

Ref # ComSec/SBP/012/2026

February 19, 2026

**The General Manager**  
**Pakistan Stock Exchange Limited**  
Stock Exchange Building  
Stock Exchange Road  
Karachi 74000  
("PSX")

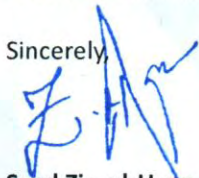
**Subject: Disclosure under Regulation 5 of the Listed Companies (Substantial Acquisition of Voting Shares and Takeover) Regulations, 2017 ("Regulations")**

Dear Sir,

It is hereby informed that Samba Bank Limited has received firm intention pursuant to public announcement of intention from Najd Gateway Holding Company ("Acquirer") through its Manager to the offer, M/S Arif Habib Limited, to acquire 852,040,531 voting shares representing 84.51% of the paid-up capital of Samba Bank Limited beyond the thresholds prescribed under Section 111 of the Securities Act, 2015. This intention has been notified to the Board of Directors of Samba Bank Limited on February 18, 2026 and remains subject to requisite regulatory approvals, diligence, and execution of definitive agreements.

PSX is requested to make the above information immediately available to the shareholders of Samba Bank Limited under Regulation 5(1) by placing it on the notice board and through notification on the automated information system and make an announcement on the house of PSX.

Sincerely,



**Syed Zia-ul-Husnain Shamsi**  
**Company Secretary**

Cc: Executive Director  
Securities Market Division  
Securities & Exchange Commission of Pakistan  
NIC Building, Jinnah Avenue,  
Islamabad  
("SECP")

February 18<sup>th</sup>, 2026

**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**

Samba Bank Limited  
1st Floor, 19-Saleem Plaza,  
Blue Area, Jinnah Avenue,  
Islamabad

**Subject: Public Announcement of Intention by Najd Gateway Holding Company to acquire approximately 84.51% of the ordinary shares of Samba Bank Limited**

Dear Sir(s),

We, Arif Habib Limited, have been appointed as the Manager to the Offer by 'Najd Gateway Holding Company' (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% voting shares and control 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 within two working days of the announcement.

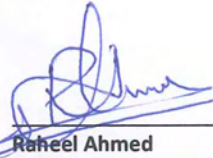
Please find enclosed a copy of the Public Announcement of Intention. You may contact the undersigned for any additional information or clarification.

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

Yours faithfully

  
Farhan Rizvi

Managing Director, Investment Banking

  
Raheel Ahmed

Sr. Associate, Investment Banking





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NAJD GATEWAY HOLDING COMPANY

**PUBLIC ANNOUNCEMENT OF INTENTION TO ACQUIRE  
APPROXIMATELY 84.51% SHARES AND CONTROL**

**OF**

**SAMBA BANK LIMITED**

**(THE "TARGET COMPANY")**

**BY**

**NAJD GATEWAY HOLDING COMPANY**

**(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 in accordance with Regulation 14 of the Listed Companies (Substantial Acquisition of Voting Shares and Takeovers) Regulations, 2017 ("Regulations").

| 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: Najd Gateway Holding Company

Address: 8281 Ibn Rawaha Road, Hittin District, Postal Code 3318-13514 Riyadh, Kingdom of Saudi Arabia

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



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

His Highness Prince Mansour bin Mohammed S. Al Saud

- (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

Najd Gateway Holding is a privately held investment and holding company engaged in strategic investments, cross-border partnerships, and long-term capital deployment across diversified sectors, including infrastructure, financial services, energy, and industrial projects.

The Acquirer's principals possess substantial experience in structuring and executing cross-border transactions, institutional investments, and regulated-sector engagements. Through its leadership and associated networks, the Acquirer has been actively involved in facilitating commercial and investment linkages between the Kingdom of Saudi Arabia and Pakistan.

The proposed transaction reflects the Acquirer's strategic objective of participating in a regulated financial institution of systemic importance, with the intention of supporting long-term stability, governance standards, and capital strength. Subject to regulatory approvals, the Acquirer envisages the investment as a cornerstone platform for fostering enhanced financial cooperation and institutional linkages between Pakistan and the Kingdom of Saudi Arabia.

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

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

| Name                                      | Designation |
|-------------------------------------------|-------------|
| HH Prince Mansour bin Mohammed S. Al Saud | Chairman    |

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

| Name                                      | Shareholding Percentage |
|-------------------------------------------|-------------------------|
| HH Prince Mansour bin Mohammed S. Al Saud | 100%                    |

- (iii) **Date of incorporation:** 18<sup>th</sup> of January 2024

- (iv) **Jurisdiction of incorporation:** limited liability company incorporated pursuant to the laws of Saudi Arabia



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

| Name of Company          | Registration No. | Nature of company | Nature of business | Jurisdiction of incorporation | Description held control |
|--------------------------|------------------|-------------------|--------------------|-------------------------------|--------------------------|
| FELZA                    | 1010992604       | Unlisted Private  | Mining & Minerals  | Kingdom of Saudi Arabia       | 100%                     |
| Najd Gateway Agriculture |                  |                   | agriculture        |                               |                          |

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

(i) His Highness Prince Mansour bin Mohammed S. Al Saud, Passport no.: D180263, Riyadh, Saudi Arabia

(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:

| Name of Company                                        | Registration No. | Nature of company | Nature of business | Jurisdiction of incorporation | Description held control |
|--------------------------------------------------------|------------------|-------------------|--------------------|-------------------------------|--------------------------|
| Najd Gateway Holding Company                           | 1010992604       | Unlisted Private  | Investment Holding | Kingdom of Saudi Arabia       | 100%                     |
| FELZA                                                  |                  |                   | Mining & Minerals  |                               |                          |
| Najd Gateway Agriculture                               |                  |                   | Agriculture        |                               |                          |
| Najd Gateway Agriculture Company (SMC-Private) Limited | 0304336          | Unlisted Private  | Agriculture        | Pakistan                      | 100%                     |

- (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;  
Not Applicable
- (ii) Which is owned or controlled or directed by any person acting in concert with the of acquirer;  
Not Applicable





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- (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 it is subject.

Subject to completion of due diligence and receipt of all requisite regulatory approvals

### 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. Fahad A. AlHunaiti         | Non-Executive Director                      |
| 3     | Mr. Mazen Ali AlDhabi          | Non-Executive Director                      |
| 4     | Ms. Kholood Khalid Al-Khelaiwi | Non-Executive Director                      |
| 5     | Mr. Hafiz Mohammad Yousaf      | Independent Director                        |
| 6     | Mr. Javed Kureishi             | Independent Director                        |
| 7     | Mr. Shafqaat Ahmed             | Independent Director                        |
| 8     | Ms. Zeeba Ansar                | Independent Director                        |
| 9     | Mr. Rashid Jahangir            | Acting 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: 4<sup>th</sup> August 2003

Offer price: Not available



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- (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 17<sup>th</sup> February 2026 was PKR 14.39 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 14.6092 \*\* per share.

\*\* Volume weighted average share price of Samba Bank Limited for the period from 21<sup>st</sup> January 2026 to 17<sup>th</sup> February 2026 (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               | Sep 30,<br>2025 | Dec 31,<br>2024 | Dec 31,<br>2023 | Dec 31,<br>2022 | Dec 31,<br>2021 | Dec 31,<br>2020 |
|---------------------------------|-----------------|-----------------|-----------------|-----------------|-----------------|-----------------|
| <b><u>Balance Sheet</u></b>     |                 |                 |                 |                 |                 |                 |
| Total Assets                    | 231,979         | 182,486         | 178,696         | 179,074         | 201,139         | 158,996         |
| Total Liabilities               | 213,709         | 165,261         | 162,333         | 164,421         | 185,239         | 143,679         |
| Customer Deposits               | 117,803         | 107,142         | 114,732         | 105,244         | 79,267          | 78,426          |
| Shareholders' Equity            | 18,269          | 17,225          | 16,363          | 14,653          | 15,900          | 15,317          |
|                                 |                 |                 |                 |                 |                 |                 |
| <b><u>Profit &amp; Loss</u></b> | <b>9M 2025</b>  | <b>2024</b>     | <b>2023</b>     | <b>2022</b>     | <b>2021</b>     | <b>2020</b>     |
| Net interest income             | 4,305           | 7,326           | 8,101           | 4,734           | 4,306           | 3,699           |
| Non-markup income               | 1,413           | 1,687           | 1,208           | 244             | 1,471           | 1,341           |
| Profit /(Loss) after tax        | 472             | 699             | 1,235           | (428)           | 789             | 1,012           |
| EPS/(LPS) - (PKR)               | 0.47            | 0.69            | 1.23            | (0.42)          | 0.78            | 1.00            |
| Dividend per share (PKR)        | -               | -               | -               | -               | 0.60            | 0.75            |

Source: Financial Statements of Samba Bank Limited

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

**Manager to the Offer:**

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



شركة بوابة نجد القابضة  
NAJD GATEWAY HOLDING COMPANY

Yours Sincerely,

For and on Behalf of Najd Gateway Holding Company

**His Highness Prince Mansour bin Mohammed S. Al Saud**  
**Chairman**



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NAJD GATEWAY HOLDING COMPANY  
C.R : 1010977450