



LSE CAPITAL

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November 27, 2025 / 59847

The General Manager
Pakistan Stock Exchange Limited,
Stock Exchange Building,
Stock Exchange Road,
Karachi.

Subject: Resolutions Passed by the Shareholders in the Annual General Meeting

Dear Sir,

In accordance with the clause 5.6.9 (b) of the Rule Book of Pakistan Stock Exchange Limited, we are pleased to inform you that following resolutions have been unanimously passed by the shareholders of the **LSE Capital Limited** ("the Company") in their Annual General Meeting held on November 27th, 2025 at the registered office of the Company.

ORDINARY BUSINESS

1. To confirm the minutes of the previous Annual General Meeting (AGM) held on November 27th, 2024.

"RESOLVED THAT the minutes of the AGM of the Company held on November 27th, 2024, be and are hereby taken as read and confirmed."

2. To receive, consider and adopt the Annual Audited Financial Statements of the Company for the year ended June 30, 2025, together with the Directors' and Auditors' Reports thereon.

"RESOLVED THAT the Annual Audited Financial Statements of LSE Capital Limited for the financial year ended June 30th, 2025, together with the Directors' Report, the Auditors' Report thereon, be and are hereby approved and adopted."

3. To appoint External Auditors of the Company for the year ending June 30th, 2026, and to fix their remuneration.

"RESOLVED THAT the appointment of M/s. Ilyas Saeed & Co., Chartered Accountants, as the Auditors of LSE Capital Limited for the year ending June 30th, 2026 at the same remuneration of the previous auditors as recommended by the Board of Directors of the Company be and is hereby approved."

SPECIAL BUSINESS

4. To consider and if deemed appropriate, pass the following Special Resolutions with or without any modification(s), addition(s) and/or deletion(s), as deemed appropriate by the members:

- 4.1 Changes in the Memorandum/Articles of Association of the Company for:



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LSE Capital Limited

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4.1.1 Stock split by reducing par/nominal value of the share of the Company from Rs. 10.00 to Rs. 5.00 per share:

4.1.1.1 “**RESOLVED THAT** pursuant to the Section 85 of the Companies Act, 2017 the approval be and is hereby accorded for subdivision of the authorized capital of LSE Capital Limited (“the Company”) from Rs. 2,500,000,000/- divided into 200,000,000 ordinary shares of Rs. 10.00 each and 50,000,000 Preference Shares of Rs. 10/- each to Rs. 2,500,000,000/- divided into 400,000,000 Ordinary shares of Rs. 5.00 each and 100,000,000 Preference Shares of Rs. 5/- each.

4.1.1.2 “**FURTHER RESOLVED THAT** the Company Secretary be and is hereby authorized to amend and alter the Memorandum of Association and Articles of Association of the Company to give effect of subdivision of authorized capital of the Company and to change its issued capital accordingly.

4.1.1.3 “**FURTHER RESOLVED THAT** the Board of Directors of the Company be and is hereby authorized to determine the entitlement dates and book closure dates (in their separate meeting of the Board or pass the resolutions through circulation) to effectuate the stock split.

4.1.1.4 “**FURTHER RESOLVED THAT** approval be and is hereby accorded to replace Clause V of the Memorandum of Association and Clause 6 of the Articles of Association of the Company as follows:

CLAUSE V OF THE MEMORANDUM OF ASSOCIATION:

“V: The Authorized capital of the Company is Rs. 2,500,000,000/- (Rupees Pak. Two Thousand Five Hundred Million only) divided into 400,000,000 (Four Hundred million) Ordinary shares of Rs. 5/- (Rupees Five) each and 100,000,000 Preference Shares of Rs. 5/- each having such preferential, redemption, conversion, deferred, qualified or special rights, privileges or conditions as provided in the Articles of Association of the Company or in accordance with the Companies Act, 2017.”

CLAUSE 6 OF THE ARTICLES OF ASSOCIATION:

“Share Capital:

3. The Authorized Capital of the Company is Rs. 2,500,000,000 (Rupees Two Thousand Five Hundred Million only) divided into 400,000,000 (Four Hundred Million) Ordinary Shares of Rs. 5/- each and 100,000,000 (One Hundred Million) Preference Shares of Rs. 5/- each.”

4.1.2 Offering of Optional Payout Structure to the Shareholders:

4.1.2.1 “**RESOLVED THAT** the approval be and is hereby accorded for the addition of the following new clauses (Articles) as Articles 80A, 80B, 80C and 80D in the Articles of Association of the Company and the renumbering of all of the next clauses (Articles) accordingly:



- “80A Subject to the Companies (Further Issue of Shares) Regulations, 2020, the Company shall have the power to issue bonus shares of any class out of any reserve(s) of any kind from time to time, and the decision of the Board to issue bonus shares, once announced, shall not be varied, postponed, withdrawn or cancelled.
- 80B The Company shall also have the power to implement an optional payout structure whereby a shareholder may be asked to either opt for receiving cash dividend or equity dividend (as fully paid bonus shares). The Board of Directors shall have the power to determine the price/value and procedure for such optional bonus shares.
- 80C A shareholder choosing optional bonus will forgo his/her/their right to cash dividend whereafter the Company shall issue and credit such number of bonus shares which equals the value of cash payout (dividend) for the relevant period.
- 80D No Dividend shall be paid otherwise than out of profits of the year or undistributable profits. However, bonus shares shall be paid from any reserves including capital reserves.”

4.1.2.2 “RESOLVED FURTHER THAT with the insertion of the above clause (article), all of the next clauses (articles) shall be renumbered accordingly.”

4.2 Transactions with associated companies/related parties (under Section 199 of the Companies Act, 2017):

4.2.1 “RESOLVED THAT the approval be and is hereby accorded to fix the upper limit of the Company’s investments/financing with associated companies/related parties with the condition that any investment (against equity on market price/right shares subscription/initial capital, as the case may be) shall not exceed PKR 600 Mn, and any advance/financing/loan shall not be below the rate of six (6) months KIBOR+1%. Similarly, any disposal of the already held equity or divestment from any associated company shall not be less than the market price or the value certified by a firm of Chartered Accountants.”

4.2.2 “FURTHER RESOLVED THAT in light of the above, the Board of the Company be and is hereby authorized to approve transactions with associated companies / related parties, which may be carried out during the financial year ending June 30, 2026.”

4.2.3 “FURTHER RESOLVED THAT all transactions with associated companies / related parties shall be placed before the shareholders for ratification in the subsequent general body meetings.”

4.2.4 “FURTHER RESOLVED THAT the related party transactions as provided in the relevant notes of the accounts for the period ended June 30, 2025, be and are hereby approved/ratified.”

4.3 Authorizing the Company Secretary to implement all special resolutions passed in AGM:



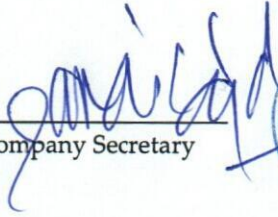
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4.3.1 “RESOLVED THAT the Company Secretary, be and is hereby authorized to take all necessary steps and execute all necessary documents towards fulfillment of all legal and corporate requirements involved, and to file all requisite documents with the Securities and Exchange Commission of Pakistan, as may be necessary or expedient for the purpose giving full effect to and implementing the letter, spirit and intent of the foregoing resolutions.”

You may please inform the TRE Certificate holders of the exchange accordingly.

For and on behalf of the Company



Company Secretary



Cc: **The Executive Director/HOD, Offsite-II Department, Supervision Division,
Securities and Exchange Commission of Pakistan, NIC Building, Blue Area, Islamabad.**