

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given to the members that the 77th Annual General Meeting of the shareholders of GlaxoSmithKline Pakistan Limited (“the Company”) will be held on Wednesday 24th April, 2024 at 09:00 A.M. at Institute of Chartered Accountant of Pakistan (“ICAP”) Auditorium Hall, Chartered Accountant Avenue, Clifton Karachi and virtually through video conference facility, to transact the following business:

ORDINARY BUSINESS:

1. To confirm minutes of the 76th Annual General Meeting held on 24th May, 2023.
2. To receive, consider and adopt the audited financial statements together with the Directors’ and Auditors’ Report thereon for the year ended 31st December, 2023.

In accordance with Section 223 of the Companies Act, 2017, and pursuant to S.R.O. 389(I)/2023 dated March 21, 2023, the financial statements of the Company have been uploaded on the website of the Company, which can be downloaded from the following weblink and QR enabled code:



https://assets.gskstatic.com/pharma/digitaldoctor.gsk.com/others/GSK_Annual_Report.pdf

3. To reappoint external auditors of the Company for the ensuing year, and to fix their remuneration. The Board of Directors, on the recommendation of Audit Committee of the Company, has proposed re-appointment of M/s Yousuf Adil Chartered Accountants as external auditors, for the year ending 31st December, 2024.

ANY OTHER BUSINESS:

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

By Order of the Board

AGHA SALMAN TAIMUR
Company Secretary

Karachi
April 03, 2024

Notes:

1. Book Closure

The share transfer books of the Company will be closed from 18th April, 2024 to 24th April, 2024 (both days inclusive). Transfer requests received at the Office of the Share Registrar of the Company at CDC Share Registrar Services Limited, CDC House, 99-B, Block – B, S.M.C.H. Society, Main Shahrah-e-Faisal, Karachi at the close of business on 17th April, 2024 (Wednesday) will be treated in time for the purposes of attendance of Annual General Meeting and as applicable.

2. Appointment of Proxies

Member entitled to attend and vote at the AGM may appoint another member as his/her proxy to attend, speak and vote at the AGM on his/her behalf. The instrument appointing proxy must be deposited at the Registered Office of the Company duly signed, not later than 48 hours before the time of the AGM. A member cannot appoint more than one proxy. An attested copy of the shareholder’s Computerized National Identity Card (CNIC) must be attached with the Proxy Form. For any other relevant aspects and further information, please refer to the contents of Section 137 of the Companies Act, 2017. The instrument appointing proxy is available on the Company’s website <http://www.pk.gsk.com>

3. Shareholders are requested to notify the Company’s Share Registrar if there is any change in their registered postal addresses.

4. **CDC Account Holders**

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

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 group account 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.
- ii. In case of corporate entity, the Board of Directors' Resolution/Power of Attorney with specimen signature of the nominee shall be produced (unless it has been provided 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 group account and their registration details are uploaded as per the CDC Regulations, shall submit the Proxy Form as per the below requirement.
- ii. The Proxy Form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
- iii. Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the Proxy Form.
- iv. The proxy shall produce his/her original CNIC or original passport at the time of the AGM.
- v. In case of corporate entity, the Board of Directors' Resolution/Power of Attorney with specimen signature shall be submitted (unless it has been provided earlier) along with the Proxy Form to the Company.
- vi. If a Member appoints more than one proxy and more than one instruments of proxy are deposited by a Member with the Company, all such instruments of proxy shall be rendered invalid.
- vii. The proxy is available on the Company's website <http://www.pk.gsk.com>

5. The shareholders holding physical shares are also required to bring their original CNIC and/or copy of CNIC of shareholder(s) of whom he/she/they hold proxy(ies). Such shareholder(s) shall not be allowed to attend and/or sign the Register of Shareholders/Members at the AGM without such CNIC(s).

6. The Company shall communicate any relevant updates regarding the meeting, including any changes to the arrangements outlined in the Notice of AGM, will be announced via Regulatory Information Service (PUCAR) and will be available on <http://www.pk.gsk.com>

7. **Participation of Shareholders through Online Facility**

In order to protect the wellbeing of the shareholders, the Securities and Exchange Commission of Pakistan ("SECP") has, vide its circulars issued from time to time, directed the listed companies to hold their general meetings virtually in addition to the requirements of holding physical meetings. Thus, to facilitate the shareholders, the Company in addition to convening a physical meeting, has also arranged attendance of shareholders virtually via video link facility.

Shareholders interested in attending the AGM through electronic means, are requested to register themselves by submitting their following particulars at the Company’s designated email address pk.shareinfo@gsk.com with the subject “Registration of GSKP AGM” at the earliest but not later than forty eight (48) hours before the time of the AGM i.e. close of business 22nd April, 2024.

Shareholder’s Name	CNIC No.	Folio/CDC Account No.	Cell No.	No. of Shares Held	Email Address

The Microsoft team video link facility will only be shared with the shareholders after necessary verification of the information provided in the above table.

The login facility will be opened at 08:30 a.m. on 24th April, 2024 enabling the participants to join the proceedings, which will start at 09:00 a.m. sharp.

Please scan the QR code or access the link to post any question for the AGM:

Join at **vevox.app ID: 179-489-513 QR Code**



You can use the Vevox link: <https://vevox.app/#/m/179489513>
Session ID: **179-489-513**

Shareholders can also provide their comments/suggestions on pk.shareinfo@gsk.com

Kindly note that the shareholders attending the AGM virtually will be able to view the Directors and hear the live proceedings of the AGM, but will remain on mute so as to avoid any connectivity disruptions.

Shareholders may submit their respective questions/comments/suggestions along with their Names and Folio Numbers on the link/QR Code/email address, provided above: ahead of or during the AGM.

The purpose of the aforementioned arrangements is to ensure maximum participation of shareholders in the AGM through an online facility. Shareholders are also requested to consolidate their attendance through proxies so that the quorum requirement may also be fulfilled.

8. Submission of CNIC/NTN Number on Electronic Dividend (Mandatory)

- a. Members are requested to provide copy of valid CNIC/NTN Certificate to their respective Participant/CDC Investor Account Services in case of Book-Entry Form, or to Company’s Share Registrar in case of Physical Form, duly quoting thereon Company’s name and respective folio numbers.
- b. As per Regulation No. 4 & 6 of the Companies (Distribution of Dividend) Regulations, 2017, the Company shall be constrained to withhold the payment of dividend to the shareholders, in case of non-availability of identification number (CNIC or National Tax Number) of the shareholder or authorised person.
- c. Accordingly, shareholders who have not yet submitted a copy of their valid CNIC or NTN, are once again requested to immediately submit the same to the Company’s Share Registrar at CDC Share Registrar Services Limited, CDC House, 99-B, Block – B, S.M.C.H.S., Main Shakra-e-Faisal, Karachi. Those shareholders who hold shares in dematerialised form are requested to submit the dividend bank mandate form duly filled to their participant/investor account services at the CDC. Corporate entities are requested to provide their National Tax Number (NTN) and Folio Number along with the authorised representative’s CNIC copy.

9. Availability of Annual Audited Financial Statements

- a. In accordance with the provision of Section 223 of the Companies Act, 2017, the audited financial statements of the Company for the year ended December 31, 2023, are available on the Company's website <http://www.pk.gsk.com>
- b. The Annual Report shall be circulated via email to those shareholders whose email addresses are present in the records/database of the Share Registrar.
- c. In pursuance of the directions given by SECP vide S.R.O. 389 (I)/2023 dated March 21, 2023, those shareholders who desire to receive a hard copy of the Annual Financial Statements are advised to give their formal consent on the "Standard Request Form".
- d. For convenience of shareholders, the "Standard Request Form" for provision of Annual Audited Financial Statements is available on the Company's website <http://www.pk.gsk.com>
- e. Any shareholder requiring a printed copy of the Annual Audited Financial Statements 2023, shall be provided with a copy free of cost within seven working days of receipt of such request.

10. Mandatory Registration Details of Physical Shareholders

According to Section 119 of the Companies Act 2017 and Regulation 19 of the Companies (General Provisions and Forms) Regulations 2018, all physical shareholders are advised to provide their mandatory information such as CNIC number, address, email address, contact mobile/telephone number, International Bank Account Number (IBAN) etc. to our Share Registrar at their address, provided in Note 1, immediately, to avoid any non-compliance of law or any inconvenience in future.

11. Intimation of Non-resident Shareholders

Non-resident shareholders shall submit declaration of undertaking with copy of valid passport under definition contained in Section 82 of the Income Tax Ordinance, 2001 for determination of residential status for the purposes of tax deduction on dividend to the Share Registrar (Messrs. CDC Share Registrar Services Limited, CDC House, 99-B, Block – B, S.M.C.H.S., Main Shakra-e-Faisal, Karachi) or email at info@cdcsrsl.com at the latest by 20th April, 2024. A copy of the declaration form can be downloaded from the Company's website <http://www.pk.gsk.com>

12. Deposit of Physical Shares into CDC Account

Section 72 (2) of the Companies Act, 2017, provides that every existing company shall be required to replace its physical shares with book-entry form, in a manner as may be specified and from the date notified by the SECP, within a period not exceeding four (4) years of the date of the promulgation of the Act. Further, SECP vide its letter dated 26th March, 2022 has directed listed companies to pursue their shareholders holding securities in physical form, to convert the same in book-entry form. To ensure compliance with the aforementioned provision, and to benefit by holding securities in book-entry form, including safe custody, all shareholders holding physical shareholdings are again encouraged to open CDC sub-account or investor account and convert their shares into book-entry form, as the trading of physical shares is not permitted as per existing regulations of the Pakistan Stock Exchange.

13. Payment of Cash Dividend through Electronic Mode (Mandatory)

- a. As per Section 242 of the Companies Act, 2017, in case of a public listed company, any dividend payable in cash shall only be paid through electronic mode directly into the bank account designated by the entitled shareholders. Therefore, through this notice, all shareholders are requested to update their bank account details in the Central Depository System through respective participants/stockbrokers. In case of physical shares, please provide bank account details (IBAN Account No.) directly to our Share Registrar, CDC Share Registrar Services Limited, CDC House, 99-B, Block – B, S.M.C.H.S., Main Shakra-e-Faisal, Karachi. E-Dividend mandate form is enclosed and available at our website as well.

- b. Please note that as per Section 243(3) of the Companies Act, 2017, companies are entitled to withhold payment of dividend, if necessary information is not provided by shareholders.
- c. For the convenience of shareholders, E-Dividend Mandate Form is available on the Company's website <http://www.pk.gsk.com>

Status of IBAN as on 31st December, 2023 of GlaxoSmithKline Pakistan Limited shareholders (Physical & CDS) as follows:

Current Total Number of Shareholders as on December 31, 2023			Current Number of IBAN updated as on December 31, 2023			Ratio/Percentage of IBAN updated
Physical	CDS	Total	Physical	CDS	Total	%
1,886	5,123	7,009	511	4,863	5,374	77

14. Declaration as per Zakat & Usher Ordinance 1980

To claim exemption from compulsory deduction of Zakat, shareholders are requested to submit a notarised copy of Zakat Declaration Form "CZ-50" on NJSP of Rs. 50/- to the Share Registrar. In case shares are held in scripless form, such Zakat Declaration Form (CZ-50) must be uploaded in the CDC account of the shareholder, through their participant/Investor Account Services. Further, non-Muslim shareholders are also required to file Solemn Affirmation (on format available on Company's website) with the Share Registrar of the Company in case of shares held in physical certificates or with CDC Participant/Investor Account Services in case shares are in scripless form. No exemption from deduction of Zakat will be allowed unless the above documents, complete in all respects, have been made available as above.

15. Deduction of Income Tax from Dividend

- a. Shareholders whose names are not appearing in the Active Tax-payers List (ATL) are advised to immediately make necessary arrangement to make them active. Otherwise, tax on their cash dividend will be deducted as per law.
- b. Further, according to clarification received from Federal Board of Revenue (FBR), withholding tax will be determined separately on Active/Non-Active Status of Principal Shareholder as well as Joint-Holder(s), based on their shareholding proportions, in case of joint accounts.
- c. In this regard, all shareholders who hold shares with joint shareholders are requested to provide shareholding proportions of Principal Shareholder and Joint Holder(s) in respect of shares held by them to our Share Registrar, in writing as follows:

Folio/ CDS Account No.	Total Shares	Principal Shareholder		Joint Shareholder	
		Name and CNIC No.	Shareholding Proportion (No. of Shares)	Name and CNIC No.	Shareholding Proportion (No. of Shares)

Notes:

- I. The required information should be forwarded to the Share Registrar office of the Company; otherwise, it will be assumed that the shares are equally held by Principal Shareholder and Joint Holder(s) and tax will be deducted accordingly.
- II. Corporate shareholders, having CDC accounts, are requested to have their National Tax Number (NTN) updated with their respective participants. Corporate Physical Shareholders should send a copy of their NTN Certificate to the Company's Share Registrar. Shareholders, while sending NTN or NTN Certificates, as the case may be, must quote company name and their respective folio numbers.

III. Withholding tax exemption from dividend income shall only be allowed, if a copy of valid tax exemption certificate is made available to the Company's Share Registrar.

16. Unclaimed Dividend/Shares

Shareholders, whose dividend or bonus shares are still unclaimed or have not collected their physical shares, are advised to contact our Share Registrar, CDC Share Registrar Services Limited, CDC House, 99-B, Block – B, S.M.C.H.S., Main Shakra-e-Faisal, Karachi to collect/enquire regarding their unclaimed dividends or pending shares, if any.

Please note that in compliance with Section 244 of the Companies Act, 2017, after having completed the stipulated procedure, all dividends unclaimed for a period of three years from the date due and payable, shall be deposited to the credit of the Federal Government/SECP and in case of shares, shall be delivered to the Securities & Exchange Commission of Pakistan (SECP).

17. Postal Ballot/E-Voting

In accordance with the Companies (Postal Ballot) Regulations, 2018, for the purpose of Election of Directors and for any other agenda item subject to the requirements of Section 143 and 144 of the Companies Act, 2017, members holding in aggregate 10% or more shareholding as per law, will be allowed to exercise their right of vote through postal ballot i.e. by post or e-voting, in the manner and subject to conditions contained in aforesaid Regulations.

18. Code of Conduct for Shareholders in General Meeting

I. Section 215 of Companies Act, 2017 (the "Act") and Regulation 28 of the Companies (General Provisions and Forms) Regulations, 2018, state the Code of Conduct of shareholders as follows:

- a) Shareholders are not permitted to exert influence or approach the Management directly for decisions which may lead to creation of hurdles in the smooth functioning of Management. The law states that shareholders shall not bring material that may cause threat to participants or premises where the AGM is being held, confine themselves to the agenda items covered in the notice of the AGM, and shall not conduct themselves in a manner to disclose any political affiliation.
- b) Any shareholder who fails to conduct in the manner provided in this section and as specified by the Commission, shall be guilty of an offence under this Section and shall be liable to a penalty not exceeding of level 1 on the standard scale.

II. Additionally, in compliance with Section 185 of Companies Act, 2017, the Company is not permitted to distribute gifts in any form to its members in its Meeting.

19. Consent for Video Conference Facility

- a. In accordance with Section 132 and 134 of the Companies Act, 2017, members can also avail video conference facility.
- b. If the Company receives consent from members holding in aggregate 10% or more shareholding, residing at a geographical location other than the city of the meeting, to participate in the meeting through video conference at least 7 days prior to the date of the Annual General Meeting, the Company will arrange video conference facility in that city, subject to availability of such facility in that city. In this regard, please fill the following form and submit the same to the registered address of the Company 7 days before holding of the Annual General Meeting.
- c. The Company will intimate members regarding the venue of video conference facility at least 5 days before the date of the Annual General Meeting along with complete information necessary to enable them to access such facility.

I/We, _____ of _____, being a Member of GlaxoSmithKline Pakistan Limited, holder of _____ ordinary share(s) as per Registered Folio/CDC Account No. _____ hereby opt for Video Conference Facility at _____.

Signature of Member