TPL Corp Limited
Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting ("**AGM**") of TPL Corp Limited ("**Company**") will be held on Friday, November 27, 2026 at 11.30 a.m. at the Dr. Shamshad Akhtar Auditorium, Stock Exchange Building, Exchange Road, Karachi, to transact the following business:

ORDINARY BUSINESS:

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

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

2. To receive, consider and adopt the Annual Standalone and Consolidated Audited Financial Statements of the Company together with the Directors', Auditors' and Chairman's Review Report thereon for the year ended June 30, 2026.

   ***"RESOLVED THAT** the Annual Audited Financial Statements of TPL Corp Limited, together with the Chairman's Review Report, Directors' and Auditors' Report thereon for the year ended 30 June 2026 be and are hereby approved."*

3. To appoint auditors for the year ending June 30, 2027, 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 Corp Limited on the basis of consent received from them, at a fee mutually agreed for the period ending June 30, 2027."*

SPECIAL BUSINESS:

4. To consider seeking special resolution from the shareholders of the Company pursuant to Section 199 of the Companies Act, 2017 to authorize the to make equity investment of up to Rs. 350 million and of advance of up to Rs 150 million to the subsidiary company, TPL Life Insurance Limited.

   ***"RESOLVED THAT** pursuant to Section 199 of the Companies Act 2017, the Company be and is hereby authorized to make an equity investment of up to Rs. 350 million and to extend an advance of up to Rs. 150 million to TPL Life Insurance Limited."*

5. To consider seeking special resolution from the shareholders of the Company pursuant to Section 199 of the Companies Act, 2017 to authorize the company for the advance of up to Rs. 1,000 million to the holding company, TPL Holdings (Private) Limited.

   ***"RESOLVED THAT** pursuant to Section 199 of the Companies Act, 2017, the Company be and is hereby authorized to extend an advance of up to Rs. 1'000 million to the holding company, TPL Holdings (Private) Limited."*

6. To consider seeking special resolution from the shareholders of the Company pursuant to Section 199 of the Companies Act, 2017 to authorize the company for the advance of up to of Rs. 500 million to the subsidiary company, TPL Trakker Limited.

   ***"RESOLVED THAT** pursuant to Section 199 of the Companies Act 2017, the Company be and is hereby authorized for an advance of up to Rs 500 Million to TPL Trakker Limited."*

7. To consider seeking special resolution from the shareholders of the Company pursuant to Section 199 of the Companies Act, 2017, to authorize the company for the advance and /or equity investment of up to Rs. 250 million in the subsidiary company, TPL E-Venture (Private) Limited.

   ***"RESOLVED THAT** pursuant to Section 199 of the Companies Act 2017, the Company be and is hereby authorized for an advance and/or an equity investment of up to Rs. 250 Million in TPL E-Ventures (Private) Limited."*

TPL Corp Ltd.
20th Floor, Sky Tower-East Wing, Dolmen City,
HC-3, Block 4, Abdul Sattar Edhi Avenue,
Clifton, Karachi, Pakistan.

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info@tplcorp.com
www.tplcorp.com

8. To consider seeking special resolution from the shareholders of the Company pursuant to Section 199 of the Companies Act, 2017, to authorize the company for the advance and / or equity investment of up to Rs. 150 million in the associated company, TPL Security Services (Private) Limited.

   ***"RESOLVED THAT** pursuant to Section 199 of the Companies Act 2017, the Company be and is hereby authorized for an advance and/ or equity investment of up to Rs.150 Million to TPL Security Services (Private) Limited."*

9. To consider and, if thought fit, pass with or without modification, special resolution in terms of Section 199 of the Companies Act 2017, to authorize the Company for an advance of up to Rs.200 million to the associated company, TPL REIT Management Company Limited.

   ***"RESOLVED THAT** pursuant to Section 199 of the Companies Act 2017, the Company be and is hereby authorized for an advance of up to Rs. 200 Million to TPL REIT Management Company Limited."*

10. To consider and, if thought fit, pass with or without modification, special resolution in terms of Section 199 of the Companies Act 2017, to authorize the Company for an advance of up to Rs.200 Million to the associated company, TPL Properties Limited.

    ***"RESOLVED THAT** pursuant to Section 199 of the Companies Act 2017, the Company be and is hereby authorized for an advance of up to Rs.200 Million to TPL Properties Limited."*

11. To consider and, if thought fit, pass with or without modification, special resolution in terms of Section 199 of the Companies Act 2017, to authorize the Company for an advance of up to Rs.50 million to the associated company, Astra Location Services (Private) Limited.

    ***"RESOLVED THAT** pursuant to Section 199 of the Companies Act 2017, the Company be and is hereby authorized for an advance of up to Rs. 50 Million to Astra Location Services (Private) Limited."*

12. To consider seeking special resolution from the shareholders of the Company pursuant to Section 199 of the Companies Act, 2017 to authorize advance of up to Rs. 50 million to the associated company, TPL Property Management (Private) Limited.

    *"**"RESOLVED THAT** pursuant to Section 199 of the Companies Act 2017, the Company be and is hereby authorized for an advance of up to Rs. 50 Million to TPL Property Management (Private) Limited."*

    (A Statement of Material Facts under Section 134(3) of the Companies Act, 2017, relating to the aforementioned Special Business to be transacted at the Annual General Meeting has been dispatched to the shareholders of the Company along with this notice.)

ANY OTHER BUSINESS

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

By Order of the Board

Hasnain Wasim Ursani
Company Secretary

November 06, 2026
Karachi

TPL Corp Ltd.
20th Floor, Sky Tower-East Wing, Dolmen City,
HC-3, Block 4, Abdul Sattar Edhi Avenue,
Clifton, Karachi, Pakistan.

+92-21-34390300
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info@tplcorp.com
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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 11:30 a.m. till the end of AGM.

2. **Closure of Share Transfer Books:**
   The Share Transfer Book of the Company will remain closed from November 20, 2026 to November 27, 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 November 19, 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 November 19, 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:**
   i. 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.

   ii. 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@tplcorp.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(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 November 20, 2026, to members containing the web address, login details, password, and other necessary information. The facility for e-voting shall open on November 20, 2026 and shall close at 1700 hours (Pakistan Standard Time) on November 26, 2026.

c. Appointment of Scrutinizer for the above Business Item No. 4 to 7

M/s. S.M. Suhail & Co. Chartered Accountants, established since 1983, has been designated as Scrutinizer, as required under the Companies (Postal Ballot) Regulations, 2018, for the purpose of voting on the said business items.

9. Intimation of No Gift Distribution

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

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

Agenda Item No. 4 to 12:

Equity investment of up to PKR 350 Million and advance of up to 150 Million to TPL Life Insurance Limited (TPLL):

The Company is desirous of making an equity investment of up to Rs.350 Million and advance of up to Rs.150 Million in TPL Life Insurance Limited. The same has been approved/recommended by the Board of Directors of the Company in its meeting held on November 05, 2026.

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:

<table>
<tr><th>S. No.</th><th>Requirement</th><th>Information</th></tr>
<tr><td>i.</td><td>Name of the associated company or associated undertaking</td><td>TPL Life Insurance Limited</td></tr>
<tr><td>ii.</td><td>Basis of relationship</td><td>Subsidiary Company</td></tr>
<tr><td>iii.</td><td>Earnings / (Loss) per share for the last three years of the Associated Company</td><td>FY2025-26: PKR. (0.96) per share
FY2024-25: PKR. (1.39) per share
FY2023-24: PKR. (1.44) per share</td></tr>
<tr><td>iv.</td><td>Break-up value per share, based on reviewed financial statements</td><td>As of June 30, 2026: PKR. 1.15 per Share</td></tr>
<tr><td>v.</td><td>Financial position (main items of statement of financial position and profit and loss account on the basis of latest financial statements) of the associated company</td><td>The extracts of the balance sheet and profit and loss account of the associated company as at and for the period ended June 30, 2026 are as follows:
<table>
<tr><th>Balance Sheet</th><th>Rupees In (000)</th></tr>
<tr><td>Property, equipment, intangible assets and investments</td><td>437,724</td></tr>
<tr><td>Other assets</td><td>1,202,230</td></tr>
<tr><td>Total Assets</td><td>1,639,954</td></tr>
<tr><td></td><td></td></tr>
<tr><td>Total Liabilities</td><td>1,381,639</td></tr>
<tr><td></td><td></td></tr>
<tr><td>Represented by:</td><td></td></tr>
<tr><td>Paid up capital</td><td>2,245,000</td></tr>
<tr><td>Contribution from Sponsors</td><td>580,000</td></tr>
<tr><td>Accumulated losses of other than participating business</td><td>(2,876,110)</td></tr>
<tr><td>Unappropriated Profit</td><td>309,425</td></tr>
</table>
</td></tr>
</table>

		Equity	258,315
		Profit and Loss	
		(Loss) before interest and taxation	(199,703)
		Financial charges	(13,557)
		(Loss) before taxation	(213,259)
		Taxation	(2,389)
		(Loss) after taxation	(215,648)
vi	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: a) a description of the project and its history since conceptualization; b) starting date and expected date of completion; c) time by which such project shall become commercially operational; d) expected return on total capital employed in the project; and e) funds invested or to be invested by the promoters distinguishing between cash and non-cash amounts;	TPL Life Insurance Limited has already commenced its operations; accordingly, this section is not applicable.	
vii.	Maximum amount of investment to be made	PKR. 350M as Equity & PKR. 150 as Advance	
viii.	Purpose, benefits likely to accrue to the investing company and its members	**Purpose:** To meet the funding requirement of the subsidiary company **Benefits:** Value appreciation of the investment	

<table>
<tr><td></td><td>from such investment and period of investment;</td><td></td></tr>
<tr><td>ix.</td><td>Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds,-
(i) justification for investment through borrowings;

(ii) detail of collateral, guarantees provided and assets pledged for obtaining such funds; and

(iii) cost benefit analysis;</td><td>Own and/or borrowed:

i) To meet the funding requirement of the subsidiary company

ii) Shares of group companies

iii) a). Estimated 3 month KIBOR + 2.5%;

b). markup equivalent to borrowing cost + projected returns in shape of dividend and / or value appreciation is expected to be much higher</td></tr>
<tr><td>x.</td><td>Salient features of the agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment;</td><td>The Agreement was executed between TPL Corp Limited and TPL Life Insurance Limited on November 05, 2026 for an equity investment of PKR 350 Million and renewal of Advance of PKR 150 Million as per the rate given at serial No. XXII, repayable as per repayment schedule given at serial No. XXV of this material fact.

The validity of the Agreement is one year and shall be renewed as per the mutual consent of both parties.

In case of any dispute between the Companies, the Companies shall first be referred to Arbitration which will be conducted in accordance with the Arbitration Act 1940.</td></tr>
<tr><td>xi.</td><td>Direct or indirect interest, of directors, sponsors, majority shareholders and their relatives, if any, in the associated company/undertaking or the transaction under consideration</td><td>The directors of the Company are solely interested to the extent of their directorships and shareholdings in the Company.

Following are the common directors of TPL Life Insurance Limited and the Company:
<table>
<tr><th>Name of Director</th><th>Shareholding in TPLC</th><th>Shareholding in TPLL</th></tr>
<tr><td>Jameel Yusuf</td><td>0</td><td>0</td></tr>
<tr><td>Ali Jameel</td><td>300,000</td><td>500</td></tr>
</table></td></tr>
<tr><td>xii.</td><td>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</td><td>Equity Investment 2025-26: PKR. 100 Million

Advances as at June 30, 2026 PKR. 480 Million

Also refer to Serial # V above

Impairment/Write-Off: NIL</td></tr>
</table>

	any impairment or write offs; and	
xiii.	Any other important details necessary for the members to understand the transaction;	No additional information
xiv.	maximum price at which securities will be acquired;	At par value
xv.	In case the purchase price is higher than market value in case of listed securities and fair value in case of unlisted securities, justification thereof	At Par value
xvi.	maximum number of securities to be acquired	35 Million shares
xvii.	number of securities and percentage thereof held before and after the proposed investment	- -
xviii.	Current and preceding twelve weeks' weighted average market price where investment is proposed to be made in listed securities;	Current market price (as at June 30th 2026): PKR. 20.1 per share Weighted Average Price (for preceding 12 weeks): PKR. 18.1per share
xix.	Fair value determined in terms of sub-regulation (1) of regulation 5 for investments in unlisted securities	PKR. 13.3 per share
xx.	Category-wise amount of investment;	Equity Investment: Up to PKR. 350 Million Advances: Up to PKR. 150 Million
xxi.	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	The average estimated borrowing cost of the company is 3 months KIBOR + 2.5% per annum
xxii.	Rate of interest, mark up, profit, fees or commission etc. to be charged by investing company;	Equity Investment: NIL Advances: Markup / Profit @ 3 months KIBOR + 2.5% per annum
xxiii.	Particulars of collateral or security to be obtained in relation to the proposed investment;	The advance is unsecured
xxiv.	If the investment carries conversion feature i.e. it is convertible into securities,	Equity: None, as the approval is to directly inject into equity/purchase shares of investee company

	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	Advances: May be converted into equity at par value/exercise price, subject to the approvals (if any) and at the option of investing company
xxv.	Repayment schedule and terms and conditions of loans or advances to be given to the associated company or associated undertaking.	Repayment in 1 year or earlier as per the availability of funds with the investee company and on demand by the investing company
xxvi.	Sources of funds from where loans or advances will be given	Own and/or borrowed funds
xxvii.	Where loans or advances are being granted using borrowed funds: a) justification for granting loan or advance out of borrowed funds; b) detail of guarantees / assets pledged for obtaining such funds, if any; and c) repayment schedules of borrowing of the investing company	a) To meet the funding requirement of the subsidiary company b) Shares of group companies c) Quarterly payments
xxviii.	Particulars of collateral or security to be obtained in relation to the proposed investment;	The loan/advance is unsecured
xxix.	If the loans or advances carry conversion feature i.e. it is convertible into securities, this fact along with complete detail including conversion formula, circumstances in which the conversion may take place and the time when the conversion may be exercisable;	Advances: May be converted into equity at par value/exercise price, subject to the approvals (if any) and at the option of investing company
xxx.	Repayment schedule and terms of loans or advances to	Repayment in 1 year or earlier as per the availability of funds with the investee company and on demand by the investing company

	be given to the investee company	

Advance of up to Rs. 1,000 Million to TPL Holdings (Private) Limited (TPLH):

The Company is desirous to extend an advance to TPL Holdings (Private) Limited. The advance of up to Rs. 1,000 Million has been approved/recommended by the Board of Directors of the Company in its meeting held on November 05, 2026.

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 Holdings (Private) Limited
ii.	Basis of relationship	Holding Company
iii.	Earnings / (Loss) per share for the last three years of the Associated Company	FY2024-25: PKR. (55.42) per share FY2023-24: PKR. (42.18) per share FY2022-23: PKR. 6.19 per share
iv.	Break-up value per share, based on latest financial statements	As at June 30, 2025: 292.69 per share
v.	Financial position of the associated company	The extracts of the balance sheet and profit and loss account of the associated company as at and for the year ended June 30, 2025 are as follows:

Balance Sheet	**Rupees (000)**
Non-current assets	1,675,881
Other assets	5,633,326
Total Assets	7,309,207
Total Liabilities	5,531,278
Represented by:	
Paid up capital	60,744
Share Premium Reserve	232,300
Revenue Reserve	(16,312)
Fair Value reserve on Investment	1,197
Subordinated loan	1,500,000
Equity	1,777,929

		Profit and Loss	
		Profit/(Loss) before interest and taxation	257,023
		Financial charges	(593,690)
		(Loss) before taxation	(336,668)
		Taxation	-
		Profit/(Loss) after taxation	(336,668)
vi	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: a) a description of the project and its history since conceptualization; b) starting date and expected date of completion; c) time by which such project shall become commercially operational; c) expected return on total capital employed in the project; and d) funds invested or to be invested by the promoters distinguishing between cash and non-cash amounts;	TPL Holdings (Private) Limited has already commenced its operations, accordingly this section is not applicable.	
vii.	Maximum amount of investment to be made.	PKR. 1,000 Million	
viii.	Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment;	**Purpose:** To make investments **Benefits:** Markup on advances at the rate of 6 month KIBOR + 3% per annum	
ix.	Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds,- (i) justification for investment through borrowings; (ii) detail of collateral, guarantees provided and assets pledged for obtaining such funds; and	Own and/or borrowed: i) To meet the funding requirement of the subsidiary company ii) Shares of group companies iii) a). Estimated 6 month KIBOR + 3%;	

<table>
<tr><td></td><td>(iii) cost benefit analysis;</td><td>b). Estimated Markup/Profit on advances at the rate of 6 month KIBOR + 3%</td></tr>
<tr><td>x.</td><td>Salient features of the agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment;</td><td>The Agreement was executed between TPL Corp Limited and TPL Holdings (Private) Limited on November 05, 2026 for the Advance of PKR 1,000 Million as per the rate given at serial No. XVI, repayable as per repayment schedule given at serial No. XIX of this material fact.

The validity of the Agreement is one year and shall be renewed as per the mutual consent of both parties.

In case of any dispute between the Companies, the Companies shall first be referred to Arbitration which will be conducted in accordance with the Arbitration Act 1940</td></tr>
<tr><td>xi.</td><td>Direct or indirect interest, of directors, sponsors, majority shareholders and their relatives, if any, in the associated company/undertaking or the transaction under consideration</td><td>The directors of the Company are solely interested to the extent of their directorships and shareholdings in the Company.

Following are the common directors of TPL Holdings (Private) Limited and the Company:

<table><tr><th>Name of Director</th><th>Shareholding in TPLC</th><th>Shareholding in TPLH</th></tr><tr><td>Jameel Yusuf</td><td>0</td><td>388,570</td></tr><tr><td>Ali Jameel</td><td>300,000</td><td>3,061,030</td></tr></table></td></tr>
<tr><td>xii.</td><td>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</td><td>No such investment has been made during the year</td></tr>
<tr><td>xiii.</td><td>Any other important details necessary for the members to understand the transaction;</td><td>no other information</td></tr>
<tr><td>xiv.</td><td>Category-wise amount of investment;</td><td>Advances: PKR. 1,000 Million</td></tr>
<tr><td>xv.</td><td>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</td><td>The average estimated borrowing cost of the company is 6 months KIBOR + 3% per annum</td></tr>
<tr><td>xvi</td><td>Rate of interest, mark up, profit, fees or commission etc. to be charged by investing company;</td><td>Advances: Estimated Markup/profit @ 6 months KIBOR + 3% per annum</td></tr>
<tr><td>xvii.</td><td>Particulars of collateral or security to be obtained in relation to the proposed investment;</td><td>The advance is unsecured</td></tr>
</table>

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	The said investment does not carry conversion feature
xix.	Repayment schedule and terms and conditions of loans or advances to be given to the associated company or associated undertaking.	Repayment in 1 year or earlier as per the availability of funds with the investee company and on demand by the investing company
xx.	Sources of funds from where loans or advances will be given	Own and/or borrowed funds
xxi.	Where loans or advances are being granted using borrowed funds: a) Justification for granting loan or advance out of borrowed funds; b) detail of guarantees / assets pledged for obtaining such funds, if any; and c) repayment schedules of borrowing of the investing company	a) To bridge the funding requirement gap b) Shares of group companies c) Quarterly Payments
xxii.	Particulars of collateral or security to be obtained in relation to the proposed investment;	Advance is unsecured
xxiii.	If the loans or advances carry conversion feature i.e. it is convertible into securities, this fact along with complete detail including conversion formula, circumstances in which the conversion may take place and the time when the conversion may be exercisable;	The said investment does not carry conversion feature
xxiv.	Repayment schedule and terms of loans or advances to be given to the investee company	Repayment in 1 year or earlier as per the availability of funds with the investee company and on demand by the investing company

Advance of up to Rs.500 Million to TPL Trakker Limited (TPLT):

The Company is desirous to extend an advance to TPL Trakker Limited. The advance of up to Rs.500 Million has been approved/recommended by the Board of Directors of the Company in its meeting held on November 05, 2026.

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	Subsidiary Company
iii.	Earnings / (Loss) per share for the last three years of the Associated Company	FY-2025-26: PKR. (2.77) per share FY-2024-25: PKR. (0.37) per share FY-2023-24: PKR. 0.72 per share
iv.	Break-up value per share, based on latest audited financial statements	As at June 30, 2026: PKR. 10.17 per share
v.	Financial position of the associated company	The extracts of the Audited balance sheet and profit and loss account of the associated company as at and for the year ended June 30, 2026 are as follows:

Balance Sheet	Rupees In (000)
Non-current assets	4,195,156
Other assets	1,563,851
Total Assets	5,758,997
Total Liabilities	3,539,202
Represented by:	
Paid up capital	1,872,631
Capital Reserve	202,650
Accumulated (loss) / Profit	(451,329)
Other Component of Equity	281,040
Equity	1,904,993
Profit and Loss	
Loss before interest and taxation	(20,169)

		Financial charges	(292,626)
		Loss before taxation	(312,795)
		Taxation	(205,564)
		Profit/(Loss) after taxation	(518,359)
vi	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: a) a description of the project and its history since conceptualization; b) starting date and expected date of completion; c) time by which such project shall become commercially operational; c) expected return on total capital employed in the project; and d) funds invested or to be invested by the promoters distinguishing between cash and non-cash amounts;	TPL Trakker has already commenced its operations, accordingly this section is not applicable.	
vii.	Maximum amount of investment/Advance to be made	PKR. 500 Million	
viii.	Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment;	To facilitate the subsidiary company, meet its operating requirements Benefits: Markup on advances at the rate of 3 month KIBOR + 2.5% and/or Value appreciation	
ix.	Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds,- a) justification for investment through borrowings; b) detail of collateral, guarantees provided and assets pledged for obtaining such funds; and	Own and/or borrowed: i) To facilitate the subsidiary company, meet its operating requirements ii) Shares of group companies iii) a. Estimated 3 month KIBOR + 2.5%; b. markup equivalent to borrowing cost + projected returns in shape of dividend or	

<table>
<tr><td></td><td>c) cost benefit analysis;</td><td>value appreciation is expected to be much higher</td></tr>
<tr><td>x.</td><td>Salient features of the agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment;</td><td>The Agreement was executed between TPL Corp Limited and TPL Trakker Limited on November 05, 2026 for the Advance of PKR 500 Million as per the rate given at serial No. XVI, repayable as per repayment schedule given at serial No. XIX of this material fact.

The validity of the Agreement is one year and shall be renewed as per the mutual consent of both parties.

In case of any dispute between the Companies shall first be referred to Arbitration which will be conducted in accordance with the Arbitration Act 1940</td></tr>
<tr><td>xi.</td><td>Direct or indirect interest, of directors, sponsors, majority shareholders and their relatives, if any, in the associated company/undertaking or the transaction under consideration</td><td>The directors of the Company are solely interested to the extent of their directorships and shareholdings in the Company.

Following are the common directors of TPL Trakker and the Company:
<table><tr><th>Name of Director</th><th>Shareholding in TPLC</th><th>Shareholding in TPLT</th></tr><tr><td>Jameel Yusuf</td><td>0</td><td>1</td></tr></table></td></tr>
<tr><td>xii.</td><td>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</td><td>Advances 2025-26: PKR. 29.83 Million;

TPL Trakker Limited recorded steady revenue reflecting the impact of prevailing economic challenges. Significant progress has been made not only on clientele front, but it also introduced new technological products and features, while keeping focus on cost optimization, operational efficiencies, and strategic initiatives to support future growth.

Also refer to Serial # V above

Impairment/Write-Off: NIL</td></tr>
<tr><td>xiii.</td><td>Any other important details necessary for the members to understand the transaction;</td><td>No additional information</td></tr>
<tr><td>xiv.</td><td>Category-wise amount of investment;</td><td>Advance: PKR. 500 Million</td></tr>
<tr><td>xv.</td><td>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</td><td>The average estimated borrowing cost of the company is 3 months KIBOR + 2.5% per annum</td></tr>
<tr><td>xvi</td><td>Rate of interest, mark up, profit, fees or commission etc. to be charged by investing company;</td><td>3 months KIBOR + 2.5% per annum</td></tr>
</table>

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	The said investment does not carry conversion feature
xix.	Repayment schedule and terms and conditions of loans or advances to be given to the associated company or associated undertaking.	Repayment in 1 year or earlier as per the availability of funds with the investee company and on demand by the investing company
xx.	Sources of funds from where loans or advances will be given	Owned and/or borrowed
xxi.	Where loans or advances are being granted using borrowed funds: a) justification for granting loan or advance out of borrowed funds; b) detail of guarantees / assets pledged for obtaining such funds, if any; and c) repayment schedules of borrowing of the investing company	a) To facilitate the subsidiary company, meet its operating requirements b) Shares of group companies c) Quarterly Payments
xxii.	Particulars of collateral or security to be obtained in relation to the proposed investment;	The advance is unsecured
xxiii.	If the loans or advances carry conversion feature i.e. it is convertible into securities, this fact along with complete detail including conversion formula, circumstances in which the conversion may take place and the time when the conversion may be exercisable;	The said investment does not carry conversion feature
xxiv.	Repayment schedule and terms of loans or advances to be given to the investee company	Repayment in 1 year or earlier as per the availability of funds with the investee company and on demand by the investing company

Advance and/or investment of up to PKR 250 Million in TPL E-Ventures (Private) Limited:

The Company is desirous to extend an advances and/or to make equity investment in TPL E-Ventures (Private) Limited. The advances and/or equity investment of up to Rs.100 Million has been approved/recommended by the Board of Directors of the Company in its meeting held on November 05, 2026.

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:

<table>
<tr><th>S. No.</th><th>Requirement</th><th>Information</th></tr>
<tr><td>i.</td><td>Name of the associated company or associated undertaking</td><td>TPL E-Ventures (Private) Limited</td></tr>
<tr><td>ii.</td><td>Basis of relationship</td><td>Subsidiary Company</td></tr>
<tr><td>iii.</td><td>Earnings / (Loss) per share for the last three years of the Associated Company</td><td>FY-2025-26: PKR. (0.03) per share
FY-2024-25: PKR. (3.12) per share
FY-2023-24: PKR. (4.22) per share</td></tr>
<tr><td>iv.</td><td>Break-up value per share, based on latest financial statements</td><td>As at June 30, 2026: PKR. 4.40 per share</td></tr>
<tr><td>v.</td><td>Financial position (main items of statement of financial position and profit and loss account on the basis of latest financial statements) of the associated company</td><td>The extracts of the balance sheet and profit and loss account of the associated company as at and for the year ended June 30, 2026 are as follows:
<table>
<tr><th>Balance Sheet</th><th>Rupees In (000)</th></tr>
<tr><td>Non-current assets</td><td>103,533</td></tr>
<tr><td>Other assets</td><td>5,873</td></tr>
<tr><td>Total Assets</td><td>109,406</td></tr>
<tr><td></td><td></td></tr>
<tr><td>Total Liabilities</td><td>11,638</td></tr>
<tr><td></td><td></td></tr>
<tr><td>Represented by:</td><td></td></tr>
<tr><td>Paid up capital</td><td>222,199</td></tr>
<tr><td>Capital Reserve</td><td>-</td></tr>
<tr><td>Accumulated (loss)/profit</td><td>(124,431)</td></tr>
<tr><td>Surplus on Revaluation of Fixed Assets</td><td>-</td></tr>
<tr><td>Equity</td><td>97,768</td></tr>
<tr><td></td><td></td></tr>
<tr><td>Profit and Loss</td><td></td></tr>
<tr><td>(Loss) before interest and taxation</td><td>(528)</td></tr>
<tr><td>Financial charges</td><td>(79)</td></tr>
<tr><td>(Loss) before taxation</td><td>(606)</td></tr>
<tr><td>Taxation</td><td>-</td></tr>
<tr><td>(Loss) after taxation</td><td>(606)</td></tr>
</table>
</td></tr>
</table>

Vi	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: a) a description of the project and its history since conceptualization; b) starting date and expected date of completion; c) time by which such project shall become commercially operational; d) expected return on total capital employed in the project; and e) funds invested or to be invested by the promoters distinguishing between cash and non-cash amounts;	TPL E-Venture has already commenced its operations, accordingly this section is not applicable.
vii.	Maximum amount of investment to be made	PKR. 100 Million (Advance &/or equity investment)
viii.	Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment;	**Purpose:** To make investment in Startups **Benefits:** Value appreciation of the investment; Markup equivalent to the borrowing cost of the investing company
ix.	Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds, i) justification for investment through borrowings; ii) detail of collateral, guarantees provided and assets pledged for obtaining such funds; and iii) cost benefit analysis;	**Own and/or borrowed:** i) To facilitate the subsidiary company, meet its investing/operational requirements ii) Shares of group companies iii) a. Estimated 3 month KIBOR + 2.5%; b. markup equivalent to borrowing cost + projected returns in shape of dividend or value appreciation is expected to be much higher
x.	Salient features of the agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment;	The Agreement was executed between TPL Corp Limited and TPL E-Ventures (Private) Limited on November 05, 2026 for the renewal of Advance and or investment of PKR 100 Million as per the rate given at serial No. XXII, repayable as per

		repayment schedule given at serial No. XXV of this material fact. The validity of the Agreement is one year and shall be renewed as per the mutual consent of both parties and agreement also includes a conversion feature. In case of any dispute between the Companies shall first be referred to Arbitration which will be conducted in accordance with the Arbitration Act 1940
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	The directors of the Company are solely interested to the extent of their directorships and shareholdings in the Company. There is no common directorship
xii.	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	**Equity Investment 2025-26:** PKR. NIL **Advances 2025-26:** PKR. 753,258 During the year, TPL E-Venture opted careful strategy (in line with the ongoing economic situations) and instead of making new investments, it has decided to make on follow-on investments in existing portfolios. Also refer to Serial # V above Impairment/Write-Off: 250,952,988
xiii.	Any other important details necessary for the members to understand the transaction;	No additional information
xiv.	maximum price at which securities will be acquired;	At Par Value
xv.	In case the purchase price is higher than market value in case of listed securities and fair value in case of unlisted securities, justification thereof	At Par value
xvi	maximum number of securities to be acquired	-
xvii.	number of securities and percentage thereof held before and after the proposed investment	Before: 22,219,938 shares (100%) After: 47,219,938 shares (100%)
xviii.	Current and preceding twelve weeks' weighted average market price where investment is proposed to be made in listed securities;	Not Applicable as the investment/advance is proposed in an unlisted company
xix.	Fair value determined in terms of sub-regulation (1) of regulation 5 for investments in unlisted securities	PKR. 4.52 per share

xx.	Category-wise amount of investment;	Equity and/or Advance: PKR. 100 Million
xxi.	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	The average estimated borrowing cost of the company is 3 months KIBOR + 2.5% per annum
xxii	Rate of interest, mark up, profit, fees or commission etc. to be charged by investing company;	Equity Investment: NIL Advances: Markup / Profit @ 3 months KIBOR + 2.5% per annum
xxiii.	Particulars of collateral or security to be obtained in relation to the proposed investment;	The advance is unsecured
xxiv.	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	**Advances:** Can be converted into equity at par value, subject to the approvals (if any) and at the option of investing company
xxv.	Repayment schedule and terms and conditions of loans or advances to be given to the associated company or associated undertaking.	Repayment in 1 year or earlier as per the availability of funds with the investee company and on demand by the investing company
xxvi.	Sources of funds from where loans or advances will be given	Own and/or borrowed
xxvii.	Where loans or advances are being granted using borrowed funds: a) justification for granting loan or advance out of borrowed funds; b) detail of guarantees / assets pledged for obtaining such funds, if any; and c) repayment schedules of borrowing of the investing company	 i) To facilitate the subsidiary company, meet its investing/operational requirements ii) Shares of group companies iii) Quarterly Payments
xxviii.	Particulars of collateral or security to be obtained in relation to the proposed investment;	The advance is unsecured
xxix.	If the loans or advances carry conversion feature i.e. it is convertible into securities, this fact along with complete detail including conversion formula, circumstances in which the conversion may take place and the time when the conversion may be exercisable;	Advances: Can be converted into equity at par value, subject to the approvals (if any) and at the option of investing company

xxx.	Repayment schedule and terms of loans or advances to be given to the investee company	Repayment in 1 year or earlier as per the availability of funds with the investee company and on demand by the investing company

Advance and/or Equity investment of up to Rs.150 Million to TPL Security Services (Private) Limited (TPLSS):

The Company is desirous to extend an advance to TPL Security Services (PVT) Limited. The Advance and/or Equity of up to Rs.150 Million has been approved/recommended by the Board of Directors of the Company in its meeting held on November 05, 2026.

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:

<table>
<tr><th>S. No.</th><th>Requirement</th><th>Information</th></tr>
<tr><td>i.</td><td>Name of the associated company or associated undertaking</td><td>TPL Security Services (Private) Limited</td></tr>
<tr><td>ii.</td><td>Basis of relationship</td><td>Subsidiary Company</td></tr>
<tr><td>iii.</td><td>Earnings / (Loss) per share for the last three years of the Associated Company</td><td>FY-2025-26: PKR 1.46 per share
FY-2024-25: PKR. 3.79 per share
FY-2023-24: PKR. (7.42) per share</td></tr>
<tr><td>iv.</td><td>Break-up value per share, based on latest financial statements</td><td>As at June 30, 2026: PKR. (32.31) per share</td></tr>
<tr><td>v.</td><td>Financial position of the associated company</td><td>The extracts of the balance sheet and profit and loss account of the associated company as at and for the year ended June 30, 2026 are as follows:
<table>
<tr><th>Balance Sheet</th><th>Rupees In (000)</th></tr>
<tr><td>Non-current assets</td><td>38,711</td></tr>
<tr><td>Other assets</td><td>119,498</td></tr>
<tr><td>Total Assets</td><td>158,209</td></tr>
<tr><td></td><td></td></tr>
<tr><td>Total Liabilities</td><td>226,061</td></tr>
<tr><td></td><td></td></tr>
<tr><td>Represented by:</td><td></td></tr>
<tr><td>Paid up capital</td><td>21,000</td></tr>
<tr><td>Capital Reserve</td><td></td></tr>
<tr><td>Accumulated (loss)</td><td>(88,852)</td></tr>
<tr><td>Equity</td><td>(67,852)</td></tr>
<tr><td></td><td></td></tr>
<tr><td>Profit and Loss</td><td></td></tr>
</table>
</td></tr>
</table>

		Profit / (Loss) before interest and taxation	24,791
		Financial charges	(11,958)
		Profit / (Loss) before income tax and minimum tax differential	12,833
		Income tax and minimum tax differential	(9,775)
		Profit / (Loss) after taxation	3,058
vi	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: a) a description of the project and its history since conceptualization; b) starting date and expected date of completion; c) time by which such project shall become commercially operational; d) expected return on total capital employed in the project; and e) funds invested or to be invested by the promoters distinguishing between cash and non-cash amounts;	TPL Security Services (Private) Limited has already commenced its operations, accordingly this section is not applicable.	
vii.	Maximum amount of investment to be made	PKR. 150 Million (including conversion of advance of PKR. 50 Million into equity).	
viii.	Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment;	To facilitate the subsidiary company, meet its operating requirements **Benefits:** Markup on advances at the rate of 3 month KIBOR + 2.5% per annum and/or Value appreciation	
ix.	Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds,- i) justification for investment through borrowings;	**Own and/or borrowed:** (i) To facilitate the subsidiary company, meet its operating requirements (ii) Shares of group companies (iii) a. Estimated 3 month KIBOR + 2.5%;	

	ii) detail of collateral, guarantees provided and assets pledged for obtaining such funds; and iii) cost benefit analysis;	b. markup equivalent to borrowing cost + projected returns in shape of dividend or value appreciation is expected to be much higher
x.	Salient features of the agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment;	The Agreement was executed between TPL Corp Limited and TPL Security Services (Private) Limited on November 05, 2026 for the renewal of Advance of PKR 150 Million as per the rate given at serial No. XXII, repayable as per repayment schedule given at serial No. XXV of this material fact. The validity of the Agreement is one year and shall be renewed as per the mutual consent of both parties and agreement also includes a conversion feature. In case of any dispute between the Companies shall first be referred to Arbitration which will be conducted in accordance with the Arbitration Act 1940
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	The directors of the Company are solely interested to the extent of their directorships and shareholdings in the Company. Following are the common directors of TPL Security Services (Private) Limited and the Company: **Name of Director** | **Shareholding in TPLC** | **Shareholding in TPLSS** Ali Jameel | 0 | 1
xii.	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	**Advances 2025-26:** NIL TPL Security Services Limited recorded a revenue of PKR 337.8 million, compared to PKR 359.4 million in the previous year. However, owing to a reduction in the cost of sales, the company successfully improved its gross profit by PKR 27.9 million. Also refer to Serial # V above Impairment/Write-Off: NIL
xiii.	Any other important details necessary for the members to understand the transaction;	No other information
xiv.	maximum price at which securities will be acquired;	At par value
xv.	In case the purchase price is higher than market value in case of listed securities and fair value in case of unlisted securities, justification thereof	At par value

xvi	maximum number of securities to be acquired	Nill
xvii	Number of securities thereof held before and after the proposed investment	Before: 0 Shares After: 5 Million as per Par value
xviii.	Current and preceding twelve weeks' weighted average market price where investment is proposed to be made in listed securities;	Not Applicable, as the company is an unlisted entity
xix.	Fair value determined in terms of sub-regulation (1) of regulation 5 for investments in unlisted securities	70.74 per share
xx.	Category-wise amount of investment;	PKR. 150 Million (including conversion of advance of PKR. 50 Million into equity.)
xxi.	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	The average estimated borrowing cost of the company is 3 months KIBOR + 2.5% per annum
xxii.	Rate of interest, mark up, profit, fees or commission etc. to be charged by investing company;	3 months KIBOR + 2.5% per annum
xxiii.	Particulars of collateral or security to be obtained in relation to the proposed investment;	The advance is unsecured
xxiv.	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	Advances: Can be converted into equity at par value, subject to the approvals (if any) and at the option of investing company
xxv.	Repayment schedule and terms and conditions of loans or advances to be given to the associated company or associated undertaking.	Repayment in 1 year or earlier as per the availability of funds with the investee company and on demand by the investing company
xxvi.	Sources of funds from where loans or advances will be given	Owned and/or borrowed
xxvii.	Where loans or advances are being granted using borrowed funds: a. justification for granting loan or advance out of borrowed funds; b. detail of guarantees / assets pledged for obtaining such funds, if any; and c. repayment schedules of borrowing of the investing company	a. To facilitate the subsidiary company, meet its operating requirements b. Shares of group companies c. Quarterly Payments

xxviiii.	Particulars of collateral or security to be obtained in relation to the proposed investment;	The advance is unsecured
xxix	If the loans or advances carry conversion feature i.e. it is convertible into securities, this fact along with complete detail including conversion formula, circumstances in which the conversion may take place and the time when the conversion may be exercisable;	Advances: Can be converted into equity at par value, subject to the approvals (if any) and at the option of investing company
xxx	Repayment schedule and terms of loans or advances to be given to the investee company	Repayment in 1 year or earlier as per the availability of funds with the investee company and on demand by the investing company

Advance of up to Rs.200 Million to TPL REIT Management Company Limited (TPL RMC):

The Company is desirous to extend advance to TPL REIT Management Company Limited. The advance of up to Rs.200 Million has been approved/recommended by the Board of Directors of the Company in its meeting held on November 05, 2026.

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 REIT Management Company Limited
ii.	Basis of relationshi0070	Associated Company
iii.	Earnings per share for the last three years of the Associated Company	FY-2025-26: PKR. (6.21) per share FY-2024-25: PKR. 2.22 per share FY-2023-24: PKR. 1.47 per share
iv.	Break-up value per share, based on latest audited financial statements	As at June 30, 2026: PKR. 13.40 per share
v.	Financial position of the associated company	The extracts of the audited balance sheet and profit and loss account of the associated company as at and for the year ended June 30, 2026 are as follows:

Balance Sheet	**Rupees In (000)**
Non-current assets	984,582
Other assets	908,593
Total Assets	1,893,175
Total Liabilities	745,736
Represented by:	

		Paid up capital	856,300
		Advance Against shares	Nil
		Accumulated (loss)/Profit	291,139
		Equity	1,147,439
		Profit and Loss	
		Profit/(Loss) before interest and taxation	(791,651)
		Financial charges	(912)
		Profit /(Loss) before taxation	(814,907)
		Taxation	283,362
		Profit/(Loss) after taxation	(531,545)
vi.	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: a) a description of the project and its history since conceptualization; b) starting date and expected date of completion; c) time by which such project shall become commercially operational; d) expected return on total capital employed in the project; and e) funds invested or to be invested by the promoters distinguishing between cash and non-cash amounts;	TPL REIT Management Company Limited has already launched REIT Fund, accordingly this section is not applicable.	
vii.	Maximum amount of investment to be made	PKR. 200 Million	
viii.	Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment;	To facilitate the Associated company, meet its operating requirements	
ix.	Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds,	Own and/or borrowed:	

	(i) justification for investment through borrowings; (ii) detail of collateral, guarantees provided and assets pledged for obtaining such funds; and (iii) cost benefit analysis;	(i) To facilitate the Associated company, meet its operating requirements (ii) Shares of group companies (iii) a. Estimated 3 month KIBOR + 2.5%; b. markup equivalent to borrowing cost + projected returns in shape of dividend or value appreciation is expected to be much higher
x.	Salient features of the agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment;	The Agreement was executed between TPL Corp Limited and TPL REIT Management Company Limited on November 05, 2026 for the renewal of Advance of PKR 200 Million as per the rate given at serial No. XIV, repayable as per repayment schedule given at serial No. XIX of this material fact. The validity of the Agreement is one year and shall be renewed as per the mutual consent of both parties. In case of any dispute between the Companies shall first be referred to Arbitration which will be conducted in accordance with the Arbitration Act 1940
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	The directors of the Company are solely interested to the extent of their directorships and shareholdings in the Company. Following are the common directors of TPL RMC and the Company:

Name of Director	Shareholding in TPLC	Shareholding in TPL RMC
Muhammad Ali Jameel	0	1
Jameel Yusuf	0	0

xii.	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	**Advance 2025-26:** NIL Also refer to serial # V above Impairment/Write-Off: NIL
xiii.	Any other important details necessary for the members to understand the transaction;	No additional information
xiv.	Category-wise amount of investment;	Advance: PKR. 200 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	The average estimated borrowing cost of the company is 3 months KIBOR + 2.5% per annum

xvi	Rate of interest, mark up, profit, fees or commission etc. to be charged by investing company;	3 months KIBOR + 2.5% per annum
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	The said investment does not carry conversion feature
xix.	Repayment schedule and terms and conditions of loans or advances to be given to the associated company or associated undertaking.	Repayment in 1 year or earlier as per the availability of funds with the investee company and on demand by the investing company
xx.	Sources of funds from where loans or advances will be given	Owned and/or borrowed
xxi.	Where loans or advances are being granted using borrowed funds: a. justification for granting loan or advance out of borrowed funds; b. detail of guarantees / assets pledged for obtaining such funds, if any; and c. repayment schedules of borrowing of the investing company	a. To facilitate the subsidiary company, meet its operating requirements b. Shares of group companies c. Quarterly Payments
xxii.	Particulars of collateral or security to be obtained in relation to the proposed investment;	The advance is unsecured
xxiii.	If the loans or advances carry conversion feature i.e. it is convertible into securities, this fact along with complete detail including conversion formula, circumstances in which the conversion may take place and the time when the conversion may be exercisable;	The said investment does not carry conversion feature
xxiv.	Repayment schedule and terms of loans or advances to be given to the investee company	Repayment in 1 year or earlier as per the availability of funds with the investee company and on demand by the investing company

Advance of up to Rs.200 Million to TPL Properties Limited (TPLP):

The Company is desirous to extend an advance to TPL Properties Limited. The advances of up to Rs.200 Million has been approved/recommended by the Board of Directors of the Company in its meeting held on November 05, 2026.

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:

<table>
<tr><th>S. No.</th><th>Requirement</th><th>Information</th></tr>
<tr><td>i.</td><td>Name of the associated company or associated undertaking</td><td>TPL Properties Limited</td></tr>
<tr><td>ii.</td><td>Basis of relationship</td><td>Subsidiary Company</td></tr>
<tr><td>iii.</td><td>Earnings per share for the last three years of the Associated Company</td><td>FY-2025-26: PKR. (6.45) per share
FY-2024-25: PKR. (2.29) per share
FY-2023-24: PKR. (6.47) per share</td></tr>
<tr><td>iv.</td><td>Break-up value per share, based on latest audited financial statements</td><td>As at June 30, 2026: PKR. 9.52 per share</td></tr>
<tr><td>v.</td><td>Financial position of the associated company</td><td>The extracts of the Audited balance sheet and profit and loss account of the subsidiary as at and for the period ended June 30, 2026 is as follows:
<table>
<tr><th>Balance Sheet</th><th>Rupees In (000)</th></tr>
<tr><td>Non-current assets</td><td>5,842,907</td></tr>
<tr><td>Other assets</td><td>1,725,915</td></tr>
<tr><td>Total Assets</td><td>7,568,822</td></tr>
<tr><td></td><td></td></tr>
<tr><td>Total Liabilities</td><td>2,226,197</td></tr>
<tr><td></td><td></td></tr>
<tr><td>Represented by :</td><td></td></tr>
<tr><td>Paid up Capital</td><td>5,610,869</td></tr>
<tr><td>Capital Reserve</td><td>41,316</td></tr>
<tr><td>Accumulated (loss)/profit</td><td>(309,560)</td></tr>
<tr><td>Equity</td><td>5,342,625</td></tr>
<tr><td></td><td></td></tr>
<tr><td>Profit and Loss</td><td></td></tr>
<tr><td>Profit/(Loss) before interest and taxation</td><td>(3,256,138)</td></tr>
<tr><td>Financial charges</td><td>(245,510)</td></tr>
<tr><td>(Loss) before taxation</td><td>(3,620,594)</td></tr>
</table></td></tr>
</table>

TPL Corp Ltd.
20th Floor, Sky Tower-East Wing, Dolmen City,
HC-3, Block 4, Abdul Sattar Edhi Avenue,
Clifton, Karachi, Pakistan.

+92-21-34390300
+92-21-35316032
info@tplcorp.com
www.tplcorp.com

		Taxation	-
		(Loss) after taxation	(3,620,595)
vi	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: a) a description of the project and its history since conceptualization; b) starting date and expected date of completion; c) time by which such project shall become commercially operational; d) expected return on total capital employed in the project; and e) funds invested or to be invested by the promoters distinguishing between cash and non-cash amounts;	TPL Properties has already commenced its operations, accordingly this section is not applicable.	
vii.	Maximum amount of investment to be made	PKR. 200 Million	
viii.	Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment;	To facilitate the Subsidiary company, meet its operating requirements	
ix.	Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds, i) justification for investment through borrowings; ii) detail of collateral, guarantees provided and assets pledged for obtaining such funds; and iii) cost benefit analysis;	**Own and/or borrowed:** i. To facilitate the Subsidiary company, meet its operating requirements ii. Shares of group companies iii. a. Estimated 3 month KIBOR + 2.5%; b. markup equivalent to borrowing cost + projected returns in shape of dividend or value appreciation is expected to be much higher	
x.	Salient features of the agreement(s), if any, with associated company or associated	The Agreement was executed between TPL Corp Limited and TPL Properties Limited on November 05, 2026 for the renewal of Advance of PKR 200 Million as per the rate given	

<table>
<tr><td></td><td>undertaking with regards to the proposed investment;</td><td>at serial No. XVI, repayable as per repayment schedule given at serial No. XIX of this material fact.

The validity of the Agreement is one year and shall be renewed as per the mutual consent of both parties.

In case of any dispute between the Companies shall first be referred to Arbitration which will be conducted in accordance with the Arbitration Act 1940</td></tr>
<tr><td>xi.</td><td>Direct or indirect interest, of directors, sponsors, majority shareholders and their relatives, if any, in the associated company/undertaking or the transaction under consideration</td><td>The directors of the Company are solely interested to the extent of their directorships and shareholdings in the Company.

Following are the common directors of TPL Properties Limited and the Company:
<table>
<tr><th>Name of Director</th><th>Shareholding in TPLC</th><th>Shareholding in TPLP</th></tr>
<tr><td>Jameel Yusuf</td><td>0</td><td>3,035,775</td></tr>
<tr><td>Ali Jameel</td><td>300,000</td><td>35,575,014</td></tr>
<tr><td>Muhammad Shafi</td><td>1</td><td>1</td></tr>
</table></td></tr>
<tr><td>xii.</td><td>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</td><td>Advance 2025-26: NIL

Also refer to serial # V above

Impairment/Write-Off: NIL</td></tr>
<tr><td>xiii.</td><td>Any other important details necessary for the members to understand the transaction;</td><td>No Additional information</td></tr>
<tr><td>xiv.</td><td>Category-wise amount of investment;</td><td>Advance: PKR. 200 Million</td></tr>
<tr><td>xv.</td><td>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</td><td>The average estimated borrowing cost of the company is 3 months KIBOR + 2.5% per annum</td></tr>
<tr><td>xvi</td><td>Rate of interest, mark up, profit, fees or commission etc. to be charged by investing company;</td><td>3 months KIBOR + 2.5% per annum</td></tr>
<tr><td>xvii.</td><td>Particulars of collateral or security to be obtained in relation to the proposed investment;</td><td>The advance is unsecured</td></tr>
<tr><td>xviii.</td><td>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</td><td>The said investment does not carry conversion feature</td></tr>
</table>

xix.	Repayment schedule and terms and conditions of loans or advances to be given to the associated company or associated undertaking.	Repayment in 1 year or earlier as per the availability of funds with the investee company and on demand by the investing company
xx.	Sources of funds from where loans or advances will be given	Owned and/or borrowed
	Where loans or advances are being granted using borrowed funds: a) justification for granting loan or advance out of borrowed funds; b) detail of guarantees / assets pledged for obtaining such funds, if any; and c) repayment schedules of borrowing of the investing company	a) To facilitate the subsidiary company, meet its operating requirements b) Shares of group companies c) Quarterly payments
xxi.	Particulars of collateral or security to be obtained in relation to the proposed investment;	The advance is unsecured
xxii.	If the loans or advances carry conversion feature i.e. it is convertible into securities, this fact along with complete detail including conversion formula, circumstances in which the conversion may take place and the time when the conversion may be exercisable;	The said investment does not carry conversion feature
xxiii.	Repayment schedule and terms of loans or advances to be given to the investee company	Repayment in 1 year or earlier as per the availability of funds with the investee company and on demand by the investing company

Advance of up to Rs.50 Million to Astra Location Services (Private) Limited:

The Company is desirous to extend an advance to Astra Location Services (Private) Limited. The advance of up to Rs.50 Million has been approved/recommended by the Board of Directors of the Company in its meeting held on November 05, 2026.

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	Astra Location Services (Private) Limited
ii.	Basis of relationship	Associated Company
iii.	Earnings per share for the last three years of the Associated Company	FY-2025-26: PKR. 121.07 per share FY-2024-25: PKR. (1132.02) per share

<table>
<tr><td></td><td></td><td>FY-2023-24: PKR. (469.60) per share</td></tr>
<tr><td>iv.</td><td>Break-up value per share, based on latest audited financial statements</td><td>As at June 30, 2026: PKR. 7,570 per share</td></tr>
<tr><td>v.</td><td>Financial position (main items of statement of financial position and profit and loss account on the basis of latest financial statements) of the associated company</td><td>The extracts of the audited/reviewed balance sheet and profit and loss account of the associated company as at and for the period ended June 30, 2026 is as follows:
<table>
<tr><th>Balance Sheet</th><th>Rupees In (000)</th></tr>
<tr><td>Non-current assets</td><td>1,110,084</td></tr>
<tr><td>Other assets</td><td>38,026</td></tr>
<tr><td>Total Assets</td><td>1,148,110</td></tr>
<tr><td></td><td></td></tr>
<tr><td>Total Liabilities</td><td>391,101</td></tr>
<tr><td></td><td></td></tr>
<tr><td>Represented by :</td><td></td></tr>
<tr><td>Paid up Capital</td><td>1,000</td></tr>
<tr><td>Share Premium/Other Reserve</td><td>193,003</td></tr>
<tr><td>Advance Against Share issue</td><td>772,909</td></tr>
<tr><td>Accumulated (loss)</td><td>(209,903)</td></tr>
<tr><td>Equity</td><td>(757,008)</td></tr>
<tr><td></td><td></td></tr>
<tr><td>Profit and Loss</td><td></td></tr>
<tr><td>(Loss) before interest and taxation</td><td>47,896</td></tr>
<tr><td>Financial charges</td><td>(32,485)</td></tr>
<tr><td>(Loss) before taxation</td><td>16,429</td></tr>
<tr><td>Taxation</td><td>(4,323))</td></tr>
<tr><td>(Loss) after taxation</td><td>12,107</td></tr>
</table></td></tr>
<tr><td>vi</td><td>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:

a) a description of the project and its history since conceptualization;</td><td>Astra Locations Services (Private) Limited has already commenced its operations; accordingly, this section is not applicable.</td></tr>
</table>

	b) starting date and expected date of completion; c) time by which such project shall become commercially operational; d) expected return on total capital employed in the project; and e) funds invested or to be invested by the promoters distinguishing between cash and non-cash amounts;	
vii.	Maximum amount of investment to be made	PKR 50 Million
viii.	Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment;	**Purpose:** To meet the funding requirement of the sub-subsidiary company **Benefits:** Value appreciation of the investment
ix.	Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds,- i) justification for investment through borrowings; ii) detail of collateral, guarantees provided and assets pledged for obtaining such funds; and iii) cost benefit analysis;	**Own and/or borrowed:** i) TPL Corp limited being holding company, has to inject equity in the subsidiary / sub-subsidiary in the initial year of operation ii) Shares of group companies iii) a. Estimated 3 month KIBOR + 2.5%; b. markup equivalent to borrowing cost + projected returns in shape of dividend and / or value appreciation is expected to be much higher
x.	Salient features of the agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment;	The Agreement was executed between TPL Corp Limited and Astra Location Services (Private) Limited on November 05, 2026 for the Advance of PKR 50 Million as per the rate given at serial No. XVI, repayable as per repayment schedule given at serial No. XIX of this material fact. The validity of the Agreement is one year and shall be renewed as per the mutual consent of both parties. In case of any dispute between the Companies shall first be referred to Arbitration which will be conducted in accordance with the Arbitration Act 1940

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	The directors of the Company are solely interested to the extent of their directorships. There is no common directorship
xii.	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	Advance 2025-26: NIL Also refer to serial # V above Impairment/Write-Off: NIL
xiii.	Any other important details necessary for the members to understand the transaction;	No additional information
xx.	Category-wise amount of investment;	Advances: PKR. 50 Million
xxi.	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	The average estimated borrowing cost of the company is 3 months KIBOR + 2.5% per annum
xxii.	Rate of interest, mark up, profit, fees or commission etc. to be charged by investing company;	Advances: Estimated Markup/profit @ 6 months KIBOR + 3% per annum
xxiii.	Particulars of collateral or security to be obtained in relation to the proposed investment;	The advance is unsecured
xxiv.	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	The said investment does not carry conversion feature
xxv.	Repayment schedule and terms and conditions of loans or advances to be given to the associated company or associated undertaking.	Repayment in 1 year or earlier as per the availability of funds with the investee company and on demand by the investing company
xxvi.	Sources of funds from where loans or advances will be given	Own and/or borrowed funds
xxvii.	Where loans or advances are being granted using borrowed funds: a) justification for granting loan or advance out of borrowed funds; b) detail of guarantees / assets pledged for obtaining such funds, if any; and	a. TPL Corp limited being holding company, has to inject equity in the subsidiary / sub-subsidiary in the initial year of operation b. N/A c. Repayment in 1 year or earlier as per the availability of funds with the investee company and on demand by the investing company

	c) repayment schedules of borrowing of the investing company	
xxviii.	Particulars of collateral or security to be obtained in relation to the proposed investment;	Advance is unsecured
xxix.	If the loans or advances carry conversion feature i.e. it is convertible into securities, this fact along with complete detail including conversion formula, circumstances in which the conversion may take place and the time when the conversion may be exercisable;	The said investment does not carry conversion feature
xxx.	Repayment schedule and terms of loans or advances to be given to the investee company	Repayment in 1 year or earlier as per the availability of funds with the investee company and on demand by the investing company

Advance of up to Rs.50 Million to TPL Property Management (Private) Limited:

The Company is desirous to extend an advance to TPL Property Management (Private) Limited. The advance of up to Rs.50 Million has been approved/recommended by the Board of Directors of the Company in its meeting held on November 05, 2026.

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 Property Management (Private) Limited
ii.	Basis of relationship	Associated Company
iii.	Earnings / (Loss) per share for the last three years of the Associated Company	FY-2025-26: PKR. (338.00) per share FY-2024-25: PKR. (1187.69) per share FY-2023-24: PKR. (1818.54) per share
iv.	Break-up value per share, based on latest audited financial statements	As at June 30, 2026: PKR. (3,184.3) per share
v.	Financial position (main items of statement of financial position and profit and loss account on the basis of latest financial statements) of the associated company	The extracts of the audited/reviewed balance sheet and profit and loss account of the associated company as at and for the period ended June 30, 2026 is as follows:

Balance Sheet	**Rupees In (000)**
Non-current assets	475,000
Other assets	157,588
Total Assets	632,588

		Total Liabilities 951,020 **Represented by :** Paid up Capital 1,000 Share Premium/Other Reserve - Accumulated (loss) (319,432) **Equity** (318,432) **Profit and Loss** Operating Profit 42,058 Financial charges (71,330) (Loss) before taxation (29,271) Taxation (4,234) **(Loss) after taxation** (33,805)
vi	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: a) a description of the project and its history since conceptualization; b) starting date and expected date of completion; c) time by which such project shall become commercially operational; d) expected return on total capital employed in the project; and e) funds invested or to be invested by the promoters distinguishing between cash and non-cash amounts;	TPL Property Management (Private) Limited has already commenced its operations; accordingly, this section is not applicable.
vii.	Maximum amount of investment to be made	PKR 50 Million

viii.	Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment;	**Purpose:** To meet the funding requirement of the sub-subsidiary company **Benefits:** Value appreciation of the investment
ix.	Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds,- iv) justification for investment through borrowings; v) detail of collateral, guarantees provided and assets pledged for obtaining such funds; and vi) cost benefit analysis;	**Own and/or borrowed:** iv) TPL Corp limited being holding company, has to inject equity in the subsidiary / sub-subsidiary in the initial year of operation v) Shares of group companies vi) a. Estimated 3 month KIBOR + 2.5%; a. markup equivalent to borrowing cost + projected returns in shape of dividend and / or value appreciation is expected to be much higher
x.	Salient features of the agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment;	The Agreement was executed between TPL Corp Limited and TPL Property Management (Private) Limited on November 05, 2026 for the Advance of PKR 50 Million as per the rate given at serial No. XVI, repayable as per repayment schedule given at serial No. XIX of this material fact. The validity of the Agreement is one year and shall be renewed as per the mutual consent of both parties. In case of any dispute between the Companies shall first be referred to Arbitration which will be conducted in accordance with the Arbitration Act 1940
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	The directors of the Company are solely interested to the extent of their directorships. There is no common directorship
xii.	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	Advance 2025-26: NIL Also refer to serial # V above Impairment/Write-Off: NIL
xiii.	Any other important details necessary for the members to understand the transaction;	No additional information
xx.	Category-wise amount of investment;	Advances: PKR. 50 Million
xxi.	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	The average estimated borrowing cost of the company is 3 months KIBOR + 2.5% per annum

xxii.	Rate of interest, mark up, profit, fees or commission etc. to be charged by investing company;	Advances: Estimated Markup/profit @ 6 months KIBOR + 3% per annum
xxiii.	Particulars of collateral or security to be obtained in relation to the proposed investment;	The advance is unsecured
xxiv.	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	The said investment does not carry conversion feature
xxv.	Repayment schedule and terms and conditions of loans or advances to be given to the associated company or associated undertaking.	Repayment in 1 year or earlier as per the availability of funds with the investee company and on demand by the investing company
xxvi.	Sources of funds from where loans or advances will be given	Own and/or borrowed funds
xxvii.	Where loans or advances are being granted using borrowed funds: d) justification for granting loan or advance out of borrowed funds; e) detail of guarantees / assets pledged for obtaining such funds, if any; and f) repayment schedules of borrowing of the investing company	d. TPL Corp limited being holding company, has to inject equity in the subsidiary / sub-subsidiary in the initial year of operation e. N/A f. Repayment in 1 year or earlier as per the availability of funds with the investee company and on demand by the investing company
xxviii.	Particulars of collateral or security to be obtained in relation to the proposed investment;	Advance is unsecured
xxix.	If the loans or advances carry conversion feature i.e. it is convertible into securities, this fact along with complete detail including conversion formula, circumstances in which the conversion may take place and the time when the conversion may be exercisable;	The said investment does not carry conversion feature
xxx.	Repayment schedule and terms of loans or advances to be given to the investee company	Repayment in 1 year or earlier as per the availability of funds with the investee company and on demand by the investing company

Postal Ballot Paper

Postal Ballot Paper for Special Business Items to be transacted at the Annual General Meeting ("AGM") of TPL Corp Limited ("Company") to be held on Friday, November 27, 2026 at 11.30 a.m. at the Dr. Shamshad Akhtar Auditorium, Stock Exchange Building, 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@tplcorp.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 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 resolutions through postal ballot by conveying my/our assent or dissent to the following resolutions 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 seeking special resolution from the shareholders of the Company pursuant to Section 199 of the Companies Act, 2017 to authorize the to make equity investment of up to Rs. 350 million and of advance of up to Rs 150 million to the subsidiary company, TPL Life Insurance Limited. ***"RESOLVED THAT** pursuant to Section 199 of the Companies Act 2017, the Company be and is hereby authorized to make an equity investment of up to Rs. 350 million and to extend an advance of up to Rs. 150 million to TPL Life Insurance Limited."*			
2.	To consider seeking special resolution from the shareholders of the Company pursuant to Section 199 of the Companies Act, 2017 to authorize the company for the advance of up to Rs. 1,000 million to the holding company, TPL Holdings (Private) Limited. ***"RESOLVED THAT** pursuant to Section 199 of the Companies Act, 2017, the Company be and is hereby authorized to extend an advance of up to Rs. 1,000 million to the holding company, TPL Holdings (Private) Limited."*			
3.	To consider seeking special resolution from the shareholders of the Company pursuant to Section 199 of the Companies Act, 2017 to authorize the company for the advance of up to of Rs. 500 million to the subsidiary company, TPL Trakker Limited.			

	***"RESOLVED THAT** pursuant to Section 199 of the Companies Act 2017, the Company be and is hereby authorized for an advance of up to Rs 500 Million to TPL Trakker Limited."*			
4.	To consider seeking special resolution from the shareholders of the Company pursuant to Section 199 of the Companies Act, 2017, to authorize the company for the advance and /or equity investment of up to Rs. 250 million in the subsidiary company, TPL E-Venture (Private) Limited. ***"RESOLVED THAT** pursuant to Section 199 of the Companies Act 2017, the Company be and is hereby authorized for an advance and/or an equity investment of up to Rs. 250 Million in TPL E-Ventures (Private) Limited."*			
5.	To consider seeking special resolution from the shareholders of the Company pursuant to Section 199 of the Companies Act, 2017, to authorize the company for the advance and / or equity investment of up to Rs. 150 million in the associated company, TPL Security Services (Private) Limited. ***"RESOLVED THAT** pursuant to Section 199 of the Companies Act 2017, the Company be and is hereby authorized for an advance and/ or equity investment of up to Rs.150 Million to TPL Security Services (Private) Limited."*			
6.	To consider and, if thought fit, pass with or without modification, special resolution in terms of Section 199 of the Companies Act 2017, to authorize the Company for an advance of up to Rs.200 million to the associated company, TPL REIT Management Company Limited. ***"RESOLVED THAT** pursuant to Section 199 of the Companies Act 2017, the Company be and is hereby authorized for an advance of up to Rs. 200 Million to TPL REIT Management Company Limited."*			
7.	To consider and, if thought fit, pass with or without modification, special resolution in terms of Section 199 of the Companies Act 2017, to authorize the Company for an advance of up to Rs.200 Million to the associated company, TPL Properties Limited. ***"RESOLVED THAT** pursuant to Section 199 of the Companies Act 2017, the Company be and is hereby authorized for an advance of up to Rs.200 Million to TPL Properties Limited."*			
8.	To consider and, if thought fit, pass with or without modification, special resolution in terms of Section 199 of the Companies Act 2017, to authorize the Company for an advance of up to Rs.50 million to the associated company, Astra Location Services (Private) Limited.			

9.	***"RESOLVED THAT*** *pursuant to Section 199 of the Companies Act 2017, the Company be and is hereby authorized for an advance of up to Rs. 50 Million to Astra Location Services (Private) Limited."* To consider seeking special resolution from the shareholders of the Company pursuant to Section 199 of the Companies Act, 2017 to authorize advance of up to Rs. 50 million to the associated company, TPL Property Management (Private) Limited. *""**RESOLVED THAT** pursuant to Section 199 of the Companies Act 2017, the Company be and is hereby authorized for an advance of up to Rs. 50 Million to TPL Property Management (Private) Limited."*			

_____
Signature of shareholder(s)

Place: _____

Date: _____

Notes:

1. Duly filled postal ballot should be sent to chairman at chairman@tplcorp.com or through post to Mr. Jameel Yusuf, TPL Corp 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 form should reach chairman of the meeting on or before November 26, 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

Form of Proxy
Annual General Meeting of TPL Corp Limited

I/We _____ S/o / D/o / W/o _____ resident of (full address) _____ being a member(s) of **TPL Corp 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 **Friday, November 27, 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.

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

I/We _____S/o / D/o / W/o _____ resident of (full address) _____ being a member(s) of TPL Corp 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 **Friday, November 27, 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.

TPL Corp Ltd.
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