

December 12, 2023
FATIMA/PSX/23/A-039

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

**Sub: Certified Copies of Resolutions passed at the Extraordinary General Meeting of
Fatima Fertilizer Company Limited held on December 12, 2023**

Dear Sir,

Pursuant to Regulation 5.6.9(b) of the Rule Book of Pakistan Stock Exchange, we enclose herewith certified copies of the resolutions approved and adopted by the members of the Company at the Extraordinary General Meeting of the Company held on December 12, 2023.

Yours sincerely,



Anil Zia

Deputy Company Secretary

Encl: As above

Certified copies of resolutions passed by the shareholders at the Extraordinary General Meeting of the Company held on December 12, 2023

Ordinary Business/Resolutions:

1. “**Resolved**, that the minutes of the Extraordinary General Meetings held on September 22, 2023, be and are hereby read, confirmed, adopted, and be signed by the Chair as a true record.”

Special Business/Resolutions:

2. “**RESOLVED THAT** the Company be and is hereby authorized, in accordance with Section 199 of the Companies Act, 2017 and other applicable laws, to make investments in its associated company i.e. National Resources (Private) Limited (“**NRL**”), by acquiring from Reliance Commodities (Private) Limited, also being an associated company / related party of the Company, its equity stake in NRL (including through any nominees), comprising up to 34,833,333 (Thirty Four Million Eight Hundred Thirty Three Thousand Three Hundred Thirty Three) ordinary shares of NRL, having face value of PKR 10/- (Pak Rupees Ten) each, constituting approximately up to 33.33% of the issued and paid up share capital of NRL, for an aggregate price of up to PKR 252,193,332/- (Pak Rupees Two Hundred Fifty Two Million One Hundred Ninety Three Thousand Three Hundred Thirty Two).

FURTHER RESOLVED THAT the Company be and is hereby authorized, in accordance with Section 199 of the Companies Act, 2017, to make further investments in NRL from time to time, over a period of 2 (two) years, by way of providing loans / advances to NRL and / or subscribing to shares of NRL (i.e. making equity investments in NRL), as determined by the authorized representative(s) of the Company, in the aggregate amount of up to PKR 1,000,000,000/- (Pak Rupees One Billion), broadly as per the terms stipulated in the statement accompanying this Notice, for inter alia funding the operations / business of NRL, including activities pertaining to the direct or indirect exploration of natural resources in the areas allotted in the Province of Balochistan to NRL or a project company in which NRL is a shareholder.

FURTHER RESOLVED THAT such investment(s), whether by way of equity injection (including the acquisition or subscription of shares) and / or loans and advances, may be made and / or retained by the Company as the Board of Directors deem appropriate and / or modify the same from time to time in accordance with the instructions of the Board of Directors, including based on the feasibility of the arrangement, as a consequence of which the Board of Directors of the Company is also hereby empowered and authorized to dispose of such investment(s) or any portion thereof as deemed fit by the Board.

FURTHER RESOLVED THAT Mr. Fawad Ahmed Mukhtar, the Chief Executive Officer of the Company and / or Mr. Fazal Ahmed Sheikh, the Director of the Company and / or Mr. Asad Murad, the Chief Financial Officer of the Company and / or Mr. Omair Ahmed Mohsin, the Company Secretary and / or Mr. Kashif Mustafa Khan, GM Finance of the Company and / or Mr. Anil Zia, the Deputy Company Secretary, or any person(s) authorized by any of them, be and are hereby severally authorized and empowered to take all necessary steps to effectuate the aforementioned resolutions, make the requisite investments from time to time, do all such acts, deeds and things, and to negotiate, execute and deliver all such deeds, agreements, declarations, undertakings, and instruments, including any ancillary document(s) thereto, or provide any such documentation for and on behalf and in the name of the Company, fulfilling regulatory requirements, in each case, as may be

necessary or required or deemed fit, for or in connection with or incidental to the proposed investments in NRL including, without limiting the generality of the foregoing, the negotiation and finalization of the terms and conditions relating to such investments and entering into arrangements with other shareholders.”

CERTIFIED TO BE A TRUE COPY



DEPUTY COMPANY SECRETARY