

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the Extra Ordinary General Meeting (EOGM) of members of ITANZ Technologies Limited will be held on Saturday, 27 June 2026 at 10:00 A.M at LSE Auditorium, Basement-2, LSE Plaza, 19 Khayaban-e-Aiwan-e-Iqbal, Lahore, Pakistan and virtually through video conference facility to transact the following business:

ORDINARY BUSINESS:

1. To confirm the minutes of Extra Ordinary General Meeting of the Company held on Wednesday, 31 December 2025.

SPECIAL BUSINESS:

2. To consider and if deemed fit, pass with or without modification(s) the following Special Resolution under Section 199 of the Companies Act, 2017, as recommended by the Board of Directors:

RESOLVED THAT pursuant to requirements of Section 199 of Companies Act, 2017, ITANZ Technologies Limited (the "Company") be and is hereby authorized to make investment of up to AUD 21,857,641 (Australian Dollars Twenty One Million Eight Hundred Fifty Seven Thousand Six Hundred Forty One Only) approximately PKR 4,344 million (Pak Rupees Four Thousand Three Hundred Forty Four Million only) in ITANZ Infinity PTY Limited (the "Associated Company"), a company incorporated in Australia, to acquire 51% (fifty one percent) equity interests in the Associated Company.

3. To consider and if deemed fit, pass with or without modification(s) the following Ordinary Resolution for transmission of the annual statement of financial position, statement of profit or loss, auditors report, directors report (the "Audited Annual Financial Statements") and the notices of general meetings etc. to the Company's shareholders through QR enabled code and weblink pursuant to S.R.O No. 389(I)/2023 dated 21 March 2023 issued by the Securities and Exchange Commission of Pakistan:

RESOLVED THAT pursuant to S.R.O No. 389(I)/2023 dated 21 March 2023 issued by the Securities and Exchange Commission of Pakistan, ITANZ Technologies Limited (the "Company") be and is hereby authorized to transmit its Annual Audited Financial Statements and notices of general meetings to the members through QR enabled code and weblink instead of transmitting the same through CD/DVD/USB

4. To transact any other business with the permission of the Chair.

The information as required under section 134(3) of the Companies Act, 2017 and Regulation 3 and 4 of the Companies' (Investment in Associated Companies or Associated Undertakings) Regulations, 2017 are being provided along with the Notice of the Extraordinary General Meeting being sent to the Shareholders.

By order of the Board

Muhammad Amin Shakir
Company Secretary

06 June 2026
Lahore

NOTES

1. The Share Transfer Books of the Company will remain closed for the period from 21 June 2026 to 27 June 2026 (both days inclusive). Transfers received in order at the office of Company's Shares Registrar, F.D. Registrar Services (Private) Limited, 17th Floor, Saima Trade Tower-A, I.I. Chundrigar Road, Karachi. (the "Registrar") at the close of business on 20 June 2026 will be considered in time to attend and vote at the Meeting.
2. A member of the Company entitled to attend and vote at the General Meeting may appoint another member as his/her proxy to attend and vote in place of him/her at the meeting. Proxies in order to be effective must be received at the Registered Office of the Company, duly stamped and signed, not less than 48 hours before the time of meeting. A proxy must be a member of the Company. Proxy Forms are attached to the notice circulated to the shareholders.
3. In pursuance of Circular No. 4 of 2021 dated 15 February 2021 issued by the Securities and Exchange Commission of Pakistan, the member shall also be entitled to attend the meeting through video link facility after completing verification and identification requirements. Members interested in attending this meeting through video link facility are requested to register themselves by submitting the following particulars at email address amin.shakir@itanzgroup.com before close of business (i.e. 05:00 pm) on 26 June 2026.

Name	Folio/CDS Account No.	CNIC No	Cell phone	Email

* Please also attach legible scanned copy of CNIC/Passport (in case of foreigner).

Registration request must be sent through email address available/registered with the Company i.e. provided by CDC in case of shares held in book entry form in CDS or available with the Company in case of shares held in physical form.

The Company will send the link of video facility and other relevant information to respective members in order to enable them to access the video facility and attend this meeting. Please note that requirements of note 4 below shall be followed in the case of proxy / representative of a corporate body and link of video facility shall only be sent upon receipt of original documents.

It is clarified that, pursuant to S.R.O 451(I)/2025 dated 13 March 2025, members attending this meeting by availing above facility shall only vote through postal ballot in accordance with the relevant requirements and voting by show of hands shall not be permitted.

4. The CDC Account Holders will further have to follow the undermentioned guidelines as laid down by the Securities and Exchange Commission of Pakistan.

A. For attending the meeting

- i. In case of individuals, the account holders and/or sub-account holders whose registration details are uploaded as per the CDC Regulations, shall authenticate his/her identity by showing his/her original CNIC or Passport at the time of attending the meeting.
- ii. In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of the meeting.

B. For appointing proxies

- i. In case of individuals, the account holders and/or sub-account holders whose registration details are uploaded as per the CDC Regulations, shall submit the proxy form as per the above requirements.

- ii. The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
- iii. Attested copies of CNIC or the passport of the beneficial owner and the proxy shall be furnished with the proxy form.
- iv. The proxy shall produce his/her original CNIC or original Passport at the time of meeting.
- v. In case of corporate entity, Board of Directors' resolution/power of attorney with specimen signature shall be submitted (unless it has been provided earlier) along with proxy form to the Company.

5. Procedure for Postal Ballot and E-Voting

Pursuant to Companies (Postal Ballot) Regulations 2018 and read with Sections 143 and 144 of the Companies Act, 2017, members will be allowed to exercise their right to vote through voting by post or electronic voting facility in its forthcoming General Meeting to be held on Saturday, 27 June 2026, at 10:00 a.m in accordance with the requirements and subject to the conditions contained in the aforesaid Regulations.

- a) E-Voting will start from 23 June 2026 and shall close on 26 June 2026 at 5:00 pm. Details of e-voting facility will be shared through e-mail with those members of the Company who have their valid CNIC numbers, cell numbers, and e-mail addresses available in the Register of Members at the close of business on 20 June 2026.
 - b) Members of the Company who want to opt for voting through postal ballot are requested to ensure that duly filled and signed ballot paper along with clear copy of valid CNIC should reach at the Company's registered address 623-B, PCSIR Phase-II, Lahore or email at ahmed.bilal@itanzgroup.com one day before the General Meeting, i.e., on 26 June 2026 before 5:00 p.m. during working hours. The signature on the ballot paper shall match with their signature on CNIC. The ballot paper has also been placed on the Company's website <https://itanztechnologies.com> to download. A postal ballot received after this time/date shall not be considered for voting.
 - c) S.M Sohail & Co., Chartered Accountants has been appointed as "Scrutinizer" in terms of Companies (Postal Ballot) Regulations 2018, for the purpose of voting at the meeting. The firm meets the QCR rating from ICAP. The Scrutinizer has the necessary knowledge and experience to independently scrutinize the voting process. Furthermore, Digital Custodian Company Limited, have been appointed as "e-voting service provider" as per requirement of the Regulations.
6. Members can exercise their right to demand a poll subject to meeting requirements of Section 143 -145 of Companies Act, 2017 and applicable clauses of Companies (Postal Ballot) Regulations 2018.
 7. If the Company receives consent from the members holding at least 10% shareholding residing in a city, to participate in the meeting through video-link at least seven (7) days prior to date of the meeting, the Company will arrange facility of video-link in that city subject to availability of such facility in that city.
 8. No gifts will be distributed at the meeting.
 9. As per Section 72 of the Companies Act, 2017, every existing listed company shall be required to replace its physical shares with book-entry form in a manner as may be specified and from the date notified by the Commission, within a period not exceeding four years from the commencement of the Act, i.e. 30 May 2017.

The shareholders having physical shareholding are encouraged to open CDC sub-account with any of the brokers or Investor Account directly with CDC to place their physical shares into scrip less form, this will facilitate them in many ways, including safe custody and sale of shares, any time they want, as the trading of physical shares is not permitted as per existing regulations of the Pakistan Stock Exchange Limited.

10. To ensure compliance with the SECP Notification SRO 831(1)2012 dated 05 July 2012 read with Notification SRO 19(1)2014 dated 10 January 2014, all members who have not yet submitted their valid CNIC/NTN/Dividend Mandate (bank account detail i.e. Name and Address of Bank and IBAN), are hereby once again requested to submit the same without further delay.
11. Members are requested to promptly notify the Company of any change in their registered address.
12. For any query/ information, the investors may contact the Shares Registrar and / or the Company:
Mr. Muhammad Amin Shakir, Phone No. 92 300 8416505, email address:
amin.shakir@itanzgroup.com.

STATEMENT UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017

This statement sets out the material facts concerning the Special Business to be transacted at the Extra Ordinary General Meeting of the Company to be held on 27 June 2026.

1. Agenda Item no. 2: To consider and if deemed fit, pass with or without modification(s) the following Special Resolution under Section 199 of the Companies Act, 2017, as recommended by the Board of Directors

The Board of Directors has approved acquisition of 51% equity interest in ITANZ Infinity Pty Ltd for a total consideration of AUD 21,857,641 (Approx PKR 4,344 million) payable in 5 years from the date of subscription. ITANZ Technologies Limited shall be eligible for dividend entitlement from the date of transfer of shares. Payment will be subject to approval of the State bank of Pakistan and completion of other regulatory formalities. No interest shall accrue on payments delayed due to reasons beyond the Company's control, including delays in obtaining regulatory approvals.

Syed Ahmed Bilal is the ultimate beneficial owner and director of the Investee Company, ITANZ Infinity Pty Ltd. He is also a director and shareholder in ITANZ Technologies Limited holding 48,128,591 ordinary shares comprising 44.64% of total issued capital which is extent of his interest in the proposed investment.

**INFORMATION UNDER REGULATION 3 OF THE COMPANIES'
(INVESTMENT IN ASSOCIATED COMPANIES OR ASSOCIATED
UNDERTAKINGS) REGULATIONS, 2017.**

(a) Disclosures for all types of investments			
A	Regarding associated company or associated undertaking		
(i)	Name of Associated Company or Associated Undertaking.	ITANZ Infinity Pty Ltd	
(ii)	Basis of Relationship.	Common Directorship	
(iii)	Earnings per Share for the last three years.	2023: AUD 5,826.62 2024: AUD 5,293.43 2025: AUD 8,201.19	
(iv)	Break-up value per Share, based on last audited financial statements.	2023: AUD 20,323.67 2024: AUD 25,617.09 2025: AUD 33,818.28	
(v)	Financial position, including main items of statement of financial position and profit and loss account on the basis of its latest financial statements.	As on 30 June 2025	AUD
		Total Equity	3,381,828
		Non-current liabilities	1,980,915
		Current liabilities	6,863,923
		Non-Current assets	10,936,792
		Current assets	1,289,874
		Revenue	5,548,739
	Net profit	820,119	
(vi)	In case of investment in relation to a project of associated company or associated undertaking that has not commenced operations, following further information, namely,- i) description of the project and its history since conceptualization; ii) starting date and expected date of completion of work; iii) time by which such project shall become commercially operational; iv) expected time by which the project shall start paying return on investment; and v) funds invested or to be invested by the promoters, sponsors, associated company or associated undertaking distinguishing between cash and non-cash amounts.	N/A	
B	General Disclosures		
(i)	Maximum amount of investment to be made.	AUD 21,857,641 (Approx PKR 4,344 million)	

(ii)	Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment.	To acquire strategic controlling interest in the investee company and earn a handsome return on investment in the form of dividends.
(iii)	Sources of funds to be utilized for investment and where the investment is intended to be made using borrowed funds,- i) justification for investment through borrowings; ii) detail of collateral, guarantees provided and assets pledged for obtaining such funds; and iii) cost benefit analysis;	Source of funds is excess profits and fresh equity injection. No borrowings will be used.
(iv)	Salient features of the agreement(s), if any, with associated company or associated undertaking with regards to the proposed investment.	The Company will acquire 51% stake in the investee company at a cost of AUD 21,857,641 (Approx PKR 4,344 million) payable in five years from the date of subscription. Payment will be subject to approval of the State bank of Pakistan and completion of other regulatory formalities. No interest shall accrue on payments delayed due to reasons beyond the Company's control, including delays in obtaining regulatory approvals.
(v)	Direct or indirect interest of directors, sponsors, majority shareholders and their relatives, if any, in the associated company or associated undertaking or the transaction under consideration.	Syed Ahmed Bilal is the ultimate beneficial owner and director of the Investee Company, ITANZ Infinity Pty Ltd. He is also a director and shareholder in ITANZ Technologies Limited holding 48,128,591 ordinary shares comprising 44.64% of total issued capital which is extent of his interest in the proposed investment.
(vi)	In case any investment in associated company or associated undertaking has already been made, the performance review of such investment including complete information/justification for any impairment or write offs.	N/A
(vii)	any other important details necessary for the members to understand the transaction	None
(b) In case of equity investment		
(i)	maximum price at which securities will be acquired;	AUD 21,857,641 (Approx PKR 4,344 million)
(ii)	in case the purchase price is higher than market value in case of listed securities and fair value in case of unlisted securities, justification thereof;	N/A
(iii)	maximum number of securities to be acquired;	51%
(iv)	number of securities and percentage thereof held before and after the proposed investment;	Before: None After: 51% of total issued share capital

(v)	current and preceding twelve weeks' weighted average market price where investment is proposed to be made in listed securities; and	N/A
(vi)	fair value determined in terms of sub-regulation (1) of regulation 5 for investments in unlisted securities;	AUD 45,393,414 (Post money valuation)
(c) In case of investment in the form of loans, advances and guarantees		
(i)	category-wise amount of investment.	N/A
(ii)	average borrowing cost of the investing company, the Karachi Inter Bank Offered Rate (KIBOR) for the relevant period, rate of return for Shariah compliant products and rate of return for unfunded facilities, as the case may be, for the relevant period.	N/A
(iii)	rate of interest, mark up, profit, fees or commission etc. to be charged by investing company.	N/A
(iv)	particulars of collateral or security to be obtained in relation to the proposed investment	N/A
(v)	if the investment carries conversion feature i.e. it is convertible into securities, this fact along with terms and conditions including conversion formula, circumstances in which the conversion may take place and the time when the conversion may be exercisable.	N/A
(vi)	repayment schedule and terms and conditions of loans or advances to be given to the associated company or associated undertaking.	N/A

The Board of Directors do hereby undertake / certify that necessary due diligence for the proposed investments have been carried out. The following documents shall be available to the members of the Company for inspection at the Extra Ordinary General Meeting to be held on 27 June 2026.

1. Recommendations of due diligence report.
2. Annual audited financial statements of ITANZ Infinity Pty Ltd
3. Third party valuation of ITANZ Infinity Pty Ltd

**INFORMATION UNDER REGULATION 4 OF THE COMPANIES'
(INVESTMENT IN ASSOCIATED COMPANIES OR ASSOCIATED
UNDERTAKINGS) REGULATIONS, 2017.**

Syed Ahmed Bilal is the ultimate beneficial owner and director of the Investee Company, ITANZ Infinity Pty Limited. He is also a director and shareholder in ITANZ Technologies Limited holding 48,128,591 ordinary shares comprising 44.64% of total issued capital which is extent of his interest in the proposed investment.

BALLOT PAPER FOR VOTING THROUGH POST.

In person and virtual Annual General Meeting to be held on on Saturday, 27 June 2026 at 10:00 A.M at LSE Auditorium, Basement-2, LSE Plaza, 19 Khayaban-e-Aiwan-e-Iqbal, Lahore, Pakistan and virtually through video conference facility.

Designated email address of the Chairman at which the duly filled in ballot paper may be sent: ahmed.bilal@itanzgroup.com.

Name of shareholder/joint shareholders	
Registered Address	
Number of Shares held (on close of 20 June 2026) and folio number	
CNIC No/Passport No (in case of foreigner) (Copy to be attached)	
Additional information and enclosures (in case of representative of body corporate, Corporation and Federal Government)	

I / we hereby exercise my/our vote in respect of the following resolution through postal ballot by conveying my/our assent or dissent to the following resolution by picking tick (v) mark in the appropriate box below:

Resolution for Agenda No.02

RESOLVED THAT pursuant to requirements of Section 199 of Companies Act, 2017, ITANZ Technologies Limited (the "Company") be and is hereby authorized to make investment of up to AUD 21,857,641 (Australian Dollars Twenty One Million Eight Hundred Fifty Seven Thousand Six Hundred Forty One Only) approximately PKR 4,344 million (Pak Rupees Four Thousand Three Hundred Forty Four Million only) in ITANZ Infinity PTY Limited (the "Associated Company"), a company incorporated in Australia, to acquire 51% (fifty one percent) equity interests in the Associated Company.

Resolution for Agenda No.03

RESOLVED THAT pursuant to S.R.O No. 389(I)/2023 dated 21 March 2023 issued by the Securities and Exchange Commission of Pakistan, ITANZ Technologies Limited (the "Company") be and is hereby authorized to transmit its Annual Audited Financial Statements and notices of general meetings to the members through QR enabled code and weblink instead of transmitting the same through CD/DVD/USB.

Resolution	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
Resolution for Agenda No: 02		
Resolution for Agenda No: 03		

Signature of shareholder(s): _____ Place: _____ Date: _____

NOTES/PROCEDURE FOR SUBMISSION OF BALLOT PAPER:

1. Duly filled and signed original postal ballot should be sent to the Chairman, ITANZ Technologies Limited., at 623-B, PCSIR Phase-II, Lahore or a scanned copy of the original postal ballot to be emailed at ahmed.bilal@itanzgroup.com.
2. Copy of CNIC/Passport (in case of foreigner) should be enclosed with the postal ballot form.

3. Postal Ballot forms should reach chairman of the meeting on or before 20 June 2026 during working hours. Any Postal Ballot received after this date, will not be considered for voting.
4. Signature on Postal Ballot should match the signature on CNIC/Passport (in case of foreigner).
5. Incomplete, unsigned, in correct, defaced, torn, mutilated, over written ballot papers will be rejected.
6. In case of representative of body corporate and corporation, Postal Ballot must be accompanied with copy of CNIC of authorized person, along with a duly attested copy of Board resolution, Power of Attorney, or Authorization Letter in accordance with Section(s) 138 or 139 of the Companies Act 2017, as applicable, unless these have already been submitted along with Proxy Form. In case of foreign body corporate etc. all documents must be attested from the Pakistani Embassy having jurisdiction over the member.
7. Ballot paper has also been placed on the website of the Company <https://itanztechnologies.com>. Members may download the ballot paper form the website or use original/photocopy published in newspapers.

ITANZ Technologies Limited

Ballot Paper

Extra Ordinary General Meeting (EOGM) of members will be held on Saturday, 27 June 2026 at 10:00 A.M at LSE Auditorium, Basement-2, LSE Plaza, 19 Khayaban-e-Aiwan-e-Iqbal, Lahore.

Name of shareholder/Joint shareholders	
Registered Address	
Folio / CDS Account Number	
Number of shares held	
CNIC/Passport Number (copy to be attached)	
Name of Proxy Holder	
Additional Information and enclosures (In case of representative of body corporate, corporation and Federal Government.)	
Name of Authorized Signatory	
CNIC/Passport Number (copy to be attached)	

1. Please indicate your Vote by ticking (v) the relevant box.

2. In case both the boxes are marked as (v), your ballot paper shall be treated as "Rejected".

I/we hereby exercise my/our vote in respect of the following Special Resolution through postal ballot by conveying my/our assent or dissent to the following resolution by placing tick (v) mark in the appropriate box below:

Description of Special Resolutions	I / We assent to the Resolutions (FOR)	I / We dissent to the Resolutions (AGAINST)
<p><i>SPECIAL BUSINESS: 2. To consider and if deemed fit, pass with or without modification(s) the following Special Resolution under Section 199 of the Companies Act, 2017, as recommended by the Board of Directors:</i></p> <p>RESOLVED THAT pursuant to requirements of Section 199 of Companies Act, 2017, ITANZ Technologies Limited (the "Company") be and is hereby authorized to make investment of up to AUD 21,857,641 (Australian Dollars Twenty One Million Eight Hundred Fifty Seven Thousand Six Hundred Forty One Only) approximately PKR 4,344 million (Pak Rupees Four Thousand Three Hundred Forty Four Million only) in ITANZ Infinity PTY Limited (the "Associated Company"), a company incorporated in Australia, to acquire 51% (fifty one percent) equity interests in the Associated Company.</p>		

Signature of shareholder(s)/ Proxy Holder/Authorized Signatory

NOTES

1. Copy of CNIC/Passport (in case of foreigner) should be enclosed with the postal ballot form.
2. Signature on postal ballot should match with signature on CNIC/Passport (in case of foreigner).
3. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot paper will be rejected.