



Shell Pakistan Limited

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P.O. Box 3901 Karachi
Email: generalpublicenquiries-pk@shell.com
Website: www.shell.com.pk

December 9, 2020

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

Subject: Declaration of Right Shares

Dear Sir,

We have to inform you that the Board of Directors of Shell Pakistan Limited (the "Company"), in their meeting held on Wednesday, December 9, 2020 after the conclusion of the extraordinary general meeting of the Company at the Registered Office of the Company, have decided to increase the paid-up share capital of the Company by issue of a further 107,012,331 (One Hundred Seven Million Twelve Thousand Three Hundred Thirty-One) ordinary shares, having face value of PKR 10/- (Pak Rupees Ten) each, as Right Shares, to be offered to the members in proportion of 100 Right Shares for every 100 ordinary shares held i.e. 100%, at a price of PKR 108/- (Pak Rupees One Hundred Eight) per Right Share (inclusive of a premium of PKR 98/- (Pak Rupees Ninety-Eight) per Right Share).

The Share Transfer Books of the Company will be closed from Monday, January 4, 2021 to Monday, January 11, 2021 (both days inclusive) to determine the entitlement of Right Shares.

Transfers received at our share registrar, FAMCO Associates (Pvt) Ltd., 8-F, next to Hotel Faran, Nursery, Block-6, P.E.C.H.S., Shakra-e-Faisal, Karachi-75400, Tel: +92 21 3438 0101-5, Email: info.shares@famco.com.pk at the close of the business on Friday, January 1, 2021 will be treated in time for the purpose of entitlement of Right Shares to the transferees.

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 and justification for issue of shares at premium (**Annexure A**).



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2. Certified true copy of the Extracts of the Resolutions passed by the Board of Directors of the Company dated December 9, 2020 (Annexure B).
3. Draft copy of the notice of the Right Issue and book closure to the Shareholders prior to its publication in the newspapers (Annexure C).

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

Yours sincerely,

Lalarukh Hussain-Shaikh
Company Secretary

Enclosed: As Above

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

Shell Pakistan 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.

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

The quantum of the Right Issue is 100% of the existing paid-up capital of the Company i.e. 100 right shares for every 100 ordinary shares held by the shareholders of the Company as at the close of business on January 1, 2021.

Right Issue Size

The Company shall issue 107,012,331 (One Hundred Seven Million Twelve Thousand Three Hundred Thirty-One) ordinary shares, at a price of PKR 108/- (Pak Rupees One Hundred Eight) per share, aggregating to PKR 11,557,331,748/- (Pak Rupees Eleven Billion Five Hundred Fifty-Seven Million Three Hundred Thirty-One Thousand Seven Hundred Forty-Eight).

Right Issue Price

PKR 108/- (Pak Rupees One Hundred Eight) per share (i.e. inclusive of a premium of PKR 98/- (Pak Rupees Ninety-Eight) per share).

Purpose of the Right Issue

The purpose of the Right Issue is to meet the capital requirements of the Company, inter alia, to effectively implement its business plan, with a view to enhancing the profitability of the Company.

Utilization of Proceeds of the Right Issue

The proceeds from the Right Issue will be primarily utilized for meeting the capital requirements of the Company for effective implementation of its business plan, with the objective to increase the Company's profitability.

Benefits to the Company and Shareholders

The subscription amount from the Right Issue will enable the Company to implement its business plans and to make available the required liquidity for meeting its working capital requirements. Subject to any adverse impacts which may arise due to any decline in the economic situation and/or the worsening pandemic, implementation of the business plans is expected to impact the profitability of the Company, which in consequence would benefit its shareholders.

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 shareholder and directors of the Company 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.

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, the premium charged over the par value is justified and is also in line with the prevailing market practice.

Extract of the Resolutions passed by the Board of Directors of Shell Pakistan Limited (the "Company") at its meeting held on Wednesday, December 9, 2020 at the registered office of the Company in Karachi.

A meeting of the Board of Directors of the Company was held after the conclusion of the extraordinary general meeting of the Company on Wednesday, December 9, 2020 in Karachi.

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 right 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 by the Company.

For the purposes of the right issue, the management has received confirmations from the substantial shareholder and all the directors of the Company that they will (i) subscribe to the right shares offered to them (or shall arrange for the subscription thereof) and that they shall deposit the amount of their subscription at least 3 (three) days before the commencement of trading; and (ii) ensure that the balance of the right issue i.e. other than those subscribed to by the substantial shareholder and directors, will be adequately underwritten in accordance with applicable laws. The substantial shareholder and directors of the Company shall issue the requisite undertakings in such respect.

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 1,070,123,310/- (Pak Rupees One Billion Seventy Million One Hundred Twenty Three Thousand Three Hundred Ten) to PKR 2,140,246,620/- (Pak Rupees Two Billion One Hundred Forty Million Two Hundred Forty-Six Thousand Six Hundred Twenty) by issue of further 107,012,331 (One Hundred Seven Million Twelve Thousand Three Hundred Thirty-One) ordinary shares of the Company of PKR 10/- (Pak Rupees Ten) 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) as at the close of business on January 1, 2021, in accordance with the provisions of Section 83 of the Companies Act, 2017 and all applicable laws, at a price of PKR 108/- (Pak Rupees One Hundred Eight) per share (i.e. inclusive of a premium of PKR 98/- (Pak Rupees Ninety-Eight) per share), in the ratio of 100 right shares for every 100 ordinary shares of PKR 10/- (Pak Rupees Ten) each held (i.e. 100%), as at the foresaid date 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 "Right 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, 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:

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

The quantum of the Right Issue is 100% of the existing paid up capital of the Company i.e. 100 right shares for every 100 ordinary shares held by the shareholders of the Company as at the close of business on January 1, 2021.

Right Issue Size

The Company shall issue 107,012,331 (One Hundred Seven Million Twelve Thousand Three Hundred Thirty-One) ordinary shares, at a price of PKR 108/- (Pak Rupees One Hundred Eight) per share, aggregating to PKR 11,557,331,748/- (Pak Rupees Eleven Billion Five Hundred Fifty-Seven Million Three Hundred Thirty-One Thousand Seven Hundred Forty-Eight).

Right Issue Price

PKR 108/- (Pak Rupees One Hundred Eight) per share (i.e. inclusive of a premium of PKR 98/- (Pak Rupees Ninety-Eight) per share).

Purpose of the Right Issue

The purpose of the Right Issue is to meet, *inter alia*, the capital requirements of the Company, to effectively implement its business plan, with a view to enhancing the profitability of the Company.

Utilization of Proceeds of the Right Issue

The proceeds from the Right Issue will be primarily utilized for meeting the capital requirements of the Company for effective implementation of its business plan, with the objective to increase the Company's profitability.

Benefits to the Company and its Shareholders

The subscription amount from the Right Issue will enable the Company to implement its plans and to make available the liquidity required for meeting its working capital requirements. Subject to any adverse impacts which may arise due to any decline in the economic situation and/or the worsening pandemic, implementation of the business plans is expected to impact the profitability of the Company, which in consequence would benefit its shareholders.

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 shareholder and directors of the Company 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 the 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.

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, the premium charged over the par value is justified and is also in line with the prevailing market practice.

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 all applicable laws.

FURTHER RESOLVED THAT all fractional entitlements, if any, will be consolidated in the name of Ms. Lalarukh Hussain-Shaikh, the 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.

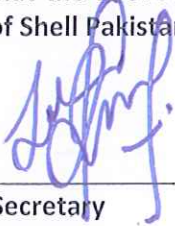
FURTHER RESOLVED THAT the Company be and is hereby authorized to close its share transfer books from Monday, January 4, 2021 to Monday, January 11, 2021 (both days inclusive) to determine entitlements of the shareholders of the Company with respect to the Right Issue.

FURTHER RESOLVED THAT the Chief Executive Officer and Director, Mr. Haroon Rashid, Chief Financial Officer and Director, Mr. Faisal Waheed and / or the Company Secretary, Ms. Lalarukh Hussain-Shaikh, 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 and / 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 the Securities and Exchange Commission of Pakistan ("SECP") / Pakistan Stock Exchange Limited ("PSX") / 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;
- (iii) To open, maintain, operate and close bank accounts for the purpose of amounts received from subscription of rights shares;
- (iv) Credit right shares once allotted by the Board and file returns / documents as required by SECP / PSX / CDC along with the auditors' certificates; and

- (v) 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 the above mentioned is a true and valid extract from the meeting of the Board of Directors of Shell Pakistan Limited held at Karachi on December 9, 2020.



Company Secretary
December 9, 2020

Certified True Copy


Company Secretary

NOTICE OF RIGHT ISSUE AND BOOK CLOSURE

Members are hereby notified that the Board of Directors of Shell Pakistan Limited (the "Company") in their meeting held on Wednesday, December 9, 2020 has decided to issue further capital by offering PKR 1,070,123,310/- (Pak Rupees One Billion Seventy Million One Hundred Twenty Three Thousand Three Hundred Ten) ordinary right shares of PKR 10/- (Pak Rupees Ten) each at a price of PKR 108/- (Pak Rupees One Hundred Eight) per share (i.e. inclusive of a premium of PKR 98/- (Pak Rupees Ninety-Eight) per share), in the ratio of 100 right shares for every 100 existing ordinary shares of PKR 10/- (Pak Rupees Ten) each held (i.e. 100%), against payment to the Company of the price of the shares subscribed, which shares shall rank *pari passu* in all respects with the existing ordinary shares of the Company.

The Share Transfer Books of the Company will remain closed from Monday, January 4, 2021 to Monday, January 11, 2021 (both days inclusive) to determine the entitlements of the shareholders of the Company. Physical transfers / CDS Transaction IDs received at the Company's share registrar FAMCO Associates (Pvt) Ltd., -F, next to Hotel Faran, Nursery, Block-6, P.E.C.H.S., Shakra-e-Faisal, Karachi-75400, Tel: +92 21 3438 0101-5, 3438 4621-3, Email: info.shares@famco.com.pk, by the close of business (5:00 pm) on Friday, January 1, 2021 will be considered in time for entitlement of right shares.

S/d

Company Secretary