

10 February 2022

ODL\PSX\EOGM\10022022

The General Manager  
Pakistan Stock Exchange Limited  
Stock Exchange Building  
Stock Exchange Road  
Karachi.

**Subject: Extracts of Resolutions adopted in the Extraordinary General Meeting.**

Dear Sir,

In accordance with the clause 5.6.9.(b) of the PSX Rule Book, we are pleased to enclose a certified copy of the resolution(s) passed in the Extraordinary General Meeting held on 09 February 2022. The resolution(s) are approved/adopted and are effective from the date of approval.

Yours Sincerely,



Ahsan Khalil | Company Secretary

**CERTIFIED COPY OF RESOLUTION(S) PASSED IN THE EXTRAORDINARY GENERAL MEETING OF OCTOPUS DIGITAL LIMITED, HELD ON 09 FEBRUARY 2022.****RESOLUTION # EOGM (02)09/02/22****Ordinary Business:****RESOLVED THAT:**

1. The minutes of the 1<sup>st</sup> Extraordinary General Meeting held on 16 December 2021 are hereby confirmed and approved.

**Special Business:**

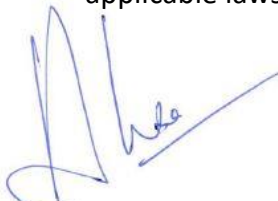
2. **RESOLVED** that, the approval of the Members of the Company be and is hereby granted in terms of Section 83A of The Companies Act, 2017 and under The Companies (Further Issue of shares) Regulations, 2020 and under Memorandum and Articles of Association of the Company; to establish a Stock Option Scheme to be known as the Octopus Digital Limited Employees Share Option Scheme 2022 (the Scheme), to offer issue and grant options to eligible employees' to subscribe up to 10% of the paid-up capital (as increased from time to time) of the Company.

**FURTHER RESOLVED** that, Chief Executive Officer and/or Company Secretary of the company jointly and/or severally, to execute any document(s) and to take all actions necessary to give effect to the proposed resolution.

**FURTHER RESOLVED** that under The Companies (Further Issue of Shares) Regulations, 2020, the grant of options equal to or exceeding (1%) one percent of the issued or paid-up capital of the company at the time of grant of options, within one year, to identified employees be and is hereby approved."

**FURTHER RESOLVED** that under The Companies (Further Issue of Shares) Regulations, 2020 the grant of options to any employee of subsidiary or holding Company, be and is hereby approved."

**FURTHER RESOLVED** that the Board be and is hereby authorized to make modifications in the Scheme including in any ancillary documents thereto, as it may deem fit, from time to time in its absolute discretion in conformity with the provisions of the Companies Act, 2017, the memorandum of association and articles of association of the Company and any other applicable laws."



Ahsan Khalil | Company Secretary  
Wednesday, 09 February 2022  
Lahore