



SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN
Securities Market Division
Primary Market Approvals and Development Department

No. CSD/CI/09/2017/2035

May 16, 2024

Mr. Zafar Masud,
Chief Executive Officer,
The Bank of Punjab,
BOP Tower, 10-B, Block E/II,
Main Boulevard, Gulberg-III,
Lahore.

Subject: Application for further issue of shares by way of other than right offer under Section 83(1)(b) of the Companies Act, 2017 read with regulation 5 of the Companies (Further Issue of Shares) Regulations, 2020.

Dear Sir,

This is with reference to application of The Bank of Punjab (the Bank) dated December 23, 2022 resting with subsequent correspondence dated April 19, 2024 regarding the captioned subject.

2. In this regard, I am directed to inform you that the competent authority – Commissioner (SMD), on the basis of special resolution passed by the shareholders of the Bank in the Extraordinary General Meeting (EOGM) held on June 29, 2022 and the information/documents submitted to the Securities & Exchange Commission of Pakistan (the Commission), has allowed the Bank to issue up to 971,229,558 ordinary shares against conversion of TFCs amounting to Rs. 8,017,500,000 by way of other than right offer under Section 83 (1) (b) of the Companies Act, 2017 read with regulation 5 of the Companies (Further Issue of Shares) Regulations, 2020 (the Regulations) to the TFC holders upon occurrence of point of non-viability (PONV) trigger event on the direction of State Bank of Pakistan (SBP).

3. The approval is however subject to the following conditions:

- a) All features relevant to the aforesaid TFCs shall be governed by the terms and conditions and predefined events as disclosed to the shareholders and the Commission;
- b) Shares shall be issued in book entry form;
- c) Lock-in clause shall be applicable as per clause (viii) and (ix) of regulation 5 (1) of the Regulations;
- d) In case of any conflict regarding the terms of TFCs or conversion thereof, the Bank shall not take any decision that is contrary to the disclosures made to the shareholders, the Commission and the applicable laws;
- e) The Bank, within seven days of date of this letter, shall provide an undertaking to the effect that:
 - i. it will, at all times, maintain a sufficient cushion in its authorized capital, at least equal to the maximum cap on shares to be issued;



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- ii. nothing in applicable laws and its memorandum and articles of association restricts the Bank to issue the said shares; and
- iii. change, if any, in the covenants, regulatory approvals or material information or trigger events regarding the aforesaid conversion of TFCs or effecting circumstances thereof shall be communicated to the Commission along with approval/direction of SBP and other requisite details immediately.
- f) The Bank shall, inform the Commission within seven days of the issuance of shares regarding number of shares issued, list of TFC holders to whom shares are issued containing sufficient detail including their respective holding and number of shares issued to each of them, conversion price along with the calculation/working used to derive it and total paid up capital after issue of shares against the aforesaid TFCs.

4. The aforesaid approval for issuance of shares is being given based on the documents/information provided, relevant laws and regulations and hence the Commission bears no responsibility whatsoever for the expressed or implied agreements between the TFC holders of the above-referred TFCs and the Bank.

Yours truly,

Sajjad Ali
Additional Director

Cc:

- i. Mr. Farrukh H. Khan, MD, PSX, Stock Exchange Building, Stock Exchange Road, Karachi.
- ii. The Registrar, CRO, 3rd & 4th Floor, Associated House, 7-Egerton Road, Lahore.
- iii. Central Depository Company, CDC House, 99-B, Block 'B', S.M.C.H.S. Main Shahrah-e-Faisal Karachi.