



April 30, 2026

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

Subject: Filling of Certified Copy of Resolutions Passed by the Shareholders in their Annual General Meeting (AGM)

Dear Sir,

In accordance with the requirements of Regulation No.5.6.9 of the Rule Book of Pakistan Stock Exchange Limited, we are pleased to submit herewith Certified Copy of the Resolutions passed by the Shareholders of WorldCall Telecom Limited in their Annual General Meeting held on April 30, 2026.

For and on behalf of **WorldCall Telecom Limited**

Muhammad Sarfraz Javed
Company Secretary

Head Office:

Plot No. 112-113, Block S, Quaid-e-Azam Industrial Estate,
Kot Lakhpat, Lahore.
Tel # (+92 42) 35400544 - 5400609 - 35110965
www.worldcall.net.pk



CERTIFIED TRUE COPY OF RESOLUTIONS PASSED BY SHAREHOLDERS OF THE COMPANY IN ANNUAL GENERAL MEETING (AGM) HELD ON 30 APRIL 2026 AT 11:00 A.M AT THE REGISTERED OFFICE IN LAHORE

I, Muhammad Sarfaraz Javed, Company Secretary of WorldCall Telecom Limited ("The Company") do hereby solemnly certify that following resolutions were passed by shareholders of the Company in their AGM held on 30th April 2026.

ORDINARY BUSINESS:

01. To confirm the minutes of the 25th Annual General Meeting held on April 30, 2025;

"RESOLVED THAT Minutes of 25TH Annual General Meeting (AGM) of Members of the Company held on 30th April, 2025 be and are hereby confirmed and approved".

02. To receive, consider, adopt annual audited separate as well as consolidated Financial Statements of the Company for the year ended December 31, 2025, Director's and Auditor's reports thereon and Chairman's Review Report;

"RESOLVED THAT Audited Financial Statements of WorldCall Telecom Limited for the year ended December 31, 2025 presented to the Shareholders together with Directors' and Auditors' Reports thereon and Chairman's Review Report be and are hereby approved & adopted."

03. To appoint Auditors of the Company and to fix their remuneration. The members are hereby notified that the Board and the audit committee have recommended the name of M/s Tariq Abdul Ghani & Co., Chartered Accountants, the retiring auditors for re-appointment as auditors of the Company.

"RESOLVED THAT M/s Tariq Abdul Ghani & Co. Chartered Accountants, be and is hereby re-appointed as External Auditors of the Company for the year ending 31 December 2026, as recommended by the Audit Committee and Board of Directors."

"FUTHER RESOLVED THAT the Chief Executive Officer be and is hereby authorized to negotiate and fix the remuneration of External Auditors for the year ended December 31, 2026."

04. To elect eight (08) Directors of the Company as fixed by the Board of Directors of the Company in accordance with the provisions of Section 159(1) of the Companies Act, 2017 for a period of three years, commencing from May 31, 2026. The names of retiring Directors are listed as under.

"RESOLVED THAT the following persons are elected unopposed as Directors of the Company for a term of three (03) years commencing from 31 May 2026.

- | | |
|---|---|
| 1. Mr. Mehdi Mohamed Jawad Abdullah Al Abduwani | 5. Mr. Mubasher Lucman |
| 2. Mr. Babar Ali Syed | 6. Mr. Mansoor Ali |
| 3. Mr. Muhammad Azhar Saeed | 7. Mrs. Hina Babar |
| 4. Mr. Muhammad Shoaib | 8. Mr. Tariq Hasan – Nominee (Pak Oman) |

"FURTHER RESOLVED THAT the Company Secretary be and is hereby authorized to take all the necessary steps and fulfill the legal, corporate and procedural formalities in this connection therewith."

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Special Business Agenda Item No. 01

To consider the change of name of the Company from WorldCall Telecom Limited to WorldCall Technologies Limited, subject to the approval of the Registrar, Securities and Exchange Commission of Pakistan (SECP), and all other requisite regulatory approvals, and the consequent amendments in the Memorandum and Articles of Association of the Company.

“RESOLVED THAT subject to the approval of the Registrar of Companies, Securities and Exchange Commission of Pakistan (SECP), and all other requisite regulatory approvals, the name of the Company be and is hereby changed from **‘WorldCall Telecom Limited’** to **‘WorldCall Technologies Limited’** or to such other name as may be approved by the Registrar.

FURTHER RESOLVED THAT consequent upon the change of name, the Memorandum and Articles of Association of the Company be and are hereby amended accordingly to reflect the new name wherever appearing.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized and empowered to approve, make and incorporate any modification, amendment, addition or deletion in the proposed name or in the Memorandum and Articles of Association, as may be required or deemed appropriate, or as may be directed or advised by the Registrar of Companies, SECP, or any other regulatory authority, for the purpose of giving effect to this resolution.

FURTHER RESOLVED THAT the Chief Executive Officer and the Company Secretary of the Company be and are hereby authorized, singly or jointly, to take all necessary steps, execute all documents, and do all acts, deeds and things as may be required or deemed necessary to give effect to this resolution, including filing of requisite documents with the SECP and other regulatory authorities.”

Special Business Agenda Item No. 02

To consider and approve the proposal for expansion of the Company’s business by establishing international operations in the United Arab Emirates, including the acquisition and/or transfer of interest in a Dubai-based entity presently held by the sponsors/directors of the Company, in accordance with Section 208 of the Companies Act, 2017, subject to the approval of shareholders and all requisite regulatory approvals, and to pass the special resolution as set out in the statement of material facts annexed to this notice.

RESOLVED THAT pursuant to the provisions of Section 208 and all other applicable provisions of the Companies Act, 2017, and subject to such approvals, consents and permissions as may be required, the establishment of international operations of the Company in the United Arab Emirates, including the acquisition of an existing UAE entity from sponsors/directors of the Company, be and is hereby approved.

FURTHER RESOLVED THAT the Company be and is hereby authorized to establish a wholly owned subsidiary in the United Arab Emirates and to undertake all necessary steps in connection therewith, including investment of funds, deployment of capital, and commencement of business operations.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized and empowered to approve, finalize and implement the structure, terms and conditions of the acquisition and international expansion, including making any modifications, amendments or adjustments as may be required or deemed appropriate or as may be directed by any regulatory authority.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized and empowered to make such modifications, amendments, additions or deletions to the structure, terms and conditions of the proposed acquisition and international expansion, including but not limited to variation in the shareholding structure of the proposed subsidiary (including change from wholly owned subsidiary to a subsidiary with shareholding of less than one hundred percent (100%) but not less than fifty-one percent (51%)), as may be required or deemed appropriate, or as may be directed or advised by any regulatory authority, for the purpose of giving effect to these resolutions.

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FURTHER RESOLVED THAT the Chief Executive Officer, Chief Financial Officer and Company Secretary of the Company be and are hereby authorized, singly or jointly, to:

- negotiate, finalize and execute all agreements, contracts and documents;
- make requisite filings with regulatory authorities in Pakistan and abroad;
- take all necessary actions for establishment and operationalization of the subsidiary; and
- do all acts, deeds and things as may be necessary, incidental or ancillary to give effect to the aforesaid resolutions.

Special Business Agenda Item No. 03

To consider and approve the alterations in the Articles of Association of the Company by passing a special resolution as set out in the statement of material facts annexed to this notice for extension of Mandatory Conversion Date till December 31, 2030 in relation to Convertible Preference Shares;

RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2017 and all other applicable laws, and subject to such approvals as may be required, the mandatory conversion date of the Convertible Preference Shares (CPS) of the Company be and is hereby extended up to December 31, 2030.

FURTHER RESOLVED THAT all other terms and conditions of the CPS, including but not limited to conversion rights, entitlements, and mechanisms, shall remain unchanged and shall continue to be governed in accordance with the Memorandum and Articles of Association of the Company, particularly Articles 17-A and 17-B.

FURTHER RESOLVED THAT the capital restructuring contemplated under Agenda Items No. 4, 5 and 6 shall not affect, vary or prejudice the rights, privileges, value or conversion terms of the CPS in any manner whatsoever, and the CPS shall remain intact in accordance with their original terms of issuance.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized and empowered to make such modifications, amendments or adjustments, as may be required or deemed appropriate, or as may be directed by any regulatory authority, for the purpose of giving effect to this resolution.

FURTHER RESOLVED THAT the Chief Executive Officer, the Chief Financial Officer the Company Secretary and any director of the Company be and are hereby authorized, jointly or severally, to take all necessary steps, execute all documents, and do all acts, deeds and things as may be required or deemed necessary to give effect to the aforesaid resolution, including making requisite filings with the Securities and Exchange Commission of Pakistan and other regulatory authorities.

Special Business Agenda Item No. 04

To consider the rearrangement and reclassification of the authorized share capital of the Company in accordance with Section 85 of the Companies Act, 2017, and the consequent amendments in the Memorandum and Articles of Association of the Company.

RESOLVED THAT pursuant to the provisions of Section 85 and all other applicable provisions of the Companies Act, 2017, and subject to such approvals as may be required, the authorized share capital of the Company be and is hereby rearranged, reclassified and reorganized in the manner set out in the statement of material facts annexed hereto.

FURTHER RESOLVED THAT consequent upon the aforesaid rearrangement, Clause V of the Memorandum of Association of the Company be and is hereby substituted and amended to read as follows: "The authorized share capital of the Company is Rs. 21,000,000,000/- (Rupees Twenty-One Billion only), divided into 1,980,000,000 ordinary shares of Rs. 10.00 each and 100,000 preference shares of US\$ 100.00 each (Equivalent to Rupees 1,200,000,000 only at exchange rate of 120/- for each US\$)."

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized and empowered to approve, make and incorporate any modification, amendment, addition or deletion in the aforesaid Clause V of the Memorandum of Association and in the Article 4 of the Articles of Association, as may be required or deemed appropriate, or as may be directed

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or advised by the Securities and Exchange Commission of Pakistan (SECP) or any other regulatory authority, for the purpose of giving effect to these resolutions.

FURTHER RESOLVED THAT the Chief Executive Officer, the Chief Financial Officer, and the Company Secretary and/or any director of the Company jointly or severally of the Company be and are hereby authorized, to take all necessary steps, execute all documents, and do all acts, deeds and things as may be required or deemed necessary to give effect to the above resolutions, including but not limited to:

- filing of requisite documents with the SECP and other regulatory authorities;
- making consequential amendments in the Memorandum and Articles of Association of the Company; and
- complying with any conditions, directions or requirements imposed by any regulatory authority

Special Business Agenda Item No. 05

To consider the reduction of the share capital of the Company in accordance with Section 89 of the Companies Act, 2017 by approximately 90%.

RESOLVED THAT pursuant to the provisions of Section 89 and all other applicable provisions of the Companies Act, 2017, and subject to confirmation by the Honorable Lahore High Court and receipt of all necessary approvals, consents and permissions from regulatory authorities, the share capital of the Company be and is hereby reduced as follows:

Particulars	PKR (000)	No. of Shares
Share Capital Outstanding (before reduction)	49,822,889	4,982,289,186
Capital Reduction (write-off)	(44,840,601)	--
Share Capital Outstanding (after reduction)	4,982,288	498,228,918
Total Reduction	(44,840,601)	4,484,060,268

FURTHER RESOLVED THAT the aforesaid reduction shall be affected by cancelling such portion of the paid-up share capital as is lost or unrepresented by available assets, in accordance with applicable law.

FURTHER RESOLVED THAT no fractional shares shall be issued as a result of the capital reduction. Where the application of the reduction results in a fraction of a share or reduces a member's holding to less than one (1) share, such holding shall not be reduced to zero and shall instead be rounded up to one (1) share as the minimum holding. Any fractional entitlements arising from the reduction shall be dealt with and adjusted in such manner as may be determined by the Board of Directors of the Company.

FURTHER RESOLVED THAT the reserves of the Company, including but not limited to discount on shares, share premium (if any), capital reserves, and surplus on revaluation of fixed assets, be and are hereby recharacterized, adjusted and applied, as may be necessary, to give effect to the aforesaid capital reduction and to appropriately reflect the financial position of the Company.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized and empowered to approve, make and incorporate any modification, amendment, addition or deletion in the above resolutions, including any variation in the manner, quantum or mechanics of the capital reduction, as may be required or deemed appropriate, or as may be directed or advised by the Securities and Exchange Commission of Pakistan (SECP), the Honorable Lahore High Court, or any other regulatory authority, for the purpose of giving effect to these resolutions.

FURTHER RESOLVED THAT the Chief Executive Officer, the Chief Financial Officer, and the Company Secretary and any director of the Company, jointly and severally, be and are hereby authorized, to take all necessary steps, execute all documents, and do all acts, deeds and things as may be required or deemed necessary to give effect to the above resolutions, including but not limited to:

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- making applications, petitions and submissions to the Honorable Lahore High Court for confirmation of the capital reduction;
- filing requisite documents, returns and forms with the SECP, Central Depository Company (CDC), and any other relevant authority;
- appointing and engaging legal advisors, consultants, agents or attorneys;
- complying with any conditions, directions or requirements imposed by any court or regulatory authority; and
- taking all ancillary and incidental actions necessary for implementation of the capital restructuring.

Special Business Agenda Item No. 06

To consider the sub-division of the ordinary share capital of the Company by changing the nominal (par) value of ordinary shares from PKR 10/- to PKR 1/- per share keeping the existing number of shares unchanged, and the consequential increase in the number of ordinary shares, along with the corresponding amendments in the Memorandum and Articles of Association of the Company.

RESOLVED THAT pursuant to the provisions of Section 85 and all other applicable provisions of the Companies Act, 2017, and subject to completion of the capital restructuring envisaged under Agenda Items No. 4 and 5, the nominal (par) value of the ordinary shares of the Company be and is hereby reduced from PKR 10.00 to PKR 1.00 per share, and the existing ordinary shares be sub-divided accordingly, without any change in the overall paid-up capital of the Company.

FURTHER RESOLVED THAT consequent upon the aforesaid sub-division, Clause V of the Memorandum of Association of the Company be and is hereby substituted and amended to read as follows: "The authorized share capital of the Company is Rs. 21,000,000,000/- (Rupees Twenty-One Billion only), divided into 19,800,000,000 ordinary shares of Rs. 1.00 each and 100,000 preference shares of US\$ 100.00 each (Equivalent to Rupees 1,200,000,000 only at exchange rate of 120/- for each US\$)."

FURTHER RESOLVED THAT the Memorandum and Articles of Association of the Company be and are hereby amended accordingly, including all consequential, incidental and ancillary changes required to give effect to the aforesaid sub-division of shares.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized and empowered to approve, make and incorporate any modification, amendment, addition or deletion in the above resolutions, including any variation in the structure, mechanics or implementation of the sub-division, as may be required or deemed appropriate, or as may be directed or advised by the Securities and Exchange Commission of Pakistan (SECP), any stock exchange, or any other regulatory authority, for the purpose of giving effect to these resolutions.

FURTHER RESOLVED THAT the Chief Executive Officer and the Company, the Chief Financial Officer, the Company Secretary and any director of the Company be and are hereby authorized, jointly or severally, to take all necessary steps, execute all documents, and do all acts, deeds and things as may be required or deemed necessary to give effect to the above resolutions, including but not limited to, to take all necessary steps, execute all documents, and do all acts, deeds and things as may be required or deemed necessary to give effect to the above resolutions, including but not limited to:

- filing requisite documents, returns and forms with the SECP, Central Depository Company (CDC), stock exchange and other relevant authorities;
- making consequential amendments in the Memorandum and Articles of Association of the Company;
- complying with any conditions, directions or requirements imposed by any regulatory authority; and
- taking all ancillary and incidental actions necessary for implementation of the sub-division of shares.

Composite Enabling Special Resolution

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RESOLVED THAT for the purpose of giving full effect to the restructuring of the capital of the Company as contemplated under Agenda Items No. 4, 5 and 6, the Board of Directors of the Company be and is hereby authorized and empowered to determine, approve and implement the sequence, combination or segregation of the corporate actions, including but not limited to rearrangement/reclassification of authorized capital, reduction of share capital and sub-division of shares, in such manner as may be necessary or expedient to achieve the intended capital structure of the Company.

FURTHER RESOLVED THAT the Board of Directors be and is hereby authorized to make such modifications, amendments, additions or deletions to any of the approved actions, resolutions or structures, including variation in sequence or manner of implementation, as may be required or deemed appropriate, or as may be directed or advised by the Securities and Exchange Commission of Pakistan (SECP), the Honorable Lahore High Court or any other regulatory authority.

FURTHER RESOLVED THAT the Chief Executive Officer, the Chief Financial Officer the Company Secretary and any director of the Company be and are hereby authorized, jointly or severally, to take all necessary steps, execute all documents, make filings with the relevant regulatory authorities, and do all acts, deeds and things as may be required or deemed appropriate to give effect to the ultimate capital restructuring of the Company.

General Resolutions

The below general resolution will be applicable for all agenda items of special business

RESOLVED THAT the Chief Executive Officer (CEO), Chief Financial Officer (CFO), Company Secretary and/or any director of the Company be and are hereby authorized, jointly and/or severally, to make such additions, amendments, modifications, or deletions to any of the resolutions passed at this Annual General Meeting as may be required by the regulators, authorities, or any other stakeholders, or as may be deemed necessary for the purpose of implementation, and to do all acts, deeds, matters, and things, and to execute all documents, agreements, and filings as may be necessary or incidental thereto to give effect to the aforesaid resolutions.

RESOLVED THAT each of the resolutions passed at this Annual General Meeting shall be deemed to be separate and independent of the others, and the invalidity, illegality, non-implementation, or unenforceability of any one or more of the resolutions shall not in any manner affect the validity, legality, or enforceability of the remaining resolutions, which shall continue to remain in full force and effect.

FURTHER RESOLVED THAT if any provision or part of any resolution is held to be invalid, or incapable of being executed or enforced, such provision or part shall be deemed severable and shall not affect or impair the validity or enforceability of the remaining provisions or parts of that resolution.

Any other business with the permission of the chair.

None

For and on behalf of **WorldCall Telecom Limited**

Muhammad Sarfraz Javed
Company Secretary

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