

December 15, 2022

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

Dear Sir/Madam,

Subject: Purchase (Buy-back) of the shares under Section 88 of the Companies Act, 2017 read with Listed Companies (Buy-Back of Shares) Regulations, 2019 (“Applicable Law”)

In accordance with Sections 96 and 131 of the Securities Act, 2015 and Clause 5.6.1 of the Rule Book of the Pakistan Stock Exchange Limited, we hereby convey the following information:

At the meeting of the Board of Directors of Engro Corporation Limited (the “**Company**”) held on December 14, 2022, at Karachi, the Board provided its approval to recommend to the members / shareholders of the Company, for their approval vide special resolution(s), the purchase/buy-back by the Company of an aggregate of up to 70,000,000 (Seventy Million) issued and paid-up ordinary shares of the Company, having paid-up/face value of PKR 10/- (Pak Rupees Ten only) each, in accordance with the Applicable Law (the “**Purchase**”). Salient features of the Purchase are provided in the table below:

Description	Board’s Recommendation
Purpose of the purchase	Cancellation of shares
Mode of the purchase	Through the Pakistan Stock Exchange Limited
Indicative (maximum) number of shares proposed to be purchased (buy-back)	Up to an aggregate of 70,000,000 (Seventy Million) issued and paid-up ordinary shares of the Company having paid-up/face value of PKR 10/- (Pak Rupees Ten Only) each
Indicative (maximum) percentage of shares proposed to be purchased (buy-back)	Approx. 12.1% of the total outstanding shares of the Company
Purchase price	Spot/current rate (as per Reg. 8(2) of Listed Companies (Buy-back of Shares) Regulations, 2019)
Period within which the purchase shall be made	February 03, 2023 to July 25, 2023 (both days inclusive) or till such date that purchase is complete, whichever is earlier

Source of funds	The purchase of shares shall be made in cash and shall be out of the distributable profits as required under Section 88(8) of the Companies Act, 2017
Justification for the purchase / buyback and effect on the financial position of the Company	The purchase/buy-back of the Company's issued ordinary shares will improve the earnings per share of the Company. Further, it will provide an opportunity of exit to those members who wish to liquidate their investments

Accordingly, an Extra-ordinary General Meeting of the Company will be held on Thursday, January 26, 2023 at Karachi School of Business and Leadership situated at National Stadium Road, Opp. Liaquat National Hospital, Karachi – 74800 at 02:30 p.m. for approval of the Purchase by the members / shareholders by way of special resolutions in compliance with Section 88 of the Companies Act, 2017. The Notice of the Extra-ordinary General Meeting shall be published in due course.

The Share Transfer Books of the Company will be closed from Friday, January 20, 2023 to Thursday, January 26, 2023 (both days inclusive). Transfers received in order at the office of our share registrar, M/s. FAMCO Associates (Private) Limited, 8-F, near Hotel Faran, Block 6, PECHS, Shahrah-e-Faisal, Karachi PABX Nos. (92-21) 34380101-5 and email info.shares@famco.com.pk by the close of business (05:00 p.m.) on Thursday, January 19, 2023 will be treated in time to determine voting rights of the members for attending the meeting.

Disclosure form in terms of Section 96 of the Securities Act, 2015 is attached for information and circulation amongst the TRE Certificate Holders of the Exchange.

Yours faithfully,



SHOMAILA LOAN
 Company Secretary

cc:

The Executive Director (Enforcement)
 Securities and Exchange Commission of Pakistan
 NIC Building, 63 Jinnah Avenue,
 Blue Area, Islamabad.

Director/HOD
 Surveillance, Supervision and Enforcement Department,
 Securities and Exchange Commission of Pakistan
 NIC Building, 63 Jinnah Avenue,
 Blue Area, Islamabad.

**DISCLOSURE FORM
 IN TERMS OF SECTION 96 AND 131 OF THE
 SECURITIES ACT, 2015**

Karachi, December 15, 2022

Name of Company: Engro Corporation Limited

Date of Report: December 15, 2022

Address of Registered Office: 8th Floor, The Harbor Front Building, HC # 3, Marine Drive, Block 4, Clifton, Karachi

Contact Information: Ms. Shomaila Loan
 Company Secretary
 Engro Corporation Limited

Disclosure by listed company in terms of Section 96 and 131 of the Securities Act, 2015.

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DATED: December 15, 2022



SHOMAILA LOAN
 Company Secretary
 Engro Corporation Limited