July 03, 2026
Ref. No. 786/AAA/A1/Co/1

To,
Ahsan Khalil
Company Secretary
Octopus Digital Limited
19-Km, Main Multan Road,
Lahore.

Dear Sir,

CERTIFICATE IN RESPECT OF FURTHER ISSUE OF SHARES UNDER THE CENTRAL DEPOSITORY SYSTEM (CDS) – STANDARD OPERATING PROCEDURES OF THE CENTRAL DEPOSITORY COMPANY OF PAKISTAN LIMITED

Purpose of the Certificate
This certificate has been issued at the request of the management of Octopus Digital Limited (the "Company") in connection with the issuance of 959,870 ordinary shares for further issue of shares against cash consideration, under the Employees Share Option Scheme 2022 (ESOS – 2022). The purpose of this certificate is to facilitate compliance with the requirements of the Central Depository System (CDS) – Standard Operating Procedures for the allotment of securities in the name of the Central Depository Company of Pakistan Limited (CDC).

Responsibility of the Management
The management of the Company is responsible for ensuring compliance with all applicable requirements relating to the allotment of securities in the name of CDC. This includes maintaining complete and accurate records of share options granted and exercised, shares issued pursuant to the exercise of such options, and compliance with the applicable Standard Operating Procedures (SOPs). Management is also responsible for identifying and reporting any instances of non-compliance, where applicable, and for establishing appropriate systems and controls to prevent and detect fraud, errors, and other irregularities. The issuance of this certificate does not diminish or transfer these responsibilities from the management.

Responsibility of the Auditor
Our responsibility is to perform the agreed verification procedures and issue this certificate on the basis of the information and records made available to us by the Company. The engagement has been conducted in accordance with the Guidelines for Issue of Certificate for Special Purposes by QCR Rated Practicing Chartered Accountant Firms issued by the Institute of Chartered Accountants of Pakistan (ICAP). Our work was restricted to the following procedures:

1. Reviewed the certified true copy of the Employees Share Option Scheme 2022 (ESOS – 2022) adopted by the Company.
2. Examined the Special Resolution passed by the members of the Company approving the Employees Share Option Scheme 2022 (ESOS – 2022).
3. Reviewed the resolutions of the Human Resource and Remuneration Committee of the Board of Directors authorizing the issuance of shares under the Employees Share Option Scheme 2022 (ESOS – 2022).
4. Verified the receipt of subscription money by examining the relevant bank statement.
5. Examined the certified true copy of Form-3 to verify the issued and paid-up share capital of the Company before the allotment of shares.

6. Examined the certified true copy of MOA&AOA of the Company.
7. Examined the certified true copy of Form-7 of the Company.
8. Obtained and reviewed the Management Representation Letter confirming the revised issued and paid-up share capital of the Company after the issuance of shares.
9. Evaluated the Company's compliance with the applicable Central Depository System (CDS) – Standard Operating Procedures (SOPs) and considered whether any instances of non-compliance had been identified.

Certification

Based on the verification procedures performed and the records and information made available to us, we hereby certify that the Company's issued and paid-up share capital, upon the allotment of shares pursuant to the further issue of shares against cash under the Employees Share Option Scheme 2022 (ESOS – 2022), will be as follows:

Particulars	No. of Shares	Face Value (Rupees)	Amount (Rupees)
Paid-up capital of the Company before issuance of shares under ESOS – 2022	157,262,502	Rs. 10/- each	1,572,625,020
Shares of the Company issued under ESOS – 2022	959,870	Rs. 10/- each	9,598,700
Revised paid-up capital of the Company after issuance of shares under ESOS – 2022	158,222,372	Rs. 10/- each	1,582,223,720

1. Based on the procedures performed, the Company has complied with all applicable requirements relating to the allotment of securities in the name of CDC as prescribed under the Central Depository System (CDS) – Standard Operating Procedures (SOPs).
2. We further certify that the Company has duly complied with all conditions, if any, imposed by the relevant regulatory authority in connection with the issuance of the aforesaid shares.

Use of this Certification

This certificate has been issued solely in our capacity as a QCR Rated Practicing Chartered Accountant Firm, in accordance with the guidelines issued by the Institute of Chartered Accountants of Pakistan (ICAP), and at the specific request of the management of the Company for submission to the Central Depository Company of Pakistan Limited (CDC), the Securities and Exchange Commission of Pakistan (SECP), the Pakistan Stock Exchange Limited (PSX), and for compliance with other applicable regulatory requirements.

Yours sincerely

AAA ALI AKHTAR ADNAN Chartered Accountants

Ali Akhtar Adnan

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