



I am pleased to present this review report to the stakeholders of Pakistan International Bulk Terminal Limited (the “Company” / “PIBT”) on the overall performance of the Board of Directors (the “Board”) and the effectiveness of the role played by the Board in achieving the Company’s objectives.



Chairman’s Review Report

The Board continued to discharge its responsibilities in accordance with the applicable provisions of the Companies Act, 2017 and the Listed Companies (Code of Corporate Governance) Regulations, 2019. The composition, procedures, and functioning of the Board and its committees remained aligned with the applicable governance requirements.

The Board remains committed to upholding the highest standards of corporate governance, recognizing its vital role in ensuring transparency, accountability, and long-term value creation for stakeholders. The Board comprises seven directors, including two independent, three non-executive and two executives, with one female director. The composition of the Board brings together diversified experience, perspectives and expertise, enabling it to provide effective oversight, strategic direction and guidance to the management of the Company.

Throughout the year, the Board and its committees convened regularly and considered matters of significance to the Company. The Board remained actively engaged in reviewing the Company’s performance, assessing material business developments, and providing strategic direction and oversight to management. Through constructive deliberations and effective oversight, the

Board supported sound decision-making and enabled the directors to discharge their fiduciary duties and responsibilities effectively.

FY2026 marked a significant recovery for the Company, following reduced cargo volumes in the preceding year. Cargo volumes recovered during the year, supported by improved demand for imported coal, resulting in an improvement in the Company’s financial performance. The Board continued to exercise strategic oversight and provide timely guidance to management, with particular focus on capital allocation, financial discipline, and the Company’s debt reduction strategy. This approach contributed to a marked improvement in the Company’s leverage position during the year, including the full retirement of its foreign currency borrowings.

During the year, the Board provided strategic direction and actively guided management in pursuing the Company’s long-term growth and diversification objectives. As part of this strategy, on December 12, 2025, the Company executed a Supplemental Implementation Agreement with Port Qasim Authority, which granted the Company supplemental concessions, rights and licences on a non-exclusive basis for the handling, storage and export of copper-gold commodities, including minerals, metals and other

natural earth commodities. This provided the contractual framework for the Company to pursue opportunities beyond its existing coal, clinker and cement cargo base.

Subsequently, the Company entered into an agreement with Reko Diq Mining Company (Private) Limited ("RDMC") for the handling and export of copper and gold concentrates from the Reko Diq project. Under the agreement, RDMC will invest in dedicated storage and handling infrastructure at the Company's terminal, thereby supporting the Company's diversification into mineral exports and positioning PIBT to facilitate the export of copper and gold concentrates from Pakistan. The Board continues to monitor developments relating to the Reko Diq project.

The Board is committed to maintaining a strong internal control system to support effective operations, reliable financial reporting, and compliance with applicable laws and regulations. The Board conducts a comprehensive annual review of the adequacy and effectiveness of the internal control system, with appropriate input from the Audit Committee. This review includes assessing the design and operational effectiveness of key controls, identifying potential areas for improvement, and ensuring timely implementation of corrective actions, where necessary. Following the review, the Board is satisfied with the adequacy and effectiveness of the internal control system and remains committed to its continuous improvement to safeguard the interests of stakeholders.

The annual evaluation of the performance of the Board as a whole and its committees was carried out in accordance with the requirements of Listed Companies (Code of Corporate Governance) Regulations, 2019 and the criteria developed for this purpose. The evaluation considered, among other matters, the Board's composition, participation, quality of deliberations, oversight of strategy and risk, functioning of its committees and overall contribution towards the achievement of the Company's objectives. The overall performance and effectiveness of the role played by the Board and its committees were assessed as satisfactory.

The Risk Management Committee continued to support the Board in overseeing the Company's risk management framework during FY2026. The Committee assessed and monitored key risks arising from the Company's growth initiatives, operational activities, counterparty exposures, and strategic projects, and provided relevant input to the Board to support informed decision-making.

The Board remained focused on sustainability-related risks and opportunities, and continued to consider

environmental, social, and governance (ESG) matters as part of its oversight responsibilities. The Board believes that appropriate consideration of ESG factors supports the Company's long-term objectives and strengthens its governance and decision-making framework. The Board remains committed to upholding high standards of environmental and social responsibility, embedding these principles into the corporate culture and decision-making processes. In line with the Company's social commitments, the Board continued to support initiatives aimed at improving access to education, vocational training, healthcare and sustenance for underprivileged communities. The Board also continued to consider the Company's approach to the sustainability-related governance requirements introduced by SECP in June 2024, including the potential constitution of a dedicated sustainability committee.

Considering the Board's performance during FY2026, the functioning of its committees and the annual performance evaluation, I am satisfied that the Board performed effectively during the year and played an effective role in providing strategic direction, oversight and guidance towards the achievement of the Company's objectives.

On behalf of the Board and the Company, I extend my sincere gratitude to the management team, our dedicated employees as well as our regulator, the Port Qasim Authority, Reko Diq Mining Company, our lenders, vendors, contractors and valued shareholders for their continued trust, cooperation and support.

Capt. Haleem A. Siddiqui

Chairman

Karachi: September 21, 2026