

April 6, 2026 / 60316

**The General Manager**

Pakistan Stock Exchange Limited,  
Stock Exchange Building,  
Stock Exchange Road,  
Karachi.

**Subject: Resolutions Passed by the Shareholders in the Extraordinary General Meeting**

Dear Sir,

In accordance with the clause 5.6.9 (b) of the Rule Book of Pakistan Stock Exchange Limited, we are pleased to inform you that following resolutions have been unanimously passed by the shareholders of the LSE Capital Limited (“the Company”) in their Extraordinary General Meeting held on April 6<sup>th</sup>, 2026 at the registered office of the Company.

**ORDINARY BUSINESS**

**1. To confirm the minutes of the Annual General Meeting held on November 27, 2025.**

“RESOLVED THAT the minutes of the AGM of the Company held on November 27, 2025, be and are hereby taken as read and confirmed.”

**2. Election of six (6) Directors out of the seven (7) Directors fixed by the Board of Directors of the Company, for a period of three (3) years (2026-2029) in accordance with the provisions of Section 159 and 161 of the Companies Act, 2017.**

“RESOLVED THAT the following directors be and are hereby unanimously elected for a period of Three Years term (2026-29) commencing from the date of election:

**Shareholders Category:**

1. Ms. Aasiya Riaz
2. Ms. Riffat Shaheen
3. Syed Muhammad Talib Rizvi

**Independent Category:**

1. Ms. Iram Maqbool Aamir
2. Mr. Rehman Ul Haq
3. Mr. Shoaib Mir

**Chief Executive Officer/Executive Director:**

Chief Executive Officer/Executive Director shall be appointed by the elected Board after the election, for a term of three years under a contract.

**SPECIAL BUSINESS**

**3. Consideration and adoption of the proposed Special Resolutions and approval thereof, with or without any modification(s), dealing with the following matters:**

**3.1 Alterations/amendments in the Memorandum and Articles of Association (MoA & AoA) and adoption of the revised MoA & AoA of the Company, as provided in Table A-1 & A-2 annexed to this Notice, particularly for the following changes:**

- (a) **Changes in the object clause of Memorandum & Articles of Association**
  - (b) **Increase in the authorized capital of the Company**
  - (c) **Permissibility for Employees Stock Option Scheme**
  - (d) **Issuance of Partially Redeemable Shares amounting to PKR 100 million**
- **“RESOLVED THAT** pursuant to the directions of the Securities and Exchange Commission of Pakistan’s (SECP) Registrar Modaraba vide letter No. SECP/M/RS/LSE/05/264 dated March 4, 2026, and in accordance with the provisions of the Companies Act, 2017, the amendments, alterations, additions, and deletions in the Object Clause of the Memorandum of Association of LSE Capital Limited and the authorized capital of the Company, as comprehensively detailed in **Table A-1** attached with this resolution, be and are hereby approved.
  - **FURTHER RESOLVED THAT** as part of the approval of the attached Table A-1 & A-2, all existing references to the repealed Companies Ordinance, 1984, be and are hereby replaced with the Companies Act, 2017, and all references to "Modaraba Management" or related certificate-holder rights be deleted or substituted as proposed to make the Company's constitutional documents fully coherent and compliant.
  - **FURTHER RESOLVED THAT** the approval be and is hereby accorded specifically and individually to amend and alter each of the relevant Articles of Association of the Company as provided in **Table A-2** attached herewith, to bring the same into full compliance with the requirements of the Companies Act, 2017, the Companies (Further Issue of Shares) Regulations, 2020, and the Issuance of Convertible Debt Securities through Right Offer Regulations, 2022, while also empowering the Board of Directors to take all required corporate actions to give effect to:

**3.1(a) Changes in the object clause of Memorandum & Articles of Association**

- **“RESOLVED FURTHER THAT** the approval be and is hereby accorded to replace the existing Object Clause 1 of the Memorandum of the Company with the following:  
  
“To carry out functions as a manufacturing or marketing, distribution, servicing, advisory and investment entity.”

**3.1(b) Increase in the authorized capital of the Company**

- **“RESOLVED FURTHER THAT** the approval be and is hereby accorded for the changes in Clause V of the Memorandum of Association and Clause 6 of the Articles of Association of the Company as follows:

**CLAUSE V OF THE MEMORANDUM OF ASSOCIATION:**

“V: The Authorized Capital of the Company is **Rs. 2,600,000,000** (Rupees Two Thousand Five Hundred Million Only). This Capital is divided into **400,000,000** (Four Hundred Million) Ordinary Shares of Rs. 5/- each, **20,000,000** (Twenty Million) Preference Shares of Rs. 5/- each, and **5,000,000** (Five Million) Partially Redeemable Shares of Rs. 100/- each, having such preferential, redemption, conversion, deferred, qualified or special

rights, privileges or conditions as provided in the Articles of Association of the Company or in accordance with the Act.

**CLAUSE 6 OF THE ARTICLES OF ASSOCIATION:**

“Share Capital:

3. The Authorized Capital of the Company is **Rs. 2,600,000,000** (Rupees Two Thousand Five Hundred Million Only). This Capital is divided into **400,000,000** (Four Hundred Million) Ordinary Shares of Rs. 5/- each, **20,000,000** (Twenty Million) Preference Shares of Rs. 5/- each, and **5,000,000** (Five Million) Partially Redeemable Shares of Rs. 100/- each, having such preferential, redemption, conversion, deferred, qualified or special rights, privileges or conditions as provided in the Articles of Association of the Company or in accordance with the Act.”

**3.1(c) Permissibility for Employees Stock Option Scheme**

- “**RESOLVED THAT** the approval be and is hereby accorded for the inclusion of the following enabling clause in the Memorandum & Articles of Association of the Company:

“To establish, subject to applicable law and the Articles of Association of the Company, and implement employee stock option schemes or other equity-based incentive arrangements for the benefit of employees, directors, officers, consultants, or advisors of the Company or its subsidiaries, and to, subject to the terms and conditions, issue, allot or grant shares, securities convertible into shares, or options to subscribe for or acquire shares of the Company, as may be determined and approved by the Board of Directors.”

**3.1(d) Issuance of Partially Redeemable Shares amounting to PKR 100 million**

- “**RESOLVED THAT** consequent to the change in the Authorized Capital of the Company, the approval be and is hereby accorded to the Board of Directors for raising / issuance of PKR 100 million in the form of Partially Redeemable Shares of Rs. 100/- each, on the following terms & conditions:

**Name of the Security: LSE Capital Limited – Partially Redeemable Shares**

|   |  |  |
|---|--|--|
| 1 | Security Type and Relevant Regulatory Provisions       | <b>Partially Redeemable Shares (PRS) issued in accordance with</b> Section 58 of the Companies Act, 2017, Companies (Further Issue of Shares) Regulations, 2020, Section 83 of the Companies Act, 2017 and all other enabling provisions of the Securities Act, 2015, and any other applicable laws, rules and regulations.  |
| 2 | Participation in Surplus Assets in Case of Liquidation | No participation unless converted into ordinary shares of the Company upon the occurrence of a triggering event. Upon conversion, the allotted ordinary shares (issued in accordance with the applicable conversion ratio) shall rank pari passu with the already existing ordinary shares.  |
| 3 | Dividend Rate (PKR/share)                              | Dividends on PRS shall enjoy priority over the dividends payable on the ordinary shares of the Company. The Board of Directors may also pay an interim dividend on PRS.  |
| 4 | Redemption   | Partially redeemable up to the Redeemable Portion of PKR 50 per share.   |
| 5 | Redemption Rate (PKR/share)                            | Redemption of PRS shall be by value only, out of their par/nominal value, without reducing the number of shares in issue. Redemption may only be made if sufficient distributable profits, retained earnings or other permitted reserves are available, and shall be at such times, in such amounts and on such terms as the Board of Directors may decide in its absolute discretion.<br><br>For redemption, the Company shall transfer an amount equal to the nominal value to be redeemed to a Capital Redemption Reserve (CRR) or other non-distributable reserve. The |

|    |   |   |
|----|---|---|
|    |   | CRR shall not be available for dividends and shall be preserved with the same restrictions as applicable on the paid-up share capital under the Companies Act, 2017 and the Companies (Further Issue of Shares) Regulations, 2020.  |
| 6  | Conversion into Ordinary shares                     | Conversion into ordinary shares of the Company upon the occurrence of specified Triggering Events.  |
| 7  | Conversion Rate                                     | <p>Upon the occurrence of a specified Triggering Event, each PRS shall convert into ten (10) fully paid ordinary shares of the Company, automatically and without any further act or into such higher number of ordinary shares as may be determined by the Board of Directors in its discretion.</p> <p>If, at the time of such conversion, the outstanding nominal value of any PRS is less than the aggregate nominal value of the ordinary shares to be issued, such shortfall shall be met by capitalization of the available reserves, including any Capital Redemption Reserve, share premium, or other permitted reserves, in accordance with the Companies Act, 2017 and the Companies (Further Issue of Shares) Regulations, 2020.</p> <p>The conversion ratio and adjustment mechanism shall apply uniformly to all holders of PRS without any discrimination.</p> <p>Any decision of the Board of Directors to enhance the conversion ratio beyond the above given minimum number shall be final and binding, subject only to ratification/approval from the shareholders in a general meeting, and compliance with other applicable law and the availability of sufficient reserves.</p> |
| 8  | Call Option Cash                                    | Not applicable.   |
| 9  | Put Option (Cash)                                   | Not applicable.   |
| 10 | Par/Nominal Value (PKR/share)                       | PKR 100, divided into: Redeemable Portion of PKR 50 per share and Irredeemable Portion of PKR 50 per share.   |
| 11 | Par/Nominal Value for Subsequent Issues (PKR/share) | <p>All subsequent issues shall be made on a uniform and non-discriminatory basis among shareholders of the same class, as required by law.</p> <p>Any subsequent issue of PRS shall be made at a par/nominal value equal to the outstanding nominal value per share of previously issued PRS (i.e., the original par value of PKR 100 less any amount already redeemed).</p> <p>If the Company resolves to issue PRS at a price higher than such outstanding nominal value, the excess shall be credited into the Share Premium Account, to be maintained in accordance with the Companies Act, 2017 and the Companies (Further Issue of Shares) Regulations, 2020.</p>   |
| 12 | Issuance By Way Of                                  | The offer of right issue to all existing shareholders. If expressly provided and approved by the shareholders, it may also be issued by otherwise than rights, subject to requisite approvals.  |
| 13 | Tenor   | Perpetual unless redeemed (with respect to the Redeemable Portion) and/or converted into ordinary shares upon a triggering event.   |
| 14 | Instrument Rating                                   | Optional, if determined by the Board of Directors.  |
| 15 | Cumulative / Non-Cumulative                         | Dividends on Partially Redeemable Shares shall be <b>non-cumulative</b> , and any dividend not declared in a given year shall lapse with no right of carry-forward.   |
| 16 | Voting Rights                                       | <p>Each PRS shall carry voting rights equivalent to one ordinary share, irrespective of the paid-up or outstanding value.</p> <p>Rights, privileges and obligations shall otherwise be the same as those applicable to ordinary shareholders.</p>   |
| 17 | Subsequent Issuance                                 | By way of Right Issue, other than by Right (against cash or in-kind), or through Bonus Issue to the shareholders (both Ordinary and PRS holders).   |

|    |                                       |   |
|----|---------------------------------------|---|
| 18 | Subsequent Issuance Price (PKR/share) | A share premium may be charged in addition to the outstanding par/nominal value, as determined by the Board of Directors.   |
| 19 | Any Other Rights                      | The holders of PRS shall be entitled to the following rights in addition to those expressly provided herein:<br><ol style="list-style-type: none"> <li>1. The right to participate in rights issues declared by the Company, whether in the form of shares or other securities.</li> <li>2. The right to receive specie dividends, in whatever form the same is declared.</li> <li>3. No entitlement to any cash dividend to be declared and paid exclusively to ordinary Shareholders.</li> </ol>  |
| 20 | Listing at PSX                        | PRS shall be listed on the main board of Pakistan Stock Exchange.   |
| 21 | Shari'ah Compliance                   | Optional, if determined by the Board of Directors.  |
| 22 | Issue Size (PKR)                      | PKR 100 million<br><br>Any further issuance may be up to the authorized share capital of the Company in number multiplied by the issue price (including any share premium), as decided by the Board of Directors.<br><br>No further shareholder approval is required if the issuance is made by way of a Right, Bonus, or otherwise.  |
| 23 | Issue Size (Nos.)                     | Up to the authorized share capital of the Company, as decided by the Board of Directors.  |
| 24 | Ranking / Priority                    | Ranks in priority over all other classes of shares, but subordinate to any secured loan (including loans secured by way of floating charge).  |
| 25 | Triggering Events                     | <ol style="list-style-type: none"> <li>1. Winding up of the Company (compulsory or voluntary).</li> <li>2. Appointment of a receiver, administrator, or equivalent over any part of the Company's assets.</li> <li>3. The Company's inability to pay its indebtedness as it falls due.</li> <li>4. Reduction of par/nominal value per share to the irredeemable portion (PKR 50).</li> <li>5. Approval by way of special resolution by the shareholders of the Company (including PRS holders) in a general meeting called to convert approve PRS into ordinary shares at the given conversion rate of 10 ordinary shares.</li> </ol> |
| 26 | Meetings and Resolutions              | Since voting rights are also vested in the PRS holders, they shall also be entitled to attend the general meetings without the need for the calling of separate meetings or resolutions to be passed by them. However, the PRS holders may also convene their general meetings and pass resolutions in accordance with the Companies Act, 2017.   |
| 27 | Other Issuance                        | PRS may also be issued the ordinary shares of the Company by way of Bonus, if the same is declared by the Board of Directors.   |
| 28 | Issuance Power                        | PRS shall be under the control of the Board of Directors, who may issue, allot, forfeit, surrender, rectify, or otherwise dispose of them to such persons, firms, or corporations on such terms and conditions and at such times as may be deemed fit, subject to the Companies Act, 2017, the Securities Act, 2015, and the Companies (Further Issue of Shares) Regulations, 2020.   |
| 29 | Authorized Capital (PRS)              | Redemption and/or Conversion will not affect overall authorized capital of the Company.   |

**3.2 Approval/Ratification of the Special Resolutions for an investment of PKR 100 million in LSE SPAC-I Limited, under Section 199 of the Companies Act, 2017, and for investment/financing in associates not exceeding PKR 600 million, as per the detail annexed to this Notice.**

- **“RESOLVED THAT** the approval granted in the last annual general meeting for the Company’s investments/financing with associated companies/related parties with the condition that any investment (against equity on market price/right shares subscription/initial capital, as the case may be) shall not exceed PKR 600 Mn, and any advance/financing/loan shall not be below the

rate of six (6) months KIBOR+1%. Similarly, any disposal of the already held equity or divestment from any associated company shall not be less than the market price or the value certified by a firm of Chartered Accountants be and is hereby ratified.

- **FURTHER RESOLVED THAT**, in accordance with the requirements of section 199 of the Companies Act, 2017, the Board of the company (LSECL/the Company) be and is hereby authorized to make investments up to PKR 100 million (Rupees One hundred million only) in its 100% owned subsidiary LSE SPAC-I Limited, by way of pre-IPO investment for listing of LSE SPAC-I Limited at PSX."

**3.3 Approval for an investment up to PKR 300 million in LSE SPAC-II Limited, under Section 199 of the Companies Act, 2017.**

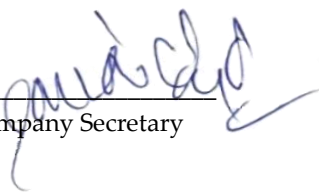
- **"RESOLVED THAT**, in accordance with the requirements of section 199 of the Companies Act, 2017, the Board of the Company (LSECL/the Company) be and is hereby authorized to make investments up to PKR 300 million (Rupees three hundred million only) in its 100% owned subsidiary LSE SPAC-II Limited, through initial investment including the provisions of additional financing/credit for working capital and pre-IPO investment for listing at PSX.
- **FURTHER RESOLVED THAT** a specific approval be and is hereby also accorded, by way of a special resolution, for the above being a transaction with associated companies/related parties, as required under Section 199 of the Companies Act, 2017 as well as under the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017."

**3.4 Approval of Enabling/Implementing Resolutions.**

- **"RESOLVED THAT** pursuant to the approval of the Special Resolution by the members of the Company in the EOGM held on Apr 6<sup>th</sup>, 2026, the Chief Executive Officer and/or Company Secretary of the Company singly or jointly authorized to take all necessary, incidental, and ancillary steps and actions, including executing any documents and agreements that may be necessary in this regard, and to perform all acts, matters, deeds, and things as may be necessary or expedient for implementing the resolutions mentioned above."

You may please inform the TRE Certificate holders of the exchange accordingly.

For and on behalf of LSE Capital Limited:

  
\_\_\_\_\_  
Company Secretary



Encl.            Table A-1 and A-2

Cc:                **The Executive Director/HOD, Offsite-II Department, Supervision Division, Securities and Exchange Commission of Pakistan, NIC Building, Blue Area, Islamabad.**

## TABLE A-1

LSE Capital Limited  
Comparison of Existing and Proposed Alteration/Amendments/Additions/Deletions  
in the Memorandum of Association

| Clause No. | Existing  | Proposed  | Rationale for Amendment/Addition/Deletion  |
|------------|---|---|--|
| III (1)    | To initiate, sponsor, promote, float, organize, manage, administer and operate modaraba companies, modaraba funds and modarabas of all type and descriptions, mutual funds, unit trust and other similar concerns either in syndicates or otherwise.  | To carry out functions as a manufacturing or marketing, distribution, servicing, advisory and investment entity.  | The amendment aligns the company's Memorandum of Association with its new corporate status following SECP's approval of its de-registration as a Modaraba Company, transitioning its core business focus toward manufacturing, investment, and advisory services.  |
| III (2)    | To invest or participant in and to collaborate or cooperates with any modaraba company, modaraba fund, modaraba, mutual fund, unit trust, and other similar concerns either in syndicates or otherwise.   | <del>To invest or participant in and to collaborate or cooperates with any modaraba company, modaraba fund, modaraba, mutual fund, unit trust, and other similar concerns either in syndicates or otherwise.</del>  | Deleted being irrelevant to the new scope of business  |
| III (3)    | To arrange, procure and raise finance through modaraba companies, modaraba funds and modarabas of all type and descriptions, mutual funds, unit trust and other similar concerns.   | <del>To arrange, procure and raise finance through modaraba companies, modaraba funds and modarabas of all type and descriptions, mutual funds, unit trust and other similar concerns.</del>  | Deleted being irrelevant to the new scope of business  |
| III (4)    | To amalgamate or merge with or to absorb, take over manage any other company having any of the objects primary similar to those of this Company.  | <del>To amalgamate or merge with or to absorb, take over manage any other company having any of the objects primary similar to those of this Company.</del>   | Deleted being irrelevant to the new scope of business  |
| III (60)   | <p>To devise and implement any arrangement for allowing participatory management rights to the certificate-holders of all Modarabas to be managed by the Company, through nomination &amp; election of not more than one independent director for each modaraba fund.</p> <p>The objects set forth in any sub-clauses of this clause shall not, be restrictively construed but the widest interpretation shall be given thereto and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the objects therein specified or powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in the first sub-clause of this clause, but the Company shall have full power to exercise all or any of the powers and to achieve or to endeavor to achieve all or any of the objects conferred by and provided by any part of this clause in any part of the world and notwithstanding that the business, undertaking, property or acts proposed to be transacted, acquired, dealt with or performed do not fall within the objects of the first sub-clause of this clause.</p> <p>Provided that nothing herein contained shall authorize the Company to engage in any business or enterprise or enter into any transaction or invest in any venture the activities of which are contrary to the Injunctions of Islam or which involves the</p> | <p>To establish, subject to applicable law and the Articles of Association of the Company, and implement employee stock option schemes or other equity-based incentive arrangements for the benefit of employees, directors, officers, consultants, or advisors of the Company or its subsidiaries, and to, subject to the terms and conditions, issue, allot or grant shares, securities convertible into shares, or options to subscribe for or acquire shares of the Company, as may be determined and approved by the Board of Directors.</p> <p>The objects set forth in any sub-clauses of this clause shall not, be restrictively construed but the widest interpretation shall be given thereto and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the objects therein specified or powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in the first sub-clause of this clause, but the Company shall have full power to exercise all or any of the powers and to achieve or to endeavor to achieve all or any of the objects conferred by and provided by any part of this clause in any part of the world and notwithstanding that the business, undertaking, property or acts proposed to be transacted, acquired, dealt with or performed do not fall within the objects of the first sub-clause of this clause.</p> | The amendment is required to align the company's objects with its de-registration as a Modaraba Company by the SECP , replacing obsolete provisions regarding participatory management for modaraba certificate-holders with modern corporate authorities to implement employee stock option schemes (ESOS) and equity-based incentive arrangements. |

**TABLE A-1**

|   |   |  |  |
|---|---|--|--|
|   | elements of riba in any form whatsoever or doing any business of banking in any form whatsoever.  |  |  |
| V | The Authorized Capital of the Company is Rs. 2,500,000,000 (Rupees Two Thousand Five Hundred Million Only) divided into 400,000,000 (Four Hundred Million) Ordinary Shares of Rs. 5/- each and 100,000,000 (Hundred Million) Preference Shares of Rs. 5/- each having such preferential, redemption, conversion, deferred, qualified or special rights, privileges or conditions as provided in the Articles of Association of the Company or in accordance with the Companies Act, 2017. | The Authorized Capital of the Company is Rs. 2,600,000,000 (Rupees Two Thousand Five Hundred Million Only). This Capital is divided into 400,000,000 (Four Hundred Million) Ordinary Shares of Rs. 5/- each, 20,000,000 (Twenty Million) Preference Shares of Rs. 5/- each, and 5,000,000 (Five Million) Partially Redeemable Shares of Rs. 100/- each, having such preferential, redemption, conversion, deferred, qualified or special rights, privileges or conditions as provided in the Articles of Association of the Company or in accordance with the Act. | The amendment is intended to increase the Authorized Share Capital from Rs. 2,500,000,000 to Rs. 2,600,000,000 and restructure the share classes to include Partially Redeemable Shares of Rs. 100/- each, providing the Company with greater flexibility for future capital raising and diverse financing arrangements following its de-registration as a Modaraba Company. |

**Note on Structural Adjustments to the MOA:**

Following the de-registration of the Company as a Modaraba Company, the proposed deletions and substitutions within the Memorandum of Association necessitate a structural update to the document, all serial numbers and clause references within the Memorandum of Association shall be adjusted and re-sequenced to ensure numerical continuity. Any internal cross-references to the amended or deleted clauses, specifically those previously relating to Modaraba management or certificate-holder rights will be updated to reflect the new positioning of the clauses. This administrative adjustment is intended to ensure the constitutional documents remain coherent and professionally formatted following the mandatory removal of "Modaraba Management" from the Company's scope and name.

## TABLE A-2

LSE Capital Limited  
Comparison of Existing and with Proposed Alteration/Amendments/Additions/Deletions  
in the Articles of Association

| Article No. | Existing  | Proposed   | Rationale for Amendment/Addition/Deletion  |
|-------------|---|--|--|
| 1           | <p>The regulations contained in Table 'A' of the First Schedule to the Companies Ordinance 1984 shall not apply to the Company except so far as the same are reproduced, contained or deemed to be contained in or expressly made applicable by these Articles.</p> <p>The regulations for the management of the Company and for the observance of the Members thereof and their representatives shall, subject as aforesaid and to any exercise of the statutory powers of the Company in reference to the repeal or alteration of or addition to its regulations by Special Resolution, as prescribed by the said Ordinance, be such as are contained in these Articles.</p>  | <p>The regulations contained in Table 'A' of the First Schedule to the Companies Act, 2017 shall not apply to the Company except so far as the same are reproduced, contained or deemed to be contained in or expressly made applicable by these Articles.</p> <p>The regulations for the management of the Company and for the observance of the Members thereof and their representatives shall, subject as aforesaid and to any exercise of the statutory powers of the Company in reference to the repeal or alteration of or addition to its regulations by Special Resolution, as prescribed by the said Act, be such as are contained in these Articles.</p> <p>Note:<br/><u>Similarly, the words 'The Companies Ordinance, 1984' or 'Ordinance' shall be updated to 'The Companies Act, 2017' or 'Act' throughout the document for legal consistency.</u></p>  | <p>The proposed amendment aims to update the Company's Articles of Association by replacing all references to the repealed Companies Ordinance, 1984 with the Companies Act, 2017, thereby ensuring full compliance with the current legislative framework in Pakistan.</p>  |
| 2           | <p style="text-align: center;"><b>INTERPRETATION</b></p> <p>"The Ordinance" means the Companies Ordinance 1984 or any statutory modification or re-enactment thereof for the time being in force in Pakistan.</p> <p>"Modaraba" and have the meanings assigned thereto respectively by the "Modaraba Modaraba Companies and Modaraba (Floatation and Certificate Control) Ordinance 1980.</p>   | <p style="text-align: center;"><b>INTERPRETATION</b></p> <p>"The Act" means the Companies Act 2017 or any statutory modification or re-enactment thereof for the time being in force in Pakistan.</p> <p><del>"Modaraba" and have the meanings assigned thereto respectively by the "Modaraba Modaraba Companies and Modaraba (Floatation and Certificate Control) Ordinance 1980.</del></p>   | <p>To align with the existing law.</p> <p>Modaraba related clause deleted being irrelevant to the proposed business.</p>   |
| 3           | <p style="text-align: center;"><b>SHARE CAPITAL</b></p> <p>The Authorized Capital of the Company is Rs. 2,500,000,000 (Rupees Two Thousand Five Hundred Million Only) divided into 400,000,000 (Four Hundred Million) Ordinary Shares of Rs. 5/- each and 100,000,000 (Hundred Million) Preference Shares of Rs. 5/- each.</p>  | <p style="text-align: center;"><b>SHARE CAPITAL</b></p> <p>The Authorized Capital of the Company is Rs. 2,600,000,000 (Rupees Two Thousand Five Hundred Million Only). This Capital is divided into 400,000,000 (Four Hundred Million) Ordinary Shares of Rs. 5/- each, 20,000,000 (Twenty Million) Preference Shares of Rs. 5/- each, and 5,000,000 (Five Million) Partially Redeemable Shares of Rs. 100/- each, having such preferential, redemption, conversion, deferred, qualified or special rights, privileges or conditions as provided in the Articles of Association of the Company or in accordance with the Act.</p>  | <p>The amendment is intended to increase the Authorized Share Capital from Rs. 2,500,000,000 to Rs. 2,600,000,000 and restructure the share classes to include Partially Redeemable Shares of Rs. 100/- each, providing the Company with greater flexibility for future capital raising and diverse financing arrangements following its de-registration as a Modaraba Company.</p>  |
| 8A          | <p style="text-align: center;"><b>POWER TO ISSUE SHARES WITH DIFFERENT RIGHTS AND PRIVILEGES.</b></p> <p>Subject to the Applicable Law and, in particular, Section 58 of the Companies Act, 2017 and the Companies (Further Issue of Shares) Regulations, 2020, any Share in the Company may be issued with different rights, restrictions and privileges, including but not limited to, the following as may be approved by the Company by the Special Resolution;</p> <p>(a) different voting rights; voting rights disproportionate to the paid-up value of Shares held; voting rights for specific purpose only; or no voting rights at all;</p> <p>(b) different rights for entitlement of Dividend, right Shares or bonus Shares or entitlement to receive the notices and to attend the General Meetings;</p> <p>(c) different rights for participation in surplus assets in case of liquidation; or no participation at all;</p> <p>(d) rights and privileges for an indefinite period, for a limited specific period or for such period or periods as may from time to time be determined by the Company;</p> <p>(e) different manner and mode of redemption, including redemption in accordance with the provisions of these Articles including but not limited to, by way of conversion into</p> | <p style="text-align: center;"><b>POWER TO ISSUE SHARES WITH DIFFERENT RIGHTS AND PRIVILEGES.</b></p> <p>(a) Subject to applicable law and, in particular, Section 58 of the Companies Act, 2017, and the Companies (Further Issue of Shares) Regulations, 2020, the Board of Directors of the Company may issue any Shares in the Company, with different rights, restrictions and privileges, and on such terms and conditions, to be determined by them and included in the relevant offering document.</p> <p>(b) subject to any applicable law, the authority, power and control over the issuance of Shares with different rights and privileges of the Company shall vest with its Board of Directors who may issue, allot, forfeit, surrender, rectify or otherwise dispose of any such Shares to any such persons (including existing shareholders), firms, corporation or corporations and on such terms and conditions at any such time as thought fit by them.</p> | <p>The proposed amendment aims to streamline the issuance of shares with different rights by vesting the primary authority and operational control in the Board of Directors, allowing for greater administrative flexibility and faster decision-making in capital structuring and share disposal without the repetitive requirement of a Special Resolution for every specific class iteration, while remaining strictly subject to the Companies Act, 2017 and relevant SECP Regulations.</p> |

**TABLE A-2**

|           |   |  |   |                      |   |   |                    |  |   |                    |   |   |             |   |   |                    |   |   |            |  |   |       |                            |   |            |  |   |                    |   |    |                           |   |  |
|-----------|---|--|---|----------------------|---|---|--------------------|--|---|--------------------|---|---|-------------|---|---|--------------------|---|---|------------|--|---|-------|----------------------------|---|------------|--|---|--------------------|---|----|---------------------------|---|--|
|           | <p>Shares with such rights and privileges as determined by the Company;</p> <p>(f) Shares with various rights be issued on terms and conditions that may be determined by the Board of Directors subject to the approval of shareholders in the General Meeting through Special Resolution and other necessary statutory approvals, if required. Rights, privileges, terms and conditions regarding dividend, zero dividend, tracking or non-tracking, stepped or otherwise, voting rights, cumulative, non-cumulative, participation, non-participation, conversion, non-conversion, redemption, non-redemption etc. will be defined in offering documents and will be considered as integral part of this Article-11A (as a sub-article);</p> <p>(g) Issuance of variant classes will be identified through distinctive class names;</p> <p>(h) Rights, privileges and obligations defined in article nos. 30 to 63, will only be applicable to the existing ordinary shareholders and variant rights, privileges and obligations of the shareholders of other classes will be construed according to their offering documents;</p> <p>(i) In the event of any conflict or inconsistency between the provisions of this Article 11A and any other Articles, the Article 11A shall prevail.</p>  |  |   |                      |   |   |                    |  |   |                    |   |   |             |   |   |                    |   |   |            |  |   |       |                            |   |            |  |   |                    |   |    |                           |   |  |
| <p>8B</p> | <p>Issuance of LSE Capital Limited – Tracking Preference Share (Class A) ('Preference Shares').</p> <p>1. Name of the Security :<br/>LSE Capital Limited – Tracking Preference Share (Class A) ('Preference Shares') under Section 58 (and Section 83) of the Companies Act, 2017 and the Companies (Further Issue of Shares) Regulations, 2020.</p> <p>2. Par/ Nominal Value :<br/>Rs. 5.00 per Preference Share</p> <p>3. Authorized Capital :<br/>Rs. 200,000,000 divided into 40,000,000 Preference Shares of Rs. 5.00 each</p> <p>4. Issue Price :<br/>Up to 15.00 (including Premium of Rs. 10/-) as to be decided by the Board of Directors at the time of Issuance in tranches or in full.</p> <p>5. Issuance by Way of :<br/>Issuance to the existing ordinary shareholders of the Company either by way of Right, Bonus or otherwise. No further approval from the Ordinary Shareholders of the Company is required, if issuance is made by way of right or through bonus.</p> <p>6. Issue Size :<br/>up to authorized capital of "Preference Share" that can be issued in tranches or in full as to be decided by the Board of Directors of the Company.</p> <p>7. Tenor :<br/>Perpetual unless redeemed</p> <p>8. Redemption :<br/>at par/nominal value in full on triggering events as described below</p> <p>9. Authority to Issue :<br/>Preference Shares shall be under the control of the Board of Directors who may issue, allot, forfeit, surrender, rectify or otherwise dispose of the same to such persons, firms, corporation or</p> | <p>Issuance of LSE Capital Limited – Tracking Preference Share (Class A) ('Preference Shares')</p> <p style="text-align: center;"><b>LSE Capital Limited – Tracking Preference Share (Class A)</b></p> <table border="1" data-bbox="657 989 1230 1944"> <tr> <td>1</td> <td>Name of the Security</td> <td>LSE Capital Limited – Tracking Preference Share (Class A) ('Preference Shares') under Section 58 (and Section 83) of the Companies Act, 2017 and the Companies (Further Issue of Shares) Regulations, 2020.</td> </tr> <tr> <td>2</td> <td>Par/ Nominal Value</td> <td>Rs. 5.00 per Preference Share (Class A).</td> </tr> <tr> <td>3</td> <td>Authorized Capital</td> <td>Rs. 100,000,000 divided into 20,000,000 Preference Shares of Rs. 5.00 each.</td> </tr> <tr> <td>4</td> <td>Issue Price</td> <td>Up to 15.00 (including Premium of Rs. 10/-) as to be decided by the Board of Directors at the time of issuance.</td> </tr> <tr> <td>5</td> <td>Issuance by Way of</td> <td>Issuance to existing ordinary shareholders of the Company either by way of Right, Bonus or otherwise. When the issuance is made by way of right or through bonus, then no further approval from the ordinary shareholders of the Company shall be required.</td> </tr> <tr> <td>6</td> <td>Issue Size</td> <td>PKR 100 million or up to the authorized capital of the "Preference Share" (Class A).</td> </tr> <tr> <td>7</td> <td>Tenor</td> <td>Perpetual unless redeemed.</td> </tr> <tr> <td>8</td> <td>Redemption</td> <td>At par/nominal value in full on specified triggering events.</td> </tr> <tr> <td>9</td> <td>Authority to Issue</td> <td>Preference Shares (Class A) shall be under the control of the Board of Directors of the Company who may issue, allot, forfeit, surrender, rectify or otherwise dispose of the same to such persons, firms, corporation or corporations, on such terms and conditions and at any such time as may be thought fit, subject to and in accordance with the provisions of the Companies Act, 2017.</td> </tr> <tr> <td>10</td> <td>Listing and other Matters</td> <td>Preference Shares (Class A) shall be Non-Convertible Cumulative Redeemable Preference Shares and shall also be listed on Pakistan Stock Exchange (PSX) Limited.</td> </tr> </table> | 1 | Name of the Security | LSE Capital Limited – Tracking Preference Share (Class A) ('Preference Shares') under Section 58 (and Section 83) of the Companies Act, 2017 and the Companies (Further Issue of Shares) Regulations, 2020. | 2 | Par/ Nominal Value | Rs. 5.00 per Preference Share (Class A). | 3 | Authorized Capital | Rs. 100,000,000 divided into 20,000,000 Preference Shares of Rs. 5.00 each. | 4 | Issue Price | Up to 15.00 (including Premium of Rs. 10/-) as to be decided by the Board of Directors at the time of issuance. | 5 | Issuance by Way of | Issuance to existing ordinary shareholders of the Company either by way of Right, Bonus or otherwise. When the issuance is made by way of right or through bonus, then no further approval from the ordinary shareholders of the Company shall be required. | 6 | Issue Size | PKR 100 million or up to the authorized capital of the "Preference Share" (Class A). | 7 | Tenor | Perpetual unless redeemed. | 8 | Redemption | At par/nominal value in full on specified triggering events. | 9 | Authority to Issue | Preference Shares (Class A) shall be under the control of the Board of Directors of the Company who may issue, allot, forfeit, surrender, rectify or otherwise dispose of the same to such persons, firms, corporation or corporations, on such terms and conditions and at any such time as may be thought fit, subject to and in accordance with the provisions of the Companies Act, 2017. | 10 | Listing and other Matters | Preference Shares (Class A) shall be Non-Convertible Cumulative Redeemable Preference Shares and shall also be listed on Pakistan Stock Exchange (PSX) Limited. | <p>To enable the issuance of Class A Tracking Preference Shares, allowing the company to raise capital through a perpetual, cumulative, and listed instrument linked to the performance of a designated "Investee Company.</p> |
| 1         | Name of the Security  | LSE Capital Limited – Tracking Preference Share (Class A) ('Preference Shares') under Section 58 (and Section 83) of the Companies Act, 2017 and the Companies (Further Issue of Shares) Regulations, 2020.  |   |                      |   |   |                    |  |   |                    |   |   |             |   |   |                    |   |   |            |  |   |       |                            |   |            |  |   |                    |   |    |                           |   |  |
| 2         | Par/ Nominal Value  | Rs. 5.00 per Preference Share (Class A).   |   |                      |   |   |                    |  |   |                    |   |   |             |   |   |                    |   |   |            |  |   |       |                            |   |            |  |   |                    |   |    |                           |   |  |
| 3         | Authorized Capital  | Rs. 100,000,000 divided into 20,000,000 Preference Shares of Rs. 5.00 each.  |   |                      |   |   |                    |  |   |                    |   |   |             |   |   |                    |   |   |            |  |   |       |                            |   |            |  |   |                    |   |    |                           |   |  |
| 4         | Issue Price   | Up to 15.00 (including Premium of Rs. 10/-) as to be decided by the Board of Directors at the time of issuance.  |   |                      |   |   |                    |  |   |                    |   |   |             |   |   |                    |   |   |            |  |   |       |                            |   |            |  |   |                    |   |    |                           |   |  |
| 5         | Issuance by Way of  | Issuance to existing ordinary shareholders of the Company either by way of Right, Bonus or otherwise. When the issuance is made by way of right or through bonus, then no further approval from the ordinary shareholders of the Company shall be required.  |   |                      |   |   |                    |  |   |                    |   |   |             |   |   |                    |   |   |            |  |   |       |                            |   |            |  |   |                    |   |    |                           |   |  |
| 6         | Issue Size  | PKR 100 million or up to the authorized capital of the "Preference Share" (Class A).   |   |                      |   |   |                    |  |   |                    |   |   |             |   |   |                    |   |   |            |  |   |       |                            |   |            |  |   |                    |   |    |                           |   |  |
| 7         | Tenor   | Perpetual unless redeemed.   |   |                      |   |   |                    |  |   |                    |   |   |             |   |   |                    |   |   |            |  |   |       |                            |   |            |  |   |                    |   |    |                           |   |  |
| 8         | Redemption  | At par/nominal value in full on specified triggering events.   |   |                      |   |   |                    |  |   |                    |   |   |             |   |   |                    |   |   |            |  |   |       |                            |   |            |  |   |                    |   |    |                           |   |  |
| 9         | Authority to Issue  | Preference Shares (Class A) shall be under the control of the Board of Directors of the Company who may issue, allot, forfeit, surrender, rectify or otherwise dispose of the same to such persons, firms, corporation or corporations, on such terms and conditions and at any such time as may be thought fit, subject to and in accordance with the provisions of the Companies Act, 2017.  |   |                      |   |   |                    |  |   |                    |   |   |             |   |   |                    |   |   |            |  |   |       |                            |   |            |  |   |                    |   |    |                           |   |  |
| 10        | Listing and other Matters   | Preference Shares (Class A) shall be Non-Convertible Cumulative Redeemable Preference Shares and shall also be listed on Pakistan Stock Exchange (PSX) Limited.  |   |                      |   |   |                    |  |   |                    |   |   |             |   |   |                    |   |   |            |  |   |       |                            |   |            |  |   |                    |   |    |                           |   |  |

**TABLE A-2**

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|  | <p>corporations on such terms and conditions and at any such time as may be thought fit, subject to and in accordance with the provisions of the Companies Act, 2017. No further approval is required from the shareholders to issue these preference shares by way of right or through bonus issue to the existing ordinary shareholders.</p> <p>10. Listing and Other Matters :<br/>The Preference Shares shall be Non-Convertible Cumulative Redeemable Preference Shares and shall also be listed on the Pakistan Stock Exchange Limited;</p> <p>11. Dividend :<br/>The Preference Shares shall be cumulative and shall carry entitlement of a variable annual dividend ("VAD") per Preference Share to be paid out of the normal profits of the Company in each financial year. The VAD for each financial year shall be calculated as follows:</p> <p>VAD = 'X' + 'Y'<br/>Where: X = the higher of 'A' and 'B' and</p> <p>A = 80 % (eighty percent) of amount of dividend (net of taxes) paid to the Company by the Designated Subsidiary or Associated Undertaking of the Company ('Investee Company') in respect of the Company's shareholding in the Investee Company, in relation to the financial year for which VAD is being calculated, divided by the number of Issued Preference Shares.</p> <p>B= 10 % of the Net Profits after Tax of the Investee Company, in relation to the financial year for which VAD is being calculated, divided by the number of Issued Preference Shares;</p> <p>"Designated Subsidiary or Associated Undertaking" means the nominated subsidiary company of the Company or associated undertaking of the Company ('Investee Company'), as decided/nominated by the Board of Directors any time prior to the first issuance of the Preference Shares, which decision/nomination may not subsequently be changed;</p> <p>"Net Profit after Tax" means the net profit after tax calculated as per applicable accounting conventions and accounting standards prevailing in Pakistan; and</p> <p>"Issued Preference Shares" means on any date the actual number of preference shares issued in terms of this clause 4A up till such date without taking into account any redemption of Preference Shares up till such date;</p> <p>Y = the aggregate of VADs per Preference Share accumulated and unpaid for the financial years preceding the financial year for which VAD is being calculated</p> <p>12. Any portion of the VAD not declared and paid in any financial year shall cumulate towards entitlement of VAD in future years. The Company shall only be able to declare and pay dividends to ordinary shareholders out of its normal profits if:</p> | <p>11</p> <p>Dividend</p> | <p>1. Preference Shares (Class A) shall be cumulative and shall carry entitlement to a variable annual dividend ("VAD") per Preference Share (Class A) to be paid out of the normal profits of the Company in each financial year. The VAD for each financial year shall be calculated as follows:</p> <p>VAD = 'X' + 'Y'<br/>Where: X = the higher of 'A' and 'B' and</p> <p>A = 80 % (eighty percent) of amount of dividend (net of taxes) paid to the Company by the Designated Subsidiary or Associated Undertaking of the Company ('Investee Company') in respect of the Company's shareholding in the Investee Company, in relation to the financial year for which VAD is being calculated, divided by the number of Issued Preference Shares.</p> <p>B= 10 % of the Net Profits after Tax of the Investee Company, in relation to the financial year for which VAD is being calculated, divided by the number of the Issued Preference Shares (Class A).</p> <p>"Designated Subsidiary or Associated Undertaking" means the nominated subsidiary company of the Company or associated undertaking of the Company ('Investee Company'), as decided/nominated by the Board of Directors of the Company any time prior to the first issuance of the Preference Shares (Class A), which decision/nomination shall not be changed subsequently.</p> <p>"Net Profit after Tax" means the net profit after tax calculated as per the applicable accounting conventions and the accounting standards prevailing in Pakistan.</p> <p>"Issued Preference Shares" (Class A) means on any date the actual number of the Preference Shares (Class A) issued in terms of their offering document till such date without taking into account any redemption of the Preference Shares (Class A) up till such date.</p> <p>Y = the aggregate of VADs per Preference Shares (Class A) accumulated and unpaid for the financial years preceding the financial year for which VAD is being calculated.</p> <p>2. Any portion of VAD not declared and paid in any financial year shall cumulate towards entitlement of VAD in the future years. The Company shall only be able to declare and pay dividends to ordinary shareholders out of its normal profits if:</p> <p>a. prior to declaration and payment of dividend to such ordinary shareholders, all amounts of VAD (including previously accrued VAD), if any, have already been declared out of its normal profits, and</p> <p>b. VAD (if any) is paid prior to or simultaneously with the payment of</p> |  |
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**TABLE A-2**

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|  | <p>a. prior to declaration and payment of dividend to such ordinary shareholders, all amounts of VAD (including previously accrued VAD), if any, have already been declared out of its normal profits, and</p> <p>b. the VAD (if any) is paid prior to or simultaneous with the payment of dividends to ordinary shareholders.</p> <p>13. The Preference Shares (Class A) shall not carry any entitlement of ordinary dividend, rights shares or bonus shares, or have any right to participate in the profits of the Company, save as specified in Clauses 11 and 12 above or as otherwise provided in the Companies Act, 2017;</p> <p>14. The Preference Shareholders (Class A) shall not be entitled to receive notice of or attend General Meetings or vote at such General Meetings of the Company, except as provided in this term sheet or as otherwise provided in the Companies Act, 2017 whereby holders of such shares would be entitled to vote separately as a class, i.e. with respect to voting entitlement of Preference Shareholders on matters/ issue affecting substantive rights or liabilities of Preference Shareholders;</p> <p>15. The following decisions shall not be taken either by the Company or the Investee Company except with the approval of the Preference Shareholders (Class A) by means of an ordinary resolution passed at a general meeting of the Preference Shareholders (Class A):</p> <p>a. Any sale, transfer, encumbrance or alienation of shares of the Investee Company owned by the Company or dilution of Company's shareholding in the Investee Company through any other means;</p> <p>b. Nomination/selection of not less than two of the proposed directors to be elected by the Company on the Board of Directors of the Investee Company;</p> <p>c. Any sale, transfer, lease, encumbrance or alienation of the business, assets, undertaking etc. of the Investee Company or any portion thereof;</p> <p>d. Any resolution for the winding-up of the Investee Company;</p> <p>16. The Company shall use its shareholding in the Investee Company to give effect to the foregoing requirement.</p> <p>17. in the event of winding up of the Company or repayment of the capital of the Company, the Preference Shares will carry a preferential right over Ordinary Shares only to the extent of proceeds arising from sales of shares of the Investee Company and/or assets of the Investee Company;</p> <p>18. the Preference Shares (Class A) shall, subject to Clause 19 below, be redeemable at par value at the option of the preference shareholder at any time after expiry of four years of date of first issue of the Preference Shares;</p> <p>19. the Preference Shares shall automatically stand redeemed in the following circumstances:</p> <p>a. in case any resolution for voluntary winding-up of the Investee Company is passed or a winding-up order for the Investee Company is passed by the competent court;</p> | <p>12</p> <p>Other Terms &amp; Conditions</p> | <p>dividends to the ordinary shareholders.</p> <p>3. Preference Shares (Class A) shall not carry any entitlement to ordinary dividends, rights shares or bonus shares, and shall not have any right to participate in any other profits of the Company, save as expressly specified or as otherwise provided in the Companies Act, 2017.</p> <p>1. Preference Shareholders (Class A) shall not be entitled to receive any notice of or to attend or vote at any General Meetings of the Company, except as otherwise provided in the Companies Act, 2017, where the holders of any specific class of shares are entitled to vote separately as a class. Accordingly, with respect to the voting entitlement of the Preference Shareholders (Class A), the same shall be applicable to the matters/issues affecting the substantive rights or the liabilities of the Preference Shareholders (Class A).</p> <p>2. The following decisions shall not be taken by the Company or the Investee Company except with the approval of the Preference Shareholders (Class A) by means of an ordinary resolution passed at a general meeting of the Preference Shareholders (Class A):</p> <p>a. Any sale, transfer, encumbrance or alienation of shares of the Investee Company owned by the Company or dilution of Company's shareholding in the Investee Company through any other means.</p> <p>b. Nomination/selection of not less than two of the proposed directors to be elected by the Company on the Board of Directors of the Investee Company.</p> <p>c. Any sale, transfer, lease, encumbrance or alienation of the business, assets, undertaking etc. of the Investee Company or any portion thereof.</p> <p>d. Any resolution for the winding-up of the Investee Company.</p> <p>3. The Company shall use its shareholding in the Investee Company to give effect to the foregoing requirements.</p> <p>4. In the event of winding up of the Company or repayment of the capital of the Company, the Preference Shares (Class A) will carry a preferential right over its ordinary shares only to the extent of proceeds arising from the sale of shares of the Investee Company and/or the assets of the Investee Company.</p> <p>5. Subject to the following, the Preference Shares (Class A) shall be redeemable at par value at the option of the Preference shareholder (Class A) at any time after the expiry of four (4) years of the date of issue of the Preference Shares:</p> <p>a. in case any resolution for the voluntary winding-up of the Investee Company is passed or when a winding-up order for the Investee Company is passed by any competent court.</p> <p>b. in case the aggregate shareholding of the Company in the Investee Company becomes equal to or less</p> |  |
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**TABLE A-2**

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|    | <p>b. in case the aggregate shareholding of the Company in the Investee Company becomes equal to or less than 10% of the voting shares of the Investee Company;</p> <p>c. in case a breach by the Company of the terms and conditions of the Preference Shares is not remedied within 90 days of receipt of a written notice from Preference Shareholders holding not less than 25% in value of the outstanding Preference Shares to the Company specifying such breach.</p> <p>20. The redemption in terms of Clause 18 and/or 19 shall be in cash at par value. Furthermore, the Board of Director Company may, from time to time, prescribe modalities, procedure and steps to be taken in case redemption under Clause 18 and 19 is triggered.</p> <p>21. the Preference Shares (Class A) shall rank pari-passu inter se each other notwithstanding different dates of issue; and</p> <p>22. the Preference Shares (Class A) shall be under the control of the Board of Directors who may issue, allot, forfeit, surrender, rectify or otherwise dispose of the same to such persons, firms, corporation or corporations on such terms and conditions and at any such time as may be thought fit, subject to and in accordance with the provisions of the Companies Act 2017 and the Securities Act, 2015 and the Companies (Further Issue of Shares) Regulations, 2020.</p> <p>23. Preference shares (Class A) can be merged/amalgamated with and into another Company if the Scheme of Scheme of Compromises, Arrangement and Reconstruction for Amalgamation/ Merger in terms of Sections 279 to 283 of the companies Act, 2107 (with all relevant and applicable laws and regulations) are approved (if a majority in number representing three-fourths of members, present and voting either in person or by proxy at the meeting, agree to any compromise or arrangement, the compromise or arrangement) by the preference shareholders in their meeting. In such case, Preference Shares shall cease to exist and no redemption is required. Listing status of the Preference Shares shall be transferred to the entity (Transferee) of the Scheme.</p> |  | <p>than 10% of the voting shares of the Investee Company.</p> <p>c. in case when a breach by the Company of the terms and conditions of the Preference Shares is not remedied within 90 days of receipt of a written notice from the Preference Shareholders (Class A), holding not less than 25% in value of the outstanding Preference Shares (Class A) to the Company specifying such breach.</p> <p>6. The redemption in terms of the above clauses shall be in cash at the par value. Furthermore, the Board of Directors of the Company may, from time to time, specify any other modalities, procedures and steps to be taken in cases when the redemption can be triggered under the above clauses.</p> <p>7. The Preference Shares (Class A) shall rank pari-passu inter-se each other notwithstanding the different dates of issue.</p> <p>8. The Preference shares (Class A) can be merged/amalgamated with and into the Investee Company upon the approval/sanction of a Scheme of Compromises, Arrangement and Reconstruction ("Scheme") for their amalgamation/merger by a court of competent jurisdiction or the Commission in accordance with Sections 279 to 283 of the Companies Act, 2107 (with all relevant and applicable laws and regulations) and when a majority representing not less than three-fourths (3/4<sup>th</sup>) of the total in number of members, present and voting either in person or by a proxy at the meeting, agree to any such compromise or arrangement) by the Preference Shareholders (Class A) in their meeting. In such cases, the Preference Shares (Class A) shall cease to exist, and no redemption shall be required. The listing status of Preference Shares (Class A) shall be transferred to the Investee Company, being the transferee under the Scheme.</p> |  |
| 8C | <p>Issuance of LSE Capital Limited - Tracking Preference Share (Class B) ('Preference Shares')</p> <p>1. Name of the Security :<br/>LSE Capital Limited - Tracking Preference Share (Class B) ('Preference Shares') under Section 58 (and Section 83) of the Companies Act, 2017 and the Companies (Further Issue of Shares) Regulations, 2020.</p> <p>2. Par/Nominal Value : Rs. 5.00 per Preference Share</p> <p>3. Authorized Capital : Rs. 300,000,000 divided into 60,000,000 Preference Shares of Rs. 5.00 each</p> <p>4. Issue Price :<br/>Up to 15.00 (including Premium of Rs. 10/-) as to be decided by the Board of Directors at the time of Issuance in tranches or in full.</p>   | <p>Employee Stock Option Scheme (ESOS)</p> <p>To establish, subject to applicable law and the Articles of Association of the Company, and implement employee stock option schemes or other equity-based incentive arrangements for the benefit of employees, directors, officers, consultants, or advisors of the Company or its subsidiaries, and to, subject to the terms and conditions, issue, allot or grant shares, securities convertible into shares, or options to subscribe for or acquire shares of the Company, as may be determined and approved by the Board of Directors.</p> | <p>To allow the company to establish and administer equity-based incentive plans to attract and retain talent among employees, directors, and consultants.</p>   |  |

**TABLE A-2**

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| <p>5. Issuance by Way of : Issuance to the existing ordinary shareholders of the Company either by way of Right, Bonus or otherwise. No further approval from the Ordinary Shareholders of the Company is required, if issuance is made by way of right or through bonus.</p> <p>6. Issue Size : up to authorized capital of "Preference Share" that can be issued in tranches or in full as to be decided by the Board of Directors of the Company.</p> <p>7. Tenor : Perpetual unless redeemed</p> <p>8. Redemption : at par/nominal value in full on triggering events as described below</p> <p>9. Authority to Issue : Preference Shares shall be under the control of the Board of Directors who may issue, allot, forfeit, surrender, rectify or otherwise dispose of the same to such persons, firms, corporation or corporations on such terms and conditions and at any such time as may be thought fit, subject to and in accordance with the provisions of the Companies Act, 2017. No further approval is required from the shareholders to issue these preference shares by way of right or through bonus issue to the existing ordinary shareholders.</p> <p>10. Listing and Other Matters : The Preference Shares shall be Non-Convertible Cumulative Redeemable Preference Shares and shall also be listed on the Pakistan Stock Exchange Limited;</p> <p>11. Dividend : The Preference Shares shall be cumulative and shall carry entitlement of a variable annual dividend ("VAD") per Preference Share to be paid out of the normal profits of the Company in each financial year. The VAD for each financial year shall be calculated as follows:<br/> VAD = 'X' + 'Y'<br/> Where: X = the higher of 'A' and 'B' and<br/> A = 80 % (eighty percent) of amount of dividend (net of taxes) paid to the Company by the Designated Subsidiary or Associated Undertaking of the Company ('Investee Company') in respect of the Company's shareholding in the Investee Company, in relation to the financial year for which VAD is being calculated, divided by the number of Issued Preference Shares.<br/> B= 10 % of the Net Profits after Tax of the Investee Company, in relation to the financial year for which VAD is being calculated, divided by the number of Issued Preference Shares;<br/> "Designated Subsidiary or Associated Undertaking" means the nominated subsidiary company of the Company or associated undertaking of the Company ('Investee Company'), as decided/ nominated by the Board of Directors any time prior to the first issuance of the Preference Shares, which decision/nomination may not subsequently be changed;<br/> "Net Profit after Tax" means the net profit after tax calculated as per applicable accounting conventions and accounting standards prevailing in Pakistan; and<br/> "Issued Preference Shares" means on any date the actual number of preference shares issued in terms of this clause 4A up till such date without taking into account any redemption of Preference Shares up till such date;</p> |  |  |
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**TABLE A-2**

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|--|---|--|--|
|  | <p>Y = the aggregate of VADs per Preference Share accumulated and unpaid for the financial years preceding the financial year for which VAD is being calculated</p> <p>12. Any portion of the VAD not declared and paid in any financial year shall cumulate towards entitlement of VAD in future years. The Company shall only be able to declare and pay dividends to ordinary shareholders out of its normal profits if:</p> <ol style="list-style-type: none"> <li>a. prior to declaration and payment of dividend to such ordinary shareholders, all amounts of VAD (including previously accrued VAD), if any, have already been declared out of its normal profits, and</li> <li>b. the VAD (if any) is paid prior to or simultaneous with the payment of dividends to ordinary shareholders.</li> </ol> <p>13. The Preference Shares (Class B) shall not carry any entitlement of ordinary dividend, rights shares or bonus shares, or have any right to participate in the profits of the Company, save as specified in Clauses 11 and 12 above or as otherwise provided in the Companies Act, 2017;</p> <p>14. The Preference Shareholders (Class B) shall not be entitled to receive notice of or attend General Meetings or vote at such General Meetings of the Company, except as provided in this term sheet or as otherwise provided in the Companies Act, 2017 whereby holders of such shares would be entitled to vote separately as a class, i.e. with respect to voting entitlement of Preference Shareholders on matters/ issue affecting substantive rights or liabilities of Preference Shareholders;</p> <p>15. The following decisions shall not be taken either by the Company or the Investee Company except with the approval of the Preference Shareholders (Class B) by means of an ordinary resolution passed at a general meeting of the Preference Shareholders (Class B):</p> <ol style="list-style-type: none"> <li>a. Any sale, transfer, encumbrance or alienation of shares of the Investee Company owned by the Company or dilution of Company's shareholding in the Investee Company through any other means;</li> <li>b. Nomination/selection of not less than two of the proposed directors to be elected by the Company on the Board of Directors of the Investee Company;</li> <li>c. Any sale, transfer, lease, encumbrance or alienation of the business, assets, undertaking etc. of the Investee Company or any portion thereof;</li> <li>d. Any resolution for the winding-up of the Investee Company;</li> </ol> <p>16. The Company shall use its shareholding in the Investee Company to give effect to the foregoing requirement.</p> <p>17. in the event of winding up of the Company or repayment of the capital of the Company, the Preference Shares will carry a preferential right over Ordinary Shares only to the extent of proceeds arising from sales of shares of the Investee Company and/or assets of the Investee Company;</p> <p>18. the Preference Shares (Class B) shall, subject to Clause 19 below, be redeemable at par value at the option of the preference shareholder at any time after expiry of four years of date of first issue of the Preference Shares;</p> |  |  |
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**TABLE A-2**

|    |   |   |   |
|----|---|---|---|
|    | <p>19. the Preference Shares shall automatically stand redeemed in the following circumstances:</p> <p>d. in case any resolution for voluntary winding-up of the Investee Company is passed or a winding-up order for the Investee Company is passed by the competent court;</p> <p>e. in case the aggregate shareholding of the Company in the Investee Company becomes equal to or less than 10% of the voting shares of the Investee Company;</p> <p>f. in case a breach by the Company of the terms and conditions of the Preference Shares is not remedied within 90 days of receipt of a written notice from Preference Shareholders holding not less than 25% in value of the outstanding Preference Shares to the Company specifying such breach.</p> <p>20. The redemption in terms of Clause 18 and/or 19 shall be in cash at par value. Furthermore, the Board of Director Company may, from time to time, prescribe modalities, procedure and steps to be taken in case redemption under Clause 18 and 19 is triggered.</p> <p>21. the Preference Shares (Class B) shall rank pari-passu inter se each other notwithstanding different dates of issue; and</p> <p>22. the Preference Shares (Class B) shall be under the control of the Board of Directors who may issue, allot, forfeit, surrender, rectify or otherwise dispose of the same to such persons, firms, corporation or corporations on such terms and conditions and at any such time as may be thought fit, subject to and in accordance with the provisions of the Companies Act 2017 and the Securities Act, 2015 and the Companies (Further Issue of Shares) Regulations, 2020.</p> <p>23. Preference shares (Class B) can be merged/amalgamated with and into another Company if the Scheme of Scheme of Compromises, Arrangement and Reconstruction for Amalgamation/ Merger in terms of Sections 279 to 283 of the companies Act, 2107 (with all relevant and applicable laws and regulations) are approved (if a majority in number representing three-fourths of members, present and voting either in person or by proxy at the meeting, agree to any compromise or arrangement, the compromise or arrangement) by the preference shareholders in their meeting. In such case, Preference Shares shall cease to exist and no redemption is required. Listing status of the Preference Shares shall be transferred to the entity (Transferee) of the Scheme.</p> |   |   |
| 8D |   | <p><b>Power to Issue Redeemable Capital</b></p> <p>The Board of Directors of the Company is authorized to raise/ issue redeemable capital of any amount as they deem fit in terms of Section 66 of the Companies Act, 2017 including but not limited to the Issuance of Convertible Debt Securities through Right Offer Regulations, 2022 and the Structuring of Debt Securities Regulations, 2020 and/or Section 87(4)(d)(i) of the Securities Act, 2015 and/or Section 83(1)(b) of the Companies Act, 2017 and all other enabling provisions under the Securities Act - 2015, the Companies Act - 2017 and any other laws, rules, and regulations.</p> <p>The Board of Directors of the Company shall be authorized and empowered to determine the terms and conditions for the issuance of partially redeemable shares with any varying rights and privileges.</p> <p>Subject to applicable law, the partially redeemable capital shall always remain under the control of the Board of Directors, who may allocate,</p> | <p>To empower the Board to raise redeemable capital under Section 66 of the Act, providing the Company with diverse financing options through debt or convertible securities.</p> |

**TABLE A-2**

|    |  |   |   |  |  |   |  |   |   |                           |   |   |            |  |   |                             |   |   |                                 |  |   |                 |   |   |
|----|--|---|---|--|--|---|--|---|---|---------------------------|---|---|------------|--|---|-----------------------------|---|---|---------------------------------|--|---|-----------------|---|---|
|    |  | issue, forfeit, surrender, rectify, or otherwise dispose of the same to any such persons, firms, or corporations on such terms and conditions and at any time as may be deemed appropriate by them.   |   |  |  |   |  |   |   |                           |   |   |            |  |   |                             |   |   |                                 |  |   |                 |   |   |
| 8E |  | <p>Terms and Conditions for the Issuance of Partially Redeemable Shares (PRS)</p> <p>Name of the Security: LSE Capital Limited – Partially Redeemable Shares</p> <table border="1"> <tr> <td>1</td> <td>Security Type and Relevant Regulatory Provisions</td> <td>Partially Redeemable Shares (PRS) issued in accordance with Section 58 of the Companies Act, 2017, Companies (Further Issue of Shares) Regulations, 2020, Section 83 of the Companies Act, 2017 and all other enabling provisions of the Securities Act, 2015, and any other applicable laws, rules and regulations.</td> </tr> <tr> <td>2</td> <td>Participation in Surplus Assets in Case of Liquidation</td> <td>No participation unless converted into ordinary shares of the Company upon the occurrence of a triggering event. Upon conversion, the allotted ordinary shares (issued in accordance with the applicable conversion ratio) shall rank pari passu with the already existing ordinary shares.</td> </tr> <tr> <td>3</td> <td>Dividend Rate (PKR/share)</td> <td>Dividends on PRS shall enjoy priority over the dividends payable on the ordinary shares of the Company. The Board of Directors may also pay an interim dividend on PRS.</td> </tr> <tr> <td>4</td> <td>Redemption</td> <td>Partially redeemable up to the Redeemable Portion of PKR 50 per share.</td> </tr> <tr> <td>5</td> <td>Redemption Rate (PKR/share)</td> <td>Redemption of PRS shall be by value only, out of their par/nominal value, without reducing the number of shares in issue. Redemption may only be made if sufficient distributable profits, retained earnings or other permitted reserves are available, and shall be at such times, in such amounts and on such terms as the Board of Directors may decide in its absolute discretion.<br/>For redemption, the Company shall transfer an amount equal to the nominal value to be redeemed to a Capital Redemption Reserve (CRR) or other non-distributable reserve. The CRR shall not be available for dividends and shall be preserved with the same restrictions as applicable on the paid-up share capital under the Companies Act, 2017 and the Companies (Further Issue of Shares) Regulations, 2020.</td> </tr> <tr> <td>6</td> <td>Conversion into Ordinary shares</td> <td>Conversion into ordinary shares of the Company upon the occurrence of specified Triggering Events.</td> </tr> <tr> <td>7</td> <td>Conversion Rate</td> <td>Upon the occurrence of a specified Triggering Event, each PRS shall convert into ten (10) fully paid ordinary shares of the Company, automatically and without any further act or into such higher number of ordinary shares as may be determined by the Board of Directors in its discretion.<br/><br/>If, at the time of such conversion, the outstanding nominal value of any PRS is less than the aggregate nominal value of the ordinary shares to be issued, such shortfall shall be met by capitalization of the available reserves, including any Capital Redemption Reserve, share premium, or other permitted reserves, in accordance with the Companies Act, 2017 and the Companies (Further Issue of Shares) Regulations, 2020.</td> </tr> </table> | 1 | Security Type and Relevant Regulatory Provisions | Partially Redeemable Shares (PRS) issued in accordance with Section 58 of the Companies Act, 2017, Companies (Further Issue of Shares) Regulations, 2020, Section 83 of the Companies Act, 2017 and all other enabling provisions of the Securities Act, 2015, and any other applicable laws, rules and regulations. | 2 | Participation in Surplus Assets in Case of Liquidation | No participation unless converted into ordinary shares of the Company upon the occurrence of a triggering event. Upon conversion, the allotted ordinary shares (issued in accordance with the applicable conversion ratio) shall rank pari passu with the already existing ordinary shares. | 3 | Dividend Rate (PKR/share) | Dividends on PRS shall enjoy priority over the dividends payable on the ordinary shares of the Company. The Board of Directors may also pay an interim dividend on PRS. | 4 | Redemption | Partially redeemable up to the Redeemable Portion of PKR 50 per share. | 5 | Redemption Rate (PKR/share) | Redemption of PRS shall be by value only, out of their par/nominal value, without reducing the number of shares in issue. Redemption may only be made if sufficient distributable profits, retained earnings or other permitted reserves are available, and shall be at such times, in such amounts and on such terms as the Board of Directors may decide in its absolute discretion.<br>For redemption, the Company shall transfer an amount equal to the nominal value to be redeemed to a Capital Redemption Reserve (CRR) or other non-distributable reserve. The CRR shall not be available for dividends and shall be preserved with the same restrictions as applicable on the paid-up share capital under the Companies Act, 2017 and the Companies (Further Issue of Shares) Regulations, 2020. | 6 | Conversion into Ordinary shares | Conversion into ordinary shares of the Company upon the occurrence of specified Triggering Events. | 7 | Conversion Rate | Upon the occurrence of a specified Triggering Event, each PRS shall convert into ten (10) fully paid ordinary shares of the Company, automatically and without any further act or into such higher number of ordinary shares as may be determined by the Board of Directors in its discretion.<br><br>If, at the time of such conversion, the outstanding nominal value of any PRS is less than the aggregate nominal value of the ordinary shares to be issued, such shortfall shall be met by capitalization of the available reserves, including any Capital Redemption Reserve, share premium, or other permitted reserves, in accordance with the Companies Act, 2017 and the Companies (Further Issue of Shares) Regulations, 2020. | To introduce a hybrid security (Partially Redeemable Shares) that offers priority dividends and a structured path to convert into ordinary shares upon specific triggering events, enhancing financial flexibility. |
| 1  | Security Type and Relevant Regulatory Provisions       | Partially Redeemable Shares (PRS) issued in accordance with Section 58 of the Companies Act, 2017, Companies (Further Issue of Shares) Regulations, 2020, Section 83 of the Companies Act, 2017 and all other enabling provisions of the Securities Act, 2015, and any other applicable laws, rules and regulations.  |   |  |  |   |  |   |   |                           |   |   |            |  |   |                             |   |   |                                 |  |   |                 |   |   |
| 2  | Participation in Surplus Assets in Case of Liquidation | No participation unless converted into ordinary shares of the Company upon the occurrence of a triggering event. Upon conversion, the allotted ordinary shares (issued in accordance with the applicable conversion ratio) shall rank pari passu with the already existing ordinary shares.   |   |  |  |   |  |   |   |                           |   |   |            |  |   |                             |   |   |                                 |  |   |                 |   |   |
| 3  | Dividend Rate (PKR/share)                              | Dividends on PRS shall enjoy priority over the dividends payable on the ordinary shares of the Company. The Board of Directors may also pay an interim dividend on PRS.   |   |  |  |   |  |   |   |                           |   |   |            |  |   |                             |   |   |                                 |  |   |                 |   |   |
| 4  | Redemption   | Partially redeemable up to the Redeemable Portion of PKR 50 per share.  |   |  |  |   |  |   |   |                           |   |   |            |  |   |                             |   |   |                                 |  |   |                 |   |   |
| 5  | Redemption Rate (PKR/share)                            | Redemption of PRS shall be by value only, out of their par/nominal value, without reducing the number of shares in issue. Redemption may only be made if sufficient distributable profits, retained earnings or other permitted reserves are available, and shall be at such times, in such amounts and on such terms as the Board of Directors may decide in its absolute discretion.<br>For redemption, the Company shall transfer an amount equal to the nominal value to be redeemed to a Capital Redemption Reserve (CRR) or other non-distributable reserve. The CRR shall not be available for dividends and shall be preserved with the same restrictions as applicable on the paid-up share capital under the Companies Act, 2017 and the Companies (Further Issue of Shares) Regulations, 2020.   |   |  |  |   |  |   |   |                           |   |   |            |  |   |                             |   |   |                                 |  |   |                 |   |   |
| 6  | Conversion into Ordinary shares                        | Conversion into ordinary shares of the Company upon the occurrence of specified Triggering Events.  |   |  |  |   |  |   |   |                           |   |   |            |  |   |                             |   |   |                                 |  |   |                 |   |   |
| 7  | Conversion Rate  | Upon the occurrence of a specified Triggering Event, each PRS shall convert into ten (10) fully paid ordinary shares of the Company, automatically and without any further act or into such higher number of ordinary shares as may be determined by the Board of Directors in its discretion.<br><br>If, at the time of such conversion, the outstanding nominal value of any PRS is less than the aggregate nominal value of the ordinary shares to be issued, such shortfall shall be met by capitalization of the available reserves, including any Capital Redemption Reserve, share premium, or other permitted reserves, in accordance with the Companies Act, 2017 and the Companies (Further Issue of Shares) Regulations, 2020.   |   |  |  |   |  |   |   |                           |   |   |            |  |   |                             |   |   |                                 |  |   |                 |   |   |

**TABLE A-2**

|    |   |   |
|----|---|---|
|    |   | <p>The conversion ratio and adjustment mechanism shall apply uniformly to all holders of PRS without any discrimination.</p> <p>Any decision of the Board of Directors to enhance the conversion ratio beyond the above given minimum number shall be final and binding, subject only to ratification/approval from the shareholders in a general meeting, and compliance with other applicable law and the availability of sufficient reserves.</p>  |
| 8  | Call Option Cash                                    | Not applicable.   |
| 9  | Put Option (Cash)                                   | Not applicable.   |
| 10 | Par/Nominal Value (PKR/share)                       | PKR 100, divided into: Redeemable Portion of PKR 50 per share and Irredeemable Portion of PKR 50 per share.   |
| 11 | Par/Nominal Value for Subsequent Issues (PKR/share) | <p>All subsequent issues shall be made on a uniform and non-discriminatory basis among shareholders of the same class, as required by law.</p> <p>Any subsequent issue of PRS shall be made at a par/nominal value equal to the outstanding nominal value per share of previously issued PRS (i.e., the original par value of PKR 100 less any amount already redeemed).</p> <p>If the Company resolves to issue PRS at a price higher than such outstanding nominal value, the excess shall be credited into the Share Premium Account, to be maintained in accordance with the Companies Act, 2017 and the Companies (Further Issue of Shares) Regulations, 2020.</p> |
| 12 | Issuance By Way Of                                  | The offer of right issue to all existing shareholders. If expressly provided and approved by the shareholders, it may also be issued by otherwise than rights, subject to requisite approvals.  |
| 13 | Tenor   | Perpetual unless redeemed (with respect to the Redeemable Portion) and/or converted into ordinary shares upon a triggering event.   |
| 14 | Instrument Rating                                   | Optional, if determined by the Board of Directors.  |
| 15 | Cumulative / Non-Cumulative                         | Dividends on Partially Redeemable Shares shall be non-cumulative, and any dividend not declared in a given year shall lapse with no right of carry-forward.   |
| 16 | Voting Rights                                       | <p>Each PRS shall carry voting rights equivalent to one ordinary share, irrespective of the paid-up or outstanding value.</p> <p>Rights, privileges and obligations shall otherwise be the same as those applicable to ordinary shareholders.</p>   |
| 17 | Subsequent Issuance                                 | By way of Right Issue, other than by Right (against cash or in-kind), or through Bonus Issue to the shareholders (both Ordinary and PRS holders).   |
| 18 | Subsequent Issuance Price (PKR/share)               | A share premium may be charged in addition to the outstanding par/nominal value, as determined by the Board of Directors.   |
| 19 | Any Other Rights                                    | The holders of PRS shall be entitled to the following rights in addition to those expressly provided herein:  |

**TABLE A-2**

|   |  |   |  |   |
|---|--|---|--|---|
|   |  |   | <ol style="list-style-type: none"> <li>1. The right to participate in rights issues declared by the Company, whether in the form of shares or other securities.</li> <li>2. The right to receive specie dividends, in whatever form the same is declared.</li> <li>3. No entitlement to any cash dividend to be declared and paid exclusively to ordinary Shareholders.</li> </ol> |   |
|   |  | 20  | Listing at PSX   | PRS shall be listed on the main board of Pakistan Stock Exchange.   |
|   |  | 21  | Shari'ah Compliance  | Optional, if determined by the Board of Directors.  |
|   |  | 22  | Issue Size (PKR)   | <p>PKR 100 million</p> <p>Any further issuance may be up to the authorized share capital of the Company in number multiplied by the issue price (including any share premium), as decided by the Board of Directors.</p> <p>No further shareholder approval is required if the issuance is made by way of a Right, Bonus, or otherwise.</p>   |
|   |  | 23  | Issue Size (Nos.)  | Up to the authorized share capital of the Company, as decided by the Board of Directors.  |
|   |  | 24  | Ranking / Priority   | Ranks in priority over all other classes of shares, but subordinate to any secured loan (including loans secured by way of floating charge).  |
|   |  | 25  | Triggering Events  | <ol style="list-style-type: none"> <li>1. Winding up of the Company (compulsory or voluntary).</li> <li>2. Appointment of a receiver, administrator, or equivalent over any part of the Company's assets.</li> <li>3. The Company's inability to pay its indebtedness as it falls due.</li> <li>4. Reduction of par/nominal value per share to the irredeemable portion (PKR 50).</li> <li>5. Approval by way of special resolution by the shareholders of the Company (including PRS holders) in a general meeting called to convert approve PRS into ordinary shares at the given conversion rate of 10 ordinary shares.</li> </ol> |
|   |  | 26  | Meetings and Resolutions   | Since voting rights are also vested in the PRS holders, they shall also be entitled to attend the general meetings without the need for the calling of separate meetings or resolutions to be passed by them. However, the PRS holders may also convene their general meetings and pass resolutions in accordance with the Companies Act, 2017.   |
|   |  | 27  | Other Issuance   | PRS may also be issued the ordinary shares of the Company by way of Bonus, if the same is declared by the Board of Directors.   |
|   |  | 28  | Issuance Power   | PRS shall be under the control of the Board of Directors, who may issue, allot, forfeit, surrender, rectify, or otherwise dispose of them to such persons, firms, or corporations on such terms and conditions and at such times as may be deemed fit, subject to the Companies Act, 2017, the Securities Act, 2015, and the Companies (Further Issue of Shares) Regulations, 2020.   |
|   |  | 29  | Authorized Capital (PRS)   | Redemption and/or Conversion will not affect overall authorized capital of the Company.   |
| 9 | CERTIFICATES   | SHARE CERTIFICATES  |  |   |
|   | Every Member shall be entitled without payment to one Certificate for all the Shares registered in his name of if the Directors approve (with or | Every Member shall be entitled without payment to one Certificate for all the Shares registered in his name of if the Directors approve (with or without payment of such fee as the Directors may from time to time |  | To update the heading.  |

**TABLE A-2**

|     |   |  |  |
|-----|---|--|--|
|     | without payment of such fee as the Directors may from time to time determine) to several Certificates each for one or more Shares. Every Certificate of Shares shall specify the number and denoting number of the Shares in respect of which it is issued and the amount paid thereon, shall be in such form as the Directors shall prescribe or approve, and shall be issued to the Member within 90 days after allotment (or within such other period as the conditions of issue shall provide) or within 45 days after receipt by the Company for any reasonable cause is entitled to refuse to register the transfer) as the case may be.  | determine) to several Certificates each for one or more Shares. Every Certificate of Shares shall specify the number and denoting number of the Shares in respect of which it is issued and the amount paid thereon, shall be in such form as the Directors shall prescribe or approve, and shall be issued to the Member within 90 days after allotment (or within such other period as the conditions of issue shall provide) or within 45 days after receipt by the Company for any reasonable cause is entitled to refuse to register the transfer) as the case may be.  |  |
| 58  | The qualification of a Director shall be his holding shares to the value of Rs. 5,000.00 (Rupees five thousand only) at least in his own name, relaxable in the case of Directors representing interest holding shares of the requisite value.  | The qualification of a Director shall be his holding shares to the value of Rs. 10/ (Rupees Ten only) at least in his own name, relaxable in the case of Directors representing interest holding shares of the requisite value.  | To significantly lower the director qualification shareholding requirement from Rs. 5,000 to Rs. 10 to reduce barriers for potential directors.  |
| 67  | Any Director may at any time convene a Meeting of the Directors.<br><br>Notice of a meeting of the Directors need not be given to a Director who is not in Karachi.   | The Chairman, on the advice of the Chief Executive Officer-may at any time convene a Meeting of the Directors.   | To formalize the process of convening Board meetings by shifting the authority to the Chairman on the advice of the CEO, while removing the outdated notice exemption for directors not in Karachi.                                      |
| 80  | The Company in General Meeting may declare a Dividend to be paid to the Members according to their respective rights and interest in the profits and may fix the time for payment.<br><br>Provided that a Dividend shall be paid within forty-five days from the date of the Meeting.<br><br>80A Subject to the Companies (Further Issue of Shares) Regulations, 2020, the Company shall have the power to issue bonus shares of any class out of any reserve(s) of any kind from time to time, and the decision of the Board to issue bonus shares, once announced, shall not be varied, postponed, withdrawn or cancelled.<br><br>80B The Company shall also have the power to implement an optional payout structure whereby a shareholder may be asked to either opt for receiving cash dividend or equity dividend (as fully paid bonus shares). The Board of Directors shall have the power to determine the price/value and procedure for such optional bonus shares.<br><br>80C A shareholder choosing optional bonus will forgo his/her/their right to cash dividend whereafter the Company shall issue and credit such number of bonus shares which equals the value of cash payout (dividend) for the relevant period.<br><br>80D No Dividend shall be paid otherwise than out of profits of the year or un-distributable profits. However, bonus shares shall be paid from any reserves including capital reserves. | The Company in General Meeting may declare a Dividend to be paid to the Members according to their respective rights and interest in the profits and may fix the time for payment.<br><br>Provided that the dividend shall be paid within the period laid down under the Act.<br><br>80A Subject to the Companies (Further Issue of Shares) Regulations, 2020 or any other regulations on the matter, the Board of Directors of the Company shall have the power to issue, bonus shares of any class at any time and out of any reserve(s) of any kind and the decision of the Board of Directors of the Company to issue such bonus Shares, once announced, shall not be varied, postponed, withdrawn or cancelled.<br><br>80B A shareholder (or shareholders) may forgo his/her/its right to dividends before the declaration of dividends (for one or more years) to the Company, and in such case, the dividend declared by the Company shall be accrued to the rest of the shareholders. For every relevant period, a shareholder intending to forgo his/her/its right to receive the dividend shall be required to give send a notice to this effect in writing to the Company.<br><br>80C The Company shall have the power to declare and implement an optional payout structure whereby a shareholder may, subject to applicable law, be given the option to select either bonus or cash or specie dividend, as the case may be. The Board of Directors shall have the power to determine the bonus share price, dividend rate and to determine the procedures for the execution of the optional payout mechanism.<br><br>80D No dividend shall be paid otherwise than out of profits of the year or un-distributable profits. Bonus can only be paid from any reserve(s), including capital reserves. The reserves (including capital reserves) can also be used for the conversion of redeemable capital or into any other class of Shares of the Company. | To align dividend payment timelines with the Companies Act 2017 and grant the Board broader powers to issue bonus shares, manage optional payout structures, and allow shareholders to forgo dividends for the benefit of other members. |
| 103 | <b>MODARABA</b><br>Every person participating in or dealing with Modaraba, Modaraba fund, mutual fund, unit trust or other financial schemes undertaken by the Company shall be deemed to have notice of and be bound by the applicable regulations made by the Directors from time to time unless he has been adversely affected by any amendment or alteration made subsequent to his participating or dealing with the Company. Decision of the Directors on any matter not provided for in these presents or in the regulations made hereunder or in the law relating to Modaraba shall be final and be binding on all certificate holders and other persons dealing with the Company.  | Deleted  | <b>Articles 103 to 113 (Deletions):</b><br>To delete all articles related to Modaraba operations as they are no longer relevant to the company's proposed business following its de-registration as a Modaraba Company.                  |

**TABLE A-2**

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| 104 | <p>TRANSFER AND TRANSMISSION OF MODARABA CERTIFICATES</p> <p>The Company shall maintain a register of Modaraba Certificate Holders in the manner laid down in Section 147 of the Ordinance.</p>  | - |  |
| 105 | <p>Save as herein or in any regulations otherwise provided the Company shall be entitled to treat the registered holder of any Modaraba Certificates as the absolute owner thereof and accordingly shall not except as ordered by a court of competent jurisdiction or as by statute required be bound to recognize any equitable or other claim to or interest in such certificates on the part of any other person.</p>  | - |  |
| 106 | <p>The Company may on giving seven days previous notice by advertisement in some newspaper circulating in the neighborhood of the office close the transfer book and register of Modaraba Certificate Holders during such time as the Directors think fit not exceeding in the whole forty five days in each year and not exceeding fifteen days at any one time.</p>  | - |  |
| 107 | <p>No transfer shall be registered unless a proper instrument of transfer duly stamped and executed by the transferor and the transferee has been delivered to the Company alongwith the relative Modaraba Certificate.</p>  | - |  |
| 108 | <p>Every instrument of transfer shall be let at the office for registration accompanied by the Modaraba Certificate to be transferred and such other evidence as the Company may require to prove the title of the transferor or his right to transfer the Modaraba Certificates. A fee not exceeding Rs. 1/= may be charged for each transfer and shall if required by the Director be paid before the registration thereof.</p>  | - |  |
| 109 | <p>If the Directors refuse to register the transfer of any Modaraba Certificates they shall within two months from the date of which the instrument of transfer was lodged with the Company send to the transferee and the transferor notice of the refusal indicating the reason for such refusal.</p>  | - |  |
| 110 | <p>The legal heirs of a deceased Modaraba Certificate Holders according to the Sharia, (not being one of several joint-holders) shall be the only persons recognized by the Company, as having title to the Modaraba Certificates registered in the name of such certificate-holder and in the case of death of one or more of the joint holders of any registered Modaraba Certificates, the survivors shall be the only persons recognized by the Company as having any title to or interest in such Modaraba Certificates.</p>  | - |  |
| 111 | <p>Any person become entitled to Modaraba Certificate in consequence of the death or bankruptcy of any Modaraba Certificate Holder upon producing such evidence that he sustain the character in respect of which he proposes to act under this clause and of his title thereto as the Directors think sufficient may, with the consent of the Directors (which they shall not be under any obligation to give) be registered as Modaraba Certificate-Holder in respect of such Modaraba Certificates or may subject to the regulations as to transfer hereinbefore contained transfer such Modaraba Certificates.</p> | - |  |
| 112 | <p>The Directors shall have the same right to refuse to register a person entitled by transmission to any Modaraba Certificates or his nominee, as if he were the transferee named in an ordinary transfer presented for registration.</p>   | - |  |
| 113 | <p>NOTICES</p> <p>The provisions relating to notice herein-contained shall apply mutates mutinies to Modaraba Certificate Holders.</p>   | - |  |