

CAD/PSX/25-12-003
December 09, 2025

Executive Director/HOD
Offsite-II Department
Supervision Division
Securities & Exchange Commission of Pakistan
63, NIC Building, Jinnah Avenue, Blue Area
Islamabad

Chief Listing Manager
Pakistan Stock Exchange Limited
Administrative Block
Stock Exchange Building
Stock Exchange Road
Karachi

Subject: Disclosure of Material Information

Dear Sir,

In accordance with Sections 96 and 131 of the Securities Act, 2015 and Regulations 5.6.1(a) of the Rule Book of Pakistan Stock Exchange Limited, we hereby enclose a disclosure form, as required pursuant to SRO 143(I)/2012 dated December 05, 2012, as 'Annexure-A', conveying the material information concerning the Company.

You are requested to disseminate the information to the TRE Certificate Holders of the Exchange accordingly.

Yours sincerely,



Rizwan Pesnani
Chief Risk Officer & Company Secretary

Encl.: As above

DISCLOSURE FORM
IN TERMS OF SECTION 96 AND 131 OF THE SECURITIES ACT, 2015

Name of Company: K-Electric Limited

Date of Report: December 09, 2025

Name of Company as specified in its Memorandum: K-Electric Limited

Company's registered office: KE House, 39/B, Sunset Boulevard
Phase II, Defence Housing Authority, Karachi

Contact information: Rizwan Pesnani, Chief Risk Officer & Company Secretary,
K-Electric Limited

Disclosure of price sensitive/inside information by listed company

In accordance with Sections 96 and 131 of the Securities Act, 2015 and Regulations 5.6.1(a) of the Rule Book of Pakistan Stock Exchange Limited, we hereby convey the following:

This is further to our disclosure made earlier today regarding the legal proceedings between the shareholders of KES Power Limited ("KESP"), the majority shareholder in K-Electric Limited ("K-Electric").

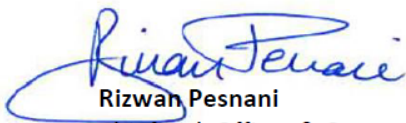
We are sharing herewith a letter dated December 08, 2025, received from Al-Jomaih Power Limited, on behalf of itself and Denham Investment Limited, in response to the letter dated December 05, 2025 from KE Holdings Limited (former IGCF SPV 21 Limited), which was shared earlier today.

(A copy of the letter dated December 08, 2025 is attached herewith)

The Company has duly caused this form/statement to be signed/on its behalf by the undersigned hereto duly authorized.

Sincerely yours,

For and on behalf of K-Electric Limited



Rizwan Pesnani
Chief Risk Officer & Company Secretary

Date: 8 December 2025

Mr Akif Saeed
Chairman
Securities & Exchange Commission of Pakistan
NIC Building, 63 Jinnah Avenue,
Blue Area, Islamabad- 44000

Dr Shamshad Akhtar
Chairperson
Pakistan Stock Exchange Limited
Stock Exchange Building,
Stock Exchange Road
Karachi – 74000

Dear Mr. Saeed and Dr. Akhtar,

Re: KE Holdings Limited (“KEH”) Letter dated 5 December 2025

We write on behalf of Al Jomaih Power Limited (“**AJP**”) and Denham Investment Ltd (“**Denham**”) in response to the letter sent by KE Holdings Limited (“**KEH**”) (formerly IGCF SPV 21 Limited (“**SPV 21**”)) on 5 December 2025. We do not understand the purpose of the letter, nor the previous one dated 21 November 2025, both of which were addressed to the Board of K-Electric and yourselves. It appears that both letters have been sent for the sole purpose of generating public controversy with no regard to factual accuracy. We responded to the company secretary of K-Electric on 24 November 2025, with a copy to yourselves, to correct the misleading narrative and place the correct factual context before the recipients (including the wider public since the earlier letters were widely circulated via social media).

Neither this letter nor our previous one is copied to KEH. That is intentional and is because KEH has no material relevance to K-Electric beyond its’ being a special purpose corporate vehicle established by the Abraaj Group to consolidate its own direct investment in K-Electric alongside that of the fund managed by it known as Infrastructure and Growth Capital Fund (“**IGCF**”). KEH held that interest through the holding company established by us in 2005 named KES Power Limited (“**KESP**”). These entities are all incorporated in the Cayman Islands, a jurisdiction utilised by the Abraaj Group due to its investor-friendly status.

Since Abraaj Group’s liquidation in 2018, the ownership interests within KEH are themselves fragmented, such that no single investor can imply to speak for it. Indeed, Mashreq Bank in the UAE owns 28.94% of KEH (through a debt for equity exchange relating to credit extended by Mashreq Bank to the Abraaj Group). Mashreq Bank itself wrote to the board of K-Electric on 13 November 2025 asserting its right to speak for itself and expressing extreme dismay over the current situation at K-Electric. IGCF investors (which was a fund structure) owned the balance of SPV 21/KEH (71.06%), but those interests have now been transferred into a corporate structure imposed on those investors by Mr. Chishty, even though he does not represent a majority of the equity of IGCF. His control over that structure due to his acquisition of the IGCF general partner company is also being challenged in court.

This sentiment is strongly shared by us as we seek to assert in courts globally that Mr. Shaheryar Chishty's actions, concealed behind various disingenuous corporate structures and implied foreign status, are merely efforts to seek back-door and surreptitious control over a vital strategic and significant national asset of Pakistan. Mr. Chishty has not obtained a National Security Clearance certificate ("NSCC"), a requirement under the 2005 privatization to which any successor entities are automatically bound. Indeed, it was the absence of such a clearance that was a major impediment to enabling Shanghai Electric Power Company ("SEP") to acquire control of KESP in 2016 when a sale of K-Electric had been agreed and widely reported in the media for \$ 1.77 billion.

In the corporate structure above KEH where Mr. Chishty claims control, numerous litigations are ongoing by us and others to prove his actions serve personal self-interest and to the detriment of other investors. For example, corporate entities within our respective Saudi and Kuwaiti owned group structures have been joined in such actions by the Islamic Development Bank in Jeddah. Numerous other disgruntled shareholders of the IGC Fund are closely watching our legal actions against Mr. Chishty as we unravel his misdeeds; any success we achieve will benefit them too.

It therefore is apparent that when Mr. Casey McDonald writes letters tantamount to instructions to K-Electric's board, the SECP Chairman and the PSX Chairman in relation to the next steps they should take, he is doing no more than expressing Mr. Chishty's wishes and opinions. Given the litigation and challenges facing KEH and his complex corporate structure worldwide, we suggest that Mr. Chishty write in his own name rather than hide behind others in an effort to assume a superficial veil of corporate respectability in an established and recognised offshore jurisdiction.

This letter is sent to clarify misconceptions raised by KEH rather than any effort to pretend to tell K-Electric's board, the SECP Chairman and the PSX Chairman what to do. That is not our role; all we seek is due process, justice and an investigation into the matters underlying the dispute.

The KEH letters sent to you are intentionally misleading designed solely to generate documents which Sage Venture Group Limited ("Sage") and Mr. Chishty can circulate via social media in support of a misleading narrative. Tellingly, it was confirmed in the metadata properties of the previous letter circulated by SPV 21 / KEH that it had been written by Mr. Chishty himself. We assume the same applies here, which makes sense given that he is the controlling mind behind the ownership dispute of K-Electric and disturbingly, is now indirectly attempting to interfere in the management of the company itself, a matter that he has been prevented from doing as we continue to assist management in providing uninterrupted service to Karachi stakeholders.

Neither Sage nor Mr. Chishty are long-term investors, and it has been widely reported that Mr. Chishty is seeking an imminent sale of whatever interest KEH holds. In contrast, AJP and Denham have held their investment for 20 years and are committed to resolving their disputes through the appropriate legal routes, including through the relevant regulators in Pakistan, and improving K-Electric for the long-term. Given the approach taken by Mr. Chishty and Sage and to correct the record, we set out the true position below.

The Unlawful Sage Transaction

The transaction entered into by Sage on 3 August 2022 is unlawful and in breach of the Shareholders' Agreement (the "SHA") which governs the relationship between the shareholders in KESP, signed by AJP and Denham in 2005, acceded to by the Abraaj Group in 2008 and respected by the liquidators of the Abraaj estate from 2018 onwards until Mr. Chishty purported to buy that stake of IGCF in 2022. Significantly, we now understand that crucial aspects of the 2022 transaction, in the form of side-letters with Sage, were withheld from the Cayman courts at the time of the transaction. Because that transaction is and was unlawful, in October 2022, the Sindh High Court issued an injunction in favour of AJP and Denham. The injunction, together with an order issued by the SECP, have prevented Sage and Mr. Chishty (and others) from taking further steps to progress the unlawful transaction. AJP and Denham had sought to obtain the injunction in Pakistan in the interests of time and the proximity to the underlying source of the shareholder dispute, namely K-Electric.

At the time Sage entered a transaction with the liquidators of Abraaj in 2022, it was a highly secretive transaction and came to the knowledge of AJP and Denham after it was concluded. The role of the "conflicts director" of IGCF, Mr. Mark Skelton also remains shrouded in secrecy. By way of example, it later became apparent that conversations enabling Sage to mislead investors and significantly diminish the market value of IGCF prior to its entry were the responsibility of Mr. Skelton. This was the background to seeking the urgent intervention by the Sindh High Court in 2022.

Sage and Mr. Chishty challenged the Sindh High Court's jurisdiction in the Cayman Islands, arguing that the dispute should be heard there based on the dispute resolution mechanism in the SHA. That is the only issue which has been determined by the courts in the Cayman Islands after the completion of various appeals on 5 December 2025 and we are committed to abide by that Cayman decision in terms of withdrawing from the injunction granted in the Sindh High Court. However, and based on the court rulings in the Cayman Islands that challenges to the SHA should be brought there, AJP and Denham have now commenced and are pursuing proceedings challenging the transaction in the Cayman Islands. What the appeals courts in the Cayman Islands have determined is that we should have initiated our actions against Mr. Chishty's actions in the Cayman Islands rather than Pakistan and have limited our ability to pursue the particular action under the SHA to injunct his actions outside of the Cayman Islands. This we will now do, and those proceedings are ongoing.

Despite the issuance of the letter by KEH trumpeting the final outcome of one procedural strand of the ongoing dispute as a major public relations exercise, it is perhaps more significant to note that despite almost three years of litigation along various streams of dispute, **no court or tribunal in any jurisdiction has found in favour of the underlying conduct of Sage, Mr. Chishty or SPV 21 / KEH.** Instead, and as explained below, a series of courts and tribunals have highlighted significant misconduct on the part of Sage, Mr. Chishty and/or SPV 21 / KEH. In the balance of this letter, we set out examples of that misconduct which must be explained by Mr. Chishty and Sage to investors, concerned stakeholders of K-Electric and to each of the relevant regulators within Pakistan and abroad.

Apparent Involvement of Chairman of K-Electric

It is particularly concerning that the Chairman of K-Electric, Mark Skelton (and his firm, Alvarez & Marsal), has sought to align himself with Mr. Chishty and Sage. AJP and Denham understand that entities associated with Mr. Chishty have paid Mr. Skelton's firm large sums of money for his assistance as well as incentivising them to proceed in the suppression of rights of certain other shareholders but, to the best of their knowledge, none of those payments or arrangements have been disclosed to K-Electric, the PSX or any other Pakistani regulator. Mr. Skelton's presence on the board of K-Electric and the supervision of affairs of IGCF more generally was to be a "*conflicts director*", not to follow the directions of Mr. Chishty which is all his mandate appears to allow. Being Chairman of K-Electric carries significant fiduciary responsibility as well as ensuring its capability to act in the best interests of the citizens and stakeholders of Karachi. Mr. Skelton seems to have forgotten this. Given the significant risk of a serious conflict of interest, it is important that all such arrangements and payments are disclosed by Mr. Chishty, Sage and Mr. Skelton without delay.

Misconduct Findings In Respect of Sage and Mr. Chishty

The purported purchase of the Abraaj interests in the ownership of K-Electric by Mr. Chishty has given rise to multiple disputes in multiple jurisdictions. These disputes concern serious questions regarding governance and compliance with laws by Mr. Chishty and Sage, including: (i) undisclosed related-party transactions; (ii) control exercised through complex offshore structures primarily intended to enable Mr. Chishty to shield himself personally from the mischief being caused by him; (iii) the use of fund assets, and (iv) the validity of subsequent steps taken based on the transaction. Disputes are not limited to those initiated by AJP and Denham but involve multiple other independent parties as well.

First International Arbitration decisions

An arbitral tribunal under the London Court of International Arbitration ("**LCIA**") rules was constituted to consider the complaints brought by White Crystals Limited ("**WCL**"), a subsidiary of the Al Jomaih Group (part of the holding company that also controls AJP) which owned a limited partner interest in IGCF in order to consider Sage's and Mr. Chishty's mis-conduct. Arbitration was the only course of action permitted to limited partner investors in IGCF. Having considered extensive evidence, the Arbitral Tribunal made significant findings in respect of Mr. Chishty's (mis)conduct. The Tribunal's findings evidence a course of conduct which is plainly intended to benefit Mr. Chishty personally at the expense of all other investors and with little or no regard to the law.

Mr. Chishty's conduct is not limited to exploiting the assets of the Fund for his own benefit but applies equally to his actions vis-à-vis all investors in K-Electric. We are happy to provide you with a full copy of the Award if you request, however, by way of example of the misconduct:

- **Detriment to all investors:** The Tribunal found that Mr. Chishty and Sage were acting to the detriment of all Investors. Specifically, the Tribunal held that there is prima facie evidence found that the matters raised in the arbitration were so significant that any investor should be:

“all matters which do genuinely show why any [investor] would be concerned that since the takeover Mr Chishty may have been exploiting his control of the [IGCF] Fund by his various companies [i.e. Sage] for his own benefit and to the detriment of the Fund.” (emphasis added).

- **Misappropriation of \$ 66 million:** The Tribunal found that Mr. Chishty and Sage misappropriated USD\$66 million of investor monies. Specifically, the Tribunal held that following the above transaction, US\$66 million of investor money was moved from “bank to bank” in Pakistan and ended up in a bank account in the name of one of Mr. Chishty’s companies. Those are funds which belonged to the investors in the IGCF Fund and not Mr. Chishty or Sage. Specifically, the Tribunal held:

“the [IGCF] Fund sold a significant holding [in Cnergyico] for a sum [...] equivalent to \$66 mil. [...] However it appears that since that since the takeover by Mr Chishty the money has been moved from bank to bank and has ended up in a bank account in the name of one of Mr Chishty’s companies [...]” (emphasis added).

Significantly, subsequent investigations have demonstrated that most of those funds were (wrongly) pledged to the benefit of Mr. Chishty and his companies and at the expense of investors. Those matters have been reported to the FIA and SBP in Pakistan for further investigation.

- **Obstruction of Legal Defence:** The Tribunal found that Mr. Chishty and Sage wrongly prevented KESP from appointing legal counsel to defend a legal claim which Mr. Chishty and Sage had caused to be brought against KESP. Specifically, the Tribunal held that:

“Mr Chishty [...] has used his voting control of SPV21 [KEH] to replace a KES Power director (resulting in deadlock in the board of KES Power) for the purpose of preventing the board from resolving to appoint solicitors to advise the company as to any defences which it might have to those proceedings.”

- **Cynical winding-up attempt:** In a separate litigation, Mr. Chishty and Sage used the fact of the manufactured legal dispute in an attempt to wind-up KESP. Specifically, the Tribunal noted that Mr. Chishty wrongly caused SPV 21 to present “a *Petition in the Cayman Court for the winding up of KES Power*”. The Cayman Islands Court of Appeal has now held that the cynical attempt to wind-up KESP by Sage was a further breach of the SHA and, accordingly, has struck out that petition made by him and companies controlled by him.
- **Concealment of Documents:** An entity owned and controlled by Mr. Chishty (IGCF General Partner Limited) concealed documents and information concerning the misconduct in breach of contract and statute. The Tribunal ordered that that documentation be produced. Notwithstanding those findings, the entity controlled by Mr. Chishty (wrongly) refused to comply with the Tribunal’s Award and the Chief Justice of the Grand Court of the Cayman Islands issued enforcement proceedings against the entity controlled by him.

Second International Arbitration Convened

WCL was joined by the Islamic Development Bank in a second LCIA Arbitration against the IGCF general partner (represented by Mark Skelton) and Sage. It has already been publicly reported that in this new arbitration due to be decided in 2026, it has been alleged that Mr. Chishty and Sage have been managing the IGCF Fund in a way the benefits Mr. Chishty's interests at the expense of the rest of the investors (as per the findings of the first arbitration) and have conspired with the IGCF general partner to do so.

Mr. Chishty and Sage sought to block the above arbitration through the Cayman Courts. On 14 October 2025, the Cayman Court dismissed their attempts to halt the arbitration process, **a fact of enormous significance that the KEH letter conveniently ignored to mention.**

Founder and Chairman of the Abraaj Group

The KEH letter refers to a disclosure order made by the Grand Court of the Cayman Islands in continuing proceedings against KEH. That order references Mr. Arif Naqvi. Mr. Naqvi is a Pakistani national and the former CEO and founder of the Abraaj Group. He has contributed significantly to Karachi and Pakistan through business and philanthropy. Insofar as AJP and Denham are aware, Mr. Naqvi has always sought to act in the interests of Pakistan but, importantly, in the interests of K-Electric. In fact, insofar as we are aware, Mr. Naqvi has no financial interest in K-Electric.

We are not surprised that Mr. Chishty has brought Mr. Naqvi's name into the KEH letter to stir controversy in this matter, given that Mr. Naqvi is battling extradition whilst consistently maintaining his innocence on all criminal charges. We understand that the indictment against Mr. Naqvi from the US Department of Justice ("DoJ") from 2019 is based on allegations and has not yet reached a court to determine. AJP and Denham understand that Mr. Naqvi denies the allegations made against him and will defend them in the appropriate forum. However, this has not prevented Mr. Chishty and his associated entities from losing any opportunity in numerous proceedings in both Cayman and the UK in an effort to influence judges hearing a particular matter, quoting extensively from the DoJ indictment and alleging a so-called "*collusion*" between AJP/Denham and Mr. Naqvi. None of those matters are relevant to this dispute.

The relationship between AJP, Denham and Mr. Naqvi is public. AJP and Denham were responsible for the initial privatisation of K-Electric through KESP. In 2008, AJP and Denham brought the Abraaj Group, managed and controlled by Mr. Naqvi, in as 50% co-investors. That partnership was a successful one and Mr. Naqvi and the Abraaj Group were responsible for much of the successful turnaround of K-Electric. In fact, after and despite the commencement of the provisional liquidation of AIML, Mr. Naqvi was specifically appointed to the Board of KESP by SPV 21/KEH and the provisional liquidators of the Abraaj Group, to assist in the management of K-Electric and the potential sale of KESP to SEP.

Significantly, the matter which should be of serious concern is that AJP and Denham understand that Sage and Mr. Chishty have themselves sought extensive and repeated assistance from Mr. Naqvi themselves in connection with this matter because of his expertise and prior relationship with AJP and Denham. We understand that Mr. Chishty and his brother have visited Mr. Naqvi on at least five

separate occasions in London and sent repeated emissaries as well. We further understand that Mr. Naqvi rebuffed Mr. Chishty's efforts to 'buy' his assistance. Against that background, the assertions made by KEH are plainly disingenuous or Mr. Chishty has apparently concealed this information from Mr. McDonald, who signs letters on his behalf as the "sole signatory" and now "Director" of KEH.

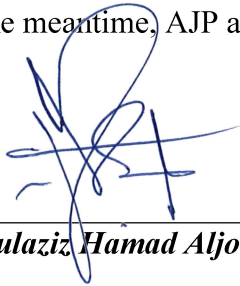
Conclusion

AJP and Denham, alongside what we are sure is a view reflected by many concerned stakeholders of K-Electric and Karachi and the Pakistani public, rightly expect that all legitimate concerns about KE's ownership structure and governance be examined fully and transparently by Pakistan's regulators, not obscured by selective reporting of overseas judgments. This is additional to our global legal efforts which will continue for however long it takes until justice is served. It is entirely inappropriate for Mr. McDonald or KEH to seek to lecture or pressure those regulators through public statements. That is particularly the case where, to date, we understand that none of Mr. Chishty, Sage or KEH have disclosed the full extent of the legal issues and breaches to the relevant Pakistani regulators. Unless and until such disclosure occurs and the independent regulatory investigations are concluded, there is no reasonable basis for KEH to demand the removal of the SECP Order dated 8 November 2022 which has proved to be fair and crucial to safeguarding the fair regulatory environment within Pakistan and the rights of all investors in K-Electric as well as the people of Karachi.

Mr. Chishty should account for his actions, explain the source of his funding, obtain a NSCC and discontinue his efforts to profit dubiously from a back-door entry into one of Pakistan's strategic assets. If as he has said publicly, he wishes to dispose of his theoretical and indirect shareholding in K-Electric, we made an offer to him to acquire whatever interests he had in June 2025 well more than his investment cost merely to end the dispute and focus on enhancing the effectiveness of K-Electric. We stand by that offer and can execute at speed so we can resume our unfettered right to assist K-Electric in the responsible provisioning of electricity to the people of Karachi and assist in the economic development of Pakistan.

AJP and Denham respect Pakistan's regulatory institutions and judicial system. We have consistently acted in accordance with applicable laws and will continue to do so. We respectfully urge SECP and PSX to ensure that the integrity of K-Electric's governance remains protected and isolated from shareholder issues until judicial and regulatory clarity is fully achieved. Our objective remains to safeguard Karachi's electricity supply and Pakistan's investment reputation.

In the meantime, AJP and Denham will continue to comply with all applicable orders.



Abdulaziz Hamad Aljomaih

Cc: Rizwan Pisanani, Company Secretary, K-Electric Limited