

5 April 2024

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

**Subject: Notice of Annual General Meeting**

Dear Sir / Madam,

Please find enclosed, as published in The News (English) and Nawa-i-Waqt (Urdu) newspapers, copies of the Notice of the 9<sup>th</sup> Annual General Meeting to be held at 10:00 a.m. on Friday, 26 April 2024 at Beach Luxury Hotel, Karachi and virtually.

Members willing to attend the AGM virtually shall email their respective name, folio number, CNIC number, and scanned copy of their CNIC (front and back) at [pakistan.shareinfo@haleon.com](mailto:pakistan.shareinfo@haleon.com), for provision of link for AGM. Further, please do not hesitate to contact us at the abovementioned email address for any queries.

You may please inform the TRE Certificate holders of the Exchange accordingly.

For and on behalf of Haleon Pakistan Limited



**Ms. Mashal Mohammad**  
Company Secretary

Enclosed: as above

- CC: (1) Executive Director/HOD  
Offsite-II Department, Supervision Division,  
Securities and Exchange Commission of Pakistan,  
63, NIC Building, Jinnah Avenue,  
Blue Area, Islamabad.
- (2) Head of Operations & CSS  
Central Depository Company of Pakistan Limited,  
CDC House, 99-B, Block-B, S.M.C.H.S.,  
Main Shahrah-e-Faisal, Karachi.

**Notice of the 9<sup>th</sup> Annual General Meeting 2023**

Notice is hereby given to members that the 9<sup>th</sup> Annual General Meeting ('AGM') of Haleon Pakistan Limited (the 'Company') will be held at 10:00 am on Friday, 26 April 2024 at the Beach Luxury Hotel, Karachi and virtually to transact the following business:

**ORDINARY BUSINESS**

- A. To receive, consider and adopt the audited financial statements together with the Directors' and Auditors' Report thereon for the year ended 31 December 2023.
- B. To appoint External Auditors of the Company for the ensuing year, and to fix their remuneration. The Board of Directors, on the recommendation of the Board Audit Committee of the Company, has proposed the appointment of KPMG Taseer Hadi & Co. as External Auditors, for the year ending 31 December 2024.

**SPECIAL BUSINESS**

- C. To consider and approve the circulation of the subsequent annual audited financial statements together with the Annual Report (including the Directors' report, audited financial statements, Auditors' report, Chairperson's review etc) to the members of the Company through weblink and/or QR enabled code in accordance with Section 223(6) of the Companies Act, 2017 read with S.R.O. 389(I)/2023 dated 21 March 2023.

*"IT WAS RESOLVED THAT as notified by the Securities and Exchange Commission of Pakistan via S.R.O No. 389(I)/2023 dated 21 March 2023, the transmission of the audited financial statements together with the Directors' and Auditors' Report etc to the members of the Company through weblink and/or QR enabled code be and is hereby approved."*

*"IT WAS FURTHER RESOLVED THAT the Chief Executive Officer and / or the Chief Financial Officer and / or the Company Secretary be and are hereby authorised to jointly and / or severally do all such acts, deeds and things as may be deemed necessary or ancillary to give effect to the foregoing resolution."*

A statement of material facts under section 134(3) of the Companies Act 2017 relating to this special business to be transacted at the AGM is attached to this notice.

**ANY OTHER BUSINESS**

- D. To transact any other business with the permission of the Chair.

By the Order of the Board



**MASHAL MOHAMMAD**  
Company Secretary

Karachi  
5 April 2024

**Notes:****1. Virtual / Physical AGM and Attendance Protocols**

- a) Pursuant to the SECP Circular No. 4 of 2021 dated 15 February 2021, Circular No. 6 of 2021 dated 3 March 2021, and the clarification issued by SECP bearing no. SMD/SE/2(20)/2021/117 dated 15 December 2021, the proceedings of the AGM shall be held both physically and virtually. Any relevant updates regarding the AGM will be announced on the Company's website ([www.haleon.pk](http://www.haleon.pk)) and through PUCARS, as applicable.
- b) Members attending the AGM virtually must register their intent beforehand and no later than close of business on 25 April 2024. Shareholders, who wish to attend virtually, are requested to email their respective name, folio number, CNIC number, and scanned copy of their CNIC (front and back) to the Company's email address [pakistan.shareinfo@haleon.com](mailto:pakistan.shareinfo@haleon.com), and following necessary verification, a link to access the AGM will be emailed to him / her.
- c) Please email at [pakistan.shareinfo@haleon.com](mailto:pakistan.shareinfo@haleon.com) to post any questions for the AGM as the telecon will automatically mute all microphones.
- d) Please note that those members attending virtually will be able to view the Directors and hear the live proceedings of the AGM but will remain on mute so as to avoid any connectivity disruptions. Those members attending the AGM may submit their respective questions / comments / suggestions along with their name and folio number on the email address, provided above in this notice or during the AGM in the dedicated Q&A / chatbox.

**2. Book Closure**

The share transfer books of the Company will be closed from 19 April 2024 to 26 April 2024 (both days inclusive). Requests received at the office of the Share Registrar of the Company at CDC Share Registrar Services Limited, CDC House, 99-B, Block-B, S.M.C.H.S., Main Shahrah-e-Faisal, Karachi – 74000 at the close of business on 18 April 2024 will be treated in time for the purpose of attendance of the Annual General Meeting and as applicable.

**3. Appointment of Proxies**

Members entitled to attend and vote at the AGM may appoint another member as his / her proxy to attend, speak and vote at the AGM on his / her behalf. The instrument appointing proxy must be deposited duly signed and stamped at the Office of the Share Registrar of the Company at CDC Share Registrar Services Limited, CDC House, 99-B, Block — B, S.M.C.H.S., Main Shahrah-e-Faisal, Karachi not later than forty eight (48) hours before the time of the AGM. An attested copy of the member's Computerized National Identity Card (CNIC) must be attached with the proxy form. Please refer to section 137 of the Companies Act, 2017 for further information. Members holding physical shares are also required to bring their original CNIC and / or copy of CNIC of member(s) of whom he / she / they hold proxy(ies). Such member(s) shall not be allowed to attend and / or sign the Register of Members/Members at the AGM without such CNIC(s). The proxy form is available on the Company's website ([www.haleon.pk](http://www.haleon.pk)).

**4. CDC Account Holders**

CDC Account Holders will further have to follow the below guidelines as specified by the Securities and Exchange Commission of Pakistan (SECP).

**a) Attending the AGM**

- In case of individuals, the account holder or sub-account holder and / or the person whose securities are in a group account, and their registration details are uploaded as per the applicable regulations, and shall authenticate his / her identity by showing his / her original Computerized National Identity Card (CNIC) or original passport at the time of attending the meeting.
- In case of corporate entity, the Board of Directors' Resolution / Power of Attorney with the specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of the meeting.

**b) Appointing Proxies:**

- In case of individuals, the account holder or sub-account holder and/or the person whose securities are in group account and their registration details are uploaded as per the CDC Regulations, shall submit the proxy form as per the above requirement.
- The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
- Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- The proxy shall produce his / her original CNIC or original passport at the time of the AGM.
- In case of a corporate entity, the Board of Directors' Resolution / Power of Attorney with the specimen signature shall be submitted (unless it has been provided earlier) along with proxy form to the Company.

The proxy form is available on the Company's website: [www.haleon.pk](http://www.haleon.pk)

**5. Circulation of Annual Audited Accounts**

- SECP, through its SRO 470(1)/2016 dated 31 May 2016, has allowed companies to circulate the annual balance sheet, profit and loss account, Auditors' Report and Directors' Report etc. to its members through CD/DVD/USB at their registered addresses. In view of the above, the Company had obtained members' approval in its Extraordinary General Meeting held on 20 November 2017 in this regard.
- Pursuant to SRO 787(1)/2014 dated 8 September 2014, SRO 470(1)/2016 dated 31 May 2016, and under Section 223(6) of the Companies Act 2017, circulation of audited financial statements and notice of annual general meeting has been allowed in electronic format, including through email. Accordingly, the audited financial statements of the Company for the year ended 31 December 2023, are available on the Company's website: [www.haleon.pk](http://www.haleon.pk). The Annual Report shall be circulated via email to those members whose email addresses are present in the records / database of the Share Registrar. Those members requiring a printed copy or electronic format through email of Annual Report may send a request using the Standard Request Form provided in the Annual Report and placed on the Company's website: [www.haleon.pk](http://www.haleon.pk). Hardcopies shall be provided free of cost.

**6. Postal Ballot / E-Voting**

Further to the Companies (Postal Ballot) Regulations, 2018, for the purpose of election of Directors and for any other agenda item subject to the requirements of Section 143 and 144 of the Companies Act, 2017, members holding in aggregate 10% or more shareholding as per law, will be allowed to exercise their right of vote through postal ballot i.e. by post or e-voting, in the manner and subject to conditions contained in the said Regulations.

**7. Deposit of Physical Shares into CDC Account**

As per Section 72 of the Companies Act, 2017, every existing listed company shall be required to replace its physical shares with book-entry form in a manner as may be specified and from the date notified by the SECP, within a period not exceeding four (4) years from the commencement of the Act, i.e., 30 May 2017. Those members holding or investor shareholding(s) are encouraged to open a CDC sub - account with any broker or Investor Account directly with CDC to place their physical shares into scrip less form. This is beneficial in many ways, including safe custody and sale of shares at any time, as the trading of physical shares is not permitted as per the existing regulations of the Pakistan Stock Exchange.

**8. Change of Address and Zakat Status**

Members are requested to notify the Company's Share Registrar if there is any change in their registered postal address or email address. Members with physical shareholding are requested to submit non-deduction of Zakat form, if applicable to them. Further, members holding their shares through CDC are requested to update their participants.

**9. Unclaimed Dividend(s) / Share Certificates**

The Company has previously discharged its responsibility under Section 244 of the Companies Act, 2017 whereby the Company approached members to claim their unclaimed dividends in accordance with the law. Those members, whose dividends / share certificates still remain unclaimed, are hereby once again requested to approach the Company to claim their outstanding dividend amounts and / or undelivered share certificates.

**10. Statutory Code of Conduct at AGM**

Section 215 of the Companies Act, 2017 and Regulation 28 of the Companies (General Provisions and Forms) Regulations, 2018, state the Code of Conduct of Members, as follows: Members are not permitted to exert influence or approach the management directly for decisions which may lead to creation of hurdles in the smooth functioning of management. The law states that Members shall not bring material that may cause threat to participants or premises where the AGM is being held, confine themselves to the agenda items covered in the notice of the AGM and shall not conduct themselves in a manner to disclose any political affiliation. Additionally, the Company is not permitted to distribute gifts in any form to its members in its meetings as per Section 185 of Companies Act, 2017.

**Statement of Material Facts under section 134(3) of the Companies Act, 2017****Agenda Item (C):**

The Securities and Exchange Commission of Pakistan through its S.R.O No.389 (I) / 2023 dated 21 March 2023 has allowed listed companies to circulate the annual audited financial statements to their members through QR enabled code and/or weblink, subject to approval of the members. The Company shall continue to circulate the annual audited financial statements through email where email addresses are provided by the members to the Company. The Company shall supply hard copies of the annual audited financial statements to the members upon receipt of a duly completed Request Form, which can be obtained from the Company's website: [www.haleon.pk](http://www.haleon.pk).

The Directors of the Company have no other interest, directly or indirectly, in this special business except in their capacity as members / directors of the Company.

