



A.F.FERGUSON & Co.

June 06, 2023

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The Chief Executive Officer
Systems Limited
Lahore

Dear Sir

**INDEPENDENT REASONABLE ASSURANCE REPORT ON STATEMENT OF
FREE FLOAT OF SHARES as at March 31, 2022, June 30, 2022, September
30, 2022, and December 31, 2022**

We enclose our independent reasonable assurance report on statement of free float of shares of the Company as at March 31, 2022, June 30, 2022, September 30, 2022 and December 31, 2022.

We wish to place on record, our appreciation for the courtesy and co-operation extended to us by the Company's personnel during the course of our engagement.

Yours truly

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■ KARACHI ■ LAHORE ■ ISLAMABAD



INDEPENDENT REASONABLE ASSURANCE REPORT ON STATEMENT OF FREE FLOAT OF SHARES

To the Chief Executive of Systems 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 Systems Limited (the Company) as of March 31, 2022, June 30, 2022, September 30, 2022 and December 31, 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/modaraba/mutual fund to submit directly to Pakistan Stock Exchange Limited (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 March 31, 2022, June 30, 2022, September 30, 2022 and December 31, 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 Historical Financial Information, 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.

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 statements' (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 misstatement.

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 the risks of material misstatement, whether due to fraud or error, in the Statement. In making those risk assessments, we considered internal control relevant to the Company'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 record comprising of Central Depository Company statements, forms submitted by the Company with Securities & 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 regulation also forms part of our assurance procedures.

With respect to identification of associates of an individual as defined in section 2 (ii) (a) of the Securities Act, 2015, we have obtained and relied on management's representations that are based on written declarations from individuals (i.e. directors, sponsors and senior management officers of the company) about their associates.

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

6. Opinion

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

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.

A.F. Ferguson & Co.
Chartered Accountants
Lahore,
June 06, 2023

SYSTEMS LIMITED STATEMENT OF FREE FLOAT OF SHARES 2022

	Quarter 1	Quarter 2	Quarter 3	Quarter 4
Total Outstanding Shares	139,182,600	278,365,200	278,405,200	290,407,700
Less: Government Holdings	164,200	328,400	328,400	328,400
Less: Shares held by Directors/ Sponsors/ Senior Management Officers and their Associates	30,694,520	61,396,137	61,421,715	61,455,895
Less: Shares in Physical Form*	21,880,373	43,674,400	43,657,725	43,460,473
Less: Shares held by Associate Companies/ Group Companies (Cross Holdings)	8,688,093	17,376,186	17,376,186	17,376,186
Less: Shares issued under Employees Stock Option Schemes that cannot be sold in the open market in normal course	Nil	Nil	Nil	Nil
Less: Treasury Shares	Nil	Nil	Nil	Nil
Less: Any other category that are barred from selling at the review date	Nil	Nil	Nil	11,822,500
Free Float	77,755,414	155,590,077	155,621,174	155,964,246

* Includes shares held by Directors and their Associates and the Companies Associate concerns which are held in physical form.

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 Regulations (PSX Regulations)



Company Secretary





Chief Executive