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

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

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

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

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

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

<table>
<tr><th>(a)</th><th colspan="3">Disclosures for all types of investments</th></tr>
<tr><td>A</td><td colspan="3">Regarding associated company or associated undertaking</td></tr>
<tr><td>(i)</td><td>Name of Associated Company or Associated Undertaking.</td><td colspan="2">ITANZ Infinity Pty Ltd</td></tr>
<tr><td>(ii)</td><td>Basis of Relationship.</td><td colspan="2">Common Directorship</td></tr>
<tr><td>(iii)</td><td>Earnings per Share for the last three years.</td><td colspan="2">2023: AUD 5.826.62
2024: AUD 5,293.43
2025: AUD 8,201.19</td></tr>
<tr><td>(iv)</td><td>Break-up value per Share, based on last audited financial statements.</td><td colspan="2">2023: AUD 20,323.67
2024: AUD 25,617.09
2025: AUD 33,818.28</td></tr>
<tr><td rowspan="8">(v)</td><td rowspan="8">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>As on 30 June 2025</td><td>AUD</td></tr>
<tr><td>Total Equity</td><td>3,381,828</td></tr>
<tr><td>Non-current liabilities</td><td>1,980,915</td></tr>
<tr><td>Current liabilities</td><td>6,863,923</td></tr>
<tr><td>Non-Current assets</td><td>10,936,792</td></tr>
<tr><td>Current assets</td><td>1,289,874</td></tr>
<tr><td>Revenue</td><td>5,548,739</td></tr>
<tr><td>Net profit</td><td>820,119</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, following further information, namely,-
i) description of the project and its history since conceptualization;
ii) starting date and expected date of completion of work;
iii) time by which such project shall become commercially operational;
iv) expected time by which the project shall start paying return on investment; and
v) funds invested or to be invested by the promoters, sponsors, associated company or associated undertaking distinguishing between cash and non-cash amounts.</td><td colspan="2">N/A</td></tr>
<tr><td>B</td><td colspan="3">General Disclosures</td></tr>
<tr><td>(i)</td><td>Maximum amount of investment to be made.</td><td colspan="2">AUD 21,857,641 (Approx PKR 4,344 million)</td></tr>
</table>

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

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

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

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

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

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

BALLOT PAPER FOR VOTING THROUGH POST.

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

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

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

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

Resolution for Agenda No.02

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

Resolution for Agenda No.03

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

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

Signature of shareholder(s): ________________ Place: ____________ Date: __________________

NOTES/PROCEDURE FOR SUBMISSION OF BALLOT PAPER:

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

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