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

AGP-Sec./ 253
July 28, 2022

SUBJECT: RESOLUTIONS PASSED IN THE 4th EXTRAORDINARY GENERAL MEETING

Dear Sir,

In compliance with the requirements of Regulation No. 5.6.9 (b) of the Rule Book of the Pakistan Stock Exchange, please find enclosed a certified copy of the resolutions passed in the 4th Extraordinary General Meeting of the Company held on Thursday, July 28, 2022.

Yours Sincerely,

Umair Mukhtar
Company Secretary



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ABSTRACTS OF RESOLUTIONS PASSED IN THE 4TH EXTRAORDINARY GENERAL MEETING
OF SHAREHOLDERS OF THE COMPANY HELD ON JULY 28, 2022 AT RAMADA CREEK, DHA
PHASE VIII

1. CONFIRMATION OF MINUTES

Resolved that

"Minutes of the Annual General Meeting of the Company held on April 26, 2022 be and are hereby confirmed".

2. INVESTMENT IN ASSOCIATED COMPANY

"RESOLVED THAT the Company be and is hereby authorized to participate through a Special Purpose Vehicle ("SPV") named OBS Pakistan (Private) Limited which has been incorporated in December 2021 by its parent company, Aitkenstuart Pakistan (Private) Limited for the purpose of acquisition of a selected portfolio of products from Viatris Inc. ("Viatris") which are commercialized in Pakistan primarily under the brands previously owned by Pfizer Inc. ("Brands") ("Transaction")."

"FURTHER RESOLVED THAT the Company be and is hereby authorized to invest in its associated company, OBS Pakistan (Private) Limited an amount of around PKR 3,000 million, subject to adjustment till the closing date, in the form of equity investment and resulting in a holding of eighty - five percent (85%) of the issued and paid-up share capital of OBS Pakistan (Private) Limited for an indefinite period."

"FURTHER RESOLVED THAT the Company be and is hereby authorized to obtain financing from lenders for the purpose of raising funding for the equity investment in OBS Pakistan (Private) Limited and in this respect the Company, be and is hereby authorized for the period required to enter into relevant financing documents and to provide collateral to, or for the benefit of AGP Limited lenders, comprising various forms of security to the lenders, with or without margin as may be required, including but not limited hypothecation or mortgage charge on all present and future moveable and immovable fixed assets for securing financing of an amount of around PKR 3,000 million, subject to adjustment till the closing date."

"FURTHER RESOLVED THAT the Company be and is hereby authorized for the purposes of arranging from lenders for OBS Pakistan (Private) Limited for the purposes of the Transaction, for the period required under the relevant financing documents, to provide and / or arrange for the provision of collateral from its parent and / or other third parties to, or for the benefit of, OBS Pakistan (Private) Limited's lenders, with or without margin as may be required, including but not limited to corporate guarantees, pledge of shares, and hypothecation or mortgage charge on all present and future moveable and immovable fixed assets for securing financing of an amount of around PKR 9,000 million, subject to adjustment till the closing date."



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"FURTHER RESOLVED THAT the Company be and is hereby authorized to lend or provide or extend or utilize short term funded and / or unfunded financing facilities and / or security to its associated companies, namely OBS AGP (Private) Limited and OBS Pakistan (Private) Limited (post equity injection in the same), up to the amount of PKR 500 Million each to meet excess debt and funding shortfalls or to otherwise assist the Company and such associated companies in meeting and fulfilling their financial obligations."

"FURTHER RESOLVED THAT such facilities extended by the Company to its associated companies as per the preceding resolution, will initially be for a period of one (1) year and shall be renewable annually for each successive year, unless not renewed."

"FURTHER RESOLVED THAT the Chief Executive / Non-Executive Director along with Chief Financial Officer / Company Secretary of the Company or such other person(s) as may be authorized by them (the **"Authorized Persons"**), be and are hereby, jointly or severally authorized and empowered to take all necessary steps, make the requisite investments from time to time, to do all such acts, deeds and things, and to execute and deliver all such deeds, agreements, declarations, undertakings and guarantees, including any ancillary document thereto or provide any such documentation for and on behalf and in the name of the Company as may be necessary or required or as they or any of them think appropriate for or in connection with or incidental for the purposes of carrying out the proposed resolutions including for the purposes of raising debts by the Company and OBS Pakistan (Private) Limited."

"FURTHER RESOLVED THAT all actions heretofore taken by the Authorized Persons on behalf of the Company in respect of the above matters are hereby confirmed, ratified and adopted by the Company in full."

CERTIFIED TRUE COPY

Umair Mukhtar
Company Secretary

Date: July 28, 2022

AGP Limited B-23-C, S.I.T.E., Karachi-75700, Pakistan

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