for any material changes from period to period in revenues, cost of goods sold, other operating expenses and net income;

Particular	30-Jun-26	31-Dec-25	31-Dec-24	31-Dec-23	31-Dec-22	31-Dec-21
Interest Income	362,401,370	665,533,369	625,057,032	467,267,617	346,744,598	252,821,725
Interest on deposits and borrowings etc.	237,786,721	443,731,866	403,789,831	280,307,330	183,910,407	118,416,351
Total Operating Expenses	78,509,478	156,865,479	137,995,065	127,963,456	115,399,001	88,685,136
Net Profit after Tax	37,345,440	70,407,066	83,412,917	24,403,971	51,823,592	58,553,922

Causes for Changes in Interest Income

The Interest Income of AFPLC has changed over the years due to fluctuations in the volume of loans and advances, investment in interest-bearing assets, and prevailing interest rates in the market. The decrease in interest income during the six months ended 30 June 2026 reflects the lower income recognized during the period compared with the preceding full financial year.

Causes for Changes in Interest Expenses

The Interest Expenses of AFPLC have changed over the years due to fluctuations in the volume of deposits and borrowings, changes in the cost of funds, and prevailing interest rates in the market. These factors have affected the Company's overall interest expenses during the respective periods.

Causes for Changes in Total Operating Expenses

The Total Operating Expenses of AFPLC have changed over the years due to variations in fixed and variable operating costs, including employee expenses, administrative expenses, and other costs associated with the Company's business operations. These expenses have fluctuated in line with changes in the Company's operational requirements and cost structure.

Causes for Changes in Net Profit After Taxation

The Net Profit After Taxation of AFPLC has fluctuated over the years due to changes in Profit Before Taxation and Provision for Taxation. Variations in operating income, operating expenses, and provision requirements have contributed to changes in the Company's profitability during the respective periods.

(iv) Any seasonal aspects of the issuer's business;

There are no seasonal aspects of the issuer's business.

(v) Any known trends, events or uncertainties that may have material effect on the issuer's future business;

There are no such known trends, events or uncertainties that may affect the company's business. However, the business may be affected by the following uncertainties- natural disasters, political unrest, increased competition from new entrants etc.

(vi) Any assets of the company used to pay off any liabilities;

None of the assets of the company was used to pay off any liabilities of the company.

(vii) Any loan taken from or given to any related party or connected person of the issuer with details of the same;

There are no such transaction.

(viii) Any future contractual liabilities the issuer may enter into within next one year, and the impact, if any, on the financial fundamentals of the issuer;

AFPLC has no plan to enter into any contract creating future liabilities for the Company except for those that are created in the normal course of business activities.

(ix) The estimated amount, where applicable, of future capital expenditure;

The Company has no plan for capital expenditure in the near future. Approximate total capital expenditure of BDT 7,200,000/- for Head Office expansion by 2,850 square feet in the seventh floor of Laila Tower (current location of Head Office), and for opening a new booth of 1,000 square feet at Dhanmondi.

(x) Any VAT, income tax, customs duty or other tax liability which is yet to be paid, including any contingent liabilities stating why the same was not paid prior to the issuance of the prospectus. Updated income tax status for the last 5 (five) years or from commercial operation, which is shorter;**Status of unpaid VAT, income tax, customs duty or other tax liability:**

The Company has no such unpaid VAT, income tax, customs duty or other tax liability.

Income tax status for the last 5 (five) years

Income Year	Assessment Year	Status
2021-2022	2022-2023	Under process*
2022-2023	2023-2024	The assessment of the assessee company has been completed for the assessment year 2023-2024 under section 180(1) of Income Tax Act, 2023.

2023-2024	2024-2025	The assessment of the assessee company has been completed for the assessment year 2024-2025 under section 180(1) of Income Tax Act, 2023.
2024-2025	2025-2026	The assessment of the assessee company has been completed for the assessment year 2025-2026 under section 180(1) of Income Tax Act, 2023.
2025-2026	2026-2027	Return has been submitted on 15 th September 2026, Tax certificate is yet to be received.

* The file is currently under appeal, and. The final decision is still awaited.

(xi) Any financial commitment, including lease commitment, the company had entered into during the past 5 (five) years or from commercial operation, which is shorter, giving details as to how the liquidation was or is to be affected;

Financial and Lease commitments during last five years

Financial Commitments:

There have been no such financial commitments for the company during the past five years.

Lease Commitments:

Sl.	Name of Lessor(s)	Name of Office	Area (Sft.)	Rent per Sft. (BDT)	Monthly Amount (BDT)	Period of Lease	Liquidation
01	Dreamland Resorts Limited	Corporate Head Office	5,200	185	962,000	1 st October 2026-30 th September 2032 (6 years)	N/A
02	Akhtaruzzaman	Banani Branch	1,700	343.04	583,160	1 st January 2025-31 st December 2029 (4 years)	N/A

(xii) Details of all personnel related schemes for which the company has to make provision for in future years;

Alliance Finance PLC considers its human resources the most valuable assets of the company and has been continuing to train, equip and groom fresh recruits to build a strong foundation. To enhance and advance the professional ability and knowledge of the employees, regular training programs are organized at different professional institutions. The Company provides a standard monthly salary package to its employee. In addition to that, there is an arrangement of following benefits for its employee:

- Provident Fund:** The Company operates a Contributory Provident Fund for its permanent employees, contribution for which are being made monthly as rules administered by a Board of Trustee in which eligible employees contribute @ 10% of Basic Salary. The company also makes equal contributions to the said Provident Fund. The contributions are managed separately from the Company's assets.
- Gratuity:** The Company has introduced a funded gratuity scheme. Employees are entitled to gratuity benefits after completion of a minimum of 5 years of service with the Company. The gratuity is calculated on the last basic pay and is payable at the rate of one month's basic pay for each year of service completed.
- Health Insurance Policy:** The purpose of the policy is to give benefits on accidental death, and medical claim for OPD & IPD of an employee.
- Bonus:** In each Eid, employees are given a festival Bonus equivalent to one month's basic salary. Besides, employees get another bonus of 20% of the basic salary on occasion of Bengali New Year.
- Maternity Leave:** Female employees are eligible for maternity leave as per Government Rules.

(xiii) **Breakdown of all expenses related to the public issue;**

A. Bangladesh Securities & Exchange Commission (BSEC) Fees		
Application Fee	BDT 50,000	50,000
Consent Fee	0.30% of the Public Offer	1,039,500
B. Fees related to Listing with Dhaka Stock Exchange (DSE) & Chittagong Stock Exchange (CSE)		
Prospectus Submission Fee	BDT 50,000	100,000
Initial Listing Fee	0.25% up to BDT 10 Crore Paid-up Capital & 0.15% on the rest of Paid-up Capital	4,704,500
	(Fee will be minimum BDT 50,000 and maximum BDT 10,000,000 for each exchange)	
Annual Listing Fee	0.05% on BDT 100 Crore Paid-up Capital & 0.02% on the rest of paid-up Capital	1,200,000
	(Fee shall be minimum BDT 50,000 and maximum BDT 600,000 for each exchange)	
C. CDBL Fees and Expenses		
Security Deposit	BDT 100,000 - BDT 500,000	500,000
Documentation Fee	BDT 2,500	2,500
Annual Fee	BDT 25,000 - BDT 100,000	100,000
Connection Fee (1 Year)	BDT 6,000	6,000
Initial Public Offer Fee	0.015% of the Issue Size	51,975
D. Manager to the Issue Fees		
Issue Management Fee	Maximum 1% (one percent) of the public offer amount or Tk. 25 (twenty-five) lac, whichever is higher	2,800,000
VAT on Issue Management Fee	15% on the Total Issue Management Fee	420,000
E. IPO related Fees		
Underwriting Commission	Negotiable; maximum 0.50% on 35% of the Public Offer	606,375
VAT on Underwriting Commission	15% on the Total Underwriting Commission	90,956
Audit & Auditor's Certifications Fee	Negotiable	640,000
F. Printing & Post- IPO Expenses		
Publication of Prospectus	Estimated 2,000+ copies; to be paid at actual	1,000,000
Publication of Abridged Version of Prospectus and Notice in 4 National Dailies (2 Bengali, 2 English)	Estimated; to be paid at actual	500,000
Notice for Prospectus, Subscription, Refund etc. in 4 National Dailies (2 Bengali, 2 English)	Estimated; to be paid at actual	400,000
ESS Fee	Fixed	1,000,000
Courier, Stationery and Other Expenses	Estimated; to be paid at actual	688,194
Total IPO Expenses		15,900,000

(xiv) **If the issuer has revalued any of its assets, the name, qualification and experiences of the valuer and the reason for the revaluation, showing the value of the assets prior to the revaluation separately for each asset revalued in a manner which shall facilitate comparison between the historical value and the amount after revaluation and giving a summary of the valuation report along with basis of pricing and certificates required under the revaluation guideline of the Commission;**

Alliance Finance PLC has not revalued any assets thus far. As such it is not applicable for the company.

- (xv) Where the issuer is a holding or subsidiary company, full disclosure about the transactions, including its nature and amount, between the issuer and its subsidiary or holding company, including transactions which had taken place within the last 5 (five) years of the issuance of the prospectus or since the date of incorporation of the issuer, whichever is later, clearly indicating whether the issuer is a debtor or a creditor;

There are no such transactions made between Alliance Finance PLC and its holding company within the last five years of the issuance of the prospectus.

- (xvi) **Financial Information of Group Companies and Companies under common ownership exceeding 50% (fifty percent):** following information for the last three years based on the audited financial statements, in respect of all the group companies of the issuer, as applicable, along with significant notes of the auditors:

The Issuer has no Group Companies under common ownership.

- (xvii) **Where the issuer is a banking company, insurance company, non-banking financial institution, or any other company which is regulated and licensed by another primary regulator, a declaration by the board of directors shall be included in the prospectus stating that all requirements of the relevant laws and regulatory requirements of its primary regulator have been adhered to by the issuer and valid No Objection Certificate (NOC) from the primary regulator for issuance of securities through public offer;**

Declaration for Non-Banking Financial Institution

The Company declares that being a non-banking financial institution, it has adhered to and complied with all requirements of the relevant laws and regulatory requirements of its primary regulator Bangladesh Bank.

Sd/-
Syed Ali Jowher Rizvi
Chairman

Sd/-
Sohana Rouf Chowdhury
Director

Sd/-
Lutfi Mawla Ayub
Director

Sd/-
Azeeza Aziz Khan
Nominated Director of
Summit Holdings Limited

Sd/-
K. S. Bandarnayake
Nominated Director of
People's Leasing & Finance
PLC

Sd/-
Ms. Farhana Akhter
Nominated Director of
Concept Knitting Limited

Sd/-
P. G. A. Perera
Nominated Director of
People's Leasing & Finance
PLC

Sd/-
T. D. R. H. Perera
Nominated Director of
People's Leasing & Finance
PLC

Sd/-
Jayantha Thilakarathna
Nominated Director of
People's Leasing & Finance
PLC

Sd/-
W Prabath Gunasena
Nominated Director of
People's Leasing & Finance
PLC

Sd/-
Priyankara Gangabadage
Nominated Director of People's Leasing & Finance PLC

Sd/-
Abdur R. Chowdhury
Independent Director

Sd/-
Kanti Kumar Saha
Chief Executive Officer

Sd/-
Dharma Dheerasinghe
Independent Director

(xviii) **Any material information, which is likely to have an impact on the offering or change the terms and conditions under which the offer has been made to the public;**

There is no material information, which is likely to have an impact on the offering or change the terms and conditions under which the offer has been made to the public.

(xix) **Discussion on the results of operations shall inter-alia contain the following:**

a.A summary of the past financial results after adjustments as given in the auditor's report containing significant items of income and expenditure;

Particular	30-Jun-26	31-Dec-25	31-Dec-24	31-Dec-23	31-Dec-22	31-Dec-21
Interest Income	362,401,370	665,533,369	625,057,032	467,267,617	346,744,598	252,841,134
Interest on deposits and borrowings etc.	237,786,721	443,731,866	403,789,831	280,307,330	183,910,407	118,910,407
Net Interest Income	124,614,649	221,801,503	221,267,201	186,960,287	162,834,191	134,930,727
Investment Income	22,547,620	42,890,770	27,600,676	20,482,976	28,481,234	36,481,234
Commission, exchange and brokerage	-	-	-	-	-	-
Other operating income	1,985,197	1,767,342	4,734,720	6,400,885	28,078,176	16,744,598
Total Operating Income	149,147,466	266,459,615	253,602,597	213,844,148	219,393,601	187,145,959
Total Operating Expenses	78,509,478	156,865,479	137,995,065	127,963,456	115,399,001	88,910,407
Operating Profit (Profit before Provision)	70,637,988	109,594,136	115,607,532	85,880,692	103,994,600	98,235,552
Total Provision for loans and investments	12,077,549	1,754,792	-5,350,484	26,842,553	16,128,930	7,128,930
Total Profit before Taxation	58,560,439	107,839,344	120,958,016	59,038,139	87,865,670	91,106,622
Total Provision for Taxation	21,214,999	37,432,277	37,545,099	34,634,167	36,042,079	32,977,692
Net Profit after Taxation	37,345,440	70,407,067	83,412,917	24,403,972	51,823,591	58,128,930
Earnings per Share (EPS)	0.32	0.61	0.72	0.23	0.52	0.59

b.A summary of major items of income and expenditure;

Major items of income:

Particular	30 June 2026	31 Dec 2025	31 Dec 2024	31 Dec 2023	31 Dec 2022	31 Dec 2021
Interest Income	362,401,370	665,533,369	625,057,032	467,267,617	346,744,598	252,841,134
Investment Income	22,547,620	42,890,770	27,600,676	20,482,976	28,481,234	36,481,234
Commission, exchange and brokerage	-	-	-	-	-	-
Other Operating Income	1,985,197	1,767,342	4,734,720	6,400,885	28,078,176	16,744,598

Major items of Expenditure:

Particular	30 June 2026	31 Dec 2025	31 Dec 2024	31 Dec 2023	31 Dec 2022	31 Dec 2021
Interest on deposits and borrowings etc.	237,786,721	443,731,866	403,789,831	280,307,330	183,910,407	11,340,000
Total Operating Expenses	78,509,478	156,865,479	137,995,065	127,963,456	115,399,001	8,340,000
Total Provision for loans and investments	12,077,549	1,754,792	-5,350,484	26,842,553	16,128,930	-

c. The income and sales on account of major products or services;

The other incomes of AFPLC do not constitute more than 10% of the total income (Interest Income and Investment Income and Other Income) of the company; not applicable for AFPLC.

d. In case, other income constitutes more than 10% (ten percent) of the total income, the breakup of the same along with the nature of the income, i.e., recurring or non-recurring;

The Company has no other income which constitutes more than 10% of the total income.

e. If a material part of the income is dependent upon a single customer or a few major customers, disclosure of this fact along with relevant data. Similarly, if any foreign customer constitutes a significant portion of the issuer's business, disclosure of the fact along with its impact on the business considering exchange rate fluctuations;

The Company's income is not dependent upon a single customer or a few major customers nor foreign customer.

f. In case the issuer has followed any unorthodox procedure for recording sales and revenues, its impact shall be analyzed and disclosed.

The issuer has not followed any unorthodox procedure for recording sales and revenues.

(xx) Comparison of recent financial year with the previous financial years on the major heads of the profit and loss statement, including an analysis of reasons for the changes in significant items of income and expenditure, inter-alia, containing the following:

Particulars	30-Jun-26	Change (%)	31-Dec-25	Change (%)	31-Dec-24	Change (%)	31-Dec-23	Change (%)
Interest Income	362,401,370	-45.55%	665,533,369	6.48%	625,057,032	37.23%	467,267,617	11.34%
Interest on deposits and borrowings etc.	237,786,721	-46.41%	443,731,866	9.89%	403,789,831	44.05%	280,307,330	11.34%
Net interest income	124,614,649	-43.82%	221,801,503	0.24%	221,267,201	26.30%	186,960,286	11.34%
Investment Income	22,547,620	-47.43%	42,890,770	55.40%	27,600,676	34.75%	20,482,976	11.34%
Other Operating Income	1,985,197	12.33%	1,767,342	-62.67%	4,734,720	-73.95%	6,400,885	11.34%
Total operating Income	149,147,466	-44.03%	266,459,614	5.07%	253,602,597	18.59%	213,844,147	11.34%
Total operating expenses	78,509,478	-49.95%	156,865,479	13.67%	137,995,065	7.84%	127,963,456	11.34%
Operating Profit (Profit before provisions)	70,637,988	-35.55%	109,594,135	-5.20%	115,607,532	34.61%	85,880,691	11.34%
Total provision	12,077,549	588.26%	1,754,792	-132.80%	(5,350,484)	-119.93%	26,842,553	11.34%
Total profit before taxation	58,560,439	-45.70%	107,839,343	-10.85%	120,958,016	104.88%	59,038,138	11.34%
Provision for taxation	21,214,999	-43.32%	37,432,277	-0.30%	37,545,099	8.40%	34,634,167	11.34%
Net profit after taxation	37,345,440	-46.96%	70,407,066	-15.59%	83,412,917	241.80%	24,403,971	11.34%
Earnings Per Share	0.32	-46.96%	0.61	-15.59%	0.72	210.73%	0.23	11.34%

Causes for Changes in Interest Income

The Interest Income of AFPLC has changed over the years due to fluctuations in the volume of loans and advances, investment in interest-bearing assets, and prevailing interest rates in the market. The decrease in interest income during the six months ended 30 June 2026 reflects the half yearly income recognized during the period compared with the preceding full financial year.

Causes for Changes in Interest Expenses

The Interest Expenses of AFPLC have changed over the years due to fluctuations in the volume of deposits and borrowings, changes in the cost of funds, and prevailing interest rates in the market. These factors have affected the Company's overall interest expenses during the respective periods.

Causes for Changes in Net Interest Income

The Net Interest Income of AFPLC has changed over the years due to variations in Interest Income and Interest Expenses arising from changes in the Company's interest-earning assets, deposit and borrowing liabilities, and prevailing market interest rates.

Causes for Changes in Investment Income

The Investment Income of AFPLC has fluctuated over the years due to changes in market conditions, returns on investments, and the performance and composition of its investment portfolio. The increase or decrease in investment income reflects variations in investment returns during the respective periods.

Causes for Changes in Other Operating Income

The Other Operating Income of AFPLC has changed over the years due to fluctuations in income generated from sources other than interest and investment activities. The variation reflects changes in the Company's operating activities and the income recognized from different sources during the respective periods.

Causes for Changes in Total Operating Income

The Total Operating Income of AFPLC has changed over the years due to variations in Net Interest Income, Investment Income, and Other Operating Income. The overall movement in operating income reflects changes in the Company's core financing activities, investment returns, and other operating revenue.

Causes for Changes in Total Operating Expenses

The Total Operating Expenses of AFPLC have changed over the years due to variations in fixed and variable operating costs, including employee expenses, administrative expenses, and other costs associated with the Company's business operations. These expenses have fluctuated in line with changes in the Company's operational requirements and cost structure.

Causes for Changes in Operating Profit (Profit Before Provisions)

The Operating Profit of AFPLC has changed over the years due to fluctuations in Total Operating Income and Total Operating Expenses. The increase or decrease in operating profit reflects changes in the Company's revenue generation and operating cost structure before considering provisions for the respective periods.

Causes for Changes in Total Provision

The Total Provision of AFPLC has fluctuated over the years due to changes in provision requirements for loans, investments, and other relevant exposures, as applicable. Such variations may arise from changes in the quality and composition of the Company's loan and investment portfolios, the assessment of recoverability, and applicable regulatory and accounting requirements.

Causes for Changes in Profit Before Taxation

The Profit Before Taxation of AFPLC has changed over the years due to variations in Operating Profit, provision requirements, and other applicable adjustments. Increases or decreases in operating income and expenses, together with changes in provisions, have affected the Company's profit before taxation during the respective periods.

Causes for Changes in Provision for Taxation

The Provision for Taxation of AFPLC has changed over the years due to variations in taxable income, applicable tax rates, and adjustments arising from the computation of income tax in accordance with applicable tax laws and regulations.

Causes for Changes in Net Profit After Taxation

The Net Profit After Taxation of AFPLC has fluctuated over the years due to changes in Profit Before Taxation and Provision for Taxation. Variations in operating income, operating expenses, and provision requirements have contributed to changes in the Company's profitability during the respective periods.

Causes for Changes in Earnings Per Share (EPS)

The Earnings Per Share of AFPLC has changed over the years due to variations in Net Profit After Taxation and the number of ordinary shares used in calculating EPS. Changes in the Company's profitability have been the

principal factor affecting EPS during the respective periods, subject to any changes in the number of shares outstanding.

- (a) **Unusual or infrequent events or transactions including unusual trends on account of business activity, unusual items of income, change of accounting policies and discretionary reduction of expenses etc.**

There were no unusual or infrequent events or transactions including unusual trends on account of business activity, unusual items of income, change of accounting policies and discretionary reduction of expenses etc.

- (b) **Significant economic changes that materially affect or are likely to affect income from continuing operations;**

There were no significant economic changes that materially affect or are likely to affect income from continuing operations.

- (c) **Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations;**

At present, there are no known trends, events and/or uncertainties that could have a material impact on the company's future business except those which are naturally beyond the control of humans.

The business operation of AFPLC may be affected by the following uncertainties:

- Increased competition from new entrants
- Political unrest
- Natural disaster
- Global Recession

- (d) **Future changes in relationship between costs and revenues, in case of events such as future increase in labor or material costs or prices that will cause a material change are known;**

AFPLCs main revenue is generated from the loans and investments made by the Company. On the other hand, the major cost of revenue includes the interest paid to the depositors, and borrowings from other sources. In future, interest rates can change due to the intervention of the regulators or based on the gap between demand and supply of funds. Any kind of change in the cost (interest expense) is adjusted in the revenue (interest income).

- (e) **The extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or services or increased sales prices;**

AFPLC was able to increase its revenues in recent years from its regular business operations.

- (f) **Total turnover of each major industry segment in which the issuer operated;**

Considering the business nature of AFPLC, the company is operating in the FC sector of Bangladesh. We did not find the total industry turnover during the period 31 Dec 2026. However, the major FC turnover as on 31 Dec 2025 as follows:

Sl.	Particulars	Net interest income (BDT crore)
1	IDLC Finance Limited	392.00
2	IPDC Finance Limited	200.60
3	DBH Finance PLC	231.00
5	Bangladesh Finance Limited	-159.00

- (g) **Status of any publicly announced new products or business segment;**

There is no publicly announced new products or business segment.

- (h) **The extent to which the business is seasonal;**

The business of AFPLC does not depend on any seasonal aspects.

(xxi) Defaults or rescheduling of borrowings with financial institutions or banks, conversion of loans into equity along with reasons thereof, lock out, strikes and reasons for the same etc. during the history of operation of the company;

AFPLC has neither rescheduled its borrowings with financial institutions/banks nor converted its loans into equity. There have been no lock outs, strikes etc. during the history of operation of the company.

(xxii) Details regarding the changes in the activities of the issuer during the last five years which may had a material effect on the profits or loss, including discontinuance of lines of business, loss of agencies or markets and similar factors;

The company has not changed in the activities during the last five years which may has a material effect on profit or loss, including discontinuance of line of business loss of agencies or markets and similar factors.

(xxiii) Injunction or restraining order, if any, with possible implications;

Alliance Finance PLC did not receive any injunction or restraining from any competent authority or regulatory body.

(xxiv) Technology, market, managerial competence and capacity built-up;

Technology:

Necessary IT support is being provided by the AFPLC IT team. AFPLC's IT infrastructure has the necessary hardware and software, such as PCs, laptops, backup power UPS, Core Banking Solutions EFS, Office 365 software, , e-KYC, EDS Money, RTGS module, EC Portal, etc. The Core Banking Solution EFS has been fully operational since June 2022. The Company is currently using three Dell 740 servers for CBS, e-KYC, active directory, file server, print server etc. It uses Microsoft Hyper-V technology, Cisco switches as distribution switch for user workstations, and a Mikrotik router as a gateway for the Internet. Additionally, the Company has implemented Fortinet Firewall and Cisco Router. In 2019, AFPLC established a Board-approved ICT policy to handle all technological operations. The Company is also in the process of setting up a disaster recovery site as part of its Business Continuity Plan (BCP) and taking scheduled database backups from one server to another. AFPLC also obtain ISO 27001 certification in 15 October 2026.

As part of the technical adaptation, AFPLC aims to increase security awareness among its customers more frequently than before to ensure their safety throughout the digitalization journey.

Market for products and services:

AFPLC serves the local market through providing loans, deposits and other financial solutions.

Managerial Competence:

The management team of AFPLC, headed by the Chief Executive Officer, Mr. Kanti Kumar Saha, consists of highly qualified, trained, and skilled professionals who are well experienced and extremely devoted to the optimal operation of the Company.

The expert team of AFPLC includes a good number of professionals from various disciplines and are seasoned and experienced enough to head and operate each of the different departments for optimal service to fulfill the demand of target customers. Successive strong financial performance is the result of unwavering commitment of the promoters, management efficiency, employees' sincerity, and use of appropriate technology, among others.

Capacity built-up:

Alliance Finance PLC is a Joint Venture Financial Institution operating in the FC industry of Bangladesh. The capacity or earning efficiency of the FC sector depends on less costly deposit mobilization and investment in promising sectors which results in the highest yield. The core products of AFPLC are:

- (1) Several Deposit products (usually collected from customers & other Banks & FIs)
- (2) Several Loans & Advances & Investment products

Alliance Finance PLC generates its revenue through the following steps:

- (1) Investment in profit-earning segments of Loans & Advances while complying with the instructions provided by Bangladesh Bank
- (2) Generate several fee-based incomes based on products & services.
- (3) Active participation in the capital market

(xxv) Changes in accounting policies in the last 3 (three) years;

There have been no changes in accounting policies in the last three years.

(xxvi) Significant developments subsequent to the last financial year: A statement by the directors whether in their opinion there have arisen any circumstances since the date of the last financial statements as disclosed in the red-herring prospectus or prospectus and which materially and adversely affect or is likely to affect the trading or profitability of the issuer, or the value of its assets, or its ability to pay its liabilities within the next 12 (twelve) months;

DECLARATION REGARDING SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST FINANCIAL YEAR

In our opinion, there have no such circumstances arisen since the date of the last financial statements as disclosed in the prospectus which materially and adversely affect or are likely to affect the trading or profitability of the Alliance Finance PLC or the value of its assets, or its ability to pay its liabilities within the next 12 (twelve) months.

Sd/-
Syed Ali Jowher Rizvi
Chairman

Sd/-
Sohana Rouf Chowdhury
Director

Sd/-
Lutfu Mawla Ayub
Director

Sd/-
Azeeza Aziz Khan
Nominated Director of
Summit Holdings Limited

Sd/-
K. S. Bandarnayake
Nominated Director of
People's Leasing & Finance
PLC

Sd/-
Ms. Farhana Akhter
Nominated Director of
Concept Knitting Limited

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Nominated Director of
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Jayantha Thilakarathna
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Sd/-
W Prabath Gunasena
Nominated Director of
People's Leasing & Finance
PLC

Sd/-
Priyankara Gangabadage
Nominated Director of People's Leasing & Finance PLC

Sd/-
Abdur R. Chowdhury
Independent Director

Sd/-
Kanti Kumar Saha
Chief Executive Officer

Sd/-
Dharma Dheerasinghe
Independent Director

Place: Dhaka, Bangladesh

Date:

(xxvii) Factors that may affect the results of operations;

There are no such factors that may affect the results of operations

(xxviii) Qualified opinion, if any given by the auditor during the last three financial years.

The Company has not received any qualified opinion by the auditor during the last three financial years.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

(a) Overview of business and strategies;

Alliance Finance PLC's overall mission is to deliver optimum value to its customers, employees, shareholders, and the nation and the business strategy is geared toward achieving this.

The policy has been to deliver optimum value in a manner that is consistent with the highest levels of fairness and transparency. For AFPLC, it has not been a case of building financial value and enhancing the bottom line at any cost, but rather participating in a process of creating value through fair and ethical means. The Company has strived to maintain sound asset quality and an adequate capital base, and its 0.92% NPL ratio in June 2026 is proof of its excellent governance, especially given the current situation of the industry and economy.

Some of the measures taken to create, sustain and deliver optimum value are as follows:

- **Maintaining capital adequacy**

Capital adequacy symbolizes the financial strength and stability of the company. It limits the extent up to which the company can expand their business in terms of risk-weighted assets. Like all commercial institutions, FIs too constantly look at ways of expanding their operations by opening branches, in addition to mobilizing deposits, providing loans and making prudent investments in other assets.

Regulatory capital requirements are therefore necessary to prevent FIs from expanding beyond their ability to manage and improve the quality of their assets, control the ability of the FIs to leverage their growth and lead to higher earnings on assets, leading to peace of mind for all the stakeholders. As of 30th June 2026, the company's CAR stood at 31.30%, which is well above the requirements of Bangladesh Bank.

- **Maintaining liquidity**

The liquidity policy of the company has always been to carry a positive mismatch in the interest-earning assets and interest-bearing liabilities. AFPLC has an Asset Liability Manual (ALM) developed in line with Bangladesh Bank guidelines and the Assets Liability Management Committee (ALCO) monitors the situation and maintains a satisfactory trade-off between liquidity and profitability. The Company's liquidity position has been on an improving trend over the last three years, 5% required.

- **Sustainable Expansion**

With the ever-changing and advancing needs of people at individual levels, AFPLC aims to sustainably develop and expand its network of branches with the focus on delivering quality customer service with the utmost compassion. The retail strategy of Alliance Finance is based on network expansion, building product differentiators, customer segmentation and sales effectiveness.

- **Sustainable Financing and CSR**

Alliance Finance PLC has been prioritizing Sustainable Financing since its inception. The Company adopted CSR and Green Financing practices and activities from the very beginning of its journey. Till now, the Company has contributed a substantial amount towards CSR activities across multiple sectors.

In 2025, AFPLC donated to icddr, b, CRP, C3ER of BRAC University, and Economics Study Center of University of Dhaka, a total of 300,000 (Three Lacs Taka).

AFPLC signed an MOU with the Centre for Climate Change and Environmental Research (C3ER), BRAC University to enhance youth involvement and develop knowledge and capacity for climate change adaptation and mitigation.

(b) Strengths, Weaknesses, Opportunities, and Threats (SWOT) analysis;

Strengths	Weaknesses
▪ Strong capital base, asset quality and liquidity ▪ Renowned local sponsors with impeccable records and proven goodwill ▪ Proven track record of Joint Venture partner ▪ Professional board and excellent corporate governance ▪ Highly efficient and experienced management team	▪ Limited core business and credit portfolio ▪ Credit and deposit concentration risk ▪ IT infrastructure at developing stage ▪ Unable to reach certain areas due to limited number of branches ▪ Low market share ▪ Slim profit margin
Opportunities	Threats
▪ Positive economic outlook ▪ Variety of digital products and services ▪ Utilizing IT-driven practices	▪ Highly competitive market ▪ Threat of new entrants ▪ Changing of stakeholders' needs and demand for services ▪ Lack of public confidence on the sector ▪ Regulatory changes

(c) Analysis of the financial statements of last five years with reason(s) of fluctuating revenue or sales, other income, total income, cost of material, finance cost, depreciation and amortization expense, other expense; changes of inventories, net profit before and after tax, EPS etc.

Particulars	30-Jun-26	Change (%)	31-Dec-25	Change (%)	31-Dec-24	Change (%)	31-Dec-23	Change (%)	31-Dec-22	Change (%)	31-Dec-21
Interest Income	362,401,370	-45.55%	665,533,369	6.48%	625,057,032	37.23%	455,496,441	31.36%	346,744,598	37.15%	252,821,725
Interest on deposits and borrowings etc.	237,786,721	-46.41%	443,731,866	9.89%	403,789,831	44.05%	280,307,330	52.42%	183,910,407	55.31%	118,416,351
Net interest income	124,614,649	-43.82%	221,801,503	0.24%	221,267,201	26.30%	175,189,110	7.59%	162,834,191	21.15%	134,405,374
Investment Income	22,547,620	-47.43%	42,890,770	55.40%	27,600,676	34.75%	20,482,976	-28.08%	28,481,234	-21.84%	36,438,469
Other Operating Income	1,985,197	12.33%	1,767,342	-62.67%	4,734,720	-73.95%	18,172,061	-35.28%	28,078,176	67.71%	16,742,312
Total operating Income	149,147,466	-44.03%	266,459,614	5.07%	253,602,597	18.59%	213,844,147	-2.53%	219,393,601	16.96%	187,586,155
Total operating expenses	78,509,478	-49.95%	156,865,479	13.67%	137,995,065	7.84%	127,963,456	10.89%	115,399,001	30.12%	88,685,136
Operating Profit (Profit before provisions)	70,637,988	-35.55%	109,594,135	-5.20%	115,607,532	34.61%	85,880,691	-17.42%	103,994,601	5.15%	98,901,019
Total provision	12,077,549	588.26%	1,754,792	-132.80%	(5,350,484)	-119.93%	26,842,553	66.42%	16,128,930	119.30%	7,354,885
Total profit before taxation	58,560,439	-45.70%	107,839,343	-10.85%	120,958,016	104.88%	59,038,138	-32.81%	87,865,671	-4.02%	91,546,134
Provision for taxation	21,214,999	-43.32%	37,432,277	-0.30%	37,545,099	8.40%	34,634,167	-3.91%	36,042,079	9.24%	32,992,212
Net profit after taxation	37,345,440	-46.96%	70,407,066	-15.59%	83,412,917	241.80%	24,403,971	-52.91%	51,823,592	-11.49%	58,553,922
Earnings Per Share	0.32	-46.96%	0.61	-15.59%	0.72	210.73%	0.23	-55.15%	0.52	-11.49%	0.59

Causes for Changes in Interest Income

The Interest Income of AFPLC has changed over the years due to fluctuations in the volume of loans and advances, investment in interest-bearing assets, and prevailing interest rates in the market. The decrease in interest income during the six months ended 30 June 2026 reflects the half yearly income recognized during the period compared with the preceding full financial year.

Causes for Changes in Interest Expenses

The Interest Expenses of AFPLC have changed over the years due to fluctuations in the volume of deposits and borrowings, changes in the cost of funds, and prevailing interest rates in the market. These factors have affected the Company's overall interest expenses during the respective periods.

Causes for Changes in Net Interest Income

The Net Interest Income of AFPLC has changed over the years due to variations in Interest Income and Interest Expenses arising from changes in the Company's interest-earning assets, deposit and borrowing liabilities, and prevailing market interest rates.

Causes for Changes in Total Operating Income

The Total Operating Income of AFPLC has changed over the years due to variations in Net Interest Income, Investment Income, and Other Operating Income. The overall movement in operating income reflects changes in the Company's core financing activities, investment returns, and other operating revenue.

Causes for Changes in Total Operating Expenses

The Total Operating Expenses of AFPLC have changed over the years due to variations in fixed and variable operating costs, including employee expenses, administrative expenses, and other costs associated with the Company's business operations. These expenses have fluctuated in line with changes in the Company's operational requirements and cost structure.

Causes for Changes in Profit Before Taxation

The Profit Before Taxation of AFPLC has changed over the years due to variations in Operating Profit, provision requirements, and other applicable adjustments. Increases or decreases in operating income and expenses, together with changes in provisions, have affected the Company's profit before taxation during the respective periods.

Causes for Changes in Net Profit After Taxation

The Net Profit After Taxation of AFPLC has fluctuated over the years due to changes in Profit Before Taxation and Provision for Taxation. Variations in operating income, operating expenses, and provision requirements have contributed to changes in the Company's profitability during the respective periods.

Causes for Changes in Earnings Per Share (EPS)

The Earnings Per Share of AFPLC has changed over the years due to variations in Net Profit After Taxation and the number of ordinary shares used in calculating EPS. Changes in the Company's profitability have been the principal factor affecting EPS during the respective periods, subject to any changes in the number of shares outstanding.

(d) Known trends demand, commitments, events or uncertainties that are likely to have an effect on the company's business;

There are no such known trends, demands, commitments, events, or uncertainties that are likely to influence the company's business. However, the business may have the following uncertainties- natural disaster, political unrest, increased competition etc.

(e) Trends or expected fluctuations in liquidity;

There are no such trends or expected fluctuations in liquidity for AFPLC.

(f) Off-balance sheet arrangements those have or likely to have a current or future effect on financial condition.

There are no off-balance sheet arrangements those have or are likely to have a current or future effect on financial condition.

DIRECTORS, MEMBERS OF SSB, IF ANY AND OFFICERS

Names, addresses, telephone numbers, and e-mail addresses of the chairman, managing director, directors including independent directors, etc. of the issuer;

Sl.	Name & Designation	Address	Telephone No.	Email
1.	Syed Ali Jowher Rizvi Chairman	House # 15, Road # 117, Gulshan - 1, Dhaka - 1212	+8802222280410-11	rizvi@ahlb.com
2.	Sohana Rouf Chowdhury Director	House No. CEN (H) 44, Road No. 113, Gulshan, Dhaka	+8802222280410-11	sohana@lushsg.com
3.	Azeeza Aziz Khan Nominee of Summit Holdings Limited	Summit Centre, 18 Kawran Bazar, Dhaka	+8802222280410-11	azeeza.khan@summit- centre.com
4.	Jayantha Thilakarathna Nominee of People's Leasing and Finance PLC	270/16, of Royal Garden Horana, Sri Lanka	+8802222280410-11	jayantha.thilakarathna 1966@gmail.com
5.	Lutfe M. Ayub Director	House # 3, Road # 2, Zakir Hossain Road, Khulshi, Chittagong	+8802222280410-11	ayub@rababgroup.com
6.	Dr. Abdur Rahim Chowdhury Independent Director	House- 10, Road- 20B, Sector- 4, Uttara, Dhaka	+8802222280410-11	abdur.chowdhury@ marquette.edu
7.	Dharma Dheerasinghe Independent Director	78/1 Wickremasinghepura, Battaramulla, Sri Lanka	+8802222280410-11	dharma_dheerasinghe @yahoo.com
8.	Ms. Farhana Akhter Nominee of Concept Knitting Ltd.	24/A, Flat-A/3, Road-96, Gulshan-02, Dhaka	+8802222280410-11	farhana@mascogrp.com
9.	W Prabath Gunasena Nominee of People's Leasing and Finance PLC	23/3A Quarry Road, Mirihana, Nugegoda, Sri Lanka	+8802222280410-11	prabath@plc.lk
10.	Priyankara Gangabadage Nominee of People's Leasing and Finance PLC	249/5 Waragoda Road, Kelaniya, Sri Lanka	+8802222280410-11	priyankarag@plc.lk
11.	K. S. Bandarnayake Nominee of People's Leasing and Finance PLC	32/4, 6th Lane, Wimalawatte Road, Mirihana, Nugegoda, Sri Lanka	+8802222280410-11	sanjeewa@plc.lk
12.	P. G. A. Perera Nominee of People's Leasing and Finance PLC	246/5 Waragoda Road, Kelaniya, Sri Lanka	+8802222280410-11	anurap@peoplesbank.lk

Sl.	Name & Designation	Address	Telephone No.	Email
13.	T. D. R. H. Perera Nominee of People's Leasing and Finance PLC	94, Kuruduwatththa Road, Thalawathugoda, Pitakotte, Sri Lanka	+8802222280410-11	ranil@plc.lk
14.	Kanti Kumar Saha Chief Executive Officer	Apt: D4, House: 21, Road: 1, Dhanmondi, Dhaka 1205	+8802222280410-11	kanti@alliancefinanceplc.com

Names, addresses, telephone numbers, and e-mail addresses of the CFO, company secretary, legal advisor, auditors and compliance officer;

Name & Designation	Address	Telephone No.	Email
Mohammad Ali Ashraf Acting Chief Financial Officer	Laila Tower (Level 10), 8 South Gulshan Avenue, Gulshan-1, Dhaka-1212	+8802222280410- 11	ashraf@alliancefinanceplc.com
Arif Abdut Towab FCS Company Secretary	Laila Tower (Level 10), 8 South Gulshan Avenue, Gulshan-1, Dhaka-1212	+8802222280410- 11	arif@alliancefinanceplc.com

(a) Name, e-mail addresses, Father's name, age, educational qualification, experience and position of each of the directors of the company, the date on which he first became a director and the date on which his current term of office shall expire and any person nominated or represented to be a director, showing the period for which the nomination has been made and the name of the organization which has nominated him;

Name of the Director	Father's name	Age	Educational qualification	Experience	E-mail addresses	The date on which he first became a director	The date on which his current term of office shall expire	Name of Nominated Organization
Syed Ali Jowher Rizvi Chairman	S N H Rizvi	71	MBA	44	rizvi@ahlbd.com	6-Dec-2016	14-Nov-2026	-
Sohana Rouf Chowdhury Director	Abdur Rouf Chowdhury	48	BA in Economics	13	sohana@lushsg.com	6-Dec-2016	14-Nov-2026	-
Azeeza Aziz Khan	Muhammed Aziz Khan	39	ACCA, BA in Economics	11	azeeza.khan@summit-centre.com	25-Jun-2018	25-June-2027	Summit Holdings Limited
Jayantha Thilakarathna	Moraendage Jinadasa	60	MPM in HRM	28	jayantha.thilakarathna1966@gmail.com	7-Jul-2026	07-July-2029	People's Leasing and Finance PLC
Lutfe M. Ayub Director	Mahmudul Huq	73	B.A. (Hons)	45	ayub@rababgroup.com	12-Apr-2017	14-Nov-2026	-
Dr. Abdur Rahim Chowdhury Independent Director	Abdur Halim Chowdhury	73	PhD, MA in Economics	47	abdur.chowdhury@marquette.edu	4-Jun-2024	4-Jun-2027	-

Name of the Director	Father's name	Age	Educational qualification	Experience	E-mail addresses	The date on which he first became a director	The date on which his current term of office shall expire	Name of Nominated Organization
Dharma Dheerasinghe Independent Director	K G D C Dheerasinghe	74	MA in Economics	52	dharma_dheerasinghe@yahoo.com	13-Nov-2024	01-Jan-2027	-
Ms. Farhana Akhter	M A Sabur	47	BBA	26	farhana@mascogrp.com	28-Jan-2025	28-Jan-2028	Concept Knitting Ltd.
W Prabath Gunasena	W Gunasena	55	MBA	21	prabath@plc.lk	18-May-2025	18-May-2028	People's Leasing and Finance PLC
Priyankara Gangabadage	Peetin Gangabadage	43	Chartered Accountant	17	priyankarag@plc.lk	18-May-2025	18-May-2028	People's Leasing and Finance PLC
K. S. Bandarnayake	C E P W M R Bandaranayake	58	Chartered Accountant	32	sanjeewa@plc.lk	18-May-2025	18-May-2028	People's Leasing and Finance PLC
P. G. A. Perera	Pugoda Gallage Abraham Perera	57	MDS	35	anurap@peoplesbank.lk	18-May-2025	18-May-2028	People's Leasing and Finance PLC
T. D. R. H. Perera	T D C Perera	53	MBA	25	ranil@plc.lk	18-May-2025	18-May-2028	People's Leasing and Finance PLC

(b) If any director has any type of interest in other businesses, names and types of business of such organizations. If any director is also a director of another company or owner or partner of any other concern, the names of such organizations;

1. Syed Ali Jowher Rizvi, Chairman

Businesses	Type	Position
Alliance Holdings Limited	Conglomerate	Chairman & Shareholder
PEB Steel Alliance Limited	Steel building manufacturing	Director and shareholder
Alliance Building Materials Limited	Construction	Chairman and Shareholder
PEB Steel Bangladesh Limited	Steel building manufacturing	Managing Director and Shareholder
Alliance Equities Limited	Brokerage	Chairman and Shareholder
Alliance Oil Limited	Crude oil manufacturing	Chairman and Shareholder
Summit Alliance Port Limited	Off-dock services	Managing Director and Shareholder
Alliance Petroleum Corporation Limited	Crude oil manufacturing	Chairman and Shareholder
Oriental Oil Company Limited	Crude oil manufacturing	Chairman (Nominated by Alliance Holdings Limited) and Shareholder
Union Accessories Limited	Garment accessories and export	Chairman and Shareholder
Union Knitting and Dyeing Limited	Knit fabrics and RMG	Chairman and Shareholder
Cashe Alliance Limited	FinTech	Chairman and Shareholder
Ispahani Summit Alliance Terminals Limited	Off-dock services	Director (Nominated by Alliance Holdings Limited)
Fountain Garments Manufacturing Limited	Garments manufacturing	Director and Shareholder

2. Sohana Rouf Chowdhury, Director

Businesses	Type	Position
Rangs Motors Limited	Automobile	Managing Director
Ranks Commercial Vehicle Limited	Automobile	Director
Ranks Motors Workshop Limited	Automotive repairs	Managing Director
Ranks Interiors Limited	Interior design	Managing Director
Ranks Food & Beverage Limited	F&B	Director
Ranks Real Estate Limited	Real estate	Director
Ranks Motorbikes Limited	Automobile	Managing Director
Ranks Electrode & Electronics Ind. Limited	Electric welding & manufacturing	Director
Ranks Agro Boiteq Limited	Biopharmaceuticals and biochemical manufacturing	Director
Zhen Natural Limited	F&B	Director
Ranks Power Tech Limited	Power & Material Handling Solutions	Managing Director
Ranks Construction Limited	Commercial & Industrial Equipment Supplier	Managing Director
Sash Limited	Jewelry manufacturing	Managing Director

Businesses	Type	Position
SRK Limited	Consultancy	Managing Director
Ranks Autos Limited	Automobile	Shareholder
M/s. The Largest Equipment Rental Network	Consultancy	Partner
SASH International	Consultancy	Managing Partner
Metro Foils Limited	Foil	Director
Zest Polymers Limited	Polymer	Director
Rancon Autos Limited	Automobile	Director
Rangs Pharmaceuticals Ltd	Pharmaceutical company	Director
Shield Security Service Limited	Private security services	Director
Rancon Engineering Limited	Solar power solutions	Director
Agro Foods Services Limited	F&B	Director
Ranks Appliances Limited	Appliance manufacturing	Managing Director
Ranks Dolonchapa Express Limited	Bus and coach services	Managing Director
Streat Limited	Consultancy	Share Holder
Ranks Alliance Limited	Consultancy	Managing Director
Ranks-Agro Industries Limited	Agrobusiness	Managing Director
Sea Resources Ltd.	Fisheries	Director
Sea Fishers Ltd.	Fisheries	Director
Deep Sea Fishers Ltd	Fisheries	Director
Rangs Limited	Retail electronics manufacturing	Shareholder
Ranqs Properties Limited	Real Estate	Shareholder
Rangs Workshop Limited	Automotive repairs	Shareholder
Rangs ITT Limited	Internet service	Shareholder
Ranks Telecom Limited	Telecommunication	Shareholder
Softex Communication Limited	IT solutions	Shareholder
Rancon Motors Limited	Automobile	Shareholder

3. Azeeza Aziz Khan, Nominated Director

(Representative of Summit Holdings Limited)

Businesses	Type	Position
Summit Assets Limited	Real Estate	Director
Summit Investment Limited	Investment Company	Director
Summit Equities Limited	Brokerage	Director
Cosmopolitan Finance Limited	Financial Institute	Director

4. Jayantha Thilakarathna, Nominated Director

(Representative of People's Leasing & Finance PLC)

Businesses	Type	Position
People's Leasing & Finance PLC	Finance Company	Board of Director

5. Lutfе Mawla Ayub, Director

Businesses	Type	Position
Green Care Agro Ltd	Tea manufacturing	Shareholder
Cashe Alliance Limited	FinTech	Shareholder
Fountain Garments Manufacturing Limited	Export-oriented garments manufacturing	Director

6. Farhana Akhter, Nominated Director

(Representative of Concept Knitting Limited)

Businesses	Type	Position
Mascotex Limited	RMG	Managing Director and Shareholder
MPL Wear Limited	RMG	Managing Director and Shareholder
Masco Overseas Limited	RMG	Managing Director and Shareholder
Masco Industries Limited	RMG	Director and Shareholder
Shanta Expressions Limited	RMG	Director and Shareholder
Concept Knitting Limited	RMG	Director and Shareholder
Masco Cottons Limited	RMG	Director and Shareholder
Tasniah Fabrics Limited	RMG	Director and Shareholder
Masco Printing & Embroidery Limited	RMG	Director and Shareholder
Masco Picasso Limited	RMG	Director and Shareholder
Masco Exports Limited	RMG	Director and Shareholder
Masco Cotspin Limited	RMG	Director and Shareholder
Masco Linens Limited	RMG	Director and Shareholder
Masco Properties Limited	Builders	Director and Shareholder
Masco Trims Limited	Accessories	Director and Shareholder
Masco Cricket Academy Limited	Cricket Academy	Director and Shareholder

Businesses	Type	Position
Masminu Systems Limited	Software Developer	Director and Shareholder
Masco Poultry Limited	Producer of Eggs & Meat	Director and Shareholder
Masco Services Limited	Service	Director and Shareholder
Masminu Footwear Limited	Footwear	Director and Shareholder
Masminu Energy Limited	Energy	Director and Shareholder
Masco Shares & Securities Ltd.	Broker House	Director and Shareholder

7. W Prabath Gunasena, Nominated Director

(Representative of People's Leasing & Finance PLC)

Businesses	Type	Position
People's Leasing & Finance PLC	Finance Company	Head of IT

8. Priyankara Gangabadage, Nominated Director

(Representative of People's Leasing & Finance PLC)

Businesses	Type	Position
People's Leasing & Finance PLC	Finance Company	Acting Chief Financial Officer

9. K. S. Bandarnayake, Nominated Director

(Representative of People's Leasing & Finance PLC)

Businesses	Type	Position
People's Leasing & Finance PLC	Finance Company	Chief Executive Officer

10. P. G. A. Perera, Nominated Director

(Representative of People's Leasing & Finance PLC)

Businesses	Type	Position
People's Leasing & Finance PLC	Finance Company	Board of Director

11. T. D. R. H. Perera, Nominated Director

(Representative of People's Leasing & Finance PLC)

Businesses	Type	Position
People's Leasing & Finance PLC	Finance Company	Head of Operations

(c) Statement of if any of the directors of the issuer are associated with the securities market in any manner. If any director of the Issuer company is also a director of any issuer of other listed securities during last three years, then dividend payment history and market performance of that issuer;

Sl.	Director Name	Name of Listed Company	Capacity/Association with Securities Market	Dividend Declared			Market Performance/Share Price Trend During Last 3 Years
				FY-2025	FY-2024	FY-2023	
1	Mr. Syed Ali Jowher Rizvi	Summit Alliance Port Limited	Managing Director	18%C	15%C	12%C	38.10 - 64.30
2	Mr. Lutfe M. Ayub*	Summit Alliance Port Limited	Director	18%C	15%C	12%C	38.10 - 64.30
3	Ms. Azeeza Aziz Khan	Summit Alliance Port Limited	Director	18%C	15%C	12%C	38.10 - 64.30
4	Ms. Azeeza Aziz Khan	Summit Power Limited	Director	10.50%C	10%C	10%C	12.00 - 17.90

(d) Any family relationship (father, mother, spouse, brother, sister, son, daughter, spouse's father, spouse's mother, spouse's brother, spouse's sister) among the directors and top five officers;

Family relationship among directors:

There are no family relationships among the directors of the company.

Family relationship among the top five officers of the company:

There are no family relationships among the top five officers of the company.

(e) Short bio-data of each director;

Syed Ali Jowher Rizvi | Chairman & Director

Mr. Rizvi started his professional career with the Bank of Credit and Commerce International (BCCI) in 1977. He was also engaged with the Institute of Business Administration (IBA) as a part time (Honorary) Lecturer. From 1991 to 1997, he served Union Bank Zambia Ltd., Zambia as its founder Managing Director. Within a short span of 6 years Mr. Rizvi took the new bank to the 2nd leading position (amongst local private banks) in the competitive Zambian banking sector and had his achievements recognized with the prestigious Banker of the Year award.

Returning to Bangladesh he established Alliance Holdings Limited and started his journey as an entrepreneur. In 1997, in partnership with Summit Group, he entered the Off-Dock business where Mr. Rizvi served as the Managing Director of Ocean Containers Limited (OCL). Subsequently in 2003, the two sponsors jointly made another valuable addition to the expanding Off-Dock industry of the Country by establishing Summit Alliance Port Limited, which is the only company of its kind now listed with the two major bourses of the country. OCL merged with SAPL in 2012.

Mr. Rizvi, through Alliance Holdings Limited, also has substantial investment in Textile, Prefabricated Steel Building Manufacturing, Real Estate Development, Financial Institutions, Lubricant Blending, Pharmaceutical etc. In spite of his busy schedule, he still finds time to pursue his favorite passion and teaches on part time (honorary) basis at North South University (NSU), Chittagong Port Authority (CPA) Training Institute and National Defense College (NDC).

Mr. Jowher Rizvi completed his MBA degree in International Finance and Accounting from Indiana University, USA. He also earned MA in Economics with Honors from Dhaka University.

Ms. Sohana Rouf Chowdhury | Director

Ms. Sohana Rouf Chowdhury is a highly accomplished business leader with excellent skills in business development and strategic planning. She has a proven track record of successfully leading and growing diversified businesses in Bangladesh. Ms. Chowdhury has extensive experience in supervising cross-functional teams and leading them to achieve targeted results. Her exceptional business acumen and strategic alliances have contributed significantly to the success of Rangs Group, where she has increased the turnover by 12% to 15% each year for different business units since 2010.

Under her leadership, the organization has become a market leader in the bus business in Bangladesh, with 36% market share and growing. Ms. Chowdhury has also established the state-of-the-art Rangs-Mahindra assembly plant in Bangladesh, which is the first of its kind in the country.

Ms. Chowdhury is also a board member of several companies, including Rangs Limited, Rangs Industries Limited, Rancon Motors Limited, Rangs Powertech Limited, and Rangs Workshop Limited, among others.

She received her undergraduate degree in Economics from The State University of New York, USA.

Azeeza Aziz Khan | Nominated Director of Summit Holdings Limited

Ms. Azeeza Aziz Khan is a member of ACCA with a Bachelor's degree in Economics and Business from University College London. Upon graduation, Ms. Khan worked briefly in private equity and wealth management at Bank of America-Merrill Lynch before moving back to Bangladesh to join Summit group as a Director.

Ms. Khan spent her initial years gaining a deeper understanding of Summit's core business, with a strong focus on finance and internal audit controls, in line with her educational background. In order to better serve as a director of Summit Group, she has taken on and completed project finance training at IDCOL and Leadership, Innovation and Strategy (LIS) program from General Electric in Kuala Lumpur Malaysia.

Since 2011, she has also been a key contributor to the establishment of Summit's CSR charter and driver of the group's CSR activities and currently sits on the distinguished board of SEID Trust, non-government voluntary development organization working for social inclusion and promoting rights of underprivileged children with disabilities including intellectual and multiple disabilities as well as autism since 2003.

Alongside her work responsibilities, Ms. Khan is simultaneously pursuing accreditation as a Chartered Accountant and has already completed her practical working experience with Rahman Rahman Huq KPMG Bangladesh. She currently works with the audit committee at Summit which ensures that the group adherence to corporate governance and best practices.

Her long-term goal at the Summit is to ensure that as an organization it has a strategic road map for the near, medium and long term and to spearhead its business development.

Mr. Jayantha Thilakarathne | Nominated Director of People's Leasing & Finance PLC

Mr. Jayantha Thilakarathne is a highly accomplished legal and human resource professional with over 25 years of senior management experience in both national and multinational organizations. His expertise spans strategic HR management, legal advisory, change management, corporate culture development, and financial planning. Mr. Thilakarathne is an Attorney at Law with an LLB and LLM from the University of Colombo and a Master's in Public Management (HR) from the Sri Lanka Institute of Development Administration (SLIDA). He is also a Chartered Member of the Institute of Personnel Management (CIPM) and holds a Postgraduate Diploma in Public Management. Mr. Thilakarathne currently serves a Director on the Boards of People's Bank - state - owned Commercial Bank and its subsidiary People's Leasing & Finance PLC 3rd largest Leasing & Finance Company in Sri Lanka. He also serves as the Chairman of People's Travels Board. Throughout his illustrious career, Mr. Thilakarathne has held several leadership positions, including Director of Human Resources at Taj Hotels, Chief HR Officer at Sri Lanka Telecom, and Group General Manager at Maliban Biscuit Manufactories. His visionary leadership has been instrumental in achieving milestones such as securing the "Great Place to Work" awards and implementing innovative HR strategies in prominent organizations. In addition to his corporate achievements, Mr. Thilakarathne

has contributed significantly to academia, serving as a visiting lecturer at leading Sri Lankan universities and actively participating in professional bodies such as CIPM and the Bar Association of Sri Lanka.

Lutfi Mawla Ayub | Director

Mr. Lutfi Mawla Ayub, the Chairman of Rabab Group is an experienced person in the field of Trade, Commerce & Industry. He is one of the respected industrialists in the country, especially in the readymade garments industry. He was the immediate past Managing Director of Sunman Group and is a seasoned business leader with a track record of 45 years of proven success in Garments and Textile sector. Mr. Lutfi Mawla Ayub holds the position of a Director of Summit Alliance Port Limited and Alliance Holdings Ltd.

Mr. Ayub enthusiastically takes part in social and community activities. He is a founder Director of Chittagong Metropolitan Chamber of Commerce and Industries and a Trustee to Chittagong Independent University and Independent University of Bangladesh, Dhaka.

Mr. Ayub was recognized as a Commercial Important Person (CIP) several times because of his contribution to the promotion of Exports from Bangladesh. He has completed B.A. (Hons).

Abdur R. Chowdhury | Independent Director

Abdur R. Chowdhury is a Professor Emeritus at Marquette University, Milwaukee. At Marquette, Chowdhury served as the Chair of the Department of Economics during 2010-13. Prior to returning to Marquette in 2008, he worked as the Chief Economist of the United Nations in Geneva, Switzerland from 2003 through 2008.

Currently, Abdur Chowdhury is also the Chief Economist for Capital Market Consultants (CMC) in Milwaukee where he monitors the U.S. and Global economy and the financial markets. For CMC, he prepares quarterly and monthly commentaries on the U.S. and global economic issues and challenges and provides regular advice on economic trends and policies to a number of investment firms and financial institutions across the country. He also provides frequent insights to news and TV media outlets throughout the region and around the country.

Prior to joining the United Nations in 2003, Abdur Chowdhury worked for fourteen years as Professor of Economics, Marquette University. He served as the Director of the Master of Science in Applied Economics Program at Marquette from 1991 through 1995. He also held positions as a Faculty member at Johns Hopkins University and Bentley College; and also worked as a Senior Researcher at the Central Bank of Finland and Senior Fulbright Scholar in Thailand. He has published extensively in international professional journals, newspapers and other media outlets on a variety of global macro, monetary and financial issues. His specialization is in the areas of macroeconomy, international finance, and global economic policy. He has recently been appointed to the Academic Advisory Council of the Chicago Federal Reserve Bank.

In addition, Abdur Chowdhury serves as the President of the National Cricket League and manages a cricket team in the local Regal League. Chowdhury earned a PhD in Economics from the University of Kentucky and Undergraduate and Masters degrees in Economics from the University of Dhaka, Bangladesh.

Dharma Dheerasinghe | Independent Director

Mr. Dheerasinghe, an eminent Economist with a distinguished career of over 40 years in the banking industry was appointed to the Board of Alliance Finance PLC on 13th November 2024. Prior to his appointment as Independent Director, Mr Dheerasinghe was the Chairman of Commercial Bank of Ceylon.

Previously Mr Dheerasinghe was the Senior Deputy Governor of the Central Bank of Sri Lanka and was also the Chairman of the Monetary Policy Committee and Sovereign Ratings Committee. He was also the Alternate Executive Director for Bangladesh, Bhutan, India and Sri Lanka at the International Monetary Fund. Mr Dheerasinghe has published widely in many aspects of economics including debt capital markets and financial globalization and has over 30 referred articles in reputed journals and as book chapters in Sri Lanka and overseas. He has also presented more than 50 papers at international seminars. Mr Dheerasinghe currently serves on the Board of Management of National Science Foundation. He is also a Visiting Lecturer and Moderator/Examiner in Universities of Colombo, Kelaniya, Sri Jayawardenapura and Moratuwa and several professional bodies in Sri Lanka.

He has made a significant contribution to the development of the government debt securities market by innovating and structuring key financial instruments and developing its institutional framework. Mr Dheerasinghe is a graduate of the University of Colombo where he has obtained B.Com and B.Phil (Econ) with first class honours. He has obtained M.A.(Econ) from the University of Leeds, UK and is an Honorary Fellow of the Institute of Bankers of Sri Lanka and holder of Honorary ACI Diploma.

Ms. Farhana Akhter | Nominated Director of Concept Knitting Limited

Ms. Farhana Akhter belongs to a prominent Muslim family in Kendua, Kanchan, Rupganj, Narayanganj. She obtained an BBA from North-South University in Dhaka. She is now serving a member of Board of Directors of Masco Group. The Group is the leading 100% Knit Garments exporter in Bangladesh. The Group globally exports approximately USD 235-250 million, mostly in Europe, America and African countries. She is the visionary leader of Masco Cricket Academy Limited, one of the premier organizations producing top-notch cricketers for the National & International Cricket Team. She is the sponsor member of Cambridge curriculum-based English medium school-namely “Masco School Kanchan”. Her father, Mr. M. A Sabur is a well-known industrialist and was a sponsor Director of United Commercial Bank PLC.

She is contributing significantly to the industrial sector of the nation as an ambitious and dynamic woman entrepreneur. Her aiming to alleviating poverty and boost up the country's economy and create employment opportunity. In recognition of her significant contributions to the country's economy through industrial establishment, product manufacturing, job creation, and national income growth. She has been honored with the National Productivity and Quality Excellence Award-2019 & President's Industrial Development Award-2020, both are conferred by the Ministry of Industries, these are most prestigious award of the Bangladesh Government and she also involved in several club of Dhaka & Chattogram as Dhaka Gulshan Club Limited, Dhanmondi recreation Club, Uttara Club Limited, Uttara Model Club Limited, Dhaka Boat Club Limited, Banani Club Limited, Purbachal Club Limited, Chittagong Senior's Club Limited and others largely of all cultural related.

She has extensively travelled to different countries and attended several international business meeting, conference, seminars and various Buyer's Brand. Additionally, she is actively involved in many social activities that fervently support society's pursuit of peace, happiness, and prosperity.

W Prabath Gunasena | Nominated Director of People's Leasing & Finance PLC

Mr. W. P. Gunasena is an accomplished ICT professional and business strategist with over two decades of experience in financial services, insurance, microfinance, and property development. He currently serves as the Senior Deputy General Manager (SDGM) – ICT & Group Head of ICT at People's Leasing & Finance PLC (PLC), where he has been instrumental in driving digital transformation, cybersecurity, and financial technology innovation. Throughout his career, Mr. Gunasena has led major IT infrastructure developments, including the computerization of PLC's core business operations, the implementation of cutting edge digital solutions, and achieving ISO 27001 certification for ICT governance. His expertise in technology driven process optimization has significantly contributed to the company's growth, operational efficiency, and industry leadership. As Group CIO of People's Leasing Group, Mr. Gunasena has spearheaded digital transformation strategies that have saved millions for both the company and the country while earning national and international recognition. His achievements include being recognized as CIO of the Year by the Computer Society of Sri Lanka in 2024 and securing GOLD awards from APICTA, NBQSA, and other prestigious organizations in the past. In 2023, under his leadership, PLC won the Best Digital Process Enabler of the Year award for its groundbreaking fintech solutions. A mentor, innovator, digital strategist, and advocate for ethical leadership, Mr. Gunasena is committed to advancing technology for societal impact, mentoring young professionals, promoting financial inclusivity, and driving sustainable, secure solutions that benefit businesses and society

Priyankara Gangabadage | Nominated Director of People's Leasing & Finance PLC

G. Priyankara is a highly skilled and accomplished Chartered Accountant with over 16 years of experience in financial management, strategic planning, and accounting. He currently serves as the Head of Finance / Senior Manager – Finance at People's Leasing & Finance PLC (PLC), Sri Lanka, and is also a Director at People's Leasing Fleet Management Ltd., a subsidiary of PLC. With expertise in financial strategy, budgeting, taxation, compliance, financial reporting, and investor relations, he has played a key role in enhancing financial operations and strategic decision-making within the organization. He has also contributed to award-winning annual reports and has experience in risk management and process digitization as well. Prior to his tenure at PLC, Priyankara worked at Ernst & Young Sri

Lanka, where he gained extensive experience in audit and assurance across multiple industries. He is an Associate Member of the Institute of Chartered Accountants of Sri Lanka (CA Sri Lanka) and holds a B.Sc. in Accounting (Second Class Upper Division) from the University of Sri Jayewardenepura.

K. S. Bandarnayake | Nominated Director of People's Leasing & Finance PLC

Mr. Sanjeewa Bandaranayake has over 36 years of extensive experience, including 31 years of expertise in the Non-Banking Financial Institution (NBFI) sector. He joined People's Leasing & Finance PLC (PLC) in 2007 as the DGM-Finance & Administration. At PLC, Mr. Bandaranayake has led multiple strategic functions, including Finance, Treasury, Administration, Human Resources, Information Technology, Credit, and Marketing. His significant contribution to the Company's growth helped PLC to achieve and maintain its position as the market leader in the NBFI sector for 15 consecutive years.

Mr. Sanjeewa Bandaranayake is a Fellow of the Institute of Chartered Accountants of Sri Lanka, Fellow of the Institute of Certified Management Accountants of Australia, Fellow of the Society of Certified Management Accountants of Sri Lanka and a Finalist of Chartered Institute of Management Accountants (UK). The Central Bank of Sri Lanka appointed Mr. Bandaranayake to serve as the acting CEO to resurrect three troubled finance companies in 2009, 2013 and 2015.

Mr. Bandaranayake served as a Director of Credit Information Bureau (CRIB) for over a decade. He served as the Chairman of Leasing Association twice and a Board Member for over 10 years. He was also a Board Member of Finance House Association.

P. G. A. Perera | Nominated Director of People's Leasing & Finance PLC

Mr. Anura Perera currently serves as the Deputy General Manager– Risk Management of the People's Bank – Sri Lanka. His professional career started in 1991 and has gained extensive exposure and experience in Branch Banking, Regional Administration, Treasury Operations, Risk Management, and Credit Control.

Mr. Perera holds a Bachelor of Business Management degree from the University of Kelaniya-Sri Lanka and a Master of Business Studies from the University of Colombo-Sri Lanka. Professionally, he possesses the ACI-Operations Certificate with a distinction pass to his credit along with the ACI on-line FX Global Code Certificate from the Financial Markets Association-Paris, and he is also an Associate Member of the Institute of Bankers of Sri Lanka.

He has participated number of local and overseas training programs, seminars and workshops relevant to the subject areas of leadership development, risk management, treasury operations and credit management. In 2024, Mr. Perera successfully completed the leadership development programme conducted by National University of Singapore.

Furthermore, Mr. Anura Perera at present serves as a Director of People's Leasing & Finance PLC – Sri Lanka and the Chairman of the People's Leasing Fleet Management Ltd – Sri Lanka. He possesses memberships with the Association of Banking Sector Risk Professionals of Sri Lanka, the Sri Lanka Forex Association and the Association of Professional Bankers-Sri Lanka.

T. D. R. H. Perera | Nominated Director of People's Leasing & Finance PLC

A results-driven professional with 24 years of extensive experience in financial services, corporate management, and strategic leadership. Proven expertise in business operations, performance management, and corporate governance, with a strong focus on driving profitability, operational efficiency, and sustainable growth. Skilled in financial management, risk assessment, and regulatory compliance, contributing to organizational success.

His key areas of expertise include strategic leadership & business growth - developing and executing business strategies to enhance efficiency, optimize resources, and drive sustainable expansion, operational & financial management - overseeing financial operations, ensuring compliance with corporate policies, and implementing process improvements for better efficiency, performance & risk management - tracking and analyzing Key Performance Indicators (KPIs), identifying potential risks, and executing data-driven strategies to enhance performance, corporate governance & stakeholder relations -upholding corporate values, ensuring regulatory

compliance, and fostering strong relationships with stakeholders and leadership & team development - mentoring and inspiring teams to achieve corporate objectives and deliver high-impact results.

He has a Master's in Regional Development and Planning from University of Colombo and 2nd master's in business administration (MBA) from University of Manipal. Besides that, he has a Postgraduate Diploma in Economic Development from University of Colombo. Apart from that, he has a bachelor's degree in commerce (Specializing in International Trade) from University of Sri Jayewardenepura. He has also the membership from Chartered Institute of Marketing (UK) & Institute of Chartered Accountants of Sri Lanka as well.

(f) Loan status of the issuer, its directors and shareholders who hold 10% (ten percent) or more shares in the paid-up capital of the issuer in terms of the CIB Report of Bangladesh Bank;

Neither the issuer nor its any of the directors or shareholders holding 10% or more share in the paid-up capital are loan defaulters as per the knowledge of the Management.

(g) Name with position, educational qualification, age, date of joining in the company, overall experience (in year), previous employment, salary paid for the financial year of the Chief Executive Officer, Managing Director, Chief Financial Officer,

Name	Position	Educational Qualification	Age	Date Of Joining	Overall Experience (In Year)	Previous Employment	Salary Paid during January - June 30, 2026
Kanti Kumar Saha	Chief Executive Officer	MA in Economics	63	12-Aug-20	35	NDB Capital, Prime Bank, Citi Bank N.A., Standard Chartered Bank	6,160,002
Mohammad Ali Ashraf	Acting Chief Financial Officer	Masters in Taxation (MAT), CS (Part Qualified)	48	15-Mar-18	20	CAPM Venture Capital & Finance Ltd.	1,937,455

(h) Company Secretary, Advisers, Consultants and all Departmental Heads. If the Chairman, any director or any shareholder received any monthly salary than this information should also be included;

Name	Position	Salary Paid during January - June 30, 2026
Arif Abdut Towab	Company Secretary	1,036,416
Shahanur Rashid	SEVP & Head of Business	4,392,453
Mohammad Shahidul Islam Mazumder	EVP & Head of IT	2,266,257
Iqbal Ahmed	SVP & Head of ICC	1,353,603
Md. Suruzzaman	SVP & Head of CAD	1,172,934
Md. Sayful Islam	SVP & Head of SME	1,831,169
Md. Mushfiqur Rahman	VP & Head of CRM	1,814,926
Mohammad Ali Ashraf	VP & Head of Accounts	1,937,455
Abu Shofian	Vice President	1,262,166
Mohammad Anowar Hossain	AVP	1,214,451

Note: Except for meeting fees, Chairman, and Directors do not receive any monthly salaries. Advisers, Shareholders, Consultants do not receive any monthly salaries.

(i) Changes in the key management persons during the last 3 (three) years. Any change otherwise than by way of retirement in the normal course in the senior key management personnel particularly in charge of production, planning, finance and marketing during the last three years prior to the date of filing the prospectus. If the turnover of key management personnel is high compared to the industry, reasons should be discussed;

Name	Joining Date	Retirement/Release Date	Current Position	Past Position
Md. Suruzzaman	09-Jun-25	08-Jun-25	SVP & Head of CAD	VP & Head of CAD
Mostofa Meer Khaled Omar	15-Dec-21	31-May-23	N/A	EVP-Head of CRM
Md. Mushfiqur Rahman	7-Sep-23	N/A	VP-Head of CRM	N/A
Don Wishva Kantha Wickramarachchi	2-Jul-21	30-Jun-24	N/A	CFO

(j) A profile of the sponsors including their names, father's names, age, personal addresses, educational qualifications, and experiences in the business, positions or posts held in the past, directorship held, other ventures of each sponsor and present position;

At present, no sponsor of the company holding any shares of the AFPLC.

(k) If the present directors are not the sponsors and control of the issuer was acquired within 5 (five) years immediately preceding the date of filing prospectus details regarding the acquisition of control, date of acquisition, terms of acquisition, consideration paid for such acquisition etc.

All the directors of the Company acquired control of the Issuer more than five years prior to the date of filing of this Prospectus.

(l) If the sponsors or directors do not have experience in the proposed line of business, the fact explaining how the proposed activities would be carried out or managed;

All the directors of the issuer are knowledgeable and skilled at running the proposed line of business.

(m) Interest of the key management persons;

There are no other interests of the key management persons other than the remuneration/salary received by them.

(n) All interests and facilities enjoyed by a director, whether pecuniary or non-pecuniary;

Name of the Director	Nature of value received or to be received	Amount (30-June 2026)
Syed Ali Jowher Rizvi Chairman	Meeting fee	30,000
Sohana Rouf Chowdhury Director	Meeting fee	40,000
Azeeza Aziz Khan Nominee of Summit Holdings Limited	Meeting fee	10,000
Rajapaksa Pathirana Udesha Priyadarshana Gunawardena Nominee of People's Leasing and Finance PLC	Meeting fee	-
Lutfe M. Ayub Director	Meeting fee	70,000
Dr. Abdur Rahim Chowdhury Independent Director	Remuneration	300,000
	Meeting fee	50,000

Name of the Director	Nature of value received or to be received	Amount (30-June 2026)
Dharma Dheerasinghe Independent Director	Remuneration	300,000
	Meeting fee	50,000
Farhana Akhter Nominee of Concept Knitting Ltd.	Meeting fee	50,000
W Prabath Gunasena Nominee of People's Leasing and Finance PLC	Meeting fee	50,000
Priyankara Gangabadage Nominee of People's Leasing and Finance PLC	Meeting fee	50,000
Bradley Emerson Nominee of People's Leasing and Finance PLC	Meeting fee	-
K. S. Bandarnayake Nominee of People's Leasing and Finance PLC	Meeting fee	40,000
P. G. A. Perera Nominee of People's Leasing and Finance PLC	Meeting fee	40,000
T. D. R. H. Perera Nominee of People's Leasing and Finance PLC	Meeting fee	50,000
Total		1,130,000

(o) Change in board of directors during last 3 (three) years.

Sl.	Name of Director	2026	2025	2024
1.	1. Mr. Bradley Emerson, 2. Mr. Udesch Gunewardena	In 23rd AGM of the Company	-	-
2.	3. Ms. Farzana Chowdhury, Mr. Michael Pradeep, 4. Mr. Udeni Samararatne, Mr. Mohammed Azzam Ali Ahamat, 5. Mr. Monjula Wellalage , Ms. Fahima Akhter, 6. Mr. Isuru Balapatatapendi, Mr. A M B Atapattu,	-	In the 22nd AGM of the Company	-
3.	7. Mr. Shamindra Joseph Marcus Marcelline, 8. Mr. Rohan Pathirage, 9. Mr. Don Nanari a Laksanda Gunawardena	-	-	In the 21st AGM of the Company

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

(a) The prospectus shall contain a description of any transaction during the last 5 (five) years, or any proposed transactions certified by the auditors, between the issuer and any of the following persons, giving the name of the persons involved in the transaction, their relationship with the issuer, the nature of their interest in the transaction and the amount of such interest, namely:-

- (i) Any director or sponsor or executive officer of the issuer;
- (ii) Any person holding 5% (five percent) or more of the outstanding shares of the issuer;
- (iii) Any related party or connected person of any of the above persons.

AUDITOR'S CERTIFICATE ON STATEMENT OF RELATED PARTY TRANSACTION OF ALLIANCE FINANCE PLC

The financial statements of Alliance Finance PLC for the years ended 31 December 2021 and 31 December 2022 were audited by Hoda Vasi Chowdhury & Co., Chartered Accountants. The financial statements for the year ended 31 December 2023 were audited by A. Qasem & Co., Chartered Accountants. The financial statements for the year ended 31 December 2024, the year ended 31 December 2025, and the period ended 30 June 2026 were audited by M M Rahman & Co., Chartered Accountants. The financial information for all the aforementioned periods has been extracted from the respective audited financial statements.

After due verification, we hereby certify that the Company did not engage in any transactions except term deposit and payable with:

- (i) Any director or sponsor or executive officer of the issuer;
- (ii) Any person holding 5% or more of the outstanding shares of the issuer;
- (iii) Any related party or connected person of any of the above persons.

Name of related party and relationship	For the period ended 30 June 2026		
	Relationship	Nature of Transaction	Amount in BDT
People's Leasing & Finance PLC - SriLanka	Shareholder	Payable	17,613,990
AHL Employees' Provident Fund	Common Director	Term Deposit	5,958,227
Ms. Fatema Hossain Rizvi	Shareholder	Term Deposit	48,107,510
Fountain Garments Manufacturing Ltd.	Common Director	Term Deposit	681,811,856
Mr. Lutfе Mawla Ayub	Director	Term Deposit	26,640,315
Ms. Mazkura Ayub	Director's family member	Term Deposit	11,294,453
Md. Mamun-Ur-Rashid	Shareholder's	Term Deposit	130,550,000
PEB Steel Alliance Limited Employees Provident Fund	Common Director	Term Deposit	12,618,604
Sabera Ahmed Rizvi Foundation	Common Director	Term Deposit	500,000
Ispahani Summit Alliance Terminals Limited Beneficiaries Profit Participation Fund	Common Director	Term Deposit	8,441,695
Ispahani Summit Alliance Terminals Limited Employees Provident Fund	Common Director	Term Deposit	39,039,973
Fahmida Akter Khatun	Shareholder's Family Member	Term Deposit	29,349,230
Inaba Ayub Rahman	Director's family member	Term Deposit	10,000,000
Ibaha Ayub Rahman	Director's family member	Term Deposit	18,000,000
Adeeba Aziz Khan	Director's family member	Term Deposit	12,400,403
Firdaus Nasir Trust	Common Director	Term Deposit	19,100,000
Green Delta Insurance Limited	Shareholder	Term Deposit	10,526,523
Farhana Akhter	Director	Term Deposit	19,123,780

Ahmed Tawaab Billah	Director's family member	Term Deposit	13,029,406
Summit Equities Limited	Common Director	Term Deposit	81,850,000
Summit Holdings Limited	Common Director	Term Deposit	26,526,965

For the year ended 2025:

Related Party Transaction:

Name of related party and relationship	For the year ended 31 December 2025		
	Relationship	Nature of Transaction	Amount in BDT
People's Leasing & Finance PLC - Sri Lanka	Shareholder	Payable	17,613,990
AHL Employees' Provident Fund	Common Director	Term Deposit	6,546,179
Ms. Fatema Hossain Rizvi	Director's family member	Term Deposit	45,430,538
Fountain Garments Manufacturing Ltd.	Common Director	Term Deposit	423,890,881
Mr. Lutfi Mawla Ayub	Director	Term Deposit	15,779,787
Ms. Mazkura Ayub	Director's family member	Term Deposit	11,097,563
Md. Mamun-Ur-Rashid	Shareholder's family member	Term Deposit	130,550,000
PEB Steel Alliance Limited Employees Provident Fund	Common Director	Term Deposit	12,618,604
Sabera Ahmed Rizvi Foundation	Director's family member	Term Deposit	500,000
Mrs. Archita Podder	CEO's Spouse	Term Deposit	5,535,000
Ispahani Summit Alliance Terminals Limited Beneficiaries Profit Participation Fund	Common Director	Term Deposit	14,888,388
Ispahani Summit Alliance Terminals Limited Employees Provident Fund	Common Director	Term Deposit	23,279,311
Fahmida Akter Khatun	Shareholder	Term Deposit	28,455,488
Inaba Ayub Rahman	Director's family member	Term Deposit	10,000,000
Ibaha Ayub Rahman	Director's family member	Term Deposit	4,200,000
Adeeba Aziz Khan	Director's family member	Term Deposit	11,824,507
Firdaus Nasir Trust	Common Director	Term Deposit	16,950,000
Green Delta Insurance Limited	Common Director	Term Deposit	10,526,523
FARHANA AKHTER	Director's family member	Term Deposit	66,263,388
FAHIMA AKHTER	Director	Term Deposit	30,422,091
AHMED TAWAAB BILLAH	Director's family member	Term Deposit	12,149,127
SUMMIT EQUITIES LIMITED	Common Director	Term Deposit	112,550,000
SUMMIT HOLDINGS LIMITED	Common Director	Term Deposit	24,753,484

For the year ended 2024:

Related Party Transaction:

Name of related party and relationship	For the year ended 31 December 2024		
	Relationship	Nature of Transaction	Amount in BDT
People's Leasing & Finance PLC - Sri Lanka	Shareholder	Payable	17,613,990
AHL Employees' Provident Fund	Common Director	Term Deposit	5,347,284

Ms. Fatema Hossain Rizvi	Director's family member	Term Deposit	40,428,172
Fountain Garments Manufacturing Ltd.	Common Director	Term Deposit	383,799,821
Mr. Lutfе Mawla Ayub	Director	Term Deposit	10,537,287
Ms. Mazkura Ayub	Director's family member	Term Deposit	10,717,174
Md. Mamun-Ur-Rashid	Shareholder's family member	Term Deposit	130,550,000
PEB Steel Alliance Limited Employees Provident Fund	Common Director	Term Deposit	21,896,278
Sabera Ahmed Rizvi Foundation	Director's family member	Term Deposit	500,000
Mr. Syed Ali Haider Rizvi	Director's family member	Term Deposit	25,516,838
Mrs. Archita Podder	CEO's Spouse	Term Deposit	5,000,000
Ispahani Summit Alliance Terminals Limited Beneficiaries Profit Participation Fund	Common Director	Term Deposit	5,867,119
Ispahani Summit Alliance Terminals Limited Employees Provident Fund	Common Director	Term Deposit	14,270,395
Fahmida Akter Khatun	Shareholder	Term Deposit	27,357,528
Inaba Ayub Rahman	Director's family member	Term Deposit	10,000,000
Ibaha Ayub Rahman	Director's family member	Term Deposit	4,200,000
Adeeba Aziz Khan	Director's family member	Term Deposit	10,644,055
Firdaus Nasir Trust	Common Director	Term Deposit	12,050,000
Green Delta Insurance Limited	Common Director	Term Deposit	10,526,523
Farhana Akhter	Director's family member	Term Deposit	7,763,388

For the year ended 2023:
Related Party Transaction:

Name of related party and relationship	For the year ended 31 December 2023		
	Relationship	Nature of Transaction	Amount in BDT
People's Leasing & Finance PLC - Sri Lanka	Shareholder	Payable	17,613,990
AHL Employees' Provident Fund	Common Director	Term Deposit	7,146,625
Ms. Fatema Hossain Rizvi	Director's family member	Term Deposit	36,609,756
Fountain Garments Manufacturing Ltd.	Common Director	Term Deposit	257,940,101
Ms. Mazkura Ayub	Director's family member	Term Deposit	5,466,559
Md. Mamun-Ur-Rashid	Shareholder's family member	Term Deposit	119,050,000
PEB Steel Alliance Limited Employees Provident Fund	Common Director	Term Deposit	21,686,257
Sabera Ahmed Rizvi Foundation	Director's family member	Term Deposit	500,000
Mr. Syed Ali Haider Rizvi	Director's family member	Term Deposit	23,196,205
Mr. Syed Nasser Haider Rizvi	Director's family member	Term Deposit	28,284,863
Mrs. Archita Podder	CEO's Spouse	Term Deposit	10,000,000
OOCL Employees Provident Fund	Common Director	Term Deposit	1,254,000

For the year ended 2022:
Related Party Transaction:

Name of related party and relationship	For the year ended 31 December 2022		
	Relationship	Nature of Transaction	Amount in BDT
People's Leasing & Finance PLC- Sri Lanka	Shareholder	Payable	17,613,990
AHL Employees' Provident Fund	Common Director	Term Deposit	4,585,398
Ms. Fatema Hossain Rizvi	Director's family member	Term Deposit	6,713,706
Fountain Garments Manufacturing Ltd.	Common Director	Term Deposit	194,684,975
Mr. Lutfе Mawla Ayub	Director	Term Deposit	1,630,279
Ms. Mazkura Ayub	Director's family member	Term Deposit	15,219,163
Md. Mamun-Ur-Rashid	Shareholder's family member	Term Deposit	92,050,000
PEB Steel Alliance Limited Employees Provident Fund	Common Director	Term Deposit	20,583,875
Sabera Ahmed Rizvi Foundation	Director's family member	Term Deposit	500,000
Mr. Syed Ali Haider Rizvi	Director's family member	Term Deposit	21,454,133
Mr. Syed Nasser Haider Rizvi	Director's family member	Term Deposit	22,847,421
Mrs. Archita Podder	CEO's Spouse	Term Deposit	10,000,000
Orient Center	Director's family member	Term Deposit	15,180,667
OOCL Employees Provident Fund	Common Director	Term Deposit	1,200,000
Alliance Petroleum Corporation Limited	Common Director	Term Deposit	54,740,200
Ispahani Summit Alliance Terminals Limited Beneficiaries Profit Participation Fund	Common Director	Term Deposit	2,658,268
Ispahani Summit Alliance Terminals Limited Employees Provident Fund	Common Director	Term Deposit	1,000,000
Fahmida Akter Khatun	Shareholder	Term Deposit	26,046,250
Masco Exports Limited	Common Director	Term Deposit	122,783,698

For the year ended 2021:
Related Party Transaction:

Name of related party and relationship	For the year ended 31 December 2021		
	Relationship	Nature of Transaction	Amount in BDT
People's Leasing & Finance PLC- Sri Lanka	Shareholder	Payable	17,613,990
Ispahani Summit Alliance Terminals Ltd.	Common Director	Term Deposit	106,483,077
AHL Employees' Provident Fund	Common Director	Term Deposit	2,750,516
Ms. Fatema Hossain Rizvi	Director's family member	Term Deposit	6,219,252
Fountain Garments Manufacturing Ltd.	Common Director	Term Deposit	162,704,168
Mr. Lutfе Mawla Ayub	Director	Term Deposit	5,000,000
Ms. Mazkura Ayub	Director's family member	Term Deposit	10,000,000
Md. Mamun-Ur-Rashid	Shareholder's family member	Term Deposit	75,000,000
Oriental Oil Company Limited	Common Director	Term Deposit	164,090,862

PEB Steel Alliance Limited Employees Provident Fund	Common Director	Term Deposit	14,212,519
Sabera Ahmed Rizvi Foundation	Director's family member	Term Deposit	500,000
Mr. Syed Ali Haider Rizvi	Director's family member	Term Deposit	20,155,921
Mr. Syed Nasser Haider Rizvi	Director's family member	Term Deposit	22,000,000
Mrs. Archita Podder	CEO's Spouse	Term Deposit	7,000,000
Mr. Shahanur Rashid	Head of Business, LAFL	Term Deposit	1,030,000

This certificate is issued at the request of the Issuer solely for the purpose of complying with the requirements of Bangladesh Securities and Exchange Commission (Public Offer of Equity Securities) Rules, 2025 and should not be used or relied upon for any other purpose without our prior written consent.

Dhaka, Bangladesh
Dated: October 26, 2026

Sd/-
Syed Mahmud Ahmad FCA
Senior Partner
M M Rahman & Co.
Chartered Accountants
Enroll No. 586

- (b) Any transaction or arrangement entered into by the issuer or its subsidiary or associate or entity owned or significantly influenced by a person who is currently a director or in any way connected with a director of either the issuer company or any of its subsidiaries or holding company or associate concerns, or who was a director or connected in any way with a director at any time during the last 3 (three) years prior to the issuance of the prospectus;**

There was no transaction or arrangement entered by the issuer or its subsidiary or associate or entity owned or significantly influenced by a person who is currently a director or in any way connected with a director of either the issuer company or any of its subsidiaries/holding company or associate concerns, or who was a director or connected in any way with a director at any time during the last three years prior to the issuance of the prospectus.

- (c) Any loans either taken or given from or to any director or any person connected with the director, clearly specifying details of such loan in the prospectus, and if any loan has been taken from any such person who did not have any stake in the issuer, its holding company or its associate concerns prior to such loan, rate of interest applicable, date of loan taken, date of maturity of loan, and present outstanding of such loan.**

There are no such loans taken or given from or to any director or any person connected with the director of the company.

EXECUTIVE COMPENSATION

(a) The total amount of remuneration or salary or perquisites paid to the top 5 (five) salaried officers of the issuer in the last accounting year and the name and designation of each such officer;

Sl.	Name	Designation	Remuneration
1	Kanti Kumar Saha	Chief Executive Officer	6,160,002
2	Mohammad Ali Ashraf	Acting Chief Financial Officer	1,937,455
3	Shahanur Rashid	Chief Business Officer	4,392,453
4	Mohammad Shahidul Islam Mazumder	Chief Technology Officer	2,266,257
5	Md. Sayful Islam	SVP & Head of SME	1,831,169

Note: As per latest Audited Financial Statement for the period ended 30 June 2026

(b) Aggregate amount of remuneration paid to all directors and officers as a group during the last accounting year;

Particulars	Nature of Transaction	Amount in BDT
Directors	Board meeting Fee	530,000
Directors	Remuneration	600,000
Officers & Staff	Salary, Bonus & other Allowances	41,366,772

As per Audited Financial Statement as on 30 June 2026.

(c) If any shareholder director received any monthly salary or perquisite or benefit it must be mentioned along with date of approval in AGM or EGM, terms thereof and payments made during the last accounting year;

No shareholder Director of AFPLC has received any monthly salary/perquisite/benefit during the last accounting year.

(d) The board meeting attendance fees received by the director including the managing director along with date of approval in AGM or EGM;

Name of the Director	Date of Approval in AGM	Board Meeting Attendance Fees Received During 2025-26
Mr. Syed Ali Jowher Rizvi	Meeting fee paid to	30,000
Mr. K.S. Bandaranayake	Directors	20,000
Ms. Farhana Akhter	as per	30,000
Mr. Lutfe M. Ayub	Bangladesh	30,000
Mr. Anura Perera	Bank DFIM	20,000
Mr. Abdur Rahim Chowdhury (Independent Director)	Circular	30,000
Ms. Sohana Rouf Chowdhury	No. 13	30,000
Ms. Azeeza Aziz Khan	dated	10,000
Mr. Ranil Perera	November	30,000
Mr. Dharma Dheerasinghe (Independent Director)	30, 2015	30,000
Mr. Priyankara Gangabadage		30,000
Mr. W Prabath Gunasena		30,000

(e) Any contract with any director or officer providing for the payment of future compensation;

There are no contracts available between the company and any directors or officers to provide any future compensation.

(f) If the issuer intends to substantially increase the remuneration paid to its directors and officers in the current year, appropriate information regarding thereto;

The issuer does not have any intention to substantially increase the remuneration paid to its directors and officers in the current year, except annual increment.

(g) Any other benefit or facility provided to the above persons during the last accounting year.

No other benefits or facilities were provided to any of the directors or officers during the last accounting year except the ones that were disclosed above.

OPTIONS GRANTED TO DIRECTORS, OFFICERS AND EMPLOYEES

Alliance Finance PLC did not grant any options to its director, salaried officers and all other employees as a group or any person other than directors and officers of the Company for the purpose of issuing shares.

TRANSACTION WITH THE DIRECTORS AND SUBSCRIBERS TO THE MEMORANDUM

(a) The names of the directors and subscribers to the memorandum, the nature and amount of anything of value received or to be received by the issuer from the above persons, or by the said persons, directly or indirectly, from the issuer during the last 5 (five) years along with the description of assets, services or other consideration received or to be received;

Name of the Director	Nature of value received or to be received	Amount in Taka					
		30-June 2026	31-Dec-25	31-Dec-24	31-Dec-23	31-Dec-22	31-Dec-21
Syed Ali Jowher Rizvi Chairman	Meeting fee	30,000	60,000	64,000	24,000	40,000	48,000
Sohana Rouf Chowdhury Director	Meeting fee	40,000	90,000	48,000	32,000	24,000	48,000
Azeeza Aziz Khan Nominee of Summit Holdings Limited	Meeting fee	10,000	80,000	82,000	24,000	56,000	16,000
Rajapaksa Pathiranage Udesh Priyadarshana Gunawardena Nominee of People's Leasing and Finance PLC	Meeting fee	-	-	-	-	-	-
Lutfe M. Ayub Director	Meeting fee	70,000	150,000	104,000	64,000	72,000	56,000
Dr. Abdur Rahim Chowdhury Independent Director	Remuneration	300,000	600,000	300,000	-	-	-
	Meeting fee	50,000	100,000	70,000	-	-	-
Dharma Dheerasinghe Independent Director	Remuneration	300,000	600,000	80,000	-	-	-
	Meeting fee	50,000	110,000	20,000	-	-	-
Farhana Akhter Nominee of Concept Knitting Ltd.	Meeting fee	50,000	70,000	-	-	-	-
W Prabath Gunasena Nominee of People's Leasing and Finance PLC	Meeting fee	50,000	90,000	-	-	-	-
Priyankara Gangabadage Nominee of People's Leasing and Finance PLC	Meeting fee	50,000	90,000	10,000	-	-	-
Bradley Emerson Nominee of People's Leasing and Finance PLC	Meeting fee	-	-	-	-	-	-
K. S. Bandarnayake Nominee of People's Leasing and Finance PLC	Meeting fee	40,000	50,000	-	-	-	-
P. G. A. Perera	Meeting fee	40,000	40,000	-	-	-	-

Name of the Director	Nature of value received or to be received	Amount in Taka					
		30-June 2026	31-Dec-25	31-Dec-24	31-Dec-23	31-Dec-22	31-Dec-21
Nominee of People's Leasing and Finance PLC							
T. D. R. H. Perera Nominee of People's Leasing and Finance PLC	Meeting fee	50,000	60,000	-	-	-	-
Total		1,130,000	2,190,000	778,000	144,000	192,000	168,000

(b) If any assets were acquired or to be acquired within next 2 (two) financial years from the aforesaid persons, the amount paid for such assets and the method used to determine the price shall be mentioned in the prospectus, and if the assets were acquired by the said persons within five years prior to transfer those to the issuer, the acquisition cost thereof paid by them.

No assets were acquired by the issuer from its director or subscribers to the memorandum.

OWNERSHIP AND LOCK-IN OF THE COMPANY'S SECURITIES

(a) Provisions for lock-in as per these Rules;

As per Clause 17 of the Bangladesh Securities and Exchange Commission (Public Offer of Equity Securities) Rules, 2025, the provision of lock-in as follows:

(1) Shares or equity securities of the issuer, at the time of according consent to the public issue, shall be subject to lock-in, from the first trading day at the stock exchange(s) in the following manner:

- (a) shares held by sponsors, sponsor group, directors, and shareholders holding 5% (five percent) or more, for 3 (three) years:
Provided that after listing, successor of deceased shareholders as mentioned above shall fall under same lock-in for the rest period;
- (b) in case, any existing sponsor, sponsor group or director of the issuer transfers any share to any person, those transferred shares, for 3 (three) years;
- (c) shares allotted to any person, before 3 (three) years or more of according consent to the public issue, other than the persons mentioned in clause (a) and (b), for 1 (one) year;
- (d) shares held by alternative investment funds or by non-resident or NR for 1 (one) year;
- (e) shares held by any person, other than the shares mentioned in clause (a), (b), (c) and (d) above, for 02 (two) years;
- (f) shares allotted to EI's under book building method shall be subject to lock-in in the following manner:
 - (i) 90 (ninety) days for 50% (fifty percent) of allotted shares to the respective EI;
 - (ii) 120 (one hundred twenty) days for 25% (twenty five percent) of allotted shares to the respective EI;
 - (iii) 180 (one hundred eighty) days for rest 25% (twenty five percent) of allotted shares to the respective EI;

(2) Shares held by strategic investors shall be subject to lock-in for 2 (two) years from the date of investment made or 1 (one) year from the first trading day at the stock exchange(s), whichever comes later;

(3) Ordinary shares converted from any other type of securities shall also be subject to lock-in as mentioned at sub-rule (1) and sub-rule (2) above.

(b) The names, addresses, BO ID Number and lock-in period of all shareholders of the company before IPO, number of securities and the percentage of the securities represented by such;

Name of the Shareholder	Address	BOID	No. of Securities	% of shareholding	Lock-in
People's Leasing & Finance PLC	No. 1161, Maradana Road, Borella, Colombo 08, Sri Lanka	1606180075923181	58,905,000	51.00%	3 Years
Concept Knitting Ltd.	Arham's Tower, Sector #07, Dhaka-Mymensingh Highway, Uttara, Dhaka, Bangladesh	1205960063014553	4,620,000	4.00%	3 Years
Green Delta Insurance Company Ltd.	51, Green Delta AIMS Tower (6th Floor Bir Uttam AK Khandkar	1203620000042986	11,550,000	10.00%	3 Years

Name of the Shareholder	Address	BOID	No. of Securities	% of shareholding	Lock-in
	Road, Mohakhali C/A, Dhaka 1212				
Syed Ali Jowher Rizvi	House # 15, Road # 117, Gulshan - 1, Dhaka - 1212	1205590008585435	2,887,500	2.50%	3 Years
Sohana Rouf Chowdhury	House No. CEN (H) 44, Road No. 113, Gulshan, Dhaka	1204490014909286	11,550,000	10.00%	3 Years
Summit Holdings Limited	Summit Centre, 18 Kawran Bazar, Dhaka	1205710004923349	11,550,000	10.00%	3 Years
Lutfe Mowla Ayub	House # 3, Road # 2, Zakir Hossain Road, Khulshi, Chittagong	1601880067293198	2,310,000	2.00%	3 Years
Syed Nasser Haider Rizvi	House # 15, Road # 117, Gulshan - 1, Dhaka - 1212	1205590008585443	2,887,500	2.50%	3 Years
Syed Yasser Haider Rizvi	House # 15, Road # 117, Gulshan - 1, Dhaka - 1212	1205590008585395	2,887,500	2.50%	3 Years
Fatema Hossain Rizvi	House # 15, Road # 117, Gulshan - 1, Dhaka - 1212	1205590076790068	2,887,500	2.50%	3 Years
Mamun Ur Rashid	House-16, Road-63, Gulshan-02, Dhaka-1212	-	3,465,000	3.00%	3 Years

(c) There shall also be a table showing the name and address, age, experience, BO ID Number, TIN number, numbers of shares held including percentage, position held in other companies of all the directors before the public issue;

Name, Address, Age, Experience	BOID & TIN	No. of shares held & percentage	Positions held in other companies	
Name: Syed Ali Jowher Rizvi Address: House # 15, Road # 117, Gulshan - 1, Dhaka - 1212 Age: 71 years Experience: 49 years	BOID: 1205590008585435 TIN: 777426646261	2,887,500 (2.50%)	Alliance Holdings Limited	Chairman & Shareholder (44.69%)
			PEB Steel Alliance Limited	Director (Nominated by Alliance Holdings Limited) and Shareholder (6.69%)
			Alliance Building Materials Limited	Chairman and Shareholder (45.70%)
			PEB Steel Bangladesh Limited	Managing Director and Shareholder (11.00%)
			Alliance Equities Limited	Chairman and Shareholder (34.00%)
			Alliance Oil Limited	Chairman and Shareholder (33.40%)
			Summit Alliance Port Limited	Managing Director (Nominated by Alliance Holdings)

Name, Address, Age, Experience	BOLD & TIN	No. of shares held & percentage	Positions held in other companies	
				Limited) and Shareholder (4.29%)
			Alliance Petroleum Corporation Limited	Chairman and Shareholder (65.00%)
			Oriental Oil Company Limited	Chairman (Nominated by Alliance Holdings Limited) and Shareholder (0.01%)
			Alliance Finance PLC	Chairman and Shareholder (2.50%)
			Union Accessories Limited	Chairman and Shareholder (25.50%)
Name: Sohana Rouf Chowdhury Address: House No. CEN (H) 44, Road No. 113, Gulshan, Dhaka Age: 48 years Experience: 16 years	BOLD: 1204490014909 286 TIN: 834602628109	11,550,000 (10.00%)	Rangs Motors Limited	Managing Director (49.7%)
			Rangs Commercial Vehicle Limited	Managing Director (51.0%)
			Rangs Motors Workshop Limited	Managing Director (51.0%)
			Rangs Interiors Limited	Managing Director (55.0%)
			Rangs Food & Beverage Limited	Chairman (Proposed) (60.0%)
			Rangs Appliances Limited	Managing Director (51.0%)
			Rangs Real Estate Limited	Chairman (51.0%)
			Zhen Natural Limited	Director (40.0%)
			Sash Limited	Managing Director (40.0%)
			SRK Limited	Managing Director (70.0%)
			Rangs Power Tech Limited	Managing Director (60.0%)
			Rangs Motorbikes Limited	Managing Director (40.0%)
			Rangs Electrode & Electronics Ind. Limited	Director (19.0%)
			Metro Foils Limited	Director (8.2%)
			Rangs Agro Bioteq Limited	Director (50.0%)
			Rangs Alliance Limited	Managing Director (60.0%)
			Rangs Dolonchapa Express Limited	Managing Director (25.0%)
			Truck Load Limited	Director (25.0%)

Name, Address, Age, Experience	BOLD & TIN	No. of shares held & percentage	Positions held in other companies	
			Ranks Construction Limited	Managing Director (65.0%)
			Ranks-Agro Industries Limited	Managing Director (68.0%)
			Streat Limited	Shareholder (60.0%)
			Sash International	Managing Partner (0.0%)
			Ranks Autos Limited	Shareholder (60.0%)
			M/s. The Largest Equipment Rental Network	Partner (0.0%)
			Rangs Pharmaceuticals Limited	Managing Director (24.0%)
			Shield Security Service Ltd.	Director (6.5%)
			Brooks Bangladesh Company Ltd	Director (50.0%)
			Apolo Steel Mills Ltd.	Shareholder (0.6%)
			Rancon Autos Ltd.	Director (45.0%)
			Rancon Motors Ltd.	Shareholder (0.3%)
			Rangs Ltd.	Shareholder (6.0%)
			Rangs Properties Ltd.	Shareholder (5.0%)
			Rangs Workshop Ltd.	Shareholder (6.0%)
			Ranks ITT Ltd.	Director (5.0%)
			Ranks Telecom Ltd.	Shareholder (6.0%)
			Softex Communication Ltd.	Director (12.0%)
Name: Azeeza Aziz Khan Address: Summit Centre, 18 Kawran Bazar, Dhaka Age: 39 years Experience: 15 years	BOLD: TIN: 652779516930	Nominated Director of Summit Holdings Limited; 11,550,000 (10.00%)	Summit Holdings Ltd.	Director (19.67%)
			Summit Assets Ltd.	Director (16.72%)
			Summit Alliance Port Ltd.	Director (3.68%)
			Summit Investment Ltd.	Director (7.50%)
			Summit Equities Ltd.	Director (1.66%)
			Summit Oil & Shipping Co. Ltd.	Director (0.000002%)
			Grands Garden Limited	Director (39.90%)
			Cosmopolitan Equities Ltd.	Director (0.00%)
			Cosmopolitan Finance Ltd.	Director (16.72%)
			Ispahani Summit	Director (0.00%)
			Alliance Terminals Ltd.	Director (0.00%)

Name, Address, Age, Experience	BOLD & TIN	No. of shares held & percentage	Positions held in other companies	
			Ace Alliance Power Ltd.	Director (0.00%)
			Cosmopolitan Communication Ltd.	Director (0.00%)
			Summit Barisal Power Co. Ltd.	Director (0.00%)
			Summit Bibiyana Power Co. Ltd.	Director (0.00%)
			Summit Chittagong Power Ltd.	Director (0.00%)
			Summit Gazipur II Power Ltd.	Director (0.00%)
			Summit Meghnaghat Power Co. Ltd.	Director (0.00%)
			Summit Meghnaghat II Power Co. Ltd.	Director (0.00%)
			Summit Narayangonj Power Unit II Co. Ltd.	Director (0.00%)
			Summit Power Ltd.	Director (0.00%)
			Summit Sangu Power Co. Ltd.	Director (0.00%)
			Summit Technopolis Ltd.	Director (0.00%)
Name: Jayantha Thilakarathna Address: Garden Horana, Sri Lanka Age: 60 years Experience: 28 years	BOLD: TIN:	Nominated Director of People's Leasing & Finance PLC; 58,905,000 (51.00%)	People's Bank (Sri Lanka)	Director
Name: Lutfe M. Ayub Address: House # 3, Road # 2, Zakir Hossain Road, Khulshi, Chittagong Age: 73 years Experience: 45 years	BOLD: 1601880067293 198 TIN: 435044768919	2,310,000 (2.00%)	Green Care Agro Ltd	Shareholder (2.98%)
			Cashe Alliance Limited	Shareholder (4.98%)
			Fountain Garments Manufacturing Limited	Chairman & Director (15.00%)
Name: Dr. Abdur Rahim Chowdhury Address: House- 10, Road- 20B, Sector- 4, Uttara, Dhaka Age: 73 years Experience: 47 years	BOLD: TIN: 194930307225	Independent Director		
Name: Dharma Dheerasinghe	BOLD:	Independent Director		

Name, Address, Age, Experience	BOID & TIN	No. of shares held & percentage	Positions held in other companies	
Address: 78/1 Wickremasinghepura, Battaramulla, Sri Lanka Age: 74 years Experience: 52 years	TIN:			
Name: Ms. Farhana Akhter Address: 24/A, Flat-A/3, Road-96, Gulshan-02, Dhaka Age: 47 years Experience: 26 years	BOID: 1205960050419 736 TIN: 642309643461	Nominated Director of Concept Knitting Limited; 4,620,000 (4.00%)	Mascotex Limited	Managing Director/ Shareholder (12.50%)
			MPL Wear Limited	Managing Director/ Shareholder (33.33%)
			Masco Overseas Limited	Managing Director/ Shareholder (25.00%)
			Masco Industries Limited	Director/ Shareholder (19.35%)
			Shanta Expressions Limited	Director/ Shareholder (16.67%)
			Concept Knitting Limited	Director/ Shareholder (5.00%)
			Masco Cottons Limited	Director/ Shareholder (25.00%)
			Tasniah Fabrics Limited	Director/ Shareholder (24.17%)
			Masco Printing & Embroidery Limited	Director/ Shareholder (12.50%)
			Masco Picasso Limited	Director/ Shareholder (12.50%)
			Masco Exports Limited	Director/ Shareholder (20.00%)
			Masco Cricket Academy Limited	Director/ Shareholder (22.00%)
			Masminu Footspree Limited	Director/ Shareholder (20.00%)
			Masco Properties Limited	Director/ Shareholder (15.00%)
			Masco Trims Limited	Director/ Shareholder (20.00%)
			Masco Cotspin Limited	Director/ Shareholder (20.00%)
			Masco Linens Limited	Director/ Shareholder (25.00%)
			Masminu Systems Limited	Director/ Shareholder (25.00%)
			Masco Poultry Limited	Director/ Shareholder (12.50%)
			Masco Services Limited	Director/ Shareholder (20.00%)

Name, Address, Age, Experience	BOID & TIN	No. of shares held & percentage	Positions held in other companies	
			Masminu Energy Limited	Director/ Shareholder (20.00%)
			Masco Shares & Securities Ltd.	Director/ Shareholder (12.00%)
Name: W Prabath Gunasena Address: 23/3A Quarry Road, Mirihana, Nugegoda, Sri Lanka Age: 55 years Experience: 21 years	BOID: TIN:	Nominated Director of People's Leasing & Finance PLC; 58,905,000 (51.00%)		
Name: Priyankara Gangabadage Address: 249/5 Waragoda Road, Kelaniya, Sri Lanka Age: 43 years Experience: 17 years	BOID: TIN:	Nominated Director of People's Leasing & Finance PLC; 58,905,000 (51.00%)		
Name: K. S. Bandarnayake Address: 32/4, 6th Lane, Wimalawatte Road, Mirihana, Nugegoda, Sri Lanka Age: 58 years Experience: 32 years	BOID: TIN:	Nominated Director of People's Leasing & Finance PLC; 58,905,000 (51.00%)		
Name: P. G. A. Perera Address: 246/5 Waragoda Road, Kelaniya, Sri Lanka Age: 57 years Experience: 35 years	BOID: TIN:	Nominated Director of People's Leasing & Finance PLC; 58,905,000 (51.00%)		
Name: T. D. R. H. Perera Address: 94, Kuruduwaththa Road, Thalawathugoda, Pitakotte, Sri Lanka Age: 53 years Experience: 25 years	BOID: TIN:	Nominated Director of People's Leasing & Finance PLC; 58,905,000 (51.00%)		

(d) The average cost of acquisition of equity shares by the directors certified by the auditors;

AUDITORS' CERTIFICATE REGARDING AVERAGE COST OF ACQUISITION OF EQUITY SHARES BY THE DIRECTORS OF ALLIANCE FINANCE PLC

The financial Statement for the years ended 31 December 2021 & 31 December 2022 were audited by Hoda Vasi Chowdhury & Co. and 31 December 2023 was audited by A. Qasem & Co. and data has been extracted from the respective audited financial statements. The audits for the years ended 31 December 2024 and 2025, along with the relevant audit/review procedures for the period ended 30 June 2026, were performed by M M Rahman & Co. Chartered Accountants.

This is to certify that after due verification, and as per the information contained in the audited financial statements, share register, return of allotment, Form-117 (Instrument of Transfer of Shares) and Memorandum of Association of Alliance Finance PLC. (the 'Company'), we certify that the average cost of acquisition of equity by the Directors of Alliance Finance PLC is as follows:

Sl.	Name	Position	Cash	Cash	Cash	New Allotment	Cash	Cash	Bonus Shares	Bonus Shares	Cash	Cash	Total No. of Shares held including Bonus	Average cost of acquisition per Share (in BDT)	Total cost of acquisition including Bonus (in BDT)	Premium per Share	Total cost of acquisition and including Bonus share premium (in BDT)	Average cost of acquisition per Share and including Bonus share premium (in BDT)
			By subscription to MoA (No. of Shares)	By Transfer (No. of Shares)	By Transfer (No. of Shares)	By Allotment (No. of Shares)	By Transfer (No. of Shares)	By Transfer (No. of Shares)	By Allotment (No. of Shares)	By Allotment (No. of Shares)	By Transfer (No. of Shares)	By Transfer (No. of Shares)						
			Date	15-May-16	15-May-16	12-Apr-17	30-Mar-21	30-Mar-21	16-Mar-23	06-Aug-24	24-Sep-25	17-Dec-25						
1	Alliance Holding Limited	Sponsor	235,000	235,000	-	-	-	-					-	-	-		-	-
2	Summit Equities Limited	Sponsor	235,000	235,000	-	-	-	-					-	-	-		-	-
3	Mrs. Jahanara Islam	Sponsor	30,000	30,000	-	-	-	-					-	-	-		-	-
4	Mr. A Rouf Chowdhury	Sponsor	80,000	80,000	-	-	-	-					-	-	-		-	-
5	Mrs. Zakia Rouf Chowdhury	Sponsor	100,000	100,000	-	-	-	-					-	-	-		-	-
6	Rangs Industries Limited	Sponsor	100,000	100,000	-	-	-	-					-	-	-		-	-
7	Rangs Limited	Sponsor	100,000	100,000	-	-	-	-					-	-	-		-	-
8	Rangs Motors Ltd.	Sponsor	100,000	100,000	-	-	-	-					-	-	-		-	-
9	Mr. Golam Kabir Chowdhury	Sponsor	20,000	20,000	-	-	-	-					-	-	-		-	-
10	Rabab Fashion Industry Ltd.	Sponsor	-	-	-	2,000,000	2,000,000	-					-	-	-		-	-
11	Fahmida Akter Khatun	Sponsor & Director	-	-	-	3,000,000	-	-	150,000	315,000	3,465,000		-	-	-		-	-
12	Summit Holdings Limited	Sponsor	-	-	235,000	9,765,000	-	-	500,000	1,050,000			11,550,000	10	115,500,000	20,000,000	135,500,000	11.73
13	Concept Knitting Ltd.	Sponsor	-	-	-	4,000,000	-	-	200,000	420,000			4,620,000	10	46,200,000	8,000,000	54,200,000	11.73
14	Green Delta Insurance Company Ltd.	Sponsor	-	-	-	10,000,000	-	-	500,000	1,050,000			11,550,000	10	115,500,000	20,000,000	135,500,000	11.73
15	Lutfi Mawla Ayub	Sponsor & Director	-	-	-	-	-	2,000,000	100,000	210,000			2,310,000	10	23,100,000		23,100,000	10.00
16	Syed Ali Jowher Rizvi	Chairman	-	-	235,000	9,765,000	-	-	500,000	1,050,000		8,662,500	2,887,500	10	28,875,000		28,875,000	10.00
17	Syed Nasser Haider Rizvi	Shareholder										2,887,500	2,887,500	10	28,875,000		28,875,000	10.00
18	Syed Yasser Haider Rizvi	Shareholder										2,887,500	2,887,500	10	28,875,000		28,875,000	10.00
19	Fatema Hossain Rizvi	Shareholder										2,887,500	2,887,500	10	28,875,000		28,875,000	10.00
20	Sohana Rouf Chowdhury	Sponsor & Director	-	-	530,000	9,470,000	-	-	500,000	1,050,000			11,550,000	10	115,500,000	20,000,000	135,500,000	11.73
21	Md. Mamun Ur Rashid	Shareholder									3,465,000		3,465,000	10	34,650,000		34,650,000	10.00
22	People's Leasing & Finance PLC	Sponsor	-	-	-	51,000,000	-	-	2,550,000	5,355,000			58,905,000	10	589,050,000	104,200,000	693,250,000	11.77
Total			1,000,000	1,000,000	1,000,000	99,000,000	2,000,000	2,000,000	5,000,000	10,500,000	6,930,000	17,325,000	115,500,000		1,155,000,000	172,200,000	1,327,200,000	

This certificate is issued at the request of the Issuer solely for the purpose of complying with the requirements of Bangladesh Securities and Exchange Commission (Public Offer of Equity Securities) Rules, 2025 and should not be used or relied upon for any other purpose without our prior written consent.

Dhaka, Bangladesh

Dated: 26 October 2026

Sd/-
Syed Mahmud
Ahmad FCA
Senior Partner
M M Rahman
& Co.
Chartered
Accountants

(e) A detail description of capital built up in respect of shareholding (name-wise) of the issuer's sponsors or directors. In this connection, a statement to be included:

People's Leasing & Finance PLC

Date of Allotment /Transfer of fully paid-up shares	Consideration	Nature of issue	No. of Equity shares	Face value	Issue Price/ Acquisition Price/ Transfer Prices	Cumulative no. of Equity shares	% pre- issue paid up capital	% Post issue paid	Sources of fund
12 Apr 2017	Cash	Ordinary Shares	51,000,000	10	10	51,000,000	51.00%	39.23%	Own Sources
16-03-2023	Bonus Share		2,550,000			53,550,000			
06 Aug 2024	Bonus Share		5,355,000			58,905,000			

Concept Knitting Ltd.

Date of Allotment /Transfer of fully paid-up shares	Consideration	Nature of issue	No. of Equity shares	Face value	Issue Price/ Acquisition Price/ Transfer Prices	Cumulative no. of Equity shares	% pre- issue paid up capital	% Post issue paid	Sources of fund
12 Apr 2017	Cash	Ordinary Shares	4,000,000	10	10	4,000,000	4.00%	3.08%	Own Sources
16-03-2023	Bonus Share		200,000			4,200,000			
06 Aug 2024	Bonus Share		420,000			4,620,000			

Syed Ali Jowher Rizvi

Date of Allotment /Transfer of fully paid-up shares	Consideration	Nature of issue	No. of Equity shares	Face value	Issue Price/ Acquisition Price/ Transfer Prices	Cumulative no. of Equity shares	% pre- issue paid up capital	% Post issue paid	Sources of fund
02 Feb 2017	Share Transfer	Ordinary Shares	235,000	10	10	235,000	2.50%	1.92%	Own Sources
12 Apr 2017	Cash		9,765,000			10,000,000			
16-03-2023	Bonus Share		500,000			10,500,000			
06 Aug 2024	Bonus Share		1,050,000			11,550,000			
17 Dec 2025	Share Transfer		(8,662,500)			2,887,500			

Sohana Rouf Chowdhury

Date of Allotment /Transfer of fully paid-up shares	Consideration	Nature of issue	No. of Equity shares	Face value	Issue Price/ Acquisition Price/ Transfer Prices	Cumulative no. of Equity shares	% pre- issue paid up capital	% Post issue paid	Sources of fund
02 Feb 2017	Share Transfer	Ordinary Shares	530,000	10	10	530,000	10.00%	7.69%	Own Sources
12 Apr 2017	Cash		9,470,000			10,000,000			
16-03-2023	Bonus Share		500,000			10,500,000			
06 Aug 2024	Bonus Share		1,050,000			11,550,000			

Summit Holdings Limited

Date of Allotment /Transfer of fully paid-up shares	Consideration	Nature of issue	No. of Equity shares	Face value	Issue Price/ Acquisition Price/ Transfer Prices	Cumulative no. of Equity shares	% pre- issue paid up capital	% Post issue paid	Sources of fund
02 Feb 2017	Share Transfer	Ordinary Shares	235,000	10	10	235,000	10.00%	7.69%	Own Sources
12 Apr 2017	Cash		9,765,000			10,000,000			
16-03-2023	Bonus Share		500,000			10,500,000			
06 Aug 2024	Bonus Share		1,050,000			11,550,000			

(f) Detail of shares issued by the company at a price lower than the issue price;

All the shares of the company are issued at face value of Tk.10 before this issue.

(g) History of significant (5% or more) changes in ownership of securities from inception.

There have been significant (51%) changes in ownership of securities from inception of AFPLC.

People's Leasing & Finance PLC made an investment and acquired 51% of new shares of AFPLC. Details are as follows:

New Allotment	Date of Allotment	Face Value (BDT)	No of Shares
People's Leasing & Finance PLC	12/04/2017	100	5,100,000

Note: The Company has split its face value of shares from BDT 100.00 to BDT 10.00 on 18 April 2017 after passing a special resolution during the EGM held on 12 April 2017.

CORPORATE GOVERNANCE

(a) A disclosure to the effect that the issuer has complied with the requirements of Corporate Governance Guidelines of the Commission;

MANAGEMENT DECLARATION REGARDING COMPLIANCE WITH THE PROVISIONS OF CORPORATE GOVERNANCE CODE

This is to declare that Alliance Finance PLC. has duly complied with the provisions of the Corporate Governance Code issued by the Bangladesh Securities and Exchange Commission (BSEC), including the requirements relating to the composition and constitution of the Board of Directors and the formation and functioning of the committees, as applicable.

Sd/-

Kanti Kumar Saha
Chief Executive Officer

Place: Dhaka, Bangladesh

Date: 25 October 2026

(b) A compliance report of Corporate Governance requirements certified by competent authority;

Annexure-B
[Certificate as per condition No. 1(5)(xxvii)]

**Report to the Shareholders of Alliance Finance PLC on
Compliance on the Corporate Governance Code**

We have examined the compliance status to the Corporate Governance Code by **Alliance Finance PLC** (the “Company”) for the year ended on **31 December, 2025**. This Code relates to the Notification No. BSEC/CMRRCD/2006-158/207/Admin/80, dated 03 June 2018 issued under section 2CC of the Securities and Exchange Ordinance, 1969; of the Bangladesh Securities and Exchange Commission.

Such compliance with the Corporate Governance Code is the responsibility of the Company. Our examination was limited to the procedures and implementation thereof as adopted by the Management in ensuring compliance to the conditions of the Corporate Governance Code.

This is a Scrutiny and verification and an independent audit on compliance of the conditions of the Corporate Governance Code as well as the provisions of relevant Bangladesh Secretarial Standards (BSS) as adopted by Institute of Chartered Secretaries of Bangladesh (ICSB) in so far as those standards are not inconsistent with any condition of this Corporate Governance Code.

We state that we have obtained all the information and explanations, which we have required, and after due scrutiny and verification thereof, we report that, in our opinion:

- The Company has complied with the conditions of the Corporate Governance Code as stipulated in the above mentioned Corporate Governance Code issued by the Commission;
- The Company has complied with the provisions of the relevant Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB) as required by this Code;
- Proper books and records have been kept by the company as required under the Companies Act, 1994, the securities laws and other relevant laws; and
- The Governance of the Company is satisfactory.

Place: Dhaka
Date: September 02, 2026

Sd/-
Uttam Kumar Dey, FCS
CEO & Lead Consultant
UTTAM & ASSOCIATES
Chartered Secretaries

Status of compliance with the conditions imposed by the Commission's Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated 03 June 2018 Issued under section 2CC of the Securities and Exchange Ordinance, 1969:

(Report under Condition No. 9)

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
1.	Board of Directors			
1(1)	Board 's Size shall not be less than 5 and more than 20	✓		The Board of Directors is comprised of 13 (Thirteen) Directors including 2 (Two) Independent Directors.
1(2)	Independent Directors			
1(2)(a)	Independent Director(s) - at least one fifth (1/5) of the total number of directors;	✓		As per this code at least 3 (Three) Independent Directors are required. Now two Independent Directors are exist and one female Independent Director's appointment is under Process.
1(2)(b)(i)	Independent director does not hold any share or holds less than one percent (1%) shares of total paid up capital;	✓		
1(2)(b)(ii)	Independent director is not a sponsor of the company or is not connected with the company's any sponsor or director or nominated director or shareholder of the company or any of its associates, sister concerns, subsidiaries and parents or holding entities who holds one percent (1%) or more shares of the total paid-up shares of the company on the basis of family relationship and his or her family members also shall not hold above mentioned shares in the company;	✓		
1(2)(b)(iii)	Independent director has not been an executive of the company in immediately preceding 2 (two) financial years;	✓		
1(2)(b)(iv)	Independent director does not have any other relationship, whether pecuniary or otherwise, with the company or its subsidiary or associated companies;	✓		
1(2)(b)(v)	Independent director is not a member or TREC holder, director or officer of any stock exchange;	✓		
1(2)(b)(vi)	Independent director is not a shareholder, director excepting independent director or officer of any member or TREC holder of stock exchange or an intermediary of the capital market;	✓		
1(2)(b)(vii)	Independent director is not a partner or an executive or was not a partner or an executive	✓		

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
	during the preceding 3 (three) years of the concerned company's statutory audit firm or audit firm engaged in internal audit services or audit firm conducting special audit or professional certifying compliance of this Code;			
1(2)(b)(viii)	Independent director is not independent director in more than 5 (five) listed companies;	✓		
1(2)(b)(ix)	Independent director has not been convicted by a court of competent jurisdiction as a defaulter in payment of any loan or any advance to a bank or a Non-Bank Financial Institution (NBFI);	✓		
1(2)(b)(x)	Independent director has not been convicted for a criminal offence involving moral turpitude;	✓		
1(2)(c)	Independent Director(s) shall be appointed by the Board and approved by the Shareholders in the AGM;	✓		
1(2)(d)	The post of Independent Director(s) cannot remain vacant for more than 90 days;	✓		
1(2)(e)	The tenure of office of an Independent Directors shall be for a period of 3 (three) years which may be extended for 1 (one) tenure only;	✓		
1(3)	Qualification of Independent Director			
1(3)(a)	Independent Director shall be a knowledgeable individual with integrity who is able to ensure compliance with financial, regulatory and corporate laws and can make meaningful contribution to business;	✓		
1(3)(b)(i)	Business Leader who is or was a promoter or director of an unlisted company having minimum paid-up capital of Tk. 100.00 million or any listed company or a member of any national or international chamber of commerce or business association;			N/A
1(3)(b)(ii)	Corporate Leader who is or was a top-level executive not lower than Chief Executive Officer or Managing Director or Deputy Managing Director or Chief Financial Officer or Head of Finance or Accounts or Company Secretary or Head of Internal Audit and Compliance or Head of Legal Service or a candidate with equivalent position of an unlisted company having minimum paid up capital of Tk. 100.00 million or of a listed company;	✓		
1(3)(b)(iii)	Former official of government or statutory or autonomous or regulatory body in the position not below 5th Grade of the national pay scale, who has at least educational background of bachelor degree in economics or commerce or business or law;			N/A

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
1(3)(b)(iv)	University Teacher who has educational background in Economics or Commerce or Business Studies or Law;	✓		
1(3)(b)(v)	Professional who is or was an advocate practicing at least in the High Court Division of Bangladesh Supreme Court or a Chartered Accountant or Cost and Management Accountant or Chartered Financial Analyst or Chartered Certified Accountant or Certified Public Accountant or Chartered Management Accountant or Chartered Secretary or equivalent qualification;	✓		
1(3)(c)	The Independent Director shall have at least 10 (ten) years of experiences in any field mentioned in clause (b);	✓		
1(3)(d)	In special cases, the above qualifications or experiences may be relaxed subject to prior approval of the Commission;			N/A
1(4)	Duality of Chairperson of the Board of Directors and Managing Director or Chief Executive Officer			
1(4)(a)	The positions of the Chairperson of the Board and the Managing Director (MD) and/or Chief Executive Officer (CEO) of the company shall be filled by different individuals;	✓		
1(4)(b)	The Managing Director (MD) and/or Chief Executive Officer (CEO) of a listed company shall not hold the same position in another listed company;	✓		
1(4)(c)	The Chairperson of the Board shall be elected from among the non-executive directors of the company;	✓		
1(4)(d)	The Board shall clearly define respective roles and responsibilities of the Chairperson and the Managing Director and/or Chief Executive Officer;	✓		
1(4)(e)	In the absence of the Chairperson of the Board, the remaining members may elect one of themselves from non-executive directors as Chairperson for that particular Board's meeting; the reason of absence of the regular Chairperson shall be duly recorded in the minutes.	✓		
1(5)	The Directors' Report to Shareholders			
1(5)(i)	An industry outlook and possible future developments in the industry;	✓		
1(5)(ii)	The Segment-wise or product-wise performance;	✓		
1(5)(iii)	Risks and concerns including internal and external risk factors, threat to sustainability and negative impact on environment, if any;	✓		
1(5)(iv)	A discussion on Cost of Goods Sold, Gross Profit Margin and Net Profit Margin, where applicable;	✓		
1(5)(v)	A discussion on continuity of any extraordinary activities and their implications (gain or loss);	✓		

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
1(5)(vi)	A detailed discussion on related party transactions along with a statement showing amount, nature of related party, nature of transactions and basis of transactions of all related party transactions;	✓		
1(5)(vii)	A statement of utilization of proceeds raised through public issues, rights issues and/or any other instruments;			Does not arise as the Company yet to be listed
1(5)(viii)	An explanation if the financial results deteriorate after the company goes for Initial Public Offering (IPO), Repeat Public Offering (RPO), Rights Share Offer, Direct Listing, etc.;			Going for 1st time IPO
1(5)(ix)	An explanation on any significant variance that occurs between Quarterly Financial performances and Annual Financial Statements;	✓		
1(5)(x)	A statement of remuneration paid to the directors including independent directors;	✓		
1(5)(xi)	A statement that the financial statements prepared by the management of the issuer company present fairly its state of affairs, the result of its operations, cash flows and changes in equity;	✓		
1(5)(xii)	A statement that proper books of account of the issuer company have been maintained;	✓		
1(5)(xiii)	A statement that appropriate accounting policies have been consistently applied in preparation of the financial statements and that the accounting estimates are based on reasonable and prudent judgment;	✓		
1(5)(xiv)	A statement that International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in Bangladesh, have been followed in preparation of the financial statements and any departure there from has been adequately disclosed;	✓		
1(5)(xv)	A statement that the system of internal control is sound in design and has been effectively implemented and monitored;	✓		
1(5)(xvi)	A statement that minority shareholders have been protected from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly and have effective means of redress;	✓		
1(5)(xvii)	A statement that there is no significant doubt upon the issuer company's ability to continue as a going concern, if the issuer company is not considered to be a going concern, the fact along with reasons there of shall be disclosed;	✓		
1(5)(xviii)	An explanation that significant deviations from the last year's operating results of the issuer	✓		

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
	company shall be highlighted and the reasons thereof shall be explained;			
1(5)(xix)	A statement where key operating and financial data of at least preceding 5 (five) years shall be summarized;	✓		
1(5)(xx)	An explanation on the reasons if the issuer company has not declared dividend (cash or stock) for the year;			N/A
1(5)(xxi)	Board's statement to the effect that no bonus share or stock dividend has been or shall be declared as interim dividend;			N/A
1(5)(xxii)	The total number of Board meetings held during the year and attendance by each director;	✓		
1(5)(xxiii)	A report on the pattern of shareholding disclosing the aggregate number of shares (along with name-wise details where stated below) held by:			
1(5)(xxiii)(a)	Parent or Subsidiary or Associated Companies and other related parties (name-wise details);	✓		
1(5)(xxiii)(b)	Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit and Compliance and their spouses and minor children (name-wise details);	✓		
1(5)(xxiii)(c)	Shareholding pattern of Executives;			N/A
1(5)(xxiii)(d)	Shareholders holding ten percent (10%) or more voting interest in the company (name-wise details);	✓		
1(5)(xxiv)	In case of appointment or re-appointment of a Director, a disclosure on the following information to the Shareholders:			
1(5)(xxiv)(a)	a brief resume of the director;	✓		
1(5)(xxiv)(b)	nature of his or her expertise in specific functional areas;	✓		
1(5)(xxiv)(c)	names of companies in which the person also holds the directorship and the membership of committees of the board;	✓		
1(5)(xxv)	A Management's Discussion and Analysis signed by CEO or MD presenting detailed analysis of the company's position and operations along with a brief discussion of changes in the financial statements, among others, focusing on:			
1(5)(xxv)(a)	accounting policies and estimation for preparation of financial statements;	✓		
1(5)(xxv)(b)	changes in accounting policies and estimation, if any, clearly describing the effect on financial performance or results and financial position as well as cash flows in absolute figure for such changes;	✓		
1(5)(xxv)(c)	comparative analysis (including effects of inflation) of financial performance or results and financial position as well as cash flows for current financial year with immediate preceding five years explaining reasons thereof;	✓		

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
1(5)(xxv)(d)	compare such financial performance or results and financial position as well as cash flows with the peer industry scenario;	✓		
1(5)(xxv)(e)	briefly explain the financial and economic scenario of the country and the globe;	✓		
1(5)(xxv)(f)	risks and concerns issues related to the financial statements, explaining such risk and concerns mitigation plan of the company;	✓		
1(5)(xxv)(g)	future plan or projection or forecast for company's operation, performance and financial position, with justification thereof, i.e., actual position shall be explained to the shareholders in the next AGM;	✓		
1(5)(xxvi)	Declaration or certification by the CEO and the CFO to the Board as required under condition No. 3(3) shall be disclosed as per Annexure-A;	✓		
1(5)(xxvii)	The report as well as certificate regarding compliance of conditions of this Code as required under condition No. 9 shall be disclosed as per Annexure-B and Annexure-C;	✓		
1(6)	The company shall conduct its Board meetings and record the minutes of the meetings as well as keep required books and records in line with the provisions of the relevant Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB) in so far as those standards are not inconsistent with any condition of this Code;	✓		
1(7)	Code of Conduct for the Chairperson, other Board members and Chief Executive Officer			
1(7)(a)	The Board shall lay down a code of conduct, based on the recommendation of the Nomination and Remuneration Committee (NRC) at condition No. 6, for the Chairperson of the Board, other board members and Chief Executive Officer of the company;	✓		The Code of Conduct has been laid down by the Board.
1(7)(b)	The code of conduct as determined by the NRC shall be posted on the website of the company including, among others, prudent conduct and behavior; confidentiality; conflict of interest; compliance with laws, rules and regulations; prohibition of insider trading; relationship with environment, employees, customers and suppliers; and independency.	✓		The Code of Conduct has been posted on the website.
2.	Governance of Board of Directors of Subsidiary Company:			
2(a)	Provisions relating to the composition of the Board of the holding company shall be made applicable to the composition of the Board of the subsidiary company;			
2(b)	At least 1 (one) independent director on the Board of the holding company shall be a			

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
	director on the Board of the subsidiary company;			N/A AFPLC does not have any subsidiary.
2(c)	The minutes of the Board meeting of the subsidiary company shall be placed for review at the following Board meeting of the holding company;			
2(d)	The minutes of the respective Board meeting of the holding company shall state that they have reviewed the affairs of the subsidiary company also;			
2(e)	The Audit Committee of the holding company shall also review the financial statements, in particular the investments made by the subsidiary company.			
3.	Managing Director (MD) or Chief Executive Officer (CEO), Chief Financial Officer (CFO), Head of Internal Audit and Compliance (HIAC) and Company Secretary (CS):			
3(1)	Appointment			
3(1)(a)	The Board shall appoint a Managing Director (MD) or Chief Executive Officer (CEO), a Company Secretary (CS), a Chief Financial Officer (CFO) and a Head of Internal Audit and Compliance (HIAC);	✓		
3(1)(b)	The positions of the Managing Director (MD) or Chief Executive Officer (CEO), Company Secretary (CS), Chief Financial Officer (CFO) and Head of Internal Audit and Compliance (HIAC) shall be filled by different individuals;	✓		
3(1)(c)	The MD or CEO, CS, CFO and HIAC of a listed company shall not hold any executive position in any other company at the same time;	✓		
3(1)(d)	The Board shall clearly define respective roles, responsibilities and duties of the CFO, the HIAC and the CS;	✓		
3(1)(e)	The MD or CEO, CS, CFO and HIAC shall not be removed from their position without approval of the Board as well as immediate dissemination to the Commission and stock exchange(s);	✓		
3 (2)	Requirement to attend Board of Directors' Meetings			
	The MD or CEO, CS, CFO and HIAC of the company shall attend the meetings of the Board;	✓		
3(3)	Duties of Managing Director (MD) or Chief Executive Officer (CEO) and Chief Financial Officer (CFO)			
3(3)(a)	The MD or CEO and CFO shall certify to the Board that they have reviewed financial statements for the year and that to the best of their knowledge and belief;	✓		
3(3)(a)(i)	these statements do not contain any materially untrue statement or omit any	✓		

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
	material fact or contain statements that might be misleading; and			
3(3)(a)(ii)	these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards and applicable laws;	✓		
3(3)(b)	The MD or CEO and CFO shall also certify that there are, to the best of knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or in violation of the code of conduct for the company's Board or its members;	✓		
3(3)(c)	The certification of the MD or CEO and CFO shall be disclosed in the Annual Report.	✓		
4.	Board of Directors' Committee			
	For ensuring good governance in the company, the Board shall have at least following subcommittees:			
4(i)	Audit Committee; and	✓		
4(ii)	Nomination and Remuneration Committee.			As per DFIM Circular letter no. 18 dated 21.05.2024 NRC is not mandatory for NBFIs/Finance Company.
5.	Audit Committee			
5(1)	Responsibility to the Board of Directors			
5(1)(a)	Audit Committee as a sub-committee of the Board;	✓		
5(1)(b)	The Audit Committee shall assist the Board in ensuring that the financial statements reflect true and fair view of the state of affairs of the company and in ensuring a good monitoring system within the business;	✓		
5(1)(c)	The Audit Committee shall be responsible to the Board; the duties of the Audit Committee shall be clearly set forth in writing.	✓		
5.2	Constitution of the Audit Committee			
5(2)(a)	The Audit Committee shall be composed of at least 3 (three) members;	✓		
5(2)(b)	The Board shall appoint members of the Audit Committee who shall be non-executive directors of the company excepting Chairperson of the Board and shall include at least 1 (one) independent director;	✓		
5(2)(c)	All members of the audit committee should be "financially literate" and at least 1(one) member shall have accounting or related financial management background and 10 (ten) years of such experience;	✓		
5(2)(d)	When the term of service of any committee member expires or there is any circumstance causing any committee member to be unable to	✓		

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
	hold office before expiration of the term of service , thus making the number of 3 (three) persons, the Board shall appoint the new committee members to fill up the vacancy immediately or not later than 1 (one) month from the date of vacancy in the committee to ensure continuity of the performance of work of the audit committee;			
5(2)(e)	The company secretary shall act as the secretary of the Committee;	✓		
5(2)(f)	The quorum of the Audit Committee meeting shall not constitute without at least 1 (one) independent director;	✓		
5.3	Chairperson of the Audit Committee			
5(3)(a)	The Board shall select 1 (one) member of the Audit Committee to be Chairperson of the Audit Committee, who shall be an independent director;	✓		
5(3)(b)	In the absence of the Chairperson of the Audit Committee, the remaining members may elect one of themselves as Chairperson for that particular meeting, in that case there shall be no problem of constituting a quorum as required under condition No. 5(4)(b) and the reason of absence of the regular Chairperson shall be duly recorded in the minutes.	✓		
5(3)(c)	Chairperson of the Audit Committee shall remain present in the Annual General Meeting (AGM).	✓		
5.4	Meeting of the Audit Committee			
5(4)(a)	The Audit Committee shall conduct at least its four meetings in a financial year;	✓		
5(4)(b)	The quorum of the meeting of the Audit Committee shall be constituted in presence of either two members or two third of the members of the Audit Committee, whichever is higher, where presence of an independent director is a must.	✓		
5.5	Role of Audit Committee			
5(5)(a)	oversee the financial reporting process;	✓		
5(5)(b)	monitor choice of accounting policies and principles;	✓		
5(5)(c)	monitor Internal Audit and Compliance process to ensure that it is adequately resourced, including approval of the Internal Audit and Compliance Plan and review of the Internal Audit and Compliance Report;	✓		
5(5)(d)	oversee hiring and performance of external auditors;	✓		
5(5)(e)	hold meeting with the external or statutory auditors for review of the annual financial statements before submission to the Board for approval or adoption;	✓		
5(5)(f)	review along with the management, the annual financial statements before submission to the	✓		

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
	board for approval;			
5(5)(g)	review along with the management, the quarterly and half yearly financial statements before submission to the board for approval;	✓		
5(5)(h)	review the adequacy of internal audit function;	✓		
5(5)(i)	review the Management's Discussion and Analysis before disclosing in the Annual Report;	✓		
5(5)(j)	review statement of all related party transactions submitted by the management;	✓		
5(5)(k)	review Management Letters or Letter of Internal Control weakness issued by statutory auditors;	✓		
5(5)(l)	oversee the determination of audit fees based on scope and magnitude, level of expertise deployed and time required for effective audit and evaluate the performance of external auditors;	✓		
5(5)(m)	oversee whether the proceeds raised through Initial Public Offering (IPO) or Repeat Public Offering (RPO) or Rights Share Offer have been utilized as per the purposes stated in relevant offer document or prospectus approved by the Commission.			N/A The Company is yet to be listed.
5(6)	Reporting of the Audit Committee			
5(6)(a)	Reporting to the Board of Directors			
5(6)(a)(i)	The Audit Committee shall report on its activities to the Board;	✓		
5(6)(a)(ii)	The Audit Committee shall immediately report to the Board on the following findings, if any:			
5(6)(a)(ii)(a)	Report on conflicts of interest;	✓		
5(6)(a)(ii)(b)	suspected or presumed fraud or irregularity or material defect identified in the internal audit and compliance process or in the financial statements;	✓		
5(6)(a)(ii)(c)	suspected infringement of laws, regulatory compliances including securities related laws, rules and regulations;	✓		
5(6)(a)(ii)(d)	any other matter which the Audit Committee deems necessary shall be disclosed to the Board immediately;	✓		
5(6)(b)	Reporting to the Authorities If any report which has material impact on the financial condition and results of operation and which has discussed with the Board and the management that any rectification is necessary and if the Audit Committee finds that such rectification has been unreasonably ignored, the Audit Committee shall report such finding to the Commission, upon reporting of such matters to the Board for three times or completion of a period of 6 (six) months from the date of first reporting to the Board, whichever is earlier.	✓		

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
5(7)	Reporting to the Shareholders and General Investors Report on activities carried out by the Audit Committee, including any report made to the Board under condition No. 5(6)(a)(ii) above during the year, shall be signed by the Chairperson of the Audit Committee and disclosed in the annual report of the issuer company.	✓		
6.	Nomination and Remuneration Committee (NRC)			
6(1)	Responsibility to the Board of Directors			
6(1)(a)	The company shall have a Nomination and Remuneration Committee (NRC) as a subcommittee of the Board;			As per DFIM, Circular letter no. 18 dated 21.05.2024 NRC is not Mandatory for NBFIs/Finance Company.
6(1)(b)	The NRC shall assist the Board in formulation of the nomination criteria or policy for determining qualifications, positive attributes, experiences and independence of directors and top-level executive as well as a policy for formal process of considering remuneration of directors, top level executive;			Do
6(1)(c)	The Terms of Reference (ToR) of the NRC shall be clearly set forth in writing covering the areas stated at the condition No. 6(5)(b).			Do
6(2)	Constitution of the NRC			
6(2)(a)	The Committee shall comprise of at least three members including an independent director;			Do
6(2)(b)	All members of the Committee shall be non-executive directors;			Do
6(2)(c)	Members of the Committee shall be nominated and appointed by the Board;			Do
6(2)(d)	The Board shall have authority to remove and appoint any member of the Committee;			Do
6(2)(e)	In case of death, resignation, disqualification, or removal of any member of the Committee or in any other cases of vacancies, the board shall fill the vacancy within 180 (one hundred eighty) days of occurring such vacancy in the Committee;			Do
6(2)(f)	The Chairperson of the Committee may appoint or co-opt any external expert and/or member(s) of staff to the Committee as advisor who shall be non-voting member, if the Chairperson feels that advice or suggestion from such external expert and/or member(s) of staff shall be required or valuable for the Committee;			Do
6(2)(g)	The company secretary shall act as the secretary of the Committee;			Do
6(2)(h)	The quorum of the NRC meeting shall not constitute without attendance of at least an independent director;			Do

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
6(2)(i)	No member of the NRC shall receive, either directly or indirectly, any remuneration for any advisory or consultancy role or otherwise, other than Director's fees or honorarium from the company.			Do
6(3)	Chairperson of the NRC			
6(3)(a)	The Board shall select 1 (one) member of the NRC to be Chairperson of the Committee, who shall be an independent director;			Do
6(3)(b)	In the absence of the Chairperson of the NRC, the remaining members may elect one of themselves as Chairperson for that particular meeting, the reason of absence of the regular Chairperson shall be duly recorded in the minutes;			Do
6(3)(c)	The Chairperson of the NRC shall attend the annual general meeting (AGM) to answer the queries of the shareholders.			Do
6(4)	Meeting of The NRC			
6(4)(a)	The NRC shall conduct at least one meeting in a financial year;			
6(4)(b)	The Chairperson of the NRC may convene any emergency meeting upon request by any member of the NRC;			Do
6(4)(c)	The quorum of the meeting of the NRC shall be constituted in presence of either two members or two third of the members of the Committee, whichever is higher, where presence of an independent director is must as required under condition No. 6(2)(h);			Do
6(4)(d)	The proceedings of each meeting of the NRC shall duly be recorded in the minutes and such minutes shall be confirmed in the next meeting of the NRC.			Do
6(5)	Role of the NRC			
6(5)(a)	NRC shall be independent and responsible or accountable to the Board and to the shareholders;			Do
6(5)(b)	NRC shall oversee, among others, the following matters and make report with recommendation to the Board:			
6(5)(b)(i)	formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend a policy to the Board, relating to the remuneration of the directors, top level executive, considering the following;			Do
6(5)(b)(i)(a)	the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate suitable directors to run the company successfully;			Do

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
6(5)(b)(i)(b)	the relationship of remuneration to performance is clear and meets appropriate performance benchmarks;			Do
6(5)(b)(i)(c)	remuneration to directors, top level executive involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals;			Do
6(5)(b)(ii)	devising a policy on Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality;			Do
6(5)(b)(iii)	identifying persons who are qualified to become directors and who may be appointed in top level executive position in accordance with the criteria laid down, and recommend their appointment and removal to the Board;			Do
6(5)(b)(iv)	formulating the criteria for evaluation of performance of independent directors and the Board;			Do
6(5)(b)(v)	identifying the company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria;			Do
6(5)(b)(vi)	developing, recommending and reviewing annually the company's human resources and training policies;			Do
6(5)(c)	The company shall disclose the nomination and remuneration policy and the evaluation criteria and activities of NRC during the year at a glance in its annual report.			Do
7.	External or Statutory Auditors			
7(1)	The issuer company shall not engage its external or statutory auditors to perform the following services of the company, namely:			
7(1)(i)	appraisal or valuation services or fairness opinions;	✓		
7(1)(ii)	financial information systems design and implementation;	✓		
7(1)(iii)	book-keeping or other services related to the accounting records or financial statements;	✓		
7(1)(iv)	Broker – dealer services;	✓		
7(1)(v)	Actuarial services;	✓		
7(1)(vi)	internal audit services or special audit services;	✓		
7(1)(vii)	any service that the Audit Committee determines;	✓		
7(1)(viii)	audit or certification services on compliance of corporate governance as required under condition No. 9(1);	✓		
7(1)(ix)	any other service that creates conflict of interest.	✓		
7(2)	No partner or employees of the external audit firms shall possess any share of the company they audit at least during the tenure of their audit assignment of that company; his or her family	✓		

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
	members also shall not hold any shares in the said company;			
7(3)	Representative of external or statutory auditors shall remain present in the Shareholders' Meeting (Annual General Meeting or Extraordinary General Meeting) to answer the queries of the shareholders.	✓		
8.	Maintaining a website by the Company			
8(1)	The company shall have an official website linked with the website of the stock exchange;			The Company informed that this condition will be complied after being listed.
8(2)	The company shall keep the website functional from the date of listing;	✓		The Company has a website namely: www.alliancefinanceplc.com
8(3)	The company shall make available the detailed disclosures on its website as required under the listing regulations of the concerned stock exchange(s).			The Company informed that this condition will be complied after being listed.
9.	Reporting and Compliance of Corporate Governance			
9(1)	The company shall obtain a certificate from a practicing Professional Accountant or Secretary (Chartered Accountant or Cost and Management Accountant or Chartered Secretary) other than its statutory auditors or audit firm on yearly basis regarding compliance of conditions of Corporate Governance Code of the Commission and shall such certificate shall be disclosed in the Annual Report;	✓		
9(2)	The professional who will provide the certificate on compliance of this Corporate Governance Code shall be appointed by the shareholders in the annual general meeting;	✓		
9(3)	The directors of the company shall state, in accordance with the Annexure-C attached, in the directors' report whether the company has complied with these conditions or not;	✓		

(c) Details relating to the issuer's audit committee and remuneration committee, including the names of committee members and a summary of the terms of reference under which the committees operate.

Details relating to the AFPLC's Audit Committee:

AUDIT COMMITTEE		
Name of the Members	Designation	Position in the Committee
Prof. Dr. Abdur Rahim Chowdhury	Independent Director	Chairman
Ms. Azeeza Aziz Khan	Director	Member
Ms. Sohana Rouf Chowdhury	Director	Member
Mr. Prabath Gunasena	Director	Member
Mr. Priyankara Gangabadage	Director	Member

The terms of reference of the Audit Committee:

- i. The integrity of the financial reporting of the Company and the compliance with financial reporting requirements, information requirements of the Company's Act and other related financial reporting regulations.
- ii. The effectiveness of the internal control system and the Company's Risk Management function.
- iii. Assessing the company's ability to continue as a going concern in the foreseeable future.
- iv. Independence and performance of the company's external auditors.
- v. Performance of the company's internal audit function.
- vi. The Company's compliance with legal and regulatory requirements including the performance of the Company's compliance function.

Details relating to the AFPLC's Remuneration Committee

As per Bangladesh Bank letter no. DFIM(P)1052/27/2021-2436 dated, 04 November 2021, there is no scope for forming Nomination and Remuneration committee for any Financial Institutes. Thus, it is not applicable for AFPLC.

VALUATION REPORT OF SECURITIES PREPARED BY THE ISSUE MANAGER

(a) The valuation report of securities to be offered shall be prepared and justified by the issue manager on the basis of the financial, valuation methods, and all other information pertinent to the issue as per these Rules;

The Issue Manager has prepared the valuation report of Alliance Finance PLC. based on the Company's historical financial information, projected financial performance, net asset value, earnings potential, dividend-paying capacity, and market information of comparable listed companies. Four valuation methods, namely NAV, DDM, P/B, and P/E, have been applied with weights of 70%, 7%, 16%, and 7%, respectively. Based on the weighted valuation, the indicative value is determined at BDT 10.43 per share, subject to verification of the underlying information and compliance with applicable rules and regulations.

	Base Year	Projected Years				
	Yr- 2025	Yr- 2026	Yr- 2027	Yr- 2028	Yr- 2029	Yr- 2030
Particulars	Amount in BDT Crore					
Loans & Advances	505.77	599.34	665.29	741.14	833.78	942.17
Total Assets	629.25	735.05	816.12	909.54	1,017.27	1,141.82
Deposits and Other Accounts	345.12	379.83	418.04	460.09	506.38	557.31
Total Liabilities	494.71	558.68	632.14	716.72	814.34	927.29
Share Capital	115.50	150.15	150.15	150.15	150.15	150.15
Retained Earnings	9.08	14.25	19.64	26.02	33.42	42.00
Total Equities	134.54	176.37	183.98	192.82	202.93	214.53
Interest Income	66.55	71.85	79.75	88.84	99.95	112.94
Interest Expenses	44.37	41.82	47.37	53.78	61.19	69.78
Operating Income	26.65	35.11	38.40	42.26	46.66	51.84
Net Profit	7.04	10.03	11.08	12.30	13.58	15.06
Dividend Paid	5.78	3.47	3.47	3.47	3.47	3.47
NAVPS (BDT)	11.65	11.75	12.25	12.84	13.52	14.29
Diluted NAVPS (BDT)	8.96	11.75	12.25	12.84	13.52	14.29
EPS (BDT)	0.61	0.67	0.74	0.82	0.90	1.00
Diluted EPS (BDT)	0.47	0.67	0.74	0.82	0.90	1.00

Valuation Method	Price	Weight	Weighted Avg. Price (BDT)
NAV	11.65	70.00%	8.15
DDM	2.04	7.00%	0.14
P/B Multiple (Relative Companies)	10.26	16.00%	1.64
P/E Multiple (Relative Companies)	6.96	7.00%	0.49
Total		100%	10.43

Valuation General Assumptions

Cost of Equity	14.0%
Continuing Growth	4.0%

Dividend Discount Method		Amount in BDT Crore				
		2026E	2027E	2028E	2029E	2030E
Total Dividend (Only New Shareholders)	10%	3.47	3.47	3.47	3.47	3.47
Terminal Value						36.0
PV of Dividend		3.04	2.67	2.34	2.05	1.80
PV of TV						18.72

Intrinsic Equity Value (BDT Crore)	30.61
Intrinsic Equity Value per Share (BDT)	2.04

(b) In preparation of the valuation report & justification thereof, the issue manager may consider all qualitative and quantitative factors which shall be explained in details with rationale to consider such factors, the valuation methods used, sources of information and authenticity of such information;

In determining the valuation, the Issue Manager has considered quantitative factors, including the Company's assets, liabilities, shareholders' equity, profitability, EPS, NAV, projected growth, and dividend-paying capacity, along with qualitative factors such as business prospects, asset quality, credit risk, funding structure, corporate governance, and the regulatory environment. The valuation is based on the Company's financial statements and projections, published market information, and financial data of comparable listed companies. The sources, assumptions, and authenticity of the information shall be verified and appropriately documented.

(c) While preparing the valuation report, the issue manager shall avoid exaggeration and biasness and shall exercise independence and due diligence;

The Issue Manager has exercised independence, objectivity, and due diligence in preparing the valuation report and has avoided exaggeration, bias, or predetermined valuation outcomes. The valuation methods, assumptions, weight allocations, financial projections, and market data have been reasonably verified and supported by appropriate documentation to ensure a fair, transparent, and justifiable valuation in accordance with applicable rules and regulations.

PARTIES INVOLVED AND THEIR RESPONSIBILITIES, AS APPLICABLE

Parties Involved		Responsibilities
Issue Manager	UCB Investment Limited	The Issue Manager is responsible to comply with all the requirements as per Bangladesh Securities and Exchange Commission (Public offer of equity Securities) Rules 2025 including preparation and disclosures made in the prospectus, Roadshow and other responsibilities as mentioned in the due diligence certificate.
Underwriter	UCB Investment limited	The underwriters are responsible for underwriting the mentioned number of stocks of Alliance Finance PLC Furthermore, the underwriters shall carry out all the activities specified in the Bangladesh Securities and Exchange Commission (Public offer of equity Securities) Rules 2025.
	Prime Finance & Investment Limited	
	NBL Capital & Equity Management Ltd.	
	Southeast Bank Capital Services Limited	
	Green Delta Capital Limited	
Statutory Auditor	M M Rahman & Co. Chartered Accountants	Auditors' responsibility is to express an opinion on the consolidated financial statements based on the audit. Auditors conducted the audit in accordance with Bangladesh Standards on Auditing (BSA). Those standards require compliance with relevant ethical requirements and require the auditors to plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.
Cost Auditor	-	N/A
Valuer	-	N/A
Credit Rating Company	Credit Rating Information and Services PLC	Credit rating Company is responsible for- • Examination, preparation, finalization and issuance of credit rating report without compromising with the matters of their conflict of interest and • Compliance with all the requirements, policy and procedures of the rules as prescribed by BSEC.
Registrar to the issue	-	N/A

MATERIAL CONTRACTS

(a) Major agreements entered into by the issuer with supplier or buyer;

AFPLC is a financial institution, thus this information is not applicable for the company.

(b) Material parts of the agreements.

Thus, there is no agreement, this information is not applicable for the company.

LITIGATIONS, FINE OR PENALTY

(a) The following litigations including outstanding litigations against the issuer or any of its directors and fine or penalty imposed by any authority:

Litigation involving Civil Laws	There is no conviction of the Issuer or any of its director(s) in a civil proceeding
Litigation involving Criminal Laws	There is no conviction of the Issuer or any of its director(s) in a criminal proceeding
Litigation involving Securities Laws	There is no order, judgment or decree of any court of competent jurisdiction against the Issuer or any of its director(s) permanently or temporarily enjoining, barring, suspending or otherwise limiting the involvement of any director(s) or officer in any type of securities, Finance and Economic laws
Litigation involving Labor Laws	There is no conviction of the Issuer or any of its director(s) in connection to applicable Labor Laws
Litigation involving Taxation (Income tax, VAT, Customs Duty and any other taxes or duties)	There is no conviction of the Issuer or any of its director(s) in connection to taxation (Income tax, VAT, Customs Duty and any other taxes/duties)
Litigation involving any other Laws	There is no litigation involving any other Laws

(b) Cases including outstanding litigations filed by the Company or any of its directors:

Litigation involving Civil Laws;	There is no litigation involving Civil Laws
Litigation involving Criminal Laws;	There is no litigation involving Criminal Laws
Litigation involving Securities Laws;	There is no litigation involving Securities, Finance and Economic Laws
Litigation involving Labor Laws;	There is no litigation involving Labor Laws
Litigation involving Taxation (Income tax, VAT, Customs Duty and any other taxes or duties);	There is no litigation involving Taxation (Income tax, VAT, Customs Duty and any other taxes/duties)
Litigation involving any other Laws.	There is no litigation involving any other Laws

RISK FACTORS AND MANAGEMENT'S PERCEPTIONS ABOUT THE RISKS

(I) INTERNAL RISK FACTORS

a. Credit Risk;

Credit risk refers to the potential for a borrower to default on a debt obligation, which may arise if the borrower fails to make timely payments on a loan. Credit risk is an inherent part of any business that involves lending and borrowing money or goods between parties. Managing credit risk is an important aspect of operating a successful business, as it helps to minimize the potential for financial losses resulting from defaults on loans and other credit arrangements.

Management Perception:

To manage and mitigate credit risk, the company has implemented a multi-layered approval process for setting maximum exposure limits for specific sectors or customer groups. Additionally, the company has established policies for setting maximum exposure limits based on customers' assets, as well as a mandatory requirement to obtain credit reports from Credit Information Bureau (CIB) prior to financing. The company also closely evaluates the payment performance of customers before extending credit, conducts frequent reviews of clients, takes collateral to secure loans, seeks external legal opinion, when necessary, maintains neutrality in politics, follows an arm's length approach in related party transactions, and regularly reviews market conditions and industry exposure.

b. Liquidity Risk;

The risk that a company may be unable to meet short-term financial demands. This usually occurs due to the inability to convert its current assets to cash without a loss of capital or income. Liquidity risk is a common phenomenon of business.

Management Perception:

Liquidity requirements are managed on a day-to-day basis by the Treasury Division which is responsible for ensuring sufficient funds are available to meet short term obligations, even in a crisis scenario, and for maintaining diverse sources of funding. To manage liquidity effectively, the Treasury Division considers a range of factors, including historical liquidity requirements, anticipated funding requirements for operations, the company's current liquidity position, collections from financing activities, available sources of funds, and risks and returns associated with various funding options.

c. Risk associated with the issuer's interest in subsidiaries, joint ventures and associates;

If the subsidiaries make a loss, it affects parent company's balance sheet. In the case of associates, there is a chance of decline in value of investment in associate company. A joint venture (JV) is a business arrangement in which two or more parties agree to pool their resources for the purpose of accomplishing a specific task. This task can be a new project or any other business activity. In a joint venture (JV), each of the participants is responsible for profits, losses and costs associated with it.

Management Perception:

Alliance Finance PLC is a Joint Venture between Alliance Finance PLC and Peoples Leasing and Finance PLC of Sri Lanka, which is a renowned state-owned entity of the country. Collaboration is beneficial rather than posing any such risk.

d. Significant revenue generated from limited number of customers, losing any one or more of which would have a material adverse effect on the issuer;

There is risk involved in having limited number of customers and losing said customers has negative impact on company's sales and cash flow as well.

Management Perception:

The Company is not dependent on any particular or limited number of customers to operate the business and the management is always keen to find new customers. AFPLC maintains good relationships with customers and take feedback about their services. There is little chance of losing customers, and, since AFPLC maintains a diversified portfolio of customers, losing anyone will not affect the company's profitability for its demand, high quality, and competitive services.

- e. Dependency on a single or few suppliers of raw materials, failure of which may affect production adversely;**

There is also risk involved in having limited number of suppliers as well. Single or few suppliers may exploit the company by price hike, untimely delivery, and low quality of product.

Management Perception:

By the nature of business, Alliance Finance PLC has no such type of risk.

- f. More than 20% (twenty percent) revenue of the issuer comes from sister concern or associate or subsidiary;**

Having 20% revenue generation from sister concern or associate or subsidiary makes issuer dependent on other companies. Hence, there is dependency risk.

Management Perception:

There is no such risk for AFPLC since it has no sister concern, associate or subsidiary company.

- g. Negative earnings, negative cash flows from operating activities, declining turnover or profitability, during last 5 (five) years, if any;**

Negative earning and negative operating cash flow are risk under the going concern risk for the entity.

Management Perception:

Challenging business conditions, rising capital and provision requirements, change in interest rate policies; all these factors have squeezed the profit margins of the bank in recent years. However, AFPLC managed to mitigate these problems by becoming more stringent and efficient with their operations to reduce costs. The bank has focused on sustainable growth through improving their credit quality, deposit base, lending portfolio and improving their liquidity.

- h. Loss making associate or subsidiary or group companies of the issuer;**

When associate, subsidiary, group companies of the issuer are loss making, it affects the issuer and there is negative impact on cash flow and the balance sheet of the issuer as well.

Management Perception:

There is no such risk for AFPLC since it has no associate or subsidiary company or is a group of companies.

- i. Financial weakness and poor performance of the issuer or any of its subsidiary or associates;**

Financial weakness and poor performance of the issuer have a negative impact on the company. As a result, it will be tough to pay interest, debt service and dividends. Future growth will be hampered.

Management Perception:

The Company is financially sound and has been operating with good performance. Furthermore, the company does not have any subsidiary or associate company. Therefore, such risks do not apply to AFPLC.

- j. Decline in value of any investment;**

If investment value declines, it will reduce the profit and assets as well.

Management Perception:

AFPLC has invested in Government Treasury bills and bonds, corporate bonds and capital market instruments. Apart from investment in shares, the above investments are held to maturity at a fixed rate. Thus, the value shall not decline. However, the value of investment in the capital market may fluctuate due to normal market trends. AFPLC manages the investment with caution to avoid any significant decrease in portfolio value. Besides, the funds allocated in capital markets are marginal compared to investment in other segments.

- k. Risk associated with useful economic life of plant and machinery, if purchased in second hand or reconditioned;**

There is obsolescence risk relating to plant and machinery. If the machinery is purchased second hand or reconditioned, there is a high risk of repair and maintenance which has an impact on the profitability of the company.

Management Perception:

By the nature of business, Alliance Finance PLC has no such type of risk.

l. Adverse effect on future cash flow if interest free loan given to related party or such loans taken from directors may recalled;

It is a loan given and taken from related parties and directors as well. If a company gives such loan without interest to related party, there is interest burden for the company if the money was taken as loan. On the other hand, if such a loan is taken from directors, it will have an impact on the cash flow to pay off the loan to the Directors.

Management Perception:

There is no such interest free loan given to related party or loan taken from directors.

m. Potential conflict of interest, if the sponsors or directors of the issuer are involved with one or more ventures which are in the same line of activity or business as that of the issuer and if any supplier of raw materials or major customer is related to the same sponsors or directors;

In these cases, there is a high chance of compromise among the related companies because of conflict of Interest.

Management Perception:

Sponsors or directors of AFPLC are not involved with any venture which is in the same line of activity or business.

n. Related party transactions entered into by the company those may adversely affect competitive edge;

Related party transactions of the issuer create conflict of interest which reduces the competitive advantage of the issuer.

Management Perception:

AFPLC does not have significant related party transactions and hence the management thinks that the related party transaction will not affect the competitive edge of the company.

o. Any restrictive covenants in any shareholders' agreement, sponsors' agreement or any agreement for debt or preference shares or any restrictive covenants of banks in respect of the loan or credit limit and other banking facilities;

All information must be known to the potential investor so that investor's interest may not be hampered in future. So, any restrictive covenants if it goes against potential investors, will put investors in jeopardy.

Management Perception:

The company has no debt or preference shares that may contain such restrictive covenants in its shareholders' agreement, sponsors' agreement. Also, AFPLC has not taken any loan or credit limit and other banking facilities which might contain such restrictive covenants.

p. Business operations may be adversely affected by strikes, work stoppages or increase in wage demands by employees;

In such a case, the company's business operation will be hampered.

Management Perception:

Alliance Finance PLC has always strived to achieve excellent corporate culture and maintain good relationships with their employees. AFPLC values its employees and offers a competitive salary structure including benefits to employees for their job satisfaction.

q. Seasonality of the business of the issuer;

It is the risk involving the company's inability to do business throughout the year.

Management Perception:

By the nature of business, Alliance Finance PLC has no such type of risk.

r. Expiry of any revenue generating contract that may adversely affect the business;

This is the risk of losing customers affecting future sales.

Management Perception:

AFPLC has no such revenue-generating contracts that may adversely affect the business.

s. Excessive dependence on debt financing which may adversely affect the cash flow;

Excessive dependence on debt causes a huge interest burden on the company and high risk of insolvency that may result in bankruptcy.

Management Perception:

AFPLC is not dependent on any debt financing. Therefore, there is no possibility of risk in this respect.

t. Excessive dependence on any key management personnel absence of whom may have adverse effect on the issuer's business performance;

Excessive dependence on key management affects the business if the management is changed in future, which will create a vacuum. Besides, if the key management personnel are of bad intention, excessive dependence will also affect the business.

Management Perception:

HR and Corporate Governance policies are well practiced at AFPLC. The company has a well-structured organogram. Hence, any change in the key management can be replaced with suitable personnel.

u. Enforcement of contingent liabilities which may adversely affect financial condition;

It is the future burden of liabilities that the investors will take on their shoulders. Contingent liabilities reduce the assets or create an obligation to pay the liabilities.

Management Perception:

AFPLC does not have any contingent liabilities which may adversely affect financial condition.

v. Insurance coverage not adequately protect against certain risks of damages;

Directors run the company with the accumulated funds from the public and other financing sources. If directors discontinue running the business, there will be negative impact on business and share price as well.

Management Perception:

There are 13 directors on the board of AFPLC who are subject to change if their nomination changes. All the directors have been involved in the business for a long time and plan to continue after the expiry of the lock-in period. AFPLC has a robust corporate governance structure, so any future change in the board structure will not adversely impact the business.

w. Absence of assurance that directors will continue its engagement with Company after expiry of lock in period;

Dividend payment is highly dependent on the company's ability to generate profit. If the company cannot earn a good amount of profit from operation, it is unlikely to pay dividends.

Management Perception:

AFPLC is a financially stable company and generates sound profit annually. The management believes that AFPLC will be able to pay dividends regularly from future earnings considering financial condition, cash flows, working capital requirements, capital expenditure etc.

x. Ability to pay any dividends in future will depend upon future earnings, financial condition, cash flows, working capital requirements and capital expenditure;

Dividend payment is highly dependent on the company's ability to generate profit. If the company cannot earn a good amount of profit from operation, it is unlikely to pay dividends.

Management Perception:

AFPLC is a financially stable company and generates sound profit annually. The management believes that AFPLC will be able to pay dividends regularly from future earnings considering financial condition, cash flows, working capital requirements, capital expenditure etc.

y. History of non-operation, if any and short operational history of the issuer and lack of adequate background and experience of the sponsors;

If there is any history of non-operation of the company, it creates a negative impression. Apart from this, a short operation history indicates the company is gathering knowledge and expertise to be competitive in the market.

Management Perception:

There is no such case that has occurred in the history of AFPLC.

z. Risks related to engagement in new type of business, if any;

If it is a new business, there is a risk of viability of the new business.

Management Perception:

AFPLC started its FI operation since 2017. Hence there is no such risk of viability of the new business.

aa. Risk in investing the securities being offered with comparison to other available investment options;

If the issue price goes down after floating, there is investment risk for the potential investors.

Management Perception:

AFPLC is a profitable entity, and its business growth will continue in future. Moreover, the company is issuing shares at par to the investors. Thus, it is less risky to invest in securities of this company compared to other available investment options. However, like other securities, the share price of AFPLC may be affected by macro-economic factors like inflation, business cycles, capital market etc.

bb. Any penalty or action taken by any regulatory authorities for non-compliance with provisions of any law;

A company may be exposed to the risk of losing brand value and substantial cash flow due to a penalty or action taken by regulatory authorities.

Management Perception:

AFPLC has never been penalized for non-compliance with any provisions of any law. The management of AFPLC is also committed to adhering to all the applicable rules and regulations to avoid any operational risks.

cc. Litigations against the issuer for Tax and VAT related matters and other government claims, along with the disclosures of amount, period for which such demands or claims are outstanding, financial implications and the status of the case;

Any litigation in terms of unsettled tax, VAT or any other Government claim may hamper the business operation of the company and may create future potential financial losses.

Management Perception:

There is no conviction of the Issuer or any of its director(s) in connection to taxation (Income tax, VAT, Customs Duty and any other taxes/duties) except disclosed as below:

VAT: *The VAT registration number of the Company is BIN No. 000654286-0101 under area Dhaka (North). There are no VAT liabilities of the Company till now.*

Income Tax: *The TIN number of the Company is 8137 8130 2183. Year wise income tax status of the Company is depicted below as per the audited accounts of 30 June 2026:*

Income Year	Assessment Year	Status
2021-2022	2022-2023	Under process*
2022-2023	2023-2024	The assessment of the assessee company has been completed for the assessment year 2023-2024 under section 180(1) of Income Tax Act, 2023.

2023-2024	2024-2025	The assessment of the assessee company has been completed for the assessment year 2024-2025 under section 180(1) of Income Tax Act, 2023.
2024-2025	2025-2026	The assessment of the assessee company has been completed for the assessment year 2025-2026 under section 180(1) of Income Tax Act, 2023.
2025-2026	2026-2027	Return has been submitted on 15 th September 2026, Tax certificate is yet to be received.

* The file is currently under appeal, and. The final decision is still awaited.

dd. Registered office or factory building or place of operation is not owned by the issuer;

Factory buildings should be owned by the company. Otherwise, there is risk of hike in factory rent in the years to come and threat of shifting the factory as well.

Management Perception:

AFPLC has been operating its business through corporate head office and branch office on a rental basis since its inception. There was no history of hampering operation in this premise. It is also mentionable that there is a reasonable time allowed to AFPLC to vacate the place. So, there is no scope of arising of any risk in this respect.

ee. Lack of renewal of existing regulatory permissions or licenses;

Risk related to whether the company is following the law in renewing all its licenses or not.

Management Perception:

All licenses of AFPLC are valid and up to date. The management of the Company always takes timely steps to renew all its regulatory licenses. So, the scope of any risk arising in this respect is minimal.

ff. Failure in holding AGM or declaring dividend or payment of interest by any listed securities of the issuer or any of its subsidiaries or associates;

Failure to hold an AGM or declaring dividend indicates the lack of compliance with the regulatory rules. Failure of payment of interest indicates the poor cash generation of the company to pay interest and debt service. The overall impression will be negative for the company.

Management Perception:

There is no incident of failure in holding AGM or declaring dividend or payment of interest by the issuers.

gg. Issuances of securities at lower than the IPO offer price within one year;

If the Issuer has issued shares at a price lower than the IPO offer price within one year, there will arise the possibility of misperception about IPO price.

Management Perception:

The company has not issued any securities at a price lower than the IPO offer price within the last one year or before.

hh. Refusal of application for public issue of any securities of the issuer or any of its subsidiaries or associates at any time by the Commission.

If any refusal happened in the above cases, it would create a negative impression of the issuer.

Management Perception:

AFPLC has first applied for raising of Capital through IPO in the year of 2023. So, there is no material impact of past application.

(II) EXTERNAL RISK FACTORS

a. Interest rate risks;

Interest rate risk is associated with the fluctuations in market interest rates which cause a company's cost of debt to increase. Changes in the Government's monetary policy also tend to increase the interest rates. High rate of interest may adversely affect the operating results and financial performance of the Company with additional financial charges and squeezes the profit of the company.

Management Perception:

Financial market of Bangladesh has experienced volatile interest rates during recent years. Pressure from regulators to reduce the lending rate forced the FIs to rearrange their interest rate of financing agreements in many cases, which ultimately squeezed the margin of FIs. Subsequent interest rate adjustment capability of the company plays a vital role in minimizing interest rate risks. AFPLC has a clause in all its credit agreements for necessary interest rate adjustment in accordance with market pressure, which provides flexibility to the company to adjust the interest rate. ALCO of the Company holds regular meetings to assess changes in interest rates and considers various ratios and parameters to take effective measures to monitor and control interest rate risk.

b. Exchange rate risks;

Unfavorable volatility or fluctuations of foreign currency to BDT exchange rate may have an impact on the cost structure and profitability of the company.

Management Perception:

The Company's nature of business means it is always facing transaction exposure in foreign currency. However, the exposure to these transactions is always hedged.

To control currency risks, the Bank utilizes the following tools:

- *The bank computes VaR (Value at Risk) on its foreign exchange position arising from customer driven foreign exchange transactions on a daily basis.*
- *Establishing and controlling the observance of limits on currency risks: stop-loss limits, limits on the volume of open positions, limits on the volume of potential bank losses.*
- *System indicators for early warnings about potential financial market crises.*
- *Maintaining various nostro accounts to conduct operations in different currencies.*

The position maintained by the company at the end of the day is within the stipulated limit prescribed by the Bangladesh Bank.

c. Industry risks;

Industry risk arises due to risk associated with business and macro-economic factors of the industry such as labor unrest, shortage of power, rising of raw material cost or shortage of raw material supply etc. If the risk factor pertaining to industry is high, the growth of the industry shall be lower or may erode the entire potential of that industry.

Management perception:

AFPLC has no exposure to several industry risks, i.e.- production, power, raw material etc. However, the company is operating in a highly competitive industry. As such, AFPLC faces stiff competition arising from the existing NBFIs. Despite the extreme competition, AFPLC's business operations show satisfactory performance.

d. Economic and political risks;

Economic risks:

The growth and profitability of The Company could be eroded by various factors such as political or regulatory action, including adverse impacts of globalization, liberalization policies, social disturbances, terrorist attacks and other acts of violence or war, natural calamities, commodity and energy prices and various other factors. Any significant changes may adversely affect our business and financials.

Management perception:

Bangladesh economy has been booming for the last few years. Consistent industrial growth has made the per capita income higher than that of recent years. Even considering the recent Covid-19 pandemic, the Economy and businesses in Bangladesh has performed far better compared to other nations. In addition, favorable government policies and industry friendly policies by other regulatory bodies have proved to be congenial to the economy of the country. While inflationary pressures have resulted in an increase in commodity and energy prices, the management is aware of the risks and has adequate strategies in place to reduce the effect of such risks.

Political risks:

The risk that an investment returns could suffer due to political changes or instability in a country. Instability affecting investment returns could stem from a change in government, legislative bodies, other foreign policy makers, or military control etc.

Management perception:

After the independence, Bangladesh has gone through a variety of political situations. But since the last decade, a stable political atmosphere has prevailed in the country. Both the ruling and opposition parties are committed to the betterment of the country. Political parties are thinking about the growth of the country. Thus, the management assumes minimal risk in this regard.

e. Market and technology-related risks;**Market risks;**

Market risk relates to the volatility of the market price of assets. It involves exposure to movements in the level of financial variables, such as stock prices, interest rates, exchange rates or commodity prices.

Management perception:

The Asset Liability Committee (ALCO) of the Company regularly meets to assess market risks. They consider changes in interest rates, market conditions, carry out asset liability maturity gap analysis, re-pricing of products and thereby take effective measures to monitor and control all market-related risks.

Technology-related risks;

Technology always plays a vital role for every business. Financial information is mostly processed and delivered through technological platforms. Inherently, such platforms contain the risk of security breach, disaster, and data contamination. Continuity of Company's operation and service completely depends on strong, reliable and secured technology.

Management perception:

Alliance Finance PLC, with the approval of the Board, has adopted an ICT policy in compliance with ICT security guidelines of Bangladesh Bank covering various aspect of ICT risk management. The Company has established an ICT Steering Committee and ICT Security Committee

Alliance Finance PLC follows a robust, effective and efficient Information Technology policy with its Core Software, In-House developed systems and other applications. Moreover, the Software team is working to minimize each risk element without hampering daily operational activities. The implantation of each new patch is scrutinized through a precise testing and debugging method with own in-house team.

f. Potential or existing government regulations;

The Company operates under primary regulator Bangladesh Bank. Besides, it is incorporated under the Registrar of Joint Stock Companies & Firms (RJSC). Thus, AFPLC must comply with all applicable rules and regulation of the above regulators along with compliances adopted by National Board of Revenue (NBR), Bangladesh Securities and Exchange Commission (BSEC) and other regulatory bodies. Any abrupt changes of the policies formed by those bodies will impact the business of The Company adversely.

Management perception:

Economy of Bangladesh has been developing over the decades because of business-friendly rules and regulations adopted by the various regulatory bodies of the country. Unless any adverse policies are taken, which may materially affect the whole industry, the business of AFPLC will not be affected.

g. Potential or existing changes in global or national policies;

Changes in the existing global or national policies can have either positive or negative impacts for the company. Any scarcity or price hike or global or national policy change may hamper profitability.

Management perception:

Political turmoil and disturbances are bad for both the economy and company. The Company can prosper in a situation of political stability and a congenial business environment. The management of AFPLC is always concerned about the prevailing and upcoming future changes in the global or national policy and shall respond appropriately and timely to safeguard its interest.

h. Statutory clearances and approvals those are yet to be received by the issuer;

Statutory clearance and approval are imperative for any business to start off. There are many statutory clearances and approvals needed by the regulatory authority to be monitored, controlled, and guided.

Management Perception:

AFPLC has been in the business over 5 years. The company has collected all the statutory clearances necessary to operate our business. Hence, there are no such risks for the Company.

i. Competitive condition of the business;

As Bangladesh has a free market economy, the Company might have to face hard competition from its competitors. There are currently 35 Non-Banking Financial Institutions operating in Bangladesh.

Management perception:

Unhealthy competition in the NBFIs sector makes it risky to face the challenge to meet the required ROI. However, AFPLC has managed to operate successfully in such competitive conditions and managed to generate sound profits through its strong leadership and management and ability to meet customers' expectations through value-added services.

j. Complementary and supplementary products or services which may have an impact on business of the issuer.

Complementary goods are paired goods. Two goods (A and B) are complementary when using more of goods A requires the use of more of goods B. For example, the demand for one item (printers) generates demand for the other (ink cartridges). Supplementary goods are two goods that are used together. For example, if we have a car, we also need petrol to run the car. Supplementary goods have a negative cross elasticity of demand. For instance, when the price of petrol goes up, demand for petrol and cars goes down.

Management Perception:

Due to the nature of business, the Company has not faced any challenges relating to supplementary and complementary products.

DESCRIPTION OF THE ISSUE

(a)	Issue size	BDT 346,500,000
(b)	Number of securities to be issued;	34,650,000
(c)	Authorized capital and paid-up capital;	Authorized Capital: BDT 2,000,000,000 Paid up Capital: BDT 1,155,000,000
(d)	Face value, premium and offer price per unit of securities;	Face Value: BDT 10.00 Premium: N/A Offer Price: BDT 10.00
(e)	Number of securities to be entitled for each category of applicants;	Category
		No. of Shares
		EI
		3,465,000
		Mutual Fund
		3,465,000
		Permanent Employees of Issuer
		1,732,500
		HNI
		1,732,500
		NRB
		3,465,000
		General Investor
		20,790,000
		Total
		34,650,000

(f) Holding structure of different classes of securities before and after the issue;

Category of Shareholders		Before Present Issue		After Present Issue	
		Ordinary Shares	Percentage	Ordinary shares	Percentage
Directors & Sponsors		91,822,500	79.50%	91,822,500	61.15%
Shareholders other than Directors & Sponsors		23,677,500	20.50%	23,677,500	15.77%
Eligible Investors (EIs)		-	-	3,465,000	2.31%
Mutual Funds, General Investors (GI) & Others	Mutual Funds	-	-	3,465,000	2.31%
	Permanent Employees of Issuer	-	-	1,732,500	1.15%
	HNI	-	-	1,732,500	1.15%
	NRB	-	-	3,465,000	2.31%
	General Investors	-	-	20,790,000	13.85%
Total		115,500,000	100%	150,150,000	100.0%

(g) Objective of the issue including financing requirements and feasibility in respect of enhanced paid-up capital.

Sl.	Area of Utilization of IPO Fund	Amount in BDT	Implementation Schedule
1.	Investment in core business activities: Loans & advances, etc.	330,600,000	Within 1 year of receiving IPO fund
2.	IPO Expense	15,900,000	As & when required
	Total:	346,500,000	

**Amount will be utilized after IPO expenses at actual*

USE OF PROCEEDS

(1) Maximum 30% (thirty percent) of the IPO/RPO proceeds may be used for repayment of outstanding loans/investments of the issuer subject to the following conditions:

AFPLC shall not use the IPO proceeds for loan repayment.

(2) The use of the issue proceeds shall be disclosed in the prospectus in details:

(a) Use of net proceeds of the offer indicating the amount to be used for each purpose with head-wise break-up (where the issuer proposes to undertake one or more activities like diversification, modernization, expansion, etc., the total project cost activity-wise or project wise, as the case may be);

Sl.	Area of Utilization of IPO Fund	Amount in BDT	Implementation Schedule
1.	Investment in core business activities: Loans & advances, etc.	330,600,000	Within 1 year of receiving IPO fund
2.	IPO Expense*	15,900,000	As & when required
	Total:	346,500,000	

*Amount will be finalized after calculation of IPO expenses at actual.

Head-wise break-up:

1. Investment in core business activities:

Loans & advances, etc.	330,600,000 BDT	Within 1 year of receiving IPO fund
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2. IPO Expense:

IPO Expense*	15,900,000 BDT	As & when required
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Breakdown of IPO Expenses:

A. Bangladesh Securities & Exchange Commission (BSEC) Fees		
Application Fee	BDT 50,000	50,000
Consent Fee	0.30% of the Public Offer	1,039,500
B. Fees related to Listing with Dhaka Stock Exchange (DSE) & Chittagong Stock Exchange (CSE)		
Prospectus Submission Fee	BDT 50,000	100,000
Initial Listing Fee	0.25% up to BDT 10 Crore Paid-up Capital & 0.15% on the rest of Paid-up Capital (Fee will be minimum BDT 50,000 and maximum BDT 10,000,000 for each exchange)	4,704,500
Annual Listing Fee	0.05% on BDT 100 Crore Paid-up Capital & 0.02% on the rest of paid-up Capital (Fee shall be minimum BDT 50,000 and maximum BDT 600,000 for each exchange)	1,200,000
C. CDBL Fees and Expenses		
Security Deposit	BDT 100,000 - BDT 500,000	500,000
Documentation Fee	BDT 2,500	2,500
Annual Fee	BDT 25,000 - BDT 100,000	100,000
Connection Fee (1 Year)	BDT 6,000	6,000
Initial Public Offer Fee	0.015% of the Issue Size	51,975
D. Manager to the Issue Fees		
Issue Management Fee	Maximum 1% (one percent) of the public offer amount or Tk. 25 (twenty five) lac, whichever is higher	2,800,000
VAT on Issue Management Fee	15% on the Total Issue Management Fee	420,000
E. IPO related Fees		
Underwriting Commission	Negotiable; maximum 0.50% on 35% of the Public Offer	606,375

VAT on Underwriting Commission	15% on the Total Underwriting Commission	90,956
Audit & Auditor's Certifications Fee	Negotiable	640,000
F. Printing & Post- IPO Expenses		
Publication of Prospectus	Estimated 2,000+ copies; to be paid at actual	1,000,000
Publication of Abridged Version of Prospectus and Notice in 4 National Dailies (2 Bengali, 2 English)	Estimated; to be paid at actual	500,000
Notice for Prospectus, Subscription, Refund etc. in 4 National Dailies (2 Bengali, 2 English)	Estimated; to be paid at actual	400,000
ESS Fee	Fixed	1,000,000
Courier, Stationery and Other Expenses	Estimated; to be paid at actual	688,194
Total IPO Expenses		15,900,000

(b) Utilization of the 90% (ninety percent) of paid-up capital and share premium, if any, including the sponsors' contribution and capital raised of the issuer at the time of submission of prospectus, in details;

AFPLC has fully utilized its paid-up capital in the course of conducting its regular business operations.

(c) If one of the objects is an investment in a joint venture, a subsidiary, an associate or any acquisition, details of the form of investment, nature of benefit expected to accrue to the issuer as a result of the investment, brief description of business and financials of such venture;

This is not applicable for AFPLC.

(d) If IPO proceeds are not sufficient to complete the project, then source of additional fund must be mentioned. In this connection, copies of contract to meet the additional funds are required to be submitted to the Commission. The means and source of financing, including details of bridge loan or other financial arrangement, which may be repaid from the proceeds of the issue along with utilization of such funds;

This is not applicable for AFPLC.

(e) A schedule mentioning the stages of implementation and utilization of funds received through public offer in a tabular form, progress made so far, giving details of land acquisition, civil works, installation of plant and machinery, the approximate date of completion of the project and the projected date of full commercial operation etc. The schedule shall be signed by the Chief Executive Officer or Managing Director, Chief Financial Officer and Chairman on behalf of Board of Directors of the issuer;

Sl.	Area of Utilization of IPO Fund	Amount in BDT	Implementation Schedule
1.	Investment in core business activities: Loans & advances, etc.	330,600,000	Within 1 year of receiving IPO fund
2.	IPO Expense	15,900,000	As & when required
	Total:	346,500,000	

**Amount will be utilized after IPO expenses at actual.*

Sd/-
Syed Ali Jowher Rizvi
Chairman

Sd/-
Kanti Kumar Saha
Chief Executive Officer

Sd/-
Mohammad Ali Ashraf
Acting Chief Financial Officer

Place: Dhaka, Bangladesh

Date: 25 October 2026

(f) If there are contracts covering any of the activities of the issuer for which the proceeds of sale of securities are to be used, such as contracts for the purchase of land or contracts for the construction of buildings, the issuer shall disclose the terms of such contracts, and copies of the contracts shall be enclosed as annexure to the prospectus;

This is not applicable for AFPLC.

(g) If one of the objects of the issue is utilization of the issue proceeds for working capital, basis of estimation of working capital requirement along with the relevant assumptions, reasons for raising additional working capital substantiating the same with relevant facts and figures and also the reasons for financing short with long term investments and an item wise break-up of last 3 (three) years working capital and next 2 (two) years projection;

This is not applicable for AFPLC.

(h) Where the issuer is implementing the project in a phased manner, the cost of each phase, including the phases, if any, which have already been implemented;

This is not applicable for AFPLC.

(i) The details of all existing or anticipated material transactions in relation to utilization of the issue proceeds or project cost with sponsors, directors, key management personnel, associates and group companies;

There is no such material transaction with sponsors, directors, key management personnel, associates and group companies in relation to utilization of the issue proceeds.

(j) Summary of the project appraisal or feasibility report by the relevant professionals not connected with the issuer, issue manager and registrar to the issue with cost of the project and means of finance, weaknesses and threats, if any, as given in the appraisal or feasibility report.

This is not applicable for AFPLC.

DESCRIPTION OF DEBT SECURITIES AND PREFERENCE SHARES, WITHOUT CONVERSION FEATURES

Alliance Finance PLC did not issue any debt securities, and the company does not have any plan to issue any debt securities in the forthcoming six months of the publication of this prospectus.

MARKETS FOR THE SECURITIES BEING OFFERED

The issuer shall apply to all the relevant stock exchanges in Bangladesh within 7 (seven) working days from the date of consent for public offer accorded by the Commission.



Dhaka Stock Exchange Limited
9/F, Motijheel C/A,
Dhaka – 1000



Chittagong Stock Exchange Limited (CSE)
CSE Building, 1080, Sheikh Mujib Road,
Chittagong – 4100

DECLARATION ABOUT LISTING OF SHARES WITH STOCK EXCHANGE(S)

None of the stock exchange(s), if for any reason, grants listing within 30 (Thirty) days from the closure of subscription, any allotment in terms of this prospectus shall be void and the company shall refund the subscription money within 15 (Fifteen) days from the date of refusal for listing by the stock exchanges, or from the date of expiry of the said 30 (Thirty) days, as the case may be.

In case of non-refund of the subscription money within the aforesaid 15 (Fifteen) days, the Directors of the company, in addition to the issuer company, shall be collectively and severally liable for refund of the subscription money, with interest at the rate of 2% (two percent) above the bank rate, to the subscribers concerned.

The issue manager, in addition to the issuer company, shall ensure due compliance of the above mentioned conditions and shall submit compliance report thereon to the Commission within 07 (Seven) days of expiry of the aforesaid 15 (Fifteen) days time period allowed for refund of the subscription money.”

TRADING AND SETTLEMENT

Trading and settlement regulation of the stock exchanges shall apply in respect of trading and settlement of the shares of the Company.

The issue shall be placed in “N” Category with DSE and CSE.

DESCRIPTION OF SECURITIES OUTSTANDING OR BEING OFFERED

All types of securities outstanding or being offered with date or proposed date of such issue and to whom those are offered, number of securities and issue or offer price along with the following information:

Particulars of Allotment	Allotment Date	Mode of Allotment (No. of Shares)		Issue Price (Tk.)	Amount of Share Capital (Tk.)
		Cash	Bonus Issue		
1 st Allotment Memorandum	27/09/2003	1,000,000	-	10.00	10,000,000
2 nd Allotment	12/04/2017	99,000,000	-	10.00	990,000,000
3 rd Allotment	16/03/2023		5,000,000	10.00	50,000,000
4 th Allotment	06/08/2024	-	10,500,000	10.00	105,000,000
Total:		100,000,000	15,500,000		1,155,000,000

Note:

- The Company split its face value of shares from BDT 100.00 to BDT 10.00 on 18 April 2017 after passing a special resolution during the EGM held on 12 April 2017.

(a) Dividend, voting and preemption rights;

The Share Capital of the company is divided into Ordinary Shares, carrying equal rights to vote and receive dividends in terms of the relevant provisions of the Companies Act, 1994 and the Articles of Association of the company. All Shareholders shall have the usual voting rights in person or by proxy in connection with, among others, election of Directors & Auditors and other usual agenda of General Meeting – Ordinary or Extra-ordinary. On a show of hand, every shareholder presents in person and every duly authorized representative of a shareholder present at a General Meeting shall have one vote and on a poll every shareholder present or by proxy shall have one vote for every share held by him or her.

In case of any additional issue of shares for raising further capital, the existing shareholders shall be entitled to Right Issue of shares in terms of the guidelines issued by the BSEC from time to time.

(b) Conversion and liquidation rights;

In terms of the provisions of the Companies Act, 1994, Articles of Association of the Company and other relevant rules in force, the shares of the Company are freely transferable. The Company shall not charge any fee for registering the transfer of shares. No transfer shall be made to a firm, an infant or person of unsound mind.

(c) Dividend policy;

- The profit of the Company, subject to any special right relating thereto created or authorized to be created by the Memorandum and subject to the provisions of the Articles of Association, shall be divisible among the members in proportion to the amount of capital paid-up on the shares held by them respectively.
- No large dividend shall be declared than is recommended by the Directors, but the Company in its General Meeting may declare a smaller dividend. The declaration of Directors as to the amount of Net profit of the Company shall be conclusive.
- No dividend shall be payable except out of the profits of the Company or any other undistributed profits. Dividend shall not carry interest as against the Company.
- The Directors may from time to time pay the members such interim dividends as in their judgment the financial position of the Company may justify.

- v. A transfer of shares shall not pass the right to any dividend declared thereon before the registration of transfer.
- vi. No limitation in payment of dividend is stipulated in any debt instrument or otherwise.

(d) Other rights of the securities holders.

In terms of the provisions of the Companies Act 1994, Articles of Association of the Company and other relevant rules in force, the shares of the Company are transferable. The Company shall not charge any fee, other than Government duties for registering transfer of shares. No transfer shall be made to a minor or person of unsound mind.

The Directors shall present the financial statements as required under the law & International Accounting Standard. Financial statements will be prepared in accordance with the International Accounting Standards consistently applied throughout the subsequent periods and present with the objective of providing maximum disclosure as per law and International Accounting Standard to the shareholders regarding the financial and operational position of the company. The shareholders shall have the right to receive all periodical statements and reports, audited as well as unaudited, published by the company from time to time.

The shareholder holding a minimum of 10% shares of paid-up capital of the company shall have the right to requisition extra ordinary General Meeting of the company as provided for the section 84 of the Companies Act, 1994.

FINANCIAL STATEMENTS

- (b) The latest financial statements prepared and audited in accordance with the requirements of the Securities and Exchange Rules, 2020, the applicable International Financial Reporting Standards (IFRS)/International Accounting Standards (IAS) as adopted in Bangladesh, and shall have such financial statements audited in conformity with the International Standards on Auditing (ISA), the Financial Reporting Act, 2015, the Companies Act, 1994, and other applicable legal and regulatory requirements:

Provided that a declaration, duly signed by the Chief Executive Officer (CEO) and Chief Financial Officer (CFO) of the issuer, shall be submitted confirming that the financial statements of the issuer have been prepared in full compliance with the financial reporting and auditing standards issued or endorsed by the Financial Reporting Council (FRC):

Provided further that a Compliance Certificate, issued by the statutory auditor of the issuer, shall have to the effect that the audit of the issuer's financial statements has been conducted in conformity with the auditing standards prescribed or endorsed by the FRC;

Independent Auditor's Report To the Shareholders of Alliance Finance PLC. Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Alliance Finance PLC. ("the company"), which comprises the statement of financial position as at June 30, 2026, and the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the period then ended, and notes to the financial statements, including a summary of significant accounting policy information.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Company as at June 30 2026, and of its financial performance and its cash flows for the period then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (IASB) and adopted by Financial Reporting Council (FRC) of Bangladesh.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code), as adopted by the Financial Reporting Council (FRC) as applicable to audits of financial statements of public interest entities, together with the ethical requirements Of the Institute of Chartered Accountants of Bangladesh (ICAB) Bye-Laws that are relevant to audits of the financial statements of public interest entities in Bangladesh. We have also fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

Basis of Accounting and Restriction on Distribution

The financial statements have been prepared for the specific purpose of complying with the financial reporting requirements of the Bangladesh Securities and Exchange Commission (BSEC) in connection with the Company's Initial Public Offering (IPO) of shares. Accordingly, these financial statements may not be suitable for any other purpose.

Our report is intended solely for the above-mentioned purpose and should not be distributed to or used by any other parties. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addresses in the context of our audit of the financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

The Key Audit Matter	How the Matter was Addressed in the Audit
Measurement of loans and advances	
As at 30 June 2026, Alliance Finance PLC reported total loans and advances of BDT 5,033,621,709 (2025: BDT 5,057,700,165) (Note 7), comprising a significant portion of the Company's total assets. These loans are diversified across multiple sectors and involve varied security arrangements, including collateral, guarantees, and personal undertakings. Accurate classification and provisioning of loans are critical for determining the financial position and compliance with regulatory guidelines issued by Bangladesh Bank. The classification of loans involves significant management judgment in assessing borrower creditworthiness, impairment indicators, and recovery expectations.	Our audit procedures in relation to loans and advances included testing the design and operating effectiveness of relevant controls over the loan approval, disbursement, monitoring and recovery processes. We performed substantive procedures on a sample basis, including verification of loan balances with underlying loan documentation, review of loan agreements, sanction letters and security documents, assessment of loan classification, verification of interest income, and reconciliation of loan balances with the underlying records. We also reviewed the adequacy and appropriateness of disclosures relating to loans and advances in the financial statements in accordance with applicable accounting standards and Bangladesh Bank guidelines.

The Key Audit Matter	How the Matter was Addressed in the Audit
Measurement of provision for loans, advances & leases	
With reference to Note 12.05 to the financial Statements, the process for calculating the provision for loans, advances & leases portfolio associated with credit risk is significant and complex. The Company calculates provision for loans, advances & leases by considering various factors such as rate of provision, loan category, expiry date, outstanding balance, interest suspense amount, value of eligible collateral as per DFIM Circular No.04 Dated 26 July 2021 and its subsequent amendments. Under the individual assessment approach for large exposures, the determination of provision requirements involves significant management judgment and is based on estimates of the borrower's future business performance and the market value of collateral pledged against the related credit facilities. Under the collective assessment approach on a portfolio basis, the calculation and reporting of provisions are performed manually and involve the processing of voluminous data, along with the application of various assumptions and estimates	Our substantive procedures in relation to the provision for loans, advances & leases portfolio comprised the following: • We performed sample-based testing of the outstanding balances and assessed whether the related provisions were calculated in compliance with the requirements of DFIM Circular No. 04 dated 26 July 2021. • Reviewed the adequacy of the general and specific provisions and loan classifications disclosures in the financial statements in line with related Bangladesh Bank guidelines. • Tested the inputs in computation of provision in terms of testing the accuracy of underlying information. • Assessed the methodologies on which the provision amounts based (Value of eligible securities, interest suspense), recalculated the provisions for leases, advances & leases. • Checked the adequacy of the company's general and specific provisions.

Furthermore, management has an incentive to maintain lower provisions for loans, advances & leases to overstate profit. Considering these factors, we have considered measurement of provision for loans, advances & leases as significant risk as well as a key audit matter. According to DFIM Circular Letter No. 33 dated 19 December 2021, Finance Company are required to maintain an additional 2% special provision for borrowers who have availed themselves of Payment by Deferral (PBD) facilities. Based on the audited financial statements as at 31 December 2025, the Company maintained an additional 2% special provision amounting to BDT 3,128,459. During the period ended 30 June 2026, no reversal was made against the said 2% special provision, with the permission of Bangladesh Bank through Letter No. AFPLC/2025/09/22-001 dated 22 September 2025. Accordingly, the outstanding 2% special provision as at 30 June 2026 stands at BDT 57,109. At the period-end of 30 June, 2026, the company reported General provision for loans, advances & leases of BDT 46,276,493 (2025: BDT 32,294,406) and Specific provision BDT 16,098,082 (2025: BDT 16,117,180)	Evaluated the appropriateness and presentation of disclosures against relevant accounting standards and Bangladesh Bank guidelines.
See note no 12.05 to the financial statements	

Recognition of interest income on loans, advances & leases	
Recognition of interest income has a significant and wide influence on financial statements, Recognition and measurement of interest income have involved complex IT environments. We identify recognition of interest income from leases, loans, advances & leases as a key audit matter because this is one of the key performance indicators of the Company and therefore there is an inherent risk of fraud and error and overstatement in recognition of interest by management to meet specific targets or expectations. Moreover, Bangladesh Bank has introduced SMART rate by DFIM Circular No. 07 dated 20 June,2023 and subsequent movement by DFIM Circular letter No.25 dated 29 November 2023 which has changed several times since inspection. For the period ended 30 June, 2026, the Company reported Interest Income from loans, advances & leases and from related activities of BDT 362,401,370.	We tested the design and operating effectiveness of key controls over recognition and measurement of interest income on loans, advances and leases focusing on the following: - We understood the significant interest income process including performance of an end-to-end walkthrough of the interest income assurance process and identifying the relevant controls (including systems, interfaces and reports) - We tested the design and operating effectiveness of the relevant controls. - We involved our internal IT specialists to test IT general controls, systems interfaces, data/information reporting, and application specific controls surroundings relevant revenue systems. - We performed data analysis and analytical reviews of significant interest income streams.

However, due to the current uncertainty of the overall economic situation both in Bangladesh and Globally there are inherent risk that the judgement applied by Management in assessing recoverability of interest income from classified loans may be different than the actual situation in future.	• Reviewing transfer of interests to income account in line with the Bangladesh Bank's guidelines. • We performed procedures to ensure that the revenue recognition criteria adopted by the entity for all major interest income streams is appropriate and in line with the entity's accounting policies. We have also performed substantive procedures to check whether interest income is recognized completely and accurately in line with time-to-time movement of the SMART rate published by Bangladesh Bank.
See note no 16 to the financial statements	
IT systems and controls	
Our audit procedures have a focus on IT systems and controls due to the pervasive nature and complexity of the IT environment; the large volume of transactions processed in numerous locations daily and the reliance on automated and IT dependent manual controls. Our areas of audit focus included user access management, developer access and changes to the IT environment. These are key to ensuring IT dependent and application-based controls are operating effectively.	We tested the design and operating effectiveness of the Company's IT access controls over the information systems that are critical to financial reporting. We tested IT general controls (logical access, changes management and aspects of IT operational controls). This included testing that request for access to systems were appropriately reviewed and authorized. We tested the company's periodic review of access rights and reviewed request of changes to systems for appropriate approval and authorization. We considered the control environment relating to various interfaces, configurations and other application layer controls identified as key to our audit. We performed the Tests of IT General Controls to evaluate the Application Development and database, Hosting Platforms and segregation of incompatible duties relevant to application and database change management.

Other Matter

The financial statements of the Company are prepared as periodical financial statements for the period ended 30 June 2026.

Other information

Management is responsible for the other information, if any, which comprises information included in documents other than the financial statements and our auditors' report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information, if any, when it becomes available and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

Responsibilities of Management and Those Charged with Governance for the Financial Statements and internal Controls.

Management is responsible for the preparation and fair presentation of the financial statements of the Company in accordance with IFRS Accounting Standards as issued by the IASB and adopted by FRC, the Companies Act 1994, the Securities and Exchange Rules 2020 and other applicable laws and regulations and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance responsible for overseeing the company's financial reporting process.

Auditor Responsibility for the audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our Opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatement can arise from fraud and error are considered material if individually or in the aggregate they could reasonably be expected to influence the economic decision of users taken on the basis of these financial statements. As part of an audit in accordance with ISAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements. Whether due to fraud or error, design and perform audit procedures responsive to those risks and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate to the circumstances.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and,

Based on the audit evidence obtained, whether material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statement or if such disclosures in the financial statements or if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to date of our auditor's report. However, Future events or conditions may cause to continue as going concern.

Evaluate the Overall presentation, Structure and content of the financial statements, including the disclosure, and whether the financial Statements represent the underlying transactions events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence and where applicable related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significant in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communications.

Report on other Legal and Regulatory Requirements

In accordance with the Companies Act 1994 and Financial Reporting Act 2015, we also report the following:

- a. we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit and made due verification thereof;
- b. in our opinion, proper books of account as required by law have been kept by the Company so far as it appeared from our examination of these books;
- c. the statements of financial position and the statement of comprehensive income dealt with by the report are in agreement with the books of account and returns; and
- d. the financial statements have been prepared in accordance with standards, framework, compliance and guidelines adopted and promulgated by Financial Reporting Council;
- e. the financial statements of the Company have been drawn up in conformity with The Finance Company Act, 2023 and in accordance with the accounting rules and regulations which were issued by Bangladesh Bank to the extent applicable to the Company;
- f. adequate provisions have been made for loans, advances & leases, investment and other assets which are, in our opinion, doubtful of recovery and Bangladesh Bank's instructions in this regard have been followed properly,
- g. the financial statements of the Company conform to the prescribed standards set in the accounting regulations which were issued by Bangladesh Bank after consultation with the professional accounting bodies of Bangladesh;
- h. the records and statements which were submitted by the branches have been properly maintained and recorded in the financial statements;
- i. statements sent to Bangladesh Bank have been checked on sample basis and no inaccuracy has come to our attention:
- j. taxes and other duties were collected to be and deposited in the Government treasury by the Company as per Government instructions found satisfactory based on test checking:
- k. nothing has come to our attention that the Company has adopted any unethical means ie. 'Window dressing' to inflate the profit and mismatch between the maturity of assets and liabilities;

- l. proper measures have been taken to eliminate the irregularities mentioned in the inspection report of Bangladesh Bank and the instructions which were issued by Bangladesh Bank and other regulatory authorities have been complied properly as disclosed to us by management;
- m. Based on our work as mentioned above under the auditor's responsibility section, the internal control and the compliance of the Company is satisfactory, and effective measures have been taken to prevent possible material fraud, forgery and internal policies are being followed appropriately,
- n. The Company has complied with relevant laws pertaining to capital, reserve and net worth, cash and liquid assets and procedure for sanctioning and disbursing loans/leases found satisfactory;
- o. we have reviewed over 80% of the risk weighted assets of the Company and we have spent around 1,200 person hours for the audit of the books and accounts of the Company;
- p. the Company has complied with relevant instructions which were issued by Bangladesh Bank relevant to classification, provisioning and calculation of interest suspense;
- q. all other issues which in our opinion are important for the stakeholders of the Company have been adequately disclosed in the financial audit report.

Name of Firm: Sd/-
M M Rahman & Co.
Chartered Accountants

Signature of the Auditor Sd/-
Name of the Auditor **Syed Mahmud Ahmad FCA**
Senior Partner

Dhaka, Date: 30/09/2026

Enrolment No. 586
Firm's FRC Enlistment No: CAF-001-144

Alliance Finance PLC
Balance Sheet
As at 30 June 2026

		AS at 30 June 2020	
		Amounts in BDT	
	Note	30 June 2026	31 Dec 2025
PROPERTY AND ASSETS			
Cash	3		
In hand	3.01	63,700	7,317
Balance with Bangladesh Bank and its agents	3.02	57,994,313	53,951,618
		58,058,013	53,958,935
Balance with other banks and financial institutions	4		
Inside Bangladesh	4.01	899,636,492	610,723,623
Outside Bangladesh		-	-
		899,636,492	610,723,623
Money at call and short notice	5	50,000,000	50,000,000
Investments	6		
Government	6.01	-	-
Others	6.02	380,444,108	402,944,108
		380,444,108	402,944,108
Loans and advances	7		
Loans, cash credit, overdraft etc.		5,033,621,709	5,057,700,165
		5,033,621,709	5,057,700,165
Fixed assets including land, building, furniture and fixtures	8	35,383,103	40,953,684
Other assets	9	84,074,804	76,213,084
Total Assets		6,541,218,229	6,292,493,598
LIABILITIES AND CAPITAL			
Liabilities			
Borrowings from other banks, financial institutions and agents	10	1,125,608,477	1,179,138,058
Deposits and other accounts	11		
Savings bank deposits		13,471,212	11,409,780
Term deposits		3,687,316,246	3,439,711,086
Other deposits		358,828	50,057
		3,701,146,286	3,451,170,923
Other liabilities	12	418,313,136	316,754,727
Total Liabilities		5,245,067,899	4,947,063,708
Capital/Shareholders' equity			
Paid-up capital	13	1,155,000,000	1,155,000,000
Share premium		17,200,000	17,200,000
Statutory reserves	14	89,921,814	82,452,726
Retained earnings	15	34,028,516	90,777,164
		1,296,150,330	1,345,429,890
Total Equity			
Total Liabilities and Shareholders' equity		6,541,218,229	6,292,493,598
Net asset value per share- (NAV)	31	11.22	11.65

OFF-BALANCE SHEET ITEMS

Contingent liabilities

Acceptances and endorsements	-	-
Letters of guarantee	-	-
Irrevocable letters of credit	-	-
Bills for collection	-	-
Indemnity bond	-	-
Corporate guarantee	-	-

Other commitments

Documentary credits and short term trade related transactions
Forward assets purchased and forward deposits placed
Un-drawn note issuance and revolving underwriting facilities
Un-drawn formal standby facilities, credit lines
Un-disbursed contracted loans and leases

-	-
-	-
-	-
-	-
-	-

- -

Total Off-Balance Sheet items including contingent liabilities

- -

The annexed notes form an integral part of these financial statements.

Sd/-
Syed Ali Jowher Rizvi
Chairman

Sd/-
Lutfe Mawla Ayub
Director

Sd/-
Farhana Akhter
Director

Sd/-
Kanti Kumar Saha
Chief Executive Officer

Sd/-
Arif Abdut Towab FCS
Company Secretary

Name of Firm: **Sd/- M M Rahman & Co.**
Signature of the Auditor: **Chartered Accountants**
Name of the Auditor: **Syed Mahmud Ahmad FCA, Senior Partner**
Enrolment No. **586**
Firm's FRC Enlistment No: **CAF-001-144**

Dhaka, Date: 30/09/2026

Alliance Finance PLC
Profit and Loss Account
For the period ended 30 June 2026

		Amounts in BDT			
Note	01 January to 30 June 2026	Un-audited			
		01 January to 30 June 2025	01 April to 30 June 2026	01 April to 30 June 2025	
Interest income	16	362,401,370	327,110,833	193,971,810	165,908,391
Less : Interest on deposits and borrowings etc.	17	237,786,721	215,124,224	122,511,660	107,160,609
Net interest income		124,614,649	111,986,609	71,460,150	58,747,782
Investment income	18	22,547,620	19,524,907	11,087,620	8,390,394
Other operating income	19	1,985,197	764,356	1,638,495	445,403
Total operating income		149,147,466	132,275,873	84,186,265	67,583,579
Salaries, allowances and benefits	20	41,366,772	40,828,122	21,544,086	22,934,857
Rent, taxes, insurance, electricity etc.	21	6,323,863	4,179,708	4,160,588	2,197,324
Legal & Professional fees	22	944,184	792,980	204,258	521,306
Postage, stamp, telecommunication etc.	23	397,358	395,664	197,388	197,583
Stationery, printing, advertisements etc.	24	731,244	687,341	367,181	334,993
CEO's salary and benefits	25	6,160,002	7,160,002	3,080,001	4,080,001
Directors' fees	26	1,130,000	1,200,000	480,000	640,000
Auditors' fees		618,130	244,380	495,940	122,190
Depreciation and repair of Company's assets		10,806,762	10,933,550	5,404,583	5,443,699
Other administration and maintenance	27	10,031,164	9,871,635	5,018,258	4,637,843
Total operating expenses		78,509,478	76,293,381	40,952,282	41,109,795
Profit before provisions		70,637,988	55,982,491	43,233,982	26,473,784
Provision for loans and investments					
General provision		13,982,088	(1,993,443)	11,716,334	(2,256,090)
Specific provision		(19,099)	6,773,812	(543,946)	6,773,812
Provision for diminution in value of investments		(1,885,440)	(2,672,061)	(1,461,672)	(2,985,506)
Total provision		12,077,549	2,108,308	9,710,716	1,532,216
Total profit before taxation		58,560,439	53,874,183	33,523,266	24,941,567
Provision for taxation					
Current tax expense		21,195,405	19,748,210	11,917,350	9,905,302
Deferred tax expenses/(income)		19,594	(1,153,998)	19,594	(1,153,998)
				-	-
Net profit after taxation		37,345,440	35,279,971	21,586,322	16,190,264

Appropriations to:

Statutory reserves

7,469,088	7,055,994	4,317,264	3,238,053
7,469,088	7,055,994	4,317,264	3,238,053
29,876,352	28,223,977	17,269,058	12,952,211
0.32	0.31	0.19	0.14

Retained surplus**Earnings per share**

30

The annexed notes form an integral part of these financial statements.

Sd/-

Syed Ali Jowher Rizvi
Chairman

Sd/-

Lutfe Mawla Ayub
Director

Sd/-

Farhana Akhter
Director

Sd/-

Kanti Kumar Saha
Chief Executive Officer

Sd/-

Arif Abdut Towab FCS
Company Secretary

Name of Firm:

Sd/-

M M Rahman & Co.

Signature of the Auditor

Chartered Accountants

Name of the Auditor

Syed Mahmud Ahmad FCA, Senior Partner

Enrolment No.

586

Firm's FRC Enlistment No:

CAF-001-144

Dhaka, Date: 30/09/2026

Alliance Finance PLC
Statement of Changes in Equity
For the year ended 30 June 2026

Amounts in BDT					
Particulars	Paid-up capital	Share premium	Statutory reserves	Retained earnings	Total
-					
Balance at 01 January 2026	1,155,000,000	17,200,000	82,452,726	90,777,164	1,345,429,890
Net profit for the year 2026	-	-	-	37,345,440	37,345,440
Appropriation to reserve	-	-	7,469,088	(7,469,088)	-
7.5% Cash Dividend for the year 2025	-	-	-	(86,625,000)	(86,625,000)
					-
Balance as at 30 June 2026	1,155,000,000	17,200,000	89,921,814	34,028,516	1,296,150,330

Alliance Finance PLC
Statement of Changes in Equity
For the year ended 31 December 2025

Amounts in BDT					
Particulars	Paid-up capital	Share premium	Statutory reserves	Retained earnings	Total
-					
Balance at 01 January 2025	1,155,000,000	17,200,000	68,371,312	92,201,512	1,332,772,823
Net profit for the year 2025	-	-	-	70,407,066	70,407,066
Appropriation to reserve	-	-	14,081,413	(14,081,413)	-
5% Cash Dividend for the year 2024	-	-	-	(57,750,000)	(57,750,000)
Balance at 31 December 2025	1,155,000,000	17,200,000	82,452,726	90,777,164	1,345,429,890

The annexed notes form an integral part of these financial statements.

Sd/-
Syed Ali Jowher Rizvi
Chairman

Sd/-
Lutfe Mawla Ayub
Director

Sd/-
Farhana Akhter
Director

Sd/-
Kanti Kumar Saha
Chief Executive Officer

Sd/-
Arif Abdut Towab FCS Company
Secretary

Name of Firm: **M M Rahman & Co.**
Signature of the Auditor: **Chartered Accountants**
Name of the Auditor: **Syed Mahmud Ahmad FCA, Senior Partner**
Enrolment No: **586**
Firm's FRC Enlistment No: **CAF-001-144**

Dhaka, Date: 30/09/2026

Alliance Finance PLC
Cash Flow Statement
For the period ended 30 June 2026

		Amount in BDT	
		30 June 2026	30 June 2025
A) Cash flows from operating activities			
Interest received		363,988,570	329,627,117
Interest paid		(211,364,759)	(278,708,898)
Dividend received		26,881,045	3,199,521
Paid to employees and suppliers		(88,655,674)	(75,736,469)
Payment of income tax		(16,550,454)	(5,688,021)
Received from other operating activities		1,985,197	(4,321,300)
Cash generated from operating activities before changes in operating assets and liabilities		76,283,925	(31,628,049)
Increase/(decrease) in operating assets and liabilities			
Loans & Advance		24,078,455	407,402,745
Investment in Govt Securities		-	99,153,262
Investment in Shares		22,500,000	(165,440,528)
Term and other deposits		249,975,363	(601,567,374)
		296,553,819	(260,451,896)
Net cash flows from/(used in) operating activities		372,837,744	(292,079,945)
B) Cash flows from investing activities			
Purchase of fixed assets / Intangible Assets		(1,261,590)	(629,578)
Net cash used in investing activities		(1,261,590)	(629,578)
C) Cash flows from financing activities			
Drawdown of term loans / Treasury Line		(53,541,003)	301,284,201
Dividend Payment		(25,034,625)	-
Net cash flow from financing activities		(78,575,628)	301,284,201
D) Net increase / (decrease) in cash and cash equivalents (A+ B + C)		293,000,526	8,574,678
E) Effects of exchange rate changes on cash and cash equivalents		-	-
F) Cash and cash equivalents at beginning of the year		714,682,558	508,235,064
G) Cash and cash equivalents at end of the year (D+E+F)		1,007,683,083	516,809,742
Cash and cash equivalents at end of the year			
Cash in hand (including foreign currencies)		63,700	80,000
Balance with Bangladesh Bank and its agent bank(s)		57,994,313	52,629,598
Balance with other banks and financial institutions		899,625,070	464,100,144
Money at call and short notice		50,000,000	-
		1,007,683,083	516,809,742
Net Operating Cash Flows Per Share (NOCFPS)		3.23	(0.27)

Sd/-
Syed Ali Jowher Rizvi
Chairman

Sd/-
Lutfe Mawla Ayub
Director

Sd/-
Farhana Akhter
Director

Sd/-
Kanti Kumar Saha
Chief Executive Officer

Sd/-
Arif Abdut Towab FCS
Company Secretary

Sd/-
Name of Firm: **M M Rahman & Co.**
Signature of the Auditor: Chartered Accountants
Name of the Auditor: **Syed Mahmud Ahmad FCA, Senior Partner**
Enrolment No. 586
Firm's FRC Enlistment No: CAF-001-144

Dhaka, Date: 30/09/2026

Alliance Finance PLC
Liquidity statement
As at 30 June 2026

Particulars	Amounts in BDT					
	Not more than 1 month term	1-3 months term	3-12 months term	1-5 years term	Above 5 years term	Total
Assets						
Cash in hand (including balance with Bangladesh Bank)	58,058,013	-	-	-	-	58,058,013
Balance with other banks and financial institutions	781,238,223	50,000,000	-	68,398,269	-	899,636,492
Money at call and short notice	50,000,000	-	-	-	-	50,000,000
Investments	9,314,703	18,629,405	-	-	352,500,000	380,444,108
Loans & advances	101,372,187	2,044,753,333	1,130,621,045	384,897,326	1,371,977,819	5,033,621,709
Fixed assets including land, building, furniture and fixtures	-	-	-	-	35,383,103	35,383,103
Other assets	15,097,204	-	62,066,281	-	6,930,913	84,094,398
Non-banking assets	-	-	-	-	-	-
Total assets	1,015,080,329	2,113,382,738	1,192,687,327	453,295,595	1,766,791,835	6,541,237,823
Liabilities						
Borrowing from Bangladesh Bank, other banks and financial institutions & its agents	20,824,073	13,314,035	91,225,662	332,885,632	667,359,074	1,125,608,477
Deposits	766,006,741	1,842,031,186	1,051,578,222	41,072,324	457,812	3,701,146,286
Other accounts	-	-	-	-	-	-
Provision and other liabilities	52,719,763	126,239,252	37,632,933	100,827,179	100,894,010	418,313,136
Total liabilities	839,550,577	1,981,584,473	1,180,436,817	474,785,135	768,710,896	5,245,067,899
Net Liquidity Gap	175,529,751	131,798,265	12,250,509	(21,489,540)	998,080,939	1,296,169,924

The annexed notes form an integral part of these financial statements.

Sd/-
Syed Ali Jowher Rizvi
Chairman

Sd/-
Lutfe Mawla Ayub
Director

Sd/-
Farhana Akhter
Director

Sd/-
Kanti Kumar Saha
Chief Executive Officer

Sd/-
Arif Abdu Towab FCS Company
Secretary

Name of Firm: **M M Rahman & Co.**
Signature of the Auditor: Chartered Accountants
Name of the Auditor: **Syed Mahmud Ahmad FCA, Senior Partner**
Enrolment No. 586
Firm's FRC Enlistment No: CAF-001-144

Dhaka, Date: 30/09/2026

Alliance Finance PLC
Notes to the financial statements
For the year ended 30 June 2026

1. Company and its activities

1.1 Legal status and nature of the Company

Alliance Finance PLC (The Company "Alliance Finance PLC") was incorporated in Bangladesh as a Public limited company on September 27, 2003 under the Companies Act, in its earlier name of Alliance Leasing & Finance Company Limited. The Company changed its name in December 2017 as Lankan Alliance Finance PLC. The Company changed its name again as Alliance Finance PLC which was approved by Bangladesh Bank on 01 June 2023. The registered office and corporate address is at Laila Tower, 8 South Gulshan Ave, Dhaka 1212. The Company is registered as a Financial Institution under the Financial Institutions Act, 1993 and Finance Companies Act 2023.

1.2 Principal activities and nature of operation

The Company's principal operations include lease and term financing, corporate and project financing, structured finance, working capital financing, SME financing and retail lending facilities. Its product portfolio also encompasses commercial vehicle and auto financing, home financing, supply chain financing, syndication and other specialized financing solutions, provided in accordance with the applicable regulatory framework.

The Company also mobilizes deposits through various deposit products, including fixed deposits and Deposit Pension Schemes (DPS), and undertakes treasury-related activities in accordance with applicable regulatory requirements. In addition, the Company has developed financing solutions for women entrepreneurs, agricultural and cluster-based businesses, and other targeted customer segments.

The Company places increasing emphasis on sustainable and green finance as part of its broader business strategy, with a focus on financing environmentally sustainable initiatives and incorporating environmental and climate-related considerations into its financing activities.

2. Basis of preparation and significant accounting policies

2.1 Statement of compliance

The financial statements of the Company have been prepared on a going concern basis following accrual basis of accounting except for cash flow statement and investment in marketable securities which are stated at market value in accordance with International Financial Reporting Standards (IFRS) except the circumstances where local regulations differ, and the Companies Act, 1994, Finance Company Act 2023, Compliance with the Securities and Exchange Rules, 2020 and other applicable laws and regulations.

The presentation of the financial statements has been made as per the requirements of DFIM Circular No: 11, dated December 23, 2009 issued by the Department of Financial Institutions and Markets (DFIM) of Bangladesh Bank. The activities and accounting heads mentioned in the prescribed form, which are not applicable for the financial institutions, have been kept blank in the financial statements.

The requirements of accounting standards as per IFRS that have been departed to comply with Bangladesh Bank requirements have been disclosed in detail in Note-2.3.

However, this departure with IFRS has been made by following all of the relevant provisions of IAS-1 and the details disclosures are given in Note-2.3 by following the provision of Para 20 of IAS 1 Presentation of Financial Statements.

2.2 Basis of measurement

This financial statements have been prepared based on International Financial Reporting Standards (IFRS) and no adjustment has been made for inflationary factors affecting the financial statements. The accounting policies, unless otherwise stated, have been consistently applied by the Company and are consistent with those of the previous year.

2.3 Comparative information and rearrangement thereof:

The financial information presented for the periods from 1 January 2025 to 30 June 2025, 1 April 2025 to 30 June 2025, and 1 April 2026 to 30 June 2026 has been prepared by the management of the Company and has not been subject to an audit or review by the Company's external auditors. Accordingly, such financial information should be read in conjunction with the Company's annual audited financial statements and the related notes thereto. The inclusion of this financial information does not constitute an audit opinion or any form of assurance by the external auditors in respect of the aforementioned periods.

2.4 Disclosure of deviations from few requirements of IAS/IFRS due to mandatory compliance with Bangladesh Bank's requirements

Bangladesh Bank (the Central Bank of Bangladesh) is the prime regulatory body for Financial Institution in Bangladesh. Some requirements of Bangladesh Bank's rules and regulations contradict with those of financial instruments and general provision standards of IFRS. As such the company has departed from those contradictory requirements of IFRS in order to comply with the rules and regulations of Bangladesh Bank, which are disclosed in Annexure-C along with financial impact where applicable.

2.5 Components of the financial statements

The financial statements comprise of (As per DFIM Circular No. 11, Dated December 23, 2009):

- a) Balance Sheet as at 30 June 2026;
- b) Profit and Loss Account for the year ended 30 June 2026;
- c) Statement of Cash Flow for the year ended 30 June 2026;
- d) Statement of Changes in Equity for the year ended 30 June 2026;
- e) Liquidity Statement for the year ended 30 June 2026;
- f) Notes to the Financial Statements for the year ended 30 June 2026.

2.6 Directors' responsibility statement

The Board of Directors' takes the responsibility for the preparation and presentation of these financial statements.

2.7 Date of authorization

The Board of directors has authorized this financial statements on September 30, 2026.

2.8 Presentation and functional currency and level of precision

The financial statements are presented in Bangladesh Taka (BDT) currency, which is the Company's functional currency. All financial information presented in Taka has been rounded off to the nearest Taka.

2.9 Use of estimates and judgments

The preparation of financial statements in conformity with International Financial Reporting Standards (IFRS) requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses. It also requires disclosures of contingent assets and liabilities at the date of the financial statements.

The most critical estimates and judgments are applied to the following:

- Provision for impairment of loans, leases and investments
- Gratuity
- Useful life of depreciable assets

The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the result of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

However, the estimates and underlying assumptions are reviewed on an ongoing basis and the revision is recognized in the period in which the estimates are revised. In accordance with the guidelines as prescribed by IAS 37 Provisions, Contingent Liabilities and Contingent Assets, provisions are recognized in the following situations:

Provisions for Lease, Loans & Advances

Provisions for lease, loans & advances calculated as per DFIM Circular No. 04 (Master Circular: Loan/Lease Classification and Provisioning), dated 26 July 2021.

Provisions

Provisions are liabilities that are uncertain in timing or amount. Provisions are recognized when the Group has a present legal or constructive obligation as a result of past events; it is more likely than not that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated.

Contingent Liability :

A contingent liability is a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group; or the Group has a present obligation as a result of past events but is not recognized because it is not likely that an outflow of resources will be required to settle the obligation; or the amount cannot be reliably estimated. Contingent liabilities normally comprise legal claims under arbitration or court process in respect of which a liability is not likely to occur.

Contingent Assets:

A contingent asset is possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. Contingent assets are never recognized, rather they are disclosed in the financial statements when they arise.

2.10 Accounting for term finance & other finances

Books of accounts for term finance operation are maintained based on the accrual method of accounting. Outstanding loans, along with the accrued interest thereon, for short-term finance, and unrealized principal for long-term finance are accounted for as term finance assets of the Company. Interest earnings are recognized as operational revenue periodically.

2.11 Branch accounting

The Company has one branch and one booth, with no overseas branch as on June 30, 2026. Accounts of the branch is maintained at the head office from which these accounts are drawn up.

2.11.1 Investment in securities

Investment in marketable ordinary shares has been shown at cost or market price, whichever is lower, on an aggregate portfolio basis. Investment in non-marketable shares has been valued at cost or intrinsic value whichever is lower. Full provision for diminution in value of shares as on closing of the year on an aggregate portfolio basis is made in the financial statements as required by Bangladesh Bank DFIM circular No. 02 dated 31 January 2012.

2.12 Property and equipment**i) Recognition and measurement****Own assets**

Items of own fixed assets are measured at cost less accumulated depreciation and any accumulated impairment losses. The cost of an asset comprises its purchase price and any directly attributable costs of bringing the assets to its working condition for its intended use as per International Accounting Standard (IAS) 16 Property, Plant and Equipment.

ii) Subsequent expenditure on Fixed assets

Subsequent expenditure is capitalized only when it increases the future economic benefit from the assets and that cost can be measured reliably. All other expenditures are recognized as an expense as and when they are incurred.

iii) Depreciation

Depreciation is charged to amortize the cost of assets, over their estimated useful lives, using the straight-line method in accordance with IAS-16: "Property, Plant and Equipment". Full depreciation is charged on

additions in the month of acquisition irrespective of date when the related assets are put into use and no depreciation is charged from the month of disposal. Asset category wise depreciation rates are as follows:

<u>Particulars of Property, Plant & Equipment</u>	<u>Rates</u>
Furniture and fixtures	20%
Office equipment	20%
Office decoration	10%
Motor vehicles	12.5%
ICT Equipment	20%
Software (Office Operation)	33.33%
Software (Business Operation)	20.00%

The gain or loss arising on the disposal or retirement of an asset is determined as the difference between the sale proceeds and the carrying amount of the asset and is recognized in the profit and loss account. Depreciation methods, useful lives and residual values, if any are reviewed at the balance sheet date.

2.13 Intangible assets and amortization of intangible assets

Recognition & Measurement

Intangible assets comprise the value of computer software. Intangible assets acquired separately are measured on initial recognition at cost and are carried at cost less accumulated amortization and accumulated impairment losses, if any.

Amortization

Amortization is calculated using the straight line method to write down the cost of intangible assets to their residual values over their estimated useful lives based on the management best estimates of 3 years.

Subsequent expenditure

Subsequent expenditure on software assets is capitalized only when it increases the future economic benefits in the specifications to which it relates. All other expenditure is expensed as incurred.

2.14 Revenue recognition

Revenue is recognized only when it is measurable and probable that the economic benefits associated with the transaction will follow to the company and in accordance with IFRS 15 Revenue from contract with customers unless otherwise mentioned or otherwise guided by the separate IFRS.

Interest on term loans and short term finance

Interest on term loan and short term finance are recognized as revenue on an accrual basis and interest income on term loan is not recognized where any portion of interest is in arrear for more than three months.

Fee based revenues

Fees on services rendered by the company are recognized as and when services are rendered.

2.15 Interest suspense account

Interest on term finance overdue beyond three months period and interest on short term finance overdue beyond permitted credit term plus ninety days period are not recognized as revenue and credited to interest suspense account.

2.16 Accounts receivable

Accounts receivable at the balance sheet date is stated at amounts which are considered realizable. Specific allowance is made for receivable considered to be doubtful for recovery.

2.17 Borrowing cost

Borrowing cost is capitalized for the period from the dates of respective disbursements to the date of execution of lease. On execution of lease, advance including capitalized borrowing cost is transferred to the gross lease receivables.

Borrowing costs are recognized as expense in the year in which they are incurred unless capitalization is permitted under Bangladesh Accounting Standard (IAS) 23: "Borrowing Costs".

2.18 Cash flow statements

The cash flow statement is prepared using the direct method as stipulated in International Accounting Standard (IAS) 7: "Cash Flow Statements", and in accordance with the instruction of Bangladesh Bank.

2.19 Conversion of foreign currency transactions

Foreign currency transactions are translated into Taka at rates prevailing at the respective dates of transactions, while foreign currency monetary assets at the end of the year are reported at the rates prevailing on the balance sheet date. Exchange gains or losses arising out of the said conversions are recognized as income or expense for the year after netting off.

2.20 Provision for doubtful accounts and future losses

Provision has been made as per the Bangladesh Bank Provisioning policy. A general provision has been made by the company to cover unforeseen losses on all loans and investments.

2.21 Employees' benefit obligation

2.21.1 Defined contribution plan

The Company has a contributory provident fund scheme for its permanent employees. Provident fund administered by a Board of Trustees, funded by equal contributions both by the employees and the Company at a 10% of basic salary rate. The contributions has been managed separately from the Company's asset. Employees' provident fund will be mature 100% after 2 (two) years continuous service from the date of enrolment as a member of contributory provident fund.

2.21.2 Defined benefit plan (Gratuity scheme)

The Company also introduced a funded gratuity scheme. Employees are entitled to gratuity benefit after completion of five years of service with the Company. The gratuity is calculated on the last basic pay and is payable at the rate of one month's basic pay for every completed year of service.

2.21.3 Workers Profit Participation Fund and Welfare Fund

SRO-336-AIN/2010 dated 5-10-2010 issued by the 'Ministry of Labour and Employment' declares the status of business of certain institutions and companies along with Bank & insurance companies as "Industrial Undertakings" for the purposes of Chapter-XV of the Bangladesh Labour Act, 2006 (as amended up to 2013) which deals with the workers' participation in company's profit by way of 'Workers Participation Fund' and 'Welfare Fund'. This Act requires the "Industrial Undertakings" to maintain provision for workers' profit participation fund @ 5% on net profit. Since this requirement contradicts with the 'Section 11' of the 'Bank Company Act 1991 (as amended up to 2018)', Banks in Bangladesh took up the issue collectively and sought opinion from 'Association of Bankers Bangladesh Limited (ABB)' on the same. ABB wrote a letter to the 'Ministry of Finance' of Government of People's Republic of Bangladesh on 09.03.2016 to draw attention of the honorable Finance Minister regarding relevance and applicability of Chapter XV of the Bangladesh Labour Act, 2006 (as amended up to 2013) for Bank Companies and to obtain a direction on the issue. The 'Ministry of Finance' revealed their opinion that WPPF should not be relevant for Bank Companies and therefore, it should not be applied there. They also sought for an opinion on this issue from Bangladesh Bank. Subsequently, Bangladesh Bank agreed on all the logics and legal opinion collected by the ABB and expressed their consensus with them on 29.11.2016. In this backdrop, the 'Ministry of Finance' has given their instruction, vide letter no. 53.00.0000.311.22.002.17.130 dated 14.02.2017, for not applying Chapter XV of the Bangladesh Labour Act, 2006 (as amended up to 2013) in Bank Companies. Therefore, no provision in this regard has been made in the financial statements for the year ended on December 31, 2024.

2.21.4 Other employees benefit obligation

The Company operates a health insurance scheme for its permanent employees.

2.22 Taxation

Tax expense comprises current and deferred tax.

2.22.1 Deferred tax

The Company accounts for deferred tax as per International Accounting Standard (IAS) 12 Income Taxes. Deferred tax is provided using the balance sheet method for all temporary timing differences arising between the tax base of assets and liabilities and their carrying value for financial reporting purposes. Tax rate prevailing at the balance sheet date is used to determine deferred tax.

Deferred tax may results in a liability or an asset being recognized within the Statement of Financial Position. IAS 12 defines a deferred tax liability as being the amount of income tax payable in future periods. Deferred tax is recognized on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and are accounted for using the balance sheet liability method.

2.22.2 Current tax

Provision for current tax is made on the basis of the profit for the year as adjusted for taxation purpose in accordance with the provision of Income Tax Act 2023 and amendments made thereto from time to time.

2.23 Impairment of long-lived assets

The Company reviews long-lived assets for impairment whenever events or changes in circumstances indicate that the book value of the assets may not be recovered. Accordingly, the Company estimates the recoverable amount of the assets. Impairment losses, if any, is recognized in the profit and loss account when the estimated recoverable amount of an asset is less than its carrying amount.

2.24 Cash and cash equivalents

Cash and cash equivalents comprise cash in hand, cash at bank, term deposits and investment in call loan that are readily convertible to a known amount of cash (with less than three months maturity) and that are subject to an insignificant risk of change in value.

2.25 Bank loans

Bank loans are recorded at the proceeds received. Interest on bank loans is accounted for on accrual basis and charged to profit and loss account.

2.26 Related party disclosure

As per International Accounting Standards (IAS) 24 Related Party Disclosures, parties are considered to be related if one of the party has the ability to control the other party or exercise significant influence over the other party in making financial and operating decisions. The Company carried out transactions in the ordinary course of business on an arm's length basis at commercial rates with its related parties.

2.27 Statutory reserves

As per Financial Institutions Regulation 1994, every Non Banking Financial Institution (NBFI) is required to transfer at least 20% of it's current year's profit to the fund until such reserve fund equals to it's paid up share capital and share premium (if any). In conformity with the above requirement, the Company transfers 20% of net profit to statutory reserve before declaration of dividend.

2.28 Events after the balance sheet date

All material events occurring after the balance sheet date has been considered and where necessary, adjusted for or disclosed.

2.29 Contingent liabilities and contingent assets

The Company does not recognize contingent liability and contingent asset but discloses the existence of contingent liability in the financial statements.

A contingent liability is a probable obligation that arises from past events whose existence will be confirmed by occurrence or non-occurrence of uncertain future events not within the control of the Company or a present obligation that is not recognized because outflow of resources is not likely or obligation cannot be measured reliably.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity.

2.30 Liquidity statement

The liquidity statement has been prepared in accordance with remaining maturity grouping of Assets and Liabilities as of the close of the year as per following bases:

- a) Balances with other bank and financial institutions are on the basis of their maturity term.
- b) Investments are on the basis of their expected liquidation and residual maturity term.
- c) Loans, advances and leases are on the basis of their repayment/maturity schedule
- d) Fixed assets are on the basis of their useful lives.
- e) Other assets are on the basis of their adjustment terms.
- f) Borrowings from other banks and financial institutions as per their maturity/repayment terms.
- g) Deposits and other accounts are on the basis of their maturity term and behavioral past trends.
- h) Other long term liabilities are on the basis of their maturity terms.
- i) Other liabilities are on the basis of their settlement terms.

2.31 Status of compliance of International Financial Reporting Standards

In addition to compliance with local regulatory requirements, in preparing the Financial Statements, AFPLC applied following IAS and IFRS:

Name of the IAS	IAS No.	Status
Presentation of Financial Statements	1	Applied *
Inventories	2	N/A
Statements of Cash Flow	7	Applied
Accounting Policies, Changes in Accounting Estimates and Errors	8	Applied
Events after the Reporting Period	10	Applied
Construction Contracts	11	N/A
Income Taxes	12	Applied
Property, Plant and Equipment	16	Applied
Employee Benefits	19	Applied
Accounting for Government Grants and Disclosure of Government Assistance	20	N/A
The Effects of Changes in Foreign Exchange Rates	21	Applied
Borrowing Costs	23	Applied
Related Party Disclosures	24	Applied
Accounting and Reporting by Retirement Benefit Plans	26	N/A
Separate Financial Statements	27	N/A
Investment in Associates and Joint Ventures	28	N/A
Financial Reporting in Hyperinflationary Economics	29	N/A
Interests in Joint Ventures	31	N/A
Financial Instruments: Presentation	32	Applied *
Earnings per share	33	Applied
Interim Financial Reporting	34	Applied
Impairment of Assets	36	Applied
Provisions, Contingent Liabilities and Contingent Assets	37	Applied
Intangible Assets	38	Applied
Financial Instruments: Recognition and Measurement	39	Applied *
Investment Property	40	N/A
Agriculture	41	N/A
Share Based payment	2	N/A
Business combination	3	N/A
Insurance Contracts	4	N/A

Non-current assets held for sale and discontinued operation	5	N/A
Exploration for and Evaluation of Mineral Resources	6	N/A
Financial Instruments: Disclosures	7	Applied*
Operating Segments	8	Applied
Financial Instruments	9	Applied*
Consolidated Financial Statements	10	N/A
Joint Arrangement	11	N/A
Disclosure of Interest in Other Entities	12	N/A
Fair Value Measurement	13	Applied*
Revenue from Contract with Customers	15	Applied
Leases	16	Applied

N/A= Not Applicable

* As the regulatory requirements differ with the standards, relevant disclosures have been made in accordance with Bangladesh Bank's requirements.

** Superseded by IFRS 16 as of 1 January 2019

2.32 BASEL II & its implementation

To cope with the international best practices and to make the capital more risks sensitive as well as more shock resilient, guidelines on 'Basel Accord for Financial Institutions (BAFI)' have been introduced from January 01, 2011 on test basis by the Bangladesh Bank. At the end of test run period, Basel Accord regime has started and the guidelines namely "Prudential Guidelines on Capital Adequacy and Market Discipline for Financial Institutions (CAMD)" have come fully into force from January 01, 2012 with its subsequent supplements/revisions. Instructions regarding Minimum Capital Requirement (MCR), Adequate Capital, and Disclosure requirement as stated in these guidelines have to be followed by all FIs for the purpose of statutory compliance. As per CAMD guidelines, Financial Institutions should maintain a Capital Adequacy Ratio (CAR) of minimum 10%. In line with CAMD guideline's requirement, the company is in the process of introducing necessary initiatives to ensure implementation of BASEL II accord.

2.33 Financial risk management

AFPLC always concentrates on delivering high value to its stakeholders through appropriate trade-off between risk and return. A well structured and proactive risk management system is in place within the Company to address risks relating to credit, market, liquidity, operations and anti money laundering. In addition to the industry best practices for assessing, identifying and measuring risks, AFPLC also considers guidelines for managing core risks of financial instructions issued by the Country's Central Bank, Bangladesh Bank, vide FID Circular No. 10 dated September 18, 2005 for management of risks and, more recently, DFIM Circular No. 03 dated January 24, 2016.

Credit Risk

To encounter and mitigate credit risk the company employed multilayer approval process, policy for maximum exposure limit of sector or groups, policy for customers' assets maximum exposure limit, mandatory search for credit report from Credit Information Bureau, looking into payment performance of customer before financing, frequent review of clients, taking collateral, seeking external legal opinion, maintaining neutrality in politics and following arm's length approach in related party transactions, regular review of market situation and industry exposure etc.

Market Risk

The Asset Liability Committee (ALCO) of the Company regularly meets to assess the changes in interest rate, market conditions, carry out asset liability maturity gap analysis, re-pricing of products and thereby takes effective measures to monitor and control interest rate risk.

Liquidity Risk

Liquidity requirements are managed on a day-to-day basis by the Treasury Division which is responsible for ensuring that sufficient funds are available to meet short term obligations, even in a crisis scenario, and for maintaining a diversity of funding sources. Treasury Division maintains liquidity based on historical requirements, anticipated funding requirements from operation, current liquidity position, collections from financing, available sources of funds and risks and returns.

Operational Risk

Appropriate internal control measures are in place, at AFPLC, to address operational risks. AFPLC has also established internal control & compliance department (ICC) to address operational risk and to frame and implement policies to encounter such risks.

Compliance Risk

Compliance risk is defined as the current or prospective risk of legal sanction and/or material financial loss that an organization may suffer as a result of its failure to comply with laws, its own regulations, code of conduct, and standards of the best practice as well as from the possibility of incorrect interpretation of laws or regulations. In general, compliance risk management is embedded in the day to day to business processes and practices of the company.

Money Laundering and Terrorist Financing Risk

In The Company, money laundering and terrorist financing risk takes two broad dimensions:

- a) Business risk i.e. the risk that The Company may be used for money laundering or terrorism financing and
- b) Regulatory risk i.e. the risk that The Company fails to meet regulatory obligations under the Money Laundering Prevention Act 2012 and Anti-Terrorism Act 2009 (amended in 2013).

To mitigate the risks, The Company, while adhering to various guidelines and circulars issued by the Bangladesh Financial Intelligence Unit (BFIU), put in place a strict compliance program consisting of the following components:

- a) Development and implementation of internal policies, procedures and controls to identify and report instances of money laundering and terrorism financing;
- b) Creation of structure and sub-structure within the organization, headed by a Central Compliance Unit (CCU), for AML and CFT compliance;
- c) Appointment of an AML/CFT Compliance Officer, known as the Chief Anti Money Laundering Officer (CAMLCO), to lead the CCU;
- d) Independent audit function including internal and external audit function to test the programs;
- e) Ongoing employee training programs.

Additional risks required to be addressed under regulatory requirements

DFIM Circular No.03 of 2016, introduced the Integrated Risk Management Guidelines for Financial Institutions ("the guidelines"). These guidelines supplement, and do not replace, existing risk management guidelines.

Strategic Risk Management

Strategic risk has been demarcated as the risk of possible losses that might arise from unfavorable business decisions, improper execution, and delay in responding to fluctuations in the business environment. The guidelines set out the respective roles of the Board of Directors, Senior Management, and business units in managing strategic risks, identify the steps to be followed in the strategic risk management processes, and suggest mitigating actions for risk control.

AFPLC has been managing strategic risks from its inception. This is evident from the constantly evolving business model of the company over the years. The company has a transparent strategic vision on the way forward with a mission statement that states what it will do to achieve its vision. Strategic issues are discussed at a variety of forums including meetings of the Management Committee and of the AFPLC Board. AFPLC is driven by the vision of its leaders with an annual preparation of the budgets and strategic plans which will be reviewed on a quarterly basis.

Compliance Risk

Compliance risk is an organization's potential exposure to legal penalties, financial forfeiture, and material loss, resulting from its failure to act in accordance with industry laws and regulations, internal policies, or prescribed best practices. Compliance risk is also known as integrity risk. AFPLC strives to achieve all the regulatory compliance requirements set forth by all regulators including Bangladesh Bank, the Office of the Registrar of Joint Stock Companies & Firms, and the National Board of Revenue with a follow-up mechanism regularly with the respective regulators.

Historically, AFPLC has always fostered a compliance-oriented culture. In general, compliance risk management is embedded in the day to day to business processes and practices of the company. ICC department looks after the compliance-related work including, internal audit & internal control framework. ICC department works administratively with the other functional departments while reporting to Board Audit Committee on a quarterly basis.

Reputation Risk

Reputational risk is the damage that can occur to a business when it fails to meet the expectations of its stakeholders and is thus negatively perceived. The guidelines set out the respective roles of the Board and senior management in managing reputation risk and require financial institutions to implement a sound and comprehensive risk management process to identify, monitor, control, and report all reputational risks. AFPLC has already with its conduct in the manner to put in place a process to monitor and avoid any other matters that might give rise to potential reputational risk issues. To date, no material reputational risk issue involving the company has been identified.

Environmental & Social Risk

AFPLC, being a responsible and inclusive financial service provider understands our true corporate responsibility towards fulfilling national priorities for the nation's sustainable development and safeguarding the natural environment in which we operate.

AFPLC is currently adopting all the regulatory compliances of the Bangladesh Bank SFD guidelines and circulars regarding the implementation of the sustainable finance policy including Guidelines on Environmental & Social Risk Management (ESRM) for Banks and Financial Institutions in Bangladesh.

AFPLC has adopted the Environmental & Social Risk Management System (ESMS) as one of its integral parts of Credit Risk Assessment to compute environmental & social risks from its financial footprints. AFPLC is one of the front runners to practice ESMS within its framework, a global standard to minimize environmental & social risks from organizational activities.

From the year 2022, with the support and guidance of Bangladesh Bank, AFPLC is strictly following the Environmental and Social Risk Due Diligence (ESDD) process. The current ESDD process covers three sections – i) General Risks, ii) Environmental & Health Risks, and iii) Social Risks. Moreover, it contains specific notes on ten (10) different vulnerable sectors of Bangladesh. In addition to all these, with the help of an exclusion list.

The core objective of AFPLC's ESRM System is to realize to integrate Environment & Social (E&S) risks and incorporate appropriate risk mitigation measures in overall credit management to be able for expanding the credit/investment portfolio rather than avoid investing in high E&S risks.

The ESRM Guideline that we adopted from Bangladesh bank provides a robust, auto-generated, quantitative risk rating system to reduce the subjectivity of a qualitative risk assessment.

All national regulations pertaining to E&S governance are taken into cognizance while carrying out E&S due diligence of a particular transaction. International frameworks such as ISO 14001 for environmental management, OHSAS 18001 for occupational health and safety, and SA8000 for socially acceptable practices in the workplace, adherence to IFC Performance Standards is considered in case of large project financing as a good practice and optional requirement.

The organizational roles and responsibilities (Board and Management) defined in the ESRM Guidelines are built upon the principles of integration of E&S risks into AFPLC's overall credit policy. It clearly delineates

the responsibility of different functions of AFPLC in terms of E&S risk assessment and the decision-making process based upon E&S risk rating.

A dedicated Sustainable Finance Unit (SFU) and a Sustainable Finance Committee comprising all departments with defined terms of reference are working collaboratively to ensure Environmental & Social Risk Management (ESRM) effectively across AFPLC, and for capacity building of business units as well as credit risk management officials to seize the opportunities of evolving economy and society towards sustainability. AFPLC envisions creating value for both society and stakeholders and remaining trustworthy as always amongst investors, customers, employees, and society. AFPLC arranges regular pieces of training for employees for environmental awareness. It ensures sustainable in-house management of resources like power, utility, and papers.

2.34 Credit rating

Credit Rating Information and Services Limited rated the Company on 13 August 2026 with “AA-” (Pronounced as Double A Minus) in the long term and ST-2 for the short term based on audited financial statements for the year ended 31 December 2025 and other available information up to the date of rating declaration. The outlook on the rating is Stable. This rating will be valid till 12 August 2027.

2.35 Going concern

The Company has adequate resources to continue in operation for the foreseeable future. For this reason the directors continue to adopt going concern basis in preparing the financial statements. The current credit facilities and adequate resources of the Company provide sufficient funds to meet the present requirements of its existing businesses and operations.

2.36 General

- i) Figures appearing in these financial statements have been rounded off to the nearest Taka.
- ii) Figures of 2025 have been rearranged where necessary for better presentation of current years' financial statements.

	30-Jun-26	31-Dec-25
	Amounts (BDT)	Amounts(BDT)
3 Cash		
Cash in hand (including foreign currencies) (Note 3.01)	63,700	7,317
Balance with Bangladesh Bank and its agent (including foreign currencies) (Note 3.02)	57,994,313	53,951,618
	58,058,013	53,958,935
3.01 Cash in hand (including foreign currencies):		
In local currency	63,700	7,317
In foreign currency	-	-
	63,700	7,317
3.02 Balance with Bangladesh Bank and its agent (including foreign currencies)		
In local currency	57,994,313	53,951,618
In foreign currency	-	-
	57,994,313	53,951,618
3.03 Cash Reserve Requirement (CRR) and Statutory Liquidity Reserve (SLR)		
Cash Reserve Requirement (CRR) and Statutory Liquidity Reserve (SLR) have been calculated and maintained in accordance with Finance Company Act, 2023 & Financial Institutions Regulations, 1994 and FID Circular No. 06 dated November 06, 2003, FID Circular No. 02 dated November 10, 2004 and FID Circular No. 01 dated January 12, 2017 and DFIM Circular Number 03 dated 21 June 2020.		
Cash Reserve Requirement (CRR) has been calculated at the rate of 1.5% on Total Term Deposits which is preserved in current account maintained with Bangladesh Bank. Total Term Deposit means Term or Fixed Deposit, Security Deposit against Lease/Loan and other Term Deposit, received from individuals and institutions (except Bank & financial Institutions).		
Statutory Liquidity Reserve (SLR) has been calculated at the rate of 5.0% on total liabilities, including CRR of 1.5% on total Term Deposit. SLR maintained in liquid assets in the form of cash in hand (notes & coin in Taka), balance with Bangladesh Bank and other banks and Financial Institutions, unencumbered treasury bill and treasury bond and any other assets approved by Government Circular issued by Gazette or Bangladesh Bank.		
a) Cash Reserve Requirement (CRR)		
Required reserve	49,459,861	47,549,287
Actual reserve maintained	58,058,013	53,958,935
Surplus / (deficit)	8,598,152	6,409,648
b) Statutory Liquidity Reserve (SLR)		
Required reserve (including CRR)	181,654,055	175,638,767
Actual reserve maintained (including CRR)	727,967,095	607,525,295
Surplus / (deficit)	546,313,040	431,886,528
4 Balance with other banks and financial institutions Inside of Bangladesh		
4.01 Local Currency		
Non interest bearing current account (Note - 4.02)	143,385	70,000
Interest bearing short term deposit account (Note - 4.03)	681,092,640	397,785,546
Fixed deposit account (Note - 4.04)	218,400,467	212,868,076
	899,636,492	610,723,623
4.02 Non interest bearing account		
Commercial Bank of Ceylon PLC, Current A/C No. 1818000829, (Gulshan Br.)	-	-

	Dhaka Bank PLC, Current A/C No. 2151000010692, (Gulshan Br.)	4,626	4,971
	Mutual Trust Bank PLC, Current A/C No. 0220210011579 (Gulshan Br.)	43,760	44,105
	Woori Bank, Current A/C No. 923934781 (Dhaka Br.)	1,390	1,735
	NCC Bank PLC, Current A/C No. 0124-0210000337 (Mohammadpur Br.)	82,187	7,767
	One Bank PLC, Current A/C No. 1011020001480 (Gulshan North Br.)	11,422	11,422
		143,385	70,000
4.03	Interest bearing short term deposit account		
	Midland Bank Limited, SND A/C No. 0011-1090000463 (Gulshan Branch)	2,420,830	2,667,199
	Midland Bank Limited, SND A/C No. 0011-1060000260 (Gulshan Branch)	475,798	310,701
	Midland Bank Limited, SND A/C No.0011-1070000107 (Gulshan Branch)	87,096,698	25,363,768
	Mutual Trust Bank PLC, SND A/C No. 0022-0320001649 (Gulshan Branch)	136,998	403,314
	NRB Bank Limited, SND A/C No. 1012050145944 (Principal Branch)	50,021,253	42,876,515
	Bank Asia PLC, SND A/C No. 61536000010 (Gulshan Branch)	1,506,956	44,815
	Standard Chartered Bank , SND A/C No. 02 5968650 01 (Gulshan Branch)	3,089	10,563
	United Commercial Bank PLC, SND A/C No. 0951308000000364 (Corporate Branch)	529,464,425	325,903,347
	Dutch Bangla Bank PLC, SND A/C No. 2461200051586 (Guslan Circle - 1 Branch)	9,966,594	205,325
		681,092,640	397,785,546
4.04	Fixed deposit account		
	*NCC Bank PLC	68,400,467	62,868,076
	United Finance PLC	50,000,000	50,000,000
	Dhaka Bank PLC	100,000,000	100,000,000
		218,400,467	212,868,076
	*Liened with NCC Bank PLC against credit line.		
4.05	Maturity grouping of balance with other banks and financial institutions		
	Up to 1 month	100,000,000	100,000,000
	Over 1 month but not more than 3 months	50,000,000	50,000,000
	Over 3 months but not more than 6 months	68,400,467	62,868,076
	Over 6 months but not more than 1 year	-	-
	Over 1 year but not more than 5 years	-	-
	Over 5 years	-	-
		218,400,467	212,868,076
5	Money at Call and short notice		
	United Finance PLC	50,000,000	50,000,000
		50,000,000	50,000,000
6	Investments	380,444,108	402,944,108

6.01	Government	-	-
6.02	Other		
	Investment in Un-Quoted Share (Note 6.02.01)	352,500,000	375,000,000
	Investment in Quoted Share (Note 6.02.02)	27,944,108	27,944,108
		380,444,108	402,944,108
06.02.01	Investment in Shares		
	Un-Quoted Shares		
	Confidence Power Limited	-	-
	Kushiara Power Company Limited	20,000,000	20,000,000
	Karnaphuli Power Limited	-	5,000,000
	Shafiul Alam Steel Re-Rolling Mills Ltd.	127,500,000	145,000,000
	Epyllion Knitwears Limited	200,000,000	200,000,000
		347,500,000	370,000,000
	Open End Mutual Fund		
	Green Delta Dragon Enhanced Blue Chip Growth Fund	5,000,000	5,000,000
		5,000,000	5,000,000
06.02.02	Investment in quoted shares		
	Cost price	27,944,108	27,944,108
		27,944,108	27,944,108
7.00	Loans and advances		
	Loans and advances (Note 7.01)	5,033,621,709	5,057,700,165
		5,033,621,709	5,057,700,165
7.01	Loans, cash credit, overdraft etc.		
	Term loan - Corporate	3,125,083,331	3,367,913,385
	Auto loan	18,467,881	21,949,318
	SME loan	1,593,923,277	1,372,385,738
	Lease receivable - SME	525,340	5,897,625
	Home loan	231,332,841	225,481,299
	Loan against deposit	12,372,185	4,197,031
	Staff Car Loan	11,807,334	13,557,333
	Staff Personal Loan	2,077,775	2,281,399
	Interest Receivable	38,031,746	44,037,036
		5,033,621,709	5,057,700,165
7.02	Lease receivable		
	Balance at January 1	5,897,625	16,270,150
	Add: Addition during the year	-	-
	Less: Realisation during the year	5,372,285	10,372,525
	Balance at December 31	525,340	5,897,625
	Lease receivable		
	Gross lease receivable	529,970	6,199,002
	Less: Unearned lease income	4,630	301,377
	Lease receivable	525,340	5,897,625
	Aging analysis of lease receivable		
	Up to one year	525,340	1,742,016
	Above one year to three years	-	-
	Above three years to five years	-	-
	More than five years	-	-
		525,340	1,742,016
7.03	Net loans, advances and leases		
	Gross performing loans, advances and leases (Note-7)	4,987,443,401	5,013,100,755
	Less:		-

	Non-performing loans, advances and leases (Note-7.15(x)(a))	46,178,308	44,599,410
	Interest suspense (Note-12.3)	10,847,100	8,916,514
	Provision for loans and advances/investments (Note-12.6 (i))	45,713,609	48,468,695
		102,739,017	101,984,619
		4,884,704,384	4,911,116,136
7.04	Interest Receivable		
	Auto Loan	87,347	111,078
	Lease Finance - SME	514	24,856
	Loan Against Deposit	588,545	88,568
	Long Term Loan - Corporate	27,278,243	32,000,210
	Long Term Loan-SME	378,474	521,204
	Real Estate Finance	763,715	795,918
	Short Term Loan - Corporate	4,059,040	3,424,589
	Short Term Loan - SME	4,872,509	7,066,294
	Staff Personal Loan	3,359	4,319
		38,031,746	44,037,036
7.05	Maturity Wise Grouping		
	On Demand	-	-
	Not more than 3 months	2,146,745,058	1,698,401,552
	More than 03 Month to 01 Years	1,132,479,659	1,410,475,585
	More than 01 Year to 05 Years	394,809,935	491,955,295
	More than 05 Years	1,359,587,057	1,456,867,732
		5,033,621,709	5,057,700,164
7.06	Classification wise leases, loans and advances/ investments		
	Unclassified		
	Standard	4,983,987,531	5,012,401,708
	Special Mention Accounts (SMA)	3,455,870	699,046
		4,987,443,401	5,013,100,755
	Classified		
	Sub-standard	120,092	461,391
	Doubtful	9,949,004	9,319,268
	Bad/loss	36,109,212	34,818,750
		46,178,308	44,599,410
		5,033,621,709	5,057,700,165

7.07

Status	Base for Provision	Rate (%)	Jun-26	Dec-25
Loans and leases SME-STD (Excluding SMA)	1,599,589,521	0.25%	3,998,974	3,329,457
Loans and leases (Excluding SMA)	2,539,310,872	1.00%	25,393,086	28,501,511
Loans and leases (IPFF2)	845,087,137	0.00%	-	-
Loan/lease to the Subsidiaries/Sister Concerns, Brokerage House, Merchant Banks, Stock dealers	-	2.00%	-	-
Special mention account (CMSME)	-	0.25%	-	1,736
Special mention account (Other than CMSME)	3,327,130	5.00%	166,357	-
			-	-
Special Reserve			-	-
Extra provision for providing COVID related circular advantage	2,855,466	2.00%	57,109	57,109
Specific provision			-	-
Sub-standard	120,092	20.00%	24,018	85,120
Doubtful	4,667,082	50.00%	2,333,541	2,231,213
Bad/ Loss	13,740,524	100.00%	13,740,524	13,800,848

Required provision for loans, advances and leases			45,713,609	48,006,994
Other provision				-
Off-Balance Sheet Exposure	-	1.00%	-	-
Other Asset	-	100.00%	-	-

7.08 Loans, advances and leases on the basis of significant concentration

i) Garments and Knitwear	768,643,538	691,452,499
ii) Textile	264,599,299	241,527,864
iii) Jute and Jute -products	50,251,389	100,493,056
iv) Food Production and Processing industry	411,266,001	457,448,783
v) Plastic Industry	-	-
vi) Leather and Leather Goods	-	-
vii) Iron, Steel and Engineering	261,360,555	58,316,984
viii) Pharmaceuticals and Chemicals	255,883,505	400,518,608
ix) Cement and Allied Industry	236,351,097	261,839,596
x) Telecommunication and IT	386,778,678	393,707,491
xi) Paper, printing and Packaging	47,406,512	45,941,607
xii) Glass, Glassware and Ceramic Industry	932,328	6,112,819
xiii) Ship Manufacturing Industry	-	-
xiv) Electronics and Electrical Products	5,055,963	93,223,004
xv) Power, Gas, water and Sanitary Service	19,170,855	33,899,818
xvi) Transport and Aviation	50,614,726	41,824,422
xvii) Other industries	460,895,749	462,030,651
xviii) Trade and Commerce	40,880,689	174,253,442
xix) Individual/Retail Housing	232,096,556	226,277,217
xx) NGO/Service industries/Micro Finance Institution	1,479,835,418	1,328,694,528
xxi) Agriculture	16,203,924	-
xxii) Auto Loan	18,545,728	20,009,125
xxiii) Employee/Staff Loan	13,888,468	15,843,051
xxiv) Loan Against Deposit	12,960,730	4,285,599
xxv) Wood, Furniture & Fixture	-	-
	5,033,621,709	5,057,700,165

7.09 Particulars of lease, loans and advances

i) Leases and loans considered good in respect of which the Company is fully secured.	232,096,556	223,365,377
ii) Leases and loans considered good in respect of which the Company is partially secured.	3,616,567,768	3,296,347,553
iii) Loans considered good against which the Company holds no security other than the debtors' personal guarantee.	-	-
iv) Loans considered good secured by the personal undertaking of one or more parties in addition to the personal guarantee of the debtors.	1,184,957,385	1,537,987,234
v) Classified loans against which no provision has been made	-	-

vi)	Loans due from Directors either separately or jointly with any other persons.		
vii)	Loans due from Officers either separately or jointly with any other persons.	-	
viii)	Loans due from Companies or firms in which the Directors have interest as Directors, Partners or managing agents Companies, as members.	-	
ix)	Maximum total amount of advances, including temporary advances made at any time during the year to Directors or Managers or Officers either separately or jointly with any other person.	-	
x)	Maximum total amount of advances, including temporary advances granted during the year to the Companies or firms in which the Directors have interest as Directors, Partners or Managing agents or in the case of private Companies, as members.	-	
xi)	Due from banking companies and other financial institutions.	-	
xii)	Classified lease, loans and advances		
a)	Classified lease, loans and advances on which interest has not been charged.	-	
b)	Increase/(decrease) of specific provision.	-	
c)	Amount of loan written off .	-	
d)	Amount realized against loan previously written off.	-	
e)	Provision kept against loans classified as bad/loss on the date of preparing the balance sheet.	-	
f)	Interest credited to Interest Suspense account.	-	
		5,033,621,709	5,057,700,165

7.10 Investments allowed to each customer exceeding 15% of FI's total capital

Total Loans, Advances and Leases	3,188,000,000	1,986,668,261
No. of Customers	12	6
Classified amount thereon	-	-
Measures taken for recovery	N/A	N/A

7.11 Geographical Location-wise break-up

Inside Bangladesh:		
Dhaka Division	5,033,621,709	5,057,700,165
	5,033,621,709	5,057,700,165
Outside Bangladesh:	-	-
	5,033,621,709	5,057,700,165

8.00 Fixed assets including land, building, furniture and fixtures

Freehold assets (Note-8.01)	7,253,578	8,262,658
Intangible assets (Note-8.02)	3,877,203	4,607,551
Lease assets (Note-8.03)	24,252,322	28,081,803
	35,383,103	40,953,684

Details are given in Annexure - A

8.01 Freehold assets

A. Cost

Opening Balance	37,471,573	36,391,123
Additions	811,590	1,080,450
	38,283,163	37,471,573
B. Accumulated depreciation		
Opening Balance	29,208,915	25,627,080
Charged During the year	1,820,669	3,581,835
	31,029,584	29,208,915
C. Written down value (A-B)	7,253,578	8,262,658
8.02 Intangible assets		
Software		
A. Cost		
Opening Balance	13,737,985	13,485,635
Additions	450,000	252,350
	14,187,985	13,737,985
B. Accumulated ammortization		
Opening Balance	9,130,434	6,528,827
Charged During the year	1,180,348	2,601,607
	10,310,782	9,130,434
C. Written down value (A-B)	3,877,203	4,607,551
8.03 Lease assets		
A. Cost		
Opening Balance	100,581,650	74,608,850
Additions	3,974,591	25,972,800
Adjustment / Closure	(3,521,028)	-
	101,035,213	100,581,650
B. Accumulated depreciation		
Opening Balance	72,499,847	56,915,183
Charged During the year	7,804,072	15,584,664
Adjustment / Closure	(3,521,028)	-
	76,782,891	72,499,847
C. Written down value (A-B)	24,252,322	28,081,803
9.00 Other assets :		
Tax deducted at sources	27,831,637	17,705,817
Advance Payment of Tax	17,983,837	11,570,450
Security Deposit Office Rent Pr Br.	1,377,000	1,377,000
Security Deposit Office Rent Uttara Booth	330,000	330,000
Interest receivable on deposits etc.	2,649,668	6,228,773
Interest receivable on Treasury Line / Call Loan	109,861	48,542
Interest paid in advance (Int first deposit scheme)	-	960,939
Dividend Receivable on Preference Share	27,194,794	31,528,219
Dividend receivable on quoted share	-	-
Advance with stock broker	183,591	99,303
Advance for Office Rent - Principal Br	-	459,000
Deferred tax	4,740,408	4,760,002
Interest Subsidy Receivable from BB	57,369	57,369
Membership Fee Paid	317,318	79,863
Advance Salary	-	75,000
Employees Health Insurance Paid	1,038,898	
Advance	260,426	932,809

84,074,80476,213,084**9.01 Deferred Tax**

Particular	Carrying Amount of Accounting Base	Carrying Amount of Tax Base	Taxable/(deductible) Temporary Difference
For the period ended on 30 June 2026			
Property, Plant & Equipment	11,130,781	22,102,043	(10,971,262)
Lease Assets	(879,757)	-	(879,757)
			<u>(11,851,019)</u>
Applicable tax rate			40.0%
Deferred Tax (Asset)/ Liability			<u>(4,740,407)</u>
For the year ended on 2025			
Property, Plant & Equipment	12,845,899	22,397,040	(9,551,141)
Lease Assets	(2,348,862)	-	(2,348,862)
			<u>(11,900,003)</u>
Applicable tax rate			40.0%
Deferred Tax (Asset)/ Liability			<u>(4,760,001)</u>
			-
Deferred Tax (income)/expenses			<u>19,594</u>

10.00 Borrowings from other banks, financial institutions and agents

In Bangladesh	1,125,608,477	1,179,138,058
Outside Bangladesh	-	-
	<u>1,125,608,477</u>	<u>1,179,138,058</u>

10.01 In Bangladesh**10.01.01 Borrowings from Bangladesh Bank**

BB Refinance Scheme - Brick Kiln Project	9,166,660	15,277,772
BB Refinance Scheme - CMSMEs (Pre-finance)	8,680,000	11,160,000
BB Refinance Scheme - CMSMEs (Pre-finance)	9,920,000	12,400,000
BB Refinance Scheme - CMSMEs (Sova Printing)	-	666,667
BB Refinance Scheme - IPFF - II (Fiber @ Home)	371,889,495	382,213,556
BB Refinance Scheme - IPFF - II (Hoshendi)	426,726,748	414,690,665
Bb Refinance Scheme - Cmsmes (Pre-Finance) 27.12.2023	12,400,000	14,880,000
BB Refinance Scheme - Women Enterprise (Rafsan Embroidery)	1,750,000	2,000,000
BB Refinance Scheme - CMSMEs (Pre-Finance) 26.11.2025	25,900,000	25,900,000
BB Refinance Scheme - Vintage Denim Limited	18,624,375	22,010,625
BB Refinance Scheme - CMSMEs (Pre-Finance) 14.12.2025	100,000,000	100,000,000
BB Refinance Scheme - Women Entrepreneurs 14.12.2025	2,500,000	3,000,000
	<u>987,557,278</u>	<u>1,004,199,285</u>

10.01.02 Borrowings from other Banks & financial institutions

OD with Commercial Bank of Ceylon	(7,818)	(2,695,831)
Credit Line with Commercial Bank of Ceylon	65,333,298	80,333,302
Credit Line with NCC Bank	72,725,718	97,301,302
	<u>138,051,199</u>	<u>174,938,773</u>

10.01.03 Borrowings from other Banks & financial institutions (Secured / Unsecured)

Secured	72,725,718	97,301,302
Unsecured	65,325,481	77,637,471
	<u>138,051,199</u>	<u>174,938,773</u>

10.02 Maturity grouping of borrowings from other banks, financial institutions & agents

	Payable on demand	-	-
	Up to 1 month	20,824,073	5,333,335
	Over 1 months but within 3 months	13,314,035	26,999,447
	Over 3 months but within 1 year	91,225,662	113,598,760
	Over 1 year but within 5 years	332,885,632	425,660,868
	Over 5 years	667,359,074	607,545,649
		1,125,608,477	1,179,138,058
11	Deposits and other accounts		
	Scheme Deposits	13,471,212	11,409,780
	Term deposits	3,687,316,246	3,439,711,086
	Other deposits	358,828	50,057
		3,701,146,286	3,451,170,923
11.01	Group-wise break-up of deposits and other accounts		
	Deposit from banks and financial institutions	200,000,000	200,000,000
	Other institutions	2,481,530,179	2,292,631,319
	Individuals	1,019,616,107	958,539,604
		3,701,146,286	3,451,170,923
11.02	Maturity Analysis		
	Repayable on Demand	-	-
	Repayable within 01 Month	766,006,741	587,343,453
	Repayable over 01 (one) Month but within 03 (three) Months	1,842,031,186	1,477,187,194
	Repayable over 03 (three) Months but within 01 (one) Year	1,051,578,222	1,371,538,929
	Repayable over 01 (one) Year but within 05 (five) Years	41,072,324	14,701,875
	Repayable over 05 (five) Years	457,812	399,472
		3,701,146,286	3,451,170,923
12	Other Liabilities		
	Payable to People's Leasing & Finance Plc, Sri Lanka	17,613,990	17,613,990
	VAT Payable	487,202	257,831
	TDS Payable	73,299	354,149
	TDS Payable on deposits	1,044	3,756,759
	Excise Duty Payable	322,350	2,573,950
	Salary Tax Payable	-	688,989
	Tax payable (12.03)	62,859,686	41,675,528
	Gratuity payable	(1,366,676)	-
	General Provision for loans, advances and leases	46,276,493	32,294,406
	Specific Provision	16,098,082	16,117,180
	2% Special provision	57,109	57,109
	Provision for diminution in value of investments	11,918,764	13,804,204
	Interest Payable on Term Deposit	129,161,959	103,501,809
	Interest Payable on BB Refinance	9,726,685	9,257,735
	Interest Payable on borrowing from Bank	2,017,772	2,685,849
	Interest Suspension (12.04)	10,847,100	8,916,514
	Other accruals & payables (12.01)	2,725,862	2,944,155
	Lease liabilities	25,132,079	31,294,564
	Performance bonus payable	3,925,381	3,925,381
	Festival bonus payable	(4,158,738)	-
	Payable for Office 365	(233,161)	-
	Credit Rating Fees Payable	75,252	-
	Professional fee Payable	155,496	-
	Rent Payable to Concord (Principal Br)	632,384	-
	Provision for Business Promotion	(1,737,942)	-
	Provision for printing	(226,839)	-
	Provision For AMC for CBS	(664,998)	-
	Provision For AMC for Website	(88,200)	-
	Provision For AMC for E-KYC	56,700	-
	Cash Dividend Payable for 2025	86,625,000	25,034,625

		<u><u>418,313,136</u></u>	<u><u>316,754,727</u></u>
12.01	Other accruals & Payables		
	Audit fee payable	503,140	373,760
	Directors Fees payable	467,900	1,092,900
	Salary & Allowance Payable	(722,396)	20,225
	PF Payable	52,894	-
	Provision for Employee Get Together	8,852	500,000
	Sundry Customer	1,016,752	324,174
	Provision For Security Service	216,191	196,535
	Provision For SLBCCI Membership Fee	81,244	75,496
	Provision For Cleaning Service	50,025	50,025
	Provision For Rent A Car	37,052	37,052
	Suspense Account	669,912	256,799
	Provision For AC Maintenance	52,498	
	Provision For BAFC Membership Fee	42,592	
	Others payable	249,206	17,188
		<u><u>2,725,862</u></u>	<u><u>2,944,155</u></u>
12.02	Lease liabilities (IFRS 16)		
	Current	7,838,011	12,697,588
	Long Term	17,294,068	18,596,976
	Total	<u><u>25,132,079</u></u>	<u><u>31,294,564</u></u>
12.03	Provision for Income Tax		
	Balance at January 1, 2026	41,675,528	40,912,200
	Add : Provision made during the year	21,195,405	36,009,648
	Add : Provision made for previous year	-	-
	Less : Adjustment during the year	(11,247)	(35,246,320)
	Balance at Jun 30, 2026	<u><u>62,859,686</u></u>	<u><u>41,675,528</u></u>
	Tax has been calculated @ 40% on business income, @ 15% on Capital gain on sale of shares & @ 20% on Dividend Income.		
12.04	Interest Suspense		
	Balance at January 1, 2025	8,916,514	5,076,729
	Add : Provision made during the year	1,930,586	3,839,785
	Balance at Jun 30, 2026	<u><u>10,847,100</u></u>	<u><u>8,916,514</u></u>
12.05	Provision for loans, advances & leases		
	General provision on loans, advances & leases		
	Balance as on January 01	32,294,406	33,097,036
	Provision made for the year	13,982,087	(802,630)
		<u><u>46,276,493</u></u>	<u><u>32,294,406</u></u>
	Specific provision		-
			-
	Balance as on January 01	16,117,180	9,925,399
	Provision made for the year	(19,098)	6,191,781
		<u><u>16,098,082</u></u>	<u><u>16,117,180</u></u>
	Special provision 2%		
	Balance as on January 01	57,109	3,185,568
	Provision made for the year	0	(3,128,459)
		<u><u>57,109</u></u>	<u><u>57,109</u></u>
			-
13.00	Share Capital		
	Authorised Capital		
	200,000,000 Ordinary shares of Tk 10/= each	<u><u>2,000,000,000</u></u>	<u><u>2,000,000,000</u></u>
	Issued, subscribed and paid up Capital		
	115,500,000 Ordinary shares of Tk 10/= each	<u><u>1,155,000,000</u></u>	<u><u>1,155,000,000</u></u>

Details of shares holding as at 30.06.2026 are as under;

Shareholder	Face Value (BDT)	Total Number of Equity Shares	Percentage of Shareholding	Consideration paid (BDT) for all shares (excl. premium)
Summit Holdings Limited	10	11,550,000	10%	115,500,000
Concept Knitting Ltd.	10	4,620,000	4%	46,200,000
Green Delta Insurance Company Ltd.	10	11,550,000	10%	115,500,000
Mr. Lutfe Mawla Ayub	10	2,310,000	2%	23,100,000
Mr. Syed Ali Jowher Rizvi	10	2,887,500	2.50%	28,875,000
Mr. Syed Nasser Haider Rizvi	10	2,887,500	2.50%	28,875,000
Mr. Syed Yasser Haider Rizvi	10	2,887,500	2.50%	28,875,000
Ms. Fatema Hossain Rizvi	10	2,887,500	2.50%	28,875,000
Ms. Sohana Rouf Chowdhury	10	11,550,000	10%	115,500,000
Mr. Md. Mamun Ur Rashid	10	3,465,000	3%	34,650,000
People's Leasing & Finance PLC - Sri Lanka	10	58,905,000	51%	589,050,000
Grand Total		115,500,000	100%	1,155,000,000

13.01 Capital adequacy Ratio:

This disclosure is comply with DFIM Circular 14/2011 under the para 7.4 (a) of "Prudential Guidelines on Capital Adequacy Market Discipline for Financial Institutions."

Capital adequacy ratio has been calculated as per circular issued by Bangladesh Bank.

Tier-1 (Core Capital)	1,294,022,168	1,345,429,890
Paid-up Capital	1,155,000,000	1,155,000,000
Statutory Reserve	17,200,000	82,452,726
General Reserve	89,496,182	-
Share Premium		17,200,000
Retained Surplus	32,325,986	90,777,164
Tier-2 (Supplementary Capital):	39,458,236	39,207,066
General provision maintained against unclassified loans	39,458,236	39,207,066
Other Reserves	-	-
Total Capital Held (Tier 1 + Tier 2)	1,333,480,404	1,384,636,956
Total Risk Weighted Assets (Note 13.02)	4,260,691,424	4,251,547,695
Required capital	1,000,000,000	1,000,000,000
(10% of risk-weighted assets or Tk. 100.00 Core whichever is higher)		
Total Capital Held	1,333,480,404	1,384,636,956
Capital adequacy ratio	31.30	32.57
Core capital	30.37	31.65
Supplementary capital	0.93	0.92

Minimum Capital Adequacy Ratio requirement as per Bangladesh Bank Guideline is 10% on RWA.

Gross Risk-Weighted Assets (RWA) of 2023 in the various categories of risk weights are detailed below :

13.02 Total Risk Weighted Assets

(a) Risk Weights for Credit Risk	3,156,658,907	3,136,565,276
(b) Risk Weights for Market Risk	737,097,036	779,000,000
(c) Risk Weights for Operational Risk	366,935,481	335,982,419
Total Risk Weighted Assets (a+b+c)	4,260,691,424	4,251,547,695

14 Statutory Reserve

Opening balance	82,452,726	68,371,312
Add: Transferred during the year	7,469,088	14,081,413

	89,921,814	82,452,726
15 Retained Earnings		
Opening Balance	90,777,164	92,201,511
Net profit during the period	37,345,440	70,407,066
Transferred to Statutory Reserve	(7,469,088)	(14,081,413)
Cash Dividend Payable for 2025	(86,625,000)	(57,750,000)
	34,028,516	90,777,164
16 Interest income	'01 January 2026 to 30 June 2026	01 January 2025 to 30 June 2025
This represents interest income from the following products:		
Interest on loans (Corporate)	211,284,754	201,577,920
Interest on lease	-	105,895
Interest Income on Home Loan	14,169,723	14,624,834
Interest on Auto Loan	1,296,402	1,414,101
Interest on SME Loan	105,477,544	77,912,983
Interest Income on LAD	827,417	128,953
Interest Income on Staff Personal Loan	116,300	140,777
Penal Interest	595,410	1,054,349
	333,767,551	296,959,811
Interest on Bank deposits	25,090,763	19,354,016
Interest Income on Treasury Line	3,543,056	9,327,042
Interest Income on Govt Securities	-	1,469,964
	28,633,819	30,151,022
	362,401,370	327,110,833
17 Interest Expense on Deposits & Borrowings		
Interest on term deposits	198,732,797	178,785,817
Interest expense on borrowings	12,272,201	6,070,400
Interest on call loan & treasury line	-	1,665,556
Interest on BB Refinance	25,166,918	22,640,485
Deposit Mobilization Expense - Commission	68,478	3,331,447
Interest expense on lease rent	1,546,326	2,630,519
	237,786,721	215,124,224
18 Investment income		
Gain/ (Loss) on sale of marketable securities	-	(5,085,656)
Dividend Income on Quoted Share	581,045	536,589
Dividend Income on Preference Share	21,666,575	23,773,974
Dividend Income on Open end Mutual Fund	300,000	300,000
	22,547,620	19,524,907
19 Other Operating Income		
Documentation Fee	594,000	537,000
Early Settlement Charge	1,356,304	121,189
Supervision Fee	21,043	45,803
Other income	13,850	60,364
	1,985,197	764,356
20 Salaries, allowances and benefits		

Salaries, allowances and benefits	41,366,772	40,828,122
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Salaries, allowances and benefits includes contribution to Provident Fund Tk. 1,788,384/- till June 2026 and Tk. 1,676,195/- till June 2025.

21 Rent, taxes, insurance, electricity, etc.

Rent, rate and taxes (Note: 21.1)	4,239,033	2,268,893
Insurance	1,059,188	926,274
Power and electricity	1,025,642	984,541
	6,323,863	4,179,708

21.1 Disclosure related to rent, rate and taxes:

Actual rent expenses (inclusive of VAT)	15,377,525	
Less: Reclassification of rent expenses (as per IFRS 16: Leases)	11,138,492	
Rent expenses as reported	4,239,033	2,268,893

In addition to the above mentioned change in rent expense, implementation of IFRS 16 has resulted in charging of depreciation against Right-of-use asset as disclosed in Annexure A and of Interest expense on lease rent, as disclosed in Note 17.

22 Legal & Professional fees

Legal & Professional fees	944,184	792,980
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23 Postage, stamp, telecommunication etc.

Postage	7,578	5,812
Telecommunication & Internet etc.	389,780	389,852
	397,358	395,664

24 Stationery, printing, advertisements, etc.

Stationery & printing	422,482	476,783
Advertisement and publicity	308,762	210,558
	731,244	687,341

25 CEO's salary and benefits

Basic Pay	3,300,000	3,300,000
Bonus	550,002	1,550,002
Allowance and benefits	2,310,000	2,310,000
	6,160,002	7,160,002

26 Directors' fees

Honorarium for attending meeting	1,130,000	1,200,000
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26.01 Bangladesh Bank vide its DFIM Circular No. 13 dated November 30,2015 and DFIM Circular No. 01 dated 29 February 2024 re-fixed the maximum limit of remuneration to the directors for attending meeting of the Board and it's committees at Taka 10,000/- per meeting per director.

27 Other Administration and maintenance

Bank charges	290,931	357,102
Office maintenance	450,606	579,388
Travelling & Conveyance	1,017,903	1,081,691
CIB Charges	44,425	29,836
Training	86,619	76,789
BLFCA Membership fee	115,002	127,776

FICCI Membership Fee	79,860	48,128
SLBCCI Membership Fee	5,748	5,748
BAFC Membership fee	63,888	53,240
IBB Membership fee	63,888	63,888
AACOF Membership Fee	19,117	-
Credit Rating Fee	75,252	75,252
Office 365 License & Renewal	222,184	291,792
Newspaper & Periodicals	4,215	-
Portfolio Management Fee	80,548	111,870
Recruitment Expenses	26,910	15,755
Business Promotion	1,339,204	1,353,859
Internal Events	119,200	155,701
NID Verification Charge	2,513	6,216
Cleaning Services (DCS / Mahdi)	331,787	284,092
Meeting Expense for BOD/EC/AC	225,300	221,579
Office Consumables	332,038	264,212
Security Service (Elite)	1,464,195	1,380,949
Support Staff Welfare (Overtime)	167,303	131,542
AC Maintenance	115,748	109,998
Vehicle Fuel & Other Expense	305,763	330,934
Canva / Zoom / PDF Escape license	12,813	12,311
AMC for E-KYC / Tally / Cash e / CBS / RTGS	704,007	634,005
Banking Professional Exam Award	205,000	-
Subscription for BAMDA Picnic	-	20,000
Annual Service Renewal Charge of EC	-	69,000
Credit Guarantee Fund (Under Guarantee Scheme)	-	25,832
Car Loan Installment	1,750,000	1,866,667
Staff Meeting Expense	64,534	19,976
Annual Iftar	107,522	-
SMS Fee	26,250	-
Others	58,641	66,507
Printer Toner	52,250	-
	10,031,164	9,871,635

30 Earnings Per Share (EPS)

Earnings Per Share as shown in the face of the Profit and Loss Account is calculated in accordance with Bangladesh Accounting Standard 33 : Earnings Per Share".

Basic earnings per share has been calculated as follows:

Earnings attributable to ordinary shareholders	37,345,440	35,279,971
Weighted average number of ordinary share outstanding	115,500,000	115,500,000
Basic Earnings Per Share	0.32	0.31

30.01 Diluted Earnings Per Share

No earnings per share is required to be calculated for the period as there was no scope for dilution during the period

31 Net Asset Value (NAV) Per Share

Net Asset (total assets less total liabilities) (A)	1,296,150,330	1,345,429,890
Total number of ordinary shares outstanding (B)	115,500,000	115,500,000
Net Asset Value per share (NAV) (A÷B)	11.22	11.65

32 Cash flow from operating activities under Indirect Method

Profit after tax	37,345,440	35,279,971
Items not involved in cash movement:		

Add: Depreciation	10,806,762	10,933,550
Add: Provision for loans and investments	12,077,549	2,108,308
Add: Provision for taxation	21,195,405	19,748,210
Add/(Less): Accrued expenses	26,421,962	(63,584,675)
Add/(Less): Accrued income	17,467,107	(10,608,488)
Increase/(Decrease) in Employee gratuity	(1,366,676)	1,190,868
Increase/(Decrease) in deferred tax	19,594	(1,153,998)
Adjustments to reconcile net profit after tax to net cash provided by operating activities	123,967,143	(6,086,254)
Increase/(decrease) in operating assets and liabilities		
(Increase)/Decrease in Loans & advances	18,073,165	423,072,230
(Increase)/Decrease in Other assets	(16,673,870)	(26,081,623)
Increase/(Decrease) in Term & other deposits	249,975,363	(601,567,374)
Increase/(Decrease) in Payable and accrued expenses	(10,384,190)	(10,834,318)
(Increase)/Decrease in Income tax	(16,550,454)	(5,688,021)
(Increase)/Decrease in Pref Share / Quoted Share/ MF & Govt Securities	22,500,000	(66,910,491)
Increase/(Decrease) in Interest suspense	1,930,586	2,015,907
Net cash flows from operating activities	372,837,744	(292,079,945)
Cash flows from operating activities direct method	372,837,744	(292,079,945)
33 Net Operating Cash Flow Per Share		
Cash Flows from operating activities as per statement of Cash flows	372,837,744	(31,628,049)
Number of ordinary share at statement of financial positions date	115,500,000	115,500,000
Net Operating Cash Flow Per Share	3.23	(0.27)

34 Number of Employees

Disclosure as per requirement of Schedule XI part II of Company Act 1994

Period/ Year	Officer & Staffs	Amount in Taka
January 2026 - June 2026	55	41,366,772
January 2025 - December 2025	52	84,270,660

There is no Salary/ Wages/ Remuneration below Tk. 15,000/- Per month or annually Tk. 180,000/- Minimum Salary/ Wages/ Remuneration has started from Tk. 15,000/- Per month.

35 Payments to Directors and Officers

Disclosure as per requirement of schedule XI, Part II, Para 4 of Company Act 1994

Particulars	2026		2025	
	Directors	Officers	Directors	Officers
Basic Salary	N/A	19,405,356	N/A	36,923,833
Allowances	N/A	18,561,704	N/A	35,372,124
Festival & Incentive Bonus	N/A	3,399,712	N/A	11974703
Total Salary and allowances		41,366,772		84,270,660

36 Disclosures as per schedule XI, Part-II,Para 4 of the Companies Act, 1994

Transaction with Key management personnel of the entity:

a.	Managerial Remuneration paid or payable during the period to the directors, including Managing Director, a managing agent or manager.	6,160,002	14,320,000
b.	Expenses reimbursed to managing Agent	Nil	Nil
c.	Commission or remuneration payable separately to a managing agent or his associate	Nil	Nil
d.	Commission received or receivable by the managing agent or his associate as selling or buying agent of other concerns in respect of contracts entered into by such concerns with the company	Nil	Nil
e.	The money value of the contracts for the sale or purchase of goods and materials or supply of services , entered into by the company with the managing agent or his associate during the financial period.	Nil	Nil
f.	Any other perquisite or benefits in cash or in kind stating, approximate money value where applicable.	Nil	Nil
g.	Other allowances and commission including guarantee commission etc.	Nil	Nil
h.	Pensions etc. (i) Pensions (ii) Gratuities (iii) Payments from a provided funds,in excess of own subscription and interest thereon	Nil Nil Nil	Nil Nil Nil

(iv) Compensation for loss of office	Nil	Nil
(v) Consideration in connection with retirement from office	Nil	Nil

37 Status of Income Tax Assessment :

Status	Income Year	Assessment Year	Assessment Completed U/S of ITA 2023	Remarks
Under Process	2025-26	2026-27	Completed	Self Assessment U/S 180
Completed	2024-25	2025-26	Completed	Self Assessment U/S 180
Completed	2023-24	2024-25	Completed	Self Assessment U/S 180
Completed	2022-23	2023-24	Completed	Self Assessment U/S 82BB
Completed	2021-22	2022-23	Completed	Self Assessment U/S 82BB
Completed	2020-21	2021-22	Completed	Self Assessment U/S 82BB

38 Foreign Exchange Gain/(loss) - IAS 21

The Commercial Bank of Ceylon on behalf of AFPLC wrote to Bangladesh Bank(BB) dated 17.12.2019 requesting to reimburse amounting to LKR 3,995,085 for Consultancy cost reimbursement (ICT) for the period 15th May 2016 to 31st December 2017 out of the total figure of LKR 27,154,902 for which our parent company PLC (Peoples Leasing and Finance PLC) has submitted a separate invoice.

BB in response has sent a letter to proceed with the reimbursement subject to obtaining approval from the BIDA stating that any foreigner who comes & works in Bangladesh should have obtained proper class of VISA, if applicable, he/she should have approval from Bangladesh Investment Development Authority. However, up to date, we have not proceeded with this request as the prior approval from BIDA was not obtained by Peoples Leasing and Finance PLC(PLC) through AFPLC (then LAFL) for their ICT reimbursements.

39 Willful Loan Defaulter Identification Unit

In compliance with DFIM Circular No. 04, dated 4 April 2024, Alliance Finance PLC (AFPLC) has established a **Willful Loan Defaulter Identification Unit**, headed by Mr. Shahanur Rashid, Head of Business. The Unit holds quarterly meetings to identify and review cases of willful loan defaulters, determine appropriate actions to be taken, and ensure timely reporting to Bangladesh Bank in accordance with the regulatory requirements.

40 Contingent Liability

The company have no contingent liabilities as on 30 June 2026

41 Audit Fees

Name	Purposes	30 June 2026	31 December 2025
M M Rahman & Co.	Audit Fees	537,504	425,000
Add: VAT on Audit Fees		80,626	63,760
Total		618,130	488,760

42 Figures are rounded off to the nearest Taka

43 Previous year's figures have been rearranged, wherever considered necessary, to conform to current year's presentation .

44 These notes form an integral part of the annexed financial statements and accordingly are to be read in conjunction therewith.

45

Number of Board meeting

Name of The Directors	Position	Meeting Held	Attended	Remarks
Mr. Syed Ali Jowher Rizvi	Chairman	3	3	
Mr. K.S. Bandaranayake	Director	3	2	
Ms. Farhana Akhter	Director	3	3	
Mr. Lutfe M. Ayub	Director	3	3	
Mr. Rajapaksa Pathirana Udesa Priyadarshana Gunawardena	Director	3	2	
Mr. Anura Perera	Director	3	2	
Mr. Abdur Rahim Chowdhury	Independent Director	3	3	
Ms. Sohana Rouf Chowdhury	Director	3	3	
Ms. Azeeda Aziz Khan	Director	3	1	
Mr. Ranil Perera	Director	3	3	
Mr. Dharma Dheerasinghe	Independent Director	3	3	
Mr. Bradley Emerson	Director	3	2	
Mr. Priyankara Gangabadage	Director	3	3	
Mr. W Prabhath Gunasena	Director	3	3	

46

Events After Balance Sheet Date

There have been no material unadjusted events after the reporting period up to the date of approval of these financial statements that require adjustment to, or disclosure in, the financial statements.

47 Related party disclosure

Parties are considered to be related if one party has the ability to control the other party or exercises significant influence over the other party in making financial and operational decision and include associated companies with or without common Directors and key management positions. The Company has entered into transaction with other related entities in normal course of business that fall within the definition of related party as per International Accounting Standard 24: "Related Party Disclosures." Transactions with related parties are executed on the same terms, including interest rate and collateral, as those prevailing at the time for comparable transactions with other customers of similar credentials and do not involve more than a normal risk.

Name of related party and relationship	Relationship	Nature of Transaction	Transaction during the period			
			Balance as at 01 January 2026	Addition	Adjustment	Balance as of June 30, 2026
People's Leasing & Finance PLC - SriLanka	Shareholder	Intercompany Payable	17,613,990			17,613,990
Ahl Employees' Provident Fund	Common Director	Term Deposit	6,546,179	346,404	934,355	5,958,227
Ms. Fatema Hossain Rizvi	Shareholder	Term Deposit	45,430,538	2,676,972	-	48,107,510
Fountain Garments Manufacturing Ltd.	Common Director	Term Deposit	423,890,881	257,920,975	-	681,811,856
Mr. Lutfe Mawla Ayub	Director	Term Deposit	15,779,787	10,860,528	-	26,640,315
Ms. Mazkura Ayub	Director's family member	Term Deposit	11,097,563	196,890	-	11,294,453
Md. Mamun-Ur-Rashid	Shareholder's	Term Deposit	130,550,000	6,972,850	6,972,850	130,550,000
Peb Steel Alliance Limited Employees Provident Fund	Common Director	Term Deposit	12,618,604	-	-	12,618,604
Sabera Ahmed Rizvi Foundation	Common Director	Term Deposit	500,000	21,000	21,000	500,000
Mrs. Archita Podder	CEO's Spouse	Term Deposit	5,535,000	691,875	6,226,875	-
Ispahani Summit Alliance Terminals Limited Beneficiaries Profit Participation Fund	Common Director	Term Deposit	14,888,388	719,253	7,165,946	8,441,695
Ispahani Summit Alliance Terminals Limited Employees Provident Fund	Common Director	Term Deposit	23,279,311	15,760,663	-	39,039,973
Fahmida Akter Khatun	Shareholder's Family Member	Term Deposit	28,455,488	1,761,367	867,625	29,349,230
Inaba Ayub Rahman	Director's family member	Term Deposit	10,000,000	506,458	506,458	10,000,000
Ibaha Ayub Rahman	Director's family member	Term Deposit	4,200,000	18,042,875	4,242,875	18,000,000
Adeeba Aziz Khan	Director's family member	Term Deposit	11,824,507	575,895	-	12,400,403

Firdaus Nasir Trust	Common Director	Term Deposit	16,950,000	2,805,000	655,000	19,100,000
Green Delta Insurance Limited	Shareholder	Term Deposit	10,526,523	678,076	678,076	10,526,523
Farhana Akhter	Director	Term Deposit	66,263,388	10,529,635	57,669,244	19,123,780
Fahima Akhter	Director's family member	Term Deposit	30,422,091	1,728,733	32,150,825	-
Ahmed Tawaab Billah	Director's family member	Term Deposit	12,149,127	880,280	-	13,029,406
Summit Equities Limited	Common Director	Term Deposit	112,550,000	686,100	31,386,100	81,850,000
Summit Holdings Limited	Common Director	Term Deposit	24,753,484	1,773,481	-	26,526,965

Transactions with Key Management Personnel(KMP) of entity

There is no transactions with the key management personnel expect payment of salary and allownces paid, refer to note no. 25 for the CEO's salary and benefits.

48 Directors and their entities in which they have interest

a. Particulars of Directors and Shareholders & their interest in different entities

Sl. No.	Directors Name and Designation		Name and details of the organization where the director has ownership or related to management		
	Name	Designation	Name of the organization	Relationship of the director with the organization	Other information (% of Shareholding)
1	Syed Ali Jowher Rizvi	Chairman	Alliance Holdings Limited	Chairman & Shareholder	44.69%
			PEB Steel Alliance Limited	Director (Nominated by Alliance Holdings Limited) and shareholder	6.69%
			Alliance Building Materials Limited	Chairman and Shareholder	45.70%
			PEB Steel Bangladesh Limited	Managing Director and Shareholder	11.00%
			Alliance Equities Limited	Chairman and Shareholder	34.00%
			Alliance Oil Limited	Chairman and Shareholder	33.40%
			Summit Alliance Port Limited	Managing Director (Nominated by Alliance Holdings Limited) and Shareholder	4.29%
			Alliance Petroleum Corporation Limited	Chairman and Shareholder	65.00%
			Oriental Oil Company Limited	Chairman (Nominated by Alliance Holdings Limited) and Shareholder	0.01%
			Alliance Finance PLC	Chairman and Shareholder	2.50%
			Union Accessories Limited	Chairman and Shareholder	25.50%
2	Syed Nasser Haider Rizvi	Shareholder	Alliance Holdings Limited	Director & Shareholder	27.14%
			Alliance Building Materials Limited	Managing Director & Shareholder	19.60%

			Alliance Equities Limited	Director & Shareholder	33.00%
			Alliance Oil Limited	Director & Shareholder	33.30%
			Summit Alliance Port Limited	Director & Shareholder	1.19%
			Alliance Petroleum Corporation Limited	Director & Shareholder	17.50%
			Oriental Oil Company Limited	Shareholder	10.00%
			Ispahani Alliance Pharmaceuticals Limited	Director & Shareholder	5.00%
			Alliance Finance PLC	Shareholder	2.50%
3	Syed Yasser Haider Rizvi	Shareholder	Alliance Holdings Limited	Managing Director & Shareholder	27.14%
			Alliance Building Materials Limited	Director & Shareholder	19.60%
			PEB Steel Bangladesh Limited	Director & Shareholder	10.00%
			Alliance Equities Limited	Managing Director & Shareholder	33.00%
			Alliance Oil Limited	Director & Shareholder	33.30%
			Summit Alliance Port Limited	Additional Managing Director (Nominated by Alliance Holdings Limited) & Shareholder	1.19%
			Alliance Petroleum Corporation Limited	Director & Shareholder	17.50%
			Oriental Oil Company Limited	Director & Shareholder	10.00%
			Ispahani Alliance Pharmaceuticals Limited	Director & Shareholder	5.00%
			PEB Steel Alliance Limited	Shareholder	4.47%
			Alliance Finance PLC	Shareholder	2.50%
4	Fatema Hossain Rizvi	Shareholder	Summit Alliance Port Limited	Director & Shareholder	1.19%
			Alliance Finance PLC	Shareholder	2.50%
			Fountain Garments Manufacturing Ltd.	Shareholder	5.00%
5	Lutfe Mawla Ayub	Director	Green Care Agro Ltd	Shareholder	2.98%
			Cashe Alliance Limited	Shareholder	4.98%
			Fountain Garments Manufacturing Limited	Chairman & Director	15.00%
6	Farhana Akhter	Director	Mascotex Limited	Managing Director/ Shareholder	12.50%
			MPL Wear Limited	Managing Director/ Shareholder	33.33%
			Masco Overseas Limited	Managing Director/ Shareholder	25.00%
			Masco Industries Limited	Director/ Shareholder	19.35%
			Shanta Expressions Limited	Director/ Shareholder	16.67%
			Concept Knitting Limited	Director/ Shareholder	5.00%

7	Sohana Rouf Chowdhury		Masco Cottons Limited	Director/ Shareholder	25.00%
			Tasniah Fabrics Limited	Director/ Shareholder	24.17%
			Masco Printing & Embroidery Limited	Director/ Shareholder	12.50%
			Masco Picasso Limited	Director/ Shareholder	12.50%
			Masco Exports Limited	Director/ Shareholder	20.00%
			Masco Cricket Academy Limited	Director/ Shareholder	22.00%
			Masminu Footwear Limited	Director/ Shareholder	20.00%
			Masco Properties Limited	Director/ Shareholder	15.00%
			Masco Trims Limited	Director/ Shareholder	20.00%
			Masco Cotspin Limited	Director/ Shareholder	20.00%
			Masco Linens Limited	Director/ Shareholder	25.00%
			Masminu Systems Limited	Director/ Shareholder	25.00%
			Masco Poultry Limited	Director/ Shareholder	12.50%
			Masco Services Limited	Director/ Shareholder	20.00%
			Masminu Energy Limited	Director/ Shareholder	20.00%
			Masco Shares & Securities Ltd.	Director/ Shareholder	12.00%
	Sohana Rouf Chowdhury	Director	Rangs Motors Limited	Managing Director	49.7%
			Ranks Commercial Vehicle Limited	Managing Director	51.0%
			Ranks Motors Workshop Limited	Managing Director	51.0%
			Ranks Interiors Limited	Managing Director	55.0%
			Ranks Food & Beverage Limited	Chairman (Proposed)	60.0%
			Ranks Appliances Limited	Managing Director	51.0%
			Ranks Real Estate Limited	Chairman	51.0%
			Zhen Natural Limited	Director	40.0%
			Sash Limited	Managing Director	40.0%
			SRK Limited	Managing Director	70.0%
			Ranks Power Tech Limited	Managing Director	60.0%
			Ranks Motorbikes Limited	Managing Director	40.0%
			Ranks Electrode & Electronics Ind. Limited	Director	19.0%
			Metro Foils Limited	Director	8.2%
			Ranks Agro Bioteq Limited	Director	50.0%
			Ranks Alliance Limited	Managing Director	60.0%
			Ranks Dolonchapa Express Limited	Managing Director	25.0%
			Truck Load Limited	Director	25.0%
			Ranks Construction Limited	Managing Director	65.0%

		Ranks-Agro Industries Limited	Managing Director	68.0%
		Streat Limited	Shareholder	60.0%
		Sash International	Managing Partner	0.0%
		Ranks Autos Limited	Shareholder	60.0%
		M/s. The Largest Equipment Rental Network	Partner	0.0%
		Rangs Pharmaceuticals Limited	Managing Director	24.0%
		Sheild Security Service Ltd.	Director	6.5%
		Brooks Bangladesh Company Ltd	Director	50.0%
		Apolo Steel Mills Ltd.	Shareholder	0.6%
		Rancon Autos Ltd.	Director	45.0%
		Rancon Motors Ltd.	Shareholder	0.3%
		Rangs Ltd.	Shareholder	6.0%
		Rangs Properties Ltd.	Shareholder	5.0%
		Rangs Workshop Ltd.	Shareholder	6.0%
		Ranks ITT Ltd.	Director	5.0%
		Ranks Telecom Ltd.	Shareholder	6.0%
		Softex Communication Ltd.	Director	12.0%

Alliance Finance PLC
Schedule of Fixed Assets including land, building, furniture and fixture
As at 30 June 2026

Annexure A
Amounts in BDT

Particulars	Cost				Depreciation					Written Down Value as on 30.06.2026
	Balance as on 01.01.2026	Transferred in/Additions	Transferred out/Disposal	Balance as on 30.06.2026	Rate %	Balance as on 01.01.2026	Charged during the year	Adjustment during the year	Balance as on 30.06.2026	
Freehold assets										
Office decorations	6,989,051		-	6,989,051	10%	5,349,144	349,453	-	5,698,597	1,290,454
Furniture and fixtures	4,779,403		-	4,779,403	20%	4,092,538	150,454	-	4,242,992	536,411
ICT Equipment	14,545,526	767,790	-	15,313,316	20%	11,409,242	777,888	-	12,187,130	3,126,186
Office equipment	5,607,593	43,800	-	5,651,393	20%	4,960,522	184,145	-	5,144,667	506,726
Vehicle	5,550,000			5,550,000	12.5%	3,410,937	346,875		3,757,812	1,792,189
	37,471,573	811,590	-	38,283,163		29,222,382	1,808,815	-	31,031,197	7,265,433
Intangible asset										
CIB Module ,Tally & Fortinet Coterm	4,237,985	450,000	-	4,687,985	33%	3,428,566	230,408	-	3,658,974	1,029,011
CBS	9,500,000	-	-	9,500,000	20%	5,699,996	950,000	-	6,649,996	2,850,004
	13,737,985	450,000		14,187,985		9,128,561	1,180,408		10,308,970	3,877,342
Right of use asset	100,581,650	3,974,591	3,521,028	101,035,213	as per lease term	72,499,847	7,817,539	3,521,028	76,796,358	24,238,855
Balance as on 30 June 2026	151,791,208	5,236,181	3,521,028	153,506,361		110,850,790	10,806,762	-	118,136,524	35,383,303
Balance as on 31 December 2025	124,485,608	27,305,600	-	151,791,208		89,071,091	21,779,700	-	110,850,790	40,953,885

Alliance Finance PLC
Details of investment in quoted shares
As at 30 June 2026

Annexure - B
Amount in BDT

SI No	Name of Script	No of Shares	Cost Price	Market Price	Total Cost Value	Total Market Value
1	British American Tobacco Bangladesh	10,000	655.06	219.60	6,550,608	2,196,000
2	Beximco Pharmaceuticals Ltd.	12,000	196.13	140.60	2,353,594	1,687,200
3	Dutch Bangla Bank PLC	80,238	51.23	44.40	4,110,393	3,562,567
4	Reckitt Benckiser	310	5,185.39	3,369.20	1,607,470	1,044,452
5	Square Pharmaceuticals PLC	30,000	236.42	224.00	7,092,593	6,720,000
6	Global Islami Bank PLC	433,955	9.52	-	4,132,910	-
7	Walton Hi-Tech Industries PLC	2,090	1,003.13	401.10	2,096,541	838,299
					27,944,108	16,048,518

Annexure C - Disclosure of deviations from few requirements of IAS/IFRS due to mandatory compliance with Bangladesh Bank's requirements

SL.	Nature of Departure	Title of IAS/IFRS	Treatment of IAS/IFRS	Treatment Adopted as per Bangladesh Bank	Financial or Presentation Effect of the Departure
1	Measurement of provision for leases, loans and advances (financial assets measured at amortized cost)	IFRS 9 "Financial Instruments"	An entity shall assess at the end of each reporting period whether there is any objective evidence that a financial asset or group of financial assets measured at amortized cost is impaired. If any such evidence exists, expected credit losses are required to be measured through a loss allowance at an amount equal to: a) the 12-month expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or b) full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument).	As per FID circular No. 08, dated 03 August 2002, FID circular No. 03, dated 03 May 2006, FID circular No. 03, dated 29 April 2013 and DFIM circular No. 04, dated 26 July 2021, a general provision at 0.25% to 5% under different categories of unclassified loans (good/standard loans and Special Mentioned Accounts (SMA)) has to be maintained irrespective of objective evidence of impairment on lease, loans and advances. Also provision for sub-standard investments, doubtful investments and bad losses has to be provided at 20%, 50% and 100% respectively for investments depending on the duration of overdue.	In financial statements, an amount of Taka 13.98 million has been increased against general provision and Tk. 0.02 Million has been decreased against specific provision for leases, loans and advances for the period ended 30.06.2026. Accumulated provision for leases, loans and advances as at 30.06.2026 stand at Taka 62.43 million.
2	Valuation of Investments in quoted and unquoted shares	IFRS 9 "Financial Instruments"	Investment in shares falls either under at "fair value through profit/loss (FVTPL)" or "fair value through other comprehensive income (FVTOCI)" where any change in the fair value in case of FVTPL at the year-end is taken to profit of loss, and any change in fair value in case of FVTOCI is taken to other comprehensive income.	As per FID circular No. 08, dated 03 August 2002 investments in quoted shares and unquoted shares are revalued at the year end at market price and as per book value of last audited balance sheet respectively. Provision should be made for any loss arising from diminution in value of investment; however in case of any unrealized gain, no such gain can be recognized and investments are recognized at cost only.	During this period, total market value of investment in Quoted shares of Alliance Finance PLC is less than its cost price. As on June 30, 2026 there was BDT 11.92 million unrealized loss on investment in quoted shares.

SL.	Nature of Departure	Title of IAS/IFRS	Treatment of IAS/IFRS	Treatment Adopted as per Bangladesh Bank	Financial or Presentation Effect of the Departure
3	Recognition of interest income for SMA and classified lease, loans and advances	IFRS 9 "Financial Instruments"	Income from financial assets measured at amortized cost is recognized through effective interest rate method over the term of the investment. Once a financial asset is impaired, investment income is recognized in profit and loss account on the same basis based on revised carrying amount.	As per FID circular No. 03, dated 03 May 2006, once an investment on leases, loans and advances is termed as "Special Mention Account (SMA)", interest income from such investments are not allowed to be recognized as income, rather the respective amount needs to be credited as a liability account like: interest suspense account.	As on June 30, 2026 there was BDT 10.85 million in Interest suspense.
4	Presentation of cash and cash equivalent	IAS 7 "Statement of Cash Flows"	Cash equivalent are short term, highly liquid investments that are readily convertible to known amounts of cash and only include those investments which are for a short tenure like: 3 months or less period. In the light of above, balance with Bangladesh Bank and fixed term deposits should be treated as investment asset rather than cash equivalent as it is illiquid asset and not available for use in day to day operations.	Bangladesh Bank has issued templates for financial statements vide DFIM Circular No. 11, dated 23 December 2009 which will strictly be followed by all banks and NBFIs. The templates of financial statements provided detail presentation for statement of cash flows.	Financial Statements for June 30, 2026 and corresponding year 2025 have been prepared as per guideline (DFIM Circular No. 11, dated 23 December 2009) of Bangladesh Bank.
5	Measurement of deferred tax asset	IAS 12 "Income Tax"	A deferred tax asset shall be recognized for all deductible temporary differences to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilized.	As per DFIM circular No. 7, dated 31 July 2011, no deferred tax asset can be recognized for any deductible temporary difference against the provision for lease, loans and advances.	During this year there is no impact in the financial statements due to this departure as the Company did not consider any deductible temporary difference against the provision for leases, loans and advances.
6	Presentation and disclosure of Financial Statements and Financial Instruments	IAS 1 "Presentation of Financial Statements"	Other Comprehensive Income (OCI) is a component of financial statements or the elements of OCI are to be included in a single Other Comprehensive Income statement. IAS 1 requires separate line item for intangible assets on the face of statement of financial position.	Bangladesh Bank has issued templates for financial statements vide DFIM Circular No. 11, dated 23 December 2009 which will strictly be followed by all banks and NBFIs. The templates of financial statements issued by Bangladesh Bank do not include Other Comprehensive Income	Financial Statements for June 30, 2026 and corresponding year 2024 have been prepared as per guideline (DFIM Circular No. 11, dated 23 December 2009) of Bangladesh Bank.

SL.	Nature of Departure	Title of IAS/IFRS	Treatment of IAS/IFRS	Treatment Adopted as per Bangladesh Bank	Financial or Presentation Effect of the Departure
		IFRS 9 "Financial Instruments" & IFRS 7 "Financial Instruments: Disclosure"	IFRS 9 and IFRS 7 require specific presentation and disclosure relating to all financial instruments.	(OCI) nor are the elements of Other Comprehensive Income allowed to include in a Single Comprehensive Income Statement. Intangibles assets are not separately presented on the face of statement of financial position; rather it is presented along with the line item of fixed assets. As per Bangladesh Bank guidelines, financial instruments are categorized, recognized and measured differently from those prescribed in IAS 39. As such some disclosure and presentation requirements of IFRS 7 and IAS 32 have not been made in the accounts.	
7	Preparation of "Statement of Cash Flows"	IAS 7 "Statement of Cash Flows"	The Cash flow statement can be prepared using either the direct method or the indirect method. The presentation is selected to present these cash flows in a manner that is most appropriate for the business or industry. The method selected is applied consistently.	As per DFIM Circular No. 11, dated 23 December 2009, Cash flow statement has been guided by the Bangladesh Bank which is the mixture of direct and indirect method.	Financial Statements for June 30, 2026 and corresponding year 2025 have been prepared as per guideline (DFIM Circular No. 11 dated 23 December 2009) of Bangladesh Bank.
8	Current/Non-current distinction	IAS 1 "Presentation of Financial Statement"	As per Para 60 of IAS 1 "Presentation of Financial statement" An entity shall present current and non-current assets and current and non-current liabilities as separate classification in its statement of financial position.	As per DFIM Circular No. 11, dated 23 December 2009, Bangladesh Bank has issued templates for financial statements which is applicable for all the Financial Institutions. In this templates there is no current and non-current segmentation of assets and liabilities	Financial Statements for June 30, 2026 and corresponding year 2025 have been prepared as per guideline (DFIM Circular No. 11, dated 23 December 2009) of Bangladesh Bank. Moreover, the liquidity statement shows the aging profile of all financial assets and liabilities from where current/non-current portion of assets and liabilities can be obtained.

SL.	Nature of Departure	Title of IAS/IFRS	Treatment of IAS/IFRS	Treatment Adopted as per Bangladesh Bank	Financial or Presentation Effect of the Departure
9	Off-balance sheet items	IAS 1 "Presentation of Financial Statements"	There is no concept of off-balance sheet items in any IFRS; hence there is no requirement for disclosure of off-balance sheet items on the face of the balance sheet.	As per DFIM Circular No. 11, dated 23 December 2009, off-balance sheet items (e.g. letter of credit, letter of guarantee etc.) must be disclosed separately on the face of the balance sheet.	Financial Statements for June 30, 2026 and corresponding year 2025 have been prepared as per guideline (DFIM Circular No. 11, dated 23 December 2009) of Bangladesh Bank. There is no financial impact for this departure but there is a disclosure in the financial statements.
10	Impairment of Margin Loan (Loans and receivables)	IFRS 9 "Financial Instruments"	Measurement after initial recognition at amortized cost and recording of changes through profit and loss.	As per Bangladesh Securities and Exchange Commission (BSEC) Circular No. SEC/CMRRCD/2009-193/196 dated 28 December 2016, provisions for the year 2016 on impairment of principal portion of margin loan shall be kept at 20% on each quarter for the five quarters starting from December 2016.	There is no such impact for this.
11	Complete set of financial statements	IAS 1 "Presentation of Financial Statements"	As per IAS 1: "Presentation of Financial Statements" complete set of financial statements are i) statement of financial position, ii) statement of profit or loss and other comprehensive income, iii) statement of changes in equity, iv) statement of cash flows, v) notes, comprising significant accounting policies and other explanatory information and vi) statement of financial position at the beginning of preceding period for retrospective restatement.	As per DFIM Circular No. 11, dated 23 December 2009, complete set of financial statements are i) balance sheet, ii) profit and loss account, iii) cash flow statement, iv) statement of changes in equity, v) liquidity statement, vi) notes, comprising significant accounting policies and other explanatory information.	Financial Statements for June 30, 2026 and corresponding year 2025 have been prepared as per guideline (DFIM Circular No. 11, dated 23 December 2009) of Bangladesh Bank. There is no financial impact for this departure in the financial statements.
12	Intangible asset	IAS 1 "Presentation of Financial Statements"	As per IAS 1: "Presentation of Financial Statements" para 54: the statement of	As per DFIM Circular No. 11, dated 23 December 2009, there is no option for	Financial Statements for June 30, 2026 and corresponding year 2025

SL.	Nature of Departure	Title of IAS/IFRS	Treatment of IAS/IFRS	Treatment Adopted as per Bangladesh Bank	Financial or Presentation Effect of the Departure
		Financial Statements"	financial position shall include separate line item for intangible assets.	separate line item for intangible asset in the balance sheet. We present intangible asset in the balance sheet as part of fixed assets and provide details in annexure-A as separate line item.	have been prepared as per guideline (DFIM Circular No. 11, dated 23 December 2009) of Bangladesh Bank. There is no financial impact for this departure in the financial statements.
13	Other comprehensive income	IAS 1 "Presentation of Financial Statements"	As per IAS 1: "Presentation of Financial Statements" Other Comprehensive Income (OCI) is a component of financial statements or the elements of OCI are to be included in a single OCI statement.	Bangladesh Bank has issued templates for financial statements which will strictly be followed by financial institutions. The templates of financial statements issued by Bangladesh Bank do not include Other Comprehensive Income (OCI) nor are the elements of OCI allowed to be included in a single OCI statement. As such the financial institution does not prepare the other comprehensive income statement. However, elements of OCI, if any, are shown in the statements of changes in equity.	Financial Statements for June 30, 2026 and corresponding year 2025 have been prepared as per the guideline and templates issued by Bangladesh Bank. There is no financial impact for this departure in the financial statements.
14	Disclosure of presentation of profit	N/A	There is no requirement to show appropriation of profit in the face of statement of comprehensive income.	As per DFIM circular no 11, dated 23 December 2009, an appropriation of profit should be disclosed in the face of profit and loss account	Financial Statements for June 30, 2026 and corresponding year 2025 have been prepared as per guideline (DFIM Circular No. 11, dated 23 December 2009) of Bangladesh Bank. There is no financial impact for this departure in the financial statements.

Alliance Finance PLC
Schedule of Financial Indicators
As at 30 June 2026

Annexure D

Sl no.	Key indicators	As at 30 June 2026		As at 31 Dec 2025
1	Paid-up Capital	1,155,000,000		1,155,000,000
2	Total Capital	1,333,480,404		1,384,636,956
3	Capital Surplus	333,480,404		384,636,956
4	Total Assets	6,541,218,229		6,292,493,598
5	Total Deposits	3,701,146,286		3,451,170,923
6	Total Loans, Advances, and Leases	5,033,621,709		5,057,700,165
7	Total Contingent Liabilities and Commitments	-		-
8	Credit Deposit Ratio	136%		147%
9	Percentage of Classified Loans Against Total Loans, Advances, and Leases	0.92%		0.88%
10	Profit After Tax and Provision	37,345,440		70,407,066
11	Amount of Classified Loans During Current Period	46,178,308		44,599,410
12	Provisions Kept Against Classified Loans	16,098,083		16,117,180
13	Provision Surplus Against Classified Loan	-		-
14	Cost of Fund	10.38%		10.76%
15	Interest Earnings Assets	6,335,614,816		5,519,009,952
16	Non-interest earnings assets	205,603,413		59,779,658
17	Return on investment (ROI)	5.93%		10.64%
18	Return on Asset (ROA)	0.63%		1.18%
19	Income from investment	22,547,620		42,890,770
20	Earnings Per Share (EPS)	0.32		0.61
21	Market price per share	N/A		N/A
22	Price earnings (PE) ratio	N/A		N/A

DECLARATION REGARDING COMPLIANCE IN PREPARATION OF FINANCIAL STATEMENT

This is to declare that the Financial Statement of the Alliance Finance PLC. has been prepared in full compliance with the financial reporting and auditing standards issued or endorsed by the Financial Reporting Council (FRC).

Sd/-

Kanti Kumar Saha
Chief Executive Officer

Sd/-

Mohammad Ali Ashraf
Acting Chief Financial Officer

Place: Dhaka, Bangladesh

Date: 25 October 2026

Statutory Auditor's Certificate on Compliance with FRC Auditing Standards

The financial statements of Alliance Finance PLC for the years ended 31 December 2021 and 31 December 2022 were audited by Hoda Vasi Chowdhury & Co., Chartered Accountants. The financial statements for the year ended 31 December 2023 were audited by A. Qasem & Co., Chartered Accountants. The financial statements for the year ended 31 December 2024, the year ended 31 December 2025, and the period ended 30 June 2026 were audited by M M Rahman & Co., Chartered Accountants.

We, M M Rahman & Co., Chartered Accountants, the Statutory Auditors of Alliance Finance PLC ("the Company" or "the Issuer"), hereby certify that the audit of the financial statements of the Company for the periods audited by us has been conducted in conformity with the auditing standards prescribed or endorsed by the Financial Reporting Council (FRC).

This certificate is issued at the request of the Issuer solely for the purpose of complying with the requirements of Bangladesh Securities and Exchange Commission (Public Offer of Equity Securities) Rules, 2025 and should not be used or relied upon for any other purpose without our prior written consent.

Sd/-

Syed Mahmud Ahmad FCA
Senior Partner
M M Rahman & Co.
Chartered Accountants
Enroll No. 586

Dhaka, Bangladesh
Dated: October 26, 2026

- (c) If any quarter of the financial year of the issuer ends after the year ended in the audited financial statements as disclosed in the prospectus, unaudited financial statements for each of the said quarters duly authenticated by the CEO and CFO of the issuer:

Provided that if the audited financial statements as disclosed in the prospectus is older than 180 (one hundred eighty) days at the time of publication of prospectus, the next quarterly or half yearly, as applicable, financial statements shall be reviewed in accordance with International Standard on Assurance Engagements (ISAE) 3000 by the statutory auditors and annexed with the prospectus;

If any quarter of the financial year of the Company ends after the financial year ended 30 June 2026, for which audited financial statements are included in this Prospectus, the Company shall incorporate the unaudited financial statements for such quarter(s).

- (d) Information as is required under section 186 of the **†ΚνῆύvwB AvBb, 1994** relating to holding company;

Alliance Finance PLC does not have any subsidiaries. Thus, it is not applicable.

(e) Selected ratios as specified in Annexure-D;

AUDITOR'S CERTIFICATE REGARDING RATIO ANALYSIS

This is to certify that Alliance Finance PLC has maintained the following ratios as specified in rule 7 (5) /Annexure-G of the Bangladesh Security and Exchange Commission (Public Offer of Equity Securities) Rules, 2025 computed on the basis of the audited financial statements for the Period/year ended on 30 June 2026, 31 December 2025, 31 December 2024, 31 December 2023, 31 December 2022 and 31 December 2021 respectively.

The financial Statement for the years ended 31 December 2021 & 31 December 2022 were audited by Hoda Vasi Chowdhury & Co. and 31 December 2023 was audited by A. Qasem & Co. and data has been extracted from the respective audited financial statements. The audits for the years ended 31 December 2024 and 2025, along with the relevant audit/review procedures for the period ended 30 June 2026, were performed by M M Rahman & Co. Chartered Accountants.

SI	Particulars	Formula	For the Period ended 30 June 2026	For the year ended 31 December 2025	For the year ended 31 December 2024	For the year ended 31 December 2023	For the year ended 31 December 2022	For the year ended 31 December 2021
1	Liquidity Ratio:							
	Current Ratio	Current assets/ Current liabilities	N/A	N/A	N/A	N/A	N/A	N/A
	Quick Ratio	(Current assets - inventory) / Current liabilities	N/A	N/A	N/A	N/A	N/A	N/A
	Liquidity Coverage Ratio (LCR)	[Total highly liquid asset/ Total net cash flow]*100	N/A	N/A	N/A	N/A	N/A	N/A
2	Operating Efficiency Ratio:							
	Accounts Receivable Turnover Ratio	Net credit sales/Average accounts receivables	N/A	N/A	N/A	N/A	N/A	N/A
	Inventory Turnover Ratio	Net sales/ Average inventory at selling price	N/A	N/A	N/A	N/A	N/A	N/A
	Asset Turnover Ratio	Net sales/ Average total assets	N/A	N/A	N/A	N/A	N/A	N/A
	Cost to Income Ratio	Operating expense/ Operating income	N/A	N/A	N/A	N/A	N/A	N/A
3	Profitability Ratio:							
	Gross Margin Ratio	(Total revenue - COGS) / Total revenue	N/A	N/A	N/A	N/A	N/A	N/A
	Net Interest Margin (NIM)	[Net interest income/Profit earning assets]*100	1.96%	3.62%	4.01%	3.51%	4.01%	4.08%
	Operating Profit Ratio	[Operating profit/Operating Revenue]*100	41.16%	40.04%	40.57%	45.76%	63.27%	74.20%
	Net Profit Ratio	[Net profit After Tax /Revenue]*100	10.30%	10.58%	13.34%	5.22%	14.95%	23.16%
	Return on Asset Ratio	[Net profit /Average total asset] *100	0.58%	1.18%	1.54%	0.52%	1.35%	1.96%

	Return on Equity Ratio	[Net profit /Average total shareholders' equity] *100	2.83%	5.26%	6.46%	1.93%	4.07%	4.70%
	Earnings Per Share	Net profit after tax/ Number of share outstanding's	0.32	0.61	0.72	0.23	0.52	0.59
	EBITDA Margin	EBITDA/ Total interest income	0.29	0.30	0.32	0.23	0.35	0.42
4	Solvency Ratio:							
	Debt to Total Asset Ratio	Total debt/ Total asset	0.80	0.79	0.76	0.76	0.70	0.63
	Debt to Equity Ratio	Total liabilities/ Total share holders equity	4.05	3.68	3.24	3.12	2.31	1.72
	Times Interest Earned Ratio	Operating income / Interest expense	0.63	0.60	0.63	0.76	1.19	1.58
	Debt Service Coverage Ratio	EBITDA/ Interest due + principal repayment due	0.09	0.17	0.21	0.13	0.59	13.59
5	Cash Flow Ratio:							
	Net Operating Cash Flow per Share (NOCFPS)	[Net cash flow from operating activities/ Number of share outstanding's]	3.23	(0.90)	1.36	-4.10	-1.96	2.92
	NOCFPS to EPS Ratio	NOCFPS/ EPS	9.98	(1.47)	1.88	(17.66)	(3.79)	4.99
6	Additional Ratio pertinent to the issuer:							
	Tier I Capital Ratio	[Core Capital (Tier I)/Risk Weighted Assets]*100	30.42%	31.68%	37.75%	42.36%	42.27%	43.42%
	Tier II Capital Ratio	[Supplementary Capital (Tier II)/Risk Weighted Assets] *100	0.69%	0.36%	0.95%	0.96%	0.97%	0.52%
	Capital Adequacy Ratio	[Total Capital /Risk Weighted Assets]*100	31.11%	32.03%	38.70%	43.32%	43.24%	43.93%
	NPL Ratio	Non performing loan/Total loan	0.92%	0.88%	0.80%	0.40%	0.24%	0.00%

This certificate is issued at the request of the management for the purpose of proposed Initial Public Offering (IPO) under the Bangladesh Securities and Exchange Commission (Public Issue) Rules 2025 (as amended)

Dhaka, Bangladesh
Dated: October 26, 2026

Sd/-
Syed Mahmud Ahmad FCA
Senior Partner
M M Rahman & Co.
Chartered Accountants
Enroll No. 586

Industry average compared with AFPLC

Ratios for the period ended 30 Jun 25				
Sl.	Name of the Ratio	AFPLC	Industry Avg.	Explanation
Liquidity Ratio				
1	Current Ratio	N/A	N/A	N/A
2	Quick Ratio	N/A	N/A	N/A
3	Liquidity Coverage Ratio (LCR)	N/A	N/A	N/A
Operating Ratios				
1	Accounts Receivable Turnover Ratio (In times)	N/A	N/A	N/A
2	Inventory Turnover Ratio (In times)	N/A	N/A	N/A
3	Asset Turnover Ratio (In times)	N/A	N/A	N/A
4	Cost To Income Ratio	N/A	N/A	N/A
Profitability Ratio				
1	Gross Margin Ratio %	N/A	N/A	N/A
2	Net Interest Margin (NIM)	1.96%	N/A	N/A
3	Operating Profit Ratio %	41.16%	N/A	N/A
4	Net Profit Ratio %	10.30%	N/A	N/A
5	Return on Assets Ratio (ROA) %	0.58%	N/A	N/A
6	Return on Equity Ratio (ROE)%	2.83%	N/A	N/A
7	Earnings Per Share Ratio (EPS)	0.32	N/A	N/A
8	EBITDA Margin	0.29	N/A	N/A
Coverage Ratios				
1	Debt to total Assets Ratio	0.80	N/A	N/A
2	Debt Equity Ratio (In times)	4.05	N/A	N/A
3	Times Interest Earned Ratio	0.63	N/A	N/A
4	Debt Service Coverage Ratio	0.09	N/A	N/A
Cash Flow				
1	Net Operating Cash Flow Per Share	3.23	N/A	N/A
2	Net Operating Cash Flow Per Share/Earning Per Share (EPS)	9.98	N/A	N/A
Additional Ratios pertinent to the issuer:				
1	Tier I Capital Ratio	30.42%	N/A	N/A
2	Tier II Capital Ratio	0.69%	N/A	N/A
3	Capital Adequacy Ratio	31.11%	N/A	N/A
4	NPL Ratio	0.92%	N/A	N/A

Note: Financial information for the period ended 30 June 2026 are not publicly available for calculation of the industry average ratios.

Ratios for the year ended 31 December 2025				
Sl.	Name of the Ratio	AFPLC	Industry Avg.	Explanation
Liquidity Ratio				
1	Current Ratio	N/A	N/A	N/A
2	Quick Ratio	N/A	N/A	N/A
3	Liquidity Coverage Ratio (LCR)	N/A	N/A	N/A
Operating Ratios				
1	Accounts Receivable Turnover Ratio (In times)	N/A	N/A	N/A
2	Inventory Turnover Ratio (In times)	N/A	N/A	N/A

3	Asset Turnover Ratio (In times)	N/A	N/A	N/A
4	Cost To Income Ratio	N/A	N/A	N/A
Profitability Ratio				
1	Gross Margin Ratio %	N/A	N/A	N/A
2	Net Interest Margin (NIM)	4%	2.82%	AFPLC ratios is better than the industry average ratio.
3	Operating Profit Ratio %	40%	46.11%	AFPLC ratios is lower than the industry average ratio.
4	Net Profit Ratio %	11%	15.69%	AFPLC ratios is lower than the industry average ratio.
5	Return on Assets Ratio (ROA) %	1%	0.80%	AFPLC ratios is better than the industry average ratio.
6	Return on Equity Ratio (ROE)%	5%	7.18%	AFPLC ratios is lower than the industry average ratio.
7	Earnings Per Share Ratio (EPS)	0.61	2.12	AFPLC ratios is lower than the industry average ratio.
8	EBITDA Margin	0.30	0.27	AFPLC ratios is better than the industry average ratio.
Coverage Ratios				
1	Debt to total Assets Ratio	0.79	0.89	AFPLC ratios is lower than the industry average ratio.
2	Debt Equity Ratio (In times)	3.68	5.46	AFPLC ratios is lower than the industry average ratio.
3	Times Interest Earned Ratio	0.60	0.55	AFPLC ratios is better than the industry average ratio.
4	Debt Service Coverage Ratio	0.17	1.22	AFPLC ratios is lower than the industry average ratio.
Cash Flow				
1	Net Operating Cash Flow Per Share	(0.90)	18.25	AFPLC ratios is lower than the industry average ratio.
2	Net Operating Cash Flow Per Share/Earning Per Share (EPS)	(1.47)	7.62	AFPLC ratios is lower than the industry average ratio.
Additional Ratios pertinent to the issuer:				
1	Tier I Capital Ratio	31.68%	17.47%	AFPLC ratios is better than the industry average ratio.
2	Tier II Capital Ratio	0.36%	1.70%	AFPLC ratios is lower than the industry average ratio.
3	Capital Adequacy Ratio	32.03%	19.16%	AFPLC ratios is better than the industry average ratio.
4	NPL Ratio	0.88%	6.56%	AFPLC ratios is lower than the industry average ratio.

Ratios for the year ended 31 December 2024				
Sl.	Name of the Ratio	AFPLC	Industry Avg.	Explanation
Liquidity Ratio				
1	Current Ratio	N/A	N/A	N/A
2	Quick Ratio	N/A	N/A	N/A
3	Liquidity Coverage Ratio (LCR)	N/A	N/A	N/A
Operating Ratios				
1	Accounts Receivable Turnover Ratio (In times)	N/A	N/A	N/A
2	Inventory Turnover Ratio (In times)	N/A	N/A	N/A
3	Asset Turnover Ratio (In times)	N/A	N/A	N/A
4	Cost To Income Ratio	N/A	N/A	N/A
Profitability Ratio				

1	Gross Margin Ratio %	N/A	N/A	N/A
2	Net Interest Margin (NIM)	4.01%	3.39%	AFPLC ratios is better than the industry average ratio.
3	Operating Profit Ratio %	40.57%	46.64%	AFPLC ratios is lower than the industry average ratio.
4	Net Profit Ratio %	13.34%	13.61%	AFPLC ratios is close to the industry average ratio.
5	Return on Assets Ratio (ROA) %	1.54%	0.63%	AFPLC ratios is better than the industry average ratio.
6	Return on Equity Ratio (ROE)%	6.46%	5.57%	AFPLC ratios is better than the industry average ratio.
7	Earnings Per Share Ratio (EPS)	0.72	1.66	AFPLC ratios is lower than the industry average ratio.
8	EBITDA Margin	0.32	0.25	AFPLC ratios is better than the industry average ratio.
Coverage Ratios				
1	Debt to total Assets Ratio	0.76	0.89	AFPLC ratios is lower than the industry average ratio.
2	Debt Equity Ratio (In times)	3.24	5.42	AFPLC ratios is lower than the industry average ratio.
3	Times Interest Earned Ratio	0.63	0.61	AFPLC ratios is better than the industry average ratio.
4	Debt Service Coverage Ratio	0.21	3.08	AFPLC ratios is lower than the industry average ratio.
Cash Flow				
1	Net Operating Cash Flow Per Share	1.36	(3.38)	AFPLC ratios is better than the industry average ratio.
2	Net Operating Cash Flow Per Share/Earning Per Share (EPS)	1.88	(246.57)	AFPLC ratios is better than the industry average ratio.
Additional Ratios pertinent to the issuer:				
1	Tier I Capital Ratio	37.75%	17.19%	AFPLC ratios is better than the industry average ratio.
2	Tier II Capital Ratio	0.95%	1.95%	AFPLC ratios is lower than the industry average ratio.
3	Capital Adequacy Ratio	38.70%	19.13%	AFPLC ratios is better than the industry average ratio.
4	NPL Ratio	0.80%	6.68%	AFPLC ratios is lower than the industry average ratio.

Ratios for the year ended 31 December 2023				
Sl.	Name of the Ratio	AFPLC	Industry Avg.	Explanation
Liquidity Ratio				
1	Current Ratio	N/A	N/A	N/A
2	Quick Ratio	N/A	N/A	N/A
3	Liquidity Coverage Ratio (LCR)	N/A	N/A	N/A
Operating Ratios				
1	Accounts Receivable Turnover Ratio (In times)	N/A	N/A	N/A
2	Inventory Turnover Ratio (In times)	N/A	N/A	N/A
3	Asset Turnover Ratio (In times)	N/A	N/A	N/A
4	Cost To Income Ratio	N/A	N/A	N/A
Profitability Ratio				
1	Gross Margin Ratio %	N/A	N/A	N/A
2	Net Interest Margin (NIM)	3.51%	3.16%	AFPLC ratios is better than the industry average ratio.
3	Operating Profit Ratio %	45.76%	40.96%	AFPLC ratios is better than the industry average ratio.
4	Net Profit Ratio %	5.22%	14.22%	AFPLC ratios is lower than the industry average ratio.
5	Return on Assets Ratio (ROA) %	0.52%	0.57%	AFPLC ratios is close to the industry average ratio.

6	Return on Equity Ratio (ROE)%	1.93%	5.79%	AFPLC ratios is lower than the industry average ratio.
7	Earnings Per Share Ratio (EPS)	0.23	1.57	AFPLC ratios is lower than the industry average ratio.
8	EBITDA Margin	0.23	0.26	AFPLC ratios is close to the industry average ratio.
Coverage Ratios				
1	Debt to total Assets Ratio	0.76	0.89	AFPLC ratios is lower than the industry average ratio.
2	Debt Equity Ratio (In times)	3.12	5.64	AFPLC ratios is lower than the industry average ratio.
3	Times Interest Earned Ratio	0.76	0.67	AFPLC ratios is better than the industry average ratio.
4	Debt Service Coverage Ratio	0.13	1.52	AFPLC ratios is lower than the industry average ratio.
Cash Flow				
1	Net Operating Cash Flow Per Share	(4.10)	0.99	AFPLC ratios is lower than the industry average ratio.
2	Net Operating Cash Flow Per Share/Earning Per Share (EPS)	(17.66)	4.98	AFPLC ratios is lower than the industry average ratio.
Additional Ratios pertinent to the issuer:				
1	Tier I Capital Ratio	42.36%	15.78%	AFPLC ratios is better than the industry average ratio.
2	Tier II Capital Ratio	0.96%	1.99%	AFPLC ratios is lower than the industry average ratio.
3	Capital Adequacy Ratio	43.32%	17.77%	AFPLC ratios is better than the industry average ratio.
4	NPL Ratio	0.40%	5.80%	AFPLC ratios is lower than the industry average ratio.

Ratios for the year ended 31 December 2022				
Sl.	Name of the Ratio	AFPLC	Industry Avg.	Explanation
Liquidity Ratio				
1	Current Ratio	N/A	N/A	N/A
2	Quick Ratio	N/A	N/A	N/A
3	Liquidity Coverage Ratio (LCR)	N/A	N/A	N/A
Operating Ratios				
1	Accounts Receivable Turnover Ratio (In times)	N/A	N/A	N/A
2	Inventory Turnover Ratio (In times)	N/A	N/A	N/A
3	Asset Turnover Ratio (In times)	N/A	N/A	N/A
4	Cost To Income Ratio	N/A	N/A	N/A
Profitability Ratio				
1	Gross Margin Ratio %	N/A	N/A	N/A
2	Net Interest Margin (NIM)	4.01%	3.83%	AFPLC ratios is better than the industry average ratio.
3	Operating Profit Ratio %	63.27%	47.33%	AFPLC ratios is better than the industry average ratio.
4	Net Profit Ratio %	14.95%	21.72%	AFPLC ratios is lower than the industry average ratio.
5	Return on Assets Ratio (ROA) %	1.35%	1.08%	AFPLC ratios is better than the industry average ratio.
6	Return on Equity Ratio (ROE)%	4.07%	10.25%	AFPLC ratios is lower than the industry average ratio.
7	Earnings Per Share Ratio (EPS)	0.52	2.46	AFPLC ratios is lower than the industry average ratio.
8	EBITDA Margin	0.35	0.31	AFPLC ratios is better than the industry average ratio.

Coverage Ratios				
1	Debt to total Assets Ratio	0.70	0.89	AFPLC ratios is lower than the industry average ratio.
2	Debt Equity Ratio (In times)	2.31	5.48	AFPLC ratios is lower than the industry average ratio.
3	Times Interest Earned Ratio	1.19	0.85	AFPLC ratios is better than the industry average ratio.
4	Debt Service Coverage Ratio	0.59	1.61	AFPLC ratios is lower than the industry average ratio.
Cash Flow				
1	Net Operating Cash Flow Per Share	(1.96)	(15.72)	AFPLC ratios is better than the industry average ratio.
2	Net Operating Cash Flow Per Share/Earning Per Share (EPS)	(3.79)	(8.53)	AFPLC ratios is better than the industry average ratio.
Additional Ratios pertinent to the issuer:				
1	Tier I Capital Ratio	42.27%	16.78%	AFPLC ratios is better than the industry average ratio.
2	Tier II Capital Ratio	0.97%	1.36%	AFPLC ratios is lower than the industry average ratio.
3	Capital Adequacy Ratio	43.24%	18.14%	AFPLC ratios is better than the industry average ratio.
4	NPL Ratio	0.24%	4.58%	AFPLC ratios is lower than the industry average ratio.

Ratios for the year ended 31 December 2021				
Sl.	Name of the Ratio	AFPLC	Industry Avg.	Explanation
Liquidity Ratio				
1	Current Ratio	N/A	N/A	N/A
2	Quick Ratio	N/A	N/A	N/A
3	Liquidity Coverage Ratio (LCR)	N/A	N/A	N/A
Operating Ratios				
1	Accounts Receivable Turnover Ratio (In times)	N/A	N/A	N/A
2	Inventory Turnover Ratio (In times)	N/A	N/A	N/A
3	Asset Turnover Ratio (In times)	N/A	N/A	N/A
4	Cost To Income Ratio	N/A	N/A	N/A
Profitability Ratio				
1	Gross Margin Ratio %	N/A	N/A	N/A
2	Net Interest Margin (NIM)	4.08%	4.14%	AFPLC ratios is close to the industry average ratio.
3	Operating Profit Ratio %	74.20%	53.80%	AFPLC ratios is better than the industry average ratio.
4	Net Profit Ratio %	23.16%	22.87%	AFPLC ratios is better than the industry average ratio.
5	Return on Assets Ratio (ROA) %	1.96%	1.26%	AFPLC ratios is better than the industry average ratio.
6	Return on Equity Ratio (ROE)%	4.70%	11.63%	AFPLC ratios is lower than the industry average ratio.
7	Earnings Per Share Ratio (EPS)	0.59	2.67	AFPLC ratios is lower than the industry average ratio.
8	EBITDA Margin	0.42	0.34	AFPLC ratios is better than the industry average ratio.
Coverage Ratios				
1	Debt to total Assets Ratio	0.63	0.89	AFPLC ratios is lower than the industry average ratio.

2	Debt Equity Ratio (In times)	1.72	5.72	AFPLC ratios is lower than the industry average ratio.
3	Times Interest Earned Ratio	1.58	0.98	AFPLC ratios is better than the industry average ratio.
4	Debt Service Coverage Ratio	13.59	1.01	AFPLC ratios is better than the industry average ratio.
Cash Flow				
1	Net Operating Cash Flow Per Share	2.92	13.46	AFPLC ratios is lower than the industry average ratio.
2	Net Operating Cash Flow Per Share/Earning Per Share (EPS)	4.99	3.73	AFPLC ratios is better than the industry average ratio.
Additional Ratios pertinent to the issuer:				
1	Tier I Capital Ratio	43.42%	16.52%	AFPLC ratios is better than the industry average ratio.
2	Tier II Capital Ratio	0.52%	1.41%	AFPLC ratios is lower than the industry average ratio.
3	Capital Adequacy Ratio	43.93%	17.93%	AFPLC ratios is better than the industry average ratio.
4	NPL Ratio	0.00%	3.91%	AFPLC ratios is lower than the industry average ratio.

- (f) Auditors report under Section 135(1), Paragraph 24(1) of Part II of Schedule III of the **†KvřúvwB AvBb, 1994**. The report shall include comparative income statements and balance sheet and aforementioned ratios for immediate preceding five accounting years of the issuer. If the issuer has been in commercial operation for less than five years, the above-mentioned inclusion and submission will have to be made for the period since commercial operation;

AUDITOR'S REPORT UNDER SECTION 135(1), PARA 24(1) OF PART II OF SCHEDULE III OF THE COMPANIES ACT, 1994

We have examined the audited Financial Statements of Alliance Finance PLC (the "Company") for the Period/year ended on 30 June 2026, 31 December 2025, 31 December 2024, 31 December 2023, 31 December 2022 and 31 December 2021. In pursuance of Section-135(I) of part -II of Schedule -III of the Companies Act, 1994, our report is as under;

The financial statements of Alliance Finance PLC for the years ended 31 December 2021 and 31 December 2022 were audited by Hoda Vasi Chowdhury & Co., Chartered Accountants. The financial statements for the year ended 31 December 2023 were audited by A. Qasem & Co., Chartered Accountants. The financial statements for the year ended 31 December 2024, the year ended 31 December 2025, and the period ended 30 June 2026 were audited by M M Rahman & Co., Chartered Accountants. The financial information for all the aforementioned periods has been extracted from the respective audited financial statements.

The Statement of Financial position (A), Statement of Operating Result (B), Statement of Cash flows (C) and Dividend Declared for the Last 5 years (D) of Alliance Finance PLC are as follow:

A. Statement of Financial position of the company as follows:

Particulars	30-Jun-26	31-Dec-25	31-Dec-24	31-Dec-23	31-Dec-22	31-Dec-21
PROPERTY AND ASSETS						
Cash						
In hand	63,700	7,317	2,868	21,148	11,310	27,737
Balance with Bangladesh Bank and its agents	57,994,313	53,951,618	53,014,557	50,250,998	32,572,091	30,852,074
	58,058,013	53,958,935	53,017,425	50,272,146	32,583,401	30,879,811
Balance with other banks and financial institutions						
Inside Bangladesh	899,636,492	610,723,623	255,230,096	446,858,386	323,102,636	567,096,812
Outside Bangladesh	-	-	-	-	-	-
	899,636,492	610,723,623	255,230,096	446,858,386	323,102,636	567,096,812
Money at call and short notice	50,000,000	50,000,000	200,000,000	300,000,000	340,000,000	100,000,000
Investments						
Government	-	-	98,530,036	-	-	-
Others	380,444,108	402,944,108	277,503,580	200,670,944	250,151,033	305,790,409
	380,444,108	402,944,108	376,033,616	200,670,944	250,151,033	305,790,409
Loans and advances						

Loans, cash credit, overdraft etc.	5,033,621,709	5,057,700,165	4,689,314,379	4,048,794,058	3,142,978,598	2,324,620,040
Bills Purchased and discounted	-	-	-	-	-	-
	5,033,621,709	5,057,700,165	4,689,314,379	4,048,794,058	3,142,978,598	2,324,620,040
Fixed assets including land, building, furniture and fixtures	35,383,103	40,953,684	35,427,984	53,412,687	58,020,820	54,188,298
Other assets	84,074,804	76,213,084	45,419,215	53,179,491	72,500,303	81,722,410
Non-banking assets	-	-	-	-	-	-
Total Assets	6,541,218,229	6,292,493,598	5,654,442,716	5,153,187,712	4,219,336,791	3,464,297,779
Liabilities and Capital						
Liabilities						
Borrowings from other banks, financial institutions and agents	1,125,608,477	1,179,138,058	906,856,579	798,348,961	204,353,683	7,750,000
\Deposits and other accounts						
Current accounts and other accounts etc.	-	-	-	-	-	-
Bills Payable	-	-	-	-	-	-
Scheme Deposits	-	-	-	-	-	-
Savings bank deposits	13,471,212	11,409,780	12,934,629	11,110,813	9,708,221	
Term Deposits	3,687,316,246	3,439,711,086	3,113,702,535	2,837,157,727	2,501,827,761	1,998,215,852
Bearer certificate of deposits	-	-	-	-	-	-
Other deposits	358,828	50,057	223,342	890,813	2,184,527	2,226,878
	3,701,146,286	3,451,170,923	3,126,860,506	2,849,159,353	2,513,720,509	2,000,442,730
Other Liabilities	418,313,136	316,754,727	287,952,807	256,319,492	226,488,043	177,064,645
Total Liabilities	5,245,067,899	4,947,063,708	4,321,669,893	3,903,827,806	2,944,562,235	2,185,257,375
Capital/Shareholders' equity						
Paid-up Capital	1,155,000,000	1,155,000,000	1,155,000,000	1,050,000,000	1,000,000,000	1,000,000,000
Share premium	17,200,000	17,200,000	17,200,000	122,200,000	172,200,000	172,200,000
Statutory reserves	89,921,814	82,452,726	68,371,312	51,688,729	46,807,935	36,443,217
General reserve	-	-	-	-	-	-
Retained earnings	34,028,516	90,777,164	92,201,511	25,471,177	55,766,621	70,397,187
Total Equity	1,296,150,330	1,345,429,890	1,332,772,823	1,249,359,906	1,274,774,556	1,279,040,404
Total Liabilities and shareholders' equity	6,541,218,229	6,292,493,598	5,654,442,716	5,153,187,712	4,219,336,791	3,464,297,779
Net asset value per share (NAV)	11.22	11.65	11.54	11.90	12.75	12.79

Particulars	30-Jun-26	31-Dec-25	31-Dec-24	31-Dec-23	31-Dec-22	31-Dec-21
OFF-BALANCE SHEET ITEMS						
Contingent liabilities						
Acceptances and endorsements	-	-	-	-	-	-
Letters of guarantee	-	-	-	-	-	-
Irrevocable letters of credit	-	-	-	-	-	-
Bills for collection	-	-	-	-	-	-
Other contingent liabilities	-	-	-	-	-	-
Total contingent liabilities	-	-	-	-	-	-
Other commitments						
Documentary credits and short term trade-related transactions	-	-	-	-	-	-
Forward assets purchased and forward deposits placed	-	-	-	-	-	-
Undrawn note issuance and revolving underwriting facilities	-	-	-	-	-	-
Undrawn formal standby facilities, credit lines	-	-	-	-	-	-
Un-disbursed contracted loans, advances and leases	-	-	-	-	-	-
Total other commitments	-	-	-	-	-	-
Total off-balance sheet items including contingent liabilities	-	-	-	-	-	-

B. Statement of Operating Result of the company is as follows:

Particulars	30-Jun-26	31-Dec-25	31-Dec-24	31-Dec-23	31-Dec-22	31-Dec-21
Interest Income	362,401,370	665,533,369	625,057,032	467,267,617	346,744,598	252,821,725
Less: Interest expense on deposits and borrowings etc.	237,786,721	443,731,866	403,789,831	280,307,330	183,910,407	118,416,351
Net interest income	124,614,649	221,801,503	221,267,201	186,960,287	162,834,191	134,405,374
Investment Income	22,547,620	42,890,770	27,600,676	20,482,976	28,481,234	36,438,469
Commission, exchange and brokerage	-	-	-	-	-	-
Other Operating Income	1,985,197	1,767,342	4,734,720	6,400,885	28,078,176	16,742,312
Total operating Income	149,147,466	266,459,614	253,602,597	213,844,148	219,393,601	187,586,155
Salaries, allowances and benefits	41,366,772	84,270,660	72,694,595	67,890,953	61,280,166	48,597,015
Rent, taxes, insurance, electricity etc	6,323,863	8,869,842	8,341,637	7,622,654	6,695,946	4,377,016
Legal & professional fees	944,184	1,668,782	2,607,866	1,654,928	391,338	665,207
Postage, stamp, telecommunication etc.	397,358	794,494	794,589	752,678	678,954	425,216
Stationary, printing, advertisements etc.	731,244	1,593,981	2,114,715	1,834,402	2,641,707	967,943
CEO's salary and benefits	6,160,002	14,320,000	12,020,000	10,775,496	12,400,044	12,899,998
Director's fees	1,130,000	2,350,000	1,182,000	528,000	856,000	800,000
Auditor's fees	618,130	488,760	430,296	419,750	391,000	345,000
Charges on loan losses	-	-	-	-	-	-
Depreciation and repair of Company's assets	10,806,762	21,779,900	19,847,924	19,947,218	18,441,149	13,481,545
Other administration and maintenance	10,031,164	20,729,061	17,961,443	16,537,378	11,622,697	6,126,196
Total operating expenses	78,509,478	156,865,479	137,995,065	127,963,456	115,399,001	88,685,136
Profit before provisions	70,637,988	109,594,135	115,607,532	85,880,692	103,994,601	98,901,019
Provisions for loans and investments						
General Provision	13,982,088	(802,631)	(12,032,754)	20,072,847	9,895,996	(363,085)
2% Special provision	-	(3,128,459)	(918,397)	(36,608)	(75,533)	4,216,106
Specific provision	(19,099)	6,191,782	1,905,562.00	6,862,114	1,139,531	-
Provision for diminution in value of investment	(1,885,440)	(505,900)	5,695,105	(55,800)	5,168,936.00	3501864
Other provision		-	-	-	-	-
Total provision	12,077,549	1,754,792	(5,350,484)	26,842,553	16,128,930	7,354,885
Total profit before taxation	58,560,439	107,839,343	120,958,016	59,038,139	87,865,671	91,546,134
Provision for taxation						
Current tax expense	21,195,405	36,009,648	37,152,417	31,774,834	38,327,044	35,696,576
Deferred tax expense/(income)	19,594	1,422,629	392,682	2,859,333	(2,284,965)	(2,704,364)
Net profit after taxation	37,345,440	70,407,066	83,412,917	24,403,971	51,823,592	58,553,922
Appropriations to:						
Statutory reserves	7,469,088	14,081,413	16,682,583	4,880,794	10,364,718	11,710,784
General reserves		-	-	-	-	-

Dividend etc.		-	-	-	-	-
	7,469,088	14,081,413	16,682,583	4,880,794	10,364,718	11,710,784
Retained surplus	29,876,352	56,065,653	66,730,334	19,523,178	41,458,874	46,843,138
Earnings Per Share	0.32	0.61	0.72	0.23	0.52	0.59

C. Statement of Cash Flows of the Company as follows:

Particulars	30-Jun-26	31-Dec-25	31-Dec-24	31-Dec-23	31-Dec-22	31-Dec-21
A) Cash flows from operating activities						
Interest received	363,988,570	661,599,563	624,914,867	455,879,237	337,101,081	270,789,424
Interest paid	(211,364,759)	(583,695,089)	(341,862,787)	(262,763,794)	(169,700,806)	(110,193,436)
Dividend received	26,881,045	29,732,771	17,029,024	21,292,908	29,636,053	34,132,600
Fees and commission received	-	-	-	-	-	-
Paid to employees and suppliers	(88,655,674)	(159,495,873)	(126,929,010)	(114,590,262)	(82,439,783)	(98,978,752)
Payment of income tax	(16,550,454)	(48,710,473)	(24,079,771)	(42,503,978)	(34,358,907)	(36,918,842)
Received from other operating activities	1,985,197	(3,260,945)	8,069,696	18,950,387	20,935,283	13,204,498
Cash generated from operating activities before changes in operating assets and liabilities	76,283,925	(103,830,046)	157,142,019	76,264,499	101,172,921	72,035,492
Increase/(decrease) in operating assets and liabilities						
Loans & Advance	24,078,455	(375,368,146)	(655,559,064)	(892,094,667)	(810,679,957)	(649,220,372)
Sale of shares	-	-	-	-	-	-
Investment in Govt Securities	-	98,530,036	(98,530,036)	-	-	-
Investment in share	22,500,000	(125,440,528)	(76,832,636)	49,480,089	-	(7,288,545)
Term and other deposits	249,975,363	324,310,417	277,701,154	335,438,843	513,277,778	876,603,099
	296,553,819	(77,968,221)	(553,220,582)	(507,175,735)	(297,402,178)	220,094,182
Net cash flows from/(used in) operating activities	372,837,744	(181,798,266)	(396,078,563)	(430,911,236)	(196,229,257)	292,129,675
B) Cash flows from investing activities						
Purchase of fixed assets	(1,261,590)	(1,332,800)	(2,759,024)	(11,636,677)	(8,304,389)	(7,354,436)
Investment in shares	-	-	-	-	55,639,376	-
Net cash used in investing activities	(1,261,590)	(1,332,800)	(2,759,024)	(11,636,677)	47,334,987	(7,354,436)
C) Cash flows from financing activities						
Drawdown of term loans / Treasury Line	(53,541,003)	422,293,936	108,513,998	593,976,441	196,603,683	3,000,000
Dividend Payment	(25,034,625)	(32,715,375)	-	(50,000,000)	(50,000,000)	-

Net cash flow from financing activities	(78,575,628)	389,578,561	108,513,998	543,976,441	146,603,683	3,000,000
D) Net increase / (decrease) in cash and cash equivalents (A+ B + C)	293,000,526	206,436,071	(290,323,589)	101,428,527	(2,290,586)	287,775,239
E) Effects of exchange rate changes on cash and cash equivalents						
F) Cash and cash equivalents at beginning of the year	714,682,558	508,235,064	797,114,564	695,686,037	697,976,623	410,201,384
G) Cash and cash equivalents at end of the year (D+E+F)	1,007,683,083	714,682,558	506,790,975	797,114,564	695,686,037	697,976,623
Cash and cash equivalents at end of the year						
Cash in hand (including foreign currencies)	63,700	7,317	2,868	21,148	11,310	27,737
Balance with Bangladesh Bank and its agent bank(s)	57,994,313	53,951,618	53,014,557	50,250,998	32,572,091	30,852,074
Balance with other banks and financial institutions	899,625,070	610,712,201	255,217,639	446,842,418	323,102,636	567,096,812
Money at call and short notice	50,000,000	50,000,000	200,000,000	300,000,000	340,000,000	100,000,000
	1,007,683,083	714,682,558	508,235,064	797,114,564	695,686,037	697,976,623
Net operating cash flow per share (NOCFPS)	3.23	(0.90)	1.36	(4.10)	(1.96)	2.92

D. Dividend Declared for the Last 5 Years

Period/ Year	Cash Dividend	Stock Dividend	Total Dividend
2025	7.50%	-	7.50%
2024	5%	-	5%
2023	-	10%	10%
2022	5%	5%	10%
2021	5%	-	5%

Points to be noted:

- Alliance Finance Limited was incorporated in Bangladesh as a Public Limited Company with limited liability by shares under the Companies Act 1994 bearing certificate of incorporation no C-50607(902)/003 dated 27 September 2003 to carry out financial business. It obtained license from Bangladesh Bank for carrying out business on 06 June 2013 under The Finance Institution Act, 1993. The Company has been carrying out its business through its one branch all over Bangladesh. The registered office of Alliance Finance Limited is at Laila Tower, Level 10, 8 South Gulshan Avenue, Gulshan 1, Dhaka-1212.

- b) The financial Statement for the years ended 31 December 2021 & 31 December 2022 were audited by Hoda Vasi Chowdhury & Co. and 31 December 2023 was audited by A. Qasem & Co. and data has been extracted from the respective audited financial statements. The audits for the years ended 31 December 2024 and 2025, along with the relevant audit/review procedures for the period ended 30 June 2026, were performed by M M Rahman & Co. Chartered Accountants.
- c) The Company has no subsidiaries as on reporting date.
- d) Figures related to previous years have been rearranged whenever considered necessary.

This certificate is issued at the request of the Issuer solely for the purpose of complying with the requirements of Bangladesh Securities and Exchange Commission (Public Offer of Equity Securities) Rules, 2025 and should not be used or relied upon for any other purpose without our prior written consent.

Dhaka, Bangladesh
Dated: October 26, 2026

Sd/-
Syed Mahmud Ahmad FCA
Senior Partner
M M Rahman & Co.
Chartered Accountants
Enroll No. 586

- (g) Earnings Per Share (EPS) on fully diluted basis (with the total existing number of shares) in addition to the weighted average number of shares basis. Future projected Net Income should not be considered while calculating the weighted average EPS;

Particulars	Note	Figure
		June 30, 2026
Net Profit after Tax	A	37,345,440
Number of Ordinary Share Outstanding Before IPO	B	115,500,000
Earnings Per Share (EPS)	B/C	0.32
Based on Audited Financial Statement for the period ended June 30, 2026		

Note: Since there is no declaration of stock dividend and no dilutive instruments as of the period ended on 30 June 2026, the total number of ordinary shares outstanding and weighted average number of shares are the same.

- (h) All extra-ordinary income or non-recurring income coming from other than core operations should be shown separately while showing the Net Profit as well as the Earnings Per Share;

Particulars	Amount in BDT
Net profit after Tax for the year ended 30 June 2026	37,345,440
Less: Other Income	1,985,197
Net profit after tax except other income	35,360,243
Number of Ordinary Shares outstanding	115,500,000
Earnings Per Share (EPS) on fully diluted basis	0.31

- (i) Quarterly or half-yearly EPS should not be annualized while calculating the EPS;

The Company has not annualized the quarterly or half yearly EPS.

- (j) Net asset value (with and without considering revaluation surplus or reserve) per share of the securities being offered at the date of the latest audited statement of financial position.

NAV without the Revaluation Surplus

Particulars	Note	Amount (BDT)
Paid-up Capital	A	1,155,000,000
Share premium	B	17,200,000
Statutory reserves	C	89,921,814
Retained earnings	D	34,028,516
Total Equity	E	1,296,150,330
Number of Shares Outstanding	F	115,500,000
Net Asset Value (NAV) per share with revaluation	E/F	11.22

NAV with the Revaluation Surplus

The company has not conducted any revaluation to date.

(k) Following statements for the last five years or any shorter period of commercial operation certified by the auditors:-

(i) Statement of long term and short-term borrowings including borrowing from related party or connected persons with rate of interest and interest paid or accrued;

The financial statements of Alliance Finance PLC for the years ended 31 December 2021 and 31 December 2022 were audited by Hoda Vasi Chowdhury & Co., Chartered Accountants. The financial statements for the year ended 31 December 2023 were audited by A. Qasem & Co., Chartered Accountants. The financial statements for the year ended 31 December 2024, the year ended 31 December 2025, and the period ended 30 June 2026 were audited by M M Rahman & Co., Chartered Accountants. The financial information for all the aforementioned periods has been extracted from the respective audited financial statements.

Based on our scrutiny and due verification, we hereby certify that Alliance Finance PLC had undertaken long-term and/or short-term borrowings during the respective periods but had not obtained any such borrowings from any related party or connected person.

For Long-term Loan:

1. Borrowings from Bangladesh Bank

Particulars	30-Jun-2026		31-Dec-2025		31-Dec-2024		31-Dec-2023		31-Dec-2022		31-Dec-2021	
	Rate of interest	Amount of BDT	Rate of interest	Amount of BDT	Rate of interest	Amount of BDT	Rate of interest	Amount of BDT	Rate of interest	Amount of BDT	Rate of interest	Amount of BDT
BB Refinance Scheme - Brick Kiln Project	4.00%	9,166,660	4.00%	15,277,772	4.00%	27,499,996	4.00%	39,722,220	4.00%	51,944,444		
BB Refinance Scheme - CMSMEs (Pre-finance)	2.00%	8,680,000	2.00%	11,160,000	2.00%	16,120,000	2.00%	35,960,000				
BB Refinance Scheme - CMSMEs (Pre-finance)	2.00%	9,920,000	2.00%	12,400,000	2.00%	17,360,000	2.00%	37,200,000				
Bb Refinance Scheme - Cmsmes (Pre-Finance) 27.12.2023	2.00%	12,400,000	2.00%	14,880,000	2.00%	19,840,000	2.00%	37,200,000				
BB Refinance Scheme CMSMEs (Joy Enterprise 0145)					2.00%	833,334	2.00%	1,666,667	2.00%	2,500,000		
BB Refinance Scheme - CMSMEs (Asia Motors 0147)					2.00%	1,666,667	2.00%	3,333,333	2.00%	5,000,000		
BB Refinance Scheme - CMSMEs (Premier Furniture 0151)							2.00%	333,333	2.00%	1,000,000		
BB Refinance Scheme - CMSMEs (Sova Printing)			2.00%	666,667	2.00%	2,000,000	2.00%	3,333,333				
BB Refinance Scheme - IPFF - II (Fiber @ Home)	6.23%	371,889,495	6.23%	382,213,556	5.30%	383,488,120	4.38%	383,488,120				
BB Refinance Scheme - IPFF - II (Hoshendi)	5.70%	426,726,748	5.70%	414,690,665	5.70%	375,000,000						

BB Refinance Scheme - Women Enterprise (Rafsan Embroidery)	0.50%	1,750,000	0.50%	2,000,000								
BB Refinance Scheme - CMSMEs (Pre-Finance) 26.11.2025	2.00%	25,900,000	2.00%	25,900,000								
BB Refinance Scheme - Vintage Denim Limited	1.00%	18,624,375	1.00%	22,010,625								
BB Refinance Scheme - CMSMEs (Pre-Finance) 14.12.2025	2.00%	100,000,000	2.00%	100,000,000								
BB Refinance Scheme - Women Entrepreneurs 14.12.2025	0.50%	2,500,000	0.50%	3,000,000	0.50%	2,500,000						
BB Refinance Scheme – COVID 19 Stimulus Package											4.00%	7,750,000
Total		987,557,278		1,004,199,285		846,308,116		542,237,007		60,444,444		7,750,000

2. Borrowings from other Banks & financial institutions

Particulars	30-Jun-2026		31-Dec-2025		31-Dec-2024		31-Dec-2023		31-Dec-2022		31-Dec-2021	
	Rate of interest	Amount of BDT	Rate of interest	Amount of BDT	Rate of interest	Amount of BDT	Rate of interest	Amount of BDT	Rate of interest	Amount of BDT	Rate of interest	Amount of BDT
Credit Line with Commercial Bank of Ceylon	12.25%	65,333,298	12.25%	80,333,302	12.43%	33,333,310	7.00%	49,333,318	7.00%	65,333,326		
Treasury Line Borrowing-DBH							11.00%	100,000,000				
Credit Line with NCC Bank	13.50%	72,725,718	13.50%	97,301,302	14.50%	26,711,754	9.50%	87,970,508	8.00%	78,440,298		
Total		138,059,016		177,634,604		60,045,064		237,303,826		143,773,624		

For Short-term Loan:

1. Borrowings from other Banks & financial institutions

Particulars	30-Jun-2026		31-Dec-2025		31-Dec-2024		31-Dec-2023		31-Dec-2022		31-Dec-2021	
	Rate of interest	Amount of BDT	Rate of interest	Amount of BDT	Rate of interest	Amount of BDT	Rate of interest	Amount of BDT	Rate of interest	Amount of BDT	Rate of interest	Amount of BDT
OD with Commercial Bank of Ceylon	12.25%	(7,818)	12.25%	(2,695,831)	12.43%	503,399	7%	18,808,128				
SOD One Bank									7%	135,615		
Total		(7,818)		(2,695,831)		503,399		18,808,128		135,615		
Grand Total		1,125,608,477		1,179,138,058		906,856,579		798,348,961		204,353,683		7,750,000
Interest paid or accrued against Borrowings from Bangladesh Bank and other Banks & financial institutions											Amount in BDT	
Particulars	30-Jun-26		31-Dec-25		31-Dec-24		31-Dec-23		31-Dec-22		31-Dec-21	

Interest paid on BB Refinance	25,166,918	49,478,405	44,323,998	14,015,228	1,998,865	362,306
Interest paid on borrowings	12,272,201	19,257,072	12,130,671	14,918,549	13,359,894	53,050
Total	37,439,119	68,735,477	56,454,669	28,933,777	15,358,759	415,356

This certificate is issued at the request of the Issuer solely for the purpose of complying with the requirements of Bangladesh Securities and Exchange Commission (Public Offer of Equity Securities) Rules, 2025 and should not be used or relied upon for any other purpose without our prior written consent.

Dhaka, Bangladesh
Dated: October 26, 2026

Sd/-
Syed Mahmud Ahmad FCA
Senior Partner
M M Rahman & Co.
Chartered Accountants
Enroll No. 586

- (ii) Statement of principal terms of secured loans and assets on which charge have been created against those loans with names of lenders, purpose, sanctioned amount, rate of interest, primary security, collateral or other security, re-payment schedule and status;

AUDITOR'S CERTIFICATE ON STATEMENT OF PRINCIPAL TERMS OF SECURED LOANS AND ASSETS ON WHICH CHARGE HAVE BEEN CREATED AGAINST THOSE LOANS WITH NAMES OF LENDERS, PURPOSE, SANCTIONED AMOUNT, RATE OF INTEREST/ PROFIT, PRIMARY SECURITY, COLLATERAL/OTHER SECURITY, REPAYMENT SCHEDULE AND STATUS OF ALLIANCE FINANCE PLC

The financial statements of Alliance Finance PLC for the years ended 31 December 2021 and 31 December 2022 were audited by Hoda Vasi Chowdhury & Co., Chartered Accountants. The financial statements for the year ended 31 December 2023 were audited by A. Qasem & Co., Chartered Accountants. The financial statements for the year ended 31 December 2024, the year ended 31 December 2025, and the period ended 30 June 2026 were audited by M M Rahman & Co., Chartered Accountants. The financial information for all the aforementioned periods has been extracted from the respective audited financial statements.

Based on our scrutiny and due verification, we hereby certify that Alliance Finance PLC has taken the following secured loans which are disclosed in the audited financial statements for the years ended 31 December 2021 to 31 December 2025 and for the Period ended 30 June 2026 as follows:

Accounting Year of Loan Sanction	Name of the Lenders	Purpose	Sanctioned Amount	Rate of Interest	Tenor	Type of Security/ Collateral	Repayment Schedule	Outstanding Balance for the period / year ended
30-Jun-26	NCC BANK PLC	To meet fund requirement for Financing their Clients	100,000,000	13.50%	3 years	lien over Fixed Deposit Receipts (FDRs)	Quarterly Installment	72,725,718
31-Dec-25	NCC BANK PLC	To meet fund requirement for Financing their Clients	150,000,000	13.50%	3 years	lien over Fixed Deposit Receipts (FDRs)	Quarterly Installment	97,301,302
31-Dec-24	NCC BANK PLC	To meet fund requirement for Financing their Clients	50,000,000	14.50%	3 years	lien over Fixed Deposit Receipts (FDRs)	Quarterly Installment	26,711,754
31-Dec-23	NCC BANK PLC	To meet fund requirement for Financing their Clients	150,000,000	9.50%	3 years	lien over Fixed Deposit Receipts (FDRs)	Quarterly Installment	87,970,508
31-Dec-22	NCC BANK PLC	To meet fund requirement for Financing their Clients	100,000,000	8.00%	3 years	lien over Fixed Deposit Receipts (FDRs)	Quarterly Installment	78,440,298
	One Bank PLC	To Meet emergency fund requirement for running the business	90,000,000	7.00%	1 year	lien over Fixed Deposit Receipts (FDRs)	N/A	135,615
31-Dec-21	-	-	-	-	-	-	-	

This certificate is issued at the request of the Issuer solely for the purpose of complying with the requirements of Bangladesh Securities and Exchange Commission (Public Offer of Equity Securities) Rules, 2025 and should not be used or relied upon for any other purpose without our prior written consent.

Dhaka, Bangladesh
Dated: October 26, 2026

Sd/-
Syed Mahmud Ahmad FCA
Senior Partner
M M Rahman & Co.
Chartered Accountants
Enroll No. 586

(iii) Statement of unsecured loans with terms and conditions;

AUDITOR'S CERTIFICATE ON STATEMENT OF UNSECURED LOANS WITH TERMS AND CONDITIONS OF ALLIANCE FINANCE PLC

The financial statements of Alliance Finance PLC for the years ended 31 December 2021 and 31 December 2022 were audited by Hoda Vasi Chowdhury & Co., Chartered Accountants. The financial statements for the year ended 31 December 2023 were audited by A. Qasem & Co., Chartered Accountants. The financial statements for the year ended 31 December 2024, the year ended 31 December 2025, and the period ended 30 June 2026 were audited by M M Rahman & Co., Chartered Accountants. The financial information for all the aforementioned periods has been extracted from the respective audited financial statements.

Based on our scrutiny and due verification, we hereby certify that Alliance Finance PLC has taken the following unsecured loans which are disclosed in the audited financial statements for the years ended 31 December 2021 to 31 December 2025 and for the Period ended 30 June 2026 as follows:

For the period ended 30 June 2026:

Details of Un-Secured Loan:

1. Borrowing from Bangladesh Bank:					
SI No.	Particulars	Nature	Loan Amount in BDT	Outstanding Balance in BDT	Interest Rate
1	BB Refinance Scheme - Brick Kiln Project	Refinance	55,000,000	9,166,660	4.00%
2	BB Refinance Scheme - CMSMEs (Pre-finance)	Refinance	37,200,000	8,680,000	2.00%
3	BB Refinance Scheme - CMSMEs (Pre-finance)	Refinance	37,200,000	9,920,000	2.00%
4	Bb Refinance Scheme - Cmsmes (Pre-Finance) 27.12.2023	Refinance	37,200,000	12,400,000	2.00%
5	BB Refinance Scheme - CMSMEs (Pre-Finance) 14.12.2025	Refinance	100,000,000	100,000,000	2.00%
6	BB Refinance Scheme - CMSMEs (Pre-Finance) 26.11.2025	Refinance	25,900,000	25,900,000	2.00%
7	BB Refinance Scheme - Women Enterprise (Rafsan Embroidery)	Refinance	2,500,000	1,750,000	0.50%
8	BB Refinance Scheme - Women Enterprise New 30 Lac dtd 14.12.2025	Refinance	3,000,000	2,500,000	0.50%
9	BB Refinance Scheme - Vintage Denim Limited (TECHNOLOGY DEVELOPMENT/UP-GRADATION FUND (TDF). Bangladesh Bank)	Refinance	27,090,000	18,624,375	1.00%
10	Fiber @ Home_IPFF-2	Refinance	375,000,000	371,889,495	6.24%
11	Hosendi_IPFF-2	Refinance	375,000,000	426,726,748	5.70%
	Sub-Total		1,075,090,000	987,557,278	
2. Borrowing from other Banks & Financial Institutions					
1	Commercial Bank of Cylon	OD	20,000,000	503,399	12.43%
2	Commercial Bank of Cylon	Credit Line	80,000,000	33,333,310	12.43%
	Sub-Total		100,000,000	33,836,709	
	Grand Total		1,030,600,000	880,144,825	

For the year ended 2025:

Details of Un-Secured Loan:

1. Borrowing from Bangladesh Bank:					
SI No.	Particulars	Nature	Loan Amount in BDT	Outstanding Balance in BDT	Interest Rate
1	BB Refinance Scheme - Brick Kiln Project	Refinance	55,000,000	15,277,772	4.00%
2	BB Refinance Scheme - CMSMEs (Pre-finance)	Refinance	37,200,000	11,160,000	2.00%
3	BB Refinance Scheme - CMSMEs (Pre-finance)	Refinance	37,200,000	12,400,000	2.00%
4	BB Refinance Scheme - CMSMEs (Sova Printing)	Refinance	4,000,000	666,667	2.00%
5	BB Refinance Scheme - CMSMEs (Pre-Finance) 27.12.2023	Refinance	37,200,000	14,880,000	2.00%
6	BB Refinance Scheme - CMSMEs (Pre-Finance) 14.12.2025	Refinance	100,000,000	100,000,000	2.00%
7	BB Refinance Scheme - CMSMEs (Pre-Finance) 26.11.2025	Refinance	25,900,000	25,900,000	2.00%
8	BB Refinance Scheme - Women Enterprise (Rafsan Embroidery)	Refinance	2,500,000	2,000,000	0.50%
9	BB Refinance Scheme - Women Enterprise New 30 Lac dtd 14 Dec 2025	Refinance	3,000,000	3,000,000	0.50%
10	BB Refinance Scheme - Vintage Denim Limited (TECHNOLOGY DEVELOPMENT/UP-GRADATION FUND (TDF). Bangladesh Bank)	Refinance	27,090,000	22,010,625	1.00%
11	Fiber@ Home_IPFF-2	Refinance	375,000,000	382,213,556	6.23%
12	Hosendi_IPFF-2	Refinance	375,000,000	414,690,665	5.70%
	Sub-Total		1,079,090,000	1,004,199,285	
2. Borrowing from other Banks & Financial Institutions					
1	Commercial Bank of Cylon	OD	50,000,000	-2,695,831	12.25%
2	Commercial Bank of Cylon	Credit Line	150,000,000	80,333,302	12.25%
	Sub-Total		200,000,000	77,637,471	
	Grand Total		1,279,090,000	1,081,836,756	

For the year ended 2024:

Details of Un-Secured Loan:

1. Borrowing from Bangladesh Bank:					
SI No.	Particulars	Nature	Loan Amount in BDT	Outstanding Balance in BDT	Interest Rate
1	BB Refinance Scheme - Brick Kiln Project	Refinance	55,000,000	27,499,996	4.00%
	BB Refinance Scheme - CMSMEs (Joy Enterprise 0145)	Refinance	2,500,000	833,334	2.00%
	BB Refinance Scheme - CMSMEs (Asia Motors 0147)	Refinance	5,000,000	1,666,667	2.00%
	BB Refinance Scheme - CMSMEs (Pre-finance)	Refinance	37,200,000	16,120,000	2.00%
	BB Refinance Scheme - CMSMEs (Pre-finance)	Refinance	37,200,000	17,360,000	2.00%
2	BB Refinance Scheme - CMSMEs (Sova Printing)	Refinance	4,000,000	2,000,000	2.00%

	BB Refinance Scheme - CMSMEs (Pre-Finance) 27.12.2023	Refinance	37,200,000	19,840,000	2.00%
3	BB Refinance Scheme - Women Enterprise (Rafsan Embroidery)	Refinance	2,500,000	2,500,000	0.50%
4	Fiber @ Home_IPFF-2	Refinance	375,000,000	383,488,120	5.30%
5	Hosendi_IPFF-2	Refinance	375,000,000	375,000,000	5.70%
	Sub-Total		930,600,000	846,308,116	
2.	Borrowing from other Banks & Financial Institutions				
1	Commercial Bank of Cylon	OD	20,000,000	503,399	12.43%
2	Commercial Bank of Cylon	Credit Line	80,000,000	33,333,310	12.43%
	Sub-Total		100,000,000	33,836,709	
	Grand Total		1,030,600,000	880,144,825	

For the year ended 2023:

Details of Un-Secured Loan:

1. Borrowing from Bangladesh Bank:					
SI No.	Particulars	Nature	Loan Amount in BDT	Outstanding Balance in BDT	Interest Rate
1	BB Refinance Scheme - Brick Kiln Project	Refinance	55,000,000	39,722,220	4.00%
2	BB Refinance Scheme - CMSMEs (Joy Enterprise 0145)	Refinance	2,500,000	1,666,667	2.00%
3	BB Refinance Scheme - CMSMEs (Premier Furniture 0151)	Refinance	1,000,000	333,333	2.00%
4	BB Refinance Scheme - CMSMEs (Asia Motors 0147)	Refinance	5,000,000	3,333,333	2.00%
5	BB Refinance Scheme - CMSMEs (Pre-finance)	Refinance	37,200,000	35,960,000	2.00%
6	BB Refinance Scheme - CMSMEs (Pre-finance)	Refinance	37,200,000	37,200,000	2.00%
7	BB Refinance Scheme - CMSMEs (Sova Printing)	Refinance	4,000,000	3,333,333	2.00%
8	BB Refinance Scheme - CMSMEs (Pre-Finance) 27.12.2023	Refinance	37,200,000	37,200,000	2.00%
9	Fiber @ Home_IPFF-2	Refinance	375,000,000	383,488,120	4.38%
	Sub-Total		554,100,000	542,237,007	
2.	Borrowing from other Banks & Financial Institutions				
1	Commercial Bank of Cylon	OD	20,000,000	18,808,128	7%
2	Commercial Bank of Cylon	Credit Line	80,000,000	49,333,318	7.00%
3	Treasury Line Borrowing-DBH	Treasury Line	100,000,000	100,000,000	11.00%
	Sub-Total		200,000,000	168,141,446	
	Grand Total		754,100,000	710,378,453	

For the year ended 2022:

Details of Un-Secured Loan:

1. Borrowing from Bangladesh Bank:					
Sl No.	Particulars	Nature	Loan Amount in BDT	Outstanding Balance in BDT	Interest Rate
1	BB Refinance Scheme - Brick Kiln Project	Refinance	55,000,000	51,944,444	4.00%
	BB Refinance Scheme - CMSMEs (Joy Enterprise 0145)	Refinance	2,500,000	2,500,000	2.00%
	BB Refinance Scheme - CMSMEs (Premier Furniture 0151)	Refinance	1,000,000	1,000,000	2.00%
2	BB Refinance Scheme - CMSMEs (Asia Motors 0147)	Refinance	5,000,000	5,000,000	2.00%
	Sub-Total		58,500,000	60,444,444	
2. Borrowing from other Banks & Financial Institutions					
1	Commercial Bank of Cylon	OD	20,000,000	0	7%
2	Commercial Bank of Cylon	Credit Line	80,000,000	65,333,326	7%
	Sub-Total		100,000,000	65,333,326	
	Grand Total		158,500,000	125,777,770	

For the year ended 2021:

Details of Un-Secured Loan:

1. Borrowing from Bangladesh Bank:					
Sl No.	Particulars	Nature	Loan Amount in BDT	Outstanding Balance in BDT	Interest Rate
1	BB Refinance Scheme - COVID-19 Stimulus Package	Refinance		7,750,000	4.00%
	Total			7,750,000	

This certificate is issued at the request of the Issuer solely for the purpose of complying with the requirements of Bangladesh Securities and Exchange Commission (Public Offer of Equity Securities) Rules, 2025 and should not be used or relied upon for any other purpose without our prior written consent.

Dhaka, Bangladesh
Dated: October 26, 2026

Sd/-
Syed Mahmud Ahmad FCA
Senior Partner
M M Rahman & Co.
Chartered Accountants
Enroll No. 586

- (iv) Statement of inventories showing amount of raw material, packing material, stock-in-process and finished goods, consumable items, store and spares parts, inventory of trading goods etc.;

AUDITOR'S CERTIFICATE ON STATEMENT OF INVENTORIES OF RAW MATERIAL, PACKING MATERIAL, STOCK-IN-PROCESS AND FINISHED GOODS, CONSUMABLE ITEMS, STORE & SPARE PARTS, INVENTORY OF TRADING GOODS ETC. OF ALLIANCE FINANCE PLC

The financial statements of Alliance Finance PLC for the years ended 31 December 2021 and 31 December 2022 were audited by Hoda Vasi Chowdhury & Co., Chartered Accountants. The financial statements for the year ended 31 December 2023 were audited by A. Qasem & Co., Chartered Accountants. The financial statements for the year ended 31 December 2024, the year ended 31 December 2025, and the period ended 30 June 2026 were audited by M M Rahman & Co., Chartered Accountants. The financial information for all the aforementioned periods has been extracted from the respective audited financial statements.

Based on our scrutiny of the financial statements for the years ended 31 December 2021, 2022, 2023, 2024, 2025 and also for the period ended 30 June 2026 Alliance Finance PLC (the "Company"), we certify that the Company is treated as service provider dealing with principal activities of providing Loans and Advances to the prospective clients by mobilizing deposit rather than converting raw materials into the finished goods. Therefore, the Company did not hold any inventories of raw material, packing material, stock-in process and finished goods, consumable items, store & spare parts, inventory of trading goods etc.

This certificate is issued at the request of the Issuer solely for the purpose of complying with the requirements of Bangladesh Securities and Exchange Commission (Public Offer of Equity Securities) Rules, 2025 and should not be used or relied upon for any other purpose without our prior written consent.

Dhaka, Bangladesh
Dated: October 26, 2026

Sd/-
Syed Mahmud Ahmad FCA
Senior Partner
M M Rahman & Co.
Chartered Accountants
Enroll No. 586

(v) Statement of trade receivables showing receivable from related party and connected persons;

AUDITOR'S CERTIFICATE ON STATEMENT OF TRADE RECEIVABLES SHOWING RECEIVABLE FROM RELATED PARTIES AND CONNECTED PERSONS OF ALLIANCE FINANCE PLC

The financial statements of Alliance Finance PLC for the years ended 31 December 2021 and 31 December 2022 were audited by Hoda Vasi Chowdhury & Co., Chartered Accountants. The financial statements for the year ended 31 December 2023 were audited by A. Qasem & Co., Chartered Accountants. The financial statements for the year ended 31 December 2024, the year ended 31 December 2025, and the period ended 30 June 2026 were audited by M M Rahman & Co., Chartered Accountants. The financial information for all the aforementioned periods has been extracted from the respective audited financial statements.

Based on our scrutiny and after due verification, we hereby certify that Alliance Finance PLC had no trade receivables as well as related party and connected persons for the years ended 31 December ,2021 2022 ,2023,2024, 2025 and 30 June 2026.

This certificate is issued at the request of the Issuer solely for the purpose of complying with the requirements of Bangladesh Securities and Exchange Commission (Public Offer of Equity Securities) Rules, 2025 and should not be used or relied upon for any other purpose without our prior written consent.

Dhaka, Bangladesh
Dated: October 26, 2026

Sd/-
Syed Mahmud Ahmad FCA
Senior Partner
M M Rahman & Co.
Chartered Accountants
Enroll No. 586

(vi) Statement of any loan given by the issuer including loans to related party or connected persons with rate of interest and interest realized or accrued;

AUDITOR'S CERTIFICATE ON STATEMENT OF ANY LOAN GIVEN BY THE ISSUER INCLUDING LOANS TO RELATED PARTY OR CONNECTED PERSONS WITH RATE OF INTEREST AND INTEREST REALIZED OR ACCRUED OF ALLIANCE FINANCE PLC

Alliance Finance PLC (the "Company") is a financial institution incorporated in Bangladesh under the Financial Institution Act, 1993 and the Companies Act, 1994. The principal business activity of the Company is to provide loans and advances to its customers in the ordinary course of its business.

Based on our examination of the relevant audited financial statements, other relevant records and statements, and the representation letter provided by the management of the Company, we certify that the Company granted loans and advances to its customers in the ordinary course of its business during the years ended 31 December 2021 to 2025 and the period ended 30 June 2026. However, based on the records and information examined, the Company did not grant any loans or advances to its related parties or connected persons during the aforesaid periods.

This certificate is issued at the request of the Issuer solely for the purpose of complying with the requirements of Bangladesh Securities and Exchange Commission (Public Offer of Equity Securities) Rules, 2025 and should not be used or relied upon for any other purpose without our prior written consent.

Dhaka, Bangladesh
Dated: October 26, 2026

Sd/-
Syed Mahmud Ahmad FCA
Senior Partner
M M Rahman & Co.
Chartered Accountants
Enroll No. 586

(vii) Statement of other income showing interest income, dividend income, discount received, other non-operating income;

AUDITOR'S CERTIFICATE ON STATEMENT OF OTHER INCOME SHOWING INTEREST/ PROFIT INCOME, DIVIDEND INCOME, DISCOUNT RECEIVED, OTHER NON-OPERATING INCOME OF ALLIANCE FINANCE PLC

The financial statements of Alliance Finance PLC for the years ended 31 December 2021 and 31 December 2022 were audited by Hoda Vasi Chowdhury & Co., Chartered Accountants. The financial statements for the year ended 31 December 2023 were audited by A. Qasem & Co., Chartered Accountants. The financial statements for the year ended 31 December 2024, the year ended 31 December 2025, and the period ended 30 June 2026 were audited by M M Rahman & Co., Chartered Accountants. The financial information for all the aforementioned periods has been extracted from the respective audited financial statements.

Based on our scrutiny and after due verification, we hereby certify that Alliance Finance PLC had following amount of Other Income for the respective periods is as detailed in the table below.

Particulars	Amount in BDT					
	Period ended	Year ended	Year ended	Year ended	Year ended	Year ended
	30-Jun-26	31-Dec-25	31-Dec-24	31-Dec-23	31-Dec-22	31-Dec-21
Documentation Fee	594,000	1,278,150	597,239	894,913	8,672,238	1,802,436
Early Settlement Charge	1,356,304	139,522	52,343	1,593,532	906,639	3,469,886
Supervision Fee	21,043	103,025	126,308	173,247	-	-
Income From Structured Finance	-	-	2,683,687	3,100,000	18,213,903	11,019,565
Other income	13,850	246,645	1,275,143	639,194	285,396	450,425
Total	1,985,197	1,767,342	4,734,720	6,400,885	28,078,176	16,742,312

This certificate is issued at the request of the Issuer solely for the purpose of complying with the requirements of Bangladesh Securities and Exchange Commission (Public Offer of Equity Securities) Rules, 2025 and should not be used or relied upon for any other purpose without our prior written consent.

Dhaka, Bangladesh
Dated: October 26, 2026

Sd/-
Syed Mahmud Ahmad FCA
Senior Partner
M M Rahman & Co.
Chartered Accountants
Enroll No. 586

(viii) Statement of turnover showing separately in cash and through banking channel;

**AUDITOR'S CERTIFICATE ON STATEMENT OF TURNOVER SHOWING SEPARATELY IN CASH AND THROUGH
BANKING CHANNEL OF ALLIANCE FINANCE PLC**

The financial statements of Alliance Finance PLC for the years ended 31 December 2021 and 31 December 2022 were audited by Hoda Vasi Chowdhury & Co., Chartered Accountants. The financial statements for the year ended 31 December 2023 were audited by A. Qasem & Co., Chartered Accountants. The financial statements for the year ended 31 December 2024, the year ended 31 December 2025, and the period ended 30 June 2026 were audited by M M Rahman & Co., Chartered Accountants. The financial information for all the aforementioned periods has been extracted from the respective audited financial statements.

After due verification of audited financial statements of the Company for the years ended 31 December 2021, 2022, 2023, 2024, 2025 and 30th June 2026 and as per the information continued in the supporting accounting records we certify that Alliance Finance PLC(the ""Company"") itself is engaged in providing financing services, so all proceeds of interest and fee based income, except petty cash items, is channeled through banking system.

This certificate is issued at the request of the Issuer solely for the purpose of complying with the requirements of Bangladesh Securities and Exchange Commission (Public Offer of Equity Securities) Rules, 2025 and should not be used or relied upon for any other purpose without our prior written consent.

Dhaka, Bangladesh
Dated: October 26, 2026

Sd/-
Syed Mahmud Ahmad FCA
Senior Partner
M M Rahman & Co.
Chartered Accountants
Enroll No. 586

(ix) Statement of related party transaction;

AUDITOR'S CERTIFICATE ON STATEMENT OF RELATED PARTY TRANSACTION OF ALLIANCE FINANCE PLC

The financial statements of Alliance Finance PLC for the years ended 31 December 2021 and 31 December 2022 were audited by Hoda Vasi Chowdhury & Co., Chartered Accountants. The financial statements for the year ended 31 December 2023 were audited by A. Qasem & Co., Chartered Accountants. The financial statements for the year ended 31 December 2024, the year ended 31 December 2025, and the period ended 30 June 2026 were audited by M M Rahman & Co., Chartered Accountants. The financial information for all the aforementioned periods has been extracted from the respective audited financial statements.

Based on our scrutiny , we hereby certify that the Company's transactions with related parties for the respective years and the period ended 30 June 2026 are as detailed in the table below:

For the period ended 30 June 2026:

Related Party Transaction:

Name of related party and relationship	For the period ended 30 June 2026		
	Relationship	Nature of Transaction	Amount in BDT
People's Leasing & Finance PLC - SriLanka	Shareholder	Payable	17,613,990
AHL Employees' Provident Fund	Common Director	Term Deposit	5,958,227
Ms. Fatema Hossain Rizvi	Shareholder	Term Deposit	48,107,510
Fountain Garments Manufacturing Ltd.	Common Director	Term Deposit	681,811,856
Mr. Lutfe Mawla Ayub	Director	Term Deposit	26,640,315
Ms. Mazkura Ayub	Director's family member	Term Deposit	11,294,453
Md. Mamun-Ur-Rashid	Shareholder's	Term Deposit	130,550,000
PEB Steel Alliance Limited Employees Provident Fund	Common Director	Term Deposit	12,618,604
Sabera Ahmed Rizvi Foundation	Common Director	Term Deposit	500,000
Ispahani Summit Alliance Terminals Limited Beneficiaries Profit Participation Fund	Common Director	Term Deposit	8,441,695
Ispahani Summit Alliance Terminals Limited Employees Provident Fund	Common Director	Term Deposit	39,039,973
Fahmida Akter Khatun	Shareholder's Family Member	Term Deposit	29,349,230
Inaba Ayub Rahman	Director's family member	Term Deposit	10,000,000
Ibaha Ayub Rahman	Director's family member	Term Deposit	18,000,000
Adeeba Aziz Khan	Director's family member	Term Deposit	12,400,403
Firdaus Nasir Trust	Common Director	Term Deposit	19,100,000
Green Delta Insurance Limited	Shareholder	Term Deposit	10,526,523
Farhana Akhter	Director	Term Deposit	19,123,780
Ahmed Tawaab Billah	Director's family member	Term Deposit	13,029,406
Summit Equities Limited	Common Director	Term Deposit	81,850,000
Summit Holdings Limited	Common Director	Term Deposit	26,526,965

For the year ended 2025:
Related Party Transaction:

Name of related party and relationship	For the year ended 31 December 2025		
	Relationship	Nature of Transaction	Amount in BDT
People's Leasing & Finance PLC - Sri Lanka	Shareholder	Payable	17,613,990
AHL Employees' Provident Fund	Common Director	Term Deposit	6,546,179
Ms. Fatema Hossain Rizvi	Director's family member	Term Deposit	45,430,538
Fountain Garments Manufacturing Ltd.	Common Director	Term Deposit	423,890,881
Mr. Lutfe Mawla Ayub	Director	Term Deposit	15,779,787
Ms. Mazkura Ayub	Director's family member	Term Deposit	11,097,563
Md. Mamun-Ur-Rashid	Shareholder's family member	Term Deposit	130,550,000
PEB Steel Alliance Limited Employees Provident Fund	Common Director	Term Deposit	12,618,604
Sabera Ahmed Rizvi Foundation	Director's family member	Term Deposit	500,000
Mrs. Archita Podder	CEO's Spouse	Term Deposit	5,535,000
Ispahani Summit Alliance Terminals Limited Beneficiaries Profit Participation Fund	Common Director	Term Deposit	14,888,388
Ispahani Summit Alliance Terminals Limited Employees Provident Fund	Common Director	Term Deposit	23,279,311
Fahmida Akter Khatun	Shareholder	Term Deposit	28,455,488
Inaba Ayub Rahman	Director's family member	Term Deposit	10,000,000
Ibaha Ayub Rahman	Director's family member	Term Deposit	4,200,000
Adeeba Aziz Khan	Director's family member	Term Deposit	11,824,507
Firdaus Nasir Trust	Common Director	Term Deposit	16,950,000
Green Delta Insurance Limited	Common Director	Term Deposit	10,526,523
FARHANA AKHTER	Director's family member	Term Deposit	66,263,388
FAHIMA AKHTER	Director	Term Deposit	30,422,091
AHMED TAWAAB BILLAH	Director's family member	Term Deposit	12,149,127
SUMMIT EQUITIES LIMITED	Common Director	Term Deposit	112,550,000
SUMMIT HOLDINGS LIMITED	Common Director	Term Deposit	24,753,484

For the year ended 2024:
Related Party Transaction:

Name of related party and relationship	For the year ended 31 December 2024		
	Relationship	Nature of Transaction	Amount in BDT
People's Leasing & Finance PLC - Sri Lanka	Shareholder	Payable	17,613,990
AHL Employees' Provident Fund	Common Director	Term Deposit	5,347,284
Ms. Fatema Hossain Rizvi	Director's family member	Term Deposit	40,428,172
Fountain Garments Manufacturing Ltd.	Common Director	Term Deposit	383,799,821
Mr. Lutfe Mawla Ayub	Director	Term Deposit	10,537,287
Ms. Mazkura Ayub	Director's family member	Term Deposit	10,717,174

Md. Mamun-Ur-Rashid	Shareholder's family member	Term Deposit	130,550,000
PEB Steel Alliance Limited Employees Provident Fund	Common Director	Term Deposit	21,896,278
Sabera Ahmed Rizvi Foundation	Director's family member	Term Deposit	500,000
Mr. Syed Ali Haider Rizvi	Director's family member	Term Deposit	25,516,838
Mrs. Archita Podder	CEO's Spouse	Term Deposit	5,000,000
Ispahani Summit Alliance Terminals Limited Beneficiaries Profit Participation Fund	Common Director	Term Deposit	5,867,119
Ispahani Summit Alliance Terminals Limited Employees Provident Fund	Common Director	Term Deposit	14,270,395
Fahmida Akter Khatun	Shareholder	Term Deposit	27,357,528
Inaba Ayub Rahman	Director's family member	Term Deposit	10,000,000
Ibaha Ayub Rahman	Director's family member	Term Deposit	4,200,000
Adeeba Aziz Khan	Director's family member	Term Deposit	10,644,055
Firdaus Nasir Trust	Common Director	Term Deposit	12,050,000
Green Delta Insurance Limited	Common Director	Term Deposit	10,526,523
Farhana Akhter	Director's family member	Term Deposit	7,763,388

For the year ended 2023:
Related Party Transaction:

Name of related party and relationship	For the year ended 31 December 2023		
	Relationship	Nature of Transaction	Amount in BDT
People's Leasing & Finance PLC - Sri Lanka	Shareholder	Payable	17,613,990
AHL Employees' Provident Fund	Common Director	Term Deposit	7,146,625
Ms. Fatema Hossain Rizvi	Director's family member	Term Deposit	36,609,756
Fountain Garments Manufacturing Ltd.	Common Director	Term Deposit	257,940,101
Ms. Mazkura Ayub	Director's family member	Term Deposit	5,466,559
Md. Mamun-Ur-Rashid	Shareholder's family member	Term Deposit	119,050,000
PEB Steel Alliance Limited Employees Provident Fund	Common Director	Term Deposit	21,686,257
Sabera Ahmed Rizvi Foundation	Director's family member	Term Deposit	500,000
Mr. Syed Ali Haider Rizvi	Director's family member	Term Deposit	23,196,205
Mr. Syed Nasser Haider Rizvi	Director's family member	Term Deposit	28,284,863
Mrs. Archita Podder	CEO's Spouse	Term Deposit	10,000,000
OOCL Employees Provident Fund	Common Director	Term Deposit	1,254,000

For the year ended 2022:
Related Party Transaction:

Name of related party and relationship	For the year ended 31 December 2022		
	Relationship	Nature of Transaction	Amount in BDT
People's Leasing & Finance PLC- Sri Lanka	Shareholder	Payable	17,613,990

AHL Employees' Provident Fund	Common Director	Term Deposit	4,585,398
Ms. Fatema Hossain Rizvi	Director's family member	Term Deposit	6,713,706
Fountain Garments Manufacturing Ltd.	Common Director	Term Deposit	194,684,975
Mr. Lutfe Mawla Ayub	Director	Term Deposit	1,630,279
Ms. Mazkura Ayub	Director's family member	Term Deposit	15,219,163
Md. Mamun-Ur-Rashid	Shareholder's family member	Term Deposit	92,050,000
PEB Steel Alliance Limited Employees Provident Fund	Common Director	Term Deposit	20,583,875
Sabera Ahmed Rizvi Foundation	Director's family member	Term Deposit	500,000
Mr. Syed Ali Haider Rizvi	Director's family member	Term Deposit	21,454,133
Mr. Syed Nasser Haider Rizvi	Director's family member	Term Deposit	22,847,421
Mrs. Archita Podder	CEO's Spouse	Term Deposit	10,000,000
Orient Center	Director's family member	Term Deposit	15,180,667
OOCL Employees Provident Fund	Common Director	Term Deposit	1,200,000
Alliance Petroleum Corporation Limited	Common Director	Term Deposit	54,740,200
Ispahani Summit Alliance Terminals Limited Beneficiaries Profit Participation Fund	Common Director	Term Deposit	2,658,268
Ispahani Summit Alliance Terminals Limited Employees Provident Fund	Common Director	Term Deposit	1,000,000
Fahmida Akter Khatun	Shareholder	Term Deposit	26,046,250
Masco Exports Limited	Common Director	Term Deposit	122,783,698

For the year ended 2021:
Related Party Transaction:

Name of related party and relationship	For the year ended 31 December 2021		
	Relationship	Nature of Transaction	Amount in BDT
People's Leasing & Finance PLC- Sri Lanka	Shareholder	Payable	17,613,990
Ispahani Summit Alliance Terminals Ltd.	Common Director	Term Deposit	106,483,077
AHL Employees' Provident Fund	Common Director	Term Deposit	2,750,516
Ms. Fatema Hossain Rizvi	Director's family member	Term Deposit	6,219,252
Fountain Garments Manufacturing Ltd.	Common Director	Term Deposit	162,704,168
Mr. Lutfe Mawla Ayub	Director	Term Deposit	5,000,000
Ms. Mazkura Ayub	Director's family member	Term Deposit	10,000,000
Md. Mamun-Ur-Rashid	Shareholder's family member	Term Deposit	75,000,000
Oriental Oil Company Limited	Common Director	Term Deposit	164,090,862
PEB Steel Alliance Limited Employees Provident Fund	Common Director	Term Deposit	14,212,519
Sabera Ahmed Rizvi Foundation	Director's family member	Term Deposit	500,000
Mr. Syed Ali Haider Rizvi	Director's family member	Term Deposit	20,155,921
Mr. Syed Nasser Haider Rizvi	Director's family member	Term Deposit	22,000,000
Mrs. Archita Podder	CEO's Spouse	Term Deposit	7,000,000
Mr. Shahanur Rashid	Head of Business, LAFL	Term Deposit	1,030,000

This certificate is issued at the request of the Issuer solely for the purpose of complying with the requirements of Bangladesh Securities and Exchange Commission (Public Offer of Equity Securities) Rules, 2025 and should not be used or relied upon for any other purpose without our prior written consent.

Dhaka, Bangladesh
Dated: October 26, 2026

Sd/-
Syed Mahmud Ahmad FCA
Senior Partner
M M Rahman & Co.
Chartered Accountants
Enroll No. 586

(x) Reconciliation of business income shown in tax return with net income shown in audited financial statements;

AUDITOR'S CERTIFICATE REGARDING RECONCILIATION OF BUSINESS INCOME SHOWN IN TAX RETURN WITH NET INCOME SHOWN IN AUDITED FINANCIAL STATEMENTS OF ALLIANCE FINANCE PLC

The financial statements of Alliance Finance PLC for the years ended 31 December 2021 and 31 December 2022 were audited by Hoda Vasi Chowdhury & Co., Chartered Accountants. The financial statements for the year ended 31 December 2023 were audited by A. Qasem & Co., Chartered Accountants. The financial statements for the year ended 31 December 2024, the year ended 31 December 2025, and the period ended 30 June 2026 were audited by M M Rahman & Co., Chartered Accountants. The financial information for all the aforementioned periods has been extracted from the respective audited financial statements.

Based on our scrutiny and after due verification, we hereby certify that Alliance Finance PLC had the reconciliation of business income as shown in the income tax returns with the net income (profit) as shown in the audited financial statements of the Company for the respective years has been extracted from the aforesaid documents.

Particulars	For the Period ended	For the year ended	For the year ended	For the year ended	For the year ended	For the year ended
	30 June 2026	31 December 2025	31 December 2024	31 December 2023	31 December 2022	31 December 2021
Net Income before tax as per audited financial statements	Not Yet Due	107,839,343	120,958,016	59,038,138	87,865,671	91,546,134
Add : Total provision		1,754,792	(5,350,484)	26,842,553	16,128,930	8,831,444
Add : Accounting depreciation		21,779,900	19,847,924	19,947,218	18,441,149	4,411,132
Add : Inadmissible expenses		10,953,727	8,981,173	16,532,451	16,823,352	22,423,858
Less : Tax depreciation		3,707,141	4,464,027	4,495,862	3,788,284	2,573,882
Less : "0% rate" & lesser rate tax income		42,890,770	27,600,676	20,482,976	28,481,234	40,127,857
Less : Admissible expenses		31,454,139	38,702,241	27,147,362	23,995,275	14,412,459
Income from business or profession		64,275,712	73,669,684	70,234,159	82,994,309	70,098,370
Add : Lesser rated tax income		47,976,426	27,600,676	20,482,976	28,481,234	32,895,567
Add : "0% rate" tax income						3,542,902
Total income shown in income tax return		112,252,138	101,270,360	90,717,135	111,475,544	106,536,839

This certificate is issued at the request of the Issuer solely for the purpose of complying with the requirements of Bangladesh Securities and Exchange Commission (Public Offer of Equity Securities) Rules, 2025 and should not be used or relied upon for any other purpose without our prior written consent.

Dhaka, Bangladesh
Dated: October 26, 2026

Sd/-
Syed Mahmud Ahmad FCA
Senior Partner
M M Rahman & Co.
Chartered Accountants
Enroll No. 586

(xi) Confirmation that all receipts and payments of the issuer above Tk.5,00,000/- (five lac) were made through banking channel;

AUDITOR'S CERTIFICATE ON CONFIRMATION THAT ALL RECEIPTS AND PAYMENTS OF THE ISSUER ABOVE TK. 5,00,000/- (FIVE LAC) WERE MADE THROUGH BANKING CHANNEL

The financial statements of Alliance Finance PLC for the years ended 31 December 2021 and 31 December 2022 were audited by Hoda Vasi Chowdhury & Co., Chartered Accountants. The financial statements for the year ended 31 December 2023 were audited by A. Qasem & Co., Chartered Accountants, while those for the years ended 31 December 2024 and 31 December 2025 and the period ended 30 June 2026 were audited by M M Rahman & Co., Chartered Accountants.

Based on our scrutiny and verification of the relevant books of accounts, supporting documents, and available banking records for the periods audited by us, we certify that all receipts and payments exceeding BDT 5,00,000 (Taka Five Lakh) were made through banking channels during the respective periods.

This certificate is issued at the request of the Issuer solely for the purpose of complying with the requirements of Bangladesh Securities and Exchange Commission (Public Offer of Equity Securities) Rules, 2025 and should not be used or relied upon for any other purpose without our prior written consent.

Dhaka, Bangladesh
Dated: October 26, 2026

Sd/-
Syed Mahmud Ahmad FCA
Senior Partner
M M Rahman & Co.
Chartered Accountants
Enroll No. 586

(xii) Confirmation that Bank Statements of the issuer are in conformity with its books of accounts;

**AUDITOR'S CERTIFICATE ON CONFIRMATION THAT ALL BANK STATEMENTS OF THE ISSUER ARE IN CONFORMITY
WITH ITS BOOKS OF ACCOUNT**

The financial statements of Alliance Finance PLC for the years ended 31 December 2021 and 31 December 2022 were audited by Hoda Vasi Chowdhury & Co., Chartered Accountants. The financial statements for the year ended 31 December 2023 were audited by A. Qasem & Co., Chartered Accountants. The financial statements for the year ended 31 December 2024, the year ended 31 December 2025, and the period ended 30 June 2026 were audited by M M Rahman & Co., Chartered Accountants. The financial information for all the aforementioned periods has been extracted from the respective audited financial statements.

Based on our scrutiny and after due verification of the bank statements and related books of account, including the financial statements and bank reconciliations, of Alliance Finance PLC (the "Company"), we certify that the bank balances of the Company as disclosed in its books of account and financial statements are in agreement with the corresponding bank statements produced to us by the Management. We have also examined the relevant bank reconciliation statements and supporting records made available to us for verification. Based on our examination and the information and explanations provided by the Management, no material discrepancy was identified between the bank balances recorded in the books of account and the corresponding bank statements.

This certificate is issued at the request of the Issuer solely for the purpose of complying with the requirements of Bangladesh Securities and Exchange Commission (Public Offer of Equity Securities) Rules, 2025 and should not be used or relied upon for any other purpose without our prior written consent.

Dhaka, Bangladesh
Dated: October 26, 2026

Sd/-
Syed Mahmud Ahmad FCA
Senior Partner
M M Rahman & Co.
Chartered Accountants
Enroll No. 586

(xiii) Statement of payment status of TAX, VAT and other taxes or duties;

AUDITOR'S CERTIFICATE ON STATEMENT OF PAYMENT STATUS OF TAX, VAT AND OTHERS TAXES/DUTIES

The financial statements of Alliance Finance PLC for the years ended 31 December 2021 and 31 December 2022 were audited by Hoda Vasi Chowdhury & Co., Chartered Accountants. The financial statements for the year ended 31 December 2023 were audited by A. Qasem & Co., Chartered Accountants. The financial statements for the year ended 31 December 2024, the year ended 31 December 2025, and the period ended 30 June 2026 were audited by M M Rahman & Co., Chartered Accountants. The financial information for all the aforementioned periods has been extracted from the respective audited financial statements.

After due verification and based on the information contained in the supporting accounting records, audited financial statements, related corporate income tax returns, withholding tax returns, value added tax returns and other relevant tax/duty returns of Alliance Finance PLC (the "Company") for the period/year ended 30 June 2026 and 31 December 2025, 31 December 2024, 31 December 2023, 31 December 2022 and 31 December 2021, as prepared by the management of the Company and produced to us, we certify that the Company has disclosed the following amounts of corporate income tax, value added tax and other taxes/duties paid in the respective returns/statements for the aforesaid period/years.

Five Years Tax Payment:

Particulars	Amount in BDT					
	Period ended	Year ended	Year ended	Year ended	Year ended	Year ended
	30-Jun-26	31-Dec-25	31-Dec-24	31-Dec-23	31-Dec-22	31-Dec-21
Income Tax (Corporate Tax)	6,413,387	32,874,661	12,543,374	15,225,632	23,478,810	35,424,283
Withholding Tax	38,291,093	67,991,469	60,756,819	36,951,922	30,697,992	16,247,939
Withholding VAT & VAT on Banking Services	3,198,822	5,870,018	5,651,965	7,773,903	4,933,505	2,977,006
Excise duty	3,974,250	5,513,300	6,923,350	5,622,850	5,701,350	2,284,899
Total	51,877,552	112,249,448	85,875,508	65,574,307	64,811,657	56,934,127

Five Years Tax Payable:

Particulars	Amount in BDT					
	Period ended	Year ended	Year ended	Year ended	Year ended	Year ended
	30-Jun-26	31-Dec-25	31-Dec-24	31-Dec-23	31-Dec-22	31-Dec-21
Income Tax	5,263,385	8,603,386	21,178,507	4,480,472	14,848,234	
Withholding Tax Payable	74,343	4,799,897	4,539,638	11,727,988	2,082,940	1,238,689
Withholding VAT payable	487,202	257,831	219,601	802,931	2,515,821	952,936
Excise duty payable	322,350	2,573,950	2,674,550	3,151,700	3,003,450	268,800
Total	6,147,280	16,235,064	28,612,296	20,163,091	22,450,445	2,460,425

This certificate is issued at the request of the Issuer solely for the purpose of complying with the requirements of Bangladesh Securities and Exchange Commission (Public Offer of Equity Securities) Rules, 2025 and should not be used or relied upon for any other purpose without our prior written consent.

Dhaka, Bangladesh
Dated: October 26, 2026

Sd/-
Syed Mahmud Ahmad FCA
Senior Partner
M M Rahman & Co.
Chartered Accountants
Enroll No. 586

(xiv) Any other statement as may be required by the Commission.
To be incorporated as per requirement by the Commission.

CREDIT RATING REPORT



Credit Rating Information and Services PLC
Firm ID: W01/2015 Certified Credit Rating Company in Bangladesh (Charging Date: 1995)

CREDIT RATING REPORT On ALLIANCE FINANCE PLC

REPORT: RR/110572/26

This is a credit rating report as per the provisions of the Credit Rating Companies Rules 2022. CRISL long-term rating is valid for only one year and short-term rating for six months from the date of rating. After the above periods, these ratings will not carry any validity unless the financial institution goes for rating surveillance. CRISL followed Bank/FT Rating Methodology published in CRISL website www.crislbd.com

Address:
CRISL
Nasir Hossain
14th & 5th Floor
6/1A, Segunbagicha,
Dhaka-1000
Tel: 8809991-4
Fax: 88-02-9530995
Email:
crislrn@crislbd.com

Rating Contact:
Tanzim Islam
tanzim@crislbd.com

Analysts:
Md. Anwarul Hossain
anwar@crislbd.com
Md. Sumit Ma
sumit@crislbd.com

Entity Rating
Long Term: AA
Short Term: ST-2

Outlook: Stable

**ALLIANCE FINANCE
PLC**

**DATE OF
INCORPORATION**
September 27, 2003

CHAIRMAN
Syed Ali Jawaher Raza

**CHIEF EXECUTIVE
OFFICER**
Kamrul Karim Saha

PAID-UP CAPITAL
Tk. 1,155.00 million

EQUITY
Tk. 1,445.43 million

TOTAL ASSETS
Tk. 6,292.49 million

Date of Rating: August 13, 2026	Valid up to: August 12, 2027	
	Long Term	Short Term
Entity Rating	AA-	ST-2
Outlook	Stable	

1.0 RATING RATIONALE

CRISL has reaffirmed the Long Term rating to 'AA-' (pronounced as double A minus) and the Short Term rating to 'ST-2' of Alliance Finance PLC (AFPLC) based on both relevant qualitative and quantitative information up-to the date of rating. The above ratings have been assigned based on some fundamentals such as good capital base, good asset quality, renewed local sponsors, proven track record of the joint venture partner etc. However, the above factors are constrained to some extent by high efficiency ratio, fluctuating trend in financial performance, limited core business and credit portfolio, significant concentration on top 10 depositors and top 10 borrower's, exposure to capital market risk etc.

The Long Term rating implies that entities rated in this category are adjudged to be of high quality, offer higher safety and have high credit quality. This level of rating indicates a corporate entity with a sound credit profile and without significant problems. Risks are modest and may vary slightly from time to time because of economic conditions. The Short Term rating indicates the high certainty of timely payment. Liquidity factors are strong and supported by good fundamental protection factors. Risk factors are very small.

CRISL also views the company with "Stable Outlook" for its steady business growth and consistent fundamentals.

2.0 CORPORATE PROFILE

2.1 Genesis

Alliance Finance PLC, a Joint Venture, has been operating in Bangladesh since 2017. The company was initially incorporated as Alliance Leasing & Finance Company Limited on September 27, 2003, as a Public Limited Company under the Companies Act, 1994. In June 2017, the company formed a joint venture with People's Leasing & Finance PLC, the largest Sri Lankan non-banking financial institution, and subsequently changed its name to Lankan Alliance Finance Limited in December 2017. Most recently, the company changed its name to Alliance Finance PLC on April 11, 2023.

People's Leasing & Finance PLC (PLF), a subsidiary of the government-owned People's Bank, is a publicly listed company in the Colombo Stock Exchange. PLC has been providing value-added financial services in Sri Lanka for the past twenty-six years. As of March 31st, 2026, PLF's total assets (solo basis) stood at Rs. 321.23 billion (unaudited), and its total credit portfolio was Rs. 275.74 billion. The company's net interest income rose to Rs. 21.77 billion from Rs. 14.07 billion, while net profit after tax increased to Rs. 5.08 billion in 2026 from Rs. 3.60 billion in 2025. PLC holds an 'A' credit rating from Fitch Ratings Lanka.

AFPLC was initially established with a paid-up capital of BDT10.00 million and an authorized capital of BDT1,000.00 million. The paid-up capital increased to BDT1,000 million on December 31, 2017, which remained unchanged till December 31, 2022. In 2023, the company increased its paid-up capital to BDT1,050.00 million and authorized capital to BDT 2,000.00 million. In 2024, the paid-up capital was further increased to BDT 1,155.00 million. As of December 31, 2025, AFPLC's total assets reached BDT 6,292.49 million, up from BDT 5,654.44 million in the previous year and paid-up capital stood at Tk. 1,155.00 million.

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Chief Executive Officer
Credit Rating Information and Services PLC

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The company currently operates a branch in Banani and plans to establish new sub-branch in Dhanmondi. AFPLC conducts its business activities from its head office at Laila Tower, Level 10, 8 South Gulshan Avenue, Gulshan-1, Dhaka 1212.

The company has a branch at Banani and has a plan to set up a branch and booth in the upcoming year. AFPLC is currently operating its business activities from its head-office located at Laila Tower (Level-10), 8 South Gulshan Avenue, Gulshan-1, Dhaka 1212.

2.2 Ownership Pattern

During the period under surveillance, the shareholdings trustee remained unchanged. The company has total of 115.50 million ordinary shares of BDT 10.00 each as on December 31, 2025. A foreign institution, People's Leasing & Finance PLC, Sri Lanka, holds 51% share in the ownership structure. The remaining 49% are held by local sponsors. The sponsors include Summit Holding Limited (10%), Green Delta Insurance Company Limited (10%), Syed Ali Jowher Rizvi (10%), Sohana Rouf Chowdhury (10%), Concept Knitting Limited (4%), Dr. Fahmida Akter Khatun (3%), and Lutfi Mawla Ayub (2%).

2.3 Business Profile

The company maintains a diversified portfolio and is prioritizing a cautious approach rather than aggressive marketing to drive growth. AFPLC's portfolio is divided among corporate finance, SME and consumer financing. This diversification is achieved through targeted investments in sectors such as large manufacturing loan, lease, term, project, bridge, and syndication financing and consumer financing including auto loans, home loans, and loans against deposits and SME financing, with investments in SME term loans, women entrepreneur loans, agricultural financing, cluster financing, and medium business loans. In 2025, AFPLC's investment in the SME sector reached BDT 1,372.39 million, representing 27.13% of the total portfolio, compared to BDT 1,096.27 million (23.38%) in 2024.

The company also offers a range of liability products, including Regular Term Deposit, Monthly Earning Deposit, Special Deposit Scheme, Profit First Deposit, Double Money, Triple Money, Super DPS, Education Saving Scheme, and Millionaire Scheme with or without an initial deposit.

Under the IPFF II scheme, World Bank, AFPLC arranged two transactions that have made a substantial contribution to Bangladesh's ICT sector. The first involved BDT 1,939.10 million in financing for Fiber @Home Limited's Nationwide Telecommunication Transmission Network (NTTN) project, which has enhanced the nation's internet backbone through greater bandwidth capacity and wider geographic coverage. The second comprised BDT 380 million for Felicity IDC Limited's Tier III data centre, a facility that positions the country's ICT industry for the next generation of technology services.

3.0 CORPORATE GOVERNANCE

CRISL examines and evaluates the following areas under corporate governance practice.

3.1 Board of Directors

The Board of Directors of AFPLC consists of 14 members. The Board members have local and international exposure. They possess excellent knowledge in banking, MBFI, insurance, textile and garments, food, and allied businesses. They also have strong experience in the accounting profession. The current Chairman is Mr. Syed Ali Jowher Rizvi, who has over 50 years of experience in banking and finance. Mr. Rizvi started his professional career with Bank of Credit and Commerce International (BCCI) in 1977. He also served as the founder Managing Director of Union Bank Zambia Ltd. from 1991 to 1997. In just 7 years, Mr. Rizvi took the new bank to the second leading position among local private banks in Zambia. As a result, he received the prestigious Banker of the Year award.

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Mr. Jowher Rizvi completed his MBA in International Finance and Accounting from Indiana University, USA. He also earned an MA in Economics with Honors from Dhaka University. Mr. Rizvi has experience as a part-time (Honorary) Lecturer at the Institute of Business Administration (IBA).

The Board of Directors is collectively responsible for governance, which includes setting out the management of the business, and reporting to shareholders on their stewardship. Company's strategic goals, providing the necessary leadership to implement such goals, supervising the, The Board deals with establishing overall policies and procedures and approves/reviews financial facilities.

3.2 Key Board Committees

In order to discharge functions more effectively, the Board constituted two sub-committees, namely the Executive Committee (EC) and the Audit Committee (AC). The Board has formed an Executive Committee (EC) comprising of 5 members, Chaired by Mr. Lutfi Mawla Ayub. The Committee conducted 6 meetings during 2025, against 3 meetings during 2024. During these meetings, the EC made several strategic decisions, including the approval of several new projects that significantly expanded lending in priority sectors, thereby enhancing the company's market position. EC approves the credit and business proposals of up to BDT 200.00 million as per the approved policy of the Board, as well as reviews the policies and guidelines issued by Bangladesh Bank. EC also assists the Board in formulating the executive policy and reviewing, evaluating and making recommendations about key strategic issues as well.

The Board has also formed an Audit Committee (AC) comprising of 5 members. The AC conducted 04 meetings during 2025. AC reviews any matter relating to the financial affairs of the company, all audit and inspection reports including external audit reports and Bangladesh Bank inspection reports, internal control systems and procedures, as well as draft annual financial report reviews by the external auditor. AC also examines the status of implementation of the company's internal policies and manuals, the Bangladesh Security and Exchange Commission (BSEC) regulations, and Bangladesh Bank's guidelines, etc.

3.3 Corporate Management

The management team of AFPLC is headed by Mr. Kanti Kumar Saha, Chief Executive Officer (CEO). Mr. Kumar has completed a Bachelor's and Master's degree in Economics from the University of Dhaka. He also holds a Postgraduate Management Degree from Nottingham Trent University, U.K. His work in Corporate & Institutional Banking, Public Sector, and Offshore Banking, and above all, his capabilities in corporate customer solution building has earned him many laurels. He also attended major developmental assignments in India and Thailand during his mid-career. Mr. Kumar attended several advanced training courses, workshops, and seminars in Risk Management, Leadership, Relationship Management, and International Trade at home and abroad. He is also a Certified Trade Expert by Standard Chartered Bank and a Risk Officer assigned by Citibank N. A. Before joining Alliance Finance PLC, he represented the Board as a Managing Director and CEO of NDB Capital Limited, an investment banking arm of National Development Bank PLC of Sri Lanka. Mr. Kumar worked as Director & Head of Global Corporate Banking in Citibank N. A. Bangladesh for a considerable time and also served as Deputy Managing Director and Chief Business Officer of Prime Bank Limited previously. The activities of the company are being operated under different departments namely, HR, Finance & Accounts, Treasury, Deposit Mobilization, CRM, Business, IT & ICC. The management of AFPLC has formed different committees in order to run the day-to-day operations smoothly as the Core Management Committee, Assets Liability Committee (ALCO), Management Credit Committee, Procurement Committee, ICT Steering Committee, ICT Security Committee, Provident Fund Committee, Anti-Money Laundering, Sustainable Finance Unit, and Risk Management Committee.

3.4 Human Resources Management

The company recruited nine new employees in 2025, three at a medium level and the remaining at junior levels. Employee benefits have been included with provident fund contributions, gratuity, festival bonuses, and group insurance coverage. Supervised by the Human Resource Unit, the company places a strong emphasis on enhancing human resource

Experienced
management team

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quality. To this end, AFPLC facilitates participation in training and workshops provided by the Bangladesh Bank and BLFCA. In 2025, the company organized training sessions for 21 participants on various topics at different institutes, aiming to improve overall human resource efficiency and align with AFPLC's strategic goals.

3.5 IT and its use to MIS

AFPLC is currently deploying its information technology systems, including the Management Information System (MIS). IT support is provided by both the PLC (Sri Lanka) and AFPLC teams. The existing IT infrastructure comprises essential hardware and software, such as personal computers, laptops, uninterruptible power supplies, Core Banking Solution EFS, Tally, Office 365, CIB software, e-KYC, EDS Money, and EC Portal. The Core Banking Solution EFS is fully operational. The company utilizes two Dell 740 servers for Core Banking Solution testing with Microsoft Hyper-V technology, Cisco switches for user workstations, and a Mikrotik router for internet access. Additional implementations include Fortinet Firewall, Cisco Router, Dell Server, Active Directory, File Server, and Print Server. AFPLC adopted a Board-approved ICT policy in 2019. Management is establishing a disaster recovery site as part of the Business Continuity Plan following the core banking software launch. Scheduled database backups between servers are being planned. The company has also formed both an ICT Steering Committee and an ICT Security Committee.

AFPLC, in partnership with CASHe, plans to launch an app-based lending platform designed to instantly underwrite and disburse short-term personal loans. This platform will primarily serve individuals without formal credit histories or bank accounts, as well as those requiring emergency financial assistance. Moreover, the company is developing applications to facilitate Real-Time Gross Settlement (RTGS) transactions among financial institutions and banks, in accordance with BB guidelines.

4.0 INDUSTRY ANALYSIS: NON BANK FINANCIAL INSTITUTIONS (NBFIs)

4.1 Economy Projection

The Non-Banking sector continued to face significant challenges throughout 2025, driven by elevated non-performing loans (NPLs), weak asset quality, capital adequacy shortfalls, and persistent liquidity pressures. The Non-Bank Financial Institutions (NBFIs) remained under stress due to legacy default loans, governance weaknesses, and limited access to fresh funding. Bangladesh Bank continued to strengthen regulatory oversight through enhanced corporate governance requirements, stricter loan classification and provisioning standards, risk-based supervision, and measures aimed at improving financial discipline and restoring confidence in the financial system. Although the sector showed early signs of stabilization, restoring asset quality, strengthening capital buffers, improving governance, and rebuilding depositor confidence remained key challenges.

The economy of Bangladesh experienced a gradual recovery during FY2025, despite the lingering impact of political transition, inflationary pressures, tight monetary policy, and adverse weather events. Strong export earnings and record remittance inflows supported the external sector, while agricultural production remained resilient and industrial activity gradually improved during the second half of the fiscal year. According to international financial institutions, Bangladesh's GDP growth for FY2025 was estimated between 3.7% and 3.9%, reflecting moderate economic expansion amid challenging domestic and global conditions.

During Q1 FY2026, economic activities continued to improve, supported by resilient agricultural production, strengthening manufacturing output, sustained export growth, and robust remittance inflows. The services sector also maintained steady expansion alongside improving domestic demand. Inflation showed signs of gradual moderation under Bangladesh Bank's tight monetary policy, while foreign exchange reserves improved due to stronger external sector performance. However, private investment remained cautious amid ongoing financial sector reforms and global economic uncertainties.

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Agricultural growth is expected to remain stable, supported by favorable weather conditions and government initiatives to enhance food production. Industrial growth is anticipated to strengthen further on the back of improving export demand, while the services sector is expected to continue expanding with recovering domestic economic activities. On the demand side, private consumption and investment are projected to recover gradually, supported by easing inflation, sustained remittance inflows, and improving business confidence. Although tight monetary and fiscal policies may moderate import demand, continued export growth is expected to support overall economic activity. Consequently, Bangladesh's economic outlook for FY2026 remains cautiously optimistic, although financial sector vulnerabilities, global trade uncertainties, and inflationary risks continue to pose downside challenges.

4.2 Sector Snapshot

A total of 35 (thirty-five) Financial Companies (FCs) are operating in Bangladesh. Of these, 3 (three) are fully government-owned, 19 are privately owned domestic institutions, and 13 are joint ventures. The sector maintained a branch network of around 300 branches as of December 31, 2025, with 30 deposit-taking (NBDC) and 5 non-deposit-taking financial companies. The NBFI sector accounts for approximately 4-5% of the country's total financial sector assets, playing a complementary role to the banking sector by providing leasing, term financing, housing finance, and SME financing.

The minimum paid-up capital requirement for Financial Companies remained BDT 1,000 million under the Financial Company Act, 2023. The sector continues to be regulated by the Financial Company Act, 2023, while Bangladesh Bank remains the principal regulator responsible for licensing, supervision, prudential regulation, and risk-based oversight. Relevant provisions of the Companies Act, 1994, the Bangladesh Securities and Exchange Commission Act, 1993, and other applicable regulations also govern the operations of FCs. The Ministry of Finance (MoF) continues to exercise policy oversight over government-owned financial institutions.

The overall condition of Bangladesh's non-bank financial sector remained challenging through 2025 and into Q1 FY2026, although signs of gradual stabilization emerged following a series of regulatory reforms. The sector continued to face high non-performing loans (NPLs), weak asset quality, capital adequacy shortfalls, subdued profitability, governance deficiencies, liquidity constraints, and elevated funding costs. Several institutions remained burdened by legacy default loans, weak credit underwriting, inadequate collateral coverage, documentation deficiencies, and ineffective risk management practices. Public confidence in the sector, which had been adversely affected by financial irregularities and the liquidation of financial distress of several institutions in recent years, remained fragile. Bangladesh Bank continued to strengthen supervisory oversight through enhanced governance requirements, stricter loan classification and provisioning standards, risk-based supervision, and initiatives aimed at improving transparency and financial discipline. Nevertheless, restoring depositor confidence, improving asset quality, strengthening capital buffers, and enhancing corporate governance remain the key priorities for the sector during 2026.

4.3 Profitability:

The core business of Financial Companies (FCs) continued to comprise lease financing, term loans, housing finance, and SME financing. Portfolio growth remained subdued throughout 2025 due to weak private sector investment, elevated credit risk, high provisioning requirements, persistent funding costs, and tight monetary policy. Although gradual improvements in economic activity were observed towards the end of 2025 and into Q1 FY2026, credit demand remained cautious amid ongoing financial sector reforms. Profitability of the FC industry remained under pressure, primarily due to high non-performing loans, increased impairment charges, compressed net interest margins, and elevated funding costs. While a few well-managed institutions reported modest improvements in earnings, the industry as a whole continued to exhibit weak profitability and low returns on assets and equity.

FCs are permitted to invest in the capital market up to 25% of their paid-up capital and reserves under Section 16 of the Financial Institution Act, 1993. Capital market exposure remained relatively limited during 2025 as most institutions adopted a conservative

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investment strategy amid continued market volatility and the need to preserve liquidity. Weak performance of the capital market continued to constrain non-interest income for many FCs, further affecting overall profitability. Moreover, maintaining a sustainable interest spread remained challenging due to intense competition for deposits, elevated funding costs, weak public confidence in the sector, and the slower repricing of loan portfolios compared with deposit liabilities. Although the gradual easing of monetary conditions is expected to provide some relief during 2026, asset quality deterioration, liquidity management, and restoring depositor confidence continue to be the major challenges facing the industry.

4.4 Asset Quality:

The asset base of the Financial Companies (FCs) sector remained broadly stagnant during 2025, reflecting subdued credit demand, elevated non-performing loans (NPLs), cautious lending practices, and persistent liquidity constraints. Asset growth continued to be constrained by weak private sector investment, high provisioning requirements, and increased competition from banks in leasing, SME, and housing finance. The sector's financing portfolio remained concentrated in industrial, real estate, trade and commerce, financial institutions, services, consumer finance, and agriculture. In response to changing market dynamics, several leading FCs continued to diversify their product offerings with greater emphasis on SME financing, housing finance, supply chain finance, and digital financial services.

Asset quality remained the most critical challenge for the sector throughout 2025. Although Bangladesh Bank intensified recovery efforts and strengthened supervisory oversight, the industry continued to carry a high level of classified loans accumulated over previous years. Several financially weak institutions remained under regulatory monitoring due to governance deficiencies, legacy default loans, and capital shortages. Bangladesh Bank continued to emphasize loan recovery, improved credit underwriting standards, stricter loan classification and provisioning requirements, and enhanced corporate governance to improve the financial health of the sector. The implementation of risk-based supervision and stronger regulatory oversight is expected to gradually improve asset quality during 2026, although credit risk remains elevated.

Financial Companies continue to follow Bangladesh Bank's prudential guidelines covering the five core risk management areas, namely Credit Risk Management (CRM), Internal Control and Compliance (ICC), Asset-Liability Management (ALM), Prevention of Money Laundering and Terrorist Financing (AML/CFT), and Information and Communication Technology (ICT) Security. In addition, the Integrated Risk Management Guidelines for Financial Institutions continue to support enterprise-wide risk management by strengthening governance, risk identification, monitoring, and internal control systems in line with international best practices.

4.5 Capital Adequacy:

Bangladesh Bank continues to require Financial Companies to maintain a minimum Capital Adequacy Ratio (CAR) of 10% of Risk-Weighted Assets (RWA) or BDT 1.0 billion, whichever is higher, under the Basel II framework. Although regulatory capital requirements remained unchanged during 2025, several FCs continued to face capital adequacy pressure due to persistent losses, high provisioning requirements, and weak profitability. Bangladesh Bank maintained close supervisory monitoring of undercapitalized institutions and encouraged capital strengthening through improved governance, recovery of classified loans, and recapitalization initiatives where necessary. While Basel III has yet to be implemented for the sector, Bangladesh Bank continues to strengthen the regulatory framework through enhanced risk-based supervision and prudential oversight.

The supervisory assessment of Financial Companies continued through the CAMELS framework, with several weaker institutions remaining under intensified regulatory monitoring due to weak asset quality, liquidity constraints, governance deficiencies, and capital shortfalls. At the same time, financially sound institutions continued to maintain satisfactory regulatory compliance and played an important role in financing SMEs, housing, infrastructure, and supporting the development of Bangladesh's domestic bond market.

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4.6 Liquidity:

Deposits remained the primary funding source for the Financial Companies sector, although the industry's deposit base continued to face pressure during 2025 due to weak public confidence and heightened competition from commercial banks. As a result, many FCs remained dependent on relatively high-cost borrowings from banks and financial institutions, resulting in elevated funding costs and compressed interest spreads. Bangladesh Bank maintained the Statutory Liquidity Ratio (SLR) of 5.0% (including 1.5% Cash Reserve Ratio) for deposit-taking Financial Companies, while non-deposit-taking FCs remained subject to an SLR of 2.5%.

Although liquidity conditions showed modest improvement during Q1 FY2026, supported by improving macroeconomic conditions and strengthened regulatory oversight, funding challenges persisted for several weaker institutions. Public confidence has gradually stabilized but remains below historical levels following the financial distress and liquidation of certain NBFIs in recent years. Bangladesh Bank continued to implement measures aimed at strengthening governance, improving liquidity management, enhancing depositor protection, and restoring confidence in the sector. Looking ahead, sustained improvement in asset quality, stronger corporate governance, stable macroeconomic conditions, and continued regulatory reforms will be critical to restoring long-term liquidity and financial stability across Bangladesh's non-bank financial sector.

5.0 RISK MANAGEMENT

Risk management is one of the core operational pillars of financial institutions. The primary objective of risk management is to take calculated risks in order to safeguard its capital and manage the financing business. To go for more risk-sensitive financing, Bangladesh Bank has formulated Core Risk Management Guidelines on the basis of best practices in the industry and advised FIs to comply with the above. The risk management modules circulated by the BB cover core risk areas, i.e., Credit Risks, Asset and Liability/Balance Sheet Risks, Internal Control and Compliance Risks, IT Security Risk, and Money Laundering and Terrorist Financing Risks. The risk-related observations of CRISL are narrated below:

5.1 Credit Risk Management

Credit Risk Management, as one of the core risks, is designed and regularly updated to identify, measure, manage, and mitigate credit risk to maintain and improve the quality of the loan portfolio, reduce actual loan losses, and ensure that approved processes are followed through appropriate due diligence in appraising and subsequent approving of new credit facilities. Internal Credit Risk Rating System (ICRRS), Credit Risk Grading (CRG) are important tools for credit risk management. The aggregate score of CRG can provide a better assessment of the quality of the credit portfolios of AFPLC. Another tool of minimizing credit risk is to obtain and review the credit rating of a company before extending credit facilities. The Risk Management Committee is responsible for reviewing the credit rating of the borrower annually.

While reviewing the risk-weight-wise distribution of on-balance sheet exposure under credit risk, it was revealed that 0.86% of the exposures fall under 0% risk category, 41.03% under 20% risk, 25.81% under 50% risk, 22.61% under 75% risk, 2.39% under 100% risk, 0.44% under 125% and remaining 6.86% under 150% . It is a positive sign that the company has invested in maximum rated clients, and the total on-balance sheet exposure stood at BDT 6,214.40 million as on December 31, 2025.

5.1.1 Credit Approval Process

AFPLC has formulated a credit policy manual to describe the policy and procedures for the handling of credit-related operation. Relationship Manager (RM) acts as an initiator to contact borrowers at the primary stage and proactively analyze the financial performance and transaction behavior of the borrowers (at this stage proposal can be rejected). After receiving the Business proposal, RM submits the application to the Credit Risk Management (CRM) Department for identification and assessment of the risk. Credit Risk officer visits the client physically and checks all data and verify the credit worthiness of the client to make an initial

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decision whether the proposal can be forwarded or not. After getting a recommendation from CRM, the file is forwarded to the Credit Risk Management Committee for their recommendation, which is then subsequently forwarded to the Management Credit Committee (MCC)/Executive Committee (EC) and Board of Directors based on the delegation limit for approval. EC can approve up to BDT 200.00 million, but the Board has supreme authority to approve any amount.

5.2 Operational Risk Management

5.2.1 Internal Control and Compliance

AFPLC has formulated an internal control manual, policies, and guidelines in order to establish a clear line of responsibility between each division and sub-division according to the Bangladesh Bank core risk management guidelines. As a part of core risk management, the total operation of internal Control and Compliance has been segregated into three departments namely- Compliance, Monitoring, and Audit & Inspection. The compliance division ensures that AFPLC has complied with all regulatory requirements, maintained a liaison with the regulatory bodies, and notified any regulatory changes to all concerned in the company. The Monitoring Department ensures the loan documentation checklist and Quarterly Operation Report (QOR). Internal control and compliance division undertakes periodical and special audit of all departments at the Head office for deficiencies in operations, weakness in the control system, and report to the authority to review the operation and compliance requirements. In view of the above, AFPLC has already established a separate Internal Control & Compliance Unit.

5.2.2 Prevention of Money Laundering

AFPLC has been following Anti-Money laundering guidelines, which are approved by the Board "Prevention of Money Laundering & Terrorist Financing" under the care of the Chief Compliance Officer, who independently reviewed the transactions. The company has formed a six-member Central Compliance Unit (CCU) headed by Mr. Musliqur Rahman, VP & Head of CRM, as the Chief Anti-Money Laundering Compliance Officer (CAMLCO). CAMLCO regularly submits the status report to the CEO and Department of Off-Site Supervision of Bangladesh Bank on the basis of abnormal transactions made, Suspicious Transaction Report (STR), Cash Transaction Report, Know Your Client (KYC) procedures etc. Moreover, AFPLC has an effective Anti Money Laundering (AML) and Combating Financing of Terrorism (CFT) policy. CCU conducts its meeting on a monthly basis to ensure AML & CFT practice in AFPLC. There was no Suspicious Transaction Report (STR) during the year 2025. To implement the present Anti Money Laundering policy, employees are being trained by the relevant department of the Bangladesh Bank.

5.3 Asset Liability Management

AFPLC has an Asset Liability Manual (ALM), which was developed in line with the Bangladesh Bank best practice guideline. ALM is a strategic management tool to manage interest rate risk and liquidity risk faced by NBFIs. Asset Liability Management Committee (ALCO) of AFPLC comprises of five members, headed by Mr. Kano Kumar Saha, Chief Executive Officer, as Chairman. The ALCO reviewed and resolved issues relating to money market situation, balance sheet gap, analysis of performance result, assets growth, sensitivity analysis, business plan for investment, deposit mobilization etc. During the year 2025, ALCO conducted 12 meetings.

5.4 Spread Management

Financial market of Bangladesh has experienced a volatile interest rate in recent years. Pressure from regulators to reduce the lending rate forced the FIs to rearrange the interest rate of financing agreements in many cases, which ultimately squeezed the margin of FIs. The subsequent interest rate adjustment capability of the company plays a vital role in minimizing the interest rate risk. AFPLC has a clause in all its credit agreements for necessary interest rate adjustment in accordance with market pressure, which provides flexibility to the company to adjust the interest rate. The weighted average lending rate of the company stood at 13.25% and the cost of funds stood at 10.76% indicating a 2.49% spread as of December 31, 2025. Paid-up capital and depositor funds are already invested in the existing portfolio, and for further investment, AFPLC will depend on credit lines like other FIs operating in the market.

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6.0 PERFORMANCE

6.1 Financial Performance

The overall financial performance has been found to be fluctuating trend over the couple of years. CRISL evaluates financial performance using metrics such as Return on Average Assets (ROAA), Return on Average Equity (ROAE), and Net Interest Margin (NIM), among others.

Fluctuating trend in financial performance

The analysis shows that the interest income increased to BDT 565.53 million in 2025, up from BDT 625.06 in 2024 due to increase in loans and advances. AFPLC has to compete in the highly competitive money market. The interest income composed of 91.24% income from term finance and the rest 8.76% income from balance with other banks and financial institutions. Against the same, the company paid BDT 443.73 million interest on deposits and borrowings in 2025, compared to BDT 403.79 million in 2024. Thus, the net interest income remained stable at BDT 221.80 million in 2025 from BDT 221.27 million of the previous year. Moreover, the total operating income improved slightly to BDT 266.46 million in 2025, up from BDT 253.60 million of the previous year due to increase in investment income. Operating income composition revealed that, 83.24% (87.25% in 2024) of total operating income has been generated from net interest income, 16.09% (10.88% in 2024) from investment income in shares and the rest 0.67% (1.87% in 2024) from other operating income (structured finance, documents fees, overdue interest, early settlement etc.). On the other hand, the operating expenses increased to BDT 156.87 million in 2025 against BDT 137.99 million in 2024 mainly due to increase in salaries and other administration and maintenance expense. However, provision for loans and advances increased to BDT 1.76 million in 2025, up from negative BDT 5.35 million in 2024, which decreased the profitability. In its consequence, the profit before tax decreased to BDT 107.84 million in 2025 from BDT 120.96 million in 2024. Accordingly, net profit after tax declined to BDT 70.41 million in 2025 from BDT 83.41 million in 2024.

Consequently, all profitability indicators (such as ROAA, ROAE etc.) declined during the year 2025 due to lower growth in net profit than the growth of equity and assets. ROAA after tax decreased to 1.18% in 2025, compared to 1.54% in 2024. Similarly, ROAE after tax decreased to 5.26% in 2025 from 6.46% in 2024. Moreover, net profit margin decreased to 26.42% in 2025, down from 32.89% in 2024.

CRISL reviewed the accounts for the second quarter ending June 30, 2026. The bank reported an operating income of BDT 148.87 million, alongside operating expenses of BDT 78.08 million for the same period. The net profit was BDT 35.16 million, showing an increase compared to the second quarter of 2025, which had a net profit of BDT 34.13 million. As of June 30, 2026, total loans and advances slightly decreased to BDT 5,033.62 million, down from BDT 5,057.70 million as of December 31, 2025. In contrast, total deposit increased to BDT 3,701.15 million as of June 30, 2026, compared to BDT 3,451.17 million as of December 31, 2025.

The company maintains investments in the capital market. Dividend income from these investments totaled BDT 47.97 million, a relatively modest return. As of December 31, 2025, the portfolio's cost was BDT 27.94 million, while its market value was BDT 14.46 million, resulting in an unrealized loss of BDT 13.48 million due to declining share values. By August 12, 2026, the portfolio's cost stood at BDT 27.94 million, with a market value of BDT 17.35 million, reflecting an unrealized loss of BDT 10.58 million. After accounting for dividend income of BDT 6.08 million and realized capital gains of BDT 2.45 million, the net loss stood at BDT 2.06 million as of August 12, 2026. Management intends to realize capital gains rather than increase investment if market conditions improve.

6.2 Operating Efficiency

The overall operating efficiency was assessed as moderate mainly due to considerably higher efficiency ratio. In 2025, total operating income increased to BDT 266.46 million from BDT 253.60 million in 2024. Operating expenses also rose, reaching BDT 156.87 million in 2025

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compared to BDT 137.99 million in 2024. The growth rate of operating expenses (13.68%) exceeded that of operating income (5.07%) during this period. As a result, the efficiency ratio increased to 58.87% in 2025 from 54.41% in 2024 indicating a matter of concern for the AFL. The time interest earned ratio was 0.25 times in 2025, compared to 0.29 times in 2024. Yield per Taka of staff cost increased to BDT 1.28 in 2025, down from BDT 1.66 in 2024. The opening of a new branch and the maintenance of fixed cost expenses contributed to a lower efficiency ratio and yield per Taka of staff cost. Management plans to open a booth in the Uttara region to increase the deposit base.

7.0 ASSET QUALITY

Asset quality of the company has been found to be good as there are nominal amount of classified loans. As per audited financial statements, the SMA amount decreased to BDT 0.70 million from BDT 33.61 million and non-performing increased to BDT 44.60 million (0.88%) from BDT 37.31 (0.80%) million, which are the very nominal amount in consideration of total investment during the surveillance period.

The total assets increased to BDT 6,292.49 million as of December 31, 2025, compared to BDT 5,654.44 million as of December 31, 2024 indicating 11.28% growth. The above asset base was financed by 55.85% deposit, 21.38% equity capital, 18.74% borrowing from other banks and FI's while the rest 4.03% by outside liabilities as of December 31, 2025. Total assets have been composed of 80.38% lease, loan & advances, 6.40% investment in shares, 9.70% balance with other bank and FIs, 0.65% fixed assets, 1.21% other assets and the rest 1.66% cash & cash equivalent and money at call & short notice.

The overall investment portfolio of the company is small compared to the peers. The major contribution in loan portfolio (BDT 5,057.70 million in 2025) of AFPLC holds by service industry (BDT 1,328.69 million, 26.28% of total portfolio); garments and knitwear and textile (BDT 932.98 million, 18.45% of total portfolio, trade & commerce (BDT 174.25 million, 3.44% of total portfolio); pharmaceuticals & chemicals (BDT 400.52 million, 7.92% of total portfolio); cement and allied industry (BDT 261.84 million, 5.18% of total portfolio); telecommunication & information technology (BDT 393.71 million, 7.78% of total portfolio); food products and processing industry (BDT 457.45 million, 9.04% of total portfolio); housing (BDT 226.28 million, 4.47% of total portfolio) and others. Again, the product wise composition of portfolio revealed that 67.29% investment are in corporate (BDT 3,403.34 million), 27.40 % are in SME (BDT 1,385.90 million), 5.31% are in retail (BDT 267.47 million). As on December 31, 2025, six client accounts are in the large loan category amounting BDT 1,986.67 million (39.26% of large loan exposure to total credit portfolio) and all clients are unclassified.

Top 10 borrowers hold 55.15% of total portfolio (BDT 2,789.36 million as company has limited client portfolio) which indicates concentrated to limited borrowers. AFPLC has negligible classified investment, and infected assets in its portfolio as of December 31, 2025. Collateral Security value to total loan stood at 16.83 % and 13.89 % in 2025 and 2024 respectively.

Currently the total portfolio is concentrated only in Dhaka zone as there is only one branch at Banani indicating geographic concentration of loan disbursement. AFL has plan for new branch at "Dhanmondi" in the up-coming year to increase SME portfolio.

8.0 CAPITAL ADEQUACY

AFPLC has been operating with good capital base. The equity base of the company increased to BDT 1,345.43 million as of December 31, 2025 against BDT 1,332.77 million as of December 31, 2024. CRISL also reviews the Risk Based Capital Adequacy Framework of Basel-II reporting as of December 31, 2025 and it was revealed that, the Risk Weighted Assets stood at BDT 4,251.55 million of which 73.77% was emanated from credit risk, 18.32% from market risk and the rest 7.91% from operational risk. Against the same, the

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Good capital base

eligible capital stood at BDT 1,354.64 million based on which Risk weighted Capital Adequacy Ratio stood at 32.57% as of December 31, 2025, down from 38.70% as of December 31, 2024. Moreover, Risk weighted Capital Adequacy Ratio stood at 31.30% as of June 30, 2026. Shareholder's equity to total assets decreased to 21.38% in 2025 from 23.57% in 2024. Internal capital generation ratio seems to be low and decreased to 1.18% in 2025, compared to 1.54% in 2024. Moreover, the total gearing ratio increased to 3.68 times in 2025 against 3.24 times in 2024.

Stress Testing Analysis

AFPLC is maintaining sound capital according to the Basel III capital requirement. The following table shows the sensitivity of risk factors on CAR (based on the actual CAR of 32.54%) as on December 31, 2025.

Indicators	Magnitude of Sensitivity (Minor to Major Level %)
Interest rate risk	32.60 ~ 32.72
Increase in NPL	31.29 ~ 25.38
Downward Shifts in Loans	32.46 ~ 32.13
Fall in the Value of Eligible Securities	32.54 ~ 32.54
Increase of NPLs in the Other sector & in the Garments and Knitwear sector	30.81 ~ 26.85
Increase in NPLs due to Top 10 Borrowers	14.81 ~ -27.38
Equity Price Risk	31.98 ~ 29.28
CAR After Shock (combined) %	8.67 ~ -121.72

AFPLC is maintaining sound capital according to the Basel III capital requirement. From the above analysis it has been revealed that the CAR of the company is significantly sensitive to the top 10 borrowers due to the concentrated portfolio.

9.0 FUNDING AND LIQUIDITY

9.1 Fund Management

AFPLC has been operating with both deposit and equity concentrated funding base. The analysis of fund management shows that the total funds consisted of deposit (54.85% of total funding), shareholder's equity (21.38% of total funding), borrowing from other bank and FIs (18.74% of total funding) and other liabilities (provision, payable etc.) (5.03% of total funding). The deposit was mainly composed of term deposit (99.67%) and insignificant portion were other deposits.

The shareholder's equity was contribution of paid-up capital of 85.85%, retained earnings of 6.75%, statutory reserve of 6.13% and the remaining 1.27% was share premium in 2025. The overall deposit base is in increasing trend for last three years (due to increase in other institutions deposit) resulting less dependency on borrowings from other banks and FIs and increase in credit portfolio. Top 10 depositors held 54.66% of total deposits as of December 31, 2025 indicating concentration risk over the long period. Management has plan to reduce such concentration gradually.

AFPLC has credit line with 2 banks namely Commercial Bank of Ceylon PLC and NCC Bank PLC. The outstanding balance stood at BDT 177.63 million as on December 31, 2025 for investment in the corporate sector, auto loan and home loan.

9.2 Liquidity Management

As per audited financial statements, the liquidity position of the company has been found to be average in spite of negative operating cash flows. The negative operating cash flow decreased to Tk.161.80 million in YE2025 from Tk.396.08 million in YE2024 due to increase in interest paid, decrease in distribution of loans & advance and decrease in term and other deposit etc. While analyzing the assets liability maturity bucket as on December 31, 2025, it has been observed that liquidity bucket of (1-3) months have been showing a positive balance of Tk.212.62 million and (3-12) months also have been showing a positive balance of

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Average liquidity

Tk.72.96 million. On the other hand, it has been observed that the company has overall net liquidity surplus of Tk.1,345.43 million. During the period, the company has paid cash dividend of Tk.32.72 million. The required Cash Reserve Ratio (CRR) and Statutory Liquidity Ratio (SLR) have been kept at satisfactory level. The company has surplus CRR and SLR of Tk.6.41 million and Tk.431.89 million respectively in 2025. Investment portfolio to deposit ratio stood at 1.47 times in 2025, compared to 1.50 times in 2024. Loan to fund ratio stood at 84.46% and 87.38% as on December 31, 2025 and 2024 respectively.

10.0 OBSERVATION SUMMARY

Rating Comforts: • Good capital base • Good asset quality • Renowned local Sponsors • Proven track record of the joint venture partner • Experienced management team	Rating Concern: • High efficiency ratio • Fluctuating trend in financial performance • Limited core business and credit portfolio • Significant concentration on top 10 depositor's and top 10 borrower's • Exposed to capital market risk • Limited branch network
Business Prospects: • Scope to explore fee based products • Scope of exploring cheaper cost funding sources • Good rated FIs carry easy access in case of fund requirement from commercial Banks	Business Challenges: • Lack of Trust and Confidence • Stress in asset quality with low recovery performance • Stress in maintain regulatory capital requirement • Weak Governance Structure • Low Profitability • Commercial banks portfolio expansion to lease financing

END OF THE REPORT

[Information used herein is obtained from sources believed to be accurate and reliable. However, CRISL does not guarantee the accuracy, adequacy or completeness of any information and is not responsible for any errors or omissions or for the results obtained from the use of such information. Rating is an opinion on credit quality only and is not a recommendation to buy or sell any securities. All rights of this report are reserved by CRISL. Contents may be used by news media and researchers with due acknowledgement.]

[We have examined, prepared, finalized and issued this report without compromising with the matters of any conflict of interest. We have also complied with all the requirements, policy procedures of the BSEC rules as prescribed by the Bangladesh Securities and Exchange Commission.]


Md. Asaduzzaman Khan
Chief Executive Officer
Credit Rating Information and Services PLC.

CREDIT RATING REPORT On ALLIANCE FINANCE PLC

11. CORPORATE INFORMATION:

Date of Incorporation : September 27, 2003
Date of Commencement of Operation : December 03, 2017

Board of Directors:

Mr. Syed Ali Jowher Rizvi	Chairman
Mr. K. S. Bandaranayake	Director
Mr. G. Priyankara	Director
Mr. Morandage Jayantha Thiakarnathne	Director
Ms. Farhana Akhter	Director
Ms. Sohana Rouf Chowdhury	Director
Mr. W. P. Gunaseena	Director
Ms. Azeera Aziz Khan	Director
Mr. Lutfi M. Ayub	Director
Mr. P. G. A. C. Perera	Director
DR. Abdur Rahim Chowdhury	Independent Director
Mr. T. D. R. H. Perera	Director
Mr. G. Priyankara	Director
Mr. Dharma Dheerasinghe	Independent Director

Auditor:

M M Rahman & Co.
Chartered Accountants

Management:

Kanti Kumar Saha	Chief Executive Officer
Mohammad Ali Ashraf	Acting Chief Financial Officer
Shaharur Rashid	Head of Business
Md. Mushfiqur Rahman	Head of CRM
Mohammad Shahidul Islam Mazumder	Head of ICT
Iqbal Ahmed	Head of ICC
Md. Suruzzaman	Head of CAD
Md. Sayful Islam	Head of SME
Ali Tasben Haque Riyad	Unit Head of Corporate Finance
Abu Shofian	Head of Deposit Mobilization
Arif Abdur Towab	Company Secretary
Shah Md. Abu Ruyhun	Head of Retail Finance
Mohammad Anwar Hossain	Head of Treasury
Ishrat Alam	In-charge of Human Resources
Nayila Hasan	In-charge Brand, Communication and Corporate Affairs

Capital History:

Year	Authorized Capital (Million Taka)	Issued, Subscribed and Paid-up Capital (Million Taka)	Source of Capital
2016	1,000.00	10.00	Paid-up Capital
2017	1,000.00	1,000.00	Paid-up Capital
2018	1,000.00	1,000.00	Paid-up Capital
2019	1,000.00	1,000.00	Paid-up Capital
2020	1,000.00	1,000.00	Paid-up Capital
2021	1,000.00	1,000.00	Paid-up Capital
2022	1,000.00	1,000.00	Paid-up Capital
2023	2,000.00	1,050.00	Bonus Share
2024	2,000.00	1,155.00	Bonus Share
2025	2,000.00	1,155.00	---

CREDIT RATING REPORT On ALLIANCE FINANCE PLC

12. FINANCIAL INFORMATION

Balance Sheet (As on December 31)

Particulars:	2025	2024	YE2023
Cash:	53.96	53.02	50.27
Cash in hand	0.007	0.003	0.02
Balance with Bangladesh Bank	53.95	53.01	50.25
Balance with other Banks and Financial Institutions:	610.72	255.23	446.86
Inside Bangladesh	610.72	255.23	446.86
Money at Call & Short Notice	50.60	200.00	300.00
Investments in Securities	402.94	376.03	200.67
Government		98.53	
Others	402.94	277.50	200.67
Lease, Loans and Advances:	5,057.70	4,689.31	4,048.79
IN Bangladesh	5,057.70	4,689.31	4,048.79
Fixed Assets including Premises, Furniture & Fixtures	40.95	35.43	53.41
Other Assets	26.21	45.42	53.18
Non Banking Assets	-	-	-
Total Assets	6,292.49	5,654.44	5,153.19
LIABILITIES AND CAPITAL			
Liabilities			
Borrowings from other Banks, Financial Institutions and Agents	1,179.14	906.86	798.35
Deposits and Other Accounts	3,451.1	3,126.86	2,849.16
Other Liabilities	316.76	287.95	256.32
Total Liabilities	4,947.06	4,321.67	3,903.83
Capital/Shareholders' Equity	1,345.43	1,332.77	1,249.36
Paid-up Capital	1,155.00	1,155.00	1,050.00
Share Premium	17.20	17.20	122.20
Statutory Reserve	82.45	68.37	51.69
Retained Earnings	90.77	92.20	25.47
Total Liabilities & Shareholders' Equity	6,292.49	5,654.44	5,153.19


 Md. Asaduzzaman Khan
 Chief Executive Officer
 Credit Rating Information and Services PLC

CREDIT RATING REPORT On ALLIANCE FINANCE PLC

Income Statement (Year end December 31)

Tk. in million

Particulars:	YE2025	YE2024	YE2023
Interest Income	665.53	625.06	467.27
Less: Interest paid on Deposits & Borrowings etc.	443.73	403.79	280.31
Net Interest Income	221.80	221.27	186.96
Income from Investment	42.89	27.60	20.48
Commission, Exchange and Brokerage	-	-	-
Other Operating Income	1.77	4.73	6.40
Total Operating Income	266.46	253.60	213.84
Salaries and Allowances	84.27	72.69	67.89
Rent, Taxes, Insurances, Electricity etc.	8.87	8.34	7.62
Professional Charges	1.67	2.61	1.65
CEO's Salary and Benefits	14.32	12.02	10.78
Postage, Stamps, Telecommunication etc.	0.79	0.79	0.75
Stationery, Printings, Advertisements etc.	1.59	2.11	1.83
Directors' Fees	2.35	1.18	.53
Auditors' Fees	4.99	.47	.42
Depreciation & Repairs of FI's Assets	21.78	19.85	19.94
Other Operating Expenses	20.73	17.96	19.54
Total Operating Expenses	156.87	137.99	127.96
Profit before Provision	109.59	115.61	85.88
Provision for Loans, Advances & Leases	2.26	(11.05)	26.90
Provision for the diminution in the value of investments	(.51)	5.70	(0.06)
Total Provision	1.76	(5.35)	26.84
Total Profit before Provisions for Taxation	107.84	120.96	59.04
Provision for Income Tax	37.43	37.55	34.63
Current Tax Expenses	36.01	37.15	31.77
Deferred Tax Expenses	1.42	0.39	2.86
Net Profit after Taxation	70.41	83.41	24.40


 Md. Asaduzzaman Khan
 Chief Executive Officer
 Credit Rating Information and Services PLC

CREDIT RATING REPORT On ALLIANCE FINANCE PLC

CRISL RATING SCALES AND DEFINITIONS LONG-TERM - BANK AND FINANCIAL INSTITUTIONS

RATING	DEFINITION
AAA Triple A (Highest Safety)	Bank/FIs rated in this category are adjudged to be of best quality, offer highest safety and have highest credit quality. Risk factors are negligible and risk free, nearest to risk free Government bonds and securities. Changing economic circumstances are unlikely to have any serious impact on this category of banks.
AA+, AA, AA- (Double A) (High Safety)	Bank/FIs rated in this category are adjudged to be of high quality, offer higher safety and have high credit quality. This level of rating indicates a corporate entity with a sound credit profile and without significant problems. Risks are modest and may vary slightly from time to time because of economic conditions.
A+, A, A- (Single A) (Adequate Safety)	Bank/FIs rated in this category are adjudged to offer adequate safety for timely repayment of financial obligations. This level of rating indicates a corporate entity with an adequate credit profile. Risk factors are more variable and greater in periods of economic stress than those rated in the higher categories.
BBB+, BBB, BBB- (Triple B) (Moderate Safety)	Bank/FIs rated in this category are adjudged to offer moderate degree of safety for timely repayment of financial obligations. This level of rating indicates that a bank is under-performing in some areas. These entities are, however, considered to have the capability to overcome the above-mentioned limitations with special care and cautious operation. Risk factors are more variable in periods of economic stress than those rated in the higher categories.
BB+, BB, BB- (Double B) (Inadequate Safety)	Bank/FIs rated in this category are adjudged to lack of key protection factors, which results in an inadequate safety. This level of rating indicates a bank as below investment grade but deemed likely to meet obligations when due. Overall quality may move up or down frequently within this category.
B+, B, B- (Single B) (Risky)	Bank/FIs rated in this category are adjudged to be with high risk. Timely repayment of financial obligations is impaired by serious problems which the entity is faced with. While an entity rated in this category might be currently meeting obligations in time, continuance of this would depend upon favorable economic conditions or on some degree of external support.
CCC+, CCC, CCC- (Triple C) (Vulnerable)	Bank/FIs rated in this category are adjudged to be with vulnerable protection factors. This rating indicates that the degree of certainty regarding timely payment of financial obligations is doubtful unless circumstances are favorable.
CC+, CC, CC- (Double C) (Highly Vulnerable)	Bank/FIs rated in this category are adjudged to be with high vulnerable position. This rating indicates that the degree of certainty regarding timely payment of financial obligations is quite lower unless overall circumstances are favorable or there is possibility of high degree external support.
C (Near to Default)	Bank/FIs rated in this category are adjudged to be with near to default in timely repayment of financial obligations. This type rating may be used to cover a situation where a bankruptcy petition has been filed or similar action has been taken, but payments on the obligation are being continued with high degree of external support.
D (Default)	Bank/FIs rated in this category are adjudged to be either currently in default or expected to be in default. This level of rating indicates that the entities are unlikely to meet maturing financial obligations and call for immediate external support of a high order.

(For long-term ratings, CRISL assigns + (Positive) sign to indicate that the issue is raised at the upper-end of its generic rating category and - (Minus) sign to indicate that the issue is raised at the bottom end of its generic rating category. (Long-term ratings without any sign denote mid-levels of each group.)

SHORT-TERM - BANK AND FINANCIAL INSTITUTIONS

ST-1	Highest Grade Highest certainty of timely payment. Short-term liquidity including internal fund generation is very strong and access to alternative sources of funds is outstanding. Safety is almost like risk free Government short-term obligations.
ST-2	High Grade High certainty of timely payment. Liquidity factors are strong and supported by good fundamental protection factors. Risk factors are very small.
ST-3	Good Grade Good certainty of timely payment. Liquidity factors and company fundamentals are sound. Although ongoing funding needs may emerge from financing requirements, access to capital markets is good. Risk factors are small.
ST-4	Satisfactory Grade Satisfactory liquidity and other protection factors qualify issues as to investment grade. Risk factors are larger and subject to more variation.
ST-5	Non-Investment Grade Speculative investment characteristics. Liquidity is not sufficient to insure against disruption in debt service. Operating factors and market access may be subject to a high degree of variation.
ST-6	Default Issuer failed to meet scheduled principal and/or interest payments.

PUBLIC ISSUE APPLICATION PROCEDURE

The Public issue application procedure shall be incorporated after the issuance of consent letter.