

Notice is hereby given that the 49th Annual General Meeting of the Company will be held on Tuesday, 25th April, 2017 at 14:00 hours at Beach Luxury Hotel, Moulvi Tamizuddin Khan Road, Karachi to transact the following business:

ORDINARY BUSINESS:

- To confirm the minutes of the last Annual General Meeting held on 25th April, 2016.
- To receive and adopt the Balance Sheet and Profit & Loss Account for the year ended 31st December, 2016 together with the Directors' and Auditors' reports thereon.
- To approve and declare dividend on the ordinary shares of the company. The directors have recommended a cash dividend of Rs. 30.00 (300%) per share.
- To appoint external auditors for the year ending 31st December, 2017 and to fix their remuneration. The present auditors, M/s. EY Ford Rhodes, Chartered Accountants being eligible, have offered themselves for re-appointment. The Audit Committee and Board of Directors have also recommended appointment of M/s. EY Ford Rhodes, Chartered Accountants as Auditors for the year ending 31st December, 2017.
- To elect nine Directors as fixed by the Board, in accordance with the provisions of section 178 of the Companies Ordinance, 1984 for a term of three years, in place of the retiring Directors namely Messrs Syed Babar Ali, Dr. Asim Jamal, Arshad Ali Gohar, Syed Hyder Ali, Javed Iqbal, Yasser Pirmuhammad, Patrick Aghanian, Patrick Chocat and Franck Vidor.
- To transact any other business with the permission of the Chair.

SPECIAL BUSINESS:

- To consider, and if thought fit, to pass the following resolution as a Special Resolution:
RESOLVED THAT the Articles of Association of the Company be and is hereby amended under the heading of "Votes of Members" as follows:
Article 62 may be replaced by the following:
"62. Votes may be cast either, personally or by proxy or electronically, or in the case of a corporation, by a representative duly authorized as aforesaid provided. However, a member shall not be entitled to appoint more than one proxy to attend any one meeting. A person entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way."
Article 63 may be amended by the following:
"Notwithstanding anything contained in the Articles of Association of the Company, a non-member may be appointed as proxy for the purpose of e-Voting in accordance with guidelines issued by the Securities & Exchange Commission of Pakistan."
The following new Article 67A shall be added after Article 67
"67A. Notwithstanding Article 67, an instrument appointing a proxy for the purpose of e-Voting shall be in following form, and shall be deposited in writing with the Company at its registered office or through email at the email address of the Company provided for this purpose, at least ten (10) days prior to the date of general meeting.

sanofi-aventis Pakistan limited

I/We, _____ of _____, being a member of sanofi-aventis Pakistan limited, holder of _____ ordinary share(s) as per registered folio/CDC investor account number _____ hereby opt for e-Voting through intermediary and hereby consent the appointment of execution officer _____ as proxy and will exercise e-Voting as per The Companies (e-Voting) Regulations, 2016 and hereby demand for poll for resolutions. My secured email address is _____. Please send login details, password and electronic signature through email."
As witness my/our hand(s) this _____ day of 20__ Signed by the said _____.

RESOLVED THAT the Articles of Association of the Company be and is hereby amended under the heading of "Proceedings of Directors" as follows:

The following new Article 94A shall be added after Article 94

"94A. The directors of the Company, whether in Pakistan or abroad, may participate in the meetings of the Board or any of its sub-committees through tele/video conferencing."

The following new Article 100A shall be added after Article 100

"100A. The draft minutes of the meeting shall be sent to director(s) including those directors who attended the meeting through tele/video conferencing for their confirmation. Thereafter, the minutes shall be signed by the Chairman".

RESOLVED THAT the Articles of Association of the Company be and is hereby amended under the heading of "Accounts" as follows:

The following new Article 119A shall be added after Article 119

"119A. Notwithstanding anything contained in the Articles of Association of the Company, the Company may, subject to conditions notified by the Securities & Exchange Commission of Pakistan, circulate the notice of meetings and Annual Audited Accounts including Balance Sheet, Profit and Loss Account together with the reports of the Auditors and the directors etc. to its members through CD/DVD/USB/email at their registered addresses. The Company shall obtain email addresses of its members who opt to receive Annual Audited Financial Statements and notices through email. The Company shall supply hard copies of Annual Audited Financial Statements to shareholders on demand within the timeframe prescribed by the Securities & Exchange Commission of Pakistan."

The Article 123 shall be amended as follows:

"123. A notice may be given by the Company to any Member either personally or electronically via email at the email address provided by him or by sending it by post to him to his registered address or, if he has no registered address in Pakistan, to the address, if any, within Pakistan supplied by him to the Company for the giving of notices to him."

- To consider and approve transmission/communication of Annual Audited Financial Statements, Auditors Report and Directors Report etc. (Annual Report) to members through email/electronic and digital means or by way of CD/DVD/USB or other permissible compatible electronic medium at their registered or notified address pursuant to the notification under SRO 470(I) 2016 dated 31st May, 2016 issued by the Securities and Exchange Commission of Pakistan and if thought fit to pass the following resolution as an ordinary resolution.

RESOLVED THAT under and pursuant to SRO 470(I) 2016 dated 31st May, 2016 issued by the Securities and Exchange Commission of Pakistan the transmission/communication of Annual Audited Financial Statements, Auditors Report and Directors Report etc. (Annual Report) to members at their registered or notified address in soft copy by way of email/electronic and digital means or by way of CD/DVD/USB or other permissible compatible electronic medium instead of transmitting the Annual Report in hard copies, be and is hereby approved.

Karachi, 3rd April, 2017.

By Order of the Board

Saad Usman

Company Secretary

Notes:

- The Share Transfer Books of the Company shall remain closed from 19th April, 2017 to 25th April, 2017 (both days inclusive). Transfers received at Company's Share Registrar namely FAMCO ASSOCIATES (PVT) LTD, 8-F, Next to Hotel Faran, Nursery, Block 6, P.E.C.H.S, Shahra-e-Faisal, Karachi, by the close of business on 18th April, 2017 will be considered in time for the purpose of payment of final dividend to the transferees.
 - A member entitled to attend and vote at the above meeting may appoint a proxy to attend and vote on his behalf. No person shall act as a proxy (except for a corporation) unless he is entitled to be present and vote in his own right. Instrument appointing proxy must be deposited at the registered office of the Company at least 48 hours before the time of the Meeting.
 - Shareholders whose shares are deposited with Central Depository Company (CDC) are requested to bring their original computerized national identity card and account number in the CDC for verification.
 - Shareholders are requested to notify the change of their addresses, if any and provide the copy of their CNIC to Share Registrar, FAMCO ASSOCIATES (PVT) LTD, 8-F, Next to Hotel Faran, Nursery, Block 6, P.E.C.H.S, Shahra-e-Faisal, Karachi, if not already provided.
 - Every person who seeks to contest election to the office of Director shall whether he is a retiring Director or otherwise, file with Company not later than 14 days before the date of this meeting, a notice of his / her intention to offer himself / herself for election as a director along with his / her own consent in the prescribed form to his / her appointment as Director of the Company along with declaration as required under the Code of Corporate Governance.
 - CDC account holders will further have to follow the guidelines as laid down in Circular No.1, dated 26th January, 2000 issued by the Securities and Exchange Commission of Pakistan for attending the meeting and appointment of proxies.
 - Annual Audited Financial Statements of the Company for the financial year ended 31st December, 2016 have been uploaded on the Company's website i.e. www.sanofi.com.pk
 - As has already been notified from time to time, the Securities and Exchange Commission of Pakistan (SECP) vide Notification S.R.O. 19(I)/2014 dated 10th January, 2014 read with Notification S.R.O. 831(1)/2012 dated 5th July, 2012 require that the Dividend Warrant(s) should also bear the Computerized National Identity Card (CNIC) number of the registered shareholder or the authorized person, except in case of minor(s) and corporate shareholder(s). Henceforth, issuance of dividend warrant(s) will be subject to submission of CNIC (individuals) / NTN (corporate entities) by shareholders.
 - Deduction of Income Tax from Dividend under Section 150 of the Income Tax Ordinance, 2001:
 - The Government of Pakistan through Finance Act, 2016 has made certain amendments in Section 150 of the Income Tax Ordinance, 2001 whereby different rates are prescribed for deduction of withholding tax on the account of withholding tax on the amount of dividend paid by the companies. These tax rates are as under:
 - For filers of income tax returns: 12.50%
 - For non-filers of income tax returns: 20.00%
 To enable the company to make tax deduction on the amount of cash dividend @12.50% instead of 20.00% all the shareholders whose names are not entered into the Active Tax-payers List (ATL) provided on the website of FBR despite the fact that they are filers, are advised to make sure that their names are entered into ATL well before the date for payment of the above cash dividend, otherwise tax on their cash dividend will be deducted @20.00% instead of 12.50%.
 - Withholding Tax exemption from the dividend income, shall only be allowed if copy of valid tax exemption certificate is made available to FAMCO ASSOCIATES (PVT) LTD, by the first day of Book Closure.
 - Further, according to clarification received from Federal Board of Revenue (FBR), withholding tax will be determined separately on 'Filer / Non-Filer' status of Principal shareholder as well as joint-holder(s) based on their shareholding proportions, in case of joint accounts.
- In this regard all shareholders who hold shares jointly are requested to provide shareholding proportions of Principal shareholder and Joint-holder(s) in respect of shares held by them (only if not already provided) to our Share Registrar, in writing as follows:

| Company Name | Folio/CDS Account # | Total Shares | Principal Shareholder | | Joint Shareholder | |
|--------------|---------------------|--------------|-----------------------|---|-------------------|---|
| | | | Name and CNIC # | Shareholding Proportion (No. of Shares) | Name and CNIC # | Shareholding Proportion (No. of Shares) |
| | | | | | | |

The required information must reach our Share Registrar within 10 days of this notice; otherwise it will be assumed that the shares are equally held by Principal shareholder and joint-holder(s).

- For any query/problem/information, the investors may contact the Company Secretary at phone: 92 21 35060221 and email address: saad.usman@sanofi.com and / or FAMCO ASSOCIATES (PVT) LTD, at phone: 021-34380101-5 and email address: info.shares@famco.com.pk
- The corporate shareholders having CDC accounts are required to have their National Tax Number (NTN) updated with their respective participants, whereas corporate physical shareholders should send a copy of their NTN certificate to the company or FAMCO ASSOCIATES (PVT) LTD. The shareholders while sending NTN or NTN certificates, as the case may be, must quote company name and their respective folio numbers.

sanofi-aventis Pakistan limited

Plot No. 23, Sector No. 22, Korangi Industrial Area, Karachi-74900 Pakistan,
Tel: +92-21-3506 0221-35, Fax: +92-21-3506 0358 - www.sanofi.com.pk