

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

Subject: **MATERIAL INFORMATION**

Dear Sir,

In accordance with Section 96 of the Securities Act, 2015 and Clause 5.6.1(a) of PSX Regulations, we hereby convey the following information:

- A. The Board of Directors of NETSOL Technologies Limited (the "Company"), in its meeting held on April 30, 2026, has resolved to recommend to the members, for their approval through a special resolution, the establishment of an Employee Share Option Scheme ("ESOS") for eligible employees of the Company. The proposed Scheme shall be implemented in accordance with the requirements of Section 83A of the Companies Act, 2017 and the Companies (Further Issue of Shares) Regulations, 2020.

The salient features of the proposed ESOS, as recommended by the Board, are as follows:

Description	Board Recommendation
a) quantum of the issue;	Up to 5 million options, approximately 5.57% of existing paid-up Capital.
b) issue price per share and justification for the same;	The exercise price of the share options shall be determined at a discount of 50% to the closing market price of the Company's shares on the date of grant, as considered appropriate by the Board, with a view to aligning the interests of employees with those of the shareholders and promoting the long-term growth and value of the Company.
c) consideration against which shares are proposed to be issued i.e. cash or other than cash;	Cash
d) name of person(s), their brief profile, existing shareholding, if any, in the company, to whom the shares are proposed to be issued;	The share options shall be granted to permanent employees of the Company, including members of senior management, based on their performance and such other criteria as may be determined by the Compensation Committee /Chief Executive Officer from time to time. Since the options are to be allocated under an ESOS, the specific names, profiles and shareholding details of the recipients will be identified at the time of grant."
e) purpose of the issue;	To retain strategically important human capital within the Company for a longer period of time by offering long-term incentives and fostering a sense of ownership.

- B. The Board of Directors of NETSOL Technologies Limited (the "Company"), has resolved to recommend to the members, for their approval through a special resolution, the sale of 2,690,251 treasury shares to eligible employees in accordance with the Company's Share Option Scheme and the applicable provisions of the Listed Companies (Buy-back of Shares) Regulations, 2019.
- C. The Board of Directors has decided to convene an Extra-Ordinary General Meeting (EOGM) of the Company on June 03, 2026 at 11:00 a.m. at Lahore.

The Share Transfer Book of the Company will remain closed from May 28, 2026 to June 03, 2026 (both days inclusive). The transfer received in the office of the Company's Share Registrar, M/s Vision Consulting Ltd., 5-C, LDA Flats, 2<sup>nd</sup> Floor, Lawrence Road, Lahore at the close of business on May 27, 2026 will be considered in time for the purpose of attending and voting at the meeting."

Yours Sincerely,



**SEHRISH**  
Company Secretary



C.C to:

- 1) **The Director/HOD**  
Surveillance, Supervision and Enforcement Department  
Securities and Exchange Commission of Pakistan,  
NIC Building, 63 Jinnah Avenue, Blue Area  
Islamabad.
- 2) **Executive Director / HOD**  
Offsite-II Department, Supervision division,  
Securities and Exchange Commission of Pakistan  
63, N.I.C Building, Jinnah Avenue, Blue Area  
Islamabad.



**DISCLOSURE FORM  
 IN TERMS OF SECTIONS 96 AND 131 OF THE SECURITIES ACT, 2015**

Name of Company	NETSOL Technologies Limited
Date of Report	April 30, 2026
Exact Name of Company as specified in its Memorandum.	NetSol Technologies Limited
Registered Address of the Company	NetSol IT Village (Software Technology Park) Lahore Ring Road, Ghazi Road Interchange, Lahore Cantt. 54792.
Contact Information	Chief Executive Officer/Company Secretary Tel: (+92-42) 111-44-88-00 Fax: ((+92-42) 35701046, 35726740

**DISCLOSURE OF INSIDE INFORMATION BY LISTED COMPANY:**

**A.** The Board of Directors of NETSOL Technologies Limited (the "Company"), in its meeting held on April 30, 2026, has resolved to recommend to the members, for their approval through a special resolution, the establishment of an Employee Share Option Scheme ("ESOS") for eligible employees of the Company. The proposed Scheme shall be implemented in accordance with the requirements of Section 83A of the Companies Act, 2017 and the Companies (Further Issue of Shares) Regulations, 2020.

The salient features of the proposed ESOS, as recommended by the Board, are as follows:

Description	Board Recommendation
a) quantum of the issue;	Up to 5 million options, approximately 5.57% of existing paid-up Capital.
b) issue price per share and justification for the same;	The exercise price of the share options shall be determined at a discount of 50% to the closing market price of the Company's shares on the date of grant, as considered appropriate by the Board, with a view to aligning the interests of employees with those of the shareholders and promoting the long-term growth and value of the Company.
c) consideration against which shares are proposed to be issued i.e. cash or other than cash;	Cash
d) name of person(s), their brief profile, existing shareholding, if any, in the company, to whom the shares are proposed to be issued;	The share options shall be granted to permanent employees of the Company, including members of senior management, based on their performance and such other criteria as may be determined by the Compensation Committee /Chief Executive Officer from time to time. Since the options are to be allocated under an ESOS, the specific names, profiles and shareholding details of the recipients will be identified at the time of grant."
e) purpose of the issue;	To retain strategically important human capital within the Company for a longer period of time by offering long-term incentives and fostering a sense of ownership.



B. The Board of Directors of NETSOL Technologies Limited (the "Company"), has resolved to recommend to the members, for their approval through a special resolution, the sale of 2,690,251 treasury shares to eligible employees in accordance with the Company's Share Option Scheme and the applicable provisions of the Listed Companies (Buy-back of Shares) Regulations, 2019.

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**SIGNATURE**

Pursuant to the requirement of the Securities and Exchange Ordinance, 1969 (XVII of 1969) and the Securities Act, 2015, the Company has duly caused this form/statement to be signed on its behalf by the undersigned hereunto duly authorized.

**SEHRISH**  
Company Secretary

April 30, 2026

