



CORPORATE AFFAIRS DEPARTMENT

Ref No. 6.12-KSE/S/FFC
December 08, 2025

To: **The General Manager**
Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi

Subject: Extraordinary General Meeting (EOGM) of Fauji Fertilizer Company Limited

Dear Sir,

1. In pursuant to Rule 5.6.9 (b) of the PSX Rule Book, we enclose herewith extract of resolutions passed by the Shareholder in the EOGM of the Company held on Monday, December 08, 2025 at 1400 hours at 156 the Mall, Rawalpindi,.
2. You may please inform the TREC holders accordingly.

Yours faithfully,


Brig Khurram Shahzada (Retd)
Company Secretary

cc: Director / HOD
Listed Companies Department, Supervision Division
Securities & Exchange Commission of Pakistan,
NIC Building, 63 Jinnah Avenue
Blue Area, Islamabad

FAUJI FERTILIZER COMPANY LIMITED



CORPORATE AFFAIRS DEPARTMENT

Extract from the Minutes of Extraordinary General Meeting (EOGM) Held on December 08, 2025 at FFC Head Office, 156 The Mall Rawalpindi

RESOLUTION

RESOLVED THAT, based on the Valuation Report prepared by the independent valuer, KPMG Taseer Hadi & Co., Chartered Accountants, and due diligence as carried out by the Company, consent and approval be and is hereby accorded to the Company for the investment, by way of acquisition of 214,687,500 ordinary voting shares (representing 25% of the paid up capital), of an associated company, i.e. FFBL Power Company Limited, ("**Transaction Shares**") from the Company's parent entity, Fauji Foundation (FF); and in consideration whereof, issue 15,914,566 further ordinary shares of the Company ("**Issue Shares**") to Fauji Foundation, by way of other than right offer, subject to any and all regulatory (and other) approvals being obtained, including the approval of the Securities and Exchange Commission of Pakistan ("**SECP**");

FURTHER RESOLVED THAT based on the valuations carried out by the independent valuer and subject to the permission from the SECP as required under Section 83(1)(b) of the Companies Act, 2017 (the "**Act**") and the provisions of the Companies (Further Issue of Shares) Regulations, 2020, the Issue Shares be issued by way of other than rights and other than cash, as consideration payable to Fauji Foundation for the Transaction Shares, (i.e. one ordinary share of the Company to be issued as consideration for 13.49 shares of FFBL Power Company Limited, acquired by the Company from Fauji Foundation);

FURTHER RESOLVED THAT consent and approval be and is hereby accorded, in terms of approval required pursuant to Sections 199 and 208 of the Act, for the Company to enter into and consummate the Proposed Transaction with Fauji Foundation (being a related party), subject to all requisite regulatory approvals being obtained under applicable law;

FURTHER RESOLVED THAT, the Issue Shares shall from the date of their allotment to FF, rank pari passu in all respects with the existing fully paid-up ordinary shares of the Company and the recipient of the Issue Shares shall, subject to applicable laws, enjoy similar rights and entitlements in respect of the Issue Shares as in respect of ordinary shares of the Company held by FF and other shareholders prior to the date of allotment of Issue Shares.

FURTHER RESOLVED THAT, the Managing Director & Chief Executive Officer, Chief Financial Officer and Company Secretary, or any person(s) authorized by any of them, be and are hereby severally authorized and empowered to take any and all necessary steps and actions for implementing the aforementioned resolutions, including, without limitation, to seek any and all consents and approvals, to execute and (where required) file all necessary applications (including the application under Section 83(1)(b) of the Act), documents, statutory returns, declarations and undertakings and to appear and make representations before any regulatory or other authority, as may be necessary or conducive for and in connection with the aforementioned resolutions and to sign, issue and dispatch all such documents and notices and to do all acts, deeds and things, as may be necessary for carrying out the aforesaid purposes and giving full effect to the aforementioned resolutions.

FAUJI FERTILIZER COMPANY LIMITED

SONA TOWER, 156 THE MALL, RAWALPINDI – PAKISTAN P.O.BOX 253
TEL: +92 (51) 8450001, 8453101 UAN +92 (51) 111-332-111, FAX +92 (51) 8458831
Web: www.ffc.com.pk Email: secretary@ffc.com.pk



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FURTHER RESOLVED THAT, the aforementioned resolution(s) shall be subject to any amendment, modification, addition or deletion as may be suggested, directed and advised by the Board of Directors, or any regulatory authority exercising competent jurisdiction, which suggestion, direction and advice shall be deemed to be part of the aforementioned resolution(s) without the need for the shareholders of the Company to pass afresh the aforementioned resolution(s).

Certified True Copy

Company Secretary

Brig Khurram Shahzada (Retd)

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Extract from the Minutes of Extraordinary General Meeting (EOGM) Held on December 08, 2025 at FFC Head Office, 156 The Mall Rawalpindi

RESOLUTION

RESOLVED THAT the Company be and is hereby authorized, in accordance with Section 199 of the Companies Act, 2017 and other applicable laws, to make investments in its associated company, Agritech Limited ("AGL"), by acquiring from various banks, financial institutions and/or shareholders of AGL, certain securities of AGL, including (a) non-listed preference shares with limited voting rights, non-convertible, redeemable and cumulative ("**Unlisted Preference Shares**"), (b) listed preference shares, non-voting, redeemable, convertible and cumulative ("**Listed Preference Shares**"), and (c) Term Finance Certificates ("**TFC**") (issued by AGL in accordance with the scheme of arrangement sanction by the Lahore High Court on June 03, 2022); in each case, to the extent of the entire number of the respective securities available for purchase by the Company, as determined by the authorized representatives of the Company, in the aggregate investment amount of up to PKR 20,000,000,000 (Pak Rupees Twenty Billion).

FURTHER RESOLVED THAT the Company be and is hereby authorized, in accordance with Section 199 of the Companies Act, 2017, to make investments in AGL from time to time, by way of providing loans/advances to AGL and/or payment(s) on behalf of AGL of any outstanding amounts owed by AGL to any financial institution and/or third party, as determined by the authorized representatives of the Company, in the aggregate investment amount of up to PKR 2,000,000,000 (Pak Rupees Two Billion), broadly as per the terms stipulated in the statement accompanying this Notice.

FURTHER RESOLVED THAT all past acts of the Company and/or the Board of Directors in relation to the aforementioned investments in AGL (to the extent specified in the statement accompanying this Notice), made subsequent to AGL becoming an associated company, have been duly presented to the shareholders of the Company at this meeting duly called and assembled and the shareholders of the Company do ratify and affirm these acts as presented.

FURTHER RESOLVED THAT the Managing Director & Chief Executive Officer, Chief Financial Officer and Company Secretary, or any person(s) authorized by any of them, be and are hereby severally authorized and empowered to take any and all necessary steps and actions for implementing the aforementioned resolutions, make the requisite investments from time to time, do all such acts, deeds and things, and to negotiate, execute and deliver all such deeds, agreements, declarations, undertakings, and instruments, including any ancillary document(s) thereto, or provide any such documentation for and on behalf and in the name of the Company, fulfilling regulatory requirements, in each case, as may be necessary or required or deemed fit, for or in connection with or incidental to the proposed investments in AGL including, without limiting the generality of the foregoing, the negotiation and finalization of the terms and conditions relating to such investments and entering into arrangements with other shareholders.

Certified True Copy

Company Secretary

Brig Khuram Shahzada (Retd)

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RESOLUTION

RESOLVED THAT as and by way of Special Resolution, the Articles of Association of the Company be and are hereby amended as follows:

(a) by substituting for the existing Article 18A, the following new article:

"18A. Company must notify the Exchange in advance, as prescribed under applicable law, with regard to closure of the share transfer books of the Company."

(b) by deleting Article 26A and Article 28A in entirety;

(c) by substituting for the existing Article 30, the following new article:

"30. The Company may issue shares at a discount in accordance with and subject to the conditions described in Section 82 of the Act, and provided the decision is authorized by special resolution passed at a general meeting of the Company, and approval of the Commission."

(d) by substituting for the existing Article 96, the following new article:

"96. The Board of Directors may capitalize any part of the amount for the time being standing to the credit of any reserve or the profit and loss account or otherwise available for distribution, and accordingly that such sum be set free for distribution, amongst members who would be entitled thereto if the same were distributed by way of dividend and in the same proportions on the condition that the same be not paid in cash but be applied in paying up in full un-issued shares as bonus shares or debentures of the Company to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportion aforesaid, or partly in one way and partly in the other."

FURTHER RESOLVED THAT the Managing Director & Chief Executive Officer, Chief Financial Officer and/or the Company Secretary, or any person(s) authorized by any of them, be and are hereby severally authorized and empowered to do all acts, deeds and things, and take any or all necessary actions to complete all legal, corporate and procedural formalities and to file all requisite documents with any body to effectuate and implement the aforesaid resolutions.

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Company Secretary
Brig Khurram Shahzada (Retd)

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