

June 29, 2026

Ref: KTC/PSX/EOGM-2026

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

Notice of Extraordinary General Meeting

Dear Sir,

Enclosed please find a copy of the Notice of Extraordinary General Meeting to be held on Thursday **July 23, 2026** for circulation amongst the TRE Certificate Holders of the Pakistan Stock Exchange.

Best Regards



A handwritten signature in blue ink, appearing to be "Amin Ullah".

Amin Ullah
Company Secretary

KHYBER TOBACCO COMPANY LIMITED
NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the Extra Ordinary General Meeting of the members of KHYBER TOBACCO COMPANY LIMITED will be held on **July 23, 2026** at 11:30 a.m. at the registered office of the Company, Nowshera Road, Mardan to transact the following special business:

SPECIAL BUSINESS:

To elect seven (07) directors for a term of three (03) year starting from **July 24, 2026** in terms of section 159 of the Companies Act 2017 including two (02) independent directors. Pursuant to Section 159 (1) of the Companies Act 2017, the Board has fixed the number of directors as seven (07) including two (02) independent directors. The names of the retiring directors are as follows:-

1. Mrs. Sameera Irfan
2. Mr. Rahat Ullah
3. Pir Waris Shah
4. Mr. Zia Ur Rehman
5. Mr. Khalil Ur Rehman
6. Barrister Shahzad Javed Panni (Independent Director)
7. Ms. Sonia Farooq (Independent Director)

All the retiring directors are eligible for re-election.

A statement of material facts under Section 166 of the Companies Act 2017 relating to the election of the Directors is annexed with the Notice of EOGM being sent to the members.

Other Business:

To transact any other business with permission of the Chairman



By order of the Board

Amin Ullah
Company Secretary

Date: June 29, 2026

NOTES:

1. CLOSURE OF SHARE TRANSFER BOOKS

The share transfer books of Company will remain closed from **July 17, 2026 to July 23, 2026** (both days inclusive) for the Extraordinary General Meeting.

2. APPOINTMENT OF PROXIES

- (i) A member of the Company entitled to attend and vote at the meeting may appoint a person as proxy to attend and vote in place of the member. Proxies in order to be effective must be received at the Company's Registered Office, Nowshera Road, Mardan, duly stamped and signed not later than 48 hours before the time of holding of the meeting. No account shall be taken of the day that is not a working day. A member shall not be entitled to appoint more than one (01) proxy. Attested copy of member CNIC must be attached with the Proxy Form. The Proxy Form is attached with the notice of meeting being sent to members and is also available at Company's website www.khybertobacco.com.
- (ii) In case of individuals, the account holder or sub-account holder and / or the person whose shares are in group account and their registration detail is uploaded as per the regulations, shall submit the proxy form as per the above requirement.
- (iii) The proxy form shall be witnessed by the two (02) persons whose names, addresses and CNIC numbers shall be mentioned on the form.
- (iv) Attested copies of CNIC or the Passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- (v) The proxy shall produce his / her original CNIC or original passport at the time of the meeting.
- (vi) 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.
- (vii) CDC Account Holders will follow the under mentioned guidelines as laid down in SECP Circular No. 1 dated 26th January 2000. Members holding investor account with CDC shall be required to bring their CDC particulars, I.D Number and account number.

3. ELECTION OF DIRECTORS

In case the number of persons contesting the election exceeds the number of persons to be elected as directors as fixed by the Board, the members may exercise their right to vote through voting personally/through proxy/through postal ballot in accordance with Companies (Postal Ballot) Regulations, 2018.

In case the number of persons who have consented to contest the election of directors exceeds the number fixed by the board of directors, the Company shall notify the same in the newspapers and also appoint E-Voting Service Provider as well as Scrutinizer and also publish the Ballot Paper in the newspapers. A copy of the Notice and the Ballot Paper will also be immediately sent to the members through email/post and will also be placed on Company's website mentioned at 2(i) above.

4. CONSENT FOR VIDEO CONFERENCE FACILITY:

In compliance with Section 134(I)(b) of the Companies Act, 2017, if the Company receive consent from members holding aggregate 10% or more shareholding residing at geographical location to participate in the meeting through video link facility at least 10 days prior to the date of general meeting, the Company will arrange video link facility in that city.

To avail this facility, please provide following information and submit to registered office of the Company. The Company will intimate members regarding venue of video conference facility at least 5 days before the date of the general meeting along with complete information necessary to enable them to access the facility.

I/We, _____ of _____ being a member of the KHYBER TOBACCO COMPANY LIMITED, being holder of Ordinary Shares as per register Folio No. _____ hereby option for video conference facility at _____.

5. CHANGE OF ADDRESS

Members are requested to notify any change in their addresses immediately. For any further assistance, the members may contact the Company or the Share Registrar at the following address:-

Registered Office

Company Secretary
Khyber Tobacco Company Limited,
Nowshera Road, Mardan, KPK, Pakistan
Tel: + 92 937 844639
Email: info@khybertobacco.com
Website: <https://www.khybertobacco.com>

KTCL Registrar

M/s CDC Share Registrar Services Limited CDC
House, 99-B, Block B S.M.C.H.S., Main Shahreh e
Faisal Karachi, Pakistan
Tel: + (92-21) 111-111-500
Email: info@cdcpak.com
Website: <https://www.cdcpakistan.com>

6. DEPOSIT OF PHYSICAL SHARES IN TO CDC ACCOUNT

a. As per Section 72 of the Companies Act, 2017, every existing Listed Company shall be required to replace its Physical Shares with Book-Entry Form (CDC Accounts) in a manner specified by SECP. Additionally, SECP vide its letter dated 26th March 2021, has directed all the listed companies to pursue its shareholders for conversion of their physical securities into book entry form.

b. The members having physical shareholding are encouraged to open CDC sub-account with any of the brokers or Investor Account directly with CDC to place their physical shares into scrip less form. This will facilitate them in many ways, including safe custody and sale of shares, any time

they want, as the trading of physical shares is not permitted as per existing regulations of the Pakistan Stock Exchange.

7. PROVISION OF INTERNATIONAL BANKING ACCOUNT NUMBER (IBAN DETAIL)

Under the provisions of Section 242 of the Companies Act, 2017 and SECP's Circular No 421(I) 2018 dated 19th March 2021, it is mandatory for a listed Company to pay cash dividend to its members only through electronic mode directly into bank account designated by the entitled members. SECP has also directed listed companies to pursue its members to obtain International Bank Account Number (IBAN) detail. In order to receive dividends directly into their bank account, members having shareholding in physical form are requested to provide their IBAN details duly signed along with a copy of CNIC to the Registrar of the Company, Shares Registrar M/s CDC Share Registrar Services Limited CDC House, 99-B, Block B S.M.C.H.S., Main Shahreh e Faisal Karachi. Members having shareholding in book entry form in CDS are advised to submit their IBAN details directly to relevant broker/ participant/ CDC Investor Account Services".

KHYBER TOBACCO COMPANY LIMITED

STATEMENT OF MATERIAL FACTS UNDER SECTION 166(3) OF THE COMPANY ACT, 2017

Under section 159 of the Companies Act, 2017, directors are required to be elected for a term of three (03) years. The last election of directors was held on February 16 2023. Due to certain impediments, the election due on February 16 2026 could not take place. These are now being held to meet the legal requirements laid down in the Companies Act, 2017. The Board of Directors has decided that number of directors to be elected for the next term will be seven (07) directors including two (02) independent directors. Following are the names of retiring directors:

1. Mrs. Sameera Irfan
2. Mr. Rahat Ullah
3. Pir Waris Shah
4. Mr. Zia Ur Rehman
5. Mr. Khalil Ur Rehman
6. Barrister Shahzad Javed Panni (Independent Director)
7. Ms. Sonia Farooq (Independent Director)

All the retiring directors are eligible for re-election.

Under Listed Companies (Code of Corporate Governance) Regulations, 2019 the Company is required to appoint two (02) independent directors through the selection/election process.

Any person who is eligible under Section 153 and wishes to contest the election on direct seats may submit nomination for contesting the election latest by **July 07, 2026**. Final list of contesting persons will be published in Newspapers not later than seven (07) days before the date of election in terms of Section 159(4) of the Companies Act, 2017. In case the number of contesting persons exceeds the number fixed by the Board, their names and Ballot Papers will be immediately sent to members and the Notice and Ballot Paper will also be published in the newspapers along-with the names of appointed E-Voting Service Provider and Scrutinizer.

(Amin Ullah)
Company Secretary