



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

No. CSD/CI/17/2018 / 226

April 4, 2024

Mr. Muhammad Akram Swaleh,
Company Secretary,
Bank Alfalah Limited,
B. A Building, I.I. Chundrigar 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

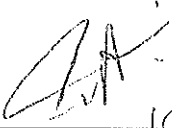
Dear Sir,

This is with reference to application of Bank Alfalah Limited (the Bank) dated February 07, 2023 resting with subsequent correspondence dated March 13, 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 Extraordinary General Meeting (EOGM) held on December 05, 2022 and the information/documents submitted to the Securities & Exchange Commission of Pakistan (the Commission), has allowed the Bank to issue up to 322,061,192 ordinary shares against conversion of TFCs amounting to Rs.7 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 upon occurrence of point of non-viability (PONV) on the direction of State Bank of Pakistan (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 and 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.


Mr. Muhammad Akram Swaleh



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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, MD, PSX, Stock Exchange Building, Stock Exchange Road, Karachi.
- ii The Registrar, CRO, State Life Building No 2, Fourth Floor, North Wing, 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.