

September 22, 2023
FATIMA/PSX/23/A-032

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

Sub: Certified Copies of Resolutions passed at the Extraordinary General Meeting of Fatima Fertilizer Company Limited held on September 22, 2023

Dear Sir,

Pursuant to Regulation 5.6.9(b) of the Rule Book of Pakistan Stock Exchange, we enclose herewith certified copies of the resolutions approved and adopted by the members of the Company at the Extraordinary General Meeting of the Company held on September 22, 2023.

Yours sincerely,



Anil Zia

Deputy Company Secretary

Encl: As above

Certified copies of resolutions passed by the shareholders at the Extraordinary General Meeting of the Company held on September 22, 2023

Ordinary Business/Resolutions:

1. **“Resolved**, that the minutes of the Annual General Meetings held on April 28, 2023, be and are hereby read, confirmed, adopted, and be signed by the Chair as a true record.”
2. **“Resolved**, that following seven persons be and are hereby elected as Directors of the Company for a term of three years commencing from September 22, 2023 in terms of section 159 of Companies Act, 2017:

- | | |
|------------------------------|-----------------------------|
| 1. Mr. Arif Habib | 2. Mr. Fawad Ahmed Mukhtar |
| 3. Mr. Fazal Ahmed Sheikh | 4. Mr. Faisal Ahmed Mukhtar |
| 5. Mr. Muhammad Kashif Habib | 6. Mr. Tariq Jamali |
| 7. Mrs. Julie Jannerup | |

Special Business/Resolutions:

3. **“Resolved**, that the consent and approval be and is hereby accorded under Section 199 of the Companies Act, 2017 and the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017, for the following limits of investments in REITS under management of Arif Habib Dolmen REIT Management Limited (an associated company) for a period upto next annual general meeting or for a longer period (as applicable), and subject to the terms and conditions as mentioned in the Annexure-A of Statement under Section 134(3) of the Companies Act, 2017.

Sr. No.	Name of Associated Companies & Undertakings	Proposed Fresh Equity Investment (PKR Million)
1.	Pakistan Corporate CBD REIT	1,142
2.	Silk Islamic Development REIT (SIDR)	150
3.	Sapphire Bay Islamic Development REIT (SBIDR)	4,120
4.	REITS under management of Arif Habib Dolmen REIT Management Ltd.	2,250

Resolved further, that the consent and approval be and is hereby accorded under Section 199 of the Companies Act, 2017 and the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017 to ratify the equity investments in Silk Islamic Development REIT (SIDR), Pakistan Corporate CBD REIT and Sapphire Bay Islamic Development REIT (SBIDR) amounting to Rs. 600 million, Rs. 858 million and Rs. 880 million respectively, already made with an understanding (supported by legal opinion) that the subject investments did not trigger obtaining approval vide a special resolution and this approval/ratification is being sought for the sake of good corporate governance.

Resolved further, that the Chief Executive Officer, any director, Chief Operating Officer/Chief Financial Officer and Company Secretary, be and are hereby authorized singly to take and do, and/or cause to be taken or done, any/all necessary actions, deeds and things which are or may be necessary for giving effect to the aforesaid resolutions and to do all acts, matters, deeds, and things which are necessary, incidental and/or consequential to the investment of the Company’s funds as above, as and when required at the time of investment, including but not limited to negotiating and executing any necessary agreements/documents, and any ancillary matters thereto.”

4. **“Resolved**, that the consent and approval be and is hereby accorded under Section 199 of the Companies Act, 2017 and the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017, for the following limit of loan investment in REITS under management of Arif Habib Dolmen REIT Management Limited (an associated company) for a period upto next annual general meeting or for a longer period (as applicable), and subject to the terms and conditions as mentioned in the Annexed Statement under Section 134(3) of the Companies Act, 2017.

Sr. No.	Name of Associated Companies & Undertakings	Proposed Loan Investment (PKR Million)
1.	Silk Islamic Development REIT (SIDR)	Shairah Compliant Debt up to PKR 200 million

Resolved further, that the Chief Executive Officer, any director, Chief Operating Officer/Chief Financial Officer, General Manager Finance, and Company Secretary, be and are hereby authorized singly to take and do, and/or cause to be taken or done, any/all necessary actions, deeds and things which are or may be necessary for giving effect to the aforesaid resolution and to do all acts, matters, deeds, and things which are necessary, incidental and/or consequential to the investment of the Company’s funds as above, as and when required at the time of investment, including but not limited to negotiating and executing any necessary agreements/documents, and any ancillary matters thereto.”

CERTIFIED TO BE A TRUE COPY



DEPUTY COMPANY SECRETARY