

PACE PAKISTAN LIMITED
BALLOT PAPER FOR VOTING THROUGH POST

For the Special Business at the Extraordinary General Meeting to be held on Wednesday 24 September 2025 at 11:00 a.m. at Company's Registered Office, First Capital House, 96-B-1, M.M. Alam Road, Gulberg-III Lahore as well as through electronic means.

Designated email address of the Chairman at which the duly filled in ballot paper may be sent:

sajjadahmad@pacepakistan.com

Name of shareholder/joint shareholder(s)	
Registered Address:	
Folio /CDC Participant / Investor ID with sub-account No.	
Number of shares held	
CNIC / Passport No. (in case of foreigner) (copy to be attached)	
Additional Information and enclosures (In case of representative of body corporate, corporation and Federal Government)	
Name of Authorized Signatory:	
CNIC / Passport No. (in case of foreigner) of Authorized Signatory – (copy to be attached)	

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 resolution by placing tick (☐) mark in the appropriate box below:

Agenda No.	Nature & Description of Resolution	No. of ordinary shares for which vote is cast	I/We assent to the Resolution(s) (FOR)	I/We assent to the Resolution(s) (AGAINST)
	<u>Special Business</u>			
1.	<p>To consider and, if thought fit, to approve the disposal of 9,161,528 ordinary shares (56.792% of the total Shareholding) of Pace Super Mall (Pvt.) Limited, subsidiary of the Company, the entire shareholding. In this regard to pass with or without modification, the following resolution as a Special Resolution:</p> <p>"RESOLVED THAT the Chief Executive/any one of the Directors of the Company be and is hereby authorized to take all necessary steps to make disinvestment up to 9,161,528 ordinary shares having a par value of Rs. 10/- each in Pace Super Mall (Pvt.) Limited (entire 56.792% shareholding), to First Capital Securities Corporation Limited at a total price consideration not less than Rs. 452,854,329/- (Pak Rupees four hundred fifty two million eight hundred fifty four thousand three hundred twenty nine only) on such terms and conditions as may be in the best interest of the Company".</p> <p>"RESOLVED FURTHER THAT the Chief Executive officer/any one of the</p>			

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	Directors/the Company Secretary of the Company be and is hereby authorized to complete all necessary required corporate, regulatory and legal formalities including any necessary approvals for the completion of aforesaid disposal of shares".			
2.	<p>To consider and, if thought fit, to approve the disposal of 250,617,131 ordinary shares (52.22% of the total Shareholding) of Pace Barka Properties Limited, subsidiary of the Company, the entire shareholding. In this regard to pass with or without modification, the following resolution as a Special Resolution;</p> <p>"RESOLVED THAT the Chief Executive/any one of the Directors of the Company be and is hereby authorized to take all necessary steps to make disinvestment up to 250,617,131 ordinary shares having a par value of Rs. 10/- each in Pace Barka Properties Limited (entire 52.22% shareholding), to First Capital Securities Corporation Limited and Evergreen Water Valley (Pvt.) Limited at a total price consideration not less than Rs. 2,756,788,441 /- (Pak Rupees two thousand seven hundred fifty six million, seven hundred eighty eight thousand four hundred forty one only) on such terms and conditions as may be in the best interest of the Company".</p> <p>"RESOLVED FURTHER THAT the Chief Executive officer/any one of the Directors/the Company Secretary of the Company be and is hereby authorized to complete all necessary required corporate, regulatory and legal formalities including any necessary approvals for the completion of aforesaid disposal of shares".</p>			
3.	<p>"RESOLVED THAT, subject to compliance with the applicable laws and obtaining the approval of the Securities and Exchange Commission of Pakistan ("SECP") pursuant to 83(1)(b) of the Companies Act, 2017 (along with all applicable laws), the Company be and is hereby authorized to issue up to 255,210,130 (two hundred fifty five million two hundred ten thousand one hundred thirty Ordinary</p>			

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	<p>Shares, having a face value of PKR 10/- (Pak Rupees Ten) each, at a price of 9.00 per share at 10.00% discount, and other wise than by way of right and otherwise than cash, in favour of TFC holders whose liability is outstanding in the books of the Company."</p> <p>The issuance of shares will be at a price of Rs. 9.00 per share with a 10% discount to the par value."</p> <p>FURTHER RESOLVED THAT, the Company be and is hereby authorized and empowered to take all such actions including, but not limited to, filing the requisite applications for seeking the permission of the SECP and /or any other regulatory approvals that may be required under the applicable laws for the issuance of ordinary shares otherwise than right and for a consideration otherwise than cash.</p> <p>FURTHER RESOLVED THAT the Chief Executive Officer or any one of the Directors and / or Chief Financial Officer and / or Company Secretary of the Company or such other person(s) as may be authorized by any of them, be and are hereby, jointly and severally, authorized and empowered to execute and deliver all necessary documents, take all necessary steps, and do all such acts, deeds and things including, but not limited to, carrying out all filings, submissions and applications with the PSX, CDC and the SECP, for and on behalf, and in the name, of the Company as may be necessary or required or as any of them may think fit for or in connection with or incidental for the purposes of fulfilling the above resolutions and fulfilling the objectives thereof.</p> <p>FURTHER RESOLVED THAT the aforesaid resolutions shall be subject to any amendments, modifications, additions or deletions as may be suggested, directed or required by the SECP or any other regulatory body, which changes shall be deemed to be part of these special resolutions without the need of the shareholders to pass fresh resolutions unless the same are of a substantial nature."</p>			

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4.	<p>"RESOLVED THAT, subject to compliance with the applicable laws and obtaining the approval of the Securities and Exchange Commission of Pakistan ("SECP") pursuant to 83(1)(b) of the Companies Act, 2017 (along with all applicable laws), the Company be and is hereby authorized to issue up to 116,511,111 (One hundred sixteen million five hundred eleven thousand one hundred eleven only) Ordinary Shares, having a face value of PKR 10/- (Pak Rupees Ten) each, at a price of 9.00 per share at 10.00% discount, and otherwise than by way of right and against a consideration otherwise than cash, i.e. certain immovable properties in favor of the certain persons."</p> <p>The issuance of shares will be at a price of Rs. 9.00 per share with a 10% discount to the par value."</p> <p>FURTHER RESOLVED THAT, the Company be and is hereby authorized and empowered to take all such actions including, but not limited to, filing the requisite applications for seeking the permission of the SECP and / or any other regulatory approvals that may be required under the applicable laws for the issuance of ordinary shares otherwise than right and for a consideration otherwise than cash.</p> <p>FURTHER RESOLVED THAT the Chief Executive Officer and / or Chief Financial Officer and / or Company Secretary of the Company, or such other person(s) as may be authorized by any of them, be and are hereby, jointly and severally, authorized and empowered to execute and deliver all necessary documents, take all necessary steps, and do all such acts, deeds and things including, but not limited to, carrying out all filings, submissions and applications with the PSX, CDC and the SECP, for and on behalf, and in the name, of the Company as may be necessary or required or as any of them may think fit for or in connection with or incidental for the purposes of fulfilling the above</p>			

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	<p>resolutions and fulfilling the objectives thereof.</p> <p>FURTHER RESOLVED THAT the aforesaid resolutions shall be subject to any amendments, modifications, additions or deletions as may be suggested, directed or required by the SECP or any other regulatory body, which changes shall be deemed to be part of these special resolutions without the need of the shareholders to pass fresh resolutions unless the same are of a substantial nature."</p>			
5.	<p>RESOLVED THAT subject to compliance with the applicable laws and obtaining the approval of the Securities and Exchange Commission of Pakistan ("SECP") pursuant to 83(1)(b) of the Companies Act, 2017 (along with all applicable laws), the Company be and is hereby authorized to issue up to 13,477,339 (thirteen million four hundred seventy seven thousand three hundred thirty nine only)) Ordinary Shares, having a face value of PKR 10/- (Pak Rupees Ten) each, at a price of 9.00 per share at 10.00% discount, otherwise than by way of right and against a consideration otherwise than cash, through conversion of financial liability outstanding (Mark-up portion) towards PAIR Investment Company Limited</p> <p>The issuance of shares will be at a price of Rs. 9.00 per share with a 10% discount to the par value."</p> <p>FURTHER RESOLVED THAT, the Company be and is hereby authorized and empowered to take all such actions including, but not limited to, filing the requisite applications for seeking the permission of the SECP and / or any other regulatory approvals that may be required under the applicable laws for the issuance of ordinary shares otherwise than right and for a consideration otherwise than cash.</p> <p>FURTHER RESOLVED THAT the Chief Executive Officer and / or Chief Financial Officer and / or Company Secretary of the Company, or such other person(s) as may be authorized by any of them, be and are hereby, jointly and severally, authorized and empowered to execute and deliver all</p>			

	<p>necessary documents, take all necessary steps, and do all such acts, deeds and things including, but not limited to, carrying out all filings, submissions and applications with the PSX, CDC and the SECP, for and on behalf, and in the name, of the Company as may be necessary or required or as any of them may think fit for or in connection with or incidental for the purposes of fulfilling the above resolutions and fulfilling the objectives thereof.</p> <p>FURTHER RESOLVED THAT the aforesaid resolutions shall be subject to any amendments, modifications, additions or deletions as may be suggested, directed or required by the SECP or any other regulatory body, which changes shall be deemed to be part of these special resolutions without the need of the shareholders to pass fresh resolutions unless the same are of a substantial nature."</p>															
6.	<p>"RESOLVED THAT the Chief Executive of the Company be and is hereby authorized to take all necessary steps to acquire the following businesses from Media Times Limited, by way of purchase to carry on the media business activities;</p> <table><tr><td>Business Name</td><td>Consideration (Mn.)</td></tr><tr><td>Daily Times English News Paper</td><td>600.00</td></tr><tr><td>Aaj Kal Urdu News Paper</td><td>200.00</td></tr><tr><td>Sunday Times Magazine</td><td>50.00</td></tr><tr><td>Social Media Businesses Plus, Zaiqa TV, Wikkid TV, TGIF Magazine</td><td>10</td></tr><tr><td>Total Consideration</td><td>860.00 million</td></tr></table> <p>FURTHER RESOLVED THAT, Chief Executive the Company be and is hereby authorized and empowered to take all such actions including, but not limited to, filing the requisite applications for seeking the permission of any regulatory approvals that may be required under the applicable laws for the acquisition and carry on media business activities.</p>	Business Name	Consideration (Mn.)	Daily Times English News Paper	600.00	Aaj Kal Urdu News Paper	200.00	Sunday Times Magazine	50.00	Social Media Businesses Plus, Zaiqa TV, Wikkid TV, TGIF Magazine	10	Total Consideration	860.00 million			
Business Name	Consideration (Mn.)															
Daily Times English News Paper	600.00															
Aaj Kal Urdu News Paper	200.00															
Sunday Times Magazine	50.00															
Social Media Businesses Plus, Zaiqa TV, Wikkid TV, TGIF Magazine	10															
Total Consideration	860.00 million															
7.	<p>"RESOLVED THAT the Authorized Shares Capital of the Company be and is hereby increased from Rs. 6,000,000,000/- (Rupees Six Billion only) divided into 600,000,000/- (Six hundred million) ordinary shares of Rs. 10/- each to Rs. 18,000,000,000/- (Rupees eighteen Billion only) divided into 1,800,000,000 (eighteen hundred million) ordinary shares of Rs. 10/- each and the words and figures in Clause V</p>															

of Memorandum of Association and Clause 4 of Articles of Association of the Company be and are hereby amended accordingly."			
"RESOLVED FURTHER THAT the Chief Executive or any one of the Directors and/or the Company Secretary be and is hereby authorized to complete all the necessary corporate and legal formalities in connection with the above."			

NOTES:

1. Dully filled postal ballot should be sent to the Chairman of Pace Pakistan Limited at First Capital House, 96-B-1, M.M. Alam Road, Gulberg-III Lahore, Pakistan. or (Email:sajjadahmad@pacepakistan.com;).
2. Copy of CNIC/ Passport No. (in case of foreigner) should be enclosed with the postal ballot form.
3. Postal ballot forms should reach the Chairman within business hours by or before, 23 September, 2025. Any postal ballot received after this date, will not be considered for voting.
4. Signature on postal ballot should match with signature on CNIC/ Passport No. (in case of foreigner).
5. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot paper will be rejected.
6. This postal Poll paper is also available for download from the website of Pace Pakistan Limited at <https://pacepakistan.com>. Shareholders may download the ballot paper from website or use the same ballot paper published in newspapers.

Signature of shareholder(s)/ Proxy Holder(s)/Authorized Signatory
(In case of corporate entity, please affix company stamp)

Place: _____

Date: _____