

Faysal Bank Limited

Faysal House

ST-02, Shahrah-e-Faisal

Karachi, Pakistan

UAN 021 111 747 747

TEL 021 32795200

FAX 021 32795226



March 5, 2021

The General Manager
Pakistan Stock Exchange Limited (PSX)
Stock Exchange Building,
Stock Exchange Road,
Karachi.

Dear Sir,

Sub: Notice of 26th Annual General Meeting (AGM) of Faysal Bank Limited

In compliance of the Regulation No. 5.6.4(b) of the PSX, we enclose herewith a Notice of 26th AGM of Faysal Bank Limited along with Statement of Material Facts under Section 134 (3) of the Companies Act, 2017 will be held on March 29, 2021 at 11:30 a.m. at Karachi.

You may please inform the TRE Certificate holders of the Exchange accordingly.

Yours truly,

A handwritten signature in black ink, appearing to be "Aurangzeb Amin", written over a horizontal line.

Aurangzeb Amin
Company Secretary &
Head of Legal

Encl: as above

Registered Office

Faysal House stockExch-2.Doc

ST-02, Shahrah-e-Faisal

Karachi, Pakistan.

www.faysalbank.com

NOTICE OF THE TWENTY SIXTH ANNUAL GENERAL MEETING

Notice is hereby given that the 26TH Annual General Meeting (“AGM”) of Faysal Bank Limited (“FBL”) will be held on March 29, 2021 at 11:30 a.m. virtually through video link.

ORDINARY BUSINESS:

1. To confirm the minutes of the 25th Annual General Meeting held on May 14, 2020.
2. To receive and adopt Unconsolidated & Consolidated Financial Statements and Statement of Compliance with Code of Corporate Governance of FBL for the year ended December 31, 2020 together with the Directors’ and Auditors’ Reports thereon.
3. To appoint External Auditors for the ensuing financial year 2021 at Rs. 11,504,000 (excluding out of pocket expenses and sales tax) for the audit fee, review and certifications. The present Auditors, A.F. Ferguson & Company, Chartered Accountants, being eligible, offer themselves for re-appointment.
4. Any other business with the permission of the Chair.

SPECIAL BUSINESS:

5. To approve deletion and addition the following clauses of the Revised Memorandum & Articles of Association (MOA) of the Bank as per State Bank of Pakistan and Securities & Exchange Commission of Pakistan directives and in that connection to pass the following resolutions as Special Resolutions, with or without modification, addition or deletion.

“RESOLVED that the deletion of Clause 117 of the Articles of Association, as mentioned below, as per directives of the State Bank of Pakistan be and hereby is approved as recommended by the Board of Directors.”

“Directors may contract with the Company: Subject to authorization being given by the Directors in accordance with these Articles and Section 183 (2) of the Act, a Director shall not be disqualified from contracting with the Company either as vendor, purchaser or otherwise, nor shall any such contract or arrangement entered into by or on behalf of the Company with any company or partnership in which any Director of the Company shall be a member or partner or otherwise interested be avoided, nor shall any such Director so contracting or being such member or so interested be liable to account to the Company for any profit realized by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established.”

“RESOLVED that the addition of the words “subject to the approval of the State Bank of Pakistan if so required” in the object Clause 3(ii) of Memorandum of Association as per the directives and guidance of the Securities & Exchange Commission of Pakistan, as mentioned below, be and hereby is approved as recommended by the Board of Directors.”

Clause 3 (ii) Memorandum of Association

“Except for the businesses mentioned in sub-clause (iii) here under, the Company shall engage in all the lawful businesses and shall be authorized to take all necessary steps and actions in

connection therewith and ancillary thereto, subject to the approval of State Bank of Pakistan, if so required"

FURTHER RESOLVED "that the Chief Executive Officer and or Company Secretary of the Bank be and are hereby singly authorized and empowered to give effect to the above resolutions effect any amendments as may be required by Regulators and to do all acts, deeds and things that may be necessary or required and to sign such documents and take such steps from time to time as and when necessary".

6. To Consider and approve the amount of remuneration paid to the Non-Executive/Independent Directors of FBL during the year 2020 for attending the Board/Sub-Committees Meetings and in that connection to pass the following resolution as Special Resolution, with or without modification, addition or deletion.

"RESOLVED that the remuneration paid to the Chairman, Non-Executive and Independent Directors of Faysal Bank Limited for attending Board meetings and meetings of the Board Committees i.e. Recruitment, Nomination and Remuneration Committee; Board Risk Management Committee; Board Audit & Corporate Governance Committee; Board Strategy Committee and Board IT Committee as disclosed in Note No. 38.2 of the Annual Audited Unconsolidated Financial Statements of the Bank for the year ended December 31, 2020 is submitted to the shareholders for approval on a post facto basis, be and is hereby approved."

7. To Consider and approve revised scale of Remuneration to be paid to the each Non-Executive/Independent Directors of FBL for attending the Board Sub-Committee Meetings and in that connection to pass the following resolution as an Special Resolution, with or without modification, addition or deletion:

"RESOLVED that the revised scale of the remuneration will be paid PKR 800,000/- to the Non-Executive and Independent Directors as Chairman and Members of all Board Sub-Committees of Faysal Bank Limited and Chairman of the Committee will get 20% additional, is submitted to the shareholders for approval as recommended by the Board of Directors, be and is hereby approved."

8. To transact any other Business with the permission of the Chairman.

Karachi dated: March 05, 2021

By the order of the Board

Aurangzeb Amin

Company Secretary & Head of Legal

Notes:

1. The Share Transfer Books of the Bank shall remain closed from **March 22, 2021 to March 29, 2021** (both days inclusive). Transfer received at the Share Registrar of the Bank, by the close of business on March 19, 2021 will be treated in time.

2. A member entitled to attend and vote at the Meeting may appoint another person as per his/her proxy to attend and vote for him/her provided that a corporation may appoint as its proxy a person who is not a member, but is duly authorized by the corporation. Proxies must be received at the Registered Office of the Bank not later than 11:30 a.m. on March 25, 2021.

3. Participation in the AGM through Video link:

In view of the prevailing situation of Pandemic Covid-19, particularly in the wake of its second wave and concerning the well-being of the participants of the AGM, this General Meeting is being conducted as per guidelines circulated by SECP vide its Circular No. 4 of 2021 dated February 15, 2021. Accordingly, the following arrangements have been made by the Bank to facilitate the participation of the shareholders in the AGM through video link facility, either in-person or through appointed proxies:

The shareholders interested to participate through video link are requested to please provide below information at Email: cdcsr@cdcsrsl.com and Whatsapp No. **0321-8200864** at the earliest but not later than close of business on March 26, 2021.

Folio/CDC Account No.	Name	CNIC No.	Cell No	Email Address

Please note that video link and login credentials will be shared with only those members / designated proxies whose e-mail and other required information are received in required time as mentioned above.

- Video-link for the meeting will be sent to members at their provided email addresses enabling them to attend the meeting on the given date and time.
 - Login facility will be opened thirty (30) minutes before the meeting time to enable the participants to join the meeting after the identification process. Shareholders will be able to login and participate in the meeting proceedings through their devices after completing all the formalities required for the identification and verification of the shareholders.
 - Shareholders may send their comments and suggestions relating to the agenda items of the AGM at least two (2) working days before the meeting, at the given email address cdcsr@cdcsrsl.com WhatsApp on **0321-8200864**. Shareholders are requested to mention their full name, CNIC # and Folio/CDC Account # for this purpose.
 - Shareholders are encouraged to participate in the meeting to consolidate their attendance and participation through proxies.
- 4. Reason to not hold the AGM physically:**
As per the current reports Covid-19 is once again surging in Pakistan. Moreover, the travel restrictions applicable especially to the foreign Directors are still in place. Therefore, keeping in view the SECP Circular No. 6 of 2021 dated March 3, 2021, and to adopt a cautious approach for all the respected shareholders, it has been decided that the instant AGM will be held through electronic means only for which all the necessary facilitations will be provided.

5. CDC Account Holders will further have to follow the under mentioned guidelines as laid down in Circular 1 dated January 26, 2000 issued by the Securities and Exchange Commission of Pakistan.

A. For attending the Meeting:

- i) In case of individuals, the account holder or sub-account holder and/or the person whose securities are in group account and their registration detail are uploaded as per the regulations, shall authenticate his/her identity by showing his/her original Computerized National Identity Card (CNIC) or original passport at the time of attending the Meeting.
- ii) In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of Meeting.

B. For appointing proxies:

- i) In case of individuals, the account holder or sub-account holder and /or the person whose securities are in group account and their registration details are uploaded as per the regulations, shall submit the proxy form as per the above requirement.
 - ii) The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
 - iii) Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
 - iv) The proxy shall produce his/her original CINC or original passport at the time of the Meeting.
 - v) In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature shall be submitted (unless it has been provided earlier) along with proxy form to the Company.
6. Members are required to timely notify any change in their address to their respective Participants (if shares are held electronically) or to the Share Registrar of the Bank (if shares are held in physical form) M/s. CDC Share Registrar Services Limited, CDC House, 99-B, Block-B, S.M.C.H.S., Main Shahrah-e-Faisal, Karachi.

7. Availability of Audited Financial Statements on Company's Website

The Company has placed the Audited Annual Financial Statements for the year ended December 31, 2020 along with Auditor's and Director's Reports thereon on its website: www.faysalbank.com

8. Transmission of Financial Statements to the Members through e-mail

In pursuance of SECP notification S.R.O 787 (I)/2014 dated September 08, 2014, the companies have been allowed to circulate their Annual Balance Sheet and Profit and Loss Account, Auditor's Report and Director's Report (Annual Financial Statements) along with Notice of Annual General Meeting (Notice) through e-mail to the members of the Company. Members desiring to avail this facility may provide the requisite information to the Company Share Registrar, M/s. CDC Share

Registrar Services Limited, CDC House, 99-B, Block-B, S.M.C.H.S., Main Shahrah-e-Faisal, Karachi
for which form may be downloaded from the Company's website: www.faysalbank.com

**STATEMENT OF MATERIAL FACTS UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017 IN
RESPECT OF SPECIAL BUSINESS**

Agenda Item No. 5:

To approve deletion and addition the following clauses of the Revised Memorandum & Articles of Association (MOA) of the Bank as per State Bank of Pakistan and Securities & Exchange Commission of Pakistan directives and in that connection to pass the following resolutions as Special Resolutions, with or without modification, addition or deletion.

The revised Memorandum & Articles of Association (MOA) of Faysal Bank Limited (FBL) in line with the provisions of the Company Act, 2017 and Code of Corporate Governance 2019 were approved by the Shareholders in its 25th Annual General Meeting held on May 14, 2020

Thereafter, the revised MOA was submitted to the State Bank of Pakistan (SBP) for approval under Section 89 of the Banking Companies Ordinance, 1962 for approval. SBP whilst according "No Objection" to the revised MOA directed to delete the Article 117 of the Articles of Association as it was not in consonance with the Prudential Regulations along with seeking approval of the said deletion in the forthcoming AGM of the shareholders.

Also, the Securities and Exchange Commission of Pakistan (SECP) whilst allowing the amended Object Clause 3(ii) of the revised Memorandum of FBL directed to add the words "subject to the approval of the State Bank of Pakistan". The said addition in Clause 3(ii) of the Memorandum has already been affected as per the direction of SECP. However, upon further consideration SECP allowed adding the words "if so required" with the approval of the shareholders.

Accordingly, keeping view the directions of SBP and SECP, the shareholders are requested to consider and approve the below mentioned resolutions:

"RESOLVED that the deletion of Clause 117 of the Articles of Association, as mentioned below, as per directives of the State Bank of Pakistan be and hereby is approved."

"Directors may contract with the Company: Subject to authorization being given by the Directors in accordance with these Articles and Section 183 (2) of the Act, a Director shall not be disqualified from contracting with the Company either as vendor, purchaser or otherwise, nor shall any such contract or arrangement entered into by or on behalf of the Company with any company or partnership in which any Director of the Company shall be a member or partner or otherwise interested be avoided, nor shall any such Director so contracting or being such member or so interested be liable to account to the Company for any profit realized by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established."

"RESOLVED that the addition of the words "subject to the approval of the State Bank of Pakistan if so required" in the object Clause 3(ii) of Memorandum of Association as per the directives and guidance of the Securities & Exchange Commission of Pakistan, as mentioned below, be and hereby is approved."

Clause 3 (ii) Memorandum of Association

“Except for the businesses mentioned in sub-clause (iii) here under, the Company shall engage in all the lawful businesses and shall be authorized to take all necessary steps and actions in connection therewith and ancillary thereto, subject to the approval of State Bank of Pakistan, if so required”

The above resolutions recommended by the Board of Directors in its 139th meeting held on February 18, 2021.

FURTHER RESOLVED *“that the Chief Executive Officer and or Company Secretary of the Bank be and are hereby singly authorized and empowered to give effect to the above resolutions effect any amendments as may be required by Regulators and to do all acts, deeds and things that may be necessary or required and to sign such documents and take such steps from time to time as and when necessary”.*

Agenda Item No. 6:

To Consider and approve the amount of remuneration paid to the Non-Executive/Independent Directors of FBL during the year 2020 for attending the Board/Sub-Committees Meetings and in that connection to pass the following resolution as a Special Resolution, with or without modification, addition or deletion.

RESOLVED *that the remuneration paid to the Chairman, Non-Executive and Independent Directors of Faysal Bank Limited for attending Board meetings and meetings of the Board Committees i.e. Recruitment, Nomination and Remuneration Committee; Board Risk Management Committee; Board Audit & Corporate Governance Committee; Board Strategy Committee and Board IT Committee as disclosed in Note No. 38.2 of the Annual Audited Unconsolidated Financial Statements of the Bank for the year ended December 31, 2020 is submitted to the shareholders for approval on a post facto basis, be and is hereby approved.”*

Agenda Item No. 7:

To Consider and approve revised scale of Remuneration to be paid to the each Non-Executive/Independent Directors of FBL for attending the Board Sub-Committee Meetings and in that connection to pass the following resolution as an Special Resolution, with or without modification, addition or deletion:

Board while considering the significant role to play and work load at the committee level has increased considerably therefore, the Board of Directors recommended increasing the committee fees to PKR 800,000/- in its meeting held on February 18, 2021. Further, the scale of the remuneration is in compliance of SBP Regulations. Accordingly, the members are requested to consider and approve the following resolution as special resolution.

“RESOLVED *that the revised scale of the remuneration will be paid PKR 800,000/- to the Non-Executive and Independent Directors as Chairman and Members of all Board Sub-Committees of Faysal Bank Limited and Chairman of the Committee will get 20% additional, is submitted to the shareholders for approval as recommended by the Board of Directors, be and is hereby approved.”*