

**THE CERTIFIED TRUE COPY OF THE RESOLUTIONS PASSED BY THE SHAREHOLDERS OF TPL PROPERTIES LIMITED IN THE EXTRAORDINARY GENERAL MEETING HELD ON MARCH 22, 2022 AS REQUIRED UNDER RULE 5.6.9(B) OF THE RULE BOOK OF PAKISTAN STOCK EXCHANGE LIMITED:**

**ORDINARY BUSINESS:**

1. To approve the minutes of the Extraordinary General Meeting held on February 25, 2022.

*“RESOLVED THAT the minutes of Extraordinary General Meeting of TPL Properties Limited held on February 25, 2022 at 03:00 p.m. be and are hereby approved.”*

**SPECIAL BUSINESS:**

2. To consider and if thought fit to pass with or without modification(s), the following resolutions as ordinary resolutions in respect of the special business to sell three projects, including HKC (Private) Limited (One Hoshang), TPL Technology Zone Phase-1 (Private) Limited and National Management & Consultancy Services (Private) Limited (The Mangrove), of the Company to TPL REIT Fund I (a fund established under TPL REIT Management Company Limited to specifically pool the investment in respect of certain projects) in lieu of units to hold Strategic shareholding of at least 35% in the REIT Fund under clause (b) of sub-section (3) of section 183 of the Companies Act, 2017:

*“RESOLVED THAT pursuant to Section 183 (3) (b) of the Companies Act 2017, the Company be and is hereby authorized to sell the projects, including HKC (Private) Limited, TPL Technology Zone Phase-1 (Private) Limited and National Management & Consultancy Services (Private) Limited, to TPL REIT Fund I in lieu of units to hold Strategic shareholding of at least 35% in the REIT Fund.”*

*“RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, to execute, deliver and perform such agreements, contracts, deeds and other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Government/Semi Government authorities, lenders, financial Institutions, legislative bodies, regulatory or administrative authorities, statutory bodies, in this regard, and deal with any matters, take necessary steps in the matter as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect the above resolution, and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”*

*“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director or any other officer(s)/ authorized Representative(s) of the Company to give effect to the aforesaid resolution.”*

*“RESOLVED FURTHER THAT that all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolution are hereby approved, ratified and confirmed in all respects.”*

**CERTIFIED TO BE TRUE COPY**



**Danish Qazi**  
Company Secretary

**March 22, 2022**