



May 6, 2022

The General Manager

Pakistan Stock Exchange Limited
Stock Exchange Building,
Stock Exchange Road,
Karachi

Dear Sir,

Sub: Disclosure of Price Sensitive Information – Proposed Investment in sanofi-aventis Pakistan Limited (Company)

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"), this is in continuation of our earlier letter dated April 28, 2022, in which we informed that an investor consortium led by Packages Limited announced that it has finalized the purchase price and terms and conditions of the Proposed Transaction between the investor consortium and Sanofi Foreign Participants B.V., upon conclusion of due diligence.

On April 29, 2022, the management of Sanofi Foreign Participations B.V. ("Sanofi") has informed sanofi-aventis Pakistan limited (the "Company") that Sanofi and an investor consortium comprised of Packages Limited, IGI Investments (Private) Limited and affiliates of Arshad Ali Gohar Group, and being led by Packages Limited (collectively, the "Consortium") have executed a binding Share Purchase Agreement (the "SPA") for the sale by Sanofi to the Consortium of all 52.87% shares (the "Sale Shares") held by Sanofi in the Company (the "Transaction").

Under the terms of the SPA, the Consortium agreed to purchase the Sale Shares for a cash consideration of PKR 4,793,500,860, representing PKR 940 per share on a fully diluted basis. As part of the Transaction, the parties have also agreed on a number of commercial and staff protection arrangements.

Closing of the Transaction is subject to customary closing conditions, including relevant approvals by regulatory authorities, completion by the Consortium of a mandatory tender offer under Pakistan's takeover laws, and approval by the shareholders of the Company of certain Transaction related matters. Inherently, the timing of the closing of the Transaction is dependent on fulfilment of a number of regulatory and contractual conditions, however, it is expected that the closing of the Transaction may occur by Q1-2023.

Reacting to the announcement of the signing of the SPA, Dr. Asim Jamal (CEO, sanofi-aventis Pakistan limited) said:

"While there is still a long way to go before the process concludes, this is a very important milestone to show our commitment to ensure the continued availability of our medicines and vaccines for patients in Pakistan, now and in the future. I am proud to be leading a loyal, committed team whose value and experience will be paramount through this transition to an exciting new chapter in the life of the Company."

B

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



A disclosure form as required under S.R.O. 143/(1)/2012 dated December 5, 2012 read with Sections 96 and 131 of the Securities Act, 2015 is also enclosed as an Annexure hereto.

You are requested to disseminate the information to the Members of the Exchange accordingly.

Yours sincerely,

Muhammad Abu Bakar Siddiq
Company Secretary
Encl: As above

- Cc: (i) **Executive Director/HOD**, Offsite-II Department, Supervision Division, Securities & Exchange Commission of Pakistan, 63, NIC Building, Jinnah Avenue, Blue Area, Islamabad
(ii) **Director/HOD**, Company Law Division, Securities & Exchange Commission of Pakistan, NIC Building, Jinnah Avenue, Blue Area, Islamabad; and
(iii) **Company Registration Office**, Securities & Exchange Commission of Pakistan, 4th Floor, State Life Building No. 2, Wallace Road, Karachi

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SANOFI

DISCLOSURE FORM

INTERMS OF SECTIONS 96 AND 131 OF THE SECURITIES ACT. 2015

Name of Company	sanofi-aventis Pakistan Limited
Date of Report	May 6, 2022
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 price sensitive / inside information by listed company in terms of Section 96 and 131:

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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.

Intimation of decision of the listed company to delay disclosure of inside information in terms of Section 96(4).

NIL

sanofi-aventis Pakistan limited

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- Disclosure of inside information by listed company where the listed company or person acting on its behalf discloses inside information to third party in terms of Section 131.

NIL

- Disclosure of transactions conducted by persons discharging managerial responsibilities within a listed company or persons closely associated with them.

NIL

For and on behalf of
sanofi-aventis Pakistan Limited

Muhammad Abu Bakar Siddiq
Company Secretary

sanofi-aventis Pakistan limited

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