May 23, 2025

The General Manager
Pakistan Stock Exchange Limited
Stock Exchange Building, Stock Exchange Road
Karachi

Subject: Disclosure of Material Information

In continuation to the earlier disclosure made by Engro Corporation Limited dated December 06, 2024 and in accordance with Sections 96 and 131 of the Securities Act, 2015 and Rule 5.6.1 of the Rule Book of the Pakistan Stock Exchange Limited, we hereby convey the material information mentioned in the Disclosure Form enclosed herewith.

You are requested to disseminate this information to the TREC Holders of the Exchange.

Best Regards,

Muhammad Amin
Company Secretary

Copied:
Director / HOD
Listed Companies Department, Supervision Division
Securities and Exchange Commission of Pakistan
NIC Building, 63 Jinnah Avenue, Blue Area, Islamabad

engro holdings

DISCLOSURE FORM
IN TERMS OF SECTION 96 AND 131 OF THE
SECURITIES ACT, 2015

Karachi – May 23, 2025

Name of Company:	Engro Holdings Limited
Date of Report:	May 23, 2025
Address of Registered Office:	9th Floor, Dawood Center, M.T. Khan Road, Karachi
Contact Information:	Muhammad Amin, Company Secretary

Disclosure of Material Information

This is in continuation to the disclosure made by Engro Corporation Limited ("ECORP"), a wholly owned subsidiary of Engro Holdings Limited, dated December 06, 2024 in respect of the Amalgamation Agreement executed with Pakistan Mobile Communications Limited ("PMCL"). Pursuant to the Amalgamation Agreement, a Scheme of Arrangement under Section 279 to 283 and 285 of the Companies Act, 2017 between ECORP, Engro Connect (Private) Limited ("EConnect"), a wholly owned subsidiary of ECORP, and PMCL was filed before the Islamabad High Court (the "Scheme"). This arrangement was further subject to certain corporate and regulatory approvals.

In this regard, we are pleased to inform you that the parties have successfully obtained all the required approvals including Competition Commission of Pakistan and Pakistan Telecommunication Authority. Furthermore, the Scheme has also been sanctioned by the Islamabad High Court which shall be effective as of June 3, 2025. Following the effectiveness of the Scheme, PMCL's shareholding in its wholly owned subsidiary, Deodar (Private) Limited, will vest with EConnect.

The completion of this arrangement and the execution of the Scheme marks a significant milestone for Pakistan's telecom infrastructure space. As a result of this arrangement, Engro will play a key role in advancing affordable and reliable connectivity across the country. An enhanced tower-sharing portfolio will enable Mobile Network Operators to focus on delivering core services and expanding coverage, bridging the digital divide for telecom users in Pakistan.

This investment reinforces telecommunication infrastructure as a key vertical for Engro and is expected to contribute steady cashflows, supporting future investments within this and other business verticals.

Muhammad Amin
Company Secretary
Engro Holdings Limited