

NOTICE OF ELECTION OF DIRECTORS**UNDER SECTION 159(4) OF THE COMPANIES ACT, 2017**

Members of Octopus Digital Limited ("Company"), pursuant to section 159(4) of the Companies Act, 2017, are hereby notified that the following persons have filed with the Company notices of their intention to offer themselves for election of directors of the Company, at the forthcoming Extraordinary General Meeting, scheduled to be held on Saturday, 08 June 2024 at 10:00 A.M. at Nishat Hotel, Gate No. 7, Imperial Ball Room - B, Adjacent to Emporium Mall, Abdul Haq Road, Johar Town, Lahore.

The directors of the Company in their meeting held on 30 April 2024 have fixed the number of directors to be elected in the EOGM to be Eight (08).

For "Female Category" Category**1.Ms. Saleha Asif****For "Independent Directors" Category****1.Mr. Mohammad Shahid Mir****2.Mr. Mohammad Arif Janjua**

Since the number of candidates who have offered themselves for election in the above category(ies) for "Female" and "Independent Director" are equivalent to the number of Directors to be elected, therefore, pursuant to Section 159(5) of the Companies Act, 2017, the above-mentioned candidates will be deemed to be elected at the EOGM on 08 June 2024.

For "Other Directors" Category**1.Mr. Bakhtiar Hameed Wain****4.Mr. Asmar Ahmed Atif****2.Mr. Khalid Hamid Wain****5.Mr. Adeel Khalid****3.Mr. Tanveer Karamat****6.Mr. Muhammad Safiuddin**

In term of Section 159 of the Companies Act, 2017, the Shareholders will elect five (05) directors i.e. "Other Director" Category as fixed the Board of Directors of the Company, for the next term of three (03) years commencing from 08 June 2024.

Candidates may withdraw their notice of intention at any time before the election. The profiles and statements of candidates seeking to contest the election as minority shareholders are available on the Company's website: <https://octopusdtl.com/>.

Members are encouraged to attend the EOGM through video conference facility managed by the Company, follow the below link:

https://us06web.zoom.us/webinar/register/WN_YLodUy3IRZ6CGO5dKPF7Cg

Guidance as how-to login on Zoom to attend the EOGM link: <https://octopusdtl.com/investor-information/>

In terms of the Companies (Postal Ballot) Regulations, 2018 (the Postal Ballot Regulations), for "Other Directors" category, members will be allowed to exercise their right to vote in accordance with the conditions mentioned in the said regulations. Accordingly, the Company will provide its members with the following options for voting:

(i) **Electronic Voting:** The Company's e-voting service provider, M/s. FAMCO Share Registration Services (Private) Limited, in accordance with the Postal Ballot Regulations, will send complete information to the members, including but not limited to web address, login detail, password, date of casting e-vote and other necessary details through e-mail; and security code through SMS on their registered e-mail available in the members' register. The identity of the member intending to cast a vote through e-voting shall be authenticated through electronic signature or authentication for login. The voting line for casting votes shall open for the members from 04 June 2024, at 5:00 p.m. and remain available until 07 June 2024 at 5:00 p.m.

(ii) **Voting through Postal Ballot:**

The members shall ensure that duly-filled and signed ballot paper, which is also available on the Company's website, along with requisite documents, should reach the Chairperson through post at Octopus Digital Limited The Avanceon Building, 19-Km, Main Multan Road, Lahore, or by email at agm@octopusdtl.com until 4:00 p.m. on 07 June 2024.