

NOTICE OF THE MEETING

NOTICE IS HEREBY GIVEN that an Extra-ordinary General Meeting (EOGM) of Gillette Pakistan Limited (the "Company") will be held at the Amber Hall, Ramada Karachi Creek, Zulfikar Street 1, DHA phase VIII, Karachi on Monday June 24, 2024, at 10:30 A.M. to transact the following business:

1. To confirm minutes of Annual General Meeting of the Company held on October 25, 2023.
2. Election of Directors: To elect Directors of the Company for the period of three years commencing immediately after the conclusion of this meeting. The number of Directors to be elected has been fixed by the Board of Directors as seven in accordance with the provision of Section 159(1) of the Companies Act, 2017 ("Act").

The name of retiring directors are as follows:

- | | | |
|--------------------------|----------------------|------------------------|
| 1) Muhammad Fahad Saleem | 2) Muhammad Usman | 3) Zeeshan Aamir |
| 4) Zara Nadeem Ali | 5) Syed Jawaid Iqbal | 6) Saad Amanullah Khan |

3. To Transact any other business with the permission of Chair.

By Order of the Board

Karachi

Date: June 03, 2024

Moosa Haroon
Company Secretary

N.B. Closure of Share Transfer Books for attending Extra-ordinary General Meeting (EOGM): The share transfer books of the Company will remain closed from June 17, 2024 to June 24, 2024 (Both Days included) during which no transfer of shares will be accepted for registration. Transfer in good order, received by Company's registrar, M/s. FAMCO Share Registration Services (Pvt) Ltd by close of business on June 14, 2024 will be treated on time for ascertaining the entitlement of shareholders for the purpose of attending and vote at the Extra-ordinary General Meeting.

Participation in Extraordinary General Meeting: All members are entitled to attend, speak and vote at the above said meeting. A member may appoint another person as his/her proxy to attend, speak and vote instead of him/her and proxy as appointed shall have such rights, as respects attending, speaking and voting at the above said meeting as are available to the Member.

CDC Account Holders will further have to follow the guidelines as laid down in Circular No. 1 dated January 26, 2000 issued by Securities and Exchange Commission of Pakistan.

Duly completed, signed and stamped instrument of proxy and the other authority under which it is signed, or a notarially certified copy thereof in order to be valid, must be lodged with the Company Secretary at the Registered Office of the Company not less than 48 hours before the commencement of the meeting, excluding holidays. The proxy need not be a Member of the Company.

A. For Attending the Meeting: In case of the individuals, the account holder or sub-account holder and/or the person whose securities are in group account and their registration details are uploaded as per the Central Depository Company of Pakistan Limited Regulations, shall authenticate his/her identity by showing his/her valid original Computerized National Identity Card (CNIC) or original passport at the time of attending the meeting.

In case of corporate entity / trust, the Board of Directors / Trustees resolution/power of attorney with specimen signature of the nominee shall be produced at the time of the meeting.

The members registered on CDC are also requested to bring their particulars, I.D. numbers and account numbers in CDS.

B. Procedure for e-voting and postal ballot: Members can exercise their right of vote under applicable clauses of Companies (Postal Ballot) Regulations, 2018 and its amendments notified vide SRO 905(I)/2023 dated July 07, 2023.

C. Election of Directors: The term of office of the current directors of the Company will expire on June 17, 2024. In accordance with Section 159(1) of the Act, the Board of Directors has fixed the number of directors to be elected at the EOGM at seven (07) to hold the office of director for a period of three (3) years commencing from the date of the EOGM.

Independent directors shall be selected in accordance with the provisions of the Act, the Listed Companies (Code of Corporate Governance) Regulations, 2019 and the Companies (Manner and Selection of Independent Directors) Regulations, 2018.

Accordingly, in compliance with the provisions of Regulation 7A of the Listed Companies (Code of Corporate Governance) Regulations, 2019, the Election of Directors will be held in the following Categories:

Category of Director	No. of Vacancies
Female	1
Independent	2
Other	4

Any member who seeks to contest an election in the above categories, whether he/she is a retiring director or otherwise, shall file following documents with the company at its registered office not later than 14 days before the date of above said meeting:

- Notice of his/her intention to offer himself/herself for election as Director in terms of section 159(3) of the Companies Act, 2017.
- Consent to act as Director on Form-9 (of Companies Regulations, 2024) under section 167 of the Act.
- Detailed profile along with the office address for placement on the Company's website seven (7) days prior to the date of election in terms of S.R.O 23(1)/2012 of January 16, 2012, together with an attested copy of valid CNIC/Passport and NTN.
- Signed declaration to the effect that he/she is aware of the duties and powers of directors under the Companies Act, 2017, Memorandum and Articles of Association of the Company, Rule Book of the Pakistan Stock Exchange and the Listed Companies (COCG) Regulations, 2019 and other relevant laws and regulations.
- Signed declaration to the effect that he/she is compliant with the requirements and eligibility criteria as set out in the Companies Act, 2017 and Listed Companies (COCG) Regulations, 2019 to be appointed as a Director/Independent Director of the listed company.
- An undertaking (on non-judicial stamp paper of requisite value) that the person fulfills the requirements of Sub-regulation (1) of Regulation 4 of the Companies (Manner and Selection of Independent Directors) Regulations, 2018.

STATEMENT OF MATERIAL FACTS UNDER SECTION 166(3) OF THE ACT:

Sub-Section 3 of Section 166 of the Companies Act, 2017 requires to circulate a statement of Material Facts with the notice of general meeting called for the purpose of election of directors, which shall indicate the justification for appointment of independent directors.

Being a listed company, Gillette Pakistan Limited, is required to have two independent directors on its Board in accordance with the Listed Companies (Code of Corporate Governance) Regulations 2019. Accordingly, the Company shall ensure that two independents are elected in accordance with the procedure of election of directors laid down in Section 159 of the Companies Act, 2017.

After the contestants file their notices/intention to stand for election, the Company shall assess the relevant qualification and experience along with ensuring that their names are duly included in the data bank maintained by Pakistan Institute of Corporate Governance (PICG).

In Compliance of Section 166(3) of the Act, for an independent director, consent paper will be accepted from those persons who are in compliance with section 166(2) of the Act.