PAKISTAN STOCK EXCHANGE

NOTICE

PSX/N- 1110 Dated: September 10, 2026

LISTING OF RATED, UNSECURED, SUBORDINATED, PRIVATELY PLACED SUKUK CERTIFICATES OF PKR 7,000 MILLION OF FAYSAL BANK LIMITED

Pakistan Stock Exchange Limited is pleased to notify the listing of Rated, Unsecured, Subordinated, Privately Placed Sukuk Certificates ("Sukuks") of PKR 7,000 Million of Faysal Bank Limited (the "Bank") on the Exchange w.e.f. **Monday, September 14, 2026** pursuant to Chapter 5C of PSX Rule Book, i.e. "Privately Placed Debt Securities' Listing Regulations". Trading in the Sukuks will commence from **Tuesday, September 15, 2026,** through PSX provided trading platforms and will be settled through National Clearing Settlement System (NCSS) on T+1 basis.

The Sukuks have a tenor of up to 10 years from the Issue date and offer a floating coupon rate of 6 months KIBOR plus 45 bps. Pak Oman Investment Company Limited is acting as the Investment Agent. Only **Qualified Institutional Buyers (QIBs)**, as defined in Chapter 5C of the PSX Rule Book, are allowed to trade in the Sukuks of the Company. The Market Lot will be one certificate of face value of PKR 1,000,000/- each. The Registrar/Transfer Agent for the Sukuks of the Bank is CDC Share Registrar Services Limited whose contact details are given below:

- Address: CDC House, 99-B, Block-B, S.M.C.H.S., Main Shahrah-E-Faisal, Karachi.
- Tel No: 0800-23275
- URL: www.cdcrsl.com

The National Clearing Company of Pakistan Limited has assigned the Security Symbol **"FABLSC"** to the Sukuks of the Bank.

The Term Sheet of the Issue is attached for the information of all concerned.

Syed Ahmad Abbas
Head of Business Development & Listing

Copy to:
HOD, PMADD, SMD - SECP
Head of Operations – Central Depository Company of Pakistan Limited
Head of Operations – National Clearing Company of Pakistan Limited
President & CEO – Faysal Bank Limited
PSX Website

TERM SHEET

Rated, Unsecured, Subordinated, Privately Placed, DSLR Listed, Tier II Capital Qualifying Long-term Sukuk Issued by Faysal Bank Limited

Date: August 20, 2026

Issuer	Faysal Bank Limited ("**FBL**", "**Bank**", "**Issuer**" or the "**Mudarib**")
Transaction / Instrument / Issue	Rated, Unsecured, Subordinated, Privately Placed, DSLR Listed, Tier II Capital Qualifying Long-term Sukuk issued as an instrument of Redeemable Capital under Section 66 of the Companies Act, 2017 and as conferred in Pakistan Stock Exchange's Privately Placed Debt Securities Listing Regulation, Sukuk (Privately Placed) Regulation, 2023 and Private Placement of Securities, 2017
Type of Instrument	The Sukuk shall be issued based on a Mudaraba structure. The Sukuk Holders shall act as the Rab-ul-Maal, and the Bank shall act as the Mudarib.
Financial Advisor & Arranger	Arif Habib Limited ("**AHL**" or the "**Advisor**")
Issue Amount	PKR 7,000 million
Face Value Per Certificate	PKR 1,000,000/- (Pak Rupees One Million)
Issue Date	25th May, 2026
Maturity Date	25th May, 2036
Purpose	The funds raised through the Instrument will contribute towards the Bank's Regulatory Capital (i.e. for the Bank's Capital Adequacy Ratio (CAR) requirements and not for the Bank's Minimum Paid-up Capital (net of losses) (MRC) requirements) as per the Basel III Guidelines set by the SBP. The proceeds from the Instrument will be utilized for the Bank's on-going banking operations as permitted by its Memorandum of Association.
Tenor	Up to 10 years from the Issue Date
Expected Profit Rate	6 Month KIBOR + 45 bps The Base Rate is defined as the Karachi Inter-Bank Offered Rate ("KIBOR") prevailing on the Base Rate setting date. The Base Rate will be set for the first profit payment on the Issue Date and for each subsequent semi-annual profit payment on the day immediately preceding the start of each semi-annual period.
Mudarabah Income Distribution	The profits and losses arising from the pool shall be managed in accordance with Mudarabah Rules and SBP Pool Management Guidelines. The Bank will assign weightages to the Sukuk, in accordance with the applicable

	instructions of SBP, prior to the Issue Date and thereafter prior to the start of each semi-annual period.
Profit Payment Frequency	Semi-annually
Principal Redemption	Sukuk will be redeemed in bullet
Security	The instrument will be unsecured
Form of Issuance	Sukuk Certificates will be issued in the form of scrip less securities at face value
Shariah Structure	The Sukuk will be structured on the basis of Mudarabah. The Sukuk holders will be Rab-ul-Maal and the Bank shall act as the Mudarib and invest the proceeds in the General Pool of the Bank under the Mudarabah Agreement entered into between the Bank and Sukuk holders.
Call Option	The Bank may call the Sukuks with prior approval of SBP on or after five years from the Issue Date
Put Option	No Put Option shall be available to the investors
Lock-In Clause	As per the lock-in clause requirement for Tier 2 Issues (Para 12 of Annexure 3 of BPRD Circular # 6 of 2013), neither profit nor principal will be payable (even at maturity) in respect of the Sukuk, if such payment will result in a shortfall in the Bank's Minimum Capital Requirement or Capital Adequacy Ratio or results in an increase in any existing shortfall in Minimum Capital Requirement or Capital Adequacy Ratio.
Sub-ordination Clause	In the event of occurrence of the Point of Non-Viability (PONV) as determined by SBP, the Mudarabah relationship between the Bank and the Sukuk Holders shall be terminated and the Sukuk proceeds shall be immediately converted into Common Shares, making the Sukuk subordinated to all other indebtedness of the Bank including depositors. The claims of the investor will rank in case of going concern as well as gone concern (in case the Sukuk are not already converted into the common share of the Bank) basis (i.e.) Sukuk holders are part of general pool: (a) superior to the claims of ordinary shareholders; and (b) pari-passu without preference amongst Sukuk holders
Loss Absorbency Clause	The Sukuk will be subject to Loss Absorbency, under which the Sukuk, at the option of the SBP, will be fully and permanently converted into common shares upon the occurrence of a non-viability trigger event (the "PONV") as determined by SBP or for any other reason as may be directed by SBP. The conversion pricing formula will be linked to the market value of the common shares and fair value of Sukuk on or before the date of PONV trigger event. In accordance with the requirement of the Circular, the Bank has decided to cap the maximum number of shares to be issued at the time of conversion into common shares, upon occurrence of point

	of non-viability (PONV) or such other event as maybe required by the State Bank of Pakistan at 107,000,000 number of shares.
Investors List	As per Annexure – I
Entity rating	Long term 'AA+' and short-term 'A1+' by Pakistan Credit Rating Agency ("PACRA") Long term 'AA+' and short-term 'A1+' by VIS Credit Rating Company Limited ("VIS")
Preliminary Instrument Rating	AA
Listing	The Issue will be subsequently listed under Chapter 5C of the PSX Rulebook - Privately Placed Debt Securities Listing Regulations of the Pakistan Stock Exchange
Investment Agent	Pak Oman Investment Company Limited
Name and Address of the Registered Officer of the Issue/Investment Agent	Pak Oman Investment Co. Limited Address: First Floor, Tower A, Finance & Trade Centre, Shahra-e-Faisal, Karachi Contact Person: Tariq Hasan Phone: 021-35630970 Email: tariq.hasan@pakoman.com
Name and Address of the Registered Office of the Financial Advisor & Arranger	Arif Habib Limited Address: 2/F, Arif Habib Centre, 23, M.T. Khan Road, Karachi Contact Person: Naveed Said Phone: 021-38280224 Email: naveed.said@arifhabibltd.com
Transaction Legal Counsel	Mohsin Tayebaly & Co.
Shariah Advisor	Mufti Abdul Basit **(SECP/IFD/SA/192)**
Contact Details of Shariah Advisor	Mufti Abdul Basit Resident Shariah Board Member Faysal Bank Limited Phone: 021-32795430 Email: AbdulBasit@faysalbank.com
Compliance Officer of the Issuer	Abadullah Chief Compliance Officer Faysal Bank Limited Phone: 021-32795463 Email: Abad@faysalbank.com
Address of the Registered Office of the Issuer	Faysal House, ST-2, Main Shahrah-e-Faisal, Karachi

Transferability	The Sukuk Certificates shall be inducted into the Central Depository System of Central Depository Company of Pakistan Limited and shall be transferred in accordance with the Central Depositories Act, 1997 and CDC Regulations
Governing Law	Laws of the Islamic Republic of Pakistan

For and on behalf of **Arif Habib Limited**

Farhan Rizvi
Managing Director, Investment Banking

For and on behalf of **Faysal Bank Limited**

Tanveer Khatri
Chief Financial Officer
Faysal Bank Limited

ARIF HABIB LIMITED

faysalbank

Annexure – I

S. No.	Subscribers	Amount (PKR Mn)	Subscription Percentage
1	Meezan Islamic Income Fund	700	10.00%
2	Meezan Tahafuz Pension Fund – Debt Sub Fund	500	7.14%
3	Pak China Investment Company Limited (PCICL)	800	11.43%
4	Bank AL Habib Limited	1,050	15.00%
5	MCB Islamic Bank Ltd	800	11.43%
6	Pak Qatar General Takaful Limited	30	0.43%
7	CDC Trustee Pak Qatar Asset Allocation Plan IA	50	0.71%
8	CDC Trustee Pak Qatar Asset Allocation Plan IIA	612	8.74%
9	CDC Trustee Pak Qatar Income Plan	350	5.00%
10	CDC Trustee Pak Qatar Islamic Pension Fund- Debt Sub Fund	8	0.11%
11	AL Ameen Islamic Income Fund	100	1.43%
12	Al Ameen Islamic Aggressive Income Fund	100	1.43%
13	Al Ameen Islamic Retirement Saving Fund Debt Sub Fund	100	1.43%
14	Allied Bank Limited	1,050	15.00%
15	Jubilee Life Insurance Company Limited	350	5.00%
16	MCB DCF Income Fund	150	2.14%
17	Alhamra Islamic Income Fund	150	2.14%
18	Adamjee Life Assurance Company Limited Mazaaf Fund	100	1.43%
	Total	**7,000**	**100.00%**