

The Company Secretary
Fauji Fertilizer Company Limited
Rawalpindi

January 26, 2026
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Dear Sir

AUDITOR'S CERTIFICATE ON STATEMENT OF COMPLIANCE WITH THE REQUIREMENTS OF ALLOTMENT OF SHARES IN THE NAME OF CENTRAL DEPOSITORY COMPANY OF PAKISTAN LIMITED (CDCPL) AS REQUIRED UNDER "PROCEDURE FOR FURTHER ISSUANCE OF SHARES OTHER THAN RIGHT (LISTED & UNLISTED)"

We have been requested to provide you with a certificate on the annexed statement (the Statement) of Fauji Fertilizer Company Limited (the Company) relating to compliance with the requirements of allotment of shares in the name of Central Depository Company of Pakistan Limited (CDCPL) as required under "Procedure for further issuance of shares other than right (Listed & Unlisted)", related to listed securities.

Scope of Certificate

As per the requirements of "Procedure for further issuance of shares other than right (Listed & Unlisted)", the Company is required to submit a certificate from its statutory auditor to CDCPL, confirming the receipt of the subscription amount in case of cash or other consideration in case of consideration other than cash, the revised paid-up capital / total issue and confirming that all the requirements with regards to allotment of shares in the name of CDCPL have been fulfilled by the Company, per the Statement prepared by the management.

Management Responsibility

It is the management's responsibility to prepare and provide the Statement confirming the receipt of the subscription amount in case of cash or other consideration in case of consideration other than cash, the revised paid-up capital / total issue and confirming compliance with all the requirements of the "Procedure for further issuance of shares other than right (Listed & Unlisted)" to ensure that all requirements with regards to allotment of shares in the name of CDCPL have been fulfilled by the Company. It is also responsibility of the management to maintain appropriate records and supporting documentation in this respect. This certificate does not relieve the management of its responsibilities.

Auditor's Responsibility

Our responsibility is to certify the receipt of the consideration other than cash, the revised paid-up capital and compliance with all the requirements of "Procedure for further issuance of shares other than right (Listed & Unlisted)", as enumerated in the Statement and report thereon, in accordance with the "Guidelines for Issue of Certificates for Special Purposes by Practicing Chartered Accountants Firms" issued by the Institute of Chartered Accountants of Pakistan through Circular no. 03/2016 dated February 25, 2016. Our verification was limited to the procedures as mentioned below:

- a) Obtained the Statement, prepared by the management, confirming the receipt of consideration other than cash, the revised paid-up capital and confirming that all the requirements with regards to allotment of shares of the Company in the name of CDCPL have been fulfilled by the Company;



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- b) Obtained extracts of resolution of meeting of Board of Directors and Extraordinary General Meeting of the Company for approval of issuance of shares;
- c) Checked that 214,687,500 ordinary shares of FFBL Power Company Limited (FPCL) have been transferred in the name of the Company, as mentioned in the Statement;
- d) Obtained copy of letter of authorization to upload data relating to 15,914,566 ordinary shares of Rs 10 each, addressed by the Company to the Head of Operations CDCPL; and
- e) Obtained copy of allotment confirmation letter relating to confirmation of allotment of 15,914,566 ordinary shares, addressed by the Company to Head of Operations CDCPL.

Certificate

Based on procedures mentioned above, we certify the receipt of consideration other than cash i.e. 214,687,500 ordinary shares of FPCL, the revised paid-up capital of the Company of Rs 14,390,232,620 and that all the requirements for allotment of shares in the name of CDCPL have been fulfilled by the Company, as required under "Procedure for further issuance of shares other than right (Listed & Unlisted)".

Restriction on use and distribution

The procedures mentioned above did not constitute an audit or review in accordance with International Standards on Auditing and International Standards on Review Engagements and, accordingly, we do not express any assurance. Had we performed additional procedures, an audit or a review, other matters might have come to our attention that would have been reported. This certificate is issued by us in the capacity of statutory auditors of the Company, upon request of the management of the Company, for onward submission to CDCPL and is not to be used or distributed for any other purpose. The certificate is restricted to the facts stated herein and the attached Statement.

Yours truly


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STATEMENT OF COMPLIANCE WITH THE REQUIREMENTS OF ALLOTMENT OF SHARES IN THE NAME OF CENTRAL DEPOSITORY COMPANY OF PAKISTAN (CDCPL) AS REQUIRED UNDER "PROCEDURE FOR FURTHER ISSUANCE OF SHARES OTHER THAN RIGHT (LISTED & UNLISTED)"

With respect to the captioned subject, we confirm the following:

- The Board of Directors of Fauji Fertilizer Company Limited (the Company) in their meeting dated November 10, 2025; and shareholders of the Company in Extraordinary General Meeting (EOGM) dated December 8, 2025; authorized the investment, by way of acquisition of 214,687,500 ordinary voting shares (representing 25% of the paid up capital), of an associated company i.e. FFBL Power Company Limited, from Fauji Foundation; and in consideration whereof, issue 15,914,566 further ordinary shares of the Company to Fauji Foundation, by way of other than right offer, subject to regulatory approvals being obtained;
- Revised issued, subscribed and paid-up share capital of the Company after the issue of 15,914,566 ordinary shares of Rs 10 each is as follows:

Description	Number of shares (Number)	Face value per share	Paid-up capital (Rupees)
Issued, subscribed and paid-up capital (before issue of further ordinary shares)	1,423,108,696	10	14,231,086,960
Add: Issue of ordinary shares pursuant to aforementioned approvals	15,914,566	10	159,145,660
Revised issued, subscribed and paid-up capital of the Company	1,439,023,262	10	14,390,232,620

- Details of FPCL's ordinary share transferred in the name of the Company as consideration other than cash is as follows. Further, legal title, rights and ownership of 214,687,500 have been fully transferred in the name of the Company.

Date of transfer	Transfer no.	Distinctive number	Register folio	No. of shares
22-01-2026	10044	718812501-728750000	00047	9,937,500
22-01-2026	10044	516750001-689000000	00047	172,250,000
22-01-2026	10044	826250001-858750000	00047	32,500,000
				214,687,500

- Authorization to upload data was requested by the Company to Head of Operations Central Depository Company of Pakistan Limited (CDCPL) vide letter referenced 1.1/CA&IVR/FFC dated January 26, 2026 relating to 15,914,566 ordinary shares of Rs 10 each, for compliance with the requirements of "Procedure for further issuance of shares other than right (Listed & Unlisted) issued by CDCPL";

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**STATEMENT OF COMPLIANCE WITH THE REQUIREMENTS OF ALLOTMENT OF
SHARES IN THE NAME OF CENTRAL DEPOSITORY COMPANY OF PAKISTAN (CDCPL)
AS REQUIRED UNDER "PROCEDURE FOR FURTHER ISSUANCE OF SHARES OTHER
THAN RIGHT (LISTED & UNLISTED)"**

- Allotment confirmation letter referenced 1.1/CA&IVR/FFC dated January 26, 2026 was issued by the Company to Head of Operations CDCPL relating to confirmation of allotment of 15,914,566 ordinary shares, for compliance with the requirements of "Procedure for further issuance of shares other than right (Listed & Unlisted) issued by CDCPL"; and
- The requirements as mentioned in the "Procedure for further issuance of shares other than right (Listed & Unlisted) issued by CDCPL" with regards to allotment of 15,914,566 ordinary shares of Rs. 10 each, in the name of CDCPL have been fulfilled by the Company.

Attn:

Yours faithfully

Company Secretary
Brig Khurram Shahzada (Retd)
Fauji Fertilizer Company Limited

