

Dec 20, 2016

The General Manager  
Pakistan Stock Exchange Limited  
Stock Exchange Building  
Stock Exchange Road  
Karachi

Director (Enforcement)  
Securities and Exchange Commission of Pakistan  
NIC Building, Jinnah Avenue, Blue Area  
Islamabad

Dear Sirs,

**ENGRO CORPORATION LIMITED'S 51% SHAREHOLDING IN ENGRO FOODS LIMITED**

In terms of section Sections 96 and 131 of the Securities Act, 2015 and Clause (xx) of the Code of Corporate Governance, 2012, we hereby convey the following information:

“Further to our notification dated December 19<sup>th</sup>, that Engro Corporation Limited (**ECorp**) has divested its 47.1% ordinary shares in Engro Foods Limited (**EFoods**) to FrieslandCampina Pakistan B.V. (**Purchaser**) (attached hereto), we now inform you that in light of the above mentioned divestment the following directors have tendered their resignation from the Board of EFoods with effect from December 20, 2016:

1. Mr. Muhammed Amin
2. Mr. Zafaryab Khan
3. Mr. Marco Spits
4. Mr. Isfandyar Shaheen
5. Mr. Rehan Hasan

Furthermore, Mr. Khalid Siraj Subhani had earlier tendered his resignation as a director from the Board of EFoods with effect from November 30<sup>th</sup> 2016.

In light of the aforementioned resignations, the following individuals have been appointed as directors to fill casual vacancies on the Board with effect from December 20, 2016:

1. Mr. Ghias Khan
2. Mr. Hein Schumacher
3. Mr. Piet Hilarides
4. Ms. Heidi van Der Kooij
5. Ms. Jaska de Bakker
6. Mr. Hans Larakker

**Engro Foods Limited**

5th Floor, The Harbor Front Building, HC-3, Marine Drive, Block 4, Clifton, Karachi 75600 Pakistan.

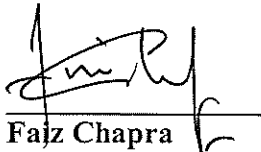
T 00 92 (21) 35296000 (10 lines) F 00 92 (21) 35295961-2

[engrofoods.com](http://engrofoods.com)

It is also highlighted that Mr. Babur Sultan has tendered his resignation from the office of Chief Executive of Efoods with effect from January 3, 2017 and Mr. Hans Laarakker has been appointed as the Chief Executive of Efoods, with effect from the resignation of Mr. Babur Sultan becoming effective and Mr. Hans Laarakker shall hold office till the next election of Directors upon terms and conditions to be approved by the Board.”

A disclosure form as required under S.R.O. 143/(1)/2012 read with Sections 96 and 131 of the Securities Act, 2015 is also enclosed.

Yours Sincerely,  
**Engro Foods Limited**



**Faiz Chapra**  
**COMPANY SECRETARY**

Dec 20, 2016

**DISCLOSURE FORM**  
**IN TERMS OF SECTIONS 96 AND 131 OF THE SECURITIES ACT, 2015**

Name of Company: Engro Foods Limited (E Foods)

Date of Report: December 20<sup>th</sup> 2016

Name of Company as specified in its Memorandum: Engro Foods Limited

Company's registered office: 5<sup>th</sup> Floor, the Harbour Front Building, HC-3, Marine Drive, Block-4, Clifton Karachi-756000

Contact information: Faiz Chapra - Company Secretary  
Tel: 35297501  
Email: fchapra@engro.com

**Disclosure of information by a listed company:**

“Further to our notification dated December 19<sup>th</sup>, that Engro Corporation Limited (**E Corp**) has divested its 47.1% ordinary shares in Engro Foods Limited (**E Foods**) to FrieslandCampina Pakistan B.V. (**Purchaser**) (attached hereto), we now inform you that in light of the above mentioned divestment the following directors have tendered their resignation from the Board of E Foods with effect from December 20, 2016:

1. Mr. Muhammed Amin
2. Mr. Zafaryab Khan
3. Mr. Marco Spits
4. Mr. Isfandyar Shaheen
5. Mr. Rehan Hasan

Furthermore, Mr. Khalid Siraj Subhani had earlier tendered his resignation as a director from the Board of E Foods with effect from November 30<sup>th</sup> 2016.

In light of the aforementioned resignations, the following individuals have been appointed as directors to fill casual vacancies on the Board with effect from December 20, 2016:

1. Mr. Ghias Khan
2. Mr. Hein Schumacher
3. Mr. Piet Hilarides
4. Ms. Heidi van Der Kooij
5. Ms. Jaska de Bakker
6. Mr. Hans Larakker

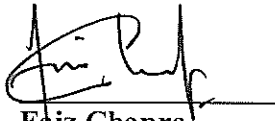
It is also highlighted that Mr. Babur Sultan has tendered his resignation from the office of Chief

Dec 20, 2016

Executive of EFoods with effect from January 3, 2017 and Mr. Hans Laarakker has been appointed as the Chief Executive of EFoods, with effect from the resignation of Mr. Babur Sultan becoming effective and Mr. Hans Laarakker shall hold office till the next election of Directors upon terms and conditions to be approved by the Board.”

Pursuant to the requirements of the Securities Act, 2015, EF has duly caused this form/statement to be signed on its behalf by the undersigned hereunto duly authorized.

For and on behalf of  
**ENGRO FOODS LIMITED**

A handwritten signature in black ink, appearing to read 'Faiz Chapra', written over a horizontal line.

**Faiz Chapra**  
**COMPANY SECRETARY**



Dec 19, 2016

The General Manager  
Pakistan Stock Exchange Limited  
Stock Exchange Building  
Stock Exchange Road  
Karachi

Director (Enforcement)  
Securities and Exchange Commission of Pakistan  
NIC Building, Jinnah Avenue, Blue Area  
Islamabad

Dear Sirs,

**ACQUISITION OF SHAREHOLDING IN ENGRO FOODS LIMITED**

In terms of section Sections 96 and 131 of the Securities Act, 2015 and Clause (xx) of the Code of Corporate Governance, 2012, we hereby convey the following information:

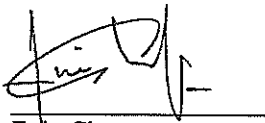
“We would like to inform you that we have received the attached notice from FrieslandCampina Pakistan B.V. (FC Pakistan) in respect of the completion of its acquisition of: (i) 361,299,052 shares of EFoods (47.1%) from Engro Corporation Limited (ECorp); and (ii) 29,664,947 shares of EFoods (3.9%) through a mandatory tender offer under the Securities Act, 2015.

Further, ECorp has also confirmed divestment of its 47.1% ordinary shares in EFoods to FC Pakistan by letter dated December 19, 2016 (attached hereto).

Chairman of the Engro Foods Board of Directors, Mr. Samad Dawood stated “Not only was Engro Foods able to achieve its vision of elevating consumer delight and wellbeing by adding nourishment to the food market but the company was able to enhance the lives of 12 million consumers through its utmost sincerity and motivation each day, everyday. This is only the beginning of a better and brighter future for our organization and this novel partnership with the Royal FrieslandCampina Group will not only bring growth and prosperity for all of us but also tell a story about Engro’s commitment to growth and creating a broad-based impact for now and generations to come.”

A disclosure form as required under S.R.O. 143/(1)/2012 read with Sections 96 and 131 of the Securities Act, 2015 is also enclosed.

Yours Sincerely,  
**Engro Foods Limited**

A handwritten signature in black ink, appearing to read 'Faiz Chapra', written over a horizontal line.

Faiz Chapra  
COMPANY SECRETARY

**DISCLOSURE FORM**  
**IN TERMS OF SECTIONS 96 AND 131 OF THE SECURITIES ACT, 2015**

Name of Company: Engro Foods Limited (EFoods)

Date of Report: December 19, 2016

Name of Company as specified in its Memorandum: Engro Foods Limited

Company's registered office: 5<sup>th</sup> Floor, the Harbour Front Building, HC-3, Marine Drive, Block-4, Clifton Karachi-756000

Contact information: Faiz Chapra - Company Secretary  
Tel: 35297501  
Email: fchapra@engro.com

**Disclosure of inside information by a listed company:**

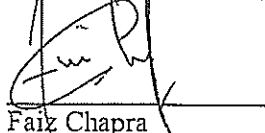
We would like to inform you that we have received the attached notice from FrieslandCampina Pakistan B.V. (FC Pakistan) in respect of the completion of its acquisition of: (i) 361,299,052 shares of EFoods (47.1%) from Engro Corporation Limited (E Corp); and (ii) 29,664,947 shares of EFoods (3.9%) through a mandatory tender offer under the Securities Act, 2015.

Further, E Corp has also confirmed divestment of its 47.1% ordinary shares in EFoods to FC Pakistan by letter dated December 19, 2016 (attached hereto).

Chairman of the Engro Foods Board of Directors, Mr. Samad Dawood stated "Not only was Engro Foods able to achieve its vision of elevating consumer delight and wellbeing by adding nourishment to the food market but the company was able to enhance the lives of 12 million consumers through its utmost sincerity and motivation each day, everyday. This is only the beginning of a better and brighter future for our organization and this novel partnership with the Royal FrieslandCampina Group will not only bring growth and prosperity for all of us but also tell a story about Engro's commitment to growth and creating a broad-based impact for now and generations to come."

Pursuant to the requirements of the Securities Act, 2015, EFoods has duly caused this form/statement to be signed on its behalf by the undersigned hereunto duly authorized.

For and on behalf of  
ENGRO FOODS LIMITED



Faiz Chapra  
COMPANY SECRETARY



Engro Foods Limited  
5<sup>th</sup> Floor, The Harbour Front Building,  
Plot No. HC-3, Block-4,  
Scheme No. 5,  
Clifton,  
Karachi,

December 19, 2016

Notice of completion of divestment of 47.1% shares in Engro Foods Limited to  
FrieslandCampina Pakistan Holding B.V.

Dear Sirs,

This is to notify you that Engro Corporation Limited has divested its 361,299,052 shares (47.1%) in Engro Foods Limited to FrieslandCampina Pakistan Holding B.V. in terms of a Share Purchase Agreement dated July 01, 2016.

Yours Sincerely,  
Engro Corporation Limited

Faiz Chapra  
COMPANY SECRETARY



FrieslandCampina

Engro Foods Limited  
6th Floor, The Harbour Front Building,  
Plot No. HC-3, Block-4,  
Scheme No. 5,  
Clifton,  
Karachi.

19 December 2016

Notice of completion of acquisition of 51% shares of Engro Foods Limited  
by FrieslandCampina Pakistan Holding B.V.  
from Engro Corporation Limited and through a Mandatory Tender Offer to  
the remaining shareholders of Engro Foods Limited, pursuant to the  
Securities Act 2015 and the Listed Companies (Substantial Acquisition of  
Voting Shares and Takeovers) Regulations 2008

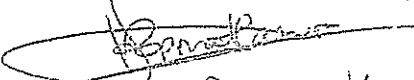
Dear Sirs,

This is to notify you that FrieslandCampina Pakistan Holding B.V. (the "Acquirer") has acquired a total of 390,963,999 ordinary shares of Rs. 10 each of Engro Foods Limited, representing 51% of the total issued share capital of Engro Foods Limited, through a share purchase agreement dated 1 July 2016 and supplemental share purchase agreement dated 2 December 2016 entered into with Engro Corporation Limited and through a Mandatory Tender Offer to the remaining shareholders of Engro Foods Limited as required under the Securities Act 2015 and the Listed Companies (Substantial Acquisition of Voting Shares and Takeovers) Regulations 2008, in the following manner:

Name of Acquirer	No. and percentage of shares from Engro Corporation Limited	No. and percentage of shares through Mandatory Tender Offer	Total No. of shares and percentage
FrieslandCampina Pakistan Holding B.V.	361,299,052 shares (47.1%)	29,664,947 shares (3.9%)	390,963,999 shares (51%)

We enclose a copy of the CDC Outgoing and Incoming Reports as evidence of the shareholding acquired.

Yours faithfully,  
For and on behalf of FrieslandCampina Pakistan Holding B.V.

  
Name: J. Papma-Maners  
Title: Authorized Representative

Copy to:  
The Chairman  
Securities and Exchange Commission of Pakistan  
NIC Building, 63 Jinnah Avenue, Blue Area, Islamabad