



# Dawood Lawrencepur Limited

October 17, 2022

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

Dear Sir,

**Certified Copy of Resolutions Adopted at the Extraordinary General Meeting of  
Dawood Lawrencepur Limited held at 2:00 PM on Monday, October 17, 2022 at  
The Dawood Foundation Business Hub Ground Floor, Dawood Centre, M.T. Khan Road, Karachi,  
and via video link**

Dear Sir,

We are pleased to attach a certified copy of the resolutions adopted by the shareholders of Dawood Lawrencepur Limited (the Company) at the Extraordinary General Meeting of the Company held at 2:00 PM on Monday, October 17, 2022 at The Dawood Foundation Business Hub Ground Floor, Dawood Centre, M.T. Khan Road, Karachi, and via video link.

The above is submitted for information as per the Regulation 5.6.9(b) of the Rule Book of Pakistan Stock Exchange Limited.

Thanking you,

Yours faithfully,

Imran Chagani  
Company Secretary



## Dawood Lawrencepur Limited

RESOLUTIONS ADOPTED BY THE SHAREHOLDERS OF DAWOOD LAWRENCEPUR LIMITED AT THE EXTRAORDINARY GENERAL MEETING HELD AT 2:00 PM ON MONDAY, OCTOBER 17, 2022 AT THE DAWOOD FOUNDATION BUSINESS HUB, GROUND FLOOR, DAWOOD CENTRE, KARACHI AND VIA VIDEO LINK

### SPECIAL BUSINESS

To consider and, if deemed fit, to pass with or without modification, the following special resolutions in terms of Section 199 of the Companies Act, 2017 (including any amendment thereto or re-enactment thereof) (the "**Act**"), in order to amend the Sponsor Support Agreement dated March 11, 2015 entered into by DLL (as the sponsor of Tenaga Generasi Limited ("**TGL**")) with, *inter alios*, TGL as the Company, Dawood Corporation (Private) Limited ("**DCPL**") as the Parent, Citibank Europe PLC, UK Branch (legal successor to Citibank International Limited) as the Intercreditor Agent, Citibank, N.A., Karachi Branch as the Onshore Security Trustee and Citibank, N.A., London Branch as the Offshore Security Trustee (the "**SSA**") in relation to TGL's 49.5 MW wind power project at Khutti Kun, Mirpur Sakro, Thatta, Province of Sindh, Pakistan (the "**Project**") in order for TGL to achieve the "**Project Completion Date**" under the Common Terms Agreement dated March 11, 2015 entered into by TGL with, *inter alios*, International Finance Corporation, U.S. International Development Finance Corporation (formerly known as Overseas Private Investment Corporation), the Commercial Facility Financiers, the Commercial Facility Arranger, the Commercial Facility Agent, the Intercreditor Agent, the Onshore Security Trustee, the Offshore Security Trustee, the Onshore Account Bank and the Offshore Account Bank (each as defined therein and together as the "**Finance Parties**"), as amended, restated, supplemented, novated or otherwise modified from time to time (the "**CTA**");

Pursuant to the SSA, DLL (as the sponsor of TGL) agreed, *inter alia*, to: (i) pay TGL an amount up to the lesser of: (a) the amount of such deficiency which is required by DLL to be paid to TGL; or (b) the available contingency commitment amount (in any case, such amount (including any amount which DLL has already paid to TGL as the contingency commitment) shall not exceed USD 13,000,000/- (United States Dollar Thirteen Million only)) if TGL fails to meet its payment obligations, as and when they fall due, under its respective transaction documents in relation to the Project until the Project Completion Date (the "**Contingency Commitment**") and accordingly on the achievement of the Project Completion Date, DLL shall be released from such payment obligations under the SSA; and (ii) maintain shareholding in TGL up to: (A) at least fifty-one percent (51%) until the Project Completion Date; and (B) at least twenty-six percent (26%) following the Project Completion Date till such time as required as per the terms of the respective transaction documents in relation to the Project (the "**Maintenance of Shareholding**"). Whereas, through execution of a waiver letter which is to be executed by, *inter alios*, DLL, TGL and DCPL (as the parent company of DLL), the SSA shall be amended to the extent that: (i) the Contingency Commitment shall be extended up to July 31, 2023; and (ii) the restriction on the Maintenance of Shareholding shall be modified to the extent that: (A) until July 31, 2023, DLL shall maintain at least fifty-one percent (51%) shareholding in TGL; and (B) following July 31, 2023, DLL shall maintain at least twenty-six percent (26%) shareholding in TGL till such time as required as per the terms of the respective transaction documents in relation to the Project.

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