

INSTRUCTIONS FOR REGISTRATION AND BIDDING

REGISTRATION PERIOD OPENS FROM SEPTEMBER 6TH, 2021 TO SEPTEMBER 9TH, 2021 BETWEEN 9:00 AM TO 5:00 PM AND BETWEEN 9:00 AM TO 3:00 PM ON SEPTEMBER 10TH, 2021

BIDDING PERIOD OPENS FROM SEPTEMBER 9TH, 2021 TO SEPTEMBER 10TH, 2021 BETWEEN 9:00 AM TO 5:00 PM

INITIAL PUBLIC OFFERING OF ORDINARY SHARES OF OCTOPUS DIGITAL LIMITED (“OCTOPUS” OR THE “COMPANY”) THROUGH BOOK BUILDING PROCESS AT A FLOOR PRICE OF PKR 29.00/- PER SHARE

The Issue consists of 27,350,000 Ordinary Shares i.e. 20.00% of the total post-IPO paid up capital of Octopus Digital Limited (OCTOPUS) of face value of PKR 10/- each. The Bidders shall be allowed to place bids for hundred percent (100%) of the Issue Size and the Strike price shall be the price at which the hundred percent (100%) of the Issue is subscribed. However, the successful Bidders shall be provisionally allotted seventy five percent (75%) of the Issue size i.e. 20,512,500 shares and the remaining twenty five percent (25%) i.e. 6,837,500 shares shall be offered to retail investors.

Instructions for Registration and Bidding

1. Only registered investors will be eligible to participate in the bidding process.
2. Investors are required to fill in the Registration form and submit the complete Registration form along with Margin Money at the Bid Collection Centers during the Registration Period.
3. For deposit of Margin Money only Pay Orders, Demand Drafts or a bank receipt evidencing Online Transfers in the designated bank account shall be accepted during the Bidding Period. **Each eligible investor shall only submit a single pay order, demand draft or evidence of online transfer of money along with the Registration Form. It may also be noted that only a single pay order, demand draft or evidence of online transfer of money shall be accepted by the Book Runner along with each Additional Payment Form.**
4. Once the investor is registered in the System, the investor will receive Username and Password via an automatically generated e-mail through the System software.
5. Investors can directly place their bids online during the Bidding Period by using the Username and Password provided to them via e-mail or submit the Bidding form at the bid collection centers in person.
6. On entry of bid in the System, the investors will receive an e-mail confirmation of their bid via the System software.
7. Investors can upward revise their bids online. Please visit www.bkb.psx.com.pk to access online portal. Online access will be available for upward bid revisions during the Bidding Period from 9:00 am to 5:00 pm. **An investor shall not be allowed to place or upward revise a bid with a price variation of more than 10% of the prevailing Indicative Strike price with a maximum price band of upto 40% of the Floor Price. THE BIDDER SHALL NOT MAKE DOWNWARD REVISION BOTH IN TERMS OF BID PRICE AND BID VOLUME; PROVIDED THAT INCASE OF UPWARD REVISION OF THE BID PRICE, THE NUMBER OF SHARES BID FOR I.E. BID VOLUME MAY BE ADJUSTED ENSURING THAT THE BID AMOUNT OR BID MONEY REMAINS THE SAME. NO WITHDRAWAL OF BID SHALL BE ALLOWED.**

Please Note:

1. Fill in all the particulars of the form accurately in **BLOCK LETTERS**.
2. For deposit of Margin Money, only Pay Orders, Demand Draft will be accepted. For online transfer the payment shall be made into Account #0111-0105569127 being maintained in Meezan Bank Limited – Shahrah-e-Faisal Branch Showroom No. 4-5-6 And 7, Ibrahim Trade Tower, Plot No. 01, Survey Sheet No. 35 P/I, Block-7 And 8, Maqbool Cooperative Housing Society, Shahrah-e-Faisal, Karachi, Pakistan. With Account Title: **“Octopus Digital Limited–Book Building”**. Please note that online transfer facility shall only be allowed to Meezan Bank Limited customers
3. Kindly provide a copy of CNIC or Passport (in case of Individual Investors) or NTN certificate/ Certificate of Incorporation (in case of Institutional Investor) along with the Registration Form.
4. Applicants are requested to provide accurate contact details. Please provide accurate landline number(s), mobile number(s), fax number(s), UIN(s), NTN number and email address(es).
5. **Bidders are requested to provide two copies of the bidding instrument at the time of bid submission.**
6. The National Taxation Number (“NTN”) of Octopus Digital Limited is **8978757**. This NTN shall be required by applicants for making their respective pay orders.
7. The Bidder is requested to duly fill Additional Payment form depositing additional funds for enhancement of deposit amount.
8. All payments are to be made in favor of **“Octopus Digital Limited–Book Building”** at any of the following bidding centers:

Karachi	Karachi	Lahore
AbdulRaheem Ejaz Direct No. +92 21 111 262 111 Cell: 0302 204 1958 Email: abdul.raheem@bmacapital.com Address: Level 8, Unitower, I.I. Chundrigar Road Karachi	Abdul Qadir Direct No.+92 21 111 262 111 Cell: 0321 211 1232 Email: abdul.qadir@bmacapital.com Address: Level 8, Unitower, I.I. Chundrigar Road Karachi	Irfan Saeed Direct No:(042) 35762953-57 Cell: 0333 422 2211 Email: irfan.saeed@bmacapital.com Address: Commercial Office No. 402, 7th Floor, Mega Tower 63-B, Main Boulevard, Gulberg II, Lahore.
Islamabad	Faisalabad	Peshawar
Malik Muhammad Qasim Zafar Direct No. (051) 280 2354-5 Cell: 0315 856 5772	Khawaja Haseeb Ahmed Direct No. (041) 2612261-5 Cell: 0300 520 1290	Ihsan Mohammad Direct No:(091) 5274770-72 Cell: 0345 932 8028

Email: gasim.zafar@bmacapital.com Address: 104, 1 st Floor, 82-East, Muhammad Gulistan Khan House, Fazal e Haq, Blue Area, Islamabad Pakistan	Email: khawaja.ahmed@bmacapital.com Address: Mezzanine Floor, State Life Building #2, Plot No. 833 Liaquat Road, Faisalabad	Email: ihsan.muhammad@bmacapital.com Address: Shop No.F1 & F2, 1st Floor Mall Tower 35, The Mall Peshawar Cantt
Quetta	Azad Kashmir	Gigit/Baltistan
Muhammad Tahir Panezai (Branch Manager) Cell: 0309 777 2570 Email: bm.qta01@meezanbank.com Address: M.A.Jinnah Road Branch, Manan Chowk, Quetta	Kashif Hussain (Branch Manager) Cell:0300 815 7502 Email: bm.mzd01@meezanbank.com Address: Secretariat Road,Sathra Muzaffarabad, Azad Jammu & Kashmir	Abbas Ali Khan (Operations Manager) Cell: 0346 533 3183 Email: bm.ggt01@meezanbank.com Address: Gilgit Baltistan Branch, Shop # 433, NLI Market, Gilgit

9. **CASH SHOULD BE SUBMITTED WITH REGISTRATION FORM AT THE BID COLLECTION CENTER.**
10. **THE BID SHOULD BE SUBMITTED ON THE PRESCRIBED BIDDING FORM ALONG WITH THE REGISTRATION FORM IN PERSON OR THROUGH FAX AT THE NUMBERS MENTIONED IN NOTE 8 ABOVE. REGISTERED INVESTORS CAN ALSO PLACE THEIR BIDS DIRECTLY VIA THE ONLINE PORTAL BY VISITING WWW.BKB.PSX.COM.PK.**
11. Bids can be placed at "Limit Price" or "Step Bid"
- a. **Payment for Limit Bid**
- If investors are placing their bids as a Limit Bid, then they shall deposit the Margin Money based on the number of shares they are bidding for at their stated bid price.
- For instance, if an investor is applying for 1 Million shares at a price of PKR 29.00/- per share, then the total Application Money would amount to PKR 29 Million. In such a case, (i) Individual Investor shall deposit PKR 29 Million in the Book Building account as the Bid Amount which is 100% of PKR 29 Million; and (ii) Institutional Investor shall deposit at least PKR 7.25 Million in the Book Building account as the Margin Money which is 25% of PKR 29 Million.
- b. **Payment for Step Bid**
- If an investor is placing a Step Bid which is a series of Limit Bids at increasing prices, then he/she/it shall deposit the Margin Money / Bid Money based on the total number of shares he/she/it is bidding for at his/her/its stated bid prices.
- Under this bidding strategy, Bidders place a number of Limit Bids at different increasing price levels. A Bidder may, for instance, make a bid for 0.8 Million shares at PKR 29 per share, 0.7 Million shares at PKR 30 per share and 0.6 Million shares at PKR 31 per share. Therefore, in essence the Bidder has placed one Step Bid comprising of three Limit Bids at increasing prices. The Bid Amount will be PKR 62.8 Million. In such a case, (i) Individual Investors shall deposit PKR 62.8 Million in the Book Building Account as Margin Money which is 100% of PKR 62.8 Million and (ii) Institutional Investors shall deposit at least PKR 15.70 Million in the Book Building Account as Margin Money which is 25% of PKR 62.8 Million.
12. The applicant, if individual investor, shall submit amount of 100% of the application money as Bid / Margin Money whereas Institutional Investors shall submit not less than 25% of the application money.
13. Book Runner shall not accept or register any new Bidders after **3:00pm during the last day of Bidding Period.**
14. The Bidder can view the color of the book, i.e. bid price and number of shares against each bid price online anytime during the Bidding Period at the following websites: www.psx.com.pk
15. Successful Bidders shall be intimated, within **one (1) working day** of the closing of the Bidding Period, the Strike Price and the number of shares allotted to each of them.
16. Upon intimation by the Book Runner of final allocation, successful institutional Bidders shall deposit their balance Margin Money within **three (3) days** of such intimation, if required, as consideration against allotment of shares.
17. Where a successful Bidder defaults in payment of shares allotted to him, the Margin Money deposited by such Bidder shall be forfeited to the Book Runner.
18. Final allotment of shares out of the Book Building portion shall be made after receipt of full subscription money from the successful Bidders; however, shares to such Bidders shall be issued securities only after the end of the public subscription, in the form of book-entry to be credited in their respective accounts. All the Bidders shall, therefore, provide number of their accounts.
19. The Bidders who have made bids below the Strike Price shall not qualify for allotment of shares and the Book Runner shall intimate the respective banks for unblocking their Bid Money within one (1) working day of the close of the Bidding Period and the refunds, where required to such Bidders shall be made within three (3) working days from the close of the Bidding Period.
20. The Bid Money of Bidders who have undertaken to subscribe the unsubscribed retail portion shall remain deposited or blocked till allotment of shares of unsubscribed retail portion, if any, to them on pro-rata basis.