



July 19, 2010

The General Manager,
Karachi Stock Exchange (Guarantee) Limited,
Stock Exchange Building,
Stock Exchange Road,
Karachi.

Subject: Board Meeting dated July 19, 2010

Dear Sir,

This is to inform you that the Board of Directors of the company in their telecon meeting held on July 19, 2010 at 04:00 pm have approved the following resolutions to be passed as Special Resolutions for the 100% acquisition of both NetSol Technologies Europe Limited (NTE) and NetSol Technologies North America Inc. (NTNA). The special resolutions to be passed by the shareholders of the company, with or without any modification, addition or deletion in the forthcoming extraordinary general meeting:

To consider the 100% acquisition of NetSol Technologies Europe Limited (an associated undertaking) and NetSol Technologies North America Inc (an associated undertaking) against the consideration other than cash by way of issuance of fresh shares and if thought fit, pass the following resolutions with or without any modification, addition or deletion:

RESOLVED THAT

"Acquisition of 100% issued, subscribed and paid up capital of both NetSol Technologies Europe Limited and NetSol Technologies North America Inc., be and are hereby approved at the purchase consideration of Rs. 1,759,368,150."

RESOLVED FURTHER THAT

"The purchase consideration will be paid through issuance of fresh ordinary shares of NetSol Technologies Limited to NetSol Technologies Inc., USA (the seller) as private placement other than right issue."

RESOLVED FURTHER THAT

"Based on last thirty trading day's average closing price at KSE (May-27, 2010 to July-07, 2010), price per share for this transaction has been locked at Rupees 28.82 (including a premium of 10% on the average closing price)."

RESOLVED FURTHER THAT

"Subject to the approval from shareholders of the company, the company is authorized under section 86 (1) of the Companies Ordinance 1984 to issue 61,046,778 (Sixty one million forty six thousand seven hundred and seventy eight) fresh ordinary shares as private placement other than right issue to NetSol Technologies Inc., USA (the seller) @ Rs. 28.82 per share as consideration against acquiring 100% shareholding of NetSol Technologies Europe Limited and NetSol Technologies North America Inc."

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