

NOTICE OF TWENTY EIGHTH ANNUAL GENERAL MEETING



Notice is hereby given that the twenty eighth Annual General Meeting (the 'meeting') of Pakistan Telecommunication Company Limited (the 'Company') will be held on **Friday, April 28, 2023** at 10:30 a.m. at PTCL Office, Sector G-8/4, Islamabad, to transact the following business:

A. Ordinary Business

1. To confirm minutes of the 27th Annual General Meeting held on April 28, 2022.
2. To receive, consider and adopt the Audited Accounts for the year ended December 31, 2022, together with the Auditors' and Directors' reports.
3. To appoint Auditors for the financial year ending **December 31, 2023** and to fix their remuneration.

B. Special Business

4. To obtain approval/consent of the shareholders pursuant to the provisions of SRO No. 389(I)/2023 dated March 21, 2023 issued by Securities and Exchange Commission of Pakistan for circulation of Company's annual audited financial statements through QR enabled code and weblink.
5. To transact any other business with the permission of the Chair.

Islamabad
Dated: April 6, 2023

By order of the Board
Saima Akbar Khattak
Company Secretary

NOTES

1. Participation in the Annual General Meeting

A. Coronavirus Contingency Planning for the Annual General Meeting

In compliance with the instructions of Securities and Exchange Commission of Pakistan (the 'Commission') promulgated vide its various Circulars, the Members are encouraged to attend the AGM through video-link or by consolidating their attendance through proxies. The Members who are willing to attend and participate at the AGM through video-link are required to register their particulars by sending an email at company.secretary@ptclgroup.com. Such Members are requested to register by providing their credentials i.e. Name, Folio Number, Scanned copy of CNIC (both sides), Cell Phone Number and Number of Shares held in their name through email with subject 'Registration for PTCL's AGM'. Video link and login details will be shared with only those Members whose emails, containing all the required particulars, are received at the given email address before 05:00 p.m. on April 26, 2023. The Members can also provide their comments and suggestions related to the agenda items of the AGM at email address: company.secretary@ptclgroup.com

The Company will follow the best practices and comply with the instructions of the Government and the Commission to ensure protective measures are in place for the wellbeing of its Members.

B. Any member of the Company entitled to attend and vote at this meeting may appoint another person as his/her proxy to attend and vote on his/her behalf. A corporate entity, being a member, may appoint any person, regardless of whether he is a member or not, as its proxy. In case of corporate entities, a resolution of the Board of Directors/Power of Attorney with specimen signatures of the person nominated to represent and vote on behalf of the corporate entity shall be submitted to the Company along with a completed proxy form. Proxies in order to be effective must be received by the Company at the Registered Office not less than 48 hours before the time fixed for holding the meeting.

2. Closure of Share Transfer Books

The Share Transfer Books of the Company will remain closed from April 19, 2023 to April 28, 2023 (both days inclusive). Transfers received by our Share Registrar, FAMCO Associates (Pvt.) Limited at 8-F, Near Hotel Faran, Nursery, Block-6, P.E.C.H.S., Shakra-e-Faisal, Karachi at the close of business on April 18, 2023 will be treated in time for the purpose to attend the Annual General Meeting.

3. Change of Address

Members holding shares in physical form are requested to notify any change in address immediately to our Share Registrar, FAMCO Associates (Pvt.) Limited. Members holding shares in CDC/Participants accounts are requested to update their addresses with CDC or their Participants/Stock Brokers.

4. Notice to shareholders who have not provided their CNICs

As per directives of the Securities and Exchange Commission of Pakistan ("SECP") issued vide S.R.O No. 831(I)/2012 dated July 5, 2012, the dividend warrants should bear the Computerized National Identity Card Number ("CNIC") of the registered shareholder or the authorized person, except in case of minor(s) and corporate shareholder(s). Members who have not yet submitted photocopies of their valid CNICs are once again requested to provide the same with their respective folio numbers to Company's Share Registrar, FAMCO Associates (Pvt.) Limited to ensure disbursement of their dividend withheld with the Company. Members holding shares in CDC/Participants accounts are also requested to update their CNIC/NTN with CDC or their Participants/Stock Brokers.

5. Payment of dividend electronically (e-mandate)

Under 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 directly into the bank accounts designated by the entitled shareholders.

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 and send it duly signed along with a copy of CNIC to the Company's Share Registrar, FAMCO Associates (Pvt.) Limited at 8-F, Near Hotel Faran, Nursery, Block-6, P.E.C.H.S., Shakra-e-Faisal, Karachi.

Shareholders who hold shares with CDC or Participants/Stock Brokers, are advised to provide the mandate to CDC or their Participants/Stock Brokers.

6. Further Guidelines for CDC Account Holders

CDC account holders will have to follow the guidelines issued by the SECP through its Circular 1 of January 26, 2000, stated herein below:

A. For Attending the Meeting

- (i) In case of individuals, the account holder or sub account holder and/or the person whose securities are in a group account and their registration details are uploaded as per the Regulations, shall authenticate his/her identity by showing his/her original CNIC or original passport at the time of attending the Meeting.
- (ii) In case of a corporate entity, a resolution of the Board of Directors/Power of Attorney with specimen signature of the nominee shall be produced (unless the same has been provided to the Company earlier) at the time of the Meeting.

B. For appointing Proxies

- (i) In case of individuals, the account holder or sub-account holder and/or the person whose securities are in a group account and their registration details are uploaded as per the Regulations shall submit the proxy form as per the above requirement.
- (ii) The proxy form shall be witnessed by two persons, whose names, addresses and CNIC numbers shall be stated on the proxy form.
- (iii) Attested copies of CNICs or passports of the beneficiary owner and the proxy shall be attached with the proxy form.
- (iv) The proxy shall produce his/her original CNIC or original passport at the time of the Meeting.
- (v) In case of a corporate entity, a resolution of the Board of Directors/Power of Attorney with specimen signature should be submitted along with the proxy form to the Company.

7. Consent for Video Conference Facility

Members can also avail video conference facility in Karachi & Lahore. In this regard please fill the following and submit to the registered address of the Company at least 10 days before the holding of the meeting. The video facility will be provided only if the Company receives consent from members holding in aggregate 10% or more shareholding residing at Karachi or Lahore, to participate in the meeting through video conference at least 10 days prior to date of meeting, the Company will arrange video conference facility in that city subject to availability of such facility in that city. The Company will intimate members regarding the venue of the video conference facility at least 5 days before the date of meeting along with complete information necessary to enable them to access said facility.

I/we _____ of _____, being a member of Pakistan Telecommunication Company Limited holder of _____ Ordinary Shares(s) as per Register Folio No. _____ hereby opt for video conference facility at _____.

Signature of member

8. Electronic transmission of Audited Financial Statements and Notice of AGM

The shareholders of the Company in their general meeting held on April 27, 2017 consented to receive audited financial statements along with notice of annual general meeting electronically through CD/DVD/USB instead of receiving the same in hard copies. Soft copies of the Annual Audited Financial Statements and Notice of the AGM are available on Company's official website www.ptcl.com.pk.

9. Deduction of withholding tax on the amount of dividend

The following information is being disseminated for information of the members in accordance with the instructions of the SECP promulgated vide its Circular No. 19/2014 of October 24, 2014:

(i) The Government of Pakistan through Finance Act has made certain amendments in section 150 of the Income Tax Ordinance, 2001 whereby different rates are prescribed for deduction of withholding tax on the amount of dividend paid by the companies. These tax rates are as under:

- a) For filers of income tax returns: 15%
- b) For non-filers of income tax returns: 30%

All 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 make sure that their names are entered into ATL before the date for payment of future cash dividend otherwise tax on their cash dividend will be deducted as per the rates prescribed by the authority.

(ii) For any further query / problem / information, the investors may contact Company's Share Registrar FAMCO Associates (Pvt.) Limited, 8-F, Near Hotel Faran, Nursery, Block-6, P.E.C.H.S., Shakra-e-Faisal, Karachi (Ph. # +9221- 34380101 and +9221-34380102. Email: info.shares@famco.com.pk).

(iii) 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 its Share Registrar, FAMCO Associates (Pvt.) Limited. The shareholders while sending NTN or NTN certificates, as the case may be, must quote company name and their respective folio numbers.

10. Conversion of physical shares into book entry form

Pursuant to the provisions of Section 72(2) of the Companies Act, 2017, Shareholders having physical shareholding are encouraged to open a CDC Sub - Account with any authorized Broker or Investor Account directly with CDC, to convert their existing physical shares into scrip less form. It would be pertinent to note that per the existing regulations of the Pakistan Stock Exchange Limited, trading of physical shares is not permitted. Conversion of physical shares into scrip less form will facilitate the shareholders in many ways e.g. safe custody and ease of sale or purchase of shares at their convenience.

Statement under section 134(3) of the Companies Act, 2017

This statement sets out the material fact concerning special business to be transacted at the twenty eighth Annual General Meeting of Pakistan Telecommunication Company Limited (the "Company") to be held on April 28, 2023. Pursuant to the provisions of the SRO No. 389(I)/2023 dated March 21, 2023 issued by Securities and Exchange Commission of Pakistan ("SECP"), the Company is required to obtain the approval of its shareholders for circulation of its annual audited financial statements through QR enabled code and weblink. Accordingly, the following draft resolution with or without amendments has been proposed for approval of the shareholders in the general meeting.

Resolved that the Company Secretary be and is hereby authorized to circulate Company's annual audited financial statements together with reports and documents required to be annexed thereto to its shareholders through QR enabled code and weblink. The Directors of the Company have no direct or indirect interest in the special business.

The special business is only proposed to comply with the relevant provisions of the SRO issued by the SECP.