

April 09, 2024

Executive Director

Public Offering & Regulated Persons Department
Securities Market Division
Securities and Exchange Commission of Pakistan
NIC Building, Jinnah Avenue
Islamabad

The General Manager

Pakistan Stock Exchange Limited
Stock Exchange Building
Karachi

The Chief Executive

Shell Pakistan Limited
Shell House, 6 Ch. Khaliqzaman Road
Karachi

Subject: Public Announcement of Intention by Bank Alfalah Limited to acquire approximately 84.51% of the ordinary shares of Samba Bank Limited

Dear Sirs,

We, Arif Habib Limited, have been appointed as the Manager to the Offer by Bank Alfalah Limited (hereinafter referred to as the "Acquirer"), in accordance with the provision of the Securities Act 2015 and the Listed Companies (Substantial Acquisition of Voting Shares and Takeovers) Regulations, 2017.

On behalf of the Acquirer, we are pleased to submit Public Announcement of Intention to acquire approximately 84.51% shares of Samba Bank Limited (the "Target Company") by the Acquirer.

The Public Announcement of Intention shall be published in one English and one Urdu language newspaper on April 15, 2024.

Please find enclosed a copy of the Public Announcement of Intention. You may contact the undersigned for any additional information or clarification.

For and on behalf of **Arif Habib Limited** (Manager to the Offer)

Yours faithfully



Zaria Aziz
Analyst, Investment Banking



Farhan Abbas Rizvi
Director, Investment Banking

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

BY

BANK ALFALAH LIMITED (THE "ACQUIRER")

UNDER SECURITIES ACT, 2015

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. The public announcement of intention may be withdrawn, if the requisite approvals are not granted by the concerned regulatory authority (ies).*

Part A

Brief description of the intended acquisition –

The Acquirer intends to acquire approximately 84.51% shareholding and control in the Target Company. Public Offer shall be made for at least fifty (50) percent of the remaining voting shares in accordance with Regulation 14 of the Listed Companies (Substantial Acquisition of Voting Shares and Takeovers) Regulations, 2017 (“Regulations”), which, if applicable, shall be pursuant to a competitive bid under Regulation 17 of the Regulations if, at the time, there is an earlier public announcement of offer by another interested acquirer.

| Intended acquisition through | Number of shares | Percentage |
|------------------------------|---------------------|------------------------------|
| Share Purchase Agreement | 852,040,531 | Approximately 84.51% |
| Public offer | At least 78,099,059 | At least approximately 7.75% |

Part-B

1) Information about the acquirer

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

Name: Bank Alfalah Limited

Address: B.A. Building, I.I. Chundrigar Road, Karachi

The acquirer will not be acting in concert with any person.

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

Not Applicable

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

Name: Arif Habib Ltd.

Address: Arif Habib Centre, 23, M.T. Khan Road Karachi 74000

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

The acquirer is one of the largest banks in Pakistan, with a network of over 1,024 branches across more than 200 cities in the country, and international presence in Afghanistan, Bangladesh, Bahrain and the UAE.

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

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

| Name | Designation |
|--|----------------------------|
| H.H. Sheikh Nahayan Mabarak Al Nahayan | Chairman |
| Mr. Abdulla Nasser Hawaileel Al Mansoori | Director |
| Mr. Abdulla Khalil Al Mutawa | Director |
| Mr. Khalid Mana Saeed Al Otaiba | Director |
| Dr. Gyorgy Tamas Ladics | Director |
| Mr. Khalid Qurashi | Director |
| Dr. Ayesha Khan | Director |
| Mr. Atif Aslam Bajwa | President/CEO and Director |

- (ii) Names of substantial shareholders of the company.

| Name | Shareholding Percentage |
|--|--------------------------------|
| H.H. Sheikh Nahayan Mabarak Al Nahayan | 21.46% |

- (iii) Date of incorporation

21st June 1992

- (iv) Jurisdiction of incorporation

Islamic Republic of Pakistan

- (v) Authorized and paid up capital.

Authorized Capital: PKR 23,000,000,000/- divided into 2,300,000,000/= shares of Rs. 10/= each

Paid up Capital: PKR 15,771,651,190/- divided into 1,577,165,119/= shares of PKR 10/= each

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

| Name of Company | Registration No. | Nature (listed/unlisted/Private) | Nature of business | Jurisdiction of incorporation | Description held control/more than thirty % shares or both |
|---|------------------|----------------------------------|--------------------------|-------------------------------|--|
| Alfalah Currency Exchange (Private) Limited | 0245553 | Unlisted Private Limited Company | Currency Exchange | Pakistan | 100.00% |
| Alfalah CLSA Securities (Private) Limited | 0046071 | Unlisted Private Limited Company | Brokerage House | Pakistan | 62.50% |
| Alfalah Asset Management Limited | 0048669 | Unlisted Public Limited Company | Asset Management Company | Pakistan | 40.22% |
| Alfalah Insurance Limited | 0053372 | Unlisted Public Limited Company | Insurance Company | Pakistan | 30.00% |
| Sapphire Wind Power Company Limited | 0058992 | Unlisted Public Limited Company | Wind Power Producer | Pakistan | 30.00% |

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

(i) Name(s) of the natural person(s), CNIC/Passport Number, nationality and address of each person.

Not Applicable

(ii) Detail of companies located in and outside Pakistan, where the ultimate acquirer or the ultimate controlling shareholder held control and or more than thirty percent voting shares: -

Not Applicable

- (h) details of any existing holding of voting rights in the target company;

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

NIL

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

NIL

(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.

NIL

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

None

Part-C

2) Information about the target company

- (a) Name of the target company, its directors and major shareholders along with number of shares and percentage of paid-up capital.

(i) **Name:** Samba Bank Limited

(ii) **Directors**

| S No. | Name of Directors | Position |
|-------|--------------------------------|--------------------------------------|
| 1 | Mr. Mustafa Ilyas | Chairman/Non-Executive Director |
| 2 | Mr. Nasser Sulaiman Al-Fraih | Non-Executive Director |
| 3 | Mr. Hussein Eid | Non-Executive Director |
| 4 | Mr. Timour Pasha | Non-Executive Director |
| 5 | Ms. Kholood Khalid Al-Khelaiwi | Non-Executive Director |
| 6 | Mr. Hafiz Mohammad Yousaf | Non-Executive Director |
| 7 | Mr. Javed Kureishi | Non-Executive Director |
| 8 | Ms. Zeeba Ansar | Non-Executive Director |
| 9 | Mr. Ahmad Tariq Azam | President & CEO / Executive Director |

(iii) **Major shareholders**

| S No. | Shareholder Name | Shares | Shareholding Percentage |
|-------|-------------------------|-------------|-------------------------|
| 1 | The Saudi National Bank | 852,040,531 | 84.51% |
| 2 | Mr. Shujaat Nadeem | 59,832,424 | 5.93% |

- (b) Total number of issued shares of the company.

Total number of issued shares of the Target Company: 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.

The share price of the Target Company at the close of the market hours on April 08, 2024 was PKR 11.00 per share.

- (f) the weighted average share price as quoted on the securities exchange during twenty-eight days (28) days preceding the date of public announcement of intention.

The weighted average share price of the Target Company during twenty-eight days (28) preceding the date of public announcement of intention was PKR 12.10 ** per share.

** Volume weighted average share price of Samba Bank Limited for the period from March 12, 2024 to April 08, 2024 (Source: Bloomberg)

- (g) financial position/performance of the company for the last five years, including profit/loss after tax, earning per share, payouts.

| Amounts in PKR Mn | Dec 31, 2023 | Dec 31, 2022 | Dec 31, 2021 | Dec 31, 2020 | Dec 31, 2019 |
|---------------------------------|-----------------|-----------------|-----------------|-----------------|-----------------|
| <u>Balance Sheet</u> | | | | | |
| Total Assets | 178,734 | 179,074 | 201,139 | 158,996 | 129,577 |
| Total Liabilities | 162,371 | 164,421 | 185,239 | 143,679 | 115,398 |
| Customer Deposits | 114,732 | 105,244 | 79,267 | 78,426 | 71,882 |
| Shareholders' Equity | 16,363 | 14,653 | 15,900 | 15,317 | 14,179 |
| <u>Profit & Loss</u> | | | | | |
| | 2023 | 2022 | 2021 | 2020 | 2019 |
| Net interest income | 8,101 | 4,734 | 4,306 | 3,699 | 3,519 |
| Non-markup income | 1,208 | 244 | 1,471 | 1,341 | 846 |
| Profit /(Loss) after tax | 1,235 | (428) | 789 | 1,012 | 686 |
| EPS/(LPS) (PKR) | 1.23 | (0.42) | 0.78 | 1.00 | 0.68 |
| Dividend per share (PKR) | - | - | 0.60 | 0.75 | - |

Source: Financial Statements of Samba Bank Limited

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

Manager to the Offer:

| | |
|----------------|---|
| Name | Arif Habib Limited |
| Address | 2/F, Arif Habib Centre, 23, M.T. Khan Road, Karachi |
| Tel | +92-21-111 245 111 |

Yours Sincerely,

For and on Behalf of **Bank Alfalah Limited**

A handwritten signature in black ink, appearing to read "Muhammad Akram Sawleh", is written above a horizontal line. The signature is fluid and cursive.

Muhammad Akram Sawleh
Company Secretary