

April 12, 2021

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

Subject: Disclosure of Interest by a Substantial Shareholder and Material Information under sections 5.6.4 and 5.6.1 (a) (ix) of PSX Rule Book

Dear Sir,

This is further to our letter bearing reference No. *ComSec/PSX/044/2021* dated April 1, 2021, pertaining to Disclosure of Material Information.

Samba Bank Limited ("SBL") has received intimation on April 9, 2021, that 852,040,531 (eight hundred fifty two million forty thousand five hundred thirty one) ordinary shares (constituting approximately 84.51% (eighty four point five one percent) of the issued and paid up capital of Samba Bank Limited, previously held by its substantial shareholder i.e. Samba Financial Group ("SFG"), have been transferred to / vested in Saudi National Bank (formerly, The National Commercial Bank) ("SNB") by operation of law i.e. as a consequence of the merger of SFG with and into SNB (as detailed below):

S. No.	Name of Person with Description	Details of Transaction					
		Date	Nature	No. of Shares	Rate	Form of Share Certificates	Market
1.	Saudi National Bank (formerly, The National Commercial Bank) (Incoming Substantial Shareholder)	April 1, 2021	Merge-Out	852,040,531	0	CDC	Through CDC
2.	Samba Financial Group (previous Substantial Shareholder)	April 1, 2021	Merge-In	852,040,531	0	CDC	Through CDC

The aforementioned transfer / vesting has been carried out as a consequence of the merger of SFG, a bank previously existing under the laws of the Kingdom of Saudi Arabia (previously being the substantial shareholder of Samba Bank Limited) with and into SNB (previously, The National Commercial Bank), a bank existing under the laws of the Kingdom of Saudi Arabia - KSA, as a result of which SFG has ceased to exist. Consequently, the aforementioned shares of Samba Bank Limited,

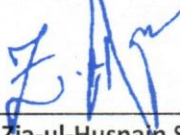
previously held by SFG, stand vested in SNB by operation of law, which has become the substantial shareholder of the company (subject to the below).

It is emphasized that while the said merger has become effective under the laws of the Kingdom of Saudi Arabia, and the State Bank of Pakistan has provided its in-principle approval for The National Commercial Bank (which has been renamed as Saudi National Bank) as the sponsor and majority shareholder of Samba Bank Limited, the requisite approvals / no-objections are being sought from the State Bank of Pakistan for the transfer of the subject shares in the name of SNB (and shall be subject to such approval / no-objection).

We confirm that the details of the said transaction will be presented in the subsequent meeting of the board of directors of Samba Bank Limited, as required under section 5.6.4 of the PSX Rule Book, and the same will be confirmed to the Exchange after the meeting.

Also enclosed herewith a copy of Saudi National Bank ("SNB") letter dated April 8, 2021 pertaining to the Disclosure of Exempted Transactions pursuant to Section 109 of the Securities Act, 2015.

Yours Sincerely,



Syed Zia-ul-Husnain Shamsi
Company Secretary

CC: The Commissioner, Securities Market Division, SECP
The Director / HOD, Surveillance, Supervision and Enforcement Department, SECP

SCHEDULE II

Disclosure under section 109(2) of the Securities Act, 2015

[Regulation 4(1)]

- (i) The Managing Director, Pakistan Stock Exchange
- (ii) The Chief Executive, Samba Bank Limited
- (iii) Securities and Exchange Commission of Pakistan

Date: 8 April 2021

**Subject: Disclosure of Exempted Transactions pursuant to Section 109 of the Securities Act, 2015
Part-A**

1. It is reported pursuant to Section 109 of the Securities Act, 2015 read with regulation 4 of the Listed Companies (Substantial Acquisition of Voting Shares and Takeovers) Regulations, 2017, that we, Saudi National Bank (formerly, The National Commercial Bank) (a bank existing under the laws of the Kingdom of Saudi Arabia) (“SNB / NCB”), have acquired on April 1, 2021, 852,040,431 shares (84.51%) of Samba Bank Limited (the “Company”), pursuant to the merger of Samba Financial Group (a bank previously existing under the laws of the Kingdom of Saudi Arabia) (“SFG”) with and into SNB / NCB, as a result of which, all the assets and liabilities of SFG (including its said shareholding in the Company) have been transferred to and stand vested in SNB / NCB by way of operation of law. This transaction does not attract part IX of the Act (except reporting) in terms of section 109(1)(e) of the Act.
2. Before this acquisition, we were holding no shares of the Company. After the abovementioned acquisition, our total shareholding of the Company is 852,040,431 shares, which represents approximately 84.51% of the total issued voting shares of the Company. It may be noted that formal approval / no-objection is being sought from the State Bank of Pakistan for the transfer of the shares of Company into the name of SNB / NCB (which shall be subject to such approval / no-objection).

**Part-B
Particulars of the Acquirer(s)**

3. If acquirer(s) is a Fund/company etc.

(i)	Name and registered address of the acquirer	Saudi National Bank (formerly known as the National Commercial Bank) The Saudi National Bank Tower, King Fahd Road 3208 - Alaqeeq District Unit No.778, Zip Code 13519 - Additional No. 6676, Riyadh, Saudi Arabia	
(ii)	CUIN or in the case of a foreign company its registration number.	Commercial Registration Number: 4030001588	
(iii)	Date of incorporation	27/12/1376H (corresponding to 24/7/1957G)	
(iv)	Jurisdiction of incorporation	[Kingdom of Saudi Arabia]	
(v)	The authorized and issued share capital.	Authorized Capital	SAR 44,780,000,000
		Paid up Capital	SAR 44,780,000,000

(vi)	Names and addresses of sponsors or persons having control over the acquirer.	Public Investment Fund	AlRaidah Digital City Al-Nakheel P.O.BOX 6847, Riyadh 11452 Kingdom of Saudi Arabia	
		Public Pension Agency	City: Riyadh, Saudi Arabia, Postal Code: 11168, P.O.Box: 18364	
		General Organization for Social Insurance	P.O Box 878 Riyadh 11421, Kingdom of Saudi Arabia	
(vii)	Names and addresses of Board of Directors of acquirer(s).	Ammar Abdulwahid Alkhudairy	Chairman of the board	The Saudi National Bank Tower, King Fahd Road 3208 -Alaqeeq District Unit No.778, Zip Code 13519 - Additional No. 6676, Riyadh, Saudi Arabia
		Yazeed Abdulrahman Alhumied	Deputy Chairman	The Saudi National Bank Tower, King Fahd Road 3208 -Alaqeeq District Unit No.778, Zip Code 13519 - Additional No. 6676, Riyadh, Saudi Arabia
		Saeed Mohammed Al- Ghamdi	Board Member	The Saudi National Bank Tower, King Fahd Road 3208 -Alaqeeq District Unit No.778, Zip Code 13519 - Additional No. 6676, Riyadh, Saudi Arabia
		Rashid Ibrahim Sharif	Board Member	The Saudi National Bank Tower, King Fahd Road 3208 -Alaqeeq District Unit No.778, Zip Code 13519 - Additional No. 6676, Riyadh, Saudi Arabia

		David Jeffrey Meek	Board Member	The Saudi National Bank Tower, King Fahd Road 3208 -Alaqeeq District Unit No.778, Zip Code 13519 - Additional No. 6676, Riyadh, Saudi Arabia
		Marshall Charles Bailey	Board Member	The Saudi National Bank Tower, King Fahd Road 3208 -Alaqeeq District Unit No.778, Zip Code 13519 - Additional No. 6676, Riyadh, Saudi Arabia
		Anees Ahmed Moumina	Board Member	The Saudi National Bank Tower, King Fahd Road 3208 -Alaqeeq District Unit No.778, Zip Code 13519 - Additional No. 6676, Riyadh, Saudi Arabia
		Saud Sulaiman Al Juhani	Board Member	The Saudi National Bank Tower, King Fahd Road 3208 -Alaqeeq District Unit No.778, Zip Code 13519 - Additional No. 6676, Riyadh, Saudi Arabia
		Ziad Mohamed Tunki	Board Member	The Saudi National Bank Tower, King Fahd Road 3208 -Alaqeeq District Unit No.778, Zip Code 13519 - Additional No. 6676, Riyadh, Saudi Arabia
		Mohammed Ali Al Hokal	Board Member	The Saudi National Bank Tower, King Fahd Road 3208 -Alaqeeq District Unit No.778, Zip Code 13519 - Additional No. 6676, Riyadh, Saudi Arabia

		Zaid Abdulrahman Al Gwaiz	Board Member	The Saudi National Bank Tower, King Fahd Road 3208 -Alaqeeq District Unit No.778, Zip Code 13519 - Additional No. 6676, Riyadh, Saudi Arabia
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4. If acquirer(s) is and individual

(i)	Name(s) and address(es) of each acquirer.	Not Applicable
(ii)	CNIC number(s) or Passport or NICOP number	Not Applicable

Part C

Particulars of persons acting in concert (vide section 108(d) of the Act)

(i)	In case of Fund/company, all details at Para 3	Not Applicable
(ii)	In case of individual, all details at Para 4	Not Applicable
(iii)	Number of shares held by the person acting in concert	Not Applicable

Part D

Detail, if the Acquired/person acting in concert has representation on the board of directors of the target company

(i)	Name(s) and address(es) of nominee director, who represents the acquirer/person acting in concert	[Not Applicable]
(ii)	CNIC number(s) or Passport or NICOP number	[Not Applicable]

Signature:

Designation: Managing Director & Group CEO of Saudi National Bank (formerly, the National Commercial Bank)

Date: 8 April, 2021

Website address of the acquirer (in case of fund / company etc.): <https://www.alahli.com/en-us/Pages/RB-NCB-Home-New.aspx>