

**RETAINED UNDERTAKING****A. LOAN/ADVANCES TO BE MAINTAINED AT DAWOOD HERCULES CHEMICALS LIMITED (DHCL) LEVEL**

All amounts, if any, owed to DHCL by the employees who will remain with DHCL listed in Attachment 4, which as of June 30, 2010 amounted to the figures shown in attachment 1. The amounts owed as of the Effective Date to be calculated and used for the purpose of the Retained Undertaking.

**B. INVESTMENTS/SHAREHOLDINGS**

All shares held/owned by DHCL (except 16.0 million shares of Engro Corporation Limited and all shares of Sui Northern Gas Pipelines limited, both of which will be transferred to DH Fertilizers Limited) as per Attachment 2 and any further shares which may be allotted/acquired prior to the Effective Date.

**C. CASH/BANK ACCOUNTS**

All monies lying in:

- Account No. 5001-0071-001032-01-3, Savings Account with Bank Al Habib Limited Islamic Banking Karachi.
- Account No. 0786-40332551-17 Current account with Habib Bank Limited, Habib Bank Plaza Branch, Karachi.
- Account No. 00000000377341, Savings Account with Barclays Bank, Dawood Centre Branch, Karachi.

**D. PROPERTIES/ASSETS**

Vehicles relating to the employees and other assets remaining with DHCL at Karachi, Lahore and Islamabad as per Attachment 3. The properties and asset present as of the effective date shall be retained for the purpose of Retained Undertaking.

**E. CONTRACTS TO REMAIN WITH DHCL**

- i. Rental Agreement with Dawood Foundation dated 26-06-2008 for 11 Floor, Dawood Centre M.T Khan Road Karachi.
- ii. Microsoft open License Agreement V7525564 dated 24.7.2009 for 50 users.