Since 1993
Celebrating Success

ANNUAL REPORT 2025

First Finance PLC.
ফার্স্ট ফাইন্যান্স পিএলসি.
আপনার সকল আর্থিক প্রয়োজনে . . .

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| LETTER OF TRANSMITTAL |

All Shareholders,
Bangladesh Bank,
Bangladesh Securities and Exchange Commission,
Registrar of Joint Stock Companies and Firms,
Dhaka Stock Exchange PLC. and
Chittagong Stock Exchange PLC.

ANNUAL REPORT FOR THE YEAR ENDED ON DECEMBER 31, 2025

Dear Sir(s),

We are pleased to forward herewith the Annual Report 2025 of First Finance PLC., including the Audited Financial Statements as of December 31, 2025. The enclosed documents comprise the Income Statement, Cash Flow Statement, and accompanying notes to the financials for your kind perusal and record.

Yours sincerely

(Mohammad Ekramur Rahman)
Company Secretary

Dhaka
10 August, 2026

| NOTICE |

FIRST FINANCE PLC.

Jahangir Tower (3rd Floor),10, Kawranbazar C/A, Dhaka-1215
Phone: (880-2) 5501 3842-43, Fax: 880 2 5501 3839, www.first-finance.com.bd

NOTICE OF THE 33rd ANNUAL GENERAL MEETING

Notice is hereby given that the **33rd Annual General Meeting (AGM) of First Finance PLC**. will be held on **Thursday, 24 September 2026 at 3:00 p.m. (Bangladesh Standard Time)** through a **Hybrid System**, comprising the physical presence of shareholders at **Trading Corporation of Bangladesh (TCB) Auditorium, TCB Bhaban (1st Floor), 1, Kawran Bazar, Dhaka-1215**, and participation through a digital platform at **https://ffplc33agm.hybridagmbd.net**, to transact the following business:

AGENDA

1. To confirm the proceedings of the 32nd Annual General Meeting of the Company held on **11 September, 2025.**
2. To receive, consider and adopt the Directors' Report, Auditors' Report and the Audited Financial Statements of the Company for the year ended **31 December, 2025.**
3. To declare dividend for the year 2025 as recommended by the Board of Directors.
4. To elect/re-elect/confirm Directors in accordance with the provisions of the Articles of Association of the Company.
5. To consider the appointment/re-appointment of Independent Directors in compliance with the Corporate Governance Code of the Bangladesh Securities and Exchange Commission (BSEC).
6. To appoint the Statutory Auditors of the Company for the year 2026 and hold office until the conclusion of the next Annual General Meeting, and to fix their remuneration.
7. To appoint the Corporate Governance Compliance Auditor for the year 2026 and to fix their remuneration.
8. To transact any other business with the permission of the Chair.



Mohammad Ekramur Rahman
Company Secretary
E-mail: secretary@first-finance.com.bd
Dated: 23 July, 2026

NOTES

1. The **Record Date** has been fixed on **22 July, 2026**. Shareholders whose names appear in the Register of Members and/or Depository Register at the close of business on that date shall be entitled to attend and vote at the AGM.
2. The Board of Directors has recommended **No Dividend** for the year ended **31 December, 2025.**
3. Pursuant to the Bangladesh Securities and Exchange Commission (BSEC) Orders No. **SEC/SRMIC/94-231/25 dated 8 July 2020 and No. SEC/SRMIC/94-231/91 dated 31 March, 2021**, the AGM will be conducted through a hybrid platform comprising both physical attendance and live webcast through a digital platform.
4. Shareholders are requested to log in to the digital platform before the commencement of the meeting at **3:00 p.m. (BST) on 24 September, 2026** to ensure smooth connectivity. For any technical assistance, please contact **01987007831**.

5. Shareholders will be able to submit questions/comments and cast their votes electronically from **72 (seventy-two) hours** before the commencement of the AGM until the conclusion of the meeting. To access the digital platform, please visit: **https://ffplc33agm.hybridagmbd.ne**t and use the following credentials:

   - ☐ 16-digit BO ID or 6-digit Folio Number;
   - ☐ Number of shares held as on the Record Date (22 July, 2026); and
   - ☐ Any other information required by the login portal.

6. A shareholder entitled to attend and vote at the AGM may appoint a proxy to attend and vote on his/her behalf. The duly completed Proxy Form, affixed with a **BDT 20.00 revenue stamp**, must reach the Share Office of **First Finance PLC.** by e-mail at **share@first-finance.com.bd** not later than 72 (seventy-two) hours before the commencement of the AGM.

7. In compliance with **BSEC Notification No. BSEC/CMRRCD/2006-158/208/Admin/81 dated 20 June 2018**, the soft copy of the **Annual Report 2025** will be sent to the e-mail addresses of the shareholders available in their Beneficial Owner (BO) Accounts maintained with the Depository. Shareholders are requested to update their e-mail addresses through their respective Depository Participants (DPs). The Annual Report will also be available in the **Investor Relations** section of the Company's website at **www.first-finance.com.bd.**

CORPORATE INFORMATION

Date of Incorporation	:	28th June, 1993
Authorized Capital	:	BDT 5,000.00 million
Paid-Up Capital	:	BDT 1,185.44 million
Statutory Reserve	:	BDT 369.94 million
Registered Head Office	:	Jahangir Tower (3rd Floor), 10, Kawran Bazar C/A, Dhaka-1215, Bangladesh
Type of Organization	:	Finance Company
Nature of Business	:	Lease Finance, Term Financing, Real-Estate & Housing Financing, Home Loan, SME Finance, Women Entrepreneur Finance, TDR, MSS, etc.
Number of Directors	:	5
Number of Shareholder	:	5804
Number of Branches	:	6 (Six)
Number of Employees	:	127
Number of Clients	:	2062 (Investment) & 980 (Deposit)
Business Thrust Sectors	:	SME Sector, Corporate Finance, Medium Companies, Housing, Transportation Companies etc.
Business Motto	:	Efficient Customer Service & Effective Financial Solutions
Auditor	:	M/S Kazi Zahir Khan & Company, Chartered Accountants
Tax Advisor	:	M.J. Abedin & Co., Chartered Accountants
E-Mail	:	info@first-finance.com.bd
Website	:	www.first-finance.com.bd

COMPANY CHRONICLES

June 28, 1993	:	Commencement of Business of First Lease International Limited
July 18, 1996	:	Conversion into a Public Limited Company
October 05, 1999	:	Licensed from Bangladesh Bank under Financial Institutions Act
June 28, 2003	:	Consent by Bangladesh Securities and Exchange Commission to initiate Initial Public Offering (IPO)
October 09, 2003	:	Initiation of trading of Shares in Dhaka & Chittagong Stock Exchange
January 04, 2009	:	First Trading Day under CDS Systems in demat format
April 27, 2009	:	Change of name of Company from First Lease International Limited to First Lease Finance & Investment Limited
February 01, 2011	:	Launching of SME Finance Scheme
December 04, 2011	:	Change of face value and market lot of shares in Stock Exchanges
June 18, 2013	:	Approval of issuance of Right Shares by Bangladesh Securities and Exchange Commission
August 05, 2014	:	Change of Name of Company from First Lease Finance & Investment Limited to First Finance Limited
October 10, 2021	:	Relocation of Gulshan Branch to new premises
November 01, 2021	:	Relocation of Wari Branch to Motijheel C/A and renamed as Motijheel Branch
November, 2025	:	Change of Name of the Company to First Finance PLC.

| CAPITAL & SHAREHOLDING STRUCTURE |

CAPITAL STRUCTURE As of 31 December, 2025	
Authorized Capital	Tk. 5,000.00 million
Issue Subscribed & Paid-Up Capital	Tk. 1,185.44 million
Statutory Reserve	Tk. 369.94 million

PERCENTAGE OF SHAREHOLDING As of 31 December, 2025		
Category of Shareholders	**No of Shares**	**Percentage of total Shares**
Sponsor & Director	4,89,70,800	41.31
General Public Including NRB	4,55,33,005	38.41
Institutions	2,40,40,858	20.28
Total	118,544,663	100.00

| THE PATTERN OF SHAREHOLDING ALONG WITH NAME WISE DETAILS |

As on 31 December 2025

	Name & Description of Shareholders:	No. of Shares held as on 31.12.2025	% of Holding
A.	**Parent/Subsidiary/Associated Company and other related Parties**	**Nil**	-
B.	**Directors and their Spouses and Minor Children**		
	Alphabet Systems Ltd. (Represented by Mr. Abu Zakir)	5,787,345	4.882
	Oparchor Trade International Ltd. (Represented by Mr. Md. Altaf Hossain)	8,487,950	7.1601
	Qasraj Trading Ltd. (Represented by Ms. Amatun Noor)	11,854,089	9.9997
	Raqas Trade International Limited	5,910,691	4.986
	Alphabet Associates Ltd.	5,783,999	4.8792
	Mr. Md. Habibur Rahman, Independent Director	0	-
	Mr. Sultan Ahmed Bhuiyan, FCA	0	-
C.	**CEO, Company Secretary, CFO, Head of Internal Control and Compliance and their spouses and minor children**		
	Managing Director & CEO and his spouse and minor children	Nil	-
	Chief Financial Officer and his spouse and minor children	Nil	-
	Company Secretary and his spouse and minor children	Nil	-
	Head of Internal Control & Compliance and his spouse and minor children	Nil	-
D.	**Executive (Top five salaried executives other than CEO, CFO, CS, HICC):**		
	Mr. Maksumul Mahmud, DMD & COO	Nil	-
	Mr. Kazi Anamul Haque, SVP & Head of Motijheel Branch	Nil	-
	Mr. Wahid Adnan, SVP & Head of CRM	Nil	-
	Ms. Hasina Jannat, Vice President & Head of Treasury	Nil	-
	Ms. Zannatul Ferdoush, Vice President & Head of ICC	Nil	-
E.	**Shareholders holding ten percent (10%) or more voting interest in the company**	Nil	-

| STATEMENT OF ETHICS & BUSINESS CONDUCT |

Message from the Board of Directors

Dear Shareholders, Regulators, and Stakeholders,

At First Finance PLC. (FFPLC.), we firmly believe that long-term corporate success is built upon a foundation of absolute integrity, transparency, and accountability. As a responsible finance company, our commitment extends beyond financial performance; we are dedicated to upholding the highest standards of corporate governance and ethical conduct in every facet of our operations.

The Code of Conduct presented below outlines the core values and ethical pillars that govern our institution. It serves as a mandatory framework directing the behavior, decisions, and relationships of our employees—from frontline staff to senior management. The Board of Directors, alongside executive management, maintains a zero-tolerance policy toward unethical practices and regulatory non-compliance.

By strictly adhering to these principles, we safeguard the interests of our depositors, deliver sustainable value to our shareholders, and actively contribute to the stability and maturity of Bangladesh's financial sector.

On behalf of the Board of Directors,



Chairman, Board of Directors
First Finance PLC. (FFPLC.)

Code of Conduct & Ethical Standards

1. **Information Security & Confidentiality**
   - Safeguarding Information: Employees must exercise maximum care in protecting FFPLC.'s confidential and proprietary information. Preventing unauthorized disclosure or exchange is a core contractual and ethical duty.
   - Disclosure Restrictions: Sharing organizational, unpublished, or sensitive information (regarding performance, strategies, systems, or policies) with third parties is strictly prohibited without prior written approval from competent authority, unless compelled by a lawful court or regulatory body.
2. **Responsible Communication**
   - External Stakeholders: All official communications with the media, the public, and financial markets must be accurate, transparent, and in strict compliance with internal guidelines and external regulatory frameworks.
   - Client Communication Standards: We are committed to transparency. Communications with clients must be clear, concise, fair, and never misleading. Employees must ensure clients fully understand product features, fees, and associated financial risks.
3. **Professionalism & Market Integrity**
   - Professional Conduct: Employees are expected to serve clients, colleagues, and counterparties with due care, dignity, and high professionalism, actively fostering a collaborative and respectful workspace.
   - Fair Competition: FFPLC. strictly prohibits any activities that hinder open, fair competition. We actively contribute to a healthy, stable, and competitive financial and banking ecosystem.
4. **Conflict of Interest & Ethical Boundaries**
   - Avoiding Conflicts: Employees must proactively identify and avoid any situation where their personal interests' conflict—or appear to conflict—with their official duties and responsibilities to FFPLC.
   - Acceptance of Gifts: To maintain objective decision-making, employees and their immediate families are prohibited from accepting gifts or favors that may create a professional obligation. Any unsolicited gifts received via post or courier must be immediately reported to higher management for proper disposal.
5. **Regulatory Compliance**
   - Adherence to Law: Full compliance with the laws, rules, and circulars governing our business—including guidelines set by Bangladesh Bank and other relevant regulatory authorities—is non-negotiable. FFPLC. operates under a zero-tolerance policy for regulatory non-compliance.

PERFORMANCE IN THE LAST FIVE YEARS

Key operational and financial data of last five years along with the current year have been presented in summarized format as below:

Sl. No.	Particulars	AS OF 31 DECEMBER				
		2021	2022	2023	2024	2025
		Taka	Taka	Taka	Taka	Taka
1	Paid-up Capital	1,185,446,630	1,185,446,630	1,185,446,630	1,185,446,630	1,185,446,360
2	Total Capital /equity	(1,697,998,099)	(3,418,719,061)	(3,758,629,239)	(4,488,309,387)	(5,453,711,753)
3	Total Assets	10,299,722,860	10,493,938,988	9,544,796,961	8,867,343,382	8,762,716,910
4	Total Deposit	6,291,708,346	6,380,092,145	6,304,662,801	6,224,604,572	6,249,450,662
5	Total Loan, Lease and Advance	8,955,353,569	9,237,109,030	8,247,611,646	7,588,894,890	7,470,923,337
6	Total Contingent Liabilities and Commitments	-	-	-	-	-
7	Credit Deposit Ratio (%)	119.16	122.97	110.69	102.33	99.18
8	Percentage of Classification of Loan (%)	0.87	0.86	0.85	0.95	0.88
9	Operating Profit	(1,629,520,915)	(637,632,682)	(271,646,121)	(575,427,412)	(661,863,611)
10	Profit after Tax and Provision	(2,190,103,487)	(1,720,720,962)	(407,627,835)	(696,757,053)	(789,791,414)
11	Amount of Classified Loan/ Lease	7,772,113,300	7,985,424,369	6,981,815,877	7,197,521,358	6,592,478,061
12	Provision kept against Classified Loan/Lease	858,641,156	1,906,077,599	2,027,488,451	2,165,365,536	2,260,443,684
13	Provision Surplus/(Deficit)	(1,470,129,297)	(1,225,107,747)	(980,086,190)	(730,023,350)	(463,804,936)
14	Cost of Fund (%)	10.43	9.77	11.86	13.20	13.67
15	Interest Earning Assets	9,365,385,346	9,604,565,305	8,698,171,763	8,015,074,165	7,866,699,101
16	Non-Interest Earning Assets	934,337,515	889,373,683	846,625,198	852,269,217	896,017,809
17	Return on Investment (ROI) (%)	(24.46)	(18.63)	(4.94)	(9.18)	(1,057.00)
18	Return on Assets (ROA) (%)	(21.26)	(16.40)	(4.27)	(7.86)	(9.01)
19	Income from Investments	(7,498,150)	392,567	111,876	233,043	32,945
20	Earnings per Share (EPS)	(18.47)	(14.52)	(3.44)	(5.88)	(6.66)
21	Operating Profit per Share	(13.75)	(5.38)	(2.29)	(4.85)	(5.58)
22	Price Earnings Ratio (times)	(0.35)	(0.45)	(1.60)	(0.54)	(0.36)

| BRANCH CONTACTS |

Corporate Branch	
Jahangir Tower (3rd Floor) 10, Kawran Bazar C/A, Dhaka-1215. Telephone: 096788888999, 0255014075, 0255014074 Fax: E-mail: corporate@first-finance.com.bd	**Mr. Mohammad Golam Mustofa** Mobile: 01987007720

Gulshan Branch	
Gulshan Bhaban, Plot No: 355 (1st Floor) A.K. Khandakar Sarak, Mohakhali, Dhaka-1212. Telephone: +8802222280124, 02222280125, 09678888999. Fax: +88029880124 E-mail: gulshan@first-finance.com.bd	**Mr. Kazi Md. Anamul Hoque** Mobile: 01987007711

Board Bazar Branch	
Member Complex (3rd Floor) Board Bazar, Gazipur-1704, Bangladesh Telephone: +88029293060-61, 09678888999 Fax: +88029293059 E-mail: boardbazar@first-finance.com.bd	**Ms. Sompa Clara Rozario** Mobile:01987007771

Agrabad Branch	
Ayub Trade Center, 5th Floor (East Side), 1269/B, Sk. Mujib Road, Agrabad C/A, Chattogram Telephone: 02-333310961 Fax: +88031-2529001 E-mail: agrabad@first-finance.com.bd	**Mr. Nure Alam Khondaker** Mobile: 01958048111

Sylhet Branch	
HS Tower (2nd Floor), East Dargah Gate, Fayzu Mansion, Sylhet Telephone: 09678888999, 0821-716003, 0821-719266 Fax: +880 821716005 E-mail: sylhet@first-finance.com.bd	**Mr. Md. Mobarak Hossain Khan** Mobile: 01987007743

Motijheel Branch	
Elite House (2nd Floor) 54, Motijheel C/A, Dhaka-1000 Telephone: +880967888999 E-Mail: Motijheel@first-finance.com.bd	**Mr. Muhammad Ashraful Islam** Mobile: 01987007704

| OUR PRODUCTS |

Deposit Products

3 Months Term Deposit	Minimum Deposit Amount: Tk. 10,000 Deposit Term: 3 Months
100 Days Term Deposit	Minimum Deposit Amount: Tk. 10,000 Deposit Term: 100 Days
6 Months Term Deposit	Minimum Deposit Amount: Tk. 10,000 Deposit Term: 6 Months
200 Days Term Deposit	Minimum Deposit Amount: Tk. 10,000 Deposit Term: 200 Days
Annual Term Deposit	Minimum Deposit Amount: Tk. 10,000 Deposit Term: 1 Year
Cumulative Term Deposit	Minimum Deposit Amount: Tk. 10,000 Deposit Term: 2 Years and above
Monthly Profit Scheme	Minimum Deposit Amount: Tk. 1,00,000 Minimum Deposit Term: 1 Year
Quarterly Profit Scheme	Minimum Deposit Amount: Tk. 1,00,000 Minimum Deposit Term: 1 Year
Double Money Scheme	Minimum Deposit Amount: Tk. 10,000 Doubling the principal in a fixed time horizon
Triple Money Scheme	Minimum Deposit Amount: Tk. 10,000 Tripling the principal in a fixed time horizon
Monthly Savings Scheme	• 1 Year : 3000 or 5000 or Multiplicity • 3,5,8 & 10 Years : 1,000/2,000/3,000/5,000/10,000 & Above

Loan Products

Corporate Finance	❖ Lease Finance ❖ Project Finance ❖ Short-Term Finance	❖ Term Loan ❖ Working Capital Finance
Consumer Finance	❖ Auto/Car Loan ❖ Personal Loan	❖ Lease Financing For Vehicle ❖ Loan Against TDR/MSS
Agriculture Finance	❖ Lease Finance ❖ Working Capital Finance	❖ Term Loan ❖ Short-Term Finance
SME Finance	❖ Lease Finance ❖ Women Entrepreneur Loan ❖ Work Order Financeing	❖ Term Finance ❖ SME Tailored Loan
Housing /Real Estate Finance	❖ Real Estate (Individual Consumer)	❖ Project /Commercial Housing Loan
Syndication Finance	❖ Syndication Term Finance ❖ Working Capital Finance	❖ Syndication Lease Finance
Others	❖ Loan Against Deposit (Other Than Consumer Finance) ❖ Work Order Finance (Other Than Consumer Finance) ❖ Institutional Loan.	

BOARD OF DIRECTORS & ITS COMMITTEES

BOARD OF DIRECTORS

Sl.	Name of Directors	Designation in the Board
1.	Abu Zakir	Acting Chairman & Nominated Director
2.	Amatun Noor	Nominated Director
3.	Md. Altaf Hossain	Nominated Director
4.	Md. Habibur Rahman	Independent Director
5.	Sultan Ahmed Bhuiyan, FCA	Independent Director
6.	Mr. Khan Mohammad Moinul Hasan	Independent Director

EXECUTIVE COMMITTEE

Sl.	Name of Directors	Designation in the Board	Position in the Committee
01	Md. Altaf Hossain	Nominated Director	Chairman
02	Abu Zakir	Acting Chairman & Nominated Director	Member

AUDIT COMMITTEE

Sl.	Name of Directors	Designation in the Board	Position in the Committee
1.	Md. Habibur Rahman	Independent Director	Acting Chair-man
2.	Abu Zakir	Acting Chairman & Nominated Director	Member
3.	Amatun Noor	Nominated Director	Member

RISK MANAGEMENT COMMITTEE

Sl.	Name of Directors	Designation in the Board	Position in the Committee
1.	Sultan Ahmed Bhuiyan, FCA	Independent Director	Chairman
2.	Abu Zakir	Acting Chairman & Nominated Director	Member
3.	Amatun Noor	Nominated Director	Member

DIRECTOR'S PROFILE

As on 31 December 2025

Mr. Abu Zakir, Acting Chairman & Nominated Director



Mr. Abu Zakir serves as the Acting Chairman and a Nominated Director of the Board of First Finance PLC., representing Alphabet Systems Limited. He assumed the role of Acting Chairman in October 2025.

An accomplished entrepreneur, Mr. Zakir has extensive business interests spanning construction, garments, leather goods manufacturing, and real estate development. Over the years, he has established a strong reputation for strategic leadership and business development across multiple industries.

In addition to his commercial pursuits, Mr. Zakir actively contributes to various social and community development initiatives, reflecting his commitment to sustainable social progress and responsible corporate citizenship.

As Acting Chairman, he provides strategic leadership to the Board, promoting sound corporate governance, prudent decision-making, and long-term value creation. His broad business experience and entrepreneurial insight continue to support the Company's strategic direction and sustainable growth.

Ms. Amatun Noor, Nominated Director



Ms. Amatun Noor serves as a Nominated Director on the Board of First Finance PLC., representing Qasraj Trading Ltd. She is also a Member of the Audit Committee of the Company.

She is the Chairperson of Kheya Properties Ltd. and a Director of New Dhaka Alliance Ltd., bringing substantial experience in corporate leadership, business management, and real estate development.

As a member of the Board, Ms. Noor contributes to strengthening the Company's governance framework through her active participation in policy formulation, strategic oversight, and effective Board deliberations. Her professional experience and business acumen continue to support the Company's pursuit of sustainable growth and sound corporate governance.

Mr. Md. Altaf Hossain, Nominated Director



Mr. Md. Altaf Hossain serves as a Nominated Director on the Board of First Finance PLC., representing Oparchor Trade International Limited. He holds a Master's degree in Economics.

Mr. Hossain is the Managing Director of Kheya Properties Ltd., New Dhaka Alliance Ltd., and Shariatpur Agro Complex Limited. He also serves as the Chairman of Dholeshwari Green Agro Village. Throughout his distinguished business career, he has acquired extensive expertise in strategic planning, business management, agriculture, real estate development, and enterprise leadership.

His diversified business experience enables him to provide valuable strategic insights on corporate governance, business development, and sustainable growth initiatives. As a member of the Board, he contributes significantly to the Company's strategic decision-making and long-term business objectives.

Mr. Md. Habibur Rahman, Independent Director



Mr. Md. Habibur Rahman serves as an Independent Director of First Finance PLC. and currently acts as the Acting Chairman of the Audit Committee.

He obtained his LL.B. (Honours) and LL.M. degrees from the University of Dhaka. A distinguished legal professional, Mr. Rahman possesses extensive expertise in company, commercial, banking, insurance, constitutional, contractual, criminal, labour, land, customs, VAT, and intellectual property laws.

He regularly appears before the Supreme Court of Bangladesh, subordinate courts, and various tribunals. He is a Member of the Bangladesh Bar Council, the Dhaka Bar Association, and the Supreme Court Bar Association.

Throughout his professional career, Mr. Rahman has represented numerous leading national and international organizations, including Kookmin Bank and Hanvit Bank of South Korea. He currently serves as Panel Counsel for Bangladesh Bank as well as several banks and financial institutions in Bangladesh.

His extensive legal expertise, independent judgment, and sound understanding of regulatory and governance matters continue to strengthen the Company's governance framework, risk oversight, and regulatory compliance.

Mr. Sultan Ahmed Bhuiyan, FCA, Independent Director



Mr. Sultan Ahmed Bhuiyan, FCA, is an Independent Director of First Finance PLC. He holds B.Com. (Honours) and M.Com. in Accounting from the University of Dhaka and is a Fellow Member of the Institute of Chartered Accountants of Bangladesh (ICAB). He currently serves as Chief Financial Officer and Board Secretary of Grameen Telecom Trust and as a Trustee of Grameen Mutual Fund One and Two. Previously, he served as Head of Treasury of Robi Axiata PLC. He was an Independent Director of First Finance PLC. from June 2021 to June 2024 and was reappointed on 29 December 2025. He brings over three decades of experience in finance, treasury, governance, and strategic leadership.

Mr. Khan Mohammad Moinul Hasan Independent Director



Mr. Khan Mohammad Moinul Hasan holds LL.B. (Hons.) and LL.M. degrees from the University of Dhaka and is a member of the Bangladesh Bar Council, Dhaka Bar Association, and Bangladesh Supreme Court Bar Association.

He has extensive expertise in corporate, commercial, banking, insurance, contractual, constitutional, labour, land, customs, VAT, and other legal matters, with substantial experience before the Supreme Court of Bangladesh, subordinate courts, Tribunals, and the RJSC.

| MESSAGE FROM THE ACTING CHAIRMAN |

In the Name of Allah, the Most Gracious, the Most Merciful

Assalamu Alaikum Warahmatullahi Wabarakatuh.

Dear Shareholders,



It is my distinct privilege and honour to present, on behalf of the Board of Directors, the Annual Report of **First Finance PLC.** for the year ended **31 December 2025**. I extend my sincere gratitude to our valued shareholders for their continued confidence in the Company and thank our customers, Bangladesh Bank, the Bangladesh Securities and Exchange Commission (BSEC), lenders, business partners, and all other stakeholders for their unwavering trust, support, and cooperation throughout the year.

The year 2025 presented one of the most challenging operating environments for Bangladesh's financial sector in recent years. The economy continued to face persistent inflationary pressures, elevated interest rates, liquidity constraints, exchange rate volatility, and subdued private sector investment. These macroeconomic conditions, coupled with growing stress within the banking and non-bank financial institution (NBFI) sector, significantly affected business activities, asset quality, funding costs, and overall market confidence.

Despite these unprecedented challenges, First Finance PLC. remained steadfast in its commitment to maintaining institutional stability, strengthening governance, and protecting the long-term interests of its stakeholders. Throughout the year, the Board provided strategic guidance and effective oversight to ensure that the Company responded prudently to emerging risks while preserving its financial resilience and operational continuity.

The Board maintained a disciplined approach to strategic decision-making by emphasizing sound risk governance, prudent business practices, regulatory compliance, and sustainable value creation. Recognizing the evolving nature of the financial landscape, we continued to closely monitor economic developments, review business strategies, and strengthen our oversight of credit risk, liquidity management, operational resilience, and internal control systems. These measures enabled the Company to respond proactively to challenges while reinforcing the foundations for long-term growth.

Strong corporate governance remains fundamental to the Company's success. The Board is fully committed to upholding the highest standards of transparency, accountability, integrity, and ethical business conduct in accordance with the Corporate Governance Code issued by the Bangladesh Securities and Exchange Commission and the regulatory framework prescribed by Bangladesh Bank. We firmly believe that effective governance, supported by robust internal controls and comprehensive risk management practices, is essential to safeguarding stakeholder interests and sustaining long-term institutional excellence.
The Board continued to discharge its responsibilities through active engagement, constructive oversight, and effective functioning of its committees. Regular reviews of financial performance, risk exposures, compliance matters, audit observations, and strategic initiatives enabled the Board to provide timely guidance to Management while ensuring that the Company remained aligned with its long-term objectives and regulatory obligations.

In an increasingly dynamic financial environment, technological advancement has become indispensable to institutional competitiveness. The Board continued to support initiatives aimed at strengthening digital capabilities, enhancing operational efficiency, improving customer experience, and reinforcing information security. We believe that continued investment in technology, innovation, and process modernization will enhance operational resilience and position the Company to meet the evolving expectations of customers and regulators alike.
Sustainability remains an integral component of our long-term strategy. First Finance PLC. continues to support responsible financing practices that promote environmentally and socially sustainable economic development. Consistent with Bangladesh Bank's Sustainable Finance and Environmental, Social and Governance (ESG) initiatives, the Company remains committed to

integrating sustainability considerations into its business operations while contributing to inclusive economic growth and responsible financial intermediation.

The Board also recognizes that the Company's long-term success depends upon the dedication, professionalism, and integrity of its people. I take this opportunity to express my sincere appreciation to the Chief Executive Officer, the Management Team, and every employee of First Finance PLC. for their unwavering commitment, resilience, and professionalism in navigating a particularly demanding business environment. Their collective efforts have strengthened the Company's ability to adapt to changing market conditions while maintaining a strong focus on customer service and operational excellence.

Looking ahead, although the operating environment is expected to remain challenging in the near term, the Board remains cautiously optimistic about the future. We believe that the gradual stabilization of the economy, together with the strategic initiatives undertaken by the Company, will create opportunities for sustainable growth over the medium to long term. The Board will continue to provide strategic leadership and effective oversight to ensure that First Finance PLC. remains resilient, well-governed, financially disciplined, and responsive to the evolving needs of its stakeholders.

Our priorities going forward will include further strengthening governance and risk management, enhancing asset quality, improving operational efficiency, accelerating digital transformation, promoting sustainable finance, and reinforcing our commitment to regulatory compliance and customer-centric service. Through these initiatives, we aim to create enduring value for our shareholders while contributing meaningfully to the development and stability of Bangladesh's financial sector.
On behalf of the Board of Directors, I express my heartfelt appreciation to our shareholders, customers, regulators, lenders, business partners, and all other stakeholders for their continued trust and support. Together, with sound governance, prudent leadership, and a shared commitment to excellence, we remain confident in our ability to overcome challenges and build a stronger, more sustainable future for First Finance PLC.

May Allah (Subhanahu Wa Ta'ala) continue to bless our endeavors and guide us toward sustained success.

Thank you.



Abu Zakir
Acting Chairman
First Finance PLC.

| MESSAGE FROM THE CHIEF EXECUTIVE OFFICER |

Honourable Shareholders, Members of the Board of Directors, Distinguished Guests,

Assalamu Alaikum Warahmatullahi Wabarakatuh.



It is my privilege to present the operational performance of First Finance PLC. for the year ended 31 December 2025.

The year 2025 was marked by significant economic and industry-wide challenges. Persistent inflationary pressures, elevated interest rates, liquidity constraints, exchange rate volatility, and subdued private sector investment continued to affect the financial sector. These conditions placed considerable pressure on funding costs, credit demand, asset quality, and overall business confidence across the banking and non-bank financial institution (NBFI) industry.

Against this backdrop, the Management Team remained focused on safeguarding the Company's financial stability while continuing to serve our customers with professionalism, prudence, and integrity. Guided by the strategic direction of the Board of Directors, we adopted a disciplined and proactive management approach that emphasized liquidity preservation, prudent lending, effective recovery, operational efficiency, and customer-centric service.

One of our foremost priorities during the year was strengthening the quality of our asset portfolio. We exercised greater discipline in credit appraisal and underwriting, enhanced post-disbursement monitoring, and maintained close engagement with our borrowers to identify emerging risks at an early stage. These initiatives enabled us to manage portfolio risks more effectively while continuing to support viable businesses that contribute to Bangladesh's economic development.

Recovery and collection activities remained a key area of management focus throughout the year. Recognizing the increasing challenges associated with asset quality across the financial sector, we intensified our recovery efforts through dedicated monitoring mechanisms, regular portfolio reviews, strengthened borrower engagement, and close coordination across business and support functions. The active participation of employees across the organization fostered a strong culture of accountability and contributed to meaningful progress in improving recovery performance, preserving liquidity, and protecting the Company's financial interests.

At the same time, we continued to strengthen relationships with our valued customers by providing responsive financial solutions tailored to their evolving needs. Our commitment to service excellence remained unwavering despite a challenging business environment. We believe that long-term customer relationships are built on trust, transparency, timely service, and a clear understanding of our clients' business objectives.

Operational efficiency continued to be another important management priority. During the year, we implemented various initiatives aimed at optimizing business processes, improving resource utilization, strengthening internal coordination, and enhancing performance monitoring. These efforts enabled us to improve organizational productivity while maintaining a high standard of service delivery and regulatory compliance.

Digital transformation remained integral to our long-term business strategy. We continued to invest in technology-driven solutions to modernize operations, streamline internal processes, improve customer experience, and strengthen information security. These initiatives are gradually creating a more agile, efficient, and technology-enabled organization that is better positioned to respond to changing customer expectations and evolving industry dynamics.

Maintaining a strong risk management culture remained central to our business operations. We continued to strengthen our enterprise risk management framework through enhanced monitoring of credit, liquidity, operational, market, and compliance risks. Management worked closely with the Board and its Committees to ensure that risks were identified, assessed, and managed in a timely and effective manner, thereby supporting the Company's long-term resilience and sustainability.

Compliance with the regulatory framework prescribed by Bangladesh Bank and other regulatory authorities continued to receive the highest level of management attention. We remained committed to maintaining robust internal controls, promoting ethical business practices, strengthening compliance culture, and ensuring transparency and accountability in all aspects of our operations.

As a responsible financial institution, First Finance PLC. continued to support sustainable financing initiatives consistent with Bangladesh Bank's Sustainable Finance and Environmental, Social and Governance (ESG) guidelines. We recognize that sustainable business practices not only contribute to environmental and social well-being but also strengthen long-term institutional resilience and stakeholder confidence.

None of the progress achieved during the year would have been possible without the dedication, professionalism, and resilience of our employees. Their commitment, adaptability, and collaborative spirit enabled the Company to navigate an exceptionally challenging operating environment while continuing to deliver quality service to our customers. I extend my heartfelt appreciation to every member of the First Finance family for their valuable contribution.

I also express my sincere gratitude to the Board of Directors for their strategic guidance, constructive oversight, and continued confidence in the Management Team. My appreciation also goes to Bangladesh Bank, the Bangladesh Securities and Exchange Commission, our customers, shareholders, lenders, business partners, and all other stakeholders for their continued trust, cooperation, and support.

Looking ahead, we recognize that the operating environment may remain challenging in the near term. Nevertheless, we are confident that our disciplined management approach, prudent risk practices, operational resilience, and continued investment in people, technology, and customer service will strengthen our ability to navigate future challenges and capitalize on emerging opportunities.

Our priorities for the coming year will include further improving asset quality, accelerating recovery initiatives, strengthening liquidity, expanding quality business opportunities, enhancing digital capabilities, improving operational efficiency, and delivering superior customer service while maintaining the highest standards of governance and regulatory compliance. Through disciplined execution of these priorities, we remain committed to creating sustainable long-term value for our shareholders and contributing to the continued development of Bangladesh's financial sector.

On behalf of the Management Team, I thank all our stakeholders for their continued confidence and support. Together, we will continue to build a stronger, more resilient, and future-ready First Finance PLC., dedicated to serving our customers, supporting sustainable economic growth, and creating lasting value for all.

May Allah (Subhanahu Wa Ta'ala) bless our efforts and guide us toward continued success.



Shah Md. Abdul Bari
Chief Executive Officer
First Finance PLC.

MANAGEMENT COMMITTEES (MANCOM)

Present MANCOM

Sl.	Name	Designation
1	Mr. Shah Md. Abdul Bari	Chief Executive Officer
2	Mr. Maksumul Mahmud	DMD & COO
3	Mr. Wahid Adnan	SVP & Head of Credit Risk Management Division
4	Ms. Hasina Jannat	VP & Head of Treasury Division
5	Ms. Sujit Roy	VP & Head of Credit Administration Division
6	Mr. Md. Jahangir Hossain	VP & Chief HR Officer and MANCOM Secretary
7	Ms. Zannatul Ferdoush	VP & In-Charge of Internal Control and Compliance Division
8	Mr. Ripan Chandra Das	SAVP & In-Charge of Financial Administration Division
9	Mr. Mohammad Ekramur Rahman	Senior Principal Officer & Company Secretary



Management Team



DIRECTORS REPORT TO THE SHAREHOLDERS

Bismillahir Rahmanir Rahim

Dear Shareholders,

Assalamu Alaikum Warahmatullahi Wabarakatuh.

On behalf of the Board of Directors, it is our pleasure to present the **Directors' Report** of **First Finance PLC.** together with the Audited Financial Statements for the year ended **31 December 2025**.

This Report has been prepared in accordance with the provisions of the **Companies Act, 1994**, the **Finance Company Act, 2023**, the **Corporate Governance Code** issued by the **Bangladesh Securities and Exchange Commission (BSEC)**, the Listing Regulations of the Dhaka Stock Exchange PLC. and Chittagong Stock Exchange PLC., the directives issued by **Bangladesh Bank**, and other applicable laws and regulations.

The Audited Financial Statements, together with the Independent Auditors' Report, were approved by the Board of Directors at its meeting held on **28 June 2026** and are placed before the shareholders for consideration and adoption at the **33rd Annual General Meeting**.

Board's Overview

The year 2025 was marked by a challenging operating environment for Bangladesh's financial sector. Persistent inflation, elevated interest rates, liquidity constraints, exchange rate volatility, and subdued private sector investment continued to affect the performance of banks and non-bank financial institutions.

Despite these challenges, the Board remained focused on strengthening the Company's financial resilience through prudent governance, effective oversight, sound risk management, and strict regulatory compliance. Throughout the year, the Board provided strategic guidance to Management with emphasis on improving asset quality, preserving liquidity, strengthening recovery initiatives, enhancing operational efficiency, and maintaining sound corporate governance.

The Board discharged its fiduciary responsibilities through regular meetings and active oversight of the Company's strategic, financial, operational, and regulatory matters. Reports and recommendations from the Executive Committee, Audit Committee, Risk Management Committee, and Management Committees enabled the Board to make informed decisions in the best interests of the Company and its stakeholders.

First Finance PLC. continued to uphold the principles of transparency, accountability, integrity, and ethical business conduct. The Board remained committed to ensuring compliance with all applicable regulatory requirements while promoting responsible financial intermediation and protecting the interests of shareholders, depositors, customers, employees, and other stakeholders.

During the year, Management continued to implement initiatives aimed at improving operational efficiency, strengthening loan recovery, enhancing customer service, and reinforcing internal control and compliance systems. The Board appreciates these efforts and believes they have contributed to strengthening the Company's institutional resilience despite a difficult business environment.

The following sections of this Report present an overview of the economic and industry environment, the Company's financial and operational performance, corporate governance practices, statutory disclosures, and future outlook. Together with the Audited Financial Statements and accompanying notes, this Report provides shareholders with a comprehensive review of the Company's activities and performance during the year under review.

The Board expresses its sincere appreciation to our valued shareholders for their continued confidence and support. We also acknowledge the guidance and cooperation of Bangladesh Bank, the Bangladesh Securities and Exchange Commission, the Registrar of Joint Stock Companies and Firms, the Dhaka Stock Exchange PLC., the Chittagong Stock Exchange PLC., Central Depository Bangladesh PLC., the National Board of Revenue, our customers, lenders, business partners, employees, and all other stakeholders.

The Board remains confident that, through prudent governance, disciplined execution, and continued stakeholder support, First Finance PLC. will be well positioned to strengthen its financial performance and create sustainable long-term value in the years ahead.

ECONOMIC AND INDUSTRY REVIEW

Economic and Industry Review

Global Economic Outlook

The global economy continued to demonstrate resilience during 2025 despite persistent geopolitical tensions, elevated borrowing costs, and disruptions to international trade. Although inflation moderated in many advanced and emerging economies, global growth remained below its long-term average due to subdued investment, tighter financial conditions, and ongoing uncertainties in the global economic environment.

Major central banks maintained cautious monetary policy stances during much of the year to ensure price stability, while global financial markets experienced periodic volatility in response to geopolitical developments and changing interest rate expectations. These developments influenced capital flows, exchange rates, and the overall cost of financing for emerging market economies.

Bangladesh Economy

The economy of Bangladesh continued to face a challenging macroeconomic environment during 2025. Inflationary pressures, exchange rate adjustments, higher financing costs, and liquidity constraints affected overall economic activity and business confidence. Nevertheless, the country's economy continued to demonstrate resilience, supported by stable remittance inflows, sustained export earnings, and ongoing public and private investment in key sectors.

Bangladesh Bank continued to implement monetary and regulatory measures aimed at containing inflation, strengthening financial sector stability, improving liquidity management, and enhancing prudent lending practices. These policy initiatives contributed to maintaining overall macroeconomic stability despite the prevailing challenges.

Financial Sector Review

The financial sector continued to operate under a demanding environment characterized by elevated funding costs, cautious credit demand, liquidity management challenges, and increased regulatory focus on asset quality and corporate governance. Non-bank financial institutions (NBFIs) remained particularly affected by higher deposit costs, slower credit expansion, and intensified competition for quality deposits.

Throughout the year, Bangladesh Bank continued to strengthen its supervisory framework by issuing prudential guidelines and enhancing regulatory oversight to improve governance, risk management, capital adequacy, and compliance across the financial sector. These measures are expected to contribute to greater institutional resilience and public confidence over the longer term.

Capital Market

Bangladesh's capital market experienced mixed performance during the year amid macroeconomic uncertainties and cautious investor sentiment. Market activity remained influenced by inflationary pressures, interest rate movements, and liquidity conditions. Despite these challenges, the capital market continued to play an important role in facilitating long-term financing and promoting corporate transparency through strengthened governance and disclosure standards.

As a listed company, First Finance PLC. remained committed to maintaining the highest standards of transparency, timely financial reporting, regulatory compliance, and shareholder communication in accordance with the requirements of the Bangladesh Securities and Exchange Commission and the stock exchanges.

Operating Environment and Company's Response

Against this challenging backdrop, First Finance PLC. continued to pursue a prudent and disciplined business strategy focused on preserving financial stability and strengthening institutional resilience. The Board and Management remained committed to maintaining robust corporate governance, sound risk management, effective internal controls, and full regulatory compliance while responding proactively to changing market conditions.

Key management priorities during the year included improving loan recovery, strengthening asset quality, enhancing liquidity management, expanding deposit mobilization, optimizing operational efficiency, and accelerating digital service initiatives. The Company also continued to reinforce its compliance culture and internal control framework to support sustainable business operations.

Despite the prevailing economic challenges, the Board remains confident that the Company's strategic initiatives, experienced management team, prudent governance practices, and customer-centric approach will support improved operational performance and sustainable value creation over the medium and long term.

COMPANY PERFORMANCE AND FINANCIAL REVIEW

Company Performance and Financial Review

The Board of Directors presents the operational and financial performance of First Finance PLC. for the year ended **31 December 2025**. The year was characterized by a challenging business environment, with persistent inflationary pressures, elevated interest rates, liquidity constraints, and subdued private sector investment affecting the financial services sector. Despite these headwinds, the Company remained committed to preserving financial stability, strengthening governance, and executing its strategic priorities.

Throughout the year, Management focused on prudent business operations, disciplined credit administration, enhanced recovery initiatives, efficient liquidity management, and cost optimization. Particular emphasis was placed on improving asset quality, strengthening internal controls, and maintaining regulatory compliance while safeguarding the interests of shareholders, depositors, customers, and other stakeholders.

Operational Performance

The Company continued to provide a diversified range of financial products and services to corporate, SME, and individual customers across various sectors of the economy. Business activities during the year were undertaken with due regard to prudent risk management, regulatory compliance, and sustainable growth objectives.

Management continued to strengthen credit monitoring and recovery efforts, improve customer engagement, enhance operational efficiency, and reinforce digital capabilities to deliver better service and improve institutional resilience. These initiatives contributed to maintaining business continuity despite the challenging operating environment.

Financial Performance

The Company's financial performance during the year reflected the impact of prevailing macroeconomic conditions on the financial sector. Higher funding costs, constrained liquidity, cautious credit demand, and increased provisioning requirements affected overall profitability. Nevertheless, the Board remained focused on preserving the Company's financial strength through prudent financial management and disciplined operational practices.

Total assets stood at **Tk. 876.27 Crore**, while total loans and advances amounted to **Tk. 747.09 Crore** as at 31 December 2025. Total deposits and other funding sources reached **Tk. 629.94 Crore**, reflecting the continued confidence of customers and stakeholders.

The Company reported **total operating income of Tk. (51.32) Crore** and **operating expenses of Tk. 14.86 Crore** during the year. After making all required provisions, including taxation and regulatory provisions, the Company recorded a **net profit after tax of Tk. (78.97) Crore**.

The Board closely monitored financial performance throughout the year and implemented appropriate measures to strengthen operational efficiency, optimize resource utilization, and improve long-term financial sustainability.

Financial Position

The Company's financial position remained supported by prudent asset-liability management, effective liquidity planning, and a disciplined approach to risk management. The Board continued to oversee capital adequacy, liquidity, provisioning, and overall financial resilience to ensure compliance with applicable regulatory requirements.

Management remained committed to maintaining a balanced funding structure, improving asset quality, and preserving stakeholder confidence through sound financial discipline and transparent reporting.

Financial Highlights

A summary of the Company's key financial indicators is presented below:

Particulars	2025	2024
Interest Income (Tk Crore)	21.87	25.31
Interest Expenses (Tk Crore)	-73.32	-68.72
Net Interest Income (Tk Crore)	-51.45	-43.41
Non-Interest Income (Tk Crore)	0.12	0.561
Loans and Advances (Tk. Crore)	747.09	758.88
Deposits (Tk. Crore)	624.94	622.46
Profit Before Tax (Tk. Crore)	-78.77	-69.55
Profit/(Loss) After Tax (Tk. Crore)	-78.97	-69.67
Earnings Per Share (Tk.)	-6.66	-5.88
Net Asset Value per Share (Tk.)	-46.01	-37.86
Net Operating Cash Flow per Share (Tk.)	-0.74	-0.69

A detailed analysis of the Company's financial performance, business operations, key financial ratios, and management initiatives is presented in the Management Discussion and Analysis (MD&A) section of this Annual Report.

Dividend Recommendation

After careful consideration of the audited financial results, regulatory requirements, capital adequacy considerations, and the Company's long-term financial position, the Board of Directors has recommended (**No Dividend**) for the year ended 31 December 2025, subject to the approval of the shareholders at the 33rd Annual General Meeting.

The Board believes that the recommendation appropriately balances the interests of shareholders with the need to preserve capital, strengthen the Company's financial position, and support future business growth.

Five-Year Performance at a Glance

The Board is pleased to present a five-year summary of the Company's financial performance to provide shareholders with a broader perspective of its operational progress and financial position. The detailed financial highlights for the last five years are included in page 10 in this Annual Report.

While the operating environment remained challenging during the year under review, the Board remains confident that the strategic initiatives undertaken by Management, together with continued improvements in governance, risk management, operational efficiency, and customer service, will support the Company's sustainable growth and long-term value creation.

CORPORATE GOVERNANCE, RISK MANAGEMENT AND COMPLIANCE

Corporate Governance

The Board of Directors firmly believes that strong corporate governance is fundamental to the sustainable growth and long-term success of First Finance PLC. The Company remains committed to conducting its business with the highest standards of integrity, transparency, accountability, fairness, and ethical conduct while safeguarding the interests of shareholders and other stakeholders.

The Board provides strategic direction and exercises effective oversight over the affairs of the Company. It approves corporate strategies, annual business plans, budgets, major investments, risk appetite, and key policies while monitoring financial performance, regulatory compliance, and operational effectiveness.

During the year, the Board discharged its responsibilities through regular meetings where strategic, financial, operational, and governance matters were deliberated. The Board was supported by its committees, namely the Executive Committee, Audit Committee, and Board Risk Management Committee, each operating under approved Terms of Reference. The recommendations of these Committees enabled the Board to make informed and balanced decisions.

The Company continued to comply with the Corporate Governance Code issued by the Bangladesh Securities and Exchange Commission (BSEC). A separate Corporate Governance Compliance Report is stated in page 49-59 in this Annual Report.

Risk Management

Risk management remains an integral component of the Company's governance framework. The Board is responsible for establishing the overall risk management strategy and ensuring that an effective enterprise-wide risk management framework is in place.

The Company continuously monitors and manages credit risk, liquidity risk, market risk, operational risk, information technology risk, compliance risk, and reputational risk through well-defined policies, procedures, and internal control mechanisms.

The Board Risk Management Committee regularly reviews the Company's risk profile, evaluates emerging risks, and recommends appropriate mitigation strategies to strengthen institutional resilience and ensure sustainable business operations.

Internal Control and Internal Audit

The Board recognizes the importance of maintaining an effective internal control system to safeguard assets, ensure reliable financial reporting, promote operational efficiency, and maintain compliance with applicable laws and regulations.

The Internal Audit and Compliance Division conduct independent audits of business operations and reports its observations and recommendations to the Audit Committee. The Audit Committee reviews significant audit findings and monitors the implementation of corrective actions by Management.

Based on the reports received during the year, the Board is satisfied that the Company's internal control and compliance framework remained adequate and effective in supporting its business objectives.

Regulatory Compliance

The Company conducted its business in compliance with the Companies Act, 1994, the Finance Company Act, 2023, the rules and regulations of Bangladesh Bank, the Corporate Governance Code of BSEC, the Securities and Exchange Rules, the Listing Regulations of the stock exchanges, and other applicable laws and regulatory directives.

The Board remained committed to maintaining a strong compliance culture and ensuring that the Company's policies and practices continue to align with evolving regulatory expectations.

Directors' Responsibility Statement

Pursuant to the applicable laws and regulations, the Directors confirm that:

- Appropriate accounting policies have been consistently applied in preparing the financial statements.
- Judgments and estimates made are reasonable and prudent.
- The financial statements present a true and fair view of the Company's financial position and performance.
- Proper accounting records have been maintained in accordance with applicable laws.
- Adequate internal control systems have been established and are operating effectively.
- Appropriate measures have been taken for safeguarding the Company's assets and preventing fraud and other irregularities.
- The Annual Financial Statements have been prepared on a going concern basis.

The Board is not aware of any material circumstances that may cast significant doubt upon the Company's ability to continue as a going concern.

STATUTORY DISCLOSURES

The Board places the following disclosures before the shareholders in accordance with applicable legal and regulatory requirements:

Financial Statements

The Audited Financial Statements for the year ended 31 December 2025, together with the Independent Auditors' Report, are included in this Annual Report.

Related Party Transactions

All related party transactions entered into during the year were conducted on an arm's length basis in the ordinary course of business and in compliance with the applicable regulatory requirements. Details are disclosed in the note no. 42 to the financial statements.

Board Meetings, Attendance and Remuneration

The Board of Directors is responsible for providing strategic direction, exercising effective oversight over the affairs of the Company, and ensuring compliance with the applicable laws, regulations, and regulatory directives. In discharging these responsibilities, the Board met regularly during the year to deliberate on significant strategic, financial, operational, governance, risk management, and regulatory compliance matters.

During the year ended 31 December 2025, the Board of Directors held a total of **seven (07)** meetings. The attendance of each Director at the Board meetings is presented on page 38 of this Annual Report.

The remuneration paid to the Directors, including the Independent Directors, has been determined in accordance with the applicable regulatory framework and approved policies of the Company. Details of the total remuneration paid during the year are disclosed in **Note 33** to the Financial Statements on page 107 of this Annual Report

Directors' Appointment and Re-appointment

In accordance with Article 117 of the Articles of Association of the Company, one-third of the Directors, excluding the Managing Director and the Independent Directors, retire by rotation at each Annual General Meeting (AGM). Being eligible, the following Directors have offered themselves for re-election:

1. **M/s. Alphabet Systems Ltd**., represented by **Mr. Abu Zakir**
2. **M/s. Qasraj Trading Ltd.**, represented by **Ms. Amatun Noor**

In addition, pursuant to the relevant Circulars and Guidelines issued by **Bangladesh Bank**, and with the approval of Bangladesh Bank, the Board of Directors has re-appointed **Mr. Khan Mohammad Moinul Hasan** as an **Independent Director** for a further term of **three (3) years**, subject to the approval of the shareholders at the **33rd Annual General Meeting**.

Accordingly, the above re-election and re-appointment are being placed before the shareholders for their approval at the 33rd Annual General Meeting of the Company.

Brief profiles of the above Directors, including their qualifications, experience, areas of expertise, and memberships of the Board Committees, are presented on pages 14-15 of this Annual Report.

Appointment of Statutory Auditor for the Year 2026

M/S Kazi Zahir Khan & Co., Chartered Accountants, having its office at Home Town Apartment, 87 New Eskaton Road, Dhaka-1000, acted as the Statutory Auditor of First Finance PLC. for the financial year 2025 at an audit fee of Tk. 3,50,000 (excluding VAT). The firm will retire at the 33rd Annual General Meeting (AGM) of the Company.

In terms of DFIM Circular No. 04 dated April 30, 2015, issued by Bangladesh Bank, the existing Statutory Auditor may be reappointed for an additional period of one (1) year, subject to obtaining prior approval from Bangladesh Bank and approval of the shareholders at the AGM.

Accordingly, M/S Kazi Zahir Khan & Co., Chartered Accountants, has expressed its willingness to continue as the Statutory Auditor of the Company for the year 2026 at the same audit fee of Tk. 3,50,000 (excluding VAT), subject to prior approval of Bangladesh Bank and subsequent approval by the shareholders at the 33rd AGM.

Corporate Governance Compliance

A separate Corporate Governance Compliance Report together with the certificate issued by the independent compliance auditor forms part of this Annual Report.

Pattern of Shareholding

The pattern of shareholding as required under the Listing Regulations is disclosed in the page 8 of this Annual Report.

Management Discussion and Analysis

A detailed review of the Company's operational and financial performance, business environment, opportunities, risks, and future outlook is presented in the Management Discussion and Analysis section.

Going Concern

The financial statements of **First Finance PLC.** for the year ended **31 December 2025** have been prepared on a going concern basis, which contemplates the realization of assets and the settlement of liabilities in the normal course of business.

The Board of Directors has carefully assessed the Company's financial position, liquidity, operational performance, business plans, and future prospects in accordance with the applicable financial reporting framework. As at **31 December 2025**, the Company faced significant financial challenges, including:

- The Company incurred a net loss of BDT 789.79 million during the year (2024: BDT 696.76 million), primarily due to the substantial increase in non-performing loans.
- Accumulated losses stood at BDT 7,009.10 million, resulting in negative retained earnings and erosion of shareholders' equity.
- The Classified Loan, Lease and Advances (CL) Ratio increased to 88.24% as at 31 December 2025.
- The high level of non-performing assets adversely affected interest income, resulting in significant interest and operating losses.

Despite these challenges, the Board of Directors and Management have undertaken a number of strategic initiatives to restore the Company's financial stability and improve its operating performance.

Strategic Initiatives Undertaken

The Company has implemented several measures aimed at strengthening its financial position and improving asset quality, including:

- **Recovery Acceleration:** Intensive recovery initiatives have been undertaken with particular emphasis on large classified accounts. During 2025, recoveries from loans, leases and advances amounted to **BDT 383.74 million**.
- **Deposit Mobilization:** The Company continued its deposit mobilization efforts and secured **BDT 85.64 million** in fresh deposits during the year.
- **Strengthened Recovery Function:** The recovery department has been reorganized and reinforced with dedicated personnel to expedite recoveries through negotiations, legal proceedings and close monitoring of delinquent accounts.
- **Prudent Lending:** New lending activities have been undertaken selectively with emphasis on quality assets. During 2025, fresh disbursements amounted to **BDT 21.80 million**, including **BDT 6.90 million** under CMSME financing in line with Bangladesh Bank's policy priorities.
- **Liability Management:** The Company continued to honour its obligations by making timely interest payments to retail depositors, settling matured term deposits, and maintaining negotiated repayment arrangements with institutional depositors.

Engagement with Bangladesh Bank and Other Regulators

The Company continues to work closely with its regulators to improve its financial condition. Key initiatives include:

- Submission of a **Time-Bound Action Plan** to Bangladesh Bank to address the observations relating to the Company's CAMELS rating.
- Submission of a **Three-Year Business and Capital Restoration Plan** outlining measures to gradually achieve the prescribed Capital Adequacy Ratio.
- Constructive engagement with the **Bangladesh Securities and Exchange Commission (BSEC)**, which advised the Company to intensify recovery efforts, strengthen deposit mobilization, introduce innovative financial products and enhance its overall financial performance.

Regulatory Support

Bangladesh Bank has continued to monitor the Company's financial position and has previously allowed regulatory deferral of provisioning shortfalls up to **2027**. Such regulatory support has provided the Company with additional time to implement its recovery strategies and strengthen its capital position.

Management's Outlook

Management has established an ambitious recovery target of **BDT 1,200 million (BDT 120.00 crore)** for 2026. The Company expects recoveries from several large classified accounts through negotiated settlements, legal proceedings and regularization of loan and lease facilities. Additional initiatives are also underway to improve operational efficiency, restore depositor confidence, diversify funding sources and explore refinancing opportunities.

Material Uncertainty Related to Going Concern

Notwithstanding the actions taken and the strategic initiatives underway, material uncertainties exist that may cast significant doubt on the Company's ability to continue as a going concern. These uncertainties primarily relate to:

- the exceptionally high Classified Loan, Lease and Advances Ratio and the associated provisioning requirements;
- accumulated losses, erosion of shareholders' equity and capital shortfall;
- the successful implementation of the Company's recovery strategy;
- continued regulatory support and improvement in liquidity and operating performance.

After considering all relevant factors, including the recovery initiatives undertaken, the business plans approved by the Board, the continued regulatory support from Bangladesh Bank, and Management's future projections, the Board of Directors has concluded that it remains appropriate to prepare the financial statements on a going concern basis.

Accordingly, the accompanying financial statements have been prepared on the going concern basis. The Board acknowledges that the above matters represent material uncertainties that may cast significant doubt on the Company's ability to continue as a going concern; however, it believes that the measures being implemented provide a reasonable basis for the continued application of the going concern assumption. Consequently, no adjustments have been made to the carrying amounts and classification of assets and liabilities that would otherwise be required if the going concern assumption were no longer appropriate.

OUTLOOK

Despite the continuing economic challenges, the Board remains optimistic regarding the long-term prospects of First Finance PLC.

The Company will continue to focus on:

- strengthening asset quality through improved credit monitoring and recovery;
- enhancing liquidity management and deposit mobilization;
- maintaining prudent lending practices and disciplined risk management;
- improving operational efficiency through technology and process automation;
- expanding customer-centric financial products and digital service delivery;
- reinforcing regulatory compliance and corporate governance; and
- creating sustainable value for shareholders through responsible and prudent business growth.

The Board believes that these strategic priorities, together with the dedication of Management and employees, will further strengthen the Company's competitive position and support long-term sustainable growth.

ACKNOWLEDGEMENT

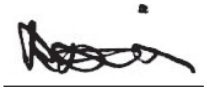
The Board of Directors expresses its sincere gratitude to the shareholders for their continued confidence and trust in First Finance PLC.

The Board also extends its appreciation to Bangladesh Bank, the Bangladesh Securities and Exchange Commission, the Dhaka Stock Exchange PLC., the Chittagong Stock Exchange PLC., the Registrar of Joint Stock Companies and Firms, Central Depository Bangladesh PLC., the National Board of Revenue, and all other regulatory authorities for their continued guidance and support.

The Board gratefully acknowledges the confidence placed in the Company by its customers, depositors, lenders, business partners, and investors. We also recognize the dedication, professionalism, and commitment of the Management team and all employees whose efforts have contributed to the Company's resilience during a challenging year.

Finally, the Board thanks all stakeholders for their continued support and remains committed to strengthening governance, improving financial performance, and creating sustainable long-term value for the benefit of shareholders and the broader economy.

For and on behalf of the Board of Directors



Abu Zakir
Acting Chairman
First Finance PLC.

| MANAGEMENT DISCUSSION AND ANALYSIS |

INTRODUCTION

The financial year 2025 was characterized by a challenging macroeconomic environment, continued financial sector stress, and ongoing structural reforms within Bangladesh's economy. During the year, the country experienced a period of economic adjustment marked by elevated inflation, liquidity constraints, exchange rate realignment, and cautious private sector investment activity. At the same time, significant policy reforms and institutional strengthening initiatives undertaken by the Government and regulatory authorities aimed to enhance economic stability, improve governance standards, and reinforce confidence in the financial system.

Against this backdrop, First Finance PLC. remained focused on preserving financial stability, strengthening recovery efforts, maintaining regulatory compliance, and implementing strategic initiatives designed to support long-term sustainability. The Company continued to prioritize asset quality management, operational efficiency, deposit mobilization, and prudent risk management while navigating a complex operating environment.

This Management Discussion and Analysis provide an overview of the economic environment, industry developments, financial performance, key risks, and strategic priorities that influenced the Company's operations during the year ended 31 December 2025.

ECONOMIC OUTLOOK

Global Economic Environment

The global economy maintained moderate growth momentum during 2025 despite continued geopolitical uncertainties, elevated interest rates, inflationary pressures, and disruptions in global trade and supply chains. Growth remained uneven across regions, with advanced economies demonstrating resilience while several emerging economies faced challenges arising from external financing pressures, commodity price volatility, and geopolitical developments.

Global economic activity continued to be supported by robust labor markets, technological innovation, and gradual improvements in international trade. Nevertheless, policymakers across major economies remained focused on balancing economic growth with price stability through cautious monetary policy measures.

Inflation Trends

Global inflation continued its gradual moderation during 2025 as the impact of earlier monetary tightening measures became more pronounced. Although inflationary pressures eased in many economies, underlying core inflation remained above long-term targets in several jurisdictions. Central banks therefore maintained a cautious policy stance while monitoring evolving economic conditions.

Energy and Commodity Markets

Energy markets remained vulnerable to geopolitical developments and climate-related disruptions. Ongoing regional conflicts and supply chain constraints continued to influence global energy prices and commodity markets. At the same time, increasing investment in renewable energy and sustainable infrastructure contributed to the gradual transition toward a more diversified global energy landscape.

Regional Economic Developments

South Asia continued to demonstrate relatively strong economic growth compared to many other regions. However, growth performance varied among countries due to differing fiscal positions, inflationary trends, external sector pressures, and structural reform initiatives.

In East Asia, economic activity remained supported by exports and government-led investment initiatives, although domestic demand challenges and slower private sector investment continued to affect growth prospects in several economies.

BANGLADESH ECONOMY

GDP Growth

Bangladesh's economy maintained positive growth during FY2025 despite a challenging domestic and international environment. Economic activity was influenced by inflationary pressures, exchange rate adjustments, financial sector reforms, and subdued private sector credit demand. Nevertheless, the economy continued to demonstrate resilience supported by export earnings, remittance inflows, and policy interventions designed to promote macroeconomic stability.

External Sector Performance

Bangladesh's external sector showed signs of gradual improvement during FY2025. Export growth, remittance inflows, and prudent foreign exchange management measures contributed to stabilizing the country's external position. The trade deficit narrowed compared with previous years, reflecting both moderated import demand and improved export performance.

Foreign Exchange Reserve and Exchange Rate

Bangladesh Bank continued implementing measures aimed at strengthening foreign exchange market stability and improving market efficiency. The transition toward a more market-oriented exchange rate framework contributed to greater transparency and enhanced price discovery. Foreign exchange reserves remained at a prudent level, supported by remittance inflows, export receipts, and multilateral financing support.

Inflation

Inflation remained one of the key macroeconomic challenges during FY2025. However, policy measures adopted by Bangladesh Bank, including tighter monetary conditions and prudent liquidity management, contributed to a gradual moderation in inflationary pressures toward the end of the year.

Credit Growth

Private sector credit growth remained relatively subdued during the year due to higher borrowing costs, cautious business sentiment, and a conservative lending environment. Financial institutions remained focused on asset quality preservation and risk-adjusted lending decisions.

CAPITAL MARKET PERFORMANCE

The capital market operated under a challenging environment throughout FY2025. Investor sentiment was influenced by prevailing macroeconomic conditions, interest rate movements, liquidity conditions, and ongoing reform initiatives. Although volatility persisted, continued regulatory reforms and governance improvements are expected to support market development and strengthen investor confidence over the medium term.

FINANCIAL PERFORMANCE OF FIRST FINANCE PLC.

The Company's operating performance during FY2025 reflected the continued impact of a challenging business environment, elevated non-performing assets, and increased provisioning requirements.

Key financial indicators are summarized below:

- Interest Income: BDT 218.79 million
- Profit Paid on Deposits and Borrowings: BDT 733.29 million
- Net Investment Income: BDT (514) million
- Other Operating Income: BDT 0.125 million
- Total Operating Income: BDT (513.25) million
- Total Operating Expenses: BDT 148.60 million
- Operating Loss: BDT (661.86) million
- Profit Before Tax: BDT (787.70) million
- Profit After Tax: BDT (789.78) million
- Earnings Per Share (EPS): BDT (6.66)

The decline in profitability primarily resulted from lower interest earnings, a high level of classified assets, increased provisioning requirements, and reduced business volumes. Management continued to prioritize recovery initiatives, cost optimization, deposit mobilization, and asset quality improvement to strengthen the Company's financial position.

OUTLOOK AND STRATEGIC PRIORITIES FOR 2026

Looking ahead, First Finance PLC. remains focused on restoring profitability, improving asset quality, and strengthening stakeholder confidence. The Company's strategic priorities for 2026 include:

- Accelerating recovery of classified loans and leases;
- Strengthening credit risk management and underwriting standards;
- Expanding SME and retail business segments;
- Enhancing deposit mobilization and liability diversification;
- Increasing fee-based and non-funded income streams;
- Advancing digital transformation initiatives;
- Strengthening ESG and sustainable finance practices;
- Enhancing governance, compliance, and internal control frameworks; and
- Improving operational efficiency through process optimization and technology adoption.

Despite prevailing economic challenges, Management remains confident that the strategic initiatives currently underway will strengthen the Company's resilience and support sustainable long-term growth.

CONCLUSION

The year 2025 was a period of significant challenge and transition for both the financial sector and First Finance PLC. While financial performance remained under pressure, the Company continued to take decisive actions to strengthen its foundation, improve governance standards, enhance recovery efforts, and position itself for future growth.

Management remains committed to protecting stakeholder interests, maintaining regulatory compliance, and creating sustainable value for shareholders through disciplined execution of its strategic priorities.



Shah Md. Abdul Bari
Chief Executive Officer
First Finance PLC.

| STATEMENT ON CORPORATE GOVERNANCE |

First Finance PLC. is committed to maintaining the highest standards of corporate governance and continuously strengthening its governance framework to promote transparency, accountability, ethical conduct, sustainable growth and long-term value creation for all stakeholders. Hence, the corporate governance of FFPLC. sets top priorities in the fairness, transparency, accountability and responsibility on its topmost priority.

FFPLC. follows the Corporate Governance Code issued by Bangladesh Securities and Exchange Commission (BSEC) and other instructions, circulars, policies and guidelines issued by Bangladesh Bank, Dhaka Stock Exchange PLC. (DSE), Chittagong Stock Exchange PLC. (CSE) and other regulatory authorities. Our compliance with the corporate governance code has been certified by an external Audit Firm.

The purpose of the Corporate Governance Report is to provide an overview of the various activities relating to Corporate Governance.

Board of Directors

Board's Size

The number of the Board Members of First Finance PLC. is 06 (Six) Directors including 03 Independent Directors.

Policy on appointment of Directors

Bangladesh Bank circulars, BSEC notification regarding Code of Corporate Governance, Finance Company Act and Companies Act are strictly followed to appoint the Board of Directors of First Finance PLC. In order to be a member of the Board, a director other than a nominated, Independent or alternate Director, must maintain at least two percent shares of the company. As per the Companies Act, 1994, Directors are subject to retirement. At least one-third of the Directors retire by rotation in every AGM.

The term of an Independent Director is for three years and may be lengthened by another 2 terms of three years. With regards to nomination, removal and casual vacancy of the Directors, FFPLC. follows all relevant rules and regulations of the respective regulatory bodies.

Composition of the Board of Directors – Non-executive Directors and Independent Directors

All the Directors of the Board are non-executive directors and Three (3) are Independent.

Independent Director

In compliance with BSEC/CMRRCD/2006-158/207/Admin/80, Dated: 3 June 2018, the Board of Directors nominated Independent Directors so that the Board contains core skills considered appropriate in the frame work of the company. The Independent Directors are:

1. Mr. Md. Habibur Rahman
2. Mr. Sultan Ahmed Buiyan, FCA
3. Khan Mohammad Moinul Hasan

Independent Director's independence

The purpose of true independence, Board decided that its Independent Director do not hold any share of the Company; not associated with the Company's Promoters or Directors or Shareholders who maintains one percent or more of the total paid-up share of the Company; not related with the existing Directors or families; does not have any other relationship, not a member, Director or officer of any Stock exchange and who is not a shareholder, Director or officer of any stock exchange or an intermediary of the capital market. The Independent Director is appointed for a period of three years which may be extended by one term and subsequently rules of Corporate Governance.

Role and Responsibilities of the Board

The Board's responsibilities are to reviewing and approving the strategies and business plans for the various operating divisions against their respective business targets; prescribing the minimum standards and establishing policies on the management of credit risks and other key areas of the FFPLC.'s operations; ensuring that the operating infrastructure, systems of control, systems

for risk identification and management, financial and operational controls, are in place and properly implemented; reviewing the adequacy and integrity of the FI's internal control systems. But not limited the above mentioned the subject matter.

Code of Conduct for the Board of Directors

The Board of Directors follows a Code of Conduct which was adopted to provide guidance to the directors to carry out their duties in an honest, responsible and business-like manner and within the scope of their authority, as set forth in the laws of the country as well as in the Memorandum and Articles of Association of the Company. The Members shall act honestly, in good faith and in the best interests of the shareholders and the company. The members shall not make improper use of information acquired and shall not take improper advantage of the position as a director.

Role and Responsibilities of the Chairman

As the Chairman of the Board of Directors (or Chairman of any Committee formed by the Board of Directors) does not personally possess the jurisdiction to apply policy making or executive authority, he shall not participate in or interfere into the administration or operational and routine affairs of the company. The Chairman may conduct on-site inspection of any branch or financing activities under the purview of the oversight responsibilities of the Board. He may call for any information relating to Company's operation or ask for investigation into any such affairs; he may submit such information or investigation report to the meeting of the Board or the Executive Committee and if deemed necessary, with the approval of the Board, he shall take necessary action thereon in accordance with the set rules through the Managing Director and CEO. Besides this, the Chairman may/shall assume any other responsibility if the Board assigns within the purview of the Rules, Regulations, Acts and Articles of the company.

Non-executive Director's independence

All the Directors except the Managing Director and CEO are non-executive Directors in the Board. None of the Directors takes part in the day-to-day affairs of the Company. They attend only the Board Meetings, Audit Committee Meetings and Executive Committee Meetings to discuss the agenda reserved for the Board and Committees.

Training Policy of Board of Directors

Board Members are encouraged to participate in training programmes on corporate governance, regulatory developments and emerging industry practices. FFPLC. is fully committed to maintain highest standards of Corporate Governance & professionalism in driving the progress on the principles of transparency and accountability.

Appraisal of the Board's performance

In a short form First Finance PLC. appraised the Board's performance by analyzing the execution of the projects and proposals sanctioned by it. A periodical evaluation of classified and non-performing loans is continuously followed by the Board.

Role and Responsibilities of the Chief Executive Officer (CEO)

In terms of the financial, business and administrative authorities vested upon him by the Board, the Managing Director & CEO shall discharge his own responsibilities. He shall remain accountable for achievement of financial and other business targets by meanIn terms of the financial, business and administrative authorities vested upon him by the Board, the CEO shall discharge his own responsibilities. He shall remain accountable for achievement of financial and other business targets by means of business plans, efficient implementation thereof and prudent administrative and financial management. The Chief Executive Officer shall ensure compliance of the FFPLC. Act and other relevant laws and regulations in discharge of routine functions of the company. The Chief Executive Officer shall include information on violation of any law, rules, regulation while presenting memos before the Board or the committee formed by the Board. He will provide all sorts of information to Bangladesh Bank about the violation of the relevant legislations, rules and regulations.

The Chief Executive Officer is appointed for a minimum period of three years subject to approval of Bangladesh Bank. The office of the Chief Executive Officer is not subject to retirement and may be extended for further three years with evaluating performance.

Board Meetings

The members of the Board meet as required discussing business strategy, financial performance, matters pertaining to compliance and governance. The Board reviews, amongst others, the financial performance of the company. In addition, Special Board meetings are held, when necessary, to deliberate on major transactions and ad-hoc matters that require the Board's urgent

attention and decisions. Meeting agendas, memos and reports are delivered to the Directors prior to the meetings, giving them sufficient time to evaluate the proposals. In this regard, Paperless meeting has been introduced.

Role of the Company Secretary

The Company Secretary serves as the principal governance adviser to the Board of Directors and plays a pivotal role in ensuring effective corporate governance, regulatory compliance, and the efficient administration of the Company's Board and shareholder affairs. The key responsibilities include:

- Advise the Board of Directors on compliance with applicable laws, regulations, Bangladesh Bank directives, the BSEC Corporate Governance Code, the Companies Act, 1994, the Finance Company Act, 2023, the Company's Articles of Association, and other relevant statutory and regulatory requirements.
- Guide the Directors on their fiduciary duties and statutory obligations, including the disclosure of interests in securities, declaration of conflicts of interest in transactions involving the Company, restrictions on trading in securities, and the protection of unpublished price-sensitive information.
- Support the Chairman in ensuring the effective functioning of the Board by coordinating with the Chairman, Chief Executive Officer, Directors, and senior management in preparing and finalizing the agenda, Board papers, and other meeting materials.
- Serve as the Secretary to the Board of Directors and its Committees, including the Executive Committee, Audit Committee, and Board Risk Management Committee, and ensure that their meetings are convened and conducted in accordance with applicable laws, regulations, and approved Terms of Reference.
- Ensure that Board and Committee meetings are properly convened, that comprehensive meeting papers are circulated in a timely manner, and that accurate minutes and records of proceedings are maintained.
- Provide Directors with timely and adequate information to enable them to discharge their responsibilities effectively and facilitate induction and orientation programmes for newly appointed Directors.
- Ensure the effective administration of Annual General Meetings (AGMs) and Extraordinary General Meetings (EGMs), including confirming the presence of the requisite quorum, arranging the timely issuance of notices, agendas and explanatory statements, preparing and circulating minutes, and ensuring compliance with all statutory and regulatory requirements.
- Ensure timely statutory filings with the Registrar of Joint Stock Companies and Firms (RJSC), Bangladesh Securities and Exchange Commission (BSEC), Bangladesh Bank, stock exchanges, and other regulatory authorities, including the annual return, financial statements, share capital information, and other prescribed returns.
- Oversee shareholder services, including the distribution of dividends, issuance of bonus shares and share certificates where applicable, and arrangements for the disposal of fractional shares in accordance with applicable laws and regulatory requirements.
- Maintain statutory registers, corporate records, and governance documentation, ensuring their accuracy, confidentiality, and proper preservation.
- Maintain the highest standards of confidentiality in handling corporate information, identify governance and compliance risks, manage potential conflicts of interest, and recommend appropriate corrective actions where necessary.
- Liaise with regulatory authorities, shareholders, external auditors, legal advisers, stock exchanges, Central Depository Bangladesh PLC. (CDBL), the Registrar of Joint Stock Companies and Firms (RJSC), and other stakeholders on corporate governance and secretarial matters.
- Promote sound corporate governance practices throughout the Company and assist the Board in implementing governance initiatives that enhance transparency, accountability, ethical conduct, and long-term shareholder value.

Audit Committee

The Audit Committee assists the Board of Directors in fulfilling its oversight responsibilities by reviewing the Company's financial reporting process, internal control framework, risk management practices, internal and external audit functions, and compliance with applicable laws, regulations, and corporate governance requirements. The Committee is empowered to examine any matter relating to the financial affairs of the Company, review internal and external audit reports, inspection findings, accounting policies, financial statements, and the adequacy and effectiveness of internal controls, and make appropriate recommendations to the Board for consideration and necessary action.

Chairman of the Audit Committee

The Chairman of the Audit Committee is an Independent Non-Executive Director who is not involved in the day-to-day management or operations of the Company. He possesses the requisite knowledge, experience, and professional expertise to effectively lead the Committee and provide independent oversight of the Company's financial reporting, internal control, audit, risk management, and compliance functions. His independence and objective judgment enable the Committee to discharge its responsibilities effectively in accordance with applicable laws, regulatory requirements, and corporate governance best practices.

Appointment and Composition of the Audit Committee

The Audit Committee of **First Finance PLC.** is a standing Committee of the Board of Directors, constituted in accordance with the requirements of **DFIM Circular No. 01 dated 29 February 2024** and **DFIM Circular No. 02 dated 13 March 2024** issued by **Bangladesh Bank**, the **Corporate Governance Code** of the Bangladesh Securities and Exchange Commission (BSEC), and internationally recognized corporate governance best practices.

The Committee comprises **up to five (5) Non-Executive Directors**, including **at least one Independent Director**, who serves as the Chairman of the Audit Committee. The members are appointed by the Board of Directors and collectively possess the knowledge, experience, and expertise necessary to effectively oversee the Company's financial reporting, internal control, audit, risk management, and compliance functions.

Qualification of members including the Chairman

The Audit Committee is chaired by Mr. Md. Habibur Rahman, an Independent Director, who possesses extensive professional and legal experience. He is an Advocate of the Appellate Division of the Supreme Court of Bangladesh and provides independent leadership and oversight to the Committee.

The other members of the Committee, including Mrs. Amatun Noor, have substantial knowledge and experience in finance, accounting, corporate governance, and audit. Collectively, the members possess the expertise and professional competence necessary to effectively discharge the Committee's responsibilities. All members of the Audit Committee are financially literate, as defined under the Corporate Governance Code issued by the Bangladesh Securities and Exchange Commission (BSEC).

Role of the Head of Internal Control and Compliance

The Head of Internal Control and Compliance (HICC) has direct, unrestricted, and independent access to the Audit Committee and its Chairman and may report any significant matters relating to internal control, audit, risk management, governance, compliance, or suspected irregularities directly to the Committee whenever considered necessary. This reporting relationship safeguards the independence and objectivity of the Internal Control and Compliance function.

The HICC is responsible for evaluating the adequacy and effectiveness of the Company's internal control, risk management, governance, and compliance framework. The principal responsibilities include:

- Establishing and maintaining an effective internal control framework to safeguard the Company's assets and ensure the integrity of financial and operational processes.
- Developing and implementing a risk-based annual internal audit plan based on the Company's risk profile and business priorities.
- Conducting internal audits to assess compliance with applicable laws, Bangladesh Bank directives, regulatory requirements, internal policies, and approved procedures.
- Evaluating the effectiveness of internal controls, governance practices, and risk management systems across all business and support functions.
- Coordinating enterprise-wide risk assessments and recommending appropriate risk mitigation measures.
- Developing audit programmes, methodologies, and procedures to ensure efficient and effective execution of audit assignments.
- Preparing draft audit reports, conducting exit meetings with the concerned management, and obtaining management responses and corrective action plans.

- Finalizing internal audit reports and submitting them to the Audit Committee and Management, while monitoring the implementation of agreed recommendations.
- Conducting special audits, investigations, and fact-finding assignments relating to suspected fraud, irregularities, or other significant matters as directed by the Audit Committee or the Board of Directors.
- Reporting significant audit findings, internal control weaknesses, compliance breaches, and emerging risks to the Audit Committee in a timely manner.
- Providing independent advisory support to Management on strengthening internal controls, enhancing operational efficiency, improving governance practices, and fostering a strong compliance culture.
- Performing such other duties and special assignments as may be entrusted by the Board of Directors, the Audit Committee, or the Chief Executive Officer.

Terms of Reference (ToR) of Audit Committee

The Audit Committee assists the Board of Directors in discharging its oversight responsibilities by independently reviewing the Company's financial reporting process, internal control framework, internal and external audit functions, risk management practices, and regulatory compliance. The principal responsibilities of the Committee include:

- Reviewing the adequacy and effectiveness of the Company's internal control systems, governance framework, and risk management processes, and recommending appropriate improvements to the Board.
- Reviewing all significant instances of fraud, forgery, financial irregularities, internal control deficiencies, and other material findings identified by internal auditors, external auditors, or regulatory authorities, and monitoring the implementation of corrective actions.
- Reviewing the quarterly, half-yearly, and annual financial statements to ensure compliance with the applicable provisions of the Companies Act, Bangladesh Bank directives, the Bangladesh Financial Reporting Standards (BFRSs), the BSEC Corporate Governance Code, and other relevant statutory and regulatory requirements before submission to the Board.
- Reviewing the effectiveness, independence, organizational structure, and performance of the Internal Control and Compliance function, and ensuring that it operates without any undue influence, restriction, or limitation.
- Reviewing and approving the annual risk-based internal audit plan prepared by the Internal Control and Compliance Department and monitoring its implementation throughout the year.
- Reviewing the reports of internal auditors, external auditors, and Bangladesh Bank inspection teams, together with Management's responses and action plans, and monitoring the timely implementation of corrective measures.
- Reviewing the management letter and recommendations submitted by the external auditors and ensuring that significant observations are appropriately addressed by Management.
- Monitoring compliance with applicable laws, Bangladesh Bank directives, BSEC regulations, internal policies, and other regulatory requirements, and reporting significant compliance issues to the Board.
- Submitting periodic reports to the Board of Directors on the status of audit observations, regulatory inspection findings, frauds, irregularities, internal control weaknesses, and the progress of corrective actions.
- Performing such other responsibilities as may be assigned by the Board of Directors or required under applicable laws, regulations, and corporate governance requirements.

Immediate Reporting to the Board of Directors

The Audit Committee shall promptly report to the Board of Directors any significant matter requiring the Board's immediate attention, including but not limited to:

- Any actual or potential conflict of interest involving the Company or its Directors, Management, or employees.
- Any suspected or confirmed fraud, forgery, financial irregularity, or material weakness in the Company's internal control system.
- Any suspected or actual non-compliance with applicable laws, regulations, Bangladesh Bank directives, BSEC requirements, or other statutory obligations, including securities-related laws and regulations.

- Any other significant matter that, in the opinion of the Audit Committee, warrants the immediate attention or decision of the Board of Directors.

During the year ended 31 December 2025, no such matters arose that required immediate reporting by the Audit Committee to the Board of Directors.

Immediate Reporting to the Bangladesh Securities and Exchange Commission (BSEC)

In accordance with the Corporate Governance Code issued by the Bangladesh Securities and Exchange Commission (BSEC), the Audit Committee is required to report to the Commission any matter that, in its opinion, has a material impact on the Company's financial position, governance, internal control, or compliance and remains unresolved despite being reported to the Board of Directors.

During the year ended 31 December 2025, no such circumstances arose that required the Audit Committee to make any report to the Bangladesh Securities and Exchange Commission.

Activities During 2025

The Audit Committee held four (4) meetings during the year ended 31 December 2025. During the year, the Committee discharged its responsibilities by reviewing and overseeing, among others, the following matters:

- Reviewed and approved the Annual Audit Plan of the Internal Control and Compliance Department for the year 2025.
- Reviewed the Audited Financial Statements of First Finance PLC. for the year ended 31 December 2024 prior to their submission to the Board of Directors.
- Reviewed the Half-Yearly Anti-Money Laundering (AML) Compliance Report of First Finance PLC. for the half-year ended 31 December 2024.
- Reviewed significant internal audit findings, management responses, and the implementation status of corrective actions.
- Reviewed the effectiveness of the Company's internal control and compliance framework and monitored compliance with applicable laws, Bangladesh Bank directives, and other regulatory requirements.
- Reviewed reports on risk management, governance, and regulatory compliance submitted by the Internal Control and Compliance Department.
- Monitored the implementation of the approved internal audit plan and the progress of outstanding audit observations.
- Considered other matters referred by the Board of Directors or placed before the Committee by Management from time to time.

Quorum of Audit Committee Meetings

The quorum for a meeting of the Audit Committee shall be determined by the Board of Directors in accordance with the applicable regulatory requirements. The presence of at least one Independent Director is mandatory to constitute a valid quorum, and no meeting of the Committee shall proceed in the absence of the Independent Director.

The Company Secretary serves as the Secretary to the Audit Committee and shall provide secretarial support to facilitate the effective conduct of the Committee's meetings and maintain its records.

Holding of the Audit Committee meeting during 2025

As per the Terms of Reference, the Audit Committee is required to hold at least four (4) meetings in a year. During the year ended 31 December 2025, the Committee held 4 (Four) meetings

The Audit Committee Meeting, Attendance and Remuneration of Committee Members in 2025

Sl. No.	Name of the Directors	Total no of Meeting during his/her period	Present	Absent	Gross Remuneration	TDS	Net Payment	Attendance Percentage (%)
1	Mr. Md. Habibur Rahman	4	4	-	40,000	4,000	36,000	100
2	Ms. Amatun Noor	4	3	1	30,000	3,000	27,000	75
3	Mr. Masud Hossain Khan	2	-	2	-	-	-	-
4	Mr. Abu Zakir	4	3	1	30,000	3,000	27,000	75
	Total				**100,000**	**10,000**	**90,000**	

Executive Committee (EC)

The matters related to the Company's ordinary business operations and matters that the Board of Directors, from time to time, authorize, are vested in this committee in accordance with taking prompt decisions and reacts swiftly to changes in the marketplace as they occur. The policy of the Executive Committee is outlined by the Board. The Executive Committee constitute by the following members:

a) Mr. Md Altaf Hossain, Chairman of the Committee

b) Mr. Abu Zakir, Member of the Committee

Key Terms of Reference

Delegated authority to the Executive Committee (EC) includes the followings maters:

- To review and give approval of loan/lease proposal from the Credit Committee, if deemed to appropriate.
- To give approval on fixation of interest and any other product rate against the facilities.
- To review and monitor the recovery process particularly classified loan/leases.
- To raise the issues that may be assigned by the Board.

The Company Secretary will act as Secretary to the Committee and ensure the followings:

- As per Terms of Reference, time to time maintenance of the records of the Committee as approved by the Board.
- Preparation of Minutes of the meeting of the Committee and place the same to the following meeting of the Board on regular basis.

Meeting of the Executive Committee

No meetings of the Executive Committee were held in the year 2025.

Roles and Responsibilities of the In-Charge of the Financial Administration Division (FAD)

The In-Charge of the Financial Administration Division (FAD) is responsible for ensuring the sound financial management of the Company and maintaining the integrity of its financial reporting and control framework. The principal responsibilities include:

- Oversee the overall financial management and accounting functions of the Company.
- Ensure the preparation of accurate, timely, and reliable financial statements in accordance with applicable accounting standards, Bangladesh Bank directives, and other regulatory requirements.
- Establish and maintain effective financial controls and promptly report any material financial irregularities or control deficiencies to Management.
- Ensure compliance with all applicable accounting, taxation, financial reporting, and statutory requirements.
- Develop, implement, and monitor the Company's budgeting process, financial planning, and budgetary control systems.
- Liaise with the external auditors and coordinate the statutory audit process, including the timely resolution of audit observations.
- Ensure timely submission of statutory returns, regulatory reports, and financial information to Bangladesh Bank and other relevant regulatory authorities.
- Oversee corporate tax planning and ensure compliance with all applicable tax laws and regulations, including timely payment and filing of tax returns.
- Coordinate the preparation, publication, and circulation of the Annual Report and other statutory financial reports to shareholders and stakeholders.
- Monitor the Company's financial performance, cash flows, and capital position, and provide financial analysis and recommendations to support Management's decision-making.
- Ensure the integrity, confidentiality, and proper maintenance of the Company's financial records and accounting systems.
- Perform such other duties and responsibilities as may be assigned by the Chief Executive Officer or the Board of Directors from time to time.

Disclosure of Remuneration of Directors, Chairman, Managing Director & CEO

The Directors, including the Chairman, receive only honorarium for attending meetings of the Board of Directors and its Committees. They do not receive any salary or other remuneration from the Company.

The Executive Officer receives salary, allowances, and other benefits in accordance with the terms and conditions approved by the Board of Directors and Bangladesh Bank.

The Board of Directors Meeting, Attendance of Directors and Remuneration of Board Members in 2025

Sl. no	Name of the Directors	Status	Total Meeting Held (during his/her period)	Number of meetings attended	Gross remuneration	TDS	Net Payment	Attendance Percentage (%)
1	Mr. Masud Hossain Khan*	Chairman & Nominated Director	5	5	50,000	5,000	45,000	100
2	Mr. Abu Zakir**	Vice - Chairman & Nominated Director	7	7	70,000	7,000	63,000	100
3	Mr. A.Q.M. Faisal Ahmed Chowdhury***	Director	5	1	10,000	1,000	9,000	20
4	Ms. Amatun Noor	Nominated Director	7	6	60,000	6,000	54,000	85.71
5	Mr. Md. Altaf Hossain	Nominated Director	5	4	40,000	4,000	36,000	80
6	Mr. Md. Habibur Rahman	Independent Director	7	7	70,000	7,000	63,000	100
Total					300,000	30,000	270,000	

*The post of Mr. Masud Hosain Khan became vacated on 22 September, 2025 due to end of term.

**Mr. Abu Zakir became the Acting Chairman of the Board on 28 October, 2025.

*** The post of Mr. A.Q.M. Faisal Ahmed Chowdhury became vacated on 22 September, 2025 due to completion of 9 years term as per the provisions of Finance Company Act, 2023.

Note: Total 7 Board of Directors Meeting was held in the year 2025.

STATEMENTS OF BOARD OF DIRECTORS

(a) Directors' Statement on the Adequacy of Internal Control Systems

The Board of Directors acknowledges its responsibility for establishing and maintaining an adequate and effective system of internal control to safeguard the Company's assets, ensure the integrity and reliability of financial reporting, promote operational efficiency, facilitate effective risk management, and ensure compliance with applicable laws, regulations, and internal policies.

The Board regularly reviews the effectiveness of the Company's internal control framework through the Audit Committee, the Internal Control and Compliance Division, Management, and independent external auditors. The internal control system is designed to provide reasonable, though not absolute, assurance against material misstatement, fraud, operational inefficiencies, and regulatory non-compliance.

During the year ended 31 December 2025, the Audit Committee reviewed the adequacy and effectiveness of the Company's internal control systems, audit processes, compliance framework, and management of key business risks. Based on these reviews, the Board is satisfied that the Company's internal control and risk management systems remained adequate and effective in supporting the achievement of its strategic and operational objectives.

(b) Directors' Statement on Ethics and Compliance

The Board of Directors is committed to fostering a strong culture of integrity, ethical conduct, and regulatory compliance throughout the Company. The Board believes that adherence to the highest standards of ethics and good corporate governance is fundamental to protecting stakeholder interests and achieving sustainable long-term growth.

The Company has established appropriate governance policies and compliance frameworks, including the Code of Conduct, Whistle-Blowing Policy, Anti-Money Laundering and Combating Financing of Terrorism (AML/CFT) Policy, and other regulatory and internal compliance policies. These policies promote accountability, transparency, fairness, and responsible business practices across the organization.
The Board provides strategic oversight of the Company's ethical standards, while Management is responsible for implementing these policies and ensuring that all employees conduct business with honesty, professionalism, and integrity in compliance with applicable laws, regulations, and regulatory directives.

(c) Directors' Statement on the Internal Control Framework

The Board of Directors is responsible for ensuring that the Company maintains an appropriate and effective internal control framework that supports sound corporate governance, prudent risk management, reliable financial reporting, and compliance with applicable legal and regulatory requirements.

The internal control framework is designed to identify, assess, monitor, and mitigate the principal risks arising from the Company's operations. Through the Audit Committee, the Board Risk Management Committee, the Internal Control and Compliance Division, and Management, the Board continuously evaluates the effectiveness of internal controls and ensures that appropriate corrective actions are taken whenever necessary.

The Board maintains a zero-tolerance approach towards fraud, corruption, financial irregularities, and unethical conduct and remains committed to continuously strengthening the Company's governance, risk management, and internal control practices in line with evolving regulatory requirements and industry best practices.

On behalf of the Board of Directors



Abu Zakir
Acting Chairman
First Finance PLC.

REPORT OF THE AUDIT COMMITEE

The Audit Committee is a standing Committee of the Board of Directors constituted in accordance with the directives of Bangladesh Bank, the Corporate Governance Code issued by the Bangladesh Securities and Exchange Commission (BSEC), and the Terms of Reference (ToR) approved by the Board of Directors.

The Committee assists the Board in fulfilling its oversight responsibilities by reviewing the integrity of the Company's financial reporting, the effectiveness of the internal control framework, the internal and external audit functions, risk management practices, regulatory compliance, and corporate governance.

Scope of work of Audit Committee

The principal responsibilities of the Audit Committee include oversight of:

- the adequacy and effectiveness of the Company's internal control framework;
- the integrity and reliability of financial reporting;
- the activities and independence of the Internal Control and Compliance Division (ICCD);
- the effectiveness of risk management and governance practices;
- compliance with applicable laws, Bangladesh Bank directives, BSEC regulations, and other statutory requirements; and
- the performance and independence of the statutory external auditors.

The Committee is authorized to investigate any matter within its Terms of Reference, obtain unrestricted access to all Company records, documents, and information, seek explanations from Management and employees, and obtain independent professional advice whenever considered necessary in the discharge of its responsibilities. The Committee performs an oversight role and does not exercise executive or management functions.

The Committee reports its activities to the Board of Directors on a regular basis and presents a summary of its activities to shareholders through this Annual Report. The Chairman of the Audit Committee attends the Annual General Meeting to respond to shareholders' queries relating to matters within the Committee's responsibilities.

Review of Financial Statements

During the year, the Audit Committee reviewed the quarterly, half-yearly, and annual financial statements of First Finance PLC. prior to their submission to the Board of Directors. The Committee discussed significant accounting policies, key financial reporting matters, regulatory compliance, and the observations of the statutory external auditors and Management.

Based on its review, the Committee was satisfied that the financial statements had been prepared in accordance with applicable laws, Bangladesh Financial Reporting Standards (BFRSs), Bangladesh Bank directives, and other regulatory requirements, and fairly presented the financial position and performance of the Company.

Review of the Activities of the Internal Control and Compliance Division (ICCD)

During the year ended 31 December 2025, the Internal Control and Compliance Division carried out, among others, the following activities:

- Implemented the approved risk-based annual internal audit plan.
- Conducted internal audits and special investigations where necessary.
- Evaluated the effectiveness of the Company's internal control systems and governance practices.
- Coordinated Bangladesh Bank inspections and the statutory external audit process.
- Monitored the implementation of audit observations and regulatory recommendations.
- Supervised Anti-Money Laundering (AML) and Combating the Financing of Terrorism (CFT) compliance activities.

- Reviewed the loan classification and provisioning process to ensure compliance with Bangladesh Bank guidelines.
- Coordinated risk management activities in collaboration with the Risk Analysis Unit and the Board Risk Management Committee.
- Facilitated Audit Committee meetings and submitted periodic reports on internal control, compliance, governance, and emerging risks.

These activities enabled the Audit Committee to evaluate significant risk exposures, assess the adequacy of internal controls, monitor regulatory compliance, and provide appropriate recommendations to the Board of Directors.

Statutory External Auditor
M/s. Kazi Zahir Khan & Co., Chartered Accountants, served as the Statutory External Auditors of the Company for the financial year ended 31 December 2025.

Independence of the External Auditor
The Audit Committee regularly assessed the independence, objectivity, professional competence, and effectiveness of the Statutory External Auditors. The Committee ensured that the auditors remained independent and free from any circumstances that could impair their professional judgment.

In accordance with the Company's policy and applicable regulatory requirements, the Statutory External Auditors were not engaged to perform any prohibited non-audit services, including:

- bookkeeping or accounting services;
- financial information systems design and implementation;
- appraisal, valuation, or fairness opinion services;
- actuarial services;
- internal audit services;
- broker-dealer or investment advisory services; or
- any other service that could impair auditor independence.

Following its annual evaluation, the Audit Committee recommended to the Board of Directors the reappointment of the Statutory External Auditors for approval by the shareholders at the Annual General Meeting.

Major Activities and Resolutions of the Audit Committee During 2025
The Audit Committee held four (4) meetings during the year ended 31 December 2025. During the year, the Committee, among others:

- Reviewed the Audited Financial Statements for the year ended 31 December 2024 and recommended their approval by the Board of Directors.
- Discussed the financial statements with Management and the Statutory External Auditors before recommending their approval.
- Reviewed the Bangladesh Bank inspection report based on the financial position as at 31 December 2024 and monitored the implementation of corrective measures.
- Reviewed the effectiveness of the Internal Audit Function, including the loan classification and provisioning process.
- Reviewed the quarterly and half-yearly unaudited financial statements before submission to the Board.
- Reviewed the Half-Yearly Anti-Money Laundering (AML) and Combating the Financing of Terrorism (CFT) Compliance Report.
- Reviewed significant internal audit findings, Management responses, and the implementation status of audit recommendations.
- Recommended the appointment and remuneration of the Statutory External Auditors for the financial year 2025.
- Reviewed compliance with Bangladesh Bank directives, BSEC regulations, and other applicable statutory requirements.

Opinion of the Audit Committee

Based on its reviews and deliberations during the year, the Audit Committee is satisfied that the Company's internal control, risk management, governance, and compliance framework remained adequate and effective throughout the year.

The Committee is of the opinion that the financial statements of First Finance PLC. for the year ended 31 December 2025 have been prepared in accordance with applicable accounting standards and regulatory requirements and present a true and fair view of the financial position, financial performance, and cash flows of the Company.

The Committee believes that the Company's governance practices, internal control environment, and compliance culture provide a sound basis for the prudent management of business risks and support the long-term sustainable growth of the Company.

On behalf of the Audit Committee



Md. Habibur Rahman
Acting Chairman
Audit Committee
First Finance PLC.

COMMUNICATION TO THE SHAREHOLDERS

First Finance PLC. is committed to maintaining transparent, timely, and effective communication with its shareholders and other stakeholders. The Company's communication policy is based on the following principles:

- All external communications are factual and subject to appropriate internal review and authorization.
- Material information is disclosed accurately and without omission.
- Information is communicated in a timely, clear, and objective manner.

The Company believes that effective communication strengthens stakeholder confidence and enhances long-term shareholder value.

Communication Channels

The Company communicates with shareholders through:

- Annual General Meetings (AGMs) and Extraordinary General Meetings (EGMs);
- Annual Report and Quarterly Financial Statements;
- Press Releases and Price Sensitive Information (PSI); and
- The Company's website.

Annual General Meeting (AGM)

The AGM provides shareholders with an opportunity to interact with the Board of Directors and Management, seek clarification on the Company's performance, and express their views on matters placed before the meeting. Shareholders who are unable to attend may appoint proxies in accordance with applicable laws and the Articles of Association.

Notices of the AGM/EGM and the Annual Report are circulated within the prescribed regulatory timelines and are submitted to the Bangladesh Securities and Exchange Commission (BSEC), Dhaka Stock Exchange PLC.. (DSE), Chittagong Stock Exchange PLC. (CSE), and other relevant authorities. The notices are also published in newspapers and made available on the Company's website.

Corporate Website

The Company's website (**www.first-finance.com.bd**) serves as an important communication platform for shareholders and investors. It provides access to the Annual Report, Quarterly Financial Statements, Price Sensitive Information (PSI), corporate announcements, notices of General Meetings, product information, and other relevant disclosures. All PSI is disseminated in compliance with the requirements of BSEC, DSE, CSE, and Bangladesh Bank.

Quarterly Financial Statements

The Company's quarterly financial performance is communicated through Quarterly Financial Statements, which are published on the Company's website and disseminated through the stock exchanges and newspapers in accordance with applicable regulatory requirements.

Investors' Queries

Shareholders may contact the Share Department regarding share transfers, transmission, changes of name or address, dividend-related matters, or other shareholder services.

Share Department
First Finance PLC.
Jahangir Tower (3rd Floor)
10, Kawran Bazar, Dhaka-1215
Phone: +88-02-8189070-71, +88-02-55013842
Fax: +88-02-9142374
E-mail: **share@first-finance.com.bd**

| REDRESSAL OF INVESTORS' COMPLAINT |

Commitment to Equitable Treatment of Shareholders

First Finance PLC. is committed to ensuring fair and equitable treatment of all shareholders, irrespective of the size of their shareholding. The Company upholds the rights of all investors by promoting transparency, accountability, and equal access to information. To safeguard shareholders' interests, the Company has established the following practices:

- Proxy Representation: Shareholders who are unable to attend a General Meeting may appoint a proxy to attend and vote on their behalf in accordance with the Companies Act, the Articles of Association of the Company, and applicable regulatory requirements. Proxy forms are circulated with the Notice of the General Meeting and are also available on the Company's website.
- Structured Meeting Agenda: General Meetings are conducted strictly in accordance with the agenda circulated with the Notice of the Meeting. No business other than those specified in the Notice is transacted, except as permitted by applicable laws, thereby enabling shareholders to make informed decisions.
- Protection of Minority Shareholders' Rights: The Company is committed to protecting the interests of minority shareholders by ensuring equitable treatment, transparency in decision-making, and compliance with applicable legal and regulatory requirements.

Grievance Redressal Policy

The Company has established an effective mechanism for addressing and resolving investors' grievances promptly and fairly. The Investor Grievance Redressal Policy is founded on the following principles:

- Ensuring fair, impartial, and objective treatment of all investors.
- Responding to investor queries and complaints in a courteous, timely, and efficient manner.
- Maintaining transparency throughout the complaint handling process.
- Acting in good faith and safeguarding the legitimate interests of investors.
- Continuously reviewing grievance-handling procedures to improve service quality and prevent recurrence of similar issues.

Mechanism for Resolution of Investor Complaints

First Finance PLC. has implemented a structured process to ensure timely and effective resolution of investor complaints.

Receipt of Complaints

Investors may submit their complaints through any of the following channels:

- E-mail: share@first-finance.com.bd
- Written application addressed to the Share Department at the Company's Registered Office.

Acknowledgement and Processing

Upon receipt of a complaint, it is recorded in the Investor Complaint Register and forwarded to the concerned department for necessary action. An acknowledgement is issued to the investor, wherever applicable, confirming receipt of the complaint.

Investigation and Resolution

The concerned department, in coordination with the Compliance function and other relevant units, investigates the matter and takes appropriate corrective measures. The Company endeavors to resolve investor complaints as expeditiously as possible, normally within seven (7) working days from the date of receipt, subject to the nature and complexity of the complaint.

Escalation and Oversight

Where a complaint cannot be resolved through the normal process or involves significant regulatory or governance issues, the matter is escalated to the Managing Director & CEO and, where appropriate, to the Board of Directors for guidance and resolution.

The status of investor complaints is monitored periodically by the Compliance function to ensure timely resolution, effective follow-up, and continual improvement of the grievance redressal process.

The Company remains committed to maintaining an efficient, transparent, and investor-friendly grievance redressal mechanism, thereby strengthening investor confidence and upholding the highest standards of corporate governance.

DECLARATION BY CEO AND HEAD OF FAD

Annexure-A
[As per condition No. 1(5) (xxvi)]

First Finance PLC.
Declaration by CEO and In-Charge of FAD

30 July, 2026

The Board of Directors
First Finance PLC.
Jahangir Tower (3rd Floor),
10, Kawran Bazar
Dhaka- 1215

Subject: Declaration on Financial Statements for the year ended on 31 December 2025.

Dear Sir,

Pursuant to the condition No. 1(5) (xxvi) imposed vide the Commission's Notification No. SEC/CMRRCD/2006-158/207/Admin/80, dated 3 June 2018 issued under section 2CC of the Securities and Exchange Ordinance, 1969, we do hereby declare that:

1. The Financial Statements of First Finance PLC. for the year ended on 31 December 2025 have been prepared in compliance with International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in the Bangladesh and any departure there from has been adequately disclosed;
2. The estimates and judgments related to the financial statements were made on a prudent and reasonable basis, in order for the financial statements to reveal a true and fair view;
3. The form and substance of transactions and the financial institute state of affairs have been reasonably and fairly presented in its financial statements;
4. To ensure above, the Company has taken proper and adequate care in installing a system of internal control and maintenance of accounting records;
5. Our internal auditors have conducted periodic audits to provide reasonable assurance that the established policies and procedures of the bank were consistently followed; and
6. The management's use of the going concern basis of accounting in preparing the financial statements is appropriate and there exists no material uncertainty related to events or conditions that may cast significant doubt on the bank ability to continue as a going concern.

In this regard, we also certify that:

I. We have reviewed the financial statements for the year ended on 31 December 2025 and that to the best of our knowledge and belief:
   a. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
   b. These statements collectively present true and fair view of the financial institute affairs and are in compliance with existing accounting standards and applicable laws.

II. There are, to the best of knowledge and belief, no transactions entered into by the financial institute during the year which are fraudulent, illegal or in violation of the code of conduct for the financial institute Board of Directors or its members.

Shah Md. Abdul Bari
Chief Executive Officer)

Ripan Chandra Das
In-Charge of FAD

CREDIT RATING REPORT

A credit rating is an independent assessment of the creditworthiness of a business entity and reflects the credit rating agency's evaluation of the entity's ability to meet its financial obligations and the likelihood of default. The rating represents the agency's assessment of both qualitative and quantitative factors relating to the rated entity, including relevant public information and, where applicable, non-public information obtained through the rating process.

Credit ratings are not determined solely through mathematical or statistical formulas. Rather, credit rating agencies apply professional judgment, analytical expertise, and industry experience in evaluating the financial, operational, business, management, and other relevant factors that may affect the creditworthiness of the entity.

First Finance PLC. obtains an annual credit rating from a reputed and recognized credit rating agency in Bangladesh, with the prior consent and approval of the Board of Directors. The Board believes that an independent credit rating enhances transparency and strengthens stakeholders' confidence in the Company. It also supports compliance with applicable rules, regulations, and regulatory requirements and provides an objective assessment of the Company's financial and credit profile.

Long term Rating= 'CC'

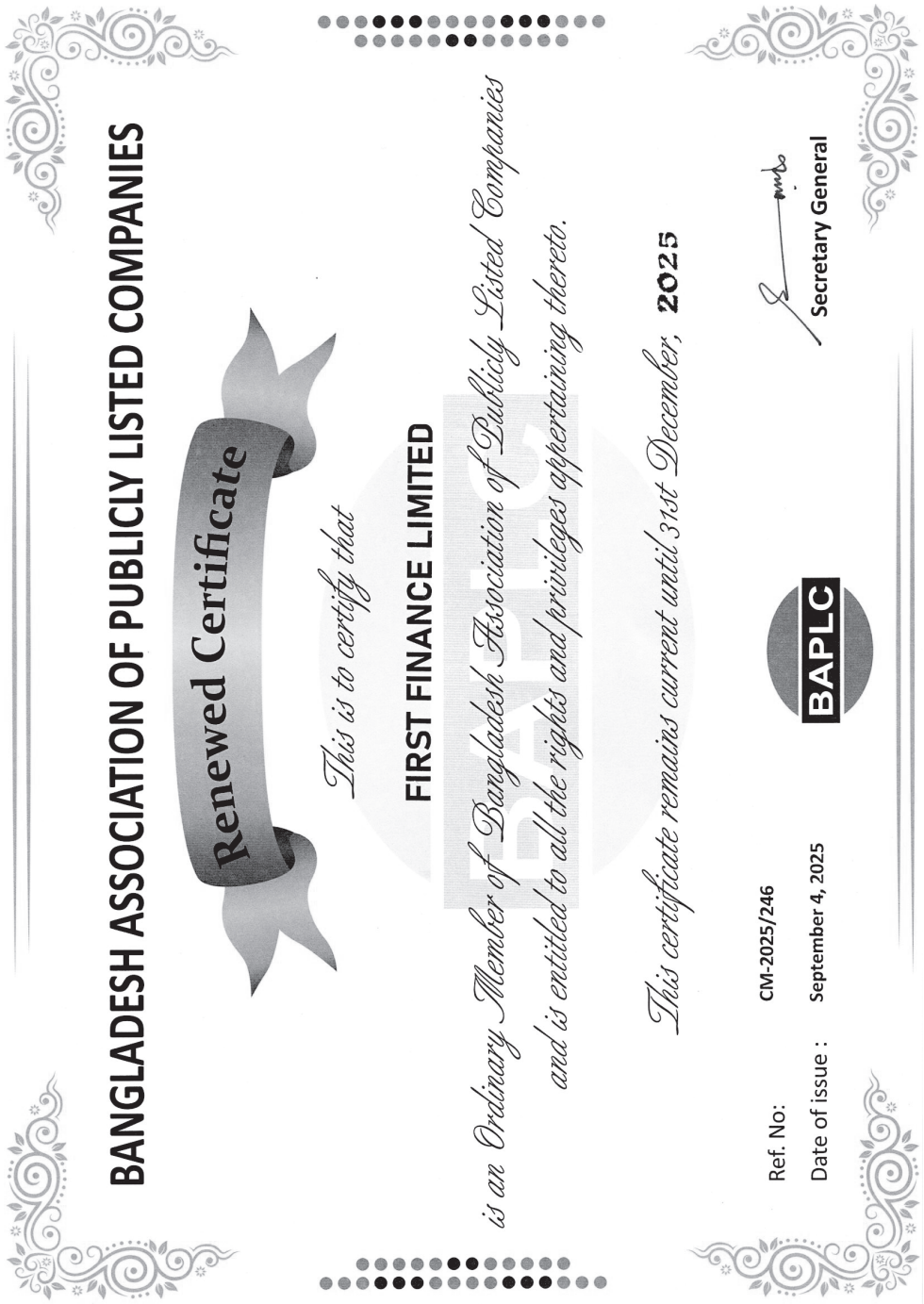
Short term Rating = 'ST-5'

Outlook = Developing

The above credit rating was assigned by Credit Rating Information and Services PLC. (CRISL) based on its assessment of the Company in accordance with its established rating methodology.

| MEMBERSHIP CERTIFICATE WITH BANGLADESH ASSOCIATION OF PUBLICLY LISTED COMPANIES (BAPLC.) |

First Finance Limited submitted a renewal copy of membership certificate with Bangladesh Association Of Publicly Listed Companies (BAPLC.) to the Exchange and published through the Annual Report.


BANGLADESH ASSOCIATION OF PUBLICLY LISTED COMPANIES

Renewed Certificate

This is to certify that

FIRST FINANCE LIMITED

is an Ordinary Member of Bangladesh Association of Publicly Listed Companies and is entitled to all the rights and privileges appertaining thereto.

This certificate remains current until 31st December, 2025

Secretary General

Ref. No: CM-2025/246

Date of issue : September 4, 2025

BAPLC

CERTIFICATE OF CORPORATE GOVERNANCE

ARTISAN
Chartered Accountants

ARTISAN
CHARTERED ACCOUNTANTS

Sonargaon Terrace (2nd Floor)
House # 52, Road # 13/C
Block # E, Banani, Dhaka-1213
Mobile # 01922797851
e-mail: slm.reza@yahoo.com

REPORT TO THE SHAREHOLDERS
OF
FIRST FINANCE PLC.

ON COMPLIANCE ON THE CORPORATE GOVERNANCE CODE

We have examined the compliance status to the Corporate Governance Code by **FIRST FINANCE LIMITED** for the year ended on December 31, 2025. This Code relates to the Notification No. BSEC/ CMRRCD/2006-158/207/Admin/80 dated 3 June 2018 and Notification number BSEC/CMRRCD/2009-193/66/PRD/148 dated 16th October,2023 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:

a) 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 except the statements written in the Remarks column;
b) 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;
c) 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
d) The Governance of the company is satisfactory.

Dhaka, 31 August 2026

Md. Selim Reza FCA, FCS
Partner
ARTISAN
Chartered Accountants

Sonargaon Terrace (2nd floor), House # 52, Road # 13/C,
Block # E, Banani, Dhaka-1213, Bangladesh.

slm.reza@yahoo.com
src.ca2012@yahoo.com

REPORT ON COMPLIANCE OF BSEC'S NOTIFICATION ON CORPORATE GOVERNANCE

COMPLIANCE STATUS ON CORPORATE GOVERNANCE CODE BY BSEC

Annexure-C

[As per condition No. 1(5) (xxvii)]

Status of compliance with the conditions imposed by the Commission's Notification No. SEC/CMRRCD/2006-158/207/Admin/80, dated 3 June 2018 issued under section 2CC of the Securities and Exchange Ordinance, 1969:

(Report under Condition No.9.00)

Condition No.	Title	Compliance Status		Remarks (IF ANY)
		Complied	Not Complied	
1	**Board of Directors**			
1(1)	Size of the Board of Directors			
	The total number of members of a company's Board of Directors (hereinafter referred to as "Board") shall not to be less than 5 (five) and more than 20 (twenty).	√	-	The number of Board member of the Company is 6 (Six) including 3 (Three) Independent Directors.
1(2)	**Independent Directors**			
1(2)(a)	At least one fifth (1/5) of the total number of directors in the company's board shall be independent directors; any fraction shall be considered to the next integer or whole number for calculating number of independent director(s);	-	√	3 (One) Independent Director out of 6 (Six) Board members namely 1. Mr. Md. Habibur Rahman 2. Mr. Sultan Ahmed Bhuiyan, FCA 3. Mr. Khan Mohammad Moinul Hasan Refer to FFL's Corporate Governance Report.
1(2)(b)(i)	WWho either does not hold any share in the company or holds less than one percent (1%) shares of the total paid-up shares of the company;	√		Independent Directors does not hold any shares of total paid up capital.
1(2)(b)(ii)	Who is not a sponsor of the company and 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:	√	-	None of the Independent Directors have such connections as stated.
1(2)(b)(iii)	Who has not been an executive of the company in immediately preceding 2 (two) financial years;	√	-	None of the Independent Directors is a former employee of the Company.
1(2)(b)(iv)	Who does not have any other relationship, whether pecuniary or otherwise, with the company or its subsidiary or associated companies;	√	-	The Independent Directors have submitted declarations about their compliances
1(2)(b)(v)	Who is not a member or TREC (Trading Right Entitlement Certificate) holder, director or officer of any stock exchange;	√	-	
1(2)(b)(vi)	Who 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)	Who is not a partner or an executive or was not a partner or an executive 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)	Who is not an independent director in more than 5 (five) listed companies;	√	-	
1(2)(b)(ix)	Who has not been convicted for a criminal offence involving moral turpitude.	√	-	
1(2)(c)	The independent director(s) shall be appointed by the board of directors and approved by the shareholders in the Annual General Meeting (AGM).	√	-	-

Condition No.	Title	Compliance Status		Remarks (IF ANY)
		Complied	Not Complied	
1(2)(c)(ii)	The independent director(s) shall be appointed by the board of directors and approved by the shareholders in the Annual General Meeting (AGM).	√	-	-
1(2)(d)	The post of independent director(s) cannot remain vacant for more than 90 (ninety) days.	-	√	Such vacancy occurred
1(2)(e)	The tenure of office of an independent director shall be for a period of 3 (three) years, which may be extended for 1 (one) term only.	√	-	-
1(3)	**Qualification of Independent Director (ID)**			
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.	√		Qualifications and backgrounds of Independent Directors confirm their as such. Details are given under Directors' Profile
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;	-	-	Not Applicable
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;	-	-	Not Applicable
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;	-	-	Not Applicable
1(3)(b)(iv)	University Teacher who has educational background in Economics or Commerce or Business Studies or Law;	-	-	Not Applicable
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;	√	-	Independent Directors namely Mr. Md. Habibur Rahman is enrolled as Advocate at the Appellate Division of Bangladesh Supreme Court. Independent Director Md. Khan Mohammad Moinul Hasan is an Advocate of the High Court Division of Bangladesh Supreme Court. Independent Director Mr. Sultan Ahmed Bhuiyan, FCA is a qualified Chartered Accountant.
1(3)(c)	The independent director(s) shall have at least 10(ten) years of experiences in any field mentioned in clause (b);	√	-	Reference to the Directors Profile of this Annual report
1(3)(d)	In special cases, the above qualifications or experiences may be relaxed subject to prior approval of the Commission.	-	-	No such deviation occurred
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.	-	-	No such situation occurred in the reporting year.

Condition No.	Title	Compliance Status		Remarks (IF ANY)
		Complied	Not Complied	
1(5)	**The Directors' Report to the 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;	√	-	Stated in the Financial Statement.
1(5)(v)	A discussion on continuity of any extraordinary activities and their implications (gain or loss);	-	-	No such item exists
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;	-	-	No such issue occurred
1(5)(vii)	A statement of utilization of proceeds raised through public issues, rights issues and/or through any others instruments;	-	-	No such issue occurred
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.;	-	-	No such situation occurred in the reporting year
1(5)(ix)	An explanation on any significant variance that occurs between Quarterly Financial Performance and Annual Financial Statements;	-	-	
1(5)(x)	A statement of remuneration paid to the directors including independent directors;	√	-	Note 32 of the Annual Audited Financial Report
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;	√	-	Explained in the Communication to Shareholders
1(5)(xvii)	A statement that there is no Significant doubt upon the issuer company's ability to continue as 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 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;	√	-	

Condition No.	Title	Compliance Status		Remarks (IF ANY)
		Complied	Not Complied	
1(5)(xx)	An explanation on the reasons if the issuer company has not declared dividend (cash or stock) for the year;	√	-	
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;	√	-	
1(5)(xxii)	The total number of Board meetings held during the year and attendance by each director;	√	-	Refer to Statement on Corporate Governance
1(5)(xxiii)	**A report on the pattern of shareholding disclosing the aggregate number of shares (along with name-wise details were 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 their spouses and minor children (name- wise details);	√	-	
1(5)(xxiii)(c)	Executives;	√	-	
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 the appointment or reappointment 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/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 financial statements, among others, focusing on:			
1(5)(xxv)(a)	Accounting policies and estimation for preparation of financial statements;	√	-	Refer to Management Discussion and Analysis
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;	√	-	
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; and	√	-	
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; and	√	-	
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.	√	-	

Condition No.	Title	Compliance Status		Remarks (IF ANY)
		Complied	Not Complied	
1(6)	**Meetings of the Board of Directors**			
	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), for the Chairperson of the Board, other board members and Chief Executive Officer of the company;	-	-	Pursuant to Bangladesh Bank circular letter no. 18 dated on 21 May, 2024; the Audit Committee of a Finance Company will look after the affairs of Nomination and Remuneration Committee.
1(7)(b)	The code of conduct as determined by the NRC shall be posted on the website of the company	-	-	
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;	-	-	No subsidiary Company
2(b)	At least 1 (one) independent director of the Board of the holding company shall be a director on the Board of the subsidiary company;	-	-	No subsidiary company
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.	-	-	No Subsidiary 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;	-	-	No Subsidiary Company
2(e)	The Audit Committee of the holding company shall also review the financial statements, in particular the investments made by the subsidiary company.	-	-	No 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)(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);	√	-	Mr. Ripan Chandra Das, In-charge of FAD is working as CFO of FFL. For other compliances refer to Corporate Governance Report
3(1)(b)	The positions of the Managing Director (MD) or Chief Executive Officer (CEO), Company Secretary (CS), Chief Financial Officer (CFO) and a 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).	-	-	No such instance occurred
3(2)	**Requirement to attend Board of Director's Meetings**			
	The MD or CEO, CS, CFO and HIAC of the company shall attend the meetings of the Board:	√	-	-

Condition No.	Title	Compliance Status		Remarks (IF ANY)
		Complied	Not Complied	
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 material fact or contain statements that might be misleading;	√	-	Refer to the Report of the 'CEO & CFO to the Board'
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;	√	-	
	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 violation of the code of conduct for the company's Board or its member;	√	-	
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 violation of the code of conduct for the company's Board or its member;	√	-	
3(3)(c)	The certification of the MD or CEO and CFO shall be disclosed in the Annual Report.	√	-	
4.	**Board of Director's Committee**			
4(i)	Audit Committee;	√	-	-
4(ii)	Nomination and Remuneration Committee	-	-	Pursuant to Bangladesh Bank circular letter no. 18 dated on 21 May, 2024; the Audit Committee of a Finance Company will look after the work of Nomination and Remuneration Committee.
5.	**Audit Committee**			
5(1)	Responsibility to the Board of Directors			
5(1)(a)	The company shall have an Audit Committee as a sub-committee of the Board;	√	-	
5(1)(b)	The Audit Committee shall assist the Board of Directors 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)(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 members expires or there is any circumstance causing any Committee member to be unable to hold office before expiration of the term of service, thus making the number of the Committee members to be lower than the prescribed number of 3 (three) persons, the Board shall appoint the new Committee member 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;	-	-	The Committee has 3 members throughout 2025.

Condition No.	Title	Compliance Status		Remarks (IF ANY)
		Complied	Not Complied	
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)(a)	The Board of Directors 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.	N/A	-	
5(3)(c)	Chairperson of the Audit Committee shall remain present in the Annual General Meeting (AGM):	√	-	
5(4)(a)	The Audit Committee shall conduct at least its four meetings in a financial year: Provided that any emergency meeting in addition to regular meeting may be convened at the request of any one of the members of the Committee;	√	-	
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)	The Audit Committee shall:-			
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 board for approval;	√	-	Conducted the Review on the 90th Meeting of the Audit Committee held on June 28, 2026.
5(5)(g)	Review along with the management, the quarterly and half yearly financial statements before submission to the board for approval;	√	-	Conducted the Review of Q1, Q2 & Q3 Quarterly financial statement of 2025 on 86th, 87th & 88th Meeting of the Audit Committee held on June 29, 2025, July 28, 2025 & October 28
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 purpose stated in relevant offer document or prospectus approved by the Commission:	N/A	-	No such issue occurred

Condition No.	Title	Compliance Status		Remarks (IF ANY)
		Complied	Not Complied	
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 of Directors on the following findings, if any: -			
5(6)(a)(ii)(a)	report on conflicts of interests;	-	-	Not applicable
5(6)(a)(ii)(b)	internal audit and compliance process or in the financial statements; control system; suspected or presumed fraud or irregularity or material defect identified in the	-	-	Not applicable
5(6)(a)(ii)(c)	suspected infringement of laws, regulatory compliances including securities related laws, rules and regulations;	-	-	Not applicable
5(6)(a)(ii)(d)	any other matter which the Audit Committee deems necessary shall be disclosed to the Board immediately;	-	-	Not applicable
5(6)(b)	**Reporting to the Authorities:-**			
	If the Audit Committee has reported to the Board about anything which has material impact on the financial condition and results of operation and 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.	-	-	Not applicable
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 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.	-	-	Not applicable
6.	**Nomination and remuneration Committee (NRC)**	-	-	Pursuant to Bangladesh Bank circular letter no. 18 dated on 21 May, 2024; the Audit Committee of a Finance Company will look after the work of Nomination and Remuneration Committee.
6(1)	Responsibility to the Board of Directors			
6(1)(a)	The company shall have a Nomination and Remuneration Committee (NRC) as a sub-committee of the Board;	-	-	Pursuant to Bangladesh Bank circular letter no. 18 dated on 21 May, 2024; the Audit Committee of a Finance Company will look after the work of Nomination and Remuneration Committee.
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;	-	-	
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).	-	-	
6(2)	Constitution of the NRC	-	-	
6(2)(a)	The Committee shall comprise of at least three members including an independent director;	-	-	
6(2)(b)	All member of the Committee shall be non-executive directors;	-	-	
6(2)(c)	Members of the Committee shall be nominated and appointed by the Board;	-	-	
6(2)(d)	The Board shall have authority to remove and appoint any member of the Committee;	-	-	

Condition No.	Title	Compliance Status		Remarks (IF ANY)
		Complied	Not Complied	
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;	-	-	Pursuant to Bangladesh Bank circular letter no. 18 dated on 21 May, 2024; the Audit Committee of a Finance Company will look after the work of Nomination and Remuneration Committee.
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 form such external expert and/or member(s) of staff shall be required or valuable for the Committee;	-	-	
6(2)(g)	The company secretary shall act as the secretary of the Committee;	-	-	
6(2)(h)	The quorum of the NRC meeting shall not constitute without attendance of at least an independent director;	-	-	
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.	-	-	
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;	-	-	
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;	-	-	
6(3)(c)	The Chairperson of the NRC shall attend the annual general meeting (AGM) to answer the queries of the shareholders:	-	-	
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;	-	-	
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);	-	-	
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.	-	-	
6(5)	Role of the NRC	-	-	
6(5)(a)	NRC shall be independent and responsible or accountable to the Board and to the shareholders;	-	-	
6(5)(b)	NRC shall oversee, among others, the following matters and make report with recommendation to the Board:	-	-	
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:	-	-	
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;	-	-	
6(5)(b)(i)(b)	The relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and	-	-	

Condition No.	Title	Compliance Status		Remarks (IF ANY)
		Complied	Not Complied	
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;	-	-	
6(5)(b)(ii)	Devising a policy on Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality;	-	-	
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;	-	-	
6(5)(b)(ii)	Devising a policy on Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality;	-	-	
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;	-	-	
6(5)(b)(iv)	Formulating the criteria for evaluation of performance of independent directors and the Board;	-	-	
6(5)(b)(v)	Identifying the company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria;	-	-	
6(5)(b)(vi)	Developing, recommending and reviewing annually the company's human resources and training policies;	-	-	
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.	-	-	
7.	**External or Statutory Auditors**			
7(1)	The issuer 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 system design and implementation;	√	-	
7 (1) (iii)	Book-keeping or other services related to the accounting records or financial statement;	√	-	
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 services 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 members also shall not hold ant 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.	√	-	

Condition No.	Title	Compliance Status		Remarks (IF ANY)
		Complied	Not Complied	
8.	**Maintaining a website by the Company**	√	-	-
8(1)	The Company shall have an official website linked with the website of the stock exchange.	√	-	
8(2)	The company shall keep the website functional from the date of listing.	√	-	
8(3)	The company shall make available the detailed disclosures on its website as required under the regulations of the concerned stock exchange(s)	√	-	
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 Corporate Governance Code of the Commission and shall such certificate shall be disclosed in the Annual Report.	√	-	M/S Artisan, Chartered Accounts has been appointed in the 32nd Annual General Meeting of the Company by the Shareholders.
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.	√	-	M/S Artisan, Chartered Accountants
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.	√	-	

| STATEMENT OF COMPLIANCE REPORT ON THE GOOD GOVERNANCE GUIDELINES ISSUED BY BANGLADESH BANK |

Issued by Bangladesh Bank vides DFIM Circular No. 7, dated 25 September 2007 regarding the policies on the responsibility & accountability of the Board of Directors, Chairman, and Chief Executive Officer of Financial Institution. The Board of Directors of the Company has taken appropriate steps to comply with the guidelines. A status report on compliance with those guidelines is stated below

Sl. No.	Particulars	Compliance Status
1.	**Responsibilities and authorities of the Board of Directors:**	
(a)	**Work-planning and strategic management:**	
	(i) The Board shall determine the objectives and goals and to this end shall chalk out strategies and work-plans on annual basis. It shall specially engage itself in the affairs of making strategies consistent with the determined objectives and goal and in the issue relating to structural change and reorganization for enhancement of institutional efficiency and other relevant policy matters. It shall analyze/monitor at quarterly rests development of implementation of the work-plans.	Complied
	(ii) The Board shall have its analytical review incorporated in the Annual Report as regard the success/ failure in achieving the business and other targets as set out in its annual work-plan and shall apprise the shareholders of its opinions/ recommendations on the future plans and strategies.	Complied
	(iii) The Board will set the Key Performance indicator (KPI) for the CEO and other senior executives and will evaluate half yearly/yearly basis.	Complied
(b)	**Formation of Sub-Committee:**	
	Executive Committee may be formed in combination with directors of the Company for rapid settlement of the emergency matters (approval of loan/lease application, write-off, rescheduling etc.) arisen from the regular business activities. Except the Executive Committee and Audit Committee, no other committee or sub-committee can be formed, even in temporary basis.	Complied
(c)	**Financial Management:**	
	(i) Annual budget and statutory financial statement shall be adopted finally with the approval of the Board.	Complied
	(ii) Board shall review and examine in quarterly basis various statutory financial statements such as statement of income-expenses, statement of loan/lease, statement of liquidity, adequacy of capital, maintenance of provision, legal affairs including actions taken to the recovery of overdue loan/ lease.	Complied
	(iii) Board shall approve the Company's policy on procurement and collection and shall also approve the expenditures according to policy. The Board shall delegate the authority on the Chief Executive Officer and among other top executives for approval of expenditure within budget to the maximum extend.	Complied
	(iv) The Board shall adopt the process of operation of bank accounts. To ensure transparency in financial matters, groups may be formed among the management to operate bank accounts under joint signatures.	Complied
(d)	**Management of loan/lease/investments:**	
	(i) Policy on evaluation of loan/lease/investment proposal, sanction and disbursement and its regular collection and monitoring shall be adopted and reviewed by the Board regularly based on prevailing laws and regulations. Board shall delegate the authority of loan/lease/investment especially to management preferably on Chief Executive Officer and other top executives.	Complied
	(ii) No Director shall interfere on the approval of loan proposal associated with him. The director concerned shall not give any opinion on that loan proposal.	Complied
	(iii) Any syndicated loan/lease/investment proposal must be approved by the Board.	Complied

Sl. No.	Particulars	Compliance Status
(e)	**Risk Management**	
	Risk Management Guideline framed in the light Core Risk Management Guideline of Bangladesh Bank shall be approved by the Board and reviewed by the Board regularly.	Complied
(f)	**Internal Control and Compliance Management:**	
	A regular Audit Committee as approved by the Board shall be formed. Board shall evaluate the reports presented by the Audit Committee on compliance with the recommendation of internal auditor, external auditors and Bangladesh Bank Inspection team.	Complied
(g)	**Human Resource Management**	
	Board shall approve the policy on Human Resource Management and Service Rule. Chairman and director of the Board shall not interfere on the administrative job in line with the approved Service Rule.	Complied
	Only the authority for the appointment and promotion of the Managing Director & Chief Executive Officer/ Additional Managing Director/ Deputy Managing Director/ Sr. Executive Vice President/ Executive Vice President and other equivalent position shall lie with the Board in compliance with the policy and Service Rule. No director shall be included in any Executive Committee formed for the purpose of appointment and promotion of others.	Complied
(h)	**Appointment of Managing Director & CEO**	
	The Board shall appoint a component Managing Director & CEO for the Company with the approval of the Bangladesh Bank and shall approve any increment of his/her salary and allowances.	Complied
(i)	**Benefits offer to the Chairman**	
	The Chairman may be offered an office room, a personal secretary, a telephone at the office, a vehicle in the business-interest of the Company subject to the approval of the Board.	Complied
2.	**Responsibilities of the Chairman of the Board of Directors:**	
(a)	The Chairman shall not participate in or interfere into the administrative or operational and routine affairs of the Company as he has no jurisdiction to apply executive power;	Complied
(b)	The minutes of the Board meetings shall be signed by the Chairman;	Complied
(c)	The Chairman shall sign-off the proposal for appointment of Chief Executive Officer and increment of his salaries & allowances;	Complied
3.	**Responsibilities of Chief Executive Officer:**	
(a)	The Managing Director of Chief Executive Officer shall discharge his responsibilities on matters relating to financial, business and administration vested by the Board upon him. He is also accountable for achievement of financial and other business targets by means of business plan, efficient implementation of administrative and financial management;	Complied
(b)	The Managing Director or Chief Executive Officer shall ensure compliance of Financial Institution Act 1993 and other relevant Circulars of Bangladesh Bank and other regulatory authorities;	Complied
(c)	All recruitment/promotion except recruitment/ promotion of Additional Managing Director, Deputy Managing Director, Sr. Executive Vice President & Executive Vice President and other equivalent position shall be vested upon the Chief Executive. He shall act such in accordance with the approved HR Policy of the Company.	Complied
(d)	The Chief Executive Officer may re-schedule job responsibilities of employees;	Complied
(e)	The Chief Executive Officer may take disciplinary actions against the employees except the AMD, DMD, Sr. Executive Vice President & Executive Vice President or equivalent positions;	Complied
(f)	The Chief Executive Officer shall sign all the letters/statements relating to compliance of policies and guidelines. However, Department/Unit heads may join daily letters/statements as set out in DFIM circular no. 2 dated 06 January 2009 if so, authorized by the Managing Director and CEO.	Complied

| DIVIDEND DISTRIBUTION POLICY |

A. Introduction:

As per the provisions of the Directive of Bangladesh Securities and Exchange Commission bearing No. BSEC/CMR-RCD/2021-389/03, dated 14 January, 2021; the Dividend Distribution Policy of First Finance Limited is formulated and shall be disclosed in the Annual Report and also in the official website.

B. Approval history:

This Policy has been adopted by the Board of Directors of First Finance Limited (hereinafter referred to as FFL) in its 352nd Meeting held on 20 March, 2023. The policy will be reviewed by the Board of Directors as and when required.

C. Process for Distribution of Dividend:

a. Cash Dividend Distribution Process:

i. Within 10 (ten) days of declaration of cash dividend by the Board of Directors, an amount equivalent to the declared cash dividend payable for the concerned year shall be kept in a separate bank account of FFL, dedicated for this purpose only;

ii. FFL shall payoff cash dividend directly to the bank account of the entitled shareholder or unit holder as available in the BO account maintained with the Depository Participant (DP), or the bank account as provided by the shareholder or unit holder in paper form, through Bangladesh Electronic Funds Transfer Network (BEFTN);

Provided that the FFL may payoff such cash dividend through bank transfer or any electronic payment system as recognized by the Bangladesh Bank, if not possible to payoff through BEFTN;

iii. FFL, upon receiving the claim on cash dividend from a stock broker or a merchant banker or a portfolio manager for the margin client or customer who has debit balance or margin loan, or as per intention of the client of stock broker or merchant banker or portfolio manager, shall payoff such cash dividend to the Consolidated Customers' Bank Account (CCBA) of the stock broker or the separate Bank Account of the Merchant Banker or the Portfolio Manager through BEFTN;

Provided that upon receiving the cash dividend, the stock broker of merchant banker or portfolio manager shall immediately account for such dividend in the individual client's portfolio account;

Provided further that the stock broker or merchant banker or portfolio manager shall provide detailed information (e.g. BO Account number, code number, Bank account number, intention, etc. of the client or customer including CCBA of stock broker or separate bank account of merchant banker or portfolio manager) to FFL for such claim.

iv. FFL, in case of non-availability of bank account information or unable to distribute cash dividend through BEFTN or any electronic payment system, shall issue cash dividend warrant and shall send it by post to the shareholder or unit holder;

v. FFL shall payoff cash dividend to non-resident sponsor, director, shareholder, unit holder or foreign portfolio investors (FPI) through the security custodian in compliance with the rules or regulations in this regard;

vi. FFL immediately after disbursement of the cash dividend and issuance of certificate of tax deducted at source, if applicable, shall intimate to the shareholder or unit holder through a short message service (SMS) to the mobile number or email address as provided in the BO account or as provided by the shareholder or unit holder;

vii. FFL will maintain detailed information of unpaid or unclaimed dividend and rationale thereof; as per BO account number-wise or name-wise or folio number-wise of the shareholder or unit holder; and shall also disclose the summary of aforesaid information in the annual report and shall also report in the statements of financial position (Quarterly/ Annually) as a separate line item 'Unclaimed Dividend Account';

viii. Provided that the FFL shall publish the year-wise summary of its unpaid or unclaimed dividend in the websites; Provided further that any unpaid or unclaimed cash dividend including accrued interest (after adjustment of Bank Charge, if any) thereon, if remains, shall be transferred to a separate bank account of FFL as maintained for this purpose, within 1 (one) year from the date of declaration or approval or record date, as the case may be.

b. Stock Dividend or Bonus Share Distribution Policy

FFL, shall credit stock dividend directly to the BO account or issue the bonus share certificate of the entitled shareholder, as applicable, within 30 (Thirty) days of declaration or approval or record date, as the case may be, subject to clearance of the exchange(s) and the Central Depository Bangladesh Limited (CDBL);

D. Process for Issuance of Stock Dividend or Bonus Share

FFL, the CDBL and the Exchanges shall follow the provisions of প্রবিধান ৪৬ of the ডিপজিটরি (ব্যবহারিক) প্রবিধানমালা, ২০০৩ for issuance of bonus Shares;

Provided that FFL shall maintain a suspense BO account for undistributed or unclaimed stock dividend or bonus shares and shall also follow the under mentioned procedures for ensuring the rightful ownership:

(i) FFL shall send at least 3 (Three) reminders to the entitled shareholder;

(ii) The Suspense BO Account shall be held under Block Module and such undistributed or unclaimed stock dividend or bonus shares shall not be transferred in any manner except for the purpose of allotting the bonus shares as and when the allottee approaches to FFL;

(iii) Provided that any corporate benefit in terms of shares accrued on such undistributed or unclaimed stock dividend or bonus share shall be credited to the Suspense BO Account.

(iv) FFL shall, upon receiving application from the allottee and after proper verification of identity and his entitlement, credit the bonus shares lying with the Suspense BO Account to the BO Account of the allottee, or issue bonus shares to the allottee, as applicable, within 15 (Fifteen) days of receiving application with an intimation to the Commission and the Exchange(s);

(v) Any voting rights on such undistributed or unclaimed stock dividend or Bonus shares shall remain suspended till the rightful ownership claim of the shareholder is established.

E. Compliance Report regarding Dividend Distribution

FFL shall submit a compliance report to the Commission and the Exchange(s) in a specific format at Annexure-A [sample given by the BSEC] in respect of the Clause (B), (C), (D) and (E) above, within 7 (Seven) working days of completion of dividend distribution;

Provided that FFL shall publish the compliance report in its website.

F. Forfeiture of unclaimed cash or stock dividend

FFL shall not forfeit any unclaimed cash dividend or stock dividend till the claim becomes barred by the law of the land in force.

G. Transferred to the Fund of the Commission for unpaid or unclaimed or unsettled cash dividend

If any cash dividend remains unpaid or unclaimed or unsettled including accrued interest (after adjustment of bank charge, if any) thereon for a period of 3 (Three) years from the date of declaration or approval or record date, as the case may be, shall be transferred by FFL to the fund as directed or prescribed by the Commission;

Provided that FFL shall provide detailed information to the manager of the fund during transfer of cash dividend as directed or prescribed by the Commission;

Provided further that if any shareholder or unit holder claims his cash dividend after transfer of such dividend to the Fund, within 15 (Fifteen) days of receiving such claim, FFL shall, after proper verification of the claim, recommend to the manager of the fund to payoff such dividend to the claimant in accordance with the provisions and procedures as directed or prescribed by the commission.

H. Transferred to the Fund of the Commission for unclaimed or unsettled stock dividend or bonus shares

If any stock dividend or bonus shares remain unclaimed or unsettled including corporate benefits in terms of bonus shares thereon for a period of 3 (Three) years from the date of declaration or approval or record date, as the case may be, shall be transferred in dematerialized form to the BO Account of the fund as mentioned at Clause No. G;

Provided that FFL shall provide detailed information to the manager of the fund during transfer of stock dividend or bonus shares as directed or prescribed by the Commission;

Provided further that if any shareholder claims his stock dividend or bonus shares after transfer of such dividend or bonus share to the BO Account of the Fund, within 15 (Fifteen) days of receiving such claim, FFL shall, after proper verification of the claim, recommend to the manager of the fund to payoff such dividend or bonus share to the claimant's BO Account in accordance with the provisions and procedures as directed or prescribed by the commission.

I. Maintaining Detail Information of the shareholder or unit holder for the purpose of proper distribution of cash dividend or stock dividend

FFL, by itself or by appointing an Agent, shall maintain detailed information of BO Account, Bank Account, Mobile Phone Number, E-mail address and address of the shareholder or unit holder for the purpose of proper distribution of cash dividend or stock dividend;

Provided that FFL or its agent or the CDBL or its DP shall keep confidentiality of information.

Provided further that FFL shall collect such detailed updated information from the CDBL or its DP from time to time as and when required for the purpose of proper distribution of cash dividend or stock dividend and other compliances. In case of holding paper shares, the FFL shall update the information at least once a year.

J. Binding clause

In the event of any confusion or difference of opinion on any matter whatsoever, FFL shall be bound to follow the decision of the Commission and shall consider the decision of the Commission is final on all concerned.

Auditor's Report & Financial Statements

| INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF FIRST FINANCE PLC. |

Report on the Audit of the Financial Statements

Qualified Opinion

We have audited the financial statements of First Finance PLC. (the "Company"), which comprise the balance sheet as at 31 December 2025 and the profit and loss account, the statement of changes in shareholders' equity and the cash flows statement for the year then ended, and notes to the financial statements including a summary of significant accounting policies.

In our opinion, except for the effects of the matter described in the basis for qualified opinion section of our report, the accompanying financial statements present fairly, in all material respect, of the financial position of the Company as at 31 December 2025, of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs) as explained in Note 2, and comply with the International Financial Reporting Standards (IFRSs), the requirements of the Financial Institutions Act, 2023, the rules and regulations issued by Bangladesh Bank, the Companies Act, 1994, the Securities and Exchange Rules 2020, Income Tax Act 2023 the Value Added Tax and Supplementary Duty Act, 2012, the Value Added Tax and Supplementary Duty Rules, 2016 (as amended up to date).

Basis for Qualified Opinion

1. We draw attention to Note 3.00 of the financial statements, which states that the Company has complied with the Cash Reserve Requirement (CRR) and Statutory Liquidity Ratio (SLR) requirements. However, the Company has been unable to fully settle its matured obligations to depositors, lenders, and regulatory authorities since 2021. In addition, the reported SLR includes doubtful balances of Tk. 20.30 crore receivable from People's Leasing and Financial Services Limited (PLFSL) and International Leasing and Financial Services Limited (ILFSL) (Note No. 4.01), both identified by Bangladesh Bank as distressed financial institutions. Bangladesh Bank, through Letter No. DFIM(C)1054/42/2021-2396 dated 02 November 2021, granted a temporary exemption from maintaining the required provision up to 2022. Furthermore, the Company has not recognized accrued interest income on these investments, as no interest has been realized since 28 December 2017 and 02 October 2019, respectively, due to prolonged non-recovery.

2. We draw attention to Note 7.00 to the financial statements regarding the Company's leases, loans and advances where the Company disclosed 88.24% of the credit portfolio has been classified, excluding leases, loans and advances amounting to Tk. 58.16 crore that remained unclassified due to court stay orders otherwise the overall classified portfolio would have increased to 96.03%. As at the reporting date, rescheduled facilities amounted to Tk. 371.54 crore, representing 49.73% of the total portfolio, of which Tk. 347.54 crore remained classified. In addition, restructured facilities amounted to Tk. 40.03 crore (5.36% of the total portfolio), of which Tk. 27.01 crore remained classified. The Company also availed the regulatory deferral facility provided by Bangladesh Bank in respect of loan loss provisions amounting to Tk. 46.38 crore. We further note that the Company reported a Credit-Deposit Ratio (CDR) of 99.18%. However, Term Deposit Receipts (TDR) Payable amounting to Tk. 37.11 crore and Interest Payable amounting to Tk. 113.07 crore, both of which represent deposit-related liabilities, were presented under "Other Liabilities" rather than under "Deposits and Other Accounts". Accordingly, the reported CDR (Credit Deposit Ratio) may not appropriately reflect the Company's actual credit exposure relative to its deposit base. Furthermore, loan recoveries remained significantly weak during the year, with principal recoveries amounting to only Tk. 12.04 crore, representing 1.61% of the outstanding lease, loan and advance portfolio. In addition, collections amounting to Tk. 6.74 crore remained unadjusted in Sundry Accounts (Party) Note: 14.07 as at the reporting date. The Company had also initiated 975 recovery cases under the Artha Rin Adalat Act and the Negotiable Instruments Act involving outstanding exposures of Tk. 646.95 crore, representing 86.60% of the total lease, loan and advance portfolio indicating significant dependency to legal proceedings for the recovery of credit exposures.

3. We draw attention to Notes 14.07 to the financial statements, which disclose outstanding withholding tax liabilities of Tk. 39.63 crore and VAT and Excise Duty liabilities of Tk. 0.43 crore, representing amounts deducted or collected but not deposited to the Government Treasury within the statutory time limits. Such non-compliance may expose the Company to penalties, interest, and other legal consequences under the provisions of the Income Tax Act, 2023, and other applicable laws and regulations. Furthermore, based on our review of completed tax assessments, appellate decisions, and pending tax proceedings, we noted that the provision for income tax recognized by the Company does not adequately reflect its potential tax liabilities which is disclosed in Annexure "D" of the financial statements. We also draw attention to Notes 13.00, 14.06 and 14.07 to the financial statements, which indicate that the Company has been unable to repay matured deposits on demand due to ongoing liquidity constraints. As a result, deposits carrying with higher interest rates on the amount of Tk. 306.91 crore, representing 49.11% of the total deposit portfolio. In addition, accrued interest payable increased to Tk. 113.07 crore, an increase of Tk. 35.67 crore over the previous year, while TDR payable amounted to

Tk. 37.09 crore, reflecting a continuing upward trend liability to depositor. We also draw your attention to Notes 12.00 of the Financial Statements where the Company had outstanding borrowings from various banks and financial institutions amounting to Tk. 128.29 crore as at the reporting date. During the year, finance costs of Tk. 13.07 crore were incurred against which, the Company repaid only Tk. 2.67 crore of principal, which indicating limited debt servicing against its outstanding borrowing obligations from various banks and financial institutions. These conditions indicate persistent liquidity pressures and rising funding costs, which adversely affect the Company.

4. We draw attention to Note 15.06 to the financial statements, which describes the Company's capital adequacy position in accordance with Bangladesh Bank BRPD Circular No. 18, dated-21 December 2014, where the Company is required to maintain a minimum Capital to Risk-Weighted Assets Ratio (CRAR) of 12.50%, including the Capital Conservation Buffer. On verification and after considering the regulatory forbearance granted by Bangladesh Bank vide Letter No. DFIM(C)/1054/31/2022-1980 dated 06 July 2022, the Company's CRAR was negative 71.18% as at reporting date. Consequently, the Company reported a capital shortfall of Tk. 591.75 crore under Tier-1 Core Capital against the minimum regulatory requirement. Furthermore, the Company did not maintain the prescribed minimum CRAR during the year and has not taken adequate measures, including the injection of additional capital, to restore compliance with the regulatory capital requirement. These matters indicate a significant deficiency in the Company's capital adequacy and non-compliance with the prudential capital requirements prescribed by Bangladesh Bank.

5. As at reporting date, the Company recognized a gratuity provision of Tk. 2.00 crore. Although the Company's Gratuity Fund was approved by the National Board of Revenue (NBR) in 2024 under the Income Tax Act, 2023, the Fund has not yet become operational, as no activities relating to its administration or management have commenced. In addition, no audit of the Gratuity Fund has been conducted since its establishment.

Emphasis of Matter:

We draw attention to the following matters, though our opinion is not qualified in respect of the same:

1. During the course of our audit, we noted that the Company operates an internally developed Core Business Solution (CBS) to support its core business operations, accounting processes, and regulatory reporting. Although the system incorporates most of the functional requirements prescribed by Bangladesh Bank for non-bank financial institutions, certain deficiencies were identified in relation to system integration, automated reconciliation, and financial data management controls. These deficiencies contributed to discrepancies between the loan portfolio records, subsidiary ledgers, supporting documentation, and general ledger balances, thereby necessitating extensive manual reconciliations during the audit.

2. We draw your attention to Notes: 3.00, 4.00, 6.00, 7.00, 12.00 and 13.00 where we have sought for direct balance confirmation but we have received only a few of them. Though we have performed alternative procedure. In addition, the bank statement for the dormant account maintained with Bank Asia PLC, Tongi Branch (Note: 4.01) was not made available during the course of our verification.

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the up and the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code), Bangladesh Securities and Exchange Commission (BSEC), and Bangladesh Bank, and we have fulfilled our other ethical responsibilities in accordance with the IESBA Code and the Institute of Chartered Accountants of Bangladesh (ICAB) Bye-Laws. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.

Other Matters

1. As per section 232 & 234 of Bangladesh Labor Act 2006 as amended up to 2013 every Company should establish a Workers Profit Participation Fund (WPPF) and Workers' Welfare Fund (WWF) within one month of being this chapter applicable if,

   i. The paid-up capital of the Company as on the last day of its accounting year is one crore taka or more; and

   ii. The value of the fixed assets of the Company at cost as on the last day of the accounting year is two crore or more.

The Company is required to establish the WPPF and WWF to comply with the Bangladesh Labor Act 2006 and as amended.

2. We draw your attention to Note: 11.00 of the financial statements where the Company hold non-banking assets more than 7 years amount to Taka 17.67 crore.

Material Uncertainty

The Company has incurred persistent operating losses, reporting negative net interest income of Tk. 51.45 crore, negative operating income of Tk. 51.33 crore, and negative operating cash flows of Tk. 8.72 crore for the year ended 31 December 2025. As at the reporting date, the Company had accumulated negative shareholders' equity of Tk. 545.37 crore and a negative asset-liability maturity gap of Tk. 545.37 crore. The Company has been experiencing a severe liquidity crisis since 2017 and has been operating under a regulatory forbearance facility granted

by Bangladesh Bank for seven years through Letter No. DFIM(C)1054/31/2022-1980 dated 6 July 2022. In addition, the gross non-performing loan ratio stood at approximately 88.24% as at 31 December 2025 (excluding loans under remain unclassified due to court stay order), and the expected implementation of IFRS 9 (Financial Instruments) Expected Credit Loss model may further adversely affect the Company's overall financial position and its performance. The continued decline in customer deposits due to reputational concerns has further weakened its liquidity position. These events and conditions indicate the existence of a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern, which is dependent upon regulatory support from Bangladesh Bank. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated and separate financial statements of the current period. These matters were addressed in the context of our audit of the consolidated and separate financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Description of key matters	Our response to key audit matters
Measurement of provision for loans, advances and leases	
We have focused on the following significant judgements and estimates which could give rise to material misstatement or management bias: ➢ Completeness and timing of recognition of loss events in accordance with criteria set out in Bangladesh Bank's guidelines issued time to time. ➢ For individually assessed provisions, the measurement of the provision may be dependent on the valuation of collateral, estimates of exit values and the timing of cash flows; ➢ Provision measurement is primarily dependent upon key assumptions relating to probability of default, ability to repossess collateral and recovery rates. At year end 2025 the Company reported total gross loans, advanced and leases of amount of Taka 747.09 crore (2024: amount of Taka 758.88 crore) and provision for loans and advanced of amount to Taka 226.04 crore for 2025 (2024: amount of Taka 216.53 crore).	We tested the design and operating effectiveness of key controls focusing on the following: • Assessed the methodologies on which the provision amounts based, recalculated the provisions and tested the completeness and accuracy of the underlying information; and • Finally assessed the appropriateness and presentation of disclosures against relevant accounting standards and Bangladesh Bank guidelines.
See Note 7 and 14.01 to the Financial Statements for more details.	
Interest income recognition	
Recognition and measurement of interest income involve complex IT environment as well as require critical estimates and judgment. Since interest income from loans and advances is one of the key performance indicators of the Company there is an inherent risk of fraud and error in recognition of interest income. Accordingly, this has been considered as key audit	We tested the design and operating effectiveness of key controls including automated control over recognition and measurement of interest on loans and advances. For selected customers and loan files on sample basis we have also performed substantive test of details including recalculation and cut-of testing to check accuracy of interest income. Finally, we also conducted substantive analytical procedures to assess reasonableness of interest recognized during the year with reference to the product wise outstanding loan balances.
See note no 21 to the financial statements	

Description of key matters	Our response to key audit matters
Adequacy of income tax provision and measurement of deferred tax assets	
Calculation of income tax provision required compliance with the Income Tax Act 2023 including careful consideration of various temporary and permanent differences. Furthermore, upon final settlement of pending tax assessments any excess or short provision of current tax is also adjusted in the current year. Finally, significant judgment is required in relation to deferred tax assets as their recoverability is dependent on forecasts of future profitability over a number of years. Accordingly, this area has been considered as key audit matter. At year end of 2025 the Company reported income tax provision of Taka 48.59 crore (2024: Taka 31.73) and corresponding current income tax charges of Taka 0.22 crore for 2025 (2024: amount to Tk. 0.16 crore). In addition, total deferred tax assets of Taka 0.35 crore for 2025 (2024: 0.34 crore) recognized by the Company.	We obtained an understanding, evaluated the design and tested the operational effectiveness of the Company's key controls over the recognition and measurement of both current tax and deferred tax, including the assumptions used in estimating the Company taxable income. We reviewed tax position for those years where income tax assessment is pending and assess adequacy of tax provision recorded by the Company. Special focus attention was given to any reversal/adjustment of income tax provision from prior year. We also assessed the completeness and accuracy of the data used for the estimations of future taxable income. The Company has not sufficient taxable profit to recover the deferred tax assets in foreseeable future. We involved tax specialists to assess key assumptions, controls, recognition and measurement of current and deferred tax. Finally assessed the appropriateness and presentation of disclosures against IAS 12 Income Tax including deduction of DTA on specific provision from regulatory capital.
See note no 14.04 & 10.04 and Provision for tax in Profit and Loss Account to the financial statements	
Legal and regulatory matters	
We focused on this area because the Company's operates in a legal and regulatory environment that is exposed to significant litigation and similar risks arising from disputes and regulatory proceedings. Such matters are subject to many uncertainties and the outcome may be difficult to predict. These uncertainties inherently affect the amount and timing of potential outflows with respect to the provisions which have been established and other contingent liabilities.	We obtained an understanding, evaluated the design and tested the operational effectiveness of the Company's key controls over compliance with various regulatory directives and process to create provision, if any. We enquired to those charged with governance to obtain their view on compliance status of all regulatory matters. We enquired of the Company internal legal counsel for all significant litigation and regulatory matters and inspected internal notes and reports. We also assessed the Company's provisions and contingent liabilities disclosure.
Implementation of IFRS 16 Leases	
IFRS 16 modifies the accounting treatment of operating lease at inception, with the recognition of a right of use (ROU) on the list asset and of a liability for the lease payments over the lease contract term. With respect to operating leases of premises used by the Company, at inception of the lease, the lessor receives a right of using the premises, in exchange of a lease debt, using an implicit discount rate. Our key audit matter was focused on all leasing arrangements within the scope of IFRS 16 are identified and appropriately included in the calculation of the transitional impact and specific assumptions applied to determine the discount rates for lease are inappropriate.	In responding to the identified key audit matter, we complete the following audit procedures; Assessed the design and implementation of key controls pertaining to the determination of the IFRS 16 Leases impact on the financial statements of the Company; Assessed the appropriateness of the discount rates applied in determining lease liabilities; Verified the accuracy of the underlying lease data by agreeing to original contract and checked the accuracy of the IFRS 16 calculations through recalculation of the expected IFRS 16 adjustment; and assessed whether the disclosures within the financial statements are appropriate in light of the requirements of IFRS.
See note no 9, 14.07.01 & 27.01 to the financial statements	

Description of key matters	Our response to key audit matters
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 to the production environment 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 requests for access to systems were appropriately reviewed and authorized. We tested the Company's periodic review of access rights and reviewed requests of changes to systems for appropriate approval and authorization. We considered the control environment relating to various interfaces, configuration and other application layer controls identified as key to our audit.

Reporting on other information

Management is responsible for the other information. The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

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 identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, on the other information obtained prior to the date of this audit report, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

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 Companying accordance with IFRSs as explained in Note 2, and for such internal control as management determines is necessary to enable the preparation of consolidated and separate financial statements that are free from material misstatement, whether due to fraud or error.

In preparing these 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 are responsible for overseeing the Company's financial reporting process.

Auditors' Responsibilities for the Audit of the Financial Statement

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. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment 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, misrepresentations, 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 in the circumstances.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a 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 a material uncertainty exists, we are required to draw attention in our auditor's report to the related 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 the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We also provide those charged with governance with a statement that we have completed with relevant ethical requirements regarding independence and to communicate with them all relationships and 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 significance in the audit of the financial statement of our 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 communication.

Report on other Legal and Regulatory Requirements

In accordance with the Companies Act, 1994, the Securities and Exchange Rules 1987, the Financial Institutions Act, 2023 and the rules and regulations issued by Bangladesh Bank (as amended up to date), we also report that, except for the matters described in the Basis for Qualified Opinion and Emphasis of Matter paragraphs;

a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose 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 those books;

c) the consolidated balance sheet and consolidated profit and loss account together with the annexed notes dealt with by the report are in agreement with the books of account and returns;

d) the expenditures incurred were for the purpose of the Company's business for the year;

e) the financial statement of the Company has been drawn up in conformity with the Financial Institution 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 i.e., '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 85% of the risk weighted assets of the Company and we have spent around 2,240 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

q) the Company relevant to classification, provisioning and calculation of interest suspense;

r) the financial statements of the Company have been drawn up in conformity with prevailing rules, regulations and accounting standards as well as related guidance issued by Bangladesh Bank and considering Bangladesh Bank letter Ref. FIID(I-10(2)/2026-354, dated 07 June 2026;

s) the Company has complied with Bangladesh Bank DFIM circular no.11, dated-23 December 2009, in preparing these financial statements; and

t) All other issues which in our opinion are important for the stakeholders of the Company have been adequately disclosed in the audit report.

Kazi Zahir Khan & Co.
Chartered Accountants
FRC Registration # CAF-001-116



Mohammed Alamgir Kabir FCA
Partner
Enrolment No. 1483

Dhaka, Bangladesh
Date: 29 June, 2026
DVC: 2606291483AS301397

Financial Statements

First Finance PLC.
Balance Sheet
As at 31 December 2025

Particulars	Notes	Amount in BDT	
		2025	2024
PROPERTY AND ASSETS			
Cash	3	**34,967,440**	**35,143,379**
Cash in hand (including foreign currencies)		92,741	51,466
Balance with Bangladesh Bank and its agent bank(s) (including foreign currencies)		34,874,699	35,091,913
Balance with Other Banks and Financial Institutions	4	**419,547,951**	**430,411,129**
Inside Bangladesh		419,547,951	430,411,129
Outside Bangladesh		-	-
Money at call and on short notice	5	-	-
Investments	6	**24,954,494**	**10,681,699**
Government		14,266,290	-
Others		10,688,204	10,681,699
Leases, Loans and Advances	7	**7,470,923,337**	**7,588,894,890**
Loans, Cash Credits, Overdrafts, etc.		7,470,923,337	7,588,894,890
Bills Purchased and Discounted	8	-	-
Fixed assets including premises, furniture and fixtures	9	68,670,509	88,940,378
Other assets	10	566,975,447	536,594,175
Non-banking assets	11	176,677,732	176,677,732
Total Assets		**8,762,716,910**	**8,867,343,382**
LIABILITIES & CAPITAL			
Liabilities			
Borrowings from Other Banks, Financial Institutions and Agents	12	**1,282,931,675**	**1,191,494,502**
Deposits and Other Accounts	13	**6,249,450,662**	**6,224,604,572**
Current deposits and other accounts		-	-
Bills payable		-	-
Savings bank deposits		-	-
Fixed/term deposits		6,224,483,662	6,198,617,572
Monthly Savings Scheme		24,967,000	25,987,000
Bearer certificate of deposit		-	-
Other deposits		-	-

Particulars	Notes	Amount in BDT	
		Dec 31, 2025	Dec 31, 2024
Other Liabilities	14	6,684,046,326	5,939,553,695
Total Liabilities		**14,216,428,663**	**13,355,652,769**
Capital/ Shareholders' Equity			
Paid-up capital	15	1,185,446,630	1,185,446,630
Statutory reserve	16	369,944,452	369,944,452
General reserve	17	-	-
Retained earnings	18	(7,009,102,835)	(6,043,700,469)
Total Shareholders' Equity		**(5,453,711,753)**	**(4,488,309,387)**
Total Liabilities and Shareholders' Equity		**8,762,716,910**	**8,867,343,382**
Off-Balance Sheet Items			
Contingent liabilities	19		
Acceptances and endorsements		-	-
Letters of guarantee		-	-
Irrevocable letters of credit		-	-
Bills for collection		-	-
Other contingent liabilities		-	-
		-	**-**
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 and other commitments		-	-
		-	**-**
Total off-Balance Sheet items including contingent liabilities		**-**	**-**
Net Asset Value per Share (NAV)		**(46.01)**	**(37.86)**

The accompanying notes form an integral part of this financial statement.

The accompanying notes form an integral part of this financial statement.

Shah Md. Abdul Bari	**Amatun Noor**	**Md. Habibur Rahman**	**Abu Zakir**
Chief Executive Officer	Director	Director	Acting Chairman

Signed in terms of our report of even date annexed

Kazi Zahir Khan & Co
Chartered Accountants
FRC Registration #CAF-001-116

Mohammed Alamgir Kabir FCA
Enrollment no. : 1483
Partner

Dhaka, Bangladesh
Date: 29 June, 2026
DVC: 2606291483AS301397

First Finance PLC.
Profit and Loss Account
For the Year ended 31 December 2025

Particulars	Notes	Amount In Taka	
		2025	2024
Interest income	21	218,790,016	253,101,631
Interest paid on deposits, borrowings, etc.	22	(733,297,642)	(687,287,550)
Net interest income		**(514,507,626)**	**(434,185,918)**
Investment income	23	32,945	233,043
Commission, exchange and brokerage	24	-	-
Other operating income	25	1,218,237	5,375,642
		1,251,182	**5,608,685**
Total operating income		**(513,256,443)**	**(428,577,233)**
Salary and allowances	26	86,979,637	89,287,975
Rent, taxes, insurance, electricity, etc.	27	4,643,743	4,100,305
Legal expenses	28	571,550	933,150
Postage, stamps, telecommunication, etc.	29	1,937,648	1,644,864
Stationery, printing, advertisement, etc.	30	1,381,748	1,513,318
Chief Executive Officer's salary and fees	31	4,500,000	-
Directors' fees	32	392,000	475,000
Auditors' fee	33	402,500	345,000
Depreciation and repair of company's assets	34	24,895,861	26,380,563
Other expenses	35	22,902,481	22,170,004
Total operating expenses		**148,607,168**	**146,850,179**
Profit before provision		**(661,863,611)**	**(575,427,413)**
Provision against leases, loans and advances	36	87,935,499	136,130,223
Provision for diminution in value of investments	37	380,660	3,842,510
Other provision		37,526,065	(19,825,328)
Total provision		**125,842,225**	**120,147,405**
Profit before taxation		**(787,705,836)**	**(695,574,818)**
Provision for taxation			
Current tax	14.04	2,200,412	1,550,914
Deferred tax	10.04	(114,834)	(368,679)
		2,085,578	**1,182,235**
Profit after taxation		**(789,791,414)**	**(696,757,052)**
Retained earnings, brought forward		(6,043,700,469)	(5,346,943,416)
Profit available for appropriation		**(6,833,491,882)**	**(6,043,700,469)**
Appropriations:			
Statutory reserve		-	-
General reserve		-	-
Bonus shares		-	-
Cash dividend		-	-
		-	-
Retained earnings, carried forward		**(6,833,491,882)**	**(6,043,700,469)**
Earnings Per Share (EPS)		**(6.66)**	**(5.88)**

The accompanying notes form an integral part of this financial statement.

Shah Md. Abdul Bari	Amatun Noor	Md. Habibur Rahman	Abu Zakir
Chief Executive Officer	Director	Director	Acting Chairman

Signed in terms of our report of even date annexed

Kazi Zahir Khan & Co
Chartered Accountants
FRC Registration #CAF-001-116

Mohammed Alamgir Kabir FCA
Enrollment no. : 1483
Partner

Dhaka, Bangladesh
Date: 29 June, 2026
DVC: 2606291483AS301397

First Finance PLC.
Statement of Cash Flows
For the Year ended 31 December 2025

	Particulars	Notes	Amount in BDT 2025	Amount in BDT 2024
A)	**Cash Flows from Operating Activities**			
	Interest received		209,611,490	219,851,668
	Interest paid		(375,665,963)	(346,754,053)
	Dividend received		32,940	125,089
	Paid to employees		(91,479,637)	(89,287,975)
	Income taxes paid		(6,530,765)	(15,420,494)
	Received from other operating activities		1,214,697	5,483,596
	Paid for other operating activities		(50,788,076)	(50,076,089)
	"Cash generated from operating activities before changes in operating assets and liabilities"		**(313,605,313)**	**(276,078,257)**
	Increase/(decrease) in operating assets liabilities			
	Leases, loans and advances to customers		117,971,553	658,776,756
	Other assets (Exluding AIT)		(23,735,674)	19,261,573
	Deposit from customers		24,846,090	(80,058,229)
	Other liabilities		107,340,657	(403,960,777)
			226,422,626	**194,019,324**
	Net cash from/(used in) operating activities		**(87,182,687)**	**(82,058,933)**
B)	**Cash Flows from Investing Activities**			
	Purchase of fixed assets		(1,135,504)	(1,461,467)
	Proceeds from sale of vehicle		114,695	-
	Proceeds from other investments		(6,505)	2,405,319
	Proceeds from sale of non financial institutional assets		-	-
	Net cash from/(used in) investing activities		**(1,027,314)**	**943,852**
C)	**Cash Flows from Financing Activities**			
	Dividend paid		-	-
	Receipt from borrowing and issuance of debt securities		91,437,174	45,124,252
	Net cash from/(used in) financing activities		**91,437,174**	**45,124,252**
D)	**Net increase in cash and cash equivalents (A+B+C)**		**3,227,174**	**(35,990,829)**
E)	Effect of exchange rate changes on cash and cash equivalents		-	-
F)	Cash and cash equivalents at beginning of the year		465,554,508	501,545,337
G)	**Cash and cash equivalents at end of the year (D+E+F)**		**468,781,681**	**465,554,508**
	Cash and cash equivalents at end of the year:			
	Cash in hand		92,741	51,466
	Treasury Bills		14,266,290	-
	Balance with Bangladesh Bank and its agents bank(s)		34,874,699	35,091,913
	Balance with other banks and financial institutions		419,547,951	430,411,129
			468,781,681	**465,554,508**
	Net operating cash flow per share		**(0.74)**	**(0.69)**

The accompanying notes form an integral part of this financial statement.

Shah Md. Abdul Bari	Amatun Noor	Md. Habibur Rahman	Abu Zakir
Chief Executive Officer	Director	Director	Acting Chairman

Signed in terms of our report of even date annexed

First Finance PLC.

Statement of changes in Shareholders' equity

For the Year ended 31 December 2025

Amount in BDT

Particulars	Paid-up Capital	Share Money Deposit	Statutory Reserve	General Reserve	Retained Surplus	Total
	Taka	Taka	Taka	Taka	Taka	Taka
Balance as on 31 December 2024						
Balance as on 31 December 2024	1,185,446,630	-	369,944,452	-	(5,360,289,352)	(3,804,898,271)
Net Profit for the year ended 31 December, 2024	-	-	-	-	(696,757,053)	(696,757,053)
Addition made during the year	-	-	-	-	13,345,937	13,345,937
Addition made during the year: Charge for FICL& GL	-	-	-	-	-	-
Less: Bonus share issued	-	-	-	-	-	-
Balance as on 31 December 2024	**1,185,446,630**	**-**	**369,944,452**	**-**	**(6,043,700,469)**	**(4,488,309,387)**
Balance as on 31 December 2025						
Balance as on 01 January 2025	1,185,446,630	-	369,944,452	-	(6,043,700,469)	(4,488,309,387)
Less: Prior year adjustment					(9,178,526)	(9,178,526)
Net Profit for the year ended 31 December, 2025	-	-	-	-	(789,791,414)	(789,791,414)
Less: Prior year adjustment for income tax provision	-	-	-	-	(166,432,427)	(166,432,427)
Balance as on 31 December 2025	**1,185,446,630**	**-**	**369,944,452**	**-**	**(7,009,102,835)**	**(5,453,711,753)**

The accompanying notes form an integral part of this financial statement.

Shah Md. Abdul Bari	**Amatun Noor**	**Md. Habibur Rahman**	**Abu Zakir**
Chief Executive Officer	Director	Director	Acting Chairman

Signed in terms of our report of even date annexed

First Finance PLC.
Statement of Liquidity Analysis
(Assets and Liability maturity Analysis)
As at 31 December 2025

Amount in BDT

Particulars	Up to 1 month maturity	1 - 3 months maturity	3 - 12 months maturity	1 - 5 years maturity	More than 5 years maturity	Total
Assets						
Cash	92,741	-	-	-	-	92,741
Balance with Bangladesh Bank and its agent bank(s)	119,172	-	-	-	34,755,527	34,874,699
Balance with other banks and financial institutions	48,661,050	43,862,690	195,246,690	10,000,000	121,777,521	419,547,951
Money at call and on short notice	-	-	-	-	-	-
Investments	-	-	14,266,290	-	10,688,204	24,954,494
Leases, loans and advances	92,560,604	116,708,226	361,879,847	939,943,953	5,959,830,707	7,470,923,337
Fixed assets including assets taken on lease	-	-	-	-	68,670,509	68,670,509
Other assets	-	-	34,421,320	208,514,550	324,039,577	566,975,447
Non-Banking assets	-	-	-	-	176,677,732	176,677,732
Total Assets	**141,433,567**	**160,570,916**	**605,814,147**	**1,158,458,503**	**6,696,439,777**	**8,762,716,910**
Liabilities						
Borrowings from Bangladesh Bank, other banks, financial institutions and agents	152,000,000	10,000,000	834,084,360	286,847,315	-	1,282,931,675
Deposits and other accounts	3,050,000	154,283,327	168,449,841	575,546,182	5,348,121,311	6,249,450,661
Provision and other liabilities	-	15,015,640	206,219,259	474,717,168	5,988,094,260	6,684,046,327
Total Liabilities	**155,050,000**	**179,298,967**	**1,208,753,459**	**1,337,110,665**	**11,336,215,571**	**14,216,428,663**
Net Liquidity Excess/ (Shortage)	**(13,616,433)**	**(18,728,051)**	**(602,939,312)**	**(178,652,162)**	**(4,639,775,794)**	**(5,453,711,754)**

The accompanying notes form an integral part of this financial statement.

Shah Md. Abdul Bari	**Amatun Noor**	**Md. Habibur Rahman**	**Abu Zakir**
Chief Executive Officer	Director	Director	Acting Chairman

Signed in terms of our report of even date annexed

Notes to the Financial Statements

For the Year ended 31 December 2025

1.00 The Company and Its Activities:

First Finance PLC. ("the Company") was incorporated in Bangladesh as a private limited company on 28 June, 1993 in the name of First Lease International Limited and was subsequently converted into a public limited company on 18 July, 1996. The Company obtained license from Bangladesh Bank on 05 October, 1999 under the Financial Institutions Act 1993. The Company is listed with both Dhaka and Chittagong Stock Exchanges of Bangladesh. The company was renamed to First Lease Finance and Investment Limited on 22 February, 2009, and again to First Finance Limited on 29 June, 2014. Thereafter, the company officially changed its name to First Finance PLC. on September 17, 2025.

The registered office of the Company is situated at Jahangir Tower (3rd Floor), 10 Kawran Bazar, Dhaka-1215. At present the company operates its business operation through six (6) branches each at Corporate Branch (Kawran Bazar), Gulshan Branch, Agrabad Branch, Sylhet Branch, Board Bazar Branch & Motijheel Branch.

1.01 Objective of the Company:

The Company provides lease finance for capital machinery, equipment, vehicle etc. both for industrial and commercial purposes. It also provides other loans like term finance, house finance, etc.

2.00 Summary of Significant Accounting Policies and basis of preparation of Financial Statements:

2.01 Statement of compliance

The financial statements of the Financial Institution have been prepared in accordance with International Accounting Standards (IASs), International Financial Reporting Standards (IFRSs) and the requirements of the Finance Company Act 2023, the rules and regulations issued by Bangladesh Bank, the Companies Act 1994. The requirements of the Finance Company Act 2023 and circulars issued by Bangladesh Bank shall prevail in the event of any inconsistency with IFRSs. Material departures from the requirements of IFRS are as follows:

i) Investment in shares and securities

IFRS: As per requirements of IFRS 9 'Financial instruments', all equity investments (shares and mutual funds) are to be measured at fair value with value changes recognized in statement of profit or loss and other comprehensive income for the period, except for those equity investments for which the entity has elected to present value changes in 'other comprehensive income (OCI)'. If an equity investment is not held for trading, an entity can make an irrevocable election at initial recognition to measure it through OCI with only dividend income recognized in profit or loss account.

Bangladesh Bank: As per FID circular 08 dated 03 August, 2002, DFIM Circular No-03 dated 15 February, 2022 and DFIM Circular Letter No-19 dated 14 August, 2022 Investment made as per Bangladesh Bank directives and 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; otherwise investments are recognized at cost.

ii) Provision on loans and advances/investments

IFRS: As per IFRS 9 Financial instruments, Leases, loans and advances shall be recognized and measured at amortized cost (net of any write down for impairment). When any objective evidence of impairment (a loss allowance for expected credit losses) exists for such financial assets, impairment assessment should be undertaken individually or portfolio basis (when assets are not individually significant).

Bangladesh Bank: As per FID circular No. 8 dated 03 August 2002, FID circular No.3 dated 03 May 2006,DFIM circular No. 03, dated 29 April 2013, DFIM circular No. 04, dated 26 July 2021,DFIM circular No. 33, dated 19 December 2021 and DFIM circular No. 37, dated 04 December 2024 a general provision at 0.25% to 5% under different categories of unclassified loans (good/standard loans) has to be maintained regardless of objective evidence of impairment. Also provision for sub standard loans, doubtful loans and bad losses loans has to be provided at 5% to 20%, 20% to 50% and 100% respectively (Note-2.06) for loans and advances depending on the duration of time installments are overdue and also for a instruction to keep special provision of 2% for deferred customers outstanding balance.

iii) Recognition of interest in suspense

IFRS: Leases, loans and advances to customers are generally classified as Non-derivative Financial assets measured at amortized cost as per IFRS 9 and interest income is recognized through effective interest rate method over the term of the loan. Once a loan is impaired, interest income is recognized in profit & loss account on the same basis based on revised carrying amount.

Bangladesh Bank: As per FID circular No.8 dated 03 August 2002 and DFIM circular no. 04 dated 26 July 2021, once a loan is classified, interest on such loans are not allowed to be recognized as income, rather the corresponding amount needs to be credited to an interest suspense account, which is presented as liability in the balance sheet.

iv) Other comprehensive income

IFRS: As per IAS 1 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.

Bangladesh Bank: Bangladesh Bank has issued templates for financial statements which will strictly be followed by all Financial Institutions. The templates of financial statements issued by Bangladesh Bank do not include Other Comprehensive Income nor are the elements of Other Comprehensive Income allowed to be included in a single Other Comprehensive Income (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.

v) Financial instruments-presentation and disclosure

In several cases Bangladesh Bank guidelines categories, recognize, measure and present financial instruments differently from those prescribed in IFRS 7 Financial Instruments - disclosure and IFRS 9 Fiancial Instruments. As such full disclosure and presentation requirements of IFRS 7 and IAS 32 cannot be made in financial statements.

vi) Cash and cash equivalents

IFRS: Cash and cash equivalent items should be reported as cash item as per IAS 7.

Bangladesh Bank: Cash and cash equivalent items such as prize bond is not shown as cash and cash equivalent. Prize bond is shown in investments.

vii) Statement of cash flows

IFRS: The statement of cash flows 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.

Bangladesh Bank: As per DFIM Circular 11 dated 23 December 2009, cash flow is the mixture of direct and indirect methods.

viii) Balance with Bangladesh Bank: (Cash Reserve Requirement)

IFRS: Balance with Bangladesh Bank should be treated as other asset as it is not available for use in day to day operations as per IAS 7.

Bangladesh Bank: Balance with Bangladesh Bank is treated as cash and cash equivalents.

2.02 Basis of preparation of the financial statements

The financial statements and notes thereon have been prepared in accordance with Bangladesh Bank DFIM circular no. 11 dated 23 December 2009 on a going concern concept under historical cost convention and basically on accrual basis of accounting in accordance with International Accounting Standards/International Financial Reporting Standards so far adopted in Bangladesh as International Accounting Standards/International Financial Reporting Standards by the Institute of Chartered Accountants of Bangladesh, the Finance Company Act 2023, the Companies Act 1994 and other applicable laws and regulations.

2.02.01 Going Concern:

The financial statements of First Finance PLC. for the year ended 31 December 2025 have been prepared on a going concern basis, which contemplates the realization of assets and the settlement of liabilities in the regular course of business.

As per the audited financial position of the Company as at 31 December 2025, the following significant financial challenges were noted:

- The Company incurred a net loss of BDT 789.79 million during the year ended 31 December 2025 (2024: BDT 696.76 million), primarily driven by a substantial increase in non-performing loans.
- The accumulated losses of the Company stood at BDT 7,009.10 million, resulting in negative retained earnings and erosion of shareholders' equity.
- The Company's Classified Loan, Lease, and Advances Ratio (CL Ratio) as at 31 December 2025 was recorded at 88.24%.

- Due to the high level of non-performing assets, the Company has been unable to generate adequate interest income, resulting in both interest loss and operational loss.
- Despite the above, the Board of Directors and Management believe that the going concern assumption remains appropriate, based on the following justifications:

1. Strategic Initiatives Undertaken

The Company has initiated a number of strategic actions to stabilize its operations and gradually return to financial health. These include:

- **Recovery Acceleration:** An intensive recovery drive is being carried out, focusing on large classified accounts. In 2025, the Company recovered BDT 383.74 million from loans, leases, and advances.
- **Deposit Mobilization:** The Company is actively sourcing new deposits. During 2025, a total of BDT 85.64 million in fresh deposits was mobilized.
- **Strengthening Recovery Infrastructure:** A dedicated recovery team has been restructured with specialized personnel for aggressive and efficient follow-up, legal action, and effective negotiations with borrowers.
- **Prudent Lending Activities:** Limited new disbursements have resumed, including BDT 21.80 million in 2025, with BDT 6.9 million under CMSME financing in compliance with regulatory priorities.
- **Regular Liability Servicing:** The Company has been maintaining regular interest payments to retail depositors and settling matured TDRs promptly. Negotiated settlements with institutional depositors have been maintained.

2. Engagement with Regulators

- A detailed Time-Bound Action Plan has been submitted to Bangladesh Bank to address the weaknesses in the Company's CAMELS rating.
- A Three-Year Plan has also been shared with Bangladesh Bank to gradually meet the required Capital Adequacy Ratio.
- The Bangladesh Securities and Exchange Commission (BSEC) held a routine meeting with the Company and advised on increasing recovery efforts and transmitting fresh deposit and bring innovative loan products to improve market competitiveness and regain financial soundness.

3. Support from Bangladesh Bank

Bangladesh Bank continues monitor the situation and earlier extended deferral facilities regarding provisioning shortfall up to FY 2027. This regulatory support has been instrumental in providing breathing room for the Company to take corrective actions.

4. Management's Outlook

The Company has set an aggressive recovery target of Taka 1,200 million (Taka 120.00 crore) for 2026. A number of high-value default cases are expected to be resolved through settlements, litigation and regularization of loan/lease. Further strategic initiatives are in progress to enhance operational efficiency, regain depositor confidence, and explore long-term funding options, including refinancing.

5. Material Uncertainty Related to Going Concern

Notwithstanding the ongoing efforts and management's confidence, material uncertainties remain regarding the Company's ability to continue as a going concern, primarily due to:

- The high CL Ratio and resulting provisioning requirements;
- Accumulated losses and capital shortfall;
- Dependence on successful implementation of the recovery plan and continued regulatory support.

That being said, as there is a few uncertainty related to the entity's ability to continue as a going Concern and therefore few challenges to be faced for realizing its assets and discharges its liabilities in the normal course of business. However, no such adjustments have been made in the current financial statements, as the Board of Directors believes that the going concern basis of preparation remains appropriate at this stage.

2.02.02 Functional Currency and Presentation Currency:

The financial statements have been prepared and presented in Bangladesh Currency (Taka), which is the Company's functional currency. All financial information presented have been rounded off to the nearest Taka except where indicated otherwise.

2.02.03 Use of estimates and judgments:

The preparation of financial statements in conformity with International Financial Reporting Standards (IFRSs) requires management to make judgments, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, revenue and expenses. It also requires disclosures of contingent assets and contingent liabilities at the date of the financial statements. Provisions and accrued expenses are recognized in the financial statement in line with the International Accounting Standard (IAS) 37 "Provisions, Contingent Liabilities and Contingent Assets" when-

- the Company has a legal or constructive obligation as a result of past event.
- it is probable that an outflow of economic benefit will be required to settle the obligation.
- a reliable estimate can be made of the amount of the obligation.

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 particular, information about significant areas of assumptions, estimations and judgments in applying accounting policies that have the most significant effect on the amount recognized in the financial statements are described in the following notes

Note 2.02.01	Going Concern
Note 2.03.01	IFRS 16: Leases
Note 9	Depreciation and useful life duration of assets
Note 10.04	Deferred tax asset
Note 14.04	Provision for corporate tax
Note 45.03	Contingent Liabilities
Note 14.01 & 14.08	Provision for Loans and Other Assets

2.02.04 Materiality and Aggression:

Each material item considered by management as significant has been presented separately in financial statements. No amount has been set off unless the company has a legal right to set off the amount and intends to settle on net basis. Income and expenses are presented on a net basis only when permitted by the relevant accounting standards.

2.02.05 Foreign Currency Translation:

Transactions in foreign currencies are translated to Bangladesh Taka at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities are converted at the rates prevailing at the Balance Sheet date. Non-monetary assets and liabilities denominated in foreign currencies, stated at historical cost are translated into Bangladesh Taka at the exchange rate ruling at the date of transaction.

2.02.06 Reporting Period:

The financial statements cover one year from 01 January, 2025 to 31 December, 2025.

2.03 Revenue recognition:

2.03.01 Accounting for leases (IFRS 16)

Starting 1st January 2020, IFRS 16 has been adopted and all leasing arrangements except those having less than 12 months of useful life and underlying asset values considered low value when new, have been capitalized as "right to use" assets with a corresponding financial liability on the balance sheet.

Leased assets are capitalized from the start date of the lease agreement at the present value of the future leased payments, based on the rate of interest entered in the asset master data. Low value and short term leases (<12months) have been excluded from the recognition requirements and expensed in operating profit as rental costs. Lease reassessment and lease modification to increase/decrease the value of an asset depending on a change in scope of lease agreement can be made if necessary.

The asset is written off on a straight-line basis over the tenure of the lease agreements. Hence, the useful life of any lease assets depends on the number of periods the assets can be used. The useful life of such assets are dependent on individual agreement and can vary from one agreement to another.

The ROU Asset has been recognized as an Asset as part of Property, Plant & Equipment and details are provided in Annexure A and Note 9. The Lease Liability has been recognized under other liability and details are provided in Note 14.07.01

2.03.02 Accounting for term loan

This consists of short-term finance, long-term finance and house finance, books of account where for are maintained based on accrual method of accounting. Outstanding loans along with interest accrued thereon for short-term finance and unrealized principal for long-term finance and house finance are accounted for as finance assets of the Company. Interest earns from such loan is recognized as operational revenue periodically.

2.03.03 Interest on bank deposit

Interest income on balances with other banks and financial institutions are recorded on accrual basis of accounting.

2.03.04 Other operational income

Other operational income is recognized as and when accrued. Such income comprises of service charge, transfer fee, income during construction period (IDCP), delinquent charge and miscellaneous receipts.

2.03.05 Accounting for investment in marketable securities

These securities are bought and held primarily for the purpose of selling in future or hold for dividend income. These are reported at cost. Unrealized gains are not recognized in the Profit & Loss Account. But provision for diminution in value of investment is provided in the financial statements which market price is below the cost price of investment as per Bangladesh Bank guideline (**note-14.03)**.

2.04 Books of accounts

The Company maintained books of account for main business electronically through soft automation.

2.05 Property, plant and equipment

Own financed-assets

Property, plant and equipment (fixed assets) acquired under own finance of the Company are stated at cost less accumulated depreciation. The cost of an item of fixed assets comprising its purchase price and any directly attributable costs associated with bringing the asset to its working condition for its intended use as per IAS - 16 " property, plant and equipment."

Subsequent expenditure on property, plant and equipment

Subsequent expenditure is capitalized only when it increases the future economic benefits from the assets. All other expenditures are recognized as an expense as and when they are incurred.

Depreciation on fixed assets

Fixed assets are reflected in the financial statements at cost less depreciation. Depreciation on fixed assets under the Company's own use is charged consistently on reducing balance method at various rates throughout the estimated useful lives of the assets.

The rates of depreciation on various classes of fixed assets are as under:

Sl #	Category of fixed assets	Rate
1	Land and building	Nil
2	Motor vehicles	20%
3	Furniture and fixtures	10%
4	Office equipment	15%
5	Software	20%

2.06 Provision for bad and doubtful debts/investment

Provisions for leased assets have been made on the basis of Bangladesh Bank FID circular nos. 14, 08 and 01, dated 26 June 2000, 03 August 2002 respectively FID Circular No.11 of 2005, FID Circular No. 03 of 2006, 03 January 2007 and DFIM circular No. 03, dated 29 April 2013, DFIM circular No. 04, dated 26 July 2021, DFIM circular No. 33, dated 19 December 2021 and DFIM circular No. 37, dated 04 December 2024 issued by Bangladesh Bank. The provision made up to Balance Sheet date is considered adequate in the opinion of management to meet any probable losses.

The provision rates are given below:

General Provision on:	Rate
Unclassified (CMSME)	0.25%
Unclassified (Term Loan)	1%
Special Mentioned Account (CMSME)	0.25%
Special Mentioned Account (Term Loan)	5%
Sub Standard (CMSME)	5%
Sub Standard (Term Loan)	20%
Doubtful (CMSME)	20%
Doubtful (Term Loan)	50%
Bad/loss	100%

2.07 Income tax

Current tax

a) Provision for corporate income tax is made in the accounts after considering taxable allowances, disallowances and previous assessed loss (if any) as per income tax laws. The rate of corporate income tax applicable for the Company is 37.50%. However, any short/ excess provision, if any, is accounted for the year of finalization of assessment.

Deferred tax

Deferred tax liabilities are the amount of income tax payable in future periods in respect of taxable temporary differences. Deferred tax assets are the amount of income taxes recoverable in future periods in respect of deductible temporary differences. Deferred tax assets and liabilities are recognized for the future tax consequences of timing differences arising between the carrying values of assets, liabilities, income and expenditure and their respective tax bases. Deferred tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantially enacted at the Balance Sheet date. The impact on the account of changes in the deferred tax assets and liabilities has also been recognized in Profit and Loss Account as per IAS-12 "Income Taxes".

2.08 Non-banking assets

This represents assets acquired by the company as per judgment of Honorable court against leases, loans and advances.

2.09 Employee benefit obligation

The Company has a recognized provident fund scheme for its employees. The fund consists of contributions both from employees and the employer at a predetermined rate. The fund is approved as a recognized Provident Fund by NBR within the meaning of section 2(52), and read with the provision of part –B of the first schedule of Income Tax Ordinance 1984. The recognition took effect from 31 August 2008. The fund is administered by a Board of Trustees and invested separately from the Company's assets. The Company has operates a Group Insurance Policy & earn leave encashment policy for its permanent employees. The Company also operates an funded gratuity scheme for its permanent employees.

2.10 Liabilities and provisions

All material liabilities and provisions have been included in these financial statements when the Company has a present obligation, legal or constructive result of a past event and it is probable that an outflow of economic benefits will be required to settle that obligation and a reliable estimate can be made thereof.

2.11 Interest on bank loan

Interest on bank loan is accounted for on an accrual basis and charged to Profit & Loss Account under the head "Interest paid on deposits, borrowing etc." at the implicit rate of interest.

2.12 Statement of Cash Flows

Statement of Cash Flows has been prepared in accordance with IAS-7 (direct method) following the format given by the Bangladesh Bank vide DFIM Circular No-11 dated 23 December 2009. A reconciliation of net profit with cash flows from operating activities making adjustment for non-cash items, for non-operating items and for the net changes in operating accruals has been presented in Note-40.00 in compliance with clause 5(2)(e) of the BSEC notification (No. BSEC/CMRRCD/2006-158/208/Admin/81 dated 20.06.2018).

2.13 Compliance of International Financial Reporting Standards (IFRS)

S.L.	Name of IAS/IFRS	Status
1	IAS 1: Presentation of Financial Statements	Complied
2	IAS 7: Statement of Cash Flows	Complied
3	IAS 8: Accounting Policies, Changes in Accounting Estimates and Errors	Complied
4	IAS 10: Events after the Reporting Period	N/A
5	IAS 12: Income Taxes	Complied
6	IAS 16: Property, Plant & Equipment	Complied
7	IAS 19: Employee Benefits	Complied
8	IAS 23: Borrowing Costs	Complied
9	IAS 24: Related Party Disclosures	Complied
10	IAS 32: Financial Instruments: Presentation	Complied
11	IAS 33: Earnings per Share	Complied
12	IAS 34: Interim Financial Reporting	Complied
13	IAS 36: Impairment of Assets	Complied
14	IAS 37: Provisions, Contingent Liabilities and Contingent Assets	Complied
15	IAS 38: Intangible Assets	Complied
16	IFRS 7: Financial Instruments: Disclosures	Complied
17	IFRS 8: Operating Segments	Complied
18	IFRS 9: Financial Instruments	Complied
19	IFRS 13: Fair Value Measurement	Complied
20	IFRS 15: Revenue from Contracts with Customers	Complied
21	IFRS 16: Leases	Complied

2.14 Consolidation procedure for Branch Accounting

A separate set of records for consolidation of the Financial statements of the branches are maintained at Head Office of the Company at Dhaka from which these accounts are drawn up.

2.15 Statement of liquidity

The liquidity statement has been prepared in accordance with the remaining maturity grouping of the value of assets and liabilities at 31 December 2025.

2.16 Consistency

In accordance with the International Financial Reporting Standards framework for the presentation of financial statements together with IAS- 1 “Presentation of Financial Statements” and IAS - 8 “Accounting Policies, Changes in Accounting Estimates and Errors,” the Company applies the accounting principles and disclosure consistently from one period to the next.

2.17 Risk management

The Company has taken initiative to bring down business risk at an acceptable level by implementing the risk management guidelines covering the following risk areas.

2.17.01 Asset/Liability management

The Company has an Asset-Liability Committee (ALCO) to monitor financial risk and liquidity risk of the Company. The financial risk is defined as potential change in earnings due to change in rate of interest, foreign exchange rates which are not of trading nature. ALCO reviews the liquidity requirement, the maturity of assets and liabilities, deposits and lending pricing strategy and the liquidity contingency plan on a regular basis.

2.17.02 Credit risk management

Credit risk is one of the major risks of the Company that may be simply defined as the potential that a borrower or counter party will fail to meet its obligation in accordance with the agreed terms and conditions. To assess and mitigate the credit risk, the management has implemented Credit Risk Management (CRM) manual. Accordingly Company's credit risk management activities have been designed to identify measure, monitor and control all these issues in line with basic principles of credit management. All the instructions of Bangladesh Bank relating to credit are strictly followed while sanctioning a credit. Loans/leases are classified as per Bangladesh Bank guidelines and provisions are maintained as per those guidelines.

2.17.03 Prevention of money laundering

Money laundering risk is defined as the loss of reputation and expenses incurred as penalty for being negligent in prevention of money laundering. In order to manage the risk of money laundering, the Company has an effective Anti-Money Laundering Program in line with Anti-Money Laundering Act and Bangladesh Bank guidelines. The Company employed a Chief Anti-Money Laundering Compliance Officer (CAMLCO) at Head Office and Compliance Officers (BAMLCO) at branches who independently review the transactions of the accounts to verify suspicious transactions. The Company developed manuals for prevention of money laundering and introduced Know Your Customer (KYC) program and Transaction Profile (TP) of customers at branch level and all other regulations are being complied meticulously. Continuous training is being imparted to all categories of Officers and Executives to enhance expertise for identifying suspicious activities and transactions.

2.18 Head Office and Branches

The Company's Head Office is located at Jahangir Tower (3rd Floor), 10 Kawran Bazar, Dhaka- 1215. The branches are located at:

i. Corporate Branch :

Jahangir Tower (3rd Floor), 10 Kawran Bazar C/A, Dhaka-1215.

ii. Agrabad Branch :

Ayub Trade Center (5th Floor) (East Side), 1269/B, Sheikh Mujib Road, Agrabad, Chattogram-4000.

iii. Gulshan Branch :

Gulshan Bhaban, Plot No. 355 (1st Floor), A.K. Khandaker Sarak, Mohakhali, Dhaka-1212

iv. Sylhet Branch :

H S Tower (3rd Floor), Fayzu Manson, East Dargah Gate, Sylhet.

v. Board Bazar Branch

Member Complex (3rd Floor), Board Bazar, Gazipur-1704.

vi. Motijheel Branch

Elite House (2nd Floor), 54 Motijheel C/A, Dhaka-1000.

2.19 Components of financial statements

These financial statements consist of Balance Sheet, Profit & Loss Account, Statement of Cash Flows, Statement of changes in shareholders' equity and notes thereto.

2.20 Regulatory and legal compliance

The Company complied with the requirements of applicable laws and regulations.

2.21. Previous year's figures

Previous year's figures, wherever considered necessary, have been rearranged /restated /reclassified, for the purpose of comparison with current year's presentation without any impact on the profit and value of assets and liabilities as reported in the financial statements.

Notes	Particulars	Amount in Taka	
		2025	2024
3.00	**Cash**		
	Cash in hand (including foreign currencies)		
	In local currency	92,741	51,466
	In foreign currency	-	-
		92,741	**51,466**
	Balance with Bangladesh Bank and its agent bank(s)		
	(including foreign currencies)		
	In local currency	34,874,699	35,091,913
	In foreign currency	-	-
		34,874,699	**35,091,913**
		34,967,440	**35,143,379**
3.01	**Statutory deposits**		
3.01.01	**Cash Reserve Requirement (CRR) and Statutory Liquidity Ratio (SLR)**		
	Cash reserve requirement and statutory liquidity ratio have been calculated and maintained in accordance with section 09 of the Finance Company Act 2023, FID circular no. 6 dated 06 November 2003 and DFIM circular no. 03 dated 21 June 2020.		
	(a) Cash Reserve Requirement (CRR)		
	Required reserve (1.5% of Term and Other Deposits)	34,684,597	34,685,625
	Actual reserve maintained	34,755,527	35,091,913
	Surplus	**70,930**	**406,288**
	(b) Statutory Liquidity Ratio (SLR)		
	Required reserve (5% of Total Liabilities)	434,169,300	404,473,873
	Actual reserve maintained	444,954,061	465,554,508
	Surplus	**10,784,761**	**61,080,635**
4.00	**Balance with Other Banks and Financial Institutions**		
	Inside Bangladesh (note 4.01)	419,547,951	430,411,129
	Outside Bangladesh (note 4.02)	-	-
		419,547,951	**430,411,129**
4.01	**Inside Bangladesh**		
	Current accounts with:		
	National Bank Limited, Kawran Bazar Branch, Dhaka	43,065	43,985
	One Bank Limited, Kawran Bazar Branch, Dhaka	877,713	301,548
	Social Islami Bank Limited, Mouchak Branch, Dhaka	16,985,785	1,496,905
	Midland Bank Limited, Principal Branch, Dhaka	63,844	64,649
	IFIC Bank Limited, Kawran Bazar Branch, Dhaka	2,307,742	2,665
	IFIC Bank Limited, Ambarkhana Branch, Sylhet	5,628	6,660
	Prime Bank Limited, Wari Branch, Dhaka	3,192	852
	Bank Asia Limited, Kawran Bazar Branch, Dhaka	333,678	1,460,098
	Bank Asia Limited, Kawran Bazar Branch, Dhaka	1,071,705	212,256
	Bank Asia Limited, Kawran Bazar Branch, Dhaka	475,151	313,532
	Southeast Bank Limited, R.K Mission Road, Dhaka	1,604,685	328,705
	Sub-total	**23,772,187**	**4,231,854**

Notes	Particulars	Amount in Taka	
		2025	2024
4.01	**Short-term deposit accounts with:**		
	United Commercial Bank Limited, Kawran Bazar Branch, Dhaka	379,142	377,055
	IFIC Bank Limited, Dhanmandi Branch, Dhaka	2,531,984	2,495,948
	Shahjalal Islami Bank Limited, Kawran Bazar Branch, Dhaka	483,309	476,584
	United Commercial Bank Limited, Kawran Bazar Branch, Dhaka	248,825	728,428
	IFIC Bank Limited, Sheikh Mujib Road Branch, Chittagong	368,845	300,417
	Bank Asia Limited, Mohakhali Branch, Dhaka	13,277	24,096
	Bank Asia Limited, Sylhet Main Branch, Sylhet	185,550	294,420
	IFIC Bank Limited, Gulshan Branch, Dhaka	114,121	28,320
	IFIC Bank Limited, Kawranbazar Branch, Dhaka	112,221	4,392,213
	One Bank Limited, Kawranbazar Branch, Dhaka	2,408,799	937,839
	Mutual Trust Bank Limited, Principal Branch, Dhaka	282,543	281,230
	Mutual Trust Bank Limited, Principal Branch, Dhaka	61,848	62,454
	Premier Bank Limited, Board Bazar Branch	234,804	185,427
	Eastern Bank Limited, Sonargoan Road Branch, Dhaka	147,965	148,322
	IFIC Bank Limited, Motijheel Branch, Dhaka	106,691	164,266
	Bank Asia Limited, Corporate Branch, Dhaka	374,911	91,233
	Mutual Trust Bank Limited, Panthapath Branch, Dhaka	206,083	403,208
	City Bank Limited, Pallabi Branch, Dhaka	133,287	86,402
	Bank Asia Limited, Kawran Bazar Branch, Dhaka	5,419,006	842,727
	Bank Asia Limited, Tongi Branch	2,825	2,825
	Bank Asia Limited, Principal Office, Dhaka	1,562	16,603
	Bank Asia Limited, Agrabad Branch	807,156	1,439,829
	Southeast Bank Limited, R.K Mission Road, Dhaka	7,862,474	7,575,008
	Sub-total	**22,487,226**	**21,354,852**
	Fixed deposit accounts with:		
	People's Leasing and Financial Services Limited	116,125,899	116,125,899
	International Leasing and Financial Services Limited	86,900,967	86,900,967
	Southeast Bank Limited	43,246,119	48,386,822
	NCC Bank Limited	24,235,684	22,630,032
	NRB Bank Limited	-	11,137,887
	IFIC Bank Limited	38,412,429	47,126,080
	Eastern Bank Limited,FDR A/C #0000042	5,960,157	5,529,966
	UCB FDR A/C # 0441403000000182	-	10,710,180
	Eastern Bank PLC FDR A/C # 1055200000047	11,403,911	10,595,042
	UCB FDR A/C # 0441403000000193	-	5,353,530
	UCB FDR A/C # 0441403000000207	-	5,353,530
	Eastern Bank PLC FDR A/C # 1095940000017	23,454,391	21,592,528
	NRB Bank FDR A/C # 1013390190875	-	5,397,480
	NRB Bank FDR A/C # 1013390190886	-	5,397,480
	UCB FDR A/C # 0441454000000041	5,192,500	-
	UCB FDR A/C# 0441454000000030	5,192,500	-
	UCB FDR A/C # 0441454000000052	5,192,500	-
	UCB FDR A/C# 0441454000000063	5,192,500	-
	Bank Asia FDR A/C # 01255062931	2,778,980	2,587,000
	Sub-total	**373,288,538**	**404,824,423**
	Grand Total	**419,547,951**	**430,411,129**
4.02	**Outside Bangladesh**		
4.03	**Maturity grouping of balances with other banks and financial institutions**		
	On demand	46,259,413	25,586,706
	Up to 3 months	-	-
	Over 3 months but up to 1 year	373,288,538	404,824,423
		419,547,951	**430,411,129**

Notes	Particulars	Amount in Taka	
		2025	2024
5.00	**Money at Call and on Short Notice**		
	Money at Call and on Short Notice	-	-
		-	**-**
6.00	**Investments**		
6.01	**Government securities**		
	Treasury Bills	14,266,290	-
	National Investment Bond	-	-
	Bangladesh Bank Bill	-	-
	Government Notes/Bonds	-	-
	Prize Bonds	-	-
	Others	-	-
		14,266,290	**-**
6.02	Other Investments (note 6.02.01)		
	Share Investment	10,624,100	10,624,096
	Receivable from Sheltech Brokerage Limited	36,637	36,787
	Receivable from BLI Securities Limited	27,467	20,817
		10,688,204	**10,681,699**
		24,954,494	**10,681,699**

6.02.01 Other Investments - in Shares and Debentures

Shares:

Sector	Quantity		Cost Price (Taka)	
	2025	2024	2025	2024
Bank	148,726	148,726	2,188,381	2,188,381
Cement	-	-	-	-
Chemicals	233,071	233,071	6,858,769	6,858,769
Fuel & Power	45,000	45,000	1,576,950	1,576,950
Telecommunication	-	-	-	-
Total	426,797	426,797	10,624,100	10,624,100

6.03 Valuation of investments

Particulars	Quantity		Cost Price (Taka)	
	2025	2024	2025	2024
Government securities:				
Treasury Bills	-	-	-	-
Government bonds	-	-	-	-
T & T Bonds & Prize Bonds	-	-	-	-
Debentures - House Building	-	-	-	-
Finance Corporation	-	-	-	-

Others: Shares (quoted)

Sector	2025	
	Cost value	Market value
Bank	2,188,381	1,397,308
Fuel & Power	1,576,950	569,000
Chemicals	6,858,769	1,305,198
Total	**10,624,100**	**3,271,506**

Total market value of quoted shares is less than cost price against which provision was made for Taka 73,52,594/= (note 14.03).

Notes	Particulars	Amount in Taka	
		2025	2024
7.00	**Leases, Loans and Advances**		
	Inside Bangladesh		
	Lease Finance	1,049,219,792	1,083,119,542
	Term Finance	6,421,135,759	6,503,924,884
	Home Loan Refinance Scheme	567,786	1,850,464
		7,470,923,337	**7,588,894,890**
	Outside Bangladesh	-	-
		7,470,923,337	**7,588,894,890**
7.01	**Maturity grouping of Leases, Loans and Advances**		
	Repayable		
	- on demand	92,560,604	493,558,721
	- over 1 month but not more than 3 months	116,708,226	980,907,952
	- over 3 months but not more than 1 year	361,879,847	1,820,925,449
	- over 1 year but not more than 5 years	939,943,953	4,241,550,442
	- over 5 years	5,959,830,707	51,952,326
		7,470,923,337	**7,588,894,890**
7.02	**Significant concentration of Leases, Loans and Advances**		
	Advance to allied Concerns of Directors	-	-
	Advance to the Chief Executive	-	-
	Advance to other Senior Executives	-	-
		-	-
7.03	**Sector-wise distribution**		
	Chemical and pharmaceuticals	158,016,622	158,016,622
	Textile industry	7,011,914	7,011,914
	Telecommunication and IT industry	116,804,471	116,804,471
	Jute and jute related goods	129,253,409	129,253,409
	Steel	928,716,996	928,716,996
	Paper	68,981,148	102,200,678
	Shipping and ship building industry	154,549,622	154,549,622
	Transport and communication	318,295,933	318,295,933
	Agriculture sector	9,703,009	11,856,944
	Readymade garments	837,244,169	962,406,607
	Food and allied	503,060,325	235,970,676
	Housing	1,777,748,776	1,779,872,016
	Trade & commerce	1,722,231,513	1,642,015,675
	Others	739,305,430	1,041,923,327
		7,470,923,337	**7,588,894,890**
7.04	**Advances to customers for more than 10% of total Capital of the Company**		
	Number of clients to whom leases, loans and advances were sanctioned more than 10% of total Capital of the Company during the year:		
	Number of Clients	16	16
	Amount of Outstanding Advances	2,024,533,348	2,012,090,329
	Amount of Classified Advances	1,611,738,719	2,012,090,329
	Amount of Recovery/Rescheduling thereon	470,923,414	367,333,803
		4,107,195,481	**4,391,514,461**
7.05	**Geographical location-wise Leases, Loans and Advances**		
	In Bangladesh:		
	Dhaka Division	4,903,779,033	4,960,925,340
	Chittagong Division	2,453,592,583	2,508,900,914
	Sylhet Division	113,551,721	119,068,636
		7,470,923,337	**7,588,894,890**
	Outside Bangladesh	-	-
		7,470,923,337	**7,588,894,890**

Notes	Particulars	Amount in Taka	
		2025	2024
7.06	**Particulars of Leases, Loans and Advances**		
	(i) Financing considered good in respect of which the Company is fully secured;	6,123,399,691	6,122,289,030
	(ii) Financing considered good against which the Company holds no security other than the debtors' personal security;	1,347,523,646	1,466,605,860
	(iii) Financing considered good secured by the personal undertaking of one or more parties in addition to the personal security of the debtors;	-	-
	(iv) Financing adversely classified but provision not maintained there against;	-	-
	(v) Financing due by directors or employees of the Company or any of them either separately or jointly with any other persons;	-	-
	(vi) Financing due from companies or firms in which the directors of the Company are interested as directors, partners or managing agents or, in case of private companies, as members;	-	-
	(vii) Maximum total amount of advances, including temporary advances made any time during the year to directors or employees of the Company or any of them either separately or jointly with any other persons;	-	-
	(viii) Maximum total amount of advances, including temporary advances approved during the year to companies or firms in which the directors of the Company are interested as directors, partners or managing agents or, in case of private companies, as members;	-	-
	(ix) Amount due from banking companies and other financial institutions at the end of the year	-	-
	(x) Amount of classified leases, loans and advances on which interest has not been credited to income	6,592,478,061	7,197,521,358
	(a) Increase/decrease in provision (Specific):		
	Amount of loans written off	-	-
	Amount realized against loans previously written off	-	-
	(b) Provision kept against loans classified as bad/loss on the date of settlement of financial position	2,250,456,776	2,159,357,519
	(c) Interst charged to interest suspense account	-	
	(xi) Written off leases, loans and advances	-	-
	During the year	-	-
	Cumulative to-date	-	-
	Amount realized against loans previously written off	-	-
	Total amount of written off leases, loans and advances for which lawsuits filed	-	-
7.07	**Classification of Loans and Advances**		
	Unclassified		
	Standard	676,136,802	274,372,240
	Special mention account	202,308,474	117,001,292
		878,445,276	**391,373,532**
	Classified		
	Substandard	4,688,850	25,682,521
	Doubtful	13,751,625	52,860,453
	Bad/Loss	6,574,037,586	7,118,978,384
		6,592,478,061	**7,197,521,358**
		7,470,923,337	**7,588,894,890**

Notes	Particulars			Amount in Taka	
				2025	2024
7.08	**Particulars of required Provision for Loans and Advances**			**88.24%**	**94.84%**
	Status of Classification	**Base for Provision**	**Rate**		
	Unclassified (General Provision)				
	Standard	94,569,865	0.25% &1%	678,403	451,440
	Special Mention Account	197,246,847	0.25% &5%	9,307,375	5,556,578
				9,985,778	**6,008,018**
	Classified (Specific Provision)				
	Sub-Standard	1,152,339	5% & 20%	109,978	685,664
	Doubtful	2,062,744	20% & 50%	838,816	3,497,101
	Bad/Loss	2,713,314,047	100%	2,713,314,047	2,885,198,103
				2,714,262,841	**2,889,380,868**
	Required provision for Loans and Advances			2,724,248,619	2,895,388,887
	Total provision maintained (notes 14.01.01 and 14.01.02)			2,260,443,684	2,165,365,536
	Excess / (Short) Provision			**(463,804,936)**	**(730,023,350)**
	There is a Provision Shortfall for Taka 46.38 Crore against loan,lease & advance for the year ended 31 December 2025. The Company has obtained permission from Bangladesh Bank through Letter No. DFIM(C)1054/31/2022-1980 dated 06 July 2022 for adjustment of such Shortfall Amount within 07 years starting from the year 2021. So for this year, the charged amount is Taka 87,935,499/= .				
8.00	**Bills Purchased and Discounted**				
	Inside Bangladesh			-	-
	Outside Bangladesh			-	-
				-	**-**
9.00	**Fixed assets including Premises, Furniture and Fixtures (excluding Accumulated Depreciation)**				
	Cost				
	Office equipment			117,665,559	117,266,155
	Motor vehicles			24,880,954	24,880,954
	Furniture and fixtures			90,345,658	90,290,658
	Software			14,545,040	14,380,040
	Right of use assets			96,136,347	94,558,038
				343,573,558	**341,375,845**
	Less: Accumulated depreciation			274,903,049	252,435,467
	Net book value at the end of the year			**68,670,509**	**88,940,378**
	Details are shown in Annex-A.				
10.00	**Other assets**				
	Income generating				
	Investment in shares of subsidiary companies:				
	Inside Bangladesh			-	-
	Outside Bangladesh			-	-
				-	**-**
	Others				
	Interest receivable			-	224,651
	Interest receivable on FDR			10,214,943	11,370,892
				10,214,943	**11,595,543**
				10,214,943	**11,595,543**
	Non-income generating				
	Advance Office Rent			337,377	337,377
	Advance Parking Rent			77,000	77,000
	Security Deposit			814,400	814,400
	Others (note 10.01)			555,531,727	523,769,855
				556,760,504	**524,998,632**
				566,975,447	**536,594,175**

Notes	Particulars	Amount in Taka	
		2025	2024
10.01	**Others**		
	Advance Income Tax - **Note 10.02**	485,896,875	479,366,110
	Receivable Others (Legal expenses for Clients)	30,371,054	26,221,811
	Receivable from BLI Securities Limited	-	-
	Advance against Expenses	10,845,234	9,918,093
	Receivable from Sheltech Brokerage Limited	-	-
	Receivable for NBA	236,987	214,112
	Receivable from Employees	4,489,500	4,489,500
	Deferred Tax Assets - **Note 10.04**	3,475,163	3,360,329
	Inter Branch -reconcile balance	-	-
	Other Assets	20,216,914	199,900
		555,531,727	**523,769,855**

As per Bangladesh Bank regulations, the Company is required to record a provision of Taka 36,674,493/= against Other Assets. Specifically, Bangladesh Bank has indicated that the Company should establish provisions for Receivables from Employees, Advances against Expenses, and Legal Expenses Receivable from Clients. The company has maintained the provision in full against Other Assets as required. It is also mentioned here that the company has maintained the income tax provision for Taka 485,896,875 presented in notes no. 14.04. A partial payment of Tk. 2.00 crore was made to the Investment Corporation of Bangladesh (ICB) against three (03) Term Deposit Receipts (TDR Nos. 0010032016000151, 0030032017000003, and 0050032016000012) for the purpose of renewing those TDRs. However, as of the reporting date, the TDRs had not been renewed, and the amount paid remained recorded under "Other Assets."

10.02	**Advance Income Tax**		
	Accounting Year:		
	2006-2009	32,374,484	32,374,484
	2010	32,862,206	32,862,206
	2011	43,309,552	43,309,552
	2012	63,552,300	63,552,300
	2013	87,672,246	87,672,246
	2014	64,148,371	64,148,371
	2015	44,679,572	44,679,572
	2016	55,377,498	55,377,498
	2017	6,759,784	6,759,784
	2018	6,398,847	6,398,847
	2019	2,950,748	2,950,748
	2020	1,406,059	1,406,059
	2021	7,878,546	7,878,546
	2022	7,261,543	7,261,543
	2023	7,313,862	7,313,862
	2024	15,420,494	15,420,494
	2025	6,530,765	-
		485,896,875	**479,366,110**
10.03	**Classification**		
	Standard	518,857,235	490,086,455
	Bad/Loss	36,674,492	33,683,400
		555,531,727	**523,769,855**
	Tax status is stated in Annexure-D.		
10.04	**Deferred Tax Assets**		
	Opening balance	3,360,329	2,991,650
	Add: Adjustment during the year	114,834	368,679
	Closing balance	**3,475,163**	**3,360,329**
10.04.01	**Deferred tax**		
	Tax base value of Fixed Assets	58,485,356	64,435,947
	Carrying amount of Fixed Assets	49,218,253	55,475,069
	Deductible temporary difference	9,267,103	8,960,878
	Tax Rate	37.50%	37.50%
		3,475,163	**3,360,329**

Detailed calculation of Defered Tax Asset is included in Annexure B.

Notes	Particulars	Amount in Taka	
		2025	2024
11.00	**Non-Banking Assets**		
	Non-Banking Assets	176,677,732	176,677,732
		176,677,732	**176,677,732**

This represents Assets Acquired by the Company as per Judgment of Honorable Court against Loan/Lease. The above Assets are Non-Earning Assets. The company has kept a provision against Non-Banking Asset Tk. 3.45 core. due to non-completion of the mutation (title registration) for assets valued and inability to have physical possession of these assets.

12.00	**Borrowings from Other Banks, Financial Institutions and Agents**		
	Inside Bangladesh (note 12.01)	1,282,931,675	1,191,494,502
	Outside Bangladesh	-	-
		1,282,931,675	**1,191,494,502**
12.01	**Inside Bangladesh**		
	Social Islami Bank Limited (Term Loan)	192,979,637	166,969,548
	Bangladesh Bank Refinance scheme (Term Loan)	1,486,821	2,198,007
	Bangladesh Development Bank Limited (Term Loan)	135,900,000	136,000,000
	Social Islami Bank Limited (Overdraft)	641,104,723	584,877,545
	Mercantile Bank Limited (Overdraft)	-	139,149,401
	Sonali Bank Limited (Call Money Loan)	61,100,000	63,000,000
	Agrani Bank Limited (Call Money Loan)	72,600,000	76,500,000
	Janata Bank Limited (Call Money Loan)	18,300,000	22,800,000
	Mercantile Bank (Main Branch)Term Loan	159,460,493	-
		1,282,931,675	**1,191,494,502**
12.02	**Analysis by security**		
	Secured	1,282,931,675	1,191,494,502
	Unsecured	-	-
		1,282,931,675	**1,191,494,502**
12.03	**Repayment pattern**		
	- on demand	152,000,000	162,300,000
	- within one month	10,000,000	136,000,000
	- more than one month but less than six months	-	-
	- more than six months but less than one year	834,084,360	169,167,555
	- more than one year but less than five years	286,847,315	724,026,947
	- more than five years but less than ten years	-	-
	- more than ten years	-	-
		1,282,931,675	**1,191,494,502**
13.00	**Deposit and other accounts**		
	Term deposit	6,224,483,662	6,198,617,572
	Fixed deposit	-	-
	Short term deposit	-	-
	Staff security deposit	-	-
	Deposit pension scheme	-	-
	Monthly savings scheme	24,967,000	25,987,000
		6,249,450,662	**6,224,604,572**

Notes	Particulars		Amount in Taka 2025	Amount in Taka 2024
13.01	**Maturity Analysis of Deposits**			
	From banks, financial institutions and other institutions			
	- on demand		-	-
	- within one month		329,606,612	328,994,952
	- more than one month but less than six months		769,082,096	767,654,888
	- more than six months but less than one year		3,828,715,522	3,801,851,149
	- more than one year but less than five years		659,001,145	624,072,718
	- more than five years but less than ten years		-	-
	- unclaimed deposits for ten years or more		-	-
			5,586,405,375	**5,522,573,707**
	Other than banks, financial institutions and other institutions			
	- on demand		-	-
	- within one month		41,638,127	41,232,529
	- more than one month but less than six months		38,899,296	35,572,902
	- more than six months but less than one year		450,506,931	484,697,617
	- more than one year but less than five years		39,318,642	42,370,273
	- more than five years but less than ten years		92,682,291	98,157,544
	- unclaimed deposits for ten years or more		-	-
			663,045,287	**702,030,865**
			6,249,450,662	**6,224,604,572**
14.00	**Other Liabilities**			
	Provision for Loans and Advances	14.01	2,260,443,684	2,165,365,536
	Special provision for deffered Loan/Lease	14.01.03	1,654,920	8,797,568
	Interest Suspense Account	14.02	1,432,627,782	1,458,500,359
	Provision for Investment	14.03	7,352,594	6,971,934
	Provision for Income Tax	14.04	485,896,875	317,264,036
	Provision for Other Assets	14.08	36,674,493	33,683,400
	Provision for classified NBA	14.05	34,534,972	-
	Lease Deposit		17,648,052	17,648,052
	Interest Payable	14.06	1,130,733,764	774,043,799
	Grautity Payable	14.09	20,000,000	10,000,000
	Sundry Creditors	14.07	1,256,479,190	1,147,279,010
			6,684,046,326	**5,939,553,695**
14.01	**Provision for Loans and Advances**			
14.01.01	**Provision for Unclassified Loans and Advances**			
	Opening balance		6,008,017	24,792,421
	Add: provision for the year		559,554,826	15,634,771
	Less: adjusted during the year		(555,575,936)	(34,419,175)
	General provision for the year		-	-
			9,986,907	**6,008,017**
14.01.02	**Provision against Classified Loans and Advances**			
	Opening balance		2,159,357,519	2,002,696,030
	Less: adjusted during the year		(624,814,797)	(110,797,258)
	Add: Recovery of advances previously written off		-	-
	Add: Transferred from classified a/c provision during the year		-	-
	Add: provision for the year		715,914,054	267,458,747
			2,250,456,776	**2,159,357,519**
			2,260,443,684	**2,165,365,536**

The Company has kept Provision Shortfall against Loan Lease advances Taka 46.38 Crore in the year ended 31 December 2025 and subsequently obtained approval from Bangladesh Bank as disclosed in note no. 7.08. The shortfall will be adjusted by 2027.

Notes	Particulars		Amount in Taka	
			2025	2024
14.01.03	**Provision against Deferred Loan Lease**			
	Opening balance		8,797,568	10,544,430
	Less:Adjusted during the year		(7,142,648)	(1,777,278)
	Add: Recovery of advances previously written off		-	-
	Add: Specific provision for the year		-	30,416
			1,654,920	**8,797,568**
	The special provision has been kept as per Bangladesh Bank DFIM circular letter no. 33, dated 19 December 2021, clause-04 against deffered facilitated clients.			
14.02	**Interest Suspense Account**			
	Opening balance		1,458,500,359	1,572,997,013
	Addition during the year		43,031,520	105,866,620
	Less: Realized/Adjustment during the year		(68,904,097)	(183,685,954)
	Less: Transfer to Block Interest		-	(36,677,320)
			1,432,627,782	**1,458,500,359**
14.03	**Provision for Investment**			
	Opening balance		6,971,934	3,129,424
	Add: Provision for the year		1,180,998	3,842,510
	Less: Adjustment during the year		(800,338)	-
			7,352,594	**6,971,934**
	The provision for share investment has been kept as per Bangladesh Bank DFIM circular letter no. 19, dated 14 August 2022.			
14.04	**Provision for Income Tax**			
	Opening balance		317,264,036	315,713,122
	Add: Provision made during the year	14.04.01	2,200,412	1,550,914
			319,464,448	**317,264,036**
	Less: Settlement during the year		-	-
	Add: Prior year adjustment for income tax provision		166,432,427	-
			485,896,875	**317,264,036**
	It is mentioned here that the company has also maintained the income tax provision for Taka 166,432,427 presented in notes no. 18.00.			
14.04.01	**Current Tax**			
	The Company recognizes the Current Tax @ 1% of the Gross Receipts in the Financial Statements complying with Section 163(5). Minimum Tax; Sub-Section-5 of Income Tax Act 2023.			
	Gross receipts:			
	(i) Interest Income		218,790,016	252,876,980
	(ii) Investment Income		32,945	233,043
	(iii) Other Operating Income		1,218,237	5,375,642
	Total		**220,041,198**	**258,485,665**
	Minimum Tax @		1.00%	0.60%
	Current tax		**2,200,412**	**1,550,914**
	Add: Provision made for Previous Year		-	-
			2,200,412	**1,550,914**

Notes	Particulars	Amount in Taka	
		2025	2024
14.04.02	**Yearly breakup of Provision for Income Tax**		
	Accounting Year:		
	2006-2009	83,000,000	83,000,000
	2010	20,000,000	20,000,000
	2011	34,500,000	34,500,000
	2012	-	-
	2013	40,000,000	40,000,000
	2014	48,064,000	48,064,000
	2015	27,224,242	27,224,242
	2016	33,416,406	33,416,406
	2017	10,290,115	10,290,115
	2018	4,518,478	4,518,478
	2019	5,772,909	5,772,909
	2020	4,318,659	4,318,659
	2021	53,628	53,628
	2022	1,130,491	1,130,491
	2023	3,424,194	3,424,194
	2024	1,550,914	1,550,914
	2025	168,632,839	-
		485,896,875	**317,264,036**
	Tax status is stated in Annexure-D.		
14.05	**Provision for classified Non Banking Asset(NBA)**		
	Provision Required	34,534,972	-
	Provision Kept	34,534,972	-
	Excess/(Short) provision	-	-
	The company has kept a provision against Non-Banking Asset Tk. 3.45 core. due to non-completion of the mutation (title registration) for assets valued and inability to have physical possession of these assets.		
14.06	**Interest Payable**		
	Interest Payable	1,130,733,764	774,043,799
		1,130,733,764	**774,043,799**
14.07	**Sundry Creditors**		
	TDS Payable	396,303,503	365,393,758
	VAT Payable	363,539	1,886,378
	Salary & Allowance Payable	181,144	181,144
	Office Rent Payable	586,500	566,375
	Utility Payable	790,916	556,579
	Audit Fee Payable	402,500	345,000
	Other Payable	4,325,259	2,725,442
	Sundry Accounts (Party)	80,414,292	26,178,775
	Sundry Accounts (Others)	3,220,556	3,220,556
	Excise Duty Payable	3,981,145	4,140,235
	Sundry Account (Documents)	1,104,864	1,074,564
	Security Money Payable (Vendor/Supplier)	160,830	160,830
	Telephone and Internet Bill Payable	209,263	188,410
	Suspense Account Charge **14.07.02**	331,841,074	316,565,211
	Interest Suspense for Reschedule/Restructure	32,934,855	25,231,388
	Sundry Accounts (MSS)	631,717	1,200,003
	Employees P.F. Payable A/C	4,122,482	2,237,402
	FLFIL Employees P/F Loans A/C	2,230,935	726,983
	Interest Payable on Bank Borrowing	254,685	470,479
	Lease Liability: IFRS 16 (Note 14.07.01)	19,452,255	33,465,308
	Earnest Money Agst. Non-Banking Asset (Auction)	-	-
	Earnest Money	1,250,000	1,250,000
	Unclaimed Suspense Accounts	264,911	264,911
	TDR Payable	371,120,468	358,949,278
	Inter Branch Transaction	31,498	-
	Security Money-Rental Advance (Mr. Masbaul Haque-Reverside)	300,000	300,000
		1,256,479,190	**1,147,279,010**

Notes	Particulars	Amount in Taka	
		2025	2024
14.07.01	**Lease Liability IFRS 16**		
	Opening Balance	33,465,308	6,742,045
	Addition during the year	1,578,309	42,484,626
	Accretion Interest	941,714	723,190
	Less: Liability adjustment	(16,533,076)	(16,484,553)
		19,452,255	**33,465,308**
14.07.02	**Suspense Account Charge**		
	Delinquent Charge Suspense Account	82,668,311	82,303,461
	IDCP Charge Suspense Account	38,774,828	38,572,370
	Premature Charge Suspense Account	3,029,645	3,029,645
	Additional Interest - Suspense Account	207,368,290	192,659,735
		331,841,074	**316,565,211**
14.08	**Provision for Other Assets**		
	Provision Required	36,674,493	33,683,400
	Provision Kept	36,674,493	33,683,400
	Short fall of Provision	-	-

The company has kept the provision in full against Other Assets as required. It is also mentioned here that the company has maintained the income tax provision for Taka 485,896,875 presented in notes no. 14.04.

14.09	**Grautity Payable**		
	Opening Balance	10,000,000	10,000,000
	Add:Addition during the year	10,000,000	-
	Less:Adjustment during the year	-	-
		20,000,000	**10,000,000**
15.00	**Share Capital**		
15.01	**Authorized Capital**		
	500,000,000 Shares of Taka 10 each	**5,000,000,000**	**5,000,000,000**
15.02	**Issued, Subscribed and Paid-up Capital**		
	10,000,000 ordinary shares of Taka 10 each issued for cash	100,000,000	100,000,000
	1,000,000 bonus shares of Taka 10 each issued for 2003	10,000,000	10,000,000
	1,100,000 bonus shares of Taka 10 each issued for 2004	11,000,000	11,000,000
	2,420,000 bonus shares of Taka 10 each issued for 2005	24,200,000	24,200,000
	2,904,000 bonus shares of Taka 10 each issued for 2006	29,040,000	29,040,000
	3,484,800 bonus shares of Taka 10 each for 2007	34,848,000	34,848,000
	2,090,880 bonus shares of Taka 10 each issued for 2008	20,908,800	20,908,800
	17,249,760 bonus shares of Taka 10 each issued for 2009	172,497,600	172,497,600
	10,062,360 bonus shares of Taka 10 each issued for 2010	100,623,600	100,623,600
	10,062,360 bonus shares of Taka 10 each issued for 2011	100,623,600	100,623,600
	15,093,540 bonus shares of Taka 10 each issued for 2012	150,935,400	150,935,400
	25,155,900 Right shares of Taka 10 each issued for 2013	251,559,000	251,559,000
	10,062,360 bonus shares of Taka 10 each issued for 2013	100,623,600	100,623,600
	5,534,298 bonus shares of Taka 10 each issued for 2014	55,342,980	55,342,980
	2,324,405 bonus shares of Taka 10 each issued for 2019	23,244,050	23,244,050
		1,185,446,630	**1,185,446,630**

Notes	Particulars	Amount in Taka	
		2025	2024

15.03 Percentage of shareholding

Category	As at 31 December			
	2025		2024	
	No. of shares	%	No. of shares	%
Sponsors	48,970,800	41.31%	48,972,361	41.31%
General Public including NRB	45,533,005	38.41%	45,485,587	38.37%
institutional	24,040,858	20.28%	24,086,715.	20.32%
Investment Companies	-	0.00%	-	0.00%
Foreigners	-	0.00%	-	0.00%
Total	**118,544,663**	**100.00%**	**118,544,663**	**100.00%**

15.04 Classification of shareholders by holding

Holding	No. of shareholders		Total holding percentage (%)	
	2025	2024	2025	2024
Less than 5000	4,311	4,405	78.64	77.20
5001 to 50,000	989	1,120	18.04	19.63
50,001 to 100000	74	84	1.35	1.47
100001 to 200000	54	46	0.99	0.81
200001 to 300000	15	15	0.27	0.26
300001 to 400000	6	2	0.11	0.04
400001 to 500000	4	7	0.07	0.12
500001 to 1000000	11	10	0.20	0.18
Over 1,000,001	18	17	0.33	0.30
Total	**5,482**	**5,706**	**100%**	**100%**

15.05 Name of Directors and their shareholdings

Sl.	Name	Status	2025
1	Mr. Abu Zakir (Represents of Alphabet Systems Ltd)	Nominated Director & Chairman	5,787,345
2	Mr. Md. Altaf Hossain (Represents of Oparchor Trade International Ltd.)	Nominated Director	8,487,950
3	Mrs. Amatun Noor (Represents of Qasraj Trading Ltd.)	Nominated Director	11,854,089
4	Mr. Md. Habibur Rahman	Independent Director	-
5	Mr. Sultan Ahmed Bhuiyan, FCA	Independent Director	-

Notes	Particulars	Amount in Taka	
		2025	2024
15.06	**Capital adequacy Ratio:**		
	Capital adequacy ratio has been calculated as per circular issued by Bangladesh Bank.		
	Tier-1 (Core Capital)		
	Paid-up Capital	1,185,446,630	1,185,446,630
	Statutory Reserve	369,944,452	369,944,452
	General Reserve	-	-
	Retained Surplus	(7,472,907,771)	(6,773,723,819)
		(5,917,516,689)	**(5,218,332,737)**
	Tier-2 (Supplementary Capital):		
	General Provision maintained against Unclassified Loans	9,986,907	6,008,017
	Other Reserves	-	-
		9,986,907	**6,008,017**
	Total Capital Held (Tier 1 + Tier 2)	**(5,907,529,782)**	**(5,212,324,720)**
	Total Risk Weighted Assets (Note 15.06.01)	**8,298,992,767**	**8,280,538,073**
	Required capital	**1,000,000,000**	**1,000,000,000**
	(10% of risk-weighted assets or Taka 100.00 Crore whichever is higher)		
	Total Capital Held	**(5,907,529,782)**	**(5,212,324,720)**
	Capital Adequacy Ratio		
	Core Capital	-71.30%	-63.02%
	Supplementary Capital	0.12%	0.07%
		-71.18%	**-62.95%**

Minimum Capital Adequacy Ratio requirement as per Bangladesh Bank Guideline is 10% on RWA. Capital Adequacy Ratio has been calculated without considering Tire-2 Capital.

Gross Risk-Weighted Assets (RWA) of 2025 in the various categories of risk weights are detailed below:

15.06.01 Total Risk Weighted Assets

(a) Risk Weights for Credit Risk

Risk Weights (Both B/S & off-B/S)	As at 31 December 2025	
	Principal Amount	Risk Weighted Asset
0%	520,864,315	-
20%	230,840,041	46,168,008
50%	17,356,582	8,678,291
75%	36,506,789	27,380,092
100%	7,126,223,300	7,126,223,300
125%	628,617,410	785,771,763
150%	202,308,474	303,462,711
Total	**8,762,716,911**	**8,297,684,164**

(b)	Risk Weights for Market Risk	1,308,602
(c)	Risk Weights for Operational Risk	-
	Total Risk Weighted Assets (a+b+c)	**8,298,992,767**

Notes	Particulars	Amount in Taka	
		2025	2024
16.00	**Statutory reserve**		
	Opening balance	369,944,452	369,944,452
	Addition during the year	-	-
	Closing balance	**369,944,452**	**369,944,452**
	This was created in terms of clause- 6 of Financial Institution Regulation 1994, as 20% of net profit after tax.		
17.00	**General reserve**		
	General reserve	-	-
		-	-
18.00	**Retained earnings**		
	Opening balance	(6,043,700,469)	(5,360,289,352)
	Addition during the year	(789,791,414)	(696,757,053)
	Add : Charge for FICL & GL	-	13,345,937
	Less: Prior year adjustment	(9,178,526)	-
	Less: Transfer to statutory reserve	-	-
	Less: Prior year adjustment for income tax provision	(166,432,427)	-
		(7,009,102,835)	**(6,043,700,469)**

The company has maintained prior year adjustment the income tax provision for Taka 166,432,427 presented in notes no. 14.04. It is also noted that, an adjustment has been made for prior year income of Taka 9,178,526 due to cancellation of 2nd time reschedule of SSRM Developers Ltd. which was approved 370th Board Meeting held on 03.02.2026.

19.00 Contingent liabilities and commitments

19.01 Letters of guarantee

Money for which the Company is contingently liable in respect of guarantee given favoring:

Directors	-	-
Government	-	-
Banks and other financial institutions	-	-
Letter of credit	-	-
	-	-

19.02 Commitments

I	Documentary credit and short term business transactions	-	-
ii	Forward assets purchased and forward deposits placed	-	-
iii	Existing facilities, loan facilities and other commitments not accounted for:	-	-
	Less than one year	-	-
	More than one year	-	-
iv	Spot and forward foreign exchange contracts	-	-
v	Other exchange contracts	-	-
		-	-

Notes	Particulars	Amount in Taka	
		2025	2024
20.00	**Profit and Loss Statement**		
	Income		
	Interest, discount and similar income	218,790,016	252,876,980
	Dividend income	32,940	125,089
	Fees, commission and brokerage	-	-
	Gains less losses arising from dealing securities	-	-
	Gains less losses arising from investment securities	5	107,954
	Gains less losses arising from dealings in foreign currencies	-	-
	Income from non-company's assets	-	-
	Other operating income	1,218,237	5,375,642
	Profit less losses on interest rate changes	-	-
		220,041,198	**258,485,665**
	Expenses		
	Interest, fees and commission	733,297,642	688,694,030
	Losses on loans and advances	-	-
	Administrative expenses	100,808,826	105,140,786
	Other operating expenses	22,902,481	22,170,004
	Depreciation on banking assets	24,895,861	32,191,330
		881,904,810	**848,196,150**
	Profit/(loss) Before Provision	**(661,863,611)**	**(589,710,484)**

The company is in trend to loss because huge amount of classifed loan that is fully non-income generating and required increasing interest suspense and provision. Interest income is going down because interest income generating loan lease is 9.05% of portfolio but interest expenses on deposit & borrowing need to paid and provisioning accordingly.

21.00	**Interest Income**		
	Interest on leases, loans and advances		
	Lease finance	84,846,411	45,114,281
	Term finance	115,336,786	189,094,209
	Home loan/Margin loan	98,284	205,832
		200,281,481	**234,414,322**
	Interest suspense on leases, loans and advances		
	Lease finance	-	-
	Term finance	-	-
	Home loan/Margin loan	-	-
		-	-
	Net interest Income after adjusting suspense	**200,281,481**	**234,414,322**
	Interest on:		
	Accounts with foreign banks	-	-
	Balances with other banks and financial institutions(STD A/C & FDR & Treasury Bill Interest)	18,508,535	18,687,310
		18,508,535	**18,687,310**
		218,790,016	**253,101,631**

Notes	Particulars	Amount in Taka	
		2025	2024
22.00	**Interest Paid on Deposits, Borrowings, etc.**		
	Interest on deposits:		
	Fixed/term deposits	592,925,287	574,814,406
	Savings deposits	2,395,503	3,766,719
		595,320,790	**578,581,125**
	Interest on borrowings		
	Local banks including Bangladesh Bank	137,035,138	107,983,235
	Interest on Lease rent (IFRS 16)	941,714	723,190
	Foreign banks	-	-
		137,976,852	**108,706,425**
		733,297,642	**687,287,550**
23.00	**Investment Income**		
	Dividend on shares	32,940	125,089
	Gain on Sale of Marketable Securities	5	107,954
		32,945	**233,043**
24.00	**Commission, Exchange and Brokerage**		
	Commission on trading security	-	-
	Exchange gains/losses arising from dealings in foreign currencies	-	-
		-	**-**
25.00	**Other Income**		
	Interest during construction period	208,668	2,890,289
	Delinquent charge	561,537	271,819
	Documentation and processing fee including stamp charge	113,135	226,015
	Transfer fee	-	91,400
	Other Operating Income	334,897	1,896,119
		1,218,237	**5,375,642**
26.00	**Salary and Allowances**		
	Salary and allowance	75,099,248	77,086,835
	Provident fund contribution	4,150,781	4,267,554
	Festival Bonus	7,729,608	7,933,586
	Overtime	-	-
	Medical & Welfare Expenses	-	-
		86,979,637	**89,287,975**
27.00	**Rent, Taxes, Insurance, Lighting, etc.**		
	Rent, rates and taxes (Note 27.01)	581,583	114,225
	Utilities	3,443,152	3,501,639
	Insurance	619,008	484,441
		4,643,743	**4,100,305**
27.01	**Disclosure related to Rent, rate and taxes**		
	Actual rental Expenses	17,114,659	16,598,778
	Less: Reclassification of rent expenses (as per IFRS 16: Leases)	16,533,076	16,484,553
	Rent expenses as reported	**581,583**	**114,225**
28.00	**Legal Expenses**		
	Legal expenses	226,550	588,150
	Consultancy fees	345,000	345,000
		571,550	**933,150**

Notes	Particulars	Amount in Taka	
		2025	2024
29.00	**Postage, Stamps, Telecommunication, etc.**		
	Phone, fax and internet	1,863,375	1,749,257
	Court fees and stamps	1,220	(147,494)
	Postage and courier	73,053	43,101
		1,937,648	**1,644,864**
30.00	**Stationery, Printing, Advertisements, etc**		
	Advertisement	511,811	424,894
	Stationery and printing	869,937	1,088,424
		1,381,748	**1,513,318**
31.00	**Chief Executive Officer's Salary and Fees**		
	Basic salary	2,500,000	-
	Allowances	1,500,000	-
	Festival Bonus	500,000	-
		4,500,000	**-**
32.00	**Directors' Fees**		
	Taka 10,000 per Director per meeting	392,000	475,000
		392,000	**475,000**

Directors' fees for attending each board meeting during the year was Taka 10,000 for each board member as per Bangladesh Bank DFIM circular no. 01, dated 29, February 2024. No other fees/remuneration were paid to the Directors for any special services rendered.

33.00	**Auditors' Fees**		
	Auditors' Fees	402,500	345,000
		402,500	**345,000**
34.00	**Depreciation and Repairs of Company's Assets**		
	Repairs		
	Furniture and fixtures and equipments	281,571	808,949
	Vehicles	1,741,759	1,600,946
	Software development	-	-
		2,023,330	**2,409,895**
	Depreciation		
	Office equipment	3,192,853	3,505,698
	Motor vehicles	612,826	766,033
	Furniture and fixtures	2,807,292	3,118,377
	Right of use assets	15,591,362	15,761,362
		22,204,334	**23,151,470**
	Amortization		
	Amortization of software	668,197	819,199
		668,197	**819,199**
		24,895,861	**26,380,563**

Notes	Particulars	Amount in Taka	
		2025	2024
35.00	**Other Expenses**		
	Annual Subscrition Fees (DSE & CSE)	1,180,179	1,180,178
	AGM expenses	2,404,453	1,320,183
	Vehicle expenses	2,712,874	2,692,688
	Entertainment	1,263,564	1,348,199
	Bank charges and excise duty	522,459	527,161
	Travelling expenses	1,507,283	1,478,864
	Office maintenance	1,130,140	801,457
	Books and periodicals	17,540	13,173
	Meeting Expenses	157,000	143,000
	Miscellaneous expenses	321,656	261,713
	Loss on disposal of Fixed Asset	34,948	-
	Fees, fine and subscription	753,405	579,944
	Income tax expense	-	67
	Earn Leave Encashment	510,248	1,451,863
	Gratuity Expenses/Encashment	10,000,000	10,000,000
	Reward to Employees (NIS, JAIBB, AIBB etc.)	225,000	193,270
	Training Expenditure	43,900	11,000
	Software Development Cost (Management Expenses)	117,833	167,244
		22,902,481	**22,170,004**
36.00	**Provision against leases, loans and advances**		
	Provision against unclassified leases, loans and advances	9,986,907	6,008,017
	Provision against classified leases, loans and advances	2,250,456,776	2,159,357,519
		2,260,443,684	**2,165,365,536**
	Less: Provision as on 31 December of previous year		
	Provision against unclassified leases, loans and advances	6,008,017	24,792,421
	Provision against classified leases, loans and advances	2,159,357,519	2,002,696,030
		2,165,365,536	**2,027,488,451**
	Provision made during the year (General)	95,078,147	137,877,085
	Special Provision adjusted for Deferred Loan/Lease	(7,142,648)	(1,746,862)
	Total provision for loan/lease for the year	**87,935,499**	**136,130,224**
37.00	**Provision for diminution in value of investments**		
	Provision for investment	7,352,594	6,971,934
	Less: Provision as on 31 December of previous year	6,971,934	3,129,424
	Provision made/(adjustment) during the year	**380,660**	**3,842,510**
38.00	**Earnings per Share (EPS)**		
	Earnings Attributable to the Ordinary Shareholders (Net profit after tax)	(789,791,414)	(696,757,053)
	Number of ordinary shares outstanding during the year	118,544,663	118,544,663
	Earnings per share	**(6.66)**	**(5.88)**
38.01	No diluted earnings per share is required to be calculated for the year as there was no dilution during the year.		
39.00	**Net operating cash flow per share (NOCFPS)**		
39.01	Operating profit before changes in operating assets and liabilities	(313,605,313)	(276,078,257)
	Number of ordinary shares outstanding during the year	118,544,663	118,544,663
	Net operating profit before changes in operating assets and liabilities per share	**(2.65)**	**(2.33)**
39.02	Net cash used in operating activities	(87,182,687)	(82,283,584)
	Number of ordinary shares outstanding during the year	118,544,663	118,544,663
	Net operating cash flow per share	**(0.74)**	**(0.69)**

Net operating cash flow per share (NOCFPS) for the period ended 31 December 2025 is (0.74) whereas the same period of earlier year was (0.69).

Notes	Particulars	Amount in Taka	
		2025	2024
40.00	**Reconciliation of cash flows from operating activities**		
	Net profit after tax	(798,969,940)	(711,029,903)
	Add: Income Tax Provision	2,200,412	1,550,914
	Less: Income tax paid	(6,530,765)	(15,420,494)
	Add: Depreciation (excluding IFRS 16)	7,281,169	8,209,306
	Less: Profit on sale of fixed assets	(3,540)	14,058,420
	Add: Provision for leases, loans & advances	87,935,499	136,130,224
	Change in leases, loans & advances	117,971,553	658,776,756
	Change in deposit and other accounts	24,846,090	(80,058,229)
	Change in other liabilities (excluding taxes, provisions)	501,937,343	(113,537,500)
	Change in other assets (excluding AIT)	(23,850,508)	19,261,574
	Cash flows from operating activities	**(87,182,687)**	**(82,058,933)**
41.00	**Net asset value per share**		
	Net Assets	(5,453,711,753)	(4,488,626,034)
	Number of ordinary shares outstanding	118,544,663	118,544,663
	Net asset value per share	(46.01)	(37.86)

42.00 Related party transactions

During the year, the Company made no transactions with related parties.

Name of related parties	Relationship	Value of transactions	Receivable at 31 Dec 2025	Receivable at 31 Dec 2024
NIL	NIL	NIL	NIL	NIL
		-	-	-

43.00 Board Meeting

During the year under reporting, Eight (8) board meetings were held.

44.00 Audit Committee

(As on 31-Dec 2025)

Name of committee member	Status with the Company	Status with Committee	Educational Qualification
Mr. Md. Habibur Rahman	Independent Director	Acting Chairman	LLB (Hons.), LLM
Mr. Abu Zakir	Nominated Director	Member	B.A
Ms. Amatun Noor	Nominated Director	Member	Masters in Sociology

During the year 2025 the audit committee has performed the following activities:

- Review of the company's draft financial statements for the year ended 31 December 2025 for their presentation to the board for approval;
- Recommendation on the appointment of external auditors for the year ending 31 December 2025 and their remuneration;
- Review of quarterly financial statements for their presentation to the board for approval;
- Review of internal auditor report as issued by the internal auditors for its presentation to board meeting;
- Review of internal audit plan for the year 2025; and
- Review of Bangladesh Bank Inspection Report along with company's reply for its presentation to the board meeting for approval and onward submission to Bangladesh Bank.

Four (04) meetings of audit committee were held during the year 2025 where CEO, Head of Internal Control & Compliance and Incharge FAD were invited to participate.

Notes	Particulars	Amount in Taka	
		2025	2024
45.00	**Others**		
45.01	**Contracts and disbursements**		
	Contract/Sanction	26,000,000	398,720,000
	Execution/Disbursement	21,800,000	400,020,000

45.02 Credit facility not availed

There was no such credit facility available to the Company as on 31 December 2025 except trade credit available in the ordinary course of business.

45.03 Contingent liabilities

The National Board of Revenue (NBR) has demanded an additional Taka 1,078,261,945 in taxes from the Company for the years 2006-2025. The Company is currently in the process of appealing these rulings and these appeals are currently in various stages of the appeals process. Details of these assessments are provide in **Annexure D**.

45.04 Payment in foreign currency

During the year 2025, no amount was paid for import of capital machinery for lease. No payment has been made in foreign currency on account of royalty, technical know-how and professional advisor fees, interest, dividend, etc.

45.05 Authorization for issue of the financial statements

The Board of Directors of the Company has authorized these financial statements for issue on 28 June, 2026.

45.06 Number of employees

During the year 126 employees

45.07 Subsequent event

There is no material adjusting or non-adjusting events after the balance sheet date.

46.00 The Board of Directors' in its 380th Meeting held on 28 June, 2026 decided to declared no dividends on the financial statements of 2025. This declaration is subject to approval of the Shareholders.

47.00 Figures in these notes and annexed financial statements have been rounded off to the nearest Taka.

48.00 Previous year's figures have been rearranged wherever considered necessary in order to conform to current year's presentation, without creating any impact on the profit / (loss) and value of assets and liabilities as reported in the financial statements.

49.00 These notes form an integral part of these financial statements and accordingly are to be read in conjunction therewith.

First Finance PLC.
Schedule of Fixed Assets
As at 31 December 2025

Annexure-A

Particulars	Cost					Depreciation				Written down value as at 31 Dec 2025
	Balance as at 01 Jan 2025	Addition during the year	Disposal made during the year	Balance as at 31 Dec 2025	Rate	Balance as at 01 Jan, 2025	Charge for the year	Adjustment made during the year	Balance as at 31 Dec, 2025	
Office equipment	117,266,155	915,504	516,100	117,665,559	15%	96,197,396	3,192,853	404,945	98,985,304	18,680,255
Motor vehicles	24,880,954	-	-	24,880,954	20%	21,816,823	612,826	-	22,429,650	2,451,304
Furniture and fixtures	90,290,658	55,000	-	90,345,658	10%	62,225,269	2,807,292	-	65,032,561	25,313,097
Sub Total	**232,437,767**	**970,504**	**516,100**	**232,892,171**		**180,239,488**	**6,612,972**	**404,945**	**186,447,515**	**46,444,656**
Software in Progress	14,380,040	165,000	-	14,545,040	20%	11,103,246	668,197	-	11,771,443	2,773,597
As at 31 Dec 2025	**246,817,807**	**1,135,504**	**516,100**	**247,437,211**		**191,342,734**	**7,281,169**	**404,945**	**198,218,958**	**49,218,253**
As at 31 Dec 2024	**245,356,340**	**1,461,467**	**-**	**246,817,807**		**183,133,432**	**8,209,306**	**-**	**191,342,738**	**55,475,069**

IFRS: 16-Right of use assets

Particulars	COST				Rate	AMORTIZATION				Written down value as at December 31, 2025
	Balance as at January 01, 2025	Addition during the year ended	Adjustment during year ended	Balance as at December 31, 2025		Balance as at January 01, 2025	Addition during the year ended	Adjustment during year ended	Balance as at December 31, 2025	
Right of use assets	94,558,038	1,578,309	-	96,136,347	6%	61,092,729	15,591,362		76,684,091	19,452,256
As at 31 Dec 2025	**94,558,038**	**1,578,309**	**-**	**96,136,347**		**61,092,729**	**15,591,362**	**-**	**76,684,091**	**19,452,256**
As at 31 Dec 2024	**52,073,412**	**42,484,626**	**-**	**94,558,038**		**45,331,367**	**15,761,362**	**-**	**61,092,729**	**33,465,309**
Grand Total										
As at 31 Dec 2025	**341,375,845**	**2,713,813**	**516,100**	**343,573,558**		**252,435,463**	**22,872,531**	**404,945**	**274,903,049**	**68,670,509**
As at 31 Dec 2024	**297,429,752**	**43,946,093**	**-**	**341,375,845**		**228,464,799**	**23,970,668**	**-**	**252,435,467**	**88,940,378**

First Finance PLC.
Schedule of Fixed Assets based on Income Tax Act 2023
As at 31 December 2025

Annexure-B

Particulars	Balance as at 01 Jan 2025	Addition during the year	Disposal made during the year	Adjustments	Balance as at 31 Dec, 2025	Rate	Depreciation charged for the year	Written down value as at 31 Dec 2025
Office Equipment	34,173,577	915,504	516,100	-	34,572,981	10%	3,457,298	31,115,683
Motor Vehicles	2,207,907	-	-	-	2,207,907	10%	220,791	1,987,116
Furniture and Fixtures	27,574,857	55,000	-	-	27,629,857	10%	2,762,986	24,866,871
Software	479,606	165,000	-	-	644,606	20%	128,921	515,685
Total	**64,435,947**	**1,135,504**	**516,100**	**-**	**65,055,351**		**6,569,996**	**58,485,356**

Written Down Value at 31 December 2025 as per Accounts (a)	49,218,253
Written Down Value at 31 December 2025 as per Income Tax Act 2023(b)	58,485,356
Difference (c=a-b)	**9,267,103**
Deferred Tax Liability / (Asset) as at 31 December 2025	**3,475,163**

First Finance PLC.
Details of Highlights
As at 31 December 2025

Annexure-C

Sl.	Particulars	Amount in BDT	
		2025	2024
1	Paid-up capital	1,185,446,630	1,185,446,630
2	Total capital /equity	(5,453,711,753)	(4,488,309,387)
3	Total assets	8,762,716,910	8,867,343,382
4	Total deposit	6,249,450,662	6,224,604,572
5	Total loan, lease and advance	7,470,923,337	7,588,894,890
6	Total contingent liabilities and commitments	-	-
7	Credit deposit ratio (%)	99.18%	102.33%
8	Percentage of classified loan (%)	88.24%	94.84%
9	Operating profit	(661,863,611)	(575,427,413)
10	Profit after tax and provision	(789,791,414)	(696,757,053)
11	Amount of classified loan/ lease	6,592,478,061	7,197,521,358
12	Provision kept against classified loan/ lease	2,260,443,684	2,165,365,536
13	Provision surplus/(deficit)	(463,804,936)	(730,023,350)
14	Cost of fund (%)	13.67%	13.20%
15	Interest earning assets	7,866,699,101	8,015,074,165
16	Non-interest earning assets	896,017,809	852,269,217
17	Return on investment (ROI) (%)	-10.57%	-9.18%
18	Return on assets (ROA) (%)	-9.01%	-7.86%
19	Income from Investments	32,945	233,043
20	Earning per share (EPS)	(6.66)	(5.88)
21	Operating profit per share	(5.58)	(4.85)
22	Price earning ratio (times)	(0.36)	(0.54)

First Finance PLC.
Statement of Year wise details of Corporate Tax Assessment from 2007-2008 to 2026-2027

Annexure-D

Figure In Taka

Accounting Year	Income Year	Assessment year	Tax Paid as Per IT-30	Tax paid but not Credited by Department	Total Tax Paid	Tax Claim as Per IT-30	Tax Payable / (Refundable) as Per IT 30	Tax Payable / (Refundable) as Per total tax paid	Provision made as per FS	Provision required as per Assessment Order	Remarks
2006	2006-2007	2007-2008	10,665,000	-	10,665,000	1,050,081	(9,614,919)	(9,614,919)	-	1,050,081	Have got the Order from High Court but Tax Department filed Appeal against the Order.
2007	2007-2008	2008-2009	7,428,363	-	7,428,363	-	(7,428,363)	(7,428,363)	9,292,014	(9,292,014)	
2008	2008-2009	2009-2010	4,132,500	197,500	4,330,000	5,000	(4,127,500)	(4,325,000)	30,707,986	(30,702,986)	
2009	2009-2010	2010-2011	9,011,752	15,245,000	24,256,752	5,000	(9,006,752)	(24,251,752)	43,000,000	(42,995,000)	
2010	2010-2011	2011-2012	10,538,745	22,789,000	33,327,745	11,088,521	549,776	(22,239,224)	20,000,000	(8,911,479)	
2011	2011-2012	2012-2013	34,932,960	8,503,866	43,436,826	58,441,988	23,509,028	15,005,162	34,500,000	23,941,988	Assessment as per Appellate Tribunal and preparing for Appeal before High Court
2012	2012-2013	2013-2014	30,707,483	17,718,000	48,425,483	80,327,004	49,619,521	31,901,521	-	80,327,004	
2013	2013-2014	2014-2015	21,326,246	66,496,000	87,822,246	140,769,797	119,443,551	52,947,551	40,000,000	100,769,797	
2014	2014-2015	2015-2016	63,278,620	1,019,751	64,298,371	102,231,155	38,952,535	37,932,784	48,064,000	54,167,155	
2015	2015-2016	2016-2017	40,952,072	3,877,500	44,829,572	108,401,075	67,449,003	63,571,503	27,224,242	81,176,833	
2016	2016-2017	2017-2018	55,377,498	150,000	55,527,498	69,046,327	13,668,829	13,518,829	33,416,406	35,629,921	
2017	2017-2018	2018-2019	6,772,452	3,006,000	9,778,452	38,669,044	31,896,592	28,890,592	10,290,115	28,378,930	
2018	2018-2019	2019-2020	6,398,848	3,201,000	9,599,848	151,658,779	145,259,931	142,058,931	4,518,478	147,140,301	
2019	2019-2020	2020-2021	5,772,909	-	5,772,909	474,093,422	468,320,513	468,320,513	5,772,909	468,320,513	Assesment Completed and preparing for Appeal
2020	2020-2021	2021-2022	4,318,659	-	4,318,659	120,721,722	116,403,063	116,403,063	4,318,659	116,403,063	
2021	2021-2022	2022-2023	1,150,925	-	1,150,925	207,649,905	206,498,980	206,498,980	53,628	207,596,277	
2022	2022-2023	2023-2024	6,819,290	-	6,819,290	-	-	(6,819,290)	1,130,491	(1,130,491)	Return submitted (with all relevant documents) & Assessment under process
2023	2023-2024	2024-2025	11,900,762	-	11,900,762	-	-	(11,900,762)	3,424,194	(3,424,194)	
2024	2024-2025	2025-2026	7,677,411	-	7,677,411	-	-	(7,677,411)	1,550,914	(1,550,914)	
2025	2025-2026	2026-2027	4,530,765	-	4,530,765	-	-	(4,530,765)	168,632,839	(168,632,839)	Audit under process
Total			**343,693,260**	**142,203,617**	**485,896,875**	**1,564,158,820**	**1,251,393,788**	**1,078,261,945**	**485,896,875**	**1,078,261,945**	

First Finance PLC.
ফার্স্ট ফাইন্যান্স পিএলসি.

| PROXY FORM |

FIRST FINANCE PLC.

Registered Office: Jahangir Tower (3rd Floor), 10, Kawran Bazar C/A, Dhaka - 1215.
E-mail: share@first-finance.com.bd

I/We .....of .....
....being a shareholder of **First Finance PLC.** and entitled to vote, do hereby appoint Mr./Ms.....
..... of ..... as my/our Proxy to attend and vote on my/our behalf at the **33rd Annual General Meeting** of the Company to be held in Hybrid System at **TCB Auditorium, TCB Bhaban (1st Floor), 1 Karwanbazar, Dhaka-1215** along with a Digital Platform on **Thursday, 17 September, 2026 at 3.00 p.m**. or at any adjournment thereof.

Signed this.....day of..... 2026.

REVENUE STAMP TK. 20

Signature of PROXY

Signature of Shareholder(s)

No. of Shares .....

Folio / BO ID No.																

Note: This Proxy Form, duly completed, must be submitted through email to **share@first-finance.com.bd** not later than 48 (Forty eight) hours before commencement of the AGM. Proxy shall be invalid if not signed and stamped as explained above. Signature of the Shareholders should match with the Specimen Signature registered with the Company/Depository Participants.

FIRST FINANCE PLC.

Registered Office: Jahangir Tower (3rd Floor), 10, Kawran Bazar C/A, Dhaka - 1215.
E-mail: share@first-finance.com.bd

Attendance Slip

I hereby record my attendance at the **33rd Annual General Meeting** of the Company to be held in Hybrid System at **TCB Auditorium, TCB Bhaban (1st Floor), 1 Karwanbazar, Dhaka-1215** along with a Digital Platform on **Thursday, 17 September, 2026 at 3.00 p.m**.

Name of the Member/Proxy (in Block Letter)																
Folio / BO ID No.																
No. of Shares held																

Signature Verified by

Signature of the Shareholder/PROXY

Authorized Signatory of the Company

Note: Please complete the Attendance Slip or Proxy Form and submit through email to **share@first-finance.com.bd**

First Finance PLC.
ফার্স্ট ফাইন্যান্স পিএলসি.
আপনার সকল আর্থিক প্রয়োজনে . . .

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