



April 28, 2023

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

**Commissioner**  
Company Law Division  
Securities & Exchange Commission of Pakistan  
NIC Building, Jinnah Avenue, Blue Area  
Islamabad

**Executive Director / HOD**  
Offsite-II Department, Supervision Division  
Securities & Exchange Commission of Pakistan  
63, NIC Building, Jinnah Avenue, Blue Area  
Islamabad

Dear Madam / Sir,

**Sub: Disclosure of Material Information – Acquisition of 52.87% shareholding in Sanofi-Aventis Pakistan Limited**

In accordance with Sections 96 and 131 of the Securities Act, 2015 and Clause 5.6.1 of the Rule Book issued by the Pakistan Stock Exchange Limited ("PSX"), Sanofi-Aventis Pakistan Limited (the Company) hereby conveys the following information:

This is in continuation of our earlier letters dated April 28, 2022 and December 20, 2021 regarding the proposed acquisition of the entire shareholding held by Sanofi Foreign Participations B.V (**Seller**) in the Company (being approximately 52.87% of the issued ordinary share capital of the Company) from Sanofi Foreign Participations B.V by an Investor Consortium led by Packages Limited (**Transaction**).

Packages Limited has made an announcement that the Transaction has been executed today i.e. April 28, 2023 in accordance with the contract agreed between the Seller and Packages Limited, accordingly, we are enclosing herewith a form containing details of completion of the Transaction on April 28, 2023. The said disclosure form as required under S.R.O. 143/(1)/2012 dated December 05, 2012 read with Sections 96 and 131 of the Securities Act, 2015 is also enclosed as **Annexure A** hereto.

You are requested to disseminate the information to the TRE Certificate Holders of the Exchange accordingly.

Yours sincerely,

  
**Mir Zulfikar Hussain Khan**  
Company Secretary

Encl: **As Above**

**sanofi-aventis Pakistan limited**

Plot No. 23, Sector No. 22, Korangi Industrial Area, Karachi-74900, Pakistan  
PABX: +92-21-35060221-35 Fax: +92-21-35060358 Web: sanofi.com.pk



Annexure - A

**DISCLOSURE FORM**  
**IN TERMS OF SECTIONS 96 AND 131 OF THE SECURITIES ACT, 2015**

Name of Company	Sanofi-Aventis Pakistan Limited
Date of Report	28 April 2023
Name of Company as specified in the Memorandum	Sanofi-Aventis Pakistan Limited
Company's Registered Office	Plot No. 23, Sector-22, Korangi Industrial Area, Karachi
Contact Information	Tel: +92 21 35060221-35

**Disclosure of material information by listed company in terms of Section 96 and 131:**

This is in continuation of our earlier letters dated April 28, 2022 and December 20, 2021 regarding the proposed acquisition of the entire shareholding held by Sanofi Foreign Participations B.V (**Seller**) in Sanofi-Aventis Pakistan Limited (**the Company**) (being approximately 52.87% of the issued ordinary share capital of the Company) from Sanofi Foreign Participations B.V by an Investor Consortium (**Transaction**). The Investor Consortium is comprised of Packages Limited, IGI Investments (Private) Limited and affiliates of Arshad Ali Gohar Group. The Investor Consortium is led by Packages Limited.

Packages Limited has made an announcement that the Transaction has been executed today i.e., April 28, 2023 upon completion of all contractual conditions and compliance with applicable corporate and regulatory requirements including a mandatory tender offer under the provisions of the Securities Act, 2015 and the Listed Companies (Substantial Acquisitions of Voting Shares and Takeovers) Regulations, 2017 (**Takeover Laws**). Under the terms of the Transaction, Packages Limited has acquired an approx. 35% equity stake in the Company at a negotiated purchase price of Rs. 940 per share amounting to approx. Rs. 3,173.13 million (excluding transaction costs) in accordance with the terms of the Share Purchase Agreement. The remaining shareholding i.e. approx. 17.87% has been taken up by other members of the Investor Consortium on similar terms in accordance with the Share Purchase Agreement. In addition, Packages Limited also acquired a 6.07% shareholding in the Company at such price and subject to such terms and conditions as are applicable under the mandatory tender offer in accordance with the applicable Takeover Laws. Following completion of the Transaction, Packages Limited now holds approx. 41.07% of the issued ordinary share capital of the Company and the remaining members of the Investor Consortium now hold approx. 52.86% of the issued ordinary share capital of the Company.

Sanofi-Aventis Pakistan Limited is a public limited company, listed on the Pakistan Stock Exchange and is principally engaged in the manufacturing and selling of pharmaceutical, consumer healthcare products and vaccines.

Pursuant to the requirements of the Securities Act, 2015, the Company has duly caused this form/statement to be signed on its behalf by the undersigned hereunto duly authorized.

For and on behalf of  
SANOFI-AVENTIS PAKISTAN LIMITED

**Mir Zulfiqar Hussain Khan**  
Company Secretary

**sanofi-aventis Pakistan limited**

Plot No. 23, Sector No. 22, Korangi Industrial Area, Karachi-74900, Pakistan  
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