

ACCEPTANCE LETTER

Manager to the Offer

Alpha Beta Core Solutions (Pvt.) Limited
21-C, Street 01, Saba Commercial Lane, Phase V, DHA, Karachi, Pakistan
Contact: +92 21 37299096

Subject: Irrevocable Acceptance of Offer to Purchase Shares of ZIL Limited (“ZIL” or the “Company”)

Dear Sir,

Reference is made to the Offer Letter dated March 16, 2023 (“Offer Letter”) received from Alpha Beta Core Solutions (Pvt.) Limited (“**Manager to the Offer**”) on behalf of New Future Consumer International General Trading LLC (hereinafter referred to as the “**Acquirer**”) pursuant to the Public Announcement of Offer made by the Acquirer to purchase **1,752,728** ordinary shares representing **28.6%** of the total issued and paid up ordinary share capital of ZIL Limited.

I / we, the undersigned, do hereby communicate my / our Irrevocable Acceptance of the offer made by the Acquirer with respect to the sale to the Acquirer of the shares of ZIL tendered below (“tendered shares”) at PKR 340 per ordinary share (the “Offer Price”) on the terms and conditions set out in the Offer Letter and the Securities Act, 2015 (the “**Act**”) and The Listed Companies (Substantial Acquisition of Voting Shares and Takeovers) Regulations, 2017 (“**Takeover Regulations**”).

Details of my/our shareholding in the Company is/are as under

1. Shareholder Details		1.1. Joint Registered Holders (if any)	
Name: _____ (As shown on the share certificate/CDC account title) Address: _____ _____ _____ Telephone #: _____ Email: _____ CNIC/ NTN No. _____ (CNIC No. for individuals and NTN No. for corporates) UIN No. _____ (For Corporates only)	1. Name: _____ (As shown on the share certificate/CDC account title) 2. Name: _____ (As shown on the share certificate/CDC account title)		
2. Share Details			
a) No. of shares to be tendered			
b) Form of Shares (Please tick and fill the appropriate boxes)			
Physical Shares	Folio#	Certificate#	
<input style="width: 100%; height: 20px;" type="text"/>	<input style="width: 100%; height: 20px;" type="text"/>	<input style="width: 100%; height: 20px;" type="text"/>	

CDC <input style="width: 100%; height: 20px;" type="text"/>	Participant ID – Sub Account # <input style="width: 100%; height: 20px;" type="text"/>	Investor Account# <input style="width: 100%; height: 20px;" type="text"/>
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3. Signatures

Signatures of Individuals or Director/Secretary along with company stamp for Companies

1. _____ 2. _____ 3. _____

4. Required documents to be attached with Letter of Acceptance

- a) For Individual Applicants
 - 1. An attested copy of Computerized National Identity Card
 - 2. Original Share Certificate and verified Transfer Deeds (for physical shares only) (attached as Annexure-A)
 - 3. Share splitting authorization letter (for physical shares only) (attached as Annexure-B)
 - 4. Authority Letter to pick-up excess shares through a representative (for physical shares only) (attached as Annexure-C) (if a separate person is to be given authority)
 - 5. Copy of CDC transfer slips (for CDC Shares only)
- b) For Corporate Applicants
 - 1. Certified Memorandum and Articles of Association
 - 2. A certified copy of Certificate of Incorporation
 - 3. Certified copies of Computerized National Identity Card(s) of the signatories
 - 4. Certified copy of Board Resolution authorizing persons to sell the shares with specimen signature of such authorized persons
 - 5. Original Share Certificates and verified Transfer Deeds (for physical shares only) (attached as Annexure-A)
 - 6. Share splitting authorization letter (for physical shares only) (attached as Annexure-B).
 - 7. Authority Letter to pick-up excess shares through a representative (for physical shares only) (attached as Annexure-C) (if a separate person is to be given authority)
 - 8. Copy of CDC Transfer Slips (for CDC shares only)
 - 9. Copy of NTN Certificate

I/We confirm understand and acknowledge that if this Letter of Acceptance is furnished without the requisite documents, the same may be rejected by the Manager to the Offer as being incomplete and invalid.

**ANNEXURE A
TRANSFER DEED**

****only to be filled by Shareholders submitting physical shares ****

Folio No. _____ Application No. _____ Certificate/s No _____

Form of Transfer of Shares
(First Schedule to the Companies Act, 2017)

The Company Secretary

ZIL Limited
Karachi

I/We _____ s/d/w/o _____ r/o _____
_____ (hereinafter called "the transferor") in consideration of the sum of _____ rupees _____ paid to me / us by _____ s/d/w/o _____ hereinafter called the transferee(s), do hereby transfer to the said transferee(s) _____ the _____ share (or shares) with distinctive numbers from _____ to _____ inclusive, in the _____, to hold unto the said transferee(s), his / her / their executor(s), administrator(s) and assigns, subject to the several conditions on which I / we held the same at the time of execution hereof, and I / we the said transferee(s), do hereby agree to take the said share (or shares) subject to the conditions aforesaid.

As witness our hands this _____ day of _____

Signature _____
Transferor (seller)
Full Name _____
Father's / Husband's Name _____
CNIC no. _____
Enclosed: Photocopy of CNIC
(in case of foreigner, Passport #) _____
Nationality _____
Occupation _____
Residential Address _____

Cell No _____
Landline _____
Email Address- _____

Signature _____
Transferee (buyer)
Full Name _____
Father's / Husband's Name _____
CNIC no. _____
Enclosed: Photocopy of CNIC
(in case of foreigner, Passport #) _____
Nationality _____
Occupation _____
Residential Address _____

Cell No _____
Landline _____
Email Address _____

Witness 1
Signature _____ Dated _____
Name: _____
CNIC: _____
Enclosed: Photocopy of CNIC
Full Address: _____

Witness 2
Signature _____ Dated _____
Name: _____
CNIC: _____
Enclosed: Photocopy of CNIC
Full Address: _____

Bank Account Details of Transferee for Payment of Cash Dividend (Mandatory in case of a listed company or optional for any other company) It is requested that all my cash dividend amounts declared by the company, may be credited into the following bank account:

Transferee Details	
International Bank Account Number (IBAN) - Mandatory	PK
Bank's Name	
Branch Name and Address	

It is stated that the above mentioned information is correct and that I will intimate the changes in the above mentioned information to the Company and the concerned Share Registrar as soon as these occur.

Signature of Transferee(s)

“Annexure B”

Share splitting Authorization Letter

****Only to be filled by shareholders submitting physical shares****

Date: _____

The Manager to the Offer
Alpha Beta Core Solutions (Pvt.) Limited
21-C, Street 01, Saba Commercial Lane, Phase V, DHA, Karachi, Pakistan
Contact: +92 21 37299096

Subject: Public Offer Authorization to split Shares Certificate(s)

Dear Sir,

Pursuant to my irrevocable acceptance, with respect to the Public Offer by New Future Consumer International General Trading LLC (hereinafter referred to as the “**Acquirer**”) to purchase ordinary shares of ZIL Limited (“**ZIL**” or the “**Company**”), submitted to Alpha Beta Core Solutions (Pvt.) Limited (“**ABC**”) as the Manager to the Offer, please find enclosed herewith _____ shares of ZIL in physical form. If the Public Offer is oversubscribed, I/we authorize you to split the share certificates pro-rata in the denominations determined by Alpha Beta Core Solutions (Pvt.) Limited.

Share Certificate Number to be Split _____¹

Total Shares to be allocated to Acquirers _____

Total Shares to be returned to me/us _____

Name (s): _____

Signature(s): _____

Folio #: _____

Enclosed: Original Share Certificate(s)
Verified Transfer Deed(s)

¹ Blanks will be filled by ABC

“Annexure C”

Authority Letter for pick up of excess shares

****Only to be filled by shareholders submitting physical shares****

Date: _____

The Manager to the Offer
Alpha Beta Core Solutions (Pvt.) Limited
21-C, Street 01, Saba Commercial Lane, Phase V, DHA, Karachi, Pakistan
Contact: +92 21 37299096

Subject: Authorization to pick-up excess physical shares

Dear Sir,

This is with reference to the _____ physical ordinary shares of ZIL Limited (“ZIL” or the “Company”) submitted by me / us to Alpha Beta Core Solutions (Pvt.) Limited (as the Manager to the Offer) pursuant to the Public Offer by New Future Consumer International General Trading LLC (hereinafter referred to as the “Acquirer”), to purchase the shares of ZIL Limited.

I, _____, holding CNIC No. _____, (OR [insert name of company], duly incorporated under the laws of Pakistan and having its registered office at _____) hereby authorize _____, holding CNIC No. _____, to pick up on my / our behalf, from Alpha Beta Core Solutions (Pvt.) Limited, 21-C, Street 01, Saba Commercial Lane, Phase V, DHA, Karachi, Pakistan, any left-over physical shares of ZIL that were not purchased by the Acquirer under the Public Offer and continue to be owned by me / us.

Name (s): _____

Signature(s): _____

Enclosed: Copy of CNIC of Shareholder
Copy of Board Resolution / Power of Attorney in favor of assignee, if shareholder is a body corporate
Copy of CNIC of Assignee