৪০ বছরের আস্থা
আগামীর সুরক্ষা

Annual Report | 2025

PROGRESS ANCHORED IN RELIABILITY



কর্ণফুলী ইনস্যুরেন্স পিএলসি
KARNAPHULI INSURANCE PLC



PROGRESS ANCHORED IN RELIABILITY

Building Trust. Managing Risk. Creating Sustainable Value.

The year 2025 reflects another important chapter in the journey of Karnaphuli Insurance PLC - a journey built on trust, prudence, resilience, and an unwavering commitment to stakeholders.

In an evolving economic environment marked by market uncertainties, inflationary pressures, and changing customer expectations, the Company remained focused on delivering sustainable growth while preserving the reliability that has defined its identity for nearly four decades. Through disciplined underwriting, prudent investment management, sound governance practices, and effective risk oversight, Karnaphuli Insurance PLC continued to strengthen its operational and financial foundations.

Reliability remains at the heart of everything we do. It guides our commitment to honouring policyholder obligations, maintaining financial strength, safeguarding stakeholder interests, and ensuring responsible business conduct. This enduring focus has enabled the Company to navigate challenges with confidence while continuing to create long-term value.

Throughout the year, we further strengthened our governance framework, enhanced compliance and risk management practices, and continued to invest in operational efficiency and customer service excellence. These efforts have reinforced our ability to respond effectively to an increasingly dynamic business landscape while maintaining the trust of our shareholders, policyholders, regulators, employees, and business partners.

As we look ahead, Karnaphuli Insurance PLC remains committed to building a future defined by resilience, accountability, and sustainable growth. Guided by our purpose and anchored in reliability, we are well positioned to capture emerging opportunities, adapt to changing market conditions, and continue delivering meaningful value to all stakeholders.

OUR BUSINESS PILLARS

Prudent Risk Management

We carefully select corporate business that promises stable returns without compromising on risk exposure, ensuring long-term viability and trust.

Sustainable Pricing

Our pricing strategy is designed to balance risk and reward responsibly, avoiding the pitfalls of high-risk premiums. We aim for moderate, sustainable profits that cover operational expenses and yield a reasonable profit, akin to a middle-income family budget.

Stakeholder Engagement

We are committed to building lasting relationships with our clients, offering fair commissions and fostering trust. This approach has enabled us to maintain an annual employee turnover rate of less than 1%, reflecting our strong internal culture and employee satisfaction.

Community Investment

A significant portion of our income is allocated to corporate social responsibility initiatives, supported by our non-profit arm, which holds 5.7% of our shares. This commitment to social responsibility is integral to our corporate identity and mission.

Dynamic Workforce

We continually invest in our workforce by recruiting dynamic new talent to work alongside our experienced employees. This strategy ensures fresh perspectives are integrated with seasoned expertise, driving innovation and adaptability.

Our strategic approach is designed not just to navigate the present but to pave a stable path into the future. By aligning our operations with these core principles, we ensure Karnaphuli Insurance not only thrives as a business but also contributes positively to the communities we serve and represents a model of sustainable, ethical insurance practice.



HIGHLIGHTS 2025

PROGRESS ANCHORED IN RELIABILITY

Karnaphuli Insurance PLC continued to strengthen its financial resilience, governance practices, stakeholder trust, and operational capabilities through prudent underwriting, disciplined investment management, and responsible business conduct.

From 1986 to 2025 – A Journey Built on Trust and Reliability

Since its inception in 1986, Karnaphuli Insurance PLC has been serving individuals and businesses with a steadfast commitment to protection, trust, and financial security. Over the years, the Company has evolved alongside Bangladesh's growing economy, continuously adapting to changing market dynamics, regulatory developments, and the evolving needs of its stakeholders.

For four decades, Karnaphuli Insurance PLC has built a reputation for prudent underwriting, disciplined risk management, timely claims settlement, and strong corporate governance. These foundations have enabled the Company to earn the confidence of policyholders, shareholders, business partners, and regulators while maintaining a resilient and sustainable business model.

Today, Karnaphuli Insurance PLC offers a comprehensive range of non-life insurance solutions across diverse sectors, supporting businesses, institutions, in managing risk and protecting their assets. Through its nationwide presence, experienced workforce, and customer-focused approach, the Company continues to deliver reliable insurance services and long-term value to stakeholders.

Guided by its commitment to integrity, accountability, and professionalism, Karnaphuli Insurance PLC remains focused on strengthening policyholder confidence, enhancing operational excellence, and creating sustainable value. As the Company moves forward, it continues its journey of growth and transformation—anchored in reliability and driven by a vision of long-term resilience and stakeholder trust.



MANUFACTURED CAPITAL

- Operational infrastructure enabling efficient service delivery
- 31 Branch Offices nationwide
- Technology-enabled operational platform
- Digital and information systems supporting business operations
- Strengthened service and operational infrastructure



FINANCIAL CAPITAL

- BDT 718 million Gross Premium Income
- BDT 413.73 million Net Premium Income
- BDT 1255.60 million Investment Portfolio
- BDT 229.83 million Profit Before Tax
- BDT 2102.89 million Total Assets
- 7.74% Growth in Premium Income



POLICYHOLDERS & CUSTOMERS

- Large and Diverse Policyholders Base
- BDT 184361951 million Claims settled
- Strong Claims Settlement Record
- 25345 Insurance policy offer
- Continued focus on responsive customer service



BUSINESS PARTNERS

- 6 Reinsurers
- 2 Brokers
- 20% Corporate Clients



NATURAL CAPITAL

- Supporting environmentally responsible operations
- Continued paper-efficient business practices
- Responsible resource utilization initiatives
- Environmental awareness activities
- Commitment to sustainable business operations



GOVERNMENT & SOCIETY

- BDT 2025 mn Total direct and indirect tax contribution to the Government



RESPONSIBLE EMPLOYER

- 352 Employees
- 42 Training Hours
- 99% Employee Retention Rate
- Continuous Learning & Development Initiatives



COMMUNITIES

- Educational support for underprivileged students
- Relief and humanitarian support for flood-affected communities
- Drinking water distribution during extreme weather conditions
- Community-focused welfare and social development initiatives

AWARDS AND ACCOLADES



The 6th Emerging Asia Insurance award 2025 for the best Reinsurer of the year, Bangladesh.



ICC Special Award for the best general insurance company in Bangladesh from ASIA Imaging review on the award of 4th Imaging ASIA Insurance award 2023.



Mr. Nasir Uddin Ahmed (Pavel), former President of the Bangladesh Insurance Association (BIA), has extended his heartfelt congratulations to the current BIA President, Sayeed Ahmed, on his successful election as a Member of Parliament of Bangladesh in the 13th National Parliamentary Election.



We are pleased to received the 6th Emerging Asia Insurance award 2025.

AAA

CREDIT RATING

ON

কর্ণফুলী ইনস্যুরেন্স পিএলসি
KARNAPHULI INSURANCE PLC

https://www.kiclbd.com/

National Credit Ratings Ltd. (NCRL) has affirmed the long term rating of "Karnaphuli Insurance PLC" as "AAA" (Pronounced as Triple A) and short term rating as "ST-1".

Valid till - August 3, 2026

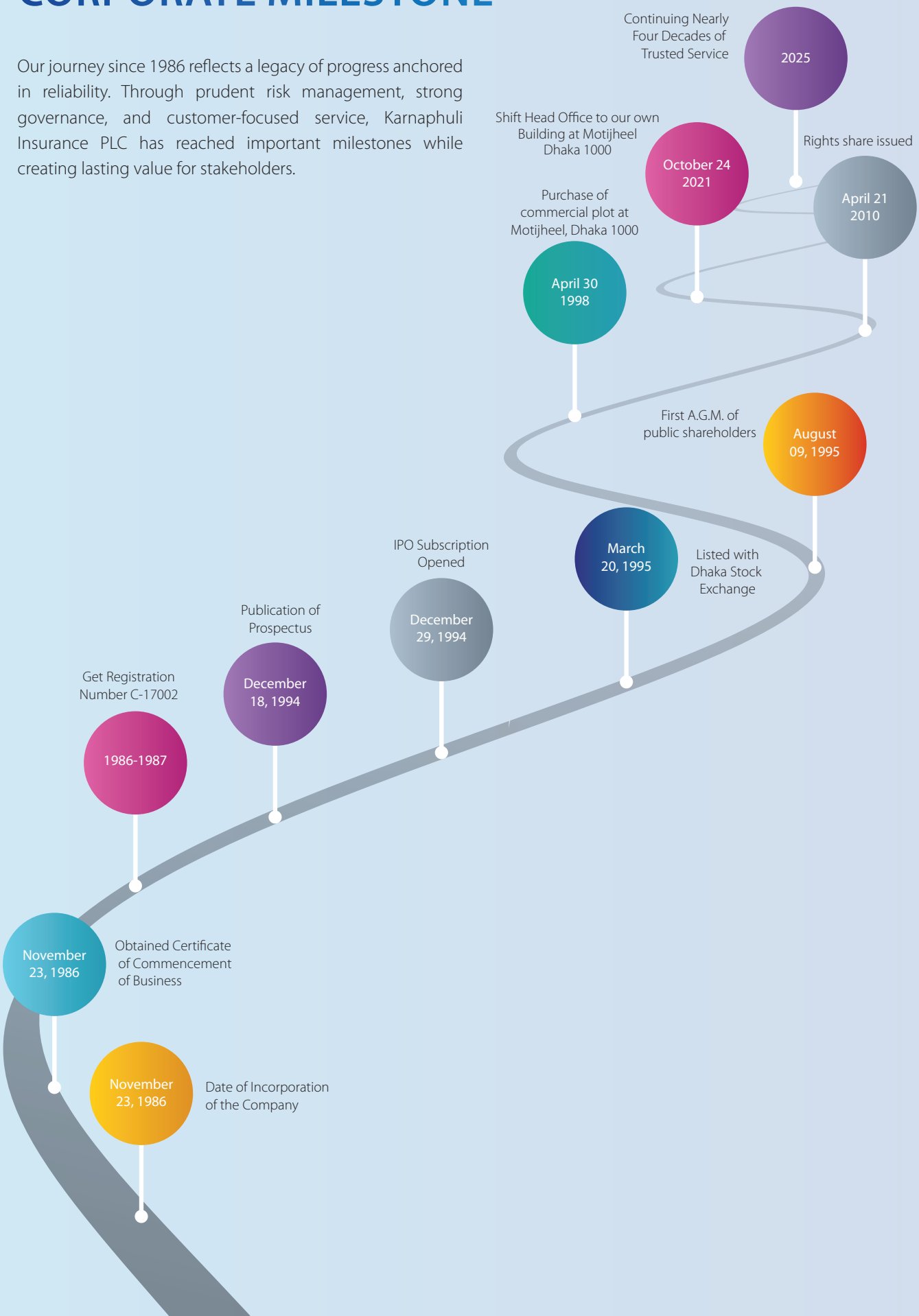
Long Term "AAA"	NCR has assigned the ratings to Karnaphuli Insurance PLC based on audited financial statements as on December 31, 2024 along with the other relevant quantitative as well as qualitative information provided by the client up to the date of rating declaration.
Short Term "ST-1"	
Outlook "Stable"	

Chief Executive Officer (CEO)

ncr National Credit Ratings Limited

CORPORATE MILESTONE

Our journey since 1986 reflects a legacy of progress anchored in reliability. Through prudent risk management, strong governance, and customer-focused service, Karnaphuli Insurance PLC has reached important milestones while creating lasting value for stakeholders.



CORPORATE INFORMATION

Name of the Company	Karnaphuli Insurance PLC
Registration Number	C-17002 of 1986-1987
Certificate of Incorporation	23rd November, 1986
Obtained Certificate of Commencement of Business	November 23, 1986
Nature of Business	Non-Life Insurance Business
Authorized Capital	600.00 Million
Paid up Capital	448.76 Million
Publication of Prospectus	December 18, 1994
IPO Subscription Opened	December 29, 1994
IPO Subscription Closed	January 07, 1995
Amount of public subscription	30.00 Million
Amount of total subscription received	300.00 Million
Listed with Dhaka Stock Exchange	March 20, 1995
First trading of shares on Dhaka Stock Exchange	March 20, 1995
First A.G.M. of public shareholders	August 09, 1995
Dematerialization of shares	April 16, 2006
Rights share issued	April 21, 2010
Change in the denomination of Face Value (BDT 10/-) and Market Lot (From 20 to 100)	October 03, 2010
Purchase of commercial plot at Motijheel, Dhaka 1000	April 30, 1998
Tax Payers Identification Number (ETIN)	121758563184
VAT Registration Number	002028401-0202
BIN Registration Number	002028401-0202
Number of Branches	31
Number of Share Holders	7,978
Number of Employees	352

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INTRODUCTION

LETTER OF TRANSMITTAL

Respected Shareholders,
Bangladesh Securities and Exchange Commission
Insurance Development and Regulatory Authority (IDRA)
Dhaka Stock Exchange PLC
Chittagong Stock Exchange PLC
Central Depository Bangladesh Limited

Submission of Annual Report for the year ended 31st December, 2025.

Dear Sir (s),

We are delighted to submit the Annual Report and Audited Financial Statements of Karnaphuli Insurance PLC for the year ended on December 31, 2025. This submission is in compliance with the applicable laws and regulations governing corporate reporting and accountability.

Enclosed, you will find detailed financial statements and a comprehensive analysis of our operational achievements, financial health, and strategic initiatives undertaken during the year. This report reflects our unwavering commitment to corporate transparency and accountability.

The past year has been marked by significant strides in our strategic goals, reflecting our dedication to sustaining growth and enhancing shareholder value. We trust that this report will provide you with a clear insight into our financial and operational posture as we move forward into the new fiscal year with optimism and strategic focus.

Sincerely yours
For Karnaphuli Insurance PLC



(F. J. M. Hafiza Sultana)
Deputy Managing Director
&
Company Secretary

কর্ণফুলী ইনস্যুরেন্স পিএলসি
KARNAPHULI INSURANCE PLC

Regd. Office: Meghna Life-Karnaphuli Bima Bhaban (12th- 13th floor)
11/B & 11/D, Toyenbee Circular Road' Motijheel C/A' Dhaka - 1000

Notice of the 39th Annual General Meeting

Notice is hereby given that the 39th Annual General Meeting (AGM) of Karnaphuli Insurance PLC will be held on Thursday, 09 July, 2026 at 11:30 A.M. virtually by using digital platform through the link https://kiplc39.agm.watch to transact the following business:

AGENDA

1. To receive, consider and adopt the Directors' Report and Audited Financial Statements for the year ended 31 December 2025 together with the Auditors' Report thereon.
2. To declare dividend for the year ended 31 December 2025 as recommended by the Board of Directors.
3. To elect/re-elect Directors.
4. To appoint Statutory Auditors for the year 2026 and fix their remuneration
5. To appoint Corporate Governance Code (CGC) Compliance Auditor for the year 2026 and fix their remuneration.
6. To appoint Insurers Corporate Governance Guidelines (ICGG) Compliance Auditor for the year 2026 and fix their remuneration.

By order of the Board of Directors

Dated: 04 May, 2026
Dhaka

(FJM Hafiza Sultana)
Deputy Managing Director
&
Company Secretary

Notes

1. The Record Date is fixed Sunday, 07 June, 2026. Shareholders of the company whose names appeared in the shareholders/depository register as on record date will be eligible to attend in the AGM and entitled to receive the dividend.
2. The shareholders cast their vote through online or e-voting starting from 48 hours before the AGM and voting option will remain open till the closure of the AGM.
3. As per BSEC notification No. BSEC/CMRRCD/2006-158/208/Admin/81, dated June 20, 2018, soft copies of the Annual Report 2025 along with the Attendance Slip, Proxy Form and the Notice will be forwarded to all Members at their respective email addresses available with us as per CDBL record. These are also available in the Company's website at www.kiclbd.com
4. A member eligible to attend the Annual General Meeting may appoint a proxy to attend and vote on his/her behalf. No person shall act as proxy unless he/she is entitled to be present and vote in his/her own right. The "Proxy Form", duly filled, signed and affixed with stamp of BDT 100 must be sent to Karnaphuli Insurance PLC share department or e-mail at kiclshare@yahoo.com at least 72 hours before commencement of the AGM.
5. The shareholders will be able to submit their questions/comments through e-mail address kiclshare@yahoo.com before 24 hours of the AGM.
6. The cash dividend will be distributed to the shareholder's bank account through Bangladesh Electronic Fund Transfer Network (BEFTN).
7. Brokerage houses/Securities houses are requested to provide us the statement of their margin loan holders, who hold the shares as on record date of the company within Monday, 22 June, 2026 and also requested to email the same in MS Excel format at kiclshare@yahoo.com.
8. We would like to request to our Respected Shareholders to update their BO Accounts with mailing address, contact number, Bank details, e-mail address and E-Tin numbers (12 digits) with their respective DP (Depository Participants) before record date.

ABOUT THIS REPORT

Reporting for Sustainable Value Creation

This Annual Report presents a comprehensive overview of Karnaphuli Insurance PLC's strategy, governance, business model, performance, risk management practices, and future outlook for the year ended December 31, 2025.

Prepared under the theme "Progress Anchored in Reliability," this Report reflects the Company's commitment to transparency, accountability, ethical business conduct, and sustainable value creation. It provides stakeholders with a balanced assessment of the Company's financial and non-financial performance, governance practices, operational resilience, and long-term strategic priorities.

Report Objectives

The primary objectives of this Report are to:

- Provide stakeholders with a comprehensive understanding of the Company's business model, strategy, performance, and outlook;
- Demonstrate how Karnaphuli Insurance PLC creates and preserves value over time;
- Communicate material financial and non-financial information in a transparent and balanced manner;
- Highlight the Company's governance framework, risk management practices, and compliance culture;
- Strengthen stakeholder understanding of the Company's long-term sustainability and value creation approach.

Reporting Period and Boundary

This Report covers the activities, operations, financial performance, governance practices, and sustainability initiatives of Karnaphuli Insurance PLC for the period from January 1, 2025 to December 31, 2025, unless otherwise stated.

The reporting boundary includes the Company's Head Office, Branch Offices, and all business operations conducted within Bangladesh.

Reporting Frameworks and Guidelines

This Annual Report has been prepared with reference to applicable regulatory requirements, reporting principles, and governance frameworks, including:

- International Reporting Framework;
- Companies Act, 1994;
- Insurance Act, 2010;
- Corporate Governance Code issued by the Bangladesh Securities and Exchange Commission (BSEC);
- Corporate Governance Guidelines issued by the Insurance Development and Regulatory Authority (IDRA);
- Listing Regulations of Dhaka Stock Exchange PLC (DSE) and Chittagong Stock Exchange PLC (CSE);
- International Financial Reporting Standards (IFRSs);
- International Accounting Standards (IASs).
- Bangladesh Accounting Standards (BAS)

Integrated Thinking and Value Creation

At Karnaphuli Insurance PLC, value creation is driven by the effective utilization of multiple forms of capital and supported by strong governance, prudent risk management, and responsible business practices. Our business model transforms

these resources into sustainable outcomes that contribute to long-term financial resilience, stakeholder confidence, and organizational growth.

The Company utilizes six capitals as defined under the International Integrated Reporting Framework to support value creation:

Financial Capital

The financial resources available to the Company, including shareholders' equity, premium income, investment portfolio, reserves, and cash flows, which support underwriting activities, claims settlement, business operations, and future growth.

Manufactured Capital

The Company's operational infrastructure, including its branch network, office facilities, information technology systems, digital platforms, and other physical resources that facilitate efficient service delivery and business operations.

Intellectual Capital

The Company's institutional knowledge, underwriting expertise, risk management capabilities, operational processes, information systems, brand reputation, and accumulated experience that contribute to sustainable value creation.

Human Capital

The collective skills, competencies, experience, integrity, and commitment of the Company's employees, management team, and Board of Directors, which drive performance, innovation, and service excellence.

Social and Relationship Capital

The relationships and trust established with policyholders, shareholders, regulators, reinsurers, business partners, employees, and the broader community, which support the Company's reputation, market presence, and long-term success.

Natural Capital

The environmental resources and ecosystems that support economic activity and societal well-being. The Company remains committed to minimizing its environmental footprint through responsible resource utilization and environmentally conscious business practices.

Governance and Risk Management Foundation

Strong corporate governance, effective risk management, robust internal controls, ethical business practices, and regulatory compliance serve as the foundation that supports and strengthens Company's value creation process. These principles are fundamental to maintaining stakeholder confidence and ensuring sustainable business performance.

Material Matters

The Company regularly assesses matters that may significantly influence its ability to create and sustain value. The material matters reflected in this Report include:

Stakeholders and Target Audience

This Report is intended for shareholders, policyholders, regulators, employees, reinsurers, business partners, financial institutions, analysts, and other stakeholders. Through transparent disclosure and balanced reporting, we seek to strengthen stakeholder

01 Underwriting Performance and Portfolio Quality

02 Claims Management and Customer Service Excellence

03 Investment Performance and Capital Preservation

04 Regulatory Compliance and Corporate Governance

05 Risk Management and Solvency Maintenance

06 Operational Efficiency and Digital Transformation

07 Human Capital Development

08 Stakeholder Engagement and Sustainable Growth

understanding of the Company's performance, governance practices, and long-term strategic direction.

Report Assurance

The Board of Directors acknowledges its responsibility for the integrity of this Integrated Annual Report. In the opinion of the Board, this Report presents a fair, balanced, and comprehensive assessment of the Company's performance, governance practices, strategic priorities, risks, opportunities, and future outlook.

The statutory financial statements have been audited by the Company's external auditors, while compliance with corporate governance requirements has been independently reviewed in accordance with applicable regulatory provisions.

Forward-Looking Statements

This Report contains certain forward-looking statements relating to future plans, objectives, expectations, and projections. Such statements involve risks and uncertainties and are based on assumptions and information available at the date of publication. Actual results may differ materially from those expressed or implied by these forward-looking statements.

Feedback

We value stakeholder feedback and welcome comments, suggestions, and recommendations regarding this Report and our reporting practices as we continue to enhance transparency, accountability, and stakeholder engagement.

THE FOUNDATIONS OF RELIABILITY



VISION

To be the premier choice in insurance recognized for our unwavering reliability and innovative solutions that ensure peace of mind for our clients. We aim to consistently exceed expectations, nurturing customer satisfaction and organizational prosperity.

MISSION

Our mission is to deliver unparalleled insurance protection tailored to the diverse needs of our clients, enhancing their financial security and contributing positively to the national economy through diligent risk management and sustainable growth.





CORPORATE PHILOSOPHY

Rooted in customer-centricity, innovation, and integrity, our philosophy commits to understanding and addressing the specific needs of our clients through exceptional service and innovative solutions. We uphold transparency and fairness in every interaction, fostering an inclusive environment that drives our long-term success.

CORE VALUES

ACCOUNTABILITY

We take full responsibility for our actions, understanding their broad impact on our stakeholders.





INTEGRITY

We operate with the highest ethical standards, ensuring fairness and honesty in every action.

INNOVATION

We embrace change and continuously seek creative solutions to enhance our offerings.





EFFICIENCY

We strive for transparency and effectiveness throughout our operations.

CODE OF CONDUCT

We adhere to the strictest standards of ethics, transparency, and accountability, conducting our operations in full compliance with legal norms and the highest business ethics to maintain integrity in every facet of our work





OUR CULTURE & ETHICS

Our culture is shaped by our values and strategic objectives, fostering a vibrant work environment that encourages ethical behavior and a sense of belonging among employees. This culture supports our mission and guides our interactions within and beyond the company walls

CUSTOMER-CENTRICITY

We are dedicated to surpassing client expectations and valuing their trust in us.





COMMUNITY ENGAGEMENT

We are dedicated to surpassing client expectations and We actively contribute to societal advancement, understanding its importance to our collective success.

COMMITMENT

We are devoted to building lasting relationships based on trust, swiftly addressing claims and aligning our practices with the interests of our clients to ensure accessibility and affordability.





TEAMWORK

Through cooperative efforts across all levels of our company, we achieve shared goals and drive the company's advancement, ensuring mutual success for our stakeholders.

PROFILE OF KARNAPHULI INSURANCE PLC

INTRODUCTION

Karnaphuli Insurance PLC was established on 23rd November 1986 as a public limited company under the Companies Act of 1913. It started operations just two days later, with the approval to conduct general insurance operations. The company's founding was backed by a distinguished group of businessmen, industrialists, and journalists.

HISTORY AND DEVELOPMENT

Since its inception, Karnaphuli Insurance PLC has positioned itself as a leading first generation Non-life Insurance Company in Bangladesh. With a solid capital base, the company has adhered to ethical business practices, excellent corporate governance, and superior underwriting skills.

FINANCIAL OVERVIEW

The company commenced operations with a paid-up capital of TK 3.00 crore and authorized capital of TK 30.00 crore. Over the years, the paid-up capital increased to TK 44.87 crore. The face value of share was revised from TK 100 to TK 10.00, and market lot size adjusted from 20 to 200 shares. The company's share is listed under the A category since the day it was listed on the Dhaka Stock Exchange PLC.

BOARD OF DIRECTORS AND MANAGEMENT

The Board consists of 10 (Ten) directors as of 31st December 2025, including two independent directors Md. Hafizullah & Mrs. Mahbuba Hossain. Mr. Nizam Uddin Ahmed serves as the Chairman, a prominent figure with extensive leadership in various top-tier institutions.

CREDIT RATING

Karnaphuli Insurance maintains a stable outlook with credit ratings of AAA and ST-1 for long and short term respectively, reflecting its efficient premium collection, satisfactory dividend policy, and speedy claim settlements.

NETWORK AND OPERATIONS

The company operates through 31 branches across Bangladesh, with the head office located in Dhaka. All types of business are underwritten directly by the branches, which are closely monitored and guided by the head office.

BUSINESS STRATEGY

Karnaphuli Insurance is dedicated to managing key strategic concerns with initiatives that ensure high-quality, consistent growth and financial stability. Its strategies include leadership transitions, cluster management initiatives, and extensive reinsurance coverage.

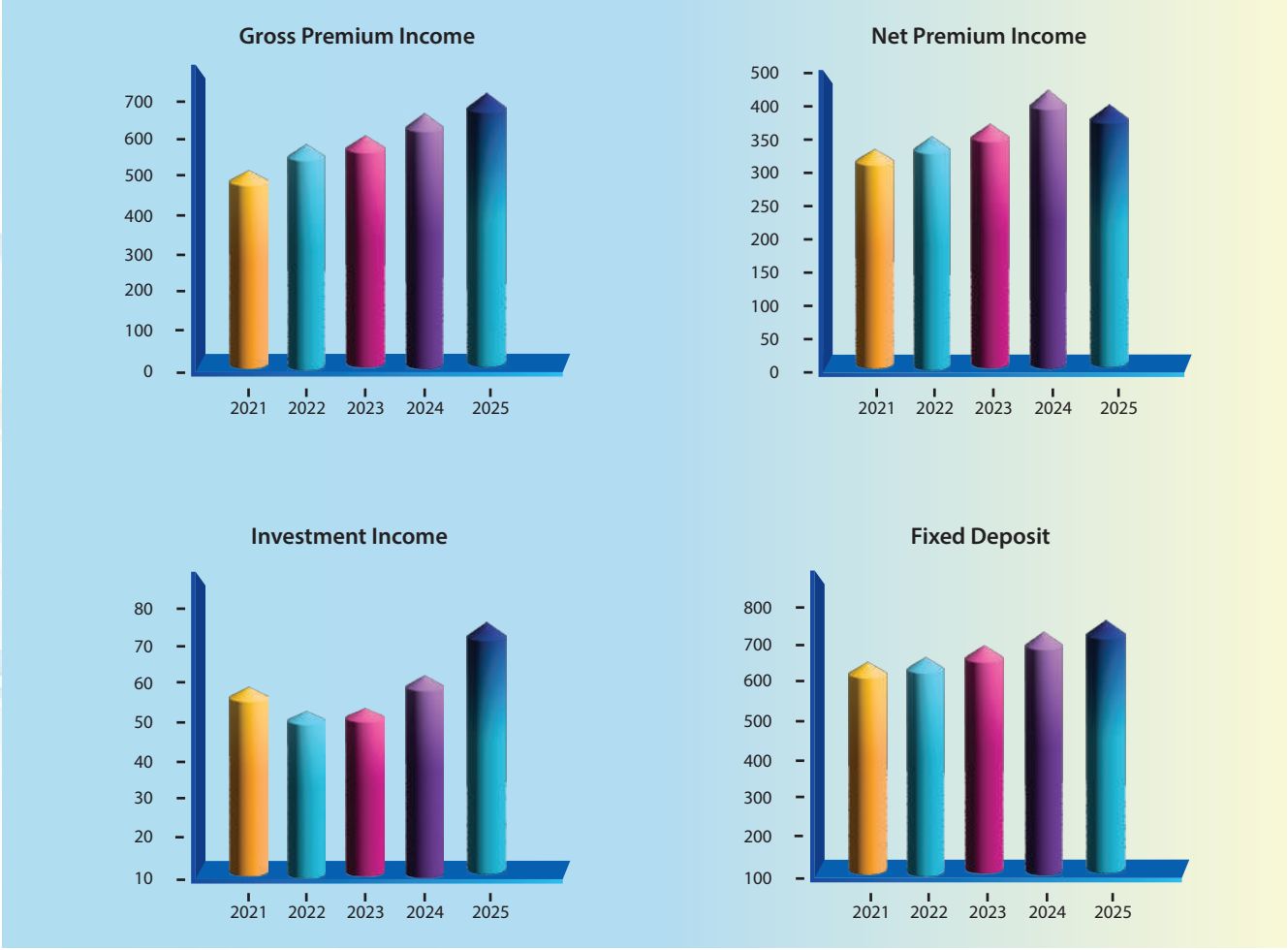


FINANCIAL HIGHTLIGHT

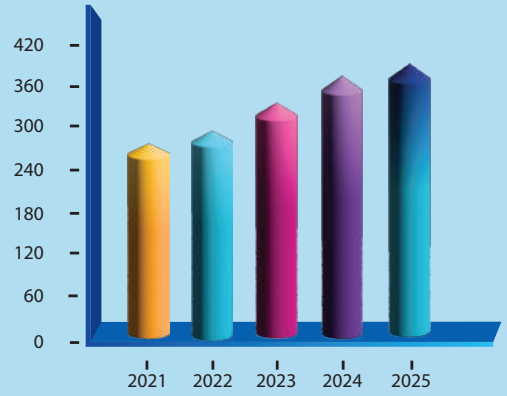
FINANCIAL ACHIEVEMENT

TK in Million

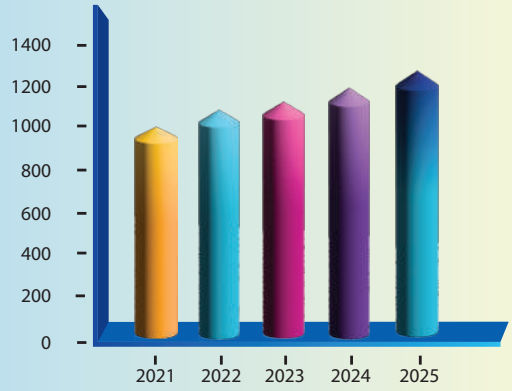
Particulars	2021	2022	2023	2024	2025
Gross Premium Income	520.38	590.12	622.58	666.43	**718.00**
Net Premium Income	340.39	353.06	374.56	463.98	**431.73**
Investment Income	58.93	54.67	55.45	62.33	**77.07**
Fixed Deposit (FDR)	657.73	681.43	700.68	731.65	**755.56**
Investment in a Bond, Share, Debenture & Unit Fund	263.36	298.09	339.92	373.06	**381.68**
Total Investment	1,080.60	1,068.71	1,132.06	1,201.94	**1,255.60**
Total Assets	1,657.78	1,691.18	1,816.44	1,956.03	**2,102.89**
Net Asset Value Per Share (NAVPS)	20.19	20.72	21.61	22.75	**23.79**
Available Solvency Margin	581.99	583.62	620.59	504.35	**562.87**



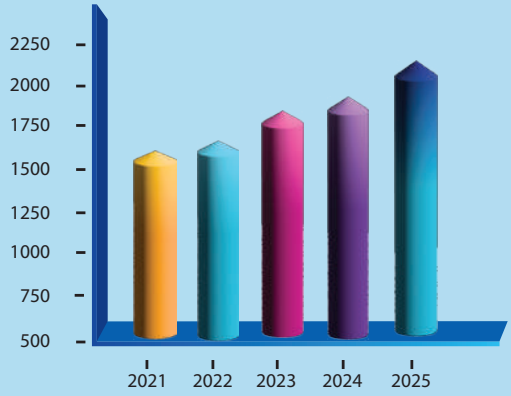
Investment in a Bond ,Share, Debenture & Unit Fund



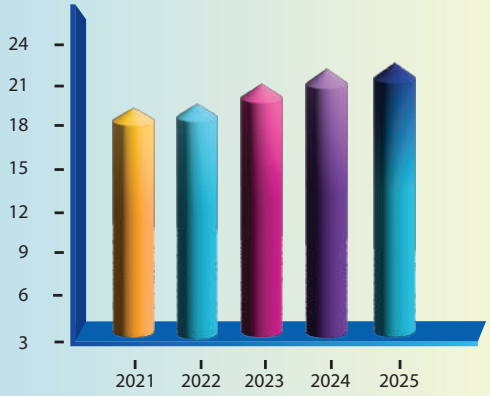
Total Investment



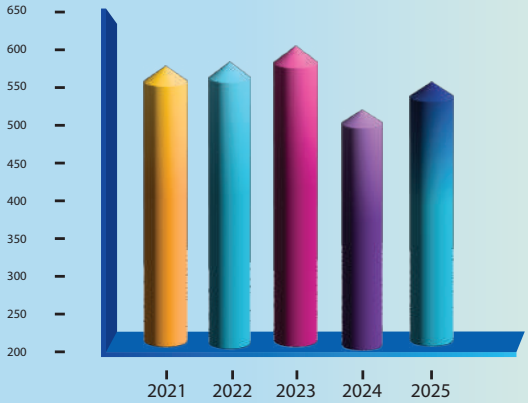
Total Assets



Net Asset Value Per Share (NAVPS)



Available Solvency Margin



FINANCIAL INFORMATION AT A GLANCE

Tk in Million
When applicable

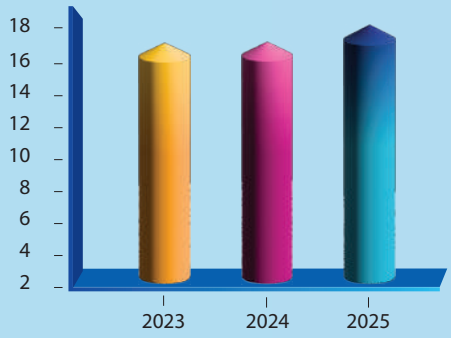
Particulars	2021	2022	2023	2024	2025
Authorized Capital	600.00	600.00	600.00	600.00	**600.00**
Paid up Capital	448.76	448.76	448.76	448.76	**448.76**
Gross Premium Income	520.38	590.12	622.58	666.43	**718.00**
Net Premium Income	340.39	353.06	374.56	463.98	**431.73**
Underwriting Profit	95.26	66.66	66.60	71.30	**70.19**
Investment Income	58.93	54.67	54.39	62.33	**77.07**
Net Profit before Tax	144.13	110.98	110.37	119.31	**129.83**
Net Profit after Tax	106.36	83.41	84.74	96.69	**95.76**
Dividend Amount	53.85	44.87	44.87	44.87	**44.87**
Dividend Paid (Cash)	10%	10%	10%	10%	**10%**
Dividend Paid (Stock)	-	-	-	-	**-**
Fixed Deposit (FDR)	657.73	681.43	700.68	731.65	**755.56**
Investment in Bond, Share, Deb. & Unit Fund	263.36	298.09	339.92	373.06	**381.68**
Total Investment	1,080.60	1,068.71	1,132.05	1,201.94	**1,255.60**
Total Assets	1,657.78	1,691.18	1,816.44	1,956.03	**2,102.89**
Net Asset Value Per Share (NAVPS)	20.19	20.72	21.61	22.75	**23.79**
Earning Per Share	2.37	1.86	1.89	2.15	**2.13**
Market Rate of Share	42.50	27.60	36.90	31.00	**28.40**
Required Solvency Margin	142.02	145.27	155.28	186.18	**174.28**
Available Solvency Margin	581.99	583.62	620.59	504.35	**562.87**
Credit Rating	AA+	AA+	AA+	AA+	**AAA**
Number of Share Holder's	9,255	9,135	8,816	8,431	**7,978**

FINANCIAL INDICATORS 2025

Financial indicators are metrics used to assess the financial health, performance, and stability of a company, organization, or economy. These indicators provide valuable insights into various aspects of financial operations and help stakeholders, such as investors, managers, and analysts, make informed decisions.

1. Profitability Ratios

Gross Profit Margin (Net Profit before tax)



Gross Profit Margin (Net Profit before tax)		
Years	Calculations	Pacentage
2023	(110.37 / 622.58) * 100	17.73%
2024	(119.32 / 666.43) * 100	17.90%
2025	(129.83 / 718.00) * 100	18.08%

Based on aforementioned observations, we can draw the following conclusions:

- Insurance market of Bangladesh is very vulnerable due to unstable situation of global and Bangladesh market competition. We could not increase our profitability in a big margin due to unstable situation of insurance industry, capital market and huge claims payment.
- **Stable Profitability:** The Company demonstrated consistent stable from 2023 to 2025, with the net profit before tax increasing from 17.73% to 18.08%. This indicates effective cost management and revenue growth during this period.
- **Stability & Maintenance:** The company has maintained profitability suggesting stability in its operations and financial performance.

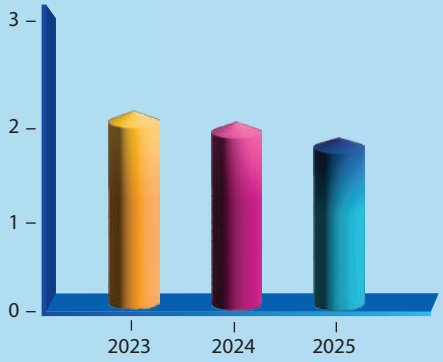
Area of Attention: Consistence growth in net profit margin before tax highlight the importance of continuous monitoring and strategic adjustments in cost management and revenue generation. The company may need to analyze the factors contributing of growth in 2023 to 2025 address good governance.

Overall, while Karnaphuli Insurance PLC has demonstrated strong profitability, there is a need for ongoing efforts to sustain and potentially improve its net profit margin in the future. This could involve initiatives to enhance operational efficiency, optimize costs, and capitalize on growth opportunities in the insurance market.

2. Current ratios

- Current ratios is 1.95% in the year of 2025.
- Ratios of 2023 to 2025 are as under:

From the provided current ratio data for Karnaphuli Insurance PLC over the years 2023 to 2025, we observe the following:



Liquidity Ratio	
Years	Ratio
2023	2.14
2024	2.05
2025	1.95

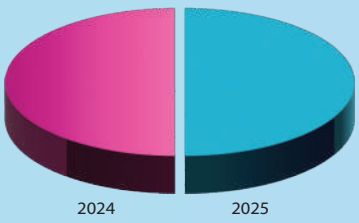
- The current ratio has consistented.
- The current ratio values are above for all years, indicating that the company has more current assets than current liabilities.

Based on these observations, we can draw the following conclusions:

- **Improving Liquidity:** The Stable trend in the current ratio suggests that Karnaphuli Insurance PLC has been able to enhance its liquidity position over the years. This indicates the company's ability to meet its short-term financial obligations more comfortably.
- **Financial Stability:** The current ratio values being consistently above we imply that the company has sufficient current assets to cover its current liabilities. This signifies financial stability and reduces the risk of liquidity problems or difficulties in meeting short-term obligations.
- **Positive Indicator:** A current ratio above is generally considered favorable, as it indicates that the company has adequate liquidity to cover its short-term liabilities. Karnaphuli Insurance PLC's current ratio values being consistently above reflect positively on its financial health and management of short-term liquidity risks.

Overall, the improving trend in the current ratio and its values consistently above we indicate that Karnaphuli Insurance PLC has maintained a strong liquidity position and financial stability over the years. This bodes well for the company's ability to meet its short-term obligations and manage its operations effectively.

3. Solvency Ratio



Solvency Ratio		
Years	Calculations	Ratio
2024	504.35 / 186.18	2.70
2025	562.87 / 174.28	3.22

From the provided solvency ratio data for Karnaphuli Insurance PLC over the years 2024 to 2025, we observe the following:

- The solvency ratio has increased over the years, ranging from 2.70 to 3.22.
- Despite fluctuations, the solvency ratio values for all years are above two, indicating that the company has sufficient available solvency margin to cover its required solvency margin.

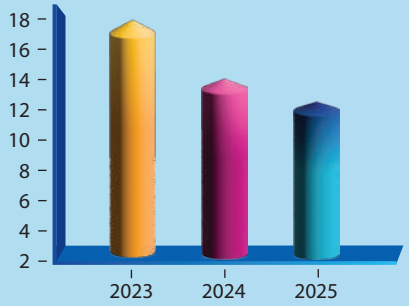
Based on these observations, we can draw the following conclusion:

Stable Financial Health: Karnaphuli Insurance PLC has maintained a stable level of long-term financial stability as evidenced by its solvency ratio consistently above two throughout the years. This indicates the company's ability to meet its long-term debt obligations comfortably and suggests a robust financial position.

While there have been improved in the solvency ratio, the overall trend indicates that the company has effectively managed its long-term financial obligations and has sufficient available solvency margin to cover potential liabilities. This stability in financial health is essential for maintaining investor confidence, securing financing, and sustaining operations in the long run.

4. Market Performance Indicator

From the provided Price to Earnings (P/E) ratio data for Karnaphuli Insurance PLC over the years 2023 to 2025, we observe the following:



Price to Earnings (P/E) Ratio:		
Years	Calculations	Ratio
2023	36.90 / 1.89	19.52%
2024	31.00 / 2.15	14.42%
2025	28.40 / 2.13	13.33%

- The P/E ratio has fluctuated over the years, ranging from 13.33 in 2025 to 19.52 in 2023.
- There is no clear trend in the P/E ratio over the years; however, in the year 2024, the trend is quite better.

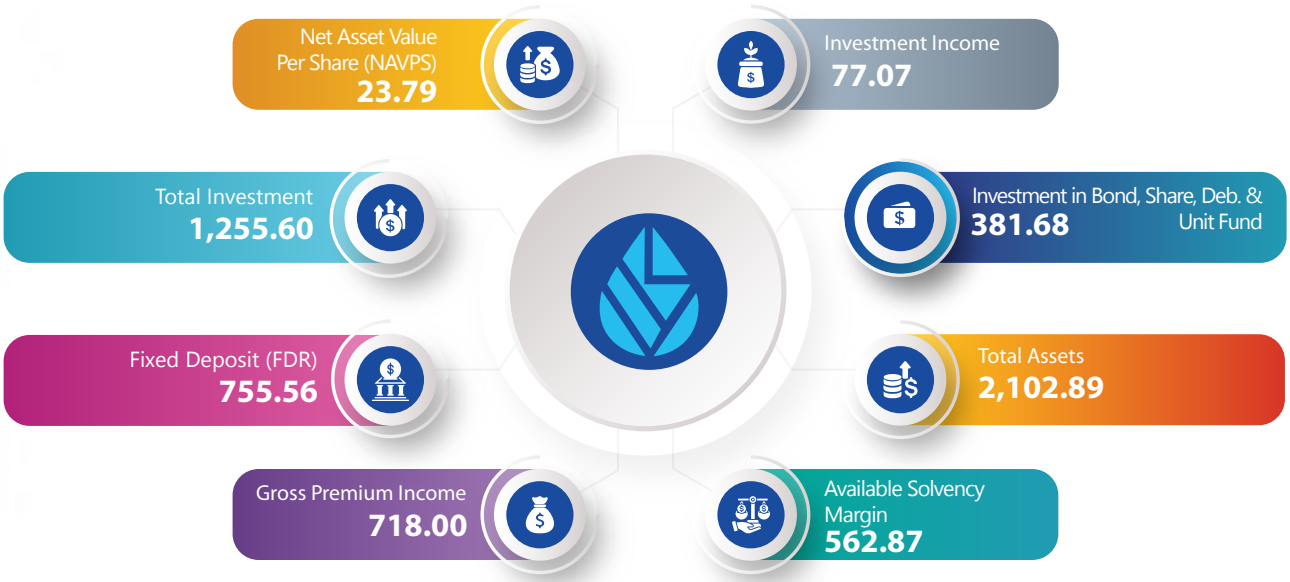
Based on these observations, we can draw the following conclusion:

Mixed Market Performance: Karnaphuli Insurance PLC's market performance, as reflected by the P/E ratio, has been mixed over the years. While there have been fluctuations in the P/E ratio, there is no consistent trend observed.

- A higher P/E ratio indicates that investors are willing to pay more for each unit of earnings, suggesting optimism about the company's future growth prospects.
- Conversely, a lower P/E ratio may indicate undervaluation or cautious investor sentiment.

Therefore, the fluctuating P/E ratio for Karnaphuli Insurance PLC suggests varying market perceptions and expectations about the company's future performance. Further analysis of factors influencing market sentiment, such as industry dynamics, regulatory environment, and company-specific initiatives, may be necessary to understand the underlying reasons for the fluctuations in the P/E ratio.

FINANCIAL INDICATORS 2025



Based on the provided financial indicators for the Non-Life Insurance Company in 2025, we can draw the following conclusions:

1. Revenue Generation

- The Gross Premium Income for 2025 is 718.00 million taka, indicating the total revenue generated from insurance premiums.
- Investment Income contributes 77.07million taka to the company's revenue streams, highlighting the importance of investment activities in generating income.

2. Investment Portfolio

- The company holds significant investments, with a total investment portfolio valued at 1,255.60 million taka.
- This portfolio includes Fixed Deposits (FDR) totaling 755.56 million taka and investments in Bonds, Shares, Debentures, and Unit Funds amounting to 381.68 million taka.
- A diversified investment portfolio can help mitigate risks and generate returns to support the company's operations and financial stability.

3. Financial Strength

- Total Assets stand at 2,102.89 million taka, reflecting the company's overall financial strength and asset base.
- The Net Asset Value Per Share (NAVPS) is 23.79 taka, indicating the book value of each share based on the company's total assets and liabilities.
- A higher NAVPS suggests greater shareholders value and financial stability.

4. Net Asset Value (NAV)

- Karnaphuli Insurance PLC has demonstrated a consistent improvement in its Net Asset Value (NAV) per share over the last three financial years, reflecting the Company's commitment to sustainable value creation and prudent financial management.
- The Company's NAV per share increased from Tk. 21.61 in 2023 to Tk. 22.75 in 2024, representing a growth of approximately 5.28%. Furthermore, NAV per share rose to Tk. 23.79 in 2025, registering an additional 4.57% year-on-year growth.
- Overall, the NAV per share increased by Tk. 2.18, equivalent to a cumulative growth of approximately 10.09% over the three-year period. This upward trajectory highlights the Company's ability to strengthen its shareholders' equity through retained earnings, disciplined underwriting practices, prudent investment decisions, and effective risk management.
- The continuous enhancement of NAV indicates that Karnaphuli Insurance PLC has been successful in preserving and expanding the intrinsic value of the Company despite operating in a competitive and evolving insurance landscape. The steady growth also reflects management's focus on maintaining financial stability, protecting policyholders' interests, and generating long-term value for shareholders.
- The Board of Directors remains confident that the Company's strong asset base, sound governance framework, and strategic business initiatives will continue to support sustainable growth and enhance shareholders' wealth in the years ahead.

5. Solvency Margin

- The Available Solvency Margin is reported as 562.87 million taka, representing the excess of assets over the required solvency margin.
- This indicates the company's ability to meet its regulatory solvency requirements and absorb potential losses, ensuring financial soundness and stability.

In conclusion, the Karnaphuli Insurance PLC demonstrates robust financial performance and strength in 2025, with steady revenue generation, a diversified investment portfolio, strong asset base, and sufficient solvency margin. These indicators suggest a healthy and resilient financial position, positioning the company well to navigate risks and capitalize on growth opportunities in the insurance market.



WHO WE ARE

Guided by our commitment to reliability, we strive to protect what matters most, foster stakeholder trust, and create sustainable value through prudent risk management, service excellence, and responsible business practices.

1986
Year of Establishment

BDT 95.76 mn
Net profit

Strong ESG
commitment

Built on Trust, Strengthened by Reliability

Karnaphuli Insurance PLC has been serving individuals, businesses, and institutions across Bangladesh for nearly four decades. Established in 1986, the Company has grown into one of the country's reputed non-life insurance companies, built upon a foundation of trust, financial discipline, prudent underwriting, and responsible governance.

Over the years, Karnaphuli Insurance PLC has continuously strengthened its capabilities to respond to evolving customer needs, changing market dynamics, and emerging risk landscapes. Through disciplined risk selection, effective reinsurance arrangements, and sound financial management, the Company has maintained its commitment to safeguarding policyholder's interests while delivering sustainable value to stakeholders.

A cornerstone of Karnaphuli Insurance PLC's success is its unwavering focus on reliability. This commitment is reflected in strong governance practices, robust risk management frameworks, timely claims settlement, regulatory compliance, and a customer-centric service culture that supports long-term stakeholder confidence.

Today, Karnaphuli Insurance PLC benefits from:

- Nearly four decades of insurance expertise and industry experience
- A nationwide branch network serving customers across Bangladesh
- Strong credit ratings reflecting financial resilience and stability
- Sound corporate governance and regulatory compliance practices
- Prudent underwriting and effective risk management capabilities
- Comprehensive reinsurance support and capital protection mechanisms
- Experienced professionals dedicated to service excellence
- Long-standing relationships with policyholders, shareholders, regulators, and business partners

These strengths enable Karnaphuli Insurance PLC to combine deep local market knowledge with disciplined risk management and operational excellence, delivering dependable insurance solutions that protect what matters most while supporting sustainable progress.

Anchored in Reliability: Creating Sustainable Value

Karnaphuli Insurance PLC's approach to sustainable value creation is guided by its commitment to reliability, responsible business practices, and long-term stakeholder value. This framework ensures that business growth, stakeholder confidence, and corporate responsibility remain closely aligned. Our approach is built on three key pillars:

1. Responsible Governance: Maintaining strong corporate governance, prudent risk management, regulatory compliance, ethical business conduct, and transparent decision-making to safeguard stakeholder interests and support long-term resilience.
2. People and Communities: Protecting policyholders, investing in employee development, strengthening stakeholder relationships, and supporting community well-being through responsible and inclusive business practices.
3. Sustainable Business Performance: Delivering sustainable growth through disciplined underwriting, sound investment management, financial resilience, operational excellence, and effective reinsurance arrangements.

Through these pillars, Karnaphuli Insurance PLC continues to create sustainable value for policyholders, shareholders, employees, regulators, business partners, and society while advancing its journey of progress anchored in reliability.

THE KARNAPHULI LEGACY

Protecting What Matters Most Across Bangladesh

Four decades, Karnaphuli Insurance PLC has been helping individuals, businesses, and institutions manage risk and protect what matters most. Established in 1986, the Company is one of Bangladesh's pioneering first-generation non-life insurance companies and has grown alongside the country's economic development, supporting commercial activities, entrepreneurship, and financial resilience through reliable insurance solutions.

Since its inception, Karnaphuli Insurance PLC has remained committed to prudent underwriting, timely claims settlement, ethical business conduct, and sound corporate governance. These principles have enabled the Company to build long-standing relationships with policyholders, shareholders, regulators, business partners, and employees while maintaining a reputation for reliability and professionalism.

Insurance plays a critical role in economic development by providing financial protection against unforeseen risks. As businesses expand and assets grow, the need for dependable risk management solutions becomes increasingly important. Karnaphuli Insurance PLC continues to play its part in this ecosystem by providing a broad range of non-life insurance products and services designed to support businesses and individuals in navigating uncertainty with confidence.

Today, the Company remains focused on creating sustainable value through disciplined risk management, operational excellence, stakeholder engagement, and responsible business practices. Guided by the theme "Progress Anchored in Reliability," Karnaphuli Insurance PLC continues its journey of protecting lives, assets, and businesses while contributing to the long-term development of Bangladesh's insurance sector.

Business Profile

Established on 23 November 1986, Karnaphuli Insurance PLC is one of Bangladesh's leading first-generation non-life insurance companies. Founded by a distinguished group of businessmen, industrialists, and journalists, the Company was created with the vision of providing dependable insurance protection while contributing to the country's economic development.

Since commencing operations, Karnaphuli Insurance PLC has maintained a disciplined approach to underwriting, prudent risk selection, and sustainable growth. Listed on the Dhaka Stock Exchange since 1995, the Company has strengthened its market position through sound financial management, ethical business practices, and a strong governance culture.

Our business philosophy is founded on creating long-term value through financial resilience, operational excellence, stakeholder trust, and responsible corporate citizenship. By balancing growth objectives with prudent risk management, we continue to safeguard policyholder's interests while delivering sustainable returns for shareholders.

Nationwide Presence

Karnaphuli Insurance PLC maintains a nationwide operational presence through a network of 31 branches strategically located across Bangladesh. This extensive footprint enables the Company to remain close to its customers, understand local market dynamics, and provide responsive insurance solutions tailored to diverse needs.

The branch network serves as the primary platform for underwriting, customer service, policy administration, and claims support activities. Operating under the guidance and oversight of the Head Office, all branches follow standardized underwriting, risk management, and compliance procedures designed to ensure consistency, service quality, and operational efficiency throughout the organization.

The Company's nationwide presence is further strengthened through strong relationships with corporate clients, intermediaries, reinsurers, financial institutions, and regulatory stakeholders. These relationships contribute to a resilient business model capable of adapting to changing market conditions while maintaining service excellence and stakeholder trust.

Built for Resilience, Anchored in Reliability

Karnaphuli Insurance PLC's strength is built upon a foundation of prudent underwriting, disciplined risk management, strong governance, and long-term stakeholder trust. Over nearly four decades, the Company has consistently demonstrated its ability to navigate evolving market conditions while maintaining financial resilience and operational stability.

A key pillar of our resilience is our commitment to sound risk selection and effective reinsurance arrangements, which enable us to underwrite diverse risks while safeguarding policyholder interests and preserving capital strength. This disciplined approach supports sustainable growth and enhances our capacity to respond to changing economic and business environments.

The Company's financial strength is further reinforced by its strong credit ratings, healthy solvency position, diversified investment portfolio, and prudent capital management practices. Together, these strengths provide a solid platform for long-term value creation and business continuity.

Equally important is our commitment to reliability. Through responsive customer service, timely claims settlement, robust internal controls, regulatory compliance, and a culture of accountability, we continue to strengthen stakeholder confidence and reinforce our reputation as a trusted insurance partner.

As the insurance landscape continues to evolve, Karnaphuli Insurance PLC remains focused on enhancing operational excellence, strengthening risk management capabilities, and leveraging technology to deliver sustainable protection solutions for individuals, businesses, and institutions across Bangladesh.

Looking Ahead

As Bangladesh's economy and insurance sector continue to evolve, Karnaphuli Insurance PLC remains focused on strengthening underwriting quality, enhancing policyholder experience, improving operational efficiency, and maintaining strong governance standards.

Our strategic priorities include:

- Strengthening Underwriting Quality and Portfolio Performance
- Enhancing Claims Service and Customer Experience
- Advancing Digital Capabilities and Operational Efficiency
- Maintaining Financial Resilience and Solvency Strength
- Strengthening Governance, Risk Management, and Compliance
- Integrating ESG Principles into Business Operations
- Developing and Empowering our People

Guided by the theme "Progress Anchored in Reliability," Karnaphuli Insurance PLC remains committed to protecting what matters most while creating sustainable value for policyholders, shareholders, employees, business partners, and society.

Combining nearly four decades of experience with a strong culture of integrity, accountability, and professionalism, the Company continues its journey towards sustainable growth, resilience, and long-term stakeholder value creation.

OUR PRESENCE

A Network Anchored in Reliability

For nearly four decades, Karnaphuli Insurance PLC has stood beside individuals, businesses, and institutions across Bangladesh, providing dependable protection and peace of mind when it matters most. Our nationwide presence reflects not only our geographic reach but also the trust, confidence, and lasting relationships we have built with generations of policyholders. As we continue to expand our reach and strengthen our service capabilities, we remain anchored in reliability while supporting sustainable progress across the communities we serve.

31 Branch Offices across Bangladesh

[Bangladesh Map Showing Branch Locations]



PRODUCTS & SERVICES



Marine Insurance

- Marine Cargo Insurance
- Marine Hull Insurance
- Goods in Transit Insurance



Miscellaneous Insurance

- Consequential Loss / Loss of Profit Insurance
- Cash -in -Safe Insurance (CIS)
- Cash -in -Transit Insurance (CIT)
- Cash -on -Counter Insurance (COC)
- Fidelity Guarantee Insurance (FG)
- All Risks Insurance
- Burglary / Theft Insurance
- Personal Accident Insurance (PA)
- People's Personal Accident Insurance (PPA)
- Workmen's Compensation Insurance (WC)
- Health Plan Insurance
- Overseas Medi-Claim Insurance (OMC)
- Dread Disease Insurance (DDI)
- Money Insurance for Bank
- Bank Locker Insurance
- Public/Third Party Liability Insurance
- Product Liability Insurance
- Professional Liability Insurance
- Commercial General Liability Insurance
- Business Interruption Insurance
- Hajj & Umrah Insurance
- Householders Comprehensive Insurance
- Directors & Officer's Liability Insurance
- Plate Glass Insurance



Fire Insurance

- Fire Insurance (including Allied Perils)
- Fire Package Insurance
- Industrial All Risk Insurance (IAR)
- Property All Risk Insurance (PAR)
- Property Damage All Risk Insurance (PADR)
- Hotel Owners All Risk
- Comprehensive Machinery Insurance (CMI)



Engineering Insurance

- Machinery Breakdown Insurance (MBD)
- Boiler & Pressure Vessel Insurance (BPV)
- Deterioration of Stock Insurance (DOS)
- Electronic Equipment Insurance (EEI)
- Erection All Risk Insurance (EAR)
- Contractor's Plant & Machinery Insurance (CPM)
- Contractor's All Risk Insurance (CAR)



Motor Insurance

- Comprehensive Private Vehicle Insurance
- Comprehensive Commercial
- Vehicle Insurance
- Comprehensive Motor Cycle Insurance
- Motor Transit



LEADERSHIP INSIGHTS



MESSAGE FROM THE CHAIRMAN

Bismillahir Rahmanir Rahim,

Progress Anchored in Reliability

Four decades, Karnaphuli Insurance PLC has remained committed to safeguarding the interests of policyholders, creating sustainable value for shareholders, and contributing to the development of Bangladesh's insurance sector. As the business landscape continues to evolve, our commitment to reliability, prudent governance, and long-term sustainability remains unwavering.

Dear Shareholders,

On behalf of the Board of Directors, I am pleased to present the Annual Report of Karnaphuli Insurance PLC for the year ended 31 December 2025.

The year 2025 was marked by a dynamic economic environment characterized by inflationary pressures, evolving regulatory expectations, changing customer needs, and increased competition across the financial services sector. Despite these challenges, Karnaphuli Insurance PLC remained focused on its long-term priorities and continued to operate with resilience, discipline, and responsibility.

Our theme for this year, "Progress Anchored in Reliability," reflects the principles that have guided the Company throughout its journey. Reliability is not merely a value; it is the foundation of our relationship with policyholders, shareholders, regulators, employees, and business partners. It defines our approach to risk management, governance, customer service, and value creation.

Navigating an Evolving Business Environment

The insurance industry continues to play an increasingly important role in supporting economic growth, financial protection, and business continuity. However, the industry also faces challenges arising from market competition, regulatory developments, claims management complexities, and changing stakeholder expectations.

Against this backdrop, Karnaphuli Insurance PLC remained committed to prudent underwriting, disciplined risk selection, and responsible business practices. Our focus throughout the year was not only on business growth but also on maintaining the quality, sustainability, and resilience of our portfolio.

The Board believes that long-term success in the insurance business is built on trust, financial strength, and the ability to consistently honour commitments made to policyholders.

Reliability as Our Organization

Reliability has always been one of the defining characteristics of Karnaphuli Insurance PLC. Over the years, the Company has built a reputation for financial prudence, sound underwriting practices, and responsible stewardship of stakeholder interests.

This commitment extends beyond financial performance. It encompasses our approach to governance, risk management, compliance, investment decisions, customer service, and ethical business conduct. By maintaining a disciplined operating model and a strong risk culture, we continue to strengthen stakeholder confidence and reinforce the Company's long-term sustainability.

The Board remains committed to preserving this legacy while positioning the Company to capture future opportunities in an increasingly competitive environment.

Strengthening Governance and Stakeholder Confidence

Strong corporate governance remains central to our long-term success. During the year, the Board continued to enhance governance oversight through the effective functioning of its Committees, including the Audit Committee, Nomination and Remuneration Committee, Risk Management Committee, Investment Committee, and Policyholders Protection and Compliance Committee.

The Board maintained close oversight of risk management, financial reporting, regulatory compliance, and strategic decision-making to ensure that the Company operates in accordance with the highest standards of transparency, accountability, and integrity.

We firmly believe that strong governance not only protects stakeholder interests but also creates a sustainable platform for future growth and value creation.

Advancing Sustainable Value Creation

The Board recognizes that sustainable value creation extends beyond financial performance. It encompasses responsible governance, stakeholder trust, employee development, environmental awareness, ethical business conduct, and prudent risk management. During the year, the Company continued to strengthen its governance and sustainability practices, reinforcing its commitment to creating long-term value for shareholders, policyholders, employees, regulators, and the wider community.

As a responsible insurer, Karnaphuli Insurance PLC remains committed to integrating environmental, social, and governance (ESG) considerations into its decision-making processes and business practices. We believe that sustainable growth is achieved through balancing financial resilience with responsible stewardship, stakeholder well-being, and sound governance principles.

Building Long-Term Resilience

Financial resilience remains a key priority for the Company. Throughout the year, we continued to focus on maintaining a prudent investment strategy, preserving financial stability, strengthening solvency, and ensuring the Company's ability to meet its obligations to policyholders and other stakeholders.

Our disciplined approach to underwriting and investment management has enabled us to navigate market uncertainties while maintaining operational stability. The Board remains committed to balancing growth opportunities with sound risk management principles to safeguard the long-term interests of stakeholders.

At the same time, we continue to recognize the importance of innovation, operational efficiency, and customer-centric service delivery in strengthening the Company's competitiveness and resilience.

Looking Ahead

As we move forward, the Board remains optimistic about the long-term prospects of both the insurance industry and Karnaphuli Insurance PLC. Growing awareness of insurance protection, increasing economic activity, and continued financial sector development present meaningful opportunities for sustainable growth.

Our priorities remain clear:

- Strengthening policyholder confidence and service excellence;
- Maintaining prudent underwriting and investment practices;
- Enhancing governance, compliance, and risk management oversight;
- Supporting operational efficiency and digital advancement;
- Creating sustainable value for shareholders and stakeholders.

On behalf of the Board of Directors, I extend my sincere appreciation to our valued shareholders, policyholders, regulators, business partners, and employees for their continued trust, confidence, and support.

Together, we will continue building a stronger and more resilient Karnaphuli Insurance PLC, with our progress firmly anchored in reliability.

Warm regards,



Nizam Uddin Ahmed
Chairman
Karnaphuli Insurance PLC

বিসমিল্লাহির রাহমানির রাহিম
নির্ভরযোগ্যতার ভিত্তিতে অগ্রযাত্রা

চার দশক ধরে কর্ণফুলী ইন্স্যুরেন্স পিএলসি পলিসিধারীদের স্বার্থ সুরক্ষা, শেয়ারহোল্ডারদের জন্য টেকসই মূল্য সৃষ্টি এবং বাংলাদেশের বীমা খাতের উন্নয়নে অবদান রাখার লক্ষ্যে নিরলসভাবে কাজ করে যাচ্ছে। ব্যবসায়িক পরিবেশ ক্রমাগত পরিবর্তিত হলেও নির্ভরযোগ্যতা, বিচক্ষণ সুশাসন এবং দীর্ঘমেয়াদি স্থায়িত্বের প্রতি আমাদের অঙ্গীকার অটুট রয়েছে।

প্রিয় শেয়ারহোল্ডারবৃন্দ,

পরিচালনা পর্ষদের পক্ষ থেকে ৩১ ডিসেম্বর ২০২৫ সমাপ্ত অর্থবছরের জন্য কর্ণফুলী ইন্স্যুরেন্স পিএলসি-এর বার্ষিক প্রতিবেদন উপস্থাপন করতে পেরে আমি আনন্দিত।

২০২৫ সাল ছিল একটি গতিশীল অর্থনৈতিক পরিবেশের বছর, যা মূল্যস্ফীতির চাপ, পরিবর্তনশীল নিয়ন্ত্রক প্রত্যাশা, গ্রাহকদের ক্রমবর্ধমান চাহিদা এবং আর্থিক সেবা খাতে বাড়তি প্রতিযোগিতার দ্বারা চিহ্নিত। এসব চ্যালেঞ্জ সত্ত্বেও কর্ণফুলী ইন্স্যুরেন্স পিএলসি তার দীর্ঘমেয়াদি অগ্রাধিকারের প্রতি অবিচল থেকেছে এবং স্থিতিস্থাপকতা, শৃঙ্খলা ও দায়িত্বশীলতার সঙ্গে কার্যক্রম পরিচালনা করেছে।

এ বছরের প্রতিপাদ্য "নির্ভরযোগ্যতার ভিত্তিতে অগ্রযাত্রা" আমাদের যাত্রাপথের মূল নীতিগুলোর প্রতিফলন। নির্ভরযোগ্যতা কেবল একটি মূল্যবোধ নয়; এটি আমাদের পলিসিধারী, শেয়ারহোল্ডার, নিয়ন্ত্রক সংস্থা, কর্মী এবং ব্যবসায়িক অংশীদারদের সঙ্গে সম্পর্কের ভিত্তি। এটি ঝুঁকি ব্যবস্থাপনা, সুশাসন, গ্রাহকসেবা এবং মূল্য সৃষ্টির প্রতি আমাদের দৃষ্টিভঙ্গিকে সংজ্ঞায়িত করে।

পরিবর্তনশীল ব্যবসায়িক পরিবেশে পথচলা

অর্থনৈতিক প্রবৃদ্ধি, আর্থিক সুরক্ষা এবং ব্যবসার ধারাবাহিকতা নিশ্চিত করতে বীমা শিল্পের ভূমিকা ক্রমেই গুরুত্বপূর্ণ হয়ে উঠছে। তবে বাজারে প্রতিযোগিতা, নিয়ন্ত্রক পরিবর্তন, দাবী ব্যবস্থাপনার জটিলতা এবং স্টেকহোল্ডারদের পরিবর্তিত প্রত্যাশার মতো নানা চ্যালেঞ্জও বিদ্যমান।

এই প্রেক্ষাপটে কর্ণফুলী ইন্স্যুরেন্স পিএলসি বিচক্ষণ আন্ডাররাইটিং, শৃঙ্খলাপূর্ণ ঝুঁকি নির্বাচন এবং দায়িত্বশীল ব্যবসায়িক অনুশীলনের প্রতি অঙ্গীকারবদ্ধ থেকেছে। পুরো বছরজুড়ে আমাদের লক্ষ্য ছিল শুধু ব্যবসায়িক প্রবৃদ্ধি নয়, বরং আমাদের পোর্টফোলিওর গুণগত মান, স্থায়িত্ব এবং স্থিতিস্থাপকতা বজায় রাখা।

পরিচালনা পর্ষদ বিশ্বাস করে, বীমা ব্যবসায় দীর্ঘমেয়াদি সাফল্যের ভিত্তি হলো আস্থা, আর্থিক সক্ষমতা এবং পলিসিধারীদের প্রতি প্রদত্ত প্রতিশ্রুতি ধারাবাহিকভাবে রক্ষা করার সক্ষমতা।

আমাদের ভিত্তি হিসেবে নির্ভরযোগ্যতা

নির্ভরযোগ্যতা সবসময়ই কর্ণফুলী ইন্স্যুরেন্স পিএলসি-এর অন্যতম বৈশিষ্ট্য। বছরের পর বছর ধরে প্রতিষ্ঠানটি আর্থিক বিচক্ষণতা, সুদৃঢ় আন্ডাররাইটিং অনুশীলন এবং স্টেকহোল্ডারদের স্বার্থের দায়িত্বশীল তত্ত্বাবধানের মাধ্যমে একটি শক্তিশালী সুনাম গড়ে তুলেছে।

এই প্রতিশ্রুতি কেবল আর্থিক ফলাফলের মধ্যেই সীমাবদ্ধ নয়। এটি সুশাসন, ঝুঁকি ব্যবস্থাপনা, কমপ্লায়েন্স, বিনিয়োগ সিদ্ধান্ত, গ্রাহকসেবা এবং নৈতিক ব্যবসায়িক আচরণের প্রতিও বিস্তৃত। একটি শৃঙ্খলাপূর্ণ পরিচালন কাঠামো এবং শক্তিশালী ঝুঁকি সংস্কৃতি বজায় রেখে আমরা স্টেকহোল্ডারদের আস্থা আরও সুদৃঢ় করছি এবং প্রতিষ্ঠানের দীর্ঘমেয়াদি স্থায়িত্বকে শক্তিশালী করছি।

পরিচালনা পর্ষদ এই ঐতিহ্য সংরক্ষণের পাশাপাশি ভবিষ্যতের সুযোগগুলো কাজে লাগাতে প্রতিষ্ঠানকে আরও সুসংহত করার জন্য প্রতিশ্রুতিবদ্ধ।

সুশাসন ও স্টেকহোল্ডার আস্থা আরও শক্তিশালীকরণ

শক্তিশালী কর্পোরেট সুশাসন আমাদের দীর্ঘমেয়াদি সাফল্যের কেন্দ্রবিন্দু। বছরজুড়ে পরিচালনা পর্ষদ অডিট কমিটি, নমিনেশন ও রেমুনারেশন কমিটি, রিস্ক ম্যানেজমেন্ট কমিটি, ইনভেস্টমেন্ট কমিটি এবং পলিসিহোল্ডারস প্রোটেকশন অ্যান্ড কমপ্লায়েন্স কমিটির কার্যকর পরিচালনার মাধ্যমে সুশাসন তদারকি আরও জোরদার করেছে।

পরিচালনা পর্ষদ ঝুঁকি ব্যবস্থাপনা, আর্থিক প্রতিবেদন, নিয়ন্ত্রক পরিপালন এবং কৌশলগত সিদ্ধান্ত গ্রহণের ওপর নিবিড় নজরদারি বজায় রেখেছে, যাতে প্রতিষ্ঠান সর্বোচ্চ স্বচ্ছতা, জবাবদিহিতা এবং সততার মানদণ্ড অনুযায়ী পরিচালিত হয়। আমরা দৃঢ়ভাবে বিশ্বাস করি, শক্তিশালী সুশাসন শুধু স্টেকহোল্ডারদের স্বার্থ রক্ষা করে না, বরং ভবিষ্যৎ প্রবৃদ্ধি ও মূল্য সৃষ্টির জন্য একটি টেকসই ভিত্তিও তৈরি করে।

টেকসই মূল্য সৃষ্টির অগ্রযাত্রা

পরিচালনা পর্ষদ মনে করে, টেকসই মূল্য সৃষ্টি শুধুমাত্র আর্থিক ফলাফলের মধ্যে সীমাবদ্ধ নয়। এর মধ্যে রয়েছে দায়িত্বশীল সুশাসন, স্টেকহোল্ডারদের আস্থা, কর্মীদের উন্নয়ন, পরিবেশগত সচেতনতা, নৈতিক ব্যবসায়িক আচরণ এবং বিচক্ষণ ঝুঁকি ব্যবস্থাপনা।

বছরজুড়ে প্রতিষ্ঠানটি তার সুশাসন ও স্থায়িত্বসংক্রান্ত কার্যক্রম আরও শক্তিশালী করেছে এবং শেয়ারহোল্ডার, পলিসিধারী, কর্মী, নিয়ন্ত্রক সংস্থা ও বৃহত্তর সমাজের জন্য দীর্ঘমেয়াদি মূল্য সৃষ্টির অঙ্গীকার পুনর্ব্যক্ত করেছে।

একজন দায়িত্বশীল বীমাকারী হিসেবে কর্ণফুলী ইন্স্যুরেন্স পিএলসি পরিবেশগত, সামাজিক এবং সুশাসন এর বিষয়গুলোকে তার সিদ্ধান্ত গ্রহণ প্রক্রিয়া ও ব্যবসায়িক কর্মকাণ্ডে অন্তর্ভুক্ত করতে প্রতিশ্রুতিবদ্ধ। আমরা বিশ্বাস করি, আর্থিক স্থিতিশীলতা, দায়িত্বশীল তত্ত্বাবধান, স্টেকহোল্ডার কল্যাণ এবং সুদৃঢ় সুশাসনের মধ্যে ভারসাম্য রক্ষা করেই টেকসই প্রবৃদ্ধি অর্জন সম্ভব।

দীর্ঘমেয়াদি স্থিতিস্থাপকতা গড়ে তোলা

আর্থিক স্থিতিস্থাপকতা প্রতিষ্ঠানের অন্যতম প্রধান অগ্রাধিকার। পুরো বছরজুড়ে আমরা বিচক্ষণ বিনিয়োগ কৌশল বজায় রাখা, আর্থিক স্থিতিশীলতা সংরক্ষণ, সলভেন্সি শক্তিশালী করা এবং পলিসিধারী ও অন্যান্য স্টেকহোল্ডারদের প্রতি আমাদের দায়বদ্ধতা পূরণের সক্ষমতা নিশ্চিত করার ওপর গুরুত্ব দিয়েছি।

আন্ডাররাইটিং এবং বিনিয়োগ ব্যবস্থাপনায় আমাদের শৃঙ্খলাপূর্ণ দৃষ্টিভঙ্গি বাজারের অনিশ্চয়তার মধ্যেও কার্যক্রমের স্থিতিশীলতা বজায় রাখতে সহায়তা করেছে। পরিচালনা পর্ষদ দীর্ঘমেয়াদি স্বার্থ সুরক্ষার জন্য প্রবৃদ্ধির সুযোগ এবং সুদৃঢ় ঝুঁকি ব্যবস্থাপনার মধ্যে ভারসাম্য রক্ষায় প্রতিশ্রুতিবদ্ধ।

একই সঙ্গে আমরা উদ্ভাবন, কার্যগত দক্ষতা এবং গ্রাহককেন্দ্রিক সেবা প্রদানের গুরুত্বও উপলব্ধি করি, যা প্রতিষ্ঠানের প্রতিযোগিতামূলক সক্ষমতা ও স্থিতিস্থাপকতা আরও শক্তিশালী করে।

সামনের পথচলা

আমরা ভবিষ্যৎ নিয়ে আশাবাদী। বীমা সুরক্ষা সম্পর্কে সচেতনতা বৃদ্ধি, অর্থনৈতিক কর্মকাণ্ডের সম্প্রসারণ এবং আর্থিক খাতের ধারাবাহিক উন্নয়ন টেকসই প্রবৃদ্ধির জন্য উল্লেখযোগ্য সুযোগ সৃষ্টি করছে।

আমাদের অগ্রাধিকারগুলো হলো–

পলিসিধারীদের আস্থা ও সেবার উৎকর্ষতা আরও শক্তিশালী করা;
বিচক্ষণ আন্ডাররাইটিং ও বিনিয়োগ অনুশীলন বজায় রাখা;
সুশাসন, কমপ্লায়েন্স ও ঝুঁকি ব্যবস্থাপনা তদারকি আরও জোরদার করা;
কার্যগত দক্ষতা ও ডিজিটাল অগ্রগতি ত্বরান্বিত করা;
শেয়ারহোল্ডার ও অন্যান্য স্টেকহোল্ডারদের জন্য টেকসই মূল্য সৃষ্টি করা।

পরিচালনা পর্ষদের পক্ষ থেকে আমি আমাদের সম্মানিত শেয়ারহোল্ডার, পলিসিধারী, নিয়ন্ত্রক সংস্থা, ব্যবসায়িক অংশীদার এবং কর্মীদের প্রতি তাদের অব্যাহত আস্থা, বিশ্বাস ও সহযোগিতার জন্য আন্তরিক কৃতজ্ঞতা প্রকাশ করছি।

আমরা সবাই মিলে আরও শক্তিশালী ও স্থিতিশীল কর্ণফুলী ইন্স্যুরেন্স পিএলসি গড়ে তুলব, যেখানে আমাদের অগ্রযাত্রার ভিত্তি হবে নির্ভরযোগ্যতা।

শুভেচ্ছান্তে,



নিজাম উদ্দিন আহমেদ
চেয়ারম্যান
কর্ণফুলী ইন্স্যুরেন্স পিএলসি



MESSAGE FROM THE CEO

Bismillahir Rahmanir Rahim,

Delivering Stability, Creating Sustainable Value

"In an increasingly dynamic business environment, Karnaphuli Insurance PLC remains committed to delivering reliable protection, prudent risk management, and sustainable value for all stakeholders. Our focus continues to be on disciplined growth, operational excellence, and strengthening policyholder confidence while advancing our journey of progress anchored in reliability."

Dear Shareholders,

The year 2025 presented both opportunities and challenges for the insurance industry. Economic uncertainties, evolving customer expectations, regulatory developments, and increasing competition continued to shape the operating landscape. Against this backdrop, Karnaphuli Insurance PLC remained focused on executing its strategic priorities with discipline, resilience, and responsibility.

Guided by our commitment to reliability and prudent business practices, we continued to strengthen our underwriting operations, maintain a conservative investment approach, enhance service quality, and reinforce our governance and risk management framework. These efforts enabled the Company to sustain operational stability while positioning itself for long-term growth.

Delivering Consistent Business Performance

Throughout the year, our primary focus remained on maintaining the quality and sustainability of our business portfolio. Through disciplined underwriting and effective portfolio management, we continued to strengthen the Company's operational foundation while maintaining a balanced approach to growth and risk.

The Company recorded Gross Premium Income of Tk. 71 Crore 80 Lac during the year, reflecting our continued efforts to expand business opportunities while preserving underwriting quality. At the same time, we remained committed to ensuring timely claim settlement and maintaining strong relationships with policyholders and business partners.

Our approach continues to emphasize sustainable business growth rather than short-term expansion. We believe that long-term value creation in the insurance industry depends on prudent risk selection, disciplined underwriting practices, and a strong commitment to customer service.

Strengthening Risk and Investment Management

Risk management remains at the core of our business model. During the year, we continued to strengthen our risk assessment and monitoring processes to ensure that underwriting, investment, operational, and regulatory risks are managed effectively.

The Company maintained a prudent investment strategy focused on preserving capital, ensuring liquidity, and generating stable returns. Our investment portfolio continued to be managed with careful consideration of regulatory requirements, solvency obligations, and long-term financial sustainability.

We also continued to monitor solvency and capital adequacy requirements closely, ensuring that the Company remains financially resilient and capable of meeting its obligations to policyholders and stakeholders.

Enhancing Customer Service and Operational Excellence

As an insurance company, our success depends largely on the confidence and trust of our policyholders. Throughout the year, we remained focused on improving service standards, strengthening claims management processes, and enhancing customer responsiveness across our operations.

We continued to streamline operational processes, strengthen internal controls, and improve coordination across departments and branch offices. These initiatives contributed to greater operational efficiency and supported our commitment to delivering reliable and responsive service to policyholders.

The Company also continued to explore opportunities to improve operational effectiveness through technology adoption and process enhancements, enabling us to respond more efficiently to changing customer expectations and business requirements.

Advancing Sustainability and Responsible Business Practices

Sustainable growth remains an important component of our long-term strategy. We recognize that business success extends beyond financial performance and requires responsible stewardship, sound governance, stakeholder engagement, and ethical business conduct.

During the year, we continued to strengthen our environmental, social, and governance (ESG) practices and reinforce a culture of accountability, integrity, and compliance across the organization. Through responsible business practices, employee development initiatives, stakeholder engagement, and community-focused activities, we remain committed to creating sustainable value for society while supporting the long-term success of the Company.

Empowering Our People

The dedication, professionalism, and commitment of our employees continue to be among the Company's greatest strengths. Their efforts have played a critical role in maintaining operational excellence and delivering quality service to our policyholders and business partners.

We remain committed to developing our people through continuous learning, professional development, and leadership enhancement initiatives. By fostering a culture of collaboration, accountability, and continuous improvement, we aim to strengthen organizational capabilities and prepare the Company for future opportunities.

Confidence in the Future

Despite ongoing economic and market challenges, we remain optimistic about the long-term prospects of Bangladesh's insurance sector. Growing awareness of insurance protection, increasing economic activity, and continued financial sector development present significant opportunities for sustainable growth.

Looking ahead, our priorities remain clear:

- Achieving sustainable premium growth through disciplined underwriting;
- Enhancing policyholder service and claims management;
- Maintaining prudent investment and risk management practices;
- Strengthening operational efficiency and digital capabilities;
- Advancing ESG and sustainability initiatives;
- Creating long-term value for shareholders and stakeholders.

I would like to express my sincere appreciation to our shareholders, policyholders, regulators, reinsurers, business partners, and employees for their continued trust, support, and confidence.

Together, we will continue strengthening Karnaphuli Insurance PLC and creating sustainable value through responsible growth, operational excellence, and an unwavering commitment to reliability.

Warm regards,



A. N. M. Fazlul Karim Munshi
Managing Director & CEO
Karnaphuli Insurance PLC

বিসমিল্লাহির রাহমানির রাহিম
স্থিতিশীলতা নিশ্চিতকরণ, টেকসই মূল্য সৃষ্টি

"ক্রমবর্ধমান গতিশীল ব্যবসায়িক পরিবেশে কর্ণফুলী ইন্স্যুরেন্স পিএলসি নির্ভরযোগ্য সুরক্ষা প্রদান, বিচক্ষণ ঝুঁকি ব্যবস্থাপনা এবং সকল অংশীজনের জন্য টেকসই মূল্য সৃষ্টিতে প্রতিশ্রুতিবদ্ধ। শৃঙ্খলাপূর্ণ প্রবৃদ্ধি, কার্যগত উৎকর্ষতা এবং পলিসিধারীদের আস্থা আরও সুদৃঢ় করার মাধ্যমে নির্ভরযোগ্যতার ভিত্তিতে আমাদের অগ্রযাত্রাকে এগিয়ে নিয়ে যাওয়াই আমাদের মূল লক্ষ্য।"

প্রিয় শেয়ারহোল্ডারবৃন্দ,

২০২৫ সাল বীমা শিল্পের জন্য যেমন সুযোগ নিয়ে এসেছে, তেমনি নানা চ্যালেঞ্জও সামনে এনেছে। অর্থনৈতিক অনিশ্চয়তা, গ্রাহকদের পরিবর্তিত প্রত্যাশা, নিয়ন্ত্রক কাঠামোর উন্নয়ন এবং ক্রমবর্ধমান প্রতিযোগিতা ব্যবসায়িক পরিবেশকে প্রভাবিত করেছে। এই প্রেক্ষাপটে কর্ণফুলী ইন্স্যুরেন্স পিএলসি শৃঙ্খলা, স্থিতিস্থাপকতা এবং দায়িত্বশীলতার সঙ্গে তার কৌশলগত অগ্রাধিকার বাস্তবায়নে অবিচল থেকেছে।

নির্ভরযোগ্যতা এবং বিচক্ষণ ব্যবসায়িক চর্চার প্রতি আমাদের অঙ্গীকারের আলোকে আমরা আন্ডাররাইটিং কার্যক্রমকে আরও শক্তিশালী করেছি, রক্ষণশীল বিনিয়োগ কৌশল বজায় রেখেছি, সেবার মান উন্নত করেছি এবং সুশাসন ও ঝুঁকি ব্যবস্থাপনা কাঠামোকে আরও সুসংহত করেছি। এসব উদ্যোগ প্রতিষ্ঠানকে কার্যগত স্থিতিশীলতা বজায় রাখতে এবং দীর্ঘমেয়াদি প্রবৃদ্ধির জন্য শক্ত অবস্থান তৈরি করতে সহায়তা করেছে।

ধারাবাহিক ব্যবসায়িক কর্মদক্ষতা নিশ্চিতকরণ

পুরো বছরজুড়ে আমাদের প্রধান লক্ষ্য ছিল ব্যবসায়িক পোর্টফোলিওর গুণগত মান ও স্থায়িত্ব বজায় রাখা। শৃঙ্খলাপূর্ণ আন্ডাররাইটিং এবং কার্যকর পোর্টফোলিও ব্যবস্থাপনার মাধ্যমে আমরা প্রতিষ্ঠানের কার্যগত ভিত্তিকে আরও শক্তিশালী করেছি এবং প্রবৃদ্ধি ও ঝুঁকির মধ্যে একটি ভারসাম্যপূর্ণ অবস্থান বজায় রেখেছি।

বছরজুড়ে কোম্পানি মোট ৭১ কোটি ৮০ লক্ষ গ্রস প্রিমিয়াম আয় অর্জন করেছে, যা ব্যবসায়িক সুযোগ সম্প্রসারণ এবং আন্ডাররাইটিংয়ের গুণগত মান বজায় রাখার প্রতি আমাদের ধারাবাহিক প্রচেষ্টার প্রতিফলন। একই সঙ্গে আমরা দ্রুত দাবি নিষ্পত্তি নিশ্চিত করা এবং পলিসিধারী ও ব্যবসায়িক অংশীদারদের সঙ্গে সুদৃঢ় সম্পর্ক বজায় রাখার প্রতি অঙ্গীকারবদ্ধ থেকেছি।

আমাদের দৃষ্টিভঙ্গি সবসময়ই স্বল্পমেয়াদি সম্প্রসারণের পরিবর্তে টেকসই ব্যবসায়িক প্রবৃদ্ধির ওপর গুরুত্বারোপ করে। আমরা বিশ্বাস করি, বীমা শিল্পে দীর্ঘমেয়াদি মূল্য সৃষ্টি নির্ভর করে বিচক্ষণ ঝুঁকি নির্বাচন, শৃঙ্খলাপূর্ণ আন্ডাররাইটিং অনুশীলন এবং গ্রাহকসেবার প্রতি দৃঢ় অঙ্গীকারের ওপর।

ঝুঁকি ও বিনিয়োগ ব্যবস্থাপনা শক্তিশালীকরণ

ঝুঁকি ব্যবস্থাপনা আমাদের ব্যবসায়িক মডেলের কেন্দ্রবিন্দু। বছরজুড়ে আমরা ঝুঁকি মূল্যায়ন ও পর্যবেক্ষণ প্রক্রিয়া আরও উন্নত করেছি, যাতে আন্ডাররাইটিং, বিনিয়োগ, কার্যগত এবং নিয়ন্ত্রক ঝুঁকিগুলো কার্যকরভাবে পরিচালিত হয়।

কোম্পানি মূলধন সংরক্ষণ, তারল্য নিশ্চিতকরণ এবং স্থিতিশীল মুনাফা অর্জনের লক্ষ্যে একটি বিচক্ষণ বিনিয়োগ কৌশল অনুসরণ করেছে। আমাদের বিনিয়োগ পোর্টফোলিও নিয়ন্ত্রক প্রয়োজনীয়তা, সলভেন্সি বাধ্যবাধকতা এবং দীর্ঘমেয়াদি আর্থিক স্থায়িত্ব বিবেচনায় নিয়ে সতর্কতার সঙ্গে পরিচালিত হয়েছে।

আমরা সলভেন্সি ও মূলধন পর্যাপ্ততার বিষয়েও নিবিড় নজরদারি অব্যাহত রেখেছি, যাতে প্রতিষ্ঠান আর্থিকভাবে শক্তিশালী থাকে এবং পলিসিধারী ও অন্যান্য অংশীজনের প্রতি তার দায়বদ্ধতা যথাযথভাবে পালন করতে পারে।

গ্রাহকসেবা ও কার্যগত উৎকর্ষতা বৃদ্ধি

একটি বীমা প্রতিষ্ঠান হিসেবে আমাদের সাফল্য অনেকাংশে পলিসিধারীদের আস্থা ও বিশ্বাসের ওপর নির্ভরশীল। তাই পুরো বছরজুড়ে আমরা সেবার মান উন্নয়ন, দাবি ব্যবস্থাপনা প্রক্রিয়া শক্তিশালীকরণ এবং গ্রাহকসেবায় আরও দ্রুত ও কার্যকর সাড়া প্রদানের ওপর গুরুত্ব দিয়েছি।

আমরা কার্যক্রমের বিভিন্ন প্রক্রিয়া আরও সহজ ও দক্ষ করেছি, অভ্যন্তরীণ নিয়ন্ত্রণ ব্যবস্থা শক্তিশালী করেছি এবং বিভাগ ও শাখাগুলোর মধ্যে সমন্বয় বৃদ্ধি করেছি। এসব উদ্যোগ কার্যগত দক্ষতা বৃদ্ধি করেছে এবং পলিসিধারীদের জন্য নির্ভরযোগ্য ও সাড়া-প্রদানকারী সেবা নিশ্চিত করার আমাদের অঙ্গীকারকে আরও শক্তিশালী করেছে।

এছাড়াও, প্রযুক্তির ব্যবহার এবং প্রক্রিয়াগত উন্নয়নের মাধ্যমে কার্যগত দক্ষতা বাড়ানোর সুযোগগুলো আমরা অনুসন্ধান অব্যাহত রেখেছি, যাতে পরিবর্তিত গ্রাহক প্রত্যাশা ও ব্যবসায়িক প্রয়োজনের সঙ্গে আরও কার্যকরভাবে খাপ খাওয়ানো যায়।

স্থায়িত্ব ও দায়িত্বশীল ব্যবসায়িক চর্চার অগ্রগতি

টেকসই প্রবৃদ্ধি আমাদের দীর্ঘমেয়াদি কৌশলের একটি গুরুত্বপূর্ণ অংশ। আমরা বিশ্বাস করি, ব্যবসায়িক সাফল্য কেবল আর্থিক ফলাফলের মধ্যে সীমাবদ্ধ নয়; এর জন্য প্রয়োজন দায়িত্বশীল তত্ত্বাবধান, সুদৃঢ় সুশাসন, অংশীজন সম্পৃক্ততা এবং নৈতিক ব্যবসায়িক আচরণ।

বছরজুড়ে আমরা পরিবেশগত, সামাজিক ও সুশাসন সম্পর্কিত কার্যক্রম আরও শক্তিশালী করেছি এবং প্রতিষ্ঠানজুড়ে জবাবদিহিতা, সততা ও কমপ্লায়েন্সের সংস্কৃতি আরও সুদৃঢ় করেছি। দায়িত্বশীল ব্যবসায়িক চর্চা, কর্মী উন্নয়ন উদ্যোগ, অংশীজন সম্পৃক্ততা এবং সমাজকেন্দ্রিক কার্যক্রমের মাধ্যমে আমরা সমাজের জন্য টেকসই মূল্য সৃষ্টি এবং প্রতিষ্ঠানের দীর্ঘমেয়াদি সাফল্য নিশ্চিত করতে প্রতিশ্রুতিবদ্ধ।

আমাদের মানবসম্পদকে সক্ষম করে তোলা

আমাদের কর্মীদের নিষ্ঠা, পেশাদারিত্ব এবং অঙ্গীকার কোম্পানির অন্যতম প্রধান শক্তি। তাদের প্রচেষ্টা কার্যগত উৎকর্ষতা বজায় রাখা এবং পলিসিধারী ও ব্যবসায়িক অংশীদারদের মানসম্মত সেবা প্রদানে গুরুত্বপূর্ণ ভূমিকা পালন করেছে।

আমরা ধারাবাহিক শিক্ষা, পেশাগত উন্নয়ন এবং নেতৃত্ব বিকাশমূলক কর্মসূচির মাধ্যমে আমাদের মানবসম্পদকে আরও দক্ষ করে তুলতে প্রতিশ্রুতিবদ্ধ। সহযোগিতা, জবাবদিহিতা এবং ধারাবাহিক উন্নয়নের সংস্কৃতি গড়ে তোলার মাধ্যমে আমরা প্রতিষ্ঠানের সক্ষমতা আরও শক্তিশালী করতে এবং ভবিষ্যতের সুযোগগুলো কাজে লাগানোর জন্য প্রস্তুত থাকতে চাই।

ভবিষ্যতের প্রতি আস্থা

চলমান অর্থনৈতিক ও বাজারগত চ্যালেঞ্জ সত্ত্বেও আমরা বাংলাদেশের বীমা খাতের দীর্ঘমেয়াদি সম্ভাবনা নিয়ে আশাবাদী। বীমা সুরক্ষা সম্পর্কে সচেতনতা বৃদ্ধি, অর্থনৈতিক কর্মকাণ্ডের সম্প্রসারণ এবং আর্থিক খাতের ধারাবাহিক উন্নয়ন টেকসই প্রবৃদ্ধির জন্য গুরুত্বপূর্ণ সুযোগ সৃষ্টি করছে।

ভবিষ্যতের জন্য আমাদের অগ্রাধিকারসমূহ হলো–

শৃঙ্খলাপূর্ণ আন্ডাররাইটিংয়ের মাধ্যমে টেকসই প্রিমিয়াম প্রবৃদ্ধি অর্জন;
পলিসিধারী সেবা ও দাবী ব্যবস্থাপনা আরও উন্নত করা;
বিচক্ষণ বিনিয়োগ ও ঝুঁকি ব্যবস্থাপনা অনুশীলন বজায় রাখা;
কার্যগত দক্ষতা ও ডিজিটাল সক্ষমতা বৃদ্ধি করা;
শেয়ারহোল্ডার ও অন্যান্য অংশীজনের জন্য দীর্ঘমেয়াদি মূল্য সৃষ্টি করা।

আমি আমাদের সম্মানিত শেয়ারহোল্ডার, পলিসিধারী, নিয়ন্ত্রক সংস্থা, পুনর্বীমাকারী, ব্যবসায়িক অংশীদার এবং কর্মীদের প্রতি তাদের অব্যাহত আস্থা, সমর্থন ও বিশ্বাসের জন্য আন্তরিক কৃতজ্ঞতা প্রকাশ করছি।

আমরা সবাই মিলে দায়িত্বশীল প্রবৃদ্ধি, কার্যগত উৎকর্ষতা এবং নির্ভরযোগ্যতার প্রতি অবিচল অঙ্গীকারের মাধ্যমে কর্ণফুলী ইন্স্যুরেন্স পিএলসি-কে আরও শক্তিশালী করব এবং টেকসই মূল্য সৃষ্টি অব্যাহত রাখব।

শুভেচ্ছান্তে,



এ. এন. এম. ফজলুল করিম মুন্সী
ব্যবস্থাপনা পরিচালক ও প্রধান নির্বাহী কর্মকর্তা
কর্ণফুলী ইন্স্যুরেন্স পিএলসি



VISIONARY LEADERSHIP



CHAIRMAN

Nizam Uddin Ahmed
(Representative of Nizam-Hasina Foundation)

VICE-CHAIRMAN

Nasir Uddin Ahmed

DIRECTORS

Raquiba Banu
Riaz Uddin Ahmed
Sabita Ferdaushi
Dilruba Sharmin
Umme Khadiza Meghna
Md. Jaynal Abedin Bhuiyan
(Representative of Meghna Life Insurance PLC)

INDEPENDENT DIRECTOR

Md. Hafizullah
Mahbuba Hossain

CHIEF EXECUTIVE OFFICER (CEO)

A.N.M. Fazlul Karim Munshi

PROFILE OF THE CHAIRMAN



MR. NIZAM UDDIN AHMED

Mr. Nizam Uddin Ahmed holds the esteemed position of Chairman of the Board of Directors at Karnaphuli Insurance PLC. He is a prominent business figure in Bangladesh, coming from a prestigious Muslim family. In 1971, he completed his Master's Degree in Journalism and LLB from Dhaka University.

In addition to his role at Karnaphuli Insurance, Mr. Ahmed also serves as Chairman of Meghna Life Insurance PLC another leading life insurance company in the country. He holds directorship positions in Meghna Life Securities and Investment Limited and is the founder and Chairman of the Nizam-Hasina Foundation.

Mr. Ahmed's illustrious background includes serving as a Former Director of the Federation of Bangladesh Chamber of Commerce and Industry (FBCCI) and Former Vice-President of the Bangladesh Insurance Association. He has also been a member of parliament. Known for his visionary thinking, dedication, and skills in various sociocultural activities, Mr. Ahmed has established numerous charitable organizations, including mosques, madrasahs, colleges, eye hospital and general hospital in his hometown Bhola.

Mr. Ahmed is admired for his simple lifestyle and profound intellect. He upholds ethical business practices, valuing honesty, sincerity, and high moral standards in all his endeavors. His business acumen has taken him on numerous trips to countries such as the UK, Canada, Saudi Arabia, Malaysia, Thailand, Japan, Singapore, Taiwan, Korea, Indonesia, Australia, and India.

PROFILE OF THE VICE-CHAIRMAN



MR. NASIR UDDIN AHMED

Mr. Nasir Uddin Ahmed (Pavel) is a distinguished leader in the Bangladeshi insurance sector. He is the Vice Chairman of both Karnaphuli Insurance PLC and Meghna Life Insurance PLC, sister concerns within the insurance industry.

He is also the Chairman of Meghna Life Securities & Investment Ltd and currently serves as a Director of the Central Depository Bangladesh Limited (CDBL). He is a former President of Bangladesh Insurance Association (BIA) and a former member of the Board of Governors of the Bangladesh Insurance Academy.

He has been an active participant in policy development in the past, contributing to various committees formed by the Financial Institutions Division of the Ministry of Finance, the Insurance Development & Regulatory Authority (IDRA), and the Bangladesh Insurance Association. These contributions have played an important role in advancing the insurance industry in Bangladesh.

He served as the Chairman of the Standing Committee of the FBCCI. In this capacity, he has represented FBCCI in several international engagements, visiting countries including Japan, Hong Kong, Taiwan, China, Oman, Russia, Ukraine, and the Philippines. As a Paul Harris Fellow (PHF) Rotarian with the Rotary Club of Midtown, Mr. Ahmed exemplifies a strong commitment to community service and humanitarian values.

Mr. Ahmed's leadership extends beyond the insurance sector. He is actively involved as a member of the Board of Trustee of the Nizam-Hasina Foundation and the Nizam-Hasina Foundation Hospital, contributing to social welfare and healthcare initiatives.



MR. RIAZ UDDIN AHMED
Director

Mr. Riaz Uddin Ahmed is a prominent Director of Karnaphuli Insurance PLC hailing from a highly educated and industrious family. He earned his distinguished BBA degree with honors from Sunway College, a prestigious institution in Kuala Lumpur, Malaysia.

As a seasoned entrepreneur, Mr. Ahmed is a staunch advocate of innovation and creativity. His leadership extends to roles as Director at Meghna Life Insurance PLC and Vice-Chairman of Meghna Life Securities and Investment Limited. With extensive experience in the insurance industry, Mr. Ahmed has actively contributed to numerous seminars, symposiums, conferences, and summits both in Bangladesh and internationally.

Mr. Ahmed's knowledge-driven insights and guidance have been highly valued in his roles at Karnaphuli Insurance PLC and Meghna Life Insurance PLC Beyond his professional achievements; he is also recognized for his dedicated efforts as a social worker, positively impacting his community.

A well-traveled individual, Mr. Ahmed has visited countries such as India, Thailand, Singapore, Malaysia, Australia, and the Kingdom of Saudi Arabia, further broadening his global perspective and enriching his approach to business and philanthropy.



MRS. RAQUIBA BANU
Director

Mrs. Raquiba Banu holds the esteemed position of Sponsor Director at Karnaphuli Insurance PLC. Born into a distinguished Muslim family in Jashore, She is the daughter of the late Mr. Ahmed Ali Sarder, who served as a Member of the National Assembly (MNA) of then East Pakistan. Her sophisticated social background and dedication to business led her to become a Sponsor Shareholder of Nawapara Jute Mills Ltd.

In 1986, leveraging her keen interest in the insurance sector, Mrs. Banu played a pivotal role in establishing Karnaphuli Insurance PLC as a private insurance company, investing as its Sponsor Director. Her leadership and vision have significantly contributed to the company's growth and success.

Mrs. Banu was married to Mr. Fakhrul Islam Munshi, a former State Minister of Finance in the Government of the People's Republic of Bangladesh. Her involvement in the financial and insurance sectors, coupled with her familial ties to influential political figures, underscores her prominent profile in the business community.

Beyond her professional endeavors, Mrs. Banu actively participates in socio-cultural activities and extends support to underprivileged communities across the country. She is a well-traveled businesswoman, having visited countries such as India, Hong Kong, Thailand, Malaysia, Singapore, the U.K., Canada, and the U.S.A. Her extensive travels have broadened her perspective, enriching her approach to business and philanthropy.



MRS. SABITA FERDAUSHI
Director

Mrs. Sabita Ferdaushi, a distinguished Sponsor Director of Karnaphuli Insurance PLC comes from a respected Muslim family with a legacy of public service. Her late father, Mustafizur Rahman, was a former Member of Parliament for Sandwip (Chattogram-3), Founder of National Bank Ltd., Bangladesh Commerce Bank and Investment Ltd. and Rupali Insurance Ltd.

Mrs. Ferdaushi holds a Master's Degree from the University of Dhaka, which she earned in 1992. Beyond her academic accomplishments, she is deeply involved in various social activities and welfare organizations, demonstrating her commitment to community service and development. Her extensive travels to countries such as India, Hong Kong, Thailand, Malaysia, Singapore, the U.K., Canada, and Australia have broadened her horizons and enriched her global perspective. Mrs. Ferdaushi's diverse experiences and dedication to both her professional and social responsibilities make her a prominent figure in the business and philanthropic communities.



MRS. DILRUBA SHARMIN
Director

Mrs. Dilruba Sharmin emerges as a beacon of leadership in both business and the insurance sector. With a solid academic foundation cultivated at Vicarunnessa Noon School and College, she brings a wealth of knowledge and insight to her endeavors.

Hailing from a family with a strong background in banking and married to an esteemed industrialist, Mrs. Sharmin embodies a legacy of business prowess and innovation. Her innate entrepreneurial spirit led her to invest strategically in the insurance industry, notably with Meghna Life Insurance PLC.

Recognized for her exceptional vision and foresight, Mrs. Dilruba Sharmin assumed significant roles within Meghna Life Insurance PLC, including a seat on the Board of Directors. Her strategic decisions and leadership have been instrumental in driving the company's growth and success.

Furthermore, Mrs. Sharmin's global perspective has been enriched through her travels to various countries, including Thailand, Singapore, Malaysia, Australia, and the UK. These international experiences have broadened her horizons and provided invaluable insights into global insurance practices.

Mrs. Dilruba Sharmin's journey serves as a testament to the power of determination, innovation, and dedication in achieving success in the dynamic world of business and insurance.



MRS. UMME KHADIJA MEGHNA
Director

Mrs. Umme Khadija Meghna embodies the entrepreneurial spirit, coming from a family of business pioneers. With her charming personality and boundless ambition, she's set to make waves in the business world.

Driven by her passion for business, Mrs. Umme Khadija Meghna is determined to carve out a successful career in the field. Her enthusiasm and drive promise a future filled with accomplishments and triumphs.

Exploring the world has broadened Mrs. Umme Khadija Meghna's horizons, as she's ventured to various countries, soaking in diverse cultures and experiences. These global adventures have enriched her perspective, making her a well-rounded individual ready to tackle any challenge.

Beyond her professional pursuits, Mrs. Umme Khadija Meghna is a beacon of generosity, actively engaging in socio-cultural activities and lending a helping hand to those in need. Her compassionate nature adds depth to her character, making her a beloved figure in both business and community circles.

In Mrs. Umme Khadija Meghna, we see a shining example of ambition, kindness, and dedication, making her journey one to admire and aspire to.



MR. MD. JAYNAL ABEDIN BHUIYAN
(Representative of Meghna Life Insurance PLC)
Director

Mr. Md. Jaynal Abedin Bhuiyan currently serves as the Consultant & Head of Marketing at Meghna Life Insurance PLC. His professional journey in the Life Insurance Industry began at MetLife Bangladesh in 1999. During his tenure at MetLife from 1999 to 2021, he held various Senior Management Positions like; Director & Head of National Sales, Deputy Director, and Head of Training. Prior to joining MetLife, he worked at EPZ, UCEP, Save the Children Fund-Australia and in various programs under UNFPA, UNDP, ILO & NORAD.

Mr. Md. Jaynal Abedin Bhuiyan obtained a BA (Hons) degree in 1984 and an MA degree in 1986 from the University of Dhaka. He also studied at King Alfred's College under the University of Southampton, England and earned a Postgraduate Diploma in Advanced Educational Studies in 1996. He further achieved the FLMI (Fellow, Life Management Institute) designation from the Life Office Management Association (LOMA) an internationally recognized Life Insurance Learning Platform in USA. Subsequently, he earned an MBA degree from Bangladesh Institute of Human Resources Management, Dhaka.

He participated in different professional training & development programs at home & abroad like; Anti-money laundering and sanctions, Leadership essentials for the managers, Anti-bribery & corruption awareness, Code of business ethics for people managers. Sales practice: role in mitigating sales practice risk, Fraud awareness and prevention, Anti-money laundering for insurance companies etc.



MR. MD. HAFIZULLAH
Independent Director

Mr. Md. Hafizullah is a highly experienced insurance professional and academic, with over 31 years of distinguished services in the insurance industry. He had his MA degree and stood first class first in sociology at Rajshahi University and joined as lecturer in sociology just after publication of the result in 1974 transitioning into the insurance sector in 1994 he held various senior positions including Assistant Manager Director, Deputy Managing Director, Additional Manager Director and Ultimately served as Managing Director and CEO from 2011-2016. After retirement due to age bar he joined as director marketing of Karnaphuli Insurance PLC until 2021.

Mr. Hafizullah has a strong background in marketing, operations, and executive management. His professional development includes top performance in insurance training programs and executive courses, as well as international exposure through seminars and conferences in India, Thailand, Malaysia and Singapore. He was the elected governor (2008-2009) of Rotary International for Bangladesh and a COL (Rotary Parliament 2017-2020) joining different training program and parliament sessions in San Diego USA, Chicago USA. His leadership has contributed significantly to the strategic growth and operational success of his organization.

He is a Bangladeshi national, currently residing in Dhaka, with roots in Sonargaon, Narayanganj.



MRS. MAHBUBA HOSSAIN
Independent Director

Mrs. Mahbuba Hossain is a seasoned Bangladeshi tax administrator with over 33 years of experience in government service, having served in progressively senior roles within the National Board of Revenue (NBR), including as Member (Tax), a Grade-2 position. She began her career in 1991 as an Assistant Commissioner and steadily advanced through the ranks due to her competence and dedication.

An alumna of the University of Dhaka, Mahbuba holds both BSS and MSS degrees in Economics. Her strong academic background laid the foundation for a distinguished career in public service. Throughout her tenure, she has gained extensive professional training from both local and international institutions and has actively engaged in policy implementation and reform in the tax sector.

Beyond her professional life, she is a committed social worker, writer, and poet. She has also contributed as a board member of Proshika, a well-known NGO. Her international exposure includes visits to numerous countries across Asia, Europe, and North America, enriching her global perspective on governance and development.

CORPORATE MANAGEMENT

Karnaphuli Insurance PLC's management team boasts extensive experience and specialized knowledge in managing non-life insurance businesses.

Spearheaded by the competent and visionary CEO, Mr. A.N.M. Fazlul Karim Munshi, the team comprises a group of talented, intelligent, and efficient individuals who oversee the company's operations on a daily basis. They are responsible for executing the company's strategic policies and ensuring its growth. Here are the members of the management team of Karnaphuli Insurance PLC:

Chief Executive Officer

A.N.M. Fazlul Karim Munshi

Chief Consultant

Md. Musleh Uddin

Chief Coordinator

Md. Zahid Anwar Khan

Additional Managing Director

Abul Fazal Dost Mohd. Khan

Md. Rakibuddin Bhuiyan

Md. Mahfuzur Rahman

Md. Towhidul Anwar

Md. Motiur Rahman

Md. Ruhul Amin Titu

Md. Shahidul Hoque

Deputy Managing Director

Mohammad Mostafa

K.M. Azmol Hossain

Md. Faizul Haque

Mohammad Azharul Karim

Md. Shahadat Hossain

Mir Md. Borhan

Md. Rafiqul Islam

Md. Abul Kalam Azad

Additional Managing Director & Chief Financial Officer

Md. Moin Uddin, ABIA, FCS

Deputy Managing Director & Company Secretary

F J M Hafiza Sultana

Additional Managing Director & Head of Admin. & Estt.

Nirmal Chandra Roy

Head of Claims

Md. Fakharuddin (Salim)

Head of Re-insurance

Humayun Kabir

Head of IT

Muhammad Saruar Hossain

Head of Internal Audit

Sankar Kumar

Head of Underwriting

Abdur Rahman

PROFILE OF THE CEO & MD



A. N. M. FAZLUL KARIM MUNSHI

A. N. M. Fazlul Karim Munshi joined Karnaphuli Insurance PLC as the Chief Executive Officer in November 2016. With over 38 years of experience in the insurance industry, he has a strong background in business, marketing, and administration. Before becoming CEO, Mr. Fazlul Karim Munshi served as the Additional Managing Director and Head of Marketing at Karnaphuli Insurance PLC. His journey with the company began in 1987 as an Assistant Officer, and over the last three decades, he has held various key positions, consistently demonstrating honesty and integrity.

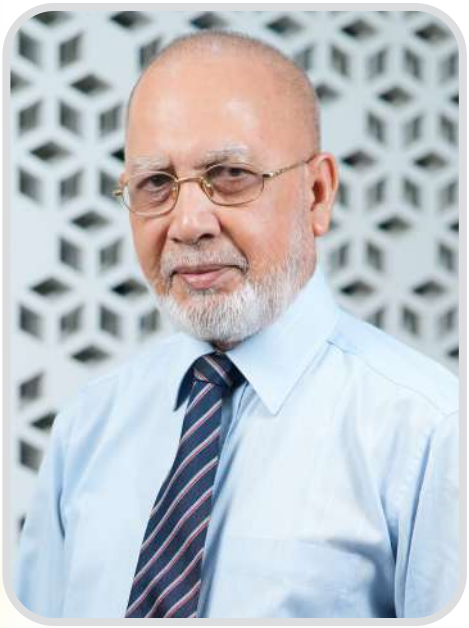
Fazlul Karim Munshi holds both a Bachelor of Social Sciences (BSS) with Honors and a Master of Social Sciences (MSS) in Economics from Dhaka University. He is a Life Member of the Bangladesh Economic Association (BEA) and the Bangladesh Young Economist Association (BYEA). He is also a member of the Central Rating Committee of Insurance Development and Regulatory Authority (IDRA).

Mr. Munshi is recognized for his exceptional leadership qualities, including his keen strategic thinking, effective communication skills, and extensive networking abilities. His social interactions and networking skills have enabled him to build strong relationships within the industry and beyond, fostering collaboration and innovation.

Mr. Munshi has traveled extensively within Bangladesh and internationally for business purposes. He has attended various training courses and seminars on reinsurance and other insurance-related matters, further enriching his expertise in the field.

Coming from a prestigious Muslim family, he is wellregarded in his community. Mr. Munshi is married and has a son and a daughter. His extensive experience, educational background, and commitment to professional development make him a distinguished leader in the insurance industry. His ability to inspire and lead teams, along with his strategic vision, has significantly contributed to the growth and success of Karnaphuli Insurance PLC.

PROFILE OF THE CHIEF CONSULTANT



MD. MUSLEH UDDIN

Md. Musleh Uddin is all along Insurance professional with extensive experience in the insurance sector. His career spans several decades, beginning in June 1964 with the Pakistan Insurance Corporation. In 1972, he transitioned to the Sadharan Bima Corporation (SBC), Dhaka, where he held various key positions in Underwriting, Claims, and Reinsurance departments. He retired as Deputy General Manager (DGM) on 28th January 2001.

Following his retirement, Md. Musleh Uddin joined Karnaphuli Insurance PLC in August 23, 2001 as the Deputy Managing Director (DMD). His leadership and expertise were quickly recognized and he was appointed Managing Director of Karnaphuli Insurance PLC on 7th August 2007. He held the position until 12th June 2011. On reaching the age limit to act as CEO as per rules of the IDRA, Karnaphuli Insurance PLC retained him as Chief Consultant of the Company effective from his retirement date & has been continuing the same.

He is also a member of the Fire Sub Committee in the Central Rating Committee of IDRA. He has completed a Bachelor of Commerce (B.Com) Degree. His career is marked by several significant professional training and international participations as per below:

- Participated in a training course in London on Aviation Insurance conducted by C.T. Bowing also by M/S Tyser & Co. which helped him visiting the Lloyds market and other notable sites.
- He has also participated in numbers of training course in Bangladesh as well.
- Represented Bangladesh at an insurance seminar in South Korea, conducted by the Korean Reinsurance Company (KRIC), involving participants from multiple countries.
- Attended a course on offshore and onshore energy risks in Hong Kong, conducted by an oil company. He has also participated in Re-Insurance TTY. arrangement for several times in GIC, India.

Md. Musleh Uddin's vast experience and dedication have helped substantial contributions to the insurance industry. His professional journey reflects a commitment to excellence and a deep understanding of the complexities and demands of the insurance sector. His experience and knowledgesharing with Karnaphuli Insurance PLC (KIPLC) employees are immensely valued, helping them gain in-depth knowledge and skills.

PROFILE OF THE CHIEF COORDINATOR



MD. ZAHID ANWAR KHAN

Md. Zahid Anwar Khan has extensive experience in the field of non-life insurance, with a career spanning over 35 years. He is currently serving as the Chief Coordinator at Karnaphuli Insurance PLC since May 1, 2024.

Mr. Zahid holds an M.Com in Management from the University of Rajshahi, completed in 1986. He also earned a B.Com (Hons) in Management from the same university in 1983. His academic foundation has been pivotal in his career, enabling him to excel in various roles within the insurance industry.

Before joining Karnaphuli Insurance PLC., Zahid was the Managing Director & CEO of Central Insurance Company Limited from July 7, 2007, to September 12, 2022. His leadership in this role was marked by significant contributions to the company's growth and success.

Throughout his career, Mr. Zahid has gained comprehensive experience in marketing, underwriting, claims & reinsurance, finance & accounts, HR & admin, and board affairs. His diverse skill set and deep industry knowledge have made him a valuable asset to every organization he has been part of.

Mr. Zahid is committed to professional development and has participated in several international training programs. These include courses on aviation insurance in London, offshore and onshore energy risk in Hong Kong, and seminars in South Korea. These experiences have further enriched his expertise and contributed to his well-rounded professional profile.

Mr. Zahid's dedication to excellence and strategic vision have been instrumental in his ability to lead and inspire teams, driving organizational success. His current role at Karnaphuli Insurance PLC benefits from his vast experience and deep understanding of the insurance industry.

Overall, Mr. Zahid is a highly qualified and experienced professional committed to delivering excellent work and supporting the growth and success of Karnaphuli Insurance PLC His home district is Dhaka, Bangladesh

PROFILE OF THE HEAD HR AND ADMIN



NIRMAL CHANDRA ROY

Nirmal Chandra Roy joined Karnaphuli Insurance PLC as the Additional Managing Director on January 1, 2025. He brings over 37 years of extensive experience in the non-life insurance industry, with a strong background in both life and non-life insurance businesses as well as reinsurance broking.

Before joining Karnaphuli Insurance, Mr. Roy served as the Executive Director and Country Head of J.B. Boda & Company Pvt. Ltd., a leading reinsurance broking firm in India, where he gained ten years of valuable experience in reinsurance broking.

Mr. Roy began his insurance career in 1989 with Reliance Insurance Limited as an Assistant Officer. Over the years, he held various positions across different departments and continued with the company until August 2014. After leaving Reliance, he joined J.B. Boda & Company Pvt. Ltd. and remained there until November 30, 2024.

He holds a Bachelor of Sciences (Honors) and a Master of Sciences in Physics from Dhaka University, as well as an MBA in Insurance from UITS. Throughout his career, Mr. Roy has actively participated in numerous national and international conferences, seminars, and specialized training programs related to general insurance and beyond.

PROFILE OF THE ADDITIONAL MANAGING DIRECTOR



MD. SHAHIDUL HOQUE

Md. Shahidul Hoque joined **Karnaphuli Insurance PLC** as the **Additional Managing Director** on November 02, 2025. He has extensive experience in the field of non-life insurance nearly over 30 years. Before joining Karnaphuli Insurance PLC, he worked as Deputy General Manager (Re-Insurance Fire). He obtained his B.Sc. (Hons.) and M.Sc. in Applied Mathematics from the University of Dhaka. He joined SBC as Assistant Manager in June 1996. He passed diploma (ABIA) from Bangladesh Insurance Academy and obtained 1st position in diploma examination in 2005 and received Tyser's Award. After joining SBC, he participated in many training programs from Bangladesh Insurance Academy. The training programs are Insurance-related "Basic Course", "Foundation Training Course" on Insurance, training on "Financial Management and Accounting of Insurance companies", "VAT and Taxation training conducted by ICMA Bangladesh", and "Basics on Information Technologies" conducted by Bangladesh Computer Council. He also participated in-house training of Sadharan Bima Corporation.

Over the years at Sadharan Bima Corporation, he worked in various departments especially in Underwriting, Reinsurance, and claims, gaining extensive experience and skills in the relevant field. He also discharged his duties as Assistant General Manager and Zonal In-charge of Narayanganj Zonal Office and as Deputy General Manager and Zonal In-charge of Chattogram Zonal Office, overseeing branches and departments like Underwriting, Claims, Real-Estate, Law, Accounts, Administration and Rent Collection Departments. He also worked as Assistant General Manager/ In-charge of Local Office, Dhaka (the largest underwriting office of SBC), managing Underwriting (Marine, Motor, Fire, Engineering, Miscellaneous and motor claims) and was awarded 1st prize for the highest premium Income Office during that time. He also served as DGM (HRD) in Head Office, administering Human Resource, Welfare and Fixation Cell, Motor Pool, Security Cell, House building Loan Advance Cell and Training Center.

He attended 10 days long foreign training about Re-insurance program on "Introduction to Lloyd's and the London Market, Introduction to Marine Re-insurance, Construction Insurance and Professional Indemnity and Cyber Insurance" in London, UK. He also visited Lloyd's Re-insurance Market, Lime Street, London, Uk.

Beside this, He also has visited Shakespeare House, Shakespeare city, Oxford University, Oxford city, British Museum, Madame Tussauds Museum, Greenwich Mean Time and many others places in London.

PROFILE OF THE COMPANY SECRETARY



F J M HAFIZA SULTANA

F J M Hafiza Sultana has extensive experience in the insurance sector in Bangladesh, with her main role being the Company Secretary at Karnaphuli Insurance PLC a position she has held since joining the company on 9th November 1994. Her loyalty and expertise have been invaluable to the board and the organization. She started her career in 1977 at the Investment Corporation of Bangladesh (ICB), where her responsibilities included administration, research, and investment.

As Company Secretary, Mrs. Hafiza's primary responsibilities involve corresponding with all regulators, including BSEC, DSE, CSE, IDRA, RJSC, and other stakeholders. She effectively manages the board, providing advice as needed. Shareholders are very fond of her, and her role is crucial in ensuring regulatory compliance and corporate governance.

In addition to her role as Company Secretary, Mrs. Hafiza contributes to the human resources function, handling recruitment, training, performance management, employee relations, and compliance with labor laws.

Mrs. Hafiza completed her graduation from Rajshahi University with a major in Economics. Her home district is Bogura, and she was born into a prestigious Muslim family. Prior to her current role, she worked in the Share & Investment Department at Eastern Insurance Company Ltd., where she gained valuable experience in the stock market. Since then, her contributions as the head of the Share and Investment Department have honed her expertise in the capital market. She excels in both fundamental and technical analysis of stock trading. Every year, her investment decisions generate substantial share and investment income for Karnaphuli Insurance PLC. Mrs. Hafiza is a highly skilled and experienced professional committed to supporting the growth and success of Karnaphuli Insurance PLC through her dual roles in the company secretariat and investment management.

PROFILE OF THE CHIEF FINANCIAL OFFICER (CFO)



MD. MOIN UDDIN

Md. Moin Uddin, ABIA, FCS has 27 years of experience in various industries, with a particular focus on the financial and insurance sectors in Bangladesh. For the past 15 years, he has served as the Additional Managing Director & Chief Financial Officer at Karnaphuli Insurance PLC where he has significantly contributed to financial management, budget planning, and operational strategies.

Mr. Md. Moin Uddin holds an M.Com from Dhaka College, National University, Bangladesh, and a B.Com from Dhaka Commerce College, National University, Bangladesh. Additionally, he completed several advanced professional qualifications, including being a Fellow Chartered Secretary from the Institute of Chartered Secretaries of Bangladesh and earning an Advance Certificate in Business Administration from the Institute of Business Administration (IBA), University of Dhaka. He is a CMA (AUS) holder.

Mr. Md. Moin Uddin has also completed a three and a half year Chartered Accountancy course from A. Wahab & Co., Chartered Accountants, gaining insights into auditing practices and financial management across various industries.

At Karnaphuli Insurance PLC Mr. Md. Moin Uddin ensures strict compliance with company rules, regulations, and policies. He oversees meticulous financial planning, expenditure tracking, and audit of financial resources. His role also entails proactive monitoring of the operating environment, risk assessment, and providing strategic legal advice and supervises Income Tax & VAT-related work.

Mr. Md. Moin Uddin is committed to delivering high-quality service to all stakeholders and meeting their needs efficiently. His extensive experience and professional qualifications make him well-equipped to manage the complexities of financial management and corporate governance within the insurance sector.

Overall, Mr. Md. Moin Uddin CMA, FCS is a highly qualified professional dedicated to his role at Karnaphuli Insurance PLC ensuring exemplary financial stewardship and compliance while leveraging his broad industry expertise.

PROFILE OF THE HEAD OF INTERNAL AUDIT



SANKAR KUMAR

Sankar Kumar has extensive experience in the field of accounts, finance, and internal audit, particularly within the insurance sector in Bangladesh. For over 13 years, he has been working as the Head of Internal Audit at Karnaphuli Insurance PLC where he currently holds the position of Deputy Vice President.

Mr. Kumar holds an M.Com in Management from M.M. College, Jashore, under the National University. In addition, he has successfully passed the Chartered Accountants Professional Stage Knowledge Level (PS-KL) and completed a three-year Chartered Accountancy course from K. M. Hasan & Co. Chartered Accountants.

His role involves preparing financial statements as per IAS- 1, managing property, plant, and equipment accounting as per IAS-16, creating branch-wise income statements, and ensuring proper treatment of business transactions as per IFRS. He is also responsible for developing detailed work plans and methodologies for accounting and auditing services, verifying payment vouchers for TDS, VAT, and other deductions, and advising senior management on financial matters.

Prior to his current role, Mr. Kumar worked as an Executive in Internal Audit at Abdul Monem Ltd. His training includes a program on Internal Audit, Risk Management, and Control from DSE Training Academy.

Mr. Kumar is dedicated to meeting regulatory compliance and corporate governance requirements. His experience and qualifications ensure that he can provide high-quality service to all stakeholders, meeting their needs efficiently and effectively.

Overall, Mr. Kumar is a highly qualified and experienced professional committed to delivering excellent work and supporting the financial health and regulatory compliance of the organizations he serves. His home district is Jashore, Bangladesh.

BRANCH IN CHARGES

Dhaka Zone

MR. A. F. Dost Mohd. Khan Zonal Incharge Dhaka	**Mr. Md. Faizul Haque** Dy. Managing Director Motijheel Branch Mobile: 01712-841667	**Mr. Md. Rakib Uddin Bhuiyan** Addl. Managing Director Dilkusha Branch Mobile: 01712-726415
Mr. Md. Ruhul Amin Addl. Managing Director New Market Branch Mobile: 01819-498400	**Mr. Mohammad Azharul Karim** Dy. Managing Director Baliadi Mansion Branch Mobile: 01715-300639	**Mr. Mir Md. Borhan** Dy. Managing Director Local Office Mobile: 01534-223677
Mr. Md. Abul Kalam Azad Dy. Managing Director Nawabpur Branch Mobile: 01715-286534	**Mr. Md. Rafiqul Islam** Dy. Managing Director Uttara Branch, Mobile: 01715-701346	**Mrs. Sultana Raziya** Sr. Executive Vice President Narayanganj Branch Mobile: 01819-247324
Mr. Md. Abdul Gafur Dy. Vice President Mymensingh Branch Mobile: 01913-323300	**Mrs. Aleya Parvin** Vice President Sherpur Branch Mobile: 01912-484228	**Mr. Safiqul Islam Bhuiyan** Executive Officer & Branch Incharge Narsingdi Branch Mobile: 01819-912812

Chattogram Zone

Mr. Md. Mahfuzur Rahman Addl. Managing Director Mobile: 01819-381864	**Mr. Md. Towhidul Anwar** Addl. Managing Director Agrabad Branch Mobile : 01711-883104	**Mr. Md. Murad Majumder** Vice President Cumilla Branch Mobile: 01713-370222
Mr. Mohammad Alauddin Exe. Vice President Hajigonj Branch Mobile: 01713-609522	**Mr. Md. Nurul Huda** Manager Sylhet Branch Mobile: 01711-399919	

North Bengal Zone

Mr. Md. Motiur Rahman Zonal Incharge, North Bengal Zone & Addl. Managing Director Mobile: 01718-663818	**Mr. K.M. Azmol Hossain** Dy. Managing Director Sirajgonj Branch Mobile: 01711-320331	**Mr. Md. Biplob Hossain** Sr. Executive Vice President Rajshahi Branch Mobile: 01773-324194
Mr. Md. Eklasur Rahman Mondal Executive Vice President Rangpur Branch Mobile: 01715-378827	**Mr. Md. Mosharaf Hossain Moni** Sr. Executive Vice President Dinajpur Branch Mobile: 01712-639887	**Mr. Md. Rasidul Haque** Asst. Managing Director Saidpur Branch Mobile : 01750-362569
Mr. Md. Anwar Hossain Sr. Executive Vice President Naogaon Branch Mobile: 01716-272060	**Mr. Md. Moniruzzaman** Vice President Natore Branch Mobile: 01734-254120	**Mr. Md. Shahidullah** Manager Pabna Branch Mobile: 01714-945254

Khulna Zone

Mr. Mohammad Mostafa Dy. Managing Director Khulna Branch Mobile: 01711-295940	**Mr. Md. Shahadat Hossain** Dy. Managing Director Satkhira Branch Mobile: 01711-864621	**Mr. S.M. Omar Faruque Rumi** Asst. Vice President Barishal Branch Mobile: 01731-404143
Mr. Md. Shariful Haque (Uzzal) Sr. Vice President Jashore Branch Mobile : 01713-911419	**Mr. Md. Nasir Uddin** Asstt. Vice President Kushtia Branch Mobile: 01717-893241	**Mr. Md. Raihan** Sr. Vice President Faridpur Branch Mobile : 01725-398089



কর্ণফুলী ইনস্যুরেন্স পিএলসি
KARNAPHULI INSURANCE PLC



CAPITALS REPORT

SIX CAPITALS	INPUTS
FINANCIAL CAPITAL Financial resources that support our underwriting activities, investiment portfolio, claim payments and business growth	• Paid-up Capital Tk. 448.76 mn • Total Assets Tk. 2102.89 mn • Investment Tk. 1255.60 mn • Reserves & Surplus • Stable liquidity position
HUMAN CAPITAL Our people, their skills, experience and commitments that drive performance, innovation and service excellence.	• Experienced workforce • Training & development programs • Performance management • Strong leadership and governance
MANUFACTURED CAPITAL Our branch network operational infrastructure, technology platforms and office facilities that enable efficient service delivery.	• Nationwide branch network • Technology-enabled platforms • Modern office infrastructure
INTELLECTUAL CAPITAL Our underwriting expertise, risk management capabilities. processes, systerns and brand reputation built over time.	• Underwriting expertise • Risk management framework • Robust internal processes & systems • Strong Brand reputation
SOCIAL & RELATIONSHIP CAPITAL The trust and relationships we build with policyholders, shantholders, ngatonse business partiers, employees and communities.	• Policyholder trust • Shareholder confidence • Reinsurer relationships • Regulatory engagement • Community relationships
NATURAL CAPITAL Our commitment to esponsible resource stilization and environ-mentally conscious business practices.	• Energy and resource consumption • Paper and digital efficiency • Environmental awareness Initiatives

OUR ACTIVITIES



Strong governance, prudent risk management and stakeholder trust are the foundation of our value creation.

MATERIAL MATTERS

- Underwriting Performance
- Claims Settlement Efficiency
- Investment Performance
- Financial Resilience
- Solvency Management
- Regulatory Compliance
- Corporate Governance
- Customer Satisfaction
- Digital Transformation
- Human Capital Development
- Climate and Emerging Risks

VALUE OUTCOMES

FINANCIAL
- Sustainabile premium growth
- Strungnvestment income
- Financial stability resilience
- Long-term shureholder recreation

HUMAN
- Skilled and engaged workforce
- Continuous capability development
- Strong culture of accountability

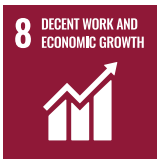
INTELLECTUAL
- Enhanced underwriting expertise
- Improved operational effectiveness
- Strengthened risk management capability

GOVERNANCE
- Strong regulatory compliance
- Effective risk oversight
- Robust internal control environment
- Enhanced transparency and accountability
- Sustained stakeholder confidence

SOCIAL & RELATIONSHIP
- Increased policyholder confidence
- Strong stakeholder trust
- Long-term business partnerships
- Positive corporate reputation
- Meaningful stakeholder engagement

NATURAL
- Improved environmental awareness
- Responsible resource utilation
- Positive coperational footprint
- Support for sustainable business practices

SDG ALIGNMENT



Promoting inclusive economic growth, employment and fair opportunities.



Investing in digital capabilities and infrastructure for efficient operations and innovation



Encouraging responsible resource use and sustainable business practices.

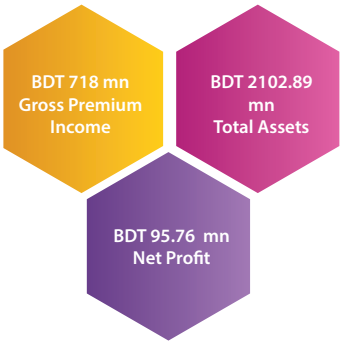


Managing climate risks and reducing environmental impact.



Upholding strong governance, ethics, Transparency and accountability.

FINANCIAL CAPITAL



Overview

Karnaphuli Insurance PLC's financial capital represents the foundation of its ability to underwrite risks, settle claims, maintain solvency, and create long-term value for policyholders and shareholders. The Company's financial strength has been built through disciplined underwriting practices, prudent investment management, effective reinsurance arrangements, and a strong commitment to capital preservation.

Throughout 2025, the Company remained focused on maintaining financial resilience amid a challenging economic environment characterised by inflationary pressures, higher interest rates, exchange rate volatility, and evolving market conditions. Through disciplined risk selection and prudent financial management, Karnaphuli Insurance PLC continued to strengthen its capital position while supporting sustainable business growth.

The Company's financial resources are strategically deployed to support underwriting operations, claims settlement obligations, investment activities, technology enhancement, branch operations, and future business development initiatives. At the same time, strong emphasis is placed on maintaining adequate liquidity, preserving solvency strength, and safeguarding policyholder interests.

Looking ahead, Karnaphuli Insurance PLC remains committed to enhancing underwriting profitability, strengthening investment returns, optimizing capital utilization, and maintaining a strong solvency position. Through prudent financial stewardship and disciplined execution, the Company seeks to translate financial strength into sustainable value creation for all stakeholders.

Financial Capital

Karnaphuli Insurance PLC's financial capital reflects the strength of a business built on prudent underwriting, disciplined risk selection, and long-term financial stewardship. Rather than pursuing volume-driven growth, the Company continues to focus on sustainable premium generation, profitable business acquisition, and preservation of capital strength—an approach that has supported resilience across changing market cycles. The Company's commitment to financial discipline enables it to honour policyholder obligations, maintain stakeholder confidence, and create sustainable value over the long term.

During 2025, the Company operated in a challenging economic environment characterised by inflationary pressures, foreign exchange volatility, rising operating costs, and continued uncertainty in the broader business landscape. Despite these challenges, Karnaphuli Insurance PLC maintained stable growth, strengthened operational efficiency, and preserved a satisfactory solvency position through prudent underwriting practices, strong reinsurance support, disciplined expense management, and careful business selection.

The Company generated total assets of BDT 2.10 billion, supported by a diversified investment portfolio, healthy liquidity position, and sound capital base. Gross premium income continued its upward trajectory while underwriting profitability remained supported by selective risk acceptance and portfolio diversification. Investment income also contributed positively to overall performance, reinforcing the Company's financial resilience and capacity for long-term value creation.

Financial strength remains a key competitive advantage for Karnaphuli Insurance PLC. Strong internal controls, effective capital management, conservative reserving practices, and robust reinsurance arrangements enable the Company to absorb risk, meet regulatory requirements, and respond effectively to emerging challenges. The successful management of major claims during the year further demonstrated the resilience of the Company's business model and risk management framework.

Looking ahead, Karnaphuli Insurance PLC remains focused on sustainable premium growth, enhancement of underwriting quality, strengthening of investment returns, greater operational efficiency, and continued digital transformation. By maintaining a disciplined approach to financial management and risk governance, the Company seeks to further strengthen its financial capital and support its journey of Progress Anchored in Reliability.

HUMAN CAPITAL



Overview

At Karnaphuli Insurance PLC, our people are the foundation of our success and the driving force behind our ability to deliver reliable protection and sustainable value. We believe that long-term business resilience depends not only on financial strength and underwriting expertise, but also on the capability, engagement, and commitment of our employees.

In 2025, we continued to strengthen our human capital through talent development, employee engagement, leadership enhancement, and a supportive workplace culture. Guided by our commitment to reliability, we focused on building a workforce that is agile, accountable, and equipped to meet the evolving needs of policyholders, business partners, and other stakeholders.

Through continuous learning opportunities, performance-driven practices, employee wellbeing initiatives, and a culture of collaboration, we remain committed to empowering our people and fostering an environment where individuals can grow, contribute, and succeed while supporting the Company's long-term aspirations.

Human Capital

Our employees play a central role in maintaining the trust and confidence that policyholders place in Karnaphuli Insurance PLC. Supported by experienced professionals and emerging talent, we continue to strengthen our workforce capabilities to ensure service excellence, sound risk management, and sustainable business growth.

The Company remains committed to attracting, developing, and retaining talented individuals while fostering a workplace culture built on professionalism, collaboration, and accountability.

Learning and Development

Continuous learning remains a key priority for Karnaphuli Insurance PLC. Through training programs, professional development initiatives, and knowledge-sharing activities, we seek to strengthen technical expertise, leadership capability, and customer service excellence across the organization.

Special emphasis is placed on underwriting, claims management, risk assessment, regulatory compliance, and emerging industry developments to ensure that employees remain equipped to navigate an evolving insurance landscape.

Performance and Career Development

Our performance management approach is designed to align individual objectives with organizational priorities. Employees are encouraged to take ownership of their professional growth while receiving guidance, feedback, and support from management.

Through structured performance evaluation processes and career development opportunities, we continue to cultivate a culture of accountability, continuous improvement, and high performance.

Workplace Culture and Employee Engagement

We strive to create a workplace where employees feel valued, respected, and empowered to contribute. Open communication, teamwork, and mutual respect form the foundation of our organizational culture.

The Company promotes employee engagement through collaborative working relationships, recognition of performance, and initiatives that strengthen workplace satisfaction and organizational commitment.

Equal Opportunity and Inclusion

Karnaphuli Insurance PLC is committed to providing equal opportunities for all employees regardless of gender, age, religion, or background. Recruitment, promotion, training, and career advancement decisions are guided solely by merit, capability, and performance.

We believe that diversity of perspectives strengthens decision-making, fosters innovation, and contributes to a more inclusive and productive workplace.

Occupational Health, Safety and Wellbeing

The health, safety, and wellbeing of our employees remain a priority. We are committed to providing a safe, secure, and supportive working environment where employees can perform effectively and confidently.

The Company continues to promote employee wellbeing through workplace safety measures, awareness initiatives, and a culture that prioritizes both physical and mental wellbeing.

Looking Ahead

As the insurance industry continues to evolve, Karnaphuli Insurance PLC remains focused on strengthening workforce capability, enhancing employee engagement, and developing future leaders. By investing in our people, we are building a resilient, future-ready organization capable of delivering sustainable value to all stakeholders while remaining anchored in reliability



SERVICE ORIENTED CAPITAL



Service Oriented

Service oriented capital represents the physical infrastructure and operational platform that enable Karnaphuli Insurance PLC to deliver insurance solutions efficiently across Bangladesh. Through its nationwide branch network, modern office facilities, technology-enabled operations, and customer service capabilities, the Company maintains a strong foundation for business growth, service excellence, and stakeholder engagement.

These assets support underwriting activities, claims management, customer service, and business development while ensuring accessibility, operational efficiency, and responsiveness to the evolving needs of policyholders. Together, they strengthen the Company's ability to create sustainable value and deliver reliable protection solutions across the country.

Service Oriented Capital

Karnaphuli Insurance PLC's service oriented capital comprises its nationwide branch network, operational infrastructure, office facilities, and service delivery platforms. These assets enable the Company to maintain close proximity to customers, facilitate efficient business operations, and ensure timely service delivery across multiple regions of Bangladesh.

Nationwide Branch Network

A strong branch network remains one of the Company's key operational strengths. With 31 branches strategically located across Bangladesh, Karnaphuli Insurance PLC maintains a broad geographic presence that enables effective customer engagement, business development, policy servicing, and claims support.

The branch network serves as a vital interface between the Company and its stakeholders, allowing customers to access insurance solutions and services conveniently while strengthening local market relationships and business opportunities.

Customer-Centric Service Infrastructure

Karnaphuli Insurance PLC continues to strengthen its service infrastructure to enhance customer experience and operational efficiency. Supported by experienced professionals and standardized operating procedures, the Company strives to ensure responsive service delivery, effective policy administration, and timely claims processing.

This customer-focused approach enables the Company to maintain strong relationships with policyholders while reinforcing trust and confidence in its services.

Operational Facilities and Support Infrastructure

The Company's operational infrastructure supports a wide range of business activities, including underwriting, claims assessment, financial management, regulatory compliance, and stakeholder engagement. Modern office facilities, communication systems, and administrative resources help ensure smooth coordination across branches and functions.

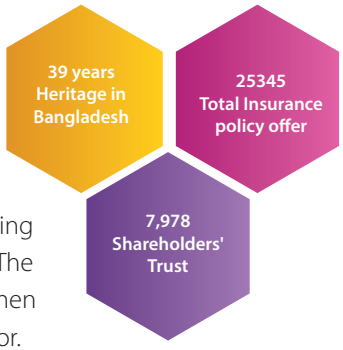
These facilities provide a stable operational platform that supports business continuity, employee productivity, and service excellence.

Strengthening Service Reach and Accessibility

Karnaphuli Insurance PLC continues to focus on improving accessibility and convenience for customers through its physical presence and operational capabilities. By maintaining a strong nationwide footprint and enhancing service delivery processes, the Company remains well-positioned to respond to customer needs and support business growth across diverse market segments.

Through continued investment in infrastructure, operational effectiveness, and service capabilities, Karnaphuli Insurance PLC is strengthening its manufactured capital and reinforcing its commitment to protecting what matters most across Bangladesh.

INTELLECTUAL CAPITAL



Overview

Intellectual capital is a cornerstone of Karnaphuli Insurance PLC's strategy, underpinning resilience, competitiveness, and sustainable value creation over both the short and long term. The Company's strong reputation, trusted brand, and deep industry expertise continue to strengthen stakeholder confidence and reinforce its position within Bangladesh's non-life insurance sector.

Over nearly four decades, Karnaphuli Insurance PLC has developed extensive knowledge in underwriting, claims management, risk assessment, regulatory compliance, and customer service. These capabilities, supported by sound governance practices and a commitment to continuous improvement, enable the Company to respond effectively to evolving market dynamics while maintaining operational excellence and financial stability.

Strength of our Reputation

Karnaphuli Insurance PLC has earned the trust of policyholders, shareholders, regulators, and business partners through decades of reliable service, prudent risk management, and ethical business conduct. Since its establishment in 1986, the Company has built a reputation for integrity, professionalism, and financial discipline, becoming one of Bangladesh's leading first-generation non-life insurance companies.

Beyond providing insurance protection, the Company contributes to economic activity by supporting businesses, safeguarding assets, and helping individuals and organizations manage uncertainty. Through its nationwide branch network and customer-focused service approach, Karnaphuli Insurance PLC remains closely connected to the evolving protection needs of customers across Bangladesh.

The Company's ability to attract and retain clients is built upon this strong foundation of trust. Consistent claims servicing, prudent underwriting practices, effective reinsurance arrangements, and strong stakeholder relationships continue to reinforce confidence in the Karnaphuli Insurance brand.

Insurance Expertise and Risk Management

Leveraging experience with disciplined underwriting

Drawing upon nearly four decades of industry experience, Karnaphuli Insurance PLC has developed deep expertise in evaluating, pricing, and managing risk across a wide range of insurance classes. The Company combines professional judgment, technical knowledge, and market insights to deliver insurance solutions that address the diverse needs of individuals, businesses, and institutions.

Underwriting expertise remains a central pillar of the Company's intellectual capital. Through prudent risk selection, portfolio diversification, and comprehensive reinsurance support, Karnaphuli Insurance PLC continues to balance growth opportunities with sound risk management principles.

Strengthening claims management capabilities

Efficient and transparent claims settlement remains critical to maintaining stakeholder confidence. The Company continuously enhances its claims assessment and settlement processes to improve responsiveness, consistency, and customer experience. Supported by experienced professionals and established operational procedures, Karnaphuli Insurance PLC strives to ensure fair and timely claims resolution while safeguarding financial stability and protecting policyholder interests.

Regulatory and compliance excellence

Operating in a highly regulated environment, the Company places strong emphasis on compliance, governance, and risk oversight. Robust internal controls, regulatory reporting frameworks, and risk monitoring mechanisms help ensure compliance with applicable laws, regulations, and industry standards.

These capabilities strengthen operational discipline, reduce risk exposure, and contribute to long-term business sustainability.

Digital Transformation

Karnaphuli Insurance PLC recognizes digitalisation as an important enabler of efficiency, transparency, and service excellence. In line with its commitment to continuous improvement, the Company continues to strengthen its digital capabilities to enhance operational effectiveness and improve stakeholder experience.

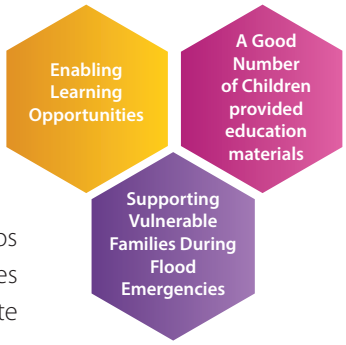
Technology-driven processes support policy administration, financial reporting, regulatory compliance, internal controls, and management decision-making. These systems help improve efficiency, strengthen information management, and enable timely access to critical business insights.

The Company also continues to leverage digital tools to enhance customer service, improve communication, and streamline internal workflows. By integrating technology into key business processes, Karnaphuli Insurance PLC is strengthening operational resilience while positioning itself to meet the evolving expectations of customers and stakeholders.

Through the continued development of institutional knowledge, professional expertise, governance practices, and digital capabilities, Karnaphuli Insurance PLC remains committed to strengthening its intellectual capital and creating sustainable value for all stakeholders.



SOCIAL AND RELATIONSHIP CAPITAL



Overview

At Karnaphuli Insurance PLC, long-term success is built upon strong and trusted relationships with policyholders, business partners, employees, regulators, shareholders, and the communities we serve. These relationships form the foundation of our reputation and enable us to create sustainable value while fulfilling our purpose of protecting what matters most.

Through reliable service, responsible business conduct, and meaningful community engagement, we continue to strengthen stakeholder confidence and foster mutually beneficial relationships that support long-term business sustainability.

Customer Relationships and Claims Service

Trust is the cornerstone of the insurance business. Karnaphuli Insurance PLC remains committed to providing responsive service, transparent communication, and fair claims settlement to policyholders across Bangladesh.

Our branch network and experienced professionals work closely with customers to understand their protection needs and provide timely support throughout the policy lifecycle. Efficient claims handling remains a key priority, helping reinforce customer confidence and strengthen long-term relationships.

Beyond policy servicing, customer interactions provide valuable insights that help us continuously improve our products, service delivery, and overall customer experience.

Business Partners and Intermediaries

Strong relationships with brokers, agents, corporate clients, reinsurers, financial institutions, and service providers are essential to the Company's success. These partnerships support business growth, enhance market reach, and contribute to the delivery of reliable insurance solutions.

Karnaphuli Insurance PLC maintains these relationships through transparency, professionalism, and a commitment to ethical business practices. Continuous engagement with business partners enables the Company to strengthen collaboration, improve service standards, and create long-term shared value.

Community Engagement

As a responsible corporate citizen, Karnaphuli Insurance PLC remains committed to contributing positively to society and supporting the wellbeing of communities across Bangladesh.

Our community initiatives focus on education, humanitarian assistance, and social welfare activities that address immediate needs while contributing to long-term social development. Through these efforts, we seek to create meaningful impact beyond our business operations.

Supporting Communities in Times of Need

During periods of extreme weather and natural disasters, the Company extends support to vulnerable communities through humanitarian assistance initiatives.

In response to severe heatwaves, Karnaphuli Insurance PLC provided drinking water to members of the public, helping alleviate the challenges faced by communities during periods of extreme temperature. The Company also extended support to flood-affected communities through relief assistance, demonstrating its commitment to standing beside people during times of hardship and uncertainty.

These initiatives reflect our belief that corporate responsibility extends beyond business performance and includes supporting communities when they need it most.

Promoting Education and Social Wellbeing

Education remains one of the most effective tools for creating sustainable social progress. Karnaphuli Insurance PLC continues to support educational initiatives aimed at helping underprivileged students pursue their academic aspirations.

Through financial assistance and educational support programs, the Company contributes to creating opportunities for young learners and strengthening the foundations for future development. These efforts reflect our commitment to fostering inclusive growth and empowering communities through access to education.

SDG Alignment

	Supporting educational opportunities for underprivileged students through financial assistance and learning support initiatives, helping create access to education, foster personal development, and build pathways towards a brighter future.
	Promoting access to safe drinking water by providing water distribution support during periods of extreme heat, contributing to community wellbeing and public health.
	Karnaphuli Insurance supporting vulnerable communities through social welfare, humanitarian assistance, and community outreach initiatives that enhance resilience and improve quality of life.
	Responding to climate-related challenges by extending support to flood-affected communities and undertaking relief initiatives that help mitigate the social impacts of extreme weather events.
	Karnaphuli Insurance strengthening collaboration with stakeholders, business partners, community organisations, and other institutions to maximise social impact and create sustainable value for society.

Through these initiatives, Karnaphuli Insurance PLC continues to strengthen stakeholder relationships, support community wellbeing, and contribute to sustainable development while remaining anchored in reliability.

NATURAL CAPITAL



Overview

Karnaphuli Insurance PLC recognises that environmental stewardship is an important component of responsible business conduct and sustainable value creation. Although the Company's environmental footprint is significantly lower than that of manufacturing-intensive industries, we remain committed to minimising resource consumption, promoting operational efficiency, and supporting environmentally responsible practices across our operations.

Through responsible use of energy, paper, water, and other resources, combined with increasing digitalisation and process improvements, the Company continues to strengthen its contribution to environmental sustainability while supporting long-term business resilience.

Natural Capital

As a service-oriented organisation, Karnaphuli Insurance PLC's interaction with natural capital is primarily linked to office operations, energy consumption, paper usage, and resource management practices. Our approach focuses on reducing operational waste, improving efficiency, and encouraging environmentally conscious behaviour across the organisation.

Resource Efficiency and Responsible Consumption

The Company continues to promote responsible resource utilisation across its branch network and operational facilities. Initiatives aimed at reducing unnecessary consumption of paper, electricity, and office supplies contribute to lowering operational waste while improving efficiency.

Employees are encouraged to adopt responsible workplace practices that support conservation of resources and environmental awareness in day-to-day operations.

Digitalisation and Paper Reduction

Digitalisation plays an important role in reducing the Company's environmental footprint. The increasing use of digital communication, electronic documentation, automated reporting, and technology-enabled processes has helped reduce dependence on paper-based operations while improving operational efficiency.

These initiatives support faster information flow, better record management, and more sustainable business practices across the organisation.

Energy Conservation

Karnaphuli Insurance PLC remains committed to promoting energy-efficient practices across its offices and branch network. Through responsible use of lighting, office equipment, and workplace facilities, the Company seeks to minimise unnecessary energy consumption while maintaining a productive work environment.
Continuous awareness among employees further supports the adoption of energy-conscious behaviours throughout the organisation.

Supporting Environmental Responsibility

The Company recognises that climate change and environmental challenges can have significant social and economic consequences. As a responsible corporate citizen, Karnaphuli Insurance PLC supports initiatives that contribute to community resilience and environmental awareness.
Through responsible business practices, stakeholder engagement, and continuous improvement initiatives, the Company remains committed to supporting a more sustainable future.

Creating Sustainable Value

While the Company's direct environmental footprint remains relatively limited, Karnaphuli Insurance PLC continues to integrate environmental considerations into its operational practices and decision-making processes. By promoting resource efficiency, embracing digitalisation, and encouraging responsible consumption, we seek to minimise environmental impact while creating long-term value for stakeholders.



SUSTAINABILITY AT KANAPHULI

SUSTAINABILITY AT KARNAPHULI

Our Approach to ESG

At Karnaphuli Insurance PLC, ESG principles are integral to the way we create, protect, and sustain value. Guided by accountability, transparency, and stakeholder trust, we strive to balance business success with social responsibility and environmental stewardship. Our ESG journey reflects our commitment to building trust, strengthening resilience, and contributing to a more sustainable future

Our Commitment to Sustainable Value Creation

At Karnaphuli Insurance PLC, sustainability is closely linked to our purpose of protecting people, businesses, and communities against uncertainty. While our operations differ from carbon-intensive industries, we recognize that long-term business success depends on balancing financial performance with responsible governance, social responsibility, and environmental awareness.

Our approach to sustainability is anchored in reliability and guided by our commitment to creating lasting value for stakeholders. We seek to strengthen resilience through prudent risk management, ethical business conduct, stakeholder engagement, and responsible corporate citizenship. By integrating sustainability considerations into our business practices, we aim to contribute to economic stability, social wellbeing, and long-term sustainable development.

As we continue our ESG journey, we remain committed to enhancing transparency, strengthening stakeholder trust, and creating sustainable value for policyholders, shareholders, employees, regulators, and communities across Bangladesh.

Governance Anchored in Trust

At Karnaphuli Insurance PLC, we recognize that trust is the foundation of the insurance business. Maintaining the confidence of policyholders, shareholders, regulators, employees, and business partners requires a strong governance framework built on accountability, transparency, integrity, fairness, and responsible decision-making.

Our governance approach aligns ethical business conduct with long-term value creation while fostering a culture of compliance and accountability. Through effective oversight, prudent risk management, and strong internal controls, we seek to ensure sustainable business performance while safeguarding stakeholder interests.

The Board of Directors serves as the highest governing body of the Company and is responsible for providing strategic direction, oversight, and guidance. The Board is supported by various committees, including the Audit Committee and the Nomination and Remuneration Committee, which strengthen governance effectiveness and support sound decision-making.

To promote transparency and good governance, the Company maintains clear segregation of responsibilities between the Board and executive management. This structure strengthens accountability, enhances oversight, and supports the effective management of risks and opportunities.

Creating Impact beyond Business

At Karnaphuli Insurance PLC, we recognize that our responsibility extends beyond providing insurance protection. Our approach to social responsibility is rooted in supporting communities, fostering social wellbeing, and contributing positively to society.

We continue to support initiatives that improve access to education and create opportunities for underprivileged students. Through educational assistance programs, we aim to empower future generations and contribute to long-term social development.

The Company also remains committed to supporting communities during times of hardship. During periods of extreme heat, we provided drinking water to members of the public, helping address immediate community needs and promote wellbeing. Similarly, we extended assistance to flood-affected communities through relief initiatives, reflecting our commitment to standing beside people during times of crisis and uncertainty.

These initiatives represent our belief that sustainable business success is closely connected to the wellbeing and resilience of the communities we serve.

Further information regarding our social initiatives and stakeholder engagement activities is provided in the "Social and Relationship Capital" section of this Report.

Managing Environmental Footprint

Climate-related challenges such as floods, heatwaves, and extreme weather events are becoming increasingly frequent and severe in Bangladesh. These events not only affect communities and livelihoods but also create broader economic and social challenges that require collective action from businesses, governments, and society.

As a responsible corporate citizen, Karnaphuli Insurance PLC recognizes the importance of supporting environmental sustainability and promoting responsible resource use across its operations. While the Company's direct environmental footprint is relatively limited compared to manufacturing-intensive industries, we remain committed to minimizing our environmental impact through efficient resource utilization and responsible business practices.

The Company continues to promote digitalisation and technology-enabled processes that reduce reliance on paper-based operations while improving operational efficiency and service delivery. Through greater use of digital communication, electronic documentation, and streamlined workflows, we seek to reduce resource consumption and support more sustainable ways of working.

We also encourage responsible consumption of energy, paper, and office resources across our branch network and corporate offices. These efforts contribute to operational efficiency while fostering environmental awareness among employees and other stakeholders.

Recognizing the growing impacts of climate change on communities across Bangladesh, Karnaphuli Insurance PLC remains mindful of its broader responsibility to support resilience and sustainable development. Through responsible business practices, stakeholder engagement, and continuous improvement initiatives, we seek to contribute positively towards a more sustainable future while protecting what matters most for generations to come.



ENTERPRISE RISK MANAGEMENT

Current risk landscape

Risk and uncertainty are inherent elements of the insurance business and form an integral part of the environment in which Karnaphuli Insurance PLC operates. The risk landscape continues to evolve in response to changing economic conditions, regulatory developments, technological advancements, climate-related events, and shifting customer expectations. As a non-life insurer, we recognise that these developments can influence underwriting performance, investment returns, operational efficiency, financial resilience, and long-term value creation.

The operating environment during recent years has been characterised by inflationary pressures, foreign exchange volatility, rising business costs, geopolitical uncertainty, and increasing regulatory expectations. At the same time, the insurance industry continues to experience heightened competition, pricing pressures, evolving customer preferences, and growing demand for digital service delivery. Climate-related events and emerging technology risks are also becoming increasingly relevant considerations for businesses and communities across Bangladesh.

Against this backdrop, Karnaphuli Insurance PLC remains committed to maintaining a resilient and sustainable business model. Through prudent underwriting practices, strong reinsurance arrangements, disciplined investment management, sound governance structures, and continuous monitoring of emerging risks, we seek to safeguard our financial strength while supporting the long-term interests of our policyholders, shareholders, and other stakeholders.

Risk Management Strategy

At Karnaphuli Insurance PLC, risk management is embedded within our business strategy, operational processes, and decision-making framework. We believe that effective risk management is fundamental to maintaining financial stability, protecting stakeholder interests, and achieving sustainable growth in an increasingly dynamic business environment.

Our approach focuses on the timely identification, assessment, monitoring, and mitigation of risks that may affect the achievement of our strategic and operational objectives. This includes evaluating both existing and emerging risks across underwriting, claims management, investments, operations, technology, compliance, and broader market developments. By integrating risk considerations into key business activities, we are better positioned to respond to uncertainties while pursuing growth opportunities responsibly.

The Company adopts a proactive and disciplined approach to risk management through prudent underwriting standards, selective risk acceptance, diversified business acquisition, effective reinsurance protection, robust internal controls, and regulatory compliance. These measures are complemented by continuous monitoring of market developments, operational performance, and financial indicators to ensure that potential risks are identified and addressed in a timely manner.

Strong governance oversight supports the effectiveness of our risk management framework. The Board of Directors, supported by its Committees and senior management, provides strategic direction and oversight of key risks facing the Company. Through regular review processes and a culture of accountability and transparency, we seek to strengthen organisational resilience and enhance our ability to create sustainable value over the long term.

Risk Assessment and Management Process

Effective risk management requires a disciplined and systematic approach that enables the timely identification and management of risks across the business. Karnaphuli Insurance PLC's risk management process is designed to assess potential threats and opportunities, implement appropriate mitigation measures, and continuously monitor the effectiveness of controls to support sustainable value creation and long-term business resilience.



Risk Governance Framework

BOARD OF DIRECTORS
Provides overall oversight of the Company's risk governance, sets risk appetite, ensures a strong risk culture and aligns risk management with strategic objectives.

AUDIT COMMITTEE
Reviews and monitors the effectiveness of risk management, internal controls, compliance and reporting. Provides guidance to the Board on key risk matters.

MANAGEMENT COMMITTEE
Responsible for implementing risk management policies, monitoring key risks, overseeing mitigation actions and ensuring effective risk management across the Company.

OUR GOVERNANCE PRINCIPLES

- Strong oversight and accountability
- Clear roles and responsibilities
- Effective risk management processes
- Timely and accurate reporting
- Ethical conduct and compliance
- Continuous improvement

THREE LINES OF DEFENCE

1ST LINE OF DEFENCE
Risk Ownership
Business units and operational functions are responsible for identifying, assessing, owning and managing risks within their activities.

2ND LINE OF DEFENCE
Risk Oversight
Risk Management, Finance and Compliance functions monitor, review and challenge risk exposures and provide guidance on risk-related matters.

3RD LINE OF DEFENCE
Independent Assurance
Internal Audit provides independent assurance on the effectiveness of governance, risk management and internal control processes.

1. IDENTIFY
Identify potential risks from internal and external environments.

2. ASSESS
Assess the likelihood and impact of risks to determine risk priorities.

3. MITIGATE
Develop and implement appropriate mitigation strategies and controls.

4. MONITOR
Continuously monitor risk indicators and the effectiveness of controls.

5. REPORT & REVIEW
Report to management and the Board. Review and reassess risks regularly.

Our risk governance framework promotes accountability, strengthens oversight and supports informed decision-making to safeguard stakeholder interests and create sustainable value.

Principal Risks and Mitigation Strategies

Strategic Risk

Description	
Strategic risk refers to the potential impact of internal and external developments that may adversely affect the Company's ability to achieve its strategic objectives and long-term growth aspirations.	Karnaphuli Insurance PLC recognizes that timely access to market intelligence, stakeholder insights, and business information is essential for identifying emerging opportunities and risks. The Company continuously evaluates market developments and strategic priorities to strengthen resilience and support sustainable growth.
Strategic risk factors	**Mitigating factors**
Changing customer expectations: Customers increasingly expect faster service delivery, transparent communication, and digital accessibility. Failure to adapt to evolving expectations may affect customer satisfaction and retention.	The Company continuously strengthens customer engagement, service quality, and operational efficiency while enhancing accessibility through improved service delivery channels and responsive claims management processes.
Competitive intensity: The non-life insurance market remains highly competitive, creating pressure on pricing, business acquisition, and market share.	The Company focuses on service excellence, disciplined underwriting, strong client relationships, and product diversification to maintain competitiveness and strengthen market positioning.
Business growth and profitability: Changes in economic conditions, claims trends, and market dynamics may affect premium growth and profitability.	Management continuously monitors business performance, underwriting results, claims experience, and market developments to support informed strategic decision-making and sustainable growth
Macroeconomic and regulatory environment: Inflation, foreign exchange volatility, evolving regulations, and economic uncertainty may influence business performance and operating costs.	The Company maintains prudent financial management practices, strong governance oversight, and continuous monitoring of regulatory developments to ensure timely adaptation and compliance.

Financial risk

Description	
Financial risk refers to the potential for adverse impacts on the Company's financial performance, liquidity position, investment portfolio, and overall financial stability. As an insurance company, financial risk may arise from fluctuations in investment returns, credit exposures, and liquidity constraints, changes in interest rates, inflationary pressures, and broader macroeconomic developments that may affect the Company's ability to meet its obligations and achieve its financial objectives.	Karnaphuli Insurance PLC recognizes that effective financial risk management is essential to maintaining financial strength, protecting policyholder interests, and supporting sustainable growth. The Company therefore adopts prudent financial management practices and continuously monitors economic developments to ensure resilience in an evolving financial environment.
Financial risk factors	**Mitigating factors**
Credit Risk: Credit risk arises when counterparties, including reinsurers, financial institutions, intermediaries, or policyholders, fail to meet their contractual obligations.	The Company maintains relationships with reputable financial institutions and reinsurers while continuously monitoring outstanding receivables and counterparty exposures. Credit exposures are regularly reviewed to facilitate early identification and management of potential risks.
Liquidity Risk: Liquidity risk relates to the possibility that the Company may encounter difficulties in meeting claims obligations and other financial commitments as they fall due.	The Company maintains adequate liquid assets, continuously monitors cash flow requirements, and adopts prudent liquidity management practices to ensure the timely settlement of claims and operational obligations.
Macroeconomic Risk: Inflation, interest rate movements, foreign exchange volatility, and economic uncertainty may influence investment returns, operating costs, and business performance.	Management continuously monitors economic developments and evaluates their potential impact on business operations. Financial planning, cost management, and investment strategies are adjusted as necessary to preserve financial resilience and long-term value creation.

Operational risk

Description	
Operational risk is contingent on human factors. These refer to risks associated with fraud, forgery, unauthorized activities, error omission, system failure or external events, among others.	Karnaphuli Insurance PLC adopts a structured approach to operational risk management through robust internal controls, clearly defined operating procedures, management oversight, and continuous monitoring mechanisms. These measures support business continuity and operational resilience across the organization.
Operational risk factors:	**Mitigating factors**
Process Risk: Inefficiencies, errors, or control weaknesses in underwriting, claims processing, policy administration, and financial operations may adversely affect service delivery and operational performance.	The Company maintains documented policies and procedures, segregation of duties, internal controls, and management review mechanisms to strengthen operational effectiveness and reduce process-related risks.
Technology and Cybersecurity Risk: Increasing reliance on digital systems and information technology may expose the Company to cyber threats, data breaches, system failures, and operational disruptions.	Karnaphuli Insurance PLC maintains information security controls, access management procedures, data protection measures, and system monitoring processes. Regular upgrades and technology enhancements further strengthen operational security and resilience.
Fraud Risk: Fraudulent activities by internal or external parties may result in financial losses and reputational damage.	Internal control mechanisms, approval procedures, audit reviews, and management oversight help minimize fraud risks and strengthen accountability throughout the organization.
Business Continuity Risk: Unexpected disruptions arising from natural disasters, technology failures, or external events may impact business operations.	The Company continuously reviews operational readiness and implements contingency measures to support uninterrupted business operations and service delivery.

Environmental and Political Risks

Description	
Environmental and political risks encompass external factors that may adversely affect business operations, financial performance, and long-term sustainability. Environmental risks include climate-related events, natural disasters, and evolving environmental expectations, while political risks arise from regulatory changes, policy uncertainty, economic instability, and broader geopolitical developments.	Karnaphuli Insurance PLC recognizes that external developments may influence both business performance and claims experience. The Company therefore maintains a proactive risk management approach to monitor and respond to evolving environmental and political developments.
Environmental and political risk factors	**Mitigating factors**
Political and Regulatory Risk: Changes in government policies, taxation frameworks, insurance regulations, or broader economic policies may affect business operations and market conditions.	The Company maintains active engagement with regulators and industry stakeholders while continuously monitoring regulatory developments to ensure timely compliance and business adaptation.
Macroeconomic and Geopolitical Risk: Economic instability, inflationary pressures, geopolitical tensions, and global market disruptions may affect investment performance and overall business conditions.	Management continuously assesses economic and market developments and adopts appropriate business strategies to strengthen resilience and maintain operational stability.
Climate and Environmental Risk: Extreme weather events, floods, cyclones, and other climate-related developments may increase claims frequency and severity while affecting broader economic activity.	The Company incorporates environmental considerations into risk assessment processes and continuously monitors climate-related developments to strengthen preparedness and resilience.

Compliance and Governance Risk

Description	
Compliance risk refers to the potential failure to comply with applicable laws, regulations, regulatory directives, and internal policies, which may result in financial penalties, legal consequences, or reputational damage. Governance risk relates to weaknesses in governance structures, oversight mechanisms, ethical conduct, or decision-making processes that may adversely affect stakeholder confidence and long-term business sustainability.	Karnaphuli Insurance PLC is committed to maintaining the highest standards of governance, transparency, and regulatory compliance. The Company continuously strengthens its governance framework, internal controls, and compliance culture to support responsible business conduct and sustainable value creation.
Compliance and governance risk factors	**Mitigating factors**
Regulatory Compliance Risk: Failure to comply with insurance regulations, corporate governance requirements, and reporting obligations may expose the Company to legal and regulatory consequences.	Karnaphuli Insurance maintains robust compliance processes, regulatory reporting mechanisms, and continuous monitoring of applicable laws and regulations to ensure timely compliance.
Governance Risk: Weak governance practices, inadequate oversight, or ineffective decision-making may adversely affect stakeholder trust and business performance.	The Board of Directors, supported by its Committees and senior management, provides effective oversight and promotes accountability, transparency, and ethical business conduct throughout the organization.
Reputational Risk: Adverse publicity, stakeholder dissatisfaction, or service failures may negatively affect the Company's reputation and market standing.	The Company focuses on service excellence, transparent communication, strong stakeholder engagement, and effective complaint resolution mechanisms to maintain stakeholder confidence.





RESPONSIBLE STEWARDSHIP

DIRECTOR'S REPORT TO THE SHAREHOLDERS

Bismillahir Rahmanir Rahim
Honourable Shareholders
Assalamu Alaikum

Introduction

On behalf of the Board of Directors of Karnaphuli Insurance PLC, I am pleased to welcome you to the 39th Annual General Meeting of the Company. It is both an honour and a privilege to present the Annual Report for the year ended December 31, 2025, together with the Auditors' Report and Audited Financial Statements. The Report highlights the Company's operational and financial performance, strategic priorities, governance practices, and sustainable growth initiatives undertaken during the year, while outlining the Company's future direction guided by the philosophy of "Progress Anchored in Reliability."

Global Economy

The global economy in 2025 continued to experience a period of heightened uncertainty and gradual adjustment amid persistent geopolitical tensions, trade fragmentation, inflationary pressure, and evolving financial conditions. The ongoing Russia–Ukraine war, alongside escalating tensions in the Middle East, particularly the United States–Israel–Iran conflict, continued to disrupt global energy markets and supply chains, contributing to heightened commodity price volatility and weakened investment sentiment across both advanced and emerging economies.

Although inflationary pressure moderated gradually compared to previous years, elevated interest rates, tighter financial conditions, and cautious consumer and business spending continued to constrain growth momentum in several major economies. At the same time, climate-related disruptions, energy market instability, and geopolitical uncertainties remained key downside risks to the global economic outlook.

According to the International Monetary Fund (IMF), global economic growth was projected at approximately 3.2% in 2025 and 3.1% in 2026, reflecting moderate resilience despite persistent economic and geopolitical challenges. Gradual easing of inflation, normalization of certain supply chains, and improved economic stability in selected advanced economies are expected to support a cautious recovery trajectory. Nevertheless, ongoing geopolitical developments, trade-related uncertainties, and financial market volatility continue to pose challenges to sustainable global growth and investment activity.

Bangladesh Economy

In 2025, Bangladesh's economy navigated a challenging operating environment characterized by persistent inflationary pressure, foreign exchange volatility, rising business costs, and tighter financial conditions. The broader economic landscape was further influenced by prolonged geopolitical uncertainty and global market disruptions, which continued to affect trade flows, investment sentiment, and overall economic activity.

Despite these challenges, the country's economic fundamentals continued to demonstrate resilience, supported by ongoing infrastructure development, industrial activities, remittance inflows, expanding SME operations, and gradual progress in financial and digital inclusion initiatives. However, tighter liquidity conditions, cautious private sector investment sentiment, and pressure within the banking and financial sectors continued to influence overall economic activity during the year.

According to the IMF, Bangladesh's real GDP growth was projected at approximately 3.8% in 2025, while inflation remained elevated at around 10% during the year amid continued pressure on food, energy, and imported commodities. Looking ahead, gradual stabilization in macroeconomic conditions, easing inflationary pressure, improving export prospects, and strengthening policy continuity are expected to support economic recovery momentum. The IMF projects Bangladesh's economy to grow by approximately 4.9% in 2026, indicating a gradual return toward a more stable and predictable growth environment.

Global Insurance Industry Landscape

The global insurance industry demonstrated resilience in 2025 despite persistent geopolitical uncertainty, inflationary pressure, and climate-related risks. According to Swiss Re Institute (SRI), global real premium growth reached approximately 4.6%, supported by firm pricing, disciplined underwriting practices, and improved investment returns across both advanced and emerging markets.

The non-life insurance sector continued to strengthen profitability and operational sustainability through improved risk pricing and easing inflationary pressure. Emerging markets outperformed advanced economies, reflecting growing insurance demand and expanding risk protection needs.

Looking ahead, global premium growth is expected to remain stable during 2025–2026, supported by continued risk repricing, economic recovery, and increasing demand for insurance solutions. However, climate-related catastrophes, geopolitical instability, and elevated insured losses continue to pose significant challenges for the industry. In response, insurers worldwide are increasingly focusing on prudent underwriting, operational resilience, digital transformation, ESG integration, and sustainable long-term value creation.

Bangladesh Insurance Industry Landscape

Bangladesh's insurance industry experienced a challenging operating environment in 2025, driven by elevated inflation, foreign exchange pressures, tightening liquidity, and moderated economic growth. Despite these headwinds, the sector demonstrated gradual resilience, supported by increasing awareness of financial protection, ongoing infrastructure and industrial expansion, the growing SME segment, and the progressive adoption of digital technologies.

Insurance penetration remained relatively low at approximately 0.4%–0.5% of GDP, reflecting significant long-term growth potential for the sector. Moderate premium growth during the year was driven by improving customer awareness, wider service accessibility, and ongoing regulatory reforms. The Insurance Development & Regulatory Authority (IDRA) continued strengthening governance standards, solvency oversight, bancassurance initiatives, and digital policy implementation to enhance transparency and financial inclusion.

Amid intensifying competition and pricing pressure, insurers increasingly focused on prudent underwriting, operational efficiency, claims management quality, and technology-enabled service delivery. At the same time, the industry continued to face structural challenges, including low customer trust, limited product diversification, and operational inefficiencies, alongside emerging risks such as climate-related exposures, claims inflation, cybersecurity concerns, and evolving regulatory requirements.

Looking ahead, the long-term outlook for Bangladesh's insurance sector remains positive, driven by sustained economic development, rising middle-income participation, infrastructure investment, and increasing demand for diversified risk protection solutions. Insurers with strong governance frameworks, disciplined risk management practices, digital capabilities, and customer-centric strategies are expected to remain well-positioned to capture emerging opportunities and achieve sustainable growth in an evolving market landscape.

Business Profile

Karnaphuli Insurance PLC ("KI", "the Company"), established in 1986, is one of Bangladesh's pioneering first-generation non-life insurance companies, built on a legacy of professional excellence, prudent risk management, and stakeholder trust. The Company provides diversified insurance solutions across Fire, Marine, Motor, Engineering, and serving corporate, SME, institutional, and individual customers as well.

Over the years, Karnaphuli Insurance PLC has strengthened its institutional presence through disciplined underwriting practices, sound governance, strong reinsurance support, and customer-focused service delivery. Supported by a nationwide operational network, digital service initiatives, and prudent financial1 management, the Company continues to focus on sustainable growth, operational resilience, and long-term value creation. Guided by the philosophy of "Progress Anchored in Reliability," Karnaphuli Insurance PLC remains committed to delivering dependable insurance solutions while contributing to Bangladesh's evolving economic landscape.

Business performance-Resilient Progress in a Challenging Environment

Karnaphuli Insurance continued to maintain stable operational momentum during 2025 through disciplined insurance operations, prudent risk selection, and a continued focus on portfolio quality and sustainable growth. Despite persistent market competition, pricing pressure, and evolving business conditions, the Company remained focused on strengthening operational efficiency, preserving financial stability, and enhancing customer service standards across its core business segments.

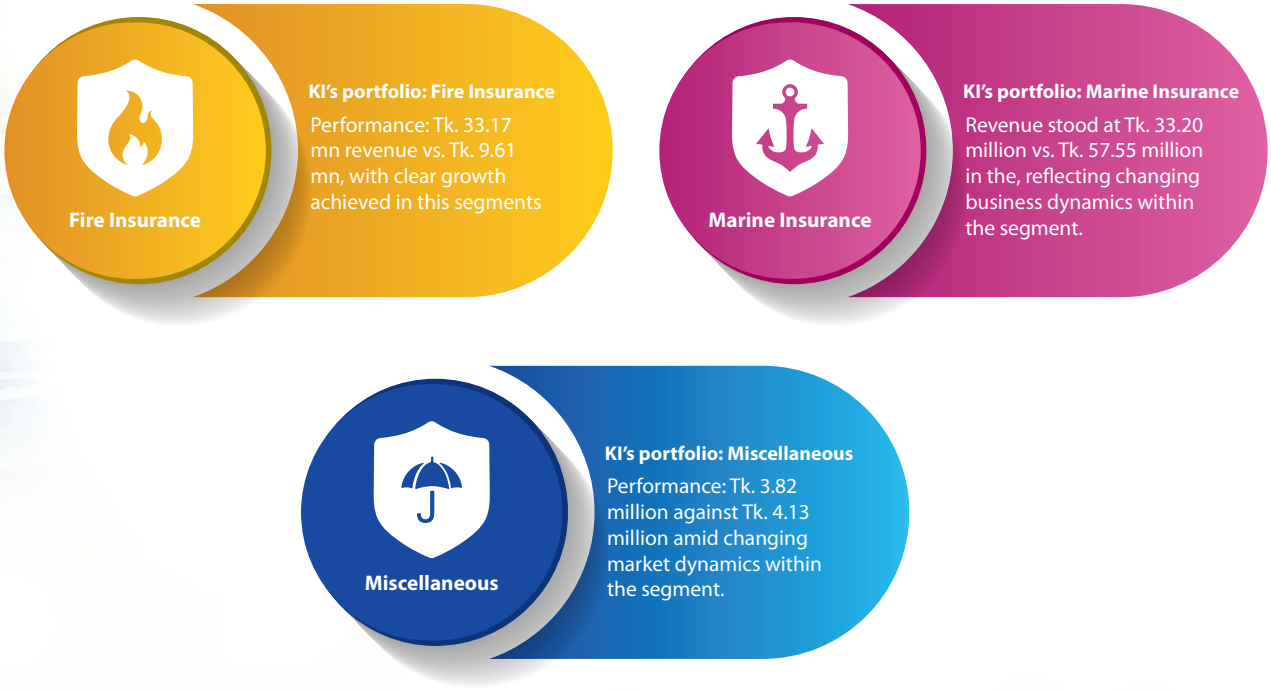
Balanced growth across Fire, Marine, and Miscellaneous insurance segments supported Gross Premium Income increasing to BDT 718.00 million in 2026 from BDT 666.43 million in the previous year, demonstrating moderate growth and resilient business momentum despite challenging market conditions.

Profit Before Tax stood at BDT 129.83 million during the year compared to BDT 119.31 million in the previous year, representing growth of approximately 8.8% despite continued pressure on operating costs and provisioning requirements. Earnings Per Share (EPS) remained stable at BDT 2.13 compared to BDT 2.15 in 2024, while Net Asset Value Per Share (NAVPS) improved to BDT 23.79 from BDT 22.75 in the preceding year, reflecting the Company's continued emphasis on strengthening long-term shareholder value.

Karnaphuli Insurance PLC maintained a strong financial position during the year through prudent investment practices, disciplined capital management, and stable operational performance. Total Assets increased to BDT 2,102.89 million from BDT 1,956.03 million in the previous year, while Shareholders' Equity increased to BDT 1,067.43 million from BDT 1,037.44 million, reflecting sustained financial strength and resilience.

Alongside financial performance, Karnaphuli Insurance PLC continued strengthening its focus on digital transformation, operational efficiency, governance practices, and sustainable business operations during the year. The Company advanced several technology-driven initiatives, including API-based premium collection systems, online service facilities, enhanced claims management processes, and strengthened internal controls to improve operational responsiveness and customer accessibility. Karnaphuli Insurance PLC also continued promoting paperless operations, employee development, and enhanced governance oversight as part of its evolving ESG and sustainability priorities, reinforcing long-term resilience and stakeholder confidence.

Segment-Wise Performance



Strategic Direction and Board Perspective

The Board of Directors remains committed to sustainable value creation through disciplined growth, digital transformation, sound governance, and responsible business practices. During the year, the Board continued strengthening the Company's operational resilience, customer focus, and long-term growth foundation amid a challenging business environment.

Strategic priorities centered on enhancing operational efficiency, advancing digital capabilities, improving customer service responsiveness, and strengthening governance practices across the organization. The Company continued progressing customer-focused digital initiatives, streamlined claims management processes, enhanced internal controls, and strengthened reinsurance arrangements to support underwriting capacity and effective risk management.

The Company also continued promoting paperless operations, employee development initiatives, and enhanced governance oversight as part of its evolving ESG and sustainability priorities. The Board remains confident that the Company is well-positioned to sustain long-term growth, strengthen stakeholder confidence, and create sustainable value through prudent and resilient business practices.

The Company's diversified insurance portfolio continued to support stable operational performance during the year, with balanced contributions from Fire, Marine, and Miscellaneous business segments. Fire Insurance emerged as the strongest performing segment, generating revenue of Tk. 33.17 million compared to Tk. 9.61 million in the previous year, reflecting significant growth in business activities within the segment. Marine Insurance continued to remain the largest contributor to the Company's revenue base, generating Tk. 33.20 million during the year despite moderated business activity amid evolving market conditions. Meanwhile, the Miscellaneous segment generated revenue of Tk. 3.82 million against Tk. 4.13 million in the previous year, reflecting stable operational performance despite changing market dynamics. The diversified nature of the Company's portfolio continues to strengthen operational resilience, balanced risk exposure, and long-term business sustainability.

Karnaphuli Insurance PLC: Performance and Forward Strategy

In 2025, Karnaphuli Insurance PLC built upon its prior-year momentum, maintaining steady growth despite lingering economic challenges. The Company continued to strengthen its underwriting discipline, optimize operational efficiency, and expand its digital capabilities.

Looking ahead, the Company aims to achieve consistent premium growth in line with industry expansion, targeting annual growth in the range of 8%–12% over the medium term. Profitability is expected to improve through better risk selection, cost efficiency, and enhanced claims management.

The investment portfolio will continue to be managed conservatively, with a focus on capital preservation, liquidity, and stable returns.

Operational Outlook: Opportunities and Challenges

Operationally, the Company is entering a phase of scaling and optimization. Digital transformation initiatives are expected to further streamline underwriting, claims processing, and customer service. Investments in workforce development will continue to enhance organizational capability.

However, challenges remain. Inflationary pressures, evolving regulatory requirements, and competitive market dynamics will require continued vigilance. Additionally, climate-related risks and economic volatility may impact claims patterns and underwriting strategies.

Despite these challenges, Karnaphuli Insurance PLC is well-positioned to adapt and grow. With strong leadership, a robust financial base, and a clear strategic vision, the Company is confident in its ability to deliver sustained value to shareholders and stakeholders in the years ahead.

Class-Wise Performance

The below table illustrates the dynamics of the insurance market over five years, highlighting how different types of insurance contribute to the overall premium income and how the total gross premium grows annually. The data shows a general upward trend in gross premiums with varying growth rates, reflecting changes in market conditions, risk assessment, and possibly economic factors affecting insurance uptake.

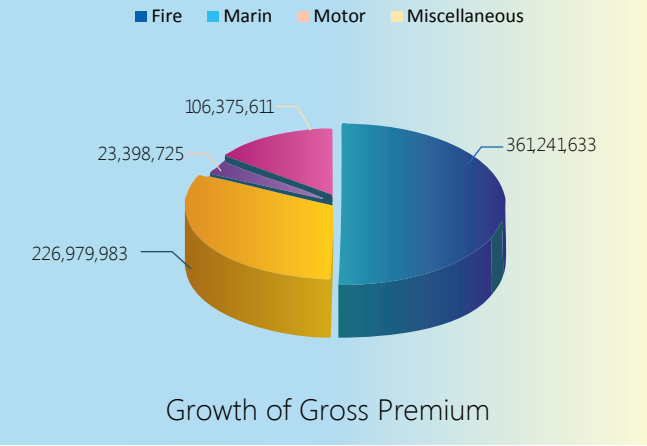
Year wise performance for the last five years

Gross Premium Income

Figures in taka except the ratios

Year	Fire	Marin	Motor	Miscellaneous	Gross Premium	Growth
2025	361,241,633	226,979,983	23,398,725	106,375,611	717,995,952	7.74%
2024	331,543,166	221,436,087	20,962,536	92,494,711	666,436,500	7.04%
2023	317,148,129	190,845,550	20,872,419	93,715,911	622,582,009	5.50%
2022	298,968,482	176,341,319	22,050,364	92,764,491	590,124,656	13.40%
2021	257,281,680	147,271,666	21,448,693	94,435,636	520,383,675	13.57%





Gross Premium Growth

There is a general upward trend in gross premiums over the years, peaking in 2025. The highest growth rate was in 2021 at 13.57%, gross premium income in amount increased year by year. There are steady growth in the income in the revenue earning which indicated positive growth.

Category Contributions

Fire Insurance consistently contributes the largest portion to the gross premium each year. Marine Insurance also shows substantial contributions, with a notable increase in 2025 compared to previous years. Marin insurance premium significantly increase in 2025.Motor Insurance premiums small increase significantly.

Net premium income

The Company earned a premium of TK 717,995,952/- for the year 2025 against TK 666,436,500/- in 2024. Out of this TK 609,381,289/- received from the private sector and a balance of TK 108,614,663 /- received from the SBC as public sector business contribution from Sadharan Bima Corporation. After ceding TK 286,262,563/- as a re-insurance premium, the net premium income for the year of 2025 amounted to TK 431,733,389/- against TK 463,980,808/- in 2024.

Income and Profit

The company's management believes that diversifying funds is essential and has accordingly made investments in the capital market. Despite facing various challenges, the company earned TK 6,273,577/- as dividend income in 2025.

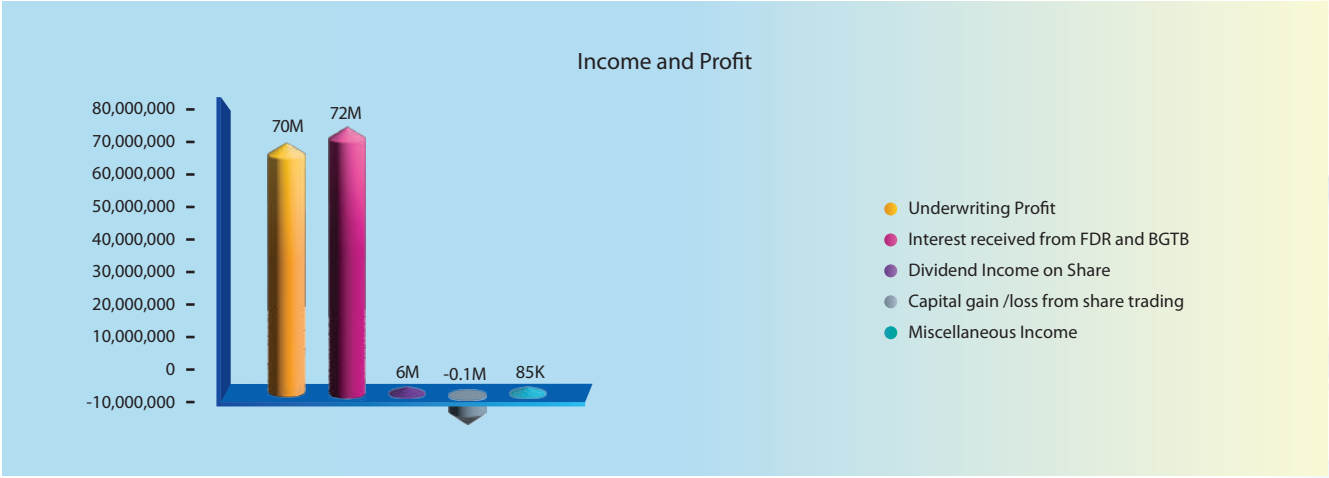
Overall, the following table highlights the changes in various income sources for the company over three years, illustrating shifts in profitability and investment returns.

• The Net income before tax TK 129,829,564 /- has shown a higher trend from 2024 in 119,318,720/-

Income from other sources is detailed below:

Figures in taka

Sl.	Particulars	2025	2024	2023
1	Underwriting Profit	70,190,715	71,299,510	66,598,396
2	Interest received from FDR and BGTB	72,099,707	53,977,769	44,345,130
3	Dividend Income on Share	627,3577	8,246,946	9,443,889
4	Capital gain/loss from share trading	(1,303,606)	110,593	600,438
5	Miscellaneous Income	85,278	1,599,314	114,004
	Total Income	**149,952,883**	**135,234,132**	**121,101,857**



Profit Distribution

Underwriting profit of non-life insurance is an indicator of growth other than the underwriting profit the company earned interest from FDR & BOND, capital gain out of share trading, and dividends from the share portfolio. The company's net profit before tax stood at TK 129,829,564/- against TK 119,318,720/- in the year 2024. Propose distributions of net profit before tax is as follows:

The company has demonstrated prudent financial management through increasing its reserve for exceptional losses, ensuring readiness for future uncertainties. Stable dividends for shareholders in the past ten years show a commitment to providing consistent returns.

The table provides a summary of key financial provisions and allocations made by the company over three years (2025, 2024, and 2023). These provisions and allocations include reserves for exceptional losses, general reserves, tax provisions, and proposed dividends for shareholders.

Figures in taka

Sl.	Particulars	2025	2024	2023
1	Reserve for exceptional loss	43,173,338	46,398,081	37,455,978
2	General Reserve	5,000,000	5,000,000	-
3	Provision for Tax	34,073,597	22,627,995	25,628,405
4	Proposed dividend for shareholders	44,876,113	44,876,113	44,876,113

Reserve for Exceptional Loss: Increased each year, showing a growing allocation to cover unforeseen losses.

General Reserve: Allocated TK 50,00,000/- for current years, potentially indicating a shift in reserve management.

Proposed Dividend for Shareholders: The proposed dividend @10% cash for shareholders in 2025 has been maintained at the same level as in 2024, reflecting the company's commitment to providing consistent and reliable returns to its shareholders.

Extraordinary Gain or Loss

The Company earned dividend on the investment of shares TK 6,273,577/- in 2025 against TK 8,246,946/- in 2024. Reduction of investment income from share than previous year, due to volatile of share market in the year of 2025.

Related Party Transaction

Except Meghna Life Insurance PLC and Meghna Life Securities and Investment Ltd., the Company does not have any related party. Meghna Life Insurance PLC has been used to secure group insurance for the company's employees. Karnaphuli Insurance PLC owns 24,31,218 shares of Meghna Life Insurance and has a representation on the Board of Meghna Life Insurance Moreover, Meghna Life Insurance is serving as the Director of Karnaphuli Insurance and holds 42,53,056 shares.

Name of Company	Relationship	Nature of Transaction	Amount (Tk.)
Meghna Life Insurance PLC	Common Directorship	Group Insurance Premium paid to Meghna Life Insurance PLC	4,24,396.00
		Dividend Paid to Meghna Life Ins. PLC	34,02,444.80
Karnaphuli Insurance PLC	Common Directorship	Cash Dividend received from Meghna Life Ins. PLC	29,17,461.60
Meghna Life Securities and Investment Ltd.	-	Paid Commission against buy & sale of share	1,54,632.61

Utilization of proceeds from public issure, right issues

During the year 2025, the company has not issued any right share and repeat public issues.

Variance within the financial year

No signification variance occurred between the quarterly financial performance and the annual financial performance.

Board meeting attendance and remuneration of Directors

During the year ended 31st December 2025, a total of 6 (six) Board Meetings were held. The Attendance and remuneration of the Directors are given below:

Name of Directors	Status	Board Meetings Held	Meetings Attended	Remuneration Taka
Mr. Nizam Uddin Ahmed Representative of Nizam Hasina Foundation	Chairman	6	6	48,000
Mr. Nasir Uddin Ahmed	Vice-Chairman	6	6	48,000
Mr. Riaz Uddin Ahmed	Director	6	6	48,000
Mrs. Raquiba Banu	Director	6	3	24,000
Mrs. Sabita Ferdaushi	Director	6	4	32,000
Mrs. Sharmin Nasir	Director	6	4	32,000
Mrs. Dilruba Sharmin	Director	6	6	48,000
Mrs. Umme Khadiza Meghna	Director	6	6	48,000
Mr. Md. Jaynal Abedin Bhuiyan Representative of Meghna Life Insurance PLC	Director	6	3	24,000
Mr. Md. Hafizullah	Independent Director	6	5	40,000
Mrs. Mahbuba Hossain	Independent Director	6	6	48,000
Mr. A. N. M. Fazlul Karim Munshi	Chief Executive Officer	6	3	24,000
			Total:	**4,64,000**

Metting held by the Audit Committee during the year 2025

Name of Directors	Status	Meetings Held	Meetings Attended	Remuneration Taka
Mrs. Mahbuba Hossain Independent Director	Chairman	4	4	32,000
Mr. Nasir Uddin Ahmed, Director	Member	4	4	32,000
Mr. Riaz Uddin Ahmed, Director	Member	4	4	32,000
			Total:	**96,000**

Minority Shareholders

The interests of minority shareholders have been safeguarded against any harmful actions made by controlling shareholders, whether done directly or indirectly.

Baord of Directors Committee

To promote good governance within the company, the Board of Directors has established sub-committees such as the Audit Committee and the Nomination and Remuneration Committee, Investment Committee, Risk Management Committee and Policyholders Protection and Compliance Committee. The company complied with the BSEC notification dated June 3, 2018, and all committees held the required number of meetings, consisting of Board members in line with CGC guidelines. The chairs of these committees are independent directors.

Audit Committee

The Audit Committee consists of three members from the Board of Directors, chaired by an independent director. They meet regularly, adhering to regulatory requirements and following the guidelines, procedures, policies, and directives set by regulatory authorities to ensure effective internal control.

Name	Board Position	Audit Committee Position
Mrs. Mahbuba Hossain	Independent Director	Chairman
Mr. Nasir Uddin Ahmed	Director	Member
Mr. Riaz Uddin Ahmed	Director	Member

Nomination and Remuneration Committee

The NRC Committee consists of four members from the Board of Directors, chaired by an independent director. They meet regularly, adhering to regulatory requirements and following the guidelines, procedures, policies, and directives set by regulatory authorities to ensure effective internal control.

Name	Board Position	NRC Position
Mr. Md. Hafizullah	Independent Director	Chairman
Mr. Nasir Uddin Ahmed	Director	Member
Mrs. Dilruba Sharmin	Director	Member
Mr. Riaz Uddin Ahmed	Director	Member

Investment Committee of the Board

According to Clause No. 9 of the Corporate Governance Guidelines of the IDRA, an Investment Committee is to be formed to manage the investment portfolio. The committee will consist of at least five members, with the CEO serving as an ex-officio member, although without voting rights for committee decisions. The Company Secretary will act as the Member Secretary of the committee. Following are the members of the investment committee:

Name	Board Position	Investment Committee Position
Mr. Nasir Uddin Ahmed	Director	Chairman
Mr. Riaz Uddin Ahmed	Director	Member
Mrs. Sabita Ferdaushi	Director	Member
Mrs. Raquiba Banu	Director	Member
Mrs. Umme Khadiza Meghna	Director	Member

The Investment Committee convene monthly meeting and provide regular reports to the Board. These reports will enable the Board to take proactive measures to safeguard the company's investments.

Risk Management Committee:

Clause 10 of the Corporate Governance Guidelines of the IDRA mandates the formation of a Risk Management Committee comprising three members of the board, with two members required to form a quorum. The Company Secretary will serve as the Member Secretary of the committee. The primary focus of this committee is to measure and assess risks, ensure compliance with risk-related matters, provide advice on mergers and acquisitions, and particularly maintain the solvency of the company. Below are the members of the Risk Management Committee:

Name	Board Position	Risk Mang. Committee Position
Mr. Riaz Uddin Ahmed	Director	Chairman
Mr. Md. Hafizullah	Independent Director	Member
Mrs. Dilruba Sharmin	Director	Member

Policyholders Protection and Compliance Committee:

In an initiative led by the IDRA, the Policyholders Protection and Compliance Committee is being formed. This committee will consist of one independent director who will serve as the chairman, along with two other directors, totaling three members. A quorum of two persons is required for committee proceedings.

The primary objective of this committee is to expedite the settlement of claims while ensuring compliance with the terms, conditions, and commitments made to clients to secure business. Additionally, the committee will establish standard operating procedures for claim resolution.

Below are the members of the Policyholders Protection and Compliance Committee:

Name	Board Position	Policyholder Prot. Comm. Position
Mrs. Mahbuba Hossain	Independent Director	Chairman
Mr. Nasir Uddin Ahmed	Director	Member
Mr. Riaz Uddin Ahmed	Director	Member

Corporate Governance Compliance Report

The company has adhered to all Corporate Governance requirements set by the Bangladesh Securities and Exchange Commission, with a checklist of its compliance shown in Annexure-C featured in this annual report.

Books of Accounts

Application of BAS, IFRs, IAS & BFRS

The financial statements have been prepared under the relevant accounting standards that apply in Bangladesh, which includes the Bangladesh Accounting Standards (BAS), International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), and Bangladesh Financial Reporting Standards (BFRS). Any deviation from these standards has been properly disclosed.

The System of Internal Control

The insurance company has a robust internal control system in place that is effectively implemented and monitored. The Internal Audit Department conducts regular reviews of the accuracy and reliability of the accounting data, proactively identifying opportunities to enhance operational efficiency. The management team takes full accountability for the implementation of the internal control systems and upholds their principles. Furthermore, the financial data is regularly reviewed, confirmed, and reported to the Board of Directors, ensuring transparency and accountability at the highest level of governance.

Going Concern

The Company's ability to continue operating as a going concern is not in doubt, as confirmed by the Board of Directors. The business plan and achievement of targets have been thoroughly reviewed, taking into account the Company's liquidity position, projected cash flow based on market conditions and historical performance. The management has diligently considered these factors in support of the assumption of the Company's continued operation is a going concern.

Significant Deviations from Last Year's Operating Results

There is no significant deviation from last years operating results.

Dividend Policy

The Company recorded a net profit of TK 95,755,967/- for the year 2025 after tax. A reserve for exceptional loss has been maintained at TK 43,173,338/-. Based on the company's performance the Board of Directors is pleased to recommend 10% cash dividend to the shareholders from the available profit during the year 2025, subject to approval by the shareholders at the upcoming 39th annual general meeting scheduled for 09 July, 2026.

Election of Director

As per the articles of association, one-third of the total number of Directors is required to retire from their office and, if eligible, offer themselves for re-election. Accordingly, Mr. Nasir Uddin Ahmed and Mrs. Raquiba Banu & Nizam-Hasina Foundation have retired from office by rotation and have been found eligible for re-election. No other individuals have submitted nomination papers for the Director position. The notice for the election of Directors has been published in two national dailies, namely "The Financial Express" and "The Daily Bank Bima Arthonity" on 04-05-2026.

Appointment of Independent Director

The Board of Directors had appoint Mr. Md. Hafizullah and Mrs. Mahbuba Hossain as Independent Directors of the company for three years with effect from 01/12/2024 & 17/12/2024 respectively. Bangladesh Securities and Exchange Commission has also approved their appointments. Subsequently the shareholders approved the appointment of the Independent Directors in 38th Annual General Meeting held on 30/07/2025.

Appointment of Statutory Auditors

Being listed on the panel of BSEC statutory auditor M/s. Ashraf Uddin & Co., Chartered Accountants has express their interest in auditing the annual account for the year 2026. The audit committee review their performance and recommended to appoint m/s. Ashraf Uddin & Co., Chartered Accountants as statutory auditor the company's accounts for the year ended 2026. The Board of Director has also endorsed their appointment.

Appointment of Compliance Auditors

PKF Aziz Halim Khair Choudhury, Chartered Accountants applied for appointment of compliance auditors. As per Corporate Governance core of the BSEC and Corporate Governance Guidelines of IDRA the audit committee recommended their appointment for the year 2026 & the Board also endorsed their appointment. Appointment of Statutory Auditor & Compliance Auditor will be placed at the 39th Annual General Meeting (AGM) for finalizing both their appointment and fix their remuneration by the shareholders.

Pattern of Shareholding on December 31, 2025

a. Parent or Subsidiary or Associated Companies and other Related Parties Meghan Life Insurance PLC holds 42,53,056 shares.

b. Shareholding of Directors and Their Spouses & Minor Children

Name of Directors	Status	No of Shareholdings	Percentage (%)
Mr. Nizam Uddin Ahmed Representative of Nizam Hasina Foundation	Chairman	31,09,463	6.93
Mr. Nasir Uddin Ahmed	Vice Chairman	17,95,225	4.00
Mr. Riaz Uddin Ahmed	Directors	8,97,984	2.00
Mrs. Raquiba Banu	Director	8,97,614	2.00
Mrs. Sabita Ferdaushi	Director	8,97,766	2.00
Mrs. Dilruba Sharmin	Director	8,97,594	2.00
Mrs. Umme Khadiza Meghna	Director	8,97,680	2.00
Mr. Md. Jaynal Abedin Bhuiyan Representative of Meghna Life Insurance PLC	Director	42,53,056	9.48
Mr. Md. Hafizullah	Independent Director	Nil	-
Mrs. Mahbuba Hossain	Independent Director	Nil	-
c) shareholding of director's children		Nil	Nil
d) shareholding of chief executive officer, company secretary, chief financial officer, head of internal audit, and their spouses & minor children		Nil	Nil
e) shareholding of top five executives		Nil	Nil
f) shareholders holding 10% or more		Nil	Nil

The Brief Resume of the Directors is Incorporate on page 48 to 53.
The Number of Board Meeting held during the year is shown on page 93.
ame of the Companies in which the person also holds the directorship and the membership of the Committee of Board

Name of Director	Position hold on the other's Company
Mr. Nizam Uddin Ahmed	Chairman, Meghna Life Insurance PLC Chairman, Nizam Hasina Foundation Director, Meghna Life Securities and Investment Limited.
Mr. Nasir Uddin Ahmed	Chairman of Meghna Life Securities and Investment Limited. Director, Meghna Life Insurance PLC Member, Audit Committee, Meghna Life Insurance PLC Director, Nizam Hasina Foundation
Mr. Riaz Uddin Ahmed	Vice Chairman, Meghna Life Securities and Investment Limited. Director, Meghna Life Insurance PLC Member, Audit Committee, Meghna Life Insurance PLC Director, Nizam Hasina Foundation
Mrs. Dilruba Sharmin	Director, Meghna Life Insurance PLC Shareholder, Meghna Life Securities and Investment Limited.
Mrs. Umme Khadiza Meghna	Director, Meghna Life Insurance PLC

Credit Rating

National Credit Rating Limited has awarded the Karnaphuli Insurance PLC a "AAA" rating for the long term and "ST-1" for the short term. Credit ratings serve as crucial benchmarks for evaluating a company's capacity to fulfill its financial commitments and can significantly influence its access to credit and borrowing capabilities. Various factors are taken into account in determining these ratings, encompassing a company's financial robustness, liquidity, market standing, and managerial proficiency.

Karnaphuli ensures that its investors and shareholders remain well-informed about its credit rating, recognizing its pivotal role in shaping investment decisions and business strategies. This rating reflects the company's strong performance across multiple domains, including premium collections, core service delivery; prompt claims settlement, robust liquidity position, prudent underwriting practices, and adequate solvency.

Branches

Karnaphuli Insurance PLC, a prominent insurance provider in Bangladesh, boasts a network of 31 branches spread throughout the country. Renowned for its extensive array of insurance products and services, the company maintains a robust presence within the insurance sector, serving a diverse clientele.

Assets

Karnaphuli possesses a varied investment portfolio, encompassing stocks, bonds, and various financial instruments, alongside tangible assets like property and equipment. Our focus lies in diligently nurturing and expanding these assets to secure enduring success and profitability in the long run. Our adept team specializes in asset management, ensuring prudent risk management, lucrative returns, and fulfillment of financial commitments to our policyholders. As of the conclusion of 2025, the Company's total assets amounted to TK 2,102,893,086/-.

Reserve

It's essential to counteract the risks linked with the company by upholding a sufficient reserve fund. In accordance with the stipulations of the Insurance Act and Income Tax Ordinance, the company has instituted a reserve fund. The reserve for extraordinary losses.

Reserve for exceptional Losses Adequacy

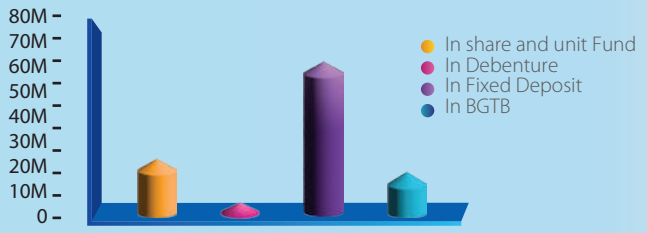
(Tk. In '000)

	2025	2024	2023	2022	2021
Reserve for exceptional losses	43,173	46,399	37,456	34,087	32,938

Investment profile

The Karnaphuli Insurance PLC has implemented a policy of diversification in its investment strategy. Our funds have been invested in various areas, including the capital market, FDR, and Government Treasury bonds. The details of the investments from 2021 to 2025 are outlined below:

The table outlines the allocation of funds across different investment categories for the years 2023, 2024, and 2025.



Particulars	2025	2024	2023
In share and unit Fund	231,299	229,057	229,919
In Debenture	20	20	20
In Fixed Deposit	755,565	731,658	700,677
In BGTB	154,000	144,000	110,000
Total	**1,140,884**	**1,104,735**	**1,040,616**

Tk in ('000)

- **In share & Unit Fund:** The Company invested TK 231,299,700 million in share and unit funds in 2025.
- **In Debenture:** A nominal amount of TK 20,225 was invested in debentures consistently across all three years. Debentures typically offer fixed returns and are considered relatively low-risk investments.
- **In Fixed Deposit:** The bulk of the company's investment portfolio is allocated to fixed deposits, with TK 755,565,824 million invested in 2025. This shows a gradual increase over the years, reflecting a preference for stable and secure investment instruments.
- In BGTB (Bangladesh Govt. Treasury Bond): Investments in BGTB increased significantly from TK 144,000 in 2024 to TK 154,000 in 2025. Government treasury bonds are considered low-risk investments and offer fixed interest income, making them attractive for risk-averse investors.

Claim

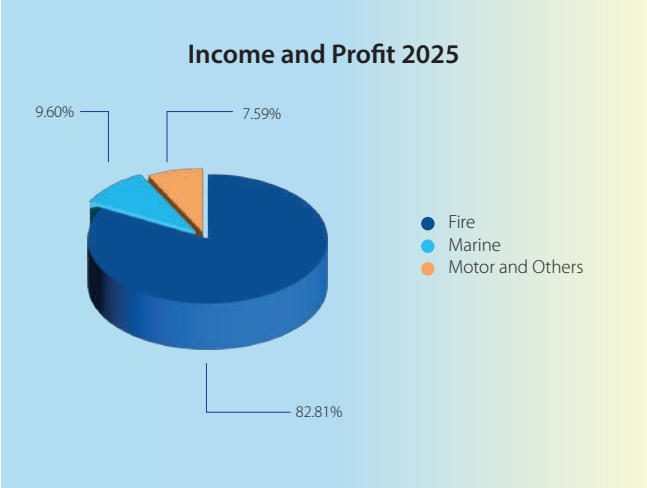
In 2025, Karnaphuli Insurance PLC settled claims totaling TK 186,215,338 million out of which re-insurance claim recovery of TK 58,540,979 million from SBC. Net claim paid from our own source TK 127,674,359 million. The table below provides a breakdown of these claims for the years 2023, 2024 and 2025 categorized by different insurance classes.

(Tk. In '000)

Particulars	2025		2024		2023	
	Claim	% of	Claim	% of	Claim	% of
Fire	154,204	82.81	117,652	79.16	70,195	61.43
Marine	17,882	9.60	16,509	11.11	30,638	26.81
Motor and Others	14,129	7.59	14,454	9.73	13,441	11.76
TOTAL	**186,215**	**100.00**	**148,615**	**100.00**	**114,274**	**100.00**

Fire: In 2025 claims settled for fire insurance amounted to TK 154,204 million. This represents 82.81% of the total claims settled for the year. While the absolute amount increased compared to 2024, the proportion of fire claims to the total claims settled increased, indicating a shift in the distribution of claims across different insurance classes.

Marine: Claims settled for marine insurance totaled TK 17,882 million in 2025, representing 9.60% of the total claims settled. This amount decreased significantly from the previous year, both in absolute terms and as a percentage of total claims settled.

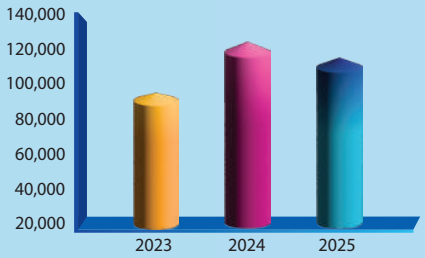


Motor & Others: Claims settled for motor and other insurance classes amounted to TK 14,129 in 2025, comprising 7.59% of the total claims settled. Although the absolute amount increased? from the previous year, the proportion of motor and other claims to the total claims settled abraply increased, indicating a relatively smaller impact on the company's overall claim settlement

Overall, the company's claim settlement in 2025 reflects a varied distribution across different insurance classes, with fire claims comprising the majority. Analyzing these figures provides insights into the company's exposure to various risks and its ability to effectively manage and settle claims within each insurance class.

Net Claim

The table provides a breakdown of net claims paid by the company for the years 2023, 2024, and 2025, in thousands of Taka (tk '000). In 2025, after adjusting for recoveries, the net claims paid amounted to TK 118,363. The company manages its underwriting risk by sharing it with Sadharan Bima Corporation.



Year	2025	2024	2023
Net Claim	118,363	126,899	86,848

- Net claims in 2025 were higher than in 2024, suggesting a possible increase in claims frequency or severity during that period.
- The consistent use of reinsurance with SBC and foreign reinsurers helps the company spread its underwriting risk and manage its financial exposure effectively.

Profit/Income

In 2025, the company attained a net profit after tax of TK 95,581,281. This figure encompasses all expenses and deductions, resulting in the final profit for the year. The underwriting profit, specifically generated from the core insurance operations, amounted to TK 70,190,715. This reflects the profitability of the company's insurance business, excluding investment income.

In addition to underwriting profit, the company earned interest from fixed deposits and Bangladesh government's Treasury bonds, totaling TK 72,099,707. These investments provide a steady income stream, contributing to the overall financial health of the company.

The company received dividend income, totaling TK 6,273,577. Dividend income is received

from investments in shares of other companies, reflecting the company's ownership stake and the dividends distributed by those companies.

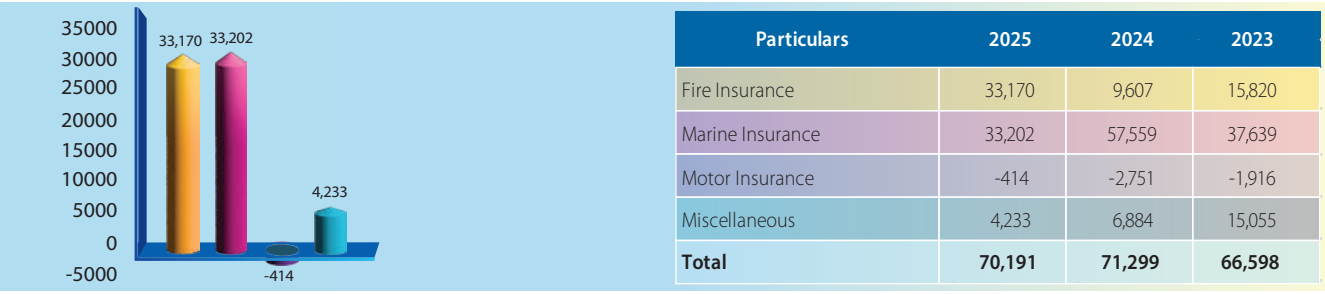
Overall, the company's profitability in 2025 was driven by a combination of underwriting profit, investment income from fixed deposits, government bonds, sale of shares, and dividend income. This diversified income stream underscores the company's robust financial performance and prudent management of both insurance and investment activities.

Discussion of Profit and Profitability

The company's profitability can be dissected into various revenue streams, each contributing to its overall financial performance. These primary revenue streams include underwriting profit, interest earned on fixed deposits, sales of shares, dividends received from investments, and other miscellaneous sources of income.

Underwriting profit is a key component of the company's revenue, representing the profitability of its core insurance operations. The table below illustrates the underwriting performance for the years 2023, 2024, and 2025, categorized by different insurance classes.

Underwriting Performance



Particulars	2025	2024	2023
Fire Insurance	33,170	9,607	15,820
Marine Insurance	33,202	57,559	37,639
Motor Insurance	-414	-2,751	-1,916
Miscellaneous	4,233	6,884	15,055
Total	**70,191**	**71,299**	**66,598**

Fire: In 2025, the company generated a fire underwriting profit of TK 33,170 million showing from the previous year.

Marine: The underwriting profit for marine insurance also saw fluctuations over the years. In 2025, it amounted to TK 33,202 million which is higher compared to 2024. Factors such as market conditions and risk management strategies can influence the profitability of marine insurance.

Miscellaneous: This category includes various other insurance classes. In 2025, the company generated

underwriting profit of TK 4,233 million showing a decrease compared to the previous years.

Conflict of Interest

The board of directors vigilantly addresses any potential conflict of interest within the company's operations. Should any transactions involve related parties or situations posing potential conflicts, they are promptly reported to the board. These details are thoroughly disclosed in the company's report, ensuring transparency and ethical conduct in all dealings.

Solvency Margin

Adhering to section 43 of the Insurance Act of 2010, Karnaphuli Insurance PLC consistently maintains a robust solvency margin. As of 2025, the company's solvency margin exceeded the required level, standing at TK 562.87 million. This underscores the company's solid financial foundation and its ability to meet its financial obligations.

Information Technology

The integration of Information and Communication Technology (ICT) is integral for ensuring seamless operations and efficient service delivery in the insurance sector. To this end, the company has established an Information Technology (IT) department, led by experienced professionals. Both the Head Office and Branch Offices are equipped with a Local Area Network (LAN) to support their respective functions, enhancing overall operational efficiency.

Company's Corporate Website

Karnaphuli Insurance PLC maintains an official website, www.kiclbd.com which serves as a comprehensive platform for stakeholders. The website offers detailed information about the company, including its profile, vision, mission, products, and services. Additionally, stakeholders can access information on the company's management, financial statements, and regulatory disclosures. Shareholders receive soft copies of the annual report via email, while printed versions are available upon request at the company's registered office.

Fairness and Financial Statements

The company's financial statements adhere to regulatory requirements, including the Company Act 1994, International Accounting Standards, Insurance Act 2010, and Exchange and Commission Rules 1987. These statements provide an accurate depiction of the company's financial position, operational results, cash flow, and equity changes. Furthermore, in compliance with the BSEC Corporate Governance Code, the Chief Executive Officer and Chief Financial Officer attest to the fairness of the financial statements.

Re-insurance

Re-insurance plays a crucial role in risk management, enabling the distribution of risk among multiple parties. Karnaphuli Insurance PLC enters into annual re-insurance agreements, either directly or through brokers, based on performance statistics from the previous year. Currently, Sadharan Bima Corporation (SBC) serves as the company's lead reinsurer, providing essential support in mitigating risk exposure.

Future Outlook

Looking ahead to 2026 and beyond, Karnaphuli Insurance PLC remains confident in its strategy to lead with innovation, trust, and financial strength. As the economy stabilizes, insurance penetration is expected to rise, offering new growth avenues for the industry.

Karnaphuli's future priorities include:

- Continued digitalization across sales, claims, and service platforms
- Expansion into underserved markets through SME and sector-focused products
- Deeper engagement with corporate clients and affinity groups
- Strengthened ESG-aligned investment strategies
- Enhancing reinsurance strategies for risk optimization

The company will also explore automation, data analytics, and AI-based underwriting to improve efficiency and customer insights. Through disciplined execution and value-driven innovation, Karnaphuli aims to enhance its position as a trusted insurer and a catalyst for financial inclusion and risk protection.

Acknowledgements

The Board of Directors expresses its sincere appreciation to the Insurance Development & Regulatory Authority (IDRA), Bangladesh Securities and Exchange Commission (BSEC), Dhaka Stock Exchange PLC, Chittagong Stock Exchange PLC, and all valued stakeholders for their continued support, cooperation, and guidance throughout the year.

The Board also extends its gratitude to the Company's shareholders and policyholders for their continued trust and confidence, while recognizing the dedication, professionalism, and commitment of the employees whose efforts continued to drive the Company's progress anchored in resilience and reliability, throughout a challenging operating environment.

Guided by the philosophy of "Progress Anchored in Reliability," the Company remains committed to moving forward with resilience, responsibility, and sustainable value creation as it continues building a stronger, smarter, and more inclusive future.

On behalf of the Board of Directors,



Nizam Uddin Ahmed
Chairman

Management's Discussion & Analysis

Pursuant to Condition No. 1(5)(XXV) of the Corporate Governance Code, 2018 issued by the Bangladesh Securities and Exchange Commission (BSEC), the Management's Discussion & Analysis (MDA) report for the financial year ended December 31, 2025 is presented herewith.

At Karnaphuli Insurance PLC, transparency, accountability, and disciplined governance remain integral to our strategic and operational framework, ensuring that stakeholders receive clear, balanced, and decision-useful insights into the Company's performance and long-term direction. This Management Discussion and Analysis provides an overview of the operating environment during 2025, the Company's financial and operational performance, key strategic initiatives, and its approach toward sustainable growth and risk management.

Guided by the philosophy of "Progress Anchored in Reliability," Karnaphuli Insurance PLC continued to strengthen its operational resilience, underwriting discipline, digital capabilities, and sustainable growth initiatives amid an evolving business and economic landscape.

Accounting Policies and Estimation for Preparation of Financial Statements

The financial statements of the Company have been prepared in compliance with International Financial Reporting Standards (IFRSs), the Companies Act, 1994, Insurance Act, 2010, Securities and Exchange Rules, 2020, and other applicable laws and regulatory requirements of Bangladesh. Cash flows from operating activities have been prepared in accordance with the method prescribed under the Securities and Exchange Rules, 2020.

Changes in Accounting Policies and Estimates

There were no material changes in accounting policies and estimates during the year 2025 that had any significant impact on the financial statements of the Company.

Comparative Analysis of Financial Statements and Financial Performance

The Company continued to demonstrate stable financial and operational performance during 2025 despite prevailing macroeconomic and market challenges. Key financial indicators, including Gross Premium Income, underwriting profit, total assets, shareholders' equity, and Profit before Tax, reflected the Company's continued focus on prudent underwriting, disciplined financial management, operational efficiency, and sustainable business growth.

A summary of key operating and financial data for the preceding five years is presented below:

Tk. in million

Particulars	2025		2024		2023		2022		2021	
	Amount (TK. in Million)	Growth (%)	Amount TK. in Million)	Growth (%)	Amount TK. in Million)	Growth (%)	Amount TK. in Million)	Growth (%)	Amount TK. in Million)	Growth (%)
Gross. Premium	718.00	7.73	666.44	7.04	622.58	5.50	590.12	13.40	520.38	13.57
Net Profit after tax	95.58	(1.15)	96.69	14.10	84.74	1.58	83.42	(21.57)	106.36	48.01
Net Assets value per share	23.79	4.57	22.75	5.28	21.61	4.29	20.72	2.63	20.19	7.28
Earnings per share	2.13	(0.93)	2.15	13.76	1.89	1.61	1.86	(21.52)	2.37	48.13
Operating cash flows per share	2.50	(14.08)	2.91	(5.21)	3.07	111.72	1.45	(68.48)	4.60	20.42

This table presents a summary of the Company's key financial indicators over the last five years, reflecting its operational performance, profitability, and financial position.

Gross Premium: Gross Premium Income continued its upward trend and increased to Tk. 718.00 million in 2025 from Tk. 666.44 million in 2024, reflecting steady business growth, portfolio expansion, and sustained customer confidence despite challenging market conditions.

Profitability: Profit Before Tax (PBT) stood at Tk. 129.83 million in 2025 compared to Tk. 119.32 million in 2024, reflecting resilient profitability supported by disciplined underwriting practices, stable investment income, prudent financial management, and diversified revenue streams.

Net Asset Value (NAV) per Share: Net Asset Value per Share increased to Tk. 23.87 in 2025 from Tk. 22.75 in 2024, reflecting the Company's continued focus on strengthening its asset base, financial stability, and long-term shareholder value creation.

Earnings Per Share (EPS): Earnings Per Share (EPS) stood at Tk. 2.13 in 2025 compared to Tk. 2.15 in 2024, reflecting stable earnings performance despite continued market challenges and increased provisioning requirements during the year.

Operating Cash Flow Per Share: Operating Cash Flow Per Share stood at Tk. 2.50 in 2025 compared to Tk. 2.91 in the previous year, reflecting the movement in operating cash flows generated from the Company's business activities.

Overall, the table reflects the Company's continued focus on sustainable growth, disciplined underwriting practices, operational efficiency, prudent financial management, and long-term financial resilience over the five-year period.

Business Result (Product-wise Performance)

Despite prevailing macroeconomic challenges, competitive market conditions, and evolving business dynamics, Karnaphuli Insurance PLC continued to demonstrate stable operational and financial performance during 2025.

Gross Premium: Tk. 717,995,952 compared to Tk. 666,436,500 in 2024 representing a growth of 7.04% from the previous year.

Underwriting Profit: Underwriting Profit stood at Tk. 70,190,000 in 2025 compared to Tk. 71,299,510 in 2024, reflecting continued underwriting resilience and disciplined risk management practices across different insurance segments.

The table below presents a comparative overview of the Company's insurance operations for the years 2024 and 2025.

Particulars	2025				2025	2024
	Fire Taka	Marine Taka	Motor Taka	Misc. Taka	Total Taka	Total Taka
A. Gross Premium Including SBC & Government Business	361,242	226,980	23,399	106,375	717,996	666,437
B. Re in insurance premium ceded	143,468	77,292	2,048	63,455	286,263	202,456
C. Net Premium (A-B)	**217,774**	**149,688**	**21,351**	**42,920**	**431,733**	**463,981**
Direct Business D. Commission on reinsurance premium Ceded including profit commission	33,992	21,001	384	9,985	65,362	42,502
E. Claim settled & provided (Net) Note- 23.01	66,862	28,552	11,132	11,822	118,368	126,899
F. Management expenses - Note- 23.02	110,504	61,919	6,978	22,919	202,320	188,797
G. Agency Commission	49,628	37,147	3,186	9,428	99,389	83,845
H. Total Direct Expenses (E+F+G-D)	**193,003**	**106,617**	**20,912**	**34,183**	**354,715**	**357,040**
I. Adjusted Fund Balance for unexpired risk (opening balance less closing balance)	8,399	(9,869)	(853)	(4,505)	(6,828)	(35,641)
Net underwriting profit [C-(H+I)]	**33,170**	**33,202**	**(414)**	**4,233**	**70,191**	**71,300**

Gross Premium: Represents the total premium income generated from different insurance segments, including Fire, Marine, Motor, and Miscellaneous business, along with business received from Sadharan Bima Corporation (SBC) and government sources.

Reinsurance Premium Ceded: Represents the portion of gross premium transferred to reinsurers for risk sharing and underwriting risk management, including related commission and profit commission arrangements.

Net Premium: Represents the premium retained by the Company after deducting reinsurance premium ceded from gross premium income.

Direct Business Expenses: Includes claims settled and provided (net), management expenses, agency commissions, and other direct operating expenses relating to insurance business activities.

Total Direct Expenses: Represents the aggregate of direct insurance operating expenses incurred during the year.

Adjusted Fund Balance for Unexpired Risk: Represents the movement between opening and closing balances maintained against unexpired insurance risk coverage.

Net Underwriting Profit: Represents the profit generated from core underwriting operations after deducting total direct expenses and adjusted fund balances for unexpired risks from net premium income.

Overall, the table provides an overview of the Company's underwriting performance and highlights the financial impact of its insurance operations during 2025.

Summary of Key Operating and Financial Data of Five Preceding Years

The following table presents a summary of the Company's key operating and financial indicators over the preceding five-year period.

(Taka in '000)

Particulars	2025	2024	2023	2022	2021
Underwriting profit as per revenue account	70,191	71,300	66,598	66,660	95,264
Income from Interest, Dividend Income Other Income (Including Capital Gain)	78,373 (1,218)	62,225 1,709	53,789 715	49,413 6,155	45,544 13,681
Total Income	**147,346**	**135,234**	**121,102**	**122,228**	**154,489**
Expenses of Management (P/L Account)	(17,516)	(15,915)	(10,730)	(11,250)	(10,357)
Net Profit before Tax	**129,830**	**119,318**	**110,372**	**110,978**	**144,132**
Provision for tax	(34,074)	(22,855)	(25,628)	(27,561)	(37,770)
Net Profit after Tax	**95,756**	**96,484**	**84,744**	**83,417**	**106,362**
Surplus brought forward	3,654	3,945	1,533	2,966	3,393
Total	**99,410**	**100,429**	**86,277**	**86,383**	**109,755**
Reserves for Exceptional Losses	(43,173)	(46,398)	(37,456)	(34,087)	(32,938)
Adjustment in respect of earlier years additional tax for assessment year 2020-2021	-	-	-	(5,887)	-
General Reserve & write off of investment	(5,500)	(5,500)	-	-	(20,000)
Surplus Carried forward:	**50,737**	**48,531**	**48,821**	**46,409**	**56,817**

The table highlights the Company's financial performance over the five-year period, reflecting trends in underwriting profitability, investment income, operational expenses, reserves, and overall financial resilience. The continued focus on prudent underwriting discipline, diversified income generation, and effective cost management has contributed to maintaining stable financial performance amid evolving market conditions.

Comparison of Financial Performance and Financial Position with Peer Industry

The Company continued to maintain a stable financial and operational position within the non-life insurance industry during 2025 through disciplined underwriting practices, prudent investment management, sound liquidity position, and regulatory compliance. The Management continuously monitors industry developments, competitive market trends, and regulatory changes to strengthen operational efficiency, risk management capabilities, customer service standards, and sustainable business growth. The Management Discussion & Analysis provides stakeholders with an overview of the Company's financial performance, business operations, risk management practices, governance framework, strategic priorities, and future outlook, supporting greater transparency and informed stakeholder decision-making.

Gross Premium (Million)	Gross Claims Paid (Million)
KIPLC- 718.00 Industry Average- 64,259	KIPLC-186.21 Industry Average- 46,788

Financial and Economic Scenario of the Country and Globe

The financial and economic scenario of both the domestic and global markets, including prevailing macroeconomic conditions, inflationary pressures, exchange rate volatility, geopolitical developments, and their potential impact on the insurance sector, have been discussed on page 54 of this Annual Report.

Risks and Concerns Issues Related to the Financial Statements

Karnaphuli Insurance PLC operates exclusively within Bangladesh's Non-life Insurance sector, where effective risk management remains critical amid evolving market, regulatory, and economic conditions. The Company continuously monitors and

manages various operational, financial, strategic, governance, and solvency-related risks through established risk management frameworks and prudent business practices. The major risk categories are summarized below:

Operational Risks: Including underwriting risk, regulatory compliance risk, and reinsurance-related risk.

Financial Risks: Including liquidity risk, investment risk, and claims reserve adequacy risk.

Strategic Risks: Relating to market competition, business growth, and market positioning.

Governance and Compliance Risks: Relating to regulatory adherence, internal control effectiveness, and ethical business practices.

Financial Solvency Risks: Relating to maintaining adequate capital strength and solvency margins to meet policyholder obligations.

Risk Mitigation Process of Karnaphuli Insurance PLC

Karnaphuli Insurance PLC maintains a structured risk management framework designed to identify, assess, monitor, and mitigate risks associated with its insurance operations and financial activities.

Operational Risk Management

Operational risks are managed through disciplined underwriting practices, established operational guidelines, internal control mechanisms, and regulatory compliance procedures. The Company also mitigates underwriting exposure through appropriate reinsurance arrangements with Sadharan Bima Corporation (SBC) and foreign reinsurers.

Financial Risk Management

The Company adopts a prudent investment approach and continuously monitors liquidity, cash flows, claims settlements, and reserve adequacy to maintain financial stability and operational resilience.

Strategic Risk Management

To address competitive and strategic risks, the Company focuses on customer-centric service delivery, market intelligence, operational efficiency, portfolio diversification, and sustainable business growth initiatives.

Governance and Compliance Risk Management

The Company maintains strong governance standards through transparent policies, regulatory compliance practices, independent oversight mechanisms, regular audits, and strengthened internal control systems to minimize legal, operational, and reputational risks.

Financial Solvency Risk Management

Karnaphuli Insurance PLC continuously monitors its solvency position in line with regulatory requirements and maintains prudent capital and investment management practices to ensure financial strength, policyholder protection, and long-term business sustainability.

Future Plan, Projection and Forecast

The Company's future plans, strategic priorities, operational outlook, and financial projections will be presented before the shareholders at the forthcoming Annual General Meeting (AGM). The Management will also provide explanations regarding the assumptions, business outlook, and strategic considerations supporting such projections and future business expectations.

Declaration or Certification by the CFO

The Chief Executive Officer (CEO) and Chief Financial Officer (CFO) have provided the required certification to the Board of Directors in accordance with Condition No. 3(3) of the Corporate Governance Code, which has been disclosed in this Annual Report under Annexure-A.

Report and Certificate Regarding Compliance

The report and certificate regarding compliance with the conditions of the Corporate Governance Code issued under BSEC Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated June 03, 2018, along with the Corporate Governance Guidelines issued by IDRA on October 19, 2023, have been disclosed in this Annual Report under Annexures B, C, D, and E

(A.N.M. Fazlul Karim Munshi)
Chief Executive officer (CEO)



CORPORATE GOVERNANCE

COMPANY'S CORPORATE GOVERNANCE

Corporate governance remains central to strengthening Karnaphuli Insurance PLC's long-term sustainability, resilience, and stakeholder confidence. Our governance framework is anchored in integrity, accountability, transparency, and reliability, balancing prudent oversight with responsible decision-making and sustainable value creation for all stakeholders.

OVERVIEW

The well-defined corporate governance framework of Karnaphuli Insurance PLC is anchored in integrity, transparency, accountability, and reliability, supporting effective management oversight and sustainable long-term growth. The Company's governance practices extend beyond regulatory compliance and are embedded within its strategic, operational, and risk management framework.

Corporate governance provides a structured framework for directing and controlling the Company's operations through policies, procedures, ethical standards, and internal control mechanisms aligned with recognized regulatory requirements and stakeholder expectations. The Company continuously strives to strengthen its governance culture in line with the Corporate Governance Code issued by the Bangladesh Securities and Exchange Commission (BSEC), the Corporate Governance Guidelines issued by the Insurance Development and Regulatory Authority (IDRA), and other applicable laws and regulations.

The Board of Directors believes that sound corporate governance promotes fairness, transparency, accountability, ethical conduct, and responsible decision-making while safeguarding the interests of shareholders, policyholders, employees, regulators, and other stakeholders, particularly minority shareholders. Strong governance practices also contribute to operational resilience, prudent risk management, stakeholder confidence, and sustainable value creation.

Karnaphuli Insurance PLC remains committed to maintaining disciplined management practices supported by effective internal controls, compliance monitoring, and a governance culture anchored in reliability, responsibility, and long-term sustainability.

FOCUS AREAS OF CORPORATE GOVERNANCE

The following key focus areas facilitate best-in-class governance practices at the Company and support its commitment to effective corporate governance, regulatory compliance, transparency, and responsible business conduct. These focus areas strengthen strategic oversight, stakeholder engagement, prudent decision-making, and sustainable long-term value creation across the organization. Collectively, the focus areas reinforce Karnaphuli Insurance PLC's governance culture anchored in integrity, accountability, and reliability while supporting operational resilience and sustainable growth.

FOCUS AREAS OF CORPORATE GOVERNANCE

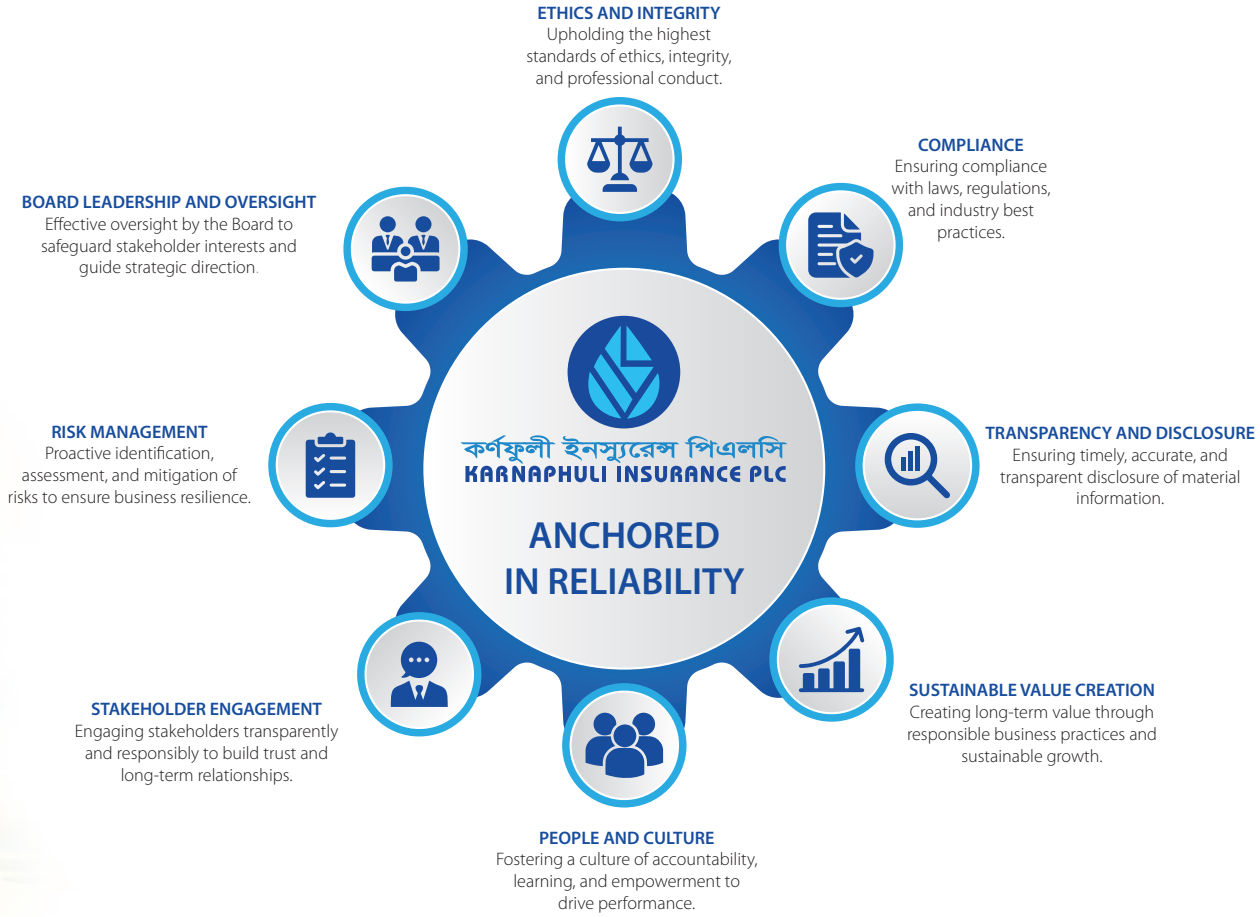


CORPORATE GOVERNANCE FRAMEWORK

Karnaphuli Insurance PLC believes that strong corporate governance is fundamental to maintaining stakeholder confidence, ensuring regulatory compliance, and achieving sustainable long-term growth. Anchored in reliability, the framework supports effective Board oversight, prudent risk management, regulatory compliance, stakeholder engagement, and sustainable value creation.

CORPORATE GOVERNANCE FRAMEWORK

At Karnaphuli Insurance PLC, our governance framework is built on integrity, transparency, accountability, and ethical conduct to create sustainable value for all stakeholders.



Our governance framework enables us to achieve our strategic objectives while maintaining the trust and confidence of our stakeholders and contributing to a stronger, more resilient future.

The Company continuously strengthens its governance practices through effective Board oversight, disciplined risk management, internal control mechanisms, and responsible stakeholder engagement to support operational resilience and sustainable value creation. The corporate governance framework of Karnaphuli Insurance PLC integrates key governance priorities that collectively support transparency, compliance, ethical conduct, operational effectiveness, and sustainable business performance. The framework also reinforces the Company's commitment to responsible governance practices while safeguarding the interests of shareholders, policyholders, regulators, employees, and other stakeholders.

Through this structured governance approach, Karnaphuli Insurance PLC continues to strengthen accountability, enhance stakeholder trust, and support resilient and sustainable long-term growth.

GOVERNANCE APPROACH

Our corporate governance culture is anchored in-

- Competent and independent leadership
- Ethical business practices and accountability
- Effective risk management and internal controls
- Transparency and stakeholder confidence
- Regulatory compliance and responsible decision-making

Karnaphuli Insurance PLC remains committed to continuously strengthening its corporate governance policies, practices, and oversight mechanisms to ensure transparency, accountability, and the highest standards of ethical conduct across the organization. The Company believes that strong governance practices support sustainable long-term growth, operational resilience, prudent risk management, and protection of the interests of shareholders, policyholders, and other stakeholders.

The Company ensures compliance with the Corporate Governance Code issued by the Bangladesh Securities and Exchange Commission (BSEC), the Corporate Governance Guidelines issued by the Insurance Development and Regulatory Authority (IDRA), and other applicable laws, rules, and regulations. Beyond regulatory compliance, Karnaphuli Insurance PLC strives to adopt best governance practices across all aspects of its operations and business activities.

The independent role of the Board of Directors, the separate roles of the Chairman and Chief Executive Officer (CEO), and the distinct responsibilities of the Company Secretary, Chief Financial Officer (CFO), Head of Internal Audit, and various Board Committees collectively contribute to strengthening the Company's governance framework and oversight practices.

As a listed company, Karnaphuli Insurance PLC regularly reviews its governance practices and disclosures to ensure continued compliance with applicable regulatory requirements. The status of compliance with the Corporate Governance Code and related certifications by practicing professionals have been disclosed in the relevant annexures of this Annual Report.

BOARD COMPOSITION

The Board of Karnaphuli Insurance PLC consists of 10 (Ten) Directors, including two Independent Directors. All of whom possess exceptional professional skills and extensive experience. Their expertise, personal attributes, and collective capabilities enable them to perform their duties effectively, significantly contributing to the Company's strategy, policy formulation, and steady growth.

Qualifications of the Independent Directors are satisfactorily meet the criteria set by both the Corporate Governance Code and Corporate Governance Guideline.

According to the Articles of Company, one-third of the Directors retire from the Board every year at the AGM but remain eligible for re-election. The Chairman of the Board is elected by the Board members. The Board conducted 6 (Six) meetings in 2025.

ROLE AND RESPONSIBILITIES OF THE BOARD

The Board of Directors is collectively responsible for the Company's strategic guidance, governance oversight, regulatory compliance, and long-term sustainability. The Board formulates policies and strategic objectives, monitors operational performance, evaluates business risks, and ensures sound internal control and accountability mechanisms. The Board remains committed to maintaining sound governance practices, regulatory compliance, operational resilience, and responsible business conduct across the organization.

In accordance with the Articles of Association, applicable laws, and regulatory requirements, the Board is collectively accountable to the shareholders of the Company. The Board formulates strategic objectives, approves key policies and business plans, oversees operational and financial performance, and ensures compliance with corporate governance standards and regulatory obligations.

The Board also plays an important role in overseeing risk management practices, internal control systems, financial integrity, and sustainable business strategies while considering emerging opportunities, operational challenges, and evolving market conditions. The Directors provide guidance and oversight to strengthen the Company's underwriting discipline, investment management, customer service standards, and technological capabilities to support long-term business sustainability.

The Board delegates authority to the Management for implementing approved strategies, policies, and operational plans while maintaining effective supervision and accountability mechanisms. The Board also promotes a performance-driven culture by recognizing employee contributions and encouraging professionalism, ethical conduct, and operational excellence across the organization.

Furthermore, the Board maintains constructive engagement with shareholders, policyholders, regulators, and other stakeholders through transparent communication, disclosures, and responsible governance practices. During the Annual General Meeting (AGM), the Board presents the Company's operational and financial performance, strategic initiatives, and future business outlook to the shareholders.

ROLE OF THE CHAIRMAN

The Chairman of Karnaphuli Insurance PLC operates in accordance with the Articles of Association, applicable laws, and the Corporate Governance Code issued by the Bangladesh Securities and Exchange Commission (BSEC). The Chairman, elected by the Board of Directors, serves as a Non-Executive Director and provides leadership to the Board in ensuring effective governance, strategic oversight, and responsible decision-making.

The Chairman plays a vital role in ensuring that the Board functions effectively and independently while maintaining accountability to shareholders, policyholders, regulators, and other stakeholders. The responsibilities of the Chairman include fostering active participation of Directors in Board deliberations, ensuring effective Board oversight of the Company's affairs, and guiding the Board towards timely and constructive decision-making.

The Chairman also oversees the conduct of Board and Committee meetings, approves meeting agendas, and ensures that strategic policies, governance matters, and business developments are reviewed regularly and effectively. In addition, the Chairman supports constructive interaction between the Board and Management and provides guidance to the Chief Executive Officer (CEO) in matters relating to strategy, governance, and business direction.

Furthermore, the Chairman promotes a governance culture anchored in integrity, accountability, transparency, and reliability while ensuring that the Company's strategic objectives and long-term sustainability priorities remain effectively aligned with stakeholder interests.

INDEPENDENT DIRECTORS

Clause No. 1(3) of the Corporate Governance Code outlines the qualifications for an independent director of the company. Similarly, the corporate governance guidelines of the IDRA specify the qualifications required for appointing an independent director. Appointment of independent directors must be submitted to the BSEC for approval.

The company appoint Mr. Md. Hafizullah & Mrs. Mahbuba Hossain an independent directors w.e.f. 01/12/2024 & 17/12/2024 respectively. Their appointment dully approved by the BSEC and shareholders. Independent directors are genuinely independent, enabling them to contribute strategically and advice on business operations. The NRC is primarily responsible for overseeing the appointment criteria for independent directors, with the board approving the NRC's recommendations. Karnaphuli Insurance PLC followed the proper guidelines to appoint its independent directors. These individuals are not involved in any business ventures and have no financial ties with the company, ensuring their ability to exercise independent judgment and provide impartial advice.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The positions of Chairman and Chief Executive Officer (CEO) are held by separate individuals in compliance with the Corporate Governance Code. The Chairman provides leadership to the Board and ensures effective governance practices, while the CEO is responsible for the overall management and execution of the Company's strategic objectives and operational activities.

ROLE OF THE CHIEF EXECUTIVE OFFICER (CEO)

The Chief Executive Officer (CEO) of Karnaphuli Insurance PLC operates in accordance with the Articles of Association, the Corporate Governance Code issued by the Bangladesh Securities and Exchange Commission and the regulatory guidelines issued by the Insurance Development and Regulatory Authority. The appointment of the CEO is subject to approval by the IDRA and oversight by the Board of Directors.

The CEO is responsible for the overall management of the Company's day-to-day operations, implementation of strategies and policies approved by the Board, and ensuring efficient operational, financial, and administrative management of the Company. The CEO also works closely with the Board in executing strategic objectives, strengthening operational performance, maintaining regulatory compliance, and supporting sustainable business growth.

During Board meetings, the CEO, together with the Chief Financial Officer (CFO), presents the Company's financial and operational performance to the Board to facilitate informed decision-making and effective governance oversight.

Mr. A. N. M. Fazlul Karim Munshi continued to serve as the Chief Executive Officer of the Company during the year under review. Through his leadership, industry experience, and operational oversight, the Company continued to strengthen its underwriting discipline, governance practices, customer service standards, and strategic business operations within the competitive non-life insurance sector.

CHIEF FINANCIAL OFFICER (CFO), HEAD OF INTERNAL AUDIT AND COMPANY SECRETARY

Karnaphuli Insurance PLC maintains separate positions for the Chief Financial Officer (CFO), Head of Internal Audit, and Company Secretary in compliance with the Corporate Governance Code issued by the Bangladesh Securities and Exchange Commission (BSEC) and the regulatory guidelines of the Insurance Development and Regulatory Authority (IDRA). These positions are held by distinct individuals with clearly defined roles and responsibilities to ensure effective governance, financial discipline, internal control, and regulatory compliance.

ROLE OF THE COMPANY SECRETARY

The responsibility for organizing board meetings and creating the agenda lies with the Company Secretary, who collaborates with the Chairman of the Board of Directors, the Chairmen of various committees, and the Chief Executive Officer. The agenda, along with relevant supporting documents, is shared in advance of the meeting. The Company Secretary ensures adherence to board procedures and compliance with relevant rules and regulations.

During the meetings, the Company Secretary attends regularly and diligently records the proceedings to prepare accurate minutes. Acting as a link between the Board, Management, and Shareholders, the Company Secretary plays a vital role in facilitating effective communication. Additionally, the Company Secretary serves as the Member Secretary of the audit committee and acts as a coordinator to bridge the Board and management. The Company Secretary also advises the Board on strategic matters.

The Company Secretary operates independently of regular employees and works directly under the Board. This role includes facilitating the audit committee, NRC committee, risk management committee, investment committee, and client protection committee, as well as updating the Board regularly as needed.

Our Company Secretary, F J M Hafiza Sultana, has been serving since 1995 and continues to demonstrate a strong relationship and commitment to the company.

ROLE OF THE CHIEF FINANCIAL OFFICER (CFO)

The Chief Financial Officer (CFO) of Karnaphuli Insurance PLC is responsible for overseeing the Company's financial management, accounting operations, financial reporting, budgeting, treasury management, and financial control functions under the strategic guidance of the Chief Executive Officer (CEO) and the Board of Directors.

The CFO independently monitors financial transactions, investment management, liquidity position, management expenses, and cash flow activities to ensure effective financial discipline and internal control. The CFO also plays an important role in financial planning, budgeting, forecasting, and supporting strategic business decision-making.

In addition, the CFO ensures timely and accurate financial reporting in compliance with applicable accounting standards, regulatory requirements, and disclosure obligations. The CFO also supports risk management activities by monitoring financial risks and strengthening financial control mechanisms across the organization.

The CFO joined the Company on January 01, 2012 and has continued to serve with professionalism, financial expertise, and dedication, contributing significantly to the Company's financial stability and governance practices.

BOARD COMMITTEES

To ensure effective governance and oversight, the Board has constituted several committees including the Audit Committee, Nomination and Remuneration Committee (NRC), Investment Committee, Risk Management Committee, and Policyholders Protection and Compliance Committee. These Committees support the Board in ensuring transparency, accountability, regulatory compliance, prudent risk management, and sustainable business practices across the organization.

AUDIT COMMITTEE

The Audit Committee of Karnaphuli Insurance PLC has been constituted in accordance with Clause 5 of the Corporate Governance Code issued by the Bangladesh Securities and Exchange Commission (BSEC) and Clause 7.2 of the Corporate Governance Guidelines issued by the Insurance Development and Regulatory Authority (IDRA). The Company has complied with all applicable requirements relating to the formation, composition, meetings, and reporting functions of the Committee.

The Audit Committee plays a critical role in assisting the Board in overseeing financial reporting, internal control systems, audit functions, compliance monitoring, and governance practices to ensure that the financial statements present a true and fair view of the Company's affairs.

The Committee comprises the following members:

Name	Board Position	Audit Committee Position
Mrs. Mahbuba Hossain	Independent Director	Chairman
Mr. Nasir Uddin Ahmed	Director	Member
Mr. Riaz Uddin Ahmed	Director	Member
Mrs. F.J.M Hafiza Sultana	Company Secretary	Secretary

NOMINATION AND REMUNERATION COMMITTEE

In accordance with the clause no. 06 of the corporate Governance Code 2018 of BSEC and clause no 08 of the Corporate Governance Guideline 2023 of IDRA, the Nomination and Remuneration Committee (NRC) plays an essential role in public limited company. Consequently, the NRC of Karnaphuli Insurance PLC comprises with four distinguish expert members of the Board.

Name	Board Position	NRC Position
Mr. Md. Hafizullah	Independent Director	Chairman
Mr. Nasir Uddin Ahmed	Director	Member
Mr. Riaz Uddin Ahmed	Director	Member
Mrs. Dilruba Sharmin	Director	Member
Mrs. FJM Hafiza Sultana	Company Secretary	Secretary

The Chairman of the Committee is an Independent Director. All members of the Committee are Non-Executive Directors nominated and appointed by the Board of Directors, which retains the authority to appoint or remove any member of the Committee. The presence of at least one Independent Director is required to constitute a quorum for Committee meetings.

The Managing Director & Chief Executive Officer (CEO), Chief Financial Officer (CFO), and Head of Human Resources (HR) may attend Committee meetings by invitation, as deemed necessary. No member of the Nomination and Remuneration Committee (NRC) receives any remuneration, directly or indirectly, other than Directors' fees or honorarium approved by the Company.

The Company Secretary acts as the Secretary to the Committee and provides necessary coordination and compliance support in conducting Committee activities and meetings.

Major Activities of the Nomination and Remuneration Committee (NRC)

The Nomination and Remuneration Committee (NRC), in accordance with its Terms of Reference (ToR), assists the Board of Directors in matters relating to governance, leadership development, succession planning, human resource management, and remuneration practices. The Committee plays an important role in ensuring that the Company maintains competent leadership, sound governance practices, and an effective organizational structure aligned with its strategic objectives.

The major responsibilities and activities of the NRC include:

- **Formulating Criteria for Director Selection:** Establishing clear and objective criteria for determining the qualifications, positive attributes, independence, skills, and professional experience required for the appointment of Directors.
- **Promoting Board Diversity:** Developing policies to enhance Board diversity by considering factors such as age, gender, experience, educational background, expertise, and other relevant attributes to ensure balanced and inclusive representation.
- **Recommending Appointments and Remuneration:** Identifying and recommending suitable candidates for appointment as Directors and Top-Level Executives and advising the Board on their remuneration structure in alignment with the Company's strategic objectives and industry practices.
- **Evaluating Performance:** Formulating criteria for evaluating the performance and effectiveness of Independent Directors and the Board to ensure accountability, efficiency, and continuous improvement.
- **Workforce Planning:** Assessing the Company's human resource requirements and determining appropriate policies relating to recruitment, transfer, promotion, succession planning, and employee development to support organizational sustainability.
- **Developing HR and Training Policies:** Reviewing, developing, and recommending human resource policies and training programs aimed at enhancing employee capabilities, engagement, professionalism, and overall organizational performance.

Remuneration Policy

The Company's Remuneration Policy is designed to attract, retain, and motivate qualified individuals at all levels, including Directors, Top-Level Executives, and employees, while ensuring alignment with the strategic objectives of the Company and compliance with the guidelines issued by the Insurance Development and Regulatory Authority (IDRA).

The key principles of the remuneration policy include:

- **Structured and Compliant Compensation:** The pay scale and composition of remuneration or honorarium are determined based on the Company's internal policies and the framework approved by the Board of Directors. These are structured in compliance with IDRA guidelines to ensure competitiveness, fairness, and equity.
- **Performance-Linked Remuneration:** A clear relationship is maintained between remuneration and performance. Compensation packages are designed based on defined performance benchmarks reflecting both individual contributions and overall Company performance.
- **Balanced Remuneration Structure:** The remuneration structure for Directors and Top-Level Executives includes an appropriate balance between fixed and variable components. The incentive component is aligned with both short-term operational performance and long-term strategic objectives, supporting the sustainable growth of the Company.
- **Non-Remuneration of NRC Members:** No member of the Nomination and Remuneration Committee (NRC) receives any remuneration, directly or indirectly, from the Company for any role or service other than approved Directors' fees or honorarium.
- **Documentation and Accountability:** The proceedings of each NRC meeting are properly recorded in official minutes, which are reviewed and confirmed at subsequent meetings to ensure transparency, accountability, and effective governance oversight.

Evaluation of Performance

The Nomination and Remuneration Committee (NRC) is responsible for evaluating the performance of the Directors, including Independent Directors, the Board as a whole, and Top-Level Executives. The evaluation process is guided by objective criteria and aligned with the Company's strategic objectives, governance standards, and regulatory requirements.

Key performance indicators considered in the evaluation process include:

- **Attendance and Participation:** Active participation and regular attendance in Board and Committee meetings.
- **Strategic Contributions:** Effectiveness in contributing to the formulation and implementation of the Company's strategic direction and business objectives.
- **Risk Oversight:** Involvement in identifying, assessing, and overseeing key business, operational, and financial risks.

- **Financial Oversight:** Participation in reviewing and evaluating the financial performance, financial reporting, and overall financial health of the Company.
- **Corporate Governance:** Contributions toward strengthening corporate governance practices, ethical standards, transparency, and regulatory compliance.

Performance benchmarks are established in consideration of industry standards and governance expectations to ensure consistency, transparency, accountability, and fairness in the evaluation process. The outcomes of these evaluations are utilized in decisions relating to reappointment, professional development, succession planning, and leadership continuity.

In addition, the Chairperson of the NRC attends the Annual General Meeting (AGM) to address shareholder queries relating to nomination, remuneration, and evaluation matters, thereby supporting transparency and accountability in governance practices.

INVESTMENT COMMITTEE OF THE BOARD

In accordance with Clause 9 of the Corporate Governance Guidelines issued by the Insurance Development and Regulatory Authority (IDRA), Karnaphuli Insurance PLC has constituted an Investment Committee to oversee and manage the Company's investment portfolio and related investment activities. The Committee comprises five members of the Board, while the Chief Executive Officer (CEO) serves as an ex-officio member without voting rights. The Company Secretary acts as the Secretary to the Committee.

The members of the Investment Committee are as follows:

Name	Board Position	Investment Committee Position
Mr. Nasir Uddin Ahmed	Director	Chairman
Mr. Riaz Uddin Ahmed	Director	Member
Mrs. Sabita Ferdaushi	Director	Member
Mrs. Raquiba Banu	Director	Member
Mrs. Umme Khadiza Meghna	Director	Member

The Investment Committee meets regularly and reports to the Board of Directors on investment performance, portfolio management, investment risks, and compliance matters. The Committee assists the Board in ensuring prudent investment management, protection of policyholders' interests, maintenance of solvency requirements, and alignment of investment activities with regulatory provisions and the Company's strategic objectives.

Investment Rules

Management should develop a comprehensive investment policy guideline in accordance with the investment provisions stipulated in the Insurance Act, 2010. The Investment Committee shall have the authority to scrutinize and access all relevant data, information, and documents necessary for review and to report its observations and recommendations to the Board.

Monthly investment activities and returns should be analyzed, audited, or reviewed, and the findings should be reported to the Board of Directors. Investment risks should be carefully assessed, and appropriate risk mitigation measures must be considered prior to making any investment decisions. The liabilities of the Company should be duly considered in line with the nature and maturity of investments, and the associated investment risks should be analyzed, audited, and reviewed on a quarterly basis.

The Investment Committee shall take appropriate measures to minimize investment risks and ensure prudent investment management. The Committee may, where deemed appropriate, seek advice from investment experts to support informed decision-making. The Investment Committee shall also ensure that the required solvency margin is maintained and advise the Board regarding compliance with all solvency margin requirements.

The Investment Committee shall ensure that investments are made prudently and in the best interests of the Company and its stakeholders. The Committee shall also ensure that any capital loss arising from investments is appropriately recognized and reflected in the financial statements. Furthermore, the Committee shall oversee the proper utilization and safeguarding of the Company's assets and discharge all responsibilities assigned by the Board relating to investment management and oversight.

RISK MANAGEMENT COMMITTEE

In compliance with Clause 10 of the Corporate Governance Guidelines issued by IDRA, Karnaphuli Insurance PLC has constituted a Risk Management Committee comprising members of the Board of Directors. The Company Secretary acts as the Secretary to the Committee.

The Committee is responsible for identifying, assessing, monitoring, and managing operational, financial, regulatory, investment, and strategic risks faced by the Company. The Committee also assists the Board in maintaining sound risk management practices, ensuring regulatory compliance, strengthening solvency management, and supporting sustainable business operations. The members of the Risk Management Committee are as follows:

Name	Board Position	Risk Management Committee Position
Mr. Riaz Uddin Ahmed	Director	Chairman
Mr. Md. Hafizullah	Independent Director	Member
Mrs. Dilruba Sharmin	Director	Member

POLICYHOLDERS PROTECTION AND COMPLIANCE COMMITTEE

In accordance with the Corporate Governance Guidelines issued by the Insurance Development and Regulatory Authority (IDRA), Karnaphuli Insurance PLC has constituted the Policyholders Protection and Compliance Committee to strengthen policyholder protection, regulatory compliance, and customer service standards.

The Committee comprises one Independent Director serving as the Chairman along with two other Directors. A quorum of two members is required for conducting Committee proceedings. The primary objective of the Committee is to ensure prompt settlement of claims, safeguard the interests of policyholders, and ensure compliance with the terms, conditions, and commitments made to clients. The Committee also oversees the establishment and implementation of standard operating procedures relating to claims management and policyholder services. The members of the Policyholders Protection and Compliance Committee are as follows:

Name	Board Position	Policyholders Prot. Comm. Position
Mrs. Mahbuba Hossain	Independent Director	Chairman
Mr. Nasir Uddin Ahmed	Director	Member
Mr. Riaz Uddin Ahmed	Director	Member

Other Committees

To ensure efficient operations and effective management oversight, Karnaphuli Insurance PLC has constituted various management level committees comprising Senior Executives responsible for overseeing specific functional areas of the Company. These committees regularly report to the Board and Management regarding their activities, observations, and operational progress.

CSR Committee (Corporate Social Responsibility Committee)

The CSR Committee oversees the Company's corporate social responsibility initiatives and activities. The Committee ensures that the Company conducts its business in a socially responsible manner by supporting community development initiatives, addressing social and environmental concerns, and contributing positively to society.

Environmental, Social, and Governance (ESG) Committee

The Environmental, Social, and Governance (ESG) Committee supports the integration of environmental, social, and governance considerations into the Company's strategic and operational decision-making processes. The Committee promotes sustainable business practices, responsible corporate behavior, ethical governance standards, and long-term sustainability initiatives aligned with stakeholder expectations and the Company's commitment to sustainable value creation.

Reinsurance Committee

The Reinsurance Committee oversees the Company's reinsurance activities, including assessment of reinsurance requirements, negotiation of reinsurance arrangements, and maintenance of relationships with reinsurers. The Committee works to optimize reinsurance coverage and strengthen risk-sharing mechanisms to support the Company's financial stability and underwriting capacity.

Asset Liability Management Committee

The Asset Liability Management Committee (ALCO) is responsible for managing the Company's assets and liabilities in alignment with strategic objectives and financial risk management practices. The Committee oversees investment allocation, liquidity management, asset-liability matching, and financial risk monitoring to support the Company's financial stability and sustainable growth.

These Committees are operated by Senior Management under the leadership of the Chief Executive Officer (CEO) and play an important role in supporting operational efficiency, governance oversight, risk management, and sustainable business performance across the organization.

Anti-Money Laundering Committee & Its Activities

Karnaphuli Insurance PLC has established an Anti-Money Laundering (AML) Committee comprising experienced officials from relevant operational and compliance functions, under the guidance and oversight of the Board of Directors. The Committee is responsible for strengthening the Company's anti-money laundering compliance framework and ensuring adherence to applicable regulatory requirements and compliance standards.

All relevant departments and branch offices are instructed to remain vigilant in identifying and monitoring any suspicious transactions or activities relating to insurance underwriting, premium collection, and claims settlement processes. In the event of any suspected money laundering activities or irregularities involving insurance documentation or transactions, the concerned branch or department is required to immediately report the matter to the Chief Anti-Money Laundering Compliance Officer (CAMLCO) for necessary review and action.

The Committee regularly monitors compliance practices, enhances awareness regarding anti-money laundering obligations, and supports the implementation of effective internal controls and reporting mechanisms to strengthen the Company's compliance culture and governance standards.

Overall, Karnaphuli Insurance PLC remains committed to maintaining transparent, ethical, and accountable business practices through strong corporate governance, regulatory compliance, and effective risk management practices.

Reporting by the Committees to the Board

Each Committee plays an important role in supporting the Company's strategic objectives, governance practices, risk management framework, and long-term sustainability initiatives through regular reporting and recommendations to the Board of Directors.

- **The CSR Committee** reports on initiatives and activities relating to corporate social responsibility, community engagement, and social development programs aligned with the Company's commitment to responsible business practices and long-term stakeholder value creation.
- **The Environmental, Social, and Governance (ESG) Committee** provides recommendations on integrating environmental, social, and governance considerations into the Company's operational and strategic decision-making processes to support sustainable business practices and responsible corporate conduct.
- **The Reinsurance Committee** reports on reinsurance strategies, risk-sharing arrangements, and reinsurance coverage management to strengthen underwriting capacity, financial stability, and risk mitigation practices.
- **The Asset Liability Management Committee (ALCO)** provides recommendations relating to asset allocation, liquidity management, investment oversight, and risk management practices to ensure financial stability and alignment with the Company's strategic objectives.
- **The Anti-Money Laundering (AML) Committee** reports on compliance measures, monitoring activities, and internal control practices relating to the prevention of money laundering and suspicious transactions. The Committee supports regulatory compliance, ethical business practices, and the protection of the Company's integrity and reputation.

Each Committee regularly reports to the Board and, where applicable, to the Insurance Development and Regulatory Authority (IDRA) in accordance with regulatory requirements, ensuring transparency, accountability, and effective governance oversight across the organization.

APPOINTMENT OF AUDITORS

Statutory Auditors

In accordance with the notification of BSEC Karnaphuli Insurance PLC appointed M/s. Ashraf Uddin & Co. Chartered Accountants as statutory auditors for the year 2025. They have completed their 2nd year service. M/s. Ashraf Uddin & Co. Chartered Accountants have been proposed for re-appointed for the year 2026. Being eligible re-appointed will be placed at the AGM for approval of the shareholders.

The auditors do not engage in any actives or service prohibited under the applicable regulatory requirements. They are ensuring their independence and professional integrity.

Compliance Auditors

PKF Aziz Halim Khair Choudhury & Co. have completed their audit for the year 2025. The company shall obtain a certificate from compliance auditor, PKF Aziz Halim Khair Choudhury & Co. regarding compliance of condition of corporate governance code of BSEC and corporate governance guideline of IDRA. which have been disclosed in the annual report page no ----

PKF Aziz Halim Khair Choudhury & Co. being eligible they offer for re-appointment for the year 2026 as compliance auditor. As per recommendation of the audit committee the re-appointment of PKF Aziz Halim Khair Choudhury & Co. will be placeed in the 39th AGM for approval of the shareholders

SUBSIDIARY COMPANY

Karnaphuli Insurance PLC does not have any subsidiary or sister concern company.

COMPLIANCE WITH LAWS AND REGULATIONS

The Company has diligently complied with all applicable legal and regulatory requirements issued by the Bangladesh Securities and Exchange Commission (BSEC), Dhaka Stock Exchange PLC (DSE), Chittagong Stock Exchange PLC (CSE), and the Insurance Development and Regulatory Authority (IDRA). Concerned officials of the Company regularly monitor and ensure compliance with these laws, rules, regulations, and directives.

COMMUNICATION WITH SHAREHOLDERS

Karnaphuli Insurance PLC maintains a transparent and constructive relationship with its shareholders and actively encourages continuous engagement throughout the year. Shareholders are encouraged to participate in the Annual General Meeting (AGM), where matters relating to financial performance, appropriation of profit, election of Directors, and appointment of auditors are discussed and approved.

The Company regularly disseminates quarterly, half-yearly, and annual financial statements, price sensitive information, and other relevant disclosures through national daily newspapers, online media platforms, stock exchanges, and the Company's official website, Karnaphuli Insurance PLC, in compliance with applicable regulatory requirements.

SHAREHOLDING INFORMATION

Shareholding information has been disclosed in compliance with Condition No. 4 of the Commission's Notification No. BSEC/CMRRCD/2009-193/10/Admin/118 dated March 22, 2021. None of the Directors or shareholders holding 10% or more shares of the paid-up capital of the Company have availed any loan against the lien of the Company's shares.

DIRECTORS REPORT TO THE SHAREHOLDERS

(Under Section 184 of the Companies Act, 1994)

We are pleased to report that

i. The financial statement prepared by the management of the Company presents it's affairs, the result of its operation, cash flows and changes in shareholders' equity.

ii. Proper books of account of the company has been maintained.

iii. Appropriate accounting policies has been consistently applied in preparation of the financial statements and the accounting estimates are based on reasonable and prudent judgment.

iv. International financial reporting standards (IFRS), International Accounting Standards (AS) as applicable in Bangladesh, has been followed in preparation of the financial statements and any departure there from has been adequately disclosed.

v. The system of internal control is sound in design and has been effectively implemented and monitored.

vi. There is no significant doubts upon the Company's ability to continue as on going concern.

vii. There is no significant deviations from last year in operating results of the Company.

viii. The key operating and financial data of the last five years have been provided on page 24.

ix. During the year ended 31st December, 2025 the Board of Directors held 6(Six) meetings and the Directors serving on the Board attended in aggregate 82.86 of the total number of meetings. The attendance record on the director is thrown on page 93.



(**Nizam Uddin Ahmed)**

Chairman

Karnaphuli Insurance PLC

DIRECTORS CERTIFICATE

As per rule 7(a) of Part 1 of First Schedule of the Insurance act 1938 and Section 63 (2) of Insurance Act 2010.

We certify that

1. The value of investment is shown in the Balance Sheet has taken at cost.
2. The Value of assets shown in the Balance Sheet has been reviewed as at 31st December, 2025 and in our believe the assets set forth in the Balance Sheet are shown in the aggregate amount not exceeding their realizable or market value under the several headings enumerated therein.

A.N.M. Fazlul Karim Munshi	Dilruba Sharmin	Nasir Uddin Ahmed	Nizam Uddin Ahmed
Managing Director	Director	Director	Chairman

REPORT OF NOMINATION & REMUNERATION COMMITTEE

The Nomination and Remuneration Committee (NRC) is pleased to submit the report for the year 2025 to the Shareholders of Meghna Life Insurance PLC.

The Nomination and Remuneration Committee is a sub-committee of the Board and has been formed in accordance with the Corporate Governance Code and guidelines of BSEC and IDRA. The committee assists the Board in performing duties relating to nomination, appointment, remuneration, succession planning, performance evaluation, human resource development and other governance matters.

The Committee comprises the following members:

SI No	Name	Board Position	NRC Position
1	Mr. Md. Hafizullah	Independent Director	Chairman
2	Mr. Nasir Uddin Ahmed	Director	Member
3	Mr. Riaz Uddin Ahmed	Director	Member
4	Mrs. Dilruba Sharmin	Director	Member
5	Mrs. FJM Hafiza Sultana	Company Secretary	Secretary

The members are non-executive directors and no members of The Nomination and Remuneration Committee receive any remuneration directly or indirectly other than director's fees as approved by the Board.

The Nomination and Remuneration Committee oversaw management performance and assisted the Board in carrying out duties and responsibilities as per the Corporate Governance Code and guidelines of BSEC and IDRA. The Company Secretary acted as the Secretary of the Committee.

During the year 2025, the Committee conducted 2 (two) meetings and all members attended every meeting.

The Committee reviewed, examined and performed the following activities and decisions during the year:

1. Reviewed the Board Diversity Policy of the Company.
2. Reviewed the policy relating to contractual employment of the Company.
3. Reviewed and approved matters relating to appointment of Independent Directors.
4. Reviewed appointment procedures for top-level executives based on qualification, experience and expertise.
5. Evaluated and reviewed promotion matters of top-level executives considering performance and merit.
6. Reviewed increment recommendations for top-level executives based on qualification, experience and performance.
7. Examined and scrutinized matters relating to rotation, nomination, election and re-election of Directors for the year 2026 2025
8. Reviewed and renewed contractual employment arrangements of employees and executives.
9. Reviewed and revised the employee recruitment policy and promotion policy for the year 2026 2025 through introduction of a 360-degree performance evaluation system for better assessment and performance management.
10. Ensured compliance with all applicable Corporate Governance Codes and guidelines issued by BSEC and IDRA.

Human Resource Development and Corporate Performance:

The Committee reviewed the overall human resource activities and noted the following developments:

* 6 (six) employees were promoted during the year 2025.
* 1 (one) employee resignation occurred during the year.
* 2 (two) new employees joined the Company.
* Contracts of 11 (eleven) employees were renewed during the year.
* The NRC reviewed the performance of CEO and recommended the renewal of his contractual employment term. Subsequently, the IDRA approved the renewed Mr. Fazlul Hoque's contractual employment term until 31, 10, 2028.

The Committee believes that appointment and retention of efficient and capable human resources have positively contributed to organizational development and operational performance. Due to better and efficient human resource management, business activities have shown positive development and the Company continues maintaining steady growth.

The Committee carried out all activities by following each and every applicable provision and instruction of the Corporate Governance Code and guidelines of BSEC and IDRA.

As Chairman of the Nomination and Remuneration Committee, I express my satisfaction regarding the Committee's activities and achievements during the year. I hope our Board of Directors and shareholders will also be satisfied with the efforts and contributions of the Committee. We highly value the guidance, recommendations and support of our respected shareholders for the sustainable growth and future development of the Company.



(Md. Hafizullah)
Chairman
Nomination and Remuneration Committee

Dated: Dhaka
April 23, 2026

REPORT OF THE AUDIT COMMITTEE

The Audit Committee of Karnaphuli Insurance PLC has been constituted in accordance with the provisions of the Corporate Governance Code issued by the Bangladesh Securities and Exchange Commission (BSEC), 2018 updated in 2020 and subsequent amendments, as well as the Corporate Governance Guideline 2023 issued by the Insurance Development and Regulatory Authority (IDRA), along with other applicable regulatory developments. The Committee acts as a sub-committee of the Board and assists the Board in ensuring transparency, accountability, integrity of financial reporting, adequacy of internal controls, risk management, and compliance with applicable laws and regulations.
During the year 2025, the Audit Committee held four (4) meetings and discharged its responsibilities in accordance with its approved terms of reference.

Composition of Audit Committee

Sl No	Name	Board Position	Audit Position
1	Mrs. Mahbuba Hossain	Independent Director	Chairman
2	Mr. Nasir Uddin Ahmed	Director	Member
3	Mr. Riaz Uddin Ahmed	Director	Member
4	Mrs. F.J.M Hafiza Sultana	Company Secretary	Secretary

Duties and Responsibilities of the Audit Committee

The Audit Committee performed its functions and responsibilities including, but not limited to, the following:

a. Oversaw the financial reporting process of the Company;
b. Monitored the selection and application of accounting policies and principles;
c. Reviewed and monitored internal audit and compliance functions to ensure effectiveness and adequacy, including approval of internal audit plans and review of audit reports;
d. Evaluated and monitored the effectiveness of the Company's internal control systems and risk management framework;
e. Reviewed annual financial statements with management prior to submission to the Board;
f. Reviewed quarterly and half-yearly financial statements before submission to the Board;
g. Assessed the adequacy and effectiveness of internal audit activities;
h. Reviewed Management Discussion and Analysis (MD&A) before disclosure in the Annual Report;
i. Reviewed significant related party transactions and ensured such transactions were conducted on an arm's-length basis;
j. Reviewed management letters and observations relating to internal control weaknesses issued by external auditors;
k. Held meetings with external auditors to review annual financial statements before submission to the Board for approval;
l. Oversaw appointment, performance and independence of statutory auditors;
m. Evaluated audit fees considering scope of work, expertise and time requirements;
m. Monitored compliance with applicable laws, regulations and directives including requirements of BSEC, IDRA and other regulatory authorities;
n. Reviewed the Company's compliance status regarding applicable corporate governance requirements.

Functions Carried Out During the Year

During the year under review, the Committee performed the following activities:

- Reviewed and monitored the financial reporting process to ensure reliability, consistency and transparency of financial disclosures;
- Reviewed accounting policies, estimates and practices adopted by management and assessed their appropriateness;
- Reviewed internal control procedures and risk management practices of the Company;
- Evaluated the effectiveness of the internal audit function and compliance activities;

- Reviewed and examined the draft Balance Sheet, Statement of Profit or Loss and Other Comprehensive Income, Cash Flow Statement, Statement of Changes in Equity and accompanying notes for the year ended 31 December 2025;
- Reviewed quarterly and half-yearly financial statements before submission to the Board of Directors;
- Reviewed significant related-party transactions to ensure transparency and regulatory compliance;
- Reviewed observations and recommendations made by statutory auditors regarding internal control and operational improvements.

Based on its review and discussions with management, internal auditors and external auditors, the Audit Committee is of the opinion that the Company's financial statements for the year ended 31 December 2025 present a true and fair view of the state of affairs of the Company in accordance with applicable accounting standards and regulatory requirements.

The Committee did not identify any material deviations, significant deficiencies or adverse findings which could materially affect the Company's financial reporting process.

The Committee also reviewed compliance with the requirements of BSEC Corporate Governance Code, Insurance Act, IDRA directives and other applicable statutory requirements.

Internal Audit Activities and Implementation Status During 2025

The Internal Audit Department carried out its activities during the year under the supervision of the Audit Committee in accordance with the approved Internal Audit Plan and Program. The audit coverage included Head Office and Branch Offices and focused on financial integrity, operational efficiency, internal control systems, risk management, and regulatory compliance.

The Internal Audit activities covered major functional areas including Share Department, Accounts Department, Underwriting Department, Claims and Reinsurance Department, Administration Department, and Branch Operations.

During the year, the Internal Audit Department conducted detailed reviews of premium collection and reconciliation, policy issuance and cancellation processes, bank and cash management, investment and fixed asset records, expense verification, underwriting controls, claims processing, reinsurance arrangements, and branch-level operations.

Compliance with applicable laws and regulations, including the Insurance Act, 2010, IDRA directives, Income Tax Act, 2023, VAT and SD Act, 2012, and the Bangladesh Securities and Exchange Commission Corporate Governance Code, 2018 and its subsequent amendments, was also reviewed.

Audit observations were communicated to respective departments for corrective actions, and follow-up reviews were conducted to ensure implementation of recommendations.

The Audit Committee is pleased to report that approximately 90% of the approved Internal Audit Plan and Program for the year 2025 was successfully implemented during the year. The implemented audit activities significantly strengthened internal control systems and compliance monitoring across the organization.

The remaining 10% of audit activities could not be completed within the reporting year due to operational scheduling constraints, timing of branch visits, and overlapping priority assignments. These pending audit areas do not indicate any material control weakness or financial irregularity and have been duly incorporated into the Internal Audit Plan for the year 2026 for completion and follow-up review.

(Mahbuba Hossain)
Chairman
Audit Committee

Dated: Dhaka
April 23, 2026

REDRESS OF INVESTOR COMPLAINTS

Upholding Shareholder Rights

At Karnaphuli Insurance PLC, we believe that transparent, timely, and effective communication is fundamental to building and maintaining long-term trust with our shareholders. By providing shareholders with clear information regarding the Company's financial performance, strategic direction, and key developments, we seek to foster informed decision-making and strengthen stakeholder confidence.

The Company remains committed to safeguarding shareholder rights and ensuring equitable treatment of all shareholders. To support this commitment, we maintain effective communication channels through which shareholders may seek information, raise concerns, and engage with the Company. Investor queries and complaints are handled with due care and attention to ensure prompt resolution and fair treatment. The Company Secretary is entrusted with overseeing investor communications, monitoring pending complaints, and coordinating with relevant departments to facilitate timely resolution.

Rights of Shareholders and Equitable Treatment

Karnaphuli Insurance PLC actively encourages shareholder participation in its Annual General Meetings (AGMs), recognizing them as an important platform for engagement between shareholders, the Board of Directors, and Management.

To facilitate informed participation, shareholders are provided with information relating to the date, time, venue, agenda, and supporting documentation for matters to be discussed at the AGM in accordance with applicable regulatory requirements. AGM notices and related documents are disseminated through the stock exchanges, newspapers, and the Company's website, ensuring that all shareholders have equal and timely access to relevant information.

The AGM notice contains important information relating to attendance procedures, agenda items, and voting guidelines. Shareholders who are unable to attend the meeting personally may appoint a proxy in accordance with applicable regulations, enabling them to participate in the decision-making process and exercise their voting rights.

The Company remains committed to ensuring transparency and accessibility by making corporate information, annual reports, financial statements, and other relevant disclosures available to shareholders and stakeholders through its official communication channels.

Website: www.kiclbd.com

Inquires may be e-mailed to : kicl.headoffice@gmail.com, kiclshare@yahoo.com



INVESTOR COMPLAINTS REDRESS MECHANISM

Karnaphuli Insurance PLC maintains a structured grievance redress mechanism through which shareholders and investors may communicate concerns, seek clarification, or lodge complaints relating to their investments.

Investor grievances may be submitted through the following channels:

- Through the designated Company Secretary or Investor Relations contact point
- Through written correspondence addressed to the registered office of the Company
- Through email communication using the designated shareholder communication channel
- Through direct communication during shareholder engagement forums and meetings

The Company Secretary is responsible for monitoring investor complaints, maintaining records of grievances received, and coordinating timely responses with the relevant departments. Management regularly reviews the status of unresolved matters to ensure that concerns are addressed fairly, transparently, and within a reasonable timeframe.

As part of its commitment to shareholder engagement, Karnaphuli Insurance PLC also maintains ongoing communication with shareholders through annual reports, corporate disclosures, regulatory announcements, and other material information published through appropriate channels. This approach supports transparency, strengthens investor confidence, and promotes long-term stakeholder trust.



Investor inquiries/complaints

Any queries relating to shareholding, for example transfer of shares, change in name/address and dividend payment, etc., should be sent to the following address:

Share office: Meghna Life-Karnaphuli Bima Bhaban (12th-13th floor) 11/B & 11/D, Toyenbee Circular Road Motijheel C/A,

Dhaka-1000

Phone: +88 01911263981

E-mail: kicl.headoffice@gmail.com, kiclshare@yahoo.com

Annexure A

DECLARATION BY THE CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER

Hon'ble Board of Directors
Karnaphuli Insurance PLC
Meghna Life-Karnaphuli Bima Bhaban
(12th- 13th floor), 11/B & 11/D Toyenbee
Circular Road, Motijheel, C/A, Dhaka- 1000

Subject: Declaration of Financial Statements for the year ended on 31st December, 2025

Dear Sirs,

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

1. The financial statements of Karnaphuli Insurance PLC for the year ended on 31st 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 Company's 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 company 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 Company's 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 31st 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. They statements collectively present true and fair view of the Company's 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 Company during the year which are fraudulent, illegal or in violation of the code of conduct for the Company's Board of Directors or its members.

Sincerely yours,

(A.N.M. Fazlul Karim Munshi)
Chief Executive officer (CEO)

(MD. Moin Uddin FCS)
Chief Financial Officer (CFO)

PKF AHKC

Aziz Halim Khair Choudhury
Chartered Accountants
Baridhara Branch Office
Grand Plaza, 55 Suhrawardy Avenue, 1st Floor,
Baridhara Diplomatic Zone, Dhaka-1212
Tel: +88-02-222287205; E-mail:ahkc_bd@yahoo.com
dr.mosharraf@pkfahkcbd.com
Website: www.pkfahkcbd.com

ANNEXURE - B

Report to the Shareholders of
Karnaphuli Insurance PLC
on compliance of the Corporate Governance Code

We have examined the compliance status to the Corporate Governance Code by **Karnaphuli Insurance PLC** (the "Company") for the year ended on December 31, 2025. This Code relates to the Notification No. BSEC/2006-158/207/Admin/80, dated June 03, 2018 and BSEC/CMRRCD/2009-193/66/PRD/148, dated October 16, 2023 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 the 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;
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.

For **PKF Aziz Halim Khair Choudhury** Chartered Accountants

Signed by:

M. Mosharraf Hossain
FCA | PhD | CISA | CISM | PMP | CPFA
Partner

Place : Dhaka;
Dated : 20 June 2026

Aziz Halim Khair Choudhury, Chartered Accountants is a member of PKF Global, the network of member firms of PKF International Limited, each of which is a separate and independent legal entity and does not accept any responsibility or liability for the actions or inactions of any individual member or correspondent firm(s).

Annexure-C

KARNAPHULI INSURANCE PLC

Status of Compliance with the Corporate Governance Code

For the year ended 31st December 2025
As per Condition No.1 (5) (xxvii)

Status of compliance with the conditions imposed by the Commission's Notification No. BSEC/CMRRCD/2006-158/207/Admin/80, dated 03 June 2018 and BSEC/CMRRCD/2009-193/66/PRD/148, dated 16 October 2023 issued under section 2CC of the Securities and Exchange Ordinance, 1969:

(Report under condition no. 9.00)

Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks
		Complied	Not Complied	
1. BOARD OF DIRECTORS				
1.1 Board's Size	The number of the Board members of the company shall not be less than 5 (five) and more than 20 (twenty).	√		The Board consists of 10 Directors including two Independent Directors
1.2 Independent Directors	(a) At least 2(two) directors or one-fifth (1/5) of the total number of directors in the company's Board, whichever is higher, shall be independent directors; any fraction shall be considered to the next integer or whole number for calculating number of independent director(s);"	√		There are two Independent
	(b) Without contravention of any provision of any other laws, for the purpose of this clause, an "independent director" means a director––"			
	(i) who 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	√		
	(ii) who is not a sponsor of the company or is not connected with the company's any sponsor or director or nominated director or shareholder of the company or any of its associates, sister concerns, subsidiaries and parents or holding entities who holds one percent (1%) or more shares of the total paid-up shares of the company on the basis of family relationship and his or her family members also shall not hold above mentioned shares in the company: Provided that spouse, son, daughter, father, mother, brother, sister, son-in-law and daughter-in-law shall be considered as family member	√		
	(iii) who has not been an executive of the company in immediately preceding 2 (two) financial years	√		
	(iv) who does not have any other relationship, whether pecuniary or otherwise, with the company or its subsidiary or associated companies	√		
	(v) who is not a member or TREC (Trading Right Entitlement Certificate) holder, director or officer of any stock exchange	√		
	(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	√		
	(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	√		
	(viii) who is not independent director in more than 5 (five) listed companies	√		
	(ix) who has not been reported as a defaulter in the latest Credit Information Bureau (CIB) report of Bangladesh Bank for non-payment of any loan or advance or obligation to a bank or a financial institution; and"	√		
	(x) who has not been convicted for a criminal offence involving moral turpitude	√		
	(c) The independent director(s) shall be appointed by the Board and approved by the shareholders in the Annual General Meeting (AGM): "Provided that the Board shall appoint the independent director, subject to prior consent of the Commission, after due consideration of recommendation of the Nomination and Remuneration Committee (NRC) of the company;"	√		
	(d) The post of independent director(s) cannot remain vacant for more than 90 (ninety) days	√		

Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks
		Complied	Not Complied	
	(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) tenure only: Provided that a former independent director may be considered for reappointment for another tenure after a time gap of one tenure, i.e., three years from his or her completion of consecutive two tenures [i.e. six years]: Provided further that the independent director shall not be subject to retirement by rotation as per the Companies Act, 1994.	√		
1.3. Qualification of Independent Directors:	(a) Independent director shall be a knowledgeable individual with integrity who is able to ensure compliance with financial laws, regulatory requirements and corporate laws and can make meaningful contribution to the business	√		
	(b) Independent director shall have following qualifications:			
	(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 registered business association; or"	√		
	(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; or	√		
	(iii) Former or existing 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: Provided that in case of appointment of existing official as independent director, it requires clearance from the organization where he or she is in service; or	√		
	(iv) University Teacher who has educational background in Economics or Commerce or Business Studies or Law; or	√		
	(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;	√		
	(c) The independent director shall have at least 10 (ten) years of experiences in any field mentioned in clause (b)	√		
	(d) In special cases, the above qualifications or experiences may be relaxed subject to prior approval of the Commission			N/A
1.4. Duality of Chairperson of the Board of Directors and managing Director or Chief Executive officer	(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	√		-
	(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	√		
	(c) The Chairperson of the Board shall be elected from among the non-executive directors of the company	√		
	(d) The Board shall clearly define respective roles and responsibilities of the Chairperson and the Managing Director and/or Chief Executive Officer	√		
	(e) In the absence of the Chairperson of the Board, the remaining members may elect one of themselves from nonexecutive directors as Chairperson for that particular Board's meeting; the reason of absence of the regular Chairperson shall be duly recorded in the minute	√		
1.5. The Directors' Report to Shareholders	The Board of the company shall include the following additional statements or disclosures in the Directors' Report prepared under section 184 of the Companies Act, 1994 (Act No. XVIII of 1994):			
	(i) An industry outlook and possible future developments in the industry	√		
	(ii) The segment-wise or product-wise performance	√		
	(iii) Risks and concerns including internal and external risk factors, threat to sustainability and negative impact on environment, if any	√		
	(iv) A discussion on Cost of Goods sold, Gross Profit Margin and Net Profit Margin, where applicable			N/A

Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks
		Complied	Not Complied	
	(v) A discussion on continuity of any extraordinary activities and their implications (gain or loss)	√		
	(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	√		
	(vii) A statement of utilization of proceeds raised through public issues, rights issues and/or any other instruments			N/A
	(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.			N/A
	(ix) An explanation on any significant variance that occurs between Quarterly Financial performances and Annual Financial Statements			N/A
	(x) A statement of remuneration paid to the directors including independent directors	√		
	(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	√		
	(xii) A statement that proper books of account of the issuer company have been maintained	√		
	(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	√		
	(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	√		
	(xv) A statement that the system of internal control is sound in design and has been effectively implemented and monitored	√		
	(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	√		
	(xvii) A statement that there is no significant doubt upon the issuer company's ability to continue as a going concern, if the issuer company is not considered to be a going concern, the fact along with reasons thereof shall be disclosed	√		-
	(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	√		-
	(xix) A statement where key operating and financial data of at least preceding 5 (five) years shall be summarized	√		-
	(xx) An explanation on the reasons if the issuer company has not declared dividend (cash or stock) for the year			N/A
	(xxi) Board's statement to the effect that no bonus share or stock dividend has been or shall be declared as interim dividend	√		-
	(xxii) The total number of Board meetings held during the year and attendance by each director	√		-
	(xxiii) A report on the pattern of shareholding disclosing the aggregate number of shares (along with name-wise details where stated below) held by:			
	(a) Parent or Subsidiary or Associated Companies and other related parties (name-wise details)	√		-
	(b) Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit and Compliance and their spouses and minor children (name-wise details)	√		-
	(c) Executives			N/A
	(d) Shareholders holding ten percent (10%) or more voting interest in the company (name-wise details)			N/A
	(xxiv) In case of the appointment or reappointment of a director, a disclosure on the following information to the shareholders:			
	(a) a brief resume of the directors	√		-
	(b) nature of his or her expertise in specific functional areas	√		-
	(c) names of companies in which the person also holds the directorship and the membership of committees of the Board	√		-
	(xxv) A Management's Discussion and Analysis signed by CEO or MD presenting detailed analysis of the company's position and operations along with a brief discussion of changes in the financial statements, among others, focusing on			
	(a) accounting policies and estimation for preparation of financial statements	√		-

Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks
		Complied	Not Complied	
	(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	√		-
	(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;	√		-
	(d) compare such financial performance or results and financial position as well as cash flows with the peer industry scenario	√		-
	(e) briefly explain the financial and economic scenario of the country and the globe	√		-
	(f) risks and concerns issues related to the financial statements, explaining such risk and concerns mitigation plan of the company	√		-
	(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	√		-
	(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**	√		-
	(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;**	√		-
	(xxviii) The Directors' report to the shareholders does not require to include the business strategy or technical specification related to products or services, which have business confidentiality.	√		-
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	(a) The Board shall lay down a code of conduct, based on the recommendation of the Nomination and Remuneration Committee (NRC) at condition No. 6, for the Chairperson of the Board, other board members and Chief Executive Officer of the company	√		-
	(b) The code of conduct as determined by the NRC shall be posted on the website of the company including, among others, prudent conduct and behavior; confidentiality; conflict of interest; compliance with laws, rules and regulations; prohibition of insider trading; relationship with environment, employees, customers and suppliers; and independency	√		-
2.00 Governance of Board of Directors of Subsidiary Company				
	(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			Not applicable since they do not have any subsidiary
	(b) At least 1 (one) independent director on the Board of the holding company shall be a director on the Board of the subsidiary company			
	(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			
	(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			
	(e) The Audit Committee of the holding company shall also review the financial statements, in particular the investments made by the subsidiary company			
3.00 Managing Director (MD) or Chief Executive Officer (CEO), Chief Financial Officer (CFO), Head of Internal Audit and Compliance (HIAC) and Company Secretary (CS)				
3.1 Appointment	(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)	√		-
	(b) The positions of the Managing Director (MD) or Chief Executive Officer (CEO), Company Secretary (CS), Chief Financial Officer (CFO) and Head of Internal Audit and Compliance (HIAC) shall be filled by different individuals	√		-
	(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: Provided that CFO or CS of any listed company may be appointed for the same position in any other listed or non-listed company under the same group for reduction of cost or for technical expertise, with prior approval of the Commission: Provided further that the remuneration and perquisites of the said CFO or CS shall be shared by appointing companies proportionately;	√		-

Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks
		Complied	Not Complied	
	(d) The Board shall clearly define respective roles, responsibilities and duties of the CFO, the HIAC and the CS;	√		-
	(e) The MD or CEO, CS, CFO and HIAC shall not be removed from their position without approval of the Board as well as immediate dissemination to the Commission and stock exchange(s).	√		-
3.2 Requirement to attend Board of Directors' Meetings	The MD or CEO, CS, CFO and HIAC of the company shall attend the meetings of the Board: Provided that the CS, CFO and/or the HIAC shall not attend such part of a meeting of the Board which involves consideration of an agenda item relating to their personal matters.	√		-
3.3 Duties of Managing Director (MD) or Chief Executive Officer (CEO) and Chief Financial Officer (CFO)	(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:			
	(i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;	√		-
	(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;	√		-
	(b) The MD or CEO and CFO shall also certify that there are, to the best of knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or in violation of the code of conduct for the company's Board or its members;	√		-
	(c) The certification of the MD or CEO and CFO shall be disclosed in the Annual Report.	√		-
4.00 Board of Directors' Committee				
	For ensuring good governance in the company, the Board shall have at least following sub-committees:			
	(i) Audit Committee;	√		-
	(ii) Nomination and Remuneration Committee	√		-
5.00 Audit Committee				
5.1 Responsibility to the Board of Directors.	(a) The company shall have an Audit Committee as a subcommittee of the Board	√		-
	(b) The Audit Committee shall assist the Board in ensuring that the financial statements reflect true and fair view of the state of affairs of the company and in ensuring a good monitoring system within the business	√		-
	(c) The Audit Committee shall be responsible to the Board; the duties of the Audit Committee shall be clearly set forth in writing	√		-
5.2 Constitution of the Audit Committee	(a) The Audit Committee shall be composed of at least 3 (three) members	√		-
	(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	√		-
	(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	√		-
	(d) When the term of service of any Committee member 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 60 (sixty) days from the date of vacancy in the Committee to ensure continuity of the performance of work of the Audit Committee;			N/A
	(e) The company secretary shall act as the secretary of the Committee;	√		-
	(f) The quorum of the Audit Committee meeting shall not constitute without at least 1 (one) independent director	√		-

Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks
		Complied	Not Complied	
5.3 Chairperson of the Audit Committee	(a) The Board shall select 1 (one) member of the Audit Committee to be Chairperson of the Audit Committee, who shall be an independent director	√		-
	(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
	(c) Chairperson of the Audit Committee shall remain present in the Annual General Meeting (AGM): Provided that in absence of Chairperson of the Audit Committee, any other member from the Audit Committee shall be selected to be present in the annual general meeting (AGM) and reason for absence of the Chairperson of the Audit Committee shall be recorded in the minutes of the AGM.	√		-
5.4 Meeting of the Audit Committee	(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;	√		During the financial year four meetings conducted.
	(b) The quorum of the meeting of the Audit Committee shall be constituted in presence of either two members or two-third of the members of the Audit Committee, whichever is higher, where presence of an independent director is a must.	√		-
5.5 Role of Audit Committee	The Audit Committee shall:			
	(a) Oversee the financial reporting process;	√		-
	(b) monitor choice of accounting policies and principles	√		-
	(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	√		-
	(d) oversee hiring and performance of external auditors	√		-
	(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;	√		-
	(f) review along with the management, the annual financial statements before submission to the Board for approval	√		-
	(g) review along with the management, the quarterly and half yearly financial statements before submission to the Board for approval;	√		-
	(h) review the adequacy of internal audit function;	√		-
	(i) review the Management's Discussion and Analysis before disclosing in the Annual Report;	√		-
	(j) review statement of all related party transactions submitted by the management	√		-
	(k) review Management Letters or Letter of Internal Control weakness issued by statutory auditors;	√		-
	(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	√		-
	(m) oversee whether the proceeds raised through Initial Public Offering (IPO) or Repeat Public Offering (RPO) or Rights Share Offer have been utilized as per the purposes stated in relevant offer document or prospectus approved by the Commission: Provided that the management shall disclose to the Audit Committee about the uses or applications of the proceeds by major category (capital expenditure, sales and marketing expenses, working capital, etc.), on a quarterly basis, as a part of their quarterly declaration of financial results: Provided further that on an annual basis, the company shall prepare a statement of the proceeds utilized for the purposes other than those stated in the offer document or prospectus for publication in the Annual Report along with the comments of the Audit Committee.	√		-
5.6 Reporting of the Audit Committee	(a) Reporting to the Board of Directors			
	(i) The Audit Committee shall report on its activities to the Board.	√		
	(ii) The Audit Committee shall immediately report to the Board on the following findings, if any:			

Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks
		Complied	Not Complied	
	(a) report on conflicts of interests;			Not applicable as there have been no such occurrence as per provided documents
	(b) suspected or presumed fraud or irregularity or material defect identified in the internal audit and compliance process or in the financial statements			
	(c) suspected infringement of laws, regulatory compliances including securities related laws, rules and regulations			
	(d) any other matter which the Audit Committee deems necessary shall be disclosed to the Board immediately;			
	(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 No. 5(6)(a)(ii) above during the year, shall be signed by the Chairperson of the Audit Committee and disclosed in the annual report of the issuer company.			Not Applicable
6.00 Nomination and Remuneration Committee (NRC)				
6.1 Responsibility to the Board of Directors	(a) The company shall have a Nomination and Remuneration Committee (NRC) as a sub-committee of the Board	√		-
	(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;	√		-
	(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	(a) The Committee shall comprise of at least three members including an independent director	√		-
	(b) At least 02 (two) members of the Committee shall be non-executive directors;	√		-
	(c) Members of the Committee shall be nominated and appointed by the Board	√		-
	(d) The Board shall have authority to remove and appoint any member of the Committee	√		No Such event occurred
	(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;			N/A
	(f) The Chairperson of the Committee may appoint or co-opt any external expert and/or member(s) of staff to the Committee as advisor who shall be non-voting member, if the Chairperson feels that advice or suggestion from such external expert and/or member(s) of staff shall be required or valuable for the Committee			N/A
	(g) The company secretary shall act as the secretary of the Committee	√		-
	(h) The quorum of the NRC meeting shall not constitute without attendance of at least an independent director	√		-
	(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	(a) The Board shall select 1 (one) member of the NRC to be Chairperson of the Committee, who shall be an independent director	√		-
	(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			N/A
	(c) The Chairperson of the NRC shall attend the annual general meeting (AGM) to answer the queries of the shareholders: Provided that in absence of Chairperson of the NRC, any other member from the NRC shall be selected to be present in the annual general meeting (AGM) for answering the shareholder's queries and reason for absence of the Chairperson of the NRC shall be recorded in the minutes of the AGM	√		-

Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks
		Complied	Not Complied	
6.4 Meeting of the NRC	(a) The NRC shall conduct at least one meeting in a financial year	√		-
	(b) The Chairperson of the NRC may convene any emergency meeting upon request by any member of the NRC			N/A
	(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)	√		-
	(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	(a) NRC shall be independent and responsible or accountable to the Board and to the shareholders	√		-
	(b) NRC shall oversee, among others, the following matters and make report with recommendation to the Board:			
	(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:			
	(a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate suitable directors to run the company successfully;	√		-
	(b) the relationship of remuneration to performance is clear and meets appropriate performance benchmarks	√		-
	(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	√		
	(ii) devising a policy on Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality	√		-
	(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	√		-
	(iv) formulating the criteria for evaluation of performance of independent directors and the Board	√		-
	(v) identifying the company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria	√		-
	(vi) developing, recommending and reviewing annually the company's human resources and training policies	√		-
	(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	√		-
7.00 External or Statutory Auditors				
	(1) The issuer company shall not engage its external or statutory auditors to perform the following services of the company, namely			
	(i) appraisal or valuation services or fairness opinions	√		-
	(ii) financial information systems design and implementation;	√		-
	(iii) book-keeping or other services related to the accounting records or financial statements	√		-
	(iv) broker-dealer services;	√		-
	(v) actuarial services;	√		-
	(vi) internal audit services or special audit services	√		-
	(vii) any service that the Audit Committee determines	√		-
	(viii) audit or certification services on compliance of corporate governance as required under condition No. 9(1)	√		-
	(ix) any other service that creates conflict of interest	√		-
	(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 any shares in the said company: Provided that spouse, son, daughter, father, mother, brother, sister, son-in-law and daughter-in-law shall be considered as family members.	√		-
	(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 (Put √ in the appropriate column)		Remarks
		Complied	Not Complied	
8. Maintaining a website by the Company				
	(1) The company shall have an official website linked with the website of the stock exchange	√		-
	(2) The company shall keep the website functional from the date of listing	√		-
	(3) The company shall make available the detailed disclosures on its website as required under the listing regulations of the concerned stock exchange(s)	√		-
9. Reporting and Compliance of Corporate Governance				
	(1) The company shall obtain a certificate from a practicing Professional Accountant or Secretary (Chartered Accountant or Cost and Management Accountant or Chartered Secretary) other than its statutory auditors or audit firm on yearly basis regarding compliance of conditions of Corporate Governance Code of the Commission and shall such certificate shall be disclosed in the Annual Report.	√		-
	(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	√		-
	(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.	√		-

PKF AHKC

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ANNEXURE - D

Report to the shareholders of
Karnaphuli Insurance PLC
On compliance of the Corporate Governance Guideline- 2023 issued by Insurance Development and Regulatory Authority (IDRA)

In accordance with Condition No. 19 (2) of the Corporate Governance Guideline-2023, we have reviewed the adherence of Karnaphuli Insurance PLC to the Corporate Governance Guideline for the fiscal year ending December 31, 2025. The said Guideline is circulated by Insurance Development and Regulatory Authority (IDRA) vide Letter No. 53.03. 0000. 075. 22. 025. 2020. 230 dated 19 October 2023.
Such Compliance with the Corporate Governance Guideline 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 Guideline-2023.

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 Guideline-2023 as stipulated in the above-mentioned Corporate Governance Guideline issued by the IDRA;

b) The Corporate Governance of the company is satisfactory in line with IDRA Corporate Governance Guidline-2023.

For PKF Aziz Halim Khair Choudhury
Chartered Accountants

Signed by:

M. Mosharraf Hossain
FCA | PhD | CISA | CISM | PMP | CPFA
Partner

Aziz Halim Khair Choudhury Dhaka Chartered Accountants

Place : Dhaka;
Dated : 21 June 2026

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Annexure - E

Status of compliance with Authority's Notification No. 53.03.0000.075.22.025.2020.230, dated October 19, 2024, issued under the Insurance Act, 2010; Section 15 of the Insurance Development & Regulatory Authority Act, 2010; and Section 2.5(47) of the National Insurance Policy, 2014

Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks
		Complied	Not Complied	
6.00 Board of Directors and Director(s)				
6.1 Formation of Board	Per Section 76(1) of the Insurance Act, 2010, the board of directors of an insurance company shall consist of no more than 20 (twenty) members. Among these, there must be 2 (two) independent directors.	√		There are two Independent Directors in the Board namely: **1. Mrs. Mahbuba Hossain** **2. Mr. Md. Hafizullah** **Complied as per Circular no. 53.03.0000.075.22.003.2022.249**
6.2 (ka) Qualification of directors	To ensure the directors' ability to perform their responsibilities, the board of directors shall ensure that none of the directors fall under any of the restrictions outlined in Section 6.2(ka).	√		-
6.2 (kha) Selection of Chairman and Proceedings of the meeting	The Chairman and Vice-Chairman of the Board of Directors shall be selected in accordance with Section 79 of the Insurance Act, 2010, and the proceedings of the meeting shall be conducted in line with the guidelines mentioned in Section 6.2(kha)(2,3,4) of the Insurer Corporate Governance Guideline 2023.	√		-
6.3 Independent Directors				
6.3 (ka) Qualification of Independent Directors	The Board shall ensure that the qualifications and restrictions outlined in Section 6.3(ka)(1-9) of the Insurer Corporate Governance Guideline 2023 are considered during the selection process for independent directors.	√		-
6.3 (kha) Appointment of Independent Directors	1. The independent director shall be appointed by the Board and approved by the shareholders at the Annual General Meeting (AGM).	√		-
	2. The position of an independent director cannot remain vacant for more than 90 days.	√		-
	3. The tenure of office for an independent director shall be three years, extendable for one additional term only. A former independent director may be reappointed after a gap equivalent to one term, i.e., three years following the completion of two consecutive terms (totaling six years). Furthermore, independent directors are exempt from retirement by rotation as per the Companies Act, 1994.	√		-
6.3 (ga) Competency of Independent Directors	The independent director should possess the competencies outlined in Section (ga)(1-6) of the Insurer Corporate Governance Guideline 2023.	√		-
6.4 Role of the Board of Directors	The primary duty of the Board of Directors is to set the direction and supervise the efficient management of the insurer to attain its long-term objectives. The Board shall formulate policies and corporate governance frameworks as specified in Section 6.4 to achieve these goals.	√		-
6.5 (ka) Code of Conduct of Board of Directors	The Board of Directors shall formulate a Code of Conduct as specified in Section 6.5(ka) of the Insurer Corporate Governance Guideline 2023.	√		-
6.5 (kha) Implementation of Code of Conduct	The Board of Directors shall make a declaration confirming the implementation of the Code of Conduct annually as specified in Section 6.5(kha) of the Insurer Corporate Governance Guideline 2023.	√		-
7.00 Committees of the Board				
7.1 Committees of the Board	The Board of Directors shall establish at least five committees in Section 7(1-5) of the Insurer Corporate Governance Guideline 2023. Following are the mandatory committees outlined in the guidelines: 1. Audit Committee 2. Nomination & Remuneration Committee 3. Investment Committee 4. Risk Management Committee 5. Policyholder Protection and Compliance Committee.	√		-

Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks
		Complied	Not Complied	
7.2 (ka) Audit Committee	The Board of Directors shall form an Audit Committee, which will function as a sub-committee of the board.	√		-
7.2 (kha) Formation of the audit Committee	The formation of the audit committee shall follow the guidelines outlined in Section 7.2(kha)(1-5) of the Insurer Corporate Governance Guideline 2023.	√		-
7.2 (ga) Chairperson of Audit Committee	The Board of Directors shall appoint an Independent Director as Audit Committee Chairperson. The proceeding of the audit committee meeting shall follow the procedure outlined in Section (ga) (1-3) of the Insurer Corporate Governance Guideline 2023.	√		-
7.2 (gha) Meeting of Audit Committee	The Audit Committee is required to convene a minimum of four meetings annually. In addition to regular meetings, the committee may convene emergency meetings as necessary.	√		-
7.2 (uma) The role of Audit Committee	The Audit Committee shall execute its responsibilities in accordance with Section 7.2(uma) of the Insurer Corporate Governance Guideline 2023.	√		-
7.2 (cha) Report of Audit Committee	In the audit committee shall report its regular activities to the Board. The report shall cover the critical factors outlined in Section (cha) (1-4) of the Insurer Corporate Governance Guideline 2023.	√		-
8.00 Nomination & Remuneration Committee				
8.00 (kha) Formation of NRC Committee				
	The Board shall nominate and appoint members of the NRC Committee, which shall include at least one independent director. All members of the committee shall be non-executive directors. The Board shall adhere to additional guidelines for the formation of the NRC committee as outlined in Section 8(kha)(1-7) of the Insurer Corporate Governance Guideline 2023.	√		-
8.00 (ga) Chairperson of NRC Committee	The Board elects a Director as Chairperson in accordance with the guideline mentioned in Section 8(ga) (1-3) of the Insurer Corporate Governance Guideline 2023.	√		-
8.00 (gha) Meeting of NRC Committee	The NRC shall convene at least twice annually, with its activities adhering to Section (gha) of the Insurer Corporate Governance Guideline 2023.	√		
8.00 (uma) Role & reporting of NRC Committee	The NRC Committee shall performs and reports its activities in accordance with Section (uma) of the Insurer Corporate Governance Guideline 2023.	√		-
9.00 Investment Committee:				
9.00 (ka) Investment Committee	An Investment Committee shall be formed to monitor the company's investments and support customers, shareholders, and stakeholders.	√		-
9.00 (kha) Formation & meeting	The Investment Committee shall comprise a minimum of five members, with one director nominated as chairman of the committee. The conduct of meetings shall adhere to the guidelines specified in Section (kha) (1-3) of the Insurer Corporate Governance Guideline 2023.	√		-
9.00 (ga) Role & responsibility of Investment Committee	The Investment Committee shall conduct its activities in accordance with Section 9(Ga) (1-13) of the Insurer Corporate Governance Guideline 2023.	√		-
10.00 Risk Management Committee:				
10.00 (ka) Risk Management Committee	The board shall form a Risk Management Committee to monitor the company's potential risk and take necessary measures to mitigate the risks.	√		-

Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks
		Complied	Not Complied	
10.00 (kha) Formation & meeting	The Risk Management Committee shall comprise a minimum of three directors including an independent director, with one director nominated as chairman of the committee. The conduct of meetings shall adhere to the guidelines specified in Section 10(kha) (1-4).	√		-
10.00 (ga) Role & responsibility of Risk Management Committee	The Risk Management Committee shall conduct its activities in accordance with Section 10(Ga) (1-7) of the Insurer Corporate Governance Guideline 2023.	√		-
11.00 Policyholder Protection & Compliance Committee:				
11.00 (ka) Policyholder Protection and Compliance Committee.	The Board shall establish a Policyholder Protection & Compliance Committee to safeguard policyholder interests and facilitate the prompt resolution of customer complaints.	√		-
11.00 (kha) Formation & meeting	The Policyholder Protection & Compliance Committee shall comprise a minimum of three directors including an independent director, with one director nominated as chairman of the committee. The conduct of meetings shall adhere to the guidelines specified in Section 11(kha) (1-3).	√		-
11.00 (ga) Role & responsibility of Policyholder Protection & Compliance Committee	The Policyholder Protection & Compliance Committee shall conduct its activities in accordance with Section 11(Ga) (1-5) of the Insurer Corporate Governance Guideline 2023.	√		-
12.00 Senior Management and Key Personnel:				
12.00 (Ka-Ga) Senior Management and Key Personnel	The Board shall adhere to the guidelines specified in Section 12(ka-ga) of the Insurer Corporate Governance Guideline 2023, concerning the recruitment, job descriptions, and other related matters of Senior Management and Key Personnel.	√		-
12.1 (ka) Managing Director/Chief Executive Officer (CEO)	The Board of Directors shall appoint the Chief Executive Officer of the Insurance Companies (Appointment and Removal of Chief Executive Officers) Rules, 2012;	√		-
12.1 (kha-gha)) Managing Director/Chief Executive Officer (CEO) roles, responsibility and accountability.	The CEO shall follow the guidelines in performing their duties, responsibilities, and accountabilities in accordance with Section 12.1 (kha-gha) of the Insurer Corporate Governance Guideline 2023.	√		-
12.2 Responsibility of Senior Management and Key Personnel	The responsibilities of Key Personnel shall be determined by the Charter of Duties for each position, which will clarify and define their roles, responsibilities, and duties, ensuring compliance.	√		-
12.3 Appointed Actuaries	An actuary shall be appointed in accordance with the provisions of the Insurance Act 2010 and shall perform their responsibilities as outlined in Section 12.3 (kha-Ch) of the Insurer Corporate Governance Guideline 2023.			N/A
14.00 Disclosable Information of Board of Directors and Executive Committee Meetings:				
14.00 Disclosable Information of Board of Directors and Executive Committee Meetings	The Board shall provide the disclosable information of Board of Directors and Executive Committee meetings in accordance with the guidelines outlined in Section 14 (1-3) of the Insurer Corporate Governance Guideline 2023.	√		-

Condition No.	Title	Compliance Status (Put √ in the appropriate column)		Remarks
		Complied	Not Complied	
15.00 Related Party Transactions:				
15.00 (ka) Related Party Transactions:	To ensure proper management of the insurer and protect the interests of insurers and stakeholders, the Board shall approve and oversee related party transactions in accordance with specified procedures. The Board shall also formulate policies for identifying related party transactions, considering the matters prescribed in Section 15 (kha-Cha) of the Insurer Corporate Governance Guideline 2023.	√		-
16.00 Corporate Social Responsibility (CSR):				
16.00 Corporate Social Responsibility (CSR)	All insurance companies shall ensure corporate social responsibility in order to comply with the laws and regulations of the authorities. The insurer's annual report shall compulsorily disclose the scope of corporate social responsibility along with the audited financial statements.	√		-
17.00 Insurer's Policies:				
17.1 Whistle blowing policy	Insurers should formulate a whistleblowing policy enabling officers, employees, their representative bodies, and external and internal stakeholders to report undesirable conduct or activities to the Board. The policy should adhere to Section 17.1 (1-4) of the Insurer Corporate Governance Guideline 2023.	√		-
17.2 (ka) Other Policies	The following policies may be formulated and implemented in support of good governance: Asset and Liabilities management guidelines, Registration policy, Reinsurance policy, Insurance claim payment policies, Code of conduct for officers and employees, Code of Conduct, CSR principles, HRM policies, Financial policies, Anti-corruption policy, Anti-Discrimination policy and IT-policy etc.	√		-
18.00 Insurer Disclosures Procedures:				
18.00 (ka) Maintenance of Website	The company shall maintain an official website with a linked to the relevant authority.	√		-
18.00 (kha) Content of Website	The Company shall publish necessary information on its website for the benefit of insurance customers. The website content shall adhere to Section 18 (Kha)(1-4) of the Insurer Corporate Governance Guideline 2023.	√		-
19.00 Annual Compliance Report on Corporate Governance:				
	A self-assessment report shall be prepared annually by the Board of Directors regarding compliance with the Corporate Governance described in this guideline which shall be submitted to the authorities by January 31 of the following year. The key points of this report shall be included in the Annual Report of the company.	√		-

DIVIDEND DISTRIBUTION POLICY

1. Introduction

Dividend Distribution Policy (hereafter referred to as the Dividend Policy) has been framed by Karnaphuli Insurance PLC pursuant to Bangladesh Securities and Exchange Commission (BSEC) Directive No. BSEC/ CMRRCD/2021386/03 dated January 14, 2021.

The board of Directors of Karnaphuli Insurance PLC has adopted Dividend Distribution Policy to comply with the requirements.

2. Objective

The objective of this policy is to lay down the criteria to be considered by the Board of the Directors of the Company before recommending dividend to its shareholders for a financial year.

3. Criteria To Be Considered Before Recommending Dividend

Statutory and Regulatory Compliance

The Company shall declare dividend only after ensuring compliance with the regulatory guidelines on dividend declaration e.g. in the line with the requirements of Companies Act, 1994 and directives of the Finance Act- 2019 and or by fulfilling other restrictions, if there is any, from the regulators like; Bangladesh Securities Exchange Commission (BSEC), Dhaka Stock Exchange PLC, Chittagong Stock Exchange PLC, Central Depository Bangladesh Limited (CDBL) etc.

Financial Criteria

- Financial Performance of the company for the year for which dividend is recommended.
- Internal capital planning framework/policy.
- Tax implication if any, on distribution of dividends.
- Such other factors as deemed appropriate by the Company's Board

4. External Factors

- Shareholders expectations including individual shareholders.
- Macro- economic environment

5. Circumstances Under Which Shareholders May or May not Expect Dividend

The board of the Company may recommend any dividend if the eligibility criteria for recommendation of dividend has been made by the Company including any regulator restriction places on the Company on Declaration of dividend or if the Board strongly believes in the need to conserve capital for growth of the business.

6. Approval Procedure

- The Dividend proposal to be placed before the board its recommendation.
- The recommendation of the Board should be placed before the Annual General Meeting for the final approval of the Shareholder.
- The company shall ensure compliance of provisions of applicable Laws and this policy in relation to Dividend declared by the company.

7. Dividend Distribution

1. The Cash Dividend shall be kept in a separate Bank Account of the Company within 10 (ten) days of declaration of Cash Dividend.

2. The Company shall pay off the dividend (cash/stock) to the shareholders within 30 days of declaration or approval or record date as the case may be.
3. The Company will pay cash dividend directly to the Bank accounts of the entitled shareholders, as available in the BO (Beneficiary Owner) account maintained with the Depository Participant (DP), or the bank accounts as provided by the shareholders in paper form, through Bangladesh Electronic Funds Transfer Network (BEFTN), provided that the company may pay off such cash dividend through Bank transfer or any electronic payment system as recognized by the Bangladesh Bank, if not possible to pay off through BEFTN.
4. The Company, upon receiving the claim on cash dividend from a Stock Broker or a Merchant Banker or a Portfolio Manager for the margin client or a customer who has debit balance or margin loan, or as per intention of the client of Stock Broker or Merchant Banker or Portfolio Manager, pay off such cash dividend to the Consolidated Customers Bank Account (CCBA) of the Stock Broker or to the separate bank account of the Merchant Banker or Portfolio Manager through BEFTN.
5. The Company, in case on of non-availability of Bank Account Information or not possible to distribute cash dividend through BEFTN or any electronic payment system, issue cash dividend warrant and send it by post to the shareholder.
6. The Company will pay cash dividend to Non-resident sponsor, director, shareholder, unit holder or foreign portfolio investor (FPI) through the security custodian in compliance with the rules or regulations in this regard.
7. The Company immediately after disbursement of cash dividend and 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.
8. Unclaimed/unpaid dividend: The Company shall maintain detailed information of unpaid or unclaimed dividend and rationale therefore, 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 statement of financial position (Quarterly/Annually) as a separate line item 'Unclaimed Dividend Account'.
9. The Company shall publish year-wise summary of its unpaid or unclaimed dividend in the website.
10. The Company shall maintain 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 the Company as maintained for this purpose, within 1 (one) year from the date of declaration or approval or record date, as the case may be.
11. The Company 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).

8. Compliance Report to the Commission and Stock Exchanges

The Company shall submit a compliance report to the Commission and the Exchange(s) in a specified format in respect of the provisions of clause (2), (3), (4) and (5) of the Directive No. BSEC/ CMRRCD/2021-386/03 dated: January 14, 2021 within 7 (seven) working days of the completion of dividend distribution.

Transfer of Unclaimed/Undistributed Dividend to CMSF

As per directives of BSEC vide letter No. SEC/SRMIC/165-2020/Part -1/182 dated 19.07.2021 we have to transfer the amounts held against unclaimed or undistributed or unsettled dividends in cash & non refunded public subscriptions money held against IPO which are unpaid for 3 years or more to 'Capital Market Stabilization Fund' (CMSF). It will be a continuous process to transfer such money to CMSF every year as per directives.

We complied with the instructions.

To ensure the payment of divided to shareholders, as per BSEC instructions dated 13 July 2025 divided amount shall be deposited in the separate bank account at least one day before the AGM. Company shall submit a certificate to DSE for confirmation of divided amount poperly dopesit to separate Bank account.

Unclaimed Dividend

In compliance with the BSEC letter No SEC/SRMIC/165-2022/part-01/182 dated 19.07.2021 and BSEC letter No. SEC/SRMIC/165-2022/306 dated 24.11.2021 Karnaphuli Insurance PLC has transferred the un paid cash dividend for the year 2021 Tk. 13,13,630.22 to the Capital Market Stabilization Fund (CMSF) on 23.11.2025.

We are also disclosing the summary of un-paid or un-claimed dividend as below:

Sl. No.	Year	Un Claimed Dividend 2024	Un Claimed Dividend 2025
1	2021	1,315,474.38	Nill
2	2022	1,043,751.20	10,25,559.90
3	2023	441,056.16	3,03,011.91
4	2024	-	3,77,181.88
	Total:	**2,800,281.74**	**17,05,753.69**

9. Utilisation of Retained Earnings

The Company would utilize the retained earnings of the Company in a manner which is beneficial to the interest of the Company and its stakeholders, to ensuring maintenance of a healthy level of minimum capital adequacy ratios, meeting the Company's future business growth / expansion and strategic plans of such other purpose the Board may deem fit from time to time in the interest of the Company and its stakeholders.

10. Conflict in Policy

In the event of conflict between this policy and the extant regulations, the regulations shall prevail.

11. Amendments/Modifications

To the extant any change/amendment is required in terms of any applicable law or change in regulations, the regulations would prevail over the policy and the provision in the policy would be modified in due course to make it consistent with law, such amended policy shall be placed before the Board for necessary ratification.

12. Review of Dividend Policy

The Board of directors of the Company may review the policy, if the Board proposes to declare dividend on the basis of criteria in addition to those specified in the policy, or propose to modify the criteria, it shall disclose such changes along with the rationale for the same on the Company's website and in the Annual Report.

13. Disclosure of The Policy

The dividend policy will be available on the Company's website and will also be disclosed in the Company's Annual Report.



AUDIT REPORT

Independent Auditor's Report

To The Shareholders of The Karnaphuli Insurance PLC

On The Audit of The Financial Statements

Opinion

We have audited the accompanying financial statements of **Karnaphuli Insurance PLC** ('the company) which comprise the Statement of Financial Position as on 31 December 2025 and the Revenue accounts (Statement of profit or loss and other comprehensive income), the statement of change in Equity and the statement of cash flows for the year then ended, notes to the financial statements including a summary of significant accounting policies and other explanatory Information.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at 31 December 2025, and of its financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs), the Insurance Act 2010 the Insurance Rules 1958, Bangladesh Securities & Exchange Rule 1987 and Other applicable laws and regulations.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report.

We are independent of the Company in accordance with the International Ethics Standards Board for Accountants Code of Ethics for Professional Accountants (IESBA Code) and we have fulfilled our other ethical responsibilities in accordance with these requirements 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 opinion.

Key Audit Matters:

Description of the Risk	Auditor's Approach Toward Risk
01. Premium Income **Note: 24.00**	
The gross premium amount of **Tk. 717,995,952/-** includes premiums received from public sector business for the full year, pertaining to contracts initiated during the reporting period. Given the material significance, interdependencies with other financial statement line items, and the inherent sensitivity of this figure, we have assessed this area as high-risk in terms of potential misstatement and financial reporting integrity.	To ensure the accuracy and completeness of the reported **gross premium amount of Tk. 717,995,952/-**in the financial statements, we performed the following audit procedures, among others: **Evaluation of Internal Controls** • Assessed the **control environment** and tested the **operating effectiveness** of processes related to premium recording and recognition. **General Ledger and Trial Balance Verification** • Inspected the **general ledger** and **trial balance** to confirm that premium figures were accurately recorded and properly carried forward into the financial statements. **Cut-off Testing** • Applied **critical cut-off procedures** to ensure that premiums were recognized in the correct accounting period, excluding any transactions pertaining to prior or subsequent periods.

Description of the Risk	Auditor's Approach Toward Risk
01. Premium Income **Note: 24.00**	
	Documentary Verification of Premium Posting & Bank Deposits • Examined supporting documentation to verify that: – All premiums received were **properly recorded in the ledger**. – Corresponding amounts were **deposited into the designated bank accounts** without discrepancies. **Reinsurance Premium Adjustments Review** • Reviewed **reinsurance-related transactions** to validate adjustments, ensuring compliance with the applicable **cut-off date** and proper accounting treatment. **Recalculation for Mathematical Accuracy** • Performed **recalculation** to confirm the arithmetical correctness of premium calculations. **Disclosure & Regulatory Compliance Assessment** • Evaluated the **adequacy and appropriateness of financial statement disclosures** in accordance with: – **Insurance Act, 2010** – **International Financial Reporting Standards (IFRS)** – **International Accounting Standards (IAS)** – Other **relevant regulatory requirements** These procedures were designed to provide reasonable assurance that the reported premium revenue is **free from material misstatement** and complies with applicable financial reporting frameworks.
02. Estimated liability in respect of outstanding claims whether due or intimated **Note: 09.00**	
The company has recognized an estimated liability of **Tk. 116,456,403/-** pertaining to outstanding claims from policyholders. This estimation involves significant management judgment, particularly in assessing claim reserves, and carries a heightened risk of understatement due to the inherent uncertainties in claims forecasting.	We evaluated both the design and operating effectiveness of internal controls governing the recording process for due and intimated claims. This assessment focused particularly on areas requiring significant management judgment, where risks of understatement are most prevalent. To ensure the accuracy and completeness we performed the following audit procedures, among others: **Claims Register Review** • Obtained the complete claims register and performed sample-based testing to verify the completeness of claims recording. **Policy Documentation Verification** • Selected a sample of claimed policies and performed detailed reconciliation with corresponding claim records.

02. Estimated liability in respect of outstanding claims whether due or intimated Note: 09.00	
	Survey Report Validation • Examined a sample of survey reports and matched these against: – Respective ledger balances – Claim documentation • Conducted additional investigative procedures for any identified discrepancies. **Management Estimation Review** • Engaged with management to: – Understand their estimation methodology – Evaluate the reasonableness of key assumptions – Challenge assumptions where warranted **Claims Committee Oversight** • Reviewed minutes from Claims Committee meetings to assess: – Decision-making processes – Treatment of significant/impending claims **Payment Verification** • Tested a sample of claim payments by examining: – Intimation letters – Survey reports – Bank statements – Claim payment registers – General ledger entries **Disclosure Compliance Assessment** • Evaluated the adequacy and accuracy of financial statement disclosures against: – Applicable accounting standards (IFRS/IAS) – Insurance Act, 2010 – Insurance Rules, 1958 – Other relevant regulatory guidelines These comprehensive procedures were designed to obtain reasonable assurance regarding the completeness, accuracy, and appropriate presentation of the outstanding claims liability and related disclosures in the financial statements.

Other Information:

Management is responsible for the other information. The other information comprises all of the information in the Annual Report other than the consolidated and separate financial statements and our auditor's 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 that we obtained prior to the date of this auditor's 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 Consolidated and Separate Financial Statements and Internal Controls:

Management is responsible for the preparation and fair presentation of these Consolidated and separate financial statements in accordance with IFRSs, the Companies Act 1994, the Insurance Act 1938 (as amended in 2010), Insurance Rules 1958 the Bangladesh Securities and Exchange Rules 1987 and other applicable laws determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. 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, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- 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.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Report on other Legal and Regulatory Requirements:

In accordance with the Companies Act 1994, the Insurance Act 1938 (as amended in 2010). Bangladesh Securities and Exchange Rules 1937 and relevant notifications issued by the Bangladesh Securities Exchange Commission and other applicable laws and regulations, also report that:

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. The Balance Sheet (Statement of Financial Position) as at 31 December 2025, and the Revenue Account (Profit and Loss and Other Comprehensive Income Account), Statement of Changes in Shareholders Equity and Statement of Cash Flows of the Company dealt with by the report are in agreement with the books of account and returns;

c. As per section 62(2) of the Insurance Act 1938 (amended in 2010), in our opinion to the best of our knowledge and belief and according to the information and explanation given to us all expenses of management wherever incurred and whether incurred directly or indirectly, in respect of insurance business of the company transacted in Bangladesh during the year under report have been duly debited to the Revenue Accounts of the Company;

d. As per regulation 11 of part 1 of the third schedule of the Insurance Act 1938 (amended in 2010), in our opinion to the best of our information and as shown by its books, the company during the year under report has not paid any persons any commission in any form outside Bangladesh in respect of any its business re-insured abroad;

e. The expenditure was incurred for the purpose of the Company's business.

f. In our opinion, proper books of accounts, records and other statutory books as required by law have been kept by the Company so far as it appeared from our examinations of those books and proper returns adequate for the purpose of our audit have been received from branches not visited by us;

g. The information and explanations required by us have been received and found satisfactory;

h. The company has complied with relevant laws and regulations pertaining to reserves.

Date: April 23, 2026
Place: Dhaka

Mohammad Shibbir Hossain FCA
Enrolment No: 1048
Partner
Ashraf Uddin & Co.
Chartered Accountants
DVC:2604261048AS375619



FINANCIAL STATEMENT

KARNAPHULI INSURANCE PLC

Statement of Financial Position
(Balance Sheet)

As at December 31, 2025

CAPITAL AND LIABILITIES	Notes	31-12-2025	31-12-2024 Restated*
Authorized Capital			
60,000,000 Ordinary shares of Tk. 10.00 each		**600,000,000**	**600,000,000**
Shareholders Equity :		**1,067,426,458**	**1,037,438,767**
44,876,113 Ordinary shares of Tk.10.00 each	7.00	448,761,130	448,761,130
Share premium account		72,925,563	72,925,563
Reserve for Exceptional Losses	8.00	448,624,561	405,451,223
General Reserve		50,000,000	45,000,000
Reserve for Unrealised Gain/(Loss)*	2.03	(3,621,157)	16,771,006
Profit and Loss Appropriation Account*	25.00	50,736,361	48,529,845
Depreciation Fund Account	Annexure-1	**103,719,667**	**94,423,192**
Balance of Funds and Accounts :		**192,985,032**	**186,157,265**
Fire insurance business account		87,109,652	95,508,310
Marine insurance business account		75,874,870	66,005,972
Miscellaneous insurance business account		30,000,510	24,642,983
Liabilities & Provisions:		**738,761,928**	**654,785,718**
Premium Deposit	9.00	126,923,047	70,873,355
Estimated liability in respect of outstanding claims whether due or intimated	10.00	116,456,403	125,762,469
Amount due to other persons or bodies carrying on insurance business	11.00	2,344,685	2,344,685
Sundry Creditors	12.00	28,169,581	22,721,200
Lease Liability	13.00	6,732,092	7,927,065
Unpaid Dividend	14.00	5,560,151	6,654,570
Provision for Taxation	15.00	446,593,928	415,195,719
Provision for Deferred Tax*	16.00	5,982,042	3,306,654
Total Liabilities & Shareholders' Equity*		**2,102,893,086**	**1,972,804,941**
Net Asset Value Per Share (NAVPS)*	**27.02**	**23.79**	**23.12**

The annexed Notes from 1 to 31 form an integral part of these financial statements.

Md. Moin Uddin, FCS	**A.N.M Fazlul Karim Munshi**	**Dilruba Sharmin**
Chief Financial Officer	CEO & Managing Director	Director

Dated: Dhaka, April 23, 2026

KARNAPHULI INSURANCE PLC

Statement of Financial Position
(Balance Sheet)

As at December 31, 2025

PROPERTY AND ASSETS	Notes	31-12-2025	31-12-2024 Restated*
Investment (At cost)		**381,678,543**	**389,828,641**
Deposit with Bangladesh Bank (Bangladesh Govt. Treasury Bond)	1.00	154,000,000	144,000,000
Investment in share, debenture & bond*	2.00	227,678,543	245,828,641
Amount due from other persons or bodies carrying on insurance business	3.00	86,895,453	35,159,486
Sundry Debtors and Advance	4.00	501,340,769	468,116,084
Cash and bank balances	5.00	876,862,862	832,810,980
Other Accounts:		**256,115,459**	**246,889,750**
Fixed assets (At Cost)	Annexure -1	248,163,724	237,781,604
Right of Use (RoU) Assets	6.00	6,091,985	7,374,097
Stock of printing and stationery		1,030,900	905,200
Security deposit		828,850	828,850
Total Assets*		**2,102,893,086**	**1,972,804,941**

Nasir Uddin Ahmed
Director

Nizam Uddin Ahmed
Chairman

Subject to our separate report of even date.

(ASHRAF UDDIN & CO.)
CHARTERED ACCOUNTANTS
FRC Enlistment No. CA-001-249
Signed By: Mohammad Shibbir Hossain FCA
Enrolment No.- 1048
DVC: 2604261048AS375619

KARNAPHULI INSURANCE PLC

Statement of Profit or Loss and Other Comprehensive Income
(Profit and Loss Account)

For the year ended December 31, 2025

EXPENSES	Notes	31-12-2025	31-12-2024 Restated*
Expense of Management (Not applicable to any fund or account)			
Directors Remuneration	21.00	616,000	744,000
Advertisement and publicity	22.00	1,181,040	2,123,720
Audit fees	23.00	175,000	175,000
Fees and renewal	24.00	666,437	622,583
Legal fee		-	-
Depreciation	Annexure-1	9,296,475	8,656,580
Depreciation on right of use Assets	6.01	4,803,874	2,995,196
Lease Interest	13.00	777,281	598,333
Net profit for the year carried down to Profit and Loss Appropriation Account		129,829,564	119,318,720
		147,345,671	**135,234,132**
Reserve for exceptional loss	8.00	43,173,338	46,398,081
Provision for Taxation	15.00	31,398,209	25,515,612
Provision for Deferred Tax*	16.00	2,675,388	(2,680,254)
General Reserve		5,000,000	5,000,000
Write Off of Investment	2.05	500,000	500,000
Provision for Unrealized Gain/(Loss)*	2.03	(20,392,163)	16,771,006
Balance transfer to balance sheet*	25.00	50,736,361	48,529,845
		113,091,133	**140,034,290**
Earning Per Share (EPS)*	27.01	**2.13**	**2.15**

The annexed Notes from 1 to 31 form an integral part of these financial statements.

Md. Moin Uddin, FCS
Chief Financial Officer

A.N.M Fazlul Karim Munshi
CEO & Managing Director

Dilruba Sharmin
Director

Dated: Dhaka, April 23, 2026

KARNAPHULI INSURANCE PLC

Statement of Profit or Loss and Other Comprehensive Income
(Profit and Loss Account)

For the year ended December 31, 2025

INCOME	Notes	31-12-2025	31-12-2024 Restated*
Interest, dividend and rents (Not applicable to any fund or account)			
Interest Income	17.00	72,099,707	53,977,769
Dividend and debenture interest	18.00	6,273,577	8,246,946
Other Income		**(1,218,328)**	**1,709,907**
Miscellaneous receipt	19.00	85,278	1,599,314
Profit/(Loss) on sale of shares	20.00	(1,303,606)	110,593
Profit transferred	26.00	**70,190,715**	**71,299,510**
Fire revenue account		33,170,333	9,607,326
Marine revenue account		33,202,016	57,559,179
Miscellaneous revenue account		3,818,366	4,133,005
		147,345,671	**135,234,132**
Balance brought forward from previous year		3,653,732	3,944,564
Net profit transferred from Profit and Loss Account		129,829,564	119,318,720
Unrealized Gain/(Loss) for Investment*		(20,392,163)	16,771,006
		113,091,133	**140,034,290**

Nasir Uddin Ahmed
Director

Nizam Uddin Ahmed
Chairman

Subject to our separate report of even date.

(ASHRAF UDDIN & CO.)
CHARTERED ACCOUNTANTS
FRC Enlistment No. CA-001-249
Signed By: Mohammad Shibbir Hossain FCA
Enrolment No.- 1048
DVC: 2604261048AS375619

KARNAPHULI INSURANCE PLC

Fire Insurance Revenue Account

For the year ended December 31, 2025

EXPENSES	31-12-2025	31-12-2024
Claims under policies Less re-insurance:	66,862,390	94,323,851
Agency commission	49,627,995	45,859,569
Expenses of Management	110,504,219	94,344,890
Profit/(Loss) for the year transferred to Profit and Loss account	33,170,333	9,607,326
Balance of account at the end of the Period as shown in Balance Sheet :		
Reserve for unexpired risks being 40% of the premium income of the year	87,109,652	95,508,310
	347,274,589	**339,643,946**

The annexed Notes from 1 to 31 form an integral part of these financial statements.

Md. Moin Uddin, FCS	**A.N.M Fazlul Karim Munshi**	**Dilruba Sharmin**
Chief Financial Officer	CEO & Managing Director	Director

Dated: Dhaka, April 23, 2026

KARNAPHULI INSURANCE PLC

Fire Insurance Revenue Account

For the year ended December 31, 2025

INCOME	31-12-2025	31-12-2024
Balance of account at the beginning of the year:		
Reserve for unexpired risks	95,508,310	79,815,974
Premium less-re-insurance	217,774,131	238,770,774
Commission on re-insurance ceded	33,992,148	21,057,198
	347,274,589	**339,643,946**

Nasir Uddin Ahmed
Director

Nizam Uddin Ahmed
Chairman

Subject to our separate report of even date.

(ASHRAF UDDIN & CO.)
CHARTERED ACCOUNTANTS
FRC Enlistment No. CA-001-249
Signed By: Mohammad Shibbir Hossain FCA
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KARNAPHULI INSURANCE PLC

Marine Insurance Revenue Account

For the year ended December 31, 2025

EXPENSES	Marine Cargo	Marine Hull	31-12-2025	31-12-2024
Claims under policies Less re-insurance:	28,363,142	188,934	28,552,076	17,455,711
Agency commission	36,399,670	747,683	37,147,353	28,389,143
Expenses of management	60,208,783	1,709,681	61,918,464	60,100,152
Profit/(Loss) for the year Transferred to Profit & Loss Account	33,739,661	(537,645)	33,202,016	57,559,179
Balance of account at the end of the Period as shown in Balance Sheet :				
Reserve for unexpired risks being 50% of the marine cargo and 100% of the marine hull premium income of the year	73,813,264	2,061,606	75,874,870	66,005,972
Total:	**232,524,520**	**4,170,259**	**236,694,779**	**229,510,157**

The annexed Notes from 1 to 31 form an integral part of these financial statements.

Md. Moin Uddin, FCS
Chief Financial Officer

A.N.M Fazlul Karim Munshi
CEO & Managing Director

Dilruba Sharmin
Director

Dated: Dhaka, April 23, 2026

KARNAPHULI INSURANCE PLC

Marine Insurance Revenue Account

For the year ended December 31, 2025

INCOME	Marine Cargo	Marine Hull	31-12-2025	31-12-2024
Balance of account at the beginning of the year:				
Reserve for unexpired risks	65,064,403	941,569	66,005,972	50,716,725
Premium less: re-Insurance	147,626,527	2,061,606	149,688,133	163,602,576
Commission on re-insurance ceded	19,134,016	789,054	19,923,070	13,792,970
Profit commission	699,574	378,030	1,077,604	1,397,886
Total:	**232,524,520**	**4,170,259**	**236,694,779**	**229,510,157**

Nasir Uddin Ahmed
Director

Nizam Uddin Ahmed
Chairman

Subject to our separate report of even date.

(ASHRAF UDDIN & CO.)
CHARTERED ACCOUNTANTS
FRC Enlistment No. CA-001-249
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KARNAPHULI INSURANCE PLC

Miscellaneous Insurance Revenue Account

For The Year Ended Decenber 31,2025

EXPENSES	Motor	Miscellanous	31-12-2025 Total	31-12-2024 Total
Claims under policies Less re-insurance:	11,131,840	11,821,987	22,953,827	15,119,818
Agency commission	3,186,205	9,427,417	12,613,622	9,596,320
Expenses of management	6,977,939	22,919,240	29,897,179	34,352,590
Profit/(Loss) for the year Transferred to Profit & Loss Account	(414,439)	4,232,805	3,818,366	4,133,005
Balance of account at the end of the Period as shown in Balance Sheet :				
Reserve for unexpired risks being 40% of the motor and 50% on miscellaneous premium income of the year	8,540,208	21,460,302	30,000,510	24,642,983
Total:	**29,421,753**	**69,861,751**	**99,283,504**	**87,844,716**

The annexed Notes from 1 to 31 form an integral part of these financial statements.

Md. Moin Uddin, FCS
Chief Financial Officer

A.N.M Fazlul Karim Munshi
CEO & Managing Director

Dilruba Sharmin
Director

Dated: Dhaka, April 23, 2026

KARNAPHULI INSURANCE PLC

Miscellaneous Insurance Revenue Account

For The Year Ended Decenber 31,2025

INCOME	Motor	Miscellanous	31-12-2025 Total	31-12-2024 Total
Balance of account at the beginning of the year:				
Reserve for unexpired risks	7,687,248	16,955,735	24,642,983	19,983,480
Premium less: re-Insurance	21,350,521	42,920,604	64,271,125	61,607,458
Commission on re-insurance ceded	383,984	9,858,035	10,242,019	5,775,842
Profit commission	-	127,377	127,377	477,936
	29,421,753	**69,861,751**	**99,283,504**	**87,844,716**

Nasir Uddin Ahmed
Director

Nizam Uddin Ahmed
Chairman

Subject to our separate report of even date.

(ASHRAF UDDIN & CO.)
CHARTERED ACCOUNTANTS
FRC Enlistment No. CA-001-249
Signed By: Mohammad Shibbir Hossain FCA
Enrolment No.- 1048
DVC: 2604261048AS375619

KARNAPHULI INSURANCE PLC

Statement of Changes in Equity

For the year ended December 31, 2025

Particulars	Share Capital	Share Premium	Reserve of Exceptional Loss	General Reserve Fund	Other Comprehensive Income	Retained Earning	Total
Balance as at January 01, 2025	**448,761,130**	**72,925,563**	**405,451,223**	**45,000,000**	**-**	**48,737,208**	**1,020,875,124**
Provision for Deferred Tax Reversed						(2,887,617)	(2,887,617)
Restated Provision for Deferred Tax						2,680,254	2,680,254
Unrealised Gain or (Loss)						16,771,006	16,771,006
Provision for Unrealised Gain or Loss					16,771,006	(16,771,006)	-
Restated Balance as at January 01, 2025	**448,761,130**	**72,925,563**	**405,451,223**	**45,000,000**	**16,771,006**	**48,529,845**	**1,037,438,767**
Cash Dividend	-	-	-	-		(44,876,113)	(44,876,113)
Net Profit for the year	-	-	-	-		129,829,564	129,829,564
Reserve for Exceptional Losses	-	-	43,173,338	-		(43,173,338)	-
Redemption of IPO Share						(500,000)	(500,000)
General Reserve				5,000,000		(5,000,000)	-
Provision for Taxation for the year	-	-	-	-		(31,398,209)	(31,398,209)
Provision for Deferred Tax	-	-	-	-		(2,675,388)	(2,675,388)
Unrealised Gain or Loss (Investment in Share)						(3,621,157)	(3,621,157)
Provision for Unrealised Gain or Loss					(20,392,163)	3,621,157	(16,771,006)
Balance as at December 31, 2025	**448,761,130**	**72,925,563**	**448,624,561**	**50,000,000**	**(3,621,157)**	**50,736,361**	**1,067,426,458**

For the year ended December 31, 2024

Particulars	Share Capital	Share Premium	Reserve of Exceptional Loss	General Reserve Fund	Other Comprehensive Income	Retained Earning	Total
Balance as at January 01, 2024	**448,761,130**	**72,925,563**	**359,053,142**	**40,000,000**	**-**	**48,820,677**	**969,560,512**
Cash Dividend	-	-	-	-	-	(44,876,113)	(44,876,113)
Net Profit for the year	-	-	-	-	-	19,318,720	119,318,720
Reserve for Exceptional Losses	-	-	46,398,081	-	-	(46,398,081)	0
Redemption of IPO Share						(500,000)	(500,000)
General Reserve				5,000,000		(5,000,000)	-
Provision for Taxation for the year	-	-	-	-	-	(25,515,612)	(25,515,612)
Provision for Deferred Tax	-	-	-	-	-	2,887,617	2,887,617
Balance as at December 31, 2024	**448,761,130**	**72,925,563**	**405,451,223**	**45,000,000**	**-**	**48,737,208**	**1,020,875,124**

The annexed Notes from 1 to 31 form an integral part of these financial statements.

Md. Moin Uddin, FCS	A.N.M Fazlul Karim Munshi	Dilruba Sharmin	Nasir Uddin Ahmed	Nizam Uddin Ahmed
Chief Financial Officer	CEO & Managing Director	Director	Director	Chairman

Subject to our separate report of even date.

(ASHRAF UDDIN & CO.)
CHARTERED ACCOUNTANTS
FRC Enlistment No. CA-001-249
Signed By: Mohammad Shibbir Hossain FCA
Enrolment No.- 1048
DVC: 2604261048AS375619

Dated: Dhaka, April 23, 2026

KARNAPHULI INSURANCE PLC

Statement of Cash Flows

For the year ended December 31, 2025

Particulars	Notes	31-12-2025	31-12-2024
A. Cash Flow from Operating Activities :			
Collection from premium and other receipts		574,472,153	564,429,732
Payment against agency commission, claim less re-insurance, management expense		428,422,457	406,810,576
Income tax paid and deducted at source		33,976,021	26,928,143
Net Cash Flow from Operating Activities :	28.00	**112,073,675**	**130,691,013**
B. Cash flow from Investing Activities :			
Purchase of Fixed Assets		(10,382,120)	(9,342,578)
ROU Assetts		1,282,112	(7,374,096)
Investment in Share and Securities		(25,066,691)	(17,949,045)
Purchase of BGTB		(10,000,000)	(34,000,000)
Sale Proceeds of Motor Car		-	1,680,000
Redemption of Debentures		-	-
Sale proceeds of Share and Securities		21,021,019	18,421,915
Net Cash used from Investing Activities		**(23,145,680)**	**(48,563,804)**
C. Cash Flow from Financing Activities :			
Dividend Paid		(44,876,113)	(44,876,113)
Net Cash Flow from Financing Activities		**(44,876,113)**	**(44,876,113)**
D. Net Increase in Cash and Cash Equivalent (A+B+C)		44,051,882	37,251,096
E. Cash and Cash Equivalent at the beginning of the year		832,810,980	795,559,884
F. Cash and Cash Equivalent at the end of the year	5.00	**876,862,862**	**832,810,980**
Net Operating Cash Flow Per Share (NOCFPS)	27.03	**2.50**	**2.91**

The annexed Notes from 1 to 31 form an integral part of these financial statements.

Md. Moin Uddin, FCS	A.N.M Fazlul Karim Munshi	Dilruba Sharmin	Nasir Uddin Ahmed	Nizam Uddin Ahmed
Chief Financial Officer	CEO & Managing Director	Director	Director	Chairman

Subject to our separate report of even date.

(ASHRAF UDDIN & CO.)
CHARTERED ACCOUNTANTS
FRC Enlistment No. CA-001-249
Signed By: Mohammad Shibbir Hossain FCA
Enrolment No.- 1048
DVC: 2604261048AS375619

Dated: Dhaka, April 23, 2026

KARNAPHULI INSURANCE PLC

Form AA

Classified Summary of Assets

As on December 31, 2025

CLASS OF ASSETS	Amount	Remarks
Investment:		
Bangladesh Treasury Bond	154,000,000	At Cost
(Deposit with Bangladesh Bank)		
Investment in Shares	186,437,656	At FVOCI
Investment in Unit Funds	15,565,263	At FVOCI
Investment in Debenture	20,225	At Cost
Investment in Pre IPO Placement Share	11,250,000	At Cost
Investment in ACAML	14,405,399	At Cost
Cash on Fixed, STD and Current Deposit	873,924,289	Realizable Value
Cash in Hand and Stamps	2,938,573	Realizable Value
Sundry Debtors, Advance and Deposits	501,340,769	Book Value
Stock of Printing Materials in Hand	1,030,900	Physical Balance
Fixed Assets	248,163,724	At Cost
Security Deposit	828,850	Realizable Value
	2,009,905,648	

Note:

Md. Moin Uddin, FCS	**A.N.M Fazlul Karim Munshi**	**Dilruba Sharmin**	**Nasir Uddin Ahmed**	**Nizam Uddin Ahmed**
Chief Financial Officer	CEO & Managing Director	Director	Director	Chairman

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DVC: 2604261048AS375619

Dated: Dhaka, April 23, 2026

KARNAPHULI INSURANCE PLC

Schedule of Fixed Assets and Depreciation/Amortization thereon

As on December 31, 2025

Annexure -1

PARTICULARS	COST				DEPRECIATION					Written Down value as at 31-12-2025	Written Down value as at 31-12-2024
	Balance as at 01-01-2025	Addition during the year	Adjustment during the year	Balance as at 31-12-2025	Rate	Balance as at 01-01-2025	Charge during the year	Adjustment during the year	Balance as at 31-12-2025		
Land and land Development	7,445,345	-	-	7,445,345	-	-	-	-	-	7,445,345	7,445,345
Building and Development	118,461,619	-	-	118,461,619	5%	17,373,631	5,054,399	-	22,428,030	96,033,589	101,087,988
Furniture and Fixtures	23,911,508	1,910,625	-	25,822,133	10%	9,417,048	1,515,045	-	10,932,093	14,890,040	14,494,460
Motor Vehicles	26,443,533	4,303,100	-	30,746,633	10%	19,059,646	908,926		19,968,572	10,778,061	7,383,887
Lease Asset (Motor Vehicle)	14,538,154	-	-	14,538,154	20%	14,026,639	102,303		14,128,942	409,212	511,515
Office Equiepment	1,623,694	-	-	1,623,694	10%	1,617,188	651		1,617,839	5,855	6,506
Decoration	16,319,392	2,140,814	-	18,460,206	10%	12,029,567	495,273		12,524,840	5,935,366	4,289,825
Motor Cycles	1,549,240	-	-	1,549,240	10%	1,209,255	33,999		1,243,254	305,986	339,985
Ceiling Fans	248,225	11,200	-	259,425	10%	247,555	1,045		248,600	10,825	670
Bi-Cycles	40,400	-	-	40,400	10%	40,369	3	-	40,372	28	31
Telephone Installation	825,695	-	-	825,695	10%	821,390	431	-	821,821	3,874	4,305
Air-Coolar	5,127,252	180,481	-	5,307,733	10%	4,511,010	72,516	-	4,583,526	724,207	616,242
Carpet	695,032	-	-	695,032	10%	692,252	278	-	692,530	2,502	2,780
Electric Equipment	5,721,880	116,107	-	5,837,987	10%	3,491,434	226,442	-	3,717,876	2,120,111	2,230,446
Computer	8,595,385	342,614	-	8,937,999	25%	6,459,273	575,897	-	7,035,170	1,902,829	2,136,112
Software	6,235,250	1,377,179	-	7,612,429	10%	3,426,935	309,267	-	3,736,202	3,876,227	2,808,315
Total:	**237,781,604**	**10,382,120**	**-**	**248,163,724**		**94,423,192**	**9,296,475**	**-**	**103,719,667**	**144,444,057**	**143,358,412**



NOTES TO THE FINANCIAL STATEMENT

KARNAPHULI INSURANCE PLC

Notes to the Financial Statements and Significant Accounting Policies

For the year ended December 31, 2025

A. General information:

i. Legal status of the Company:

The Company was incorporated as a Public Limited Company on 23 November 1986 and subsequently obtained the Certificate of Commencement of Business (No. C-17002/406 of 1986–1987) from the Registrar of Joint Stock Companies and Firms, Bangladesh, with effect from the same date. The Company's shares are listed on Dhaka Stock Exchange PLC .

ii. Nature of business:

The primary objective of the Company is to carry on all forms of insurance, guarantee, and indemnity business, excluding life insurance. In pursuance of this objective, the Company offers a comprehensive range of general insurance products, including Fire and Allied Perils Insurance, Marine Cargo and Hull Insurance, Aviation Insurance, and Miscellaneous Insurance.

iii. Address of registered office and place of business of the company:

The registered office of the Company is situated at Meghna Life-Karnaphuli Bima Bhaban, 11/B & 11/ D, Toyenbee Circular Road, Motijheel C/A, Dhaka-1000, Bangladesh. The Company conducts its operations through a network of 31 Branches strategically located across the various divisions of Bangladesh.

iv. Date of Financial Statements authorized for issue:

Financial Statements of the company for the year ended December 31, 2025 were authorized by the Board for issue on April 23, 2026 in accordance with a resolution of the Board of Directors of the company.

B. Summary of significant accounting and related policies:

i. Basis of Accounting:

The financial statements have been prepared in accordance with the International Financial Reporting Standards (IFRS) as adopted and issued by the Financial Reporting Council (FRC), and in compliance with the Insurance Act 2010, the Companies Act 1994, the Insurance Rules 1958 (to the extent applicable), and the relevant rules, regulations, and guidelines issued by the Insurance Development and Regulatory Authority (IDRA). Additionally, the financial statements conform to the requirements of the Securities and Exchange Rules 1987 and all other applicable laws and regulations in force in Bangladesh.

ii. Basis of Presentation:

The Balance Sheet has been prepared in accordance with the regulations as contained in part-I of the First Schedule. Revenue Account of each class of general insurance business has been prepared in accordance with the regulations as contained in Part-I of the Third Schedule and as per form 'F' as set forth in part-II of Third Schedule of Insurance Act, 1938 as amended from time to time.

iii. Adoption of International Accounting Standards (IASs):

In Preparing and presenting these financial statements, considering relevant for the significant accounting issues of the company, following IASs and IFRSs have been adopted by the company.

IAS 1 Presentation of Financial Statements
IAS 7 Statement of Cash Flows
IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors
IAS 10 Events after the reporting period
IAS 12 Income taxes
IAS 14 Segment Reporting
IAS 16 Property, Plant and Equipment
IAS 19 Employees Benefit plan
IAS 24 Related party disclosure
IAS 32 Financial Instruments
IAS 33 Earning per Share

IAS 37 Provision, contingent liabilities and contingent Assets
IFRS 9 Financial Instruments
IFRS 15 Revenue from Contracts with Customer
IFRS 16 Lease

iv. Statement of Cash Flows:

The Statement of Cash Flows has been prepared in accordance with IAS 7 and presents the structure of, and changes in, cash and cash equivalents during the financial year. Cash and cash equivalents comprise notes and coins on hand, as well as unrestricted balances held with commercial banks. The Statement is classified into three categories: operating activities, investing activities, and financing activities. The direct method has been applied to present operating activities, and a reconciliation between the direct method and the indirect method is provided in Note No. 26.00 to the financial statements.

v. Content and presentation of financial statements:

Components of the financial statements

Following the Insurance Act, 2010 and IAS 1 the company's financial statements include the following components:

(a) Balance Sheet (Statement of Financial Position);
(b) Profit and Loss Account (Statement of Profit or Loss Account & Other Comprehensive Income);
(c) Profit and Loss Appropriation Account;
(d) Fire Insurance Revenue Account;
(e) Marine Insurance Revenue Account;
(f) Miscellaneous Insurance Revenue Account;
(g) Statement of Changes in Equity;
(h) Statement of Cash Flows; and
(i) Notes to the Financial Statements and significant accounting policies.

vi. Premium Income:

The total amount of premium earned on various classes of insurance business underwritten during the year, the gross amount of premium earned against various policies, the amount of re-insurance premium due to Sadharan Bima Corporation, the amount of re-insurance commission earned and the amount of claims less re-insurance settled during the year have all been duly accounted for in the books of accounts of the Company and while preparing the final statements of accounts, the effect of re-insurance accepted and re-insurance ceded as well as the effect of total estimated liabilities in respect of outstanding claims at the end of the year, whether due or intimated have also been duly reflected in order to arrive at the net underwriting profit for the year.

vii. Interest on Statutory and Other Investments:

Interest earned on statutory investments of Taka 15.40 Crore lying with Bangladesh Bank in the Form of Bangladesh Treasury Bonds has been accounted for at the prescribed rate. Besides, interest received from banks on STD accounts and FDR accounts have been duly credited to the Profit and Loss Account. Due to the frequent changes in banking policies, interest on FDRs and Bonds are recognised on cash basis rather than accruals basis.

viii. Gain on Sale of Share/ Dividend Income :

Gain/loss on sale of shares and dividend income earned during the year has been shown in the Profit and Loss Account.

ix. Management Expenses:

Management expenses as charged to Revenue Accounts amounting to Taka 202,319,862 is approximately 28.18% of gross premium of Taka 717,995,952 earned during the year. The expenses have been apportioned @ 54.62% to Fire, 30.60% to Marine and 3.45 % to Motor & 11.33% to Miscellaneous business as per management decision.

x. Provision for Unexpired Risks:

Before arriving at the surplus of each class of business necessary Provision for Unexpired Risks have been created at the rate of 40% on Fire & Motor business ,50% on Marine Cargo & Misc business except on Marine Hull business for which the provision was made @ 100% of the total premium for the year 2025.

xi. Depreciation on Fixed Assets:

Depreciation on Fixed Assets have been charged as per diminishing balance method. Depreciation charged for full year on previous year's assets and depreciation charged on current year's addition when it is available for use as per requirement of IAS -16.

Category of Assets	Rate of depreciation	
	2025	2024
Building and Development	5%	5%
Furniture and fixtures	10%	10%
Motor vehicles	10%	10%
Office and electrical equipment	10%	10%
Decoration	10%	10%
Computer & Accessories	25%	25%
Other	10%	10%

xii. Operation:

During the year under audit, the Company earned Premium of Taka 717,995,952 (includes public sector business of Taka 108,614,663) and the net underwriting profit thereon was Taka 70,190,715 as against Taka 71,299,510 in the preceding year.

xiii. Public Sector Business

Public Sector Business upto June 2025 has been accounted for on the basis of Statement received from Sadharan Bima Corporation (SBC).

xiv. Taxation:

Income Tax:

Income Tax Assessment of the company has been completed up-to the Assessment year 2000-2001 (Income year December 31, 1999) & 2020-2021 (Income year December 31, 2019). Assessment year 2001-2002 (Prayer for rectification of mistake U/S-173. Assessment year 2003-2004, 2004-2005 & 2005-2006 lying with higher authorities. Assessment year 2002-2003, 2007-2008 to 2019-2020 & 2021-2022 .2022-2023 are appeal pending with High Court and 2023-2024 & 2024-2025 are under process.

xv. Employees Benefits:

The company maintain a contributory provident fund for its employees. Every eligible employee contributes @ 10% of his basic salary on a monthly basis and the company also contributes an equal amount to the fund. The fund is approved by the National Board of Revenue.

xvi. Reserve for Exceptional Loss:

As per the provision of paragraph 6 (2) of the 4th schedule of Income Tax Ordinance 1984 the company is entitled to make provision under Reserve for Exceptional Loss up to 10% of premium income. Hence Tk. 43,173,338 has been provided during the year.

xvii. Reporting Currency

The financial statements are prepared and presented in Bangladesh Taka (BDT), which is the company's financial currency.

xviii. Reporting period:

The financial statements of the company cover one calendar year from 1st January to 31st December, 2025.

xix. Related Party Disclosures:

The company carried out transactions with related party in the normal course of business and on arms' length basis. The information as required by IAS- 24 "Related Party Disclosures" has been disclosed in a separate note-27.00 the financial statements.

xx. Others

i) Provision for income tax has been made in accordance with the best estimate of the management based on the prevailing Income Tax law.

ii) During the year interest on investment in Bangladesh Treasury Bonds and Debenture as well as Dividend on shares have been accounted for as income on receipt basis.

iii) Investments in shares have been shown at cost.

iv) Figures have been rounded off to the nearest taka and previous year's figures have been re-arranged for the purpose of comparison where felt necessary.

1.00 Deposit with Bangladesh Bank (Bangladesh Govt. Treasury Bond):

The amount of Tk.154,000,000 represents the value of Bangladesh Bank (Bangladesh Govt. Treasury Bond) at cost which is held with Bangladesh Bank as statutory deposit under Insurance Act. 2010.

Particulars	31-12-2025	31-12-2024
Opening Balance	144,000,000	110,000,000
Add: Addition during the year	10,000,000	34,000,000
Closing Balance	**154,000,000**	**144,000,000**

2.00 Investment in Share, Debenture & Bond (Restated):

The details break-up is as follows:

Restated to FVOCI Model

Particulars	Notes	31-12-2025	31-12-2024 (Restated)
Share at FVOCI*	2.01	186,437,656	201,717,704
Unit Funds at FVOCI*	2.02	15,565,263	17,935,313
Debentures	2.04	20,225	20,225
Pre IPO Placement Share	2.05	11,250,000	11,750,000
ACAML		14,405,399	14,405,399
	Total:	**227,678,543**	**245,828,641**

*The management has decided to recognise the investment in share, debentures and bonds at FVOCI model (through Profit or Loss Appropriation Account) as per IFRS 9 and IAS 39 from 2025. Hence, the balance from the earliest comparative figures have been restated as per IAS 8.

Investment in Share, Debenture & Bond (Before Adjustment):

The details break-up is as follows:

Particulars	Notes	31-12-2025	31-12-2024
Shareat Cost	2.01	183,836,998	181,094,933
Unit Funds	2.02	21,787,078	21,787,078
Debentures	2.03	20,225	20,225
Pre IPO Placement Share	2.04	11,250,000	11,750,000
ACAML		14,405,399	14,405,399
	Total:	**231,299,700**	**229,057,635**

2.01 Investment in Shares

SL No.	Name of the Company	Quantity	Book Value	Market Value
1	ACIFORMULA*	2,200	329,932	281,380
2	ACMELAB*	15,500	1,299,662	1,098,950
3	APOLOISPAT	75,000	663,025	127,500
4	BATASHOE	3,150	2,954,748	2,532,915
5	BATBC*	9,550	4,143,381	2,374,130
6	BEACONPHAR*	6,000	729,406	627,600
7	BSCPLC*	8,000	1,319,762	1,012,800
8	CONFIDCEM*	33,450	3,725,588	1,645,740
9	DELTALIFE*	9,556	847,937	649,808
10	EASTRNLUB	80	132,614	132,560
11	EHL*	25,000	2,378,942	1,825,000
12	GENEXIL*	10,240	663,245	275,456
13	GPHISPAT	15,077	636,856	241,232
14	ICB*	6,500	680,755	235,300
15	IDLC*	33,310	1,964,561	1,189,167
16	IFADAUTOS	19,897	939,941	429,775
17	JHRML	23,400	2,055,506	980,460
18	LHB*	15,000	927,807	700,500
19	LINDEBD*	4,900	7,138,157	3,675,490
20	LOVELLO*	800	55,230	54,080
21	MATINSPINN*	29,226	1,726,309	1,321,015
22	MEGHNALIFE*	2,431,218	98,131,810	120,831,544
23	MJLBD*	5,800	569,874	524,900
24	NPOLYMER	30,000	1,638,083	792,000
25	OLYMPIC*	1,600	239,800	219,840
26	ORIONPHARM	13,000	1,217,217	356,200
27	PHENIXINS*	7,890	421,465	214,604
28	PRAGATIINS*	22,701	1,715,559	1,602,691
29	RDFOOD*	46,000	1,358,477	901,600
30	RECKITTBEN*	260	904,346	890,344
31	RENATA*	2,260	2,604,545	885,468
32	RENATAPS	1,000	1,900,000	1,900,000
33	ROBI*	40,000	1,165,736	1,128,000
34	SEAPEARL	10,102	661,619	329,320
35	SINGERBD*	1,703	240,660	143,904
36	SQURPHARMA*	19,000	4,311,792	3,773,400
37	SSSTEEL	90,000	1,646,591	369,000
38	TUNGHAI	30,000	358,044	48,000
39	UNIQUEHRL*	14,500	757,252	553,900
40	UPGDCL*	3,500	836,828	406,350
41	WALTONHIL*	4,510	3,924,252	1,699,819
42	WATACHEM	4,499	1,170,507	628,510
43	MEGHNASHRM	260	11,729	-
44	BDZIPPER	1,300	227,734	-
45	MITATEX	480	24,931	-
46	MAQENTER	50	5,000	-
47	EXCELSHOE	661	50,223	-
48	MARKBD	84	6,800	-
49	PARAGOAN	34	3,800	-
50	2NDICBUF	10,344	80,327	111,095
51	MTBUF	2,010,000	20,767,923	21,004,500
52	CDBL	571,181	1,570,710	5,711,810
	Grand Total:	**5,719,773**	**183,836,998**	**186,437,656**

2.02 Unit Fund:

The details break-up is as follows:

Name of company	Quantity	Book value	Market Value
ICB Islamic Unit Fund	50,036	687,078	365,263
Sandhani Life Unit Fund	2,000,000	21,100,000	15,200,000
TOTAL		**21,787,078**	**15,565,263**

2.03 Unrealized Gain or Loss

The details break-up is as follows:

Particulars	Notes	31-12-2025	31-12-2024
Share at Cost		183,836,998	181,094,933
Share at Market Value at December 31		186,437,656	201,717,704
Unrealised Gain/(Loss) on Share		**2,600,658**	**20,622,771**
Unit Fund at Cost		21,787,078	21,787,078
Unit Fund at Market Value on December 31		15,565,263	17,935,313
Unrealised Gain/(Loss) on Share		**(6,221,815)**	**(3,851,765)**
Net Unrealised Gain/(Loss)		**(3,621,157)**	**16,771,006**
Current Year's Gain/(Loss)		**(20,392,163)**	**16,771,006**

The Unrealised Gain/(Loss) has been recognised through Profit and Loss Appropriation Account at Fair Value Through Other Comprehensive Income (FVOCI) model as per IFRS 9. And, last year's comparative figures in the Balance Sheet and Profit and Loss Appropriation Account have been restated accordingly as per IAS 8.

2.04 Debentures:

The details break-up is as follows:

Name of the Company	No.of Share	31-12-2025	31-12-2024
Bangladesh Zipper Limited	101	20,225	20,225
	Total:	**20,225**	**20,225**

2.05 IPO Placement Share:

The details break-up is as follows:

Name of the Company	No.of Share	31-12-2025	31-12-2024
Energy Prima Ltd.	50,000	4,750,000	4,750,000
GMG Airlines	100,000	4,000,000	4,500,000
Zenith Islami Life Insurance Limited	250,000	2,500,000	2,500,000
	Total:	**11,250,000**	**11,750,000**

The Board has decided to Write Off the Investment in GMG Airlines at an annual rate of 10% starting from 2024. The impact has been presented in Note: 25.00.

3.00 Amount Due From Other Persons or Bodies Carrying on Insurance Business:

The details break-up is as follows:

Particulars	Notes	31-12-2025	31-12-2024
S.B.C. (Claim paid against Re-Insurance)	3.01	922,689,354	864,148,375
S.B.C. (Co-Insurance Premium Govt. Business)		241,448,698	230,370,210
Co- Insurance Share Premium receivable from other Insurance Companies		3,421,368	4,536,254
Claim recoverable from other Insurance Companies		2,243,855	2,243,855
		1,169,803,275	**1,101,298,694**
Less: Amount due to S.B.C. for Re-Insurance	11.01	1,082,907,822	1,066,139,208
	Total:	**86,895,453**	**35,159,486**

3.01 SBC (Claim Paid against Re-Insurance)

The details break-up is as follows:

Particulars	31-12-2025	31-12-2024
SBC (Claim paid against Re-insurance)	1,023,353,822	964,812,843
Add: Amount received from S.C.B during the year	-	-
Less: Amount paid by S.B.C upto 2025	(100,664,468)	(100,664,468)
Total:	**922,689,354**	**864,148,375**

4.00 Sundry Debtors and Advances:

The details break-up is as follows:

Particulars	Notes	31-12-2025	31-12-2024
Salary and Allowances		185,000	-
Office Rent		2,758,287	3,487,519
Advance Income Tax	4.01	480,042,868	446,066,847
House building advance		693,842	1,036,911
Motor Cycle		1,189,499	773,393
1CDDRB		-	500,000
Alliance Capital Asset Management Limited		15,594,601	15,594,601
IPO Share Receivable		665,836	-
Meghna Life Securities Ltd.		210,836	656,813
	Total:	**501,340,769**	**468,116,084**

4.01 Advance Income Tax:

The break-up is noted below:

Accounting year	Assessment year	Advance Tax	Assessed Tax	Remarks
31/12/2000	2001-2002	6,107,694	6,285,037	Prayer for rectification of mistake U/S-173
31/12/2001	2002-2003	5,614,848	6,927,444	Appeal pending with High Court
31/12/2002	2003-2004	5,820,361	7,969,351	Lying With Higher Authorities
31/12/2003	2004-2005	13,631,272	14,510,551	Lying With Higher Authorities
31/12/2005	2006-2007	4,604,995	-	Lying With Higher Authorities
31/12/2006	2007-2008	11,016,113	17,978,280	Appeal pending with High Court
31/12/2007	2008-2009	5,565,059	12,689,743	Appeal pending with High Court
31/12/2008	2009-2010	5,190,407	-	Appeal pending with High Court
31/12/2009	2010-2011	11,869,602	-	Appeal pending with High Court
31/12/2010	2011-2012	15,177,694	-	Appeal pending with High Court
31/12/2011	2012-2013	24,686,493	-	Appeal pending with High Court
31/12/2012	2013-2014	27,197,135	-	Appeal pending with High Court
31/12/2013	2014-2015	30,910,433	-	Appeal pending with High Court
31/12/2014	2015-2016	29,415,296	-	Appeal pending with High Court
31/12/2015	2016-2017	33,818,486	-	Appeal pending with High Court
31/12/2016	2017-2018	27,778,949	-	Appeal pending with High Court
31/12/2017	2018-2019	25,429,949	-	Appeal pending with High Court
31/12/2018	2019-2020	24,392,264	-	Appeal pending with High Court
31/12/2020	2021-2022	26,243,983	-	Appeal pending with High Court
31/12/2021	2022-2023	37,800,610	-	Appeal pending with High Court
31/12/2022	2023-2024	26,961,378	-	Assessment completed
31/12/2023	2024-2025	19,905,683	-	Assessment under Process
31/12/2024	2025-2026	36,928,143	-	Assessment under Process
31/12/2025	2026-2027	23,976,021	-	Returned to be filed
Total:		**480,042,868**	**66,360,406**	

4.01(a) The details break-up is as follows:

The advance tax paid in different years falls adjustable with the assessed tax liabilities subject to disposal of appeals and tribunals. The shortfall of tax of relevant years will be met out of reserve for tax. An amount of Taka 23,976,201as been paid as advance tax during the year as shown below:

AIT (paid in Cash):	Amount
For the Assessment year 2026-2027	10,000,000
Deduction at source (Dividend on share)	1,254,715
Deduction at source (Interest on STD Account)	267,918
Deduction at source (Interest on FDR)	10,625,264
Deduction at source (Interest on BGTB)	1,191,364
Tax on BD Thai share Sold	97,050
Car Tax Token	539,710
Total:	**23,976,021**

5.00 Cash and Bank Balances:

The above amount is made up as follows:

Particulars	Notes		31-12-2025	31-12-2024
Cash in hand:				
Cash			2,594,058	2,951,792
Stamps			344,515	971,389
	5.01	**Sub total:**	**2,938,573**	**3,923,181**
Cash at bank:				
Fixed Deposits	5.02		755,565,824	731,658,770
CD and STD Accounts	5.03		118,358,465	97,229,029
		Sub total:	**873,924,289**	**828,887,799**
		Total:	**876,862,862**	**832,810,980**

5.01 Cash in hand balances have been certified by the branch management along with the certified Returns furnished by the branches.

5.02 Fixed Deposits

Fixed deposits balances consist of 313 numbers maintained with 40 banks and 7 NBFI throughout the country as on 31 December 2025.

5.03 CD and STD Accounts

Bank balances consist of 12 numbers of STD Account and 4 numbers of CD Account maintained with 10 banks through out the country as on 31 December 2025.

6.00 Right of use (ROU) Assets

The details break-up is as follows:

Particulars	31-12-2025	31-12-2024
Opening Balance	7,374,097	-
Add: Addition during the year	3,521,762	10,369,293
Less: Current Year Depreciation	4,803,874	2,995,196
Closing Balance:	**6,091,985**	**7,374,097**

RoU Asset has been recognized for majority of the rented offices from FY 2025. The excluded ones are either expiring contracts or contract periods are not more than one year.

6.01 Accumulated Depreciation on RoU Asset

The details break-up is as follows:

Particulars	31-12-2025	31-12-2024
Opening Balance	2,995,196	-
Add: Current year Depreciation	4,803,874	2,995,196
Less: Adjustments	-	-
Closing Balance:	**7,799,070**	**2,995,196**

Depreciation is calculated on straight line basis.

7.00 Issued, Subscribed and Paid up Capital:

The details break-up is as follows:

Category of Shareholdings	No. of Shares	% of holdings	31-12-2025
Sponsors	14,692,681	32.74	146,926,810
Financial Institution (including ICB)	2,079,653	4.63	20,796,530
General Public	28,103,779	62.63	281,037,790
Total:	**44,876,113**	**100%**	**448,761,130**

7.01 The details break-up is as follows:

Interval	No. of Shares	No. of Shareholders	Total Holdings %
01-5000	5,678,696	7,043	12.65
5001-20000	7,016,909	685	15.64
20001-50000	4,624,219	149	10.30
50001-100000	4,291,573	60	9.56
100001-300000	3,697,162	23	8.24
300001-500000	2,211,662	6	4.93
500001-1000000	6,367,282	8	14.19
1000001-1500000	-	-	-
1500001-2000000	3,626,091	2	8.08
Above 2000001	7,362,519	2	16.41
Total:	**44,876,113**	**7,978**	**100**

8.00 Reserve for exceptional losses:

The details break-up is as follows:

Particulars	31-12-2025	31-12-2024
Opening Balance	405,451,223	359,053,142
Add: Reserve during the year	43,173,338	46,398,081
Closing Balance:	**448,624,561**	**405,451,223**

9.00 Premium Deposit :

The amount of Tk. 126,923,047 represents the accumulated balance of premium received against cover notes for which policies had not been issued within 31 December 2025.

10.00 Estimated liability in respect of outstanding claims whether due or intimated :

The details break-up is as follows:

Particulars	31-12-2025	31-12-2024
Fire	63,732,525	93,433,314
Marine	38,269,727	26,900,597
Motor	4,546,627	1,391,500
Miscellaneous	9,907,524	4,037,058
Total:	**116,456,403**	**125,762,469**

11.00 Amount due to other persons or bodies carrying for insurance business:

The details break-up is as follows:

Particulars	Note	31-12-2025	31-12-2024
Amount due to S.B.C. for Re-Insurance	10.01	1,082,907,822	1,066,139,208
Co-Insurance Share Premium		2,344,685	2,344,685
		1,085,252,507	**1,068,483,893**
Less: Amount transfer to amount due from (Adj. for SBC)	3.02	1,082,907,822	1,066,139,208
Total:		**2,344,685**	**2,344,685**

11.01 Amount due to S.B.C. for Re-Insurance

The details break-up is as follows:

Particulars	31-12-2025	31-12-2024
Amount due to SBC for Re-Insurance	1,358,041,749	1,304,955,023
Less: Amount paid by KICL upto 2024	238,815,815	203,227,938
During the year	36,318,112	35,587,877
Total:	**1,082,907,822**	**1,066,139,208**

12.00 Sundry Creditors :

The details break-up is as follows:

Particulars		31-12-2025	31-12-2024
Staff income tax deducted		330,910	279,597
Provision for incentive bonus		7,000,000	7,000,000
Payable to other parties		9,133,244	8,977,505
Payable to Audit Fee		175,000	175,000
VAT		11,530,427	6,289,098
	Total:	**28,169,581**	**22,721,200**

13.00 Lease Liability:

The details break-up is as follows:

Particulars		31-12-2025	31-12-2024
Opening Balance		7,927,065	-
Add: Current Year Addition		3,521,762	10,369,293
Add: Lease Interest		777,281	598,333
Less: Payments made during the year		5,494,016	3,040,560
Closing Balance	**Total:**	**6,732,092**	**7,927,065**

14.00 Unpaid Dividend:

The details break-up is as follows:

Particulars	31-12-2025	31-12-2024
Opening Balance	6,654,570	7,782,342
Add: 10% Cash Dividend on Paid-up Capital	44,876,113	44,876,113
	51,530,683	**52,658,455**
Less: Payment during the year	45,970,532	46,003,885
Closing Balance	**5,560,151**	**6,654,570**

15.00 Provision for Taxation:

The details break-up is as follows:

Particulars	31-12-2025	31-12-2024
Opening Balance	415,195,719	389,680,107
Add: Provision for taxation for the year	31,398,209	25,515,612
Closing Balance	**446,593,928**	**415,195,719**

Provision for taxation during the year has been made with due consideration of reserve after exceptional loss and concessional rate of income tax on dividend income.

15.01 Year- wise break-up of the balance is noted below:

The details break-up is as follows:

Accounting year	Assessment year	Amount	Remarks
31/12/2000	2001-2002	4,183,761	Prayer for rectification of mistake U/S-173
31/12/2001	2002-2003	4,015,824	Appeal pending with High Court
31/12/2002	2003-2004	5,753,506	Lying with higher authorities
31/12/2003	2004-2005	9,263,783	Lying with higher authorities
31/12/2005	2006-2007	5,758,449	Lying with higher authorities
31/12/2006	2007-2008	8,219,682	Appeal pending with High Court
31/12/2007	2008-2009	4,567,400	Appeal pending with High Court
31/12/2008	2009-2010	5,813,686	Appeal pending with High Court
31/12./2009	2010-2011	8,215,669	Appeal pending with High Court
31/12/2010	2011-2012	14,258,396	Appeal pending with High Court
31/12/2011	2012-2013	23,270,000	Appeal pending with High Court
31/12/2012	2013-2014	29,330,000	Appeal pending with High Court
31/12/2013	2014-2015	29,595,000	Appeal pending with High Court
31/12/2014	2015-2016	31,000,000	Appeal pending with High Court
31/12/2015	2016-2017	25,200,000	Appeal pending with High Court
31/12/2016	2017-2018	25,000,000	Appeal pending with High Court

31/12/2017	2018-2019	25,800,000	Appeal pending with High Court
31/12/2018	2019-2020	18,250,000	Appeal pending with High Court
31/12/2020	2021-2022	24,644,000	Appeal pending with High Court
31/12/2021	2022-2023	36,137,680	Appeal pending with High Court
31/12/2022	2023-2024	25,877,529	Assessment completed
31/12/2023	2024-2025	25,525,742	Assessment under Process
31/12/2024	2025-2026	25,515,612	Assessment under Process
31/12/2025	2026-2027	31,398,209	Return to be filed
Total:		**446,593,928**	

16.00 Provision for Deferred Tax (Restated):

The details break-up is as follows:

Particulars	Note		31-12-2025	31-12-2024 Restated
Opening Balance			3,306,654	5,986,908
Add: Provision during the year			2,675,388	(2,680,254)
Closing Balance		**Total:**	**5,982,042**	**3,306,654**

16.01 Deferred Tax (Restated)

The details break-up is as follows:

Particulars		31-12-2025	31-12-2024 Restated
Deferred Tax on Fixed Asset			
Carrying Value(As per Tax Base)		128,579,084	127,648,292
Carrying Value(As per Accounts)		144,444,057	135,913,067
Temporary Difference		**(15,864,973)**	**(8,264,775)**
Effective Tax Rate		37.5%	37.5%
Deffered Tax Assets/(Liability) on Fixed Assets		**(5,949,365)**	**(3,099,291)**
Deferred Tax on Right of Use Asset*			
Rent paid against leased Offices	13.00	5,494,016	3,040,560
Depreciation and Finance Cost		5,581,155	3,593,529
Temporary Difference		**(87,139)**	**(552,969)**
Effective Tax Rate		37.5%	37.5%
Deffered Tax Assets/(Liability) on RoU Assets		**(32,677)**	**(207,363)**
Total Deffered Tax Assets/(Liability)		**(5,982,042)**	**(3,306,654)**

*Deferred Tax Liability arised from Depreciation and Finance Cost form Right of Use (RoU) assets have been recognised from this year. And, the earliest comparative figures have been restated accordingly as per IAS 8.

Provision for Deferred Tax (Before Adjustment):

Particulars	Note		31-12-2025	31-12-2024
Opening Balance			3,099,291	5,986,908
Add: Provision during the year	16.01		2,850,074	(2,887,617)
Closing Balance		**Total:**	**5,949,365**	**3,099,291**

Deferred Tax (Before Adjustment)

The details break-up is as follows:

Particulars	31-12-2025	31-12-2024
Deferred Tax on Fixed Asset		
Carrying Value(As per Tax Base)	128,579,084	127,648,292
Carrying Value(As per Accounts)	**144,444,057**	**135,913,067**
Temporary Difference	**(15,864,973)**	**(8,264,775)**
Effective Tax Rate	37.5%	37.5%
Deffered Tax Assets/(Liability)	**(5,949,365)**	**(3,099,291)**

17.00 Interest Income :

The details break-up is as follows:

Particulars	31-12-2025	31-12-2024
Interest received on STD Account	1,313,223	1,305,165
Interest received on FDR	57,119,806	43,012,007
Interest Received on BGTB	13,666,678	9,660,597
Total:	**72,099,707**	**53,977,769**

Due to the frequent changes in banking policies, interest on FDRs and Bonds are recognised on cash basis rather than accruals basis.

18.00 Dividend and debenture interest (gross):

The dividend and debenture interest received during the year comprises of the following:

Particulars	31-12-2025	31-12-2024
Dividend Income	6,273,577	8,246,946
Total:	**6,273,577**	**8,246,946**

19.00 Miscellaneous receipt:

The details break-up is as follows:

Particulars	31-12-2025	31-12-2024
Profit on sale of Motor Car	-	1,506,621
Interest on house building Loan	85,278	92,693
Total:	**85,278**	**1,599,314**

20.00 Profit/(loss) on Sale of Share:

The details break-up is as follows:

Particulars	31-12-2025	31-12-2024
Profit/(Loss) on Sale on Share during the year	(1,303,606)	110,593
Total:	**(1,303,606)**	**110,593**

21.00 Director's Remuneration:

The details break-up is as follows:

Particulars	31-12-2025	31-12-2024
Board meeting attendance fee paid to Directors during the year	616,000	744,000
Total:	**616,000**	**744,000**

22.00 Advertisement and publicity:

The details break-up is as follows:

Particulars	31-12-2025	31-12-2024
Advertisement & Publicity	1,181,040	2,123,720
Total:	**1,181,040**	**2,123,720**

23.00 Auditors' fees :

The details break-up is as follows:

Particulars	31-12-2025	31-12-2024
Statutory Audit Fee	175,000	175,000
Total:	**175,000**	**175,000**

24.00 Fees and renewals :

The details break-up is as follows:

Particulars	31-12-2025	31-12-2024
Fees and renewals	666,437	622,583
Total:	**666,437**	**622,583**

The amount of Tk. 666,437 paid to IDRA against renewal of Fire, Marine & Misc. Insurance Business as per Insurance Act, 2010.

25.00 Net profit for the year and its appropriation (Restated):

The details break-up is as follows:

Particulars	Notes	31-12-2025	31-12-2024 Restated
Underwriting Profit as per Revenue Account	26.00	70,190,715	71,299,510
Interest income	17.00	72,099,707	53,977,769
Dividend and debenture interest	18.00	6,273,577	8,246,946
Other income (amount includes miscellaneous income)	19.00	85,278	1,599,314
Profit/(Loss) on sale of shares	20.00	(1,303,606)	110,593
		147,345,671	**135,234,132**
Less : Expenses of management as per Profit and Loss Account (Not Applicable to any fund or Account)		17,516,107	15,915,412
Surplus		**129,829,564**	**119,318,720**
Less: Reserve for exceptional losses		43,173,338	46,398,081
		86,656,226	**72,920,639**
Add: Surplus brought forward		3,653,732	3,944,564
		90,309,958	**76,865,203**
Less: Provision For Taxation	15.00	31,398,209	25,515,612
Less: Provision for Deffered Tax*	16.00	2,675,388	(2,680,254)
Less: Write off of investment	2.05	500,000	500,000
Less: General Reserve		5,000,000	5,000,000
Total Surplus Carried Forward		**50,736,361**	**48,529,845**

*Due to Rectification of Provision from Deferred Tax from the earliest comparative figures, last year's Total Surpluss Carried Forward Balance has been changed, hence, Restated as per IAS 8.

Net profit for the year and its appropriation (Before Adjustment):

The details break-up is as follows:

Particulars	Notes	31-12-2025	31-12-2024
Underwriting Profit as per Revenue Account	26.00	70,190,715	71,299,510
Interest income	17.00	72,099,707	53,977,769
Dividend and debenture interest	18.00	6,273,577	8,246,946
Other income (amount includes miscellaneous income)	19.00	85,278	1,599,314
Profit/(Loss) on sale of shares	20.00	(1,303,606)	110,593
		147,345,671	**135,234,132**
Less : Expenses of management as per Profit and Loss Account (Not Applicable to any fund or Account)		17,516,107	15,915,412
Surplus		**129,829,564**	**119,318,720**
Less: Reserve for exceptional losses		43,173,338	46,398,081
		86,656,226	**72,920,639**
Add: Surplus brought forward		3,653,732	3,944,564
		90,309,958	**76,865,203**
Less: Provision For Taxation	15.00	31,398,209	25,515,612
Less: Provision for Deffered TaxLess: Provision For Taxation	16.00	2,850,074	(2,887,617)
Less: Write off of investment	2.05	500,000	500,000
Less: General Reserve		5,000,000	5,000,000
Total Surplus Carried Forward		**50,561,675**	**48,737,208**

26.00 Profit and Loss Account:

The summarized position of net underwriting profit earned during the year 2025 is as follows:

Particulars	Fire	Marine	Motor	Misc	31-12-2025	31-12-2024
A. Gross premium (including SBC & Government Business)	361,241,633	226,979,983	23,398,725	106,375,611	717,995,952	666,436,500
B. Re-Insurance premium ceded	143,467,502	77,291,850	2,048,204	63,455,007	286,262,563	202,455,692
C. Net Premium (A - B)	**217,774,131**	**149,688,133**	**21,350,521**	**42,920,604**	**431,733,389**	**463,980,808**
Direct Business :						
D. Commission on re-Insurance premium Ceded including profit commission	33,992,148	21,000,674	383,984	9,985,412	65,362,218	42,501,832
E. Claim settled & provided (Net) Note-23.01	66,862,390	28,552,076	11,131,840	11,821,987	118,368,293	126,899,380
F. Management expenses- Note 23.02	110,504,219	61,918,464	6,977,939	22,919,240	202,319,862	188,797,632
G. Agency commission	49,627,995	37,147,353	3,186,205	9,427,417	99,388,970	83,845,032
H. Total Direct Expenses (E+F+G-D)	**193,002,456**	**106,617,219**	**20,912,000**	**34,183,232**	**354,714,907**	**357,040,212**
I. Adjusted fund balance for unexpired risk (Opening Balance less Closing Balance)	8,398,658	(9,868,898)	(852,960)	(4,504,567)	(6,827,767)	(35,641,086)
Net Underwriting Profit [C-H+I)]	**33,170,333**	**33,202,016**	**(414,439)**	**4,232,805**	**70,190,715**	**71,299,510**

26.01 The summarized position of claim settled (Net):

Particulars	Fire	Marine	Motor	Misc	31-12-2025	31-12-2024
Gross claim settled	154,204,259	17,882,273	7,976,713	6,152,093	186,215,338	148,614,725
Less: Re-Insurance Claim Recovery during the year	(57,641,080)	(699,327)	-	(200,572)	(58,540,979)	(64,400,235)
	96,563,179	**17,182,946**	**7,976,713**	**5,951,521**	**127,674,359**	**84,214,490**
Add: Total estimated liability in respect of outstanding claims at the end of the year whether due or intimated	63,732,525	38,269,727	4,546,627	9,907,524	116,456,403	125,762,469
Less : Outstanding claims at the end of the previous year	(93,433,314)	(26,900,597)	(1,391,500)	(4,037,058)	(125,762,469)	(83,077,580)
Net Claim Amount	**66,862,390**	**28,552,076**	**11,131,840**	**11,821,987**	**118,368,293**	**126,899,379**

26.02 Apportionment of management expenses:

The details break-up is as follows:

Revenue accounts	Percentage	Amount Taka
Fire	54.62%	110,504,219
Marine	30.60%	61,918,464
Motor	3.45%	6,977,939
Misc	11.33%	22,919,240
Total:	**100.00%**	**202,319,862**

27.00 Earnings Per Share (EPS) After Tax:

Earnings per share (EPS) is calculated in accordance with International Accounting Standard - 33, which has been shown on the face of profit and loss account.

Basic earnings per share has been calculated dividing the net profit for the year attributable to Ordinary Shareholders by the number of Ordinary shares outstanding during the year.

27.01 Earning Per Share (EPS) (Restated)

Particulars	31-12-2025	31-12-2024 (Restated)
Total Number of share (2025)	44,876,113	44,876,113
Number of ordinary shares	44,876,113	44,876,113
Net profit before Tax	**129,829,564**	**119,318,720**
Less: Provision for Tax	31,398,209	25,515,612
	98,431,355	**93,803,108**
Less: Provision for Deferred Tax	2,675,388	(2,680,254)
Net profit after Tax	**95,755,967**	**96,483,362**
EPS= Net profit after Tax	95,755,967	96,483,362
No of shares	44,876,113	44,876,113
Earning Per Share (EPS)	**2.13**	**2.15**

*Due to Restatement of Provision for Deferred Tax from the last year's comparative figures, EPS from last year has slightly changed, hence restated as per IAS 8.

Earning Per Share (EPS) (Before Ajjustment)

Particulars		31-12-2025	31-12-2024
Total Number of share (2025)		44,876,113	44,876,113
Number of ordinary shares		44,876,113	44,876,113
Net profit before Tax		**129,829,564**	**119,318,720**
Less: Provision for Tax		31,398,209	25,515,612
		98,431,355	**93,803,108**
Less: Provision for Deferred Tax*		2,850,074	(2,887,617)
Net profit after Tax		**95,581,281**	**96,690,725**
EPS=	Net profit after Tax	95,581,281	96,690,725
	No of shares	44,876,113	44,876,113
Earning Per Share (EPS)		**2.13**	**2.15**

27.02 Net Assets Value Per Share (NAVPS) (Restated)

Particulars		31-12-2025	31-12-2024 (Restated)
Total Assets As per Balance Sheet		2,102,893,086	1,972,804,941
Less: Total Liabilities As per balance Sheet		1,035,466,627	935,366,174
Net Assets Value (NAV)		**1,067,426,458**	**1,037,438,767**
NAVPS=	Net Assets Value	1,067,426,458	1,037,438,767
	Number of Share	44,876,113	44,876,113
Net Assets Value per share		**23.79**	**23.12**

*Due to Restatement of Investment in Share, Debenture and Bond from Cost Value to Fair Value, and by recognising the gain/loss through Other Comprehensive Income, and, from restating the provision for Deferred Tax Liability from the earliest comparative figures, last year's Total Asset and Liability Value have been changed, hence Restated as per IAS 8..

Net Assets Value Per Share (NAVPS) (Before Adjustment)

Particulars		31-12-2025	31-12-2024
Total Assets As per Balance Sheet*		2,106,525,243	1,956,033,935
Less: Total Liabilities As per balance Sheet*		1,035,434,951	935,158,811
Net Assets Value (NAV)		**1,071,090,292**	**1,020,875,124**
NAVPS=	Net Assets Value	1,071,090,292	1,020,875,124
	Number of Share	44,876,113	44,876,113
Net Assets Value per share		**23.87**	**22.75**

27.03 Net Operating Cash Flow Per Share (NOCFPS) :

NOCFPS=	Net Cash Received from Operating Activities	112,073,675	130,691,013
	Number of Share	44,876,113	44,876,113
Net Operating Cash Flow Per Share (NOCFPS) :		**2.50**	**2.91**

28.00 Reconciliation of Cash Flows:

The reconciliation of Net Cash Flow from operating activities between Direct and Indirect mathod as follows:

Particulars	Notes	31-12-2025	31-12-2024
Cash flow from Operating Activities :			
As per direct method		**112,073,675**	**130,691,013**
Net Profit for the year		**129,829,564**	**119,318,720**
Adjustment:			
Depreciation	Annexure -1	9,296,475	8,656,580
Profit/(Loss) on Sale of Share		1,303,606	(110,593)
Profit on Sale of Motor Car		-	(1,506,621)
Changes in working capital:			
Increase/Decrease in Balance of Fund Account		6,827,767	35,641,086
Increase/Decrease in Premium Deposit		56,049,692	1,715,129
Increase/Decrerase in outstanding Claim		(9,306,066)	42,684,889
Increase/Decrease in amount due to the other persons or bodies carrying in Insurance Business		-	(26,490,041)
Increase/Decrease Sundry Creditors		5,448,381	(551,001)
Lease liability		(1,194,973)	7,927,065
Increase/Decrease Unpaid Dividend		(1,094,419)	(1,127,772)
Increase/Decrease in amount due from other persons of bodies carrying in insurance business		(51,735,967)	(28,300,887)
Increase/Decrease Sundry Debtors and advances		(33,224,685)	(27,130,841)
Increase/Decrease in stock of Printing & Stationary		(125,700)	(34,700)
		(17,755,889)	11,372,293
Net cash generated from operating activities		**112,073,675**	**130,691,013**

29.00 Related Party Transactions:

The Company maintains related party relationships exclusively with Meghna Life Insurance PLC and Meghna Life Securities and Investment Ltd. The Group Insurance arrangement for the employees of the Company has been established with Meghna Life Insurance PLC. Furthermore, Karnaphuli Insurance PLC. holds representation on the Board of Directors of Meghna Life Insurance PLC., while Meghna Life Insurance PLC. serves as a Director on the Board of Karnaphuli Insurance PLC., reflecting a mutual directorship relationship between the two entities.

Name of the Company	Notes	Nature of Relationship	Nature of Transaction	Balance as at 31.12.2025	Balance as at 31.12.2024
Meghna Life Insurance PLC.	26	Common Directorship	Group Insurance Premium Paid	424,396	413,440
Meghna Life Insurance PLC.	14	Common Directorship	Dividend Paid (Gross) to Meghna Life Insurance PLC.	3,402,445	2,844,426
Meghna Life Insurance PLC.	18	Common Directorship	Dividend Received (Gross) from Meghna Life Insurance PLC.	2,917,462	2,917,462
Meghna Life Securities and Investment Ltd.	20	Common Directorship	Paid Commission against Buy & Sale of Share	154,633	130,960

30.00 Post Balance Sheet Event:

The Board of Directors, at its 244th meeting held on April 23, 2026, has recommended the payment of 10% cash dividend on the paid-up capital of the Company, out of the surplus available for distribution for the financial year ended 2025. The said dividend is subject to the approval of the shareholders at the forthcoming Annual General Meeting of the Company.

31.00 Relevant information

i. During the year 2025 an amount of Taka 616,000 was paid to the Directors of the Company as Board Meeting attendance fee @ Tk. 8,000.00 and Audit Committee attendance fee @ Tk. 8,000.00 for attending each metting.

ii. During the year under review no compensation was allowed by the company to the Chief Executive & Officers of the company except their regular remuneration.

iii. There was no credit facilities as on 31/12/2025 availed by the Company under any contract other than trade credit availed in the course of business and shown as overdrafts in the account.

iv. There exists no liability of contingent nature and also there lies no such claim which may be considered to be a debt.

v. The number permanent employees engaged for the whole year who received a total annual remuneration of Taka 36,000 and above was 359 .

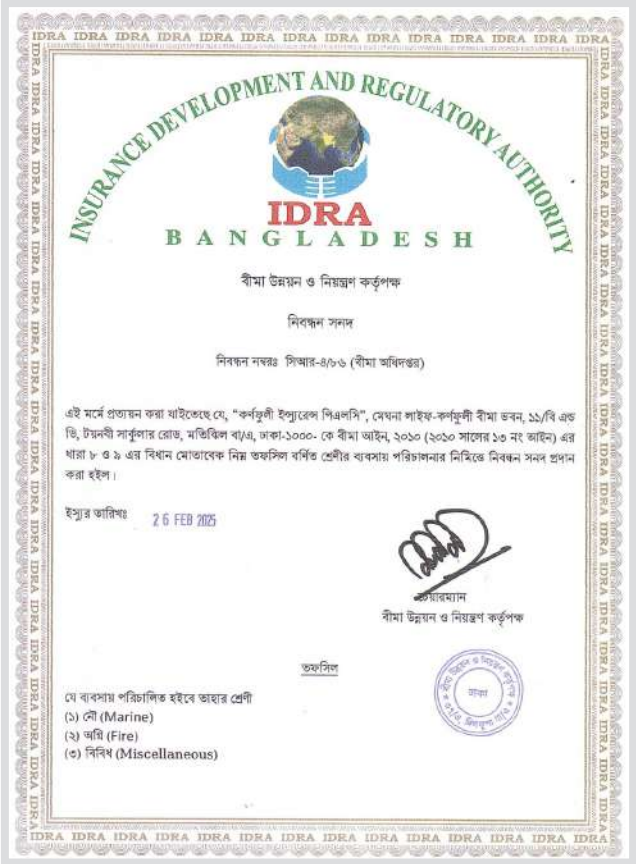
Md. Moin Uddin, FCS	A.N.M Fazlul Karim Munshi	Dilruba Sharmin	Nasir Uddin Ahmed	Nizam Uddin Ahmed
Chief Financial Officer	CEO & Managing Director	Director	Director	Chairman

Dated: Dhaka, April 23, 2026



MISCELLANEOUS

CERTIFICATE OF IDRA



INSURANCE DEVELOPMENT AND REGULATORY AUTHORITY

IDRA
BANGLADESH

বীমা উন্নয়ন ও নিয়ন্ত্রণ কর্তৃপক্ষ

নিবন্ধন সনদ

নিবন্ধন নম্বরঃ সিআর-৪/০৬ (বীমা অধিদপ্তর)

এই মর্মে প্রত্যয়ন করা যাইতেছে যে, "কর্ণফুলী ইন্স্যুরেন্স পিএলসি", মেঘনা লাইফ-কর্ণফুলী বীমা ভবন, ১১/বি এন্ড ডি, টয়নবী সার্কুলার রোড, মতিঝিল বা/এ, ঢাকা-১০০০- কে বীমা আইন, ২০১০ (২০১০ সালের ১৩ নং আইন) এর ধারা ৮ ও ৯ এর বিধান মোতাবেক নিম্ন তফসিল বর্ণিত শ্রেণীর ব্যবসায় পরিচালনার নিমিত্তে নিবন্ধন সনদ প্রদান করা হইল।

ইস্যুর তারিখঃ 26 FEB 2025

চেয়ারম্যান
বীমা উন্নয়ন ও নিয়ন্ত্রণ কর্তৃপক্ষ

তফসিল

যে ব্যবসায় পরিচালিত হইবে তাহার শ্রেণী
(১) নৌ (Marine)
(২) অগ্নি (Fire)
(৩) বিবিধ (Miscellaneous)

CERTIFICATE OF BAPLC



BANGLADESH ASSOCIATION OF PUBLICLY LISTED COMPANIES

Renewed Certificate

This is to certify that

KARNAPHULI INSURANCE PLC

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, **2026**

Ref. No: CM-2026/018

Date of issue : January 22, 2026

BAPLC

Secretary General

PHOTO GALLERY



The 38th Annual General Meeting was held virtually on July 30, 2025. The Honorable Chairman, Vice Chairman, Directors along with CEO, CFO and CS are seen in the virtual gallery conducting the AGM.



Partial view of the Annual Branch Manager Confrence.



Additional Managing Director Abul Fazal Dost Mohammad Khan received the prise from Honorable Chairman for this outstanding performance.



Management Team



Handover the claim's cheque to our Valued customer.



To help the underpriviledged during the harsh winter, representatives of Karnaphuli Insurance PLC are seen distributing blankets in the northern region of Bangladesh.



COMPANY'S ADDRESS

Registered Office	Meghna Life-Karnaphuli Bima Bhaban (12th-13th floor) 11/B & 11/D, Toyenbee Circular Road Motijheel C/A, Dhaka-1000
Hotline	09617000800
Telephone Number	PABX: +88-02-226642053 +88-02-226642057
E-mail	kicl.headoffice@gmail.com, kiclshare@yahoo.com, kiclshare@gmail.com , kicl.bd.it@gmail.com, kiclunderwritingdpt@gmail.com & kicl.claims@gmail.com
Web Site	www.kiclbd.com

LEGAL PARTNERS

External Auditor	Ashraf Uddin & Co. Chartered Accountants Green Satmahal (10th floor) 206-208, Wireless, Mogbazar, Dhaka-1217.
Corporate Governance Compliance Auditor	PKF Aziz Halim Khair Choudhury Chartered Accountants, House #75/A, Road #5/A, Abasar Bhaban, Dhanmondi, Dhaka-1209.
Credit Rating Company	National Credit Rating Limited Zaman Tower (Level 8), Box Culvert Road, Purana Paltan, Dhaka-1000
Tax Adviser	ADN Associates 176, Bijoy Nagar, Dhaka.
Banker	Dhaka Bank PLC, AB Bank PLC, NCC Bank PLC, Bank Asia PLC, Brac Bank PLC & Islami Bank Bangladesh PLC.

BRANCHES AT A GLANCE

Dhaka Zone		
Motijheel Branch Meghna Life-Karnaphuli Bima Bhaban (13th floor), 11/B & D, Toyenbee Circular Road, Motijheel C/A., Dhaka-1000 Mobile: 01712-841667	**Dilkusha Branch** Dilkusha Center (17th floor), 28,Dilkusha C/A.,Dhaka. Mobile: 01712-726415	**New Market Branch** Khan Plaza,32/1, Mirpur Road, Dhaka. Mobile: 01819-498400
Baliadi Mansion Branch 92/1, Motijheel C/A.,Dhaka. Mobile: 01715-300639	**Local Office** Yusuf Chamber, 20, Dilkusha C/A., Dhaka. Mobile: 01534-223677	**Nawabpur Branch** Nawababpur Tower (Room#806), 198-202, Nawabpur Road (7th floor), Dhaka. Mobile: 01715-286534
Narayanganj Branch 16/3, S.M. Maleh Road, Tanbazar Narayangonj. Mobile: 01819-247324	**Uttara Branch,** S.R. Tower (Level 4), Plot #105,Road #35, Sector-7,Uttara,Dhaka-1203 Mobile: 01715-701346	**Mymensingh Branch** 24/1, Chota Bazar, Mymensingh-2200. Mobile: 01913-323300
Sherpur Branch 170/1, Orchid Plaza, Shahid Bulbul Sarak, Munshi Bazar, Sherpur Shahar, Sherpur. Mobile: 01912-484228	**Narsingdi Branch** C & B Road, Middle Kanda Para,Narsingdi. Mobile: 01819-912812	

CHATTOGRAM ZONE		
Jubilee Road Branch 175, Jubilee Road, Chattogram. Mobile: 01819-381864	**Agrabad Branch** New Osman Court, 70, Agrabad C/A., Chattogram. Mobile : 01711-883104	**Cumilla Branch** Gani Bhuiyan Mansion (3rd floor), Monoharpur, Cumilla-3500, Mobile: 01713-370222
Hajigonj Branch Patwary Bhaban (2nd floor), Hajiganj Purba Bazar, Main Road, Holding No.618, Hajiganj, Chandpur. Mobile: 01713-609522	**Sylhet Branch** Century Shopping Centre, Amborkhana, Sylhet. Mobile: 01711-399919	

BRANCHES AT A GLANCE

NORTH BENGAL ZONE		
Bogura Branch Bashiran Market (4th floor), Jhautala, Bagura. Mobile: 01718-663818	**Sirajgonj Branch** College Road, S.K. Bhaban (3rd floor), Sirajgonj. Mobile: 01711-320331	**Rajshahi Branch** Razia Tower (3rd floor), 78/2, Mia Para,Shaheb Bazar, Boalia, Rajshahi. Mobile: 01773-324194
Rangpur Branch Chowdhury Mansion (2nd floor), Central Road,Rangpur. Mobile: 01715-378827	**Dinajpur Branch** Holding No.2256/2108,South Munshipar (Gowl Khuti Road),Dinajpur Sadar,Dinajpur.Mobile: 01712-639887	**Saidpur Branch** Khushi Tower (Ground floor), Shahid Jahurul Haque Road (Bichali Hatti Road) Saidpur, Nilphamary. Mobile : 01750-362569
North Bengal Zone		
Naogaon Branch Joly Plaza (2nd floor), Main Road, Naogaon. Mobile: 01716-272060	**Natore Branch** Kanai Khali, Dhaka Road, Natore. Mobile: 01734-254120	**Pabna Branch** Aktaruzzaman Tower (5th), 480, A. Hamid Road, Dilalpur, Pabna Sadar, Pabna. Mobile: 01714-945254

KHULNA ZONE		
Khulna Branch 2, P.C. Roy Road (1st floor), Khulna. Mobile: 01711-295940	**Satkhira Branch** London Plaza, National Bank Road, Pran Saer Sultanpur, Satkhira. Mobile: 01711-864621	**Barishal Branch** Surovi Complex (2nd floor), 432, Perara Road, Barishal. Mobile: 01731404143
Jashore Branch Ishahaque Tower (3rd floor), 43, M.K. Road, Jashore. Mobile : 01713-911419	**Kushtia Branch** Lovely Tower (9th floor), 55/l, Serajuddowla Road,Kushtia-7000 Mobile: 01717-893241	**Faridpur Branch** Datta Bhaban (3th floor), Niltuli, Mujib Sarak, Faridpur. Mobile : 01725-398089

কর্ণফুলী ইনস্যুরেন্স পিএলসি
KARNAPHULI INSURANCE PLC

Meghna Life-Karnaphuli Bima Bhaban (12th -13th floor),
11/B and 11/D,Toyenbee Circular Road, Motijheel C/A, Dhaka – 1000

PROXY FORM

I/We .....

of .....

being a member of Karnaphuli Insurance PLC do hereby appoint

Mr./Mrs. .....of

(or failing him/her) Mr./Mrs. .....

of .....

as my/our Proxy to attend and vote for me/us and on my/our behalf at the **39th Annual General Meeting** of the company to be held on Thursday, 09th July, 2026 at 11.30 a.m. and at any adjournment thereof or at any ballot to be taken in consequence thereof.

Signed this .....day of 2026

....

Signature of Proxy Signature of shareholder

Folio/BO ID No.																
Folio/BO ID No.																

Stamp
Tk.100/=

1. This Proxy Form duly completed, signed and affixed with revenue stamp of Tk. 100/- must be deposited at least 72 hours before the meeting at the Company's Registered Office. Proxy will be invalid if not signed and stamped as explained above.
2. Signature of the Shareholder should match with the Specimen Signature registered with the Company.

কর্ণফুলী ইনস্যুরেন্স পিএলসি
KARNAPHULI INSURANCE PLC

Meghna Life-Karnaphuli Bima Bhaban (12th -13th floor),
11/B and 11/D,Toyenbee Circular Road, Motijheel C/A, Dhaka – 1000

ATTENDANCE SLIP

I hereby record my attendance at the **39th Annual General Meeting** of the Company beging held on Thursday, 09th July, 2026 at 11.30 a.m. at Digital Platform.

Name of shareholder/ Proxy .....

Folio/BO ID No. .....

No of Shares: .....

Mobile No: .....

Signature: .....

Date: .....

Note:

Shareholders attending the meeting in person or by Proxy are requested to complete this Attendance slip.

Signature of Shareholder should confirm to the Specimen Signature recorded with the Company.



REGISTERED OFFICE

Meghna Life-Kamaphuli Bima Bhaban (12 - 13 floor)
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Content, Design, & Printing: AMITIEZ