TPL Properties Limited
Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting ("**AGM**") of TPL Properties Limited ("**Company**") will be held on Friday, November 27, 2026 at 11.00 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 29, 2025.

   ***"RESOLVED THAT** the minutes of Annual General Meeting of TPL Properties Limited held on December 29, 2025 at 11:00 am 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 Properties 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 Properties 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 and if thought fit, to pass with or without modification, special resolution in terms of Section 199 of the Companies Act 2017 to authorize the company for the advance of up to Rs. 2 billion to the ultimate parent company, TPL Holdings (Private) Limited.

   ***"RESOLVED THAT** pursuant to Section 199 of the Companies Act 2017, the Company be and is hereby authorized to make advance of up to Rs. 2 billion to the ultimate parent company, TPL Holdings (Private) Limited."*

5. To consider and if thought fit, to pass with or without modification, special resolution in terms of Section 199 of the Companies Act 2017 to authorize the company for the advance of up to Rs. 2 billion to the parent company, TPL Corp Limited.

   ***"RESOLVED THAT** pursuant to Section 199 of the Companies Act 2017, the Company be and is hereby authorized to make advance of up to Rs. 2 billion to the parent company, TPL Corp Limited."*

6. To consider and, if thought fit, to pass, with or without modification(s), the following resolutions as an ordinary resolution, in accordance with Section 182 of the Companies Act, 2017, to approve and authorize the Company to provide corporate guarantee(s) and/or other security in connection with any loan(s) obtained by the Directors of the Company from time to time, subject to compliance with applicable laws and requisite approvals.

   "***RESOLVED THAT,** in accordance with Section 182 of the Companies Act, 2017 and other applicable laws, the Company be and is hereby authorized to provide corporate guarantee(s) and/or other security in connection with any loan(s) obtained by the Directors of the Company from time to time, in such form and manner as may be deemed appropriate by the Board of Directors, and on such terms and conditions as may be mutually agreed between the relevant parties."*

"RESOLVED FURTHER THAT, *for the purpose of giving effect to the foregoing resolution, the Chairman, Chief Financial Officer or any other person(s) duly authorized by the Board, be and are hereby authorized, jointly (any two), to execute, deliver, and sign all necessary documents, instruments, agreements, and writings, and to take or cause to be taken all such actions, steps, filings, and matters as may be necessary, desirable, or expedient for giving effect to this resolution, including making any amendments, modifications, or changes as may be required by the regulatory authorities or otherwise deemed appropriate."*

ANY OTHER BUSINESS

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

By Order of the Board

Hasnain Wasim Ursani
Company Secretary

Karachi, November 06, 2026

TPL Properties Ltd.
20th Floor, Sky Tower - East Wing,
Dolmen City, HC-3, Abdul Sattar Edhi Avenue,
Block No. 4, Clifton, Karachi.

+92-21-34390300
+92-21-35184056
info@tplproperty.com
www.tplproperty.com

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 11:00 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@tplproperties.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, 2025, to members containing the web address, login details, password, and other necessary information. The facility for e-voting shall open on November 20, 2025 and shall close at 1700 hours (Pakistan Standard Time) on November 26, 2025.

c. Appointment of Scrutinizer for the above Business Item No. 4 to 5:

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

This statement is being furnished in terms of the requirement under Section 134(3) of the Companies Act, 2017 ("**Companies Act**"), setting out material facts concerning the Special Business to be transacted at the Annual General Meeting of TPL Properties Limited ("**Company**") which will be held on Friday, November 27, 2026 at 11:00 AM.

SPECIAL BUSINESS AGENDA ITEM NO [04]:

Investment in the form of loan of up to Rs. 2 Billion in TPL Holdings (Private) Limited

The Company is desirous of extending a loan to TPL Holdings (Private) Limited. The loan of up to Rs. 2,000,000,000/- has been approved/recommended by the Board of Directors of the Company in its meeting held on Nov 03, 2026, which includes Rs. 304,797,008/- already extended during the year, now placed before the members for ratification.

The Board of Directors of the Company have no direct or indirect interest in the Special Business, except and to the extent of their respective shareholding in the Company.

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 Holdings (Private) Limited</td></tr>
<tr><td>ii.</td><td>Basis of relationship</td><td>Ultimate Parent/Holding Company</td></tr>
<tr><td>iii.</td><td>Profit/(Loss) per share for the last three years of the Associated Company</td><td>FY-2024-25: PKR (55.42) per share
FY-2023-24: PKR (42.18) per share
FY-2022-23: PKR 5.23 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, 2025: PKR 292.69 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, 2025 is as follows:
<table>
<tr><td>Balance Sheet</td><td>Rupees in '000'</td></tr>
<tr><td>Non-current assets</td><td>1,675,881</td></tr>
<tr><td>Other assets</td><td>5,633,326</td></tr>
<tr><td>Total Assets</td><td>7,309,207</td></tr>
<tr><td>Total Liabilities</td><td>5,531,278</td></tr>
<tr><td>Represented by: Paid up capital</td><td>60,744</td></tr>
<tr><td>Revenue Reserve</td><td>(16,312)</td></tr>
<tr><td>Share Premium Reserve</td><td>232,300</td></tr>
<tr><td>Other Reserve</td><td>1,197</td></tr>
<tr><td>Sub-Ordinate Loan From Sponsor</td><td>1,500,000</td></tr>
<tr><td>Equity</td><td>1,777,929</td></tr>
<tr><td>Profit and Loss</td><td></td></tr>
<tr><td>Loss before interest and taxation</td><td>(336,653)</td></tr>
<tr><td>Financial charges</td><td>-</td></tr>
<tr><td>Loss before taxation</td><td>(336,668)</td></tr>
<tr><td>Taxation</td><td>-</td></tr>
<tr><td>Loss after taxation</td><td>(336,668)</td></tr>
</table>
</td></tr>
</table>

<table>
<tr><th>S. No.</th><th>Requirement</th><th>Information</th></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;
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;</td><td>TPL Holdings (Private) Limited has already commenced its operations, accordingly this section is not applicable.</td></tr>
<tr><td>vii.</td><td>Maximum amount of investment to be made</td><td>PKR 2 Billion</td></tr>
<tr><td>viii.</td><td>Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment;</td><td>Purpose: To meet the funding requirements of the parent/holding company.
Benefits: The Parent/Holding company would be able to reduce the Group’s external and internal liabilities/borrowings.</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>This investment will be financed from the Company’s own resources.</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 Properties Limited and TPL Holdings (Private) Limited on May 04, 2026 for the loan of PKR 2 Billion.
The validity of the Agreement is one year. In case of any dispute 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 TPL Holdings (Private) Limited</th><th>Shareholding in the Company</th></tr><tr><td>Mr. Ali Jameel</td><td>3,061,030</td><td>35,575,014</td></tr><tr><td>Mr. Jameel Yusuf</td><td>388,570</td><td>3,035,775</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</td><td>N/A</td></tr>
</table>

S. No.	Requirement	Information
	of such investment including complete information/justification for any impairment or write offs; and	
xiii.	Any other important details necessary for the members to understand the transaction;	N/A

SPECIAL BUSINESS AGENDA ITEM NO [05]:

Investment in the form of loan of up to Rs. 2 Billion in TPL Corp_Limited

The Company is desirous to extend a loan to TPL Corp Limited. The laon of up to Rs. 2,000,000,000/- has been approved/recommended by the Board of Directors of the Company in its meeting held on Nov 03, 2026.

The Board of Directors of the Company have no direct or indirect interest in the Special Business, except and to the extent of their respective shareholding in the Company.

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 Corp Limited</td></tr>
<tr><td>ii.</td><td>Basis of relationship</td><td>Associated Company</td></tr>
<tr><td>iii.</td><td>Profit/(Loss) per share for the last three years of the Associated Company</td><td>FY-2025-26: PKR (3.82) per share
FY-2024-25: PKR (4.00) per share
FY-2023-24: PKR (5.23) 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 23.12 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><td>Balance Sheet</td><td>Rupees in ‘000’</td></tr>
<tr><td>Non-current assets</td><td>10,156,407</td></tr>
<tr><td>Other assets</td><td>3,636,505</td></tr>
<tr><td>Total Assets</td><td>13,792,912</td></tr>
<tr><td>Total Liabilities</td><td>7,613,650</td></tr>
<tr><td>Represented by: Paid up capital</td><td>2,672,977</td></tr>
<tr><td>Capital Reserve</td><td>60,855</td></tr>
<tr><td>Revenue Reserve</td><td>(4,688,515)</td></tr>
<tr><td>Other component of equity</td><td>6,133,943</td></tr>
<tr><td>Sub-Ordinate Loan From Parent Company</td><td>2,000,000</td></tr>
<tr><td>Equity</td><td>6,179,261</td></tr>
<tr><td>Profit and Loss</td><td></td></tr>
<tr><td>Loss before interest and taxation</td><td>(166,270)</td></tr>
<tr><td>Financial charges</td><td>(829,032)</td></tr>
<tr><td>Loss before taxation</td><td>(995,303)</td></tr>
<tr><td>Taxation</td><td>(26,550)</td></tr>
<tr><td>Loss after taxation</td><td>(1,021,853)</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:</td><td>TPL Corp Limited has already commenced its operations, accordingly this section is not applicable.</td></tr>
</table>

<table>
<tr><th>S. No.</th><th>Requirement</th><th>Information</th></tr>
<tr><td></td><td>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) e) funds invested or to be invested by the promoters distinguishing between cash and non-cash amounts;</td><td></td></tr>
<tr><td>vii.</td><td>Maximum amount of investment to be made</td><td>PKR 2 Billion</td></tr>
<tr><td>viii.</td><td>Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment;</td><td>Purpose: To meet the funding requirements of the associated company
Benefits: The Associated Company would be able to reduce the Group’s external and internal liabilities/borrowings.</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>This investment will be financed from the Company’s own resources.</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 Properties Limited and TPL Corp Limited on Nov 03, 2026 for the loan of PKR 2 Bn.
The validity of the Agreement is one year. In case of any dispute 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 TPL Corp Limited</th><th>Shareholding in the Company</th></tr><tr><td>Mr. Ali Jameel</td><td>300,000</td><td>35,575,014</td></tr><tr><td>Mr. Jameel Yusuf</td><td>0</td><td>3,035,775</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>N/A</td></tr>
<tr><td>xiii.</td><td>Any other important details necessary for the members to understand the transaction;</td><td>N/A</td></tr>
</table>

BUSINESS AGENDA ITEM NO. [06]

Corporate guarantee(s) and/or other security in connection with any loan(s) obtained by the Director(s).

The Company is desirous of providing a corporate guarantee and/or other security, in an aggregate amount not exceeding PKR 100,000,000/- (Pak Rupees One Hundred Million only), for a period of three years, in favor of the relevant bank, financial institution, or lender, for the purpose of securing loan facility being obtained by its Director(s). The guarantee shall be extended only if the underlying loan obtained by the Director(s) is intended to meet the working capital requirements and / or financial obligations of the Company or its associated company, and the loan proceeds will be subsequently lent by the Director(s) to the Company or its associated company(ies). This proposal has been approved and recommended by the Board of Directors of the Company in their meeting held on Nov 03, 2026, for consideration and approval of the shareholders.

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

Sr. No.	Requirement	Information
i.	Detail of the person in whose favor guarantee or security is to be provided	Any bank, financial institution, or lender extending loan(s) to one or more Directors of the Company.
ii.	Details of the guarantee or security to be given by the company including the amount of liability in case of default by the borrower	Corporate guarantee(s) and/or other security to be provided by the Company, in an aggregate amount not exceeding PKR 100,000,000/- for a period of three years, to secure loan(s) obtained by Director(s). The Company's liability shall be limited to the extent of the guarantee or security provided, as approved by the Board.
iii.	Guarantee or security fee to be charged by the company to the director, if any	No guarantee or security fee shall be charged by the Company, as the underlying loan will be utilized for the working capital requirements and / or financial obligations of the Company or its associated company(ies).
iv.	Security obtained/to be obtained by the company against the guarantee, if any	No security shall be obtained by the Company against the guarantee, as the underlying loan will be utilized for the working capital requirements of the Company or its associated company(ies).
v.	Principal terms and conditions of guarantee or security	The guarantee or security shall be provided by the Company in favor of the relevant bank, financial institution, or lender, only if the loan obtained by the Director(s) is intended to meet the working capital requirements of the Company or its associated company(ies).
vi.	A brief on company's policy regarding the loans for directors or their relatives	The Company follows an internal policy on extending loans and providing guarantees in favor of its Directors or their relatives, which is formulated in compliance with the provisions of the Companies Act, 2017 and other applicable regulatory requirements.
vii.	Basis for valuation and other considerations that the company's board of directors relied on	The Board of Directors assessed the commercial rationale of the proposed guarantee, the financial standing of the Director(s), the creditworthiness of the lending institution, and the purpose of the loan. The decision to provide the guarantee was based on the intended use of funds for the working capital needs of the Company or its associated company(ies), the overall benefit to the business, and compliance with applicable laws and the Company's internal policy framework

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Postal Ballot Paper

Postal Ballot Paper for Special Business Items to be transacted at the Annual General Meeting ("AGM") of TPL Properties Limited ("Company") to be held on Friday, November 27, 2026 at 11.00 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@tplproperties.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 and if thought fit, to pass with or without modification, special resolution in terms of Section 199 of the Companies Act 2017 to authorize the company for the advance of up to Rs. 2 billion to the ultimate parent company, TPL Holdings (Private) Limited. ***"RESOLVED THAT** pursuant to Section 199 of the Companies Act 2017, the Company be and is hereby authorized to make advance of up to Rs. 2 billion to the ultimate parent company, TPL Holdings (Private) Limited."*			
2.	To consider and if thought fit, to pass with or without modification, special resolution in terms of Section 199 of the Companies Act 2017 to authorize the company for the advance of up to Rs. 2 billion to the parent company, TPL Corp Limited. ***"RESOLVED THAT** pursuant to Section 199 of the Companies Act 2017, the Company be and is hereby authorized to make advance of up to Rs. 2 billion to the parent company, TPL Corp Limited."*			

3.	To consider and, if thought fit, to pass, with or without modification(s), the following resolutions as an ordinary resolution, in accordance with Section 182 of the Companies Act, 2017, to approve and authorize the Company to provide corporate guarantee(s) and/or other security in connection with any loan(s) obtained by the Directors of the Company from time to time, subject to compliance with applicable laws and requisite approvals. "***RESOLVED THAT,*** *in accordance with Section 182 of the Companies Act, 2017 and other applicable laws, the Company be and is hereby authorized to provide corporate guarantee(s) and/or other security in connection with any loan(s) obtained by the Directors of the Company from time to time, in such form and manner as may be deemed appropriate by the Board of Directors, and on such terms and conditions as may be mutually agreed between the relevant parties."* ***"RESOLVED FURTHER THAT,*** *for the purpose of giving effect to the foregoing resolution, the Chairman, Chief Financial Officer or any other person(s) duly authorized by the Board, be and are hereby authorized, jointly (any two), to execute, deliver, and sign all necessary documents, instruments, agreements, and writings, and to take or cause to be taken all such actions, steps, filings, and matters as may be necessary, desirable, or expedient for giving effect to this resolution, including making any amendments, modifications, or changes as may be required by the regulatory authorities or otherwise deemed appropriate."*			

_____
Signature of shareholder(s)

Place: _____

Date: _____

Notes:

1. Duly filled postal ballot should be sent to chairman at chairman@tplproperties.com or through post to Mr. Jameel Yusuf, TPL Properties 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 paper will be rejected.

Form of Proxy
Annual General Meeting of TPL Properties Limited

I/We _____ S/o / D/o / W/o _____ resident of (full address) _____ being a member(s) of **TPL Properties 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.

TPL Properties Ltd.
20th Floor, Sky Tower - East Wing,
Dolmen City, HC-3, Abdul Sattar Edhi Avenue,
Block No. 4, Clifton, Karachi.

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info@tplproperty.com
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Video Conferencing Facility Request Form for Annual General Meeting of TPL Properties Limited

I/We _____S/o / D/o / W/o _____ resident of (full address) _____ being a member(s) of TPL Properties 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.

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