

Annexure II
Regulation 10 and 11A
Results of Voting on Resolutions/Execution Report

Name of Company	PACE PAKISTAN LIMITED
Date of Annual General Meeting	September 24, 2025
Date of Poll	September 24, 2025
Dates for casting e-voting	20-09-2025 9.00 a.m. to 23-09-2025 5.00 p.m.
Last date of receiving post ballot	October 27, 2024
Any other related information	Scrutinizer = Junaldy Shoaib Asad, Chartered Accountants

Resolutions:

Agenda No.2	<p>To consider and, if thought fit, to approve the disposal of the entire shareholding of the Company i.e. 9,161,528 ordinary shares (56.79% of the total Shareholding) in Pace Super Mall (Pvt.) Limited, subsidiary of the Company. In this regard to pass with or without modification, the following resolution as an Ordinary 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 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>
Agenda No.3	<p>To consider and, if thought fit, to approve the disposal of the entire shareholding of the Company i.e. 250,617,131 ordinary shares (52.22% of the total Shareholding) in Pace Barka Properties Limited, subsidiary of the Company. In this regard to pass with or without modification, the following resolution as an Ordinary 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>
Agenda No.4	<p>To consider and, if thought fit, to approve the issuance of 255,210,130 number of ordinary shares, having a par value of Rs.10.00 each by way of otherwise than right and against a consideration of other than cash, at a price of 9.00 per share at 10.00% discount by way of consideration of entire Term Finance Certificates outstanding liability of the Company. In this regard to pass with or without modification, the following resolution as a Special Resolution:</p> <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 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 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>
	<p>To consider and, if thought fit, to approve the issuance of 116,511,111 number of ordinary shares, by way of otherwise than right and, at a price of 9.00 per share at 10% discount against consideration of other than cash i.e. Immoveable properties. In this regard to pass with or without modification, the following resolution as a Special Resolution:</p> <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>

Agenda No.5

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.

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 resolutions and fulfilling the objectives thereof.

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."

Agenda No.6

To consider and, if thought fit, to approve the issuance of 13,477,339 numbers of ordinary shares to PAIR Investment Company Limited, by way of otherwise than right and, at a price of Rs.9.00 per share at 10% discount against consideration of other than cash i.e. Conversion of financial liability (mark-up portion). In this regard to pass with or without modification, the following resolution as a Special Resolution:

"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."

The issuance of shares will be at a price of Rs. 9.00 per share with a 10% discount to the par value."

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.

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 resolutions and fulfilling the objectives thereof.

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."

Agenda Item No.7

To consider and, if thought fit, to approve the issuance the acquisition of Print and Social Media business from Media Times Limited for a consideration of Rs.860.00 Million (Rupees Eight Hundred sixty Million only). In this regard to pass with or without modification, the following resolution as a Special Resolution:

"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 business activities:

Business Name	Consideration offer in cash (Rupees in Million)
Daily Times English News Paper	600.00
Asj Kal Urdu News Paper	200.00
Sunday Times Magazine	50.00
Social Media Businesses	
Business Plus	3.00
Zaiqa TV	3.00
Wikkid TV	3.00
TGIF Magazine	1.00
Total:	860.00

"RESOLVED FURTHER THAT the Chief Executive of 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"

To consider and, if thought fit, to approve the Increase in authorized capital of the Company from the existing Rs.6,000,000,000 divided into 600,000,000 ordinary shares of Rs.10... each to Rs.18,000,000,000 divided into 1,800,000,000 ordinary shares of Rs.10.00 each. In this regard to pass with or without modification, the following resolution as a Special Resolution:

"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 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."

Agenda No.8

S.No	Resolutions	Total No. of Shares/Votes held	Total Number of Votes Casted	Total Number of Invalid Votes	Number of Votes Casted in Favour	Number of Votes Casted Against	Percentage of Votes Casted in Favour	Resolution Passed/ Not Passed
1	Agenda No.2	115,194,211	115,194,211	-	115,179,124	15,087	99.99%	Pass
1	Agenda No.3	115,194,211	115,194,211	-	115,178,223	15,988	99.99%	Pass
1	Agenda No.4	115,194,211	115,194,211	-	115,193,310	901	100.00%	Pass
1	Agenda No.5	115,194,211	115,194,211	-	115,194,211	-	100.00%	Pass
1	Agenda No.6	115,194,211	115,194,211	-	115,179,124	15,087	99.99%	Pass
1	Agenda No.7	115,194,211	115,194,211	-	115,191,211	3,000	100.00%	Pass
1	Agenda No.8	115,194,211	115,194,211	-	115,190,211	4,000	100.00%	Pass

Signature of Chairman

Place: Lahore.

