

ISE REALTY COMPANY LIMITED

NOTICE OF THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS/ MEMBERS OF ISE REALTY COMPANY LIMITED

Pursuant to the Order of the Honourable Islamabad High Court (IHC), Islamabad in respect of the **Company Original No. 15/2025**, dated November 21, 2025, and upon the approval from the Chairman of the meeting (**Wajid Mehmood Kayani, Advocate**), having been appointed by Honourable IHC, this notice is hereby given that the Extraordinary General Meeting ("EOGM") of the shareholders/members of ISE Realty Company Limited ("ISERCL" or "the Company") will be held on Tuesday, December 16th, 2025, at 04:30 PM at the registered office of the Company located at G-12, 55-B, ISE Towers, Jinnah Avenue, Blue Area, Islamabad – 44000, Pakistan, to transact the following business:

SPECIAL BUSINESS

To consider and, if deemed fit, pass the following special resolutions with or without any modification(s), addition(s) or deletion(s), to approve, adopt, and agree to the Scheme of Compromises, Arrangement and Reconstruction between ISE Towers REIT Management Company Limited (ISETRMC) and its members and ISE Realty Company Limited and its members, for the transfer of designated assets and liabilities from ISETRMC (as transferor) to ISERCL (as transferee), and for the reconstitution/reconstruction of the share capital and reserves of both companies pursuant to Sections 279 to 283 of the Companies Act, 2017, and other applicable provisions.

PROPOSED RESOLUTIONS

1. **"RESOLVED UNANIMOUSLY THAT** the Draft Scheme of Arrangement, for the restructuring/rearrangement/reallocation and issuance of the equity capital of the Company and the inter-company transfer of certain designated assets and liabilities, as per the specific Articles and Schedules detailed in the Scheme, and for the subsequent registration/launch of the REIT Scheme(s) and its future public listing, be and is hereby unanimously approved by the shareholders;" and
2. **"FURTHER RESOLVED UNANIMOUSLY THAT** the shareholders/members hereby grant approval to the terms, conditions, authorizations, and powers contained in Schedule-4 of the Scheme;" and
3. **"FURTHER RESOLVED UNANIMOUSLY THAT** the Board of Directors of the Company either by themselves, or through the CEO of the Company be and are hereby authorized to undertake all necessary actions or take all required steps for the implementation of the Scheme, after the sanction thereof by the Honorable IHC;"
4. **"FURTHER RESOLVED UNANIMOUSLY THAT** subsequent to the sanction of the Scheme by the Honorable IHC, the Board of Directors of the Company be and is here by authorized

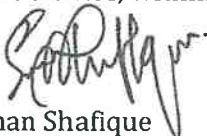


ISE REALTY COMPANY LIMITED

to change the name of ISERCL to ISE REIT Management Company Limited, or any other suitable name as the Board may decide in its absolute discretion;" and

5. **"FURTHER RESOLVED UNANIMOUSLY THAT** the Board of Directors of the Company be and are hereby authorized to make any subsequent/future changes, modifications or additions or alterations to the Scheme or to any particular part thereof (including any distribution ratio), which the Honorable IHC or the Commission may think fit to order, direct or impose or consider necessary for the removal of any difficulty arising from the Scheme and/or for its implementation or with respect to any matter connected therewith, under the authority of these resolutions, and without any further need for any specific approval from the shareholders of the Company in this matter;" and
6. **"FURTHER RESOLVED UNANIMOUSLY THAT** the Board of Directors of the Company be and are hereby authorized to make the required changes in the Memorandum and Articles of the Company as proposed in the Scheme, or any other changes if so advised or directed or ordered or required by the Honorable IHC or the Commission, under the authority of these resolutions, and without any further need for any specific approval from the shareholders of the Company in this matter."

As directed by the Honorable IHC, the Chairman of the meeting shall submit his report to the Honorable IHC, within seven (7) days of the meeting.


Zeeshan Shafique
Company Secretary
Place: Islamabad
Dated: November 24, 2025



NOTES

1. A statement of information under sections 281(1)(a) and 134(3) of the Companies Act, 2017, setting out all material facts concerning the special business is made part of the notes to the notice of the meeting.
 2. The Share Transfer Books of the Company will remain closed from Wednesday, December 10, 2025 to Tuesday, December 16, 2025 (both days inclusive). Transfers approvals received at the Company's office G-12, 55-B, ISE Towers, Jinnah Avenue, Blue Area, Islamabad – 44000, Pakistan, by the close of business on December 09, 2025 will be treated in time for the purpose of determining the entitlement to attend the EOGM.
 3. A member entitled to attend the EOGM may appoint another member of the Company as his / her proxy to attend the EOGM. A proxy form is enclosed. Proxies, in order to be effective, must be received at the Registered Office of the Company duly stamped and signed not less than 48 hours before the time of holding the meeting i.e., on or before 04:30 p.m. December 13, 2025.
 4. In case of individuals, the account holder or sub-account holder and / or the persons whose securities are in joint account and their registration details are uploaded as per the regulations, shall authenticate their identity by showing their original Computerized National Identity Card (CNIC) or original passport at the time of attending the EOGM.
 5. In case of corporate entities, the Board of Directors' resolution / power of attorney with specimen signature of the nominees shall be produced at the time of the meeting for participation in the EOGM.
 6. Interested shareholders/members may inspect or obtain copies of the Scheme, the statement under Section 281 of the Companies Act, 2017 and other published information during business hours at the registered office until the conclusion of the EOGM.
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**STATEMENT OF INFORMATION UNDER SECTION 281(1)(a)/134(3) OF THE
COMPANIES ACT, 2017**

1. ISE TOWERS REIT MANAGEMENT COMPANY LIMITED (“ISETRMC”)

ISETRMC was initially incorporated as **Islamabad Stock Exchange (Guarantee) Limited** on October 25, 1989 under the Companies Ordinance, 1984 to operate as a stock exchange.

On August 27, 2012, ISE was converted into a public company limited by shares pursuant to the **Stock Exchanges (Corporatization, Demutualization and Integration) Act, 2012**.

On August 25, 2015, ISE entered into an MoU with KSE and LSE for the formation of the **Pakistan Stock Exchange Limited (“PSX”)**. The Scheme of Integration was approved by SECP on January 11, 2016. Under this approval:

- ISE’s stock exchange-related assets and liabilities were transferred to PSX
- ISE was renamed **ISE Towers REIT Management Company Limited**
- The Company obtained a license to operate as an NBFC

On May 18, 2023, the Company approved the launch of its first rental REIT, **ISE Towers REIT Scheme**, and received SECP’s consent for registration on August 10, 2023.

2. ISE REALTY COMPANY LIMITED (“ISERCL”)

ISERCL was incorporated on October 21, 2025 under the Companies Act, 2017. Its principal line of business is real estate development and marketing, including commercial, residential, mixed-use, and recreational projects, subject to applicable legal approvals. ISERCL is a **subsidiary of ISETRMC**. The primary purpose of ISERCL’s formation is to receive designated assets and liabilities from ISETRMC under the Scheme. After implementation:

- ISERCL will become a **REIT Management Company**
- ISETRMC will transform into a **Special Purpose Vehicle (SPV)**

OBJECTIVES AND BENEFITS OF THE SCHEME

1. Objectives

1. To conduct real estate management business in a more structured and governable manner.
2. To transform ISETRMC into an SPV retaining real estate assets.
3. To transfer designated assets and liabilities (if determined) from ISETRMC to ISERCL.
4. To enable ISERCL to obtain a REIT Management Company license.
5. To amend the Memorandum and Articles of Association of both companies to reflect revised business objectives and names.
6. To authorize issuance and allocation of new shares between the entities and shareholders.
7. To create shareholding linkage between ISETRMC and ISERCL.

2. Benefits

1. Ensuring regulatory compliance with NBFC/REIT Regulations through proper segregation of REIT Property and Assets.
2. Allowing ISERCL to commence REIT Management operations and launch REIT schemes.

3. Enhancing the credibility of ISERCL as a REIT Management Company.
4. Facilitating transfer of the RMC license.
5. Categorizing ISETRMC as an SPV under the Scheme.
6. Enabling ISERCL to launch the **ISE Towers REIT Scheme** under RMC license.
7. Issuing pro-rata shares of ISERCL to current shareholders of ISETRMC.
8. Listing the **ISE Towers REIT Scheme (ISESCHEME)** units on PSX.
9. Unlocking value for existing shareholders through REIT units.
10. Enabling participation of outside investors in ISESCHEME through the stock exchange.
11. Swapping shares of ISETRMC with REIT units under the Scheme.

3. BOOK VALUE OF COMPANIES BEFORE & AFTER THE SCHEME

		ISETRMC	ISERCL
Before the Scheme			
Authorized Capital	Nos.	700,000,000	5,000,000
Issued Capital	Nos.	367,186,963	1,000
Par/Nominal Value	PKR/Share	10.00	10.00
Book Value	PKR/Share	22.57	10.00
After the Scheme			
Authorized Capital	Nos.	600,000,000	280,000,000
Issued Capital	Nos.	567,187,000	270,001,037
Par/Nominal Value	PKR/Share	10.00	10.00
Book Value	PKR/Share	13.20	10.36

OTHER MATTERS

1. Interest of Directors

Directors are interested to the extent of their shareholding and common directorships as disclosed in the Scheme.

2. Effect on Secured Creditors

There are no secured creditors.

3. Risk Factors

- a. The Scheme is yet to be approved by the shareholders.
- b. The Scheme is yet to be sanctioned by SECP and the Honourable Islamabad High Court.

4. Mitigants

- Both companies will continue operating normally until Court approval.
- Transfer of designated assets is internal; CCP provisions are not considered applicable.

5. Purchase of Shares by Other Companies

Nil.

6. Effect on Employee Funds

No employee transfers are envisaged.

7. Cost of the Scheme

ISETRMC shall bear all expenses relating to the Scheme.

8. Taxation Impact

No tax impact under Section 97A of the Income Tax Ordinance, 2001.

9. Financial Highlights

ISE Towers REIT Management Company Limited

Six Years Performance	2025	2024	2023	2022	2021	2020
	Rupees in million					
Profit & Loss						
Revenue	611.15	614.00	541.49	451.84	408.00	354.52
Administrative expenses	125.27	96.82	90.71	147.34	101.35	87.94
Fair value gain	172.07	137.20	640.67	105.67	201.14	102.25
Share of profit from associated companies	223.07	127.19	65.56	48.66	73.53	35.30
Income before taxation	899.95	781.33	1460.70	495.34	581.23	404.50
Income after taxation	733.89	645.97	1332.91	351.74	513.40	338.50
Net Profit	733.89	645.97	1332.91	351.74	513.40	338.50
Information per ordinary share						
Dividend [Rs per share]	1.40	1.05	0.93	0.65	0.60	0.33
EPS [Rs per share]	2.00	1.76	3.63	1.04	1.40	0.92
Breakup value [Rs per share]	22.57	21.05	20.52	17.46	17.03	15.45
Balance Sheet						
Property and equipment	1,303.33	1,292.15	1,195.58	1,160.04	1,123.07	1,054.48
Intangible assets	3.40	1.90	1.96	2.26	0.93	0.56
Investment property	5,405.58	5,233.50	5,096.31	4,155.64	4,046.97	3,845.84
Long term investments	797.00	633.05	496.06	446.52	415.46	347.70
Total Current Assets	1,086.47	845.20	999.94	839.86	797.71	533.71
Total Assets	8,643.97	8,088.56	7,830.10	6,602.04	6,474.63	5,877.45
Total Cash & Cash Equivalents	987,722.00	773,147	924,755	790,680	713,603	444,433
Equity + Revaluation Surplus	8,286.67	7,740.05	7,533.99	6,411.60	6,251.98	5,673.72
Total Non-Current Liabilities	52.96	56.05	48.99	41.35	38.08	34.84
Total Current Liabilities	304.34	282.42	247.12	216.09	184.57	168.90
Cash Flow Summary						
Net cash used in operating activities	234.11	243.90	254.53	274.37	249.03	200.90
Net cash (used)/ generated from investing activities	(71.11)	233.77	(93.55)	30.28	(133.19)	(96.62)
Net cash used in financing activities	(231.26)	(481.06)	(232.33)	(215.11)	(112.00)	(62.65)
Net increase / (decrease) in cash and cash equivalents	(68.27)	(3.40)	(71.35)	90.04	3.89	21.43

ISE Realty Company Limited -
capital of Rs. 50.00 million

Not applicable – newly formed company with paid-up

	PKR
Cash and bank balances	10,000
	10,000
Share capital	10,000
	10,000

SCHEME OF COMPROMISES, ARRANGEMENT AND RECONSTRUCTION

By and Between

**1. ISE TOWERS REIT MANAGEMENT COMPANY LIMITED
(AND ITS MEMBERS)**

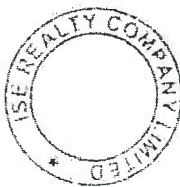
AND

**2. ISE REALTY COMPANY LIMITED
(AND ITS MEMBERS)**

The Scheme is:

1. for the transfer of designated assets and liabilities from **ISE Towers REIT Management Company Limited** (as a transferor) to **ISE Realty Company Limited** (as transferee); and
2. for the reconstitution/ reconstruction of share capital and reserves of both Companies;

(IN TERMS OF PROVISIONS OF SECTIONS 279 TO 283 OF THE COMPANIES ACT, 2017)



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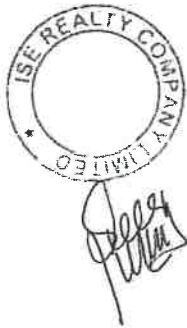
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PREAMBLE

I. COMPANIES UNDER THE SCHEME:

1. ISE TOWERS REIT MANAGEMENT COMPANY LIMITED (ISETRMC)

ISETRMC ("the Company") was initially incorporated as Islamabad Stock Exchange (Guarantee) Limited (ISE) in Islamabad, Pakistan on October 25, 1989, under the repealed Companies Ordinance, 1984 (repealed with the enactment of the Companies Act, 2017 on May 30, 2017) for the purpose of carrying out the business as a stock exchange.

On August 27th, 2012, ISE, was converted into a public company limited by shares on issuance of certificate of re-registration by the Registrar of Companies in accordance with the Stock Exchanges (Corporatization, Demutualization and Integration) Act, 2012 (Demutualization Act).

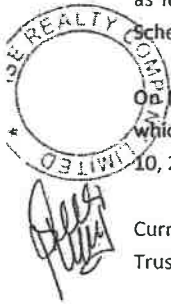
On August 25, 2015, ISETRMC entered into a Memorandum of Understanding (MoU) with Karachi Stock Exchange Limited (KSE) and Lahore Stock Exchange Limited (LSE) with the objective to form an integrated stock exchange for development of capital market of Pakistan under the name of Pakistan Stock Exchange Limited (PSX). Accordingly, the ISE proposed a scheme of integration in its Annual General Meeting on October 27, 2015 to shift the stock exchange related business, the core business of the ISE, to PSX and to change the name and scope of the Company subject to approval of the scheme by Securities and Exchange Commission of Pakistan (SECP). On January 11, 2016, SECP approved the scheme of integration under the Demutualization Act through its order number 01/2016. As a consequence of this approval of integration, the name and scope of the ISE was changed to "ISE Towers REIT Management Company Limited" with the grant of a license to function as a Non-Banking Finance Company (NBFC). As per the SECP's order, the agreed assets / liabilities of the stock exchange business of ISE were also transferred to PSX.

After the establishment of ISETRMC as an NBFC, the Commission, however, made certain observations about the non-compliance of ISETRMC with the NBFC Rules. One of the non-compliances pertained to the presence of land and building in the balance sheet of ISETRMC. The NBFC regulations required that a non-banking company could acquire and hold the real estate assets only for its office purposes. Another non-compliance was the holding of shares/investments beyond the permitted limit of 10% of any investee company. In this case, ISETRMC's holdings in Pakistan Mercantile Exchange and National Clearing Company of Pakistan breached the limit imposed under the NBFC Rules. Thus, although the origin of ISETRMC started under the orders of the Commission, subsequently the Commission required that it was obligatory for ISETRMC to become compliant with the NBFC framework.

Additionally, the Commission has also instructed ISETRMC to divest its shareholdings in CDC and NCCPL, as it does not meet the eligibility criteria prescribed for shareholders in these entities. The proposed scheme will also ensure compliance with the SECP requirement in this regard.

On May 18, 2023, the Company registered its first rental REIT scheme "ISE Towers REIT scheme", after which it obtained the consent of the SECP for the registration of the ISE Towers REIT scheme on August 10, 2023.

Currently, the principal activity of the Company is to form, launch and manage Real Estate Investment Trust (REITs) under the REIT Regulations, 2022.



The following is the basic corporate information of ISETRMC:

The Corporate Unique Identification Number (CUIN) of ISETRMC is 0020438.

Registered office - 55-B, ISE Towers, Jinnah Avenue, Islamabad-44000, Pakistan
RMC license no. - SECP/LRD/LD/6/ISETS/2023 dated March 14, 2025
External Auditors - BDO Ebrahim & Co., Chartered Accountants
Legal Advisors - M/s. Hassan & Hassan (Advocates)
M/s. Hassan Kaunain Nafees (Legal Practitioners and Advisers)

Authorized Capital	Nos.	700,000,000
Par/Nominal Value	Rs. /Share	10.00
Issued Capital	Nos.	367,186,963

Board of Directors:

- | | | |
|--------------------------|---|-----------------------------|
| 1. Haroon Ihsan Piracha | - | Chairman & Director |
| 2. Sagheer Mushtaq | - | Chief Executive Officer |
| 3. Adil Khan Swati | - | Director |
| 4. Muhammad Farooq Iqbal | - | Independent Director |
| 5. Haider Khaqan Abbasi | - | Director |
| 6. Marium | - | Female Director |
| 7. Minahil Ali | - | Female Independent Director |
| 8. Mohammad Masud | - | Independent Director |
| 9. Muhammad Asad Ghani | - | Independent Director |
| 10. Sohail Altaf | - | Director |
| 11. Zahid Latif Khan | - | Director |

Pattern of Shareholding - as on June 30, 2025

Categories of Shareholders	Shareholders	Shares Held	Percentage
Directors and their spouse(s) and minor children			
HAROON IHSAN PIRACHA	1	990	0.00
MUHAMMAD FAROOQ IQBAL	1	1	0.00
SOHAIL ALTAF	1	6,639,206	1.81
MOHAMMAD MASUD	1	1,000	0.00
ZAHID LATIF KHAN	1	500	0.00
ADIL KHAN SWATI	1	20,681,571	5.63
MINAHIL ALI	1	1	0.00
MUHAMMAD ASAD GHANI	1	1	0.00
MARIUM	1	1	0.00
HAIDER KHAQAN ABBASI	1	1	0.00
Associated Companies, undertakings and related parties	4	6,067,706	1.65
NFI and ICP	1	1,213,841	0.33
Banks Development Financial Institutions, Non-Banking Financial Institutions	10	23,062,983	6.28
Insurance Companies	0	-	-
Modarabas and Mutual Funds	3	3,069,206	0.84
General Public			
a. Local	105	98,716,201	26.88
b. Foreign	-	-	-
Foreign Companies	-	-	-



OTHERS	85	207,733,754	56.57
Totals	218	367,186,963	100.00
Shareholders holding 10% or more			
		Shares Held	Percentage
AIRBLUE LIMITED		54,071,230	14.73

The total number of shareholders of ISETRMC as of the Effective Date are **218**.

Under the Scheme, the share capital of ISETRMC will not be changed for the ordinary shares, however, the pattern of shareholding can change till the Sanction Date.

Statement of Financial Position as on June 30, 2025 (audited)

	June 30, 2025 Rs. in 000		June 30, 2025 Rs. in 000
ASSETS		NON-CURRENT LIABILITIES	
NON-CURRENT ASSETS		Long term deposits	26,166
Property and equipment	1,303,327	Deferred liabilities	26,689
Intangible assets	3,403		52,855
Investment property	5,405,575	CURRENT LIABILITIES	
Long term investments	797,001	Accrued and other payables	60,096
Long term deposits	38,550	Advances and deposits	191,278
Deferred taxation	9,541	Tax payable to government	15,404
	7,557,397	Unclaimed dividend	37,561
			304,339
CURRENT ASSETS		Authorized share capital	7,000,000
Receivables	82,387	Issued, subscribed and paid up capital	3,671,870
Advances and prepayments	16,361	Surplus on revaluation of property	
Short term investments	976,378	and equipment	459,584
Cash and bank balances	11,344	Other reserves	4,155,219
	1,086,470		8,286,673
TOTAL ASSETS	8,643,867	TOTAL EQUITY AND LIABILITIES	8,643,867



ISE REALTY COMPANY LIMITED ("ISERCL")

ISERCL is a company incorporated on October 21, 2025, under the Companies Act, 2017.

The principle line of business of the company shall be marketing and development of all type of real estate projects on developed or undeveloped land, housing or other commercial projects including commercial markets or multistoried building (for commercial or residential purposes), shopping centers, restaurants, hotels, recreational facilities etc.; with the permission of the concerned authorities and compliance with applicable laws and regulations, and the company shall not invite and accept deposits from the public.

Moreover, the main purpose of the formation of the Company is to transfer designated assets and liabilities (if determined) from ISETRMC to ISERCL. ISERCL is a subsidiary of ISETRMC.



Once the Scheme is implemented, ISERCL will become a REIT Management company under the operation of law and as a consequence of this Scheme, while ISETRMC will be categorized as a Special Purpose Vehicle (SPV) under a different name. ISERCL shall come to hold a certain percentage of equity (shares) holding in ISETRMC under the Scheme.

CUIN 0312684

Registered office G-12, 55-B, ISE Towers, Jinnah Avenue, Blue Area, Islamabad-44000, Pakistan

Authorized Capital	Nos.	5,000,000
Par/Nominal Value	Rs./Share	10.00
Issued Capital	Nos.	1,000

Board of Directors

1. Haroon Ihsan Piracha	-	Director
2. Adil Khan Swati	-	Director
3. Haider Khaqan Abbasi	-	Director
4. Marium	-	Female Director
5. Sohail Altaf	-	Director
6. Zahid Latif Khan	-	Director
7. Muhammad Farooq Iqbal	-	Director
8. Muhammad Asad Ghani	-	Director
9. Mohammad Masud	-	Director
10. Minahil Ali	-	Director

Sagheer Mushtaq - Chief Executive Officer/Non-Director

External Auditors - BDO Ebrahim & Co., Chartered Accountants

Legal Advisors - M/s. Hassan Kaunain Nafees (Legal Practitioners and Advisers)

Pattern of Shareholding

1. Haroon Ihsan Piracha	-	01
2. Adil Khan Swati	-	01
3. Haider Khaqan Abbasi	-	01
4. Marium	-	01
5. Sohail Altaf	-	01
6. Zahid Latif Khan	-	01
7. Muhammad Farooq Iqbal	-	01
8. Muhammad Asad Ghani	-	01
9. Mohammad Masud	-	01
10. Minahil Ali	-	01
11. ISE Towers REIT Management Company Limited	-	990

Total - **1,000**

The total number of shareholders of ISERCL as of the Effective Date is 11. The number and pattern of shareholding may change till the Sanction Date, however the share (equity) capital of the company won't be changed till then.

The financial position of ISERCL, as on incorporation date is reflected via the Certificate of Receipt of Subscription Money which is attached as Schedule 3:



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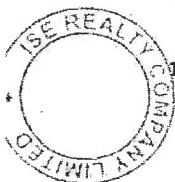
II. OBJECTIVES AND BENEFITS

1. Objective of the Scheme

- 1) To carry out the real estate management business in a structured and governable manner.
- 2) To enable the present ISETRMC to become a Special Purpose Vehicle retaining all real estate assets.
- 3) To enable the transfer of certain Designated assets and liabilities (if determined by the Board of Directors of the Company) of ISETRMC (Schedule – 1) to ISERCL.
- 4) To position ISERCL to obtain license as a REIT Management Company by way of transfer from ISETRMC and start providing the REIT Management Services and to launch REIT Scheme(s).
- 5) To change the Object Clauses of the Memorandum of Associations of ISETRMC and ISERCL so that they can mutually adopt new principal line of businesses including the changes in their respective name(s).
- 6) To introduce appropriate changes in the Articles of Association of ISETRMC and ISERCL under the Scheme.
- 7) To authorize the issuance of certain additional shares of ISETRMC to ISERCL under the Scheme.
- 8) To allocate/issue the above additional shares of ISERCL to the shareholders of ISETRMC under the Scheme.

2. Benefits of the Scheme

- 1) Enabling the successor companies of the erstwhile ISE to become fully compliant with the NBFC/REIT Regulations by separating the SPV and Non SPV assets as per REIT Regulations and REIT Assets from the NBFC.
- 2) Enabling ISERCL to start functioning as a REIT Management Company and focus on the launch of REIT Scheme(s).
- 3) Positioning ISERCL as a credible and progressive provider of REIT Management Services.
- 4) Transferring the license of REIT Management Services from ISETRMC to ISERCL.
- 5) Categorizing the present ISETRMC as Special Purpose Vehicles (SPV).
- 6) Enabling ISERCL to file/launch ISE Towers REIT Scheme with the permission from the Commission under the Real Estate Investment Trust Regulations, 2022.
- 7) Allocating pro-rata shares of ISERCL to the present shareholders of ISETRMC in proportion to their present shareholding in ISETRMC
- 8) Creating shareholding linkage between ISERCL and ISETRMC under the Scheme.
- 9) Listing the ISE TOWERS REIT SCHEME (ISESCHEME) Units on PSX.
- 10) Unlocking the value of ISETRMC for the current shareholders who will get the Units of ISESCHEME.
- 11) Enabling the participation of outside general investors in the buying and selling of the units of ISESCHEME and benefiting from its associated rental income stream.
- 12) Changing the name of the author of the Trust to ISE Realty Company Limited (ISERCL) under the Scheme, which would enable ISERCL to operate the ISESCHEME with the Initial Trust beneficiaries being the shareholders of ISETRMC and ISERCL as well under the ISESCHEME.
- 13) Exchanging the shares of ISETRMC with the units of the ISESCHEME under the Scheme. It may be mentioned that ISESCHEME already stands registered as a trust under Section 16 of the Sindh Trust Act, 2020 vide registration no. KAR/ST/018/2023 dated May 18, 2023, whose details is as under:



Signature

Name of Trust	ISE Towers REIT Scheme (ISESCHEME)
Main Office Address of the Trust	Office No. 206, 2 nd Floor, M. Yousaf Chamber, Block 7 & 8, K.C.H.S.U., Off Sharah-e-Faisal, Karachi.
Head Office of the Trust	55-B, ISE Towers, Jinnah Avenue, Islamabad-44000, Pakistan
Objective of the Trust	The purpose of the Trust is to make investment in commercial real estate with the purpose of generating rental income for the

Signature



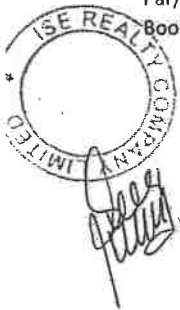
benefits of its unitholders. REIT assets are to be managed, operated and administered by RMC, for the purpose of ISESCHEME, which scheme is a closed ended trust for the purposes of the REIT regulations. The unitholders of ISESCHEME shall be the beneficiaries of the Trust, being the exclusive lawful owners of the REIT Assets.

Authors' Name and Address	ISE Towers REIT Management Company Limited (ISETRMC) 55-B, ISE Towers, Jinnah Avenue, Islamabad-44000, Pakistan
Trustee	Central Depository Company of Pakistan Limited (CDC) CDC House, 99-B, Block B, S.M.C.H.S., Main Sharah-e-Faisal, Karachi-74400
Beneficiaries	Unitholders of the REIT Scheme, being the exclusive beneficial owners of the REIT Assets.
Type of the Scheme under the REIT Regulations	Rental REIT Scheme

The Assets and Liabilities of the ISE Towers REIT SCHEME is NIL as on June 30, 2025.

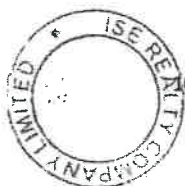
III. BOOK VALUE OF THE COMPANIES/ENTITIES BEFORE & AFTER THE SCHEME

		ISETRMC	ISERCL
Before the Scheme			
Authorized Capital	Nos.	700,000,000	5,000,000
Issued Capital	Nos.	367,186,963	1,000
Par/Nominal Value	PKR/Share	10.00	10.00
Book Value	PKR/Share	22.57	10.00
After the Scheme			
Authorized Capital	Nos.	600,000,000	280,000,000
Issued Capital	Nos.	567,187,000	270,001,037
Par/Nominal Value	PKR/Share	10.00	10.00
Book Value	PKR/Share	13.20	10.36



ARTICLE – 1 - DEFINITIONS

1. In this Scheme of Reconstruction (including the preamble hereto), unless the subject or context otherwise requires, the following expressions shall bear the meanings specified against them below:
 1. "Act" means the Companies Act, 2017.
 2. "CDC" means the Central Depository Company of Pakistan Limited.
 3. "Commission / SECP" means the Securities and Exchange Commission of Pakistan including its regional offices.
 4. "Completion" or "Completion Date" means the date being within 120 days of the Sanction Date when REIT Assets are transferred (as per Article – 3) from the Transferor to the Transferee and when the units are transferred/issued/distributed/allotted as per distribution ratio determined in this Scheme (as per Article-3). During this, all governmental regulatory agencies, land, revenue and utility bodies/departments and capital market entities shall be required to complete the processing of their respective NOCs, permissions, approvals, and transfers to complete the actions required under the Scheme and to comply with the orders of the honorable Islamabad High Court thereby enabling the entities involved in this Scheme to effectuate and implement the Scheme.
 5. "Court" means the Islamabad High Court, Islamabad or any other court of competent jurisdiction for the time being having jurisdiction under Sections 279 to 283 of the Companies Act, 2017 and Section 89 of the Companies Act, 2017 in connection with this Scheme.
 6. "Effective Date" means 00:00 hours as on June 30, 2025, or such other date as may be approved by the Court on the request of the parties to this Scheme.
 7. "ISERCL" means ISE Realty Company Limited, a public limited company formed under Companies Act, 2017.
 8. "ISESCHEME or THE REIT SCHEME" means the ISE Towers REIT Scheme, which is already registered as a trust under the Sind Trust Act, 2020.
 9. "ISETRMC / the Company" means ISE Towers REIT Management Company Limited, a public limited company formed under Companies Act, 2017.
 10. "NBFC Rules" collectively and interchangeably mean the Non-Banking Finance Companies (Establishment and Regulations) Rules, 2003, and Non-banking Finance Companies & Notified Entities Regulations, 2008, as amended, substituted or reenacted from time to time.
 11. "PSX" means Pakistan Stock Exchange Limited.
 12. "Rs." or "PKR" shall mean "Rupees", being the legal tender money of the Islamic Republic of Pakistan;



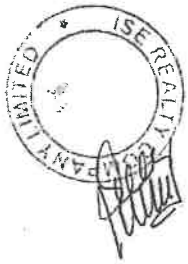
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13. "Sanction Date" shall have the same meaning ascribed thereto in Article 5(I)(vi), being the day on which the honorable Islamabad High Court approves the Scheme (whichever is later) and on which day the Scheme becomes operative.
14. "Scheme" means this Scheme of Reconstruction in its present form, with any modification thereof or addition hereto, as approved by the Court and/or the SECP.
15. "Transferee" means ISERCL.
16. "Transferor" means ISETRMC.
17. "Units" shall mean the instrument of ownership of the REIT Scheme (ISESCHEME) signifying the beneficial interest of the unitholders in ISESCHEME.
18. "Unit Holder(s)" shall mean the person who is legal owner of one or more Units and whose name appears in the Register of unit Holders.

II. The headings and marginal notes are inserted for convenience and shall not affect the construction of this Scheme.



ARTICLE – 2 – THE SCHEME OF ARRANGEMENT

I. GENERAL

1. This Scheme of Arrangement has been formulated pursuant to the provisions of Sections 279 to 283 of the Act, for the transfer and vesting of the Designated Assets and Liabilities of ISETRMC to ISERCL (Schedule – 1) with the same rights, obligations, privileges and covenants.
2. The main purpose of the formation of ISERCL is to transfer the Designated Assets and Liabilities (if determined by the Board of Directors of the Company) of ISETRMC to the ISERCL. It may be mentioned that regardless of the incorporation date of ISERCL (which is October 21, 2025), the transfer of the Designated Assets and Liabilities from ISETRMC to ISERCL will be deemed effective from the Effective Date and the company shall be taken to be in existence.
3. This Scheme shall also re-characterize/ reconstruct the retained earnings, revenue reserves, capital reserves and revaluation reserves of ISETRMC and ISERCL described in Schedule - 2 - Statement of Financial Position showing the Scheme Effect.
4. This Scheme shall issue additional shares of ISETRMC to ISERCL under the Scheme.
5. This Scheme shall also result in the issuance of ISERCL (additional shares) to the shareholders of ISETRMC.
6. ISERCL will start acting as REIT Management Company with the transfer of the license of REIT Management Services of ISETRMC under the operation of law. ISETRMC will be categorized as a Special Purpose Vehicle (SPV) for the purposes of ISESCHEME (under the Real Estate Investment Trust Regulations, 2022) after the sanction of this Scheme by the honorable Islamabad High Court and the effectuation/implementation of the Scheme.
7. As per Section 285 (5) of the Act, notwithstanding anything contained in the Stamp Act, 1899 (II of 1899) or any other law for the time being in force, no stamp duty shall be payable on the transfer/ distribution of the assets & liabilities under the Scheme.

II. ASSETS AND LIABILITIES TO BE TRANSFERRED FROM ISETRMC TO ISERCL

1. The assets and liabilities to be transferred from ISETRMC to ISERCL includes long term investments in the equity shares of National Clearing Company of Pakistan Limited (NCCPL), Pakistan Mercantile Exchange Limited (PMEX), Central Depository Company of Pakistan Limited (CDC) and VIS Credit Rating Company Limited (VIS). Liabilities (to be transferred) may be determined by the Board of Directors of the Company (ISETRMC) on Sanction Date.
2. These investments in the unlisted shares, including any short-term investment shall be transferred (without any further approval) with all rights, obligation, charges, hypothecation, and restriction, if any, and with the cost of acquisition and acquisition date (in the books of ISETRMC) to ISERCL.

III. CONDUCT OF BUSINESS BY ISETRMC TILL THE COMPLETION DATE

1. During the interim period (i.e. from the Effective date till Sanction Date), ISETRMC can deal in the Designated Assets and Liabilities, if any (Schedule – 1) to be transferred from ISETRMC to ISERCL in any manner as it may deem fit. It may also dispose of any of the designated assets and pay off part or whole of the designated liabilities, during this period, if any.
2. The Board of Directors of ISETRMC may also pay dividends to the shareholders during the interim period (i.e. from Effective date till Sanction Date) in any manner as they may deem fit.



3. As on Sanction Date, the Board of Directors of ISETRMC will re-determine the assets and liabilities to be transferred to ISERCL and such transfer will be with all rights, obligation, charges, hypothecation, and restriction, if any and with the cost of acquisition and acquisition date.
4. The above redetermination, however, will not affect the share allocation/issuance/distribution including any additional capital. The difference, if any, will be credited/charged to capital reserves or retained earnings.

IV. DETERMINATION OF THE UNDERTAKING AND BUSINESS

1. A balance sheet:
 - 1) has been prepared by ISETRMC (appended herewith as Schedule - 3) as on the Effective Date;
 - 2) shall be prepared by ISETRMC on the Sanction Date and which shall be audited by the Auditors of ISETRMC, within ninety (90) days of the Sanction Date;
 - 3) has been/shall be prepared in accordance with the accounting principles generally accepted in Pakistan and shall include the notes setting out the methodology and assumptions used in identifying the Undertaking and Business of ISETRMC.
2. A balance sheet:
 - 1) has been prepared by ISERCL (appended herewith as Schedule- 3 - Certificate of Receipt of Initial Subscription Money), as reflected in the books of account of ISERCL immediately preceding the Incorporation date;
 - 2) shall be prepared by ISERCL on the Sanction Date and which shall be audited by the Auditors of ISERCL, within ninety (90) days of the Sanction Date;
 - 3) has been/shall be prepared in accordance with the accounting principles generally accepted in Pakistan and shall include notes setting out the methodology and assumptions used in identifying the Undertaking and Business of ISERCL.
3. The Statement of Financial Position showing the Scheme Effect shall be prepared by the Board of Directors based on the audited financial statement as on Sanction Date (and on the basis of Board of Directors' decision for the redetermination, as the case may be) that will show the assets, liabilities, reserves that shall needs to be **transferred/distributed** on the Sanction Date and this Statement will be certified by the practicing Chartered Accountant.
4. The name of ISETRMC shall be changed to ISE Towers Limited or any other appropriate name for which the required changes in the Memorandum and Articles of Association shall be made once the Scheme is approved by the honorable Islamabad High Court. No further approval shall be required from the shareholders regarding this.



The name of ISERCL shall be changed to ISE REIT Management Company Limited (ISERMC) or any other appropriate name, if required by the Board of ISETRMC (or directed) by SECP or the honorable Court. Appropriate changes in the Memorandum and Articles of Association shall be made once the Scheme is approved by the honorable Islamabad High Court. No further approval shall be required from the shareholders regarding this.

6. The assets and liabilities to be transferred by and between the companies are summarized as under:

	ISETRMC	ISERCL
Long term investments	(797,001)	797,001



ARTICLE – 3 – EQUITY CAPITAL AND MANAGEMENT

1. CHANGES IN THE MEMORANDUM & ARTICLES OF THE COMANIES

1. Under the Scheme, and to accommodate the issuance of shares, all necessary/required changes in the Memorandum and Articles of Association of ISETRMC and ISERCL shall be made on or before issuance of shares. No further approval from the shareholders shall be required to affect the changes in the Memorandum and Articles of Association of ISETRMC and ISERCL.
2. All requisite fees shall be paid to SECP for the increase in the combined authorized capital for ISETRMC and ISERCL.
3. The share certificates of ISETRMC and ISERCL shall be made eligible for Central Depository System (the "CDS") of Central Depository Company of Pakistan Limited (the "CDC"), the scrip-less shares of ISETRMC and ISERCL shall be directly credited by book entries in the CDS.
4. After the Sanction Date, Clause 5 of the Memorandum of Association of ISETRMC shall be substituted/alterd with the following Clause:

"The authorized capital of the Company is Rs. 6,000,000,000 /- (Rupees Six Thousand Million only) divided into 600,000,000 ordinary shares of Rs. 10/-."

5. The principal line of business (and all relevant object clauses) of ISETRMC shall be changed as under:

(i) The principle line of business of the company shall be marketing and development of all type of real estate including developed or undeveloped land, housing or commercial projects including commercial markets or multistoried building (for commercial or residential purposes), shopping centers, restaurants, hotels, recreational facilities etc.; with the permission of concerned authorities and compliance with applicable laws and regulations, and the company shall not invite and accept deposits from the public.

(ii) Except for the businesses mentioned in sub-clause (iii) hereunder, the company may engage in all the lawful businesses and shall be authorized to take all necessary steps and actions in connection therewith and ancillary thereto.

(iii) Notwithstanding anything contained in the foregoing sub-clauses of this clause nothing contained herein shall be construed as empowering the Company to undertake or indulge, directly or indirectly in the business of a Banking Company, Non-banking Finance Company (Asset Management Services, Leasing, Investment Finance Services, Investment Advisory Services, REIT management Services, Housing Finance Services, Private Equity and Venture Capital Fund Management Services, Discounting Services, Pension Fund Scheme Business, Micro Financing), Corporate Restructuring Company, Insurance Business, Modaraba management company, Stock Brokerage business, forex, Clearing House, Securities and Futures Advisor, Commodity Exchange, managing agency, business of providing the services of security guards or any other business subject to license and restricted under any law for the time being in force or as may be specified by the Commission.

(iv) It is hereby undertaken that the company shall not:

- (a) engage in any of the business mentioned in sub-clause (iii) above or any unlawful operation.
- (b) launch multi-level marketing (MLM), Pyramid and Ponzi Schemes, or other related activities/businesses or any lottery business.
- (c) engage in any of the permissible businesses unless the requisite approval, permission, consent or license is obtained from competent authority as may be required under any law for the time being in force.

6. All other Object Clauses, if any, shall be deleted.



7. Any requisite changes in the Articles of Association of ISETRMC, if required, shall also be made without any further approval from the shareholders. The Board of Directors of ISETRMC shall have power to make the requisite changes.

8. After the Sanction Date, Clause 5 of the Memorandum of Association of ISERCL shall also be substituted/altered with the following Clause:

"The authorized capital of the Company is Rs. 2,800,000,000 /- (Rupees Two Thousand Eight Hundred Million only) divided into 280,000,000 ordinary shares of Rs. 10/- each."

9. The principal line of business (and all relevant object clauses) of ISERCL shall be changed as under:

(i) The principal line of business of the Company is to carry on all or any business permitted to be carried out by a "REIT Management Company" in terms of the license to provide REIT management services granted by the Securities and Exchange Commission of Pakistan under the Companies Ordinance, 1984 read with the Non-Banking Finance Companies (Establishment and Regulation) Rules, 2003 (as amended, replaced or supplemented from time to time) and the Real Estate Investment Trust Regulations, 2022 or replacement thereof and to take all necessary steps and actions in connection therewith and ancillary thereto.

(ii) Except for the businesses mentioned in sub-clause (iii) hereunder, the company may engage in all the lawful businesses and shall be authorized to take all necessary steps and actions in connection therewith and ancillary thereto.

(iii) Notwithstanding anything contained in the foregoing sub-clauses of this clause nothing contained herein shall be construed as empowering the Company to undertake or indulge, directly or indirectly in the business of a Banking Company, Non-banking Finance Company (Asset Management Services, Leasing, Investment Finance Services, Investment Advisory Services, Housing Finance Services, Private Equity and Venture Capital Fund Management Services, Discounting Services, Pension Fund Scheme Business, Micro Financing), Corporate Restructuring Company, Insurance Business, Modaraba management company, Stock Brokerage business, forex, Clearing House, Securities and Futures Advisor, Commodity Exchange, managing agency, business of providing the services of security guards or any other business subject to license and restricted under any law for the time being in force or as may be specified by the Commission.

(iv) It is hereby undertaken that the company shall not:

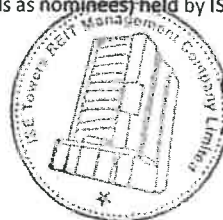
- (a) engage in any of the business mentioned in sub-clause (iii) above or any unlawful operation.
- (b) launch multi-level marketing (MLM), Pyramid and Ponzi Schemes, or other related activities/businesses or any lottery business.
- (c) engage in any of the permissible business unless the requisite approval, permission, consent or license is obtained from competent authority as may be required under any law for the time being in force.

10. All other Object Clauses, if any, shall be deleted

11. Requisite changes in Articles of Association of ISERCL, if required, shall also be made without any further approval from the shareholders. Board of Directors of ISERCL shall have power to make requisite changes.

12. 200,000,037 ordinary shares of ISETRMC (as an additional capital) shall be issued to ISERCL.

13. The Shares of ISERCL (1,000 shares including shares held by individuals as ~~nominees~~ held by ISETRMC shall be cancelled.



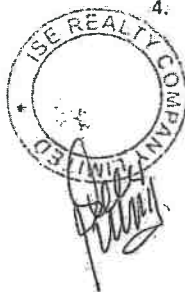
II. EQUITY CAPITAL MANAGEMENT

1. After the Sanction Date, the Board of Directors of each Company shall determine the Entitlement Dates and distribute/ issue the shares in the following sequence:
 - a. First, the authorized capital of each company (ISETRMC and ISERCL) shall be changed upon payment of the requisite fees to SECP.
 - b. Then the additional shares of ISETRMC shall be issued to ISERCL.
 - c. Then additional shares of ISERCL shall be issued to the shareholders of ISETRMC.

2. The shares issuance shall be as follows:

		ISETRMC	ISERCL
Before the Scheme			
Shares Outstanding	Nos.	367,186,963	1,000
Under the Scheme			
Shares of ISETRMC to be issued to ISERCL	Nos.	200,000,037	
Additional Shares of ISETRMC to be issued to the Shareholders of ISETRMC	Nos.	-	
Additional Shares of ISERCL to be issued to the Shareholders of ISETRMC	Nos.		270,000,037
Shares issued to ISETRMC to be cancelled	Nos.		(1,000)
After the Scheme			
Shares Outstanding		567,187,000	270,000,037

3. The ratio of issuance of the additional shares of ISERCL to the shareholder of ISETRMC on the Entitlement Date shall be **73.53** of ISERCL shares against every 100 shares of ISETRMC held by the shareholders ("Distribution Ratio").
4. The accounting effect and changes in the reserves and capital of both companies, are fully given in the Schedule-2.



ARTICLE – 4 – RIGHTS AND OBLIGATIONS

I. GENERAL

1. All assets shall be transferred to ISERCL (as given in the Schedule – 1) with all rights (equitable and legal) and obligations.
2. After the Sanction Date, if the Board of Directors of ISETRMC so decides, then all taxes on income, including but not limited to, advance tax and withholding taxes, collected/deducted from the Effective Date till the Sanction Date in respect of the assets transferred to ISERCL shall, shall be deemed to, be to the benefit and credit of ISETRMC and shall be transferred to ISERCL.
3. In terms of the changes in the authorized capital, all requisite changes in the Memorandum and Articles of Association of ISETRMC and ISERCL shall be allowed in so far as the fee for the combined authorized capital of both the companies already stands paid to the SECP. Only, the fee for the issuance of any increase in the combined authorized capital shall be required to be paid.
4. The impact of shuffling/adjustment in the Authorized Capital of both Companies is shown below, and the requisite fee for only the additional authorized capital, i.e Rs. 1.75 billion shall be payable as shown below:

Authorized Capital		ISETRMC	ISERCL
Before the Scheme	Rupees '000	7,000,000	50,000
After the Scheme	Rupees '000	6,000,000	2,800,000
		(1,000,000)	2,750,000
Additional Authorized Capital	Rupees '000		1,750,000

5. The assets acquired by the transferee (ISERCL) shall be treated as having the same character as the same had in the hands of the transferor (ISETRMC).

II. TRANSFER OF STAFF AND EMPLOYEES

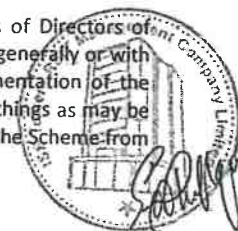
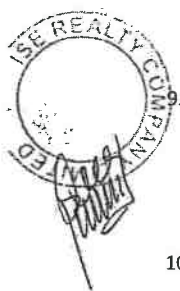
1. No transfer of staff is envisaged in the Scheme. However, as the companies under this Scheme have a parent-subsidiary relationship, therefore the Board of Directors of ISETRMC may decide about any adjustment/transfer of staff between the two companies.



ARTICLE – 5 – GENERAL PROVISIONS

I. SANCTION AND EFFECTIVENESS OF SCHEME

1. This Scheme has been formulated in terms of the provisions of Section 279 and all other enabling provisions of the Act and for an order under Section 282 (along with Section 283) of the Act for bringing the Scheme into effect.
2. This Scheme is subject to the sanction of the Court and may be sanctioned in its present form or with or without any modification thereof or addition thereto as the Court may approve.
3. This Scheme shall become effective, with such modification or addition, if any, also subject to any conditions which the Court may impose.
4. The respective Boards of Directors of ISETRMC and ISERCL have approved the foregoing Scheme for the submission of the same to the Court.
5. The respective Board of Directors of ISETRMC and ISERCL, have also authorized, consented to, on behalf of all concerned, to any modifications or additions or alterations to this Scheme or to any conditions to be accepted by the Board of Directors of ISETRMC, which the Commission or the Court may think fit to advise, instruct, impose and for which they may give any directions, as deemed necessary to settle any question(s) or difficulty arising under this Scheme or with regard to its implementation or any other matter connected therewith.
6. The provisions of this Scheme shall become binding and operative on the date (the "Sanction Date") when a certified copy of the order of the Court, sanctioning this Scheme under Section 279 of the Act and by making any necessary provisions under Section 282 of the Act, is issued.
7. Notwithstanding that the Scheme becomes binding and operative on the Sanction Date, the transfer of the Designated Assets and Liabilities (as re-determined on the Sanction Date) of ISETRMC, and transfer to and vesting of the same in ISERCL, shall be deemed to have taken place on the "Effective Date" and the same shall be treated accordingly, as per the provisions of this Scheme.
8. Following the Sanction Date, and except as expressly or otherwise stated herein, any or the whole part of the Designated Assets and Liabilities to be transferred by ISETRMC, shall be recorded in the books of account of ISERCL (as per Schedule – 1) at the respective values appearing in the books of account of ISETRMC (as the case may be) on the date preceding the Effective Date. For accounting purposes, only the recording of the transfer of the balance(s) from the books of the Transferor to the books of Transferee shall serve the purpose. Moreover, for the profit and loss items in the books of accounts, the only effect shall be shown in the Statement of Changes in Equity and no corresponding changes shall be made in the Statement of Profit and Loss for the interim period between the Effective Date and the Sanction Dates.
9. Each of ISETRMC and ISERCL shall take all actions and execute all formalities considered and deemed necessary and expedient by their respective Boards of Directors to properly and smoothly cause the transfer and vesting of the respective Designated assets and liabilities, if determined, in the manner stated herein and shall carry out and execute this Scheme pursuant to and in accordance with the order of the Court.
10. Without prejudice to the generality of the foregoing, the respective Boards of Directors of ISETRMC and ISERCL, upon the due approval of the Scheme by the Court, may generally or with regard to any specific issue or matter related to the execution and implementation of the Scheme, authorize any person(s) or officials to carry out such acts, deeds and things as may be deemed expedient and necessary, for a proper and smooth implementation of the Scheme from time to time.



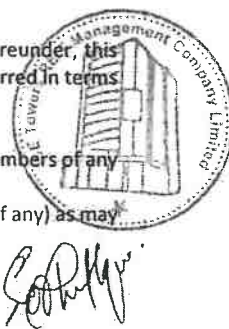
11. As of the **Sanction Date**, the terms of this Scheme shall become binding on each of **ISETRM**C and **ISERCL** and all their respective shareholders, members, employees, debtors and creditors and any person having any right or liability in relation to them.
12. All costs, charges and expenses, incurred / to be incurred in relation to or in connection with this Scheme of Arrangement and for carrying out the implementation of the Scheme or incidental to the completion of this Scheme, shall be borne and paid by **ISETRM**C.
13. There can be difference in the tax year(s) between the Effective Date and the Sanction Date. The filed tax returns shall not be changed/revised for the Effective Dates for the entities involved (i.e. **ISETRM**C and **ISERCL**). Moreover, tax position as on Sanction date shall be carried forward to the transferee i.e. from **ISETRM**C to **ISERCL**.
14. As allowed under Section 97A of the Income Tax Ordinance, 2001, no gain or loss shall be taken to arise on disposal/transfer/distribution of asset from the Transferor to the Transferee by virtue of the Scheme. Similarly, no double taxation impact (in the form of withholding taxes or/and collecting taxes or/and assessment basis and accordingly Section 236Z and Section 108 of the Income Tax Ordinance, 2001 shall not be applicable) shall be made/ levied on the income, profits and revenues of the companies/ entities involved in this Scheme by virtue of this Scheme. For the avoidance of doubt, only the net of tax balances shall be transferred.

II. MATTERS RELATED TO THE REIT SCHEME

1. The ultimate purpose of the Scheme is to enable the launch of the **REIT Scheme** under the SPV Model. Subsequent to the Scheme, **ISETRM**C (and any other undertaking) will be characterized as an SPV. Accordingly, the shares of **ISETRM**C shall be exchanged with the closed-end units under the **REIT Scheme**.
2. Under Section 97A of the Income Tax Ordinance, 2001, no gain or loss shall be taken to arise from/on this exchange transaction irrespective of any ratio used in this exchange for the purposes of the **REIT Scheme**, which i.e. number of units of **REIT Scheme** to be given against one share of **ISETRM**C or any other interest including partnership interest). This exchange shall be considered as part of this Scheme as the person acquiring an asset (i.e. the **REIT Scheme** Units) shall be treated as the same person disposing of the asset (i.e. the shares of **ISETRM**C). Similarly, as the exchange shall involve assets of the same character, therefore the cost for the acquisition/exchange of these assets shall be treated as the same.
3. Moreover, under Section 37 of the Income Tax Ordinance, 2001, when the **REIT Scheme** is listed on Pakistan Stock Exchange Limited (main board or the GEM Board), **NCCPL** shall become responsible for the calculation and collection of the capital gains under the relevant rules.
4. The **REIT Trust** is already formed for the **REIT Scheme**. The units of the **REIT Scheme** (to be issued by the Trustee) shall be exchanged with the shares of **ISETRM**C by the Trustee, under the effect of this Scheme.

III. MISCELLANEOUS

1. Subject only to the following and in the case of occurrence of the events provided hereunder, this Scheme shall become null and void and no rights and liabilities shall accrue to or be incurred in terms of this Scheme:
 - 1) if the Scheme is not approved by the requisite majority of the shareholders and members of any of **ISETRM**C and **ISERCL**.
 - 2) if the sanction of the Court in respect of this Scheme is not obtained by such date (if any) as may be mutually agreed by the respective Board of Directors of **ISETRM**C and **ISERCL**.



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2. This Scheme shall be governed by and be construed in accordance with the substantive and procedural laws of Pakistan.
 3. The section or headings used in this Scheme, are solely for the purpose of convenience of reference, and shall not affect the meaning or interpretation of this Scheme or any of its provisions.
 4. The transfer, vesting and amalgamation of the Undertaking and Businesses in terms of this Scheme shall not: (i) constitute any assignment, devolution, conveyance, alienation, parting with possession, or other disposition under any law for the time being in force; (ii) give rise to any forfeiture; (iii) invalidate or discharge any contract; and (iv) give rise to any right of first refusal or pre-emptive right.
 5. The distribution ratios used in this Scheme (as mentioned in this Scheme and having been duly approved by way of the special resolution) will not be changed unless directed (and accepted by the Company) by the Commission or the honorable Islamabad High Court or the Securities and Exchange Commission of Pakistan. Any difference, if any, will be adjusted either in the goodwill or capital reserves, as the case may be. No further approval for any change having been ordered by the SECP or the honorable Court, shall be required from the shareholders of the Company.
 6. The Board of Directors of **ISETRMC** shall have the power to rectify any rounding errors or typographical errors, calculation errors and other errors, if any in the Scheme and it will not affect the spirit and efficacy of the Scheme.
 7. In case of any ambiguity or conflict and actual transfer of assets, liabilities and reserves, the Board of Directors of **ISETRMC** shall be the authority to decide and resolve the issue before and after the **Sanction Date**.
 8. Difference in Ordinary shares due to rounding shall be issued to any retirement fund of the **ISETRMC**.
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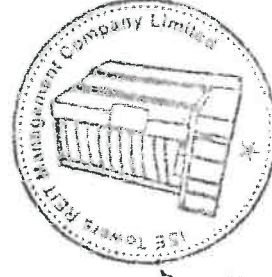
SCHEDULE – 1 The Assets and Liabilities of ISE Towers REIT Management Company Limited to be transferred with and into ISE Realty Company Limited

Long term investments	No. of Shares	Value Rupees '000
National Clearing Company of Pakistan Limited (NCCPL)	11,865,238	385,035
Pakistan Mercantile Exchange Limited	15,869,316	182,982
Central Depository Company of Pakistan Limited	8,750,000	217,789
VIS Credit Rating Company Limited	100,000	11,195
		797,001

- Transferring the license of REIT Management Services from ISETRMC to ISERCL.



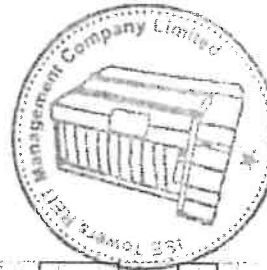
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SCHEDULE - 2 Statement of Financial Position showing the Scheme Effect

	Before Scheme		Bifurcation		Scheme Adjustment		After Scheme Effect	
	ISETRM	SPV Assets	Non-SPV Assets	ISERCL	ISETRM	ISERCL	ISETRM	ISERCL
	Rupees '000		Rupees '000		Rupees '000		Rupees '000	
ASSETS								
NON-CURRENT ASSETS								
Property and equipment	1,303,327	1,303,327	-	-	-	-	1,303,327	-
Intangible assets	3,403	3,403	-	-	-	-	3,403	-
Investment property	5,405,575	5,405,575	-	-	-	-	5,405,575	-
Investment in ISERCL	10	-	10	-	-	(10)	-	-
Long term investments	797,001	-	797,001	-	-	-	-	797,001
Long term investments - ISETRM	38,550	-	-	-	-	2,000,000	38,550	2,000,000
Long term advances and deposits	9,541	-	-	-	-	-	9,541	-
Deferred taxation	7,557,407	-	7,557,407	-	-	-	7,557,407	-
CURRENT ASSETS								
Receivables	82,387	82,387	-	-	-	-	82,387	-
Advances and prepayments	16,361	16,361	-	-	-	-	16,361	-
Short term investment	976,378	976,378	-	-	-	-	976,378	-
Cash and bank balances	11,334	11,334	-	10	-	-	11,334	10
	1,086,460	1,086,460	-	10	-	-	1,086,460	10
TOTAL ASSETS	8,643,867	7,846,856	7,97,011	10	-	1,999,990	7,846,856	2,797,011
EQUITY AND LIABILITIES								
SHARE CAPITAL & RESERVES								
Authorized share capital	7,000,000	7,000,000	-	50,000	(1,000,000)	-	6,000,000	2,800,000
Share capital	3,671,870	3,671,870	-	-	2,000,000	-	5,671,870	2,700,000
Surplus on revaluation of property and equipment	459,584	459,584	-	-	(459,584)	-	-	-
Reserves	217,028	217,028	-	-	(217,028)	-	-	-
Accumulated profits	3,938,191	3,938,191	-	-	(2,120,399)	-	1,817,792	97,011
	8,286,673	8,286,673	-	10	-	-	7,489,662	2,797,011
NON-CURRENT LIABILITIES								
Long term deposits	26,166	26,166	-	-	-	-	26,166	-
Deferred liabilities	26,689	26,689	-	-	-	-	26,689	-
CURRENT LIABILITIES								
Accrued and other payables	60,096	60,096	-	-	-	-	60,096	-
Advances and deposits	191,278	191,278	-	-	-	-	191,278	-
Tax payable to government	15,404	15,404	-	-	-	-	15,404	-
Unclaimed dividend	37,561	37,561	-	-	-	-	37,561	-
	304,339	304,339	-	-	-	-	304,339	-
Inter Segment Receivables/Payables	-	(797,011)	797,011	-	797,011	(797,011)	-	-
TOTAL EQUITY AND LIABILITIES	8,643,867	7,846,856	7,97,011	10	-	1,999,990	7,846,856	2,797,011

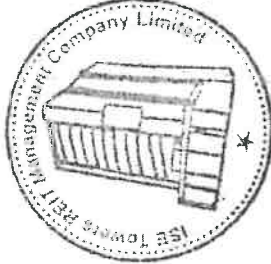


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SCHEDULE – 3 Statement of Financial Position –

- ISE Towers REIT Management Company Limited
- ISE Realty Company Limited (Certificate of Receipt of Initial Subscription Money)

As attached



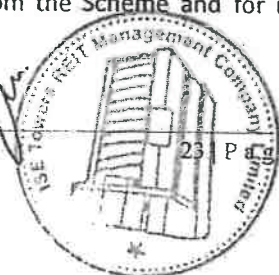
1. The respective Boards of Directors of ISETRMC, and ISERCL have approved the foregoing Scheme for the submission to the honorable Islamabad High Court (IHC), and have prayed to the Court to order the convening of the Extraordinary General Meetings (EOGMs) of their companies under the Court appointed Chairmen of the meetings for seeking the approval of the Scheme from the members of their respective companies by way of special resolution(s), before according due sanction to this Scheme in its absolute discretion. In this respect, the following specific Board resolutions have been passed by each of the companies involved in the Scheme:

- 1) “Resolved that the Draft Scheme of Arrangement for the restructuring/rearrangement/reallocation and issuance of the equity capital of the Company (ISETRMC or ISERCL) and the inter-company transfer of certain designated assets and liabilities, as per the specific Articles and Schedules detailed in the Scheme, and for the subsequent registration/launch of the REIT Scheme(s) and its future public listing, be and is hereby approved by the Board”; and
- 2) “Resolved further that the CEO of the Company (ISETRMC or ISERCL), be and is hereby nominated/designated/assigned the task of filing of the above Scheme, and is duly empowered to sign, submit or present necessary applications/petitions, supplementary applications/petitions before the Honorable Islamabad High Court (IHC), and to appear [in person or through representative(s)] before the Court, SECP, Competition Commission of Pakistan (CCP), and/or before any other authority or person in connection with the aforesaid Scheme of Arrangement, and upon the sanction thereof by the Honorable IHC, to undertake all necessary actions or take all required steps for the implementation of the Scheme, under or with the assistance of the Board appointed Financial Advisors (FA);” and
- 3) “Resolved further that the appointed FA, be and is also hereby authorized to hire the services of any other legal advisor/counsel or professional and fix the remuneration thereof, for the filing of the Scheme in the Honorable IHC, and its legal perusal with other regulatory bodies with the support and assistance from the management of ISETRMC and ISERCL;” and
- 4) “Resolved further that subject to and subsequent to the specific approval of the Scheme from the shareholders of the Company (ISETRMC or ISERCL) by way of special resolution, the Board of Directors of ISETRMC, with the assistance from the appointed FA/legal advisor, be and is hereby authorized to make any subsequent/future changes, modifications or additions or alterations to the Scheme or to any particular part of the Scheme (including any distribution ratio), which the Honorable IHC or the Commission may think fit to order, direct or impose or consider necessary for the removal of any difficulty arising from the Scheme and for its



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implementation or in any matter connected therewith without the need for any further approval from the shareholders of the companies involved in the Scheme;" and

- 5) "Resolved further that subsequent to the filing of the Scheme in the Honorable IHC, the Board of Directors of ISETRMC, be and is hereby authorized to take all future steps and undertake all necessary or required actions to ensure the expeditious approval of the Scheme from the Honorable IHC, and its subsequent implementation, for and on behalf of the Board of the Directors of ISERCL;" and
 - 6) "Resolved further that subsequent to the sanction of the Scheme by the Honorable IHC, the Board of Directors of the Company (ISETRMC or ISERCL), be and is hereby authorized to change the name of ISETRMC to ISE Towers Limited [and to change the name of ISERCL to ISE REIT Management Company Limited (ISERMCL)], or any other suitable name as the Board may decide in its absolute discretion;" and
 - 7) "Resolved further that the approval of all required payments/disbursements etc., in connection with the Scheme and included in the Scheme's approved financial model, whether on account of any registration/licensing of the new companies, government challans/treasury, advertisements, fees, charges, taxes, and the costs for the convening of the meetings of the Boards and shareholders of the Company (ISETRMC or ISERCL), be and are hereby approved to be expensed as per the timelines and the milestones provided in the approved financial model of the Scheme."
2. Upon the orders of the honorable IHC for the convening of the EOGMs of ISETRMC and ISERCL, under the Court appointed Chairmen of the meetings, the shareholders shall be required to accord specific approval of the Scheme (as covered in this Schedule – 4) by way of special resolution pursuant to the provisions of Section 279 to 283 of the Companies Act, 2017, and other applicable provisions, together with the approvals for the grant of the specific authorization to their respective Boards of Directors, to the following effect:

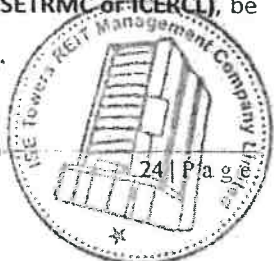


- 1) "Resolved that the Draft Scheme of Arrangement, for the restructuring/rearrangement/reallocation and issuance of the equity capital of the Company (ISETRMC or ISERCL) and the inter-company transfer of certain designated assets and liabilities, as per the specific Articles and Schedules detailed in the Scheme, and for the subsequent registration/launch of the REIT Scheme(s) and its future public listing, be and is hereby unanimously approved by the shareholders;" and

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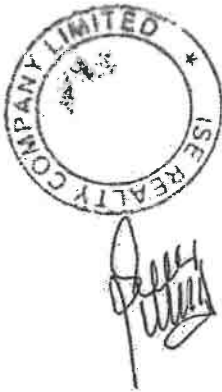
- 2) "Further resolved unanimously that the Board of Directors of the Company (ISETRMC or ISERCL), either by themselves, or through the CEO of the Company (ISETRMC or ISERCL), be

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and are hereby authorized to undertake all necessary actions or take all required steps for the implementation of the Scheme, after the sanction thereof by the Honorable IHC;”

- 3) “Resolved further that subsequent to the sanction of the Scheme by the Honorable IHC, the Board of Directors of the Company (ISETRMC or ISERCL), be and is here by authorized to change the name of ISETRMC to ISE Towers Limited [and to change the name of ISERCL to ISE REIT Management Company Limited (ISERMCL)], or any other suitable name as the Board may decide in its absolute discretion;” and
- 4) “Further resolved unanimously that the Board of Directors of the Company (ISETRMC and ISERCL) be and are hereby authorized to make any subsequent/future changes, modifications or additions or alterations to the Scheme or to any particular part thereof (including any distribution ratio), which the Honorable IHC or the Commission may think fit to order, direct or impose or consider necessary for the removal of any difficulty arising from the Scheme and/or for its implementation or with respect to any matter connected therewith, under the authority of these resolutions, and without any further need for any specific approval from the shareholders of the Company (ISETRMC and ISERCL) in this matter;” and
- 5) “Further resolved unanimously that the Board of Directors of the Company (ISETRMC and ISERCL) be and are hereby authorized to make the required changes in the Memorandum and Articles of the Company as proposed in the Scheme, or any other changes if so advised or directed or ordered or required by the Honorable IHC or the Commission, under the authority of these resolutions, and without any further need for any specific approval from the shareholders of the Company (ISETRMC and ISERCL) in this matter.”



Authorization Format
(On the letterhead of the Company)

Date:

The Secretary
ISE Towers REIT Management Company Limited
Islamabad.

Sub: Authorization to Attend the Extra Ordinary General Meeting (EOGM) on Behalf of the Corporate Shareholder

Dear Sir,

Please be informed that Mr. _____ s/o _____ r/o _____ holder of CNIC No. _____ has been duly authorized by the Board of Directors of our company vide resolution dated _____ to participate, deliberate and vote on resolutions included in the agenda of the notice of the EOGM of the ISE Realty Company Limited scheduled for **December 16, 2025 at 04:30 p.m.** or at any date adjourned/rescheduled thereof. Resolution of the Board dated _____ in original duly signed and stamped is attached herewith for reference and record.

Yours truly,

Seal of the Company

Authorized Signatory

.....
SPECIMEN RESOLUTION

The following resolution has been passed by the Board of Directors of (Name of the Company) in its meeting held on _____.

Resolved that Mr. _____ s/o _____ r/o _____ be and is hereby authorized on behalf of the company to participate and vote for resolution included in the agenda of the notice of the EOGM of ISE Realty Company Limited scheduled for **December 16, 2025 at 04:30 p.m.** or at any date adjourned/rescheduled thereof.

Certified True Copy.

Authorized Signatory

Seal of the Company

FORM OF PROXY

I/We, _____ of _____, being a member(s) of ISE Realty Company Limited, do hereby appoint Mr./Ms. _____ s/o,d/o _____ r/o of _____ as my/our proxy in our absence to attend and vote for me/us and on my/our behalf at Extra Ordinary General Meeting of the Company to be held on the **December 16, 2025 at 04:30 p.m.** or at any adjournment thereof.

Signature over
Revenue Stamp
of Rs.5/-

The Member:

Signature: _____

Name: _____

Father's name: _____

Participant ID: _____

Address: _____

Date: _____

Witness 1: _____

Signature: _____

Name: _____

CNIC No.: _____

Address: _____

The Proxy:

Signature: _____

Name: _____

Father's name: _____

Participant ID: _____

Address: _____

Date: _____

Witness 2: _____

Signature: _____

Name: _____

CNIC No.: _____

Address: _____

Important Notes:

1. The proxy must be a member of ISE Realty Company Limited.
2. The proxy form be signed by the appointer or his attorney duly authorized in writing, or of the appointer is a body corporate, be under its seal or be signed by any officer or any attorney duly authorized by it in writing.
3. The instrument of proxy properly completed should be deposited at the Registered Office of the Company not less than 48 hours before the time of meeting.
- 1) If any member appoints more than one proxy for any one meeting and more than one instruments of proxy are deposited with the Company, all such instruments shall be rendered invalid.

