



November 21, 2022

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

Dear Sir,

**Certified Copy of Resolutions Adopted at the Extraordinary General Meeting of
Dawood Hercules Corporation Limited held at 11:00 a.m. on Monday, November 21, 2022 at
The Dawood Foundation Business Hub, Ground Floor, Dawood Centre, M.T. Khan Road, Karachi, and
via video link**

We are pleased to attach a certified copy of resolutions adopted by the shareholders of Dawood Hercules Corporation Limited (the Company) at the Extraordinary General Meeting of the Company held at 11:00 a.m. on Monday, November 21, 2022 at The Dawood Foundation Business Hub, Ground Floor, Dawood Centre, M.T. Khan Road, Karachi, and via video link.

The above is submitted for information as per the Regulation 5.6.9. (b) of the PSX Rule Book of Pakistan Stock Exchange Limited.

Thanking you,

Yours faithfully,

Imran Chagani
Company Secretary

Encl.: As above



www.dawoodhercules.com

RESOLUTIONS ADOPTED BY THE SHAREHOLDERS OF DAWOOD HERCULES CORPORATION LIMITED AT THE EXTRAORDINARY GENERAL MEETING HELD AT 11:00 A.M. ON MONDAY, NOVEMBER 21, 2022 AT THE DAWOOD FOUNDATION BUSINESS HUB, GROUND FLOOR, DAWOOD CENTRE, M.T. KHAN ROAD, KARACHI, AND VIA VIDEO LINK

SPECIAL BUSINESS

1. To consider and if thought appropriate, pass with or without modification, the following ordinary resolutions in terms of Section 183 of the Companies Act, 2017, to authorize and approve the disposal of the entire shareholding of the Company in its wholly owned subsidiary, Empiric AI (Private) Limited ("Empiric AI") (100% of the outstanding paid-up capital of Empiric AI) to Avanceon Limited in consideration of 7,767,400 number of shares in Octopus Digital Limited representing 5.68% of issued and paid-up capital on such terms and conditions as may be specified under the Share Purchase Agreement and disclosed in the statement of material facts.

ORDINARY RESOLUTION

"RESOLVED that pursuant to Section 183 and other applicable provisions of the Companies Act, 2017 and subject to the grant of all approvals and consents, as required under the applicable law, Dawood Hercules Corporation Limited (the "Company") is hereby gives its consent and is hereby authorised to dispose of the entire shareholding of the Company in its wholly owned subsidiary, Empiric AI (Private) Limited ("Empiric AI") (100% of the outstanding paid-up capital of Empiric AI) to Avanceon Limited in consideration of 7,767,400 number of shares in Octopus Digital Limited representing 5.68% of issued and paid-up capital on such terms and conditions as may be specified under the Share Purchase Agreement and disclosed in the statement of material facts.

FURTHER RESOLVED that any two of the Chief Executive Officer, the Chief Financial Officer, and the Company Secretary be and are hereby jointly authorized to do all acts, deeds and things, to execute the share purchase agreement(s), documents and papers and make any applications, including but not limited to any applications, notices, disclosures required to be filed with the Competition Commission of Pakistan, Securities and Exchange Commission of Pakistan, Pakistan Stock Exchange Limited and any other regulatory authorities, and undertake all such steps for the purposes of implementing this resolution as the aforesaid officer of the Company may deem fit."

2. To consider and, if thought fit, pass with or without modification, the following special resolution in terms of Section 199 of the Companies Act, 2017, to make long term investments in shares of the following associated companies up to PKR 5.35 billion at the applicable quoted price of such shares on the Pakistan Stock Exchange Limited on the day of the transactions.

Engro Fertilizers Limited	PKR 2 billion
Engro Polymer and Chemicals Limited	PKR 2 billion
Engro Powergen Qadirpur Limited	PKR 350 million
Frieslandcampina Engro Pakistan Limited	PKR 1 billion



SPECIAL RESOLUTION

"RESOLVED that approval of the members of Dawood Hercules Corporation Limited (the "Company") be and is hereby accorded in terms of Section 199 and other applicable provisions of the Companies Act, 2017 and the Company be and is hereby authorized to make long term investments in shares of the following associated companies up to PKR 5.35 billion at the applicable quoted price of such shares on the date of the transactions on the Pakistan Stock Exchange Limited.

Engro Fertilizers Limited	PKR 2 billion
Engro Polymer and Chemicals Limited	PKR 2 billion
Engro Powergen Qadirpur Limited	PKR 350 million
Frieslandcampina Engro Pakistan Limited	PKR 1 billion

FURTHER RESOLVED that this special resolution shall be valid for a period of five years starting from the date of approval by members, and any two of the Chief Executive Officer, the Chief Financial Officer and the Company Secretary of the Company be and are hereby jointly empowered and authorized to do all acts, matters, deeds and things, take any or all necessary actions and to complete all legal formalities as may be necessary or incidental expedient for the purpose of implementing the aforesaid resolution."

Certified True Copy


Imran Chagani
Company Secretary