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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**SCHEDULE 14A**

(Rule 14a-101)  
**SCHEDULE 14A INFORMATION**  
Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only  
(as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Under Rule 14a-12

**NetSol Technologies, Inc.**

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
- 1) Title of each class of securities to which transaction applies:
  - 2) Aggregate number of securities to which transaction applies:
  - 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
  - 4) Proposed maximum aggregate value of transaction:
  - 5) Total fee paid:
- Fee paid previously with preliminary materials:
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.
- 1) Amount previously paid:
  - 2) Form, Schedule or Registration Statement No.:
  - 3) Filing Party:
  - 4) Date Filed:
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**NETSOL**  
NETSOL TECHNOLOGIES, INC.  
16000 VENTURA BLVD., SUITE 770  
ENCINO, CA 91436



**SCAN TO**  
VIEW MATERIALS & VOTE



**VOTE BY INTERNET** - [www.proxyvote.com](http://www.proxyvote.com) or scan the QR Barcode above  
Use the Internet to transmit your voting instructions and for electronic delivery of information. Vote by 11:59 P.M. ET on June 6, 2023. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

**ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS**  
If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

**VOTE BY PHONE** - 1-800-690-6903  
Use any touch-tone telephone to transmit your voting instructions. Vote by 11:59 P.M. ET on June 6, 2023. Have your proxy card in hand when you call and then follow the instructions.

**VOTE BY MAIL**  
Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

V14825-P94158

KEEP THIS PORTION FOR YOUR RECORDS  
DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

NETSOL TECHNOLOGIES, INC.			
The Board of Directors recommends you vote FOR the following:			
1. ELECTION OF DIRECTORS			
<b>Nominees:</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>
1a. Najeeb Ghauri	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1b. Mark Caton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1c. Malea Farsai	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1d. Michael Francis	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1e. Kausar Kazmi	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<p><b>The Board of Directors recommends you vote "FOR" on proposal 2; "1 YEAR" on proposal 3; and "FOR" on proposal 4.</b></p>			
2. Advisory Vote to Approve Executive Compensation	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<b>1 Year</b>	<b>2 Years</b>	<b>3 Years</b>
3. Advisory vote on frequency of future Shareholder Votes on Named Executive Officer Compensation	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<b>For</b>	<b>Against</b>	<b>Abstain</b>
4. Ratification of Appointment of BF Borgers CPA PC to serve as the Company's Independent Auditors for Fiscal Year 2023	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<p><b>NOTE:</b> Discretionary authority is hereby granted with respect to such other matters as may properly come before the Annual Meeting.</p>			
<p>PLEASE DATE AND SIGN BELOW exactly as your name appears on your Stock Certificate, indicating where appropriate, official position or representative capacity.</p>			
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
Signature [PLEASE SIGN WITHIN BOX]	Date	Signature (Joint Owners)	Date

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:**  
The Notice and Proxy Statement and Form 10-K are available at [www.proxyvote.com](http://www.proxyvote.com).

V14826-P94158

**NETSOL TECHNOLOGIES, INC.**  
**Proxy for the fiscal year 2022 Annual Meeting of Shareholders to be Held on June 7, 2023**  
THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

The undersigned hereby appoints Najeeb Ghauri, with full power of substitution, as his or her proxy to represent and vote, as designated below, the number of shares of which the undersigned is entitled to vote as a common shareholder of NetSol Technologies, Inc., registered in the name of the undersigned with the powers which the undersigned would possess if personally present at the fiscal year 2022 Annual Meeting of Shareholders to be held at the Company's headquarters located at 16000 Ventura Blvd., Suite 770, Encino, CA 91436 on June 7, 2023 at 10:00 AM local time, on and at any adjournment thereof, and hereby revokes any proxy or proxies previously given.

**THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED AS DIRECTED. IF NO DIRECTION IS GIVEN, THE PROXY WILL BE VOTED "FOR" ALL NOMINEES FOR DIRECTOR AND, "FOR" PROPOSAL NUMBER 2; "1 YEAR" ON PROPOSAL NUMBER 3; AND "FOR" PROPOSAL NUMBER 4 AND IN THE PROXY'S DISCRETION ON ANY OTHER MATTERS TO COME BEFORE THE MEETING.**

Continued and to be signed on reverse side