

March 30, 2021



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

Dear Sir,

Sub: Certified Copy of the Resolutions passed in the 27th Annual General Meeting of Faysal Bank Ltd.

In term of Rule 5.6.9 (b) of the Rule Book of PSX, we enclose herewith certified copy of Ordinary and Special Resolutions passed by the Shareholders in the 27th Annual General Meeting held on March 29, 2022 at Karachi.

Yours truly,

Aurangzeb Amin
Company Secretary &
Head of Legal

Encl: as above



Extracts of the Draft Minutes of 27th Annual General Meeting of Faysal Bank Limited held on March 29, 2022 at Jinnah Auditorium, The Institute of Bankers Pakistan, Moulvi Tamizuddin Khan Road, Karachi

ORDINARY BUSINESS

1. To confirm the minutes of the 26th Annual General Meeting held on March 29, 2021.

***"RESOLVED** that the Minutes of the 26th Annual General Meeting held on March 29, 2021 at Karachi through video link, be and hereby are confirmed and adopted."*

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.

***"RESOLVED** that the Unconsolidated & Consolidated Annual Audited Financial Statements of the Bank for the year ended December 31, 2021 together with Directors' and Auditors' Reports thereon, be and are hereby approved."*

***"FURTHER RESOLVED** that the Statement of Compliance with Code of Corporate Governance duly signed by Chairman and Auditors' Review Report to the Members on Statement of Compliance with the Code of Corporate Governance, be and are hereby approved".*

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.

***"RESOLVED** that the issuance of 10% Final Cash Dividend for the year ended December 31, 2021 as recommended by Board of Directors in its meeting held on February 23, 2022 to all entitled shareholders of Faysal Bank Limited be and is hereby approved in addition to 5% Interim Cash Dividend for the Second Quarter (half year) ended June 30, 2021 already paid to the Shareholders.*

***FURTHER RESOLVED** that the Company Secretary and/or CFO of the Bank be and are hereby singly authorized to do all acts, deeds and things relating to payment of 10% Final Cash Dividend for the year ended December 31, 2021 to the all entitled Shareholders of the Faysal Bank Ltd."*

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.

***"RESOLVED** that as recommended by the Board Audit & Corporate Governance Committee and Board of Directors of Faysal Bank Limited, M/s. A.F. Ferguson & Co., Chartered Accountants, be and are hereby re-appointed as External Auditors of the Bank for the ensuing year 2022 at PKR. 12,650,000/- (excluding out of pocket expenses and sales tax) for audit fee, review and certifications from the conclusion of this Annual General Meeting and hold the office till conclusion of the next AGM of 2023".*

**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."*

Certified True Copy

Aurangzeb Amin
Company Secretary