

Date: April 25, 2022

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

CERTIFIED COPY OF THE RESOLUTIONS PASSED AND ADOPTED BY THE SHAREHOLDERS OF TPL INSURANCE LIMITED ("THE COMPANY") IN ITS ANNUAL GENERAL MEETING HELD ON APRIL 25, 2022

Dear Sir,

As required under Rule 5.6.9(b) of the Rule Book of Pakistan Stock Exchange Limited, please find enclosed herewith copy of the Resolutions passed by the shareholders of TPL Insurance Limited in its meeting held on April 25, 2022.

This is for your information only.

Yours sincerely,



Danish Qazi
Company Secretary

Enclosure: As above

**CERTIFIED COPY OF THE RESOLUTIONS PASSED AND ADOPTED BY THE SHAREHOLDERS OF
THE COMPANY IN ITS ANNUAL GENERAL MEETING HELD ON APRIL 25, 2022**

ORDINARY BUSINESS:

1. To approve the minutes of the Annual General Meeting held on April 22, 2021.

“RESOLVED THAT the minutes of Annual General Meeting of TPL Insurance Limited held on April 22, 2021 at 11:00 am be and are hereby approved.”

2. To receive, consider and adopt the Annual Audited Financial Statements of the Company together with the Chairman’s Review Report, Directors’ and Auditors’ Report thereon for the year ended December 31, 2021.

“RESOLVED THAT the Annual Audited Financial Statements of TPL Insurance Limited, together with the Chairman’s Review Report, Directors’ and Auditors’ Report thereon for the year ended 31 December, 2021 be and are hereby approved.”

3. To appoint Auditors for the year ending December 31, 2022 and fix their remuneration. M/s EY Ford Rhodes, Chartered Accountants (“EYFR”) have completed their statutory term. The Board of Directors, on recommendation of the Audit Committee, has proposed the appointment of M/s. BDO Ebrahim & Co., Chartered Accountants as auditors of the Company for the year ending 31 December 2022.

“RESOLVED THAT M/s. BDO Ebrahim & Co., Chartered Accountants be and are hereby appointed as Auditors of M/s. TPL Insurance Limited on the basis of consent received from them, at a fee mutually agreed for the period ending December 31, 2022.”

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification, special resolution in terms of Section 199 of the Companies Act 2017 to authorize the Company for renewal of advance of Rs. 300 to the associated company TPL Trakker Limited.

“RESOLVED THAT pursuant to Section 199 of the Companies Act 2017, the Company be and is hereby authorized to renew advance of Rs. 300 million to the associated company TPL Trakker Limited.”

“FURTHER RESOLVED THAT the, Chief Executive Officer, and the Company Secretary of the Company, be and are hereby authorized singly to take all necessary steps, as may be required in respect of the aforementioned advance and all other matters incidental and / or ancillary thereto”.

5. To consider and if thought fit to pass with or without modification(s), the following resolutions as special resolutions to authorize the Company to raise further capital by way of direct issuance pursuant to the section 83(1)(b) of the Companies Act, 2017 (along with other applicable laws) and to issue and allot at a price of PKR 25/- per ordinary share, such number of additional ordinary shares as may be determined on the basis of the PKR equivalent of USD 3,000,000 calculated on the date of investment, in favour of Finnish Fund for Industrial Cooperation Limited (“Finnfund”).

“RESOLVED THAT pursuant to sub section (1)(b) of section 83 of the Companies Act, 2017(the Act) read along with other applicable laws, approval of the members be and is hereby accorded to the Board of Directors of the Company, subject to any amendments that may be required by the Securities and Exchange Commission of Pakistan (the SECP), to raise further capital by way of direct issuance and to issue and allot at a price of

PKR 25/- per ordinary share, such number of additional ordinary shares as may be determined on the basis of the PKR equivalent of USD 3,000,000 calculated on the date of investment, in favour of Finnish Fund for Industrial Cooperation Limited ("Finnfund")."

"RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to take all such actions including, but not limited to, filing the requisite applications for seeking the permission of the SECP and / or any other regulatory approvals that may be required and to make modifications in all relevant documents/ agreements including in any ancillary documents thereto, as it may deem fit, from time to time in its absolute discretion in conformity with the provisions of the Act, the memorandum of association and articles of association of the Company and any other applicable laws."

"FURTHER RESOLVED THAT the aforesaid resolutions shall be subject to any amendments, modifications, additions or deletions as may be suggested, directed or required by the SECP or any other regulatory body, which changes shall be deemed to be part of these special resolutions without the need of the shareholders to pass fresh resolutions unless the same are of a substantial nature."

CERTIFIED TO BE A TRUE COPY

A handwritten signature in blue ink, appearing to read "Danish Qazi".

Danish Qazi
Company Secretary