

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 Wednesday, June 03, 2026 at 11:00 AM at the registered office of the Company situated at NetSol IT Village (Software Technology Park) Lahore Ring Road, Ghazi Road Interchange, Lahore Cantt., (and through video-link, as requested) to transact the following 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) pursuant to Section 83A of the Companies Act, 2017 read with the Companies (Further Issue of Shares) Regulations, 2020, for the establishment of an Employee Stock Option Scheme ("ESOS") (attached with notice of EOGM) for the eligible employees of the Company, comprising up to 5,000,000 share options as recommended by the Board of Directors of the Company.

RESOLVED THAT:

"Pursuant to Section 83A of the Companies Act, 2017 read with the Companies (Further Issue of Shares) Regulations, 2020, the draft Employee Stock Option Scheme ("ESOS") of NETSOL Technologies Limited, as placed before the meeting, be and is hereby approved, whereby eligible employees of the Company shall be entitled to subscribe for up to 5,000,000 ordinary shares of the Company under the terms of the Scheme."

FURTHER RESOLVED THAT:

"The options granted under the Scheme shall vest in two (2) equal tranches over a period of two (2) years from the Date of Grant, in the manner set out in the Scheme, and the grant price shall be determined on the basis of the closing market price of the Company's shares quoted on the Pakistan Stock Exchange on the trading day immediately preceding the Date of Grant, discounted by fifty percent (50%), subject to applicable laws and the terms of the Scheme."

FURTHER RESOLVED THAT:

"Pursuant to the Companies (Further Issue of Shares) Regulations, 2020, the options under the approved Employee Stock Option Scheme may also be granted to eligible employees of the subsidiary companies of NETSOL Technologies Limited, in accordance with the terms and conditions of the Scheme and applicable laws."

FURTHER RESOLVED THAT:

"Pursuant to the Companies (Further Issue of Shares) Regulations, 2020, the grant of options equal to or exceeding one percent (1%) of the issued and paid-up share capital of the Company, at the time of grant of options within a period of one (1) year, to any employee, be and is hereby approved."

FURTHER RESOLVED THAT:

"Chief Executive Officer and the Company Secretary (hereinafter 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."

2. To consider and, if deemed fit, pass, with or without modification(s), addition(s) or deletion(s), the following resolutions, as special resolutions for the sale of 2,690,251 treasury shares held by the Company to eligible employees of the Company in accordance with the Listed Companies (Buy-Back of Shares) Regulations, 2019 and Company's Stock Option Scheme as recommended by the Board of Directors of the Company.

RESOLVED THAT:

"Pursuant to Regulation 13(6)(b) of the Listed Companies (Buy-Back of Shares) Regulations, 2019, the sale of 2,690,251 (Two million six hundred ninety thousand two hundred fifty-one) ordinary shares currently held as Treasury Shares, be and is hereby approved for allotment to eligible employees of the Company in accordance with the terms of the Company's Stock Option Scheme."

FURTHER RESOLVED THAT:

"Chief Executive Officer and the Company Secretary (hereinafter 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."

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.

GENERAL RESOLUTIONS:

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

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)."

By Order of the Board

Lahore
May 13, 2026

SEHRISH
(Company Secretary)

NOTES: CLOSURE OF SHARE TRANSFER BOOKS

- The share transfer books of the Company will remain closed from May 26, 2026 to June 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 May 26, 2026 will be considered in time for the purpose to attend, speak and vote at the EOGM.
- 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

- 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.
- 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 May 25, 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 May 25, 2026.
- Identity of the members intending to cast vote through E-Voting shall be authenticated through electronic signature or authentication for login
- Members shall cast votes for the agenda items from May 31, 2026 till June 02, 2026 before 5:00 p.m. Voting shall close on June 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

- 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 (www.netsolpk.com).
- 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 June 02, 2026 before 6:00 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.

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 06:00 pm on June 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.

Ballot Paper for voting through post to be held on
June 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 <http://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)
1.	<p>RESOLUTION FOR AGENDA # 1</p> <p>RESOLVED THAT: "Pursuant to Section 83A of the Companies Act, 2017 read with the Companies (Further Issue of Shares) Regulations, 2020, the draft Employee Stock Option Scheme ("ESOS") of NETSOL Technologies Limited, as placed before the meeting, be and is hereby approved, whereby eligible employees of the Company shall be entitled to subscribe for up to 5,000,000 ordinary shares of the Company under the terms of the Scheme."</p> <p>FURTHER RESOLVED THAT: "The options granted under the Scheme shall vest in two (2) equal tranches over a period of two (2) years from the Date of Grant, in the manner set out in the Scheme, and the grant price shall be determined on the basis of the closing market price of the Company's shares quoted on the Pakistan Stock Exchange on the trading day immediately preceding the Date of Grant, discounted by fifty percent (50%), subject to applicable laws and the terms of the Scheme."</p> <p>FURTHER RESOLVED THAT: "Pursuant to the Companies (Further Issue of Shares) Regulations, 2020, the options under the approved Employee Stock Option Scheme may also be granted to eligible employees of the subsidiary companies of NETSOL Technologies Limited, in accordance with the terms and conditions of the Scheme and applicable laws."</p> <p>FURTHER RESOLVED THAT: "Pursuant to the Companies (Further Issue of Shares) Regulations, 2020, the grant of options equal to or exceeding one percent (1%) of the issued and paid-up share capital of the Company, at the time of grant of options within a period of one (1) year, to any employee, be and is hereby approved."</p> <p>FURTHER RESOLVED THAT: "Chief Executive Officer and the Company Secretary (hereinafter 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."</p>			
2.	<p>RESOLUTION FOR AGENDA # 2</p> <p>RESOLVED THAT: "Pursuant to Regulation 13(6)(b) of the Listed Companies (Buy-Back of Shares) Regulations, 2019, the sale of 2,690,251 (Two million six hundred ninety thousand two hundred fifty-one) ordinary shares currently held as Treasury Shares, be and is hereby approved for allotment to eligible employees of the Company in accordance with the terms of the Company's Stock Option Scheme."</p> <p>FURTHER RESOLVED THAT: "Chief Executive Officer and the Company Secretary (hereinafter 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."</p>			

Signature of shareholder(s)

Place: _____

Date: _____

NOTES/PROCEDURE FOR SUBMISSION OF BALLOT PAPER:

- Duly 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
- Copy of CNIC/Passport (in case of foreigner) should be enclosed with the postal ballot form.
- Postal ballot forms should reach chairman of the meeting on or before June 02, 2026 during working hours. Any postal ballot received after this date, will not be considered for voting.
- Signature on postal ballot should match with signature on CNIC/Passport (in case of foreigner).
- Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot paper will be rejected.
- Ballot Paper has also been placed at the website of the Company <http://www.netsolpk.com> Members may download the ballot paper from the website or use original/photocopy published in newspapers.

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