

NOTICE TO MEMBERS REGARDING VOTING THROUGH POSTAL BALLOT AND ELECTRONIC MEANS

Further to the Notice of the Extraordinary General Meeting (EOGM) to be held on November 20, 2025 at 11:00 am and pursuant to the Companies (Postal Ballot) Regulations, 2018, and S.R.O. 451(I)/2025 dated March 13, 2025, it is hereby notified that Members voting on **Special Business Resolutions** shall be entitled to exercise their right to vote through **postal ballot**, that is, voting by post or by **electronic mode**, in accordance with the requirements and procedures prescribed in the aforesaid Regulations.

Detailed procedures for voting through postal ballot are provided on the ballot paper, whereas instructions for electronic voting shall be communicated separately to the Members by the Company's Share Registrar.

Please note that **no voting by show of hands** shall be permitted at the general meeting for items falling under Special Business. Members who do not cast their votes in advance through electronic voting or postal ballot shall, however, be allowed to cast their votes at the general meeting by way of ballot paper only.

POSTAL BALLOT PAPER



Ballot Paper for voting through post for poll to be held at the Extraordinary General Meeting of Pakistan Telecommunication Company Limited being held on Thursday, November 20, 2025 at 11:00 am at PTCL Nest Office, Sector G-8/4, Islamabad as well as through video-link facility to transact the following business:

Contact Details of Chairman, where ballot paper may be sent:

Business Address: The Chairman, Pakistan Telecommunication Company Limited at Room # 100, Block-E, PTCL Nest Office, Sector G-8/4, Islamabad.

Attention: Company Secretary

Designated email address: company.secretary@ptclgroup.com

Name of Shareholder/Joint Shareholders	
Registered Address of Shareholder(s)	
Number of Shares held	
Folio Number/ Participant or Investor Account Number	
CNIC No./Passport No (in case of a Foreigner, copy to be attached)	
Additional information and enclosures (In case of Representative of Body Corporate, Corporation and/or Federal Government)	

INSTRUCTION FOR POLL

1. Please indicate your Vote by ticking (✓) the relevant box.

2. In case both the boxes are marked as (✓), your ballot paper shall be treated as "Rejected".

I/we hereby exercise my/our vote in respect of the below resolution through ballot by conveying my/our assent or dissent

to the resolution(s) by placing tick (✓) mark in the appropriate box below.

S. No.	Special Business Resolution	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	To consider and if deemed appropriate, to pass with or without modification, the following resolutions as special resolutions: i. Resolved that, the Pakistan Telecommunication Company Limited (PTCL) pursuant to the provisions of applicable laws and Company's Articles of Association, particularly Article 38.3 thereof, be and is hereby authorized to acquire 100% shares of Telenor Pakistan (Private) Limited (TPL) and Orion Towers (Private) Limited from Telenor Pakistan BV ("TPBV"), as per following detail in terms of the Share Purchase Agreement (SPA) dated December 14, 2023.		

S. No.	Special Business Resolution	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
	<p>a) 8,512,110,269 shares of Telenor Pakistan (Private) Limited held by Telenor Pakistan B.V. (as the “Seller”) and the 1 (one) share held by its nominee shareholder.</p> <p>b) 49,997 shares of Orion Towers (Private) Limited held by the Seller and 3 (three) shares held by its nominee shareholder, being 100% of the equity in both the target companies i.e., Telenor Pakistan (Private) Limited and Orion Towers (Private) Limited.</p> <p>ii. Further resolved that, the PTCL be and is hereby authorized to avail a finance facility of up to USD 400 Million from the International Finance Corporation (“IFC”), Silk Road Fund (“SRF”), British International Investment (“BII”) and any other lender subject to the terms and conditions set out in the Common Terms Agreement dated June 27, 2024, and other Transaction Documents.</p> <p>iii. Further Resolved that, all resolutions earlier passed by the PTCL Board of Directors for acquisition of 100% shares of TPL and its other assets and Orion Towers and to avail the financing facility up to USD 400 million being, among others, resolutions passed in the (i) 235th meeting held on January 23, 2023, (ii) 239th meeting held on August 29, 2023, (iii) 242nd meeting held on December 13, 2023 and (iv) resolutions through circulation passed in May 2024, be and are hereby approved, endorsed, and ratified. In furtherance thereof, all decisions taken, documents executed, things done, approvals sought, filings made, and any or all steps or actions of the PTCL Board of Directors in furtherance of said cause are agreed, approved, adopted, endorsed, ratified, and sanctioned.</p> <p>iv. Further resolved that, the PTCL Board of Directors be and is hereby authorized and delegated the authority to take all further decisions, fulfil all conditions or prerequisites, seek all approvals, sanctions, or permissions, and undertake all steps or actions, including authorizing any employees of PTCL or other persons concerned to issue required notices, execute required documents, effect required statutory filings, and undertake any and/or all matters related, connected, or incidental thereto, which may be deemed necessary or ancillary for acquisition of 100% shares of TPL and its other assets and Orion Towers (Private) Limited, in terms of the SPA dated December 14, 2023, and/or to comply with any directions, conditions, or requirements imposed in this behalf by relevant corporate or regulatory authorities, or otherwise mandated by the applicable law. The PTCL Board of Directors are further authorized to sub-delegate or assign the powers herein, as deemed necessary in their sole discretion, and appoint any attorneys, consultants, or counsels in furtherance of subject cause.</p>		

Signature of Shareholder(s)/ Proxy Holder/Authorised Signatory

Place: _____

Date: _____

NOTES / PROCEDURES FOR SUBMISSION OF BALLOT PAPER:

1. Duly filled and signed original postal ballot should be sent to the Chairman, at the above-mentioned postal or email address.
2. Copy of CNIC/Passport (in case of a foreigner) should be enclosed with the Postal Ballot Form.
3. Postal Ballot Forms should reach the Chairman of the Meeting on or before November 19, 2025, during working hours (i.e. by 5:00 p.m.). Any Postal Ballot received after this date and time, will not be considered for voting.
4. Signature on Postal Ballot should match the Signature on CNIC/Passport (in case of a Foreigner).
5. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot paper will be rejected.
6. In case of a Representative of Body Corporate and Corporation, Postal Ballot must be accompanied with copy of CNIC of the Authorized Person, along with a duly attested copy of Board Resolution, Power of Attorney, or Authorization Letter in accordance with Section(s) 138 or 139 of the Companies Act, 2017, as applicable, unless these have already been submitted alongwith the Proxy Form. In case of a Foreign Body Corporate, all documents must be attested from the Counsel General of Pakistan having jurisdiction over the Member.
7. Ballot Paper has also been placed on the website of the Company <https://ptcl.com.pk/>. Members may download the Ballot Paper from the website or use Original/Photocopy as published in Newspapers.