

May 24, 2024

Certificate: 2024/05/KE/STS26

Mr. Muhammad Farrukh
Head of Treasury & Corporate Finance
K Electric Limited
KE House, 39 - B, Sunset Boulevard, Phase - II,
Defence Housing Authority, Karachi, Pakistan

Subject: Shariah Opinion on A Shariah Compliant Security to Be Issued as Per Approved Structure

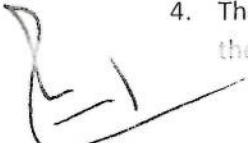
Dear Mr. Farrukh,

It is with reference to the Unsecured Privately Placed Short Term Sukuk of K-Electric Limited (STS XXVI/26) for an amount of up to PKR 5,000,000,000/- (Pak Rupees Five Billion only) inclusive of Green Shoe Option of PKR 1,000,000,000/- (Pak Rupees One Billion only), to be issued by K-Electric Limited. We, Al Hilal Shariah Advisors (Pvt) Limited, hereby have reviewed all the documents pertaining to the application and found them to be in line with the Shariah governance regulations issued by the Securities and Exchange Commission of Pakistan.

Moreover, this Sukuk is similar to the instrument issued by K-Electric Limited and approved by the SECP under its certificate no. SECP/IFD/SCS/05/25 dated September 13, 2023, KE STS XX.

Further, the structure of this issue is based on the Musharaka (Shirkat-ul-Aqd) and is in conformity with Shariah Principles. In addition, Shariah Advisor further pronounces that:

1. There is no involment of Riba as there is no profit on the loan. Instead, the structure is based on Musharaka (Shirkat-ul-Aqd).
2. The return to investors will be derived from the profit generated through the Musharaka business as the contribution of Sukuk will be utilized for advancing the funds to the Company on Musharka basis for the generation, transmission, and distribution of electricity to its customers/consumers.
3. The structure is based on the Musharaka (Shirkat-ul-Aqd) concept. It does not carry excessive Gharrar in relation to tenure, profit/loss sharing, and principal redemption, as the same is clearly stated in the relevant Musharaka Agreement.
4. The financing arrangement is consistent with the relevant Shariah Principles with benefits to the Company and investors.



Al-Hilal Shariah Advisors (Pvt) Limited

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5. The Sukuk Subscription and Issue Agency Agreement, Musharaka Agreement, and Sukuk Issuance Agreement, ("Legal Agreements") have been reviewed. The Legal Agreements are in line with the Shariah Structure and are consistent with the Shariah principles. There is no need for an SPV as investors are investing on a Shirkat-ul-Aqd basis to finance working capital needs. That is why assets cannot be segregated for generating and distributing electricity to consumers/customers.

For and behalf of Al Hilal Shariah Advisors (Pvt) Limited



Mufti Irshad Ahmed Aijaz
Member Shariah Board

Date: May 24, 2024



Faraz Younus Bandukda, CFA
Chief Executive