

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting ("AGM") of TPL Insurance Limited ("Company") will be held on April 30, 2026 at 11:30 a.m. at Dr. Shamshad Akhtar Auditorium Pakistan Stock Exchange Limited, Stock Exchange Building, Exchange Road, Karachi to transact the following business:

ORDINARY BUSINESS:

1. To approve the minutes of the Annual Meeting held on April 30, 2025.

"RESOLVED THAT the minutes of the Annual Meeting of TPL Insurance Limited held on April 30, 2025 at 11:45 am be and are hereby approved."

2. To receive, consider and adopt the Annual Audited Financial Statements of the Company together with the Directors', Auditors' and Chairman's Review Report thereon for the year ended December 31, 2025.

"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 2025 be and are hereby approved."

3. To appoint auditors for the year ending 31 December 2026, and to fix their remuneration. M/s. Grant Thornton Anjum Rahman, Chartered Accountants, have retired and, being eligible, have offered themselves for reappointment. The Board of Directors, on the recommendation of the Audit Committee, proposes their reappointment as auditors of the Company for the said year.

"RESOLVED THAT M/s. Grant Thornton Anjum Rahman, Chartered Accountants be and are hereby re-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 31 December, 2026."

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 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."

ANY OTHER BUSINESS

To transact any other business with the permission of the Chairman.

By Order of the Board

Shayan Mufti

Company Secretary

Karachi, April 09, 2026

Notes:

1. Registration to attend Annual General Meeting through Electronic Means:

- a. In the light of relevant guidelines issued by the Securities and Exchange Commission of Pakistan (SECP) from time to time, including vide letter No. SMD/SE/2/(20)/2021/117 date December 15, 2021, members are encouraged to participate in the Annual General Meeting ("AGM") through electronic facility organized by the Company.
- b. To attend the AGM through electronic means, the Members are requested to register themselves by providing the following information through email at company.secretary@tplholdings.com at least forty-eight (48) hours before the AGM.

Name of Shareholder	CNIC/NTN No.	Folio No/ CDC A/c No	Cell Number	Email Address

- c. Members will be registered, after necessary verification as per the above requirement, and will be provided a video-link by the Company via email.
- d. The login facility will remain open from 11:15 a.m. till the end of AGM.

2. Closure of Share Transfer Books:

The Share Transfer Book of the Company will remain closed from April 24, 2026 to April 30, 2026, (both days inclusive). Share Transfers received at THK Associates (Pvt.) Limited, Plot No. 32-C, Jami Commercial Street 2, D.H.A., Phase VII, Karachi-75500, Pakistan by the close of business hours (5:00 PM) on April 23, 2026, will be treated as being in time for the purpose of above entitlement to the transferees.

3. Participation in the AGM:

All members, whose names appear in the register of members of the Company as on April 23, 2026, are entitled to attend (in person or by video link facility or through Proxy) the AGM and vote there at. A proxy duly appointed shall have such rights as respect to the speaking and voting at the AGM as are available to a member. Duly filled and signed Proxy Form must be received at the Registrar of the Company, THK Associates (Pvt.) Limited, Plot No. 32-C, Jami Commercial Street 2, D.H.A., Phase VII, Karachi-75500, Pakistan, not less than 48 hours before the AGM.

4. For Attending the AGM:

In case of individual, the Account holder and/or Sub-account holder whose registration details are uploaded as per the CDC regulations, shall authenticate his/her identity by providing copy of his/her valid CNIC or passport along with other particulars (Name, Folio/CDS Account Number, Cell Phone Number) via email to aforementioned ID and in case of proxy must enclose copy of his/her CNIC or passport.

In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature of the nominee shall be provided via email to aforementioned ID.

5. Change of Address:

Members are requested to immediately notify the change, if any, in their registered address to the Share Registrar, THK Associates (Pvt.) Limited, Plot No. 32-C, Jami Commercial Street 2, D.H.A., Phase VII, Karachi-75500, Pakistan.

6. Conversion of Physical Shares into the Book Entry Form:

The SECP through its letter No. CSD/ED/Misc/2016- 639-640 dated March 26, 2021 has advised listed companies to adhere to provisions of Section 72 of the Companies Act, 2017 by replacing physical shares issued by them into book entry form.

The shareholders of the Company having physical folios / share certificates are requested to convert their shares from physical form into book-entry form as soon as possible. The shareholders may contact their Broker, CDC Participant or CDC Investor Account Service Provider for assistance in opening a CDS Account and subsequent conversion of the physical shares into book-entry form. It would facilitate the shareholders in many ways including safe custody of shares, avoidance of formalities required for the issuance of duplicate shares, etc. For further information and assistance, the shareholders may contact our Share Registrar, THK Associates (Private) Limited.

7. Video Conferencing Facility

The Company shall provide video conference facility to its members for attending the AGM at places other than the town in which the AGM is taking place, provided that if members, collectively holding 10% (ten percent) or more shareholding residing at a geographical location, provide their consent to participate in the meeting through video conference at least 7 days prior to date of the AGM, the Company shall arrange video conference facility in that city, subject to availability of such facility in that city.

In this regard, please fill the enclosed form and submit the same to the registered address of the Company 7 days before holding of the AGM. The Company will, if such facility is available, intimate members regarding venue of video conference facility at least 5 days before the date of AGM along with complete information necessary to enable them to access such facility.

8. For Voting for Special Agenda Items:

a. Voting through Ballot Paper:

In accordance with regulation 8(2) of the Companies (Postal Ballot) Regulations, 2018, Members have the option to cast their votes using the enclosed ballot paper, a copy of which is also accessible on the Company's website. The duly filled in ballot paper should reach the chairman of the meeting through email at chairman@tplinsurance.com or through post to 20th Floor, Sky Tower-East Wing, Dolmen City, HC-3, Block 4, Abdul Sattar Edhi Avenue, Clifton, Karachi, no later than one day prior to the AGM, during working hours.

b. Electronic Voting:

In accordance with Regulation 4 of the Companies (Postal Ballot) Regulations, 2018, Members also have the option to cast their votes through e-voting. To facilitate this, THK Associates (Private) Limited, the e-voting service provider, will send an email on April 24, 2026, to members containing the web address, login details, password, and other necessary information. The facility for e-voting shall open on April 25, 2026 and shall close at 1700 hours (Pakistan Standard Time) on April 29, 2026.

c. Appointment of Scrutinizer for Special Business Item No. 4:

M/s. Junaidy Shoaib Asad, Chartered Accountants, having more than 10 years of experience, and represented by Partner Mr. Naveed Alam, Chartered Accountant, has been designated as Scrutinizer, as required under the Companies (Postal Ballot) Regulations, 2018, for the purpose of voting on special business item number 4, i.e. investment in associated companies under Section 199 of the Companies Act.

9. Intimation of No Gift Distribution:

Members are hereby informed that no gifts will be distributed at the meeting.

10. Electronic Transmission of Annual Report 2025:

In pursuance of section 223(6) of the Companies Act, 2017 and S.R.O. 389 (i)/2023 dated March 21, 2023 of the Securities and Exchange Commission of Pakistan ("the SECP"), the Company has electronically transmitted the Annual Report 2025 through email to shareholders whose email addresses are available with the Company's Share Registrar, M/s. THK Associates (Private) Limited. However, in cases, where email addresses are not available with the Company's Share Registrar, printed copies of the notices of AGM along with the QR enabled code/weblink to download the Annual Report 2025 (containing the financial statements), have been dispatched.

Notwithstanding the above, the Company will provide hard copies of the Annual Report 2025, to any Member on their request, at their registered address, free of cost, within one (1) week of receiving such request. Further, Members are requested to kindly provide their valid email address (along with a copy of valid CNIC) to the Company's Share Registrar, M/s. THK Associates (Private) Limited if the Member holds shares in physical form or, to the Member's respective Participant/Investor Account Services, if shares are held in book entry form.

In compliance with section 223(7) of the Companies Act 2017, the Company has also uploaded the Annual Report 2025 on its website which can be downloaded from the following QR enabled code/weblink:



Scan to Download the Annual Report
or visit : <https://bit.ly/TPLinsurance-AnnualReport2025>

Statement of Material Facts under Section 134(3) of the Companies Act, 2017 relating to the said Special Business:

Renewal of advance of amount up to Rs. 300 million to TPL Trakker Limited:

TPL Insurance Limited (the "Company") is desirous to renew advance made to TPL Trakker Limited which was initially approved by the members in April, 2019.

The information required to be annexed to the Notice by Notification No. S. R. O. 1240(I)/2017 dated December 06, 2017 is set out below:

S.No.	Requirement	Information																														
i.	Name of the associated company or associated undertaking	TPL Trakker Limited																														
ii.	Basis of relationship	Associated Company																														
iii.	Earnings per share for the last three years of the Associated Company	Earnings per Share: 2026 (HY): Rs. 0.48 2025 (0.37) 2024 Rs. 0.72																														
iv.	Break-up value per share, based on latest audited financial statements	Rs. 11.59 per share																														
v.	Financial position of the associated company	<p>The extracts of the reviewed balance sheet and profit and loss account of the associated company as at and for the half year ended Dec 31, 2025 is as follows:</p> <table border="1"> <thead> <tr> <th>Balance Sheet</th> <th>Rupees</th> </tr> </thead> <tbody> <tr> <td>Non-current assets</td> <td>4,229,875,434</td> </tr> <tr> <td>Other assets</td> <td>1,704,205,982</td> </tr> <tr> <td>Total Assets</td> <td>5,934,081,416</td> </tr> <tr> <td>Total Liabilities</td> <td>4,230,539,515</td> </tr> <tr> <td colspan="2"><i>Represented by:</i></td> </tr> <tr> <td>Paid up capital</td> <td>1,872,630,930</td> </tr> <tr> <td>Capital Reserve</td> <td>299,589,788</td> </tr> <tr> <td>Equity</td> <td>2,172,220,718</td> </tr> <tr> <td colspan="2">Profit and Loss - HY 2026</td> </tr> <tr> <td>Profit before interest and taxation</td> <td>(2,065,794)</td> </tr> <tr> <td>Financial charges</td> <td>(141,915,529)</td> </tr> <tr> <td>Loss before taxation</td> <td>(143,981,323)</td> </tr> <tr> <td>Taxation</td> <td>96,147,781</td> </tr> <tr> <td>Loss after taxation</td> <td>(240,129,104)</td> </tr> </tbody> </table>	Balance Sheet	Rupees	Non-current assets	4,229,875,434	Other assets	1,704,205,982	Total Assets	5,934,081,416	Total Liabilities	4,230,539,515	<i>Represented by:</i>		Paid up capital	1,872,630,930	Capital Reserve	299,589,788	Equity	2,172,220,718	Profit and Loss - HY 2026		Profit before interest and taxation	(2,065,794)	Financial charges	(141,915,529)	Loss before taxation	(143,981,323)	Taxation	96,147,781	Loss after taxation	(240,129,104)
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S.No.	Requirement	Information						
vi.	<p>In case of investment in a project of an associated company / undertaking that has not commenced operations, in addition to the information referred to above, the following further information is also required:</p> <p>a) a description of the project and its history since conceptualization;</p> <p>b) starting date and expected date of completion;</p> <p>c) time by which such project shall become commercially operational;</p> <p>d) expected return on total capital employed in the project; and</p> <p>e) funds invested or to be invested by the promoters distinguishing between cash and non-cash amounts;</p>	N/A						
vii.	Maximum amount of investment/advance to be made	PKR 300 million						
viii.	Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment;	To ensure continuity of supply of tracking units used in insured vehicles						
ix.	<p>Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds,-</p> <p>(i) justification for investment through borrowings;</p> <p>(ii) detail of collateral, guarantees provided and assets pledged for obtaining such funds; and</p> <p>(iii) cost benefit analysis;</p>	Available cash and bank balances.						
x.	Salient features of the agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment;	The advance is provided in accordance with the agreement made in the year 2017 between TPL Insurance Limited and TPL Trakker Limited to ensure continuity of supply of tracking units. The advance carries markup at the rate of KIBOR + 3.5% with a floor of 10% per annum.						
xi.	Direct or indirect interest, of directors, sponsors, majority shareholders and their relatives, if any, in the associated company/undertaking or the transaction under consideration	<p>The directors of the Company are solely interested to the extent of their directorships and shareholdings in the Company.</p> <p>Following is the common director of TPL Trakker Limited and the Company:</p> <table border="1" data-bbox="831 1912 1385 2011"> <thead> <tr> <th data-bbox="831 1912 1043 1973">Name of Director</th> <th data-bbox="1043 1912 1214 1973">Shareholding in TPLI</th> <th data-bbox="1214 1912 1385 1973">Shareholding in TPLT</th> </tr> </thead> <tbody> <tr> <td data-bbox="831 1973 1043 2011">Jameel Yusuf</td> <td data-bbox="1043 1973 1214 2011">837</td> <td data-bbox="1214 1973 1385 2011">1</td> </tr> </tbody> </table>	Name of Director	Shareholding in TPLI	Shareholding in TPLT	Jameel Yusuf	837	1
Name of Director	Shareholding in TPLI	Shareholding in TPLT						
Jameel Yusuf	837	1						

S.No.	Requirement	Information
xi.	In case any investment in associated company or associated undertaking has already been made, the performance review of such investment including complete information/justification for any impairment or write offs; and	The advance was provided in the past and carried mark-up at KIBOR + 3.5% per annum. The Company did not recognize any impairment loss on this investment since inception. The investment ensures timely availability of tracking units to the Company enabling it to mitigate underwriting risks.
xiii.	Any other important details necessary for the members to understand the transaction;	N/A
xiv.	Category-wise amount of investment;	Advance against supply of tracking units upto Rs. 300 million
xv.	Average borrowing cost of the investing company or in case of absence of borrowing the KIBOR (Karachi Inter Bank Offered Rate) for the relevant period	Current 1 year KIBOR is 12.43% per annum on 3rd January 2025
xvi.	Rate of interest, mark up, profit, fees or commission etc. to be charged by investing company;	The advance carries markup at the rate of 1 year KIBOR + 3.5% with a floor of 10%
xvii.	Particulars of collateral or security to be obtained in relation to the proposed investment;	The advance is unsecured
xviii.	If the investment carries conversion feature i.e. it is convertible into securities, this fact along with terms and conditions including conversion formula, circumstances in which the conversion may take place and the time when the conversion may be exercisable; and	Advance is not convertible
xix.	Repayment schedule and terms and conditions of loans or advances to be given to the associated company or associated undertaking.	Advance is adjustable against the invoices for rental of tracking units and monitoring fee on a monthly basis.

Video Conferencing Facility Request Form for Annual General Meeting of TPL Insurance Limited

I/We _____ S/o / D/o / W/o _____ resident of (full address) _____ being a member(s) of TPL Insurance Limited ("the Company), holding _____ ordinary shares, hereby opt for video conference facility at _____ to attend the Annual General Meeting of the Company to be held on **Thursday, 30 April, 2026** and/or adjournment thereof.

Folio No. / CDC Account No.

Signature on Revenue Stamp of Appropriate Value.

The signature should agree with the specimen registered with the Company.

POSTAL BALLOT PAPER

Postal Ballot Paper for a Special Business Item to be transacted at the Annual General Meeting ("AGM") of TPL Insurance Limited ("Company") to be held on Thursday, April 30, 2026 at 11:30 A.M. at Dr. Shamshad Akhtar Auditorium Pakistan Stock Exchange Limited, Stock Exchange Building, Stock Exchange Road, Karachi.

This is in accordance with regulation 8(2) of the Companies (Postal Ballot) Regulations, 2018. Members have the option to cast their votes using the ballot paper, a copy of which is also accessible on the Company's website. The duly filled in ballot paper should reach the chairman of the meeting through email at chairman@tplinsurance.com or through post to 20 Floor, Sky Tower-East Wing, Dolmen City, HC-3, Block 4, Abdul Sattar Edhi Avenue, Clifton, Karachi, no later than one day prior to the Annual General Meeting (the "AGM"), during working hours.

Name of shareholder/joint shareholders	
Registered Address	
Number of shares held and folio number	
CNIC Number (copy to be attached)	
Additional Information and enclosures (In case of representative of body corporate, corporation and Federal Government.)	

I/we hereby exercise my/our vote in respect of the following resolution through postal ballot by conveying my/our assent or dissent to the following resolution by placing tick (✓) mark in the appropriate box below (delete as appropriate):

Sr. No.	Nature and Description of resolution	No. of ordinary shares for which votes cast	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	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."			

Signature of shareholder(s)

Place: _____

Date: _____

NOTES:

1. Dully filled postal ballot should be sent to chairman at chairman@tplinsurance.com or through post to Mr. Jameel Yusuf, TPL Insurance Limited, 20 Floor, Sky Tower-East Wing, Dolmen City, HC-3, Block Abdul Sattar Edhi Avenue, Clifton, Karachi.
2. Copy of CNIC should be enclosed with the postal ballot form.
3. Postal ballot forms should reach chairman of the meeting on or before April 29, 2026. Any postal ballot received after this date, will not be considered for voting.
4. Signature on postal ballot should match with signature on CNIC.
5. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot paper will be rejected.

FORM OF PROXY

Annual General Meeting of TPL Insurance Limited

I/We _____ S/o / D/o / W/o _____
 resident of (full address) _____
 being a member(s) of **TPL Insurance Limited ("the Company")**, holding _____
 ordinary shares, hereby appoint _____
 S/o / D/o / W/o _____ resident of
 (full address) _____ or failing him / her
 _____ S/o / D/o / W/o _____
 resident of (full address) _____ as my / our proxy
 in my / our absence to attend and vote for me / us on my / our behalf at Annual General
 Meeting of the Company to be held on Thursday, 30 April, 2026 and/or adjournment thereof.

As witness my / our hand (s) seal this on the _____ day of _____ 2026.

Signed by the said:

Folio No. / CDC Account No.

Signature on Revenue
 Stamp of Appropriate
 Value.

The signature should agree
 with the specimen registered
 with the Company

In presence of:

- | | |
|--|--|
| 1. Signature: _____
Name: _____
Address: _____
CNIC or Passport No: _____ | 2. Signature: _____
Name: _____
Address: _____
CNIC or Passport No: _____ |
|--|--|

Important Instructions:

1. The Proxy form, duly completed and signed, must be received at the Registrar's Office of the Company not less than forty-eight (48) hours before the time of holding the meeting.
2. If a member appoints more than one proxy and more than one instrument of proxy are deposited by a member with the Company, all such instruments of proxy shall be rendered invalid.
3. In case of a proxy for an individual CDC shareholder, attested copies of CNIC or the passport, account and participant's ID number of the beneficial owner and along with the proxy is required to be furnished with the proxy form.
4. In case of a corporate entity, the Board of Directors' resolution / power of attorney with the specimen signature shall be submitted (unless it has been provided earlier) along with the proxy form of the Company.