



SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN
Securities Market Division
Primary Market Approvals and Development Department

No. CSD/CI/22/2018 / 227

April 4, 2024

Mr. Muhtashim Ahmad Ashai,
President & CEO,
Soneri Bank Limited,
Central Office, 9th & 10th Floor,
PNSC Building, M.T. Khan Road,
Karachi.

Subject: Application for further issue of shares by way of other than right offer under Section 83(1)(b) of the Companies Act, 2017 read with regulation 5 of the Companies (Further Issue of Shares) Regulations, 2020

Dear Sir,

This is with reference to application of Soneri Bank Limited (the Bank) dated May 17, 2023 resting with correspondence dated March 25, 2024 regarding the captioned subject.

2. In this regard, I am directed to inform you that the competent authority – Commissioner (SMD), on the basis of special resolution passed by the shareholders of the Bank in the Annual General Meeting (AGM) held on March 27, 2023 and the information/documents submitted to the Securities & Exchange Commission of Pakistan (the Commission), has allowed the Bank to issue up to 484,000,000 ordinary shares against conversion of TFCs amounting to Rs.4 billion, by way of other than right offer under Section 83 (1) (b) of the Companies Act, 2017 read with regulation 5 of the Companies (Further Issue of Shares) Regulations, 2020 to the TFC holders on the occurrence of a point of non-viability (PONV) on direction of SBP.

3. The approval is, however, subject to the following conditions:

- (a) All features relevant to the foresaid TFCs shall be governed by the terms and conditions and predefined events as disclosed to the shareholders and the Commission;
- (b) Lock-in clause shall be applicable as per clause (viii) and (ix) of regulation 5 (1) of the Regulations;
- (c) In case of any conflict regarding the terms of TFCs or conversion thereof, the Bank shall not take any decision that is contrary to the disclosures made to the shareholders, the Commission and the applicable laws;
- (d) The Bank, within seven days of date of this letter, shall provide an undertaking to the effect that:
 - (i) it will, at all times, maintain sufficient cushion in its authorized capital at least equal to the maximum cap on shares to be issued;
 - (ii) nothing in applicable laws, its memorandum and articles of association restricts the Bank to issue the said shares; and
 - (iii) change, if any, in the covenants, regulatory approvals or material information or trigger events regarding the aforesaid conversion of TFCs or effecting circumstances thereof shall be communicated to the Commission along with approval/direction of SBP and other requisite details immediately.



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- (e) The Bank shall, inform the Commission within seven days of the issuance of shares regarding number of shares issued, list of TFC holders to whom shares are issued containing sufficient detail including their respective holding and number of shares issued to each of them, conversion price along with the working it is derived of and total paid up capital after issue of shares against the aforesaid TFCs

4. The aforesaid approval for issuance of shares is being given based on the documents/ information provided, relevant laws and regulations and hence the Commission bears no responsibility whatsoever for the expressed or implied agreements between the TFC holders of the above-referred TFCs and the Bank.

Yours truly,

Sajjad Ali
Additional Director/ HOD (PMADD)

Cc:

- ✓ i Mr. Farrukh H. Khan, Managing Director, PSX, Stock Exchange Building, Karachi.
ii Company Registration Office, State Life Building # 2, 4th Floor, I.I. Chundrigar Road, Karachi.
iii Central Depository Company, CDC House, 99-B, Block 'B', S.M.C.H.S. Main Shahrah-e-Faisal Karachi.