

BATA PAKISTAN LIMITED
NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of Bata Pakistan Limited shall be held at the Registered Office of the Company at Batapur, District Lahore on Wednesday, September 23, 2020, at 10:00 a.m. to transact the following business.

1. To confirm the minutes of the 68th Annual General Meeting held on May 20, 2020.
2. To elect 9 (nine) Directors of the Company as fixed by the Board of Directors for a period of three years commencing from September 25, 2020, in accordance with Section 159 of the Companies Act, 2017. The names of the retiring Directors are:
 1. Mr. Roberto Longo
 2. Mr. Muhammad Imran Malik
 3. Mr. Amjad Farooq
 4. Mr. Syed Asad Ali Zaidi
 5. Mr. Toh Guan Kiat
 6. Mr. Aamir Amin
 7. Mr. Muhammad Maqbool
 8. Mr. Kamal Monnoo
 9. Ms. Fatima Asad Khan
3. To transact any ordinary business of the Company with the permission of the Chair.

By order of the Board
(Hafiz Mudassar Hassan Kamran)
Company Secretary

Batapur Lahore:
Dated: 26 August 2020

NOTES:

1. The shareholders are requested to promptly notify the Company any change in their addresses.
2. The Share Transfer Books of the Company will remain closed from 17 to 23 September, 2020 (both days inclusive). Transfer Requests on prescribed format, received at the office of the Share Registrar of the Company, M/s. Corplink (Pvt.) Ltd. 1-K Commercial, Model Town, Lahore on or before the close of business on September 16, 2020 shall be treated 'in time' for above said purpose.
3. All members entitled to attend and vote at the meeting may appoint another person as his/her proxy to attend and vote for him / her. Proxies in order to be effective must be received at the Registered Office of the Company not less than 48 hours before the time of holding the meeting. CDC Accounts Holders are further required to follow the guidelines as laid down in Circular 1 dated January 26, 2000 issued by the Securities & Exchange Commission of Pakistan. Proxy form is available at the Company's website i.e. www.bata.com.pk (in English and Urdu Language).

(i) For Attending the Meeting

- (a) In case of individuals, the account holder or sub account holder and / or the person whose securities are registered on CDS and their registration details are uploaded as per the regulations, shall authenticate his/her identity by showing his/her original Computerized National Identity Card (CNIC) or original passport at the time of attending the Meeting. The members are also required to bring their Participants' I.D. number and account numbers in CDS.
- (b) In case of corporate entity which is a member of the Company, the Board of Directors' resolution/power of attorney with specimen signature shall be required to be submitted along with proxy form to the Company.

(ii) For Appointing Proxies

- (a) In case of individuals, the account holder or sub-account holder is and / or the person whose securities are in group account and their registration details are uploaded as per the CDC Regulations, shall submit the proxy form as per the abovementioned requirements.
- (b) The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
- (c) Attested copies of the CNIC or passport of the original shareholder and the proxy shall be furnished along with the proxy form.
- (d) The proxy shall produce his/her original CNIC or original passport at the time of the meeting.
- (e) In case of corporate entities, board of directors' resolution/power of attorney with specimen signature of the nominee shall be submitted (unless provided earlier) along with the proxy form to Company.

4. Any person who seeks to contest the election of Director, whether he/she is a retiring director or otherwise, shall file with the Company at its registered office not later than 14 days before date of meeting his/her intention to offer himself/herself for election of the directors in terms of Section 159(3) of the Companies Act, 2017, together with:

- (a) Notice of his/her intention to offer him/herself for the election of the office of director in terms of Section 159(3) of the Companies Act, 2017.
- (b) Consent to act as director of the Company along with consent on Form-28 prescribed under the Companies Act, 2017.
- (c) A detailed profile along with his/her postal address as required under SRO 1196(1)/2019 dated October 3, 2019 issued by the Securities and Exchange Commission of Pakistan ("SECP") for placement on the Company's website.

- (d) Declaration confirming that:
- i) He/She is aware of the duties of the directors under the Companies Act, 2017, the Memorandum and Article of Association of the Company and Listing Regulations of the Pakistan Stock Exchange.
 - ii) He/She is compliant with the requirements of the Listed Companies (Code of Corporate Governance) Regulations, 2019 and the eligibility criteria as set out on the Companies Act, 2017.
 - iii) He/She is not serving as director, including as an alternate director, in the more than seven (7) listed companies simultaneously.
5. The members are advised to bring their original computerized national identity card (CNIC) and those members who have deposited their shares in Central Depository System should be cognizant of their CDC Participant ID and Account Number at the meeting venue. In case of corporate entity, the authorization with specimen signature of nominee shall also be produced.
6. In accordance with Companies (Postal Ballot) Regulations 2018, the members may exercise their right of vote through Postal Ballot.
7. The members can avail video conferencing facility under the provisions of Section 132 (2) of the Companies Act, 2017 to participate in the meeting subject to availability of this facility in that city and consent from members as per following format. The members must hold in aggregate 10% or more shareholding residing in that city and consent of shareholders must reach at registered address of the Company at least 10 days prior to meeting in order to participate in the meeting through video conference. The Company will intimate members regarding venue of video conference facility at least 5 days before the date of general meeting along with complete information necessary to enable them to access such facility.

Consent for the facility of video conference

I/We _____ of _____ being member of Bata Pakistan Limited, holder of _____ ordinary share(s) as per Register Folio No. /CDC Account No. _____ hereby opt for video conference facility at _____

Signature of Member _____
 CNIC No. _____ (Please attached copy of your CNIC)

8. **Statement under Section 166 of the Companies Act, 2017:**

The Independent Director shall be elected in accordance with the applicable criteria set out under Section 166 of the Companies Act 2017 and Regulations issued thereunder. Candidates shall make sure that their names are listed on the data bank of independent directors maintained by Pakistan Institute of Corporate Governance. However, the candidate shall be elected in the same manner as other directors are elected in terms of section 159. It shall further be ensured

that no directors have direct or indirect interest in the business of the Company other than as shareholder of the Company and that they are eligible to contest the election of directors of the Company.

In light of the COVID-19 situation, the Company shall implement necessary protective measures for the shareholders in the EOGM (such as availability of hand sanitizers and face masks, maintaining appropriate seating distance).