



# BARKAT FRISIAN AGRO LIMITED

February 20, 2026

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

We are pleased to attach a certified copy of the resolutions adopted by the shareholders of Barkat Frisian Agro Limited (the Company) at the Extraordinary General Meeting of the Company held at 2:00 PM on Thursday, February 19, 2026 at The Institute of Chartered Accountants of Pakistan, Chartered Accountants Avenue, Clifton, Karachi, and via video link.

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

Thanking you,

Yours faithfully,

Muhammad Ali Ansari  
Company Secretary



# BARKAT FRISIAN AGRO LIMITED

RESOLUTIONS ADOPTED BY THE SHAREHOLDERS OF BARKAT FRISIAN AGRO LIMITED AT THE EXTRAORDINARY GENERAL MEETING HELD AT 2:00 PM ON THURSDAY, FEBRUARY 19, 2026, AT THE INSTITUTE OF CHARTERED ACCOUNTANTS OF PAKISTAN, CHARTERED ACCOUNTANTS AVENUE, CLIFTON, KARACHI AND VIA VIDEO LINK

## SPECIAL BUSINESSES:

1. To consider and, if deemed fit, to pass the following resolution(s) as a Special Resolution, with or without modification(s), pursuant to Section 199 of the Companies Act, 2017, read with the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017, and other applicable laws, to authorize Barkat Frisian Agro Limited to make an investment in its associated company, Agrolayer Protein Farms (Private) Limited, by way of a combination of equity investment and provision of loan/advance/corporate guarantee, for a total aggregate amount not exceeding PKR 100,000,000 (Pakistani Rupees One Hundred Million).

## RESOLUTION

“RESOLVED THAT pursuant to Section 199 of the Companies Act, 2017, read with the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017, and other applicable laws, Barkat Frisian Agro Limited (the “Company”) be and is hereby authorized to make an investment in its associated company, Agrolayer Protein Farms (Private) Limited (“APF”), by way of a combination of equity investment and provision of loan/advance/corporate guarantee, for a total aggregate amount not exceeding PKR 100,000,000 (Pakistani Rupees One Hundred Million), on such terms and conditions as may be determined by the Board of Directors of the Company.

FURTHER RESOLVED THAT the investment may be made in form of equity and/or loan/advance/corporate guarantee in one or more tranches within a period of two (2) years from the date of passing of this special resolution.

FURTHER RESOLVED THAT the Board of Directors be and is hereby authorized to finalize and approve the Joint Venture Agreement with the shareholders of Agrolayer Protein Farms (Private) Limited, and to nominate any one or more director(s) or officer(s) of the Company to negotiate, execute, and deliver the Joint Venture Agreement and any ancillary or related documents, on such terms and conditions as the Board may deem appropriate.

FURTHER RESOLVED THAT the Chief Executive Officer of the Company be and is hereby authorized, for and on behalf of the Company, to take all necessary actions and do all acts, deeds, and things to implement the aforesaid resolutions, including but not limited to making requisite filings, submissions, and declarations with the relevant authorities in Pakistan, and execution of the any ancillary or related documents.”

**Registered Address:** Office No. 601, 6th Floor, Balad Trade Center-III (BTC-3)

Plot No. D-75, Block 7 - Zone C, Khayaban-e-Jami, Clifton, Karachi. Pakistan

**Factory Address:** WL 36-37, Bin Qasim Industrial Park, Pakistan Steel, Karachi, Pakistan

**contact@barkatfrisian.com, www.barkatfrisian.com**

**P: +92.21. 33480833, 3257468**





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2. To consider and, if thought fit, increase the authorized share capital of the Company from PKR 310,000,000 (Pakistani Rupees Three Hundred Ten Million) to PKR 400,000,000 (Pakistani Rupees Four Hundred Million), divided into 400,000,000 (Four Hundred Million) ordinary shares of PKR 1 (Pakistani Rupees One) each, by creation of 90,000,000 (Ninety Million) new ordinary shares of PKR 1 (Pakistani Rupees One) each, and approve the consequential amendments to the Memorandum and Articles of Association of the Company, and in that connection to pass the following resolutions as special resolutions, with or without modification:

**"RESOLVED THAT** the authorized share capital of Barkat Frisian Agro Limited (the "Company") be and is hereby increased from PKR 310,000,000 (Pakistani Rupees Three Hundred Ten Million) to PKR 400,000,000 (Pakistani Rupees Four Hundred Million), divided into 400,000,000 (Four Hundred Million) ordinary shares of PKR 1 (Pakistani Rupees One) each, by creation of 90,000,000 (Ninety Million) new ordinary shares of PKR 1 (Pakistani Rupees One) each.

**FURTHER RESOLVED THAT**, as a consequence of the said increase in the authorized share capital of the Company:

The existing Clause 5 of the Memorandum of Association of the Company be and is hereby replaced accordingly to read as under:

"The authorized share capital of the Company Pakistani Rupees Four Hundred Million (PKR 400,000,000) divided into Four Hundred Million (400,000,000) ordinary shares of Pakistani Rupees One (PKR 1) each set out in this Clause 5 with power to increase the capital and to consolidate or sub-divide the shares, issue shares of different kinds or classes therein of higher or lower denominations and to vary, modify or abrogate any such rights or conditions in such a manner as may be authorized by the regulations of the Company and subject to applicable laws.

The existing Article 4 of the Articles of Association of the Company be and is hereby replaced accordingly to read as under:

"The authorized share capital of the Company Pakistani Rupees Four Hundred Million (PKR 400,000,000) divided into Four Hundred Million (400,000,000) ordinary shares of Pakistani Rupees One (PKR 1) each set out in this Article 4 with power to increase the capital and to consolidate or sub-divide the shares, issue shares of different kinds or classes therein of higher or lower denominations and to vary, modify or abrogate any such rights or conditions in such a manner as may be authorized by the regulations of the Company and subject to applicable laws"

**FURTHER RESOLVED THAT** the Chief Executive Officer of the Company be and is hereby authorized to do all acts, deeds and things, take any necessary actions to complete all legal formalities and file all necessary documents as may be necessary or incidental for the purpose of implementation the aforesaid resolutions."

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**3. To consider and, if thought fit, recommends the Amendment of Articles of Association to Incorporate Authority for Employees' Stock Option Scheme (ESOP):**

**"RESOLVED THAT** the Company be and is hereby authorized to establish an employees' stock option scheme in accordance with Section 83A of the Companies Act 2017 read with the Companies (Further Issue of Shares) Regulations 2020 subject to approval of the members of the Company under the authority of a special resolution.

**FURTHER RESOLVED THAT** the Company be and is hereby authorised to amend the Articles of Association of the Company by insertion of Article 89 after Article 88 subject to approval of the members of the Company and the Securities and Exchange Commission of Pakistan which Article 89 shall be as follows:

**"89. Employees' Stock Option Scheme**

Notwithstanding anything contained elsewhere in these Articles, the Company may, subject to the provisions of the Companies Act 2017, and any other applicable laws and regulations, establish and implement one or more Employees' Stock Option Schemes (ESOP) for its directors, officers, employees or any other individual as may be permitted by the applicable laws, the Board of Directors and the members of the Company and at all times subject to the approval of the members of the Company under the authority of a special resolution.

The Board of Directors shall be authorized to frame, modify, suspend, or terminate any such scheme, and to determine all terms and conditions related thereto, including but not limited to eligibility criteria, the total number of shares or options, vesting schedules, exercise price, manner of issuance, and all other administrative and operational matters. The Board is further authorized to take all necessary actions to implement and give effect to any such scheme."

**FURTHER RESOLVED THAT** the Chief Executive Officer of the Company be and is hereby authorized for and on behalf of the Company to fulfill all requirements of the Companies Act 2017 read with Companies Regulations 2024 and the Securities and Exchange Commission of Pakistan, including but not limited to filing declarations, forms, documents, circulars and papers with the Securities and Exchange Commission of Pakistan."

Certified True Copy

Muhammad Ali Ansari  
Company Secretary

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