



Da Afghanistan Bank
Financial Supervision Department

Application of Change in Control

1. Identify:

- (a) Name and address of proposed acquirer(s):

(If an individual, provide last name, first name, and middle name; if a corporation or other entity, provide the full legal name and the type of organization, for example, ABC Company, a corporation, or ABC, a partnership)

(Name)

(Street Address)

(City)

(Province)

- (b) Name and address of depository institution or holding company whose shares are to be acquired:

(Name)

(Street Address)

(City)

(Province)

- (c) Name, title, employer, address, telephone number, fax number, and e-mail address of the person to whom inquiries concerning this application may be directed:

(Name)

(Title, Employer)

(Street Address)

(City)

(Province)

(Tel. Number)

(Fax Number)

(E-mail address)

2. Bank shares owned by applicant:

(a) State the total number of outstanding shares of such banking institution and the percentage of such shares, owned by:

i. The applicant, _____; and (ii) Each affiliate of the applicant, _____;

3. For each class of voting shares of the depository institution or holding company to be acquired, provide the total number of voting shares:

(a) Premium _____;

(b) Ordinary _____;

(c) Total Shares _____;

4. Indicate:

(a) The purchase price(s) per share of shares to be acquired AFN _____;

(b) Total purchase price for the entire proposed transaction AFN _____;

5. Provide the following information:

Name of Each Acquirer	Total Purchase Price (AFN)	Source(s) & amount of Fund
Total		

(a) If cash funds will be used, provide copies of checking, savings, or any other account statements. If assets will be liquidated, list those assets and provide a copy of the documents that can verify the timing of such transaction and the amount of the anticipated proceeds.

(b) If any portion of the funds (or other consideration) for the acquisition will be borrowed, indicate the name of each borrower, name and address of each lender, amount financed, collateral to be pledged, and terms of the transaction, including interest rates, amortization requirements, guarantors, and any other arrangements, agreements, and understandings between and among the parties. If applicable, submit a copy of any loan commitment letter.

(c) Indicate the means through which the borrowed funds will be repaid. Provide details if the acquirer will rely on salaries, dividends, fees, or other funds from the depository institution or holding company to be acquired.

6. Provide the following information regarding the parties from who such shares are to be acquired:

Name of Each Seller	No. of Existing Shares	No. of Shares to be sold	No. of Shares After completion of acquisition
Total			
Total as % of total Shares outstanding			

7. Describe in detail any plans or proposals that any acquirer may have to: (a) liquidate the depository institution or holding company to be acquired, (b) sell its assets, (c) merge it with any company, or (d) make any other significant change in its business strategy or corporate structure.
8. Describe the purpose or purposes of the acquisition or proposed acquisition of control and the changes, if any, which applicant intends to make in the management and policies of the banking institution.
9. If changes are contemplated in the board of directors or senior executive officers of the depository institution or holding company to be acquired, provide a current and pro forma list of officers and directors and Bio data for each.
10. For each acquirer, indicate if any acquirer directly or indirectly owns, controls, or has power to vote 10 percent or more of any class of voting securities or other voting equity interests of any other depository institution or holding company, with following details:

Name of Acquirer	Name & address of each business	Percentage of Ownership	Line(s)of Business	Date of Operation

11. The description of the business should include, but not be limited to, the following:
 - i. a discussion of the general development of the business over the past two years;
 - ii. a description of the principal services or products and any significant change therein during the past two years;
 - iii. a list of each customer, or group of related customers, which accounts, either singly or in the aggregate, for 10 percent or more of the gross revenues of the business. Indicate whether such customers are directly or indirectly related to or affiliated with the applicant or its affiliates, and if so, how;
 - iv. a list of the major suppliers of the business. Indicate whether such suppliers are directly or indirectly related to or affiliated with the applicant or its affiliates, and if so, how;
 - v. a description of the source of availability of financing, if any, for the business. If any part consists of debt financing, provide the name and address of the lender(s) and describe the maturities and other terms of financing; and
 - vi. a breakdown of the business' gross revenues for the past two years, showing the approximate amount of revenues, before income taxes and extraordinary items, attributable to each line of business which accounted for 10 percent or more of the revenues and/or losses of the business in either of the years covered.
11. Discuss the proposal, including the purpose, terms, and conditions of the acquisition, and the manner in which the acquisition will be made. Summarize and attach copies of all pertinent documents, such as purchase and sale agreements, shareholder agreements.

12. Future financing for the banking institution. Describe all sources of financing which would be available to the applicant for future use in connection with the banking institution and the manner and terms on which it would be available to the applicant.

Financial statements of applicant:

Provide the following financial statements:

1. Personal Net worth, if applicant is natural person;
2. Detailed audited financial statements of the applicant as of the last day of each of the three calendar or fiscal years of the applicant immediately preceding the date of the application;
3. A detailed audited financial statements of the applicant as of the last day of the calendar or fiscal quarter of the applicant immediately preceding the date of the application;

Corporate or partnership documents:

With respect to the applicant, each affiliate and any other significant subsidiary or affiliate of the applicant, provide copies of:

- a. In the case of a partnership, the partnership certificate and all amendments thereto duly certified by an appropriate official of the jurisdiction of organization, and the partnership agreement, with all amendments thereto duly certified by a general partner;
 - b. In the case of a corporation or other entity: (i) the certificate of incorporation, charter or other organizational certificate and all amendments thereto, duly certified by the appropriate official of the jurisdiction of organization; and (ii) a copy of the bylaws, as amended to date, duly certified by an appropriate officer.
- 13.

Certification

This application must be signed by each acquiring party, or by at least two directors, officers, partners, or others authorized to sign on behalf of an acquiring party that is not an individual.

I certify that the information contained in this application has been examined carefully by me and is true, correct, and complete, and is current as of the date of this submission. I acknowledge that any misrepresentation or omission of a material fact constitutes fraud in the inducement and may subject me to legal sanctions.

Signed this ____ day of _____, _____.

Signature

Signature

Print or type name

Print or type name

Title (if applicable)

Title (if applicable)