

CERTIFIED TRUE COPY OF THE RESOLUTIONS PASSED AT THE 41ST ANNUAL GENERAL MEETING OF HIGHNOON LABORATORIES LIMITED HELD ON MONDAY, 29 APRIL 2024 AT THE COMPANY'S REGISTERED OFFICE SITUATED AT: 17.5KMS, MULTAN ROAD, LAHORE

ORDINARY BUSINESS

AGENDA 1: To confirm minutes of the last Annual General Meeting held on Saturday, 29 April 2023

RESOLVED THAT *the minutes of the last held 40th Annual General Meeting conducted on Saturday, 29 April 2023, be and is hereby approved.*

AGENDA 2: To receive, consider and adopt the annual audited financial statements of the Company and consolidated financial statements with its subsidiary for the year ended December 31, 2023, together with Directors' and Auditors' Reports thereon.

RESOLVED THAT *the annual audited financial statements of the Company and consolidated financial statements with its subsidiary for the year ended December 31, 2023, together with Directors' and Auditors' Reports thereon be and is hereby approved.*

RESOLVED FURTHER THAT *that Dr. Adeel Abbas Haideri, the Chief Executive of the Company or such other person delegated by him and / or Mr. Ashfaq Alidina, Chief Financial Officer, and / or Ms. Mahnoor Ather, Company Secretary (the "Authorized Officers"), be and is hereby empowered and authorized to undertake, execute and implement all the decisions in respect of the said resolution and to take and do and/or cause to be taken or done any/all necessary acts, deeds and things, and to take any or all necessary actions which are or may be necessary, incidental and/or consequential to give effect to the aforesaid resolution, including signing and execution of documents and agreements and to complete all necessary legal formalities and to file all necessary documents as may be necessary or incidental for the purposes of implementing the aforesaid resolution."*

AGENDA 3: To consider and approve payment of Cash Dividend at the rate of 300% as recommended by the Board of Directors, in addition to 15% interim bonus approved and issued to the members on 09 June 2023.

RESOLVED THAT *the declaration of 300% dividend i.e. Rs. 30 per share in addition to the 15% interim bonus already approved and issued on 09 June 2023, be and is hereby approved.*

RESOLVED FURTHER THAT *the Company Secretary is authorized to take all necessary steps for the payment and credit of the declared entitlement.*

AGENDA 4: To appoint Auditors and fix their remuneration for the year ending December 31, 2024. The Board of Directors has recommended the appointment of M/S KPMG Taseer Hadi & Co. Chartered Accountants for the financial year ending 31 December 2024.

RESOLVED THAT *M/S KPMG Taseer Hadi & Co. Chartered Accountants be appointed as the Auditors of the Company for the financial year ending 31 December 2024.*

RESOLVED FURTHER THAT *the Chief Executive and Chief Financial Officer are hereby authorized to negotiate and finalize the remuneration of the Auditors for the financial year 2024.*

SPECIAL BUSINESS

AGENDA 5: To consider and if deemed fit, ratify and approve (as the case may be), the following resolution, as special resolution, with respect to related party transactions/arrangements conducted, in terms of Section 207 and/or 208 of the Companies Act, 2017 (to the extent applicable), with or without modification:

RESOLVED THAT *the transactions carried out by the Company with different Related Parties, during the year ended 31 December 2023, as disclosed in note 46 of the unconsolidated financial statements of the Company for the said period and specified in the Statement of Material Information under Section 134(3), be and are hereby ratified and confirmed.*

RESOLVED FURTHER THAT *the Company be and is hereby authorized to enter into arrangements or carry out transactions from time to time including, but not limited to, for the purchase and sale of goods and material with different related parties to the extent deemed fit and/or approved by the Board of Directors. The members have noted that for the aforesaid arrangements and transactions there may be interested directors. Notwithstanding the same, the members hereby grant an advance authorization and approval to the Board Audit Committee and the Board of Directors of the Company, including under Section 207 and/or 208 of the Companies Act, 2017 (to the extent applicable) to review and approve all related party transactions as per the quantum approved by the Board of Directors from time to time.*

RESOLVED FURTHER THAT *the related party transactions, for the period ending December 31st, 2024, shall be deemed to have been approved by the members, and shall subsequently be placed before the members in the next Annual General Meeting for ratification and confirmation.*

RESOLVED FURTHER THAT *Dr. Adeel Abbas Haideri, the Chief Executive of the Company or such other person delegated by him and / or Mr. Ashfaq Alidina, Chief Financial Officer, and / or Ms.*

Mahnoor Ather, Company Secretary (the “Authorized Officers”), be and is hereby empowered and authorized to undertake, execute and implement all the decisions in respect of the said issuance and to take and do and/or cause to be taken or done any/all necessary acts, deeds and things, and to take any or all necessary actions which are or may be necessary, incidental and/or consequential to give effect to the aforesaid resolution, including signing and execution of documents and agreements and to complete all necessary legal formalities and to file all necessary documents as may be necessary or incidental for the purposes of implementing the aforesaid resolution.

AGENDA 6: To consider and approve to circulate the Annual Report of the Company to the members through QR enabled code and weblink which will be intimated to the shareholders through notice of the meeting in accordance with S.R.O 389 (I)/2023 dated March 22, 2023 issued by the SECP.

RESOLVED THAT *the circulation of Annual Report of the Company to the members through QR enabled code and weblink in accordance with S.R.O 389 (I)/2023 dated March 22, 2023, be and is hereby approved.*

RESOLVED FURTHER THAT *the Authorized Officers be and are hereby empowered and authorized to undertake, execute and implement all the decisions in respect of the said issuance and to take and do and/or cause to be taken or done any/all necessary acts, deeds and things, and to take any or all necessary actions which are or may be necessary, incidental and/or consequential to give effect to the aforesaid resolution, including signing and execution of documents and agreements and to complete all necessary legal formalities and to file all necessary documents as may be necessary or incidental for the purposes of implementing the aforesaid resolution.*

Certified to be true copy

Mahnoor Ather
Company Secretary

