

Ref # ComSec/Stock-SECP/022/2022
February 7, 2022

The General Manager
Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi-74000

Executive Director
Securities Market Division
Securities & Exchange Commission of Pakistan
NIC Building, Jinnah Avenue,
Islamabad.

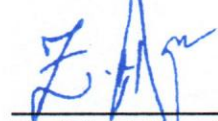
Subject: Public Announcement of Intention to acquire up to 84.51% of the Issued and Paid up Share Capital and control in Samba Bank Limited by Askari Bank Limited

We are informed by M/s. Topline Securities Limited that they have been appointed as the Manager to the Offer by Askari Bank Limited (the "Acquirer"), in accordance with the provisions of the Act and Regulations, to acquire up to 84.51% of issued and paid-up capital along with management control of Samba Bank Limited ("SBL").

A copy of aforesaid letter of M/s. Topline Securities Limited together with its attachments is enclosed.

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

Yours sincerely,



Syed Zia-ul-Husnain Shamsi
Company Secretary

Samba Bank Limited

Head Office : Arif Habib Centre Plot No. 23, Ground floor M. T Khan Road Karachi. Tel : +92-21-38136300, Fax : +92-21-35685442

February 04th, 2020

General Manager,
Pakistan Stock Exchange,
Stock Exchange building,
Stock Exchange Road,
Karachi

Executive Director,
Public Offering and Regulated Persons Department,
Securities Market Division,
Security Exchange Commission of Pakistan,
NIC Building, Jinnah Avenue, Blue Area,
Islamabad

Chief Executive Officer,
SAMBA Bank Limited
2nd Floor Building # 13 - T,
F-7 Markaz, Near Post Mall,
Islamabad,

Subject: Public Announcement of Intention to acquire up to 84.51% of issued and paid up capital and control of Samba Bank Limited by Askari Bank Limited under the Securities Act, 2015 and the Listed Companies (Substantial Acquisitions of Voting Shares and Takeovers) Regulations, 2017

Dear Sir,

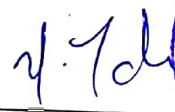

We, Topline Securities Limited have been appointed as the Manager to Offer by Askari Bank Limited (hereinafter referred to as the "Acquirer" or the "Client"), in accordance with the provisions of the Act and the Regulations.

On behalf of the acquirer, we are pleased to submit a Public Announcement of Intention to acquire up to 84.51% of issued and paid up capital along with management control of Samba Bank Limited ("Target Company").

The Public Announcement of Intention is intended to be published in one English and one Urdu newspaper by 08th February 2022 in accordance with the Regulation and the Act. Copies of both published advertisements will be submitted to your office accordingly.

Please contact the undersigned for any other information that is required.

For and on behalf of the Manager to the Offer:



Mohammad Taha Bin Moin
Analyst – Corporate Finance & Advisory

TOPLINE SECURITIES LIMITED
8th Floor, Horizon Tower, Plot 2/6, Block-3, Clifton, Karachi-Pakistan.
Tel: +92-21-35303330-32, Fax: +92-21-35303349 | www.topline.com.pk

**PUBLIC ANNOUNCEMENT OF INTENTION TO ACQUIRE ATLEAST 84.51% SHARES
AND CONTROL OF SAMBA BANK LIMITED (THE "TARGET BANK")**

By

ASKARI BANK LIMITED ("ACQUIRER")

**Under the Securities Act 2015
and the Listed Companies (Substantial Acquisition of Voting Shares and Takeovers)
Regulations, 2017**

Admonishment: Please note that The Public Announcement of Intention to acquire voting shares / control of Samba Bank Limited is subject to obtaining the requisite regulatory approvals including clearance of fit and proper criteria from the State Bank of Pakistan. The public announcement of intention may be withdrawn, if the requisite approvals are not granted by the State Bank of Pakistan.

**PART A
BRIEF DESCRIPTION OF THE INTENDED ACQUISITION**

| INTENDED ACQUISITION THROUGH | NUMBER OF SHARES | PERCENTAGE |
|---------------------------------|---------------------|---|
| AGREEMENT(S) | Up to 852,040,531 | Up to 84.51% |
| PUBLIC OFFER | To be determined | To be determined after finalization of the Agreement(s) |

PART B

1. INFORMATION ABOUT THE ACQUIRER

- (a) Name(s) and Address(s) of acquirer along with persons acting in concert, if any.

Askari Bank Limited ("Acquirer") having its registered office at AWT Plaza, the Mall, Rawalpindi.

- (b) Name(s) of the ultimate acquirer or the ultimate controlling shareholder.

Fauji Foundation

- (c) Name(s) and address(s) of manager to the offer of the acquirer.

Name: Topline Securities Limited
Address: 8th Floor, Horizon Tower, Plot 2/6, Clifton Block 3, Karachi.

- (d) Principal areas of business of the acquirer and relevant experience

The Acquirer is a scheduled Banking Company and is principally engaged in the business of banking as defined in the Banking Companies Ordinance, 1962.

The Acquirer was incorporated in Pakistan on October 9, 1991 as a Public Limited Company and its shares are listed on the Pakistan Stock Exchange Limited (PSX).

On December 31, 2021, the Acquirer was operating with 560 branches, 559 in Pakistan and Azad Jammu and Kashmir including 101 Islamic branches and a Wholesale Bank Branch (WBB) in the Kingdom of Bahrain. The Acquirer has a representative office in Beijing, China.

The Fauji Consortium: comprising of Fauji Foundation (FF), Fauji Fertilizer Company Limited (FFCL) and Fauji Fertilizer Bin Qasim Limited (FFBL) collectively owned 71.91 percent shares of the Bank. The ultimate parent of the Bank is Fauji Foundation.

(e) In case the acquirer is a fund/company(s):

(i) Names of the chief executive and directors of the company(s):

▪ **Askari Bank Limited**

- Mr. Waqar Ahmed Malik - Chairman /Non-Executive Director
- Mr. Atif R. Bokhari – Executive Director/President & Chief Executive Officer
- Mr. Sarfaraz Ahmed Rehman - Non-Executive Director
- Mr. Arif Ur Rehman* - Non-Executive Director (SBP's FPT clearance is awaited)
- Dr. Nadeem Inayat - Non-Executive Director
- Syed Bakhtiyar Kazmi - Non-Executive Director
- Mr. Manzoor Ahmed – Non-Executive Director /Nominee NIT
- Mr. Mohammad Aftab Manzoor – Independent Director
- Ms. Zoya Mohsin Nathani – Independent Director
- Mr. Mushtaq Malik – Independent Director
- Raja Muhammad Abbas – Independent Director

(ii) Names of substantial shareholders of the company:

Fauji Foundation owns 7.19%

Fauji Fertilizer Company Limited owns 43.15%

Fauji Fertilizer Bin Qasim Limited owns 21.57%

The Fauji Consortium: comprising of Fauji Foundation (FF), Fauji Fertilizer Company Limited (FFCL) and Fauji Fertilizer Bin Qasim Limited (FFBL) collectively owned 71.91 percent shares of the Bank. The ultimate parent of the Bank is Fauji Foundation.

percent of

in the

(iii) **Date of incorporation**

October 9, 1991

(iv) **Jurisdiction of incorporation**

Pakistan

(v) **Authorised and paid up capital**

- Authorised share capital is PKR 20,000,000,000 divided into 2,000,000,000 ordinary shares of Rs. 10 each
- Issued, subscribed and paid-up capital is PKR 12,602,601,800 divided into 1,260,260,180 ordinary shares of Rs. 10 each

(f) **Detail of companies, where the intended acquirer(s) hold more than thirty percent voting shares:**

| Company Name | Registration Number (Unified Social Credit Code) | Status (Listed / Unlisted / Private) | Nature of Business | Jurisdiction of Incorporation | Please indicate that the holding status is: (1) Control; (2) Shareholding > 30%; (3) Both |
|---------------------------|--|--------------------------------------|-----------------------|-------------------------------|---|
| Askari Securities Limited | 0040631 | Unlisted | Stock Brokerage House | Pakistan | 100% owned |

(g) **Information about ultimate beneficial owner of the intended acquirer(s):**

Fauji Foundation is ultimate beneficial owner. It is basically a Charitable Trust founded in 1954 for the welfare of the ex-servicemen and their dependents. It is incorporated under the Charitable Endowments Act 1890.

(h) **Details of any existing holding of voting rights in the Target Bank**

(i) Which the acquirer owns or over which it has control or direction;

The Acquirer does not own any shareholding in the Target Bank.

(ii) Which is owned or controlled or directed by any person acting in concert with the acquirer;

Not applicable

(iii) In respect of which the acquirer or any person acting in concert with him has received an irrevocable commitment to accept the takeover offer; and in respect of which the acquirer or any person acting in concert with him holds an option to purchase or warrants or other convertible securities;

Not applicable

- (i) All conditions (including normal conditions relating to acceptance, listing and increase of capital) to which the public offer or the posting of its subject.

Not applicable

PART C

2) Information about the Target Bank

- (a) name of the Target Bank, its directors and major shareholders along with number of shares and percentage of paid-up capital.

i. Name: SAMBA BANK LIMITED

ii. Directors:

| Name | Designation |
|-----------------------|------------------------------------|
| Dr. Shujaat Nadeem | Chairman/Non-Executive Director |
| Mr. Shahid Sattar | President & CEO/Executive Director |
| Mr. Aiman Gusti | Non-Executive Director |
| Mr. Humayun Murad | Non-Executive Director |
| Mr. Hussein Eid | Non-Executive Director |
| Mr. Timour Pasha | Non-Executive Director |
| Hafiz Mohammad Yousaf | Independent Director |
| Mr. Tariq Javed | Independent Director |
| Ms. Zeeba Ansar | Independent Director |

iii. Major Shareholders:

| Major Shareholders | Number of Shares | Percentage of Paid-up Capital |
|---------------------|------------------|-------------------------------|
| Saudi National Bank | 852,040,531 | 84.51% |
| Dr. Shujaat Nadeem | 49,832,424 | 4.94% |

Note: Shareholding pattern has been taken from the annual audited accounts for the year ended 31st December, 2020 (updated to reflect the merger of Samba Financial Group – Saudi Arabia with and into National Commercial Bank–Saudi Arabia to form Saudi National Bank).

- (b) Total number of issued shares of the Target Bank.

Based on the annual audited accounts for the year ended December 31, 2020, the total number of shares issued are 1,008,238,648 Ordinary Shares of PKR 10/- each.

- (c) Date of listing and offer price at the time of initial public offering

Date of listing: 4th August 2003

Offer Price: Not Available

(d) Opening price at securities exchange at time of listing

Not Available

(e) share price quoted on the securities exchange one, day before the public announcement of intention.

As per the data available on the PSX website, the closing share price as at February 3, 2022, was PKR 12.60 per share.

(f) the weighted average share price as quoted on the securities exchange during four weeks preceding the date of public announcement of intention.

The weighted average share price during the four weeks preceding the date of public announcement of intention is PKR 12.68* per share.

*The weighted average price is computed based on 17 trading days during the last four weeks i.e. from January 4, 2022 till February 3, 2022.


(g) financial position/ performance of the Target Bank for the last five years, including profit/loss after tax, earning per share, payouts:

| (PKR in Millions) | 2017 | 2018 | 2019 | 2020 | 9M2021 |
|----------------------------------|---------|---------|---------|---------|---------|
| Total Assets | 118,224 | 122,765 | 129,577 | 158,996 | 203,481 |
| Total Liabilities | 105,515 | 109,981 | 115,398 | 143,679 | 187,328 |
| Shareholders' Equity | 12,708 | 12,784 | 14,179 | 15,317 | 16,153 |
| Surplus on Revaluation of assets | 227 | (380) | 329 | 455 | 29 |
| Net mark-up/ interest income | 2,359 | 2,708 | 3,519 | 3,699 | 3,168 |
| Non mark-up/interest income | 715 | 772 | 846 | 1,341 | 1,185 |
| Total Income | 3,074 | 3,480 | 4,365 | 5,040 | 4,353 |
| Profit/(Loss) before Taxation | 931 | 1,110 | 1,100 | 1,668 | 804 |
| Profit/(Loss) after Taxation | 739 | 683 | 686 | 1,012 | 478 |
| EPS/(LPS) (PKR) – Basic | 0.73 | 0.68 | 0.68 | 1.00 | 0.47 |
| Dividend (PKR per share) | - | - | - | 0.75 | - |

Any question in regard to this announcement can be directed to:

Manager to Offer

Topline Securities Limited
8th Floor, Horizon Tower, Plot 2/6, Clifton Block 3, Karachi
PABX: +92-21 35303330 Ext 117
Fax: +92-21 35303349
Website: www.topline.com.pk


Syed Ali Safdar Naqvi
Company Secretary
askaribank
Head Office, Islamabad LIMITED