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Independent Reasonable Assurance Report on Statement of Free Float of Shares

To the Chief Executive of the Next Capital Limited

1. Introduction

We have been engaged to perform a reasonable assurance engagement on the annexed Statement of Free Float of Shares (the 'Statement') of **Next Capital Limited** ('the Company') as of 30 September 2021, 31 December 2021, 31 March 2022 and 30 June 2022.

2. Applicable Criteria

The criteria against which the Statement is assessed is regulation no. 5.7.2(b)(ii) of Pakistan Stock Exchange Limited Regulations (PSX Regulations) which requires every listed company to submit directly to Pakistan Stock Exchange (PSX) an annual Free-Float Certificate duly verified by the auditor along with the annual audited accounts as prescribed under regulation 5.6.9(a) of the PSX Regulations.

3. Management's Responsibility for the Statement

Management is responsible for the preparation of the Statement as of 30 September 2021, 31 December 2021, 31 March 2022 and 30 June 2022 in accordance with the applicable criteria. This responsibility includes maintaining adequate records and internal controls as determined necessary to enable the preparation of the Statement such that it is free from material misstatement, whether due to fraud or error.

4. Our Independence and Quality Control

We have complied with the independence and other ethical requirements of the Code of Ethics for Chartered Accountants issued by the Institute of Chartered Accountants of Pakistan, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior.

The firm applies International Standard on Quality Control 1 "Quality Control for Firms that perform Audits and Reviews of Financial Statements, and Other Assurance and Related Services Engagements" and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.



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5. Our Responsibility and summary of the work performed

Our responsibility is to carry out an independent reasonable assurance engagement and to express an opinion as to whether the Statement is prepared in accordance with the applicable criteria, based on the procedures we have performed and the evidence we have obtained.

We conducted our reasonable assurance engagement in accordance with International Standard on Assurance Engagements 3000 (Revised), '*Assurance Engagements other than audits or reviews of historical financial statement*' (ISAE 3000) (Revised) issued by the International Auditing and Assurance Standards Board. That standard requires that we plan and perform this engagement to obtain reasonable level of assurance about whether the Statement is free from material statement.

A reasonable assurance engagement in accordance with ISAE 3000 (Revised) involves performing procedures to obtain evidence about the free float of shares and related information in the Statement. The nature, timing and extent of procedures selected depend on the practitioner's judgment, including the assessment of risk of material misstatement whether due to fraud or error, in the Statement. In making those risk assessments, we considered internal control relevant to the Next Capital Limited's preparation of the Statement. A reasonable assurance engagement also includes assessing the applicable criteria used and significant estimates made by management, as well as, evaluating the overall presentation of the Statement.

We have carried out the procedures considered necessary for the purpose of providing reasonable assurance on the Statement. Our assurance procedures performed included verification of information in the Statement with the underlying data and records comprising of Central Depository Company statements, forms submitted by the Company with the Securities and Exchange Commission of Pakistan relating to its pattern of shareholding and other related information. Verification that the computation of free float of shares is in accordance with the PSX Regulations also forms part of our assurance procedures.

We believe that evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

6. Opinion

In our opinion, the Statement as of 30 September 2021, 31 December 2021, 31 March 2022 and 30 June 2022 is prepared, in all material respects, in accordance with the PSX Regulations.



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7. Restriction on use and distribution

This report is issued in relation to the requirements as stipulated under Regulation No. 5.7.2(b)(ii) of the PSX Regulations and is not to be used or distributed for any other purpose. This report is restricted to the facts stated herein and the attachments.

Date: 19 September 2022

Karachi

A handwritten signature in blue ink, appearing to read 'KPMG Taseer Hadi & Co.', written over a horizontal line.

**KPMG Taseer Hadi & Co.
Chartered Accountants**

STATEMENT OF FREE FLOAT OF SHARES

| | Quarter-1 30-Sep-21 | Quarter-2 31-Dec-21 | Quarter-3 31-Mar-22 | Quarter-4 30-Jun-22 |
|--|------------------------|------------------------|------------------------|------------------------|
| Total Outstanding Shares | 49,500,000 | 49,500,000 | 49,500,000 | 49,500,000 |
| Less: Government Holdings | - | - | - | - |
| Less: Shares held by Directors / Sponsors Senior Management Officers and their associates | (14,842,987) | (17,465,487) | (17,465,487) | (17,465,487) |
| Less: Shares in Physical Form | (171,756) | (171,756) | (171,756) | (171,756) |
| Less: Shares held by associate companies / Group Companies (Cross holdings) | - | - | - | - |
| Less: Treasury shares | - | - | - | - |
| Less: Any other category that are barred from selling at the review date | - | - | - | - |
| Free Float | 34,485,257 | 31,826,757 | 31,826,757 | 31,826,757 |

Basis of Preparation: This Statement is prepared in accordance with the requirements of Regulation No. 5.7.2 (b)(ii) of Pakistan Stock Exchange Limited Regulation (PSX Regulations)



Chief Executive




Company Secretary

Note:

"Sponsors" has the same meaning as defined in the Companies (Issue of Capital) Rules, 1996.

"Senior Management Officers" and "Associates" have the same meaning as defined in the Securities Act, 2015.


