

## AKZO NOBEL PAKISTAN LIMITED

### NOTICE OF 10<sup>th</sup> ANNUAL GENERAL MEETING

---

NOTICE is hereby given that the 10<sup>th</sup> Annual General Meeting of Akzo Nobel Pakistan Limited (the “**Company**”) will be held on 20<sup>th</sup> April 2021, at 10:30 a.m. at Pearl Continental Hotel Lahore, to transact the following business:

#### ORDINARY BUSINESS

1. To confirm the minutes of the 9<sup>th</sup> Annual General Meeting held on April 30<sup>th</sup>, 2020 and Extra Ordinary General Meeting (EOGM) April 13<sup>th</sup>, 2020.
2. To receive, consider and adopt the audited accounts of Akzo Nobel Pakistan Limited, for the year ended December 2020, together with the Auditors Report and the Directors Report thereon.
3. To appoint the External Auditors of the Company and to fix their remuneration.
4. To elect directors of the Company in accordance with provisions of Section 159 of the Companies Act, 2017 for a term of three years commencing from April 20<sup>th</sup>, 2021. The number of directors to be elected has been fixed at three by the Board of Directors. Names of the retiring directors who are eligible for re-election are: Mr. Oscar Wezenbeek, Mr. Harris Mahmood, Mr. Mubbasher Omar, Mr. Mueen Afzal, Ms. Ayesha Hamid, Mr. Sebastian Tan and Mr. Fred Moreux.

#### SPECIAL BUSINESS

5. To consider and, if thought fit, with or without modifications, pass a special resolution to adopt a new set of Articles of Association of the Company in order to reflect the Company’s delisting from the Pakistan Stock Exchange and in compliance with the new Companies Act, 2017 and other applicable laws, regulations and rules.

**“RESOLVED THAT** *the approval of shareholders be and is hereby accorded for making suitable alterations in the Articles of Association of the Company in order to reflect the Company’s delisting from the Pakistan Stock Exchange and in compliance with the new Companies Act, 2017 and other applicable laws, regulations and rules.*


**FURTHER RESOLVED THAT** *the Chief Executive Officer Mubbasher Omar, Naima Ahmed, Company Secretary of the Company be and are hereby jointly authorized to do all acts, deeds and things, take any or all necessary actions to complete all legal formalities and file all necessary documents as may be necessary or incidental for the purpose of implementing the aforesaid resolution, as well as carry out any other act or step which may be ancillary and/or incidental to do the above and necessary to fully achieve the object of the aforesaid resolution.”*

6. Any other business with the permission of the Chairman

Attached to this Notice is a Statement of Material Facts covering the above-mentioned special business, as required under Section 134(3) of the Companies Act, 2017.

29<sup>th</sup> March, 2021  
Lahore

By Order of the Board



---

Naima Ahmed  
Company Secretary

**NOTES:**

**1. Closure of share Transfer Books:**

The Share Transfer Books of the Company will remain closed from April 14, 2021 to April 20<sup>th</sup>, 2021 (both days inclusive). Transfers received in order at the office of our Shares Registrar, Messrs. FAMCO Associates (Pvt) Ltd. 8-F, near Hotel Faran, Nursery, Block 6, P.E.C.H.S., Shahrah-e-Faisal, Karachi, by the close of business on April 13, 2021.

**2. Participation in the Annual General Meeting:**

All Members entitled to attend and vote at the Meeting, are entitled to appoint another person in writing as their proxy to attend and vote on their behalf. A proxy needs to be a member of the Company. A corporate entity, being a member, may appoint any person, regardless whether they are a member or not, as its proxy. In case of corporate entities, a resolution of the Board of Directors/Power of Attorney with specimen signature of the person nominated to represent and vote on behalf of the corporate entity, shall be submitted to the Company along with a completed proxy form. The proxy holders are requested to produce their national CNICs or original passports at the time of the meeting.

Due to COVID, we will be providing the option to join the Meeting via webinar as well for those who cannot attend in person. For this purpose the Members should email their **Name, Folio Number, CNIC or Passport Number** and **Number of Shares** with subject "**Registration for AKZO's AGM**" to [naima.ahmed@akzonobel.com](mailto:naima.ahmed@akzonobel.com) by 1:30 pm 19<sup>th</sup> April 2021. Video link will only be shared with those who have emailed all details mentioned above.

**3. Form of Proxy**

In order to be effective, duly completed and signed proxy forms must be received at the company's registered at 346 Ferozepur Road, Lahore at least 48 hours before the time of the meeting. Form of Proxy is attached with the AGM Notice and should be witnessed by two persons whose names, addresses and CNIC Numbers must be mentioned on the forms.

**4. Mandatory Notice to Shareholders who have not provided their CNICs**

All shareholders holding physical shares who have not submitted a copy of their valid CNICs, or passport are requested to send attested copies of their valid CNICs or passport along with

their folio number to the Company's Shares Registrar. In the absence of a shareholder's valid CNIC or passport number, the Company is constrained to withhold payment of dividend to such shareholders.

**5. Dispatch of Audited Financial Statements Through CD/DVD/USB**

SECP through its Notification SRO 470(I)/2016 dated May 31, 2016, has allowed the circulation of Audited Financial Statements to the Members of the Company through CD / DVD /USB. Therefore, all Members who wish to receive the hard copy of Annual Report are requested to send their addresses. The Company shall provide hard copy of the Audited Financial Statements to its shareholders, on request, free of cost, within seven days of receipt of such request.

**6. Change of Address and Non-Deduction of Zakat Declaration Form:**

Non-CDC shareholders are requested to notify any change in their addresses immediately and if applicable provide their non-deduction of Zakat Declaration Form to the Company's Shares Registrar if not provided earlier. Furthermore, members holding shares in CDC/Participants accounts are also requested to update their addresses and if applicable, to provide their non-deduction of Zakat Declaration Form to CDC or their Participants/Stock Brokers.

**7. Payment of Past E-Dividend**

Shareholders who have not yet submitted their 24 digits International Bank Account Number (IBAN) are requested to fill in Electronic Credit Mandate Form available on Company's website and send it duly signed along with a copy of CNIC to the Registrar of the Company. In case shares are held in CDC then Electronic Credit Mandate Form must be submitted directly to shareholder's broker/participant/CDC account services. Provision of IBAN and bank account details will enable the Company to make payment of past e-dividends through direct credit to shareholder's bank account.

**8. Guidelines for CDC Account Holders:**

CDC account holders will have to follow the guidelines with respect to attending the Meeting and appointing of Proxies as issued by the Securities Exchange Commission of Pakistan through its Circular 1 of January 26, 2000.

**9. E voting**

Members can exercise their right to poll subject to meeting of requirements of Section 143 – 145 of the Companies Act 2017 and applicable clauses of Companies (Postal Ballot) Regulations, 2018.

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

**Item Number 6 of the Notice: Adoption of New Set of Articles of Association**

Due to the Company's recent delisting from the Pakistan Stock Exchange and the recent enactment of the new Companies Act, 2017 and requirements of other applicable laws and regulations, changes have been necessitated in the Articles of Association of the Company. A draft of the amended Articles of Association identifying the changes proposed in these documents, bearing the initials of the Company Secretary for the purpose of identification is available for inspection at the registered office of the Company from 9.00 a.m. to 5.00 p.m. on any working day, up to the last working day before the date appointed for the Annual General Meeting. A draft copy of the amended Articles of Association will also be available for inspection by the members at the Annual General Meeting.