

**Form of Proxy  
Extraordinary General Meeting**

**ICI PAKISTAN LIMITED**

IN THE MATTER of the Companies Ordinance 1984

and

IN THE MATTER of (1) ICI Pakistan Limited and (2) Akzo Nobel Pakistan Limited

and

IN THE MATTER of Judicial Miscellaneous Application No. 46 of 2011 in the High Court of Sindh at Karachi for sanction of and for other orders in respect of a Scheme of Arrangement for the reconstruction of ICI Pakistan Limited by (i) separating its Paints Undertaking inclusive of the Paints Business and all assets, rights, liabilities and obligations pertaining thereto and vesting the Paints Undertaking in Akzo Nobel Pakistan Limited against the issue of shares by Akzo Nobel Pakistan Limited to the shareholders of ICI Pakistan Limited and (ii) the consequent reduction in the issued and paid up share capital of ICI Pakistan Limited.

**FORM OF PROXY**

I/We \_\_\_\_\_ of \_\_\_\_\_, being a Member of ICI Pakistan Limited holding \_\_\_\_\_ ordinary shares, HEREBY APPOINT \_\_\_\_\_ of \_\_\_\_\_ or failing him/her \_\_\_\_\_ of \_\_\_\_\_ as my/our Proxy in my/our absence to attend and to vote and act for me/us and on my/our behalf at the Extraordinary General Meeting of the Company convened pursuant to the Order dated the 20th day of December 2011 of the High Court of Sindh at Karachi passed in Judicial Miscellaneous Application No. 46 of 2011, and to be held at ICI House, 5 West Wharf, Karachi, on Wednesday, the 8th day of February 2012 at 10:30 a.m. to consider and, if thought fit, to approve, adopt and agree to the Scheme of Arrangement dated September 16, 2011 between ICI Pakistan Limited and its Members and Akzo Nobel Pakistan Limited and its Members, and to approve and authorize as and by way of Special Resolution, the reduction in the paid up share capital of ICI Pakistan Limited, and at any adjournment thereof.

As witness my/our hand(s) this \_\_\_\_\_ day of \_\_\_\_\_ 2012.

Signed in the presence of:

\_\_\_\_\_  
(Signature of Witness 1)  
Name of Witness:  
CNIC No.:  
Address:

\_\_\_\_\_  
(Signature of Witness 2)  
Name of Witness:  
CNIC No.:  
Address:

Signature across  
Revenue Stamp of  
appropriate value

Signed by

Shareholder's  
Folio No.

This signature should agree  
with the specimen registered  
with the Company

# Form of Proxy Extraordinary General Meeting

I/We hereby direct that my/our Proxy shall vote in respect of resolution (1):

- (1) **RESOLVED THAT** the Scheme of Arrangement for the reconstruction of ICI Pakistan Limited by (i) separating its Paints Undertaking inclusive of the Paints Business and all assets, rights, liabilities and obligations pertaining thereto and vesting the Paints Undertaking in Akzo Nobel Pakistan Limited against the issue of shares by Akzo Nobel Pakistan Limited to the shareholders of ICI Pakistan Limited and (ii) the consequent reduction in the issued and paid up share capital of ICI Pakistan Limited all as stated in the Scheme of Arrangement dated September 16, 2011 between ICI Pakistan Limited and its Members and Akzo Nobel Pakistan Limited and its Members considered by this meeting and for purposes of identification initialled by the Chairman of this meeting, be and is hereby approved, adopted and agreed.

(sign as appropriate)

FOR resolution (1)	AGAINST resolution (1)
Signature _____	Signature _____

I/We hereby direct that my/our Proxy shall vote in respect of resolution (2):

- (2) **RESOLVED FURTHER** as and by way of Special Resolution **THAT** conditional on the passing of resolution (1) above, the issued and paid up share capital of ICI Pakistan Limited be reduced from Rs. 1,388,023,000 divided into 138,802,300 ordinary shares of Rs. 10 each to Rs. 923,590,500 divided into 92,359,050 ordinary shares of Rs. 10 each, and that such reduction be affected by cancelling capital to the extent of Rs. 464,432,500, being the aggregate of capital which is un-represented by available assets due to the transfer to and the vesting in Akzo Nobel Pakistan Limited of the Paints Undertaking, all as specified in the aforesaid Scheme of Arrangement dated September 16, 2011 between ICI Pakistan Limited and its Members and Akzo Nobel Pakistan Limited and its Members be and is hereby approved, adopted and agreed by this meeting.

(sign as appropriate)

FOR resolution (2)	AGAINST resolution (2)
Signature _____	Signature _____

## Notes:

- The Member is requested:
  - to sign in the same style of signature as is registered with the Company;
  - to write down his/her Folio Number.
- For the appointment of the above Proxy to be valid, this instrument of proxy must be received at the Registered Office of the Company at least 48 hours before the time fixed for the meeting.
- Any alteration made in this instrument of proxy should be initialled by the person who signs it.
- In the case of joint holders, any one may vote either personally or by proxy but if more than one of such joint holders are present either personally or by proxy, then one of the said joint holders whose name stands first on the Register of Members in respect of such share(s) shall alone be entitled to vote.
- No person shall act as a proxy (except for a corporation) unless he/she is entitled to be present in his/her own right.

## For CDC Account Holders / Corporate Entities

In addition to the above the following requirements have to be met:

- The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
- Attested copies of CNIC or the passports of the beneficial owners and the Proxy shall be furnished with the proxy form.
- The Proxy shall produce his/her original CNIC or original passport at the time of the meeting.
- In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature shall be submitted (unless it has been provided earlier) along with proxy form to the Company.