Premier Insurance

29 September, 2026

Ms. Saima Ahrar,
Additional Director,
Securities and Exchange Commmission of Pakistan,
NIC Building,
63 – Jinnah Avenue, Blue Area,
Islamabad.

The General Manager,
Pakistan Stock Exchange Ltd.,
Stock Exchange Building,
Stock Exchange Road
Karachi.

Dear Sir,

Re: <u>Right Issue Offering Documents - Draft</u>

We are pleased to enclose herewith the draft Offer Document of Premier Insurance Limited for your comments.

Further, we would like to inform you that the company does not intend to seek public comments on the draft Offer Document, as mentioned under sub clause (iv) of clause (2) of regulation (3) in Companies (Further Issue of Shares) Regulations, 2020.

Yours Sincerely,

Premier Insurance Limited

Fariq Mahmood Khan Rohilla
Company Secretary

Copy to:

Executive Director/HOD, Supervision Department,
Securities and Exchange Commission of Pakistan,
NIC Building, 63-Jinnah Avenue,
Islamabad.

ADVICE FOR INVESTORS

INVESTMENT IN EQUITY SECURITIES AND EQUITY RELATED SECURITIES INVOLVES A CERTAIN DEGREE OF RISKS. THE INVESTORS ARE REQUIRED TO READ THE RIGHTS SHARE OFFER DOCUMENT (HEREIN REFERRED TO AS '**OFFER DOCUMENT'**) AND RISK FACTORS CAREFULLY, ASSESS THEIR OWN FINANCIAL CONDITIONS AND RISK-TAKING ABILITY BEFORE MAKING THEIR INVESTMENT DECISIONS IN THIS OFFERING.

RIGHT ENTITLEMENT LETTER IS TRADABLE ON PSX, RISKS AND REWARDS ARISING OUT OF IT SHALL BE SOLE LIABILITY OF THE INVESTORS.

THIS DOCUMENT IS ISSUED FOR THE PURPOSE OF PROVIDING INFORMATION TO SHAREHOLDERS OF THE COMPANY AND TO THE PUBLIC IN GENERAL IN RELATION TO THE RIGHTS ISSUE OF PKR 202,260,420 CONSISTING OF 20,226,042 NEW ORDINARY SHARES BY PREMIER INSURANCE LIMITED. A COPY OF THIS DOCUMENT HAS BEEN REGISTERED WITH THE SECURITIES EXCHANGE.

THIS OFFER DOCUMENT IS VALID TILL _____________(60 days from the last day of payment of subscription amount).

Premier Insurance

Premier Insurance Limited
Right Share – Offer Document

(Circular under Section 83 of the Companies Act, 2017)

Date and place of incorporation: May, 1952, Karachi, Pakistan; **Incorporation Number:** **0000537**, **Registered Office:** 5th Floor, State Life Building 2-A, Wallace road Karachi, Pakistan, **Contact Person:** Fariq Mahmood Khan Rohilla, **Contact Details:** 021-32416331-4 Ext 213, **Email:** fariq.rohilla@pil.com.pk **website :** www.pil.com.pk

Total Issue Size: The Rights Issue consists of 20,226,042 Right Shares (i.e. 40% of the existing paid-up capital of Premier Insurance Limited) at an offer price of PKR 10.00 per share for an aggregate issue size of PKR 202,260,420 (Pak Rupees Two Hundred and two Million, two hundred and sixty thousand and four hundred twenty Only) at a ratio of 40 rights shares for every 100 shares held.

Date of Placing Offer Document on PSX for Public Comments: N/A (Public comments are not being sought)

Date of Final Offer Letter: _________

Date of Book Closure: From _________to ________(both days inclusive)

Subscription Amount Payment Dates- sponsors: From ______ to ______

Trading Dates for Letter of Rights: From _______to ______

Website: This offer document is available to be downloaded at:

- https://pil.com.pk
- www.psx.com.pk

Details of the relevant contact persons:

Description	Person of Contact	Designation	Contact Number	Office Address	Email ID
Authorized Officer of the Issuer	Fariq Mahmood Khan Rohilla	Company Secretary	021-32416331-4 Ext 213	Premier Insurance Limited House, 5th floor, State life Building 2-A, Wallace road, Karachi.	fariq.rohilla@pil.com.pk

Underwriters:

Underwriter	Person of Contact	Designation	Contact Number	Office Address	Email ID
AKD Securities Limited					
Zahid Latif Khan Securities (Private) Limited					
Muhammad Munir Muhammad Ahmed Khanani Securities (Private) Limited					

Bankers to the Issue:

Banks	Name of person	Designation	Contact Number	Office Address	Email ID
JS Bank Ltd	**Mr. Irfan Farooq**	**Manager Agency Function**	**021-38907492**	**JS Bank Ltd 1st Floor, Shaheen Complex, I.I. Chundrigar Road, Karachi**	**Irfan.torab@jsbl.com**

[To be printed on Stamp paper]

Undertaking by the Chief Executive Officer and Chief Financial Officer

WE, **SHARIK BASHIR**, THE CHIEF EXECUTIVE OFFICER AND **FARHAN ALI**, THE CHIEF FINANCIAL OFFICER OF PREMIER INSURANCE LIMITED CERTIFY THAT:

1. THIS OFFER DOCUMENT CONTAINS ALL INFORMATION WITH REGARD TO THE ISSUER AND THE ISSUE, WHICH IS MATERIAL IN THE CONTEXT OF THE ISSUE AND NOTHING HAS BEEN CONCEALED IN THIS RESPECT;

2. THE INFORMATION CONTAINED IN THIS OFFER DOCUMENT IS TRUE AND CORRECT TO THE BEST OF OUR KNOWLEDGE AND BELIEF;

3. THE OPINIONS AND INTENTIONS EXPRESSED THEREIN ARE HONESTLY HELD;

4. THERE ARE NO OTHER FACTS, THE OMISSION OF WHICH MAKES THIS OFFER DOCUMENT AS A WHOLE OR ANY PART THEREOF MISLEADING; AND

5. ALL REQUIREMENTS OF THE COMPANIES ACT, 2017, THE COMPANIES (FURTHER ISSUE OF SHARES) REGULATIONS, 2020, THE CENTRAL DEPOSITORY COMPANY AND THAT OF PSX PERTAINING TO THE RIGHT ISSUE HAVE BEEN FULFILLED

FOR AND BEHALF OF PREMIER INSURANCE LIMITED

Sharik Bashir **Chief Executive Officer**	**Farhan Ali** **Chief Financial Officer**

[To be printed on Stamp paper]

Undertaking by the Company Secretary, an officer of the Company authorized by the Board of Directors of the Company in this behalf

Date: 24 September, 2026

I, THE COMPANY SECRETARY, AS AUTHORIZED BY THE BOARD OF DIRECTORS OF THE COMPANY HEREBY CONFIRM THAT:

(i) ALL MATERIAL INFORMATION AS REQUIRED UNDER THE COMPANIES ACT, 2017, THE SECURITIES ACT, 2015, COMPANIES (FURTHER ISSUE OF SHARES) REGULATIONS, 2020, THE LISTING OF COMPANIES AND SECURITIES REGULATIONS OF THE PAKISTAN STOCK EXCHANGE LIMITED HAS BEEN DISCLOSED IN THIS OFFER DOCUMENT AND THAT WHATEVER IS STATED IN OFFER DOCUMENT AND IN THE SUPPORTING DOCUMENTS IS TRUE AND CORRECT TO THE BEST OF OUR KNOWLEDGE AND BELIEF AND THAT NOTHING HAS BEEN CONCEALED.

(ii) WE UNDERTAKE THAT ALL MATERIAL INFORMATION, INCLUDING RISKS THAT WOULD ENABLE THE INVESTOR TO MAKE AN INFORMED DECISION, HAS BEEN DISCLOSED IN THE OFFER DOCUMENT.

(iii) RIGHT ISSUE IS THE DISCRETION OF BOARD OF THE ISSUER AND IT NEITHER REQUIRES APPROVAL OF THE COMMISSION NOR THE SECURITIES EXCHANGE.

(iv) THE DRAFT OFFER DOCUMENT WAS PLACED ON THE WEBSITE OF THE SECURITIES EXCHANGE AND THE ISSUER ON 28 September 2026 I.E. WITHIN 3 WORKING DAYS OF THE DATE OF ANNOUNCEMENT BY THE BOARD

(v) COMMENTS FROM SECURITIES EXCHANGE AND THE SECP WERE RECEIVED ON _________________

(vi) THE BOARD HAS ENSURED THAT DRAFT OFFER DOCUMENT IS UPDATED IN LIGHT OF SECURITIES EXCHANGE AND SECP COMMENTS.

(vii) THE BOARD HAS DISCLOSED ON PSX'S AND COMPANY'S WEBSITE, ALL THE COMMENTS RECEIVED ALONG WITH THE EXPLANATIONS AS TO HOW THEY ARE ADDRESSED.

(viii) THE FINAL OFFER DOCUMENT WAS SUBMITTED TO THE COMMISSION AND PLACED ON SECURITIES EXCHANGE WEBSITE ON _____________ ALONG WITH THE BOOK CLOSURE DATES AND RELEVANT RIGHT ISSUANCE TIMELINES. (I.E. WITHIN 5 DAYS FROM THE DATE OF RECEIPT OF COMMENTS OF PSX AND SECP)

(ix) THE STATUTORY AUDITOR **M/s. BDO Ebrahim & CO. CHARTERED ACCOUNTANTS** OF THE ISSUER SHALL SUBMIT HALF YEARLY REPORT TO THE ISSUER REGARDING UTILIZATION OF PROCEEDS IN THE MANNER REFERRED TO IN THE FINAL OFFER DOCUMENT. THE ISSUER WILL INCLUDE THE REPORT OF THE STATUTORY AUDITOR, ALONG WITH ITS COMMENTS THEREON, IF ANY, IN ITS HALF YEARLY AND ANNUAL FINANCIAL STATEMENTS.

For and on behalf of PREMIER INSURANCE LIMITED

____

FARIQ MAHMOOD KHAN ROHILLA

COMPANY SECRETARY

DISCLAIMER

i. In line with the Companies Act, 2017 and Companies (Further Issue of Shares) Regulations, 2020, this document does not require approval of the Securities Exchange and the Securities and Exchange Commission of Pakistan (SECP).

ii. The Securities Exchange and the SECP disclaim:

a) Any liability whatsoever for any loss however arising from or in reliance upon this document to anyone, arising from any reason, including, but not limited to, inaccuracies, incompleteness and/or mistakes, for decision and/or actions taken, based on this document.
b) Any responsibility for the financial soundness of the Company and any of its schemes/projects stated herein or for the correctness of any of the statements made or opinions expressed with regards to them by the Company in this Offer Document.
c) Any responsibility with respect to the quality of the issue.

iii. It is clarified that information in this Offer document should not be construed as advice on any particular matter by the SECP and the Securities Exchange and must not be treated as a substitute for specific advice.

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GLOSSARY OF TECHNICAL TERMS

BoD	Board of Directors
Company or Issuer	Premier Insurance Limited
Companies Act	Companies Act, 2017
CDC	Central Depository Company of Pakistan Limited
CDS	Central Depository System
PKR or Rs	Pakistani Rupees
PSX or Securities Exchange	Pakistan Stock Exchange Limited
SECP or Commission	Securities & Exchange Commission of Pakistan
PIL	Premier Insurance Limited

DEFINITIONS

Banker to the Issue	Any bank with whom an account is opened and maintained by the Issuer for keeping the issue amount. M/s **JS Bank Limited** has been appointed as the bankers to the right issue.
Book Closure Dates	The Book Closure shall commence from ____________ to ____________ (both days inclusive).
Issue	Issue of 20,226,042 right shares representing 40% of the existing paid-up capital of the Company.
Issue Price	PKR 10.00/- per share The price at which right shares of the Company are being offered for subscription by the existing shareholders of the Company
Market Price	The latest available closing price of the share.
Net Worth	Total assets minus total liabilities PKR 13,53,434,000/- as on June 30, 2026.
Ordinary Shares	Ordinary Shares of Premier Insurance Limited having face value of PKR 10.00/- each.
Regulations	The Companies (Further Issue of Shares) Regulations, 2020
Right Issue	Shares offered by a company to its members strictly in proportion to the shares already held in respective kinds and classes.
Sponsor	A person who has contributed initial capital in the issuing company or has the right to appoint majority of the directors on the board of the issuing company directly or indirectly; A person who replaces the person referred to above; and A person or group of persons who has control of the issuing company whether directly or indirectly In case of PIL, Sponsors are as follows; CRESCENT POWERTEC LTD EQUITY TEXTILE LTD SURAJ COTTON MILLS LTD SHAMS TEXTILE LTD CRESCENT COTTON MILLS LTD THE CRESCENT TEXTILE MILLS LTD MOHD AMIN MOHD BASHIR LTD ANJUM M. SALEEM ALTAF MUHAMMAD SALEEM AHSAN MUHAMMAD SALEEM NADEEM MAQBOOL ADIL BASHIR SHARIK BASHIR AHSAN BASHIR SANA ADIL BASHIR KHALID BASHIR NAZIA MAQBOOL BEGUM TANVEER KHALID BASHIR CRESCENT FIBRES LIMITED JUBILEE SPINNING & WEAVING MILLS LIMITED KHAWAR MAQBOOL IMRAN MAQBOOL HUMAYUN MAQBOOL SALMAN RAFI

	ASMA MAQBOOL AHMAD SHAFI SHAMS RAFI REHANA ANWAR FAKHRA PARVEZ NOMAN ABID UMAIR ABID SHANIA FAISAL RABIA RAZA SAIRA AKRAM AYESHA ANWAR ABID MEHMOOD ABIDA MAZHAR NAZISH IMRAN

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1. SALIENT FEATURES OF THE RIGHT ISSUE

1.1. Brief Terms of the Rights Issue

a)	Description of issue	Issuance of new ordinary shares by way of rights to existing shareholders of the Company, at PKR 10.00/- (Pak Rupees Ten only) per share, as per their proportional entitlement.
b)	Size of the proposed issue	The Company shall issue 20,226,042 (Twenty Million, two hundred and twenty six thousand and forty two only) ordinary shares, at a price of PKR 10.00/- (Rupees Ten only) per share, aggregating to PKR 202,260,420/- (Pak Rupees Two hundred and two Million, two hundred and sixty thousand four hundred and twenty only).
c)	Face value of the share	PKR 10.00/- each
d)	Basis of determination of price of the Right Issue	The Right Issue is being carried out at par value, as the share price of the company is also trading near to its par value.
e)	Proportion of new issue to existing issued shares with condition, if any	40 right shares for every 100 ordinary shares held i.e. 40% of the existing paid-up capital of the Company
f)	Date of meeting of the BoD wherein the Right Issue was approved	24 September, 2026
g)	Names of directors attending the BoD meeting	Mr. Khalid Bashir, *Chairman – Non-Executive Director* Mr. Nadeem Maqbool – *Non-Executive Director* Mr. Sharik Bashir, Chief Executive Officer – *Executive Director* Mr. Ahsan Bashir – *Non-Executive Director* Mr. Imran Maqbool – *Non-Executive Director*
h)	Brief purpose of utilization of Right Issue proceeds	The Company plans to utilize the proceeds of the rights issue amounting to PKR 202.260 million within its Investments portfolio, which includes equity securities, government securities, debt securities, term deposits and mutual funds. the plan is subject to change, as is customary in investment decision making, considering extreme volatility in the capital markets due to uncontrollable factors such as regional and global political-economic situation.
i)	Purpose of the Right Issue - Details of the main objects for raising funds through present Right Issue	The Company intends to increase its paid-up capital to comply with the revised minimum capital requirements under SECP S.R.O. 310 (I)/2025. Accordingly, the Right Issue is being undertaken principally to meet the regulatory minimum capital requirement and is not being undertaken primarily for the purpose of raising funds for business expansion or investment activities. The additional funds will be deployed in accordance with the Company's approved Investment Policy to generate optimal risk-adjusted returns, thereby enhancing investment income and contributing to the Company's overall profitability and financial sustainability.
j)	Minimum level of subscription (MLS)	None.

k)	"Application Supported by Blocked amount" (ASBA) facility, if any, will be provided for subscription of right shares.	Not Applicable.

1.2. Principal Purpose of the Issue and Funding Arrangements

The principal purpose of the rights issue is to meet the minimum capital requirements as set by Securities & Exchange Commission of Pakistan through their S.R.O Number 310(I), dated March 3rd, 2025. Such funds are being raised by the Company through right shares. The current paid up share capital of the Company is Rs. 505,651,050 and the company is required to increase its paid up share capital to RS 1.0 billion by December 31, 2026.

The proceeds from the Right Issue will be used in the Company's operations including strengthening of the working capital of the Company.

1.3. Financial Effects Arising from Right Issue:

As at 30th June 2026	Unit	Pre-Issue	Post-Issue	Increase in %
Authorized Share Capital	PKR	1,500,000,000	1,500,000,000	0.00%
Paid-up Capital	PKR	505,651,050	707,911,470	40.00%
Number of Shares	Unit	50,565,105	70,791,147	40.00%
Total Equity	PKR	1,353,434,000	1,555,694,420	14.94%
Breakup value per share*	PKR	26.77	21.94	-18.04%
Market Share (As on 30th June 2026) **	%	0.34%	0.34%	0.00%

**The break-up value is calculated as follows: Total Equity / Total Number of Shares*

*** It is market share in the General insurance sector based on gross premium and contribution income taken from https://iap.net.pk/statistics/key-financial-non-life-data/*

1.4. Total Expenses to the Issue

Underwriting Commission	2% of the Underwritten Portion
Underwriter Take-up Commission	10% of the Unsubscribed Portion
Bankers Commission	Up to PKR 500,000
PSX Fee (0.2% of increase in paid-up capital)	Up to PKR 450,000
SECP Supervisory Fee (10% of fees paid to PSX)	PKR 45,000
CDC Fee – Fresh Issue Fee	PKR 300,000
Stamp Duty for Additional Shares 0.15% of face value in book entry form 0.50% on physical shares	Up to 130,000
Auditor Fee for Auditor Certificates	Up to PKR 200,000
Other Expenses (including Printing cost, legal fee, consultation fee, etc.)	Up to PKR 2,500,000

1.5. Details of Underwriters:

Name of the Underwriter	Amount Underwritten (PKR)	Associated Company/ Associated undertaking of the Issuer (YES /NO)
AKD Securities Limited	33,333,330	No
Zahid Latif Khan Securities (Private) Limited	33,333,330	No
Muhammad Munir Muhammad Ahmed Khanani Securities (Private) Limited	33,333,330	No

1.6. Commitments from Substantial Shareholders / Directors

Name of the Person	Status (Substantial Shareholder / Director)	Number of Shares Committed to be Subscribed	Amount Committed to be Subscribed (PKR)	Shareholding % pre-issuance	Shareholding %-post issuance[1]
Crescent Powertec Ltd	Substantial Shareholder	3,706,412	37,064,124	18.32	18.32
Equity Textile Ltd	Shareholder	631,900	6,318,996	3.12	3.12
Suraj Cotton Mills Ltd	Shareholder	519,588	5,195,880	2.56	2.56

Shams Textile Ltd	Shareholder	295,627	2,956,276	1.46	1.46

Name of the Person	Status (Substantial Shareholder / Director)	Number of Shares Committed to be Subscribed	Amount Committed to be Subscribed (PKR)	Shareholding % pre-issuance	Shareholding %-post issuance[1]
CRESCENT COTTON MILLS LTD	303,385	121,354	1,213,536	0.6	0.6
THE CRESCENT TEXTILE MILLS LTD	141,573	56,629	566,292	0.28	0.28
MOHD AMIN MOHD BASHIR LTD	11,510	4,604	46,040	0.02	0.02
ANJUM M. SALEEM	701,259	280,504	2,805,036	1.38	1.38
ALTAF MUHAMMAD SALEEM	577,200	230,880	2,308,800	1.14	1.14
AHSAN MUHAMMAD SALEEM	550,000	220,000	2,200,000	1.08	1.08
NADEEM MAQBOOL	478,724	191,490	1,914,896	0.94	0.94
ADIL BASHIR	439,997	175,999	1,759,988	0.87	0.87
SHARIK BASHIR	410,775	164,310	1,643,100	0.81	0.81
AHSAN BASHIR	394,411	157,764	1,577,644	0.78	0.78
SANA ADIL BASHIR	348,307	139,323	1,393,228	0.68	0.68
KHALID BASHIR	294,467	117,787	1,177,868	0.58	0.58
NAZIA MAQBOOL	258,728	103,491	1,034,912	0.51	0.51
BEGUM TANVEER KHALID BASHIR	160,329	64,132	641,316	0.31	0.31
CRESCENT FIBRES LIMITED	69,621	27,848	278,484	0.14	0.14
JUBILEE SPINNING & WEAVING MILLS LIMITED	18,682	7,473	74,728	0.04	0.04
KHAWAR MAQBOOL	964,430	385,772	3,857,720	1.90	1.90
IMRAN MAQBOOL	489,278	195,711	1,957,112	0.97	0.97
HUMAYUN MAQBOOL	487,057	194,823	1,948,228	0.96	0.96
SALMAN RAFI	250,521	100,208	1,002,084	0.49	0.49
ASMA MAQBOOL	153,299	61,320	613,196	0.30	0.30
AHMAD SHAFI	568,461	227,384	2,273,844	1.12	1.12
SHAMS RAFI	547,756	219,102	2,191,024	1.08	1.08
REHANA ANWAR	505,643	202,257	2,022,572	1.00	1.00
FAKHRA PARVEZ	400,000	160,000	1,600,000	0.79	0.79
NOMAN ABID	305,328	122,131	1,221,312	0.60	0.60
UMAIR ABID	305,253	122,101	1,221,012	0.60	0.60
SHANIA FAISAL	153,299	61,320	613,196	0.30	0.30
RABIA RAZA	153,299	61,320	613,196	0.30	0.30
SAIRA AKRAM	153,299	61,320	613,196	0.30	0.30
AYESHA ANWAR	153,299	61,320	613,196	0.30	0.30
ABID MEHMOOD	134,274	53,710	537,096	0.27	0.27
ABIDA MAZHAR	116,549	46,620	466,196	0.23	0.23
NAZISH IMRAN	100,000	40,000	400,000	0.20	0.20

1.7. Fractional Rights Shares

The Board of Directors of the Company have resolved in their meeting held on 24 September, 2026 that all the fractional entitlements, if any, will be consolidated in the name of the Company Secretary (under trust), 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 to the entitled members in proportion to their respective entitlements.

1.8. Important Dates:

Premier Insurance Limited Tentative Schedule for Issuance of Letter of Rights Book Closure: __to __ (both days inclusive)			
S. No.	**Procedure**	**Day**	**Date**
1	Credit of Unpaid Rights into CDC in Book Entry Form		
2	Dispatch of Letter of Right (LOR) to physical shareholders		
3	Intimation to Stock Exchange for dispatch/credit of physical Letter of Rights		
4	Commencement of trading of unpaid Rights on Pakistan Stock Exchange Limited		
5	Payment of subscription amount start date		
6	Last date for splitting and deposit of Requests into CDS		
7	Last date of trading of Letter of Rights		
8	Last date for acceptance of payment		
9	Allotment of shares and credit of Shares into CDS		
10	Date of dispatch of physical shares certificates		

2. SUBSCRIPTION AMOUNT PAYMENT PROCEDURE

(i) Payment as indicated above should be made by cash or crossed cheque or demand draft or pay order made out to the credit of "Premier Insurance Limited -Right Shares Subscription Account" through any of the authorized branches of JS Bank Limited) on or before [●] along with this Right Subscription Request duly filled in and signed by the subscriber(s).

(ii) Right Subscription Request can be downloaded from the Company website https://PIL.com.pk

(iii) In case of Non-Resident Pakistani / Foreign shareholder, the demand draft of the equivalent amount in Pak Rupees should be sent to the Company Secretary, Mr. Fariq Mahmood Khan Rohilla at the registered office of the issuer along with Right Subscription Request (both copies) duly filed and signed by the subscriber(s) with certified copy of NICOP / Passport well before the last date of payment.

(iv) All cheques and drafts must be drawn on a bank situated in the same city where the Right Subscription Request is deposited. Cheque is subject to realization.

(v) JS Bank Limited to the Issue will not accept Right Subscription Requests delivered by post which may reach after the closure of business on ___________ unless evidence is available that these have been posted before the last date of payment.

(vi) Payment of the amount indicated above to the JS Bank Limited to the Issue on or before________shall be treated as acceptance of the Right offer.

(vii) After payment has been received by the JS Bank Limited, the Right Shares will be credited into respective CDS Accounts within 10 business days from the last payment date. Paid Right Subscription Request will not be traded or transferred.

3. PROFILE OF BOARD OF DIRECTORS OF THE COMPANY AND SPONSORS

Board of Directors			
Name	**Position**	**Tenure of Directorship**	**Date of Appointment**
Mr. Khalid Bashir,	Chairman	June 22, 2026 – June 21, 2029	June 22, 2026
Mr. Nadeem Maqbool	Director	June 22, 2026 – June 21, 2029	June 22, 2026
Mr. Sharik Bashir	Chief Executive Officer	June 22, 2026 – June 21, 2029	June 22, 2026
Mr. Ahsan Bashir	Non- Executive Director	June 22, 2026 – June 21, 2029	June 22, 2026
Mr. Imran Maqbool	Non- Executive Director	June 22, 2026 – June 21, 2029	June 22, 2026
Mr. Salman Rafi	Independent Director	June 22, 2026 – June 21, 2029	June 22, 2026

Profile of the Board of Directors of the Company

3.1 KHALID BASHIR (Chairman)
NON EXECUTIVE DIRECTOR

Executive Summary
Khalid Bashir is a senior textile industrialist and corporate director with 50 years of professional association with the textile and sugar industries. His experience also extends to financial institutions, including banks, leasing companies, and Modarabas.
His professional background covers production management and a range of company matters, including corporate affairs, accounting, and taxation. He brings this broad industrial and financial perspective to his position as Chairman of Premier Insurance Limited.

Mr. Bashir's career combines long-term industrial involvement with experience relevant to corporate administration and finance. His exposure to production and company matters provides practical knowledge of manufacturing operations, while his association with financial institutions adds familiarity with banking, leasing, and Modaraba activities.

Board and Corporate Experience
As Non-Executive Director of Suraj Cotton Mills Limited, Mr. Bashir contributes experience developed over five decades of association with industry. His background covers production, corporate matters, accounting, and taxation, giving him a broad understanding of the subjects that arise within an industrial company.
His experience across manufacturing and financial institutions provides a practical basis for considering both operating matters and their financial implications. The profile supplied for him identifies substantial exposure to textile and sugar businesses as well as banks, leasing companies, and Modarabas.

Directorship in other Companies

Position	Organization
Director	Suraj Cotton Mills Limited
Director	The Crescent Textile Mills Limited
Director	Shams Textile Mills Limited
Director	Crescent Powertec Limited

Education	Master of Business Administration

3.2 NADEEM MAQBOOL

DIRECTOR

Executive Summary

Nadeem Maqbool is a senior business leader with long-standing executive and board experience across Pakistan's industrial, commercial, and financial sectors. His professional background spans insurance, financial services, textiles, steel, and sugar through a diversified business group with interests in these sectors.

He has served in chief executive and director positions for several decades, combining operating leadership with board-level oversight. His appointments reflect sustained responsibility for business management, corporate governance, strategic direction, and executive decision-making across regulated financial services and established industrial enterprises.

Leadership Profile

Mr. Maqbool's career brings together executive management, board service, and industry representation. He has led Premier Insurance Limited as Director(current) and Chief Executive Officer since 2020 till February 2026) and has served as Director and Chief Executive Officer of Suraj Cotton Mills Limited since 1985. He also serves on the boards of Crescent Steel and Allied Products Limited and Premier Financial Services Private Limited.

Current and Previous Directorships

Organization	Position	Tenure
Suraj Cotton Mills Limited	Director and Chief Executive Officer	Since 1985
Crescent Steel and Allied Products Limited	Director	Board appointment
Premier Financial Services Private Limited	Director	Board appointment

Corporate Leadership and Governance

Across his executive and board appointments, Mr. Maqbool has developed substantial experience in corporate leadership and governance. His work has required an understanding of the distinct commercial and oversight demands of industrial companies, financial-services businesses, and an insurance enterprise.

Mr. Maqbool has contributed to Pakistan's business community through leadership roles in major industry associations. He served for several terms as a Director and Chairman of the Karachi Cotton Association and was Chairman of the All Pakistan Textile Mills Association from 2001 to 2002. These appointments complement his corporate roles with experience in industry representation and association leadership.

Education

- Bachelor of Arts in Economics, Muhlenberg College, Pennsylvania, United States

3.3 SHARIK BASHIR
CHIEF EXECUTIVE AND DIRECTOR

Executive Summary

Sharik Bashir is the Chief Executive of Premier Insurance Limited and a member of its Board of Directors. His career with the company began in 2013 and has progressed through marketing, risk management, compliance, reinsurance, operations, and executive leadership roles.

His responsibilities include oversight of underwriting and finance, management of company operations, and leadership of annual treaty negotiations with international reinsurers. His business focus includes innovation, client-focused solutions, and the use of digital channels to support wider insurance access in Pakistan.

Mr. Bashir combines insurance operations experience with board responsibility and formal directors training. His career progression at Premier Insurance Limited has moved from a commercial entry role into responsibility for risk, compliance, reinsurance, operations, marketing, and ultimately chief executive leadership.

He also serves on the boards of Equity Textiles and Crescent Power Tec. These appointments add board participation outside his chief executive role while his work at Premier Insurance Limited remains centered on operating control, financial oversight, underwriting, and reinsurance relationships.

Executive Leadership Experience

Operations Underwriting and Finance

Mr. Bashir's executive responsibilities cover the operating matters associated with underwriting and finance. His role requires coordination across core insurance functions and overall control of company operations, supported by the risk, compliance, and financial analysis experience developed during his earlier appointments.

Reinsurance and Risk Management

He leads Premier Insurance Limited's annual treaty negotiations with international reinsurers. His previous positions as Head of Reinsurance and Risk Management and Head of Risk Management and Compliance provide direct experience in risk analysis, mitigation, regulatory matters, and the management of reinsurance relationships.

Strategy Innovation and Digital Development

His profile identifies strategic decision making, innovation, and client-focused solutions as central areas of contribution. He is committed to guiding the company through digital development as a means of supporting greater insurance penetration in Pakistan.

Board Service and Governance

Mr. Bashir has served on the Board of Directors of Premier Insurance Limited since June 2020. He also holds board appointments with Equity Textiles from 2020 and Crescent Power Tec from 2025. His 2018 Directors Training Program covered CCG and Company Law.

Directorship in other Companies

Position	Organization
Director	Equity Textile Mills Limited
Director	Crescent Powertech Limited

Education and Professional Training

Year	Qualification	Institution	Subjects
2018	Directors Training Program	Institute of Business Administration Karachi	CCG and Company Law
2015	Graduation	University of Michigan	History and Political Science

3.4 AHSAN BASHIR
DIRECTOR

Executive Summary

Ahsan Bashir is a director and textile industry executive whose career has included responsibilities for operations, sales, business development, strategic planning, financial management, and organizational planning. His principal appointment is with Suraj Cotton Mills Limited, where he has served as Director from 1992 to the present.

His professional record also includes directorships with Shams Textile Mills Limited, Crescent Bahuman Limited, and Crescent Powertech Limited. In addition to his corporate appointments, he served as Chairman of the All Pakistan Textile Mills Association Punjab Zone from 2010 to 2012 and as Chairman of the national association from 2012 to 2013.

Professional Profile

Mr. Bashir's experience combines operating responsibility with board participation and industry representation. At Suraj Cotton Mills Limited, his stated remit covers operations, sales, and business development. His work at Shams Textile Mills Limited focused on strategic planning and business development, while his role at Crescent Powertech Limited covers operations, financial management, and planning.

This combination of appointments reflects sustained involvement in business direction, commercial development, and management oversight. His association leadership adds experience in representing textile-sector interests at both provincial and national levels.

Directorship in other Companies

Position	Organization
Director	Suraj Cotton Mills Limited
Director	Crescent Powertech Limited
Director	Service Industries
Director	Equity Textile Mills Limited
Director	Suraj Fabrics Limited

Industry Leadership

Period	Position	Organization
2012 to 2013	Chairman	All Pakistan Textile Mills Association
2010 to 2012	Chairman	All Pakistan Textile Mills Association Punjab Zone

At Crescent Powertech Limited, where he has served as Director from 1996 to the present, Mr. Bashir is responsible for operations, financial management, and planning. The position combines operational supervision with attention to financial administration and forward planning.

Industry Association Leadership

Mr. Bashir chaired the Punjab Zone of the All Pakistan Textile Mills Association from 2010 to 2012 and subsequently chaired the national association from 2012 to 2013. These appointments represent formal leadership within Pakistan's textile industry and complement his company-level management experience.

Education

Period	Qualification	Institution	Location
1990 to 1992	Bachelor of Business Administration in Operations Management	Boston University	Boston, United States
1987 to 1989	Bachelor of Commerce	Hailey College	Lahore, Pakistan

3.5 IMRAN MAQBOOL
DIRECTOR

Executive Summary
Imran Maqbool is a textile industry executive with experience at Crescent Fibers Limited dating from 1987. He joined the company as Executive Director and has remained involved with its textile operations throughout his career with the organization.

He was appointed Chief Executive Officer of Crescent Fibers Limited in 2002. In addition to his executive responsibilities, he has served on the boards of different companies and currently holds directorships in Premier Insurance Limited and The Crescent Textile Mills Limited.

Professional Profile
Mr. Maqbool's professional background combines company leadership, textile operations, corporate directorships, and industry-association service. His long tenure with Crescent Fibres Limited provides continuity from executive-level operational involvement to chief executive responsibility.
He has also served in numerous positions and capacities within the All Pakistan Textile Mills Association and the Karachi Cotton Association. He currently serves as a Member of the Executive Committee of both organizations.

Leadership Experience and Industry Contribution

Mr. Maqbool's appointment as Chief Executive Officer followed 15 years of service with Crescent Fibers Limited, beginning with his appointment as Executive Director in 1987. His career at the company has remained closely connected to its textile operations.
The progression from Executive Director to Chief Executive Officer reflects sustained involvement in the organization. His current profile combines executive leadership at Crescent Fibers Limited with board service in textile and insurance companies.

Board Service

Organization	Position	Status
Crescent Fibers Limited	Chief Executive Officer	Appointed in 2002
Premier Insurance Limited	Director	Current
The Crescent Textile Mills Limited	Director	Current

Industry Association Leadership
Mr. Maqbool has served numerous terms in different positions and capacities at the All Pakistan Textile Mills Association and the Karachi Cotton Association. His current Executive Committee memberships continue this long-standing participation in industry bodies connected with textiles and cotton.

Education

Qualification	Bachelor of Business Administration
Institution and year	Syracuse University, United States, 1987

3.6 SALMAN RAFI
INDEPENDENT DIRECTOR

Executive Summary
Salman Rafi is an Executive Director of Jubilee Spinning and Weaving Mills Limited, a position he has held since May 2017. His responsibilities cover the company's business operations, financial performance, leadership, strategic planning, investment proposals, organizational structure, succession planning, and communication with investors.
His association with the company also includes an earlier period as Director from May 2000 to May 2014. During that tenure, he created and implemented policies and objectives intended to support continuing operations, increase productivity, and maximize return on investment.

Professional Profile
Mr. Rafi's profile combines executive management with board-level experience in the spinning and weaving sector. His current role requires him to coordinate operating priorities with financial performance and to translate company strategy, plans, and objectives into implementation.
His responsibilities also extend to preparing and implementing acquisition and investment proposals, developing organization structures, planning succession, and maintaining communication with investors. These duties place both business execution and organizational continuity within his executive remit.

Career Record

Period	Position	Organization
May 2017 to present	Executive Director	Jubilee Spinning and Weaving Mills Limited
May 2000 to May 2014	Director	Jubilee Spinning and Weaving Mills Limited

During his service as Director from May 2000 to May 2014, Mr. Rafi created and implemented policies and objectives designed to sustain operations, improve productivity, and maximize return on investment. This earlier board experience forms an important part of his long association with Jubilee Spinning and Weaving Mills Limited.

3.7 Profile of Substantial Shareholder and Associated Companies

Crescent Powertec Limited ("CPL") is a substantial shareholder of the Company, holding 18.32% of its issued and paid-up capital. CPL was incorporated in Pakistan under the Companies Ordinance, 1984 (now the Companies Act, 2017) as a Public limited company and is principally engaged in business of power generation and distribution. The Board of Directors of CPL comprises Mr. Khalid Bashir (Chairman), Mr. Ahsan Bashir, Mr. Asif Bashir, Mr. Adil Bashir, Mr. Sharik Bashir.

Equity Textile Mills Limited ("ETML") is associate shareholder of the Company, holding 3.12% of its issued and paid-up capital. ETML was incorporated in Pakistan on May 31, 2005 under the Companies Ordinance, 1984 as a Public limited company and is principally engaged in manufacturing and sale of textile products. The Board of Directors of ETML comprises Mr. Sharik Bashir, Mr. Ahsan Bashir, Mr. Muhammad Adil, Ms. Umbreen Zahid Bashir, Mr. Adil Bashir.

Suraj Cotton Mills Limited ("SCML") is an associate shareholder of the Company, holding 2.56% of its issued and paid-up capital. SCML is a Public limited company listed on the Pakistan Stock Exchange Limited. It was incorporated in Pakistan on December 18, 1984 under the Companies Act, 1913 (now the Companies Act, 2017) and is principally engaged in the manufacture, sale and trading of yarn and cloth and the processing of cloth. The Board of Directors of SCML comprises Mr. Khalid Bashir (Chairman), Mr. Nadeem Maqbool, Mr. Ahsan Bashir, Mr. Asif Bashir, Mr. Adil Bashir, Mr. Muhammad Iqbal Usman, Ms. Maheen Adamjee and Mr. Shams Rafi.
Shams Textile Mills Limited ("STML") is an associate shareholder of the Company, holding 1.46% of its issued and paid-up capital. STML is a Public limited company listed on the Pakistan Stock Exchange Limited. It was incorporated in Pakistan on January 10, 1968 under the Companies Act, 1913 (now the Companies Act, 2017) and is principally engaged in the manufacture, sale and trading of yarn and the trading of cloth. The Board of Directors of STML comprises Mian Muhammad Anwar (Chairman), Mr. Khalid Bashir (CEO), Mr. Asif Bashir, Mr. Adil Bashir, Mr. Khurram Mazhar Karim, Mr. Shahid Arshad, Mr. Muhammad Shafiq Gill and Ms. Minail Mishal Adamjee.

4. DETAILS OF THE ISSUER

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4.1 Financial Highlights of the Issuer for the Last Three (3) Years

PKR in 000		Audited Account	Audited Account	Audited Account
	6M FY2026	FY2025	FY2024	FY2023
Name of the Statutory Auditors	**BDO Ebrahim & Co.**	**BDO Ebrahim & Co.**	**BDO Ebrahim & Co.**	**BDO Ebrahim & Co.**
Net Premium	131,062	274,223	269,732	314,859
Gross Premium	269,854	844,131	731,294	700,140
Profit before Interest & Tax	58,483	132,078	74,225	16,277
Profit/(loss) after Tax	57,431	122,666	69,059	7,938
Accumulated Profits/(Loss)	(759,610)	(817,041)	(939,890)	(1,008,339)
Total Assets	3,325,520	3,354,885	3,311,928	2,850,378
Total Liabilities	1,972,086	1,600,212	1,743,389	1,622,302
Net Equity	1,353,434	1,293,048	1,199,052	947,394
Break-up value Per Share (PKR)	26.77	25.57	23.71	18.74
Earnings/(loss) per share (PKR)	1.14	2.43	1.37	0.16
Dividend Announced	-	-	-	-
Bonus Issue (%)	-	-	-	-

4.2 Financial Highlights for the Preceding Year of Consolidated Financials

Not Applicable.

4.3 Detail of Issue of Capital in Previous Five (5) Years Not applicable

4.4 Average Market Price of the Share of the Issuer During the Last Six (6) Months

Average market price of the share of the Company during the last six (6) months (from March 30, 2026 to September 28, 2026) is PKR 10 per share.

4.5 Share Capital and Related Matters

Pattern of Shareholding of the Issuer in both relative and absolute terms:

Shareholders (As on June 30th, 2026)	Number of Shares	Shareholding %
Directors, CEO and their spouse and minor children	2,890,532	5.72
Associated companies, undertakings and related parties	13,428,803	26.56
Banks, DFIs, NBFIs	861,560	1.70
Insurance companies	289	0.00
Modaraba and Mutual Funds	158	0.00
General Public Local	29,550,088	58.44
General Public Foreign	24,460	0.05
Others	3,809,215	7.53
Total	**50,565,105**	**100.00**

Number of Shares held by the Directors, Sponsors and Substantial Shareholders of the Issuer (both existing and post right issue)

S. No.	Directors/Sponsors/Substantial Shareholder	No. of Existing Shares*	% shareholding	No. of Shares after Right Shares0F[1]	% Shareholding
1	Crescent Powertec Ltd	9,266,031	18.32	12,972,443	18.32
2	Equity Textile Ltd	1,579,749	3.12	2,211,649	3.12
3	Suraj Cotton Mills Ltd	1,298,971	2.56	1,818,559	2.56
4	Shams Textile Ltd	739,069	1.46	1,034,696	1.46
5	CRESCENT COTTON MILLS LTD	303,385	0.6	424,739	0.6
6	THE CRESCENT TEXTILE MILLS LTD	141,573	0.28	198,202	0.28

[1] *Subject to the actual number of shares subscribed during the Right Issue (note that directors and subscribers may arrange for others to subscribe to their entitlements; furthermore, such persons may subscribe to additional shares offered by the Board).*

7	MOHD AMIN MOHD BASHIR LTD	11,510	0.02	16,114	0.02
8	ANJUM M. SALEEM	701,259	1.38	981,763	1.38
9	ALTAF MUHAMMAD SALEEM	577,200	1.14	808,080	1.14
10	AHSAN MUHAMMAD SALEEM	550,000	1.08	770,000	1.08
11	NADEEM MAQBOOL	478,724	0.94	670,214	0.94
12	ADIL BASHIR	439,997	0.87	615,996	0.87
13	SHARIK BASHIR	410,775	0.81	575,085	0.81
14	AHSAN BASHIR	394,411	0.78	552,175	0.78
15	SANA ADIL BASHIR	348,307	0.68	487,630	0.68
16	KHALID BASHIR	294,467	0.58	412,254	0.58
17	NAZIA MAQBOOL	258,728	0.51	362,219	0.51
18	BEGUM TANVEER KHALID BASHIR	160,329	0.31	224,461	0.31
19	CRESCENT FIBRES LIMITED	69,621	0.14	97,469	0.14
20	JUBILEE SPINNING & WEAVING MILLS LIMITED	18,682	0.04	26,155	0.04
21	KHAWAR MAQBOOL	964,430	1.90	1,350,202	1.90
22	IMRAN MAQBOOL	489,278	0.97	684,989	0.97
23	HUMAYUN MAQBOOL	487,057	0.96	681,880	0.96
24	SALMAN RAFI	250,521	0.49	350,729	0.49
25	ASMA MAQBOOL	153,299	0.30	214,619	0.30
26	AHMAD SHAFI	568,461	1.12	795,845	1.12
27	SHAMS RAFI	547,756	1.08	766,858	1.08
28	REHANA ANWAR	505,643	1.00	707,900	1.00
29	FAKHRA PARVEZ	400,000	0.79	560,000	0.79
30	NOMAN ABID	305,328	0.60	427,459	0.60
31	UMAIR ABID	305,253	0.60	427,354	0.60
32	SHANIA FAISAL	153,299	0.30	214,619	0.30
33	RABIA RAZA	153,299	0.30	214,619	0.30
34	SAIRA AKRAM	153,299	0.30	214,619	0.30
35	AYESHA ANWAR	153,299	0.30	214,619	0.30
36	ABID MEHMOOD	134,274	0.27	187,984	0.27
37	ABIDA MAZHAR	116,549	0.23	163,169	0.23
38	NAZISH IMRAN	100,000	0.20	140,000	0.20
	Total	**23,983,833**	**47.30**	**33,577,366**	**47.30**

Details and Shareholding of the Holding Company, if any

Not Applicable

5. RISK FACTORS

5.1 RISK ASSOCIATED WITH THE RIGHT ISSUE

Undersubscription Risk

The substantial shareholders and directors of the Company have confirmed in writing that they shall subscribe to (or arrange the subscription of) their respective right entitlements, while the balance portion of the Right Issue will be underwritten in accordance with the applicable laws. Notwithstanding the foregoing, there is a risk that the Right Issue may get undersubscribed due to lack of interest from shareholders of the Company.

Dilution Risk

Shareholders who do not subscribe to their entitlement, in whole or in part, and who do not dispose of their Letters of Right in the market, will experience a proportionate reduction in their percentage shareholding in the Company. As a result of the fresh issue of shares at par value of PKR 10.00/- per share, the net asset / break-up value per share is expected to move from PKR 26.77 pre-issue to PKR 21.94 post-issue, a change of (18.04)%, and earnings per share will be diluted. However, the incremental impact of earnings from the right issue proceeds is expected to partially off-set the impact on earnings and book value.

Price Risk on the Letter of Rights

The Letter of Rights is tradable on the Pakistan Stock Exchange Limited during the notified trading window. Its market price is a function of the prevailing market price of the underlying share and may fluctuate, including to nil value, over the trading period. Risks and rewards arising from trading in the Letter of Rights are the sole liability of the investors.

5.2 RISKS ASSOCIATED WITH THE ISSUER

A. Internal Risk Factors

Insurance Risk

The Company accepts the insurance risk through its insurance contracts where it assumes the risk of loss from persons or organizations that are directly subject to the underlying loss. The Company is exposed to the uncertainty surrounding the timing, frequency and severity of claims under these contracts.
The Company manages its risk via its underwriting and reinsurance strategy within an overall risk management framework. Exposures are managed by having documented underwriting limits and criteria. Reinsurance is purchased where necessary to mitigate the effect of potential loss to the Company from individual large or catastrophic events and also to provide access to specialist risks and to assist in managing capital.
A concentration of risk may also arise from a single insurance contract issued to a particular demographic type of policy holder, within a geographical location or to types of commercial business. The Company minimizes its exposure by prudent underwriting and reinsuring policies where necessary.

Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Company attempts to control credit risk by monitoring credit exposures by undertaking transactions with a large number of counterparties in various industries and by continually assessing the credit worthiness of counterparties.
Concentration of credit risk occurs when a number of counterparties have a similar type of business activities. As a result, any change in economic, political or other conditions would affect their ability to meet contractual obligations in similar manner. The Company's credit risk exposure is not significantly different from that reflected in the financial statements. The management monitors and limits the Company's exposure to credit risk through monitoring of client's exposure and conservative estimates of provisions for doubtful assets, if any. The management is of the view that it is not exposed to significant concentration of credit risk as its financial assets are adequately diversified in entities of sound financial standing, covering various industrial sectors.

The Company is exposed to credit risk from its operating activities primarily for premiums due but unpaid, amount due from other insurers/reinsurers, reinsurance recoveries against outstanding claims and other financial asset

Reinsurance Counterparty Risk

The Company cedes a portion of the risks it underwrites to reinsurers in order to limit its net retention and to obtain catastrophe protection. Reinsurance does not discharge the Company's primary liability to its policyholders. Accordingly, the Company remains exposed to the risk of default, delay in settlement or dispute by a reinsurer, and to the risk that reinsurance capacity becomes unavailable or is available only on materially less favorable terms at renewal. The Company mitigates this by placing business with reinsurers meeting the minimum rating requirements prescribed by the Commission and by monitoring reinsurance recoverable and their ageing.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations, including policyholder claims, as they fall due. The Company manages liquidity by maintaining a healthy balance of cash, cash equivalents and readily marketable securities within each statutory fund, and by diversifying its funding and asset base.

Operational, Technology and Cyber Risk

The Company's operations depend on the integrity and availability of its policy administration, actuarial and financial reporting systems, and on the confidentiality of substantial volumes of policyholder data. Operational risk may arise from inadequate or failed internal processes, people or systems, or from external events, and includes legal risk and the reputational consequences of control failures. The Company maintains documented operating procedures, segregation of duties, an internal audit function reporting to the Audit Committee, information security controls including access management and periodic vulnerability assessment, and business continuity and disaster recovery arrangements.

Window Takaful Operations

The Company operates Window Takaful Operations under the Takaful Rules, 2012. These operations are conducted through a separate Participants' Takaful Fund and Operator's Sub-Fund, are subject to the oversight of the Shariah Advisor and to Shariah compliance audit, and are exposed to the same categories of underwriting, credit, liquidity and market risk described above. A deficit in the Participants' Takaful Fund may require the Operator to extend a qarz-e-hasna, which would be recoverable only out of future surpluses of that fund and would not carry a return.

Disclaimer

Investment risk is borne solely by investors per SECP Circular No. 11 of 2018.

B. External Risk Factors

Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate as a result of changes in market variables such as interest / mark-up rates, foreign exchange rates and equity prices. The objective is to manage and control market risk exposures within acceptable parameters while optimizing return. The market risks associated with the Company's business activities are interest / mark-up rate risk and price risk. Given the scale of the Company's investment portfolio relative to its shareholders' equity, movements in market variables have a magnified effect on reported results.

Interest / Mark-up Rate Risk

Interest/mark-up rate risk is the risk that value of a financial instrument or future cash flows of a

financial instrument will fluctuate due to changes in the market interest/mark-up rates. Sensitivity to interest / mark up rate risk arises from mismatches of financial assets and liabilities that mature in a given period.

Risk in the Global Economic and Financial Markets

Due to ongoing geopolitical disruption causing disruption in international trade, the ripple down effect may affect the Pakistani economy and financial markets adversely which could impact the overall macro condition of the Country. Further government inability to secure new debt from international markets, could affect the PKR/USD parity.

Foreign Exchange Risk

Foreign currency risk is the risk that the fair value or future cash flows of financial instruments will fluctuate because of changes in foreign exchange rates. The Company, at present, is not materially exposed to currency risk as the substantial majority of its transactions, assets and liabilities are denominated in Pak Rupees.

Regulatory and Compliance Risk

The Company operates in a regulated environment and is subject to the Insurance Ordinance, 2000, the Insurance Rules, 2017, the Takaful Rules, 2012, the Companies Act, 2017, the Securities Act, 2015 and the directives, circulars and S.R.O.s issued by the Securities and Exchange Commission of Pakistan and the Pakistan Stock Exchange Limited from time to time. Changes in minimum paid-up capital or solvency requirements, in the rules governing distribution conduct and remuneration, in permitted investment categories, or in taxation applicable to insurance business or to policyholder returns, may increase compliance costs, constrain business activity or affect profitability. One of the stated purposes of the Right Issue is to ensure compliance with the enhanced paid-up capital requirements prescribed by the Commission.

Adoption of IFRS 17 – Insurance Contracts

IFRS 17 has been made applicable to insurance and takaful operators in Pakistan by the Commission. The standard materially changes the measurement, presentation and disclosure of insurance contracts, including the recognition of a contractual service margin and the release of profit over the coverage period. Implementation requires significant changes to actuarial models, data and systems, and may affect the pattern and timing of reported profit.

Profitability

The Company reported profit after tax of PKR 122.6 million for CY25, compared to PKR 69 million in CY24. Historical results are not necessarily indicative of future performance, and profitability in any period may be affected by claims experience, persistency, investment returns and the factors described above.

NOTE: IT IS STATED THAT TO THE BEST OF OUR KNOWLEDGE AND BELIEF, ALL MATERIAL RISK FACTORS HAVE BEEN DISCLOSED AND THAT NOTHING HAS BEEN CONCEALED IN THIS RESPECT.

6 LEGAL PROCEEDINGS

6.1 Outstanding Legal Proceedings of the Company

Legal order / notification dated	Issuing authority	Tax period, if any	Order amount / financial impact	Current status	Management stance
19 Jan 2018	Securities and Exchange Commission of Pakistan (SECP)	N/A	Claim amounting to Rs. 199.699 million relating to settlement of claim to Pakistan Chipboard (Private) Limited	SECP passed an order on 20 March 2020 directing the Company to comply with the order passed by Federal Insurance Ombudsman of Pakistan (FIO) dated 19 January 2018. The Company has filed an appeal against the order before the Islamabad High Court. Stay order has been granted.	Management is of the view that the claim is invalid based on the terms of the policy. Accordingly, the Company has challenged the SECP order before the Islamabad High Court.
31-Jan-2019	Sindh Revenue Board (SRB)	2011 to 2014	Sindh Sales Tax exposure of Rs. 188.8 million relating to services received from foreign reinsurance companies	The Company filed an appeal before the Commissioner Appeals, Sindh Revenue Board. The matter is pending adjudication.	Management is of the view that the amendment to the Sindh Sales Tax on Services Act, 2011 was introduced in 2014 and was prospective in nature and, therefore, cannot be applied to the periods from 2011 to 2014. Based on the advice of the legal advisor, management believes that the matter will be decided in favor of the Company
31-Dec-2020	Deputy Commissioner Inland Revenue (DCIR)	Tax Year 2015	Net tax demand of Rs. 5.4 million	The Company filed an appeal before the Deputy Commissioner (Appeals).	Based on the opinion of the Company's tax advisor, management believes that the matter will be decided in favor of the Company

01-July-2022	Additional Commissioner Inland Revenue (ADCIR)	Tax Year 2020	Net tax demand of Rs. 3.25 million	The Commissioner (Appeals) deleted the tax demand relating to minimum tax under section 113 of the Ordinance. The Department has filed an appeal before the Appellate Tribunal Inland Revenue against the said order. The matter is pending before ATIR.	Based on the opinion of the Company's tax advisor, management believes that the matter is likely to be decided in favour of the Company.
29-Dec-2023	Additional Commissioner Inland Revenue (ACIR)	Tax Year 2018	Net tax demand of Rs. 13.9 million	The Company has filed an appeal before the Commissioner Appeals. The matter is pending.	Based on the opinion of the Company's tax advisor, management believes that the matter will be decided in favour of the Company.
24-July-2023	Appellate Tribunal Inland Revenue (ATIR)	Tax Years 2010, 2012 and 2013		ATIR passed an order in favour of the Department. The Company has filed a reference appeal against the order of ATIR before the Court. The matter is pending before the Court.	Based on the opinion of the Company's tax advisor, management believes that the matter will be decided in favour of the Company.
30-Dec-2024	Additional Commissioner Inland Revenue (ACIR)	Tax Years 2019, 2021 and 2023	Net tax demands of Rs. 5.7 million, Rs. 4.4 million and Rs. 4.65 million, respectively	The Company has filed appeals before the Commissioner Appeals. The matters are pending.	Based on the opinion of the Company's tax advisor, management believes that the matters will be decided in favor of the Company.
30-Dec-2024	Additional Commissioner Inland Revenue (ACIR)	Tax Year 2022	Refundable balance reduced from Rs. 27.7 million to Rs. 8.4 million	The Company has filed an appeal before the Commissioner Appeals. The matter is pending.	Based on the opinion of the Company's tax advisor, management believes that the matter will be decided in favor of the Company.
High Court Appeal No. 329/1998	High Court	1965 War Risk Claim	Rs. 4.389 million	The Company filed an appeal against the judgment dated 10 August 1998 passed in Suit No. 77/1966 for recovery of Rs. 4,389,122. The	The Company is pursuing the appeal against Pakistan Shipping Corporation.

				matter is fixed for re-arguments and has been partly heard.	
2018	Insurance Tribunal Sindh	N/A	Claim for recovery and damages of Rs. 270 million	M/s Muller & Phipps filed the suit against the Company and AON. The Company filed an application under Order VII Rule 11 CPC for rejection of plaint, which has been pending since 2018. Counter affidavit and rejoinder have been filed. The matter is reserved for order on the application for rejection of plaint.	The Company is defending the suit and has challenged the plaint through an application under Order VII Rule 11 CPC.
Suit No. 525 of 2016	High Court of Sindh	N/A	Claim for recovery of Rs. 18 million	The suit was filed by Zong relating to an advance performance bond issued in favour of Zhongxing Telecom on behalf of Cummins Sales and Services. Written Statement has been filed on behalf of the Company. The matter is fixed for ex parte proceedings against Defendant No. 1.	The Company is defending the suit and has filed its Written Statement.
2018	Lahore High Court	N/A	Claim for recovery and damages of Rs. 198 million	M/s Airlink Communication (Private) Limited filed the suit against the Company and AON. Written Statement has been filed on behalf of the Company.	The Company is defending the suit and has filed its Written Statement.
2018	Lahore High Court	N/A	Claim for recovery and damages of Rs. 416 million	M/s Mobile Sales & Distribution (Private) Limited filed the suit against the Company and AON. Written Statement has been filed on behalf of the Company.	The Company is defending the suit and has filed its Written Statement.

6.2 Action taken by the Securities Exchange against the Issuer or Associated Listed Companies of the Issuer during the last Three (3) Years due to Non-Compliance of its Regulators

Legal order / notification dated	Issuing authority	Nature of non-compliance / Regulatory requirement	Order amount / financial impact	Current status
Order dated February 18, 2026 in respect of Show Cause Notice dated June 05, 2025	Securities and Exchange Commission of Pakistan (SECP)	Non-compliance under section 41(2) of the Insurance Ordinance, 2000, Rule 17 of the Insurance Rules, 2017, Circular No. 24 of 2010 dated October 27, 2010, Circular No. 2 of 2023 dated March 03, 2023, Circular No. 18 of 2023, Clause 6 of the Code of Corporate Governance for Insurers, 2016 read with section 156 of the Ordinance, and Clause XXVIII of the Code of Corporate Governance for Insurers, 2016 read with section 40A of the SECP Act, 1997	PKR 100,000	Penalty was paid and settled.
Order issued in August 2025 in respect of Show Cause Notice No. ID/ENF/PREMIER/2025/31 dated February 07, 2025	Securities and Exchange Commission of Pakistan (SECP)	Non-compliance under section 6A(2)(h) of the Anti-Money Laundering Act, 2010, Rules 4(1)(a) and 6(1) of the AML/CFT Sanctions Rules, 2020, Regulation 13(1) and Regulation 25(1)(a) read with Regulation 31 of the SECP (Anti-Money Laundering, Combating the Financing of Terrorism and Counter Proliferation Financing) Regulations, 2020.	PKR 60,000	Penalty was paid and settled.
Order dated October 2023	Securities and Exchange Commission of Pakistan (SECP)	Non-compliance relating to the AML/CFT Sanctions Rules, 2020.	PKR 300,000	Penalty was paid and settled.

6.3 Any outstanding Legal Proceedings other than the normal course of business involving the Issuer, its Sponsors, Substantial Shareholders, Directors and Associated Companies, over which the Issuer has control, that could have material impact on the Issue.

None

7 SIGNATORIES TO THE OFFER DOCUMENT

FOR AND BEHALF OF PREMIER INSURANCE LIMITED

Nadeem Maqbool
Director

Sharik Bashir
CEO

The Signatories are authorized by the Board of Directors to sign the Final Offer Document on their behalf.