

December 27, 2022
FATIMA/PSX/22/A-045

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 held on December 27, 2022**

Dear Sir,

Pursuant to Regulation 5.6.9(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 December 27, 2022.

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 December 27, 2022

Ordinary Business/Resolutions:

1. **“Resolved**, that the minutes of Annual General Meeting held on April 29, 2022 be and are hereby read, confirmed, adopted, and be signed by the Chair as a true record.”

Special Business/Resolutions:

2. **“Resolved**, that pursuant to the provisions of the Sections 279 to 283 read with Section 285 and all other applicable provisions, of the Companies Act, 2017, (“the Act”), the provisions of the Memorandum and Articles of Association of the Company and subject to the requisite approvals, sanctions, consents, observations, no objection from the Creditors of the Company, Securities and Exchange Commission of Pakistan (SECP), the relevant High Court or such other competent authority as may be applicable, approval be and is hereby accorded for the Scheme of Compromises, Arrangement and Reconstruction for Amalgamation/Merger of Pakarab Fertilizers Limited with and into Fatima Fertilizer Company Limited (the “Scheme”), as approved by the Board of Directors and circulated to the members of the Company.”
3. **“Resolved**, that the consent and approval be and is hereby accorded under Section 199 of the Companies Act, 2017 and Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017 for enhancement of existing Running Finance Facility limit extended to Pakarab Fertilizers Limited (PFL), an associated company, from PKR 2,000 million to an aggregate amount of PKR 5,000 million, in order to facilitate PFL in meeting its financial obligations towards the lenders/financial institutions/Government/Corporate bodies from July 01, 2022 onwards during the proceedings in the Court for its approval of the Scheme , on terms as are noted in the statement of material facts under Section 134(3) annexed herewith. The limit in the nature of Running Finance Facility shall be renewable in the next general meeting(s) for a further period(s) of one year, if needed.

Resolved further, that the Chief Executive Officer, Chief Operating Officer, Chief Financial Officer, and/or Company Secretary of the Company be and are each hereby authorized singly to take all steps necessary in this regard, including but not limited to negotiating and executing any necessary agreements/documents, and any ancillary matters thereto.”

4. **“Resolved**, that the consent be and is hereby accorded under Section 199 of the Companies Act, 2017 and Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017 for approval/ratification for additional Facility limit in the nature of Corporate Guarantee(s) extended to Pakarab Fertilizers Limited up to an aggregate amount of PKR 3,000 million, issued/to be issued by Fatima Fertilizer Company Limited in favor of any bank / financial institution//Government/Corporate bodies, etc. in connection with financing or other facilities availed / to be availed by Pakarab Fertilizers Limited, on terms as are noted in the statement of material facts under Section 134(3) of the Act annexed herewith. The limit in the nature of the Corporate Guarantee(s) Facility shall be renewable in the next general meeting(s) for a further period(s) of one year, if needed.

Resolved further, that the Chief Executive Officer, Chief Operating Officer, Chief Financial Officer, and/or Company Secretary of the Company be and are each hereby authorized singly to take all steps necessary in this regard, including but not limited to negotiating and executing any necessary agreements/documents, and any ancillary matters thereto.”

CERTIFIED TO BE A TRUE COPY

DEPUTY COMPANY SECRETARY