

Ethiopian Capital Market Authority

Cover letter for a registration statement application

Part I: Introduction

Pursuant to the Capital Market Proclamation 1248/2021 & Public Offering and Trading of Securities Directive No. 1030/2024, Ethio Capital Solutions is hereby submitting a registration statement on behalf of **Berhan Bank S. C.** to the Authority for registration of its securities. The issuer's information and details of the registration statement are presented as follows:

PART II: Profile of issuer

- Name of Issuer: **Berhan Bank S.C**
- Sector: **Financial Institution (Bank)**
- Total Authorized Share Capital: **ETB 10,000,000,000**
- Total subscribed share capital: **ETB 6,328,419,000**
- Total Paid-up Share Capital: **ETB 6,328,419,000**
- Share Price: **ETB 1,000**
- Number of Shareholders: **23,580**

PART III: Main Registration Related Information

- **Type of Registration:**
 - ☐ Registration of existing securities only
 - ☐ Registration of new securities only
 - ☒ Registration of existing securities and a new public offer
- Number of existing Securities to be Registered: **6,328,419**
- Total value of existing securities to be registered: **ETB 6,328,419, 000**
- **New Public Offer (if applicable):** _____
 - o Number of shares to be offered: **3,447,494**
 - o Offer price per share (In ETB): **ETB 1,065**
 - o Total amount to be raised (in ETB): **ETB 3,671,581,000**



- **Trading Arrangements:**

☐ Listing

☒ Over the Counter (OTC)

Part IV: List of accompanying documents submitted

As per the Public Offering and Trading of Securities Directive No. 1030/2024 Article 8, this Registration Statement filed with the Authority includes the prospectus and accompanying documents as indicated hereunder:

No.	Document	Attached	Not Attached	Remark
1	Letter signed by an authorized officer / TA	☒	☐	
2	Evidence of payment of Fee	☒	☐	
3	Commercial Registration Certificate	☒	☐	
4	Business License / Investment permit	☒	☐	
5	Authenticated MOA	☒	☐	
6	Other incorporation documents and amendments regarding shareholders, BOD or Capital	☒	☐	
7	Tax Documentation	☒	☐	
8	Certified copies of resolution(s) of the shareholders/BOD authorizing the offer of the securities	☒	☐	
9	Certified copy of the resolution(s) of shareholders passed at the EGM authorizing the increase in capital or the issuance of securities, as applicable	☒	☐	

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10	A certified copy containing the details of BOD	☒	☐	
11	A no-objection letter from primary regulator	☒	☐	
12	Annual Report for the preceding 3 years (signed by Chairman of BOD), disclosing the following information:	☒	☐	
	Audited Financial Statements	☒	☐	
	An interim financial statement of the Issuer reviewed under the prevailing auditing standard by an External Auditor (if the latest audited annual financial statement is dated more than 6 months)	☒	☐	
	The amount of capital of the company showing the issued and paid-up capital	☒	☐	
13	Valuation Report issued by TA	☒	☐	
14	Summary and copies of material contracts	☒	☐	
15	A schedule of pending claims and litigation affecting the issuer or a declaration of absence of such claims/litigation if there are none	☒	☐	
16	An external legal opinion	☒	☐	
17	A summary and copies of agreements with Underwriters, TAs, and other agreements entered into with professional	☒	☐	

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	parties in respect to the securities being registered			
18	A written consent of Experts (for expert statement included in a prospectus /Art. 39/)	☒	☐	
19	A schedule of estimated expenses and fees payable to all external Professional Parties related to the registration and offer	☒	☐	
20	Evidence of an Escrow Account opened for the subscription monies in a financial institution licensed by NBE	☒	☐	
21	Where the Prospectus indicates that the security is to be Traded on OTC:	☒	☐	
	In the absence of a provisional approval, a clear indication of the status, required steps to obtain a Listing and how it will meet the listing requirements of the Securities Exchange.	☐	☐	
22	Any other additional documents			

Part V: Declaration

We hereby confirm that the prospectus, all enclosed documents, and the information provided have been prepared in compliance with the Capital Market Proclamation 1248/2021 and the Public Offering and Trading of Securities Directive No. 1030/2024, and that they are timely and complete.

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Name of the Responsible Person: Habtamu Eshetu

Title/ Position: Chief Executive Officer (CEO)

Organization: Ethio Capital Solutions PLC

Signature:



Date: July 13, 2026

Company Seal:

