



GlaxoSmithKline Consumer
Healthcare Pakistan
Limited
Sandoz Nagar, Petaro
Road, Jamshoro,
Sindh, 76100,
Pakistan

UAN +92 21 111 475 725
www.pk-consumerhealthcare.gsk.com

11 November 2022

Mr. Muhammad Ghufan
Deputy General Manager – Operations
Pakistan Stock Exchange Limited,
Stock Exchange Building,
Karachi.

Subject: Prior Publication of Extraordinary 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 third Extraordinary General Meeting of our Company will be held on Monday, 5 December 2022 at 10:00 a.m., at Beach Luxury Hotel, Karachi and via online link.

We are enclosing herewith copies (English and Urdu) of the Extraordinary General Meeting Notice for your reference prior to its publication.

For and on behalf of
GlaxoSmithKline Consumer Healthcare Pakistan Limited

Mashal Mohammad
Company Secretary

Enclosed: As above

GlaxoSmithKline Consumer Healthcare Pakistan Limited

NOTICE OF THE THIRD EXTRAORDINARY GENERAL MEETING 2022

Notice is hereby given to shareholders that the Third Extraordinary General Meeting ("EOGM") of GlaxoSmithKline Consumer Healthcare Pakistan Limited (the "Company") will be held at 10:00 a.m. on Monday, 5 December 2022 at Beach Luxury Hotel, Karachi and virtually, to transact the following business:

ORDINARY BUSINESS

A. To approve the minutes of the Annual General Meeting held on 21 March 2022.

SPECIAL BUSINESS

B. To consider and approve the change of the name of the Company from 'GlaxoSmithKline Consumer Healthcare Pakistan Limited' to 'Haleon Pakistan Limited' and to pass the following special resolution:

"IT WAS RESOLVED THAT the name of the Company be changed from 'GlaxoSmithKline Consumer Healthcare Pakistan Limited' to 'Haleon Pakistan Limited' subject to relevant regulatory and shareholder approvals, with effect from the date of the Certificate of Incorporation on Change of Name issued by the Securities and Exchange Commission of Pakistan.
IT WAS FURTHER RESOLVED THAT upon the change of the name being approved by the Registrar of Companies, the Memorandum and Articles of Association of the Company shall be altered by the change of the name of the Company from 'GlaxoSmithKline Consumer Healthcare Pakistan Limited' to 'Haleon Pakistan Limited' wheresoever appearing in the said Memorandum and Articles of Association.

IT WAS FURTHER RESOLVED THAT the Chief Executive Officer, and for the Chief Financial Officer and / or the Company Secretary be and are hereby authorized to jointly and / or severally do all such acts, deeds and things as may be deemed necessary or ancillary to give effect to the foregoing resolution including without limitation to take actions and execute documents as may be necessary for the purpose of changing the name of the Company and to alter the Memorandum and Articles of Association, including, but not limited to, filing the requisite applications before the Securities and Exchange Commission of Pakistan and to sign all statutory returns, forms, notices, circulars and documents as may be required in connection with these resolutions."

C. To consider and approve the alteration in the Memorandum and Articles of Association of the Company in order to align the same with the Companies Act, 2017.

"IT WAS RESOLVED THAT the alteration to the Memorandum and Articles of Association of the Company to align these with the Companies Act, 2017 be and is hereby approved.
IT WAS FURTHER RESOLVED THAT the Chief Executive Officer, and for the Chief Financial Officer and / or the Company Secretary be and are hereby authorized to jointly and / or severally do all such acts, deeds and things as may be deemed necessary or ancillary to give effect to the foregoing resolution including without limitation to take actions and execute documents as may be necessary for the purpose of altering the Memorandum and Articles of Association, including, but not limited to, filing the requisite applications before the Securities and Exchange Commission of Pakistan and to sign all statutory returns, forms, notices, circulars and documents as may be required in connection with these resolutions."

ANY OTHER BUSINESS

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

By the Order of the Board


MASHAL MOHAMMAD
Company Secretary

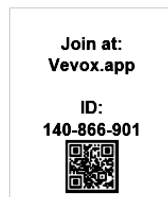
Karachi

14 November 2022

Notes:

1. Virtual / Physical EOGM and Attendance Protocols

- Pursuant to the SECP Circular No. 4 of 2021 dated 15 February 2021, Circular No. 6 of 2021 dated 3 March 2021, and the clarification issued by SECP bearing no. SMD/SE/2(20)/2021/117 dated 15 December 2021, the proceedings of the EOGM shall be held both physically and virtually. The Company continues to monitor the impact of COVID-19 and any government directives in this regard. Any relevant updates regarding the EOGM will be announced on the Company's website (www.pk-consumerhealthcare.gsk.com) and through PUCARS, as applicable.
- Shareholders attending the EOGM must register their intent beforehand and no later than close of business on 2 December 2022. Shareholders are requested to email their respective name, folio number, CNIC number, and scanned copy of their CNIC (front and back) to the Company's email address pakistan.shareinfo@haleon.com, and following necessary verification, a link to access the EOGM will be emailed to him/her.
- Please scan the QR code or access the link below to post any questions for the EOGM as the telecon will automatically mute all microphones:



<https://vevox.app/#/m/140866901>

Session ID: 140-866-901

Email Address: pakistan.shareinfo@haleon.com

- Please note that those members attending virtually will be able to view the Directors and hear the live proceedings of the EOGM but will remain on mute so as to avoid any connectivity disruptions. Those members attending the EOGM may submit their respective questions/comments/suggestions along with their name and folio number on the link/QR Code/email address, provided above in this notice ahead of, and / or during the EOGM.

2. Book Closure

The share transfer books of the Company will be closed from 29 November 2022 to 5 December 2022 (both days inclusive). 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.S., Main Shahrah-e-Faisal, Karachi - 74000 at the close of business on 28 November 2022 will be treated in time for the purpose of attendance of the Extraordinary General Meeting and as applicable.

3. Appointment of Proxies

Shareholders entitled to attend and vote at the EOGM may appoint another shareholder as his / her proxy to attend, speak and vote at the EOGM on his / her behalf. The instrument appointing proxy must be deposited duly signed and stamped 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.S., Main Shahrah-e-Faisal, Karachi not later than forty-eight (48) hours before the time of the EOGM. An attested copy of the shareholder's Computerized National Identity Card (CNIC) must be attached with the proxy form. Please refer to section 137 of the Companies Act, 2017 for further information. 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 / Shareholders at the EOGM without such CNIC(s). The proxy form is available on the Company's website (www.pk-consumerhealthcare.gsk.com).

4. CDC Account Holders

CDC Account Holders will further have to follow the below guidelines as specified by the Securities and Exchange Commission of Pakistan ("SECP").

a) Attending the EOGM

- In case of individuals, the account holder or sub-account holder and / or the person whose securities are in a group account, and their registration details are uploaded as per the applicable regulations and 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 a corporate entity, the Board of Directors' Resolution/Power of Attorney with the specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of the meeting.

b) Appointment of 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 above requirement.
- The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
- 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 EOGM.
- 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.

The proxy form is available on the Company's website: www.pk-consumerhealthcare.gsk.com

5. Requirement(s) for 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 immediately 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 the address to avoid any non-compliance of law or any inconvenience in the future:

CDC Share Registrar Services Limited, CDC House, 99-B, Block 'B', S.M.C.H.S., Main Shahrah-e-Faisal, Karachi 74400. Tel. Toll Free: 0800-23275. Email: info@cdcsrsl.com, website: www.cdcsrsl.com.

6. Postal Ballot/E-Voting

Further to the Companies (Postal Ballot) Regulations, 2018, for the purpose any agenda item subject to the requirements of Section 143 and 144 of the Companies Act, 2017, shareholders holding in aggregate 10% or more shareholding as per applicable law, will be allowed to exercise their right of vote through postal ballot i.e., by post or e-voting, in the manner and subject to conditions contained in the said Regulations.

7. Deposit of Physical Shares into CDC Account

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 SECP, within a period not exceeding four (4) years from the commencement of the Act, i.e., 30 May 2017. Those shareholders having physical shareholding(s) are encouraged to open a CDC sub - account with any broker or Investor Account directly with CDC to place their physical shares into scrip less form. This is beneficial in many ways, including the safe custody and sale of shares at any time, as the trading of physical shares is not permitted as per the existing regulations of the Pakistan Stock Exchange.

8. Change of Address and Zakat Status

Shareholders are requested to notify the Company's Share Registrar if there is any change in their registered postal address or email address. Shareholders with physical shareholding are requested to submit non-deduction of Zakat form, if applicable to them. Further, shareholders holding their shares through CDC are requested to update their participants.

9. Unclaimed Dividend(s) / Share Certificates

The Company has previously discharged its responsibility under Section 244 of the Companies Act, 2017 whereby the Company approached shareholders to claim their unclaimed dividends in accordance with the law. Those shareholders, whose dividends still remain unclaimed, are hereby once again requested to approach the Company to claim their outstanding dividend amounts and / or undelivered share certificates.

10. Statutory Code of Conduct at EOGM

Section 215 of the Companies Act, 2017 and Regulation 28 of the Companies (General Provisions and Forms) Regulations, 2018, state the Code of Conduct of 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 Shareholders shall not bring material that may cause threat to participants or premises where the EOGM is being held, confine themselves to the agenda items covered in the notice of the EOGM and shall not conduct themselves in a manner to disclose any political affiliation. Additionally, the Company is not permitted to distribute gifts in any form to its shareholders in its meetings as per Section 185 of Companies Act, 2017.

Statement of Material Facts under section 134(3) of the Companies Act, 2017

Agenda Item (B):

The Company is now a group company of Haleon plc as a result of its demerger from GSK plc effective 18 July 2022. Haleon plc is an independent listed (LSE and NYSE) company formed as a result of the demerger of the consumer healthcare business from GSK plc on 18 July 2022 and 20 July 2022, respectively. Therefore, to reflect the group change in Pakistan, the Board of Directors of the Company has approved the change of name of the Company.

Subject to the Company's shareholders' approval by way of special resolution, the Company will change its name from 'GlaxoSmithKline Consumer Healthcare Pakistan Limited' to 'Haleon Pakistan Limited'. After the approval of shareholders, the Company shall make an application for change of the Company's name and alteration to the Memorandum and Articles of Association to the Registrar of the Companies at SECP, Karachi to process the change and issue the certificate of incorporation on change of name.

The Company shall also make the necessary changes, where applicable, to the Company's documents as required by section 22 of the Companies Act, 2017. Additionally, the Company shall mention its former name as prescribed under section 13 of the Companies Act, 2017.

Agenda Item (C):

The Board of Directors of the Company has approved the alteration of the Memorandum and Articles of Association to align the same with the Companies Act, 2017 in the Board of Directors meeting held on 21 October 2022.

Subject to the Company's shareholders' approval by way of special resolution as prescribed under sections 32 and 38 of the Companies Act, 2017, the Company seeks to alter the Memorandum and Articles of Association as per the prescribed format mentioned in section 41 of the Companies Act, 2017. After the approval of the shareholders, the Company shall make an application for alteration to the Memorandum and Articles of Association to the Registrar of the Companies at SECP, Karachi.

