

November 22, 2018
FATIMA/PSX/18/A-014

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

**Sub: Certified Copies of Resolutions passed at the Extraordinary General Meeting of
Fatima Fertilizer Company Limited**

Dear Sir,

Pursuant to Regulation 5.6.4(b) of the Rule Book of Pakistan Stock Exchange, we enclose herewith certified copies of the resolutions approved and adopted by the members of the Company at the Extraordinary General Meeting of the Company held on November 19, 2018.

Yours sincerely,



Anil Zia
Deputy Company Secretary

Encl: As above

Certified copies of resolutions passed by the shareholders at the Extraordinary General Meeting of the Company held on November 19, 2018

“Resolved, that subject to receipt of all requisite corporate and regulatory authorizations, consents and approvals, Fatima Fertilizer Company Limited (the “Company”) be and is hereby authorized to acquire production and operating Plants including Ammonia, Urea, Nitric Acid, Nitro-Phosphate, Calcium Ammonium Nitrate and Clean Development Mechanism along with installed catalysts and any other related or ancillary equipment (the “Assets”) from its associated company namely Pakarab Fertilizers Limited (“PFL”) for a price of PKR 9 (Nine) Billion along with all costs and benefits associated with ECC approved gas arrangement available with PFL and to enter into agreements with PFL for the acquisition of the Assets (“Agreements”). The price of PKR 9 (nine) Billion will be paid as per the following payment schedule and upon such terms and conditions as the Chief Executive Officer of this Company or his delegate may, in his discretion, deem advisable.

Description	Amount (PKR Billion)
i. Payment till December 31, 2018	2.25
ii. Deferred payment over a three year period payable in six semi-annual installments at markup rate of 6M K + 1.25%	6.75
Total	9.00

Resolved further, that Company be and is hereby also authorized to enter into arrangements i) for Land, Buildings, Utilities Plant and other required infrastructure of PFL to be used by the Company and ii) for manpower services for Plant Operations and Maintenance with PFL and iii) with contractors and technology licensors of the Assets (including obtaining consents) to ensure, inter alia, rights of use of Assets and technologies / licenses related to the Assets (together the “Arrangements”) at below mentioned price and upon such terms and conditions as the Chief Executive Officer of this Company or his delegate may, in his discretion, deem advisable.

- i. Land, Buildings, Utilities Plant and other required infrastructure for a price of up to PKR 12 Million per month.
- ii. Manpower services for a price of actual cost reimbursement including taxes and 8% commission.
- iii. Any other cost related to operations of the Assets as per actual.
- iv. Arrangements with contractors and technology licensors of the Assets on such terms and price as may be negotiated by the Company.


Resolved further, that the Chief Executive Officer, Chief Financial Officer and/or Company Secretary be and are each hereby authorized, directed and empowered singly to:

- i. negotiate the terms of the Agreements and Arrangements, and any amendments thereto on behalf of the Company in their complete discretion;
- ii. sign the Agreements and any documents regarding the Arrangements, and any amendments thereto on behalf of the Company and to deliver the same;
- iii. sign and send and receive on behalf of the Company any communications, notices, certificates, reports, requests, statements, certificates or other instruments to be delivered or received by the Company pursuant to the Agreements and Arrangements;
- iv. obtain any approvals from, and make appearances before, any regulators or creditors with respect to the Agreements and Arrangements or for the activities contemplated therein and to negotiate and execute any documents/applications in this respect;
- v. enforce or protect any rights created under the Agreements and Arrangements;

- vi. do all other actions on behalf of the Company in relation to Agreements, the Arrangements and the aforesaid resolutions; and
- vii. delegate any of the powers conferred hereunder.”

CERTIFIED TRUE COPY

I hereby certify that the above resolutions were duly passed at the Extraordinary General Meeting of the Company held on November 19, 2018.



CHIEF FINANCIAL OFFICER