November 24, 2026

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

Dear Sir/Madam,

Subject: Purchase (Buy-back) of the shares under Section 88 of the Companies Act, 2017 read with Listed Companies (Buy-Back of Shares) Regulations, 2019 ("Applicable Law")

In accordance with Sections 96 and 131 of the Securities Act, 2015 and Clause 5.6.1 of the Rule Book of the Pakistan Stock Exchange Limited, we hereby convey the following information:

At the meeting of the Board of Directors of Engro Holdings Limited (the "**Company**") held on November 24, 2026, at Karachi, the Board provided its approval to recommend to the members / shareholders of the Company, for their approval vide special resolution(s), the purchase/buy-back by the Company of an aggregate of up to 60,000,000 (Sixty Million) issued and paid-up ordinary shares of the Company, having paid-up/face value of PKR 10/- (Pak Rupees Ten only) each, in accordance with the Applicable Law (the "**Purchase**").

The proposed limit of 60,000,000 shares represents a maximum and is intended to provide the Company with the optionality to allocate capital in line with its capital allocation priorities, in the event that the prevailing market price of the shares is below the intrinsic value and the Purchase is considered to be the optimal use of capital. Any shares so purchased are intended to be held as treasury shares to preserve additional flexibility for efficient capital allocation in future.

Salient features of the Purchase are provided in the table below:

Description	Board's Recommendation
Purpose of the purchase	Shares proposed to be held as Treasury 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 60,000,000 (Sixty 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. 5.14% of the total outstanding shares of the Company

Description	Board's Recommendation
Purchase price	Spot/current share price (as per Reg. 8(2) of Listed Companies (Buy-back of Shares) Regulations, 2019)
Period within which the purchase shall be made	29th December, 2026 to 22nd June, 2027 (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	To enhance shareholder value, optimize capital through the holding or other form of disposition of treasury shares in accordance with applicable laws, including but not limited to for future employee incentive plans, and to provide an exit opportunity to shareholders seeking liquidity.

The approval of members of the Company for the proposed buy-back of shares shall be sought at the Extra Ordinary General Meeting (EOGM) scheduled to be held on December 24, 2026 at Karachi School of Business and Leadership situated at National Stadium Road, Opp. Liaquat National Hospital, Karachi.

The Share Transfer Book of the Company will be closed from Thursday, December 17, 2026 to Thursday, December 24, 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. Shahrah-e-Faisal, Karachi, PABX No. (+92-21) 34380101-5 and email: info.shares@famcosrs.com by the close of business (05:00 p.m.) on Wednesday, December 16, 2026 will be treated in time for purpose of determining entitlement to attend and vote at the meeting.

Disclosure form in terms of Section 96 of the Securities Act, 2015 is attached for information and circulation amongst the TRE Certificate Holders of the Exchange.

Yours faithfully,

MUHAMMAD AMIN
Company Secretary

cc:
The Commissioner
Securities & Exchange Commission of Pakistan
Securities Market Division, 63, NIC Building, Jinnah Avenue, Blue Area, Islamabad

DISCLOSURE FORM
IN TERMS OF SECTION 96 AND 131 OF THE
SECURITIES ACT, 2015

Name of Company: Engro Holdings Limited

Date of Report: November 24, 2026

Address of Registered Office: 19th Floor, The Harbor Front Building, HC # 3, Marine Drive, Block 4, Clifton, Karachi

Contact Information: Mr. Muhammad Amin
Company Secretary, Engro Holdings Limited

Disclosure by listed company in terms of Section 96 and 131 of the Securities Act, 2015.

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MUHAMMAD AMIN
Company Secretary
Engro Holdings Limited