



19 October 2018

Mr Muhammad Ghufraan
Deputy General Manager Operations
Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi

GlaxoSmithKline Consumer
Healthcare Pakistan Limited
35-Dockyard Road,
West Wharf,
Karachi - 74000,
Pakistan

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Dear Sir,

Re: **Special Resolution - GlaxoSmithKline Consumer Healthcare Pakistan Limited**

Please find enclosed herewith Special Resolutions passed by the shareholders of GlaxoSmithKline Consumer Healthcare Pakistan Limited in the EOGM held on October 19, 2018 at 11 a.m. at the Movenpick Hotel.

In this regard, you may kindly inform the members of the Exchange accordingly.

Yours faithfully,

For and on behalf of
GlaxoSmithKline Consumer Healthcare Pakistan Limited

Mashal Mohammad
Company Secretary

c.c. Managing Director
Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi

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

GLAXOSMITHKLINE CONSUMER HEALTHCARE PAKISTAN LIMITED
EXTRACT OF THE SPECIAL RESOLUTIONS PASSED AT THE EOGM
Held on Friday, October 19, 2018 at 11.a.m. at Movenpick Hotel, Karachi

The shareholders passed the following Special Resolutions:

1. **“RESOLVED THAT**, Scheme of Arrangement under Section 279 to 283 of the Companies Act 2017 between GSK CHC and its members and GSK OTC and its members put before the meeting be and is hereby agreed, approved and adopted, subject to any modification which may be required by the High Court.”
2. **“FURTHER RESOLVED THAT** the Chief Executive Officer or Company Secretary or Chief Financial Officer of GSK CHC on behalf of GSK CHC to do or cause to be done all acts, deeds and things as may be considered necessary and appropriate, ancillary or incidental on behalf of GSK CHC for the completion and implementation of the merger in accordance with the Scheme of Arrangement, including, without limitation:
 - I. to make such amendments, alterations to and modifications in the Scheme of Arrangement from time to time as may be required by the High Court or any other regulator, and any such modifications shall also be deemed to have been approved by the members of GSK CHC through this resolution without the need for passing a fresh resolution;”
 - II. to take such other actions and execute such other documents as may be necessary or expedient for the purpose of giving effect to the spirit and intent of the above resolutions;”
 - III. to take and complete the steps to effectuate all or any of the resolutions passed hereby;”
 - IV. to submit all such documents and information as may be required by the High Court or any other regulator in relation to the merger of GSK OTC with and into GSK CHC and obtain their sanction in terms of Sections 279 to 283 of the Companies Act 2017, execute and sign all such documents including certificates, applications, notices, reports, letters and any other document or instrument, including (without limitation) any amendments, additions, deletions or substitutions to any of the foregoing as may be required in respect or the merger, or any action incidental or ancillary thereto;”
 - V. to delegate all or any of the powers hereby granted in favor of legal counsels, consultants, advisors and/or any other person and to authorize them to exercise such powers and to make statements, submissions, filings etc., before the High Court or any other regulator for the implementation of the Scheme of Arrangement for the merger of GSK OTC with and into GSK CHC” and
 - VI. to perform all other actions, deeds, acts, etc. that are required to complete the proposed merger transaction.”

CERTIFIED TRUE COPY



MASHAL MOHAMMAD
COMPANY SECRETARY