

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of the members of United Brands Limited will be held on Tuesday 29 August 2023, at 12:00 p.m. at Ground Floor, One IBL Centre, Shahrah-e-Faisal, Karachi, to transact the following businesses.

1. To confirm the minutes of 58th Annual General Meeting held on October 28, 2022.
2. To elect Directors of the Company for a term of three years commencing from August 29, 2023, in accordance with the provisions of the Section 159 of the Companies Act, 2017.
 - a) Pursuant to Section 159(1) of the Companies Act, 2017, the Directors through a Resolution passed in the Board of Directors meeting held on Tuesday, July 11, 2023 have fixed the number of Directors at 7 (seven).
 - b) Pursuant to Section 159(2)(b) of the Companies Act, 2017, names of retiring Directors are as follows:

i. Mr. Munis Abdullah	ii. Mr. Syed Qaiser Abbas
iii. Mr. Hasan Tariq Khan	iv. Mr. Rizwan Ahmad
v. Ms. Tayyaba Rasheed	vi. Mr. Zubair Razzak Palwala
vii. Mr. Syed Nadeem Ahmed	

SPECIAL BUSINESS

Ordinary Resolution:

3. To sought approval of members to circulate the annual audited financial statements through QR enabled Code & weblink as required by notification issued by SECP through S.R.O. 389 (I) 2023 dated March 21, 2023.
4. To transact any other business as may be placed before the meeting with permission of the Chair.

Statement under Section 134(3) of the Companies Act, 2017 in respect of special business contained in Agenda 2 is annexed to the notice being sent to the members.

By Order of the Board

Karachi: August 08, 2023

Farooq Akbar
Company Secretary

NOTES:

1. BOOK CLOSURE

The share transfer books of the Company will remain closed from August 23, 2023 to August 29, 2023 (both days inclusive). Transfer received in order by our Share Registrar namely M/S. Central Depository Company of Pakistan limited, CDC House, 99-B, Block-B, S.M.C.H.S. Shahrah-e-Faisal, Karachi, Pakistan by the close of business on August 22, 2023 will be considered in time to attend and vote at the meeting.

2. APPOINTMENT OF PROXY

All members/shareholders are entitled to attend, speak and vote at the extraordinary general meeting. A member/shareholder may appoint a proxy to attend, speak and vote on his/her behalf. The proxy needs to be a member of the Company. Proxies in order to be effective must be received by the Company's Registered Office: 2nd Floor, One IBL Center, Block No. 7 & 8, DMMCHS, Shahrah-e-Faisal, Karachi – 75530 not less than 48 hours before the meeting.

ii. In pursuance of Circular No. 1. of 2000 of SECP dated January 26, 2000 the beneficial owners of the shares registered in the name of Central Depository Company (CDC) and/or their proxies are required to produce their Computerized National Identity Card (CNIC) or passport for identification purpose at the time of attending the meeting. The form of proxy must be submitted with the Company within the stipulated time, duly witnessed by two persons whose names, addresses and CNIC numbers must be mentioned on the form, along with attested copies of the CNIC or the passport of the beneficial owner and the proxy.

In case of corporate entity, the Board of Directors' Resolution/ Power of Attorney with specimen signature of the nominee shall be produced at the time of the meeting.

iii. Member are requested to intimate any changes in addresses immediately to Company's Share Registrar, Central Depository Company of Pakistan Limited, CDC House, 99-B, Block 'B', S.M.C.H.S., Main Shahrah-e-Faisal, Karachi – 74400.

3. CONTEST FOR ELECTION AS A DIRECTOR

Any person who seeks to contest election to the office of director shall, whether he/she is retiring or otherwise, file with the Company a notice of his/her intention to offer himself/herself for the election of Directors along with the consent to act as a Director in Form 28 under section 159(3) and 167 respectively, of the Companies Act, 2017 and detailed profile along with his/her office address as required under SRO 25(1)2012 dated 16 January 2012 of the Securities and Exchange Commission of Pakistan at the Registered Office of the Company/Share Registrar, not later than fourteen days before the date of meeting.

4. CDC ACCOUNT HOLDERS

Any individual Beneficial Owner of CDC entitled to attend and vote at this Extraordinary General Meeting must bring CNIC or Passport along with his/her CDC account number to prove his/her

identity and in case of Proxy, must enclose an attested copy of the CNIC or Passport. The representatives of Corporate members should bring the Board of Directors'/Trustees' resolution/ power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of the meeting. The CDC account holder will further have to follow the guidelines as laid down in Circular No. 1 dated January 26, 2000 issued by SECP.

5. STATEMENT OF MATERIAL FACTS UNDER SECTION 166(3) OF THE COMPANIES ACT, 2017

Independent directors will be elected through the process of election of directors in terms of the provisions of section 159 of the Act, The names of Ms. Tayyaba Rasheed and Mr. Abdul Samad are proposed as independent directors for the reasons that they meet with the criteria as specified under the Act and the Companies (Manner and Selection of Independent Directors) Regulations, 2018.

6. Request for Video conference facility:

In term of SECP's Circular No. 10 of 2014 dated May 21, 2014 read with the provisions contained under section 134(1) (b) of the Act, if the Company receives request /demand from members holding in aggregate 10% or more shareholding residing at a geographical location, to participate in the meeting through video conference at least 10 days prior to the date of meeting, the Company will arrange video conference facility in that city, subject to availability of such facility in that city.

I/We, _____ of _____ being a member
of the United Brands
Limited, holder of _____ ordinary shares as per registered folio # _____ hereby opt for video
conference facility at

Signature of Member (s)

The company will intimate members regarding venue of video conference facility at least five days before the date of extraordinary general meeting along with the complete information necessary to enable them to access the facility.