



Notice of Extra Ordinary General Meeting

Notice is hereby given that an Extra Ordinary General Meeting of Philip Morris (Pakistan) Limited (the “Company”) will be held on Tuesday, September 26, 2017, at 10:00 am, at Avari Towers Hotel, Karachi, to transact the following business:

Ordinary Business

1. To elect Seven (7) Directors of the Company, as fixed by the Board of Directors, in accordance with the provisions of the Companies Act, 2017 for a period of three years commencing from September 27, 2017. The names of the retiring Directors are:
 - A. Mr. Kamran Yousuf Mirza
 - B. Mr. Alexander Reisch
 - C. Mr. Anton Stankov
 - D. Lt. Gen. (R) Tariq Khan
 - E. Mr. Joao Manuel
 - F. Ms. Hannah Heekyung Yun
 - G. Ms. Ee Won Chen
2. To transact any other business with the permission of the Chair.

By Order of the Board

Faiza Kapadia Raffay
Company Secretary
Karachi: September 1, 2017

Notes:

1. The register of members and share transfer books of the company shall remain closed from September 18, 2017 to September 26, 2017 (both days inclusive). Transfers received in order at the Office of the Company Share Registrar, THK Associates (Pvt.) Ltd, 1st floor, 40-C, Block-6, P.E.C.H.S., Karachi-75400. P.O. Box No. 8533, up to September 15, 2017 will be considered in time to be eligible to attend, participate in, and vote, at the Extra Ordinary General Meeting.
2. A member who has deposited his / her shares into Central Depository Company of Pakistan Limited, must bring his / her participant’s ID number and account / sub-account number along with original Computerized National Identity Card (“CNIC”) or Original Passport at the time of attending the Meeting.
3. A member entitled to attend and vote at the Extra Ordinary General Meeting may appoint another member as his / her proxy to attend, speak and vote instead of him / her. In case of corporate entity, the Board of Directors Resolution / Power of Attorney with specimen signature shall be submitted with the proxy form to the Company.



4. Form of proxy to be valid must be received at the Share Registrar office not later than 48 hours before the time of the meeting at, THK Associates (Pvt.) Ltd, 1st floor, 40-C, Block-6, P.E.C.H.S., Karachi-75400. P.O. Box No. 8533.
5. Members are requested to notify the Share Registrar of the Company of any change in their address.
6. Members who have not yet submitted photocopy of their CNIC and information relating to Dividend Mandate to the Company's Share Registrar are requested to send the same at the earliest at THK Associates (Pvt.) Ltd, 1st floor, 40-C, Block-6, P.E.C.H.S., Karachi-75400. P.O. Box No. 8533.
7. A form of proxy is enclosed herewith. Further, copies of the instrument of proxy may be obtained from the Registered Office of the Company during normal office hours.
8. Any member seeking to contest the election of Directors shall file with the Company at its Registered Office, not later than Fourteen (14) days before the above said meeting, his / her intention to offer himself or herself for election as a Director in accordance with the provisions of Companies Act, 2017 along with:
 - (a) Consent to act as Director in Form 28, duly completed, as required under Section 167 of the Companies Act, 2017.
 - (b) Bio-data.
 - (c) Signed declarations in respect of being compliant with the requirements of the Code of Corporate Governance, 2012 and the eligibility criteria as set out in the Companies Act, 2017 to act as Director of a listed company.

STATEMENT UNDER SECTION 166(3) OF THE COMPANIES ACT, 2017 CONCERNING THE BUSINESS TO BE TRANSACTED AT THE EXTRAORDINARY GENERAL MEETING:

1. In compliance of Section 166(3) of the Companies Act, 2017, for an independent Director, following are the justifications for choosing the appointees as Independent Directors:

Mr. Kamran Yousuf Mirza:

Kamran Y. Mirza qualified as a Chartered Accountant from United Kingdom and started his career in Pakistan as an auditor with A. F. Ferguson & Co. Kamran then made a career move in December 1970 and joined Abbott Laboratories (Pakistan) Limited, a multinational pharmaceutical cum health care company as Chief Financial Officer. He became one of the youngest Managing Directors of his time in the year 1977 and remained in that position, i.e. Managing Director Abbott Pakistan, for 29 years.

Lt. Gen. (R) Tariq Khan:

Mr. Tariq is a three star general and has been awarded with Hilal-e-Imtiaz Military, the United States Military Legion of Merit, The Liberation of Kuwait medal and the Defence of Saudi Arabia Medal. He retired recently and is recognized as a combat commander who led forces in FATA and Malakand Divisions in varying capacities.



Form of Proxy

I / We _____
of _____
a member of Philip Morris (Pakistan) Limited
hereby appoint _____
of _____
or failing him _____
of _____

who is / are also members of Philip Morris (Pakistan) Limited to act as my / our proxy and to vote for me / us and on my / our behalf at the Extra Ordinary General Meeting of the shareholders of the Company to be held on September 26, 2017 and at any adjournment thereof.

Signed this _____ day of _____ 2017

Folio No.	CDC Participant ID No.	CDC Account / Sub Account No.	No. of shares held	Signature over Revenue Stamp

Witness 1

Signature _____
Name _____
CNIC No. _____
Address _____

Witness 2

Signature _____
Name _____
CNIC No. _____
Address _____

Notes:

1. The proxy must be a member of the Company.
2. The signature must tally with the specimen signature/s registered with the Company.
3. If a proxy is granted by a member who has deposited his / her shares in Central Depository Company of Pakistan, the proxy must be accompanied with participant's ID number and CDC account / sub-account along with attested photocopies of Computerized National Identity Card (CNIC) or the Passport of the beneficial owner. Representative of corporate members should bring the usual documents required for such purpose.
4. The instrument of Proxy properly completed should be deposited at the Share Registrar's Office of the Company not less than 48 hours before the time of the meeting.