TELECARD LIMITED

Corporate Office: 7th Floor, Tower – 'A' - World Trade Center, Khayaban-e-Roomi, Block-5, Clifton, Karachi

Telecard.com.pk

Ballot paper for voting through post for poll to be held at the 33rd Annual General Meeting of Telecard Limited scheduled for on Friday, **November 27, 2026 at 11:00a.m.** at **Islamabad Hotel G-6, Civic Centre, Islamabad.**

Designated email address of the Chairman at which the duly filled in ballot paper may be sent: tcl_legal@telecard.com.pk

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 resolution by placing tick **(✓)** mark in the appropriate box below (delete as appropriate);

<table>
<tr><th>Sr. No.</th><th>Nature and Description of resolutions</th><th>No. of ordinary shares for which votes cast</th><th>I/We assent to the Resolutions (FOR)</th><th>I/We dissent to the Resolutions (AGAINST)</th></tr>
<tr><td>Agenda Item No. 4</td><td>"RESOLVED THAT the transactions, arrangements, agreements, and balances carried out by the Company with its Related Parties during the year ended June 30, 2026, as disclosed in the annual audited financial statements of the Company for the said period be and are hereby ratified, approved, and confirmed.

FURTHER RESOLVED THAT the Board of Directors and the Company be and is hereby fully authorized to enter into arrangements or carry out transactions from time to time with different Related Parties to the extent deemed fit and / or approved by the Board of Directors, during the financial year ending June 30, 2027 or up to next annual general meeting. The members have noted that for the aforesaid arrangements and transactions some or a majority of the Directors may be interested. Notwithstanding the same, the members hereby grant an advance authorization and approval to the Board Audit Committee and the Board of Directors of the Company, including under Sections 207 and / or 208 of the Companies Act, 2017 (to the extent applicable) to review and approve all Related Party transactions as per the quantum approved by the Board of Directors from time to time.

FURTHER RESOLVED THAT the transactions approved by the Board of Directors shall be deemed to have been approved by the shareholders under Section 207 and / or 208 of the Companies Act, 2017 (if triggered) and shall be placed before the shareholders in the next Annual General Meeting for their ratification and confirmation (if required)."</td><td></td><td></td><td></td></tr>
<tr><td>Agenda Item No. 5</td><td>"RESOLVED THAT the consent and approval of the members be and is hereby accorded under Section 199 of the Companies Act, 2017, the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017 and other applicable laws, for making investments, from time to time, in the following associated companies / associated undertakings of the Company, within the respective limits specified against each company and subject to the terms and conditions as mentioned in the Annexure 'A' of Statement under Section 134(3) of the Companies Act, 2017:

<table>
<tr><th>S. No.</th><th>Name of Associated Companies / Undertakings</th><th>Sanctioned Limit for Investment (loans, advances, running finance, guarantee, etc.) (In "PKR")</th></tr>
<tr><td>1.</td><td>Lytel (Private) Limited</td><td>Up to PKR 500 Million.</td></tr>
<tr><td>2.</td><td>Supernet Technologies Limited ("STL")</td><td>Up to PKR 500 Million.</td></tr>
<tr><td>3.</td><td>Supernet Infrastructure Solutions (Private) Limited ("SIS")</td><td>Up to PKR 500 Million.</td></tr>
<tr><td>4.</td><td>Supernet Secure Solutions (Private) Limited ("SSS")</td><td>Up to PKR 500 Million.</td></tr>
<tr><td>5.</td><td>Supernet E-Solutions (Private) Limited ("SES")</td><td>Up to PKR 500 Million</td></tr>
</table>
FURTHER RESOLVED THAT the aforesaid investment limits be and are hereby approved to be utilized, as and when required, in any form / nature of investment including equity, shares, loans, advances, running finance, guarantee, indemnity, pledge of shares and/or other permitted forms of financial support, subject to the terms and conditions as mentioned in the Statement under Section 134(3) of the Companies Act, 2017 and applicable laws.

FURTHER RESOLVED THAT the proposed investments may be financed through the Company's internal cash flows and/or borrowed funds, as may be determined by the Board of Directors from time to time, subject to the terms and conditions disclosed in the Statement under Section 134(3) of the Companies Act, 2017 and applicable laws.</td><td></td><td></td><td></td></tr>
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	FURTHER RESOLVED THAT the aforesaid approval shall remain valid for a period up to the conclusion of the next Annual General Meeting of the Company and shall be renewable thereon for further period(s), as may be approved by the members in accordance with applicable law. **FURTHER RESOLVED THAT** the consent and approval of the members be and is hereby accorded to ratify and confirm, to the extent required under Section 199 of the Companies Act, 2017, the transaction(s) and/or outstanding amount(s) arising from normal trade transactions with the relevant associated company / associated undertaking which remained outstanding beyond the applicable trade credit period and were accordingly considered as investment(s) for the purposes of Section 199, as disclosed in Notes no. 11, 13 and 15 of the Company's Unconsolidated Financial Statements for the year ended June 30, 2026, including the comparative figures for the year ended June 30, 2025, together with the continuation thereof up to the date of repayment or settlement, as applicable and the Board of Directors of the Company be and is hereby authorized to determine, approve and finalize the terms and conditions thereof and to take all necessary actions in this regard in accordance with applicable laws and regulations. **FURTHER RESOLVED THAT** the Chief Executive Officer and / or any Director and / or the Company Secretary and / or the Chief Financial Officer of the Company be and are hereby singly authorized, to take and do, and/or cause to be taken or done, any/all necessary actions, deeds and things which are or may be necessary, incidental and/or consequential for giving effect to the aforesaid resolution and to make the investments within the approved limits, as and when required, including but not limited to negotiating, finalizing and executing any necessary agreements, documents and instruments and attending to all ancillary matters thereto, subject to applicable laws and regulatory requirements."			
Agenda Item No. 6	**"RESOLVED THAT** pursuant to Section 199, 207, 208 and other applicable provisions of the Companies Act, 2017 and other applicable laws, approval of the members be and is hereby accorded to the Company for converting the outstanding amount of PKR 372,214,136/- payable by STL to the Company under the SPA, into a mark up bearing loan/financing facility on such terms and conditions, including tenure, rate of markup, repayment and other terms as detailed in the Statement of Material Facts disclosed to the shareholders. **FURTHER RESOLVED THAT** the special resolution passed by the shareholders of the Company on January 16, 2024 pursuant to Section 183 (3) of the Companies Act, 2017 is amended only to the extent that a portion of the consideration payable under the SPA (i.e PKR 372,214,136/-) shall be converted into a loan facility. **FURTHER RESOLVED THAT** the Board of Directors of the Company be and is hereby authorized to finalize, approve and give effect to the aforesaid financing/loan arrangement and to make, approve and execute any financing agreements with STL as well as any amendments, modifications, variations or additions to the SPA and/or any ancillary or supplemental documents as may be considered necessary or expedient in connection therewith. **FURTHER RESOLVED THAT** the Chief Executive Officer, Company Secretary, Chief Financial Officer or any Director (the "Authorized Persons"), be and are hereby singly authorized to finalize, execute and deliver all agreements, documents and instruments and to take all necessary actions and complete all legal, regulatory and corporate formalities for giving effect to the foregoing resolutions."			

_____
Signature of shareholder(s)
Place:
Date:

NOTES:

1. Duly filled postal ballot should be sent to Chairman of the meeting through post at 7th Floor, Tower A, World Trade Center, Khayaban-e-Roomi, Block-5, Clifton, Karachi (Attention of the Company Secretary) OR through the registered email address of the member at tcl_legal@telecard.com.pk with subject of '**TCL – Postal Ballot for AGM 2026'.**
2. Copy of CNIC should be enclosed with the postal ballot form.
3. Postal ballot forms should reach chairman of the meeting on or before **November 26, 2026 before 5:00 p.m**. 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

I/We, _____s/o_____, holding CNIC/Passport No./Registration No. / CUIN No. _____and being a member of **Telecard Limited** ("the Company") holding _____ ordinary shares of the Company, hereby appoint _____ son / daughter of _____, holding CNIC/Passport No. _____, or failing him/her hereby appoint _____ of _____, holding CNIC/Passport No. _____, as my/our proxy to vote for me/us and my/our behalf at the Annual General Meeting of the Company, to be held on the _____ day of _____ and at any adjournment thereof.

As witness my/our hand/seal this _____day of _____, 2026.

CDC Account No.

Revenue Stamp of Rs. 5/-

Signature of Shareholder / shareholders

WITNESSES:

1. **Signature:** _____
   Name: _____
   CNIC No.: _____
   Address: _____

2. **Signature:** _____
   Name: _____
   CNIC No.: _____
   Address: _____

Notes:

1. This Proxy Form, duly completed and signed, must be received at the Corporate Office of the Company, not less than 48 hours before the time of holding the meeting. A proxy must be a member of the Company.
2. The Proxy Form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
3. Attested copies of CNIC of the appointer and the proxy-holder shall be furnished with the Proxy Form.
4. The proxy-holder shall produce his/her original CNIC at the time of the meeting.
5. In case of corporate entity, the Board of Directors' resolution / Power of Attorney with specimen signature shall be submitted along with Proxy Form.