

Unilever Pakistan Ltd.  
Registered in Pakistan  
Company No 0000140

Registered office  
AVARI PLAZA, FATIMA JINNAH ROAD,  
KARACHI - 75530

Unilever Pakistan Ltd.  
Avari Plaza  
Fatima Jinnah Road  
Karachi, 75530, Pakistan

+0800-13000  
unilever.pk



## **Notice of Extraordinary General Meeting**

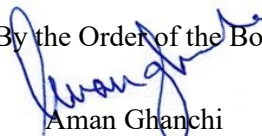
Notice is hereby given that an Extraordinary General Meeting of the Members of Unilever Pakistan Limited (“Company”) will be held on Tuesday, May 27<sup>th</sup>, 2025 at 10:30 am virtually through online video link to transact the following business:

### **Special Business**

To consider and, if thought fit, pass with or without modification the following special resolutions:

1. “Resolved that, the Company be and hereby approves the reduction of its paid-up share capital, from PKR 661,062,050 to PKR 615,578,850 as a result of and through the cancellation of 909,664 shares, pertaining to its Ice Cream Business, pursuant to the Scheme of Arrangement
2. “Resolved further that, all other resolutions and documents approved in the Extraordinary General Meeting of the Company shall remain unchanged and as approved.
3. “Resolved further that Mr. Aman Ghanchi, be and is hereby authorized to do all such acts, deeds and things necessary, in relation to the Scheme, its implementation and take any such actions ancillary to the foregoing including the filing of the report before the High Court of Sindh at Karachi as a consequence of the passing of this resolution.”

Karachi  
May 6, 2025

By the Order of the Board  
  
Aman Ghanchi  
Director & Company Secretary

### **Notes:**

1. Share Transfer Books will be closed from May 24, 2025, to May 26, 2025 (both days inclusive) when no transfer of shares will be accepted for registration. Transfers in good order, received at the Company's share Registrar's M/s CDC Share Registrar Services Limited, CDC House, 99-B, Block, B, S.M.C.H.S., Main Shahra-e-Faisal, Karachi-74400 by the close of the business on May 23, 2025 will be treated in time for the purpose of attending the Extraordinary General Meeting.
2. All Members / Shareholders are entitled to attend and vote at the meeting. A Member may appoint a proxy who need not be a Member of the Company.
3. **For Attending the Meeting:**
  - i. The members are required to email their Name, Folio Number, Valid Email address and Number of Shares held in their name at [Corporate.Secretarial@unilever.com](mailto:Corporate.Secretarial@unilever.com) before the meeting on 27<sup>th</sup> May 2025 to receive online video link for joining the meeting virtually.
  - ii. In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) along with above mentioned details shall be submitted on the email address.

### **4. For Appointing Proxies:**

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- i. The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
  - ii. In case of corporate entity, the Board of Directors' resolution / power of attorney of the person nominated to represent and vote on behalf of the corporate entity, shall be submitted along with proxy form to the Company.
  - iii. Duly completed instrument of proxy, and the other authority under which it is signed, or a notarially certified copy thereof, must be lodged with the Company Secretary at the Company's Registered Office (Avari Plaza, Fatima Jinnah Road, Karachi-75530) at least 48 hours before the time of the Meeting.
5. Members will be allowed to exercise their right to vote through poll for the special business in its in accordance with the requirements and subject to the conditions contained in the Companies (Postal Ballot) Regulations, 2018.

#### **Statement of Material facts under Section 134(3) of the Companies Act, 2017**

The material facts concerning right to vote through poll for the special business to be transacted at the Extraordinary General Meeting of the Members of Unilever Pakistan Limited (“**Company**”) to be held on May 27<sup>th</sup>, 2025, are as set out below:

- A.** The Board, at their meeting, held on October 30, 2024, approved the Petition and Scheme of Arrangement for Demerger (“**Scheme**”) of the entire undertaking comprising the Ice Cream Business of the Company, with and into The Magnum Ice Cream Company Pakistan Limited, to be filed before the High Court of Sindh at Karachi.
- B.** The Petition and Scheme were subsequently filed before the High Court of Sindh at Karachi on November 5, 2024, in accordance with Sections 279 - 283 of the Companies Act, 2017.
- C.** The High Court of Sindh at Karachi vide Order dated November 7, 2024, directed the Company to conduct its Extraordinary General Meeting for its Members to approve the Petition and Scheme, which Extraordinary General Meeting was held on December 6, 2024.
- D.** An additional Extraordinary General Meeting of the Members of the Company is required to be convened to approve the reduction in the paid-up share capital of the Company from PKR 661,062,050 to PKR 615,578,850; as a result of and through the cancellation of 909,664 shares of the Company pertaining to its Ice Cream Business (in accordance with the Scheme, Split Balance Sheet and Swap Ratio Letter, as tabled before the Members at the early Extraordinary General Meeting) and in compliance of the provisions of the Companies Act, 2017 and its applicable rules and regulations.