



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Seventeenth (17th) Annual General Meeting (AGM) of Next Capital Limited (the Company) will be held on **Wednesday, October 28, 2026, at 1:00 p.m.** at the Registered Office of the Company, situated at 2nd Floor, Imperial Court Building, Dr. Ziauddin Ahmed Road, Karachi and through video link facility to transact the following business:

a) ORDINARY BUSINESS

1. To confirm the minutes of the Sixteenth (16th) Annual General Meeting (AGM) held on October 28, 2025.
2. To receive, consider and adopt the Audited Unconsolidated and Consolidated Financial Statements of the Company for the year ended June 30, 2026, together with the "Directors' Report, Auditor's Reports and Chairperson's Review Report".

In accordance with Section 223 of the Companies Act, 2017 and pursuant to S.R.O. 389(I)/2023 dated March 21, 2023, the financial statements of the Company have been uploaded on the website of the Company which can be downloaded from the following web link and QR enabled code:



3. To appoint Auditors and to fix their remuneration for the year ending June 30, 2027. The retiring auditors, Messrs. Grant Thornton Anjum Rahman, Chartered Accountants, being eligible, have offered themselves for re-appointment. The Audit Committee and the Board of Directors of the Company hereby recommend their appointment.
4. To transact any other ordinary business with the permission of the Chair.

Karachi:
October 7, 2026.

By Order of the Board
Muhammad Rizwan Yousuf
Company Secretary

a) CLOSURE OF SHARE TRANSFER BOOKS

The Members' Register and Share Transfer Books of the Company will remain closed from October 21, 2026 to October 28, 2026 (both days inclusive). Transfers received in order at the office of Share Registrar M/s. Digital Custodian Company Limited (DCCL), 4th Floor, Perdesi House, Old Queens Road, Karachi by the close of business on October 20, 2026, will be considered in time for any entitlement.

b) PARTICIPATION IN THE ANNUAL GENERAL MEETING

In addition to the in-person meeting, the Company shall also hold its AGM through a video link facility pursuant to the applicable circulars/instructions issued by the SECP. The members/ proxies interested to participate in the AGM through this facility are requested to get themselves registered with the Company at 2nd Floor, Imperial Court Building, Dr. Ziauddin Ahmed Road, Karachi or WhatsApp Number: 03312676504 or email investor.relations@nextcapital.com.pk by providing the following details:

Folio / CDC A/c No.	Name of Shareholder	No. of shares held	CNIC No.	Email Address

Video-link and login credentials will be shared with the members/proxies whose particulars are received by the close of business day on October 26, 2026.

Any relevant updates regarding the meeting, including any changes to the arrangements outlined in this Notice of AGM, will be announced via Regulatory Information Service (PUCARS) and will also be available on www.nextcapital.com.pk

c) Appointment of Proxy and participation in the AGM

A member entitled to attend, speak and vote at the AGM is entitled to appoint as his/her proxy to attend, speak and vote on his/her behalf. A proxy need not be a member of the Company.

The instrument appointing proxy duly signed, must be deposited at the Registered Office of the Company 2nd Floor, Imperial Court Building, Dr. Ziauddin Ahmed Road, Karachi, not later than 48 hours before the time of the AGM i.e. by 1:00 p.m. on Monday, October 26, 2026. A member cannot appoint more than one proxy. An attested copy of the shareholder's valid Computerized National Identity Card (CNIC) must be attached with the Proxy Form. The instrument appointing Proxy is available on the Company's website (<https://www.nextcapital.com.pk>) and is also attached with the notice.

Owners of the physical shares and of the shares registered in the name of Central Depository Company of Pakistan Ltd. (CDC) and / or their proxies are required to produce their original valid Computerized National Identity Card (CNIC) or Passport, for identification purposes, at the time of attending the meeting in person. In the case of a corporate entity, the Board Resolution/Power



of Attorney, as applicable, together with specimen signature of the nominee/authorized representative, shall be produced at the time of the meeting (unless it has been provided earlier).

d) Dividend Mandate/Submission of CNIC/NTN Number (MANDATORY)

Members are requested to provide a copy of their valid Computerized National Identity Card ("CNIC") or National Tax Number ("NTN") Certificate to their respective Participant / CDC Investor Account Services, in case of shares held in book-entry form, or to the Company's Share Registrar, in case of shares held in physical form, duly quoting thereon the name of **Next Capital Limited** and the respective folio / CDC Participant Account Number, as applicable.

Members holding shares in physical form are requested to notify the Company's Share Registrar, **M/s. Digital Custodian Company Limited, 4th Floor, Perdesi House, Old Queens Road, Karachi**, of any change in their registered postal address. Members holding shares in book-entry form may notify their respective Stock Participant / Broker / Investor Account Services.

Pursuant to Section 242 of the Companies Act, 2017 and Regulations 4 and 6 of the Companies (Distribution of Dividends) Regulations, 2017, the Company shall be constrained to withhold payment of dividend where the requisite identification number, i.e. CNIC or NTN, as applicable, and/or complete bank account details of the shareholder or the authorized person, as applicable, are not available.

Accordingly, shareholders who have not yet provided a copy of their valid CNIC or NTN Certificate, are once again requested to submit the same immediately to the Company's Share Registrar, **M/s. Digital Custodian Company Limited, 4th Floor, Perdesi House, Old Queens Road, Karachi**, quoting their respective folio number.

Shareholders holding shares in book-entry form are requested to provide their dividend bank mandate/ bank account details, duly completed in the prescribed form, to their respective Participant / Investor Account Services at the CDC. Corporate shareholders are requested to provide their NTN, folio number and a copy of the valid CNIC of their authorized representative, as applicable.

This Notice of Annual General Meeting is also being dispatched to the members, whose email addresses are not available, through post / courier in accordance with the applicable provisions of the Companies Act, 2017 and the rules and regulations made thereunder.

e) Availability of Annual Reports

The Annual Report 2026 is also being sent electronically through email to members whose email addresses are available with CDC or the Share Registrar.



Any shareholder requiring a printed copy of the Annual Report 2026 shall be provided with a copy free of cost within seven working days of receipt of such request, which can be made on the email address of the Company co.secretary@nextcapital.com.pk.

f) Mandatory Registration Details of Physical Shareholders

Pursuant to Section 119 of the Companies Act, 2017 and Regulation 47 of the Companies Regulations, 2024, all shareholders holding shares in physical form are advised to provide their mandatory information, including CNIC number, registered postal address, e-mail address, contact/mobile/telephone number, International Bank Account Number (IBAN) and such other information as may be required under applicable laws and regulations, to the Company's Share Registrar:

M/s. Digital Custodian Company Limited 4th Floor, Perdesi House, Old Queens Road, Karachi

Shareholders are requested to provide the aforesaid information at the earliest opportunity to ensure compliance with applicable laws and regulations and to avoid any inconvenience in the future.

g) Unclaimed Dividends / Shares

Shareholders who, for any reason, have not claimed their dividends and/or shares, if any, are advised to contact the Company's Share Registrar:

M/s. Digital Custodian Company Limited 4th Floor, Perdesi House, Old Queens Road, Karachi.

Pursuant to Section 244 of the Companies Act, 2017, after completion of the prescribed procedure, all dividends and/or shares remaining unclaimed for a period of three years or more shall be dealt with and deposited with the Federal Government / Securities and Exchange Commission of Pakistan (SECP), as applicable, in accordance with the provisions of law.

h) Withholding tax on Dividend:

Withholding tax on dividend in compliance with Section 150 read with Division I of Part III of the First Schedule of the Income Tax Ordinance, 2001, will be deducted for 'filer' and 'non-filer' shareholders at 15% and 30% respectively. A 'filer' is a taxpayer whose name appears in the Active Taxpayers List (ATL) issued by the FBR from time to time and a 'non-filer' is a person other than a 'filer'. To enable the Company to withhold tax at 15% for filers, all members are advised to ensure that their names appear in the latest available ATL on FBR's website, otherwise tax on their cash dividend will be deducted at 30% for non-filers. Withholding tax exemption from the dividend income shall only be allowed if a copy of valid tax exemption certificate is made available to the Share Registrar / Transfer Agent of the Company, M/s. Digital Custodian Company Limited, by the first day of book closure.



According to the clarification from the FBR, withholding tax in the case of joint accounts will be determined separately based on the 'Filer/Non-Filer' status of the principal member as well as the status of the joint holder(s) based on their shareholding proportions. Members who hold shares with joint shareholders are requested to provide the shareholding proportions of the principal member and the joint holder(s) in respect of the shares held by them to our Share Registrar in writing. In case the required information is not provided to our Registrar it will be assumed that the shares are held in equal proportion by the principal member and the joint holder(s).

i) Zakat Declaration (CZ-50)

Zakat will be deducted from the dividends at source under the Zakat & Ushr Laws and will be deposited within the prescribed period with the relevant authority. Please submit your Zakat declarations under the Zakat and Ushr Ordinance, 1980 & Rule 4 of the Zakat (Collection and Refund) Rules, 1981, in case you want to claim exemption, with your brokers or the Central Depository Company of Pakistan Limited (in case the shares are held in book-entry form) or to the Company's Share Registrar and Transfer Agent (in case the shares are held in Physical Form) at the above mentioned address.

j) Prohibition of Gifts:

Pursuant to Section 185 of the Companies Act, 2017 read with SECP's Circular No. 2 of 2018 dated February 09, 2018 and S.R.O. 452(I)/2025 dated March 17, 2025, the SECP has strictly prohibited companies from providing gifts or incentives, in lieu of gifts in any form or manner, to the shareholders at or in connection with General Meetings.

k) Electronic Circulation of Notice of Annual General Meeting

In accordance with the applicable requirements of the Securities and Exchange Commission of Pakistan (SECP), the Notice of the Annual General Meeting is being circulated electronically through email to those members whose email addresses are available with the Company, Central Depository Company of Pakistan Limited (CDC), and/or the Share Registrar.

l) Conversion of Physical Shares into Book-Entry Form

Members holding physical shares are encouraged to convert their physical shares into book-entry form through a CDC Participant/Account Holder in accordance with the applicable regulatory requirements.