

FAUJI CEMENT COMPANY LIMITED

Fauji Towers, Block-III, 68 Tipu Road, Chaklala, Rawalpindi, Pakistan

Fax No : 051- 9280416 Telephone : 051-9280075
E-mail : secretaryoffice@fccl.com.pk Exchange : 051-9280081-83
Website : <http://www.fccl.com.pk> : 051-5763321-24
Case No : SECY/FCCL/2037/42 Dated : **16 Feb 2026**

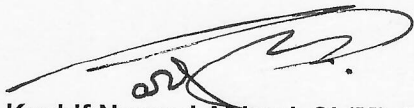
To: **The General Manager**
Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road, Karachi

Subject: **Material Information – Public Announcement of Offer to Acquire Shares and Joint Control of Attock Cement Company Limited (the Target), jointly by Fauji Cement Company Limited and Kot Addu Power Company Limited**

1. In accordance with Section 96 and 131 of the Securities Act, 2015 and Clause 5.6.1 of the Pakistan Stock Exchange Rule Book, we hereby convey the following information.
2. We are writing in continuation of our earlier letters dated 03 November 2025, 04 November 2025, 06 November 2025 and 30 January 2026, in respect of Public Announcement of Intention to Acquire Shares and Joint Control of Attock Cement Pakistan Limited (the Target) by Fauji Cement Company Limited (FCCL or the Company) and Kot Addu Power Company Limited (KAPCO), jointly referred to as the Acquirers.
3. We are pleased to enclose a copy of the notice of the Public Announcement of Offer issued by **Integrated Equities Limited** (Joint Manager to the Offer for the Acquirers), which has also been sent to the Securities and Exchange Commission of Pakistan (SECP) and the Target Company.
4. The subject notice will be published in a daily English and Urdu newspapers, copies of which will be sent to the SECP, PSX and the Target.
5. You are requested to kindly disseminate the same to shareholders and TREC Holders.

For and on behalf of Fauji Cement Company Limited




Brig Kashif Naveed Abbasi, SI (M), Retd
Company Secretary

Enclosed: Public Announcement of Offer

Copy to: The Director/HOD
Offsite – II Department
Listed Companies Department, Supervision Division
Securities and Exchange Commission of Pakistan
63 – NIC Building, Jinnah Avenue, Blue Area, Islamabad



Stock Brokers at PSX
Investment Advisors
Financial Consultants
M&A, IPO, REITs Advisors

Through Email / Courier

13 February 2026

Executive Director

Public Offering and Regulated Persons Department
Securities Market Division
Securities & Exchange Commission of Pakistan
NIC Building, 63-Jinnah Avenue, Islamabad (the "Commission")

Copy to:

The Chief Executive Officer

Attock Cement Pakistan Limited
D-70, Block-4, Kehkashan-5, Clifton
Karachi

General Manager Operations

Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road, Karachi

Public Announcement of Offer to Acquire upto 10,950,306 Ordinary Shares representing approximately 7.97% of the Attock Cement Pakistan Limited (the Target Company) jointly by Fauji Cement Company Limited and Kot Addu Power Company Limited (the Joint Acquirers) under the Securities Act, 2015 (the 'Act') and Listed Companies (Substantial Acquisition of Voting Shares and Takeovers) Regulations, 2017 (the 'Regulations') (hereinafter referred to as the "Public Offer")

Dear Sir(s),

This is with reference to the Addendum to the Public Announcement of Intention to acquire shares and joint control of the Target dated 04 November 2025 made by Integrated Equities Limited ('Manager to Offer') on behalf of the Joint Acquirers which was published in Nawa-e-Waqt and The Nation on 06 November 2025.

In respect of the above, on behalf of the Joint Acquirers, we are pleased to submit a copy of the Public Announcement of Offer (PO) in relation to the subject Public Offer, in accordance with Regulation 7(2) of the Regulations.

Moreover, in accordance with Regulation 7(5) of the Regulations, additional documents and information as required under the said regulation, are being submitted separately to the Commission.

We would like to inform you that a copy of the enclosed announcement shall be published in Nawa-e-Waqt and The Nation within two days of announcement of this PO.

Yours truly,

For Integrated Equities Limited

Manager to the Offer to

Fauji Cement Company Limited and Kot Addu Power Company Limited (Joint Acquirers)


Sardar Ali Wattoo
Chief Executive Officer

Enclosed:

As above

Additional Copies:

To all concerned

Integrated Equities Limited

Head Office : 30 Cricketers Colony, 3rd Floor, NETSOL Avenue, Ghazi Interchange Ring Road Lahore. T 92 42 3574 1714 -15 E info@iel.net.pk www.iel.net.pk

Branch Office : Room No. 134, 3rd Floor, Stock Exchange Main Building, Karachi. T 92 21 3240 0881- 82 PSX TREC No. 293



Fauji Cement Company Limited



Kot Addu Power Company Ltd.

PUBLIC ANNOUNCEMENT OF OFFER TO ACQUIRE UPTO 10,950,306 (APPROXIMATELY 7.97%) ORDINARY SHARES AND JOINT CONTROL OF

ATTOCK CEMENT PAKISTAN LIMITED (THE “TARGET COMPANY”)

BY

FAUJI CEMENT COMPANY LIMITED (“FCCL”)

AND

KOT ADDU POWER COMPANY LIMITED (“KAPCO”)

(“ACQUIRERS”)

UNDER

THE SECURITIES ACT, 2015

“IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF DOCUMENT OF PUBLIC OFFER WITH THE SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY THE COMMISSION. THIS DOCUMENT HAS BEEN SUBMITTED TO THE COMMISSION FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE LAW/REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE SHAREHOLDERS OF ATTOCK CEMENT LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE PUBLIC OFFER. THE COMMISSION DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRERS OR THE COMPANY WHOSE SHARES/CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DOCUMENT. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT THE ACQUIRERS ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DOCUMENT. THE MANAGER TO THE OFFER INTEGRATED EQUITIES LIMITED IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT ACQUIRERS DULY DISCHARGE THEIR RESPONSIBILITY ADEQUATELY. FOR THIS PURPOSE, THE MANAGER TO THE OFFER HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED 13 FEBRUARY 2026 TO THE COMMISSION IN ACCORDANCE WITH THE SECURITIES ACT, 2015”



Fauji Cement Company Limited



Kot Addu Power Company Ltd.

PART A

BRIEF DESCRIPTION OF THE ACQUISITION

| Intended Acquisition through | Acquirers | No. of Shares | Percentage | Price Per Share |
|-------------------------------------|--------------------------------|----------------------|-------------------|---|
| Share Purchase Agreement | 1. Fauji Cement Company Ltd. | 57,763,175 | 42.03% | Adjusted share price of Rs. 330.41* per ordinary share. |
| | 2. Kot Addu Power Company Ltd. | 57,763,174 | 42.03% | |

**Equivalent of USD 1.1798 per share (as determined on the exchange rate of PKR 280.05/USD prevailing on 12th February 2026 being 1 (one) day prior to the date of this Public Announcement of Public Offer.*

| Intended Acquisition through | Acquirers | No. of Shares | Percentage | Price Per Share |
|-------------------------------------|--------------------------------|----------------------|-------------------|------------------------|
| Public Offer | 1. Fauji Cement Company Ltd. | 5,475,153 | 3.98% | 330.41* |
| | 2. Kot Addu Power Company Ltd. | 5,475,153 | 3.98% | 330.41* |

**Equivalent of USD 1.1798 per share (as determined on the exchange rate of PKR 280.05/USD prevailing on 12th February 2026 being 1 (one) day prior to the date of this Public Announcement of Public Offer.*

PART B

1. THE ACQUIRERS

1.1 If the Acquirer is a Company

| | |
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| Name and Registered address of the Acquirers | <p>Acquirer 1 Fauji Cement Company Limited (FCCL) Fauji Tower Block III, 68 Tipu Road, Chaklala, Rawalpindi</p> <p>Acquirer 2 Kot Addu Power Company Limited (KAPCO) Office no. 309, 3rd Floor, Evacuee Trust Complex, Agha Khan Road, F-5/1, Islamabad, Pakistan</p> |
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Fauji Cement Company Limited



Kot Addu Power Company Ltd.

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| Date and Jurisdiction of Incorporation | <p>Acquirer 1 (FCCL) FCCL is a public limited company incorporated in Pakistan on November 23, 1992 under the Companies Ordinance, 1984 (now Companies Act, 2017) at Rawalpindi.</p> <p>Acquirer 2 (KAPCO) KAPCO was incorporated in Pakistan on April 25, 1996 as a public limited company under the Companies Ordinance, 1984 (now Companies Act, 2017).</p> |
| The Authorized and Issued Share Capital | <p>Acquirer 1 (FCCL) Authorized Capital: PKR 50,000,000,000/- divided into 5,000,000,000 ordinary shares of PKR 10/- each</p> <p>Paid up Capital: PKR 24,528,472,200/- divided into 2,452,847,220 shares of PKR 10/- each</p> <p>Acquirer 2 (KAPCO) Authorized Capital: PKR 36,000,000,000/- divided into 3,600,000,000 ordinary shares of PKR 10/- each</p> <p>Paid up Capital: PKR 8,802,532,280/- divided into 880,253,228 ordinary shares of PKR 10/- each</p> |
| If there is more than one acquirer, their relationship | The Acquirers are unrelated parties. |
| Total number of voting shares of the Target company already held by the Acquirers and the persons acting in concert, including any shares purchased through an agreement and relevant details of such agreement, including the share price agreed | <p>The Acquirers have not acquired any shares of the Target Company to date. However, the Acquirers have entered into a Share Purchase Agreement dated 30 January 2026 with Pharaon Investment Group Limited Holding S.A.L., (the “<i>Seller</i>”) (“Share Purchase Agreement”) to acquire 115,526,349 ordinary shares of the Target Company, representing approximately 84.06% of the present total issued shares of the Target Company at an adjusted share price as per the Share Purchase Agreement of Rs. 330.41* per ordinary share.</p> <p>The shares of the Target Company to be acquired under the Share Purchase Agreement are in the following proportion:</p> <ul style="list-style-type: none"> • Acquirer 1 (FCCL) 57,763,175 ordinary shares representing 42.03% of the present total issued shares of the Target Company • Acquirer 2 (KAPCO) 57,763,174 ordinary shares representing 42.03% of the present total issued shares of the Target Company |



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Kot Addu Power Company Ltd.

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| | | <i>*Equivalent of USD 1.1798per share (as determined at the exchange rate of PKR 280.05/USD prevailing on 12th February 2026 being 1 (one) day prior to the date of this Public Announcement of Public Offer.)</i> |
| The number of shares issued since the end of the last financial year of the Acquirers | Acquirer 1 (FCCL) Nil Acquirer 2 (KAPCO) Nil | |
| Details of any re-organization of the Acquirers during the two financial years preceding announcement of Offer | Acquirer 1 (FCCL) None Acquirer 2 (KAPCO) None | |
| Details of any bank overdrafts or loans, or their similar indebtedness, mortgages, charges or other material contingent liabilities of the Acquirers and subsidiaries if any, and if there are no such liabilities a statement to that effect | Acquirer 1 (FCCL) For detail on the financial position and performance please refer to the audited financial statements of FCCL placed on its website www.fccl.com.pk wherein information in respect of FCCL will be available. Acquirer 2 (KAPCO) For detail on the financial position and performance please refer to the audited financial statements of KAPCO placed on its website www.kapco.com.pk wherein information in respect of KAPCO and its subsidiaries will be available. | |
| Financial Advisors of the Acquirer, if any | BDO Ebrahim & Co Chartered Accountants, Gulberg III, Lahore | |
| Brief history and the major areas of operations of the Acquirers | Acquirer 1 (FCCL) FCCL is a public limited company incorporated in Pakistan on November 23, 1992 under the Companies Ordinance, 1984 (now Companies Act, 2017). FCCL commenced its business with effect from May 22, 1993. FCCL was listed on Pakistan Stock Exchange on October 9, 1996. FCCL is a subsidiary of Fauji Foundation with a shareholding of 61.65%. The principal activity of FCCL is manufacturing and sale of different types of cement and tile bond. Acquirer 2 (KAPCO) KAPCO was incorporated in Pakistan on April 25, 1996 as a public limited company under the Companies Ordinance, 1984 (now Companies Act, 2017). The principal activities of KAPCO are to own, operate and maintain a multi-fuel fired power station with | |



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Kot Addu Power Company Ltd.

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| | | fifteen generating units with a nameplate capacity of 1,600 MW in Kot Addu, District Muzaffargarh, Punjab, Pakistan and to sell the electricity produced therefrom to a single customer, Pakistan Water and Power Development Authority (WAPDA) under a Power Purchase Agreement (PPA). | |
| Name and Addresses of Sponsors or persons having control over the Acquirers | Acquirer 1 (FCCL) FCCL is a listed company on the Pakistan Stock Exchange. 61.65% of FCCL’s shares are held by Fauji Foundation (FF), being the largest shareholder of FCCL. FF was established as a charitable trust in 1954 under the Charitable Endowments Act, 1890. For further details on FF, please visit https://www.fauji.org.pk Acquirer 2 (KAPCO) KAPCO is a public listed company incorporated under the laws of the Islamic Republic of Pakistan. WAPDA a statutory corporation owns 40.25% shareholding of KAPCO. KAPCO has around 61,127 shareholders (as of 31 December 2025) which include banks, DFIs, NBFIs insurance companies, mutual funds and the general public. The major shareholders include: - WAPDA 40.25% - MCB Bank Limited 9.43% - KAPCO Employees Empowerment Trust 5.48% - United Bank Limited 4.99% KAPCO’s Board of Directors has three independent directors and five non-executive directors (WAPDA representation on the Board of Directors being three Directors including Chairman Board of Directors). WAPDA is a statutory corporation created by the Pakistan Water and Power Development Authority Act, 1958 and is controlled by the Federal Government of the Islamic Republic of Pakistan For further details on KAPCO, please visit www.kapco.com.pk | | |
| | | Name and addresses of the Board of Directors of the Acquirers | Acquirer 1 (FCCL) |
| Lt Gen Anwar Ali Hyder, HI(M), Retd | House No. 5, Street No. 11, Sector F-7/2, Islamabad | | |



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| | | Maj Gen Tariq Qaddus, HI (M), Retd | Gulberg Green, House No. F-231, Street No. 14, Sector C, Islamabad |
| | | Syed Bakhtiyar Kazmi | House No. 126-B, Street No. 37 Sector F-10/1, Islamabad |
| | | Mr Khurshid Zafar Qureshi | Plot B-14, P-V Scheme 2, Park Road, Chak, Islamabad |
| | | Mr Mohammad Majid Munir | House No 37-L, Muhalla Gulberg II, Lahore |
| | | Syed Muhammad Irfan Aqueel | <u>House No. 58 D-1 Gulberg – 3, Lahore</u> |
| | | Ms Maleeha Humayun Bangash | H # 3, Askari Villas, Opp Polo Ground, Sarwar Road, Lahore Cantt, District Lahore, |
| | | Ms Saira Nasir | House No. 197/3, Street No. 27, Khayaban-e-Qasim DHA Phase-VIII, Karachi |
| | | Acquirer 2 (KAPCO) | |
| | | Lt. General (Retd) Muhammad Saeed, Chairman | House No. 414, Sector F, Askari-X, Airport Road, Lahore Cantt. |
| | | Mr. Shahab Qader Khan, Chief Executive | 112/2 Block-F, Model Town, Lahore |
| | | Mr. Aqeel Ahmed Nasir | 1260, Block X, Phase-VII, DHA, Lahore |
| | | Mr. Hafiz Mohammad Yousaf | House No. 432, K Block, Model Town, Lahore |
| | | Mr. Saad Iqbal | House No. B-84/1, a Kda Scheme No. 1, Karachi East. |



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Kot Addu Power Company Ltd.

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| | | Mr. Naveed Asghar Chaudhry | B-31, WAPDA Officers Colony, Upper Mall, Lahore | | | | |
| | | Ms. Mahwish Humayun Khan | House No. 62, Street No. 96 I-8/4, Islamabad | | | | |
| | | Mr. Muhammad Arfan | House No. 136, Street No. 57, Sector E, 11/3, Islamabad | | | | |
| Brief audited financial details of Acquirers for a period of at least last five years including income, expenditure, profit before depreciation interest & tax, depreciation, profit before / after tax, provision for tax, dividends, earnings per share, return on net worth and book value per share | Acquirer 1 (FCCL) | | | | | | |
| | For detail on the financial position and performance please refer to the audited financial statements of FCCL placed on its website www.fccl.com.pk However, highlights of the financial position and performance is given below | | | | | | |
| | Acquirer 2 (KAPCO) | | | | | | |
| | For detail on the financial position and performance please refer to the audited financial statements of KAPCO placed on its website www.kapco.com.pk wherein information in respect of KAPCO will be available. However, highlights of the financial position and performance is given below | | | | | | |
| Brief Financial Position and Performance of Acquirer 1 (FCCL): | | | | | | | |
| In PKR Mn | Sep-25 (3M) | Jun-25 | Jun-24 | Jun-23 | Jun-22 | Jun-21 | |
| Financial Performance | | | | | | | |
| Sales | 23,418 | 88,956 | 80,026 | 68,069 | 54,243 | 24,271 | |
| Profit after Taxation | 3,286 | 13,326 | 8,223 | 7,440 | 7,113 | 3,471 | |
| Earnings Per Share – Basic | 1.34 | 5.43 | 3.35 | 3.16 | 3.02 | 2.52 | |
| Financial Position | | | | | | | |
| Total Assets | 162,140 | 160,845 | 147,636 | 138,828 | 113,698 | 34,052 | |
| Total Liabilities | 77,647 | 76,573 | 74,237 | 73,653 | 55,962 | 10,777 | |
| Total Equity | 84,493 | 84,272 | 73,399 | 65,176 | 57,736 | 23,276 | |
| Brief Financial Position and Performance of Acquirer 2 (KAPCO): | | | | | | | |
| In PKR Mn | Sep-25 (3M) | Jun-25 | Jun-24 | Jun-23 | Jun-22 | Jun-21 | |
| Financial Performance | | | | | | | |
| Sales | 4,156 | 1,563 | - | 25,435 | 136,600 | 69,636 | |
| Profit after Taxation | 5 | 2,536 | 4,314 | 3,959 | 9,894 | 10,229 | |



Fauji Cement Company Limited



Kot Addu Power Company Ltd.

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| Earnings Per Share – Basic | 0.01 | 2.9 | 4.9 | 4.5 | 11.24 | 11.62 |
| Financial Position | | | | | | |
| Total Assets | 63,495 | 65,253 | 81,551 | 101,848 | 136,761 | 152,234 |
| Total Liabilities | 6,392 | 8,155 | 19,590 | 35,764 | 68,165 | 87,010 |
| Total Equity | 57,103 | 57,098 | 61,961 | 66,084 | 68,596 | 65,224 |
| Details of any agreement or arrangement between the Acquirers and the directors of the Target company about any benefits which will be given to any director of the Target company as compensation for loss of office or otherwise in connection with the acquisition | Not applicable | | | | | |
| Detail of every material contract entered into not more than two years before the date of the public announcement of offer, not being a contract entered into the ordinary course of business carried on or intended to be carried on by the Company | Not applicable | | | | | |

1.2 If the Acquirer is an Individual

Not Applicable

2. DETAILS OF PUBLIC OFFER

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| a) | The names, dates and editions of the newspapers where the public announcement of intention was published | The original Public Announcement of Intention was published in The Nation and Nawa-e-Waqt on 04 June 2025 |
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Fauji Cement Company Limited



Kot Addu Power Company Ltd.

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| | | Addendum to the Public Announcement of Intention was published on 06 November 2025 in the same newspapers |
| b) | The number and percentage of shares proposed to be acquired by the Acquirer(s) from the shareholders through agreement, if any, the offer price per share and the mode of payment of consideration for the shares to be acquired | <p>Pursuant to the Share Purchase Agreement the Acquirers intend to acquire 115,526,349 ordinary shares of the Target Company, representing approximately 84.06% of the present total issued shares of the Target Company at an adjusted share price of Rs. 330.41* per ordinary share.</p> <p>The shares of the Target Company to be acquired under the Share Purchase Agreement are in the following proportion:</p> <ul style="list-style-type: none"> • Acquirer 1 (FCCL) 57,763,175 ordinary shares representing 42.03% of the present total issued shares of the Target Company • Acquirer 2 (KAPCO) 57,763,174 ordinary shares representing 42.03% of the present total issued shares of the Target Company <p><i>*Equivalent of USD 1.1798 per share (as determined at the exchange rate of PKR 280.05/USD prevailing on 12th February 2026 being 1 (one) day prior to the date of this Public Announcement of Public Offer).</i></p> <p>Mode of payment of consideration for the shares to be acquired will be by means of bank transfer to the designated bank account of the Seller.</p> |
| c) | Reasons for acquiring shares or control of the Target company | <p>FCCL and the Target company are primarily engaged in the manufacturing and selling of different types of cement.</p> <p>The acquisition is strategically beneficial for FCCL as it strengthens FCCL's portfolio in the cement sector, complementing its existing investments and presence across Pakistan. The acquisition further allows for FCCL to expand its footprint in the cement sector</p> |



Fauji Cement Company Limited



Kot Addu Power Company Ltd.

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| | | The acquisition allows for KAPCO to enter as a new investor in the cement sector and expand the business sectors it has invested in. |
| d) | Details regarding future plan for the Target Company, including whether after acquisition the Target Company would continue as a listed company or not | As per the current plans of the Acquirers, the Target Company shall continue to operate in the ordinary course of business and will remain a listed company on Pakistan Stock Exchange. |
| e) | In case of conditional offer, specify the minimum level of acceptance i.e. number and percentage of shares | Not Applicable |
| f) | In case there is any agreement with the present management, promoters or existing shareholders of the target company, any overview of the important features of the agreement(s) including acquisition price per share, number and percentage of shares to be acquired under the agreement(s), name of the Seller(s), date of agreement(s), manner of payment of consideration, additional important information, if any | <p>The Acquirers have entered into the Share Purchase Agreement dated 30 January 2026 with Pharaon Investment Group Limited Holding S.A.L., of Sami Solh Avenue, UCA Building, Beirut, Lebanon (the “Seller”) to acquire 115,526,349 ordinary shares of the Target Company, representing approximately 84.06% of the present total issued shares of the Target Company at an adjusted share price of Rs. 330.41* per ordinary share.</p> <p><i>*Equivalent of USD 1.1798 per share (as determined at the exchange rate of PKR 280.05/USD prevailing on 12th February 2026 being 1 (one) day prior to the date of this Public Announcement of Public Offer.)</i></p> <p>Mode of payment of consideration for the shares to be acquired will be by means of bank transfer to the designated bank account of the Seller.</p> |
| g) | Number of shares already held by Acquirers along with the date(s) of acquisition. Also state whether it was purchased through open market or acquired through negotiated deal | The Acquirers do not currently hold any shares of the Target Company. |
| h) | Minimum level of acceptance if any | No minimum level is fixed |



Fauji Cement Company Limited



Kot Addu Power Company Ltd.

3. OFFER PRICE AND FINANCIAL ARRANGEMENTS

3.1 Justification for the Offer Price

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| a) | Disclosure about the form of consideration for the shares to be acquired through the Public Offer | Bank Transfer / Cheque / Pay-order |
| b) | Disclosure of the total amount of consideration to be paid for the shares to be tendered during the Public Offer (assuming full acceptance) | It is estimated that the total payment will be PKR 3,618 Million |
| c) | Whether the shares of the Target company are frequently traded or infrequently traded in the light of criteria prescribed in Regulation 13 of the Regulations | Frequently traded shares as per the Regulations |
| d) | Justification for the offer price for the shares of the target company in light of criteria contained in Regulation 13 of the Regulations | <p>Since the shares of the Target Company are frequently traded as per the Regulations, the price to be offered to the Public should be <i>highest</i> amongst the following price:</p> <ol style="list-style-type: none"> 1. The negotiated weighted average price under the share purchase agreement for the acquisition of voting shares of the Target Company: adjusted share price of Rs. 330.41* per ordinary share. <p><i>*Equivalent of USD 1.1798 per share (as determined at the exchange rate of PKR _280.05/USD prevailing on 12th February 2026 being 1 (one) day prior to the date of this Public Announcement of Public Offer.)</i></p> <ol style="list-style-type: none"> 2. The highest price paid by the Acquirers for acquiring the voting shares of the Target Company during the 180 days preceding the date of public announcement of offer: (Not applicable as no shares have been acquired) 3. The weighted average share price of Target Company on the securities exchange during the 180 days preceding the date of public announcement of public offer: PKR 292.69 per share |



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| | | <p>4. The weighted average share price of target company on the securities exchange during 28 trading days preceding the date of public announcement of intention and only those days shall be taken in to account on which the shares of the Target Company have been traded: PKR 298.52 per share</p> <p>The highest price among the above options is PKR 330.41 per ordinary share at which the shares are being offered to be purchased from the general public through this Public Offer</p> |
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3.2 Financial Arrangements

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| a) | Disclosure about security arrangement made in pursuance of Section 123 of the Act | The Acquirers have provided to the Manager to the Offer, security in the form of 02 separate Bank Guarantees amounting collectively to PKR 3.650 Billion. |
| b) | Disclosure about the adequate and firm financial resources to fulfill the obligations under the Public Offer | The Acquirers have adequate financial resources for fulfillment of its obligations under the Public Offer. Please see their accounts FY 2025 placed on the websites of FCCL and KAPCO. In addition, Bank Guarantees have been provided to the satisfaction of the Manager to the Offer to fulfill the obligations of Acquirers under the Public Offer. |
| c) | A statement by the manager to offer that the manager to offer is satisfied about the ability of the acquirers to implement the public offer in accordance with the requirements of the Act and these regulations | Integrated Equities Limited (Manager to the Offer), confirms that the Acquirers are sufficiently capable of implementing the public offer in accordance with the requirements of the Securities Act, 2015 (the Act) and Listed Companies (Substantial Acquisition of Voting Shares and Takeovers) Regulations, 2017 (the Regulations) and has issued a certificate dated 13 February 2026 in this regard. |

4. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT

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| a) | Detailed procedure for acceptance of offer by shareholders of the Target Company | 1. In order to accept the Public Offer, the shareholders are required to send the Letter of Acceptance (attached to the Offer letter), |
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Fauji Cement Company Limited



Kot Addu Power Company Ltd.

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| | | <p>duly completed and signed, along with the requisite documents (as set out below) to the Manager to the Offer, at its registered office i.e. Integrated Equities Limited, 30 Cricketers Colony, 3rd Floor, NETSOL Avenue, Ghazi Interchange, Ring Road, Lahore not later than 1700 hours PST on 12 April 2026 (Sunday) Please ensure that with the Letter of Acceptance, all the required information is provided including the number of shares to be tendered.</p> <ol style="list-style-type: none">2. In the event that the Letter of Acceptance and the requisite documents are delivered within the stipulated time, the Manager to the Offer will issue confirmation of the receipt of documents (Provisional Receipt).3. Receipt by the Manager to the Offer by the Closing Date of the duly completed and signed letter of acceptance along with the required documents will constitute acceptance of the Public Offer.4. Completed Acceptance forms, once submitted cannot be revoked by shareholders selling in the Public Offer.5. Copies of Acceptance form shall also be available at the office of Integrated Equities Limited, 30 Cricketers Colony, 3rd Floor, NETSOL Avenue, Ghazi Interchange, Ring Road, Lahore and on the website: www.iel.net.pk6. The Public Offer will remain open for acceptance starting 0900 hours PST on 06 April 2026 (Monday) to 1700 hours PST on 12 April 2026 (Sunday). Acceptances received after 1700 PST on the Closing Date shall not be entertained and the Offer period shall not be extended.7. The Letter of Acceptance must be accompanied by the following documents: |
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Fauji Cement Company Limited



Kot Addu Power Company Ltd.

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| | | <ul style="list-style-type: none"> ▪ For Individual Applicants: An attested copy of Computerized National Identity Card, original share certificates and duly executed transfer deeds along with the duly completed and signed authorization to split share(s) certificates letter (for physical shares only), copy of CDC transferred slip submitted with the CDC investor account for (CDC shares only) ▪ For Corporate Applicants: A certified copy of the Memorandum and Articles of Association, a certified copy of certificate of incorporation (and for public companies, certificate of commencement of business, if any), certified copies of Computerized National Identity Card of signatories, a certified copy of the Board resolution authorizing persons to sell the shares with specimen signatures of such authorized persons, original share certificates and duly executed transfer deeds along with duly completed and signed authorization to split share certificate(s) letter (for physical shares only), copy of CDC transfer slips submitted with CDC investor account services (for CDC shares only) <p>8. Any Letter of Acceptance furnished by the shareholder(s) without the requisite documents may be rejected by the Manager to the Offer as being incomplete and invalid</p> <p>9. The acceptance by the Acquirers of the shares tendered by the selling shareholders and payment of the offer price is subject to the following conditions:</p> <ul style="list-style-type: none"> a) The Securities & Exchange Commission of Pakistan ("Commission") or any other competent authority having no objections to any of the provisions of the Public Offer b) The payment for the shares does not contravene any section of the Foreign Exchange Regulations Act, 1947 and the |
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Fauji Cement Company Limited



Kot Addu Power Company Ltd.

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| | | <p>Foreign Exchange Manual of the State Bank of Pakistan.</p> <p>c) The Letter of Acceptance being duly completed, validly made and signed along with the required documents and submitted to the Manager to the Offer on or before the Closing Date.</p> <p>d) The tendered shares being verified by the Target Company; and</p> <p>e) The Acquirers not withdrawing the Public Offer in accordance with the provisions of the Act</p> <p>10. Upon receipt of duly filled Acceptance Form along with the requisite documents, the Manager to the Offer will send written acceptances of the Tender along with the bank drafts / pay orders in favor of the shareholder as payment of such shares to the selling shareholders within 10 (ten) days of the closing date of the acceptance period. No interest, markup, surcharge or other increment will be payable for any cause or reason on the aggregate price for the shares purchased by the Acquirers from any selling shareholder for any cause or reason.</p> <p>11. Shares successfully tendered in the manner described above will be acquired by the Acquirers free from all liens, charges and encumbrances and with all rights attaching to and/ or deriving from them, including the right to receive all dividends and other distributions declared, made or paid and/ or any entitlement to subscribe for or receive any securities resolved by the Target Company to be issued to the members of the Target Company pro rata to their holdings of shares or otherwise.</p> <p>12. In the event the total number of shares transferred by the selling shareholders to the Manager to the Offer's CDC Account and/or Physical shares sent to the Manager to the</p> |
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| | | <p>Offer exceed the total number of shares of the Target intended to be purchased by the Acquirers under the Public Offer, the Acquirers shall, in consultation with the Manager to the Offer, accept the number of shares for each selling shareholder on a proportional basis as prescribed by Section 112 of the Securities Act, 2015, and the excess surrendered shares, if any, for each selling shareholder shall be returned/re-transferred (as the case may be) to the relevant selling shareholders.</p> |
| b) | <p>Details of the CDC account in which shares are required to be tendered by eligible shareholders on acceptance during the acceptance period</p> | <p>CDC account holders shall follow the procedure set forth above, as applicable. Additionally, the CDC account holders should follow CDC's procedures and must transfer these shares to the CDC account of Manager to the Offer in accordance with the following details and to provide the CDC transfer slip to the Manager to the Offer, with respect to transfer of shares:</p> <p>CDC Account Title: Manager to the Offer – Attock Cement Pakistan Limited</p> <p>CDC Participant ID: 13912 CDC Sub Account No. 10137</p> <p>Transaction Reason Code UIN: 0028972</p> <ul style="list-style-type: none"> - For Intra Account – A021 - For Inter Account – P015 <p>Shareholders with physical share certificate(s) are required to provide the physical share certificate(s) along with duly verified transfer deed(s).</p> |

STATEMENTS BY THE ACQUIRERS

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| a) | <p>Statement by the Acquirers for assuming responsibility for the information contained in the document</p> | <p>The Board of Directors of the Acquirers be and are hereby assuming responsibility for the Information contained in this document.</p> |
| b) | <p>A statement by the Acquirers to the effect that each of the Acquirers including persons in concert, if any</p> | <p>The Acquirers confirms that they will be responsible for ensuring compliance with the Act and the Regulations.</p> |



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| | will be severally and jointly responsible for ensuring compliance with the Act and the Regulations | |
| c) | A statement by the Acquirers that the public offer is being made to all the shareholders who have voting shares of the target company and (except the persons acting in concert with Acquirers) whose name appear in the register of shareholders as on the date of the book closure. | The Acquirers confirm that the public offer is being made to all the shareholders who have voting shares of the Target Company and (except the persons acting in concert with Acquirers, if any) whose name appear in the register of shareholders as on the date of the book closure in accordance with the requirements of the Act and the Regulations. |
| d) | A statement by the Acquirers that all statutory approvals for the public offer have been obtained | The Acquirers state that all required statutory approvals for the public offer have been obtained. |
| e) | Disclosure as to whether relevant provision of the Act and the Regulations have been complied with | The Acquirers confirm that all relevant provisions of the Act and the Regulations have been complied with. |
| f) | A statement to the fact that if any director(s) of the Acquirers is also a director on the board of directors of the Target Company | The Acquirers confirm that no director of the Acquirers is a director on the Board of Directors of Target Company. |
| g) | A statement by the Acquirers as to whether or not any voting shares acquired pursuant to the public offer shall be transferred to another person and if that is the case the names of such persons shall be disclosed | The Acquirers confirm that the voting shares acquired pursuant to the public offer are not intended to be transferred to any other person except as may be transferred to the nominees of the Acquirers to be directors of the Target Company during the period stipulated in the Act. |

Shareholders should not construe the contents of this offer and/or offer letter as legal, tax or financial advice, and should consult with their own advisers as to the matters described in this offer and/or the offer letter to follow.



Fauji Cement Company Limited



Kot Addu Power Company Ltd.

For: Fauji Cement Company Limited

For: Kot Addu Power Company Limited

Signature:

Name:

Mr Qamar Haris Manzoor

Designation:

Chief Executive/Managing Director

Date:

13 February 2026

Place:

Rawalpindi

Stamp:



Signature:

Name:

Mr. Shahab Qader Khan

Designation:

Chief Executive Officer

Date:

13 February 2026

Place:

Islamabad

Stamp:



For any queries and clarification relating to this announcement may be addressed to the Manager to Offer at the following address:

Integrated Equities Limited (Manager to Offer)

Mr. Muhammad Iqbal Hussain
(VP & Chief Compliance Officer)
30 Cricketers Colony, IEL Tower, NETSOL Avenue,
Ghazi Interchange, Ring Road, Lahore
Contact: +92-42-3574 1714-15, Cell No. 0345 0091 263
Email: iqbal.hussain@iel.net.pk, Website: www.iel.net.pk