



October 11, 2022

**The General Manager**  
Pakistan Stock Exchange Limited,  
Stock Exchange Building,  
Stock Exchange Road,  
Karachi -74000.

Dear Sir

**CERTIFIED TRUE COPY OF THE RESOLUTIONS PASSED IN THE EXTRA-ORDINARY GENERAL MEETING OF SANOFI-AVENTIS PAKISTAN LIMITED U/C 5.6.9 (b) OF THE PSX RULE BOOK**

In accordance with Clause 5.6.9 (b) of the PSX Rule Book, we are pleased to enclose a certified true copy of all the resolutions passed in the Extra-ordinary General Meeting of Sanofi-Aventis Pakistan Limited held on October 11, 2022. These resolutions have been passed/adopted & have become effective.

Yours sincerely

For **SANOFI-AVENTIS PAKISTAN LIMITED**

A handwritten signature in blue ink, appearing to read 'Abu Bakar Siddiq', written over a blue circular stamp.

**Muhammad Abu Bakar Siddiq**  
Company Secretary

Encls: As above.

**sanofi-aventis Pakistan limited**

Plot No. 23, Sector No. 22, Korangi Industrial Area, Karachi-74900, Pakistan  
PABX: +92-21-35060221-35 Fax: +92-21-35060358 Web: sanofi.com.pk



**RESOLUTIONS PASSED AT THE EXTRA-ORDINARY GENERAL MEETING  
HELD ON TUESDAY, OCTOBER 11, 2022 AT 09 00 HOURS,  
PHYSICALLY AT BEACH LUXURY HOTEL, MOULVI TAMIZUDDIN KHAN ROAD,  
KARACHI AND ELECTRONICALLY VIA VIDEO CONFERENCING**

**ORDINARY BUSINESS**

“**RESOLVED THAT** the minutes of the 54<sup>th</sup> Annual General Meeting held on April 25, 2022, be and are hereby approved.”

**SPECIAL BUSINESS**

“**RESOLVED THAT**, in relation to the sale of the 5,099,469 ordinary shares in the Company (“Sale Shares”) held by Sanofi Foreign Participations B.V. (“Seller”) from the Seller to the investor consortium (comprising of Packages Limited, IGI Investments (Private) Limited and affiliates of Arshad Ali Gohar Group (collectively, “Purchasers”)) (“Transaction”) pursuant to the Share Purchase Agreement, dated 29 April 2022, between the Seller and the Purchasers:

1. The Company is authorized to enter into the following agreements in connection with the Transaction (“**Post-Closing Agreements**”):
  - (a) Trademark Assignment Agreements;
  - (b) Distribution Agreement (Pharma) – a Distribution Agreement relating to certain non-CHC products (i.e., pharma (including vaccines) products) and ancillary agreements related thereto;
  - (c) Distribution Agreement (CHC) – a Distribution Agreement relating to certain CHC products and ancillary agreements related thereto;
  - (d) Know-How and Trademarks License Agreement (Pharma) – a Know-How and Trademarks License Agreement relating to certain non-CHC products (i.e., pharma (including vaccines) products) and ancillary agreements related thereto;
  - (e) Know-How and Trademarks License Agreement (CHC) – a Know-How and Trademarks License Agreement relating to certain CHC products and ancillary agreements related thereto;
  - (f) Supply Agreements (API and SF) and ancillary agreements related thereto;
  - (g) Transitional Services Agreement;
  - (h) Reverse Transitional Services Agreement; and
  - (i) Sanofi Corporate Names License Agreement.

*B*

**True Certified Copy**

*Abu Bakar*

**Company Secretary**

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2. The appointment of the following nominees of the Purchasers as the authorized signatories for the sub-account opened with Deutsche Bank AG Pakistan (acting as the authorized dealer) in the name of the Company, which sub-bank account is to be used solely in connection with the payment of the consideration on the closing of the Transaction (the “**Closing**”), is approved:
- (a) Khurram Raza Bakhtayari, Chief Financial Officer, Packages Limited;  
(b) Sajjad Iftikhar, Chief Investment Officer, Packages Limited.
3. Subject to: (i) the satisfaction of the relevant conditions to the Closing, including, without limitation, contractual commitments, corporate approvals, the satisfaction of the requirements of the mandatory tender offer process under the Listed Companies (Substantial Acquisition of Voting Shares and Takeovers) Regulations, 2017 and the Securities Act, 2015, approvals from the Competition Commission of Pakistan under the Competition Act, 2010 and the relevant State Bank of Pakistan’s approvals (“**Conditions to Closing**”); (ii) the Closing being successfully completed; and (iii) the approval of the Board of the Company at or around Closing, the registration of the transfer of the Sale Shares to the Purchasers and the registration of the Purchasers as the holders of the Sale Shares in the register of members of the Company be and is hereby approved.
4. Subject to: (i) the satisfaction of the relevant Conditions to Closing; (ii) the Closing being successfully completed; and (iii) the approval of the Board of the Company at or around Closing, the following changes of the directors of the Company, such changes to take effect immediately upon the successful completion of the Closing, are approved:
- (a) The following directors resign from the Board:
- Yasser Pirmuhammad;
  - Hermes Martet;
  - Marc-Antoine Lucchini; and
  - Naira Admyan.
- (b) The following directors are newly appointed to the Board:
- Imran Khalid Niazi;
  - Syed Anis Ahmad Shah;
  - Saadia Naveed; and
  - Sajjad Iftikhar.

**True Certified Copy**

*Abu Bakhar*

**Company Secretary**

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**FURTHER RESOLVED THAT** the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary and/or expedient for the aforesaid purposes or in furtherance thereof including, without limitation, to enter into and deliver and implement any and all contracts, instruments, powers of attorney, notices, certificates, documents (of whatever nature and description).

**FURTHER RESOLVED THAT** the Chief Executive Officer be and is hereby authorised to take any and all necessary steps and actions for implementing the above resolutions, including, without limitation, to seeking any and all consents and approvals, to execute and (where required) file all other necessary documents, declarations, certificates and undertakings and to appear and make representations before any regulatory or other authority, as may be necessary or conducive for and in connection with any of the foregoing matters and to sign, issue and dispatch all such documents and notices and do such acts as may be necessary for carrying out the aforesaid purposes and giving full effect to the above resolutions.

**FURTHER RESOLVED THAT** the Chief Executive Officer be and is hereby authorized to delegate, in writing, by power of attorney or otherwise, all or any of the above powers in respect of the foregoing to any other officials of the Company as deemed appropriate.”

**CERTIFIED THAT THE ABOVE IS  
A TRUE COPY OF THE RESOLUTIONS  
PASSED ON OCTOBER 11, 2022**

**True Certified Copy**

A handwritten signature in blue ink, appearing to read "Abu Bakar Siddiq".

**Muhammad Abu Bakar Siddiq**  
Company Secretary

**sanofi-aventis Pakistan limited**

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