

December 11, 2025

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

Subject: Disclosure of Material Information

Dear Sir,

In accordance with Sections 96 and 131 of the Securities Act, 2015 and Clause 5.6.1 of the Rule Book of the Pakistan Stock Exchange Limited, we, Systems Limited (the “**Company**”), hereby convey the following information:

The Board of Directors of the Company, by way of resolutions passed through circulation on December 10, 2025, considered and approved the acquisition of Confiz Pakistan (Private) Limited (“**Confiz**”) (and all its direct and indirect shareholdings in the Confiz Group of Companies) by way of amalgamation / merger of Confiz with and into the Company, in accordance with the provisions of a draft Scheme of Arrangement (“**Scheme**”) prepared under the provisions of Sections 279 to 283 and 285(8) of the Companies Act, 2017 and relevant transaction documents (the “**Proposed Arrangement**”), subject to obtaining necessary (shareholders’, creditors’ and regulatory) consents and approvals. In consideration of the Proposed Arrangement, shares of the Company shall be issued in favour of the shareholders of Confiz.

The Scheme shall be subject to all requisite shareholders’, creditors’ and regulatory approvals being obtained, and the sanction by the Honourable Lahore High Court, along with fulfilment of related legal formalities, and further subject to any changes or modifications thereto as may be required or prescribed, or such amendments as may be considered necessary.

The Proposed Arrangement, along with the drafts of the Scheme and the relevant transaction documents, were approved by the Board of Directors. The CEO, the CFO and the Company Secretary of the Company have severally been authorized to do all acts, deeds and things, including negotiating, finalizing and executing the proposed Scheme, relevant transaction documents, and all such agreements, documents and papers, and making any applications, and undertaking all required steps for the purposes of giving effect to the Proposed Arrangement.

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Level 16, 1 Market Street,
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Code 2000, Sydney.

www.systemsltd.com

The Scheme will be circulated to the PSX and the shareholders in due course, subject to the directions / order of the Honourable Lahore High Court, and in accordance with the applicable laws.

You may please inform the TREC holders accordingly.

Yours faithfully,



Fayeze Qamar Rasheed
Company Secretary

Cc:

Director / HOD

Surveillance, Supervision and Enforcement Department

Securities and Exchange Commission of Pakistan

NIC Building, 63 Jinnah Avenue

Blue Area, Islamabad

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