# Bata Pakistan Limited

## NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting ("EOGM") of the members of Bata Pakistan Limited ("the Company") will be held on Monday, September 21, 2026, at 11:00 a.m. at the registered office of the Company, situated at G.T. Road, Batapur, Lahore, to transact the following business:

1. To confirm the minutes of the 74th Annual General Meeting of the Company held on May 25, 2026.
2. To elect seven (07) directors of the Company, as fixed by the Board of Directors in accordance with the provisions of Section 159(1) of the Companies Act, 2017 ("the Act"), for a term of three (03) years commencing from September 25, 2026.The names of the present retiring directors are as follows:

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|---|---|---|
| 1. Ms. Jin Zeng | 2. Mr. Ahsan Umar | 3. Mr. Muhammad Fahad Arzani |
| 4. Mr. Lim Ghim Keong | 5. Mr. Clifford Gary Reuter | 6. Mr. Muhammad Maqbool |
| 7. Mr. Kamal Monnoo | 8. Mr. Rashid Rahman Mir | 9. Ms. Fatima Asad Khan |

A Statement of Material Facts under Section 166(3) of the Companies Act, 2017, relating to the election of directors to be conducted at this EOGM is annexed to this Notice.

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

By Order of the Board
**Muhammad Shahid**
Company Secretary

Lahore.
August 28, 2026

NOTES

1. Book Closure

The Share Transfer Register of the Company will remain closed from September 15, 2026 to September 21, 2026 (both days inclusive) for the purpose of determining the entitlement of shareholders to attend and vote at the Extraordinary General Meeting. Transfers received by the Company's Share Registrar, M/s. Corplink (Pvt.) Limited, at 1-K Commercial, Model Town, Lahore, by the close of business on September 14, 2026 will be treated as being in time for the purpose of attending and voting at the Meeting.

2. Election of Directors

Any member who intends to contest the election of directors, whether a retiring director or otherwise, shall file with the Company, at its registered office situated at Bata Pakistan Limited, G.T. Road, Batapur, Lahore, a notice of his/her intention to offer himself/herself for election as a director, in accordance with the provisions of the Companies Act, 2017, not later than fourteen (14) days before the date of the Extraordinary General Meeting. Such notice shall be accompanied by the following documents and information:

a. A notice of intention to offer himself/herself for election as a director in terms of Section 159(3) of the Companies Act, 2017, in the prescribed Form 9 under the Companies Regulations, 2024.
b. A candidate must be a member of the Company, except where he/she represents a member that is not a natural person.
c. Folio No./CDC Investor Account No./CDC Participant No./Sub-Account No., as applicable.
d. Consent to act as a director in accordance with Section 167 of the Companies Act, 2017.
e. A detailed profile, together with the office address, for placement on the Company's website.
f. An attested copy of a valid CNIC/Passport and NTN.
g. A declaration confirming that:
i. He/she is not ineligible to become a director of a listed company under any provision of the Companies Act, 2017, or any other applicable law, rules or regulations;
ii. He/she is aware of his/her duties and powers under the applicable laws, the Memorandum and Articles of Association of the Company, and the regulations of Pakistan Stock Exchange Limited;
iii. He/she is not engaged in the business of brokerage and is neither the spouse of such a person nor a sponsor, director or officer of a corporate brokerage house;
iv. He/she is not serving as a director on more than seven (07) listed companies, including the Company;
v. He/she complies with the requirements of the Listed Companies (Code of Corporate Governance) Regulations, 2019, and the eligibility criteria prescribed under the Companies Act, 2017; and
vi. He/she has not been declared a defaulter in the repayment of any loan to a financial institution by a court of competent jurisdiction.
h. Candidates contesting the election as Independent Directors shall also submit an additional declaration in accordance with Regulation 6(3) of the Listed Companies (Code of Corporate Governance) Regulations, 2019 and Regulation 4(1) of the Companies (Manner and Selection of Independent Directors) Regulations, 2018.
i. The term of office of the present directors shall expire on September 24, 2026. In accordance with Section 159(1) of the Companies Act, 2017, the Board of Directors has fixed the number of directors to be elected at the Extraordinary General Meeting at seven (07) for a term of three (3) years, commencing on September 25, 2026.

3. A. Attending the Meeting

i. In the case of an individual, the account holder, sub-account holder and/or the person whose securities are registered in his/her name in accordance with the applicable regulations shall authenticate his/her identity by presenting the original Computerized National Identity Card ("CNIC") or original passport at the time of attending the Meeting.
ii. In the case of a corporate entity, a certified true copy of the Board of Directors' resolution or a valid power of attorney, authorizing its representative to attend and vote at the Meeting, together with the specimen signature of the authorized nominee, shall be produced at the time of the Meeting.

B. Appointment of Proxy A member entitled to attend, speak and vote at the Meeting may appoint another member as his/her proxy to attend, speak and vote on his/her behalf. The instrument appointing a proxy, duly completed and signed, must be deposited at the Registered Office of the Company not less than forty-eight (48) hours before the time fixed for the Meeting, together with an attested copy of the proxy holder's valid Computerized National Identity Card ("CNIC") or passport and a recent passport-size photograph. For the convenience of shareholders, proxy forms (in both English and Urdu) are available on the Company's website at https://www.bata.com.pk. In the case of a corporate entity, a certified true copy of the Board of Directors' resolution or a valid power of attorney, authorizing its representative to attend and vote at the Meeting, together with the specimen signature of the authorized representative, must be deposited at BATA PAKISTAN LIMITED the Registered Office of the Company not less than forty-eight (48) hours before the time fixed for the Meeting.

Individual members and representatives of corporate members whose shares are held in the Central Depository System ("CDS") are required to produce their original CNIC or passport along with their CDC Investor Account/Sub-Account and Participant ID numbers for identification and verification at the time of attending the Meeting. CDC account holders shall further comply with the guidelines contained in Circular No. 1 dated January 26, 2000, issued by the Securities and Exchange Commission of Pakistan.

4. E-Voting & Postal Ballot

Pursuant to the Companies (Postal Ballot) Regulations, 2018, as amended from time to time, members shall be entitled to exercise their right to vote through electronic voting and postal ballot for the election of directors. In the event that the number of persons offering themselves for election exceeds the number of directors fixed by the Board of Directors under Section 159 of the Companies Act, 2017, voting shall be conducted through electronic voting and postal ballot in the manner and in accordance with the procedures prescribed under the Companies (Postal Ballot) Regulations, 2018.

5. Appointment of Scrutinizer In accordance with Regulation 11 of the Companies (Postal Ballot) Regulations, 2018, as amended from time to time, the Board of Directors has appointed M/s. KRESTON HYDER BHIMJI & CO., Chartered Accountants, a QCR-rated audit firm, to act as the Scrutinizer for the election of directors at the Meeting and to perform such duties and responsibilities as prescribed under the Companies (Postal Ballot) Regulations, 2018.

6. Attending the meeting through video-link facility

Members and their duly appointed proxies who wish to attend the Extraordinary General Meeting ("EOGM") through video link are requested to register by sending an e-mail to investorcare.pk@bata.com providing the following particulars:

| Name of Shareholder | CNIC No. | Folio No. / CDC Account No. | No of Shares | Contact No. | Email Address |
|---|---|---|---|---|---|
| | | | | | |

The video link and login credentials will be shared with those shareholders whose e-mails, containing all of the above particulars, are received at the above e-mail address by the close of business (5:00 p.m.) on September 18, 2026.

If the company receives consent from member holding in aggregate 10% or more shareholding residing at a geographical location, to participate in the meeting through video conference at least 7 days prior to date of meeting (standard format is given below), the company will arrange video conference facility in the city subject to availability of such facility in that city.

The Company will intimate members regarding venue of video conference facility before the date of the Extraordinary General Meeting along with complete information necessary to enable them to access the facility.

"I/WE, ______________ of ______________ being a member of Bata Pakistan Limited, holder of ______________ Ordinary Shares as per Register Folio No. ______________ hereby opt for video conference facility at ______________ Email ______________."

7. Unclaimed Dividends and Share Certificates

The Company has previously discharged its obligations under Section 244 of the Companies Act, 2017 by approaching the relevant shareholders to claim their unclaimed dividends and undelivered share certificates in accordance with the applicable law.

Shareholders whose dividends remain unclaimed and/or whose share certificates remain undelivered are once again requested to contact the Company immediately with the requisite information and supporting documents to claim their outstanding dividend amounts and/or undelivered share certificates.

In the event that no claim is received within the prescribed time, the Company shall proceed in accordance with the applicable provisions of the Companies Act, 2017 and other applicable laws and regulations.

8. Conversion of Physical Shares into Book-Entry Form

Pursuant to Section 72 of the Companies Act, 2017, all listed companies are required to replace shares issued in physical form with book-entry form within the prescribed period. Accordingly, all shareholders of Bata Pakistan Limited holding shares in physical form are requested to convert their physical share certificates into book-entry form at the earliest. Maintaining shares in book-entry form facilitates the safe custody and efficient handling of shares, minimizes the risk of loss, theft or forgery, and enables shareholders to conveniently undertake transactions relating to their shareholdings. Shareholders requiring assistance in converting their physical shares into book-entry form may contact the Company or its Share Registrar, M/s. Corplink (Pvt.) Limited, 1-K Commercial, Model Town, Lahore.

9. Submission of Copies of CNIC not provided Earlier

Individual shareholders are once again requested to submit a copy of their valid Computerized National Identity Card ("CNIC"), if not already provided, to the Company's Share Registrar.

Please note that, in the absence of a valid copy of a shareholder's CNIC in the records of the Company, payment of dividend shall be withheld in accordance with the provisions of Section 243 of the Companies Act, 2017.

10. Distribution of Gifts

As required under SRO 452(I)/2025 dated March 17, 2025, no gifts shall be distributed to shareholders at the General Meeting.

11. Change of Address

Shareholders are requested to promptly notify any change in their mailing address to the Company's Share Registrar to ensure timely receipt of all communications, notices and dividend warrants, where applicable.

Statement of Material Facts under Section 166(3) of the Companies Act, 2017 in respect of Election of Directors: Independent directors shall be elected in the same manner as other directors in accordance with Section 159 of the Companies Act, 2017. It shall be ensured that all persons contesting the election as independent directors satisfy the eligibility and independence criteria prescribed under Section 166 of the Companies Act, 2017 and the Companies (Manner and Selection of Independent Directors) Regulations, 2018, and possess the requisite competencies, skills, knowledge and experience to effectively discharge their responsibilities as independent directors.

None of the directors has any direct or indirect interest in the business to be transacted at the Extraordinary General Meeting, except to the extent that the retiring directors may offer themselves for election as directors.