

## **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 16 June 2020, at 07:00 p.m. at Ground Floor, One IBL Centre, Shahrah-e-Faisal, Karachi, to transact the following businesses.

1. To confirm the minutes of 55th Annual General Meeting held on October 28, 2019.
2. To elect Directors of the Company for a term of three years commencing from June 24, 2020, 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 Wednesday, April 22, 2017 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. Rashid Abdulla	ii. Mr. Qaiser Abbas
iii. Mr. Hasan Tariq Khan	iv. Mr. Asad Abdullah
v. Mr. Ayaz Abdulla	vi. Mr. Zubair Razzak Palwala
vii. Mr. Syed Nadeem Ahmed	
3. To transact any other business as may be placed before the meeting with permission of the Chair.

Karachi: May 21, 2020

By Order of the Board

A blue ink signature of Abbas Ali is written over a circular blue stamp. The stamp contains the text 'United Brands Limited' around the top and 'Karachi' around the bottom, with a small star in the center.

Abbas Ali  
Company Secretary

## NOTES:

### 1. BOOK CLOSURE

The share transfer books of the Company will remain closed from June 10, 2020 to June 16, 2020 (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 June 09, 2017 will be considered in time to attend and vote at the meeting.

### 2. APPOINTMENT OF PROXY

A member entitled to attend and vote at the Extraordinary General Meeting shall be entitled to appoint another member, as a proxy to attend and vote on his/her behalf. The proxies in order to be effective must be received at the Registered Office or Share Registrar of the Company not less than 48 hours before the time of the meeting. The form of proxy is appended to the notice of the Extraordinary General Meeting and being dispatched to the Members.

### 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.

### 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 Mr. Hasan Tariq Khan and Ms. Tayyaba 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.

The Company Secretary  
United Brands Limited  
Ground Floor, One IBL Centre, Shahrah-e-Faisal,  
Karachi.

PROXY FORM

I/We \_\_\_\_\_  
Of \_\_\_\_\_  
being member(s) of United Brands Limited and holder(s) of \_\_\_\_\_  
Ordinary Shares as per Registrar Folio No. \_\_\_\_\_ and sub Account  
No. \_\_\_\_\_ hereby appoint \_\_\_\_\_  
\_\_\_\_\_ of \_\_\_\_\_  
or failing him/her \_\_\_\_\_  
of \_\_\_\_\_ as my/our Proxy to attend, act  
and vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be  
held at the Ground Floor, One IBL Centre, Shahrah-e-Faisal, Karachi, on Tuesday, June 16, 2020 at 07:00  
p.m and at every adjournment thereof.

As witness my/our hand this \_\_\_\_\_ day of \_\_\_\_\_ 2020  
Signed by the Said \_\_\_\_\_ in the presence of

(Witness)

(Signature must agree with the  
specimen signature registered  
with the Company)

Affix
Revenue Stamp
Signature

NOTE:

- Proxies, in order to be effective, must be received at the Company's Registered Office or Shares Registrar not less than 48 hours before the meeting and must be duly stamped, signed and witnessed.
- CDC shareholders and their proxies are requested to attach an attested photocopy of their CNIC or Passport with this proxy form before submission to the Company.