



Bank AL Habib Limited

March 29, 2022

The General Manager,
Pakistan Stock Exchange Limited,
Stock Exchange Building,
Stock Exchange Road,
Karachi-74000.

Subject: **Certified True Copies of the Resolutions adopted by the Shareholders
in the 31st Annual General Meeting**

Dear Sir,

As required under regulation 5.6.9 (b) of Pakistan Stock Exchange Rule Book, we are enclosing herewith Certified True Copies of the Resolutions adopted by the shareholders in the Annual General Meeting held earlier today.

Regards

Yours truly,

 **Mohammad Taqi Lakhani**
Company Secretary

Encl.: As Above



Bank AL Habib Limited

RESOLUTION PASSED IN THE ANNUAL GENERAL MEETING OF THE BANK HELD ON MARCH 29, 2022

“RESOLVED THAT the Audited Annual Accounts and Consolidated Accounts of Bank AL Habib Limited for the year ended December 31, 2021, together with the Reports of Chairman, Directors, and Auditors be adopted.”

CERTIFIED TRUE COPY


Mohammad Taqi Lakhani

 Company Secretary

March 29, 2022





Bank AL Habib Limited

**RESOLUTION PASSED IN THE
ANNUAL GENERAL MEETING
OF THE BANK HELD ON MARCH 29, 2022**

“RESOLVED THAT the payment of Cash Dividend @ 70%, i.e., Rs. 7.0 per share of Rs. 10/- each for the year ended December 31, 2021, as recommended by the Directors, be and is hereby approved.”

CERTIFIED TRUE COPY


 **Mohammad Taqi Lakhani**
Company Secretary
March 29, 2022



Bank AL Habib Limited

**RESOLUTION PASSED IN THE
ANNUAL GENERAL MEETING
OF THE BANK HELD ON MARCH 29, 2022**

“**RESOLVED THAT** EY Ford Rhodes, Chartered Accountants, be and is hereby re-appointed as Auditors of Bank AL Habib Limited for the year ending December 31, 2022 at a remuneration to be determined by the Board of Directors.”

CERTIFIED TRUE COPY

Mohammad Taqi Lakhani
Company Secretary
March 29, 2022




Bank AL Habib Limited

RESOLUTIONS PASSED IN THE ANNUAL GENERAL MEETING OF THE BANK HELD ON MARCH 29, 2022

“RESOLVED THAT the Authorised Capital of the Bank be and is hereby increased from Rs. 15,000,000,000 (Rupees Fifteen Billion) to Rs. 20,000,000,000 (Rupees Twenty Billion) by the creation of 500,000,000 Ordinary Shares of Rs. 10/- each.

“FURTHER RESOLVED THAT the figures and words “Rs. 15,000,000,000 (Rupees Fifteen Billion) divided into 1,500,000,000 (One Billion Five Hundred Million) ordinary shares of Rs. 10/- each” appearing in Clause V of the Memorandum of Association and that the figures and words “Rs. 15,000,000,000 (Rupees Fifteen Billion) divided into 1,500,000,000 (One Billion Five Hundred Million) ordinary shares of Rs. 10/- each” in Article 4 of the Articles of Association of the Bank be and are hereby substituted by the figures and words “Rs. 20,000,000,000 (Rupees Twenty Billion) divided into 2,000,000,000 (Two Billion) ordinary shares of Rs. 10/- each”.

CERTIFIED TRUE COPY


Mohammad Taqi Lakhani
Company Secretary
March 29, 2022




Bank AL Habib Limited

RESOLUTIONS PASSED IN THE ANNUAL GENERAL MEETING OF THE BANK HELD ON MARCH 29, 2022

“RESOLVED THAT the Term Finance Certificates (“TFCs”) of Bank AL Habib Limited in the amount of Rs. 5,000,000,000/- (Rupees Five Billion) issued pursuant to the terms of the TFC Issuance Agreement dated September 24, 2021 for the purpose of Tier 2 Capital under Basel III Capital Instructions of the State Bank of Pakistan (“SBP”), may be converted into ordinary shares of the Bank subject to a maximum of 80,000,000 (Eighty Million) additional ordinary shares being issued upon such conversion, if so directed by SBP on the occurrence of a point of non-viability as determined by SBP, at a price equivalent to the market value of the shares of the Bank on the date of trigger of the point of non-viability as declared by SBP, in accordance with the applicable rules and regulations of SBP, and all such ordinary shares shall be issued other than by way of rights in accordance with Section 83(1)(b) of the Companies Act, 2017 and shall further be subject to the approval of Securities and Exchange Commission of Pakistan in accordance with Section 83(1)(b) of the Companies Act, 2017.

“FURTHER RESOLVED THAT the Board of Directors of the Bank (“the Board”) or such officers or officers of the Bank as may be authorized by the Board, be and are hereby authorized to take all steps necessary, ancillary, and incidental to the above-mentioned conversion, as and when required, and are further authorized to sign, execute, and deliver all necessary documents, agreements, and letters on behalf of the Bank, as may be deemed appropriate and as may be required for the purposes above-mentioned.”

CERTIFIED TRUE COPY


Mohammad Taqi Lakhani
Company Secretary
March 29, 2022





Bank AL Habib Limited

RESOLUTIONS PASSED IN THE ANNUAL GENERAL MEETING OF THE BANK HELD ON MARCH 29, 2022

“RESOLVED THAT the perpetual Term Finance Certificates (“TFCs”) of Bank AL Habib Limited (the “Bank”) in the amount of up to Rs. 7,000,000,000/= (Rupees Seven Billion) (inclusive of a green shoe option of PKR 3,000,000,000/- (Pak Rupees Three Billion) for the purpose of Additional Tier 1 Capital under Basel III Capital Instructions of the State Bank of Pakistan (“SBP”), may be converted into ordinary shares of the Bank subject to a maximum of 118,574,000 (One Hundred Eighteen Million Five Hundred Seventy Four Thousand) additional ordinary shares being issued upon such conversion, (i) if so directed by SBP on the occurrence of a point of non-viability as determined by SBP, at a price equivalent to the market value of the shares of the Bank on the date of trigger of the point of non-viability as declared by SBP or (ii) at the option of the Bank upon the occurrence of a pre-specified trigger point pursuant to Basel III Capital Instructions of SBP, at a price equivalent to the market value of the shares of the Bank on the date of occurrence of the pre-specified trigger point, or (iii) due to any inability to exercise the Lock-in Clause or Non-Cumulative features of TFCs, subject to such terms and conditions as may be determined by SBP, in accordance with the applicable rules and regulations of SBP, and all such ordinary shares shall be issued other than by way of rights in accordance with Section 83(1)(b) of the Companies Act, 2017 and shall further be subject to the approval of Securities and Exchange Commission of Pakistan in accordance with Section 83(1)(b) of the Companies Act, 2017.

“FURTHER RESOLVED THAT the Board of Directors of the Bank (“the Board”) or such officers or officers of the Bank as may be authorized by the Board, be and are hereby authorized to take all steps necessary, ancillary, and incidental to the above-mentioned conversion, as and when required, and are further authorized to sign, execute, and deliver all necessary documents, agreements, and letters on behalf of the Bank, as may be deemed appropriate and as may be required for the purposes above-mentioned.”

CERTIFIED TRUE COPY


 **Mohammad Taqi Lakhani**
Company Secretary
March 29, 2022




Bank AL Habib Limited

RESOLUTION PASSED IN THE ANNUAL GENERAL MEETING OF THE BANK HELD ON MARCH 29, 2022

“RESOLVED THAT the remuneration of Mr. Qumail R. Habib, Executive Director shall not exceed Rs. 3,750,000/- per month exclusive of perquisites, benefits and other allowances to which he is entitled under the terms of his employment.”

CERTIFIED TRUE COPY


Mohammad Taqi Lakhani
Company Secretary
March 29, 2022