



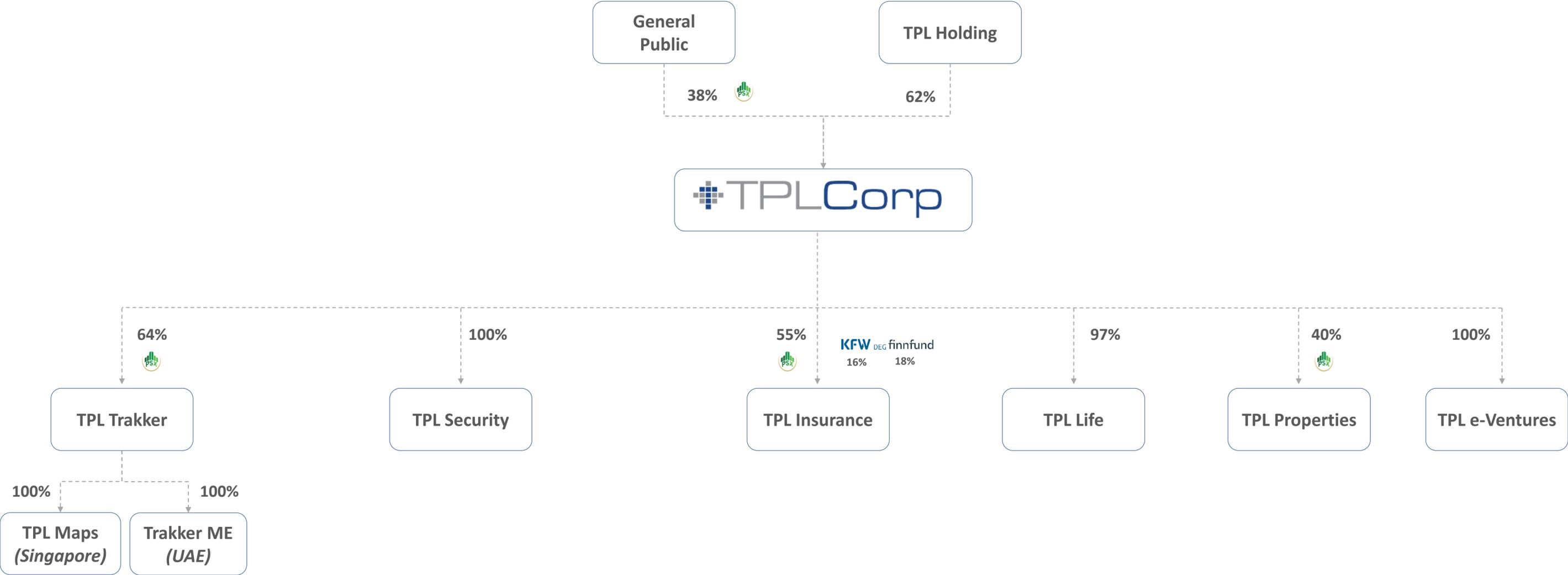
*Pakistan's leading Real Estate Development
and Fund Management Company*

Analyst Briefing

9th March 2023

**Refining.
Building.
Evolving.**





4 Listed on the PSX



PKR 15 Bn+ Market Cap



Presence in GCC Region



PKR 32.2 Bn AUM (REIT)



1400+ Employees

TPL Properties

Pioneer in Institutionalizing Real Estate in Pakistan



2007-13

- Secured Foreign Currency Financing USD 20 Mn (2011) 
- Centrepont Office Tower (2013) - 350,000 sq.ft across 28 floors

2014-16

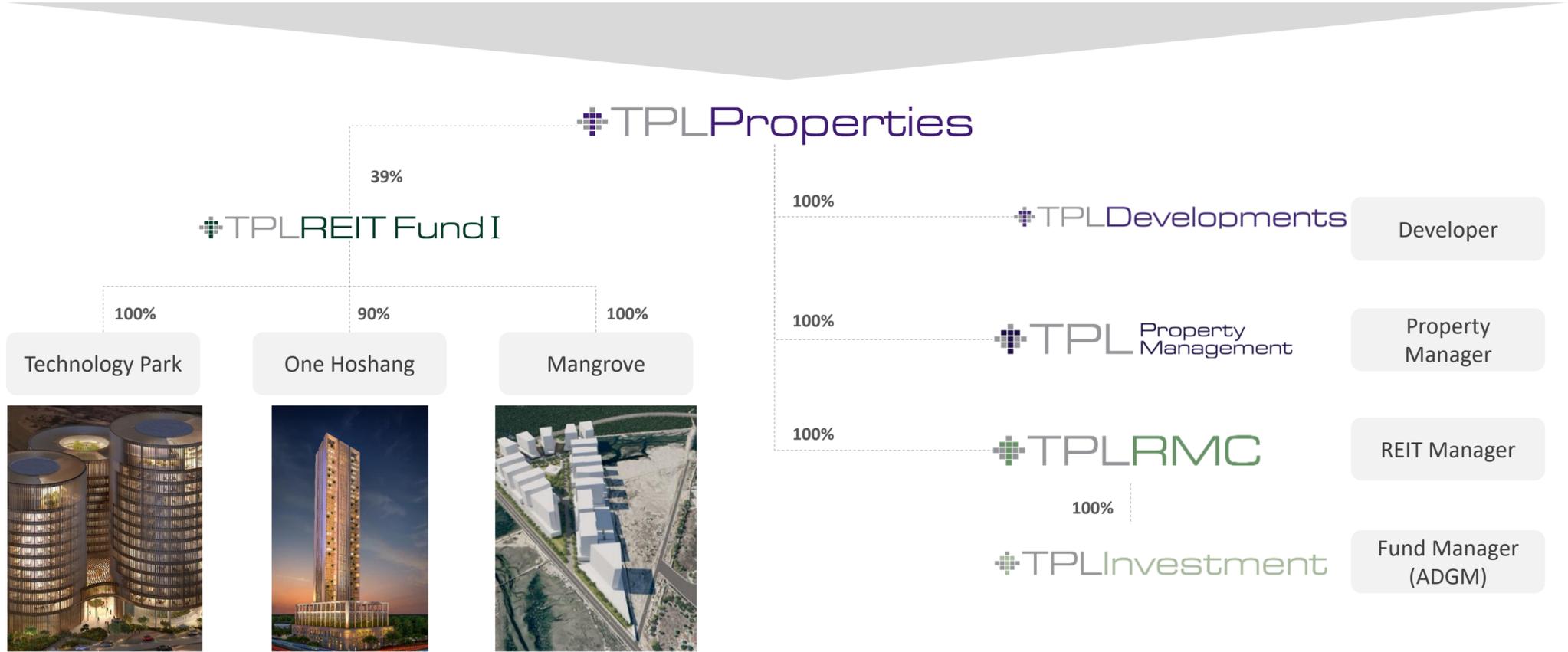
- 100% tenancy achieved (2014)
- OPIC (now DFC) facility prepaid
- Listed on PSX 
- Pre-IPO placement 

2017-21

- Acquisition of HKC Ltd (2017)
- RMC Incorporated 
- Exited Centerpoint – Sold to B AHL
- Acquired land for Technology Park + 40 Acres for mixed-use development (Mangrove)

2022-23

- REIT Fund I – PKR 18.35 Bn (largest equity offering in Pakistan)
- Established Pakistan’s first ADGM based International Fund Manager 
- Shariah Compliant
- Strategic Partnership with TASC Towers & acquisition in process for 10,500 Towers 





TPL Properties (PSX: TPLP): restructured from single yielding asset, to a multi-dimensional real estate company

Real Estate Owner

Restructured as **Real Estate Investment Holding Company**

Revenue

- TPL REIT Fund I
- TPL RMC (& TPL IMC)
- Other Investments

Opex

- Payroll
- G&A

Value

- Market Cap : PKR 8.4 Bn
- Book Equity : PKR 15.3 Bn
- DCF Valuation : PKR [] Bn

Developer

Projects assessment, design, regulatory clearance, construction and marketing & sales

Revenue

- Developer margin
- Developer success fees

Opex

- Payroll
- G&A

Value

- High margin as scale increases

REIT Manager

Managing TPL REIT Fund I (PKR 18 Bn Fund per first close) and will take on creation and management of other Funds

Revenue

- Annual Management Fee
- Listing fees @ IPO
- Carry or Performance Fee

Opex

- Payroll
- G&A

Value

- High margin as scale increases

Offshore Manager

ADGM (UAE) licensed 3-C Manager, that is creating feeder funds for Pakistan REITs and also Regional REITs

Revenue

- Annual Management Fee
- Carry or Performance Fee

Opex

- Payroll
- G&A

Value

- High margin as scale increases

Property Manager

Facility management of 3rd party real estate assets on a cost plus basis

Revenue

- Facility Management Fee on cost plus basis (profit and shared resource fee)

Opex

- N/A

Value

- Increasing contribution as scale increases

TPL Properties Limited – Standalone Results

P&L for the period ended December 31, 2022



Description	YTD-Dec 22	YTD-Dec 21	Variance	
	[PKR 000s]	[PKR 000s]	[PKR 000s]	[%]
Revenue	5,037,350	23,902	5,013,448	20975%
Total Revenue	5,037,350	23,902	5,013,448	20975%
Direct operating costs	-	(61)	61	100%
Gross profit	5,037,350	23,841	5,013,509	21029%
Administrative expenses	(226,073)	(140,983)	(85,090)	-60%
Operating Profit / (Loss)	4,811,277	(117,142)	4,928,419	NM
Finance costs	(62,087)	(74,101)	12,014	16%
Other Income	64,655	120,555	(55,899)	-46%
Profit / (Loss) before taxation	4,813,845	(70,688)	4,884,534	NM
Taxation	(12,031)	(1,534)	(10,497)	-684%
Profit / (Loss) for the period	4,801,814	(72,223)	4,874,037	NM
EPS	9.08	(0.18)		

Revenue:

- Revenue comprises of realized gain on sale of TTZ (PKR 875 Mn) and revaluation gain on units of TPL REIT Fund I (PKR 4,162 Mn), driven by the increase in valuation of the underlying real estate assets

Expenses:

- Increase is mainly due to legal expenses from the one-time costs related to increase in Authorized Capital and Bonus share issuance
- Other components, apart payroll, include office rent, travel, depreciation, operating leases and CSR

Finance Cost & Other Income:

- Finance cost due to PKR 500 Mn term loan
- Other income reflects finance income from investment in TFCs

TPL Properties Limited – Standalone Results

Balance Sheet as at 31 December 2022



Equity and Liabilities	Dec-22	June-22	Total Assets	Dec-22	June-22
	[PKR 000s]	[PKR 000s]		[PKR 000s]	[PKR 000s]
SHARE CAPITAL			NON-CURRENT ASSETS		
Paid-up capital	5,648,066	5,107,332	Property, plant and equipment	252,235	273,860
Capital reserve	(313,066)	(313,406)	Intangible assets	75	151
Revenue reserve	10,012,147	5,721,066	Long-term investment	14,574,000	8,749,150
	15,347,147	10,514,993	Long-term deposits	5,287	3,787
			Interest accrued	2,969	2,268
NON-CURRENT LIABILITIES				14,834,566	9,029,216
Long-term financing	580,255	620,758	CURRENT ASSETS		
	580,255	620,758	Due from related parties	35,856	67,285
CURRENT LIABILITIES			Loans, advances and others	791,831	806,072
Trade and other payables	580,250	1,021,683	Taxation - net	99,672	102,094
Accrued mark-up	77,578	42,333	Short-term investments	389	362
Short-term borrowings	40,427	41,941	Cash and bank balances	909,321	1,762,498
Current portion of NC liabilities	27,457	257,296		1,837,069	2,738,311
Current portion of GIDC Liability	18,522	18,522	Non-current asset held for sale	-	750,000
	744,233	1,381,776		16,671,635	12,517,527
	16,671,635	12,517,527			

Share Capital

- Paid-up capital up due to bonus shares issued
- Reserves increased due to profits

Liabilities

- Payable reduced in part due to settlement of FY 2022 acquisition of 10% stake in HKC, which was transferred in June 2022 to TPL REIT Fund I
- Soneri Bank financing settled by PKR 250 Mn and converted to REIT units

Assets

- Long-term investments reflect holding in TPL REIT Fund I, TPL RMC, TPL Developments and TPL Property Management

Net Cash

- As at Dec 31, 2022, Net Cash (Cash + Liquid Investments – Debt) is PKR 736 Mn

TPL Properties Limited – Consolidated Results

P&L for the period ended December 31, 2022



Description	YTD-Dec-22	YTD-Dec-21	Variance	
	[PKR 000s]	[PKR 000s]	[PKR 000s]	[%]
Revenue	4,360,017	31,402	4,328,615	13785%
Total Revenue	4,360,017	31,402	4,328,615	13785%
Direct operating costs	-	(61)	61	100%
Gross profit	4,360,017	31,341	4,328,676	13811%
Administrative expenses	(639,543)	(172,989)	(466,553)	-270%
Operating Profit / (Loss)	3,720,474	(141,648)	3,862,122	NM
Finance costs	(66,850)	(74,101)	7,252	10%
Other expenses	(53)	-	(53)	NA
Other Income	64,729	3,695,610	(3,630,881)	-98%
Profit before taxation	3,718,300	3,479,861	238,440	7%
Taxation	(18,266)	(2,997)	(15,269)	-509%
Profit from continued operations	3,700,034	3,476,864	223,171	6%
Discontinued Operations				
Loss from discontinued operations	(186,726)	-		
Profit for the period	3,513,309	3,476,864		
Other comprehensive income for the year	23,159	-		
Total comprehensive income for the year	3,536,468	3,476,864		
EPS	6.65	6.58		

Consolidated vs Stand Alone

Revenue adjusted with the following:

- Gain on sale (TTZ) of PKR 875 Mn eliminated
- TPL RMC Management fee PKR 125 Mn
- TPL Development fee PKR 60 Mn
- TPL Property Management fee PKR 12.5 Mn

Expenses increased with the following:

- TPL Developments expenses PKR 85 Mn, TPL Property Management expenses PKR 7 Mn and TPL RMC expenses of PKR 321 Mn

TPL Properties Limited – Consolidated Results

Balance Sheet as at 31 December 2022



Equity and Liabilities	Dec-22	Jun-22
	[PKR 000s]	[PKR 000s]
SHARE CAPITAL		
Issued, subscribed and paid-up capital	5,648,066	5,107,332
Capital reserve	113,526	113,186
Revenue reserve	9,492,533	6,466,798
	15,254,125	11,687,317
NON-CURRENT LIABILITIES		
Long-term financing	580,255	620,758
Lease liability	142,531	147,873
Deferred tax liability - net	54,578	54,490
	777,364	823,120
CURRENT LIABILITIES		
Trade and other payables	738,870	1,114,673
Due to related parties	100,256	51,518
Accrued mark-up	77,578	42,333
Short-term borrowing	48,007	41,941
Current portion of long term financing	27,457	257,296
Current portion of lease liability	43,704	33,956
Current portion of GIDC Liability	18,522	18,522
	1,054,394	1,560,239
Liabilities classified as held for sale	-	1,097,596
	17,085,883	15,168,272

Total Assets	Dec-22	Jun-22
	[PKR 000s]	[PKR 000s]
NON-CURRENT ASSETS		
Property, plant and equipment	498,727	519,297
Intangible assets	75	151
Long term investments	14,135,400	8,348,050
Advance against future issuance of shares	600,000	600,000
Long-term deposits	8,413	6,615
Interest accrued	2,969	2,268
Due from RP - non current portion	193,146	193,146
	15,438,730	9,669,527
CURRENT ASSETS		
Receivables against rent, maintenance and other services	50,785	52,921
Due from related parties	99,865	329,055
Loans, advances, prepayments and others	324,595	253,905
Taxation - net	104,066	55,329
Short-term investment	394	362
Cash and bank balances	1,067,448	1,891,882
	1,647,153	2,583,453
Assets classified as held for sale	-	2,915,292
	17,085,883	15,168,272

Net Cash: As of Dec 31, 2022, Net Cash (Cash + Liquid Investments – Debt) stands at PKR 701 Mn

TPL REIT Fund I



Pakistan's first hybrid REIT structured to allow international investors participation

Fund Highlights

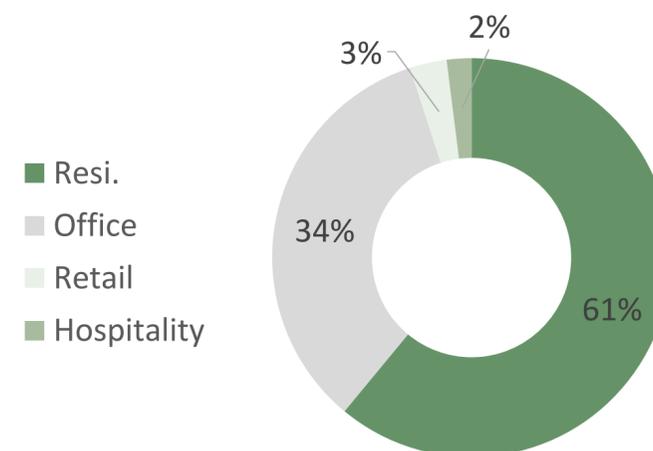
Fund Name	TPL REIT Fund I
Domicile	Pakistan
Objective	Bring sustainable, integrated communities to Pakistan, decarbonizing cities, uplifting living standards and addressing the shortfall in commercial property, hospitality & housing due to rapid urbanization
Fund Manager	TPL REIT Management Co. LTD.
Feeder Fund Manager	TPL Investment Management – ADGM
Type of Fund	Shariah Compliant Hybrid REIT
Fund Life	Perpetual Close Ended
Fund Fees	Yearly Management Fee: 1.5% of NAV; Performance Fees: 15%
Dividend Payout	Annual – Planned Interim Dividend
Target Fund Size	PKR 80 bn
Initial Fund Size	PKR 18.35 bn; fresh raise of PKR 11.25 bn
Fresh Raise	Draw Down : PKR 5,625 mn; Undrawn Commitments: PKR 5,625 mn
Direct Listing	April, 2023 - Offer for sale of PKR 100 mn
Main Board Listing	3 years from financial close; 2025
Investment Return	Generated 90%+ Return for Unit Holders since First Close (June, 2022)

Successful first close of PKR 18.35 bn from leading banks

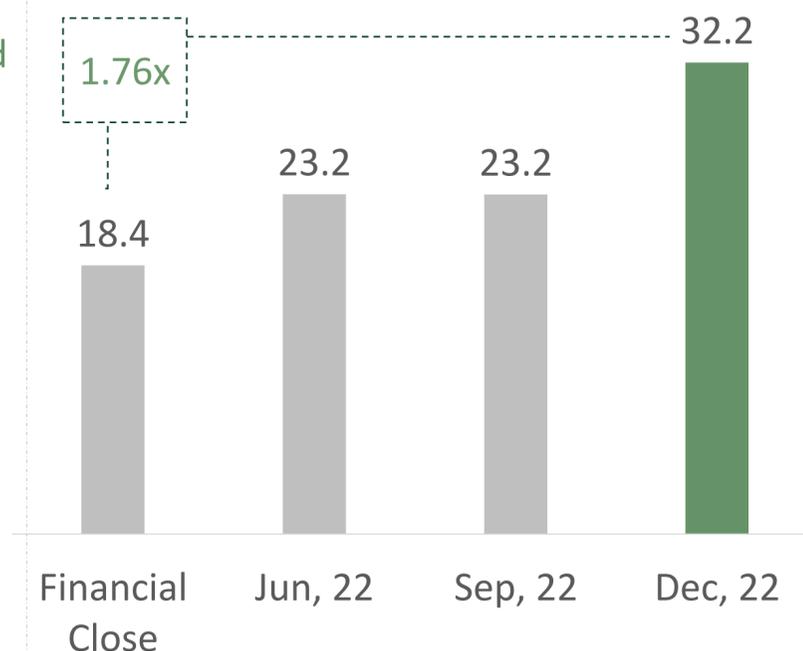
No.	Investor	Type	PKR mn	Holding
1	TPL Properties	Strategic	7,100	38.7%
2	Habib Bank Ltd	Anchor Investors	2,250	12.3%
3	National Bank of Pakistan		2,000	10.9%
4	Bank of Punjab		2,000	10.9%
5	Bank Al Habib		1,500	8.2%
6	Bank Alfalah		1,000	5.4%
7	Habib Metropolitan Bank		1,000	5.4%
8	Askari Bank Ltd		1,000	5.4%
9	Soneri Bank Ltd		500	2.7%
Total			18,350	100.0%

Initial Fund Portfolio

13 mn sq. ft + Built-up Area 20 – 45% Net Investment IRRs LEED Certified Sustainable Assets



Financial Performance



Note: The NAV is inclusive of undrawn commitment of PKR 3.4 bn.

REIT Fund I Portfolio: The Mangrove



Mid-tier integrated community, includes residential, commercial, retail and hospitality spaces

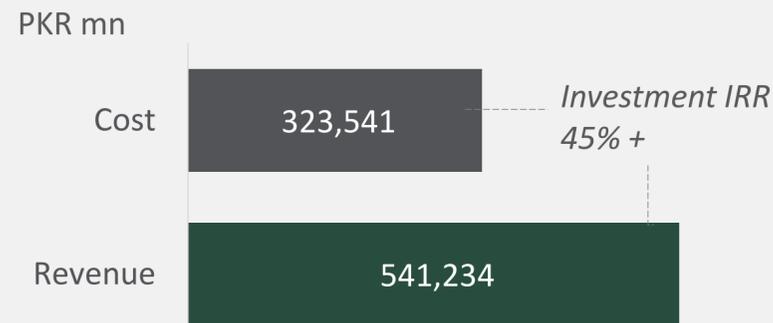
Master planned mid-rise waterfront development

- Land Area: 40 Acres
- Built Up Area: 12+ Mn sq ft
- Mixed use property with residential, offices, hospitality & retail spaces

Sustainability

- LEED certified
- Integrated Bio-Diversity Park
- Preservation of mangroves and additional plantation

Financials



Design Partners

- SSH International has expertise in developing marinas synching with the natural environment



Feasibility:

- Highest & Best Use Study by Savills

Design:

- Concept Master Plan
- Hiring of consultant for Bio-diversity park and site office
- Hiring of Design Consultant
- Detailed Design (2Q24)

Regulatory Approvals:

- Utilities and Height
- Master Plan
- Building Plan Approval (CBKC)
- SEPA Approval (Environment)

Operational Highlights

- Acquisition by REIT Fund
- Equity Injection
- Debt Capital Raise

Bridge Connectivity:

- Proposal submitted
- Review Committee formed
- Engagement with DHA & GoS
- Approval & Tender offer

Construction:

- Infrastructure Works (3Q23)
- Main Works (3Q24)
- Phase 1 Completion (2026-27)

● Completed ● In-Process ● To be initiated

Note: The revenue is inclusive of Rental Income & Terminal value of rental assets

REIT Fund I Portfolio: One Hoshang

Pakistan's first LEED Gold Certified Residential Apartment Tower



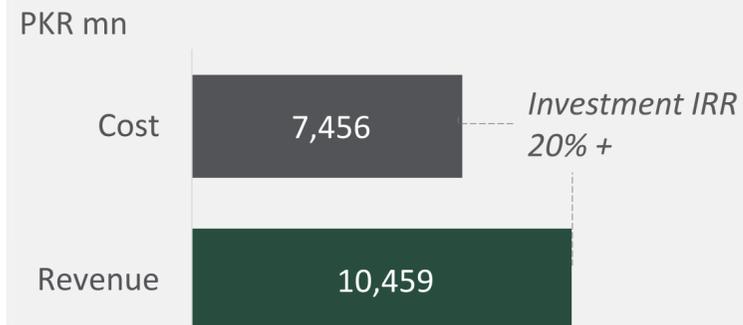
Luxury Residential

- Built-up Area: 275K sq ft
- 30 Apartments + Duplex Penthouse + Niche Retail
- Located in central and upscale area of Karachi

Sustainability

- LEED Gold certified
- Preserving heritage (130 years old façade being conserved)
- Museum with public access to outlay site's ancient remains

Financials



Design & Construction Partners

- UK- Squire & Partners, Atelier Ten, 1508 London
- PK- Arcop, SMC
- PM – Hill International
- Construction – Total Construction



Regulatory Approvals:

- Utilities & Height
- Heritage & Environment
- Demolition & Protection
- Architectural (SBCA)
- Structural
- Construction NoC

Design:

- Detailed Design
- LEED Gold Precertification
- Shortlisted for New London Architecture Awards
- Received IPAs Asia Pacific title for Best Residential Architecture, PK

Sales & Marketing:

- Brochures, VR and Videos ready

Construction:

- Tender awarded
- Demolition & façade Protection
- Value engineering
- Contractor renegotiation
- Main Works (2Q23)
- Project Completion (4Q25)

Operational Highlights

- Acquisition by REIT Fund
- Equity Injection of PKR 1.2 bn
- Secured Debt facility from BAFL

● Completed ● In-Process ● To be initiated

REIT Fund I Portfolio: Technology Park

Fostering Tech Eco-System, in process to be Special Technology Zone



Offices & Business Hotel

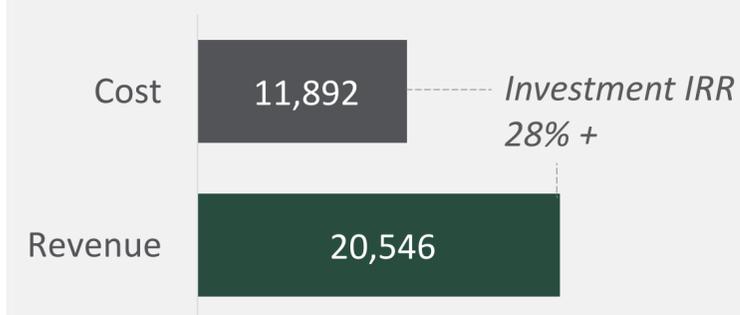
- Built-up Area: 600K sq ft
- Grade A Offices: part leased, part sold
- Hospitality: niche business hotel & restaurants

Sustainability

- LEED Gold certified
- Technology Free Zone

Financials

PKR mn



Design Partners

- UK- Squire & Partners, Atelier Ten, 1508 London
- PK- NBCL, SMC



Regulatory Approvals:

- Utilities & Height
- Architectural (SBCA)
- Strategic Planning Division
- Structural & Construction
- Environment

Construction:

- Tendering process
- Contractor selection
- Ground Breaking (3Q23)
- Project Completion (4Q25)

Design:

- Concept Design
- Detailed Design (50%)
- Tender development
- LEED Pre-certification

Operational Highlights:

- Acquisition by REIT Fund
- Equity Injection by REIT Fund
- Repayment of Debt

Special Technology Zone:

- Developer License application
- Approval as STZ Development

● Completed ● In-Process ● To be initiated

TPL REIT Fund I



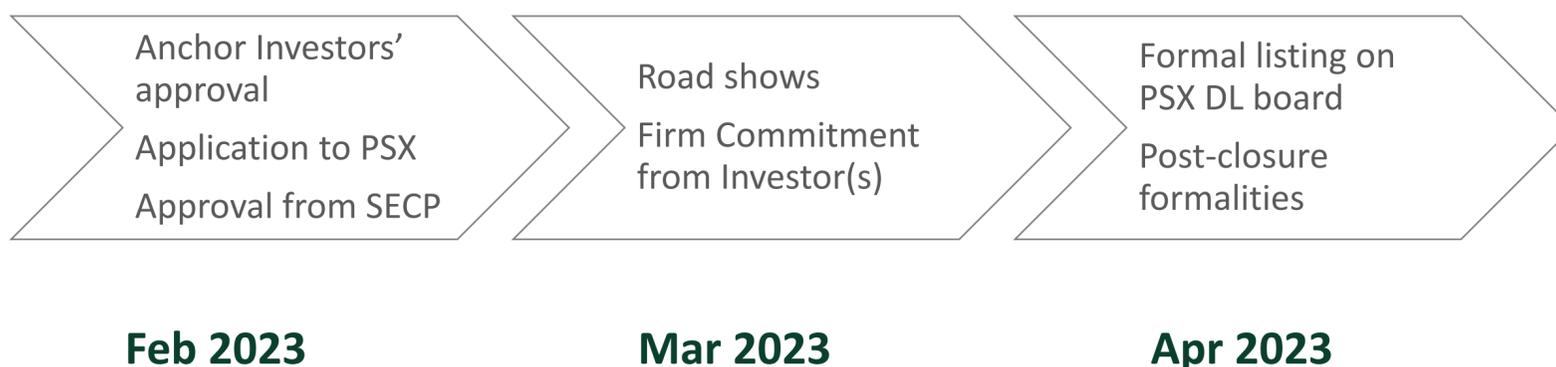
Investment Opportunity through Participating in the Direct Listing

Pursuing Direct PSX Listing of TPL REIT Fund I for it to become SCRA eligible investment to facilitate Foreign Investors and widen exit opportunities for Anchor Investors

Benefits of Direct Listing



Timeline



Key Terms	
Offer Size:	PKR 100 Mn (OFS) + PKR 22.1 Mn (Investment Commitment)
Transaction Price:	<ul style="list-style-type: none"> OFS: PKR 19.4 per unit – NAV as at 31.Dec.22 Investment Commitment: PKR 10 per unit Diluted Investment Cost: PKR 16.6 per unit
Transaction:	<ul style="list-style-type: none"> Acquisition of 5.2 Mn units of TPL REIT secondary offering from existing Investors (excl. TPL Properties) via Direct Listing at PSX Investment commitment of PKR 22.1 Mn as primary injection in the Fund at par value
Investment Commitment Drawdown:	Drawn down expected in 2Q 2023 upon completion of specified milestones
Par Value of Units:	PKR 10 per unit
Main Listing:	Main board listing before June, 2025
First Close:	PKR 18.35 Bn; Fresh raise PKR 11.25 Bn out of which 70% funds are drawn
Target Size of the Fund:	PKR 80 bn
Dividends:	90% of the Profit. Recurring dividends from FY26 & onwards

New Initiative : Digital Infrastructure REIT



TPL's Infra Asset Management to scale both in Pakistan and Internationally

TASC Towers Holding



- International telecom tower operator with teams across the US, UK & Europe
- TASC has over 10,000 towers across the Middle East, Africa, South Asia, and Europe

TASC just acquired 2,600 towers in Zain's Jordan towers

In-process 7,500 towers in other MEA countries

Deploying alternative energy and solar power solutions

Cost reduction programs and operational efficient

Deployment of urban infrastructure for network densification

Zain Group

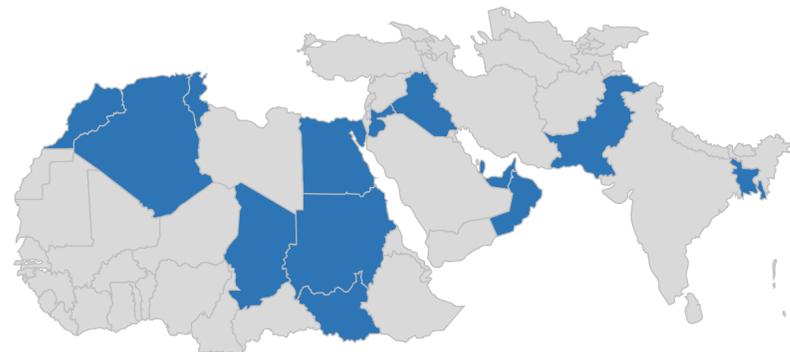


- Kuwait based formerly M.T.C.
- US\$ 2.42 Bn of Market Cap.
- Telecom operator across 15 countries
- Owns 25% of TASC Towers

Invested in Zain Group



Other Investors



JV with TASC Towers – TPL joining hands for Regional Infra Growth

Capital Raising

- Negotiating Debt Financing of PKR 65 bn (HBL Lead Bank)
- Access to International investors (e.g. Chimera, AIIB, IFC)
- Secured local equity (Metro, Pakistan; holder of the largest Wind renewable IPP portfolio)
- Strong track record in International fund raising, most recent raises from KfW DEG and FinnFund

Transaction Structuring & Execution

- Licensed Fund Manager companies in UAE (under ADGM) and in Pakistan (under SECP)
- Structured the first Master-Feeder Fund in Pakistan to allow tax efficient local acquisition & enable International exists
- Experience of multiple public listings ins group companies
- Access to national telco and digital assets to enable consolidation (ATL and Edotco targeted for REIT acquisition)
- Expertise to be replicated with TASC across the MEA region

Stakeholder Management

- Two decades of operating across industries, successfully established over 10 companies operating nationwide
- Engaged with Regulatory Authorities for acquisition (SBP, PTA, CCoP, MoI, FBR & Others)
- Preferential terms with third party providers
- Operational Support in Tower Infra Ops, including site acquisition due to on ground knowledge and relationships

New Initiative : Digital Infrastructure REIT

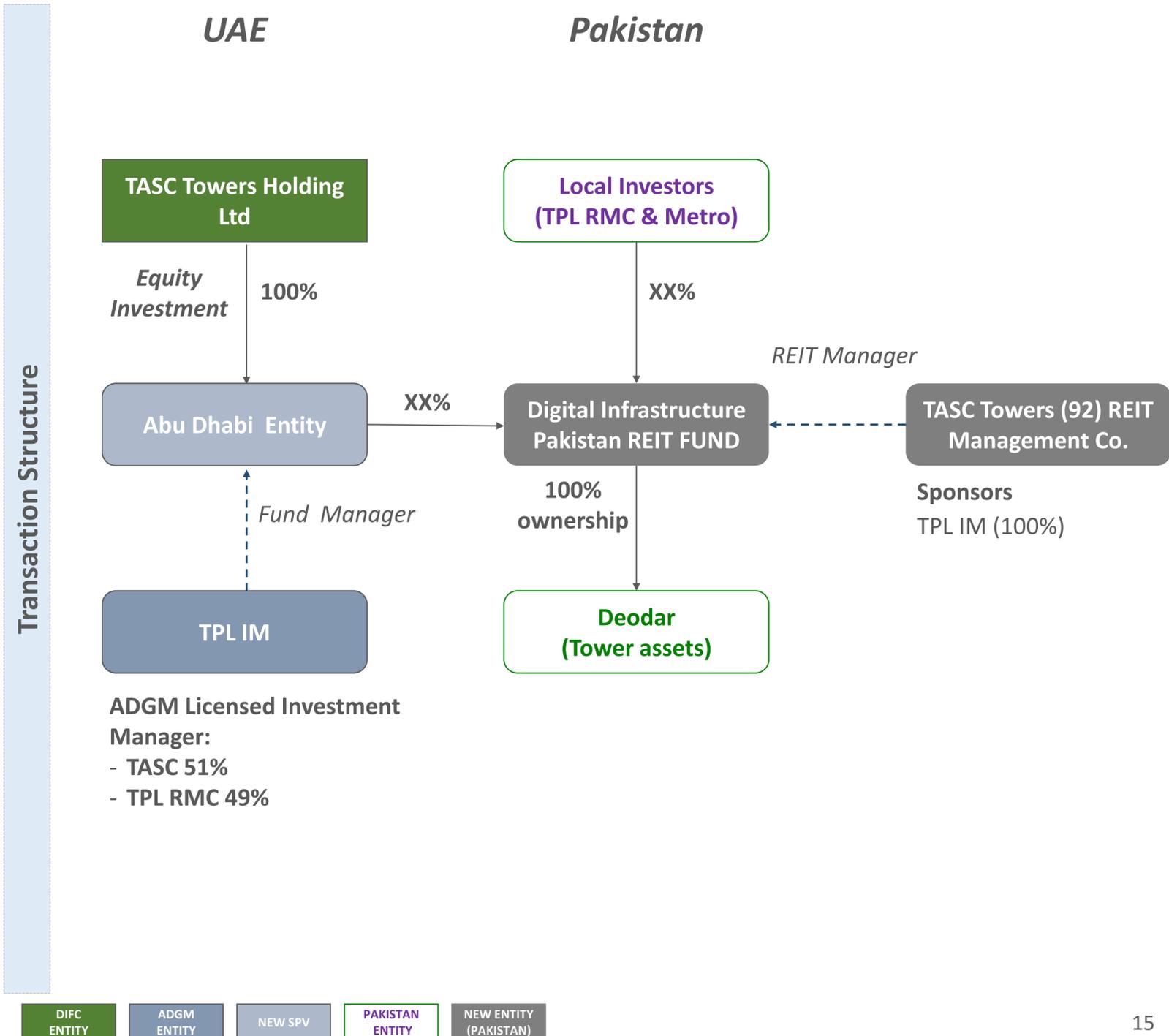


Telecom Tower portfolio acquisition and growth

TPL Properties and TASC Towers Holding (“TASC”) are in exclusive final negotiations to acquire Pakistan’s largest telecom tower company (“Deodar”)

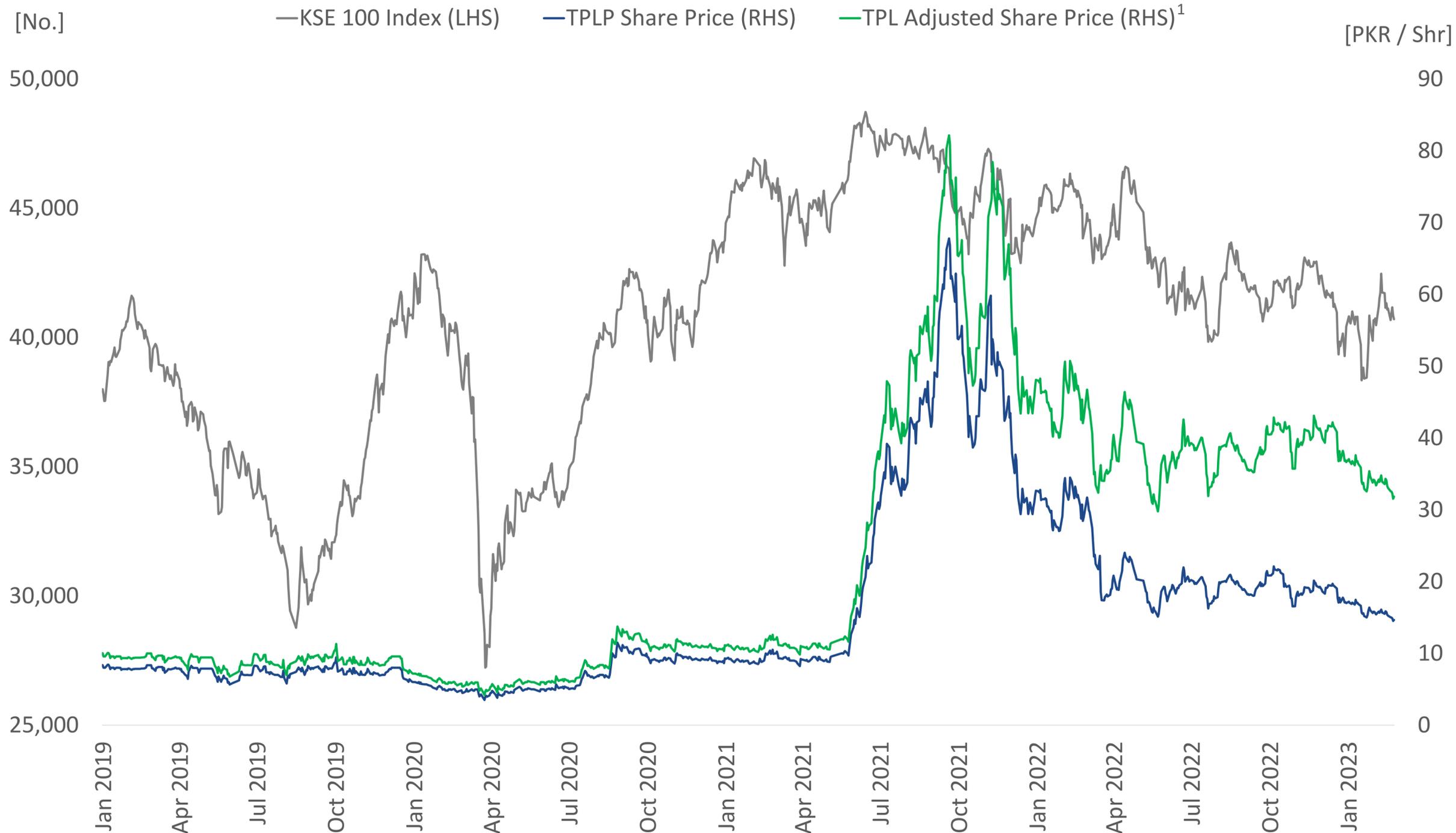
Asset Summary	Market leader with secured revenue	27% market share with leading MNO as anchor client with secured long-term revenue contract (8 yrs, renewable 7 times)
	Strategic assets	10,500+ towers strategically located with 72% located in urban and semi-urban areas with significant tenancy growth potential
	Only major independent operator	First mover advantage to increase tenancy ratio and consolidate towers post transaction
	Barriers to entry	Entry barriers resulting from significant investment requirements, regulatory approval, and high switching cost
	Further upside potential	Additional IRR potential through 5G roll-out, tower consolidation, additional Build-To-Suit from MNOs, and efficiency improvement

Transaction Summary	Deal Size and IRR	100% acquisition of Deodar at a deal value of PKR 1XX,000 Mn and expected USD IRR of over 17%
	Capital Structure	Anticipated debt-to-equity mix of 35:65, with debt being secured from a syndicate of domestic banks led by HBL
	Offshore investment vehicle	Offshore Investment vehicle structure to enable offshore consideration payment to Seller (VEON)
	Liquidity through accelerated listing	The assets are planned to be listed within 3 years of the transaction and would provide a certain liquidity event



TPL Properties

Outperforming KSE 100 Index



Key Metrics

1. ROI: 2.65x (since IPO) v/s 1.07x of KSE 100 Index²
2. BVPS: PKR 26.9 / Shr
3. P/BV: 0.54x
4. Regional P/BV: 3.85x
5. Disc. To Reg. Comp: 86.0%
6. 52 Wk High: PKR 32.95 / Shr
7. Disc. to 52 Wk H: 55.5%
8. Market Cap: PKR 8.4 bn
9. % of Traded Volume: 5.0% (last 90 days of KSE 100 Index)

Unpriced Triggers

1. Inclusion in KSE-30 Index
2. Shariah Compliant
3. Acquisition of Country's largest Telecom Infra
4. Master Plan approval for Mangrove
5. Launch of construction of One Hoshang

¹TPLP Adjusted shares price includes dividend payout and bonus share issuance.

²ROI: Money over money multiple

Share price as at Feb 24, 23

TPL Properties

Key Management



Ali Jameel

CEO, TPL Properties
FCA, ICAEW (UK), BSc. LSE (UK)
TPL Founder, xJS Inv. Bank; xKPMG



Jamil Akbar

COO, TPL Properties
MBA INSEAD (FR) ; FCA (UK); BEng Imperial (UK)
xFauji Foundation; xEmaar; xAbraaj



Sulaiman Mehdi

CEO, TPL Development
MPA KU (PK); FCIS ICSP (PK)
xCyan CEO; xPSX Chairman



Ali Asgher

CEO, TPL RMC
MBA (PK), FCMA (UK)
TPL Group



Racha Alkhawaja

CEO, TPL IM
BSc, UCL (UK); MBA, Imperial (UK)
xEquitativa; xFidessa



Moid Shaikh

Head of Investments, TPL IMC
Bsc. LUMS (PK), CFA (USA)
xElixir



Danish Qazi

Group Legal Counsel
CoSecy TPL Corp, TPL Properties
Barrister at Law (UK)



Khalil Shahab

ESG Advisor
BBA American Univ of Dubai (UAE)
xEvercare Healthcare; xCareem



Adeel Kharwa

Head of Projects
BEng NED (PK); MSc. Aberdeen (SCT);
PMP (USA); xDhabi Contracting; xHill



Fiza Afzal

Head of Design
B.Arch Indus Valley (PK);
Urban Planning MIT (USA);
xArif Habib; US experience

TPL Properties

Key Board Members and Advisors



TPL Properties Board Members



Jameel Yusuf

Chairman of TPL Corp Ltd,
ex Chairman of CPLC



Vice Admiral (R.) M. Shafi

Ex Pakistan Navy, ex Chairman of
PNSC and Port Qasim Authority



Sabiha Sultan

ex SCB Singapore; ex JP Morgan
LLB & Barrister at Law



Khalid Mahmood

Ex Chairman at Sindh Revenue Board,
More than 15 years of experience in
revenue & tax policy

RMC Board Members



Adnan Afaq

Ex Managing Director at PACRA,
Ex CEO at Askari Investments



Vanessa Eastham Fisk

Board Risk Committee (Banque
Saudi Fransi; Almarai),
ex SCB MENAP;
ex Barclays UK/UAE



Abdul Wahab Al-Halabi

Over 25 years of experience, held senior
positions in Meraas Holding, Global
Investment House PJSC, Dubai Holding
and other renowned corporates.

RMC Advisors



Asad Naqvi

Partner Affinity, Ex Partner at Apis
Partner, Ex Partner Wolfensohn Fund
Management



Aliuddin Ansari

Chairman at Alfalah CLSA Securities,
Ex Engro, Ex Bank of America



Waqar Malik

CEO Fauji Foundation (Pakistan's
largest conglomerate); ex ICI PK CEO

TPL Properties

20th Floor, Sky Tower – East Wing, Dolmen City
Block 4, Clifton, Karachi, Pakistan

DISCLAIMER

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