

Date: April 27, 2023

The General Manager

Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi.

CERTIFIED TRUE COPY OF THE RESOLUTIONS PASSED AND ADOPTED BY THE SHAREHOLDERS OF TPL INSURANCE LIMITED ("THE COMPANY") IN ITS ANNUAL GENERAL MEETING HELD ON APRIL 27, 2023

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 27, 2023.

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 27, 2023.**

ORDINARY BUSINESS:

1. To approve the minutes of the Extraordinary General Meeting held on September 19, 2022.
“RESOLVED THAT the minutes of Extraordinary General Meeting of TPL Insurance Limited held on September 19, 2022 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, 2022.
“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, 2022 be and are hereby approved.”
3. To appoint Auditors for the year ending December 31, 2023 and fix their remuneration. M/s. BDO Ebrahim & Co., Chartered Accountants retire and being eligible, have offered themselves for re-appointment.
“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, 2023.”
4. To ratify the interim Bonus shares (in proportion of 35 shares for every 100 shares held i.e. 35%) already issued for the quarter ended September 30, 2022.
“RESOLVED THAT the interim Bonus shares, in proportion of 35 shares for every 100 shares held i.e. 35%, already issued for the quarter ended September 30, 2022, as approved by the Board of Directors, be and is hereby ratified.”

SPECIAL BUSINESS:

5. 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 million 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 for renewal of advance of Rs. 300 million to the associated company TPL Trakker Limited.
6. To consider and if thought fit to pass with or without modification(s), the following resolutions as special resolutions to offer, issue and allot shares under TPL Insurance Limited Employee Stock Option Scheme 2020 (the ESOP Scheme).
“RESOLVED THAT pursuant to section 83A of the Companies Act, 2017(the Act) read along with regulation 7 of the Companies (Further Issue of Capital) Regulations, 2020 (the regulations) and Memorandum and Articles of Association of the Company, 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 issue, offer and allot to eligible employees of the Company, options exercisable into equity shares of the Company of nominal value of Rs.10 each up to 500,000 shares under TPL Insurance Limited Employee Stock Option Scheme 2020 (the ESOP scheme), at price of Rs.10 per share (exercise price) with retrospective effect from January 01, 2023.”

“RESOLVED FURTHER THAT pursuant to provision under regulation 7 of the Companies (Further Issue of Capital) Regulations, 2020, the grant of options equal to or exceeding one percent of the issued or paid up capital of the company at the time of grant of options, within one year, to identified employees be and is hereby approved.”

“RESOLVED FURTHER THAT pursuant to provision under regulation 7 of the Companies (Further Issue of Capital) Regulations, 2020, the grant of options to any employee of subsidiary or holding Company be and is hereby approved.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to make modifications in the Scheme 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 regulations, the memorandum of association and articles of association of the Company and any other applicable laws.”

7. To consider and if thought fit, to pass resolution in pursuance of S.R.O. 389 (I)/2023 dated March 21, 2023 of the Securities and Exchange Commission of Pakistan (“the SECP”) to authorize the Company to circulate the annual audited financial statements to its members through QR enabled code and weblink.

“RESOLVED THAT pursuant to S.R.O. 389 (I)/2023 of the SECP, the Company be and is hereby authorized to circulate the annual audited financial statements to its members through QR enabled code and weblink.”

CERTIFIED TO BE A TRUE COPY

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

Danish Qazi
Company Secretary