

EXTRACT OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF CORDOBA LOGISTICS & VENTURES LIMITED (THE “COMPANY”) AT THEIR MEETING HELD ON JUNE 06, 2022.

ITS REGISTERED OFFICE IS SITUATED AT OFFICE NO. 420, 4TH FLOOR, EDEN TOWERS, MAIN BOULEVARD, GULBERG III, LAHORE.

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 221.052 million divided into 22.105 million ordinary shares of PKR 10 (Pak Rupees Ten only) each to PKR 721.052 million divided into 72.105 million ordinary shares of PKR 10 (Pak Rupees Ten only) by the issue of further 50 million ordinary shares of PKR 10 (Pak Rupees Ten only) each of the Company in proportion to the number of shares held by the shareholders (i.e., as right shares) as at the close of business on June 29, 2022, in accordance with the provisions of Section 83 of the Companies Act 2017 and all applicable laws, at a price of PKR 10 (Pak Rupees Ten only) per share, in the ratio of 226.19 right shares for every 100 ordinary shares of PKR 10 (Pak Rupees Ten only) each held (i.e. 226.19%), 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 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 in accordance with Regulation 3 (1) (iii) of the Companies (Further Issue of Shares) Regulations 2020 is contained in the enclosed Statement with respect to the details of the Rights Issue.

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 elements, if any, will be consolidated in the name of Syed Ali Jawwad Jafri, 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 on 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 shares transfer books from June 30, 2022 to July 06, 2022 [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/or the Company Secretary be and are hereby singly/jointly 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:

Appoint / negotiate with consultants / advisors / auditors and underwriter(s) to the Right Issue, to finalize terms and conditions and sign underwriting agreement(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;

To prepare the schedule for issue of the 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 (“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;

To open, maintain, operate and close bank accounts for the purpose of amounts received from subscription of right shares;

To allot/credit right shares once allotted by the Board and file returns/documents as required by SECP / PSX / CDC along with the auditors’ certificate; and

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 rights 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 Cordoba Logistics & Ventures Limited held at Lahore on June 06, 2022.

A circular stamp with the text "Cordoba Logistics & Ventures Limited" around the perimeter and a small star at the bottom. A handwritten signature is written over the stamp.

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Company Secretary
June 06, 2022

**STATEMENT WITH RESPECT TO THE DETAILS
OF THE RIGHT ISSUE**

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

The quantum of the Right Issue is 226.19% of the existing paid-up capital (ordinary shares) of the Company i.e., approximately 226.19 right shares for every 100 ordinary shares held by the shareholders of the Company.

Right Issue Size

The Company shall issue 50,000,000 ordinary shares, at a price of PKR 10 (Pak Rupees Ten only) each per share, aggregating to PKR 500,000,000 (Pak Rupees Five Hundred Million only).

Right Issue Price

PKR 10 per share (At par).

Purpose of the Right Issue

The purpose of the Right Issue is to raise funds to enable the Company to primarily inject capital in its principal line of business of logistics and thereby enable the Company's management to purchase commercial vehicles / fixed assets for onward utilization mainly for rental to other logistics / transport companies and/or for its own logistics business and to meet growing working capital requirements and, consequently, improve the Company's profitability which is expected to maximize shareholders return.

Utilization of Proceeds of the Right Issue

The proceeds from the Right Issue will be utilized towards procurement of commercial vehicles / fixed assets for onward utilization mainly for rental to other logistics / transport companies and/or for its own logistics business. The proceeds of the right shares will also be utilized for meeting growing working capital requirements and paying for capital expenditure.

Benefits to the Company and its Shareholders

The subscription amount from the Right Issue will help to cater to the demand by the Company's existing and future rental clients; thus, enabling the Company to smoothly and effectively implement its business plan by making available the required funds for capital expenditures and meeting its working capital requirements. This will improve the attractiveness of the Company for investors and the expected increase in profit in the long run would enhance the expected returns to the valued members.

Risk Factors associated with the Right Issue, if any

The substantial shareholders 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 will be underwritten in accordance with the applicable laws, which will mitigate the risk of under subscription. The Right Issue of the Company has been announced after keeping in view the current share price in the market and hence there is no major investment risk associated with the Right Issue. Normal risks associated with the business will remain; however, the company is well equipped to mitigate the business risks.