NETSOL TECHNOLOGIES LIMITED
NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an Extra-Ordinary General ("EOGM") Meeting of **NETSOL Technologies Limited** (the "Company") will be held on ***Thursday, December 03, 2026 at 11:00 AM*** at the registered office of the Company situated at NetSol Technologies Limited, NetSol IT Village (Software Technology Park) Lahore Ring Road, Ghazi Road Interchange, Lahore Cantt., (and through video-link, as requested) to transact the following special business:

SPECIAL BUSINESS

1. To consider and if deemed fit, to pass with or without modification(s), addition(s), or deletion(s), the following special resolution(s) under Section 88 of the Companies Act, 2017 (the Act) read with the Listed Companies (Buy-Back of Shares) Regulations, 2019 for the purchase/buy-back by the Company of up to 4,000,000 (Four Million) ordinary shares of the Company of the face value of Rs. 10/- (Rupees Ten) each through the securities exchange (i.e. Pakistan Stock Exchange) at spot price per share during the purchase period, as recommended by Board of Directors.

PURCHASE/BUY-BACK OF ITS OWN SHARES BY THE COMPANY

RESOLVED THAT:

"Subject to compliance with the provisions of all applicable laws, regulations and permission required, if any, the approval of the members of NETSOL Technologies Limited (hereinafter "the Company") be and is hereby accorded under Section 88 of the Companies Act, 2017 read with the Listed Companies (Buy-Back of Shares) Regulations, 2019, to purchase / buy-back up to 4,000,000 (Four Million) ordinary shares of the face value of Rs. 10/- (Rupees Ten) each of the Company at spot share price during the purchase period through Pakistan Stock Exchange (PSX) in accordance with salient features as mentioned in the Statement under Section 134(3) annexed to this Notice."

FURTHER RESOLVED THAT:

"The ordinary shares purchased pursuant to this special resolution be held as treasury shares."

FURTHER RESOLVED THAT:

"The Purchase/buy-back shall be made through the securities exchange (i.e. Pakistan Stock Exchange), and the purchase period shall be from December 11,2026 to June 1,2027 (both days inclusive) or till such date on which Buy-back is completed, whichever is earlier."

FURTHER RESOLVED THAT:

"Chief Executive Officer of the Company, or any person authorized by him, be and is hereby authorized and empowered to determine and approve the quantum of shares that may be purchased by the Company (as may be deemed fit) on a day-to-day basis during the purchase period."

RESOLVED FURTHER THAT:

"Chief Executive Officer and the Company Secretary (hereinafter referred as the "Authorized Persons") be and are hereby jointly or severally authorized and empowered to take all such necessary, ancillary, and incidental steps and to do or cause to be done all such acts, deeds, and things that may be required for the purpose of giving effect to aforesaid resolution(s) and to do all acts, matter, deeds and things which are necessarily incidental and /or consequential to the principal or any ancillary matters thereto."

FURTHER RESOLVED THAT:

"Authorized Persons be and are hereby further jointly or severally authorized and empowered, to take or cause to be taken all actions including but not limited to obtaining any requisite regulatory permission(s), if required, preparation of any requisite documents, engaging legal counsel and consultants for the purposes of the purchase/buy-back of shares, filing of all requisite statutory forms, returns and all other documents as may be required to be filed with the regulator(s), submitting all such documents as may be required, executing all such documents or instrument including any amendments or substitutions to any of the foregoing as may be required or necessary in respect of completing the purchase/buy-back by the Company of its issued ordinary shares and all other matters incidental or ancillary thereto."

FURTHER RESOLVED THAT:

"All acts, deeds, and actions taken by the Authorized Persons pursuant to these special resolutions of the shareholders for and on behalf of and in the name of the Company shall be binding acts, deeds and things done by the Company."

FURTHER RESOLVED THAT:

"The aforesaid resolution(s) shall be subject to any amendment(s), modification(s), addition(s), or deletion(s) that may be suggested, directed, and advised by the regulator(s), which shall, if deemed to be prudent or necessary by the Authorized Persons, be deemed to be as part of these special resolution(s) without the need of passing a fresh special resolution(s)."

Statement of material facts under Section 134(3) of the Companies Act, 2017 relating to the Special Business is annexed to the Notice of EOGM.

By Order of the Board

Lahore
November 11 , 2026

SEHRISH
(Company Secretary)

NOTES:

CLOSURE OF SHARE TRANSFER BOOKS

1) The share transfer books of the Company will remain closed from November 27, 2026 to December 03, 2026 (both days inclusive). Transfer received in order at the office of our Share Registrar, M/s Vision Consulting Ltd., 5-C, LDA Flats, 2nd Floor, Lawrence Road, Lahore. Tel No. +92(42)36283096, +92(42)36283097, Fax No. +92(42)36312550 by the close of business (5:00 PM) on November 26, 2026 will be considered in time for the purpose of entitlement to attend, speak and vote at the EOGM.

2) Members are requested to timely notify any change in their addresses, (if any) to the Company's Share Registrar at the following address:

Share Registrar
M/s Vision Consulting Ltd.,
5-C, LDA Flats, 2nd Floor, Lawrence Road, Lahore.
Tel No. +92(42)36283096, +92(42)36283097,
Fax No. +92(42)36312550

PROCEDURE FOR E-VOTING

a) In accordance with the Companies (Postal Ballot) Regulation, 2018, ("Postal Regulations"), the right to vote through electronic voting facility and voting by post shall be provided to members of every listed company for, inter alia, all businesses classified as special business under the Companies Act in the manner and subject to the conditions contained in the Postal Regulations.

b) Details of E-Voting facility will be shared through e-mail with members who have valid cell numbers/e-mail addresses (Registered e-mail ID) available in the Register of Members of the Company by the end of business day on November 26, 2026. Members who intend to exercise their right of vote through E-Voting shall provide their valid cell numbers and email addresses no later than November 26, 2026.

c) Identity of the members intending to cast vote through E-Voting shall be authenticated through electronic signature or authentication for login

d) Members shall cast votes for the agenda items from November 30, 2026 till December 02, 2026 before 5:00 p.m. Voting shall close on December 02, 2026 at 5:00 p.m. A vote once cast by a member is not permitted to be changed.

PROCEDURE FOR VOTING THROUGH POSTAL BALLOT

a) Members may alternatively opt for voting through Postal Ballot. For convenience of members, a Ballot Paper is annexed with the notice of the meeting and the same will be available for downloading on the Company's website https://www.netsolpk.com/investors

b) Members are required to ensure that a duly filled and signed Ballot Paper along with a copy of his/her CNIC should reach the Chairman of the Meeting through post at the Company's Corporate Office at NetSol IT Village (Software Technology Park) Lahore Ring Road, Ghazi Road Interchange, Lahore Cantt. or email evoting@netsolpk.com one day before the Meeting, that is, on December 02, 2026 before 5:00 p.m. A Postal Ballot received thereafter shall not be considered. The signature on the Ballot Paper shall duly match with signature on the CNIC.

APPOINTMENT OF PROXY

a) A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on his/her behalf, provided such proxy is also a member.

b) An instrument of proxy and the Power of Attorney or other authority (if any) under which it is signed, or a certified copy of such Power of Attorney, to be valid, must be deposited with the Company's Share Registrar, M/s Vision Consulting Ltd. not later than (48) forty-eight hours before the time of holding the Meeting.

CDC ACCOUNT HOLDERS

CDC account holders are in addition required to follow the guidelines of Circular No.1 dated January 26, 2000 issued by the SECP for attending the Meeting:

A) For Attending the Meeting:

a) **In case of individuals**: the CDC account holder or sub-account holder shall authenticate his/her identity by showing his/her original CNIC or original passport at the time of attending the meeting. Members are also required to bring their Participants' I.D. Number and Account Numbers in CDS.

b) **In case of corporate entity:** the board of directors' resolution/power of attorney with specimen signature of the nominee and a certified copy of his/her CNIC shall be produced (unless it has been provided earlier) at the time of the meeting.

c) A Proxy Form, both in English and Urdu language, is being separately sent to members along with the Notice of the Meeting.

d) Notice of Meeting as well as Proxy Form in English and Urdu languages have been placed on the Company's website www.netsolpk.com in addition to its dispatch to the shareholders.

B) For Appointing Proxies:

i) In case of individuals, the account holder or sub-account holder 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 owners 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 the meeting.
v) In case of corporate entity, the board of directors' resolution/power of attorney with specimen signature shall be required to be submitted (unless it has been provided earlier) along with proxy form to the company.

ONLINE PARTICIPATION IN EOGM

Pursuant to the requirement of Securities and Exchange Commission of Pakistan (SECP), Shareholders may wish to participate virtually in the EOGM. For this purpose, the shareholders are requested to visit company's website for registration.

In case of any queries, please feel free to email at: corporate@netsolpk.com.

Please note that registration for the meeting shall close at 05:00 pm on December 02, 2026 after which participants / shareholders shall be unable to register for the meeting. All participants / shareholders who would have registered within the prescribed timeline shall receive a meeting link and shall be able to access the meeting therefore, the Company emphasizes on timely registrations.

Pursuant to SECP's circular no. 10 dated May 21, 2014 read with section 132(2) & 134(1)(b) of the Act, if the Company receives consent from members holding in aggregate 10% or more shareholding residing in a city, to participate in the EOGM through video conference at least seven (7) days prior to the date of the EOGM, the Company will arrange video conference facility in that city subject to availability of such facility in that city. In this regard, please fill the following and submit it to the registered address of the Company at least seven (7) days before the date of EOGM.

I/We _____ of _____, being member(s) of NETSOL Technologies Limited holder _____ ordinary share(s) as per register folio no. _____ hereby opt for video conference facility at _____.

Circulation of Notice through Email

Pursuant to S.R.O 452(I)/2025, Notice of the General Meeting shall be circulated to members at their registered email addresses provided to the Company, in accordance with applicable laws.

Statutory Code of Conduct at EOGM

Shareholders are requested to observe the Statutory Code of Conduct at the EOGM in accordance with Section 215 of the Companies Act, 2017 and Regulation 55 of the Companies Regulations, 2024, whereby shareholders are not permitted to exert influence or approach the Management directly for decisions, which may lead to creation of hurdles in the smooth functioning of the Management. As mentioned in these provisions, shareholders shall not bring material that may cause threat to participants or premises where the EOGM is being held, confine themselves to the agenda items covered in the notice of the EOGM and shall not conduct themselves in a manner to disclose any political affiliation. Additionally, the Company is not permitted to distribute gifts in any form to its shareholders in its meetings as per Section 185 of Companies Act, 2017.

AGENDA ITEM # 1

STATEMENT OF MATERIAL FACTS UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017 RELATING TO THE SPECIAL BUSINESS

The Board of Directors of the Company in its meeting held on October 30, 2026, had approved the purchase/buy-back by the Company of *up to 4,000,000 (Four Million) issued ordinary* of the face value of Rs. 10/- (Rupees Ten) each at spot/current price per share during the purchase period under Section 88 of the Companies Act, 2017 read with the Listed Companies (Buy-Back of Shares) Regulations, 2019 (hereinafter the "**Buy-Back Regulations**") subject to the approval of members of the Company through a special resolution.

The following are the relevant details/salient features, as recommended by the Board of Directors of the Company:

DESCRIPTION	BOD RECOMMENDATION
NUMBER OF TOTAL SHARES TO BUY-BACK	Up to 4 million ordinary shares, constituting up to approximately 4.45% of current issued and paid up capital of the Company.
PURPOSE	Treasury shares
PURCHASE PRICE	The shares shall be purchased from time to time at the spot price acceptable to the Company prevailing during the purchase period as per Section 88 & Reg.8 (2) Listed Companies (buy-back of shares) Regulations, 2019

PURCHASE PERIOD	December 11, 2026 to June 1, 2027 or till such date on which purchase is complete, whichever is earlier
ALLOCATED FUNDS	Since the Buy-Back is to be carried out at the spot price, the Company will ensure availability of funds with respect to the shares to be purchased. The actual purchase of shares by the Company shall be subject to varying factors during the purchase period, including market conditions.
SOURCE OF FUNDS	The Buy-Back will be made from the distributable profits of the Company in accordance with Section 88(8) of the Act.
JUSTIFICATION & IMPACT ON FINANCIAL POSITION OF COMPANY	It is expected to positively impact on the Company's financial position, including an increase in the break-up value and earnings per share. This buy-back also offers an exit opportunity for members who wish to fully or partially liquidate their investment, including those unable to do so during the previous buy-back.

Accordingly, the Board of Directors of the Company has recommended that the special resolution(s) as set out in the notice be passed at Extra-Ordinary General Meeting with or without modification(s), deletion(s), or addition(s).

Further, in accordance with Regulation 3(1)(d) of the Regulations, the Board of Directors has undertaken that the funds specified / required for the Buy-Back (i.e. to the extent of the shares of the Company that will actually be purchased during the purchase period) are / shall be available with the Company, and that after the purchase, the Company shall be capable of meeting its obligation on time during the period up to the end of the immediately succeeding 12 (twelve) months. In accordance with Regulation 3(1)(e), it is confirmed that the Company is not on the defaulter counter of the PSX and that it has not defaulted on any debt instrument.

The Directors have no personal interest in the proposed special business for the Buy-Back, except to the extent of their respective shareholdings in the Company.

PROCEDURE FOR PURCHASE/BUY-BACK OF SHARES

As required under Section 88 of the Companies Act, 2017 read with the Listed Companies (Buy-Back of Shares) Regulations, 2019, the following procedure shall be followed for the purchase/buy-back of shares of the Company:

1. The Company shall make a Public Announcement for the purchase / Buy-Back through the securities exchange (i.e. the Pakistan Stock Exchange Limited) within 2 (two) working days of the passing of the special resolutions by the members. The Public Announcement shall be published in 2 (two) daily newspapers.

2. It is clarified that, except for those persons mentioned in Regulation 12(2) of the Regulations, all those people who validly hold shares of the Company during the purchase period shall be eligible to participate in the Buy-Back even if their names do not appear on the Register of Members of the Company as on the book closure date.

3. Members of the Company who are eligible and willing to sell the shares, or part thereof, held by them in the Company, may sell the same to the securities broker through the securities exchange (i.e. the Pakistan Stock Exchange Limited) in the ordinary course by placing a sale order through their securities broker, which may then be purchased by the Company (if deemed fit by the Company).

4. The purchase / Buy-Back shall be made through the automated trading system of the securities exchange. All purchases shall be made at the spot / current share purchase at the time of purchase. No purchase shall be made through negotiated market deals.

5. The Company shall be entitled to purchase the shares through the securities exchange during the purchase period i.e. from December 11, 2026 to June 1, 2027 (both days inclusive), or till such date that the Buy-Back is completed, whichever is earlier.

NETSOL TECHNOLOGIES LIMITED
NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Ballot Paper for voting through post to be held on December 03, 2026 at 11:00 A.M

NETSOL TECHNOLOGIES LIMITED
NetSol IT Village (Software Technology Park) Lahore Ring Road, Ghazi Road Interchange, Lahore Cantt. UAN: 111-44-88-00
www.netsolpk.com
This Postal Ballot is also available for download from the website of the Company https://www.netsolpk.com

Designated email address of the Chairman at which the duly filled in ballot paper may be sent evoting@netsolpk.com

Name of shareholder/joint shareholders	
Registered Address	
Number of shares held and Folio / CDS number	
CNIC Number (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 resolutions through postal ballot by conveying my/our assent or dissent to the following resolution by placing tick **(√)** mark in the appropriate box below:

Sr. No.	Nature and Description of resolutions	No. of ordinary shares for which votes cast	I/We assent to the Resolutions **(FOR)**	I/We dissent to the Resolutions **(AGAINST)**
	RESOLVED THAT: *"Subject to compliance with the provisions of all applicable laws, regulations and permission required, if any, the approval of the members of NETSOL Technologies Limited (hereinafter "the Company") be and is hereby accorded under Section 88 of the Companies Act, 2017 read with the Listed Companies (Buy-Back of Shares) Regulations, 2019, to purchase / buy-back up to 4,000,000 (Four Million) ordinary shares of the face value of Rs. 10/- (Rupees Ten) each of the Company at spot share price during the purchase period through Pakistan Stock Exchange (PSX) in accordance with salient features as mentioned in the Statement under Section 134(3) annexed to this Notice."* ***FURTHER RESOLVED THAT:*** *"The ordinary shares purchased pursuant to this special resolution be held as treasury shares."* ***FURTHER RESOLVED THAT:***			

	"The Purchase/buy-back shall be made through the securities exchange (i.e. Pakistan Stock Exchange), and the purchase period shall be from December 11, 2026 to June 1, 2027 (both days inclusive) or till such date on which Buy-back is completed, whichever is earlier." ***FURTHER RESOLVED THAT:*** *"Chief Executive Officer of the Company, or any person authorized by him, be and is hereby authorized and empowered to determine and approve the quantum of shares that may be purchased by the Company (as may be deemed fit) on a day-to-day basis during the purchase period."* ***RESOLVED FURTHER THAT:*** *"Chief Executive Officer and the Company Secretary (hereinafter referred as the "Authorized Persons") be and are hereby jointly or severally authorized and empowered to take all such necessary, ancillary, and incidental steps and to do or cause to be done all such acts, deeds, and things that may be required for the purpose of giving effect to aforesaid resolution(s) and to do all acts, matter, deeds and things which are necessarily incidental and /or consequential to the principal or any ancillary matters thereto."* ***FURTHER RESOLVED THAT:*** *"Authorized Persons be and are hereby further jointly or severally authorized and empowered, to take or cause to be taken all actions including but not limited to obtaining any requisite regulatory permission(s), if required, preparation of any requisite documents, engaging legal counsel and consultants for the purposes of the purchase/buy-back of shares, filing of all requisite statutory forms, returns and all other documents as may be required to be filed with the regulator(s), submitting all such documents as may be required, executing all such documents or instrument including any amendments or substitutions to any of the foregoing as may be required or necessary in respect of completing the purchase/buy-back by*			

	the Company of its issued ordinary shares and all other matters incidental or ancillary thereto." ***FURTHER RESOLVED THAT:*** *"All acts, deeds, and actions taken by the Authorized Persons pursuant to these special resolutions of the shareholders for and on behalf of and in the name of the Company shall be binding acts, deeds and things done by the Company."* ***FURTHER RESOLVED THAT:*** *"The aforesaid resolution(s) shall be subject to any amendment(s), modification(s), addition(s), or deletion(s) that may be suggested, directed, and advised by the regulator(s), which shall, if deemed to be prudent or necessary by the Authorized Persons, be deemed to be as part of these special resolution(s) without the need of passing a fresh special resolution(s)."*			

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

NOTES/PROCEDURE FOR SUBMISSION OF BALLOT PAPER:

1. Dully filled postal ballot should be sent to Chairman, NetSol IT Village (Software Technology Park) Lahore Ring Road, Ghazi Road Interchange, Lahore Cantt. Or Email evoting@netsolpk.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 **December 02, 2026 during working hours**. Any postal ballot received after this date, will not be considered for voting.
4. Signature on postal ballot should match with signature on CNIC/Passport (in case of foreigner).
5. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot paper will be rejected.
6. Ballot Paper has also been placed at the website of the Company https://www.netsolpk.com. Members may download the ballot paper from the website or use original/photocopy published in newspapers.