



CORPORATE AFFAIRS DEPARTMENT

Ref No. 6.12-KSE/S/FFC
September 20, 2024

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

Subject: **Disclosure of Material Information**

Dear Sir,

In accordance with Sections 96 and 131 of the Securities Act, 2015 and Clause 5.6.1 of the Rule Book of the Pakistan Stock Exchange Limited, we hereby convey the following information:

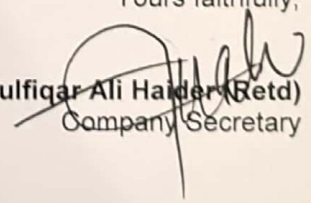
In continuation of the disclosure / notice on July 19, 2024 by Fauji Fertilizer Company Limited (the "**Company**") pertaining to the in-principle approval to evaluate the potential amalgamation of Fauji Fertilizer Bin Qasim Limited ("**FFBL**") with and into the Company, the Board of Directors of the Company, at their meeting held on September 20, 2024, approved the merger of FFBL with and into the Company, along with the draft Scheme of Arrangement under Sections 279 to 283 and 285(8) of the Companies Act, 2017, to be entered into between the Company and FFBL (the "**Scheme**") for the purposes of the same, subject to finalization thereof, obtaining all necessary shareholders', creditors' and regulatory approvals, and the sanction of the Scheme by the Honorable Lahore High Court, Rawalpindi Bench, along with fulfilment of related legal formalities, and further subject to any changes or modifications thereto as may be required or prescribed, or such amendments as may be considered necessary, without materially affecting the substance thereof.

In terms of the Scheme it is intended, *inter alia*, that the entire undertaking of FFBL (including its assets, liabilities, privileges, obligations, rights and business) shall be merged, by way of amalgamation, with and into the Company, in consideration for which an aggregate of approximately 150.87 million ordinary shares of the Company shall be allotted and issued to the shareholders of FFBL (excluding to the Company itself, as a shareholder of FFBL), based on a swap ratio of 1 (one) ordinary share of the Company for every 4.29 ordinary shares of FFBL held by the shareholders of FFBL. As a consequence of the merger, FFBL shall stand dissolved without winding up, and all the shares of FFBL, including those held by the Company, shall stand cancelled.

The Scheme will be circulated to the PSX and the shareholders in due course subject to the directions / order of the Honorable Lahore High Court, Rawalpindi Bench, and in accordance with the applicable laws.

You may please inform the TREC holders accordingly.

Yours faithfully,


Brig Zulfiqar Ali Haider (Retd)
Company Secretary

cc: **Director / HOD**
Surveillance, Supervision and Enforcement Department
Securities and Exchange Commission of Pakistan
NIC Building, 63 Jinnah Avenue, Blue Area, Islamabad

FAUJI FERTILIZER COMPANY LIMITED
SONA TOWER, 156 THE MALL, RAWALPINDI – PAKISTAN P.O. BOX 253
TEL: +92 (51) 8450001, 8453101 UAN +92 (51) 111-332-111, FAX +92 (51) 8458831
Web: www.ffc.com.pk Email: secretary@ffc.com.pk