

PUBLIC OFFER ACCEPTANCE LETTER

Faysal Bank Limited,

Manager to Offer (For & on behalf of Fauji Consortium)

Investment Banking,

4th Floor,

Faysal House,

ST-02 Shahrah-e-Faisal, Karachi

Dear Sir/Madam,

Subject: Irrevocable Acceptance of Offer to Purchase Shares of Askari Bank Limited (AKBL)

I/we the undersigned refer to the offer letter dated April 25, 2013 ("Offer Letter") received from Fauji Foundation ("on and behalf of Acquirers") with respect to the proposed acquisition by the Acquirers (through Public Offer) of 173,537,891 ORDINARY SHARES at Rs. 24.3215 per share of AKBL on the terms and conditions set out in the Offer Letter and public announcement of offer made and published in the daily Jang and Business Recorder on March 8, 2013.

I / we the undersigned do hereby communicate my / our Irrevocable Acceptance with respect to the sale to the Acquirers of the ordinary shares of AKBL tendered below ("tendered shares") at a purchase price of Rs. 24.3215 per share ("Offer Price") and request you to kindly process my / our application, on the terms and conditions set out in the Offer Letter and the Listed Companies (Substantial Acquisition of Voting Shares and Take-over) Ordinance 2002 ("The Ordinance") and the Listed Companies (Substantial Acquisition of Voting Shares and Take-Overs) Regulations, 2008.

Shareholder Details	Joint Registered Holders (If any)
<div style="border-bottom: 1px solid black; margin-bottom: 5px;">Name:</div> <div style="border-bottom: 1px solid black; margin-bottom: 5px;">(As shown on the Share Certificate/CDC Account Title)</div> <div style="border-bottom: 1px solid black; margin-bottom: 5px;">Address: _____</div> <div style="border-bottom: 1px solid black; margin-bottom: 5px;">_____</div> <div style="border-bottom: 1px solid black; margin-bottom: 5px;">_____</div> <div style="border-bottom: 1px solid black; margin-bottom: 5px;">Telephone#: _____</div> <div style="border-bottom: 1px solid black; margin-bottom: 5px;">Email Address: _____</div>	<div style="margin-bottom: 20px;">1. Name: _____ (As shown on the Share Certificate/CDC Account Title)</div> <div>2. Name: _____ (As shown on the Share Certificate/CDC Account Title)</div>

Share Details		
(a) No. of shares to be tendered		
(b) Form of shares (Please tick and fill the appropriate boxes)		
Physical Shares	Folio #	Certificate #
<div style="border: 1px solid black; width: 150px; height: 50px; margin: 0 auto;"></div>	<div style="border: 1px solid black; width: 150px; height: 50px; margin: 0 auto;"></div>	<div style="border: 1px solid black; width: 150px; height: 50px; margin: 0 auto;"></div>
CDC	Participant ID Sub-account #	Investor Account #
<div style="border: 1px solid black; width: 150px; height: 50px; margin: 0 auto;"></div>	<div style="border: 1px solid black; width: 150px; height: 50px; margin: 0 auto;"></div>	<div style="border: 1px solid black; width: 150px; height: 50px; margin: 0 auto;"></div>

Signatures
*Signatures of Individuals or Director/Secretary along with company stamp for Companies
1. _____ 2. _____ 3. _____

Date_____

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Investment Banking,

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Subject: Authorization to Split and Conversion Share Certificate(s)

Please find attached _____shares of Askari Bank Limited in physical form. If the Public Offer is over-subscribed, I/we authorize you to split the share certificates in the following denominations:

To be filled out by **Faysal Bank Limited;**

Number of Share Certificates	Quantity (Shares)

I/we hereby authorize **Faysal Bank Limited** to undertake and file any and all necessary documentation to initiate physical share conversion into electronic book entry securities for the Shares accepted by the Acquirers.

Name(s):_____

Signature(s): _____

Folio #:_____

Procedure for Accepting the Public Offer

1. In order to accept the Public Offer, the Shareholders are required to send the Letter of Acceptance (attached to the Offer Letter), duly completed and signed, along with the requisite documents (as set out below) to the Manager to the Offer ("Manager") at its address given above by or before 5:00 pm on the May 7, 2013 (Closing Date). Please ensure that while filling the Letter of Acceptance, all the information required is provided, including the number of Shares to be tendered.
2. In the event that the Letter of Acceptance and the requisite documents are delivered within the stipulated time, the Manager will issue confirmation of the receipt of documents (Provisional Receipt).
3. Receipt by the Manager 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 the Shareholder(s), selling in the public offer.

Required Documents

The Letter of Acceptance must be accompanied by the following documents:

For Individual Applicants:

1. An attested copy of Computerized National Identity Card
2. Share Certificates and verified Transfer Deeds along with the duly completed and signed Authorization to Split Share Certificate(s) letter (for Physical shares only)
3. Copy of CDC transfer slips submitted with CDC Investor Account Services (for CDC Shares only)

For Corporate Applicants:

1. Memorandum and Articles of Association
2. A certified Copy of Certificate of Incorporation (and for public companies, Certificate of Commencement of Business)
3. Certified Copies of Computerized National Identity Card of the signatories
4. A Certified copy of Board Resolution authorizing persons, to sell the Shares with specimen signatures of such authorized persons
5. Share Certificates and verified Transfer Deeds along with the duly completed and signed Authorization to Split Share Certificate(s) letter (for Physical shares only)
6. Copy of CDC transfer slips submitted with CDC Investor Account Services (for CDC shares only).

Letter of Acceptance furnished by the shareholder(s) without the requisite documents may be rejected by the Manager to Offer as being incomplete and invalid

Note: In case the total number of Shares tendered in acceptance of the Offer exceeds 173,537,891 Shares, the Manager (as defined herein above) on behalf of the Acquirer will adjust (reduce) the number of Shares for each selling Shareholder on a pro-rata basis as prescribed by Section 12 of the Ordinance, provided that acquisition of voting share from a shareholder shall not be less than the minimum marketable lot of 500 shares or the entire shareholding if it is less than marketable lot, and the excess surrendered shares for each selling shareholder shall be returned / re-transferred (as the case may be) to the relevant selling shareholders, who applied pursuant to this Public Offer.

CDC Shares: CDC Account Holders shall follow the procedure set forth in the Offer Letter, as applicable. Additionally, the CDC Account Holders must transfer these Shares to the CDC account of the Manager in accordance with the conditions contained herein and provide the CDC transfer slip to the Manager.

Shares Transfer from CDC Participant Account: Investors maintaining CDC Sub Accounts with participants shall request the concerned participant to transfer shares to CDC Account # 73239 of the Manager to Public Offer - Askari Bank Limited (CDC Participant ID: A01826) by or before 5:00 pm on May 7, 2013 [Closing Date]. A copy of the CDC investor account slip along with the Acceptance Form is to be submitted.

Physical Shares: Shareholders with physical share certificate(s) are requested to provide the physical share certificate(s) along with duly verified transferred deed(s)

Terms & Conditions

The requirement of the Acquirers to accept the tender of Shares and pay the Offer Price to the tendering shareholders are subject to the following conditions:

- a. Acceptance Form being duly completed and validly made by the shareholders and submitted together with the correct additional documentation on or before the closing date;
- b. The verification of the tendered Shares by the Directors of the Target Company;
- c. Provision of CDC account number to Manager to Offer for returning any excess shares as mentioned above;
- d. The payment of shares does not contravene any section of the Foreign Exchange Regulation Act, 1947; and
- e. Refer "Note" above, in case Shares tendered in acceptance of the Offer exceeds 173,537,891 Shares