

Faysal Bank Limited

Registered Office

Faysal House

Faysal House

UAN +92 21 111 747 747

ST 02 Shahrah-e-Faisal
Karachi, Pakistan

ST 02 Shahrah-e-Faisal
Karachi, Pakistan

TEL +92 213 279 5200

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March 8, 2022

The General Manager

Pakistan Stock Exchange Limited,
Stock Exchange Building,
Stock Exchange Road,
Karachi.

Dear Sir,

Sub: Notice of 27th Annual General Meeting (AGM) of Faysal Bank Limited.

We enclose herewith a Notice of 27th 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, 2022 at 11:00 a.m. at Karachi.

We also enclose herewith newspaper clippings of Daily Business Recorder and Daily Khabrain dated March 8, 2022 (published in Karachi, Lahore & Islamabad editions) regarding publication of the Notice of 27th AGM of Faysal Bank Limited.

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

Yours truly,

Aurangzeb Amir
Company Secretary &
Head of Legal

Encl: as above

NOTICE OF THE TWENTY SEVENTH ANNUAL GENERAL MEETING

Notice is hereby given that the 27TH Annual General Meeting ("AGM") of Faysal Bank Limited ("FBL") will be held on March 29, 2022 at 11:00 a.m. at Jinnah Auditorium, The Institute of Bankers Pakistan, Moulvi Tamizuddin Khan Road, Karachi to transact the following businesses:

ORDINARY BUSINESS:

1. To confirm the minutes of the 26th Annual General Meeting held on March 29, 2021.
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, 2021 together with the Directors' and Auditors' Reports thereon.
3. To consider and approve as recommended by the Board of Directors 10% Final Cash Dividend for the year ended December 31, 2021 in addition to 5% Interim Cash Dividend for the Second Quarter (half year) ended June 30, 2021 already paid to the Shareholders.
4. To appoint External Auditors for the year ending December 31, 2022 till the conclusion of next Annual General Meeting and fix their remuneration. The present Auditors, A.F. Ferguson & Company, Chartered Accountants, being eligible, offer themselves for re-appointment.
5. Any other business with the permission of the Chair.

SPECIAL BUSINESS:

6. **Special Resolution with respect to the conversion of Faysal Bank Limited from a Conventional Bank to Islamic Bank:**

"RESOLVED that as recommended by the Board of Directors of Faysal Bank Limited (the "Bank") in its meeting held on February 23, 2022, in order to empower, enable and facilitate the Bank to complete its conversion from a Conventional Bank to Islamic Bank the Board of Directors of the Bank be and hereby is authorized to take all the necessary decisions and acts for compliance with Shariah guidelines such as but not limited to conversion of different portfolios, businesses, capacity building, and income purification mechanism etc. as it may deem necessary towards the conversion and do all the necessary acts, deeds and things, which may be required under the relevant laws and regulations for obtaining a Islamic Banking License from the State Bank of Pakistan and surrender its conventional banking license and the Board may further delegate its powers and authorities to the management as it may deem appropriate.

7. **To Consider and approve the amount of remuneration paid to the Non-Executive/Independent Directors of FBL during the year 2021 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 of the Annual Audited Unconsolidated Financial Statements

of the Bank for the year ended December 31, 2021 is submitted to the shareholders for approval on a post facto basis, be and is hereby approved."

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

By the order of the Board

Karachi dated: March 7, 2022

Aurangzeb Amin
Company Secretary & Head of Legal

Notes:

1. The Share Transfer Books of the Bank shall remain closed from **March 22, 2022 to March 29, 2022** (both days inclusive). Transfer received at the Share Registrar of the Bank, by the close of business on March 21, 2022 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 11:00 a.m. on March 25, 2022.
3. **The all Shareholders are requested to strictly follow the COVID-19 related SOPs issued by the Provincial and/or the Federal Government.**

4. Participation in the AGM through Video link:

In view of the prevailing situation of Pandemic Covid-19 and concerning the well-being of the participants of the AGM, this General Meeting is being conducted as per guidelines circulated by SECP vide it's 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 28, 2022.

Full Name of Shareholder / Proxy Holder	Company	CNIC Number	Folio / CDC A/c No.	Email ID	Mobile Phone No.
	Faysal Bank Limited				

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.

- a) 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.

- b) 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.
 - c) 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.
 - d) Shareholders are encouraged to participate in the meeting to consolidate their attendance and participation through proxies.
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. Mandatory Requirement for Provision of IBAN and Valid CNIC for payment of Cash Dividend through Electronically:

In compliance with requirements of Companies Act, 2017 and Companies (Distribution of Dividends) Regulation, 2017, the Bank has withheld dividend of those shareholders who have not yet provided correct and complete bank account details including valid IBAN of their own bank accounts.

In order to receive cash dividend(s) withheld by the Bank as stated above, shareholders are requested to contact Bank's Share Registrar at the above given address or Participant / Investor Account Services of Central Depository Company of Pakistan (as the case may be) along with legible copy of their respective valid CNIC and provide their complete and correct bank account details including valid IBAN.

8. Deduction of Withholding Tax:

Please note that the withholding tax will be deducted at the following rate based on "Active Taxpayer List" (ATL) available at FBR website:

- | | |
|---|------|
| 1. Persons appearing in Active Taxpayer List: | 15% |
| 2. Persons not appearing in Active Taxpayer List: | 30%. |

Further, in case of joint shareholders, tax will be deducted as per their ratio/share (if any) intimated by the same to the Bank's Share Registrar, otherwise their shareholding treated as equal.

9. Requirement of Valid Tax Exemption Certificate for Claim of Exemption U/S 150 of Income tax Ordinance 2001:

If the FBL is available with valid exemption certificate issued u/s 159 of Income Tax Ordinance, 2001 or has filed a petition against the FBR for acquiring exemption certificate, in any relevant court, a copy of valid exemption certificate or certified true copy of the Stay Order of Honorable Court along with latest court proceedings (if any) would be required latest by March 21, 2022 in lieu of valid exemption certificate for non-deducting of withholding tax. In case of non-availability of the same or court order, tax shall be deducted accordingly.

10. Deduction of Zakat on Dividend issue:

The Zakat will be deducted from the dividends at source at the rate of 2.5% of the paid-up value of the shares (Rs. 10/- each) under Zakat and Ushr Laws and will be deposited within the prescribed period with the relevant authority. Please submit your Zakat Declaration Form (CZ 50) under Zakat and Ushr Ordinance 1980 & Rule 4 of Zakat (Deduction & Refund) Rules, 1981 to the Bank's Share Registrar. Shareholders who hold shares with participants / CDC are advised to provide the above Forms through the concerned brokers / CDC.

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

The Company has placed the Audited Annual Financial Statements for the year ended December 31, 2021 along with Auditor's and Director's Reports thereon on its website: www.faysalbank.com

12. 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

13. Deposit / Conversion of Physical Shares into Book-Entry Form:

The Securities and Exchange Commission of Pakistan ("SECP") through its letter No. CSD/ED/Misc./2016-639-640 dated March 26, 2021 has advised listed companies to adhere with the provision of the Section 72 of the Companies Act, 2017 (the "Act") requiring all the existing companies to replace shares issued by them in physical form with shares into Book-Entry form in a manner as may be specified and from the date notified by the SECP but not exceeding four (04) years from the date of the promulgation of the Act. Considering the aforesaid directive, FBL has also published a request on dated May 28, 2021 to ensure compliance with requirement of the Act and advised to open Investor Account directly with the Central Depository Company of Pakistan Limited ("CDC") or CDC-Sub-Account with any of the TREC Holder registered with Pakistan Stock Exchange Limited to place their physical shares into Book-Entry form. It will not only to secure the compliance of relevant rules and regulations but will also speed up the process of disbursement of entitlement to the respective shareholders.

14. Claiming of Unclaimed / Unpaid Dividends and Share Certificates:

In compliance of Section 244 of the companies Act 2017, the Bank has already requested through individual letters to shareholders who have not yet claimed their outstanding cash dividends/ bonus shares, Shareholders are once again requested to lodge their claims for cash dividends, right /bonus shares kept with the Share Registrar and Transfer Agent of the Bank on the address given above.

15. Registration on CDC's e-Services Web Portal:

Central Depository Company (CDC) has developed Centralized Cash Dividend Register (CCDR), an e-Services web portal which contains details pertinent to cash dividend paid, unpaid or withheld by listed companies. The CCDR will help to maintain history of dividends paid to shareholder by listed companies and access of all such information will be provided to the respective shareholders. The web portal will facilitate shareholders of listed companies in retrieving detail of cash dividends from centralized register and using the same for their record purposes. Shareholders may access CCDR via <https://eservices.cdcaccess.com.pk> in addition, the Dividend / Zakat & Tax Deduction Report can also be obtained directly from participant (Stock Broker) which has been provided to them on their CDS

terminals. Moreover, shareholders may also receive copy of this report on their provided email addresses.

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

Agenda Item No. 6:

Faysal Bank Limited is moving towards completion stages of its conversion from Conventional Bank to an Islamic Bank. Accordingly, in order to complete the process of conversion the Board of Directors will be required to take certain decisions and carry out acts and deeds which may include certain acts and deeds as may be required by the regulatory authorities. Accordingly, the Members of the Bank are requested to duly empower and authorize the Board of Directors of Faysal Bank Limited by passing the below mentioned special resolutions as recommended by the Board of Directors of the Bank in its meeting held on February 23, 2022:

***"RESOLVED** that as recommended by the Board of Directors of Faysal Bank Limited (the **"Bank"**) in its meeting held on February 23, 2022, in order to empower, enable and facilitate the Bank to complete its conversion from a Conventional Bank to Islamic Bank the Board of Directors of the Bank be and hereby is authorized to take all the necessary decisions and acts for compliance with Shariah guidelines such as but not limited to conversion of different portfolios, businesses, capacity building, and income purification mechanism etc. as it may deem necessary towards the conversion and do all the necessary acts, deeds and things, which may be required under the relevant laws and regulations for obtaining a Islamic Banking License from the State Bank of Pakistan and surrender its conventional banking license and the Board may further delegate its powers and authorities to the management as it may deem appropriate.*

Agenda Item No. 7:

To Consider and approve the amount of remuneration paid to the Non-Executive/Independent Directors of FBL during the year 2021 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 of the Annual Audited Unconsolidated Financial Statements of the Bank for the year ended December 31, 2021 is submitted to the shareholders for approval on a post facto basis, be and is hereby approved."*

NOTICE OF THE TWENTY SEVENTH ANNUAL GENERAL MEETING

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ORDINARY BUSINESS:

1. To confirm the minutes of the 26th Annual General Meeting held on March 29, 2021.
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, 2021 together with the Directors' and Auditors' Reports thereon.
3. To consider and approve as recommended by the Board of Directors 10% Final Cash Dividend for the year ended December 31, 2021 in addition to 5% Interim Cash Dividend for the Second Quarter (half year) ended June 30, 2021 already paid to the Shareholders.
4. To appoint External Auditors for the year ending December 31, 2022 till the conclusion of next Annual General Meeting and fix their remuneration. The present Auditors, A.F. Ferguson & Company, Chartered Accountants, being eligible, offer themselves for re-appointment.
5. Any other business with the permission of the Chair.

SPECIAL BUSINESS:

6. Special Resolution with respect to the conversion of Faysal Bank Limited from a Conventional Bank to Islamic Bank:

"RESOLVED that as recommended by the Board of Directors of Faysal Bank Limited (the "Bank") in its meeting held on February 23, 2022, in order to empower, enable and facilitate the Bank to complete its conversion from a Conventional Bank to Islamic Bank the Board of Directors of the Bank be and hereby is authorized to take all the necessary decisions and acts for compliance with Shariah guidelines such as but not limited to conversion of different portfolios, businesses, capacity building, and income purification mechanism etc. as it may deem necessary towards the conversion and do all the necessary acts, deeds and things, which may be required under the relevant laws and regulations for obtaining a Islamic Banking License from the State Bank of Pakistan and surrender its conventional banking license and the Board may further delegate its powers and authorities to the management as it may deem appropriate.

7. To Consider and approve the amount of remuneration paid to the Non-Executive/Independent Directors of FBL during the year 2021 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.

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

By the order of the Board

Aurangzeb Amin
Company Secretary & Head of Legal

Karachi dated: March 7, 2022

Notes:

1. The Share Transfer Books of the Bank shall remain closed from **March 22, 2022 to March 29, 2022** (both days inclusive). Transfer received at the Share Registrar of the Bank, by the close of business on March 21, 2022 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 11:00 a.m. on March 25, 2022.
3. The all Shareholders are requested to strictly follow the COVID-19 related SOPs issued by the Provincial and/or the Federal Government.
4. Participation in the AGM through Video link:

In view of the prevailing situation of Pandemic Covid-19 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 28, 2022.

Full Name of Shareholder / Proxy Holder	Company	CNIC Number	Folio / CDC A/c No.	Email ID	Mobile Phone No.
	Faysal Bank Limited				

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.

- a) 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.
- b) 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.
- c) 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.
- d) Shareholders are encouraged to participate in the meeting to consolidate their attendance and participation through proxies.

5. CDC Account Holders will further have to follow the under mentioned guidelines as laid down in Circular 1 dated January 26, 2020 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 CNIC 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.

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In compliance with requirements of Companies Act, 2017 and Companies (Distribution of Dividends) Regulation, 2017, the Bank has withheld dividend of those shareholders who have not yet provided correct and complete bank account details including valid IBAN of their own bank accounts.

In order to receive cash dividend(s) withheld by the Bank as stated above, shareholders are requested to contact Bank's Share Registrar at the above given address or Participant / Investor Account Services of Central Depository Company of Pakistan (as the case may be) along with legible copy of their respective valid CNIC and provide their complete and correct bank account details including valid IBAN.

8. Deduction of Withholding Tax:

Please note that the withholding tax will be deducted at the following rate based on "Active Taxpayer List" (ATL) available at FBR website:

1. Persons appearing in Active Taxpayer List: 15%
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Further, in case of joint shareholders, tax will be deducted as per their ratio/share (if any) intimated by the same to the Bank's Share Registrar, otherwise their shareholding treated as equal.

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Note: Statement of Material Facts under Section 134(3) of the Companies Act, 2017 relating to Special Business referred in the Notice above has been dispatch to shareholders along with Annual Report 2021



b۔ اجلاس میں شرکت کا یہ فیصلہ ہائیڈرو پاور کے بعد اجلاس کے انعقاد سے 30 منٹ قبل لاگ ان کی کھاتہ فراہم کر دی جائیگی۔ شیئر ہولڈر کو مطلوبہ شناخت کے تصدیقی عمل کی تکمیل کی بعد اجلاس کی کارروائی میں شرکت کئے، انڈی وائس کے ذریعے لاگ ان ہونے کی کھاتہ فراہم کی جائیگی۔

