



GlaxoSmithKline
Pakistan Limited
35-Dockyard Road,
West Wharf,
Karachi – 74000,
Pakistan

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8th April 2026

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

Subject: Prior Publication of Annual General Meeting Notice

Dear Sir,

This is with reference to regulation No.5.6.9 (b) of the Rule Book of Pakistan Stock Exchange.

The 79th Annual General Meeting of our Company will be held at 10am on Thursday, April 30th, 2026, at Beach Luxury Hotel, Molvi Tamizuddin Road, Karachi, Pakistan and virtually through video conference facility.

We are enclosing herewith copies (English and Urdu) of the AGM notice for your reference prior to its publication.

Thank you,
For and on behalf of
GlaxoSmithKline Pakistan Limited




Hina Mir
Company Secretary

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given to the members that the 79th Annual General Meeting of the Shareholders of GlaxoSmithKline Pakistan Limited ("the Company") will be held on 30th April 2026 at 10.00 A.M. at Beach Luxury Hotel, Molvi Tamizuddin Khan Road, Karachi, Pakistan, and virtually through video conference facility, to transact the following business:

ORDINARY BUSINESS:

- To confirm the minutes of the 78th Annual General Meeting held on April 28, 2025.
- To receive, consider and adopt the audited Financial Statements together with the Directors' and Auditors' Report thereon for the year ended 31 December 2025.

In accordance with Section 223 of the Companies Act, 2017, and pursuant to S.R.O. 389(1)/2023 dated March 21, 2023, the financial statements of the Company have been uploaded on the website of the Company which can be downloaded from the following weblink a nd QR enabled code:



(<https://pk.gsk.com/en-pk/investors/annual-reports/>)

- To consider and approve the payment of final cash dividend at 120% (Rs.12/ per share) for the financial year ended 31 December 2025 as recommended by the Board of Directors.
- To reappoint External Auditors of the Company for the ensuing year, and to fix their remuneration. The Board of Directors, on the recommendation of Audit Committee of the Company, has proposed re-appointment of M/s Yousuf Adil Chartered Accountants as external auditors, for the year ending 31st December 2026.
- To elect seven (7) directors, as fixed by the Board, in accordance with the provisions of Section 159 of the Companies Act 2017, for a term of 3 years commencing from May 25, 2026. The names of the retiring directors of the Company, also eligible to offer themselves for re-election, are as follows:
 - Ms. Erum Shakir Rahim
 - Mr. Hasham Baber
 - Ms. Ana Passos
 - Mr. Dmytro Oliynyk
 - Ms. Maheen Rahman
 - Mr. Muneer Kamal
 - Mr. Mehmod Mandviwalla

*Ms. Lai Kuen Goh has resigned from the position of Chairperson and Non-Executive Director of the Company with effect from March 31, 2026, therefore will not be eligible to contest the elections.

A statement of material facts required under Section 166(3) of the Companies Act, 2017 is attached to this notice.

ANY OTHER BUSINESS:

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

By Order of the Board

Hina Mir

Company Secretary

Karachi

April 9th, 2026.

Notes:

1. Book Closure

The share transfer books of the Company will be closed from 23rd April 2026 to 30th April 2026 (both days inclusive). Transfer 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. Society, Main Shahrah-e-Faisal, Karachi at the close of business on 22nd April 2026, Wednesday, will be treated in time for the purposes of attendance of Annual General Meeting and as applicable.

2. Election of Directors

- Any person who seeks to contest the election of Directors shall file with the Company at its registered office located at 35 Dockyard Road, West Wharf Karachi, not later than fourteen (14) days before the above said meeting, his/her intention to offer himself/herself for the election of the Directors in terms of Section 159(3) of the Companies Act, 2017 (the "Act") together with:
 - Consent to act as director under Section 167(1) of the Act on a duly filled and signed Appendix to Form 9.
 - Declaration for eligibility to act as director of a listed company and awareness of duties and powers of directors under the Act, Memorandum and Articles of Association of the Company, Rule Book of the Pakistan Stock Exchange and the Listed Companies (Code of Corporate Governance) Regulations, 2019 and other relevant laws and regulations.
 - A detailed profile along with office address for placement on the Company's website.
 - Details of other directorships and offices held.
 - Copy of valid CNIC (in case of Pakistani national) / Passport (in case of foreign national), and NTN & Folio No. / CDC Investors Account No. / CDC Sub-Account No (applicable for persons filing consent for the first time). (A director must be a member of the Company at the time of filing his / her consent for the contesting election of directors except a person representing a member, which is not a natural person.)
- Independent Directors shall meet the criteria laid down in Section 166(2) of the Act and the Companies (Manner and Selection of Independent Directors) Regulations, 2018 and his/her name must be included in the databank of Independent Directors maintained by the Pakistan Institute of Corporate Governance (PICG). Accordingly, the following additional documents are also required to be submitted by the candidate(s) intending to contest the election of Directors as Independent Director(s):
 - Declaration of Independence as required under clause 6(3) of the Listed Companies (Code of Corporate Governance) Regulations, 2019 (applicable only for person filing consent to act as an independent director of the Company).
 - A detailed profile along with office address for placement on the Company's website.
 - Details of other directorships and offices held.
 - Copy of valid CNIC (in case of Pakistani national) / Passport (in case of foreign national), and NTN & Folio No. / CDC Investors Account No. / CDC Sub-Account No (applicable for persons filing consent for the first time).
 - Undertaking on non-judicial stamp paper that he / she meets the requirements of sub-regulation (1) of Regulation 4 of the Companies (Manner and Selection of Independent Directors) Regulations, 2018.

3. Appointment of Proxies

- Member 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 at the Registered Office of the Company duly signed, not later than 48 hours before the time of AGM. A member cannot appoint more than one proxy. If any member appoints more than one proxy for any meeting and more than one instrument of the proxy are deposited with the Registrar/Bank, all such instruments of proxy shall be rendered invalid. An attested copy of the shareholder's Computerized National Identity Card (CNIC) must be attached with the Proxy Form. For any other relevant aspects and further information, please refer to the contents of section 137 of the Companies Act, 2017. The instrument appointing Proxy is available on the Company's website (<http://www.pk.gsk.com>)
- The Proxy Form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.

- Shareholders having physical shares are requested to notify the Company's Share Registrar if there is any change in their registered postal addresses. CDC Account Holders may contact their respective CDC Participant/Broker/Investor Account Service.

5. CDC Account Holders

CDC Account Holders will further have to follow the undermentioned guidelines as laid down in Circular No. 1 of 2000 dated January 26, 2000 issued by the Securities and Exchange Commission of Pakistan.

A. For Attending the Meeting:

- 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 Regulations, 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 specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of the meeting.

B. For 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 below requirement.
- 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 the case of corporate entity, the Board of Directors' Resolution /Power of Attorney with specimen signature shall be submitted (unless it has been provided earlier) along with the Proxy Form to the Company.
- If a Member appoints more than one proxy and more than one instruments of proxy are deposited by a Member with the Company, all such instruments of proxy shall be rendered invalid.
- The Proxy instrument is available on the Company Website (<http://www.pk.gsk.com>)

- The shareholders holding physical shares are also required to bring their Original CNIC and/or copy of CNIC of Shareholder(s) of whom he/she/they hold Proxy(ies). Such shareholder(s) shall not be allowed to attend and/or sign the Register of Shareholders/Members at the AGM without such CNIC(s).

- The Company shall communicate any relevant updates regarding the meeting, including any changes to the arrangements outlined in the Notice of AGM, will be announced via Regulatory Information Service (PUCAR) and will be available on <http://www.pk.gsk.com>.

8. Participation of shareholders through online facility

As per directives of the commission, the Securities and Exchange Commission of Pakistan ("SECP") has, vide its circulars issued from time to time, directed the listed companies to hold their general meetings virtually in addition to the requirements of holding physical meetings. Thus, to facilitate the shareholders, the Company in addition to convening a physical meeting has also arranged attendance of shareholders virtually via video link facility.

Shareholders interested in attending the AGM through electronic means, are requested to register themselves by submitting their following particulars at the Company's designated email address pk.shareinfo@gsk.com with the subject "Registration of GSKP AGM" at the earliest but not later than forty eight (48) hours before the time of AGM i.e. close of business 27th April 2026.

Shareholder's Name	CNIC No.	Folio / CDC Account No.	Cell No.	No. of shares held	Email address

The WEBEX video link facility will only be shared with the shareholders after necessary verification of the information provided on the above table.

The login facility will be opened at 9.30 a.m. on April 30, 2026, enabling the participants to join the proceedings which will start at 10.00 a.m. sharp.

Please scan the QR code or access the link to post any question for the AGM:



Join at: vevox.app ID:

You can use the use the Vevox link: <https://vevox.app/#/m/122111287>

Session ID: 122-111-287

The shareholders can also provide their comments/ suggestions on pk.shareinfo@gsk.com.

Kindly note that the shareholders attending the AGM 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.

The shareholders may submit their respective questions/comments/ suggestions along with their Names and Folio Number on the link / QR Code/ email address, provided above; ahead of or during the AGM.

The purpose of the aforementioned arrangements is to ensure maximum participation of the shareholders in the AGM through an online facility. Shareholders are also requested to consolidate their attendance through proxies, so that the quorum requirement may also be fulfilled.

9. Appointment of Scrutinizer:

In accordance with Regulation 11 of the Regulations, the Board of the Company has appointed M/s Yousuf Adil, Chartered Accountants, a QCR rated audit firm, to act as the Scrutinizer of the Company for the special business to be transacted in the meeting and to undertake other responsibilities as defined in Regulation 11A of the Regulations.

10. Submission of CNIC/NTN Number on Electronic Dividend (MANDATORY):

- Members are requested to provide copy of valid CNIC/NTN Certificate to their respective Participant/CDC Investor Account Services in case of Book-Entry Form, or to Company's Share Registrar in case of Physical Form, duly quoting thereon Company's name and respective folio numbers.
- As per Regulation No. 4 & 6 of the Companies (Distribution of Dividend) Regulations, 2017, the Company shall be constrained to withhold the payment of dividend to the shareholders, in case of non-availability of identification number (CNIC or National Tax Number) of the Shareholder or authorized person.

- Accordingly, the shareholders, who have not yet submitted a copy of their valid CNIC or NTN, are once again requested to immediately submit the same to the Company's Share Registrar at CDC Share Registrar Services Limited, CDC House, 99-B, Block - B, S.M.C.H.S., Main Shahrah-e-Faisal, Karachi. Those shareholders who hold shares in dematerialized form are requested to submit the dividend bank mandate form duly filled to their participant/investor account services at the CDC. Corporate entities are requested to provide their National Tax Number (NTN) and Folio Number along with the authorized representative's CNIC copy.

11. Availability and electronic circulation of Annual Audited Financial Statements:

- In accordance with the provision of Section 223(6) of the Companies Act, 2017, the audited financial statements of the Company for the year ended December 31, 2025, are available on the Company's website (<http://www.pk.gsk.com>).
- The Annual Report shall be circulated via email to those shareholders whose email addresses are present in the records/database of the Share Registrar.
- In pursuance of the directions given by SECP vide S.R.O. 389 (1)/2023 dated March 21, 2023, those shareholders who desire to receive a hard copy of the Annual Financial Statements are advised to give their formal consent on the "Standard Request Form".
- For convenience of shareholders, the "Standard Request Form" for provision of Annual Audited Financial Statements is available on the Company's website (<http://www.pk.gsk.com>).
- Any shareholder requiring a printed copy of the Annual Audited Financial Statements 2026, shall be provided with a copy free of cost within seven (7) working days of receipt of such request.

12. Mandatory Registration Details of Physical Shareholders

According to Section 119 of the Companies Act 2017 and Regulation 19 of the Companies (General Provisions and Forms) Regulations 2018, all physical shareholders are advised to provide their mandatory information such as CNIC number, address, email address, contact mobile/telephone number, International Bank Account Number (IBAN), etc. to our Share Registrar at their address, provided in Note 1, immediately, to avoid any non-compliance of law or any inconvenience in future.

13. Intimation of Non-Resident Shareholders

Non-resident Shareholder shall submit declaration of Undertaking with copy of valid passport under definition contained in Section 82 of the Income Tax Ordinance, 2001 for determination of residential status for the purposes of tax deduction on dividend to the Share Registrar (Messrs. CDC Share Registrar Services Limited, CDC House, 99-B, Block - B, S.M.C.H.S., Main Shahrah-e-Faisal, Karachi) or email at info@cdsrsl.com at the latest by 24th April 2026. A copy of the declaration form can be downloaded from the Company's Website <http://www.pk.gsk.com>.

14. Deposit of Physical Shares into CDC Account

Section 72 (2) of the Companies Act, 2017, provides that every existing 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 of the date of the promulgation of the Act. Further, SECP vide its letter SD/ED/Misc./2016-639-640 dated 26th March, 2021 has directed listed companies to pursue their shareholders holding securities in physical form to convert the same in the book-entry form. To ensure compliance with the aforementioned provision and to benefit by holding securities in book-entry form, including safe custody, all shareholders holding physical shareholdings are again encouraged to open CDC sub-account or Investor account and convert their shares into book-entry form, as the trading of physical shares is not permitted as per existing regulations of the Pakistan Stock Exchange.

15. Payment of Cash Dividend Through Electronic Mode (Mandatory):

- As per Section 242 of the Companies Act, 2017, in case of a Public listed company, any dividend payable in cash shall only be paid through electronic mode directly into the bank account designated by the entitled shareholders. Therefore, through this notice, all shareholders are requested to update their bank account details in the Central Depository System through respective participants/stockbrokers. In case of physical shares, please provide bank account details (IBAN account no.) directly to our Share Registrar, CDC Share Registrar Services Limited, CDC House, 99-B, Block - B, S.M.C.H.S., Main Shahrah-e-Faisal, Karachi. E-Dividend mandate form is enclosed and available at our website as well. (<https://pk.gsk.com/en-pk/investors/download-forms/>).
- Please note that as per Section 243(3) of the Companies Act, 2017, Company are entitled to withhold payment of dividend, if necessary information is not provided by the Shareholders.
- For the Convenience of shareholders E-Dividend Mandate Form is available on the Company's website i.e. <https://pk.gsk.com/en-pk/investors/download-forms/>

Status of IBAN as on December 31, 2025, of GlaxoSmithKline Pakistan Limited Shareholders (Physical & CDS) as follows:

Current Total Number of Shareholders as on December 31, 2025			Current Number of IBAN updated as on December 31, 2025			Ratio/Percentage of IBAN updated
Physical	CDS	Total	Physical	CDS	Total	
1,816	10,433	12,249	509	10,236	10,745	87.7214466%

16. Declaration as per Zakat & Usher Ordinance 1980

To claim exemption from compulsory deduction of Zakat, shareholders are requested to submit a notarised copy of Zakat Declaration Form "CZ-50" on "Stamp paper of Rs 200 for Sindh Province & Rs.50 for all other Provinces" to the Share Registrar. In case shares are held in scrippless form such Zakat Declaration Form (CZ -50) must be uploaded in the CDC account of the shareholder, through their participant / Investor Account Services. Further, Non-Muslim shareholders are also required to file Solemn Affirmation (on format available on Company's website) with the Share Registrar of the Company in case of shares are held in physical certificates or with CDC Participant / Investor Account Services in case shares are in scrippless form. No exemption from deduction of zakat will be allowed unless the above documents complete in all respects have been made available as above.

17. Deduction of Income Tax from Dividend:

- Shareholders whose names are not appearing in the Active Tax-payers List (ATL) are advised to immediately make necessary arrangement to make them active. Otherwise, tax on their cash dividend will be deducted as per law.
- Further, according to clarification received from Federal Board of Revenue [FBR], withholding tax will be determined separately on Active/Non-Active Status of Principal Shareholder as well as Joint-Holder(s) based on their shareholding proportions, in case of joint accounts.
- In this regard, all shareholders who hold shares with joint shareholders are requested to provide shareholding proportions of Principal shareholder and Joint Holder(s) in respect of shares held by them to our Share Registrar, in writing as follows:

Folio / CDS Account #	Total Shares	Principal Shareholder		Joint Shareholder	
		Name and CNIC #	Shareholding Proportion (No. of Shares)	Name and CNIC #	Shareholding Proportion (No. of Shares)

Notes:

- The required information should be forwarded to the share registrar office of the company; otherwise, it will be deemed that the shares are equally held by Principal shareholder and Joint Holder(s) and tax will be deducted accordingly.
- The Corporate shareholders, having CDC accounts, are requested to have their National Tax Number (NTN) updated with their respective participants. Corporate Physical Shareholders should send a copy of their NTN Certificate to the Company's Share Registrar. The Shareholders, while sending NTN or NTN certificates, as the case may be, must quote Company name and their respective folio numbers.
- Withholding tax exemption from dividend income, shall only be allowed if a copy of valid tax exemption certificate is made available to the Company's Share Registrar before the date of Book closure.
- Unclaimed Dividend / Shares:**
Shareholders, whose dividend or bonus shares are still unclaimed or have not collected their physical shares, are advised to contact our Share Registrar, CDC Share Registrar Services Limited, CDC House, 99-B, Block - B, S.M.C.H.S., Main Shahrah-e-Faisal, Karachi to collect/enquire regarding their unclaimed dividends or pending shares, if any.

Please note that in compliance with Section 244 of the Companies Act, 2017, after having completed the stipulated procedure, all dividends unclaimed for a period of three years from the date due and payable, shall be deposited to the credit of the Federal Government /SECP and in case of shares, shall be delivered to the Securities & Exchange Commission of Pakistan (SECP).

19. Voting Through E-voting and Postal Ballot Paper

Pursuant to the Companies (Postal Ballot) Regulations, 2018 and notified amendments, members will be allowed to exercise the right to vote through electronic voting facility and postal ballot for the purpose of election of directors, if the number of persons who offer themselves to be elected is more than the number of directors fixed under Section 159 of the Act, voting shall be conducted in the manner and as per the procedures contained in the Regulations.

A. Procedure for E-voting

- Details of the e-voting facility will be shared through an e-mail with those members of the Company who have their valid CNIC numbers, cell numbers, and e-mail addresses available in the register of members of the Company by the close of business on April 23rd 2026.
- The web address, login details, and password, will be communicated to members via email. The security codes will be communicated to members through SMS from the web portal of CDC Share Registrar Services Limited (being the e-voting service provider).
- Identity of the members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.
- E-Voting lines will start from April 27th 2026, and shall close on April 29th, 2026 at 5.00 p.m. Members can cast their votes any time during this period. Once the vote on a resolution is cast by a Member, he / she shall not be allowed to change it subsequently.

B. Procedure for Voting Through Postal Ballot:

In accordance with the Companies (Postal Ballot) Regulations, 2018, Section 143 and 144 of the Companies Act 2017 and under Postal Ballot Regulation, 2018, latest amendments circulated through SROs dated March 13, 2025 & April 04, 2025, SECP have directed all listed companies for the purpose of Polling on Election of Directors, if the number of persons who offer themselves to be elected is more than the number of directors fixed under sub-section (1) of Section 159 of the Act. Shareholders will be allowed to exercise their right to vote through postal ballot i.e. by post or e-voting, in the manner and subject to the conditions contained in the aforesaid regulations. Details will be circulated in due course of time.

20. Code of Conduct for Shareholders in General Meeting:

- Section 215 of Companies Act, 2017 (the "Act") and Regulation 28 of the Companies (General Provisions and Forms) Regulations, 2018, state the Code of Conduct of the Shareholders as follows:
 - Shareholders 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 Shareholder 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.
 - Any shareholder who fails to conduct in the manner provided in this section and as specified by the Commission shall be guilty of an offence under this section and shall be liable to a penalty not exceeding level 1 on the standard scale.
- Additionally, in compliance with Section 185 of the Companies Act, 2017 and SRO 452(1)/2025 dated March 17, 2025, the Company is not permitted to distribute gifts in any form to its members in its meeting.

21. Circulation of Notice to the shareholders through Email:

Moreover, as per the SECP's notification vide SRO 452 (1) /2025 dated March 17, 2025, notice in addition to annual audited financial statements are also being circulated who have provided their email addresses to the Company

22. Consent for Video Conference Facility:

- In accordance with Section 132 and 134 of the Companies Act, 2017, members can also avail video conference facility.
- If the Company receives consent from members holding in aggregate 10% or more shareholding, residing at a geographical location other than the city of the meeting, to participate in the meeting through video conference at least 7 days prior to the date of the Annual General Meeting; the Company will arrange video conference facility in that city subject to availability of such facility in that city. In this regard, please fill the following form and submit the same to the registered address of the Company 7 days before holding of the Annual General Meeting.
- The Company will intimate to members regarding the venue of video conference facility at least 5 days before the date of the Annual General Meeting along with complete information necessary to enable them to access such facility.

I/We, _____ of _____, being a member of GlaxoSmithKline Pakistan Limited, holder of _____ ordinary share (s) as per _____ Registered Folio/CDC Account No. _____ hereby opt for video conference facility at _____	_____
	Signature of Member

Statement of Material Facts under Section 166(3) of the Companies Act 2017

Agenda Item (5):

- Section 166 of the Act requires that a statement of material facts is annexed to the notice of the general meeting called for the purpose of elections of directors. As a listed company, GlaxoSmithKline Pakistan Limited is required to have two (2) or one-third (1/3rd) whichever is higher, as independent directors, and at least one (1) female director on its Board in accordance with the Listed Companies (Code of Corporate Governance) Regulations, 2019. The Company shall ensure that at least two (2) or one-third (1/3rd) whichever is higher, as independent directors, and at least one (1) female director are elected in accordance with the procedures for election of directors specified in Section 159 of the Act, and the applicable provisions of the Listed Companies (Code of Corporate Governance) Regulations, 2019 (as amended).
- After the contestants file their notice / intention to stand for elections in their respective category (Independent Director / Female or Others), the Company shall apply the following assessment criteria for choosing a candidate as an independent director:
 - Ensure their inclusion in the databank maintained by PICG
 - Appropriate competency, diversity, skill, knowledge, and experience of the contestants shall be assessed.
 - The Company shall exercise its own due diligence before selecting a person from the PICG databank that the contestant meets the independence criteria as mentioned in section 166(2) of the Companies Act 2017.
- None of the Directors have any direct or indirect interest in the above-mentioned business of the Company, except in their capacity as members of the Company, and they may consent for elections accordingly.

