FRIESLANDCAMPINA
ENGRO PAKISTAN LIMITED
NOTICE OF MEETING

NOTICE IS HEREBY GIVEN that the **Nineteenth** Annual General Meeting of FrieslandCampina Engro Pakistan Limited will be held at The Royal Rodale, TC-V, 34th Street, Khayaban-e-Sehar, Phase 5, Ext. D.H.A, Karachi on Friday, April 26, 2024 at 03:30 p.m. to transact the following business:

VIDEO CONFERENCE FACILITY
Members are encouraged to attend the AGM through a video conference facility managed by the Company (please see the notes section for details).

A) ORDINARY BUSINESS

(1) To receive and consider the Audited Financial Statements of the Company for the year ended December 31, 2023 together with the Chairman's Review and Directors' and Auditor's Reports thereon.

(2) As required under section 223(6) of the Companies Act 2017, Financial Statements of the Company have been uploaded on the website which can be downloaded from the following link:

https://www.frieslandcampina.com/pk/financial-annual-reports/

(3) To appoint Auditor for the year 2024 and fix their remuneration, the present auditors A.F. Ferguson & Co. Chartered Accountants retire and being eligible, offer themselves for reappointment.

(4) To elect 7 directors as fixed by the Board in accordance with Section 159(1) of the Act for a period of three years commencing from the date of the AGM on April 26, 2024. The names of the retiring directors are as follows: Abdul Samad Dawood, Ali Ahmed Khan, Roeland Francois van Neerbos, Robert ter Borg, Petra Attje Zinkweg, Abrar Hasan and Zouhair Abdul Khaliq.

B) SPECIAL BUSINESS

1. To approve the circulation of the Annual Report (including the audited financial statements, auditor's report, directors' report, chairman's review report) to the Members of the Company through weblink and QR enabled code, in accordance with Section 223(6) of the Companies Act, 2017 read with S.R.O. 389(I)/2023 dated March 21, 2023.

   "**RESOLVED THAT** FrieslandCampina Engro Pakistan Limited (the "Company") be and is hereby authorized to circulate its annual report including annual audited financial statements, auditor's report, directors' report, chairman's review report and other reports contained therein to the Members of the Company through weblink and QR enabled code."

By order of the Board

Karachi
February 15, 2024

M. Hassan Azwar
Company Secretary

NOTES:-

1) Closure of Share Transfer Book

The Share Transfer Book of the Company will be closed from Friday April 19, 2024 to Friday April 26, 2024 (both days inclusive). Transfers received in order at the office of our Registrar, M/s. FAMCO SHARE REGISTRATION SERVICES (PVT.) LIMITED, 8-F, near Hotel Faran, Nursery, Block 6, PECHS, Shahrah-e-Faisal, Karachi PABX Nos. (92-21) 34380101-5 and email info.shares@famcosrs.com by the close of business (5:00 p.m.) on Thursday April 18, 2024 will be treated as being in time to attend and vote at the meeting.

2) Prohibition on grant of gifts to Shareholders

The Securities and Exchange Commission of Pakistan (the "SECP"), through its Circular 2 of 2018, dated February 9, 2018, has strictly prohibited companies from providing gifts or incentives, in lieu of gifts (tokens/coupons/lunches/takeaway packages) in any form or manner, to Shareholders at or in connection with general meetings. Under Section 185 of the Act, any violation of this directive is considered an offense, and companies failing to comply may face penalties.

3) Statement of Material Facts Under Section 166 (3) of the Companies Act, 2017

This Statement sets out the material facts pertaining to the Ordinary Business as described in the Notice of the AGM of the Company.

The term of office of the current directors of the Company will expire on April 26, 2024. In accordance with Section 159(1) of the Act, the Board of Directors have fixed the number of directors to be elected at the AGM at seven (07) to hold the office of director for a period of three (3) years commencing from the date of the AGM.

Independent directors shall be selected in accordance with the provisions of the Act, the Listed Companies (Code of Corporate Governance) Regulations, 2019 and the Companies (Manner and Selection of Independent Directors) Regulations, 2018.

Accordingly, in compliance with the provisions of Regulation 7A of the Listed Companies (Code of Corporate Governance) Regulations 2019, Election of Directors will be held separately for the following three categories:

S. No.	Categories	No. of Seats
1.	Female Director (may also be considered as an independent director if she meets the criteria of independence set out under Section 166 of the Act)	1
2.	Independent Directors	2
3.	Other Directors	4

In order to safeguard the interest of the minority shareholders, any member can send his/her nomination for contesting the election in any of above-mentioned categories.

Any person who seeks to contest the election of the office of director, whether they are a retiring director or otherwise, shall submit the following documents to the Company Secretary at the Registered Office address 5th Floor, The Harbor Front Building, HC#3, Marine Drive, Block 4, Clifton Karachi, not later than fourteen (14) days before the date of AGM, the following documents:

1. Notice of his/her intention to offer himself/herself for the election of directors as per Section 159(3) of the Act, and consent to act as a director on Form 28 as prescribed under the Act, and the Companies (General Provisions and Forms) Regulations, 2018.

2. Any person contesting the election of directors must be a Member of the Company at the time of filing his/her consent unless such person is representing a Member which is not a natural person.

3. A signed declaration confirming that:

    a. He/she is aware of his/her duties and powers under the Act, the Listed Companies (Code of Corporate Governance) Regulations, 2019, the Rule Book of Pakistan Stock Exchange Limited, Memorandum and Articles of Association of the Company and other relevant laws and regulations.

    b. He/she is not ineligible to become a director of a listed company under the provisions of the Act, the Listed Companies (Code of Corporate Governance) Regulations, 2019 and other applicable laws/regulations.

4. A detailed profile along with his/her office address for placement on the Company's website as required under SRO 1196 (I)/2019 dated October 03, 2019.

5. Detail of directorship offices held.

6. Copy of valid CNIC or Passport (in case of a foreign national) along with NTN and Folio Number/CDC Account or Sub Account Number.

7. The following additional documents are required to be submitted by the candidates intending to contest the election as an independent director:

    a. Declaration of independence under Regulation 6(3) of the Listed Companies (Code of Corporate Governance) Regulations, 2019.

    b. Undertaking on non-judicial stamp paper that he/she meets the requirements of Regulation 4(1) of the Companies (Manner and Selection of Independent Directors) Regulations, 2018.

All the notices received for the category of independent director, shall be subject to due diligence by the Company as prescribed under Section 166 of the Act and 7A of the Listed Companies (Code of Corporate Governance) Regulations 2019,

The final list of candidates contesting the election will be circulated not later than seven (7) days before the date of the AGM in terms of Section 159(4) of the Companies Act, 2017. The website of the Company will be updated with the required information and Directors' profile.

4) Statement of Material Facts Under Section 134 (3) of the Companies Act, 2017

This Statement sets out the material facts pertaining to the Special Business as described in the Notice of AGM of the Company.

Considering the optimum use of advancements in technology and in order to fulfil the Company's corporate social responsibility to the environment and sustainability, Members approval is sought for the circulation of the Annual Report (including annual audited financial statements and other reports contained therein) to the Members of the Company through weblink and QR enabled code in accordance with S.R.O. 389(I)/2023 dated March 21, 2023 issued by the SECP.

5) Participation in the AGM Proceeding via Video Conferencing Facility

Members are encouraged to attend the AGM proceedings via a video conferencing facility, which shall be made available by the Company. All shareholders/members interested in attending the AGM through a video conferencing facility are requested to register at **https://forms.office.com/e/fKCnaYpVMF** with their Name, Folio Number, Cell Number, CNIC/Passport Number. A confirmation email for video link and login credentials will be shared only with the shareholders who register themselves at least 48 hours prior the time of AGM. Shareholders can also provide their comments and questions for the agenda items of the AGM at the email address **shareholders.pk@frieslandcampina.com**

6) Requirements for Appointing Proxies

(a) In case of individuals, the account holder or sub-account holder whose registration details are uploaded as per the Central Depository Company of Pakistan Limited Regulations, shall submit the proxy form as per the above requirement.

(b) The proxy form shall be witnessed by two male persons whose names, addresses and CNIC numbers shall be mentioned on the form.

(c) Attested copies of the valid CNICs or the passports of the beneficial owner(s) and the proxy shall be furnished with the proxy form.

(d) The proxy shall produce his/her valid original CNIC or original passport at the time of the AGM.

(e) In case of a corporate entity, the Board of Directors' resolution/power of attorney, with specimen signature of the nominee, shall be submitted to the Company along with the proxy form unless the same has been provided earlier.

(f) Form of proxy, in order to be valid must be properly filled-in/executed and received at the registered office of the Company located at 5th Floor, The Harbor Front Building, HC#3, Marine Drive, Block 4, Clifton Karachi, not later than 48 hours before the time of the meeting.

7) Pursuant to Companies (Postal Ballot) Regulations, 2018 and read with Sections 143 and 144 of the Act, Members will be allowed to exercise their right of vote through postal ballot, that is voting by post or through any electronic mode, in accordance with the requirements and procedure contained in the aforesaid Regulations.

8) Conversion of Physical Shares into Book Entry Form

In compliance with section 72 of the Companies Act, 2017 and SECP's letter No. CSD/ED/Misc./2016-639-640 dated March 26, 2021, listed companies are required to replace existing physical shares issued by them into the Book-Entry form. Given the above requirement, shareholders of the Company having physical folios/share certificates are requested to convert their shares from the physical form into Book-Entry form as soon as possible. Conversion of physical shares into Book-Entry form would facilitate the shareholders in many ways, i.e. safe custody of shares, readily available market for instant sale and purchase of shares, eliminate the risk of loss & damage, easy & secure transfer with lesser formalities as compared to physical shares. The Company's shareholders may contact Share Registrar of the Company [i.e., M/s. FAMCO Share Registration Services (Pvt.) Limited] for assistance in converting physical shares into Book-Entry Form.

9) Distribution of Annual Report through Email

Pursuant to the provision of Section 223(6) of the Companies Act, 2017, the companies are permitted to circulate their annual financial statements, along with auditor's report, directors' review report etc. ("Annual Report") and the notice of annual general meeting ("Notice"), to its shareholders by email. Shareholders of the Company who wish to receive the Company's Annual Report and Notices of annual general meeting by email are requested to provide the completed Electronic Communication Consent Form (available on the Company's website), to the Company's Share Registrar.

The audited financial statements of the Company for the year ended December 31, 2023, have been made available on the website: **https://www.frieslandcampina.com/pk/financial-annual-reports/**

10) Updation of Shareholder Addresses & Other Particulars

The shareholders are requested to promptly notify any change in their address, if any, to the Company's Share Registrar. In case of corporate entity, the shareholders are requested to promptly notify any change in the particulars of their authorized representative, if applicable.

11) Submission of copies of CNIC not provided earlier

Non CDC Individual Shareholders are once again reminded to submit a copy of their valid CNIC to Share Registrar, if not provided earlier to the Company's Share Registrar, FAMCO Share Registration Services (Pvt.) Ltd., and in case of CDC IAS or Participant Account holders, please submit copy of CNIC to CDC IAS or relevant participant.