Notice of 47th Annual General Meeting

Notice is hereby given to the Members that the 47th Annual General Meeting of **Supernet Technologies Limited** ("the Company") will be held on **Wednesday, October 28, 2026 at 02:00 p.m**. at **Hotel Crown Inn located at Plot No. 171, Off 21, Sharah – e –Iraq, Saddar, Karachi** to transact the following business:

ORDINARY BUSINESS:

1. To read and confirm the minutes of the 46th Annual General Meeting held on October 28, 2025.

2. To receive, consider and adopt the Audited Annual Financial Statements of the Company for the year ended June 30, 2026, together with the Reports of the Directors and Auditors thereon.

   As required under Section 223 of the Companies Act 2017 and in terms of S.R.O No. 389(I)/2023 dated March 21, 2023, the Annual Report including Financial Statements of the Company will be transmitted to the Shareholders and uploaded on the website of the Company which can be viewed using the following link and QR enable code:

   https://supernet-technologies.com/financial-statements.php

3. To approve, as recommended by the Board of Directors, the payment of the Final Cash Dividend at Rs. 0.25 per share, i.e., 2.5%, for the financial year ended June 30, 2026.

4. To appoint statutory auditors of the Company for the year ending June 30, 2027 and fix their remuneration. The retiring Auditors, M/s Parker Russel – A.J.S, Chartered Accountants, being eligible, have offered themselves for re-appointment at a fee to be mutually agreed and reimbursements of out-of-pocket expenses at actuals.

SPECIAL BUSINESS:

5. To consider and, if thought fit, to pass the following resolutions as a special resolution, with or without any modification(s), addition(s) or deletion(s), for the change of the registered office of the Company from the Province of Sindh to Islamabad Capital Territory and consequential amendments to the Memorandum and Articles of Association of the Company:

   "RESOLVED THAT subject to the confirmation of the Securities and Exchange Commission of Pakistan under Sections 21 and 32 of the Companies Act, 2017, the registered office of the Company be changed from "Province of Sindh" to "Islamabad Capital Territory" i.e. from "4th Floor, Tower B, World Trade Center, Block – 05, Clifton, Karachi" to "75 – East, Blue Area, Fazal – e – Haq Road, Islamabad".

   "FURTHER RESOLVED THAT the amendments in the Memorandum of Association of the Company for the change of registered office of the Company be made as set out below:

   Clause II of the Memorandum of Association of the Company be and is hereby amended to read as follows:

   > "II. The registered office of the Company will be situated in the **Islamabad Capital Territory**."

"FURTHER RESOLVED THAT all references to the registered office situated in the Province of Sindh in the Memorandum and Articles of Association of the Company be removed and replaced with references to the registered office situated in the Islamabad Capital Territory."

"FURTHER RESOLVED THAT Chief Executive Officer, any Director or Company Secretary of the Company be and are hereby singly authorized to take any and all actions as may be required from time to time for the purposes of implementing the above resolutions, to complete all necessary legal and corporate formalities with regard to the above resolutions and to do all such acts, deeds and things as may be deemed necessary or expedient for concluding the said matters."

"FURTHER RESOLVED THAT all formalities required under the applicable laws, rules, regulations, etc., may be fulfilled for the purposes of changing the registered office of the Company as per the details described above."

6. To consider and if deemed fit, ratify and approve (as the case may be), the following resolutions, as special resolutions, with respect to related party transactions / arrangements conducted / to be conducted, in terms of Sections 207 and / or 208 of the Companies Act, 2017 (to the extent applicable), with or without modification:

"RESOLVED THAT the transactions, arrangements, agreements, and balances carried out by the Company with its Related Parties during the year ended June 30, 2026, as disclosed in the annual audited financial statements of the Company for the said period be and are hereby ratified, approved, and confirmed."

"FURTHER RESOLVED THAT the Board of Directors and the Company be and is hereby fully authorized to enter into arrangements or carry out transactions from time to time with different related parties to the extent deemed fit and / or approved by the Board of Directors, during the financial year ending June 30, 2027 or up to next annual general meeting. The members have noted that for the aforesaid arrangements and transactions some or a majority of the Directors may be interested. Notwithstanding the same, the members hereby grant an advance authorization and approval to the Board Audit Committee and the Board of Directors of the Company, including under Sections 207 and / or 208 of the Companies Act, 2017 (to the extent applicable) to review and approve all related party transactions as per the quantum approved by the Board of Directors from time to time."

"FURTHER RESOLVED THAT the transactions approved by the Board of Directors shall be deemed to have been approved by the shareholders under Section 207 and / or 208 of the Companies Act, 2017 (if triggered) and shall be placed before the shareholders in the next Annual General Meeting for their ratification and confirmation (if required)."

7. To consider and, if deemed fit, pass the following resolutions as special resolutions, with or without modification, in accordance with the provisions of Section 199 of the Companies Act, 2017 and other applicable laws, for the purposes of approving and authorizing the Company for Investment in Associated Companies & Associated Undertakings:

"RESOLVED THAT the consent and approval of the members be and is hereby accorded under Section 199 of the Companies Act, 2017, the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017 and other applicable laws, for making investments, from time to time, in the following associated companies / associated undertakings of the Company, within the respective limits specified against each company and subject to the terms and conditions as mentioned in the Annexure 'A' of Statement under Section 134(3) of the Companies Act, 2017:

S. No.	Name of Associated Companies / Undertakings	Sanctioned Limit for Investment (loans, advances, running finance, guarantee, etc.) (In "PKR")
1.	Telecard Limited ("TCL")	Up to PKR 500 Million.
2.	Supernet Infrastructure Solutions (Private) Limited ("SIS")	Up to PKR 500 Million.
3.	Supernet Secure Solutions (Private) Limited ("SSS")	Up to PKR 500 Million.
4.	Supernet E-Solutions (Private) Limited ("SES")	Up to PKR 500 Million

"FURTHER RESOLVED THAT the aforesaid investment limits be and are hereby approved to be utilized, as and when required, in any form / nature of investment including equity, shares, loans, advances, running finance, guarantee, indemnity, pledge of shares and/or other permitted forms of financial support, subject to the terms and conditions as mentioned in the Statement under Section 134(3) of the Companies Act, 2017 and applicable laws."

"FURTHER RESOLVED THAT the proposed investments may be financed through the Company's internal cash flows and/or borrowed funds, as may be determined by the Board of Directors from time to time, subject to the terms and conditions disclosed in the Statement under Section 134(3) of the Companies Act, 2017 and applicable laws."

"FURTHER RESOLVED THAT the aforesaid approval shall remain valid for a period up to the conclusion of the next Annual General Meeting of the Company and shall be renewable thereon for further period(s), as may be approved by the members in accordance with applicable law."

"FURTHER RESOLVED THAT the consent and approval of the members be and is hereby accorded to ratify and confirm, to the extent required under Section 199 of the Companies Act, 2017, the transaction(s) and/or outstanding amount(s) arising from normal trade transactions with the relevant associated company / associated undertaking which remained outstanding beyond the applicable trade credit period and were accordingly considered as investment(s) for the purposes of Section 199, as disclosed in the Notes no. 11 and 13 of the Company's Unconsolidated Financial Statements for the year ended June 30, 2026, including the comparative figures for the year ended June 30, 2025, together with the continuation thereof up to the date of repayment or settlement, as applicable and the Board of Directors of the Company be and is hereby authorized to determine, approve and finalize the terms and conditions thereof and to take all necessary actions in this regard in accordance with applicable laws and regulations."

"FURTHER RESOLVED THAT the Chief Executive Officer and / or any Director and / or the Company Secretary and / or the Chief Financial Officer of the Company be and are hereby singly authorized, to take and do, and/or cause to be taken or done, any/all necessary actions, deeds and things which are or may be necessary, incidental and/or consequential for giving effect to the aforesaid resolution and to make the investments within the approved limits, as and when required, including but not limited to negotiating, finalizing and executing any necessary agreements, documents and instruments and attending to all ancillary matters thereto, subject to applicable laws and regulatory requirements."

8. To consider, and if deemed fit, to pass with or without modification, a special resolution pursuant to Section 199 and other applicable provisions of the Companies Act, 2017, for approval of a financing arrangement with Telecard Limited ("Telecard") in respect of the outstanding consideration payable to Telecard under the Share Purchase Agreement dated February 15, 2024 ("SPA").

"RESOLVED THAT pursuant to Section 199, 207, 208 and other applicable provisions of the Companies Act, 2017 and other applicable laws, approval of the members be and is hereby accorded to the Company for entering into a financing arrangement with Telecard, being an associated company of the Company, in respect of the outstanding consideration payable to Telecard under the SPA, which was executed pursuant to the special resolution approved by the members on January 15, 2024."

"FURTHER RESOLVED THAT the outstanding balance of up to PKR 372,214,136/- under the SPA shall be converted into a markup-bearing financing facility for a tenure of one (1) year, carrying markup at the rate of 3-Month KIBOR plus 2.40% per annum, with markup payable quarterly, and with the Company having the option to prepay the outstanding amount, in whole or in part, on such terms as may be mutually agreed between the Company and Telecard Limited and approved by the Board of Directors in accordance with applicable laws and regulations."

"FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to finalize, approve and give effect to the aforesaid financing arrangement and to make, approve and execute any financing agreements as well as any amendments, modifications, variations or additions to the SPA and/or any ancillary or supplemental documents as may be considered necessary or expedient in connection therewith, and all such amendments, modifications, variations, additions, agreements and documents approved and executed by the Board shall be deemed to have been approved by the members of the Company."

"FURTHER RESOLVED THAT the Chief Executive Officer, Company Secretary, Chief Financial Officer or any Director (the "Authorized Persons"), be and are hereby singly authorized to finalize, execute and deliver all agreements, documents and instruments and to take all necessary actions and complete all legal, regulatory and corporate formalities for giving effect to the foregoing resolutions."

"FURTHER RESOLVED THAT all acts, deeds and things already undertaken by the Authorized Persons in connection with the foregoing matter be and are hereby ratified, confirmed and approved."

ANY OTHER BUSINESS

9. To transact with the permission of the Chair any other business which may be transacted at an Annual General Meeting.

(A Statement of Material Facts covering the abovementioned special business, as required pursuant to Section 134(3) of the Companies Act, 2017, including the information required to be provided in accordance with the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017 is annexed with the notice being sent to the members and also uploaded on Company's official website and can be downloaded from: https://supernet-technologies.com/notices-and-announcements.php)

By Order of the Board



Muhammad Farhan Saeed
Company Secretary

At Karachi: October 6, 2026

Notes:

1) Closure of share transfer books

The share transfer books of the Company will remain closed from **October 22, 2026 to October 28, 2026 (both days inclusive).** Transfers received in order at the office of the Company's share registrar, namely **F.D. Registrar Services (Private) Limited**, located at 17th Floor, Trade Centre, I. I. Chundrigar Road, Karachi, by the close of business on **October 21, 2026** will be treated in time for the determination of entitlement of members to attend and vote at the AGM.

2) Attending AGM and appointment of proxy

A member of the Company entitled to attend, speak and vote at the AGM may appoint another member as his / her proxy to attend, speak and vote in place of the member. Proxies, in order to be effective, must be received at the Company's registered office, situated at 4th Floor, Tower B, World Trade Center, Khayaban-e-Roomi, Block-5, Clifton, Karachi, at least 48 hours before the time of holding the AGM and no account shall be taken of any part of the day that is not a working day. A member shall not be entitled to appoint more than one proxy. Form of proxy can be downloaded from the Company's website: http://supernet-technologies.com/

Any Individual Beneficial Owner of CDC, entitled to attend and vote at the AGM, must bring his / her original Computerized National Identity Card (CNIC) to prove identity, and in case of proxy, a copy of the member's attested CNIC must be attached with the proxy form. Representatives of corporate members should bring the usual documents required for such purpose (and as detailed below).

CDC Account Holders will also be required to follow the under mentioned guidelines, as laid down in Circular 1 dated January 26, 2000, issued by the Securities and Exchange Commission of Pakistan (SECP):

i) For Attending AGM

a) In case of individuals, the account holder or sub-account holder and / or the person, whose securities are in group account and their registration details are uploaded as per the CDC Regulations, shall authenticate identity by showing his / her original CNIC or original passport at the time of attending the AGM.

b) Members registered on CDC are also requested to bring their particulars, I. D. Numbers and account numbers in CDS.

c) In case of a 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 AGM.

ii) For Appointing Proxy

a) In case of individuals, the account holder or sub-account holder and / or the person whose securities are in group account and their registration details are uploaded as per the CDC Regulations, shall submit the proxy form as per the above requirement.

b) The proxy form shall be witnessed by the person whose name, address and CNIC number shall be mentioned on the form.

c) Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.

d) The proxy shall produce his / her original CNIC or original passport at the time of the AGM.

e) In case of a corporate entity, the 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.

3) Video conference facility

If the Company receives a demand (at least 10 days before the date of the AGM) from members holding an aggregate of at least 10% shareholding residing in any other city, to participate in the AGM through video link, the Company will arrange video conference facility in that city (subject to availability thereof in such city).

In this regard, please send a duly signed request as per the following format at the registered address of the Company, at least 10 days before holding of the AGM.

I/We, _____ of _____, being a member of Supernet Technologies Limited, holder of _____ ordinary share(s) as per registered Folio / CDC Account No _____, hereby opt for video conference facility at _____.

_____

Signature of member

4) Virtual Participation in the AGM Proceedings

a. In order to maximize the member's participation, the Company is convening this AGM via video link in addition to holding physical meeting with the members.

b. In order to attend the AGM through electronic facility, members are requested to register themselves with the Company Secretariat by providing the requisite details at least 48 hours before the time of the AGM through e-mail to be sent at companysecretary@supernet-technologies.com.

c. Members are advised to provide the following particulars, along with the scanned copy of their CNIC and that of their proxies, if so appointed. Moreover, in the case of a corporate member, the scanned copy of the resolution of the Board of Directors / Power of Attorney with a specimen signature of the nominee must also be provided.

Name of Member*	CNIC / NTN No.	Folio No. / CDC Account No.	Cell No.	Email address

* Where applicable, please also give the above particulars of the proxy-holder or nominee of the member.

The details of the electronic facility (video link and the login credentials) will only be sent to the interested members (whose email containing all the required and correct particulars are timely received) at their provided e-mail addresses. Accordingly, the members will be able to participate in AGM proceedings through their smartphones or computer devices. In addition to the above, the members can also provide their comments and / or suggestions in connection with the agenda items of the AGM by using the aforesaid means.

d. The login facility will be opened at 01:30 p.m. on October 28, 2026, enabling the participants to join the proceedings after identification and verification process before joining the meeting

5) Appointment of Scrutinizer

In accordance with the Regulation 11 of the Companies (Postal Ballot) Regulations, 2018, the Board of the Company has appointed M/s. S. M. Suhail & Co. Chartered Accountants, a QCR rated audit firm, to act as the Scrutinizer of the Company for the special business to be transacted in the AGM and to undertake other responsibilities as defined in Regulation 11A of the said Regulations.

6) Payment of Cash Dividend Electronically (Mandatory)

In accordance with the provisions of Section 242 of the Companies Act, 2017, and Regulation 4 of the Companies (Distribution of Dividends) Regulations 2017, listed companies are required to pay cash dividends to their shareholders only through electronic mode directly into bank accounts designated by the entitled shareholders. Accordingly, the Shareholders are requested to fill in the Electronic Credit Mandate Form and send the duly signed form along with a copy of CNIC/NTN to our Share Registrar in case of physical shares. In case shares are held in CDC, then the Electronic Credit Mandate Form must be submitted directly to the shareholder's broker/participant/ CDC account services.

In case of non-receipt of IBAN details, the Company will be constrained to withhold payment of dividends under the Companies (Distribution of Dividends) Regulations, 2017.

7) E- Postal Ballot / E-Voting

Members are hereby notified that pursuant to the Companies (Postal Ballot) Regulations, 2018, read with Sections 143-144 of the Companies Act, 2017, and SRO 2192(1)/2022 dated December 5, 2022, members will be allowed to exercise their right to vote for the special business in accordance with the conditions mentioned therein. Digital Custodian Company Limited has been appointed as the service provider for the E-Voting Facility. The following options are being provided to members for voting:

a) E-Voting Procedure

(i) Details of the e-voting facility will be shared through an 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 of the Company by the close of business on **October 21, 2026**.

(ii) The web address, login details and password will be communicated to members via email. The security codes will be communicated to members through SMS and email from web portal of the e-voting service provider.

(iii) Identity of the members intending to cast vote through e-voting shall be authenticated through electronic signature or authentication for login.

(iv) E-voting lines will start from **October 25, 2026, 9:00 a.m. and shall close on October 27, 2026 at 5:00 p.m.** Members can cast their votes any time during this period. Once the vote on a resolution is cast by a member, he / she shall not be allowed to change it subsequently.

b) Postal Ballot

(i) Members may alternatively opt for voting through postal ballot. Ballot paper shall also be available for download from the website of the Company at http://supernet-technologies.com/announcements-and-forms/ or members may use the same as annexed to this Notice and published in newspapers.

(ii) Members shall ensure that duly filled and signed ballot paper, along with copy of CNIC/Passport should reach the Chairman of the meeting through post at 4th Floor, Tower B, World Trade Center, Khayaban-e-Roomi, Block-5, Clifton, Karachi (*Attention of the Company Secretary*) OR through the registered email address of the member at companysecretary@supernet-technologies.com with subject of ***'STL – Postal Ballot for AGM 2026'*** by **October 27, 2026 before 5:00 p.m**. The signature on the ballot paper shall match with the signature on CNIC/Passport. A postal ballot received after this time / date shall not be considered for voting.

(iii) Please note that in case of any dispute in voting including the casting of more than one vote, the Chairman of the meeting shall be the deciding authority.

8) Statutory Code of Conduct at AGM:

Members are requested to observe the conduct referred to in sub-regulation 2 of Regulation 55 of the Companies Regulations, 2024 while attending the AGM.

9) Provision of Information by Members

To comply with various statutory requirements, and to avoid any non-compliance of law or any inconvenience in future, all members are hereby advised to coordinate / update their records with their respective Participant / CDC Investor Account Services / the Company's Share Registrar in connection with the following:

- Submission of copies of their valid / updated CNIC / NTN Certificate / Zakat Declaration (Exemption) Form / Tax Exemption Certificate.

- Provision of relevant details including valid bank account details / IBAN in order to enable the Company to pay any unclaimed / future cash dividends, if any.

- In case of a joint account, provision of shareholding proportions between principal shareholder and joint holder(s).
- Convert their physical shares into scrip less form, which will also facilitate the members having physical shares in many ways, including safe custody, efficient trading and convenience in other corporate actions.
- Provision of mandatory registration details in terms of Section 119 of the Companies Act, 2017 and other applicable laws, including mobile number / landline number and email address (if available).
- Promptly notify any change in mailing address, email address and mobile number by writing to the office of the Company's Share Registrar.

10) **No gifts or incentives in any form or manner, including tokens, coupons, lunches, takeaway packages or any other gifts/benefits, will be distributed to shareholders at or in connection with the AGM, in accordance with Section 185 of the Companies Act, 2017 read with SECP Circular No. 02 of 2018 dated February 9, 2018.**

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

This Statement sets out the material facts concerning the Special Businesses set out in Agenda Items No. 5, 6, 7 and 8 of the Notice of the 47th Annual General Meeting of the Company. The Directors of the Company have no interest in the said Special Businesses, except to the extent of their respective interests as sponsor, director and/or shareholder.

SUPERNET GLOBAL
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STATEMENT UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017 CONCERNING THE SPECIAL BUSINESS TO BE TRANSACTED AT THE 47TH ANNUAL GENERAL MEETING OF SUPERNET TECHNOLOGIES LIMITED

AGENDA ITEM NO. 5

CHANGE OF REGISTERED OFFICE OF THE COMPANY:

The change of the registered office of the Company from Province of Sindh to Islamabad Capital Territory is proposed in view of the fact that the Company maintains significant business operations and corporate functions across Karachi and Islamabad. In view of its established corporate presence, offices, personnel and business functions in Islamabad, the Board considers it appropriate to relocate the registered office to Islamabad for administrative efficiency and effective coordination of the Company's corporate, statutory and regulatory affairs Accordingly, it is proposed that the registered office of the Company be relocated from Karachi, Sindh to its Office located in Islamabad Capital Territory.

In compliance with Sections 21 and 32 of the Companies Act, 2017, the Company is required to seek shareholders' approval through a special resolution in the general meeting for changing the registered office from the Province of Sindh to Islamabad Capital Territory. Accordingly, the Company seeks approval from its shareholders to pass the special resolutions set forth under Agenda Item No. 5 of the Notice pertaining to the change of the Company's registered office.

None of the Directors of the Company have any direct or indirect interest in this special business.

MATERIAL FACTS TO BE DISCLOSED AS REQUIRED BY CLAUSE A (1) OF SRO 423(I)/2018 DATED APRIL 03, 2018 REGARDING CHANGE IN REGISTERED OFFICE OF COMPANY

S. No.	Facts to be disclosed	Facts
1.	Information on the existing registered office and new proposed registered office	The existing Registered office is located at "9th Floor, Tower B, World Trade Center, Block 05, Karachi". The new proposed registered office will be situated at "75 – East, Blue Area, Fazal – e – Haq Road, Islamabad".
2.	Reasons and effects of change in registered office	The change is proposed as the Company maintains significant business operations and corporate functions in Islamabad. Accordingly, the Board considers it appropriate to relocate the registered office to Islamabad for administrative efficiency and effective coordination of the Company's corporate, statutory and regulatory affairs.
3.	Geographical dispersion of the members of the company (of total as well as of those who attended last three annual general meetings)	The members of the Company are geographically dispersed across various cities and regions of Pakistan, including Karachi, Islamabad, Lahore and other cities. Moreover, an average of approximately 63% of shareholders attended the Annual General Meetings held in 2023, 2024 and 2025.
4.	A brief cost-benefit analysis	Not applicable as the registered office is relocated to Company's existing Islamabad Office.
5.	Information on inquiry, inspection or investigation, which has been initiated against the company or prosecution pending against the company, if any.	The Company confirms that there are no new inquiries, inspections, investigations, or prosecutions initiated or pending against the Company, other than those law suits already disclosed in the annual audited accounts for the financial year ended 30 June 2026.

MATERIAL FACTS TO BE DISCLOSED AS REQUIRED BY CLAUSE A (3) OF SRO 423(I)/2018 DATED APRIL 03, 2018 REGARDING ALTERATION OF MEMORANDUM – OTHER

COMPARATIVE STATEMENT OF THE CHANGES IN THE MEMORANDUM OF ASSOCIATION	
Existing Clause of the Memorandum of Association	**Clause of the Memorandum of Association After Alterations**
Clause II: *"The registered Office of the Company will situate in the province of Sindh."*	Clause II: *"II. The registered office of the Company will be situated in the **Islamabad Capital Territory**."*
• The reason for the change and alteration in the Memorandum of Association of the Company is to give effect to the change of the registered office from one city to another province for the reasons cited in the above disclosure pursuant to clause A (1) of SRO 423(I)/2018 dated April 03, 2018. • The Board of the Company confirms that the proposed alterations are in line with the applicable provisions of the law and regulatory framework.	

AGENDA ITEM NO. 06

APPROVAL OF RELATED PARTY TRANSACTIONS

This Statement sets out the material facts pertaining to Special Business Agenda Item Number 6 as described in the Notice of the 47th AGM of the Company,

The Company routinely enters into arrangements and carries out transactions with its related parties in accordance with its policies and the applicable laws and regulations. Certain related party transactions, in which a majority of the Directors are interested, would require Members' approval under Sections 207 and / or 208 (to the extent applicable) of the Companies Act, 2017, read with Regulation 15 of the Listed Companies (Code of Corporate Governance) Regulations, 2019.

As some/majority of the Directors of the Company may be deemed to be interested in certain arrangements / transactions with related parties, including due to their shareholding or common directorships in related entities/parties, and to promote transparency, all the related party transactions including the nature of relationship and quantum, have been disclosed in annual audited financial statements for the year ended June 30, 2026 and the ratification/approval/confirmation of the same is sought through special resolution in this regards.

Related party transactions are in accordance with the applicable laws, these are primarily transactions conducted in the ordinary course of business and on an arm's length basis, Pursuant to the provisions of the Companies Act, 2017 and Listed Companies Code of Corporate Governance Regulations, 2019 for Related Party Transactions, the said arrangements / transactions are placed before the Board of Directors for approval.

Accordingly, the Members are requested to ratify and confirm the transactions with related parties as disclosed in the financial statements of the Company for the year ended June 30, 2026,

Furthermore, the Company will be entering into arrangements and conducting transactions with Its related parties including, but not limited to, those stipulated in the resolution, during the financial year ending June 30, 2027 or till next annual general meeting. As some or a majority of the Directors of the Company may be deemed to be interested in certain arrangements or transactions, inter alia, due to their shareholding or common directorships in related entities, an approval from the Members is being sought to authorise the Company to conduct such related party transactions and enter into arrangements with related parties, and further to authorise and grant power to the Board of Directors to approve related party transactions to be conducted by the Company during the financial year ending June 30, 2027 or up to next annual general meeting (irrespective of composition of the Board and interest of the Directors), The related party transactions as aforesaid for the year ending June 30, 2027 or up to next annual general meeting shall be deemed to have been approved by the Members.

The Members should note that it is not possible for the Company or the Directors to accurately predict the nature of related party arrangements / transactions, or the specific related parties with whom the transactions will be carried out.

The Members should also note that, for the Special Resolutions described in the Notice of AGM, it is not possible for the Company to predict the quantum of related party transactions / arrangements to be undertaken in the period ending June 30, 2027 or up to next annual general meeting; accordingly, the Members are also requested to authorise the Board of Directors to determine the quantum of the related party transactions / arrangements that may be undertaken from time to time, The Company will present the actual figures for subsequent ratification and confirmation by the Members, at the next AGM. The Directors are interested in the resolutions only to the extent of their common directorships, (to the extent applicable) in such related party transactions.

Based on the aforesaid the Members are requested to pass the Special Resolution (with or without modification) as stated in the Notice.

AGENDA ITEM NO. 07

APPROVAL OF INVESTMENT IN ASSOCIATED COMPANIES / UNDERTAKINGS

The Board of Directors of the Supernet Technologies Limited ("the **Company**" or "**STL**") has recommended the specific limits for the investments in the form of equity and loans / advances / running finance / guarantee. along with other particulars for investments in its associated companies / associated undertaking namely Telecard Limited ("**TCL**"), Supernet Infrastructure Solutions (Private) Limited ("**SIS**") , Supernet Secure Solutions (Private) Limited ("**SSS**"), and/or Supernet E-Solutions (Private) Limited ("**SES**")(as applicable), subject to the consent of members under Section 199 of the Companies Act, 2017 / Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017 and any other applicable laws. The details of the proposed investments and the relevant particulars are set out in **Annexure 'A'** annexed hereto.

The proposed investments may involve transactions with related parties, directors, or substantial shareholders of the Company. Consequently, the directors of the Company may be deemed interested in these investments to the extent and in their capacity as directors or shareholders of the companies involved. Separate approval under Agenda # 6 is being sought from shareholders for such transactions, if executed, which would be deemed as approved by shareholders under Sections 207 and/or 208 of the Companies Act, 2017 or any other applicable laws. Directors of the Company have no interest in the investee company except in their capacity as sponsor / director / chief executive / shareholder of associated company as disclosed in the Clause B(v) of the attached disclosure.

The principal purpose of this special resolution is to make the Company in a ready position to capitalize on the investment opportunities as and when they arrive. It is prudent that the Company should be able to make the investment at the right time when the opportunity is available, and the limit shall be valid till the holding of next annual general meeting or for a longer period (as applicable), with the option of renewal thereon.

Following the merger of Supernet Limited into the Company, certain balances arising from transactions undertaken in the ordinary course of business with associated companies / associated undertakings were reflected in the merged financial statements of the Company, as disclosed in Notes No. 11 and 13 of the Unconsolidated Financial Statements for the year ended June 30, 2026, including the comparative figures for the year ended June 30, 2025. Such balances arose pursuant to ongoing commercial arrangements and normal business transactions between the respective parties and may include amounts subject to reconciliation, adjustment and settlement from time to time. To the extent any such balance is required to be treated as an investment for the purposes of Section 199 of the Companies Act, 2017, the proposed resolution seeks to ratify and regularize the same, including its continuation until repayment or settlement, as applicable, in accordance with applicable laws and regulations.

The Board of Directors of the Company has certified that necessary due diligence of STL has been carried out and has recommended that the shareholders of the Company pass the resolutions to permit the said investments.

AGENDA ITEM NO. 08

APPROVAL FOR FINANCING ARRANGEMENT FOR OUTSTANDING SPA CONSIDERATION

This Statement sets out the material facts pertaining to Special Business Agenda Item No. 8 as described in the Notice of 47th AGM of the Company.

The Company, pursuant to the special resolution approved by its shareholders at the Extraordinary General Meeting held on January 15, 2024 under Section 199 and 208 of the Companies Act, 2017 (the "Act"), entered into a Share Purchase Agreement dated February 15, 2024 (the "SPA") with Telecard Limited ("Telecard") for acquisition up to 100,216,722 shares, constituting up to 81.18% of the issued and paid-up share capital of Supernet Limited ("SNL") for a total consideration of PKR 1,308,830,390/-.

Pursuant to the SPA, Telecard transferred 62,956,672 shares, constituting 51% of the issued and paid-up share capital of SNL, to the Company on March 27, 2024. Against the consideration payable for the said 51% tranche i.e. PKR. 822,214,136/-, the Company has paid PKR 450 million to Telecard out of the proceeds of the recently issued right shares, leaving a balance of PKR 372,214,136 payable to Telecard.

Subsequently, SNL was merged with and into the Company pursuant to the Order of the Honourable High Court of Sindh dated February 24, 2026 (the "Order") passed in petition bearing J.C.M. No. 24 of 2025. Consequently, all the assets, properties, rights, obligations, liabilities, contracts, bank accounts etc., of, or pertaining to, SNL stand merged with, transferred to, and vested in the Company *(surviving entity)* by operation of law, with effect from the effective date i.e. 01 January 2025 ("Effective Date"). Consequently, SNL dissolved without winding up.

The Company now proposes to convert the outstanding amount of PKR 372,214,136/- into a markup-bearing financing arrangement with Telecard for a tenure of one (1) year, carrying markup at the rate of 3-Month KIBOR plus 2.40% per annum, with markup payable quarterly. The Company shall also have the option to prepay the outstanding amount, in whole or in part, on such terms as may be mutually agreed between the Company and Telecard and approved by the Board of Directors of the Company.

Since the proposed arrangement involves a change in the nature and/or terms and conditions of the investment previously approved by the shareholders pursuant to the special resolution dated January 15, 2024, shareholders' approval is being sought pursuant to Section 199(4) of the Act. Accordingly, approval is also sought for the Board of Directors to finalize and approve the financing arrangement and to make, approve and execute any consequential amendments, modifications, addenda or changes to the SPA and/or any related agreement or document, which shall be deemed approved by the shareholders.

The Directors are interested in the resolution only to the extent of their common directorships and shareholding.

SUPERNET GLOBAL
Your Digital Partner

ANNEXURE 'A'
INFORMATION RELATING TO INVESTMENTS IN ASSOCIATED COMPANIES/ ASSOCIATED UNDERTAKINGS

The information required to be annexed to the Notice of Annual General Meeting pursuant to the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017, issued under Notification No. S.R.O. 1240(I)/2017 dated December 6, 2017, is set out hereinbelow.

The information required to be annexed to the Notice in accordance with the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017 (issued pursuant to Notification bearing no. SRO 1240(I)/2017 dated December 6, 2017) is set out below:

<table>
<tr><th>SR. NO</th><th>INFORMATION REQUIRED</th><th colspan="6">DETAILS</th></tr>
<tr><td>(a)</td><td colspan="7">Disclosures for all types of investments-</td></tr>
<tr><td>(A)</td><td colspan="7">Regarding Associated Company or Associated Undertaking:</td></tr>
<tr><td>(i)</td><td>Name of the associated company or associated undertaking;</td><td colspan="2">Telecard Limited ("TCL")</td><td colspan="2">Supernet Infrastructure Solutions (Private) Limited ("SIS")</td><td>Supernet Secure Solutions (Private) Limited ("SSS")</td><td>Supernet E-Solutions (Private) Limited ("SES")</td></tr>
<tr><td>(ii)</td><td>Basis of relationship;</td><td colspan="2">Holding Company</td><td colspan="2">Wholly Owned Subsidiary</td><td>Subsidiary</td><td>Wholly Owned Subsidiary</td></tr>
<tr><td rowspan="3">(iii)</td><td rowspan="3">Earnings per share for the last three years;</td><td>2025</td><td>PKR 0.19</td><td>2026</td><td>PKR (11.52)</td><td>2026 PKR 75.46</td><td>2026 PKR 6,590</td></tr>
<tr><td>2024</td><td>PKR 0.73</td><td>2025</td><td>PKR 10.82</td><td>2025 PKR 11.58</td><td>2025 PKR 8,150</td></tr>
<tr><td>2023</td><td>PKR 0.40</td><td>2024</td><td>PKR 3.96</td><td>2024 PKR 5.51</td><td>2024 PKR 1,455</td></tr>
<tr><td>(iv)</td><td>Break-up value per share, based on latest audited financial statements;</td><td colspan="2">PKR 9.13 per share as of June 30, 2025.</td><td colspan="2">PKR 15.88 per share as of June 30, 2026.</td><td>PKR 94.81 per share as of June 30, 2026.</td><td>PKR 19,009 per share as of June 30, 2026.</td></tr>
<tr><td>(v)</td><td>Financial position, including main items of statement of financial position and profit and loss account on the basis of its latest financial statements;</td><td colspan="2">Main items of Profit and Loss Account & Balance Sheet as of June 30, 2025:
<u>Name of Item</u> | <u>Amount in PKR '000'</u>
Revenue - Net | 2,003,923
Gross Profit | 653,079
Operating Profit | 237,172
Profit after Taxation | 65,646
Non-current Assets | 501,931
Current Assets | 4,850,580
Total Equity & Liabilities | 5,352,511
Current Liabilities | 1,946,633</td><td colspan="2">Main items of Profit and Loss Account & Balance Sheet as of June 30, 2026:
<u>Name of Item</u> | <u>Amount in PKR '000'</u>
Revenue - Net | 74,148
Gross Profit | 5,967
Operating Profit/(Loss) | (49,424)
Profit/(Loss) after Taxation | (47,232)
Non-current Assets | 16,935
Current Assets | 656,812
Total Equity & Liabilities | 673,747
Current Liabilities | 608,492</td><td>Main items of Profit and Loss Account & Balance Sheet as of June 30, 2026:
<u>Name of Item</u> | <u>Amount in PKR '000'</u>
Revenue - Net | 1,403,240
Gross Profit | 312,862
Operating Profit | 243,359
Profit after Taxation | 169,783
Non-current Assets | 776
Current Assets | 668,256
Total Equity & Liabilities | 669,032
Current Liabilities | 455,669</td><td>Main items of Profit and Loss Account & Balance Sheet as of June 30, 2026:
<u>Name of Item</u> | <u>Amount in PKR '000'</u>
Revenue - Net | 560,740
Gross Profit | 146,773
Operating Profit | 100,997
Profit after Taxation | 65,901
Non-current Assets | 9,913
Current Assets | 437,465
Total Equity & Liabilities | 447,377
Current Liabilities | 257,290</td></tr>
<tr><td>(vi)</td><td>In case of investment in relation to a project of associated company or associated undertaking that has not commenced operations</td><td colspan="2">Not Applicable.</td><td colspan="2">Not Applicable.</td><td>Not Applicable.</td><td>Not Applicable.</td></tr>
</table>

<table>
<tr><th>(B)</th><th colspan="5">General disclosures:</th></tr>
<tr><td>(i)</td><td>Maximum amount of investment to be made;</td><td>Up to PKR 500 million. /- (Pak Rupees Five Hundred Million)</td><td>Up to PKR 500 million. /- (Pak Rupees Five Hundred Million)</td><td>Up to PKR 500 million. /- (Pak Rupees Five Hundred Million)</td><td>Up to PKR 500 million. /- (Pak Rupees Five Hundred Million)</td></tr>
<tr><td>(ii)</td><td>Purpose, benefits likely to accrue to the investing company and its members from such investment and period of investment;</td><td colspan="4">The proposed investments are intended to support the business and financial requirements of TCL, SIS, SSS and/or SES (as applicable), enhance the value and returns on the Company's investments, and benefit the Company and its members. The approval shall remain valid up to the conclusion of the next Annual General Meeting and shall cover equity, loans, running finance, guarantees and other permitted financial support within the approved limits, subject to applicable laws and regulatory requirements.</td></tr>
<tr><td>(iii)</td><td>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</td><td colspan="4">STL's own funds will primarily be used for the investments. However, where required, STL may use borrowed funds:

(I) STL may use borrowed funds where commercially appropriate and where TCL, SIS, SSS and/or SES (as applicable), is unable to obtain funding independently from financial institutions;
(II) The collateral to be offered for any funds borrowed by STL shall comprise STL's fixed and/or current assets or third-party collateral, as applicable; and
(III) STL shall use borrowed funds only where the markup/return receivable from TCL, SIS, SSS and/or SES (as applicable), is not less than STL's applicable borrowing cost. Where applicable, the financing may carry markup at 3-Month KIBOR plus 2.40% per annum, subject to a floor equal to STL's borrowing cost, to ensure that the investment does not result in a negative financing spread for STL.</td></tr>
<tr><td>(iv)</td><td>Salient features of the agreements(s), if any with associated company or associated undertaking with regards to the proposed investment;</td><td colspan="4">The salient features and terms of any agreements, arrangements or instruments relating to the proposed investments shall, as applicable, include subscription, acquisition, holding or transfer of equity, shares, securities or other permitted instruments; provision of loans, advances, running finance or other financial facilities; and issuance of guarantees, indemnities or other forms of permitted financial support. The amount, purpose, tenure, return/markup, repayment, security/collateral, conditions precedent, covenants and other commercial terms of each investment shall be determined on a case-to-case basis, having regard to the nature of the investment and the commercial requirements of TCL, SIS, SSS and/or SES (as applicable), and shall be subject to the limits approved by the members and applicable law. In case of any financing arrangement, the applicable markup/return may be determined with reference to 3-Month KIBOR plus 2.40% per annum, subject to a floor equal to STL's applicable borrowing cost, where commercially and legally applicable. Any investment shall be made only pursuant to definitive agreements or other legally enforceable instruments, where applicable. Any renewal, extension, enhancement, substitution or material variation in the nature, amount, terms or conditions of an investment shall likewise be subject to applicable law and the requisite corporate and shareholders' approvals.</td></tr>
<tr><td>(v)</td><td>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;</td><td>The following Directors are interested only to the extent of their common directorship in the Company and TCL and their nominal shareholding in TCL:

<table><tr><th>Name of Director</th><th>No. of Shares held in TCL</th></tr><tr><td>Mr. Syed Aamir Hussain</td><td>27439 shares i.e. 0.01%</td></tr><tr><td>Mr. Waseem Ahmad</td><td>564 shares i.e. 0.00%</td></tr><tr><td>Mr. Syed Imran Haider</td><td>Nil</td></tr><tr><td>Mr. Asad Mujtaba Naqvi</td><td>537 shares i.e. 0.00%</td></tr><tr><td>Mrs. Fabzia Ahsen</td><td>537 shares i.e. 0.00%</td></tr></table></td><td>The following Directors / CEO are interested only to the extent of their common directorship in the Company and SIS and their nominal shareholding in SIS:

<table><tr><th>Name of Director</th><th>No. of Shares held in SIS</th></tr><tr><td>Mr. Jamal Nasir Khan</td><td>10 Shares i.e. 0.00%</td></tr><tr><td>Mr. Syed Imran Haider</td><td>10 Shares i.e. 0.00%</td></tr></table></td><td>The following Directors/CEO are interested only to the extent of their common directorship in the Company and SSS and their nominal shareholding in SSS:

<table><tr><th>Name of Director</th><th>No. of Shares held in SSS</th></tr><tr><td>Mr. Syed Aamir Hussain</td><td>1 Shares i.e. 0.00%</td></tr><tr><td>Mr. Jamal Nasir Khan</td><td>450,000 Shares i.e. 20%</td></tr></table></td><td>The following Directors/CEO are interested only to the extent of their common directorship in the Company and SES and their nominal shareholding in SES:

<table><tr><th>Name of Director</th><th>No. of Shares held in SES</th></tr><tr><td>Mr. Jamal Nasir Khan</td><td>1 Shares i.e. 0.01%</td></tr></table></td></tr>
</table>

		Ms. Naueen Ahmed | Nil			
(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; and	N/A	The Company has made long-term equity investments in SIS to the extent of its respective shareholding. Such investments are periodically reviewed by the Company based on their financial and operational performance.	The Company has made long-term equity investments in SSS to the extent of its respective shareholding. Such investments are periodically reviewed by the Company based on their financial and operational performance.	The Company has made long-term equity investments in SES to the extent of its respective shareholding. Such investments are periodically reviewed by the Company based on their financial and operational performance.
(vii)	Any other important details necessary for the members to understanding the transaction;	The approval is sought to facilitate the timely and efficient execution of investments and related transactions within the approved limits, as and when required. Such approval shall not constitute a commitment or obligation on STL to make or disburse the entire approved amount, and any investment, drawdown or other financial support shall remain subject to STL's liquidity, applicable financial and contractual covenants, prevailing commercial terms, and such corporate, regulatory and other approvals as may be required under applicable law.			
(c) In case of investments in the form of loans, advances and guarantees, following disclosures in addition to those provided under clause (a) of sub-regulation (1) of regulation 3 shall be made					
(i)	category-wise amount of investment;	The proposed investments shall be made within the aggregate limits approved by the members, with the maximum exposure disclosed category-wise as follows: **loans/advances – PKR 500 million; running finance/other financing facilities – PKR 500 million; guarantees/indemnities and other permitted financial support – PKR 500 million**, subject to the respective limits approved for TCL. The actual amount utilized under each category shall remain subject to the applicable approved limit and the terms and conditions of the respective investment as determined by the Board, subject to applicable law.	The proposed investments shall be made within the aggregate limits approved by the members, with the maximum exposure disclosed category-wise as follows: **loans/advances – PKR 500 million; running finance/other financing facilities – PKR 500 million; guarantees/indemnities and other permitted financial support – PKR 500 million**, subject to the respective limits approved for SIS. The actual amount utilized under each category shall remain subject to the applicable approved limit and the terms and conditions of the respective investment as determined by the Board, subject to applicable law.	The proposed investments shall be made within the aggregate limits approved by the members, with the maximum exposure disclosed category-wise as follows: **loans/advances – PKR 500 million; running finance/other financing facilities – PKR 500 million; guarantees/indemnities and other permitted financial support – PKR 500 million**, subject to the respective limits approved for SSS. The actual amount utilized under each category shall remain subject to the applicable approved limit and the terms and conditions of the respective investment as determined by the Board, subject to applicable law.	The proposed investments shall be made within the aggregate limits approved by the members, with the maximum exposure disclosed category-wise as follows: **loans/advances – PKR 500 million; running finance/other financing facilities – PKR 500 million; guarantees/indemnities and other permitted financial support – PKR 500 million**, subject to the respective limits approved for SES. The actual amount utilized under each category shall remain subject to the applicable approved limit and the terms and conditions of the respective investment as determined by the Board, subject to applicable law.
(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;	STL's average borrowing cost for FY2026 was 13.5% per annum, while the 3-Month KIBOR ranged between 10.63% and 11.49% per annum during FY2026. The applicable rate for each financing facility shall be determined/reset by reference to the prevailing 3-Month KIBOR for the relevant markup period, or the applicable rate for Shariah-compliant or unfunded facilities, as the case may be.			

(iii)	rate of interest, markup, profit, fees or commission etc. to be charged by investing company;	3-Month KIBOR plus 2.40% per annum, subject to a floor equivalent to STL's applicable borrowing cost, or such other rate, markup, profit, fee or commission as may be applicable to the respective investment/facility and approved in accordance with applicable law.			
(iv)	particulars of collateral or security to be obtained in relation to the proposed investment;	The proposed investment may be secured by such charge over movable and/or immovable assets, guarantees, undertakings or other collateral/security of TCL or its relevant assets, as may be mutually agreed between STL and TCL, having regard to the nature, amount and terms of the investment and subject to applicable law. The nature, extent, ranking and terms of such collateral/security shall be set out in the definitive agreement or instrument relating to the relevant investment, and any security so created shall secure the amounts and obligations stipulated therein and shall be released, discharged or otherwise dealt with in accordance with its terms upon repayment or discharge of the secured obligations, as applicable.	The proposed investment may be secured by a charge over the present and future current and/or fixed assets of SIS, guarantees, undertakings or such other collateral/security as may be mutually agreed between STL and SIS, having regard to the nature, amount and terms of the relevant investment/facility and subject to applicable law. The nature, extent, ranking and terms of such collateral/security shall be set out in the definitive agreement or instrument relating to the relevant investment/facility, and any security so created shall secure the amounts and obligations stipulated therein and shall be released, discharged or otherwise dealt with in accordance with its terms upon repayment or discharge of the secured obligations, as applicable.	The proposed investment may be secured by a charge over the present and future current and/or fixed assets of SSS, guarantees, undertakings or such other collateral/security as may be mutually agreed between STL and SSS, having regard to the nature, amount and terms of the relevant investment/facility and subject to applicable law. The nature, extent, ranking and terms of such collateral/security shall be set out in the definitive agreement or instrument relating to the relevant investment/facility, and any security so created shall secure the amounts and obligations stipulated therein and shall be released, discharged or otherwise dealt with in accordance with its terms upon repayment or discharge of the secured obligations, as applicable.	The proposed investment may be secured by a charge over the present and future current and/or fixed assets of SES, guarantees, undertakings or such other collateral/security as may be mutually agreed between STL and SSS, having regard to the nature, amount and terms of the relevant investment/facility and subject to applicable law. The nature, extent, ranking and terms of such collateral/security shall be set out in the definitive agreement or instrument relating to the relevant investment/facility, and any security so created shall secure the amounts and obligations stipulated therein and shall be released, discharged or otherwise dealt with in accordance with its terms upon repayment or discharge of the secured obligations, as applicable.
(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; and	None	None	None	None
(vi)	repayment schedule and terms and conditions of loans or advances to be given to the associated company or associated undertaking.	Loans, advances and other financing facilities may be availed, repaid and, where applicable, re-drawn during the approved availability period. The outstanding principal amount, together with accrued markup/profit, fees and other amounts payable, shall be repayable in accordance with the terms of the relevant definitive agreement or instrument, including upon expiry or termination thereof, and may be made repayable within 30 days of written demand, where applicable. Markup/profit shall be payable in accordance with the agreed terms, including, where applicable, quarterly in arrears.			

SUPERNET TECHNOLOGIES LIMITED

Registered Office: 4th Floor, Tower – B, World Trade Center, Khayaban-e-Roomi, Block-5, Clifton, Karachi

supernet-technologies.com

Ballot paper for voting through post for poll to be held at the 47th Annual General Meeting of Supernet Technologies Limited scheduled for on **Wednesday, October 28, 2026 at 02:00 P.M**. noon at **Hotel Crown Inn located at Plot No. 171, Off 21, Sharah – e –Iraq, Saddar, Karachi.**

Designated email address of the Chairman at which the duly filled in ballot paper may be sent: companysecretary@supernet-technologies.com

Name of shareholder/joint shareholders	
Registered Address	
Number of shares held and folio 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 (delete as appropriate);

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)
Agenda Item No. 5	**"RESOLVED THAT** subject to the confirmation of the Securities and Exchange Commission of Pakistan under Sections 21 and 32 of the Companies Act, 2017, the registered office of the Company be changed from "Province of Sindh" to "Islamabad Capital Territory" i.e. from "4th Floor, Tower B, World Trade Center, Block – 05, Clifton, Karachi" to "75 – East, Blue Area, Fazal – e – Haq Road, Islamabad". **"FURTHER RESOLVED THAT** the amendments in the Memorandum of Association of the Company for the change of registered office of the Company be made as set out below: Clause II of the Memorandum of Association of the Company be and is hereby amended to read as follows: "II. The registered office of the Company will be situated in the Islamabad Capital Territory." **"FURTHER RESOLVED THAT** all references to the registered office situated in the Province of Sindh in the Memorandum and Articles of Association of the Company be removed and replaced with references to the registered office situated in the Islamabad Capital Territory." **"FURTHER RESOLVED THAT** Chief Executive Officer, any Director or Company Secretary of the Company be and are hereby singly authorized to take any and all actions as may be required from time to time for the purposes of implementing the above resolutions, to complete all necessary legal and corporate formalities with regard to the above resolutions and to do all such acts, deeds and things as may be deemed necessary or expedient for concluding the said matters." **"FURTHER RESOLVED THAT** all formalities required under the applicable laws, rules, regulations, etc., may be fulfilled for the purposes of changing the registered office of the Company as per the details described above."			
Agenda Item No. 6	**"RESOLVED THAT** the transactions, arrangements, agreements, and balances carried out by the Company with its Related Parties during the year ended June 30, 2026, as disclosed in the annual audited financial statements of the Company for the said period be and are hereby ratified, approved, and confirmed." **"FURTHER RESOLVED THAT** the Board of Directors and the Company be and is hereby fully authorized to enter into arrangements or carry out transactions from time to time with different related parties to the extent deemed fit and / or approved by the Board of Directors, during the financial year ending June 30, 2027 or up to next annual general meeting. The members have noted that for the aforesaid arrangements and transactions some or a majority of the Directors may be interested. Notwithstanding the same, the members hereby grant an advance authorization and approval to the Board Audit Committee and the Board of Directors of the Company, including under Sections 207 and / or 208 of the Companies Act, 2017 (to the extent applicable) to review and approve all related party transactions as per the quantum approved by the Board of Directors from time to time." **"FURTHER RESOLVED THAT** the transactions approved by the Board of Directors shall be deemed to have been approved by the shareholders under Section 207 and / or 208 of the Companies Act, 2017 (if triggered) and shall be placed before the shareholders in the next Annual General Meeting for their ratification and confirmation (if required)."			
Agenda Item No. 7	**"RESOLVED THAT** the consent and approval of the members be and is hereby accorded under Section 199 of the Companies Act, 2017, the Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017 and other applicable laws, for making investments, from time to time, in the following associated companies / associated undertakings of the Company, within the respective limits specified against each company and subject to the terms and conditions as mentioned in the Annexure 'A' of Statement under Section 134(3) of the Companies Act, 2017:			

S. No.	Name of Associated Companies / Undertakings	Sanctioned Limit for Investment (loans, advances, running finance, guarantee, etc.) (In "PKR")
1.	Telecard Limited ("TCL")	Up to PKR 500 Million.
2.	Supernet Infrastructure Solutions (Private) Limited ("SIS")	Up to PKR 500 Million.
3.	Supernet Secure Solutions (Private) Limited ("SSS")	Up to PKR 500 Million.
4.	Supernet E-Solutions (Private) Limited ("SES")	Up to PKR 500 Million

	"FURTHER RESOLVED THAT the aforesaid investment limits be and are hereby approved to be utilized, as and when required, in any form / nature of investment including equity, shares, loans, advances, running finance, guarantee, indemnity, pledge of shares and/or other permitted forms of financial support, subject to the terms and conditions as mentioned in the Statement under Section 134(3) of the Companies Act, 2017 and applicable laws." **"FURTHER RESOLVED THAT** the proposed investments may be financed through the Company's internal cash flows and/or borrowed funds, as may be determined by the Board of Directors from time to time, subject to the terms and conditions disclosed in the Statement under Section 134(3) of the Companies Act, 2017 and applicable laws." **"FURTHER RESOLVED THAT** the aforesaid approval shall remain valid for a period up to the conclusion of the next Annual General Meeting of the Company and shall be renewable thereon for further period(s), as may be approved by the members in accordance with applicable law." **"FURTHER RESOLVED THAT** the consent and approval of the members be and is hereby accorded to ratify and confirm, to the extent required under Section 199 of the Companies Act, 2017, the transaction(s) and/or outstanding amount(s) arising from normal trade transactions with the relevant associated company / associated undertaking which remained outstanding beyond the applicable trade credit period and were accordingly considered as investment(s) for the purposes of Section 199, as disclosed in the Notes no. 11 and 13 of the Company's Unconsolidated Financial Statements for the year ended June 30, 2026, including the comparative figures for the year ended June 30, 2025, together with the continuation thereof up to the date of repayment or settlement, as applicable and the Board of Directors of the Company be and is hereby authorized to determine, approve and finalize the terms and conditions thereof and to take all necessary actions in this regard in accordance with applicable laws and regulations." **"FURTHER RESOLVED THAT** the Chief Executive Officer and / or any Director and / or the Company Secretary and / or the Chief Financial Officer of the Company be and are hereby singly authorized, to take and do, and/or cause to be taken or done, any/all necessary actions, deeds and things which are or may be necessary, incidental and/or consequential for giving effect to the aforesaid resolution and to make the investments within the approved limits, as and when required, including but not limited to negotiating, finalizing and executing any necessary agreements, documents and instruments and attending to all ancillary matters thereto, subject to applicable laws and regulatory requirements."			
Agenda Item No. 8	**"RESOLVED THAT** pursuant to Section 199, 207, 208 and other applicable provisions of the Companies Act, 2017 and other applicable laws, approval of the members be and is hereby accorded to the Company for entering into a financing arrangement with Telecard, being an associated company of the Company, in respect of the outstanding consideration payable to Telecard under the SPA, which was executed pursuant to the special resolution approved by the members on January 15, 2024." **"FURTHER RESOLVED THAT** the outstanding balance of up to PKR 372,214,136/- under the SPA shall be converted into a markup-bearing financing facility for a tenure of one (1) year, carrying markup at the rate of 3-Month KIBOR plus 2.40% per annum, with markup payable quarterly, and with the Company having the option to prepay the outstanding amount, in whole or in part, on such terms as may be mutually agreed between the Company and Telecard Limited and approved by the Board of Directors in accordance with applicable laws and regulations." **"FURTHER RESOLVED THAT** the Board of Directors of the Company be and is hereby authorized to finalize, approve and give effect to the aforesaid financing arrangement and to make, approve and execute any financing agreements as well as any amendments, modifications, variations or additions to the SPA and/or any ancillary or supplemental documents as may be considered necessary or expedient in connection therewith, and all such amendments, modifications, variations, additions, agreements and documents approved and executed by the Board shall be deemed to have been approved by the members of the Company." **"FURTHER RESOLVED THAT** the Chief Executive Officer, Company Secretary, Chief Financial Officer or any Director (the "Authorized Persons"), be and are hereby singly authorized to finalize, execute and deliver all agreements, documents and instruments and to take all necessary actions and complete all legal, regulatory and corporate formalities for giving effect to the foregoing resolutions." **"FURTHER RESOLVED THAT** all acts, deeds and things already undertaken by the Authorized Persons in connection with the foregoing matter be and are hereby ratified, confirmed and approved."			

_____
Signature of shareholder(s)
Place:
Date:

NOTES:

1. Duly filled postal ballot should be sent to Chairman of the meeting through post at 9th Floor, Tower B, World Trade Center, Khayaban-e-Roomi, Block-5, Clifton, Karachi (Attention of the Company Secretary) OR through the registered email address of the member at companysecretary@supernet-technologies.com with subject of '**STL – Postal Ballot for AGM 2026'.**
2. Copy of CNIC should be enclosed with the postal ballot form.
3. Postal ballot forms should reach chairman of the meeting on or before **October 27, 2026 before 5:00 p.m**. Any postal ballot received after this date, will not be considered for voting.
4. Signature on postal ballot should match with signature on CNIC.
5. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot paper will be rejected.

FORM OF PROXY
ANNUAL GENERAL MEETING

I/We, _____of_____, holding CNIC/Passport No./Registration No. / CUIN No. _____and being a member of **Supernet Technologies Limited** ("the Company") holding _____ shares of the Company, hereby appoint _____ son / daughter of _____, holding CNIC/Passport No. _____, or failing him/her hereby appoint _____ of _____, holding CNIC/Passport No. _____, as my/our proxy to vote for me/us and my/our behalf at the Annual General Meeting of the Company, to be held on the _____ day of _____ and at any adjournment thereof.

As witness my/our hand/seal this _____day of _____, 20___.

Revenue Stamp of Rs. 5/-

CDC Account No.

_____
Signature of the Shareholder / Shareholders(s)

WITNESSES:

1. **Signature:** _____
   Name: _____
   CNIC No.: _____
   Address: _____

2. **Signature:** _____
   Name: _____
   CNIC No.: _____
   Address: _____

Notes:

1. This Proxy Form, duly completed and signed, must be received at the Registered Office of the Company, not less than 48 hours before the time of holding the meeting. A proxy must be a member of the Company.
2. The Proxy Form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
3. Attested copies of CNIC of the appointer and the proxy-holder shall be furnished with the Proxy Form.
4. The proxy-holder shall produce his/her original CNIC at the time of the meeting.
5. In case of corporate entity, the Board of Directors' resolution / Power of Attorney with specimen signature shall be submitted along with Proxy Form.