



April 28, 2026

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

Director/HOD
Listed Companies Department
Securities and Exchange Commission of Pakistan
NIC Building, 63 Jinnah Avenue,
Blue Area, Islamabad

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

Dear Sir/Madam,

Subject: **RESOLUTIONS PASSED AT THE 58TH ANNUAL GENERAL MEETING OF
ENGRO HOLDINGS LIMITED**

Please find enclosed herewith the resolutions passed by the Members at the 58th Annual General Meeting of Engro Holdings Limited held on April 28, 2026. You may circulate the same amongst the TRE Certificate Holders of the Exchange accordingly.

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

For and on behalf of
ENGRO HOLDINGS LIMITED

A handwritten signature in blue ink, appearing to read "Muhammad Amin", written over a horizontal line.

MUHAMMAD AMIN
Company Secretary

ORDINARY BUSINESSES

1. Approval of the Company's Audited Financial Statements for the year ended December 31, 2025 and the Directors' and Auditor's Reports thereon and the Chairman's Review Report

“RESOLVED THAT the Annual Audited Financial Statements, both standalone and consolidated, of the Company for the year ended December 31, 2025 together with the Directors' Report, Auditor's Report and the Chairman's Review, Statement of Compliance with Listed Companies (Code of Corporate Governance) Regulations, 2019 and Auditor's Review Report on the said Statement of Compliance, be, and are hereby approved.”

2. Appointment of Auditors for the year 2026 and to fix their remuneration

“RESOLVED THAT Messers A. F. Ferguson & Co., Chartered Accountants, be and are hereby re-appointed as external Auditors of the Company for a term ending at the conclusion of the next Annual General Meeting at a mutually agreed fee. In addition, any Federal or Provincial taxes and reimbursements of out-of-pocket expenses will be paid at actuals.”

3. Election of Directors

“RESOLVED THAT following 07 candidates are declared duly elected as Directors of Engro Holdings Limited for a new term of office of three years commencing from May 22, 2026.

1. Mr. Hussain Dawood
2. Mr. Abdul Samad Dawood
3. Ms. Sabrina Dawood
4. Mr. Muhammed Amin (*Independent Director*)
5. Mr. Isfandiyar Shaheen (*Independent Director*)
6. Mr. Ahmed Ebrahim Hasham (*Independent Director*)
7. Mr. Sohail Tai (*Independent Director*)

SPECIAL BUSINESSES:

4. Approval of intercompany loan:

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. Approval of Buy-Back of Shares:

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.