



NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of the Company will be held on Wednesday, May 31, 2017 at 10:30 a.m. at Movenpick Hotel, Karachi to transact the following business:

To elect ten (10) directors in accordance with the Companies Ordinance, 1984 for a period of three years commencing from June 13, 2017.

The names of the retiring directors are:

Mr. Jawwad A. Cheema
Mr. Rafi H. Basheer
Mr. Farrokh K. Captain
Mr. Rahat Hussain
Mr. Imran R. Ibrahim
Mr. Nasser N. S. Jaffer
Mr. Zaffar A. Khan
Mr. Klaas Mantel
Mr. Haroon Rashid
Mr. Badaruddin F. Vellani
Mr. Faisal Waheed

By Order of the Board

Andalib Alavi
Secretary

Karachi: April 20, 2017

Shell House
6, Ch. Khaliqzaman Road
Karachi-75530

NOTES:

- (i) The Directors of the Company have fixed, under sub-section (1) of section 178 of the Companies Ordinance, 1984 the number of elected directors of the Company at ten (10).
- (ii) The Register of Members will remain closed from May 17, 2017 to May 31, 2017 (both days inclusive). Transfers received in order at the office of our Share Registrars, FAMCO Associates (Pvt) Ltd., 8-F, next to Hotel Faran, Nursery, Block-6, P.E.C.H.S., Shakra-e-Faisal, Karachi-75400 by the close of business on May 16, 2017 will be in time for the purpose of attending the Extraordinary General Meeting.
- (iii) A Member entitled to attend and vote at the Meeting shall be entitled to 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. 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 Registered Office of the Company not less than forty-eight hours before the time for holding the Meeting. A proxy need not be a Member of the Company. A form of proxy is enclosed with this Notice.
- (iv) Shareholders are requested to notify any change in their addresses immediately to our Share Registrars, FAMCO Associates (Pvt) Ltd.
- (v) CDC Shareholders or their Proxies are required to bring with them their original NICOP/National Identity Card or Passport along with the Participant's I. D. number and their account number at the time of attending the Extraordinary General Meeting in order to authenticate their identity.
- (vi) Any person who seeks to contest the election of Directors shall file with the Company at its registered office not later than fourteen days before the date of the said Meeting his/her intention to offer himself/herself for the election of the Directors in terms of Section 178(3) of the Companies Ordinance, 1984 together with;
 - (a) Consent to act as director in Form 28, as required under Section 184(1) of the Companies Ordinance, 1984.
 - (b) Detailed profile along with office address for placement onto the Company's website seven days prior to the date of election in terms of SRO 634 (1) 2014 of July 10, 2014, and
 - (c) Declaration in respect of being compliant with the requirements of the Code of Corporate Governance 2012 and the Companies Ordinance, 1984 to act as a director of a listed company.

Form of Proxy

The Secretary
Shell Pakistan Limited
Shell House
6, Ch. Khaliqzaman Road
P. O. Box No. 3901
Karachi – 75530

I/We _____
of _____ in the district of _____
being a member of Shell Pakistan Limited and holder of _____
_____ Ordinary Shares as per Share Register Folio
(No. of Shares)

No. _____ and/or CDC Participant I. D. No. _____ and
Sub Account No. _____ hereby appoint _____
of _____ in the district of _____
or failing him _____ of _____
as my/our proxy to vote for me/us and on my/our behalf at the Extraordinary General Meeting of the
Company to be held on Wednesday, May 31, 2017 at 10:30 a.m. at Movenpick Hotel, Karachi and at any
adjournment thereof.

Signed this _____ day of _____ 2017.

WITNESSES:

- Signature _____
Name _____
Address _____

CNIC or
Passport No. _____
- Signature _____
Name _____
Address _____

CNIC or
Passport No. _____

Signature

(Signature should agree with the specimen
signature registered with the Company)

Notes:

1. 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.
2. Proxies in order to be effective must be received at the registered office of the Company not later than 48 hours before the meeting.
3. A Proxy need not be a member of the Company.
4. Shareholders and their proxies must attach an attested photocopy of their CNIC or Passport with this Proxy Form. A Proxy shall be required to produce his/her original NICOP/CNIC or Passport at the venue of the meeting for authentication of his/her identity.