

Being held on Tuesday, October 18, 2022 at 11:30 am at the Interloop Executive Club, Interloop Industrial Park located at 7-KM Khurrianwala - Jaranwala Road, Khurrianwala, Faisalabad.

Further to Notice of the 30th Annual General Meeting (AGM) of the Interloop Limited (ILP or Company) already sent to the shareholders and published in the newspapers on September 27, 2022, the following special business is being added as an agenda item to transact in the 30th AGM and accordingly hereby circulated to the shareholders of the Company along with material information under section 134 (3) of the Companies Act, 2017:

**SPECIAL BUSINESS:**

7. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution, to amend the Interloop Limited Employees Stock Option Scheme, 2016 (ESOS or Scheme), with or without modification, in order to enlarge its scope for all the employees of the Company:

**RESOLVED THAT** subject to all requisite approvals, if any, the clause 1.1.14 of the Approved ESOS, be and is hereby amended by inserting the following new definition(s) in the appropriate alphabetical order:

**1.1.14 'Eligible Employee' means:**

- a) A regular employee who is on payroll of the Company as an Executive Employee and has completed a regular service of at least 3 years with the Company till June 30th of the preceding financial year working in Pakistan or outside Pakistan (and who is admitted to the Scheme by the approval of the Board);
- b) A regular employee including Non-Executive Employee who has completed a regular service of at least 3 years with the Company till June 30th of the preceding financial year working in Pakistan or outside Pakistan and who has been selected by the Board for the Scheme;
- c) An Executive Director who is on the payroll of the Company; or
- d) A Chief Executive Officer who is on the payroll of the Company;

**FURTHER RESOLVED THAT** the amended Interloop Limited Employees Stock Option Scheme, 2016 incorporating the aforesaid alteration(s) placed before this meeting, be and is hereby approved.

**FURTHER RESOLVED THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as may be required for giving effect to these resolution(s) and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of these resolution(s).

**OTHER BUSINESS:**

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

**Place: Faisalabad  
Dated: October 06, 2022**

**By Order of the Board**  
-Sd-  
**(Rana Ali Raza)**  
**Company Secretary**

**STATEMENT OF MATERIAL FACTS CONCERNING SPECIAL BUSINESS PURSUANT TO SECTION 134 (3) OF THE COMPANIES ACT, 2017.**

The following statement sets out the material facts pertaining to the special business to be transacted in the 30th Annual General Meeting of the Company to be held on Tuesday, October 18, 2022:

**Agenda Item No. 7 of the Notice –**

Interloop had introduced "Interloop Limited Employees Stock Option Scheme, 2016" (ESOS or Scheme) to offer Company Shares to its eligible Executive Employees, pursuant to the Public Companies (Employees Stock Option Scheme) Rules, 2001, transforming them from Stakeholders to Shareholders. The Scheme is flexible, voluntary, and focused on the long term growth and prosperity of the employees. This Scheme was launched in the Year 2016 and upon listing on Pakistan Stock Exchange, the Scheme was revamped in accordance with the applicable laws and regulations. Initially, the Scheme had been introduced for the eligible Executive employees only, however, in order to amplify the confidence of all Employees of the Company including Non-Executive employees, it has been proposed by the Board to also extend the scope of this Scheme to Non-Executive employees.

The Directors are not interested in this business except as shareholders of the Company.