

Shell Pakistan Limited

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting ('EOGM') of Shell Pakistan Limited (the 'Company') will be held at Pearl Continental Hotel. Karachi and virtually through video-conference facility. on Wednesday, November 27, 2024, at 12:00 p.m. to transact the following business

To consider and if thought fit, change the name of the Company to "Wafi Energy Pakistan Limited" and for this purpose to pass the following resolutions as Special Resolutions:

RESOLVED as and by way of Special Resolution THAT subject to the approval of the Registrar of Companies, Securities and Exchange Commission of Pakistan ("SECP") the name of the Company be changed from "Shell Pakistan Limited" to the proposed name of "Wafi Energy Pakistan Limited", and that all necessary procedures and approvals prescribed by law be complied with and secured with a view to making the change of name complete and effective.

FURTHER RESOLVED THAT, the Company Secretary of the Company and / or the Chief Financial Officer of the Company, be and are hereby severally authorised to take all steps necessary, ancillary and incidental for to fully achieve the objects of the aforesaid resolutions including, inter alia, carrying out filings with the Securities and Exchange Commission of Pakistan, the Pakistan Stock Exchange or other regulatory bodies, filing of all the requisite statutory forms and all other documents as may be required to be filed with the Companies Registration Office of the SECP, submitting all such documents as may be required with the SECP, executing all such certificates, applications, notices, reports, letters and any other document or instrument including any amendments or substitutions to any of the foregoing as may be required.

To consider and if thought fit, to amend the Memorandum of Association to reflect the proposed change in name of the Company and for this purpose to pass the following resolution as a Special

RESOLVED as and by way of Special Resolution THAT the Memorandum of Association of the Company be and are hereby amended as follows: by substituting for the existing title of the Memorandum of Association, the following title:

MEMORANDUM OF ASSOCIATION OF WAFI ENERGY PAKISTAN LIMITED

- by substituting for the existing Clause 1. of the Memorandum of Association, the following clause:
- The name of the Company is "WAFI ENERGY PAKISTAN LIMITED". To consider and if thought fit, to amend the <u>Articles of Association</u> to reflect change in name of the Company and bring them in line with the latest provisions of the Companies Act 2017, and for this
- purpose to pass the following resolution as a Special Resolution: RESOLVED as and by way of Special Resolution THAT the Articles of Association of the Company be and

amended as follows: by substituting for the existing title of the Articles of Association, the following title ARTICLES OF ASSOCIATION OF WAFI ENERGY PAKISTAN LIMITED

by substituting for the definition of the terms "the Company" of "this Company" in Article 1, the following definition

- "the Company" or "this Company" means WAFI ENERGY PAKISTAN LIMITED by substituting for the definition of the term "the Seal" in Article 1, the following definition: "the Seal" means the Official Seal of the Company.
- by substituting for the existing Article 10, the following new article:

 10. Except to the extent allowed by sections 86 and 88 of the Act, no part of the funds of (d) the Company shall be employed in the purchase of its own shares or in giving, whether
- directly or indirectly, any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of any shares in the Company or its holding company
- by substituting for the existing Article 16, the following new article: Issue of physical certificate The certificate of title to physical shares shall be issued under the signature of the authorized officer of the Company in accordance with Section 62 of the Act. by substituting for the existing Article 19, the following new article:

If a certificate of share, debenture or debenture stock is proved to the satisfaction of the Company to have been lost or destroyed or, being defaced or mutilated or torn, is surrendered to the Company, and the Company is requested to issue a new certificate in replacement thereof, the Company shall, after making such enquiry as it may deem fit, advise the applicant within twenty days from the date of application the terms and conditions (as to indemnity and otherwise and as to payment of the actual expenses

incurred on such enquiry and of a fee not exceeding ten rupees or such greater sum as may be prescribed under the Act) on which the Company is prepared to issue a new certificate and a time for compliance therewith or of the reasons why the Company is unable to issue a new certificate, as the case may be, and in the former case if the applicant shall within the time allowed comply with the terms and conditions specified the Company shall issue a new certificate to the applicant within thirty days from the date of application. on the proposition of the following new article:

The Company may by Special Resolution and subject to compliance with the requirements of section 85 of the Act:by substituti increase the authorized share capital by such sum, to be divided into shares of such amount, as the resolution shall prescribe;

> larger amount than its existing shares; by sub-division of its existing shares or any of them, divide the whole or any part of its share capital into shares of smaller amount than is fixed by the

consolidate and divide the whole or any part of its share capital into shares of

Memorandum of Association.

cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.
by substituting for the existing Article 45, the following new article:
45. If a poll is demanded, it shall be taken in such manner as the chairman of the meeting

directs complying with sections 144 of the Act, and any regulations enforced by the Commission. The demand for a poll may be withdrawn at any time by the person or

by substituting for the existing Article 46, the following new article: A poll demanded on the election of chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other questions shall be taken at such time,

persons who made the demand.

(b)

(j)

(o)

(p)

(v)

not more than fourteen days from the day on which it is demanded, as the chairman of the meeting directs complying with section 145 of the Act, and any regulations enforced by the Commission. The demand of a poll shall not prevent the continuance of the meeting for the transaction of any business other than the question on which a poll has been demanded.

by substituting for the existing Article 48, the following new article: Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every Member present in person shall have one vote. On a poll every Member present in person or by proxy shall have votes proportionate to the

of an election or removal of a Director, the provisions of Articles 65 and 66 respectively shall apply. by substituting for the existing Article 49, the following new article:

committee or guardian may, on a poll, vote by proxy.

In the case of joint holders, the vote of the senior present, whether in person or by proxy or through video-link, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose, seniority shall be determined by the order in which their names stand in the Register. by substituting for the existing Article 50, the following new article A Member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy may vote, whether on a show of hands or on a poll or through video-link, by his committee or other legal guardian and any such

paid-up value of the shares or other securities carrying voting rights held by him according to the entitlement of the class of such shares or securities, as the case may be, and any regulations enforced by the Commission. Provided always that in the case

 (m) by substituting for the existing Article 52, the following new article:
 52. On a poll, votes may be given either personally or through video-link, or by proxy through postal ballot in compliance with any regulations enforced by the Commission. by substituting for the existing Article 53, the following new article:

The instrument appointing a proxy shall be in writing under the hand of the appoint or of his attorney duly authorised in writing, or, if the appointer is a corporation, be signed by an officer or an attorney duly authorized by it. A proxy need not be a Member or the Company.

by substituting for the existing Article 54, the following new article:

54. The instrument appointing a proxy and the power of attorney or other authority (if any),
under which it is signed or a notarially certified copy of that power or authority, shall be
deposited at the Office not less than forty-eight hours before the time for holding the

meeting at which the person named in the instrument proposes to vote (subject however to section 137(6) of the Act) and in default the instrument of proxy shall not be treated as valid.

An instrument appointing a proxy may be in the following form or, subject to section 137(4) of the Act in any other form which the Directors shall approve: "WAFI ENERGY PAKISTAN LIMITED

...... being a Member of WAFI ENERGY PAKISTAN LIMITED, hereby appoint..... of.....or in his absence..... of

by substituting for the existing Article 55, the following new article

thereof. ...dav of .. Signed this. by substituting for the existing Article 58, the following new article. Any company or other corporation which is a Member of the Company may by 58.

resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of that other Company or of any class of Members of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the company or corporation which he represents as that company or corporation could exercise if it were an individual Member of the Company, present in person. The production before or at the meeting of a copy of such resolution purporting to be signed by a director or the secretary of such company or corporation and certified by him as being a true copy of the resolution shall be accepted by the Company as sufficient evidence of the validity of the appointment of such

for the existing Article 77, the following new article: A Director who, or whose relatives, as defined in section 205 of the Act, is in any way, whether directly or indirectly, concerned or interested in any contract or arrangement or proposed contract or arrangement with the Company shall disclose the nature of such concern or interest in accordance with section 205 of the Act. by substituting for the existing Article 86, the following new article:

86. A Director shall ipso facto cease to hold office if:

(a) he becomes ineligible to be appointed as a Director on any one or more of the grounds specified in section 153 of the Act. or absents himself from three consecutive meetings of the Directors or from all meetings of the

Directors for a continuous period of three months, whichever is the longer, without leave of absence from the Directors, or

he or any firm of which he is a partner or any private company of which he is a director without the sanction of the Company in a general meeting accepts or holds any office of profit under the Company other than that of a chief executive or a legal or technical advisor, or

he or any firm of which he is a partner or any private company of which he is a director accepts a loan or guarantee from the Company in contravention of section 182 of the Act. by substituting for the existing Article 87, the following new article:

87. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings, as they think fit; questions arising at any meeting shall be (t)

decided by a majority of votes. In case of an equality of votes, the chairman shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time, summon a meeting of Directors. Notice sent to a director

through email whether such director is in Pakistan or outside Pakistan shall be a valid by substituting for the existing Article 99, the following new article (u) The Directors shall provide for the safe custody of the Seal which shall only be affixed by the authority of a resolution of the board of Directors or of a committee of the Directors authorized by the Directors in that behalf; and every instrument to which the Seal shall be affixed shall either be signed by one Director and countersigned by the

Secretary or by a second Director or by some other person authorized by the company under section 203 of the Act in any territory not situated in Pakistan, who shall, by writing under his hand, on the deed or other document to which the seal is affixed certify the date and place of affixing the same. by substituting for the existing Article 115. (1), the following new article

financial statements together with reports and documents required to be annexed to the same

A notice may be given by the Company to the persons entitled to a share in consequence of

the death or in solvency of a Member by name or by the title or representatives of the deceased, or assignees of the insolvent or by any like description at the address (if any) in

Pakistan supplied for the purpose by the persons claiming to be so entitled or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death or insolvency had not occurred.

signed by the signatories thereto shall be filed as required by section 233 of the Act.

by substituting for the existing Article 122, the following new article:

115. (1) The Directors shall arrange to place before the Annual General Meeting of the Company in every year duly audited financial statements confirming to the requirements of sections 223 and 225 of the Act and made up to a date not more than one hundred and twenty days before the date of such meeting and having the auditor's report attached thereto, and a report of the Directors conforming to the requirements of section 227 Act. (w) by substituting for the existing Article 116. (2), the following new article (2) After the financial statement and the reports of the Directors and auditors have been laid before the Annual General Meeting of the Company and duly adopted, five copies of such Provided always that in the case of an election or removal of a Director, the provisions of Articles 65

votes proportionate to the paid-up value of the shares or other securities carrying voting rights held by him according to the entitlement of the class of such shares or securities, as the case may be, and any regulations enforced by the Commission. Provided always that in the case of an election or removal of a Director, the provisions of Articles 65 and 66 respectively shall apply

49. In the case of joint holders, the vote of the 49. In the case of joint holders, the vote of the nior present, whether in person or by proxy, shall

enior present, whether in person or by proxy or be accepted to the exclusion of the votes of the through video-link, shall be accepted to the other joint holders; and for this purpose, seniority shall be determined by the order in which their exclusion of the votes of the other joint holders; and for this purpose, seniority shall be determined by the order in which their names stand in the Register names stand in the Register.

by substituting for the existing Article 124. (1), the following new article:

124. (1) A notice may be given by the Company to any Member either personally or by sending it
by post to him to his registered address or (if he has no registered address in Pakistan) to the address, if any, supplied by him to the Company for the giving of notices to him against an acknowledgement or by post or courier service or through electronic means or in any other

By Order of the Board

Lalarukh Hussain-Shaikh

Existing Article 50 Proposed Amendment to Article 50 50 A Member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy may vote, whether on a show

may, on a poll, vote by proxy.

50. A Member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy may vote, whether on a show of hands or on a poll, by his committee or other of hands or on a poll or through video-link, by his committee or other legal guardian and any such committee or guardian may, on a poll, vote by

Existing Article 52 **Proposed Amendment to Article 52** 52. On a poll votes may be given either personally 52. On a poll, votes may be given either

or by proxy in compliance with any regulations personally or through video-link, or by proxy or through postal ballot in compliance with any regulations enforced by the Commission.

Existing Article 53 **Proposed Amendment to Article 53**

The instrument appointing a proxy shall be in 53. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a corporation, either under seal or attorney duly authorised in writing, or, if the appointer is a corporation, be signed by an officer

under the hand of an officer or attorney duly or an attorney duly authorized by it. A proxy need authorised. A proxy need not be a Member of the not be a Member of the Company Company. **Existing Article 54 Proposed Amendment to Article 54** 54. The instrument appointing a proxy and the power of attorney or other authority (if any), under 54. The instrument appointing a proxy and the power of attorney or other authority (if any), under

which it is signed or a notarially certified copy of which it is signed or a notarially certified copy of that power or authority, shall be deposited at the Office not less than forty-eight hours before the that power or authority, shall be deposited at the Office not less than forty-eight hours before the time for holding the meeting at which the person named in the instrument proposes to vote (subject however to section 137(6) of the Act) and in default time for holding the meeting at which the person named in the instrument proposes to vote (subject however to section 137(6) of the Act) and in default the instrument of proxy shall not be treated as valid, the instrument of proxy shall not be treated as valid ever no account shall be taken of any part of a day that is not a working day.

55. An instrument appointing a proxy may be in the following form or, subject to section 137(4) of the

approve:-- "SHELL PAKISTAN LIMITED I. being a Member of SHELLPAKISTAN LIMITED, hereby

and at any adjournment thereof

the appointment of such representative.

Existing Article 58

Existing Article 77

Existing Article 86

of the Act

office if:

Directors.

Signed this.....day of .

Special Notice to the Shareholders for Conversion of Physical Shares into Book-Entry Form: In compliance with section 72 of the Companies Act, 2017 and SECP's letter No. CSD/ED/Misc./2016-639-640 dated March 26, 2021, listed companies are required to replace existing physical shares issued by them into the Book-Entry form. Given the above requirement shareholders of the Company having physical folios/ share certificates are requested to convert their shares from the physical form into Book-Entry form as soon as possible. Conversion of physical shares into Book-Entry form would facilitate the shareholders in many ways, i.e., safe custody of shares, readily available market for instant sale and purchase of shares, eliminate the risk of loss & damage, easy & secure transfer with lesser formalities as compared to physical shares. The Company's shareholders may contact the Share Registrar of the Company i.e. FAMCO Share Registration Services (Private) Limited, for assistance in converting physical shares into Book-Entry

AS REQUIRED UNDER SECTIONS 134(3) OF THE COMPANIES ACT, 2017

STATEMENT OF MATERIAL FACTS

manner as may be specified.

to CompanySec@wafi-energy.com.

A proxy need not be a member of the Company.

be provided later.

ARTICLES

Existing Article 16

application..

Existing Article 29

Existing Article 46

Existing Article 48

Existing Article 49

under the Seal of the Company.

The Staten

NOTES:

to this notice

October 31, 2024

ent of Material facts as required under Sections 134(3) of the Companies Act, 2017 is attached

The register of members will remain closed from Wednesday November 20, 2024, to Wednesday

November 27, 2024, to the days inclusive). Transfers received in order at the office of our Share Registrars, FAMCO Share Registration Services (Private) Limited.,8-F, near Hotel Faran, Nursery,

Block-6 PE C.H.S. Shahra-e-Faisal Karachi-75400 by the close of business (5:00 p.m.) on Tuesday

November 19, 2024, will be treated as being in time to attend and vote at the meeting.

Members may attend in person or through video-conferencing facility arranged by the Company. For

attending the meeting through video-conference, members are required to e-mail their name, folio number, valid e-mail address and number of shares held in their name to CompanySec@wafi-energy.com with the subject "Registration for SPL's EOGM".

A member entitled to attend and vote at the meeting shall be entitled to appoint another person, as his/her proxy to attend the meeting either in-person physically or through video-conference facility. Proxies may demand or join in demanding a poll, speak and vote at the meeting. For a proxy to attend

the meeting either physically or through video-conference facility, the proxy form must be received at

the meeting entire physically of through video-contented racing, the proxy form must be received a the registered office of the Company not later than 48 hours before the meeting. Proxies may also be appointed by e-mailing a scanned copy of the proxy form signed by shareholde

authorising the proxy along with the e-mail address of proxy and the relevant details (as given below)

Confirmation enails to attend the meeting via video-link (with login credentials) will be shared with only those member/proxies whose e-mails containing all the required particulars are received at the

given e-mail address by or before the close of business hours (5:00 p.m.) on Monday, November 25. given e-mail aduless by or before the close of business hours (5.00 p.m.) of monday, november 20 2024. Shareholders can also provide their comments and questions for the agenda items of the EOGM on CompanySec@wafi-energy.com.

Members holding physical shares are requested to notify any change in their addresses immediately

to our Share Registrars, FAMCO Share Registration Services (Private) Limited, near Hotel Faran Nursery, Block-6, P.E.C.H.S., Shahra-e-Faisal, Karachi-75400.

Members or their proxies are required to present their original CNIC or Passport along with the

Participant's I.D. and Account Number(s) or Folio Number at the time of attending the Extraordinary General Meeting in-person at the venue in order to authenticate their identity.

Pursuant to Companies (Postal Ballot) Regulations 2018, members will be allowed to exercise their right of vote through postal ballot that is voting by post or through any electronic mode, in accordance with the requirements and procedure in aforesaid regulations. The details of the same will

A form of Proxy is enclosed with the Notice of Meeting being sent to the members

On October 31, 2023, and April 5, 2024 Wafi Energy Holding Limited (the "Acquirer") made a public announcement of its intention to acquire up to 77.42% shares of the Company. On July 27, 2024, the Acquirer made a public announcement of offer ("Public Offer"), and on October 7, 2024, Arif Habib Limited (Manager to the Offer) confirmed that the Acquirer has fulfilled all obligations under the applicable takeover regulations and payments have been dispatched to all the shareholders who tendered their shares as part of the Public Offer. On October 31, 2024 the Board of Directors of the Company noted the transfer of 187,866,141 (87,78%) shares of the Company to the Acquirer.

In light of the aforesaid acquisition, the Board of Directors has recommended that (i) the name of the

Company be changed to 'Wafi Energy Pakistan Limited' and (ii) the Memorandum of Association and Articles of Association of the Company be amended, and for this purpose, the resolutions set out in the notice convening the Extraordinary General Meeting of the Company be passed as Special Resolutions. These amendments to the Memorandum of Association and Articles of Association are proposed to reflect the change of name of the Company and to bring the Articles of Association in line with the latest pro The Board confirms that the proposed alterations are in line with the applicable provisions of the law and regulatory framework to the best of their knowledge and belief.

The existing and proposed altered provisions of the Company's Memorandum of Association are set

out below: **Existing Title Proposed Amendment to Title**

Memorandum of Association of Wafi Energy Memorandum of Association of Shell Pakistan Pakistan Limited Existing Clause 1 Proposed Amendment to Clause 1 The name of the Company is "SHELL PAKISTAN The name of the Company is "WAFI ENERGY LIMITED" PAKISTAN LIMITED"

The existing and proposed altered provisions of the Company's Articles of Association are set out **Existing Title Proposed Amendment to Title**

PAKISTAN LIMITED PAKISTAN LIMITED **Proposed Amendment to Article** Existing Article 1, item 1 "the Company" or "this Company" means WAFI ENERGY PAKISTAN LIMITED "the Company" or "this Company" means SHELL PAKISTAN LIMITED Existing Article 1, item 6 Proposed Amendment to Article, 6 "the Seal" means the Common Seal of the "the Seal" means the Official Seal of the Company Company

Existing Article 10 Proposed Amendment to Article 10 10. Except to the extent allowed by sections 86 10. Except to the extent allowed by sections 86 and 88 of the Act, no part of the funds of the Company and 88 of the Act, no part of the funds of the shall be employed in the purchase of its own shares or in giving, whether directly or indirectly and whether by means of a loan, guarantee, security or otherwise, any financial assistance for the purpose

ASSOCIATION OF SHELL

Company shall be employed in the purchase of its own shares or in giving, whether directly or indirectly, any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of any shares in the Company or its holding company. of or in connection with a purchase made or to be made by any person of any shares in the Company. Proposed Amendment to Article 16 16 The certificate of title to shares shall be issued 16 The certificate of title to physical shares shall

ARTICLES OF ASSOCIATION OF WAFI ENERGY

be issued under the signature of the authorized

officer of the Company in accordance with Section

Existing Article 19

62 of the Act Proposed Amendment to Article 19 19. If a certificate of share, debenture or debenture | 19. If a certificate of share, debenture or stock is proved to the satisfaction of the Company debenture stock is proved to the satisfaction of the to have been lost or destroyed or, being defaced or Company to have been lost or destroyed or, being defaced or mutilated or torn, is surrendered to the

mutilated or torn, is surrendered to the Company, and the Company is requested to issue a new Company, and the Company is requested to issue a certificate in replacement thereof, the Company shall, after making such enquiry as it may deem fit. Company shall, after making such enquiry as it may advise the applicant within fifteen days from the deem fit, advise the applicant within twenty days date of application the terms and conditions (as to from the date of application the terms and indemnity and otherwise and as to payment of the conditions (as to indemnity and otherwise and as to actual expenses incurred on such enquiry and of a payment of the actual expenses incurred on such fee not exceeding ten rupees or such greater sum as may be prescribed under the Act) on which the nquiry and of a fee not exceeding ten rupees or such greater sum as may be prescribed under the Company is prepared to issue a new certificate and Act) on which the Company is prepared to issue a time for compliance therewith or of the reasons new certificate and a time for compliance therewith why the Company is unable to issue a new or of the reasons why the Company is unable to certificate, as the case may be, and in the former case if the applicant shall within the time allowed issue a new certificate, as the case may be, and in the former case if the applicant shall within the time comply with the terms and conditions specified the allowed comply with the terms and conditions Company shall issue a new certificate to the specified the Company shall issue a new certificate applicant within thirty days from the date of to the applicant within thirty days from the date of

application

29. The Company may by Special Resolution and 29. The Company may by Special Resolution and

subject to compliance with the requirements of section 85 of the Act:increase the authorized share capital by such (a) increase the authorized share capital by such m, to be divided into shares of such amount, as sum, to be divided into shares of such amount, as the resolution shall prescribe; (b) consolidate and divide its share capital into (b) the resolution shall prescribe;

es of larger amount than its existing shares; by sub-division of its existing shares or any of of its share capital into shares of larger amount than its existing shares; (c) by sub-division of its existing shares or any of them, divide the whole or any part of its share capital into shares of smaller amount than is fixed by the Memorandum of Association.

(d) cancel any shares which, at the date of the by the Memorandum of Association. passing of the resolution, have not been taken or

agreed to be taken by any person. **Existing Article 45** 45. If a poll is demanded, it shall be taken in such 45. If a poll is demanded, it shall be taken in such manner as the chairman of the meeting directs complying with any regulations enforced by the manner as the chairman of the meeting directs

Commission. The demand for a poll may be

withdrawn at any time by the person or persons

46. A poll demanded on the election of chairman

or on a question of adjournment shall be taken

forthwith. A poll demanded on any other questions

shall be taken at such time, as the chairman of the

meeting directs complying with any regulations enforced by the Commission. The demand of a poll

shall not prevent the continuance of the meeting for

the transaction of any business other than the

stion on which a poll has been demanded.

person shall have one vote. On a poll every Member

regulations enforced by the Commission.

them, divide the whole or any part of its share capital into shares of smaller amount than is fixed cancel any shares which, at the date of the

consolidate and divide the whole or any part

Proposed Amendment to Article 29

passing of the resolution, have not been taken or agreed to be taken by any person. Proposed Amendment to Article 45

demand for a poll may be withdrawn at any time by the person or persons who made the demand. **Proposed Amendment to Article 46** 46. A poll demanded on the election of chairman

complying with sections 144 of the Act, and any

regulations enforced by the Commission. The

or on a question of adjournment shall be taken forthwith. A poll demanded on any other questions shall be taken at such time, not more than fourteen days from the day on which it is demanded, as the chairman of the meeting directs complying with

section 145 of the Act, and any regulations enforced by the Commission. The demand of a poll shall not prevent the continuance of the meeting for the transaction of any business other than the question on which a poll has been demanded. **Proposed Amendment to Article 48** 48. On a show of hands every Member present in 48. Subject to any rights or restrictions for the time being attached to any class or classes of

shares, on a show of hands every Member present present in person or by proxy shall have one vote in respect of each share held by him complying with in person shall have one vote. On a poll every mber present in person or by proxy shall he

resolution determine, either generally or in any particular case, that the signature of the Chief

by the Secretary or by a second Director or by some to the person appointed by the Directors for the purpose or be signed by the Chief Executive of the Company alone, but so that the Directors may by Executive, any Director and/or Secretary may be affixed by some mechanical means to be specified in

he or any firm of which he is a partner or any

contravention of section 182 of the Act. or

instrument to which the Seal shall be affixed shall either be signed by one Director and countersigned by the Secretary or by a second Director or by some other person authorized by the company under section 203 of the Act in any territory not situated in Pakistan, who shall, by writing under his hand, on the deed or other document to which the seal is affixed, certify the date and place of affixing the

115. (1) The Directors shall arrange to place before the Annual General Meeting of the Company in every year duly audited financial statements confirming to the requirements of sections 223 and 225 of the Act and made up to a date not more than four months before the date of such meeting and having the auditor's report attached thereto, and a report of the Directors co requirements of section 227 Act. conforming to the

Existing Article 116 (2) 116. (2)After the financial statement and the reports

of the Directors and auditors have been laid before the Annual General Meeting of the Company, five copies thereof signed by the signatories thereto shall be filed as required by section 233 of the Act.

before the Annual General Meeting of the Company and duly adopted, five copies of such financial statements together with reports and documents required to be annexed to the same signed by the signatories thereto shall be filed as required by section 233 of the Act.

persons entitled to a share in consequence of the death or in solvency of a Member name or by the title or representative of the deceased, or assignees

Signed this

Notes:

Existing Article 122

of the insolvent or by any like description at the address (if any) in Pakistan supplied for the purpose by the persons claiming to be so entitled or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death or insolvency had not Existing Article 124 (1)

Proposed Amendment to Article 122 122. A notice may be given by the Company to the persons entitled to a share in consequence of the death or in solvency of a Member by name or by the

Proposed Amendment to Article 124 (1)

giving the notice in any manner in which the same might have been given if the death or insolvence had not occurred 124. (1) A notice may be given by the Company to any Member either personally or by 124. (1) A notice may be given by the Company to any Member either personally or by sending it by sending it by post to him to his registered address or (if he has no registered address in Pakistan) to the address, if any, supplied by him to the Company for the giving of notices to him. post to him to his registered address or (if he has no registered address in Pakistan) to the address, if

Form of Proxy

any, supplied by him to the Company for the giving of notices to him against an acknowledgement or by post or courier service or through electronic means or in any other manner as may be specified.

in the district of

(No. of Shares) ___ and/or CDC Participant I.D.No. _ and Sub Account No. hereby appoint _ in the district of _ or failing him/her

as my/our proxy to vote for me/us and on my/our behalf at the Extra Ordinary General Meeting (EoGM) of Shell Pakistan Limited to be held at Pearl-Continental Hotel Karachi, Karachi and virtually through video-conference facility on November 26, 2024, at 12:00 p.m.

WITNESSES: 1. Signature

CNIC or CNIC or

Passport No.

4. Shareholders and their proxies must attach an attested photocopy of their CNIC or Passport with this Proxy Form

Signature (Signature should agree with the specimen

Proxies in order to be effective must be received at the registered office of the Company not later than 48 hours

Karachi-75530

Proposed Amendment to Article 55

"WAFI ENERGY PAKISTAN LIMITED

the district of being a Member of WAFI ENERGY PAKISTAN LIMITED, hereby appoint...... ofor in his absence....... ofas my proxy to vote for me and on my behalf at the (Annual or vote for me and on my behalf at the (Annual or Extraordinary, as the case may be) General Meeting of the Company to be held on the.....day of.....and at any adjournment thereof. Signed this.....day of .

Member of the Company may by resolution of its directors or other governing body authorise such

Member of the Company, present in person. The production before or at the meeting of a copy of Member of the Company, present in person. The production before or at the meeting of a copy of such resolution purporting to be signed by a such resolution purporting to be signed by a director or the secretary of such company or corporation and certified by him as being a true director or the secretary of such company or corporation and certified by him as being a true copy of the resolution shall be accepted by the copy of the resolution shall be accepted by the Company as sufficient evidence of the validity of Company as sufficient evidence of the validity of the appointment of such representative. **Proposed Amendment to Article 77**

> proposed contract or arrangement with the Company shall disclose the nature of such concern or interest in accordance with section 205 of the Act.

Director on any one or more of the grounds specified in section 153 of the Act, or Director on any one or more of the grounds specified in section 153 of the Act, or he absents himself from three consecutive he absents himself from three consecutive meetings of the Directors or from all meetings of the neetings of the Directors or from all meetings of the Directors for a continuous period of three months, Directors for a continuous period of three months

> Company other than that of a chief executive or a legal or technical advisor, or
> (d) he or any firm of which he is a partner or any

Proposed Amendment to Article 87 87. The Directors may meet together for the despatch of business, adjourn and otherwise 87. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their

Secretary on the requisition of a Director shall, at any time, summon a meeting of Directors. Notice sent to

Proposed Amendment to Article 99 99. The Directors shall provide for the safe custody of 99. The Directors shall provide for the safe

title or representatives of the

of _

Name _____ Address ____ Name _____ Address ____

77. A Director who, or whose relatives, as

office if he becomes ineligible to be appointed as a (a) he becomes ineligible to be appointed as a

> whichever is the longer, without leave of absence from the Directors, or
> (c) he or any firm of which he is a partner or any

regulate their meetings, as they think fit; questions meetings, as they think fit; questions arising at any

the Seal which shall only be used by the authority of the Directors or of a committee of the Directors authorized by the Directors in that behalf; and every custody of the Seal which shall only be affixed by the authority of a resolution of the board of Directors or of a committee of the Directors authorized by the Directors in that behalf; and every

115. (1) The Directors shall arrange to place before the Annual General Meeting of the Company in every year duly audited financial statements

116. (2) After the financial statement and the

The Secretary

being a member of Shell Pakistan Limited and holder of ______ Ordinary Shares as per Share Register Folio

day of 2024.

Passport No.

6, Ch. Khaliguzzaman Road

before the meeting.
3. A Proxy need not be a member of the Company

private company of which he is a director without the sanction of the Company in a general meeting accepts or holds any office of profit under the

a director through email whether such director is in Pakistan or outside Pakistan shall be a valid notice

every year duly audited financial statements confirming to the requirements of sections 223 and 225 of the Act and made up to a date not more than one hundred and twenty days before the date of

122. A notice may be given by the Company to the

Extraordinary, as the case may be) General Meeting of the Company to be held on the.....day

58. Any company or other corporation which is a 58. Any company or other corporation which is a Member of the Company may by resolution of its directors or other governing body authorise such

person as it thinks fit to act as its representative at person as it thinks fit to act as its representative at any meeting of the Company or of any class of Members of the Company, and the person so any meeting of that other Company or of any class of Members of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the company or corporation which he represents as that company or corporation could exercise if it were an individual

A Director who, or whose spouse or minor

Proposed Amendment to Article 86 86. A Director shall ipso facto cease to hold 86. A Director shall ipso facto cease to hold

whichever is the longer, without leave of absence from the Directors, or
(c) he or any firm of which he is a partner or any private company of which he is a director without the sanction of the Board accepts or holds any office of profit under the Company, or

private company of which he is a director accepts a loan or guarantee from the Company in contravention of section 182 of the Act.

arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the meeting shall be decided by a majority of votes. In case of an equality of votes, the chairman shall have a second or casting vote. A Director may, and the

either be signed by one Director and countersigned

Proposed Amendment to Article 116 (2)

deceased assignees of the insolvent or by any like description assignees of the insolver for by any line description at the address (if any) in Pakistan supplied for the purpose by the persons claiming to be so entitled or (until such an address has been so supplied) by

with the Company)

55. An instrument appointing a proxy may be in the following form or, subject to section 137(4) of Act in any other form which the Directors shall the Act in any other form which the Directors shall

Proposed Amendment to Article 58

authorised shall be entitled to exercise the same powers on behalf of the company or corporation which he represents as that company or corporation could exercise if it were an individual

child, is in any way, whether directly or indirectly, concerned or interested in any contract or arrangement or proposed contract or arrangement defined in section 205 of the Act, is in any way, whether directly or indirectly, concerned or interested in any contract or arrangement or with the Company shall disclose the nature of such concern or interest in accordance with section 205

private company of which he is a director accepts a loan or guarantee from the Company in

chairman shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time, summon a meeting of

reports of the Directors and auditors have been laid

Proposed Amendment to Article 115 (1)

such meeting and having the auditor's report attached thereto, and a report of the Directors conforming to the requirements of section 227 Act.

oftes:

A member entitled to attend and vote at the meeting may appoint another person, as his/her proxy to attend, demand or join in demanding a poll, speak and vote instead of him/her, and a proxy so appointed shall have such rights, as respects attending, speaking and voting at the meeting as are available to a member. Proxies may also be appointed by e-mailing a scanned copy of signed letter by shareholder authorising proxy along with e-mail address of proxy and the relevant details (as mentioned in the Notice) to CompanySec@wafi-energy.com.