



November 16, 2020

The General Manager
Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
KARACHI

Shell Pakistan Limited

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Dear Sir/Madam,

NOTICE OF EXTRAORDINARY GENERAL MEETING

Please find enclosed herewith, a copy of the Notice of the Extraordinary General Meeting of our Company scheduled to be held on Wednesday, December 9, 2020 at 10:30 a.m. through video-conference facility.

Pursuant to Government directions issued to prevent outbreak of Corona Virus Disease (COVID-19), the Extraordinary General Meeting of the Company will be held through Video Conferencing Facility. In order to inform our shareholders, we intend to publish this Notice in Dawn (combined editions Karachi, Lahore and Islamabad), Jang (Karachi) and Nawa-i-Waqt (Lahore) on November 17, 2020; which is being notified to PSX in compliance of Regulations No. 5.6.4 of the PSX Regulations.

Furthermore, the Company has made arrangements to ensure that all participants including shareholders can participate in the EOGM proceedings via video-link. For attending the meeting, the members are required to email their Name, Folio Number, Valid Email address and Number of Shares held in their name at SHELLPK-CompanySec@shell.com. For appointing proxies, the scanned copy of signed letter by shareholder authorizing proxy along with email address of Proxy and above required details must be sent to our email.

Video-Link and Login credentials will be shared with only those Members/Proxies whose emails, containing all the required particulars, are received at the given email address by or before the close of business hours on December 7, 2020. The shareholders can also provide their comments and questions for the agenda items of the EOGM on email: SHELLPK-CompanySec@shell.com.

Yours faithfully,
for Shell Pakistan Limited

Lalarukh Hussain-Shaikh
Company Secretary

NOTICE OF EXTRAORDINARY GENERAL MEETING THROUGH VIDEO-CONFERENCE

Notice is hereby given that an Extraordinary General Meeting of Shell Pakistan Limited (the "Company") will be held on Wednesday, December 9, 2020 at 10:30 a.m., through video-conference facility to consider and, if thought fit, to increase the authorized share capital of the Company from Rs. 1,500,000,000/- (Pakistan Rupees One Billion Five Hundred Million Only) to Rs. 3,000,000,000/- (Pakistan Rupees Three Billion Only), by creation of 150,000,000 new ordinary shares of Rs. 10/- (Pakistan Rupees Ten Only) each, and to approve the consequential amendments to the Memorandum of Association of the Company, and in that connection to consider and if thought fit to pass the following resolutions as special resolutions:

RESOLVED THAT the authorized share capital of the Company be and is hereby increased from Rs. 1,500,000,000/- (Pakistan Rupees One Billion Five Hundred Million Only) to Rs. 3,000,000,000/- (Pakistan Rupees Three Billion Only).

RESOLVED FURTHER THAT, as a consequence of the said increase in the authorized share capital of the Company, the existing Clause 5 of the Memorandum of Association of the Company be and is hereby replaced accordingly to read as follows:

The Share Capital of the Company is Rs. 3,000,000,000/- (Pakistan Rupees Three Billion Only) divided into 300,000,000 shares of Rs. 10/- each, with power to increase and reduce the Capital of the Company.

RESOLVED FURTHER THAT Ms. Lalarukh Hussain-Shaikh, the Company Secretary, and Mr. Faisal Waheed, the Chief Financial Officer and Director of the Company, be and each of them is hereby authorized, such that either of them may do all acts, deeds and things, take any and all actions as may be necessary or expedient to complete all legal formalities, and to sign for and behalf and in the name of the Company and to file, whether with any authority or regulator or other person, any and all such applications, documents, declarations, agreements, deeds, undertakings and other papers as may be necessary or proper or expedient or incidental, for the purposes of implementing the aforesaid resolutions, and to do all such acts, deeds and things as may be ancillary and/or incidental to the foregoing and/or as may be necessary to fully achieve the objects of the resolutions aforesaid, including, without limiting the generality of the foregoing, obtaining any approvals (if required) and carrying out any filings with the Securities and Exchange Commission of Pakistan or other regulatory bodies.

The Statement of Material Facts under Section 134(3) of the Companies Act, 2017 relating to the aforesaid Special Business to be transacted at the said Extraordinary General Meeting is attached to this notice.

By Order of the Board

Lalarukh Hussain-Shaikh
Company Secretary

Karachi: November 16, 2020

Shell House
6, Ch. Khaliqzaman Road
Karachi 75530

Notes:

1. The register of members of the Company will remain closed from Wednesday, November 25, 2020 to Wednesday, December 9, 2020 (both days inclusive). Transfers received in order at the office of our Share Registrar, FAMCO Associates (Pvt) Ltd., 8-F, next to Hotel Faran, Nursery, P.E.C.H.S., Block-6, Shahra-e-Faisal, Karachi-75400 by the close of business on Tuesday, November 24, 2020 shall be treated in time for the purpose of attending the Extraordinary General Meeting.
2. Members holding physical shares are requested to notify any change in their addresses immediately to our Share Registrar, FAMCO Associates (Pvt) Ltd., 8-F, next to Hotel Faran, Nursery, P.E.C.H.S., Block-6, Shahra-e-Faisal, Karachi-75400.
3. A member entitled to attend and vote at the meeting shall be entitled to appoint another person, as his/her proxy to attend, demand or join in demanding a poll, speak and vote instead of him/her, and a proxy so appointed shall have such rights, as respects attending, speaking and voting at the meeting as are available to a member. Proxies may also be appointed by e-mailing a scanned copy of signed letter by shareholder authorising proxy along with e-mail address of proxy and the relevant details (as below) to SHELLPK-CompanySec@shell.com. Proxies, in order to be effective, must be received either in hardcopy at the registered office of the Company or at the email address specified above not later than 48 hours before the meeting. A proxy need not be a member of the Company.
4. Members or their proxies are required to present their original CNIC or Passport along with the Participant's I.D. and Account Number(s) at the time of attending the Extraordinary General Meeting through video-conference in order to authenticate their identity.
5. A form of Proxy is enclosed with the Notice of the Meeting being sent to the members.
6. For attending the meeting, members are required to e-mail their name, folio number, valid e-mail address and number of shares held in their name to SHELLPK-CompanySec@shell.com with the subject "Registration for SPL's EGM".
7. Video-link and login credentials will be shared with only those member/proxies whose e-mails containing all the required particulars are received at the given e-mail address by or before the close of business hours on December 7, 2020. The shareholders can also provide their comments and questions for the agenda items of the Extraordinary General Meeting on SHELLPK-CompanySec@shell.com.
8. Members are requested to submit a copy of their Computerized National Identity Card / Smart National Identity Card (CNIC / SNIC) and updated email address, if not already provided, to our Share Registrar, FAMCO Associates (Pvt) Ltd.
9. Members can also exercise their right of E-Voting subject to the requirements of S.143-145 of the Companies Act, 2017 and the applicable clauses of the Companies (Postal ballot) Regulations, 2018.

STATEMENT OF MATERIAL FACTS UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017

This statement sets out the material facts concerning the special business to be transacted at the Extraordinary General Meeting of Shell Pakistan Limited (the "Company") to be held on Wednesday, December 9, 2020.

In order to cater for future increase in the issued and paid up share capital of the Company / issuance of shares, the authorized share capital of the Company needs to be enhanced.

In the light of the same and for future potential issuance of shares, the Board of Directors has resolved (subject to obtaining the approval of the shareholders of the Company) that the authorized share capital of the Company be increased from Rs. 1,500,000,000/- (Pakistan Rupees One Billion Five Hundred Million Only), divided into 150,000,000 (One Hundred Fifty Million) ordinary shares of Rs. 10/- (Pakistan Rupees Ten Only) each, to Rs. 3,000,000,000/- (Pakistan Rupees Three Billion Only), divided into 300,000,000 ordinary shares of Rs. 10/- (Pakistan Rupees Ten Only) each. Accordingly, the amount of increase in authorized share capital of the Company will be equal to Rs. 1,500,000,000/- (Pakistan Rupees One Billion Five Hundred Million Only), comprising 150,000,000 ordinary shares of Rs. 10/- (Pakistan Rupees Ten Only) each.

For the purposes of the same, corresponding amendments are required to be made to the Memorandum of Association of the Company to reflect the increase in the authorized share capital of the Company, as detailed in the proposed resolutions appearing in the notice of the general meeting.

The above requires the approval of the shareholders / members of the Company, through special resolutions, in accordance with Article 29 of the Articles of Association of the Company, read with Section 85 of the Companies Act, 2017.

The Board of Directors of the Company has confirmed that the requisite alterations to the Memorandum of Association of the Company are in line with the applicable provisions of the law and regulatory framework.

The Directors of the Company have no personal interest in the Resolutions except in their capacity as shareholders of the Company to the extent of their respective shareholding.