

02<sup>nd</sup> October 2025

**The General Manager  
Pakistan Stock Exchange Limited  
Stock Exchange Building  
Stock Exchange Road  
Karachi.**

**Subject: Declaration of Right Shares**

Dear Sir,

In accordance with Sections 96 and 131 of the Securities Act, 2015, paragraph 5.6.1(a) of the Rule Book of the Pakistan Stock Exchange Limited and Regulation 3(1)(i) of the Companies (Further Issue of Shares) Regulations, 2020, we hereby convey the following information:

The Board of Directors of Askari General Insurance Company Limited ("AGIC" or the "Company"), in their meeting held on 02<sup>nd</sup> October, 2025 have decided to increase the paid up share capital of the Company by issue of a further **28,760,758** (Twenty-eight million seven hundred sixty thousand seven and hundred fifty-eight ordinary shares), having face value of **PKR 10/-** (Pak Rupees Ten Only) each, as **Right Shares**, to be offered to the members in proportion of **40.00 Right Shares** for every 100 ordinary shares held i.e. 40.00%, at a price of **PKR 32/-** (Pak Rupees Thirty Two Only) per Right Share (inclusive of a premium of **PKR 22/-** (Pak Rupees Twenty Two per Right Share Only).

The dates of closure of the share transfer Books of the Company, to determine the entitlement of the Right Shares will be communicated in due course after finalization of the offer letter / document in accordance with the provisions of the Companies (Further Issue of Shares) Regulations, 2020.

**Following details are enclosed:**

1. Statement with respect to the details of the Right Issue, including the quantum of issue, issue size, issue price, purpose of issue, utilization of proceeds, benefits of the issue to the Company and its shareholders, risk factors, justification for issue of shares at premium and minimum subscription amount (**Annex A**).
2. Certified true copy of the Extracts of the Resolutions passed by the Board of Directors of the Company dated 02<sup>nd</sup> October 2025 (**Annex B**).



# Askari General Insurance Co. Ltd.

3. Draft copy of the notice of the Right Issue and book closure to the Shareholders prior to its publication in the newspapers (**Annex C**).

You may please inform the TRE Certificate Holders of the Exchange accordingly.

Yours Sincerely,



Waqas Ali  
Company Secretary

Copy to:

The Commissioner  
Corporate Supervision Department  
Securities and Exchange Commission of  
Pakistan  
Islamabad

The Director  
Surveillance Supervision Enforcement  
(SMD)  
Securities and Exchange Commission of  
Pakistan  
Islamabad

## ASKARI GENERAL INSURANCE COMPANY LIMITED

Statement pertaining to Quantum of Issue, Issue Size, Issue Price, Purpose of Issue, Utilization of proceeds, Benefits of the Issue to the Company and the shareholders, Risk Factors, and Justification for Issue of Shares at Premium, under Rule 3 of the Companies (Further Issue of Shares) Regulations, 2020.

### (i) Quantum of the Right Issue (i.e. as a percentage of existing paid-up capital)

The quantum of the Right Issue is 40.00% of the existing paid-up capital of the Company, i.e. 40.00 right shares for every 100 ordinary shares held by the shareholders of the Company immediately prior to the close of the share transfer books of the company.

### (ii) Right Issue Size

The Company shall issue **28,760,758** (Twenty-eight million seven hundred sixty thousand and seven hundred fifty-eight ordinary shares), at a price of PKR 32/- (Pak Rupees Thirty-Two Only) per share, aggregating to PKR 920,344,256/- (Pak Rupees nine hundred twenty million three hundred forty-four thousand and two hundred fifty-six only).

### (iii) Right Issue Price Per Share

PKR 32/- (Pak Rupees Thirty-Two Only) per share (i.e. inclusive of a premium of PKR 22/- (Pak Rupees Twenty-Two Only) per share.

### (iv) Purpose of the Right Issue

The purpose of the Right Issue is to strengthen the Company's capital base and working capital, which is essential for its future growth, thereby enhancing profitability and delivering greater returns to shareholders. One of the key objectives is also to comply with the enhanced paid-up capital requirements prescribed by the regulator. The increased capital base will further augment the Company's investment portfolio, thereby generating higher investment income to support sustainable earnings. In addition, the capital increase underpins the Company's broader strategic objectives by securing improved reinsurance terms, enhancing underwriting capacity, improving risk retention, strengthening its financial strength rating, and reinforcing overall solvency to maintain the confidence of investors, policyholders, and other stakeholders.

**(v) Utilization of Proceeds of the Right Issue**

The proceeds from the right issue shall be primarily used to strengthen the capital reserves of the Company necessary to secure more favorable reinsurance terms, to increase capacity, to enhance Company solvency and financial stability, whilst boosting working capital to ensure smooth operations and support ongoing business activities. The proceeds will also be prudently invested to generate higher returns on investments, thereby contributing to the Company's profitability and sustainable growth. The Company is in the business of insurance, and it merits mentioning that there is no separate allocation of amount from the capital for the purpose of increasing its net retention, obtaining reinsurance terms, and having a better insurer financial strength rating. In respect of improved solvency, this is achieved by keeping the proceeds in assets which are admissible assets under the framework. However, as per the requirement of the Regulations, the disclosure as appropriate has been made.

**(vi) Benefits to the Company and Shareholders**

The right issue will strengthen the Company's capital reserves and working capital, which will lead to favorable reinsurance terms, greater underwriting capacity, improved retention rates, an enhanced financial strength rating, and a stronger solvency position. As a result, the Company's profitability and shareholder confidence will increase. For shareholders, the right issue offers the benefit of participating in the future growth of the Company at a preferential price, safeguarding the value of their existing investment through improved financial stability, and enabling the Company to generate higher and more sustainable returns over the long term.

**(vii) Risk Factors associated with the Right Issue, if any**

The Right Issue of the Company is being carried out at a price which is less than the current share price in the market and hence there is no major investment risk associated with the Right Issue. The substantial shareholders and directors of the Company (except independent directors) have confirmed that they shall subscribe to (or arrange the subscription of) their respective right entitlements, while the balance portion of the Right Issue shall be fully underwritten as per requirements under applicable regulations. Normal risks associated with the business will remain; however, the Company is well placed in the market, which will help to mitigate such risk factors.

**(viii) Justification for issue of shares at premium**

The Right Issue is being carried out at a premium, considering the current market price of the Company share, the premium charged over the par value is justified and is in line with market practice, in fact the same constitutes approximately 22.57% discount on the



# Askari General Insurance Co. Ltd.

last 6 (six) months volume weighted average price and 28.94% discount on the break-up value of the share.

(ix) **Minimum Subscription Amount**

Not Applicable



3rd Floor, AWT Plaza, The Mall,  
Rawalpindi, Pakistan.



+92-51-8848100-101, +92-51-9272425-7



+92-51-9272424



agico@agico.com.pk



www.agico.com.pk



## Annex B

**Extract of the Resolutions passed by the Board of Directors of Askari General Insurance Company Limited (the "Company") at its meeting held on 02<sup>nd</sup> October 2025 at the registered office of the Company in Rawalpindi.**

During the meeting, the Board of Directors of the Company discussed and approved the proposed issuance of further share capital by the Company by way of rights issue. The Board of Directors of the Company stated that all requirements of the Companies Act, 2017 and the Companies (Further Issue of Shares) Regulations, 2020 have been considered by the Board of Directors of the Company and shall be duly complied with by the Company.

Accordingly, the following resolutions were passed by the Board of Directors:

**"RESOLVED THAT** the ordinary paid up share capital of the Company be increased from PKR 719,018,950/- (Pak Rupees Seven Hundred Nineteen Million & Eighteen Thousand and Nine Hundred Fifty Only) to PKR 1,006,626,530 (Pak Rupees one billion six million six hundred twenty-six thousand five hundred thirty Only) by issue of further **28,760,758** (Twenty-eight million seven hundred sixty thousand and seven hundred fifty-eight ordinary shares only) of the Company having face value of PKR 10/- (Pak Rupees Ten Only) each, to be offered to the shareholders of the Company in proportion to the number of shares held by each shareholder (i.e. as right shares) in accordance with the provisions of Section 83 of the Companies Act, 2017 and all applicable laws, at a price of PKR 32/- (Pak Rupees Thirty-Two Only) per share (i.e. inclusive of a premium of PKR 22/- (Pak Twenty Two - per share only), in the ratio of 40.00 right shares for every 100 ordinary shares of PKR 10/- (Pak Rupees Ten Only) each held immediately prior to the book closure date (i.e. 40.00%), against payment to the Company of the price for the shares subscribed, which shares shall rank *pari passu* in all respects with the existing ordinary shares of the Company (the "**Rights Issue**").

**FURTHER RESOLVED THAT** the following are the quantum, size, price and purpose of the Right Issue, along with the utilization of proceeds, benefits of the same to the Company and its shareholders, the risk factors associated with the Right Issue, minimum subscription amount and the justification for the issue of shares at a premium in accordance with Regulation 3(1)(iii) of the Companies (Further Issue of Shares) Regulations, 2020:

**(i) Quantum of the Right Issue (i.e. as a percentage of existing paid-up capital)**

The quantum of the Right Issue is 40.00% of the existing paid-up capital of the Company, i.e. 40.00 right shares for every 100 ordinary shares held by the shareholders of the Company immediately prior to the close of the share transfer books of the company.



## (ii) Right Issue Size

The Company shall issue **further 28,760,758** (Twenty-eight million seven hundred sixty thousand seven hundred fifty-eight ordinary shares) at a price of PKR 32/- (Pak Rupees Thirty Two) per share, aggregating to PKR 920,344,256/- (Pak Rupees nine hundred twenty million three hundred forty-four thousand and two hundred fifty-six only).

## (iii) Right Issue Price Per Share

PKR 32/- (Pak Rupees Thirty-Two Only) per share (i.e. inclusive of a premium of PKR 22/- (Pak Rupees Twenty-Two Only) per share.

## (iv) Purpose of the Right Issue

The purpose of the Right Issue is to strengthen the Company's capital base and working capital, which is essential for its future growth, thereby enhancing profitability and delivering greater returns to shareholders. One of the key objectives is also to comply with the enhanced paid-up capital requirements prescribed by the regulator. The increased capital base will further augment the Company's investment portfolio, thereby generating higher investment income to support sustainable earnings. In addition, the capital increase underpins the Company's broader strategic objectives by securing improved reinsurance terms, enhancing underwriting capacity, improving risk retention, strengthening its financial strength rating, and reinforcing overall solvency to maintain the confidence of investors, policyholders, and other stakeholders.

## (v) Utilization of Proceeds of the Right Issue

The proceeds from the right issue shall be primarily used to strengthen the capital reserves of the Company necessary to secure more favorable reinsurance terms, to increase capacity, to enhance Company solvency and financial stability, whilst boosting working capital to ensure smooth operations and support ongoing business activities. The proceeds will also be prudently invested to generate higher returns on investments, thereby contributing to the Company's profitability and sustainable growth. The Company is in the business of insurance, and it merits mentioning that there is no separate allocation of amount from the capital for the purpose of increasing its net retention, obtaining reinsurance terms, and having a better insurer financial strength rating. In respect of improved solvency, this is achieved by keeping the proceeds in assets which are admissible assets under the framework. However, as per the requirement of the Regulations, the disclosure as appropriate has been made.

**(vi) Benefits to the Company and Shareholders**

The right issue will strengthen the Company's capital reserves and working capital, which will lead to favorable reinsurance terms, greater underwriting capacity, improved retention rates, an enhanced financial strength rating, and a stronger solvency position. As a result, the Company's profitability and shareholder confidence will increase. For shareholders, the right issue offers the benefit of participating in the future growth of the Company at a preferential price, safeguarding the value of their existing investment through improved financial stability, and enabling the Company to generate higher and more sustainable returns over the long term.

**(vii) Risk Factors associated with the Right Issue, if any**

The Right Issue of the Company is being carried out at a price which is less than the current share price in the market and hence there is no major investment risk associated with the Right Issue. The substantial shareholders and directors of the Company (except independent directors) have confirmed that they shall subscribe to (or arrange the subscription of) their respective right entitlements, while the balance portion of the Right Issue shall be fully underwritten as per requirements under applicable regulations. Normal risks associated with the business will remain; however, the Company is well placed in the market, which will help to mitigate such risk factors.

**(viii) Justification for issue of shares at premium**

The Right Issue is being carried out at a premium, considering the current market price of the Company share, the premium charged over the par value is justified and is in line with market practice, in fact the same constitutes approximately 22.57% discount on the last 6 (six) months volume weighted average price and 28.94% discount on the break-up value of the share.

**(ix) Minimum Subscription Amount**

Not Applicable

**FURTHER RESOLVED THAT** the letter of offer, as prescribed under Section 83(2) of the Companies Act, 2017, shall be issued / signed by any 2 directors of the Company in compliance with the applicable laws.

**FURTHER RESOLVED** that Mr. Abdul Waheed President & CE, be and hereby severally authorized by all the directors of the Company, to sign the circular accompanying the letter of offer, once finalized in accordance with the procedure stipulated under the Companies (Further Issue of Shares) Regulations, 2020.

**FURTHER RESOLVED THAT** all fractional entitlements, if any, will be consolidated in the name of Company Secretary, and unpaid letters of right in respect thereof shall be sold on the Pakistan Stock Exchange Limited, the net proceeds from which sale, once realized, shall be distributed / paid to the entitled shareholders in accordance with their respective entitlements, as per applicable regulations.

**FURTHER RESOLVED THAT** any unsubscribed shares may be offered and allotted to such persons as the directors may deem fit in accordance with Section 83(1)(a)(iv) of the Companies Act, 2017 including the sponsors / substantial shareholders, directors or associated undertakings of the Company or any third party, before calling upon the underwriters to subscribe to any unsubscribed shares.

**FURTHER RESOLVED** that the Chief Executive, Company Secretary and the Chief Financial Officer, be and hereby severally authorized to prepare, revise and finalize the draft offer document/letter and share it with the Securities and Exchange Commission of Pakistan ("SECP") and Pakistan Stock Exchange Limited ("PSX"), and revise the same based on the observations and changes of the SECP and PSX as may be deemed fit by them, in the manner prescribed under the Regulations, along with preparing and submitting other necessary documents in this respect. While the draft offer letter shall be placed on the PSX website, public comments on the same shall not be required to be solicited.

**FURTHER RESOLVED THAT** the Chief Executive Officer, Chief Financial Officer and the Company Secretary, be and each of them is hereby authorized, such that any one of them may do all or any of the following for and on behalf and in the name of the Company:

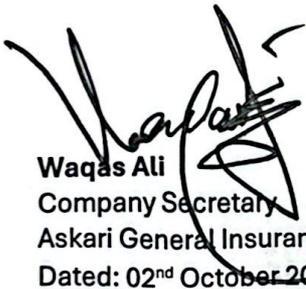
- i. Appoint, negotiate with consultants, advisors, auditors and underwriter(s) to the Right Issue, to finalize terms and conditions and sign underwriting agreements(s), other documents and settle, finalize fees, underwriting commission, take up commission and third-party expenses or any other expenses relating to the Right Issue;
- ii. To prepare the schedule for issue of right shares including date of payment, and to make any amendment in the said schedule, appointment of banker(s) to the issue, announce book closure dates, and to take all necessary actions, in respect of the Right Issue and ancillary matters thereto, as required by SECP, PSX or Central Depository Company of Pakistan Limited ("CDC") (including, but not limited to, induction of the offer for right shares in the Central Depository System of the CDC) or any other authority;



# Askari General Insurance Co. Ltd.

- iii. to decide and close its share transfer books including dates thereof to determine entitlements of the shareholders of the Company with respect to the Right Issue.
- iv. To open, maintain, operate and close bank accounts for the purpose of amounts received from subscription of rights shares;
- v. Credit right shares once allotted by the Board and file returns / documents as required by SECP, PSX and CDC along with the auditors' certificates; and
- vi. To take all other necessary steps, and do all other acts, deeds and things, to prepare the offer letter, circular and schedule for issue of right shares and any other documents and to make any amendment in the said documents and schedule and to take all necessary action as may be required in this regard including execution of any documents and agreements or any ancillary or incidental actions to give effect to the above resolutions.

Certified that above mentioned is a true and valid extract from the meeting of the Board of Askari General Insurance Company Limited held at Rawalpindi on 02<sup>nd</sup> October 2025.

  
Waqas Ali  
Company Secretary  
Askari General Insurance Company Limited  
Dated: 02<sup>nd</sup> October 2025.

 3rd Floor, AWT Plaza, The Mall,  
Rawalpindi, Pakistan.

 +92-51-8848100-101, +92-51-9272425-7  
 +92-51-9272424

 agicoho@agico.com.pk  
 www.agico.com.pk

### NOTICE OF RIGHT ISSUE

Members are hereby notified that the Board of Directors of Askari General Insurance Company Limited (the "Company") in their meeting held on 02<sup>nd</sup> October, 2025 has decided to issue further capital by offering **28,760,758** (Twenty-eight million seven hundred sixty thousand and seven hundred fifty-eight ordinary shares only) shares of PKR 10/- (Pak Rupees Ten Only) each at a price of PKR 32/- (Pak Rupees Thirty Two Only) per share (i.e. inclusive of a premium of PKR 22/- (Pak Rupees Twenty Two per share only), in the ratio of 40.00 right shares for every 100 existing ordinary shares of PKR 10/- (Pak Rupees Ten Only) each held (i.e. 40.00%), against payment to the Company of the price of the shares subscribed by the shareholders, which shares shall rank pari passu in all respects with the existing ordinary shares of the Company.

The dates of closure of the share transfer Books of the Company, to determine the entitlement of the Right Shares will be communicated in due course after finalization of the offer letter / document in accordance with the provisions of the Companies (Further Issue of Shares) Regulations, 2020.

  
Company Secretary