ISE REIT MANAGEMENT COMPANY LIMITED

(Formerly ISE Realty Company Limited)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 1st Annual General Meeting **("AGM")** of the members of ISE REIT MANAGEMENT COMPANY LIMITED (formerly ISE Realty Company Limited) **("the Company")** will be held on Saturday October 10, 2026 at 01:00 p.m. at Ground Floor, ISE Towers, 55-B, Jinnah Avenue, Islamabad to transact the following business: -

ORDINARY BUSINESS.

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

2. To appoint statutory Auditors of the Company for the year ending June 30, 2027, and to fix their remuneration. M/s BDO Ebrahim & Co. Chartered Accountants have offered themselves for reappointment.

3. To elect/appoint a total board size of ten (10) directors, comprising six (6) Non-Executive Shareholders' Directors and four (4) Independent directors in accordance with Section 159 and Section 166 (1) & (2) of the Companies Act, 2017 respectively, and the Articles of Association of the Company. The Chief Executive Officer of the Company shall be deemed as the ex-officio director of the Company. The number of the above directors has been fixed by the Board of Directors under the provisions of the Companies Act, 2017, for the next term of three (3) years commencing from the expiry of the current term.

   The following retiring directors are eligible and offer themselves for re-election:

Non-Executive Directors (NED)

i. Mr. Haroon Ihsan Piracha
ii. Mr. Sohail Altaf
iii. Mr. Adil Khan Swati
iv. Mr. Haider Khaqan Abbasi
v. Ms. Marium
vi. Mr. Zahid Latif Khan

Independent Direct (ID)

vii. Mr. Muhammad Sharif

ISSUED BY THE ORDER OF THE BOARD

Company Secretary

Date: September 19, 2026
Place: Islamabad

NOTES TO THE NOTICE OF THE AGM

1. Election of Directors:

1.1 The term of office of the present Directors of the Company will expire on the date of annual general meeting scheduled for October 10, 2026 or any adjourned date, if any. In terms of Section 159(1) of the Act, the Board of Directors in their meeting, held on August 31, 2026, have fixed the number of directors to be elected/appointed as ten (10), out of which six (06) would be Non-Executive Directors, representing the shareholders, whereas four (4) Directors would be Independent, for a period of three years. The Chief Executive Officer is an ex-officio member of the Board of the Company. The Board has decided to conduct the election of Directors on October 10, 2026 in the 1st AGM of the Company.

1.2 The existing Directors are interested to the extent that they are eligible for re-election as Directors of the Company.

1.3 Any member/shareholder who seeks to contest the election for the office of the Director shall, whether he/she is a retiring Director or otherwise, file with the Company at its registered office the following documents in original at least fourteen (14) days before the date of the AGM namely:

a) A Notice of his/her intention to offer himself/herself for election as a Director under Section 159(3) of the Companies Act, 2017.

b) Consent to act as Director on Appendix to Form 9 of the Companies Regulations, 2024 under Section 167 of the Act along with copy of valid CNIC/Passport, taxpayer registration certificate.

c) A declaration in respect of being:
- That he/she is not ineligible to become Director of a company under Section 153, 172 & 177 of the Act or any other applicable law; and
- That he/she is not serving as director, including as an alternate director, in more than seven (7) listed companies simultaneously.

d) A duly attested affidavit on non-judicial stamp papers regarding compliance of fit and proper criteria as per Annexure-B to Schedule VIII under Fit and Proper criteria of REIT Regulations, 2022.

e) A duly attested affidavit on non-judicial stamp papers under Point 10 of Annexure to Form-1 of NBFC Rules, 2003 regarding financial credibility.

f) A duly attested undertaking on non-judicial stamp papers under Rule 5(6)(m) of NBFC Rules, 2003 regarding compliance with the Act, Rules and Regulations.

g) Save as provided in Section 153 of the Act, read with Article 70 of the Articles of Association of the Company, no person shall be appointed as a Director unless he is a member/shareholder of the Company.

h) A detailed profile with official address as per Annexure A to Schedule VIII to the REIT Regulations, 2022 along with all requisite supporting documents and copy of the valid CNIC/Passport and NTN.

i) Two recent passport size photographs of the candidate.

1.4 In order to elect the Directors, the following schedule has been approved by the Board in accordance with the provisions of Articles of Association of the Company, read with relevant provisions of the Act:

- Last date for filing of Nomination documents **September 26, 2026**
- Final List under section 159(4) **October 03, 2026**
- Election/Polling of candidates in AGM **October 10, 2026**

1.4 The candidate who filed the nomination papers for the office of Director may at any time before the holding of elections withdraw his / her nomination at his own choice.

2. INDEPENDENT DIRECTORS

2.1 The Board of Directors of the Company has determined the total number of independent directors to be four (4).

2.2 For the appointment of Independent Directors, the Securities and Exchange Commission of Pakistan **("SECP")**, while consenting to the Court Sanctioned Scheme of Arrangement and granting the RMC license to the Company, imposed certain conditions, including a condition relating to the appointment of Independent Directors. Pursuant to the said condition, the Company is required to submit two (2) names for each position of Independent Director to the SECP, from amongst whom the SECP shall approve one (1) nominee for appointment against each such vacancy. Thereby, the Company is required to submit eight (8) nominees for appointment of four independent directors.

2.3 In compliance with the SECP condition and Section 166(1) & (2) of the Companies Act, 2017 and the Articles of Association of the Company, the Board of Directors shortlisted and selected the following eight (8) persons for appointment as Independent Directors of the Company being two (2) candidates for each position.

a. Mr. Syed Mukhtar Hussain Jaffery
b. Mr. Muhammad Sharif
c. Mr. Malik Qamar Afzal
d. Mr. Rizwan Ejaz
e. Mr. Muhammad Nasir Mirza
f. Mr. Zahid Mahmood
g. Ms. Farzin Khan
h. Ms. Shaista Bano Gilani

2.4 Out of the eight (8) nominated persons, the Securities and Exchange Commission of Pakistan shall approve any four (4) suitable persons for appointment as Independent Directors subject to compliance with all applicable laws, rules, regulations, regulatory requirements and conditions imposed by the Commission.

2.5 The proposed Independent Directors have been selected by the Board of Directors after shortlisting and carrying out the requisite due diligence and considering the applicable requirements relating to the eligibility, independence and fit and proper criteria.

2.6 The Board has already submitted the names of eight nominees for obtaining the requisite approval of the Commission.

3. PROCEDURE FOR PARTICIPATION IN THE ANNUAL GENERAL MEETING

3.1 The Share Transfer Books of the Company shall remain closed from **October 02, 2026 to October 10, 2026** (both days inclusive). Members are requested to notify the change of their registered address, if any, immediately but before book closure to the Share Registrar of the Company i.e., Central Depository Company of Pakistan Limited at CDC House, 99-B, Block 'B', S.M.C.H.S., Main Shahra-e- Faisal, Karachi.

3.2 All shareholders of the Company with the exceptions of those whose shareholdings have been challenged by the Company in the court of law on certain grounds, are entitled to attend the meeting.

3.3 A member entitled to attend and vote at the AGM is entitled to appoint another member as his/her proxy to attend, speak and vote on his/her behalf.

3.4 The instrument appointing a proxy, duly completed and signed, must be deposited at the registered office of the Company not later than forty-eight (48) hours before the time appointed for holding the meeting.

3.5 Members are requested to bring their original CNIC/passport or other valid identification document for identification purposes.

3.6 The profiles and requisite information relating to the persons offering themselves for election as Directors shall be made available to the members in accordance with the applicable provisions of the Companies Act, 2017 and regulatory requirements.

3.7 The members may access the financial statements and other relevant documents relating to the AGM in accordance with the applicable legal and regulatory requirements.

3.8 The Company reserves the right to make such amendments to this Notice as may be necessary to comply with any direction, clarification or requirement of the Securities and Exchange Commission of Pakistan.

PATTER OF SHAREHOLDING

S. NO.	NO. OF SHARES FROM	TO	NO. OF SHAREHOLDERS	NO. OF SHARES HELD
1	1	100	74	1,433
2	101	500	16	4,192
3	501	1000	5	4,186
4	1001	5000	5	10,761
5	5001	10000	1	8,038
6	10001	15000	1	11,157
7	15001	20000	20	333,094
8	20001	25000	19	464,505
9	30001	35000	15	490,799
10	40001	45000	12	495,393
11	45001	50000	18	883,620
12	60001	65000	1	63,294
13	65001	70000	1	68,335
14	75001	80000	1	78,689
15	80001	85000	14	1,147,945
16	95001	100000	1	97,574
17	160001	165000	1	163,635
18	175001	180000	1	179,003
19	345001	350000	1	347,808
20	540001	545000	1	544,129
21	555001	560000	1	557,609
22	935001	940000	1	938,266
23	1235001	1240000	1	1,238,950
24	1765001	1770000	1	1,767,585

ISE REIT MANAGEMENT COMPANY LIMITED

(Formerly ISE Realty Company Limited)

Authorization Format
(On the letterhead of the Company)

Date:

The Secretary
ISE REIT Management Company Limited
G-12, ISE Towers, 55-B, Jinnah Avenue,
Islamabad.

Subject: **Authorization to Attend the AGM 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 1st Annual General Meeting of the ISE REIT Management Company Limited scheduled for _________________ 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

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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 1st Annual General Meeting of ISE REIT Management Company Limited scheduled for _______________________ or at any date adjourned/rescheduled thereof.

Certified True Copy.

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Authorized Signatory

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Seal of the Company

ISE REIT MANAGEMENT COMPANY LIMITED

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FORM OF PROXY

I/We, ____ of ________________, being a member(s) of ISE REIT Management Company Limited, do hereby appoint Mr. ______________________________ s/o ______________________________ r/o of ________________ as my/our proxy in our absence to attend and vote for me/us and on my/our behalf at 1st Annual General Meeting of the Company to be held on the ______________ or at any adjournment thereof.

Signature over Revenue Stamp of Rs.50/-

The Member:

Signature:______________________

Name:______________________

Father's name: ________________

Participant ID:________________

Address: ________________

Date: ________________

The Proxy:

Signature:______________________

Name:______________________

Father's name:________________

Participant ID:________________

Address:________________

Date:________________

Witness 1: ______________________

Signature: ______________________

Name: ______________________

CNIC No.:______________________

Address: ______________________

Witness 2: ______________________

Signature: ______________________

Name: ______________________

CNIC No.:______________________

Address: ______________________

Important Notes:

1. The proxy must be a member of ISE REIT Management 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.
4. If any member appoints more than one proxy for anyone meeting and more than one instruments of proxy are deposited with the Company, all such instruments shall be rendered invalid.