

**April 30, 2026**

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

**SUBJECT: CERTIFIED COPY OF THE RESOLUTIONS PASSED AND ADOPTED BY THE SHAREHOLDERS OF TPL CORP LIMITED ("THE COMPANY") IN ITS EXTRAORDINARY GENERAL MEETING HELD ON APRIL 30, 2026.**

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 Corp Limited in its meeting held on April 30, 2026.

Yours sincerely,

  


**Shayan Mufti**  
Company Secretary

**Enclosure: As above**

**CERTIFIED COPY OF THE RESOLUTIONS PASSED AND ADOPTED BY THE SHAREHOLDERS OF THE COMPANY IN ITS EXTRAORDINARY GENERAL MEETING HELD ON APRIL 30, 2026.**

**ORDINARY BUSINESS:**

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

*“RESOLVED THAT the minutes of the Annual General Meeting of TPL Corp Limited held on December 30, 2025 at 11:00 am be and are hereby approved.”*

**SPECIAL BUSINESS:**

2. To consider and if thought fit, to pass with or without modification, by way of a special resolution in terms of Section 199 of the Companies Act 2017, the following resolutions to authorize the Company to acquire additional shares in its associated company, TPL Insurance Limited, from DEG and Finnfund, for an amount upto PKR 1,858,839,030/-:

*“RESOLVED THAT pursuant to Section 199 of the Companies Act 2017, subject to obtaining of all requisite corporate and regulatory approval, the Company be and is hereby authorized to acquire 65,262,510 additional shares of its associated company TPL Insurance Limited from DEG and Finnfund, for an aggregate amount of PKR 1,858,839,030/-.*

*FURTHER RESOLVED THAT the Chief Executive Officer or the Chief Financial Officer of the Company (“Authorized Representatives”) be and are hereby jointly or severally authorized to take all necessary steps and to do all such acts deeds and things for and on behalf of, and in the name of the Company, as may be necessary or required as they may think fit for or in connection with or incidental for the purposes of the above-mentioned resolution, as well as carry out any other act, deed, matter or step which may be ancillary and / or incidental to the above and necessary to fully achieve the objects of the aforesaid resolution and / or the proposed transaction.”*

3. To consider, and if deemed fit, to pass with or without modification, the following resolutions, as ordinary resolutions, in accordance with Section 183(3)(a) & (b) of the Companies Act, 2017 to approve and authorize the Company, subject to obtaining of all requisite corporate and regulatory approvals, to sell (i) 106,891,570 shares in TPL Insurance Limited (constituting 53.81% of the issued and paid up share capital of TPL Insurance and (ii) 31,488,750 shares in TPL Insurance Limited which are intended to be purchased by the Company from DEG as mentioned above, to Jazz International Holdings Ltd, for an aggregate amount equivalent to PKR 4,151,409,600 /- (Pak Rupees Four billion, one hundred fifty-one million, four hundred nine thousand, six hundred Only), subject to adjustment on account of certain variances.

*“RESOLVED THAT pursuant to Section 183(3) (a) & (b) of the Companies Act, 2017, subject to obtaining of all requisite corporate and regulatory approvals, the Company be and is hereby authorized to sell (i) its existing shareholding in its subsidiary, TPL Insurance Limited (i.e. 106,891,570 shares constituting 53.81% of the issued and paid up share capital of TPL Insurance Limited) along with (ii) 31,488,750 additional shares of TPL Insurance Limited, which are intended to be acquired by the Company from DEG (i.e. 31,488,750 shares constituting 15.85% of the issued and paid up share capital of TPL Insurance Limited) to Jazz International Holdings Ltd for an aggregate amount equivalent to PKR 4,151,409,600 /- (Pak Rupees Four billion, one hundred fifty-one million, four hundred nine thousand, six hundred only), subject to adjustment based on account of certain variances.*

TPL Corp Ltd.  
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***FURTHER RESOLVED THAT** the Chief Executive Officer or the Chief Financial Officer of the Company (“**Authorized Representatives**”) be and are hereby jointly or severally authorized to take all necessary steps and to do all such acts deeds and things for and on behalf of, and in the name of the Company, as may be necessary or required as they may think fit for or in connection with or incidental for the purposes of the above-mentioned resolution, as well as carry out any other act, deed, matter or step which may be ancillary and / or incidental to the above and necessary to fully achieve the objects of the aforesaid resolution and / or the proposed transaction.”*

**CERTIFIED TO BE A TRUE COPY**

  
Shayan Mufti  
Company Secretary

