NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting (EOGM) of shareholders of FATIMA FERTILIZER COMPANY LIMITED (the 'Company' or 'FATIMA') will be held on Tuesday, September 22, 2026 at 11:00 a.m. at the Royal Palm Golf and Country Club, 52-Canal Bank Road, Lahore as well as through electronic means to transact the following business:

Ordinary Business

1. To confirm the minutes of 23rd Annual General Meeting held on April 17, 2026.
2. To elect Directors of the Company for a term of three years commencing from September 22, 2026 in terms of section 159 of Companies Act, 2017.
    a. Pursuant to section 159(1) and (2)(a) of the Companies Act, 2017, the number of Directors to be elected has been fixed at 7 (Seven) by the Board of Directors.
    b. Pursuant to Section 159(2)(b) of the Companies Act, 2017, the names of the retiring Directors are:

        1. Mr. Arif Habib
        2. Mr. Fawad Ahmed Mukhtar
        3. Mr. Fazal Ahmed Sheikh
        4. Mr. Faisal Ahmed Mukhtar
        5. Mr. Muhammad Kashif Habib
        6. Mr. Tariq Jamali
        7. Mrs. Julie Jannerup

Other Business

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

By order of the Board

Lahore
September 01, 2026

Anil Zia
Deputy Company Secretary

Notes:

1. The Share Transfer Books of the Company will remain closed from September 15, 2026, to September 22, 2026 (both days inclusive). Transfers received in order at the office of our Share Registrar/Transfer Agent CDC Share Registrar Services Limited by the close of business on September 14, 2026, will be treated in time for the aforesaid purpose.
2. A member entitled to attend and vote may appoint another member as his/her proxy to attend and vote instead of him/her.
3. An individual beneficial owner of shares from CDC must bring his/her original CNIC or Passport, Account, and Participant's I.D. numbers to prove his/her identity. A representative of corporate members from CDC, must bring the Board of Directors' Resolution and/or Power of Attorney and the specimen signature of the nominee.

4. **Circulation of Notice through Email**

5. Pursuant to S.R.O 452(I)/2025, Notice of the EOGM shall be circulated to members at their registered email addresses provided to the Company, in accordance with applicable laws.

6. Online participation in the Meeting

a) For online participation in the Extraordinary General Meeting, the shareholders are requested to get themselves registered with the Company's Share Registrar latest by September 21, 2026 till 05:00 p.m. on cdcsr@cdcsrsl.com by providing the following details:

Full Name of Shareholder / Proxy Holder	Company	CNIC Number	Folio / CDC A/c No.	** Email ID	** Mobile Phone No.
	Fatima Fertilizer Company Limited				

**Shareholders/proxyholders are requested to provide active email addresses and mobile phone number.

Login facility will be opened thirty minutes before the meeting time to enable the participants to join the meeting after the identification process. Shareholders will be able to login and participate in the EOGM proceedings through their devices after completing all the formalities required for the identification and verification of the shareholders.

b) Shareholders may send their comments and suggestions relating to the agenda items of the EOGM to the Company latest by September 21, 2026 till 05:00 p.m., at corporate.affairs@fatima-group.com. Shareholders are required to mention their full name, CNIC No and Folio No. for this purpose.

c) Shareholders will be encouraged to participate in the EOGM to consolidate their attendance and participation through proxies.

7. Proxy

1. The instrument appointing a proxy and the power of attorney or other authority under which it is signed or a attested copy of power of attorney must be deposited at the Registered Office of the Company situated at E 110 Khayaban e Jinnah Lahore Cantt. at least 48 hours before the time of the meeting.
2. For appointing proxies, the shareholders will further have to follow the under mentioned guidelines:

   a. In case of individuals having physical shareholding or 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 accordingly.
   b. The proxy form shall be witnessed by two persons whose names, addresses and CNIC number shall be mentioned on the form.
   c. Notarized copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
   d. In case of a corporate entity, the Board of Directors' resolution/power of attorney with specimen signature shall be submitted (unless it has been provided earlier) along with proxy form to the Company.

8. 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, 2017 voting shall be conducted in the manner and as per the procedures contained in the Regulations.

9. Appointment of Scrutinizer

In accordance with the Regulation 11 of the Companies (Postal Ballot) Regulations, 2018 (the Regulations) the Board of the Company has appointed M/s Yousuf Adil Chartered Accountants, (a QCR rated audit firm and external auditors of the Company) to act as the Scrutinizer of the Company for the election of directors in the meeting and to undertake other responsibilities as defined in Regulation 11A of the Companies (Postal Ballot) Regulations, 2018.

10. Procedure and Documents to Contest for Election of Directors

Any person who seeks to contest the election of directors must follow the procedure and submit the necessary documents as detailed in the Statement of Material Facts which is attached with this Notice, not later than fourteen (14) days before the date of the EOGM.

11. Conversion of physical shares into the Book-Entry Form

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 in a manner as may be specified and from the date notified by the Commission, within a period not exceeding four years from the commencement of the Act, i.e., May 30, 2017.

The Shareholders 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.

12. Unclaimed dividend / shares

Shareholders who have not collected their dividend / physical shares are advised to contact our shares registrar, CDC Share Registrar Services Limited to collect / enquire about their unclaimed dividend or shares, if any.

13. Change of Address

1. Members having physical shareholding are requested to notify changes in address immediately, if any, in their registered addresses to our Share Registrar, CDC Share Registrar Services Limited, CDC House 99-B, Block 'B' S.M.C.H.S, Main Shahra-e-Faisal Karachi-74400.
2. In case shares are held in CDC then the request notifying the change in address must be submitted directly to broker/participant/CDC Investor Account Services.

14. Submission of Copy of CNIC

1. Individual members having physical shareholding and who have not yet submitted photocopy of their valid CNIC are requested to send notarized copy of their valid CNIC immediately to our Share Registrar, CDC Share Registrar Services Limited.
2. In case shares are held in CDC then the request to update CNIC must be submitted directly to broker/participant/CDC Investor Account Services.

15. Code of Conduct for Shareholders in General Meeting

Section 215 of the Companies Act, 2017 ("the Act") and Regulation 55 of the Companies Regulations, 2024, "Conduct of Shareholders at Meetings" state as follows:

i) shall not bring such material that may cause threat to participants or premises where meeting is being held;
ii) shall confine themselves to the agenda items covered in the notice of meeting;
iii) shall keep comments and discussion restricted to the affairs of the company; and
iv) shall not conduct in a manner to disclose any political affiliation or offend religious susceptibility of other members.

16. Prohibition of Gifts

In compliance with section 185 of the Companies Act, 2017 and SRO 452(I)/2025 dated March 17, 2025 issued by SECP, it is hereby notified that no gifts in any form or manner, shall be distributed to shareholders at the General Meeting.

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

Agenda Item no. 2

Section 166 of the Companies Act 2017 requires that a statement of material facts is annexed to the notice of the general meeting called for the purpose of election of directors which shall indicate the justification for choosing the appointee for appointment as independent director.

The Company shall ensure that the independents are elected in accordance with the procedures for election of directors laid down in Section 159 of the Companies Act 2017. After the contestants file their notice / intention to stand for elections, the Company shall apply following criteria for choosing the appointee for appointment as independent director:

i) Inclusion of name of independent directors in the data bank maintained by Pakistan Institute of Corporate Governance (PICG) duly authorized by SECP.
ii) Respective competencies, diversity, skill, knowledge and experience of the election contestants shall be assessed.
iii) 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.

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 Registered Office address, E 110 Khayaban e Jinnah Lahore Cantt. not later than fourteen (14) days before the date of the EOGM:

i. Notice of his/her intention to offer himself/herself for the election of directors as per Section 159(3) of the Companies Act, 2017 and consent to act as a director on appendix to Form 9 as prescribed under the Companies Act, 2017 and the Companies Regulations, 2024.
ii. 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.
iii. A signed declaration confirming that:

   a. He/ She is aware of his/her duties and powers under the Companies Act, 2017, 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 serving as a director of more than seven listed companies simultaneously including as an alternate director.
   c. He/she is not ineligible to become a director of a listed company under the provisions of the Companies Act, 2017, the Listed Companies (Code of Corporate Governance) Regulations, 2019 and other applicable laws/regulations.

iv. A detailed profile along with his/her office address for placement on the Company's website as required under SRO 1196 (I)/2019 dated October 03, 2019.
v. Detail of directorship offices held.
vi. Copy of valid CNIC or Passport (in case of a foreign national) along with NTN and Folio Number/CDC Account or Sub Account number.

Additional Documents for Candidates Intending to Contest the Election as an Independent Director:

Independent directors will be elected in accordance with Sections 159 and 166 of the Companies Act, 2017 and shall meet the criteria laid down under Section 166 of the Companies Act, 2017 and the Companies (Manner and Selection of Independent Directors) Regulations, 2018.

The following additional documents are required to be submitted by the candidates intending to contest the election as an 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.

The final list of candidates contesting the election will be circulated not later than seven (7) days before the date of the EOGM in terms of Section 159(4) of the Companies Act, 2017. The website of the Company will be updated with the required information and directors' profile.