



PHILIP MORRIS
(PAKISTAN) LIMITED

Notice of Extra Ordinary General Meeting

Notice is hereby given that an Extra Ordinary General Meeting of Philip Morris (Pakistan) Limited (the “Company”) will be held on Thursday, October 29, 2020 at 11:00 am, at Avari Towers Hotel, Fatima Jinnah Road, Karachi, to transact the following business:

Ordinary Business

1. To elect Seven (7) Directors of the Company in accordance with the provisions of the Companies Act, 2017 for a period of three years commencing from October 29, 2020. The names of the retiring Directors are:
 - A. Mr. Kamran Yousuf Mirza
 - B. Mr. Lim Khang Wei
 - C. Mr. Roman Yazbeck
 - D. Lt. Gen. (R) Tariq Khan
 - E. Ms. Pattaraporn Auttaphon
 - F. Mr. Michael Scharer
 - G. Mr. Muhammad Zeeshan
2. To transact any other business with the permission of the Chair.
3. Due to the prevailing circumstances of COVID-19 across the country, valuable shareholders are requested to give preference to postal ballot instead of their physical visit. Moreover, the Company will follow the best practices to comply with the instructions of the Government and SECP to ensure the protective measures are in place for the well-being of its stakeholders. For attending the meeting, wearing of masks and gloves are mandatory.

By Order of the Board

Faiza Kapadia Raffay
Company Secretary

Karachi: October 7, 2020

Notes:

1. Book Closure

The register of members and share transfer books of the company shall remain closed from October 20, 2020 to October 29, 2020 (both days inclusive). Transfers received in order at the Office of the Company Share Registrar, CDC Share Registrar Services Limited, CDC House 99-B, Block B, SMCHS, Karachi- 74400 up to October 17, 2020 will be considered in time to be eligible to attend, participate in, and vote, at the Extra Ordinary General Meeting.

Philip Morris (Pakistan) Limited

19th Floor, The Harbour Front, Dolmen City, HC-3, Block 4, Clifton Karachi – 75600

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2. ATTENDING MEETING IN PERSON OR THROUGH PROXIES

A member who has deposited his / her shares into Central Depository Company of Pakistan Limited, must bring his / her participant's ID number and account / sub-account number along with original Computerized National Identity Card ("CNIC") or Original Passport at the time of attending the Meeting.

A member entitled to attend and vote at the Extra Ordinary General Meeting may appoint another member as his / her proxy to attend, speak and vote instead of him / her. In case of corporate entity, the Board of Directors Resolution / Power of Attorney with specimen signature shall be submitted with the proxy form to the Company.

Form of proxy to be valid must be received at the Registered Office of the company not later than 48 hours before the time of the meeting at, 19th Floor, The Harbour Front, Dolmen City, HC-3, Block 4, Clifton Karachi – 75600

3. CHANGE IN ADDRESS

Members are requested to notify the Share Registrar of the Company of any change in their address.

4. SUBMISSION OF COPY OF CNIC

Members who have not yet submitted photocopy of their CNIC and information relating to Dividend Mandate to the Company's Share Registrar are requested to send the same at the earliest at CDC Share Registrar Services Limited, CDC House 99-B, Block B, SMCHS, Karachi- 74400.

5. PROXY FORMS

A form of proxy is enclosed herewith. Further, copies of the instrument of proxy may be obtained from the Registered Office of the Company during normal office hours.

6. ELECTION OF DIRECTORS THROUGH POSTAL BALLOT

- a. If the number of persons who offer themselves to be elected is more than the number of directors fixed under section 159(1) of the Companies Act, 2017 then the company shall provide its Members with the option of voting by postal ballot in accordance with the provisions of the Companies (Postal Ballot).
- b. Pursuant to the Companies (Postal Ballot) Regulations, 2018 for the purpose of Election of Directors and for any agenda item subject to the requirements of the sections 143 and 144 of the Companies Act, 2017, Members will be allowed to exercise their right of vote through postal ballot, that is voting by post or through any electronic mode, in accordance with the requirements and procedure contained in the aforesaid regulations.
- c. The shareholders shall ensure duly filled and signed ballot papers along with the copy of CNIC, in case of individual and in case of corporate body, acceptable identification documents should reach the chairperson of the meeting through post at above address or by email at eogm@pmpk.com.pk one (01) day before the day of poll i.e. Wednesday, October 28, 2020 during working hours till 5pm



7. ELIGIBILITY CRITERIA FOR CANDIDATES CONTESTING ELECTION OF DIRECTORS

Any member seeking to contest the election of Directors shall file with the Company at its Registered Office, not later than Fourteen (14) days before the above said meeting, his / her intention to offer himself or herself for election as a Director in accordance with the provisions of Companies Act, 2017 along with:

- (a) Consent to act as Director in Form 28, duly completed, as required under Section 167 of the Companies Act, 2017.
- (b) Bio-data.
- (c) Signed declarations in respect of being compliant with the requirements of the Listed companies (Code of Corporate Governance Regulations), 2019 and the eligibility criteria as set out in the Companies Act, 2017 to act as Director of a listed company.

STATEMENT UNDER SECTION 166(3) OF THE COMPANIES ACT, 2017 CONCERNING THE BUSINESS TO BE TRANSACTED AT THE EXTRAORDINARY GENERAL MEETING:

As per the Listed Companies (Code of Corporate Governance) 2019, the Company is required to have at least (02) or one third members of the Board, whichever is higher, as Independent directors on its Board. The Company shall appoint independent directors in accordance with section 159 of the Companies Act 2017 and the Listed Companies (Code of Corporate Governance) 2019.

The Company shall carry out due diligence to determine the status of a director as an independent in line with the Companies (Manner and Selection of Independent Directors) Regulations 2018 and other applicable laws.