

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Seventy Fifth (75th) Annual General Meeting (Meeting) of Pakistan Tobacco Company Limited (“the Company”) will be held at the Serena Hotel, Khayaban–e-Suhrwardy, Islamabad on Thursday, the 21st April 2022 at 10.00 a.m. to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the audited Accounts for the year ended 31st December 2021, and the Report of the Directors and Auditors thereon.
2. To consider and approve the Final Dividend @ Rs. 28/- as recommended by the Board of Directors for the year ended on December 31, 2021.
3. To appoint Auditors and to fix their remuneration.
4. To elect 12 (twelve) directors as fixed by the Board for a period of three years commencing 21st April 2022 (close of business). The following are the names of the retiring directors:
 - Mr. Zafar Mahmood
 - Mr. Syed Ali Akbar
 - Mr. Mohammad Riaz
 - Mr. Asif Jooma
 - Lt. Gen (Retd) M. Masood Aslam
 - Mr. Syed Asad Ali Shah
 - Mr. William Pegel
 - Ms. Belinda Ross
 - Mr. Syed Javed Iqbal
 - Mr. Wael Sabra
 - Mr. Shannon McInnes
 - Mr. Ozsan Ozbas.

By order of the board



Nauman Masood Butt

Company Secretary

Islamabad: March 29, 2022

Notes:

1. Annual Report

A soft copy of the annual report for the year ended on December 31, 2021 is being sent through email to the shareholders who have given their email addresses and a CD of the same is being sent to the shareholders at their registered addresses. For download a copy is being uploaded on our website www.ptc.com.pk. Shareholders who wish to obtain a hard copy of the annual report are requested to inform us at PTC_AGM@bat.com, a hard copy of the Annual Report will be duly sent to them.

2. Closure of Share Transfer Books

The Share Transfer Books of the Company will be closed from 15th April to 21st April 2022, both days inclusive. Transfers received at the office of the Company's Share Registrar, 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 Thursday, the 14th April 2022, will be in time to be entitled to vote and for the entitlement of dividend.

3. Participation in the Annual General Meeting

A member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy who will have the right to attend, speak and vote in place of that member. Forms of proxy must be deposited at Company's Share Registrar's office not less than 48 hours before the time of the Meeting (i.e., 21st April 2022 at 10.00 a.m.). Proxy form(s) received after the said 48 hours i.e., after 10:00 am on April 19, 2022 will not be treated as valid.

Attendance of members who have deposited their shares into Central Depository Company of Pakistan Limited shall be in accordance with the following mandatory requirements:

A) In Person:

- i) Individual members must bring their 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.
- ii) In the case of a corporate entity, presentation of a certified copy of the Board of Directors' Resolution/ Power of Attorney with specimen signatures of the nominee at the time of the Meeting.

B) By Proxy:

- i) In case of individuals, the submission of proxy form as per the requirement notified in Note 3 above.
- ii) The proxy must be witnessed by two persons whose names, addresses and CNIC numbers should be stated on the form.
- iii) Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- iv) In case of a corporate entity, the Board of Directors' Resolution/Power of Attorney with specimen signatures shall be submitted with the proxy form to the Company's Share Registrar.
- v) The proxy shall produce his/her original CNIC or original passport at the time of the Meeting.
- vi) A form of proxy is attached to the notice and is also available on Company's website.

4. Submission of CNIC/NTN Details (Mandatory)

The CNIC number /NTN details are mandatory and are also required for checking the tax status as per the Active Taxpayers List (ATL) issued by the Federal Board of Revenue (FBR) from time to time.

Individuals including all joint holders holding physical certificates are therefore requested to submit a copy of their valid CNIC to the Company or its Registrar, if not already provided. The shareholders while sending CNIC must quote their respective folio numbers.

In cases of non-receipt of the copy of a valid CNIC, the Company would be constrained under Section 243 (3) of the Companies Act, 2017 to withhold dividend of such shareholders.

5. Electronic Credit Mandate for Dividend (Mandatory)

Pursuant to the provisions of Section 242 of the Companies Act, 2017, it is mandatory for a listed Company to pay cash dividend to its shareholders only through electronic mode by making direct remittance into their respective bank account designated by the entitled shareholder(s) ("the bank account"). Therefore, in order to receive dividends directly into their bank account, shareholders holding shares in physical form are requested to fill in "Electronic Credit Mandate Form" available on Company's website i.e. www.ptc.com.pk and send the completed form along with a copy of a valid CNIC or provide the following information to the registrar of the Company M/s. FAMCO Associates (Private) Limited, 8-F, Near Hotel Faran, Nursery, Block-6, P.E.C.H.S., Shahrah-e-Faisal, Karachi latest by 14h April, 2022.

Folio Number
Name of Shareholder
Title of the Bank Account
International Bank Account (IBAN) (24 digits)
Name of Bank
Name of Bank Branch and Address
Cellular Number of Shareholder
Landline Number of Shareholder
Email Address
CNIC/NTN Number, in case of corporate shareholder (Attach Copy)
Signature of Member

6. Deduction of Income Tax from Dividend under Section 150 of the Income Tax Ordinance, 2001 (Mandatory)

- (i) The rates of deduction of income tax from dividend payments under the Income Tax Ordinance are as follows:
 1. Rate of tax deduction for shareholders appearing in Active Taxpayers List (ATL): 15%
 2. Rate of tax deduction for shareholders not appearing in Active Taxpayers List (ATL): 30%

To enable the Company to make tax deduction on the amount of cash dividend @ 15% instead of 30%, 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 immediately make sure that their names are entered in ATL, otherwise tax on their cash dividend will be deducted @ 30% instead of 15%.

- (ii) Withholding Tax exemption from the dividend income, shall only be allowed if a copy of valid tax exemption certificate is made available to FAMCO Associates (Pvt) Ltd., by the first day of Book Closure.
- (iii) Further, according to clarification received from Federal Board of Revenue (FBR), with-holding 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 either holding shares in physical form or in CDC, 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 Share)	Name and CNIC #	Shareholding Proportion (No. of Share)

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).

- (iv) 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.

7. Intimation for Non-Resident Individual Shareholders

Non-resident individual shareholders shall submit declaration or undertaking with copy of valid passport under definition contained in Section 82 of the Income Tax Ordinance, 2001 for determination of residential status for

the purposes of tax deduction on dividend to the Share Registrar (M/s. Famco Associates (Private) Limited at 8-F, near Hotel Faran, Nursery, Block-6, P.E.C.H.S, Shahrah-e-Faisal, Karachi or email at info.shares@famco.com.pk at the latest by 10th April 2022. The copy of declaration form can be downloaded at Shares Registrar website: <https://famco.com.pk/share-registration-services/>.

8. Zakat Deductions

To claim exemption from compulsory deduction of Zakat, shareholders are requested to submit a notarised copy of Zakat Declaration Form "CZ-50" on NJSP of Rs.50/- to the Share Registrar.

9. E-Voting

Members can exercise their right to demand a poll subject to meeting requirements of Section 143-145 of Companies Act, 2017 and applicable clauses of Companies (Postal Ballot) Regulation 2018.

10. Video-Link Facility

Pursuant to Section 134 (1) (b) of the Companies Act 2017 and SECP's circular No. 10 of 2014 dated May 21, 2014, if the Company receives consent from members holding in aggregate 10% or more shareholding residing in a geographical location to participate in the meeting through video conference at least 10 days prior to the date of Annual General Meeting, the Company will arrange video conference facility in that city subject to availability of such facility in that city. To avail this facility, please provide the following information to the Share Registrar.

I/We, _____ being a member of Pakistan Tobacco Company Limited holding _____ of Ordinary Shares (s) as per Register Folio No. _____ hereby opt for the video Conference facility at (Please insert name of the City).

11. Election of Directors Procedure

The term of the office of the present Board of Directors of the Company will expire on 20th April 2022. In terms of Section 159(1) of the Companies Act, 2017 ("Act") the Board of Directors in its Board meeting held on February 24, 2022 has fixed the number of elected Directors at 12 (twelve) to be elected in the Annual General Meeting of the Company for the period of next three years.

Any person who seeks to contest the election to the office of a Director, whether he is a retiring director or otherwise, shall file the following documents with the Company

Secretary, at the Registered Office of the Company located at Serena Business Complex, Khayaban-e-Suhrwardy Islamabad, not later than 14 days before the date of Annual General Meeting.

- a. Notice of his / her intention to offer him / herself for the election to the Office of Director in terms of section 159(3).
- b. Consent to act as director of the Company along with consent on Form 28 prescribed under the Act.
- c. A detailed profile along with office address as required under SECP' SRO 634(1)2014 dated July 10, 2014.
- d. Declaration under Clause 3 of the Listed Companies (Code of Corporate Governance) Regulations 2017.
- e. Declaration that he/she is not ineligible to become a director of Pakistan Tobacco Company Limited in terms of Section 153 of the Act.
- f. A director must be holding 1 qualification share of the Company at the time of filing of his / her consent to act as director. The aforesaid qualification shall not be applicable for instances mentioned in Section 153(i) of the Companies Act 2017.
- g. Independent Director(s) will be elected through the process of election of director in terms of section 159 of the Act and they shall meet the criteria laid down in Section 166 of the Act, and the Companies (Manner and Selection of Independent Directors) Regulations 2018, accordingly the following additional documents are to be submitted by the candidates intending to contest election of directors as an independent director:
 - o Declaration by Independent Director(s) under Clause 6(2) of the Listed Companies (Code of Corporate Governance) Regulation 2017.
 - o Undertaking on non-judicial stamp paper that he / she meets the requirements of sub-regulation (1) of Regulation 4 of the Companies (Manner and Selection of Independent Directors) Regulations, 2018.

12. Change of Address

Members are requested to notify any change in their addresses immediately. Members holding shares in physical form are requested to notify the Company's Share Registrar promptly of changes in their address.

Members holding shares in electronic form with CDC must notify change of address to their participants or CDC Investor Account Services with whom the account is maintained.

13. Unclaimed Dividend / Shares U/S 244 of the Companies Act, 2017

An updated list for unclaimed dividend/shares of the Company, which have remained unclaimed or unpaid for a period of three years from the date these have become due and payable, is available on the Company's website: <https://www.ptc.com.pk/>

Claims can be lodged by shareholders on Claim Form as is available on the Company's website. Claim Forms must be submitted to the Company's Share Registrar for receipt of dividend/ shares.

14. Conversion of Shares from Physical Form to Book-Entry-Form

The Securities and Exchange Commission of Pakistan (SECP) has issued a letter No. CSD/ED/Misc./2016-639-640 dated March 26, 2021 addressed to all listed companies drawing attention towards the provision of Section 72 of the Companies Act, 2017 (Act) which requires all companies to replace shares issued by them in physical form with shares to be issued in the Book-Entry-form within a period not exceeding four years from the date of the promulgation of the Act. In order to ensure full compliance with the provisions of the aforesaid Section 72 and to benefit from the facility of holding shares in the Book-Entry-Form, the shareholders who still hold shares in physical form are requested to convert their shares in the Book-Entry-Form.

15. Contact Details

Company Contact:

Company Secretary, Pakistan Tobacco Company Limited, Serena Business Complex, Khayaban-e-. Suhrwardy, Islamabad
Phone: (051) 2083200

Share Registrar:

FAMCO Associates (Pvt) Ltd. 8-F, Near Hotel Faran, Nursery, Block-6, PE.C.H.S., Shahrah-e-Faisal, Karachi
Phone: (021) 34380101-5
Email address: info.shares@famco.com.pk