NOTICE FOR EXTRAORDINARY GENERAL MEETING

In the matter of:-

Civil Original No. 64781 of 2026

FIRST TREET MANUFACTURING MODARABA, REGISTERED OFFICE AT 72-B, QUAID-E-AZAM INDUSTRIAL ESTATE, KOT LAKHPAT, LAHORE

And

TREET PACKAGING LIMITED, REGISTERED OFFICE AT 72-B, QUAID-E-AZAM INDUSTRIAL ESTATE, KOT LAKHPAT, LAHORE

Notice is hereby given pursuant to the order dated October 23, 2026, of the Honourable Lahore High Court, Lahore, passed in petition Civil Original No. 64781 of 2026 (being a Petition for sanctioning of Scheme of Arrangement for the merger between First Treet Manufacturing Modaraba ("**FTMM**") and Treet Packaging Limited ("**TPL**") under Section 279 to 283, 285 and 505(1)(c) of the Companies Act, 2017), Extraordinary General Meetings (hereinafter the '**EOGM**') of certificate holders of FTMM and members of TPL will be held on November 30, 2026, as follows to transact the below mentioned special business:

Sr.	*Name of Entity*	*Venue*	*Date & Time*
1.	First Treet Manufacturing Modaraba (FTMM)	72-B, Quaid-e-Azam Industrial Estate, Kot Lakhpat, Lahore	4.00 P.M. Monday, November 30, 2026
2.	Treet Packaging Limited (TPL)	72-B, Quaid-e-Azam Industrial Estate, Kot Lakhpat, Lahore	5.00 P.M. Monday, November 30, 2026

Special Business:

To consider and, if thought fit, to agree, approve and adopt the Scheme of Compromises, Arrangements and Amalgamation (the "**Scheme**") between FTMM and TPL by passing or otherwise, *inter alia,* the following special resolution, with or without modification(s), addition(s) or deletion(s):

*"**RESOLVED THAT** the Scheme of Arrangement for, inter alia, compromise, arrangement and amalgamation (the "**Scheme**") between M/s. First Treet Manufacturing Modaraba and its certificate holders, and M/s. Treet Packaging Limited and its members, considered by this meeting and initialed by the Chairpersons of the meeting for the purposes of identification, be and is hereby approved, adopted and agreed, subject to any modification(s) or conditions as may be required/imposed by the Honourable Lahore High Court, Lahore.*

***RESOLVED FURTHER THAT** the Board of Directors and / or the Chief Financial Officer and / or the Company Secretary, be and are hereby, singly and severally, authorized to do all such acts, deeds, matters, and take any steps / measures for the implementation and completion of the Scheme."*

Chairpersons of the Meeting

Mr. Imran Khan
Advocate High Court
Fourth Floor, Room No. 409
Advocate General Punjab Office,
Lahore

Mr. Zarak Zaman Khan
Advocate High Court
767-C, Faisal Town,
Lahore

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NOTES: -

1. The Statement under Section 281 of the Companies Act, 2017 (hereinafter the "**Act**") read with Section 134(3) of the Act (hereinafter the '**Statement**') setting forth, *inter alia*, the terms of the compromise, arrangement and amalgamation and explaining its effect, along with a copy of the Scheme, the respective board resolutions of FTMM dated February 26, 2026, Treet Holdings Limited (FTMM's Management Company) dated March 11, 2026 and TPL dated March 11, 2026 and the swap share certificate of M/s. Kreston Hyder Bhimji & Co., Chartered Accountants are being circulated along with notices of the EOGMs to the certificate holders/ members and other person(s) entitled to receive notices of EOGMs.

2. Copies of the Scheme, the Statement and the latest audited financial statements of the respective entity can also be obtained, free of charge, from the registered office FTMM/TPL located at 72-B, Quaid-e-Azam Industrial Estate, Kot Lakhpat, Lahore, during usual business hours i.e., 9:00 a.m. to 5:00 P.M. Monday to Friday, by the certificate holders/members and other persons entitled to attend the EOGMs by making application addressed to the Company Secretary of the respective entity at their registered address.

3. Copies of the Scheme, the Statement, the latest audited financial statements of the respective entity, along with all published or otherwise required financial statements of all prior periods of the respective entity, along with the Prospectus, Memorandum and Articles of Association (as applicable), and other relevant report(s) and related information/documents have been kept at the registered offices of the respective entity which can be inspected during business hours on any working day from the date of publication of this notice till the day before the EOGMs by the certificate holders, members and other persons entitled to attend the EOGMs. The same will also be available for inspection at the EOGMs. In case of any difficulty, the same should be brought immediately to the notice of the aforementioned Chairpersons.

4. The Certificates/Shares Transfer Books of each entity will remain closed from November 24, 2026, to November 30, 2026 (both days inclusive). Transfers received at the registered address of TPL and, in case of FTMM, at FTMM's Share Registrar's office, M/s. Corplink (Private.) Limited, Wing Arcade, 1-K, Commercial, Model Town, Lahore, by the close of business hours on November 23, 2026, will be treated as being in time for the purpose of attending and voting at the respective EOGM.

5. Any certificate holder/member (as applicable) of the respective entity entitled to attend and vote at the respective EOGM may appoint another certificate holder/member of the respective entity as his / her proxy to attend and vote in place of him / her at the respective EOGM. Proxies in order to be effective must be received at the registered office of the respective entity duly stamped and signed not less than 48 hours before the time of the respective EOGMs. A proxy must be a certificate holder/member (as applicable) of the respective entity. Proxy Forms in Urdu and English languages are attached to the notices of EOGMs circulated to the certificate holders/shareholders. In case of a corporate entity, board of director's resolution/power of attorney with specimen signatures of the nominee shall need to be produced (unless it has been provided earlier) at the time of meeting.

6. Certificate holders/members are requested to immediately notify any change in their registered addresses to the Company Secretary of the respective entity.

For members of First Treet Manufacturing Modaraba

1. In order to attend the FTMM EOGM through electronic means the certificate holders are hereby requested to get themselves registered by sending their particulars at the designated email address corporate@treetcorp.com giving particulars as per below table not later than 48 hours before the commencement of the meeting:

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Name of certificate holder / proxy holder	CNIC No. / NTN No.	Folio No. / CDC Account No.	*Mobile No.	*Email address

**Certificate holders are requested to provide their active mobile numbers and email address to ensure timely communication.*

2. **Requirement 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 detail is uploaded as per the CDC Regulations, shall submit the proxy form as per the above requirement.

   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 beneficial owners and the proxyholder shall be furnished with the proxy form.

   d. The proxy shall produce his/her original CNIC or original passport at the time of the meeting.

3. **Updation of Shareholder Addresses/Other Particulars:**
   Certificate holders of FTMM holding certificates in physical form are requested to promptly notify the Share Registrar of FTMM, M/s. Corplink (Private) Limited having office at Wing Arcade, 1-K, Commercial, Model Town, Lahore, of any change in their addresses. Certificate holders maintaining their certificates in electronic form should have their address updated with their participant or CDC Investor Accounts Service.

4. **E-Voting & Postal Ballot**
   The certificate holders are hereby notified that pursuant to Companies (Postal Ballot) Regulations, 2018, as amended from time to time, SECP has directed all listed companies to provide the right to vote through electronic voting facility and voting by post to the members on all businesses classified as special business. Accordingly, certificate holders of FTMM will be allowed to exercise their right to vote through e-voting facility or voting by post in its forthcoming EOGM to be held on Monday, November 30, 2026 at 4.00 P.M. in accordance with the conditions mentioned in the aforesaid regulations. The certificate holders will have the following options for voting:

   i. E-voting Procedure

   a. Details of the e-voting facility will be shared in due course through an e-mail with those certificate holders of FTMM who have their valid CNIC numbers, cell numbers, and e-mail addresses available in the register of certificate holders of FTMM.

   b. The web address and login details will be communicated to certificate holders via email.

   c. Identity of the certificate holders intending to cast vote through e-Voting shall be authenticated through electronic signature or authentication for login.

   d. E-Voting lines will start from November 26, 2026, 09:00 a.m. till November 29, 2026, at 5:00 p.m. Members can cast their votes on the Special Business at any time during the provided time period. Once a vote is cast by a certificate holder, he / she shall not be allowed to change it subsequently.

   ii. Postal Ballot

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a. Certificate holders may alternatively opt for voting through postal ballot. For convenience of the certificate holders, Ballot Paper is annexed to this notice and the same shall be also available on FTMM's website: www. ftmm.com.pk to download.

b. The certificate holders shall ensure that duly filled and signed ballot paper along with copy of Computerized National Identity Card (CNIC) should reach to either of the Chairpersons of the meeting through post at least one working day before the EOGM during working hours, i.e. by 5 PM on Friday, November 27, 2026, at either of the following addresses:

Mr. Imran Khan
Fourth Floor, Room No. 409, Advocate General Punjab Office, Lahore
advocateimran716@gmail.com

Mr. Zarak Zaman Khan
767-C, Faisal Town, Lahore
zarakzkhan92@gmail.com

c. The signature on the ballot paper shall match with the signature on CNIC. Ballot paper for voting through post is attached with this notice.

d. M/s Abdul Rahman & Co, Chartered Accountants has been appointed as "Scrutinizer" in terms of Companies (Postal Ballot) Regulations 2018, for the purpose of voting at the meeting. The firm meets the QCR rating from ICAP. The Scrutinizer has the necessary knowledge and experience to independently scrutinize the voting process.

5. Access to Financial Statements:

In accordance with Section 223(6) of the Act read with Securities and Exchange Commission of Pakistan's ("**SECP**") S.R.O.389(1)/2023 dated March 21, 2023, FTMM Annual Audited Financial Statements for the year ended June 30, 2026, along with the Directors' and Auditor's Reports, are available on FTMM website at the following link:

https://ftmm.com.pk/investor-information/financial-reports/

Alternatively, certificate holders can access the financial statements by scanning the QR code below:

https://tinyurl.com/2ctjmnjo

6. Conversion of Physical Shares into CDC Account

The SECP has issued a letter No. CSD/ED/Misc./2016-639-640 dated March 26, 2021, addressed to all listed companies drawing attention towards the provision of Section 72 of the Act, which requires all companies to replace shares issued by them in physical form with shares to be issued in the book-entry form within a period not exceeding four years from the date of the promulgation of the Act, in 2017.

In order to ensure full compliance with the provisions of the aforesaid Section 72 and to benefit from the facility of holding shares in the book-entry form, the certificate holders who

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still hold modaraba certificates in physical form are requested to convert their modaraba certificates in the book-entry form.

7. **Prohibition on grant of gifts to Certificate holders/Members**
The SECP, through its Circular 2 of 2018, dated February 9, 2018, has strictly prohibited companies from providing gifts or incentives, in lieu of gifts (tokens/coupons/lunches/takeaway packages) in any form or manner, to members at or in connection with general meetings. Under Section 185 of the Act, any violation of this directive is considered an offense, and companies failing to comply may face penalties.

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STATEMENT UNDER SECTION 281(1) (a) READ WITH SECTION 134 (3) OF THE COMPANIES ACT, 2017

In Civil Original No. 64781 of 2026 and Civil Miscellaneous Application No. 1 of 2026 in Civil Original No. 64781 of 2026, the Honourable Lahore High Court, Lahore, has been petitioned under Sections 279-283, 285 and 505(1)(c) of the Companies Act, 2017 ("**Act**"), for sanction, and for other orders facilitating implementation, of the Scheme of Arrangement (the "**Scheme**") for, *inter alia*, amalgamation and merger of M/s. First Treet Manufacturing Modaraba and its certificate holders ("**FTMM**") and M/s. Treet Packaging Limited and its members ("**TPL**") (FTMM and TPL are hereinafter collectively referred to as the "**Petitioners**" and individually each as a "**Petitioner**"). In the abovementioned proceedings, the Honourable Court has directed the convening of separate meetings of the respective certificate holders/members of each Petitioner for seeking their approval to the Scheme.

Formal notice convening the meeting, as directed by the Honourable Court, is attached herewith along with a copy of the Scheme. A copy of the Scheme may also be obtained from the registered offices of the respective Petitioner during normal office hours on application prior to the meeting of the certificate holders/members.

All terms defined in the Scheme have the same meaning in this document unless the context otherwise requires.

The special resolution proposed for the consideration of the meeting as set forth in the accompanying notice convening the meeting is as follows:

> *"**RESOLVED THAT** the Scheme of Arrangement for, inter alia, compromise, arrangement and amalgamation (the "**Scheme**") between M/s. First Treet Manufacturing Modaraba and its certificate holders, and M/s. Treet Packaging Limited and its members, considered by this meeting and initialed by the Chairpersons of this meeting for the purposes of identification, be and is hereby approved, adopted and agreed, subject to any modification(s) or conditions as may be required/imposed by the Honourable Lahore High Court, Lahore."*
>
> ***RESOLVED FURTHER THAT** the Board of Directors and / or the Chief Financial Officer and / or the Company Secretary, be and are hereby, singly and severally, authorized to do all such acts, deeds, matters, and take any steps / measures for the implementation and completion of the Scheme."*

As required by Section 279(2) of the Act, this resolution has to be passed at separate meetings of the certificate holders/members (as applicable) of each Petitioner, convened under the orders of the Honourable High Court, by a majority representing at least three-fourths in value of the certificate holders/members of each Petitioner present in person or by proxy and voting at the respective meeting. The sanctioning of the Scheme and the making of other appropriate orders in connection therewith will be considered by the Honourable Court after the Scheme is approved by the requisite majority at the meetings being convened for this purpose.

In case you are unable to attend the meeting convened by the accompanying notice, you may appoint another certificate holder/member (as the case may be) as a proxy by completing the proxy form attached to the notice (in which you can direct the proxy how you wish him to vote) and send the completed form as soon as possible to the registered office(s) of the respective Petitioner, i.e. 72-B, Quaid-e-Azam, Industrial Estate, Kot Lakhpat, Lahore. Proxies for the meeting will not be treated as valid unless proxy forms are received at least 48 hours before the time of the meeting.

Businesses of FTMM and TPL

FTMM is a multipurpose, perpetual and multi-dimensional public listed Modaraba formed on July 27, 2005, under the Modaraba Companies and Modaraba (Floatation and Control) Ordinance, 1980 and rules and regulations framed thereunder. FTMM is managed by Treet Holdings Limited ("**THL**") (a wholly owned subsidiary of Treet Corporation Limited (**"TCL"**)), a company incorporated under the laws of Pakistan and registered with the Registrar of Modaraba Companies as a Modaraba Management Company. The registered office of FTMM is situated at 72-B, Quaid-e-Azam, Industrial Estate, Kot Lakhpat, Lahore. FTMM is currently engaged in the business of manufacture and sale of corrugated boxes and soap.

TPL was incorporated on November 24, 2025. The registered office of TPL is situated at 72-B, Quaid-e-Azam, Industrial Estate, Kot Lakhpat, Lahore, same as FTMM. TPL's primary purpose is to amalgamate the FTMM Undertaking and continue its packaging and soap manufacturing division.

Advantages of the Merger

The benefits of the Scheme, shall include but are not limited to the following:

i. The business set up under a single company would be enlarged with a larger asset base, with more opportunities and options for employment of funds;

ii. The administrative costs incurred by the entities will be considerably reduced as:

   a. Only a single Board of Directors will be required to administer the merged/amalgamated entity;
   b. Subsequent to the merger/amalgamation, only one Annual General Meeting will be required to be held;
   c. Only one register of shareholders, one set of books and records will be required to be maintained and one set of forms etc. will be filed with various government agencies; and
   d. Only one administrative office would be required for managing the affairs of the merged/amalgamated company.

iii. As a result of the said transfer, re-organization of capital and amalgamation, there will be considerable cost saving through streamlined procedures and reduction in overhead and working expenses. There will also be an increase in efficiency by reason of unified control. The consequent improvement in the operations shall ultimately ensure the benefit of the certificate holders/members, employees, customers and others generally;

iv. The said transfer of undertaking and amalgamation of capital will also be to the advantage of certificate holders/shareholders, creditors and employees of the Petitioners for the following reasons:

   a. Reduced overhead costs and unified business are likely to result in enhanced revenues and lower costs, hence the prospects of higher profitability with its likely consequences of better dividends to certificate holders shall also increase;
   b. The pooling of the assets and resources will enhance the security available to creditors; and
   c. The enhanced commercial viability is likely to benefit the employees of the Petitioners.

v. FTMM is a multipurpose Modaraba allowed to engage in all types of business activities, including manufacturing, marketing etc. However, companies are provided with more flexible legislative options and less regulatory hurdles to conduct business operations including, incorporating new subsidiaries for new businesses and raise capital from capital markets with ease of managing distinct business divisions independent of one another. Consequently, TPL will have greater flexibility to operate its businesses and plan out a business growth plan; and

vi. The certificate holders of FTMM shall hold shares in TPL, thereby becoming shareholders in TPL, giving the shareholders the ability to continue to remain invested in the Treet group, giving them greater flexibility in managing their investments.

The Scheme of Arrangement

Objects

The principal object of this Scheme, formulated pursuant to the provisions of Sections 279 to 283, 285 and 505(1)(c) of the Act, is to effect the merger and amalgamation between FTMM and TPL by way of transfer to and vesting in TPL of the FTMM Undertaking, in consideration whereof fully paid ordinary shares of TPL shall be allotted to the members of FTMM as per the swap ratio determined by M/s. Kreston Hyder Bhimji & Co., Chartered Accountants, in accordance with the terms of the Scheme. After the transfer of FTMM Undertaking to TPL, FTMM will be dissolved without winding up. Subsequently, TPL shall be listed on Pakistan Stock Exchange in accordance with applicable laws, and THL shall surrender its registration as a modaraba management company.

Approvals received and Net Worth Certificate

The Scheme has been approved by the respective Board of Directors of FTMM, TPL and THL for seeking sanction of the respective certificate holders/members of FTMM and TPL and of the Honourable Court. As consideration for the transfer of the FTMM Undertaking to TPL, TPL shall issue and allot to the certificate holders of FTMM one (1) fully paid-up ordinary share of Rs. 10/- each in the capital of TPL, in respect of one (1) modaraba certificate of Rs. 10/- each of FTMM held by the certificate holders of FTMM, in accordance with the certificate prepared by M/s. Kreston Hyder Bhimji & Co., Chartered Accountants.

Scheme subject to sanction by Court

The Scheme is subject to sanction of the Honourable Lahore High Court, Lahore, and may be sanctioned in its present form or with any modification therein or addition thereto as the Honourable Court may approve and the Scheme, with such modification or addition if any, is also subject to any conditions, which the Honourable Court may impose. The Boards of Directors of each Petitioner have the power to consent on behalf of all concerned to any modifications or additions to the Scheme or to any conditions which the Honourable Court may think fit to impose.

The Scheme shall become binding and operative on the date an order is passed in terms of the relevant provision of the Act, by the Honourable Court sanctioning this Scheme (the "**Sanction Date**") and shall be deemed to have taken effect from December 31, 2025 (the "**Effective Date**").

Assets, properties, rights, liabilities, and obligations

FTMM and TPL shall be amalgamated by transfer to and vesting in TPL of the FTMM Undertaking, as subsisting immediately preceding the Sanction Date, and accordingly, the entire FTMM Undertaking, as subsisting immediately preceding the Sanction Date, without further act or deed, matter or thing, process or procedure, shall be transferred to and vested in TPL as a going concern on the Sanction Date.

All legal proceedings by or against FTMM, if any, on the Sanction Date, shall be treated as legal proceedings continued and enforced by or against TPL with the same legal effect and force and may be continued, prosecuted and enforced by or against TPL.

All contracts, agreements, trusts, leases, conveyances, commitments, engagements and arrangements, grants, instruments of transfer, rights, powers, authorities and privileges entered into by or subsisting in favour of FTMM, upon being transferred to and vested in TPL pursuant to the Scheme, shall remain in full force and effect as if originally entered into by or granted in favour of TPL instead of FTMM, as the case may be, and TPL may enforce all rights and shall perform all obligations and discharge all liabilities arising thereunder accordingly. After the Sanction Date, any reference in agreement, deed, or document of FTMM shall be deemed to be, and construed as a reference of TPL.

The debts, liabilities and obligations of FTMM comprised in the FTMM Undertaking, upon being transferred to and vested in TPL, shall be treated as debts, liabilities and obligations of TPL as if originally incurred by TPL instead of FTMM, and TPL shall pay and discharge all such debts and liabilities and shall perform all such obligations accordingly.

After the Sanction Date, TPL shall be entitled to the benefit/credit of all taxes, duties etc. withheld/deducted from, or paid by, FTMM any time on or after the Effective Date, including income tax, advance tax, withholding tax, sales tax, excise duty etc.

Employees

On and from the Sanction Date, all such employees of FTMM who have agreed to accept employment with TPL, in lieu of their employment with FTMM, shall continue to be in service with TPL on the terms and conditions applicable to them in FTMM immediately preceding the Sanction Date, including those relating to payment of provident fund, gratuity and pension as applicable, and with the benefit of past service in FTMM, as the case may be and other dues if applicable under their respective terms of service.

All deeds, rules and other instruments relating to the provident fund, pension fund and gratuity fund established by FTMM, as the case may be, shall remain in full force and effect for the benefit of all employees of FTMM who have accepted employment with TPL, as if originally TPL was a party thereto and was mentioned therein instead of FTMM, and TPL may enforce all rights and shall perform all obligations and discharge all liabilities arising thereunder accordingly.

Costs

All costs, charges and expenses incurred in connection with transfer to and vesting the FTMM Undertaking to TPL and all other costs, charges and expenses incurred in respect of the preparation of the Scheme and carrying the same into effect shall be borne and paid by FTMM.

Financial Information

FTMM

The authorized modaraba fund / certificate capital of FTMM is Rs. 9,000,000,000/- divided into 900,000,000 modaraba certificates of Rs. 10/- each, and the issued, subscribed and paid-up certificate capital of FTMM is Rs. 1,955,999,940/- divided into 195,599,994 modaraba certificates of Rs. 10/- each.

The profits/(loss) after taxation of FTMM for each of the financial years from 2022 to 2026, as shown in its audited accounts, and the dividends declared on the certificates for each year are as follows:

As on June 30th of the said years	After Tax Profit / (Loss) (Rs. in 000)	Ordinary Share Capital (Rs.)	Dividend paid %	Bonus Shares %
2022	(541,738)	8,835,903	Nil	Nil
2023	(126,388)	8,835,903	Nil	Nil
2024	271,457	8,835,903	Nil	Nil
2025	117,463	1,956,000	Nil	Nil
2026	119,924	1,956,000	15% or Rs. 1.5/- per Certificate	Nil

TPL

The authorized share capital of TPL is Rs. 1,000,000/- divided into 100,000 ordinary shares of Rs. 10/- each, and the issued, subscribed and paid-up capital of TPL is Rs. 1,000,000/- divided into 100,000 ordinary shares of Rs. 10/- each.

TPL was incorporated on November 24, 2025. Accordingly, TPL has completed only one (1) financial year. The details of its profit/(loss) after taxation, as reflected in its audited financial statements, and the dividends declared on ordinary shares for that year are as follows:

As on June 30th of the said years	After Tax Profit / (Loss) (Rs. in 000)	Ordinary Share Capital (Rs.)	Dividend paid %	Bonus Shares %
2026	(192)	1,000,000	Nil	Nil

Directors and Management

FTMM

FTMM is managed by THL. The board composition of the THL, as on the date of filing of Scheme with Honourable Lahore High Court, is as follows along with their shareholding in THL and FTMM:

Sr.	Name	Shareholding in THL	Shareholding in THL (%)	Certificate holding in FTMM	Certificate holding in FTMM (%)
1	Mr. Syed Shahid Ali (Chairman)	13	0.000018	0	0%
2	Mr. Syed Shehryar Ali	9	0.000013	4,747	0.024
3	Mr. Imran Azim	1	0.000001	0	0
4	Mr. Abdul Fadil Hameed	1	0.000001	0	0
5	Dr. Salman Faridi	1	0.000001	0	0
6	Ms. Sidra Fatima Sheikh	0	0	0	0
7	Dr. Haroon Latif Khan	7	0.000010	1	0
8	Mr. Ahmad Shahid Hussain	0	0	0	0
	Total	**32**	**0.000045**	**4,748**	**0.024**

Directors of TPL

The following are the names of the present Board of Directors of TPL and their shareholding in TPL:

Sr.	Name	Shareholding	%
1	Mr. Syed Shahid Ali (Chairperson/Nominee of Treet Corporation Limited)	0	0
2	Syed Shehryar Ali	40	0.04
3	Ms. Zunaira Dar	10	0.01
4	Dr. Haroon Latif Khan	10	0.01
5	Ms. Sidra Fatima Sheikh	10	0.01
6	Mr. Mohammad Majid Munir	10	0.01
7	Mr. Imran Aziz	10	0.01
8	Mr. Ahmad Shahid Hussain	10	0.01
	Total	**100**	**0.1**

Interest of Directors

The respective directors of each Petitioner, to the extent that they are certificate holders/shareholders of FTMM and the THL, are interested in the terms of the Scheme and any benefits accruing to them as certificate holders/shareholders. However, the benefits to the directors in this capacity do not differ from those accruing to other certificate holders/members of the respective Petitioner.

The Directors who are performing full-time executive functions are also interested to the extent of remunerations, benefits and allowances as per the respective polices of each of the Petitioner.

Additionally, Mr. Syed Shahid Ali, Mr. Shehryar Ali, Dr. Haroon Latif Khan, Ms. Sidra Fatima Sheikh and Mr. Ahmed Shahid Hussain are further interested to the extent of their common certificate holding/shareholding and directorship in FTMM, THL and TPL (as applicable).

Report of Expert with regard to valuation:

Share Swap Certificate of M/s. Kreston Hyder Bhimji & Co., Chartered Accountants, prepared in respect of the Scheme is attached with the Notice.

Filing of the Scheme:

A copy of the Scheme has been filed with the Joint Registrar, Company Registration Office, Securities and Exchange Commission of Pakistan, Lahore.

Relevant Documents

The following documents are available for inspection with the Company Secretary at the registered office of the respective Petitioner during normal office hours, up to and including the day preceding the date of the meeting:

(a) Memorandum and Articles of Association / Prospectus (as applicable)
(b) Latest Audited Accounts/Financial Statements
(c) Scheme of Arrangement

SCHEME OF ARRANGEMENT
(In terms of sections 279 to 283, 285 and 505(1)(c) of the Companies Act, 2017)

Between

FIRST TREET MANUFACTURING MODARABA
and its members

And

TREET PACKAGING LIMITED
and its members

Certified True Copy

Company Secretary
First Treet Manufacturing Modaraba

Certified True Copy

Company Secretary
TREET PACKAGING LIMITED

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FTM FIRST TREET MANUFACTURING MODARABA

Certified True Copy

Company Secretary
TREET PACKAGING LIMITED

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SCHEME OF ARRANGEMENT
(IN TERMS OF SECTION 279 TO 283, 285 AND 505(1)(c) OF THE COMPANIES ACT, 2017)

BETWEEN

FIRST TREET MANUFACTURING MODARABA

and its members

AND

TREET PACKAGING LIMITED

and its members

FOR

The amalgamation of First Treet Manufacturing Modaraba (the "FTMM") and Treet Packaging Limited (the "TPL") by transfer to and vesting in TPL of the entire undertaking of FTMM inclusive of all properties, assets, rights, liabilities and obligations of FTMM and the issue of shares of TPL to the members of FTMM as per Swap Ratio Arrangement.

Certified True Copy

Company Secretary
First Treet Manufacturing Modaraba

Certified True Copy

Company Secretary
TREET PACKAGING LIMITED

ARTICLE – 01

1. DEFINITIONS AND INTERPRETATION

1.1 In this Scheme of Arrangement, unless the subject or context otherwise requires, the following expressions shall bear the meanings specified against them below:

I.	**Act**	means the Companies Act, 2017, or any statutory modification or re-enactment thereof for the time being in force.
II.	**Companies**	means TPL and FTMM collectively.
III.	**Court**	means the Lahore High Court, Lahore or any other Court for the time being having jurisdiction under Sections 279 to 283, 285 and 505(1)(c) of the Companies Act, 2017.
IV.	**Effective Date**	means 00:00 hours on December 31, 2025.
V.	**FTMM/Transferor**	means First Treet Manufacturing Modaraba, a Modaraba incorporated in Pakistan under the Modaraba Companies and Modaraba (Floatation and Control) Ordinance, 1980, having its registered office at 72 – B, Quaid-e-Azam Industrial Estate, Kot Lakhpat, Lahore.
VI.	**FTMM Undertaking:**	means all the undertaking, business, assets, property, rights, title, interests, liabilities and obligations of FTMM as more particularly described in Article 3 below.
VII.	**Record Date**	means the date to be fixed by the directors of TPL after the Sanction Date, to determine the identities and entitlements of the certificate holders of FTMM.
VIII.	**Sanction Date**	means the date of the order of the Court passed in terms of relevant provisions of the Act and sanctioning the Scheme, on which date the Scheme becomes binding and operative in terms of the said order.
IX.	**Scheme:**	means this Scheme of Arrangement in its present form with any modification thereof or addition thereto (or conditions, if any) approved or imposed by the Court.
X.	**THL/Modaraba Management Company**	means Treet Holdings Limited, the managing company of FTMM, a company incorporated under the laws of Pakistan and having its registered office at 72 – B, Quaid-e-Azam Industrial Estate, Kot Lakhpat, Lahore.
XI.	**TPL/Transferee**	means Treet Packaging Limited, a company limited by shares incorporated in Pakistan, having its registered office at 72 – B, Quaid-e-Azam Industrial Estate, Kot Lakhpat, Lahore.

1.2 In this Scheme, unless the context otherwise requires:

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(a) References to persons shall include individuals, bodies corporate (wherever incorporated), unincorporated associations and partnerships;

(b) The headings are inserted for ease of reference only and shall not affect the construction or interpretation of this Scheme;

(c) References to one gender include all genders; and

(d) Words in the singular shall include the plural and vice versa.

1.3 Any references in the Scheme to "upon the Scheme becoming effective" or "effectiveness of the Scheme" shall mean the effective date.

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ARTICLE – 02

2. SHARE CAPITAL, SHAREHOLDING AND BOARD OF DIRECTORS

2.1 FIRST TREET MANUFACTURING MODARABA

CERTIFICATE CAPITAL OF FTMM

As of December 31, 2025, the authorized modaraba fund / certificate capital of FTMM is Rs. 9,000,000,000/- divided into 900,000,000 modaraba certificates of Rs. 10/- each and the issued, subscribed and paid-up certificate capital of FTMM is Rs. 1,955,999,940/- divided into 195,599,994 modaraba certificates of Rs. 10/- each.

PATTERN OF CERTIFICATE HOLDING OF FTMM AS ON December 31, 2025

Category of certificate holders	Certificates held	%
Syed Shahid Ali (Chairman/ Non-Executive Director)	0	0
Syed Sheharyar Ali (Chief Executive Officer)	4,747	0.0024
Mr. Imran Azim (Non-Executive Director)	0	0
Dr. Salman Faridi (Non-Executive Director)	0	0
Mr. Abdul Fadil Hameed (Independent Director)	0	0
Dr. Haroon Latif Khan (Independent Director)	0	0
Ms. Sidra Fatima Sheikh (Female/Independent Director)	0	0
Mr. Ahmad Shahid Hussain (Independent Director)	0	0
Individuals	1,295,693	0.6624
	-	-
Investment Companies	25,284	0.0129
Treet Corporation Limited	189,937,516	97.1051
Treet Holdings Limited	4,336,754	2.2172
Others		
Total	**195,599,994**	**100%**

FTMM is managed by the Modaraba Management Company. The shareholding and board composition of the Modaraba Management Company is as follows:

PATTERN OF SHAREHOLDING OF THL AS ON December 31, 2025

Sr. No.	Shareholders	Shares held	%
1.	Treet Corporation Limited	71,104,708	99.999955
2.	Directors	32	0.000045

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	Total	**71,104,740**	**100**

BOARD OF DIRECTORS OF THL AS ON December 31, 2025

1	Mr. Syed Shahid Ali	Chairman/ Non-Executive Director
2	Mr. Syed Sheharyar Ali	Chief Executive Officer
3	Mr. Imran Azim	Non-Executive Director
4	Mr. Abdul Fadil Hameed	Non-Executive Director
5	Dr. Salman Faridi	Non-Executive Director
6	Ms. Sidra Fatima Sheikh	Non-Executive Director
7	Dr. Haroon Latif Khan	Non-Executive Director
8	Mr. Ahmad Shahid Hussain	Non-Executive Director

2.2 TREET PACKAGING LIMITED

SHARE CAPITAL OF TPL

As of December 31, 2025, the authorized share capital of TPL is Rs. 1,000,000/- divided into 100,000 ordinary shares of Rs. 10/- each and the issued, subscribed and paid-up capital of TPL is Rs. 1,000,000/- divided into 100,000 ordinary shares of Rs. 10/- each.

PATTERN OF SHAREHOLDING OF TPL AS ON December 31, 2025

Sr. No.	Shareholders	Shares held	%
1.	Treet Corporation Limited	99,900	99.9
2.	Syed Sheharyar Ali	40	0.04
3.	Zunaira Dar	10	0.01
4.	Haroon Latif Khan	10	0.01
5.	Sidra Fatima Sheikh	10	0.01
6.	Mohammad Majid Munir	10	0.01
7.	Imran Aziz	10	0.01
8.	Ahmad Shahid Hussain	10	0.01
	Total	100,000	**100**

BOARD OF DIRECTORS OF TPL AS ON December 31, 2025

1	Mr. Syed Shahid Ali	Chairperson/Nominee Director (Treet Corporation Limited)
2	Syed Shahid Ali	Chief Executive Officer
3	Mrs. Zunaira Dar	Executive Director
4	Mr. Haroon Latif Khan	Independent Director
5	Ms. Sidra Fatima Sheikh	Female Independent Director
6	Mr. Mohammad Majid Munir	Non-Executive Director
7	Mr. Imran Aziz	Executive Director
8	Mr. Ahmad Shahid Hussain	Independent Director

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ARTICLE – 03

3. SCHEME OF ARRANGEMENT

3.1 OBJECTS

(1) Modarabas, at the time of their inception, represented a progressive and highly effective Islamic financing vehicle, enabling investors to participate in Shariah-compliant profit generating activities through a regulated and transparent framework. Furthermore, modarabas have played a significant role in the development of Shariah-compliant financing and investment structures in Pakistan by providing an effective platform for Islamic financing, leasing, trade-based transactions, and equity and investment portfolio management, while serving as an innovative and efficient vehicle for mobilising capital, promoting participation in Islamic modes of finance, and facilitating deployment of funds into commercially viable and asset-backed opportunities with increasing transparency over time.

(2) However, since FTMM is engaged in the manufacturing business and does not operate within the financial markets framework (traditionally associated with Modarabas), the evolving regulatory, commercial, and capital market landscape has necessitated structural consolidation and operational integration with broader corporate platform, both commercially prudent and strategically desirable, so as to preserve and enhance stakeholder value and facilitate further investment in the manufacturing business as further explained in Article 7 of the Scheme. Hence, the Scheme in its current form.

(3) The principal object of the Scheme is to effect a merger between TPL and FTMM by:

(a) Transferring to and vesting into TPL of the FTMM Undertaking, in consideration whereof, *inter alia*, fully paid ordinary shares of TPL shall be allotted to the certificate holders of FTMM as per the swap ratio, subject to the terms of the Scheme;

(b) The dissolution of FTMM without winding up;

(c) Subsequently, listing of TPL on Pakistan Stock Exchange as a public listed company, where its shares shall be traded in the same manner as the certificates of FTMM; and

(d) Thereafter, the Modaraba Management Company amending its Memorandum of Association and duly surrendering its registration.

3.2 THE FTMM UNDERTAKING AND ITS TRANSFER TO AND VESTING IN TPL

(1) FTMM and TPL shall be amalgamated by transfer to and vesting in TPL of the FTMM Undertaking, as subsisting immediately preceding the Sanction Date, and, accordingly, the entire FTMM Undertaking, as subsisting immediately preceding the Sanction Date, without further act or deed, matter or thing, process or procedure, shall be transferred to and vested in TPL as a going concern on the Sanction Date.

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(2) The FTMM Undertaking to be transferred to and vested in TPL under the Scheme constitutes the entire business, undertaking, assets, liabilities and obligations of FTMM as subsisting immediately preceding the Sanction Date which shall, without prejudice to the generality of the foregoing, mean and include the following:

(a) All assets and properties of FTMM, including without limitation, properties of all kinds and by whatever title held and whether movable or immovable or tangible or intangible or legally or beneficially owned by FTMM including but not limited to and without limiting the generality of the foregoing in particular:

(i) Any and all immovable property, factory land, buildings, movable assets including plant, machinery and equipment, whether leased or otherwise, any and all rights, title, interest, covenant, undertakings, liabilities including continuing rights, title and interest in connection with the immovable properties whether leasehold or otherwise comprised in this business undertaking together with all present and future liabilities including contingent liabilities and debts appertaining to this business undertaking;

(ii) All plant, machinery, equipment, spare parts, tools, appliances, computer systems and equipment, motor and other vehicles, furniture, fixture and fittings;

(iii) All stock-in-trade, inventory, stocks of fuel, raw materials, ingredients, packaging, office and laboratory supplies, engineering spares, consumable stores, work in progress, finished goods;

(iv) All contracts which remain in whole or in part to be performed at the Sanction Date entered into by or subsisting in favour of FTMM, inclusive of all rights and obligations of FTMM thereunder;

(v) All contracts, agreements, trusts, leases, hires, rentals, subleases, tenancies, conveyances, grants, instruments of transfer, engagements, commitments and arrangements entered into by FTMM or subsisting in favour of FTMM, inclusive of all rights and obligations of FTMM arising thereunder;

(vi) All actionable claims, books, trade and other debts or sums due, owing, accrued or payable to FTMM (whether or not invoiced and whether or not immediately due or payable), advances, deposits, prepayments and other receivables, loans made, investments, cash in hand and at banks or other depositories;

(vii) All historical and current documents, customer lists, product and supplier lists, catalogues, literature, employee records, documents of title, sales targets, sales statistics, market share statistics, marketing surveys and reports, marketing research and any advertising or other promotional material and other accounting (including management accounting reports) and other financial data whether in hard copy or in computer held form (including, for avoidance of doubt, such as microfilm and microfiche),

provided that the transfer and vesting of such assets and properties shall be subject to all mortgages, charges and other encumbrances subsisting thereon.

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(b) All debts and other liabilities and obligations (if any) of FTMM whether accrued or accruing or contingent and whether incurred solely or jointly with another or others including all amounts owing to banks, financial institutions and other creditors;

(c) All banking and other accounts maintained by FTMM and all the credit and debit (as the case may be) balances in such accounts;

(d) All rights, powers, authorities and privileges of every kind and description held by FTMM including without limitation, all registrations, licenses, permits, categories, entitlements, sanctions, approvals and permissions or otherwise concerning the investment in or carrying on of any business by FTMM or the businesses and other activities carried on by FTMM or any part thereof together with every and all renewals, validations and approvals, or other right, power, authority, or privilege, whatsoever;

(e) All connections and facilities for telecommunication owned by or leased or licensed to FTMM, including telephones, internet, and facsimile and the benefit of all payments and deposits made by or for the account of FTMM in connection therewith;

(f) All connections, meters and other installations owned by or leased or licensed to FTMM for the supply of electricity, gas and water and the benefit of all payments and deposits made by or for the account of FTMM in connection therewith;

(g) All liabilities of FTMM on account of such of its employees who may have agreed to accept employment with TPL in lieu of their employment with FTMM upon the merger of FTMM with TPL becoming effective, or former employees, including such liabilities payable on termination of service by way of gratuity, redundancy, provident fund, pension or otherwise;

(h) The contracts of employment between FTMM and such of its employees who have agreed to accept employment with TPL in lieu of their employment with FTMM upon the merger of FTMM with TPL becoming effective, and the rights and obligations of FTMM arising under such contracts;

(i) All rights, title and interest of FTMM anywhere in the world and the goodwill in respect of any trademarks, service marks, trade names, trading styles, copyrights, designs, patents, inventions, secret processes, know-how and confidential information, including without limitation, any licenses (inclusive of the benefits and burdens of such license) for the same, and any applications or rights to apply for protection or registration of any of the same and any continuing, re-issue, divisional and re-examination patent application and goodwill of FTMM in respect of each and all of its businesses and activities;

(j) All rights, title and interest of FTMM in technical data and know-how, industrial and technical information, trade secrets, confidential information, drawings, formulations, technical reports, operating and testing procedures, instruction manuals, raw materials or production specifications, the result of research and development work, whether in hard copy or in computer held form (including, for avoidance of doubt, such media as microfilm and microfiche) and computer software;

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(k) All licenses, permits and authorizations for the import or export of any plant, machinery, equipment, materials, goods, articles or things and all bills of entry, airway bills, bills of lading or other documents of title relating thereto and all letters of credit and other payment orders and all rights, titles and privileges, benefits, liabilities and obligations of FTMM arising thereunder or pursuant thereto or in relation thereof;

(l) All other rights, powers, authorities and privileges of FTMM, including without limitation:

(i) All registrations, licenses, permits, categories, entitlements, authorizations, sanctions, permissions and approvals issued or granted by any government, government department or agency, or any statutory or local authority or any municipal corporation to FTMM;

(ii) All concessions, entitlements, tariff protections and duty and tax exemptions and remissions;

(iii) All credits and refunds on account of sales tax, income tax, custom duty, octroi and other duties, levies, fees, charges, or imposts paid on account of, or in connection with any properties, assets or materials comprised in the FTMM Undertaking and inclusive of the right to adjust the amount of sales tax paid on the services acquired, purchase, acquisition or import thereof (input tax) against sales tax payable by FTMM on goods sold by it (output tax); and

(iv) All rights against third parties (including sub-contracts and any retention of title rights);

(m) All loans, advances, finances, leases and banking facilities provided to or agreed to be provided to FTMM inclusive of interest, mark-up or other return and bank charges in respect thereof;

(n) All amounts owing (whether or not due for payment) or payable by FTMM and which are unpaid at the Sanction Date in respect of the supply of goods, utilities and services (including without limitation credit notes granted and advances received from suppliers or customers) to FTMM;

(o) The benefits of any policies of insurance issued to or otherwise available to FTMM;

(p) The benefit of all capital allowances, tax credits and tax losses;

(q) The liabilities of FTMM for payment of taxes and the entitlements of FTMM to credit or refund of payments made for or in respect of any assessment or liability for taxes including advance tax collections; and

(r) The benefits of all taxes on income, including but not limited to advance tax and withholding taxes, collected or deducted in the name of FTMM.

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(3) The amalgamation in accordance with the Scheme, and the transfer to and vesting in TPL of the FTMM Undertaking, shall be treated as having taken effect from the Effective Date and, as from that time and until the Sanction Date, the FTMM Undertaking (inclusive of the businesses, operations and other activities of FTMM) shall be deemed to have been carried on by FTMM for and on account of and for the benefit of TPL. All profits and losses accruing or arising or incurred by FTMM through the operation of the FTMM Undertaking (inclusive of the businesses, operations and other activities of FTMM), from the Effective Date shall be treated as the profits or losses, as the case may be, of TPL.

(4) The profits, reserves and surpluses (if any) of FTMM during the period from the Effective Date to the Sanction Date shall not be utilized by FTMM for or in connection with the declaration of dividends or the issuance of bonus shares or otherwise than in the operation of the FTMM Undertaking in the ordinary course of business.

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ARTICLE – 04

4. CONSIDERATION AND ISSUANCE OF SHARES BY TPL

4.1 MERGER OF FTMM

(a) After the Sanction Date and as consideration for the transfer to and vesting in TPL of the FTMM Undertaking, TPL shall issue and allot ordinary shares of Rs. 10/- each of TPL credited as fully paid up to the persons who, on the Record Date (which will be fixed by the directors of TPL after the Sanction Date), are registered holders of the certificates of FTMM, and such allotment shall be made in respect of every 01 (one) certificate of Rs. 10/- each of FTMM, there shall be allotted 01 (one) ordinary share of Rs. 10/- each of TPL to the certificate holders of FTMM, as per the certificate prepared by Kreston Hyder Bhimji & Co., Chartered Accountants, attached hereto as Schedule A.

(b) If required, prior to the Record Date, the authorised capital of TPL shall be increased to such amount as may be necessary to issue the aforementioned shares of TPL to the certificate holders of FTMM in terms of this Scheme.

(c) All entitlements of the registered holders of FTMM certificates to the ordinary shares of TPL shall be determined in the proportions aforesaid. Fractional shares shall not be issued. All fractions less than a share shall be consolidated into whole shares which shall be disposed of by the Board of Directors of TPL.

(d) At least 07 (seven) days' notice of the Record Date shall be given, in the manner provided in the prospectus of FTMM, to the registered holders of FTMM shares. Such notice shall specify the date by which the certificate holders of FTMM shall deliver to TPL, for cancellation, all share certificates representing the ordinary shares in FTMM held by them, and such share certificates shall be delivered to TPL on or before that date.

(e) The share certificates relating to issued and paid up ordinary shares of FTMM held by the certificate holders of FTMM on the Record Date shall, as on the Record Date, stand cancelled and, upon delivery to TPL of the share certificates, shall entitle each such certificate holders of FTMM to share certificates of TPL for the number of fully paid shares in TPL to which such certificate holders of FTMM are entitled in accordance with sub-clauses (a) and (b) above.

(f) The allotment of the ordinary shares of TPL in accordance with sub-clause (a) above hereof shall be made by TPL within thirty (30) days from the Record Date. The share certificates for such shares shall be made ready for delivery as soon as practicable thereafter and notice of their readiness for delivery shall be given to the persons entitled thereof in the manner provided in the articles of association of TPL. Share certificates not collected within the time specified in any such notice shall be sent by registered post in prepaid envelopes addressed to the persons entitled thereto at their respective registered addresses. In the case of joint holders, share certificates may be delivered to or may be sent by post or by courier to the address of one of the joint holders whose name stands first in respect of such joint holding. TPL shall not be responsible for the loss of any share certificate in transmission. In case such shares cannot be delivered as aforesaid, they will be held by TPL in safe custody for the relevant certificate holders of FTMM (and/or their respective successors-in-interest).

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(g) Upon allotment of the ordinary shares of TPL to the certificate holders of FTMM in the manner aforesaid, all share certificates representing the ordinary shares of FTMM held by the certificate holders of FTMM shall stand cancelled and the entitlements of the certificate holders of FTMM shall stand fully satisfied.

(h) The ordinary shares of TPL, upon issue and allotment pursuant to this Scheme, shall rank pari passu with the existing ordinary shares of TPL in all respects and shall be entitled to all dividends declared after the Sanction Date.

(i) On the Sanction Date, the authorized capital of FTMM of Rs. 9,000,000,000/- shall be merged and combined with the authorized capital of TPL of Rs. 1,000,000/- and, as a consequence of approval of the Scheme, the authorized capital of TPL shall be Rs. 9,001,000,000/- divided into 900,100,000/- ordinary shares of Rs. 10/- each.

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For Tree Manufacturing Modaraba

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ARTICLE – 05

5. FTMM'S RIGHTS, LIABILITIES AND OBLIGATIONS

5.1 LITIGATION/AGREEMENT/CONTRACTS/RESOLUTIONS

(a) All pending suits, appeals, arbitrations, governmental investigations and any other legal proceedings by or against FTMM, if any, on the Sanction Date, shall be treated as suits, appeals, arbitrations, governmental investigations and other legal proceedings continued and enforced by or against TPL with the same legal effect and force and may be continued, prosecuted and enforced by or against TPL.

(b) All contracts, agreements, trusts, leases, conveyances, commitments, engagements and arrangements, grants, instruments of transfer, rights, powers, authorities and privileges entered into by or subsisting in favour of FTMM, upon being transferred to and vested in TPL pursuant to the Scheme, shall remain in full force and effect as if originally entered into by or granted in favour of TPL instead of FTMM, as the case may be, and TPL may enforce all rights and shall perform all obligations and discharge all liabilities arising thereunder accordingly. After the Sanction Date, any reference in agreement, deed, or document of FTMM shall be deemed to be, and construed as, a reference to TPL.

(c) The resolutions, if any, of directors and certificate holders of FTMM, which are valid and subsisting on the Sanction Date, shall continue to be valid and subsisting and be considered as resolutions of directors and shareholders of TPL.

5.2 CREDITORS

The debts, liabilities and obligations of FTMM comprised in the FTMM Undertaking, upon being transferred to and vested in TPL in accordance with the Scheme, shall be treated as the debts, liabilities and obligations of TPL as if originally incurred by TPL instead of FTMM, as the case may be, and TPL shall pay and discharge all such debts and liabilities and shall perform all such obligations accordingly. The aforesaid shall not affect the respective rankings of the existing security interests of the creditors on the assets of FTMM and TPL.

5.3 RECEIVABLES / DEBTORS

All receivables of FTMM, upon being transferred to and vested in TPL in accordance with the Scheme, shall be treated as the receivables of TPL as if originally owing to TPL instead of FTMM, and TPL shall receive all such proceeds accordingly.

5.4 EMPLOYEES

(a) On and from the Sanction Date, all such employees of FTMM who have agreed to accept employment with TPL, in lieu of their employment with FTMM, shall continue to be in service with TPL on the terms and conditions applicable to them in FTMM immediately preceding the Sanction Date, including those relating to payment of provident fund, gratuity

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and pension as applicable, and with the benefit of past service in FTMM, as the case may be and other dues if applicable under their respective terms of service.

(b) All deeds, rules and other instruments relating to the provident fund, pension fund and gratuity fund established by FTMM, as the case may be, shall remain in full force and effect for the benefit of all employees of FTMM who have accepted employment with TPL, as the case may be, as if originally TPL was a party thereto and was mentioned therein instead of FTMM, as the case may be, and TPL may enforce all rights and shall perform all obligations and discharge all liabilities arising thereunder accordingly.

5.5 **TAXES**

After the Sanction Date, TPL shall be entitled to the benefit/credit of all taxes, duties etc. withheld/deducted from, or paid by, FTMM any time on or after the Effective Date, including income tax, advance tax, withholding tax, sales tax, excise duty etc.

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ARTICLE – 06

6 UNDERTAKINGS

6.1 TPL and FTMM hereby undertake that from the Effective Date up to and including the Sanction Date:

(a) it shall be deemed that FTMM carried on (and is carrying on) for and on behalf of and in trust for and benefit of TPL all its business, operations and activities with reasonable care and prudence;

(b) all profits accruing or losses arising or incurred relating to or connected with FTMM from the Effective Date till the Sanction Date shall, for all purposes, be on account of and treated as the profits or losses, as the case may be, of TPL, wherein FTMM Undertaking is being transferred and vested in terms of this Scheme;

(c) all taxes paid by FTMM shall be deemed to be on behalf of and for benefit of TPL; and

(d) For the avoidance of doubt, it is clarified that the sales pertaining to FTMM Undertaking shall be, during the period from the Effective Date till the Sanction Date, reported in monthly sales tax returns of FTMM for sales tax purposes. Furthermore, sales pertaining to the FTMM Undertaking shall be reported in annual income tax returns of FTMM, if income tax return filing date falls before the Sanction Date. If income tax return filing date falls after the Sanction Date, these sales shall be reported in annual income tax return of TPL.

6.2 TPL and FTMM shall take all actions and execute all formalities considered by the Board of Directors of TPL necessary and expedient to properly and smoothly cause the transfer and vesting of FTMM Undertaking in the manner stated in this Scheme and shall carry out and execute the Scheme pursuant to and in accordance with the order of the Court.

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ARTICLE – 07

7 BENEFITS OF MERGER

The benefits accruing from the merger of FTMM with TPL include:

(a) The business set up under a single company would be enlarged with a larger asset base, with more opportunities and options for employment of funds.

(b) The administrative costs incurred by the Companies will be considerably reduced as:

(i) Only a single Board of Directors will be required to administer the merged/amalgamated entity;

(ii) Subsequent to the merger/amalgamation, only one Annual General Meeting will be required to be held;

(iii) Only one register of shareholders, one set of books and records will be required to be maintained and one set of forms etc. will be filed with various government agencies; and

(iv) Only one administrative office would be required for managing the affairs of the merged/amalgamated company.

(c) As a result of the said transfer, re-organization of capital and amalgamation, there will be considerable cost saving through streamlined procedures and reduction in overhead and working expenses. There will also be an increase in efficiency by reason of unified control. The consequent improvement in the operations shall ultimately ensure the benefit of the certificate holders, employees, customers and others generally;

(d) The said transfer of undertaking and amalgamation of capital will be to the advantage of certificate holders, creditors and employees of the Companies for the following reasons:

(i) Reduced overhead costs and unified business are likely to result in enhanced revenues and lower costs. hence the prospects of higher profitability with its likely consequences of better dividends to certificate holders shall also increase;

(ii) The pooling of the assets and resources will enhance the security available to creditors; and

(iii) The enhanced commercial viability is likely to benefit the employees of the Companies.

(e) FTMM is a multipurpose Modaraba allowed to engage in all types of business activities, including manufacturing, marketing etc. However, companies are provided with more flexible legislative options and less regulatory hurdles to conduct business operations compared to Modaraba including, incorporating new subsidiaries for new

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businesses and raising capital from capital markets with ease of managing distinct business divisions independent of one another. Consequently, TPL will have greater flexibility to operate its businesses and plan out a business growth plan; and

(f) The certificate holders of FTMM shall hold shares in TPL thereby becoming shareholders in TPL, giving the shareholders the ability to continue to remain invested in the Treet group, giving them greater flexibility in managing their investments as opposed to Modaraba.

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ARTICLE – 08

8 EFFECTIVENESS

(a) The Scheme shall become effective and operative on the Sanction Date and shall be deemed to have taken effect from the Effective Date.

(b) As of the Sanction Date, the terms of this Scheme shall be binding on TPL and FTMM and their respective members, and also on all its/their employees (save for employees of FTMM who have opted to not continue in employment with TPL) and also on all the debtors and creditors of the Companies and any person having any right or liability in relation to them.

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For TREET Packaging Limited

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ARTICLE – 09

9 MISCELLANEOUS

(a) FTMM shall be dissolved, without winding up, on the date on which the ordinary shares of TPL are allotted to the certificate holders of FTMM in terms of this Scheme or on such later date as the Court by order may prescribe.

(b) This Scheme is subject to the sanction of the Court and may be sanctioned in its present form or with any modification thereof or addition thereto as the Court may approve and this Scheme, with such modification or addition if any, is also subject to any conditions which the Court may impose.

(c) The No Objection Certificate dated September 01, 2026, issued by the Modaraba Division of the Securities and Exchange Commission of Pakistan and attached hereto as Schedule B to the Scheme, shall form part of this Scheme.

(d) The Board of Directors of TPL and FTMM have approved the foregoing Scheme for submission to the Court. Consequent thereupon, a petition will be submitted to the Court for obtaining sanction of this Scheme formulated in terms of the provisions of Section 279 and all other enabling provisions of the Act and for an order under Section 282 of the Act for carrying the Scheme into effect. The Board of Directors of both entities may, in their absolute discretion, consent jointly on behalf of all concerned to any modifications of or additions or alterations to this Scheme or to any conditions which the Court may think fit to impose and may give such directions as they may consider necessary to settle any questions or difficulty arising under this Scheme or in regard to its implementation or in any matter connected therewith. Notwithstanding sub-clause (b) aforesaid, the Board of Directors of both Companies may generally or with regard to any specific issue or matter related to the execution and implementation of the Scheme upon its due approval by the Court, authorize any person(s) or committee of persons to carry out such acts, deeds and things as may be deemed from time to time expedient and necessary for a proper and smooth implementation of the Scheme.

(e) After the Sanction Date, the shares of TPL shall be technically listed on the Pakistan Stock Exchange in accordance with applicable rules and regulations.

(f) All costs, charges and expenses incurred in connection with the transfer to and vesting in TPL of the FTMM Undertaking and all other costs, charges and expenses incurred in respect of the preparation of this Scheme and carrying the same into effect shall be borne and paid by FTMM.

Scheme Dated: **February 26, 2026**

Company Secretary
First Treet Manufacturing Modaraba

Company Secretary
Treet Packaging Limited

SCHEDULE A



Certified True Copy

Company Secretary
TREET PACKAGING LIMITED

KRESTON
HYDER BHIMJI & CO
CHARTERED ACCOUNTANTS

37

Amin Building,
65 - The Mall, Lahore.
Phone: 042-37352661-37321043
Email: krestonhb@gmail.com

HB/26-201

The Board of Directors,
Treet Holdings Limited
(The Management Company of FTMM)
72-B, Kot Lakhpat, Lahore

The Board of Directors,
Treet Packaging Limited
72-B, Kot Lakhpat, Lahore

Dear Sirs,

AUDITORS' CERTIFICATE ON SHARE SWAP RATIO

We have been requested to certify the basis of determination of share swap ratio as on December 31, 2025 upon proposed transfer of and vesting in Treet Packaging Limited of all the net assets of First Treet Manufacturing Modaraba (FTMM) under the scheme of Compromises, Arrangement and Reconstruction in terms of provisions of Sections 279 to 282 and all other enabling provisions of the Companies Act, 2017.

SCHEME OF ARRANGEMENT (*PURPOSE AND OBJECTS*)

Under the intended scheme of arrangement, the Management Company of the FTMM is desirous of transferring all the net assets of FTMM into Treet Packaging Limited (TPL). The objective of the scheme is to transfer the entire undertaking of FTMM into a newly formed public listed company and to explore its value through the availability of additional funds. As per the scheme, all the net assets of FTMM are to be transferred to TPL at their respective carrying values as are appearing at December 31, 2025.

SHARE CAPITAL and MANAGEMENT

The Certificate Capital of FTMM shall be swapped under the Scheme with the shares of TPL as per the SWAP ratio determined in the Scheme by the management of FTMM and TPL. Each certificate-holder of FTMM shall get equal shares of TPL as held by it in FTMM as per the SWAP Ratio determined in the Scheme by the management.

TPL shall issue share certificates to the existing certificate-holders of FTMM in proportion to the number of certificates already held by them in FTMM that would be comprising 195,599,994 ordinary certificates of Rs. 10 each.

SCOPE OF THE CERTIFICATE

The management of the FTMM and TPL along with their members are in the process of filing the Scheme of arrangement of FTMM in a manner where all its assets and related liabilities shall be transferred to TPL and retained by it as decided by their respective management, subject to the approval of the Honourable Lahore High Court, Lahore, on the Scheme of Compromises, Arrangement and Reconstruction in terms of provisions of sections 279 to 282 and all other enabling provisions of the Companies Act, 2017.

MANAGEMENT'S RESPONSIBILITY

It is the management's responsibility to prepare the share swap ratio in accordance with the Scheme of Arrangement under sections 279 to 282 and all other enabling provisions of the Companies Act, 2017. This certificate does not relieve the management from its responsibility.

AUDITOR'S RESPONSIBILITY

Our responsibility is to certify that the share swap ratio has been properly decided and determined by the management as per the spirit of the scheme of arrangement for the purpose of issuance of new shares of TPL (Transferee) to the existing certificate-holders of FTMM (Transferor) against the net assets transferred to the transferee in the ratio as decided by the management.

Certified True Copy

Company Secretary
TREET PACKAGING LIMITED

KRESTON
HYDER BHIMJI & CO
CHARTERED ACCOUNTANTS

Amin Building,
65 - The Mall, Lahore.
Phone: 042-37352661-37321043
Email: krestonhb@gmail.com

Accordingly, our verification was limited to the following procedures:

1. We have obtained information about the net assets of the FTMM to be transferred to a newly formed company TPL from its duly reviewed condensed interim financial statements as on December 31, 2025.

2. We have obtained the pattern of shareholding of FTMM as at December 31, 2025 for the purpose of determination of the party wise shares to be issued to its each respective certificate-holder by the TPL in proportion to the certificates already held by each of them in FTMM of same class, kind and face value.

3. We have verified the determination of the swap ratio as prepared by the management of the FTMM to effectuate the scheme of arrangement (attached as **Annexure - A**).

4. We have checked that all the financial information used in the swap ratio regarding the assets and liabilities is based on the duly reviewed condensed interim financial statements of FTMM and according to the provisions of the proposed scheme of arrangement as approved by the Board of Directors and members of FTMM.

5. We have checked that the net assets of FTMM are transferred at carrying values as at December 31, 2025 based on its duly reviewed condensed interim financial statements to the TPL (transferee) as per the 1:1 criterion as decided by the management that also serves the basis for the determination of swap ratio regarding the net assets transferred and issuance of shares by the TPL there-against.

CERTIFICATE

Based on the procedures mentioned above, we certify that the shares to be issued by the TPL (transferee) to the existing certificate-holders of FTMM under the scheme of arrangement in a swap ratio of 1:1 i.e. 1 ordinary share in TPL for every 1 ordinary certificate held in FTMM (**Referred to Annexure – A**).

We hereby certify that the shares to be issued by the TPL to the existing certificate-holders of FTMM under the scheme of arrangement are determined as per the swap ratio of 1:1 i.e. 1 ordinary share in TPL for every 1 ordinary certificate held in FTMM (**Referred to Annexure – A**).

Our certificate is in accordance with the "Guidelines for issue of Certificates for Special Purposes by Practicing Chartered Accountant Firms" issued by the Institute of Chartered Accountants of Pakistan (ICAP). Our verification was limited to the information as mentioned above.

Restriction on use and distribution

This certificate is being issued on the specific request of the Management Company of FTMM for the purpose of submission to the Honorable Lahore High Court, Lahore in connection with the Scheme of Compromises, Arrangement and Reconstruction for the transfer of all the net assets of FTMM to and vesting in TPL and the onward issuance of shares to the existing certificate-holders of FTMM by the TPL in terms of the provisions of sections 279 to 282 and all other enabling provisions of the Companies Act, 2017 and shall not be used for any other purpose specified therein.

Kreston Hyder Bhimji

KRESTON HYDER BHIMJI & CO.
CHARTERED ACCOUNTANTS

Lahore: February 26, 2026

FIRST TREET MANUFACTURING MODARABA
FTMM

Certified True Copy

Company Secretary
TREET PACKAGING LIMITED

ANNEXURE - A

FIRST TREET MANUFACTURING MODARABA (FTMM)
STATEMENT OF ASSETS AND LIABILITIES OF FTMM AS AT DECEMBER 31, 2025

	Rs. in 000s
Assets	
Non-current assets	
Property, plant and equipment	346,916
Long term loans and deposits	9,654
Deferred taxation	15,010
	371,580
Current assets	
Stores and spares	92,352
Stock in trade	451,143
Trade debts	1,249,126
Advances, deposits, prepayments and other receivables	373,724
Taxes recoverable / adjustable	1,183,074
Cash and bank balances	198,568
	3,547,987
Total assets	3,919,567
Non-Current liabilities	
Deferred liabilities - employees retirement benefits	16,628
Current liabilities	
Retention money payable	14,289
Trade and other payables	1,089,647
Provision for taxation	25,243
	1,129,179
Net Assets	2,773,760
SWAP Ratio	
Issued, subscribed and paid up certificate capital	
195,599,994 certificate of Rs. 10 each	1,956,000
(All the net assets of FTMM are to be vesting in TPL at one to one parity)	
SWAP Ratio per share	1:1

1 ordinary share of Treet Packaging Limited shall be issued against every One Certificate held in First Treet Manufacturing Modaraba

Chief Financial Officer

Director

Chief Executive

FIRST TREET MANUFACTURING MODARABA

Certified True Copy

Company Secretary
TREET PACKAGING LIMITED

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SCHEDULE B



Certified True Copy

Company Secretary
TREET PACKAGING LIMITED

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SECURITIES & EXCHANGE COMMISSION OF PAKISTAN

SECP

Specialized Companies Division
Islamic Finance Department

***

File No: SECP/M/RS/FTMM/50/319 Dated: 01/09/2026

Ms. Zunaira Dar,
Company Secretary,
First Treet Manufacturing Modaraba,
Managed by Treet Holdings Limited,
72-B, Kot Lakhpat Industrial Area,
Lahore.

Subject: **APPLICATION FOR ISSUANCE OF NOC IN RESPECT OF CORPORATE RESTRUCTURING/ MERGER OF FIRST TREET MANUFACTURING MODARABA INTO TREET PACKAGING LIMITED.**

Dear Madam,

This is with reference to the correspondence resting with your application dated March 12, 2026, regarding the proposed merger of First Treet Manufacturing Modaraba ("FTMM") into Treet Packaging Limited ("TPL").

2. It is hereby informed that the Registrar Modaraba has no objection to the proposed merger, subject to the following conditions:

a) Obtaining approval of the certificate holders of FTMM in accordance with section 279 of the Companies Act, 2017;
b) Compliance with the applicable listing requirements of the Pakistan Stock Exchange, along with all other applicable regulatory requirements and obtaining the requisite approvals and consents for the transfer of assets;
c) Treet Holdings Limited shall surrender its registration as a Modaraba Company and make necessary amendments to its Memorandum and Articles of Association accordingly;
d) Submission of a report to the Registrar Modaraba, regarding the decision of the Court in the matter; and
e) Upon completion of the merger process and submission of the certified copy of the order of the Court, FTMM shall stand dissolved without winding up, and its name shall accordingly be struck off from the Register of Modarabas maintained by this Office.

Yours truly,

(Malik Asif Karim Awan)
Deputy Director

Certified True Copy
Company Secretary
First Treet Manufacturing Modaraba

FIRST TREET MANUFACTURING MODARABA

Certified True Copy

Company Secretary
TREET PACKAGING LIMITED

Treet
FTMM

First Treet Manufacturing Modaraba
(Managed By Treet Holdings Limited)
72-B, Kot Lakhpat Industrial Area,
Peco Road, Lahore 54000, Pakistan

+92-42-1111-TREET (87338)
www.ftmm.com.pk

"B"

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EXTRACTS OF MINUTES OF MEETING OF THE BOARD OF DIRECTORS OF FIRST TREET MANUFACTURING MODARABA ("FTMM") (MANAGED BY TREET HOLDING LIMITED) HELD ON FEBRUARY 26, 2026

Agenda Item No. 8: **UPDATE ON MERGER BETWEEN FTMM AND TREET PACKAGING LIMITED (TPL) AND RELATED APPROVALS THEREOF**

After due deliberation, the Board approved the Scheme of Arrangement, including the proposed swap ratio and the pre and post-merger financial position of Treet Packaging Limited ("**TPL**").

The Board took note of the above and authorized the Company Secretary and the management, in coordination with the legal counsel, to undertake all necessary actions, filings, and regulatory compliances required for implementation of the Scheme of Arrangement ("**Scheme**") and completion of the merger process.

Following deliberation, it was:

RESOLVED THAT, the Scheme for, inter alia, amalgamation of FTMM and TPL by transfer to and vesting in TPL of the entire undertaking of FTMM inclusive of all properties, assets, liabilities and obligations of FTMM, issue of shares of TPL to members of FTMM, be and is hereby approved and adopted, along with any modifications / amendments required, or conditions imposed by the Honorable Lahore High Court, subject to sanction of Scheme by Lahore High Court, in terms of the provisions of the Companies Act, 2017.

FURTHER RESOLVED THAT, approval of the Board be and is hereby accorded for submission of the Scheme to the Securities and Exchange Commission of Pakistan (SECP) for review and approval by the Merger Committee and the Modaraba Wing.

FURTHER RESOLVED THAT, the swap ratio of One (1) fully paid ordinary share(s) of TPL for every one (1) certificate(s) of FTMM, as determined in the swap ratio certificate annexed at Schedule A of the Scheme issued by M/s Kreston Hyder Bhimji & Co, be and is hereby approved, and that, in consideration of the transfer to and vesting in TPL of the FTMM Undertaking, fully paid ordinary shares of TPL shall, inter alia, be allotted to the certificate holders of FTMM as per the said swap ratio, subject to the terms of the Scheme.

FURTHER RESOLVED THAT, the Chief Executive Officer, Chief Financial Officer and Company Secretary be and are hereby severally authorized to take any and all necessary steps and actions for implementing the Scheme, including, without limitation, to seek any and all consents and approvals, to execute and (where required) file all necessary applications, documents, statutory returns, declarations and undertakings and to appear and make representations before any regulatory or other authority, as may be necessary or conducive for and in connection with the Scheme and to sign, issue and dispatch all such documents and notices and to do all acts, deeds and things, as may be necessary for carrying out the aforesaid purposes and giving full effect to the Scheme.

Certified True Copy

.....

Company Secretary
First Treet Manufacturing Modaraba

First Treet Manufacturing Modaraba
(Managed By Treet Holdings Limited)
72-B, Kot Lakhpat Industrial Area,
Peco Road, Lahore 54000, Pakistan
+92-42-1111-TREET (87338)
www.ftmm.com.pk

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FIRST TREET MANUFACTURING MODARABA (FTMM) (Managed by Treet Holdings Limited)
Board Resolution by Circulation under Section 179 of the Companies Act, 2017

Date: October 15, 2025
Registered Office: 72-B, Quaid-e-Azam Industrial Estate, Kot Lakhpat, Lahore, Pakistan

CERTIFIED TRUE COPY OF CIRCULAR RESOLUTION OF THE BOARD OF DIRECTORS

This resolution is being circulated to the Directors of First Treet Manufacturing Modaraba ("FTMM" or "Modaraba") in accordance with Section 179 of the Companies Act, 2017 for approval by unanimous written consent in lieu of a meeting of the Board.

Subject: Approval of Corporate Restructuring through Scheme of Arrangement (Merger) and Surrender of Modaraba License

WHEREAS, the Board of Directors, during its duly convened meeting held on 30 September 2025, deliberated in detail under Agenda Item 13 on the future restructuring of FTMM and considered various strategic options with respect to the long-term business structure of the Modaraba; and

WHEREAS, during the said meeting, the Board directed management to evaluate and revert with the most appropriate restructuring mode, considering legal, commercial and tax implications, in line with applicable laws and in the best interest of certificate holders, and to present the proposal for Board approval via circular resolution; and

WHEREAS, management has, in compliance with the above directive, duly evaluated multiple restructuring options, including demerger, business transfer and amalgamation, and concluded that Corporate Restructuring through a Scheme of Arrangement (Merger) under Sections 279–285 of the Companies Act, 2017 and any other applicable provisions is legally compliant, commercially viable, and operationally efficient; and

WHEREAS, the recommended transaction structure contemplates that FTMM shall be merged and vested into a newly incorporated Public Limited Company by order of the Hon'ble Lahore High Court, thereafter surrendering its Modaraba license and proceed towards winding up in accordance with applicable law; and

WHEREAS, the Board in its meeting held on 30 September 2025 further deliberated on long-term restructuring objectives, including enhancing operating efficiency, enabling access to conventional banking and capital markets, unlocking shareholder value, and creating a sustainable corporate structure for future growth, and the Board has now reviewed and accepted management's recommendation in this context.

Certified True Copy
Company Secretary
First Treet Manufacturing Modaraba

First Treet Manufacturing Modaraba
(Managed By Treet Holdings Limited)
72-B, Kot Lakhpat Industrial Area,
Peco Road, Lahore 54000, Pakistan
+92-42-1111-TREET (87338)
www.ftmm.com.pk

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NOW, THEREFORE, IT IS HEREBY RESOLVED THAT:

1. Approval of Restructuring Transaction

The Board hereby approves the Corporate Restructuring of FTMM through a Scheme of Arrangement (Merger) under Sections 279–285 of the Companies Act, 2017 and any other applicable provisions, whereby FTMM shall be merged into newly incorporated Public Limited Company, subject to receipt of all requisite approvals.

2. Surrender of Modaraba License & Winding Up

Upon the Scheme becoming effective by order of the Hon'ble Lahore High Court, FTMM shall surrender its Modaraba license to the Registrar Modaraba Companies under the Modaraba Companies & Modaraba (Floatation and Control) Ordinance, 1980 and proceed toward winding up in accordance with the applicable law.

3. Approvals & Compliance

The Scheme of Arrangement (Merger) shall be subject to regulatory approvals from:

- Securities and Exchange Commission of Pakistan (SECP)
- Registrar Modaraba Companies
- Pakistan Stock Exchange (PSX) under Clause 5.6.1(a)
- Competition Commission of Pakistan (CCP) under Section 11 of the Competition Act, 2010 and Merger Regulations 2016 (pre-merger clearance, if applicable)
- Certificate Holders and Creditors (as required)
- Hon'ble Lahore High Court

4. Scheme Documentation

Management is authorised to:

- Prepare and finalise the Scheme of Arrangement (Merger)
- Issue notices and publish statutory advertisements
- Conduct Court-directed meetings
- Prepare pre/post-merger financials
- Obtain valuation and fairness opinions (if required)
- File all applications, petitions and documents with SECP, PSX, CCP and LHC

5. Authority to Act

Mr. Syed Sheharyar Ali (CEO) and Ms. Zunaira Dar (Group Chief Legal Officer & Company Secretary) are hereby jointly and severally authorised to:

Certified True Copy

Company Secretary
First Treet Manufacturing Modaraba

First Treet Manufacturing Modaraba
(Managed By Treet Holdings Limited)
72-B, Kot Lakhpat Industrial Area,
Peco Road, Lahore 54000, Pakistan
+92-42-1111-TREET (87338)
www.ftmm.com.pk

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- Sign, verify and submit all applications, affidavits, pleadings and statutory returns
- Execute and submit documents before SECP, PSX, CCP, Registrar Modaraba Companies and the Lahore High Court
- Engage legal, financial and professional advisors
- Do all acts necessary to implement this resolution

6. Disclosure to PSX

The Company Secretary is authorised to notify this material information to Pakistan Stock Exchange under Section 5.6.1 of the PSX rule book and section 96 of the Securities Act, 2015.

This resolution is circulated to all Directors and is effective upon approval in accordance with Section 179 of the Companies Act, 2017.

Yours faithfully,

Certified True Copy

Company Secretary
First Treet Manufacturing Modaraba

Zunaira Dar
Chief Legal Officer & Company Secretary

Treet Holdings LIMITED

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NTN: 189285-7
STN: 0309821200391

CERTIFIED TRUE COPY OF RESOLUTIONS PASSED BY THE BOARD OF DIRECTORS OF FIRST TREET MANUFACTURING MODARABA ("FTMM") (MANAGED BY TREET HOLDINGS LIMITED) THROUGH CIRCULATION DATED MARCH 11, 2026

WHEREAS, the FTMM and Treet Packaging Limited ("**TPL**") intend to enter into a Scheme of Arrangement ("**Scheme**"), in terms of Section 279 to 283, 285 and 505(1)(c) of the Companies Act, 2017 ("**Act**"), for *inter alia* amalgamation of FTMM and TPL by transfer to and vesting in TPL of the entire undertaking of FTMM inclusive of all properties, assets, liabilities and obligations of FTMM and issue of shares of TPL to members of FTMM.

In view of the foregoing, approval of Board of Directors of FTMM is hereby sought as follows:

RESOLVED THAT, the Scheme for, *inter alia*, amalgamation of FTMM and TPL by transfer to and vesting in TPL of the entire undertaking of FTMM inclusive of all properties, assets, liabilities and obligations of FTMM, issue of shares of TPL to members of FTMM, be and is hereby approved and adopted, along with any modifications / amendments required, or conditions imposed by the Honorable Lahore High Court, subject to sanction of Scheme by Lahore High Court, in terms of the provisions of the Companies Act, 2017.

RESOLVED FURTHER THAT, the Chief Executive Officer, Chief Financial Officer and Company Secretary be and are hereby severally authorized to take any and all necessary steps and actions for implementing the Scheme, including, without limitation, to seek any and all consents and approvals, to execute and (where required) file all necessary applications, documents, statutory returns, declarations and undertakings and to appear and make representations before any regulatory or other authority, as may be necessary or conducive for and in connection with the Scheme and to sign, issue and dispatch all such documents and notices and to do all acts, deeds and things, as may be necessary for carrying out the aforesaid purposes and giving full effect to the Scheme.

RESOLVED FURTHER THAT, Muhammad Sohaib, Advocate Supreme Court, be and is hereby authorized for and on behalf of FTMM, to take any and all necessary steps and actions for implementing the aforementioned resolution, including, without limitation, to seek any and all consents and approvals, to execute and (where required) file all necessary applications, documents, statutory returns, no objection certificates, declarations and undertakings in connection with the Scheme and to appear and make representations before any regulatory or other authority, as may be necessary or conducive for and in connection with the Scheme and to sign, issue and dispatch all such documents and notices and to do all acts, deeds and things, as may be necessary for carrying out the aforesaid purposes and giving full effect to the Scheme.

Certified True Copy

Company Secretary
Treet Holdings Limited

.....

Treet
Packaging Limited

Treet Packaging Limited
72-B, Quaid-e-Azam Industrial Estate,
Kot Lakhpat, Lahore 54000, Pakistan
+92-42-1111-TREET (87338)

CERTIFIED TRUE COPY OF RESOLUTIONS PASSED BY THE BOARD OF DIRECTORS OF TREET PACKAGING LIMITED ("COMPANY") THROUGH CIRCULATION DATED MARCH 11, 2026

WHEREAS, the Company and First Treet Manufacturing Modaraba ("**FTMM**") a public listed Modaraba (managed by Treet Holdings) intend to enter into a Scheme of Arrangement ("**Scheme**"), in terms of Section 279 to 283, 285 and 505(1)(c) of the Companies Act, 2017 ("**Act**"), for *inter alia* amalgamation of FTMM and the Company by transfer to and vesting in the Company of the entire undertaking of FTMM inclusive of all properties, assets, liabilities and obligations of FTMM, issue of shares of the Company to members of FTMM.

In view of the foregoing, approval of Board of Directors of the Company is hereby sought as follows:

RESOLVED THAT, the Scheme for, *inter alia*, amalgamation of FTMM and the Company by transfer to and vesting in the Company of the entire undertaking of FTMM inclusive of all properties, assets, liabilities and obligations of FTMM, issue of shares of the Company to members of FTMM, be and is hereby approved and adopted, along with any modifications / amendments required, or conditions imposed by the Honorable Lahore High Court, subject to sanction of Scheme by Lahore High Court, in terms of the provisions of the Companies Act, 2017.

RESOLVED FURTHER THAT, the Chief Executive Officer, Chief Financial Officer and Company Secretary be and are hereby severally authorized to take any and all necessary steps and actions for implementing the Scheme, including, without limitation, to seek any and all consents and approvals, to execute and (where required) file all necessary applications, documents, statutory returns, declarations and undertakings and to appear and make representations before any regulatory or other authority, as may be necessary or conducive for and in connection with the Scheme and to sign, issue and dispatch all such documents and notices and to do all acts, deeds and things, as may be necessary for carrying out the aforesaid purposes and giving full effect to the Scheme.

RESOLVED FURTHER THAT, Muhammad Sohaib, Advocate Supreme Court, be and is hereby authorized for and on behalf of the Company, to take any and all necessary steps and actions for implementing the aforementioned resolution, including, without limitation, to seek any and all consents and approvals, to execute and (where required) file all necessary applications, documents, statutory returns, no objection certificates, declarations and undertakings in connection with the Scheme and to appear and make representations before any regulatory or other authority, as may be necessary or conducive for and in connection with the Scheme and to sign, issue and dispatch all such documents and notices and to do all acts, deeds and things, as may be necessary for carrying out the aforesaid purposes and giving full effect to the Scheme.

Certified True Copy .....

Company Secretary
TREET PACKAGING LIMITED

AFZAL H. MUFTI
HAMID KHAN
SALMAN ASLAM BUTT
MUNAWAR-US-SALAM
SHEHZAD A. ELAHI
WALEED KHALID
M. HAROON MUMTAZ
M. IQBAL AKHTAR
SIKANDAR H. KHAN
M. SHOAIB RASHID
USMAN AKRAM SAHI
FAISAL HABIB KHAN
M. WAQAR RANA
SALMAN ZAHEER
M. MUSSADIQ ISLAM

CORNELIUS, LANE & MUFTI
ADVOCATES & SOLICITORS

NAWA-E-WAQT HOUSE
4-SHAHRAH-E-FATIMA JINNAH
LAHORE - 54000
&
OFFICE NO. 309-A, 3RD FLOOR
EVACUEE TRUST COMPLEX
AGHA KHAN ROAD
F-5/1, ISLAMABAD - 44000

AHMAD ZAFAR
AJMAL GHAFFAR TOOR
ALIZEY S. ASLAM
AMINA JAVED
AMNA SALAM
ANIQUE S. MALIK
ANNZAHRA SYAL
ASAD HUSSAIN
ASAD ULLAH KHAN
DR. RIZWAN AHMAD
FAQIR H. RANA
HASSAN PERVAIZ
JAMAL ABDUL NASIR
KH. OMER GHIAS
M. HAMEED BAKHSH
MANAHIL KHAN
MIRZA ABBAS BAIG
MUHAMMAD YAHYA
QASIM IMRAN ALI
RANA M. AMAR ASIF
SALMAN SALAM

October 27, 2026

The Joint Registrar of Companies
Securities and Exchange Commission of Pakistan,
3rd Floor, Associated House,
7 – Egerton Road,
Lahore

Subject: **Submission of Scheme of Arrangement & Petition.**

Dear Sir,

We, **Cornelius, Lane & Mufti**, on the instructions of our clients; **First Treet Manufacturing Modaraba** and **Treet Packaging Limited**, are submitting the scheme of arrangement as approved by the respective Board of Directors of each client and/or their management company (as applicable), setting forth the terms of reconstruction of our clients and their respective certificate holders/members.

Please find enclosed herewith the scheme of arrangement along with the copy of Civil Original No. 64781 of 2026, titled *'First Treet Manufacturing Modaraba and another. Vs. Joint Registrar of Companies'* filed before the Honourable Lahore High Court, Lahore, for sanctioning.

In case of any questions, please do not hesitate to contact us.

Yours Sincerely,

Cornelius Lane & Mufti

Cornelius, Lane & Mufti.

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FAX: (92-51) 2823544
WEB: http://www.clm.com.pk

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SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN
COMPANY REGISTRATION OFFICE LAHORE REGION
3RD FLOOR, ASSOCIATED HOUSE, 7-EDGERTON ROAD,
LAHORE

ACKNOWLEDGMENT OF RECEIPT Reg. No. _____

Company Name: First Treet Manufacturing Modarba and Treet Packaging Ltd

Filer Name & Contact No. Submission of Scheme of Arrangement & Petitions CCM Dated _____

The Receipt Of The Under Mentioned Document(S)/Paper(S), Is Hereby Acknowledged.

1. Filing of Documents Copy of W.P First Treet Manufacturing Modarba & Etc 3. Reply/Letter _____

Joint Registrar coct

2. Attested Copies _____ 4. Application _____

COMPANY REGISTRATION OFFICE LAHORE ★ SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN ★
RECEIVED
27 OCT 2025

FOR ADDITIONAL REGISTRAR OF COMPANIES
LAHORE

Please note that if copies of applied documents are not received by the applicant within one week from the due date the same shall be dispatched to the applicant at the given address at his own risk.

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KRESTON
HYDER BHIMJI & CO
CHARTERED ACCOUNTANTS

Amin Building,
65 - The Mall, Lahore.
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HB/26-201

The Board of Directors,
Treet Holdings Limited
(The Management Company of FTMM)
72-B, Kot Lakhpat, Lahore

The Board of Directors,
Treet Packaging Limited
72-B, Kot Lakhpat, Lahore

Dear Sirs,

AUDITORS' CERTIFICATE ON SHARE SWAP RATIO

We have been requested to certify the basis of determination of share swap ratio as on December 31, 2025 upon proposed transfer of and vesting in Treet Packaging Limited of all the net assets of First Treet Manufacturing Modaraba (FTMM) under the scheme of Compromises, Arrangement and Reconstruction in terms of provisions of Sections 279 to 282 and all other enabling provisions of the Companies Act, 2017.

SCHEME OF ARRANGEMENT (*PURPOSE AND OBJECTS*)

Under the intended scheme of arrangement, the Management Company of the FTMM is desirous of transferring all the net assets of FTMM into Treet Packaging Limited (TPL). The objective of the scheme is to transfer the entire undertaking of FTMM into a newly formed public listed company and to explore its value through the availability of additional funds. As per the scheme, all the net assets of FTMM are to be transferred to TPL at their respective carrying values as are appearing at December 31, 2025.

SHARE CAPITAL and MANAGEMENT

The Certificate Capital of FTMM shall be swapped under the Scheme with the shares of TPL as per the SWAP ratio determined in the Scheme by the management of FTMM and TPL. Each certificate-holder of FTMM shall get equal shares of TPL as held by it in FTMM as per the SWAP Ratio determined in the Scheme by the management.

TPL shall issue share certificates to the existing certificate-holders of FTMM in proportion to the number of certificates already held by them in FTMM that would be comprising 195,599,994 ordinary certificates of Rs. 10 each.

SCOPE OF THE CERTIFICATE

The management of the FTMM and TPL along with their members are in the process of filing the Scheme of arrangement of FTMM in a manner where all its assets and related liabilities shall be transferred to TPL and retained by it as decided by their respective management, subject to the approval of the Honourable Lahore High Court, Lahore, on the Scheme of Compromises, Arrangement and Reconstruction in terms of provisions of sections 279 to 282 and all other enabling provisions of the Companies Act, 2017.

MANAGEMENT'S RESPONSIBILITY

It is the management's responsibility to prepare the share swap ratio in accordance with the Scheme of Arrangement under sections 279 to 282 and all other enabling provisions of the Companies Act, 2017. This certificate does not relieve the management from its responsibility.

AUDITOR'S RESPONSIBILITY

Our responsibility is to certify that the share swap ratio has been properly decided and determined by the management as per the spirit of the scheme of arrangement for the purpose of issuance of new shares of TPL (Transferee) to the existing certificate-holders of FTMM (Transferor) against the net assets transferred to the transferee in the ratio as decided by the management.

KRESTON
HYDER BHIMJI & CO
CHARTERED ACCOUNTANTS

Amin Building,
65 - The Mall, Lahore.
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Email: krestonhb@gmail.com

Accordingly, our verification was limited to the following procedures:

1. We have obtained information about the net assets of the FTMM to be transferred to a newly formed company TPL from its duly reviewed condensed interim financial statements as on December 31, 2025.

2. We have obtained the pattern of shareholding of FTMM as at December 31, 2025 for the purpose of determination of the party wise shares to be issued to its each respective certificate-holder by the TPL in proportion to the certificates already held by each of them in FTMM of same class, kind and face value.

3. We have verified the determination of the swap ratio as prepared by the management of the FTMM to effectuate the scheme of arrangement (attached as **Annexure - A**).

4. We have checked that all the financial information used in the swap ratio regarding the assets and liabilities is based on the duly reviewed condensed interim financial statements of FTMM and according to the provisions of the proposed scheme of arrangement as approved by the Board of Directors and members of FTMM.

5. We have checked that the net assets of FTMM are transferred at carrying values as at December 31, 2025 based on its duly reviewed condensed interim financial statements to the TPL (transferee) as per the 1:1 criterion as decided by the management that also serves the basis for the determination of swap ratio regarding the net assets transferred and issuance of shares by the TPL there-against.

CERTIFICATE

Based on the procedures mentioned above, we certify that the shares to be issued by the TPL (transferee) to the existing certificate-holders of FTMM under the scheme of arrangement in a swap ratio of 1:1 i.e. 1 ordinary share in TPL for every 1 ordinary certificate held in FTMM (**Referred to Annexure – A**).

We hereby certify that the shares to be issued by the TPL to the existing certificate-holders of FTMM under the scheme of arrangement are determined as per the swap ratio of 1:1 i.e. 1 ordinary share in TPL for every 1 ordinary certificate held in FTMM (**Referred to Annexure – A**).

Our certificate is in accordance with the "Guidelines for Issue of Certificates for Special Purposes by Practicing Chartered Accountant Firms" issued by the Institute of Chartered Accountants of Pakistan (ICAP). Our verification was limited to the information as mentioned above.

Restriction on use and distribution

This certificate is being issued on the specific request of the Management Company of FTMM for the purpose of submission to the Honorable Lahore High Court, Lahore in connection with the Scheme of Compromises, Arrangement and Reconstruction for the transfer of all the net assets of FTMM to and vesting in TPL and the onward issuance of shares to the existing certificate-holders of FTMM by the TPL in terms of the provisions of sections 279 to 282 and all other enabling provisions of the Companies Act, 2017 and shall not be used for any other purpose specified therein.

Kreston Hyder Bhimji

KRESTON HYDER BHIMJI & CO.
CHARTERED ACCOUNTANTS

Lahore: February 26, 2026

ANNEXURE - A

FIRST TREET MANUFACTURING MODARABA (FTMM)
STATEMENT OF ASSETS AND LIABILITIES OF FTMM AS AT DECEMBER 31, 2025

	Rs. in 000s
Assets	
Non-current assets	
Property, plant and equipment	346,916
Long term loans and deposits	9,654
Deferred taxation	15,010
	371,580
Current assets	
Stores and spares	92,352
Stock in trade	451,143
Trade debts	1,249,126
Advances, deposits, prepayments and other receivables	373,724
Taxes recoverable / adjustable	1,183,074
Cash and bank balances	198,568
	3,547,987
Total assets	3,919,567
Non-Current liabilities	
Deferred liabilities - employees retirement benefits	16,628
Current liabilities	
Retention money payable	14,289
Trade and other payables	1,089,647
Provision for taxation	25,243
	1,129,179
Net Assets	2,773,760
SWAP Ratio	
Issued, subscribed and paid up certificate capital	
195,599,994 certificate of Rs. 10 each	1,956,000
(All the net assets of FTMM are to be vesting in TPL at one to one parity)	
SWAP Ratio per share	1:1

1 ordinary share of Treet Packaging Limited shall be issued against every One Certificate held in First Treet Manufacturing Modaraba

Chief Financial Officer **Director** **Chief Executive**

Form of Proxy

I/We, _____ of _____ being a member of First Treet Manufacturing Modaraba ("FTMM"), holder of _____ Ordinary shares as per Register Folio No. _____.

For beneficial owners as per CDC List

CDC Participant I.D No. ---------- Sub Account No. ----------

CNIC No

Passport No. ----------

Hereby Appoint Mr. /Mrs. /Miss _____ of _____ person or failing him / her Miss / Mrs / Mr. _____ of _____ another person on my / our proxy to attend and vote for me / us and my / our behalf at Extra Ordinary General Meeting of FTMM to be held on November 30, 2026 at 4:00 P.M. at 72-B, Quaid-e-Azam Industrial Estate, Kot Lakhpat, Lahore, and at every adjournment thereof, if any

Please affix Rupees

Fifty Revenue Stamp

(Signature should agree with specimen Signature registered with FTMM)

Signed this ____ day of _____, 2026

Signature of Certificate holder _____

Signature of Proxy _____

1. WITNESS Signature: _____ Name: _____ Address: _____ _____ CNIC #	**2. WITNESS** Signature: _____ Name: _____ Address: _____ _____ CNIC #

1. This proxy form, duly completed and signed, must be received at the Registered Office of FTMM, not less than 48 hours before the time of holding the meeting.

2. If a member appoints more than one proxy and more than one instruments of proxy are deposited by a member with FTMM, all such instruments of proxy shall be rendered invalid.

3. For CDC Account Holders / Corporate Entities In addition to the above the following requirements have to be met

i. Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be provided with the proxy forms.

ii. The proxy shall produce his original CNIC or original passport at the time of the meeting.

iii. In case of a corporate entity, the Board of Directors resolution/power of attorney with specimen signature shall be submitted (unless it has been provided earlier) along with proxy form to FTMM.

First Treet Manufacturing Modaraba
BALLOT PAPER FOR VOTING THROUGH POST
For poll at the Extra Ordinary General Meeting of First Treet Manufacturing Modaraba to be held on November 30, 2026 at 4:00 P.M. at 72-B, Quaid-e-Azam Industrial Estate, Kot Lakhpat, Lahore

Designated email addresses of the Chairpersons at which the duly filled in ballot paper may be sent: *advocateimran716@gmail.com* / *zarakzkhan92@gmail.com*

Name of certificate holder/joint certificate holders	
Registered Address	
Folio No. / CDC Participant / Investor ID with sub-account No	
Number of shares held	
CNIC, NICOP/Passport No. (in case of foreigner) (Copy to be attached)	
Additional Information and enclosures (In case of representative of body corporate, corporation and Federal Government.)	
Name of Authorized Signatory:	
CNIC, NICOP/Passport No. (In case of foreigner) of Authorized Signatory - (Copy to be attached)	

I/we hereby exercise my/our vote in respect of the following resolutions through postal ballot by conveying my/our assent or dissent to the following resolution by placing tick (√) mark in the appropriate box below (delete as appropriate):

Special Business
To consider and, if thought fit, to agree, approve and adopt the Scheme of Compromises, Arrangements and Amalgamation (the "**Scheme**") between FTMM and TPL by passing or otherwise, *inter alia,* the following special resolution, with or without modification(s), addition(s) or deletion(s): *"**RESOLVED THAT** the Scheme of Arrangement for, inter alia, compromise, arrangement and amalgamation (the "**Scheme**") between M/s. First Treet Manufacturing Modaraba and its certificate holders, and M/s. Treet Packaging Limited and its members, considered by this meeting and initialed by the Chairpersons of the meeting for the purposes of identification, be and is hereby approved, adopted and agreed, subject to any modification(s) or conditions as may be required/imposed by the Honourable Lahore High Court, Lahore.* ***RESOLVED FURTHER THAT** the Board of Directors and / or the Chief Financial Officer and / or the Company Secretary, be and are hereby, singly and severally, authorized to do all such acts, deeds, matters, and take any steps / measures for the implementation and completion of the Scheme."*

Sr. No.	Nature and Description of Resolutions	No. of ordinary shares for which votes cast	I/We assent to the Resolutions (FOR)	I/We dissent to the Resolutions (AGAINST)
1	Special Resolutions as per Agenda (as given above)			

_____
Signature of certificate holder(s)
Place: _____
Date: _____

NOTES/PROCEDURE FOR SUBMISSION OF BALLOT PAPER:

1. Duly filled postal ballot should be sent to the Chairpersons, if sent via courier or email to: -

Mr. Imran Khan
Fourth Floor, Room No. 409,
Advocate General Punjab Office, Lahore
advocateimran716@gmail.com

Mr. Zarak Zaman Khan
767-C, Faisal Town, Lahore
zarakzkhan92@gmail.com

2. Copy of CNIC/Passport (in case of foreigner) should be enclosed with the postal ballot form.
3. Postal ballot forms should reach the Chairman of the meeting on or before November 27, 2026, during working hours. Any postal ballot received after this date will not be considered for voting.
4. Signature on postal ballot should match with signature on CNIC/Passport (in case of foreigner).
5. Incomplete, unsigned, incorrect, defaced, torn, mutilated or over written ballot paper will be rejected.
6. Ballot Paper has also been placed at the website of FTMM https://ftmm.com.pk. Members may download the ballot paper from the website or use original/photocopy published in newspapers.