



Bank Alfalah

LDN/CA/11444
14th November 2024

The General Manager
Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi.

Dear Sir

Subject: Material Information

In accordance with Section 96 of the Securities Act, 2015 and Clause 5.6.1(a) of the PSX Rule Book, we hereby convey the following information:

State Bank of Pakistan (“**SBP**”) had granted Bank Alfalah Limited (“**BAFL**”) in-principle approval for the due diligence of Samba Bank Limited (“**Samba**”) in respect of the proposed acquisition by BAFL of Saudi National Bank’s (“**SNB**”) approximately 84.51% ordinary shares in Samba. However, SNB has, terminated the process for the sale of SNB’s equity stake in Samba.

Consequently, Arif Habib Limited, as Manager to the Offer, on behalf of BAFL, has submitted the withdrawal of BAFL’s earlier public announcement of intention to acquire SNB’s shareholding in Samba. The aforesaid withdrawal of BAFL’s public announcement of intention has been published in Business Recorder and Nawa-i-Waqt on November 14th 2024 and copies of the same are attached herewith.

In light of the above, you may please inform the TRE Certificate Holders of the Exchange accordingly.

Yours sincerely,

Muhammad Akram Sawleh
Company Secretary

Copy to:

Director / HOD
Surveillance, Supervision and Enforcement Department
Securities and Exchange Commission of Pakistan
NIC Building, 63 Jinnah Avenue Blue Area.
Islamabad

November 13th, 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

Samba Bank Limited
Ground Floor Arif Habib Centre, MT Khan Road
Karachi

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

Dear Sirs,

This is with reference to the Public Announcement of Intention ("PAI") made by Bank Alfalah Limited ("Acquirer") dated April 9, 2024 published in Business Recorder and Nawa-i-Waqt on April 15, 2024 to acquire approximately 84.51% shareholding of Samba Bank Limited (the "Target Company") held by Saudi National Bank ("SNB"), and the Extension in the timeline for Public Announcement of Offer issued on October 23rd 2024, subject to receipt of regulatory and other approvals ("Transaction").

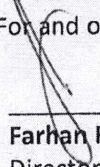
SNB has decided not to proceed with the sale of its 84.51% shareholding in the Target Company and, therefore, has terminated the Transaction. In this regard, the disclosure of SNB's decision was made by the Target Company to the PSX on Tuesday, 12th November 2024.

In this backdrop, and pursuant to Regulation 21 of the Listed Companies (Substantial Acquisition of Voting Shares and Takeovers) Regulations, 2017 ("Regulations") read with the Securities Act 2015, we Arif Habib Limited, in our capacity as Manager to the Offer, on behalf of the Acquirer, hereby give notice that in view of the termination of the Transaction by SNB, our client, the Acquirer hereby withdraws the PAI in relation to the shareholding in the Target Company. The aforesaid withdrawal of PAI is intended to be published in Business Recorder and Nawa-i-Waqt on November 14th 2024.

This process of withdrawal is being undertaken to ensure compliance with the law. You may contact the undersigned for any additional information or clarification.

Yours faithfully,

For and on behalf of Arif Habib Limited


Farhan Rizvi

Director, Investment Banking

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Karachi, Thursday 14 November 2024.
11 Jamadi-ul-Awwal 1446
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Withdrawal of Public Announcement of Intention to acquire approximately 84.51% ordinary shares of Samba Bank Limited

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Manager to the Offer

Arif Habib Limited
Investment Banking
2nd Floor, Arif Habib Centre
23 M.T. Khan Road Karachi
Tel: +92 21 111 245 111

سامبا بینک لمیٹڈ کے تقریباً 84.51 فیصد عام شیئرز حاصل کرنے کے ارادے کے اعلان عام کی واپسی

بحوالہ، سامبا بینک لمیٹڈ (دی "ٹارگٹ کمپنی") کی تقریباً 84.51 فیصد شیئرز ہولڈنگ، جو سعودی نیشنل بینک ("SNB") کے پاس ہے، حاصل کرنے کے لیے الفلاح بینک لمیٹڈ ("حصول کنندہ") کی طرف سے ارادے کا اعلان عام ("PAI") جو مورخہ 9 اپریل، 2024 کو کیا گیا اور مورخہ 15 اپریل، 2024 کو بزنس ریکارڈ رادونوائے وقت میں شائع ہوا، اور 23 اکتوبر، 2024 کو جاری کردہ پیشکش کے اعلان عام کی مدت میں ریگولیشنز اور دیگر منظوریاں ملنے سے مشروط ("ٹرانزیکشن") میں توسیع کی گئی۔

ایس این بی نے ٹارگٹ کمپنی میں اپنی 84.51 فیصد شیئرز ہولڈنگ کی فروخت کو آگے نہ بڑھانے کا فیصلہ کیا ہے اور اس ٹرانزیکشن کو ختم کر دیا ہے۔ اس ضمن میں ٹارگٹ کمپنی کی طرف سے منگل 12 نومبر، 2024 کو پی ایس ایکس کو ایس این بی کے فیصلے سے آگاہ کر دیا گیا۔

اس پس منظر میں، اور لسٹڈ کمپنیز (سپیشلائزڈ ایکورزیشن آف ووٹنگ شیئرز اینڈ ٹیک اوورز) ریگولیشنز، 2017 ("ریگولیشنز") کے ریگولیشن 21 کے مطابق، جسے سکیورٹیز ایکٹ 2015 کے ساتھ پڑھا جائے، ہم عارف حبیب لمیٹڈ، آفر کے منیجر کی حیثیت سے حصول کنندہ کی جانب سے بذریعہ نوٹس مطلع کرتے ہیں کہ ایس این بی کی طرف سے ٹرانزیکشن ختم کرنے کے پیش نظر ہمارے کلائنٹ، حصول کنندہ نے ٹارگٹ کمپنی میں شیئرز ہولڈنگ کے سلسلہ میں PAI واپس لے لیا ہے۔

آفر کے منیجر

عارف حبیب لمیٹڈ

انویسٹمنٹ بینکنگ

دوسری منزل، عارف حبیب سینٹر، 123 ایم ٹی خان روڈ، کراچی۔

فون: 111 245 111 21 +92