



engro holdings

April 07, 2026

**The General Manager**  
Pakistan Stock Exchange  
Stock Exchange Building  
Karachi

**NOTICE OF THE ANNUAL GENERAL MEETING OF ENGRO HOLDINGS LIMITED**

Dear Sir/Madam,

We are enclosing herewith the Notice of the 58<sup>th</sup> Annual General Meeting ("AGM") of Engro Holdings Limited ("The Company").

The AGM of the Company will be held on Tuesday, April 28, 2026, at 11:00 a.m. at Karachi School of Business and Leadership (KSBL) situated at National Stadium Road, Opp. Liaquat National Hospital, Karachi-74800.

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

Best Regards,

For and on behalf of  
Engro Holdings Limited

Muhammad Amin  
Company Secretary



## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that Fifty-Eighth Annual General Meeting ("AGM") of the members of Engro Holdings Limited (the "Company") will be held at Karachi School of Business and Leadership (KSBL) situated at National Stadium Road, Opp. Liaquat National Hospital, Karachi - 74800 on Tuesday, April 28, 2026, at 11:00 a.m. to transact the following businesses:

**Members are encouraged to attend the AGM through a video conference facility managed by the Company (please see the notes section for details).**

### A) ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the year ended December 31, 2025, together with the Auditors' and Directors' Reports thereon and the Review Report of the Chairman.

In accordance with Section 223(6) of the Companies Act, 2017 and SECP S.R.O. No. 389(I)/2023 dated March 21, 2023, the annual audited financial statements of the Company have been uploaded on the website of the Company which can be accessed using the following weblink and QR enabled code:

<https://www.engro.com/investor-relations/financial-reports/>



2. To appoint Auditors for the year 2026 and fix their remuneration. The Members are hereby notified that the Board Audit & Risk Committee and the Board of Directors have recommended the name of retiring Auditors M/s. A. F. Ferguson & Co., for re-appointment as Auditors of the Company
3. To elect seven (07) Directors in accordance with section 159(1) of the Companies Act, 2017 (the "Act") for a term of three years commencing from May 22, 2026. The names of the retiring directors are (1) Mr. Hussain Dawood (2) Mr. Abdul Samad Dawood, (3) Ms. Sabrina Dawood, (4) Mr. Muhammed Amin, (5) Mr. Isfandiyar Shaheen, (6) Mr. Ahmed Ebrahim Hasham, and (7) Mr. Sohail Tai.

### B) SPECIAL BUSINESS

4. To consider and if deemed fit, pass with or without modification(s), addition(s) or deletion(s), the following Special Resolution(s) under Section 199 of the Companies Act, 2017 read with the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017 (as may be amended), as recommended by the Board of Directors of the Company:

**"RESOLVED** that, approval of the members of Engro Holdings Limited ("the Company") be and is hereby accorded by way of special resolution in accordance with section 199 of the Companies Act, 2017 for the following acts by the Company:

- A. Approval for intercompany loan to its associated company, Dawood Lawrencepur Limited ("DLL"), an aggregate amount of up to PKR Seven billion (PKR 7,000,000,000) comprising of, inter alia, loans, advances and/or security in any form (including without limitation guarantees, government securities, cash, listed/unlisted securities etc.) on an arm's length basis, in the form of a revolving line of credit valid for a period of one year from the date of the special resolution.

**FURTHER RESOLVED** that, the Chief Executive Officer, Chief Financial Officer and/or Company Secretary of the Company be and are hereby authorized, any two jointly, to do all acts, deeds and things, take any and all necessary steps, to fulfill the legal, corporate and procedural formalities and file all necessary documents/returns as deemed necessary on this behalf and the matters ancillary thereto to fully achieve the object of the aforesaid resolutions."

5. To consider and if deemed fit, to pass with or without modification(s), addition(s) or deletion(s), the following Special Resolution(s) under Section 88 of the Companies Act, 2017 read with Listed Companies (Buy-Back of Shares) Regulations, 2019 (as may be amended), for the purchase/buyback by the Company up to an aggregate number of 45,000,000 (Forty

Five Million) issued ordinary shares of the Company, having face value of PKR 10/- (Pak Rupees Ten) each, through the securities exchange at the spot/current price acceptable to the Company prevailing during the purchase period, as recommended by the Board of Directors of the Company:

**“RESOLVED THAT**, subject to compliance with applicable laws, approval of the members of Engro Holdings Limited (the **“Company”**) be and is hereby accorded under Section 88 of the Companies Act, 2017 read with Listed Companies (Buy-Back of Shares) Regulations, 2019, for the following acts by the Company:

- (a) purchase/buy-back of up to an aggregate number of 45,000,000 (Forty Five Million) issued and paid-up ordinary shares of the Company, having paid-up/face value of PKR 10/- (Pak Rupees Ten Only) each, representing approximately 3.73% of the total issued and paid-up ordinary shares of the Company (the **“Purchase”**);
- (b) the Purchased shares to be cancelled by the Company;
- (c) the Purchase be commenced no later than 7 (seven) calendar days of the public announcement of the Purchase and to end no later than 180 (one hundred and eighty) days from the date of the special resolution, in each case in accordance with applicable law;
- (d) the Purchase to be conducted through the Pakistan Stock Exchange Limited in accordance with the applicable law, including the Listed Companies (Buy-Back of Shares) Regulations, 2019 (the **“Regulations”**);
- (e) that the Company maintains sufficient funds in the designated clearing bank account(s) from time to time during the Purchase period for the timely settlements of the daily purchases;
- (f) that the Authorized Person(s) (including the Manager to the Offer) as appointed by the Board of Directors of the Company take all necessary, ancillary and incidental steps and to do or cause to be done all such acts, deeds and things that may be required for the purpose of carrying out and giving effect to the aforementioned resolutions, and for the purpose of implementing, procuring, and completing the Purchase; and
- (g) the aforesaid resolutions, as deemed appropriate and necessary, may be revised by the Authorized Person(s) in accordance with any amendments in applicable law, or as directed in writing by any Competent Authority, which revision shall then be deemed to be part of the resolutions without the need for the shareholders/members of the Company to pass fresh resolutions.

**By Order of the Board**

Karachi  
Dated: April 7, 2026

Muhammad Amin  
Company Secretary

## NOTES

### 1. Prohibition on grant of gifts to Shareholders

The Securities and Exchange Commission of Pakistan (the **“SECP”**), through its Circular 2 of 2018, dated February 9, 2018, has strictly prohibited companies from providing gifts or incentives, in lieu of gifts (tokens/coupons/lunches/takeaway packages) in any form or manner, to shareholders at or in connection with general meetings. Under Section 185 of the Act, any violation of this directive is considered an offense, and companies failing to comply may face penalties. Hence, no gifts in any form will be distributed at the meeting.

### 2. Participation in the AGM proceeding via video conferencing facility

Members are encouraged to attend the AGM proceedings via video-conferencing facility, which shall be made available by the Company.

All Shareholders/Members interested in attending the AGM, either physically or through video-conferencing facility are requested to register their Name, Folio Number, Cell Number, CNIC/Passport number at <https://forms.office.com/r/sBaaCZBBVL>. Confirmation email for physical meeting or video link and login credentials will be shared with only those Shareholders whose registration are received at least 48 hours before the time of AGM. Shareholders can also provide their comments and questions for the agenda items of the AGM at the email address [agm.ehl@engro.com](mailto:agm.ehl@engro.com).

### 3. Electronic transmission of Annual Report 2025

In compliance with section 223(6) of the Act, the Company has electronically transmitted the Annual Report 2025 through email to Shareholders whose email addresses are available with the Company's Share Registrar, M/s. FAMCO Share

Registration Services (Private) Limited. In those cases, where email addresses are not available with the Company's Share Registrar, printed notices of AGM along with the weblink and QR enabled code to download the said Annual Report have been dispatched. However, the Company will provide hard copies of the Annual Report to any member on their demand, at their registered address, free of cost, within one week of receiving such request.

Further, Shareholders are requested to kindly provide their valid email address (along with a copy of valid CNIC) to the Company's Share Registrar, M/s. FAMCO Share Registration Services (Private) Limited if the member hold shares in physical form or, to the Member's respective Participant/Investor Account Services, if shares are held in book entry form.

#### **4. Closure of Share transfer Book**

The Share Transfer Book of the Company will be closed from Tuesday, April 21, 2026 to Tuesday, April 28, 2026 (both days inclusive). Transfers received in order at the office of our Registrar, M/s. FAMCO Share Registration Services (Private) Limited, 8-F, Near Hotel Faran, Block 6, P.E.C.H.S. Shāhrah-e-Faisal, Karachi, PABX No. (+92-21) 34380101-5 and email: [info.shares@famcosrs.com](mailto:info.shares@famcosrs.com) by the close of business (05:00 p.m.) on Monday, April 20, 2026 will be treated in time for purpose of determining entitlement to attend and vote at the meeting.

#### **5. Requirements for appointing Proxies**

A Member entitled to attend and vote at the AGM shall be entitled to appoint another person, as his/her proxy to attend, speak and vote instead of him/her, and a proxy so appointed shall have all such rights in respect of attending, speaking and voting at the AGM as available to a Member. Proxies, in order to be effective, must be received by the Company not less than 48 hours before the meeting. A proxy holder may not need to be a member of the Company.

- a) In case of individuals, the account holder or sub-account holder whose registration details are uploaded as per the Central Depository Company of Pakistan Limited Regulations, shall submit the proxy form as per the above requirement.
- b) The proxy form shall be witnessed by two male persons whose names, addresses and CNIC numbers shall be mentioned on the form.
- c) Attested copies of the valid CNICs or the passports of the beneficial owner(s) and the proxy shall be furnished with the proxy form.
- d) The proxy shall produce his/her valid original CNIC or original passport at the time of the AGM.
- e) In case of a corporate entity, the Board of Directors' resolution/power of attorney, with specimen signature of the nominee, shall be submitted to the Company along with the proxy form unless the same has been provided earlier.

#### **6. Right to cast Vote and appointment of scrutinizer**

Pursuant to Companies (Postal Ballot) Regulations, 2018 and read with Sections 143 and 144 of the Companies Act, 2017, Members will be allowed to exercise their right of vote through postal ballot, that is voting by post or through any electronic mode, in accordance with the requirements and procedure contained in the aforesaid Regulations.

In accordance with the Regulation 11 of the Regulations, the Board of the Company has appointed M/s BDO Ebrahim & CO. Chartered Accountants, a QCR rated audit firm, to act as the Scrutinizer of the Company for the election of directors and special businesses to be transacted in the meeting and to undertake other responsibilities as defined in Regulation 11A of the Regulations, Details regarding the Scrutinizer's qualifications and experience are available on their website (<https://www.bdo.com.pk/en-gb/about/about-bdo-pakistan>).

#### **7. Conversion of Physical Shares into CDC Account**

The SECP, through its letter No. CSD/ED/Misc/2016-639-640 dated March 26, 2021, has advised all listed companies to adhere to the provisions of Section 72 of the Act, which requires all companies to replace shares issued in physical form to book-entry form within four years of the promulgation of the Act.

Accordingly, all Shareholders of the Company having physical folios/share certificates are requested to convert their shares from physical form into book-entry form at the earliest. Shareholders may contact a PSX Member, CDC Participant, or CDC Investor Account Service Provider for assistance in opening a CDS Account and subsequent conversion of the physical shares into book-entry form. Maintaining shares in book-entry form has many advantages – safe custody of shares with the CDC, avoidance of formalities required for the issuance of duplicate shares etc. The Shareholders of the Company may contact the Share Registrar and Transfer Agent of the Company, namely FAMCO Share Registration Services (Private) Limited for the conversion of physical shares into book-entry form.

### **STATEMENT OF MATERIAL FACTS UNDER SECTIONS 166(3) OF THE COMPANIES ACT, 2017**

This Statement sets out the material facts pertaining to the Ordinary Business as described in the Notice of the AGM of the Company.

#### **Agenda Item 3**

The current term of the Company's Board of Directors will expire on May 22, 2026. In accordance with SECP Circular No. 01 of 2026 dated January 08, 2026, companies are permitted to hold the election of directors at the AGM where the election becomes due within thirty (30) days after the AGM. Furthermore, as provided in Paragraph 4 of SECP Circular No. 7 of 2025 dated March 13, 2025, the effective date of appointment of the newly elected directors shall remain the actual due date, i.e., May 22, 2026.

Pursuant to Section 159(1) of the Act, the Board of Directors has fixed the number of directors to be elected at the AGM at seven (07), who shall hold office for a term of three (3) years commencing from May 22, 2026.

The independent directors have been selected on the basis of their experience, competencies, diversity, skills and knowledge in compliance with the requirements of Section 166 of the Companies Act, 2017 and the regulations issued thereunder.

In order to safeguard the interest of the minority shareholders, any member can send his / her nomination for contesting the election of directors.

Any person who seeks to contest the election of the office of director, whether they are a retiring director or otherwise, shall submit the following documents to the Company Secretary at the address 19<sup>th</sup> Floor, The Harbor Front Building, HC-3, Marine Drive, Block 4, Clifton Karachi, not later than fourteen (14) days before the date of AGM:

1. Notice of his / her intention to offer himself / herself for the election of directors as per Section 159(3) of the Act, and consent to act as a director on Appendix to Form 9 as prescribed under the Act, and the Companies Regulations, 2024.
2. Any person contesting the election of directors must be a member of the Company at the time of filing his / her consent unless such person is representing a member which is not a natural person.
3. A signed declaration confirming that:
  - a) He / she is aware of his / her duties and powers under the Act, the Listed Companies (Code of Corporate Governance) Regulations, 2019, the Rule Book of Pakistan Stock Exchange Limited, Memorandum and Articles of Association of the Company and other relevant laws and regulations.
  - b) He / she is not ineligible to become a director of a listed company under the provisions of the Act, the Listed Companies (Code of Corporate Governance) Regulations, 2019 and other applicable laws / regulations.
4. A detailed profile along with his/her address for placement on the Company's website as required under SRO 1196 (I)/2019 dated October 03, 2019.
5. Details of other directorships held.
6. Copy of valid CNIC or Passport (in case of a foreign national) along with NTN and Folio Number / CDC Account or Sub Account number.
7. The following additional documents are required to be submitted by the candidates intending to contest the election as independent Director:
  - a) Declaration of independence under Regulation 6(3) of the Listed Companies (Code of Corporate Governance) Regulations, 2019.
  - b) Undertaking on non-judicial stamp paper that he/she meets the requirements of Regulation 4(1) of the Companies (Manner and Selection of Independent Directors) Regulations, 2018.
8. After the contestants file their notice / intention to stand for elections as an independent director, the Company shall ensure following criteria for choosing the appointee for appointment as independent director:
  - a) Inclusion of name of independent directors in the data bank maintained by Pakistan Institute of Corporate Governance (PICG) duly authorized by SECP.
  - b) Respective competencies, diversity, skill, knowledge and experience of the election contestants shall be assessed.

- c) The company shall exercise due diligence before selecting a person from the data bank that the contestant meets the independence criteria as mentioned in Section 166(2) of the Companies Act, 2017.

The final list of candidates contesting the election will be circulated not later than seven (7) days before the date of the AGM in terms of Section 159(4) of the Act. The website of the Company will be updated with the required information and Directors' profile.

#### STATEMENT OF MATERIAL FACTS UNDER SECTIONS 134(3) OF THE COMPANIES ACT, 2017

This Statement sets out the material facts pertaining to the Special Business as described in the Notice of the AGM of the Company.

#### Agenda Item 4

To approve intercompany loan to the associated companies:

#### The information required under the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017 is as follows:

- (a) Disclosure regarding associated companies and/or associate companies.

- (i) Name of associated companies:

S. No.	Name of Associated Companies
1	Dawood Lawrencepur Limited

- (ii) Basis of relationship:

Name of Associate	Basis of Relationship	Effective Holding %
Dawood Lawrencepur Limited	Dawood Lawrencepur Limited holds 77,931,896 (6.47% ) shares, of Engro Holdings Limited, and has three directors in common with Engro Holdings Limited.	6.47%

- (iii) Basic Earnings Per Share for the last three years:

(Rupees)

Basic Earnings Per Share	2024	2023	2022
Dawood Lawrencepur Limited	51.26	15.46	(2.31)

- (iv) Break-Up value per share, based on latest audited financial statements:

(Rupees)

Break-Up Value Per Share	31 December 2024
Dawood Lawrencepur Limited	120

- (v) Financial position, including main items of the statement of financial position and profit and loss account, on the basis of its latest audited financial statements:

Financial year ended December 31, 2024, standalone audited accounts of Dawood Lawrencepur Limited:

(Amount in thousands)

#### Assets

Property, plant and equipment	15,637
Biological Assets	1,604
Intangible assets	107
Long term investments	2,388,176
Long term Deposits	2,778
Deferred taxation	266,557

Stores and spares	892
Stock-in-trade	1,376
Loans to Subsidiaries	440,039
Loans and advances	1,833
Deposits, prepayments and Other Receivables	87,938
Interest Accrued	437,782
Short term investments	4,052,957
Cash and bank balances	151,453
<b>Total Assets</b>	<b>7,849,129</b>

### Liabilities

Retirement and other service benefit obligations	13,223
Trade and other payables	187,216
Unclaimed dividend	77,585
Unpaid dividend	3,284
Provisions	7,360
Taxation – provision less payments	438,814
<b>Total Liabilities</b>	<b>727,482</b>

**Total Equity** 7,121,647

### Income Statement

Dividend income	2,050,156
Royalty income	43,471
Profit before Tax	3,222,874
Profit after Tax	3,054,178

(vi) in case of investment in relation to a project of associated company or associated undertaking that has not commenced operations, following further information, namely: **None**

(b) General disclosures

(i) Maximum amount of investment to be made:

Name of Associated Company	Amount in PKR
Dawood Lawrencepur Limited:	7 billion

(ii) Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment:

This will enable the Company to lend to its associated companies when/if it has access to excess funds/ banking lines/security, and the associated companies require the same. Each facility will be provided on an arm's length basis and will be done in a way which benefits the Company's shareholders. The period of investment is one (1) year.

(iii) Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds, (I) Justification of investment through borrowings from where loans or advances will be given (II) Detail of collateral, guarantees provided and assets pledged for obtaining such funds; and (III) Cost benefit analysis.

The Company intends to use excess liquidity/banking lines/security available to it to provide the requisite financing to the aforementioned associated companies. Additionally, if the Company has un-utilized overdraft lines, it may opt to avail such lines to provide the required financing. For this, the Company's responses to the queries raised are as follows:

- (I) Justification - the associated companies will pay a mark-up rate which is not lower than the borrowing cost of the Company;
  - (II) Security - the Company secures its overdraft lines by providing a ranking charge over movable asset (excluding long term investments); and
  - (III) Cost benefit analysis - the Company will charge the associated companies a mutually agreed markup rate, which will improve the profitability of the Company.
- (iv) Salient features of the agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment:

As detailed above, each financing facility will be provided on an arm's length basis.

- (v) Direct or indirect interest of directors, sponsors, majority shareholders and their relatives, if any, in the associated company or associated undertaking or the transaction under consideration:

The sponsors, majority shareholders and their relatives and directors of the Company have no interest in the matter. However, the following directors on the Board of Director of the Company are also the directors of the associated companies as on December 31, 2025:

Name of common Directors	No. of shares EHL	No. of shares DLL
Mr. Abdul Samad Dawood	5,925,624	1,000
Ms. Sabrina Dawood	9,228,646	1,160,396
Mr. Muhammed Amin	100	1,000

- (vi) In case any investment in associated company or associated undertaking has already been made, the performance review of such investment including complete information/justification for any impairment or write offs: **None**
  - (vii) Any other important details necessary for the members to understand the transaction: **None**
- (c) In case of investments in the form of loans, advances and guarantees, following disclosures in addition to those provided above are:

- (i) Category-wise amount of investment: Financing limits for each associated company is as follows:

Name of Associated Company	Amount in PKR
Dawood Lawrencepur Limited	7 billion

- (ii) Average borrowing cost of the investing company, the Karachi Interbank Offered Rate (KIBOR) for the relevant period, rate of return for Shariah compliant products and rate of return for unfunded facilities, as the case may be, for the relevant period:

The average borrowing cost of the Company on its short-term borrowings is Nil. The KIBOR rates as of December 31, 2025 for one, three, and six months were 10.84%, 10.63%, and 10.65%, respectively. The Company also has invested in Shariah-compliant instruments, with a rate of return of 10.40%.

- (iii) Rate of interest, mark up, profit, fees or commission etc. to be charged by the investing company:

The rate of interest, mark-up, profit, fees or commission to be charged by the Company will be higher than or equal to what the Company must pay if it borrows similar facilities. Where it has no such facilities, the associated companies will be charged rates which are greater than or equal to market rates of such facilities. Each financing facility will be provided on an arm's length basis.

- (iv) Particulars of collateral or security to be obtained in relation to the proposed investment:

No security is obtained since the Company and its associated company are under common control. The Company and its associated company are confident that any financing arrangement will be repaid.

- (v) If the investment carries conversion feature i.e., it is convertible into securities, this fact along with terms and conditions including conversion formula, circumstances in which the conversion may take place and the time when the conversion may be exercisable: and

No conversion feature.

- (vi) Repayment schedule and terms and conditions of loans or advances to be given to the associated company or associated undertaking:

Facility granted for a period of one (1) year. The other terms are mentioned above.

**STATEMENT OF MATERIAL FACTS UNDER SECTIONS 134(3) OF THE COMPANIES ACT, 2017**

This Statement sets out the material facts pertaining to the Special Business as described in the Notice of the AGM of the Company.

**Agenda Item 5 – Purchase/Buy-back of its own shares by the Company**

The Board of Directors of the Company, in its meeting held on March 27, 2026, had approved, and decided to recommend to the members of the Company for their approval by passing of special resolutions, the purchase/buy back by the Company up to an aggregate number of 45,000,000 (Forty Five Million) issued and paid up ordinary shares of the Company’s shares, having paid-up/face value of PKR 10/- (Pak Rupees Ten Only) each, constituting approximately 3.73% of the current issued and paid up share capital of the Company, in accordance with Section 88 of the Companies Act, 2017 (the “**Act**”) read with the Listed Companies (Buy-Back of Shares) Regulations, 2019 (the “**Regulations**”), at the spot/current price acceptable to the Company prevailing during the purchase period, through the securities exchange (i.e., Pakistan Stock Exchange Limited) (the “**Purchase**”).

In accordance with the Act and the Regulations, the Purchase is subject to the approval of the members of the Company by way of passing of special resolutions.

The Directors have no personal interest in the proposed special business for the purchase/buyback of issued ordinary shares of the Company except to the extent of their existing respective beneficial shareholdings in the Company. However, in accordance with applicable law, no sponsor, director, officer, associated companies and undertakings of the Company can participate in the Purchase.

Following are the salient features as recommended by the Board of Directors for shareholders’/members’ approval in connection with the Purchase:

<b>Description</b>	<b>Board’s Recommendation</b>
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 45,000,000 (Forty Five 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. 3.73% 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	7 <sup>th</sup> May 2026 to 25 <sup>th</sup> October 2026 (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 cashflow per share of the Company. Further, it will provide an exit opportunity to those members who wish to liquidate their investments.

Accordingly, the Board of Directors of the Company has recommended that the special resolution(s) as set out in the notice be

passed at the Annual General Meeting with or without any modification(s), addition(s) or deletion(s).

In accordance with Regulation 3(1)(d) of the Regulations, the Board of Directors has undertaken that the funds specified/required for the Purchase (i.e., to the extent of the shares of the Company that will actually be purchased during the purchase period) are/shall be available with the Company, and after the Purchase, the Company shall be capable of meeting its obligations on time during the period up to the end of the immediately succeeding 12 (twelve) months. In accordance with Regulation 3(1)(e), it is confirmed that the Company is not on the defaulter counter of the PSX and that it has not defaulted on any debt instrument. Furthermore, the Company is compliant with its minimum capital requirements and financial ratios.

**Procedure for the Purchase:**

As required under Section 88 of the Act read with the Regulations, the following procedure shall be followed for the Purchase:

1. The Company shall make a public announcement for the purchase/buy-back through the securities exchange (i.e., Pakistan Stock Exchange Limited) within 2 (two) working days of passing of the special resolution, which shall also be published in 2 (two) daily newspapers (Business Recorder and Nawa-i-Waqt).
2. Except for those persons mentioned in Regulation 12(2), it is clarified that all those persons who validly hold shares of the Company during the purchase period and are eligible to participate in the purchase/buy-back may participate in the Purchase even if their names do not appear on members' register of the Company as on the book closure dates.
3. Members of the Company who are eligible and willing to sell the shares or part thereof held by them in the Company may sell such shares or part thereof to the securities broker through the securities exchange by placing a sale order through their securities broker.
4. The Purchase shall be made through the automated trading system of the securities exchange. All purchases shall be made at the spot/current share price at the time of purchase. No purchase shall be made through negotiated deals market.
5. The shares will be purchased by the Company through the securities exchange within the purchase period starting from 7<sup>th</sup> May 2026 to 25<sup>th</sup> October 2026 (both days inclusive) or till such date that the purchase is complete, whichever is earlier.
6. Necessary information and instruction regarding the procedure to sell the shares shall also be communicated to the members through public announcement, which shall also be made available on Company's website.

# FORM OF PROXY

I/We \_\_\_\_\_  
of \_\_\_\_\_ being member of Engro Holdings Limited and holder  
of \_\_\_\_\_  
(Number of Shares)

Ordinary Shares as per share Register Folio No. \_\_\_\_\_  
and/or CDC Participant I.D. No. \_\_\_\_\_ and Sub Account No. \_\_\_\_\_  
hereby appoint \_\_\_\_\_ of \_\_\_\_\_ or failing him/her \_\_\_\_\_  
\_\_\_\_\_ of \_\_\_\_\_

as my/our proxy to attend, speak, and vote for me/us and on my/our behalf, at the Annual General Meeting (AGM) of the Company to be held on Tuesday, April 28, 2026 at 11:00 AM at the **Karachi School of Business and Leadership (KSBL) situated at National Stadium Road, opposite Liaquat National Hospital, Karachi - 74800** and via video link facility, and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2026.

## WITNESSES:

1) Signature: \_\_\_\_\_  
Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
\_\_\_\_\_  
CNIC or : \_\_\_\_\_  
Passport No : \_\_\_\_\_

Signature on  
Revenue Stamps  
of Rupees Fifty

2) Signature: \_\_\_\_\_  
Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
\_\_\_\_\_  
CNIC or : \_\_\_\_\_  
Passport No : \_\_\_\_\_

\_\_\_\_\_  
Signature

Signature should agree with the specimen  
registered with the Company

## Note:

1. This Proxy Form, duly completed, must be deposited at the Company's Registered Office, not less than forty-eight (48) hours before AGM.
2. CDC shareholders and their proxies are requested to attach and attested photocopy of their valid Computerized National Identity Card (CNIC) or Passport with this proxy form before submission to the Company.
3. All proxies attending the AGM are requested to bring their original CNIC/Passport for identification.