



Bank Alfalah

LDN/CA/2022  
6<sup>th</sup> December 2022

The General Manager  
Pakistan Stock Exchange Ltd  
Stock Exchange Building  
Stock Exchange Road  
Karachi

Dear Sir,

**Certified Copies of Resolutions passed in the Extra Ordinary General Meeting**

We enclose certified copies of the following Resolutions unanimously passed by the shareholders in the Extra Ordinary General Meeting of Bank Alfalah Limited ("**the Bank**") held on 6<sup>th</sup> December 2022 at Karachi.

1. Ordinary Resolution for confirmation of Minutes of the 30<sup>th</sup> AGM held on 29<sup>th</sup> March 2022;
2. Ordinary Resolution for granting of leave of absence;
3. Special Resolution regarding Buy-Back of Shares of the Bank;
4. Special Resolution in the matter of Issuance of ADT1 instrument;

This is for your information.

Yours truly,

**Muhammad Akram Sawleh**  
Company Secretary

Encls: as above



Bank Alfalah

**Certified that the following Resolution was passed by the shareholders of Bank Alfalah Limited in the Extra Ordinary General Meeting held on 6<sup>th</sup> December 2022 at Karachi.**

Quote

**"RESOLVED that Minutes of the 30<sup>th</sup> Annual General Meeting of Bank Alfalah Limited held on 29<sup>th</sup> March 2022 at Karachi, be and are hereby confirmed."**

Unquote

Karachi  
6<sup>th</sup> December 2022



**Muhammad Akram Sawleh**  
Company Secretary



# Bank Alfalah

**Certified that the following Resolution was passed by the shareholders of Bank Alfalah Limited in the Extra Ordinary General Meeting held on 6<sup>th</sup> December 2022 at Karachi.**

Quote

**"RESOLVED THAT leave of absence be and is hereby granted to H.H. Sheikh Nahayan Mabarak Al Nahayan; Mr. Abdulla Nasser Hawaileel Al Mansoori and Mr. Abdullah Khalil Al Mutawa, Directors of Bank Alfalah Limited to attend the Extra Ordinary General Meeting of the Bank being held on 6<sup>th</sup> December 2022"**

Unquote

Karachi  
6<sup>th</sup> December 2022

**Muhammad Akram Sawleh**  
**Company Secretary**







# Bank Alfalah

**Certified that the following Special Resolutions were passed by the shareholders of Bank Alfalah Limited in the Extra Ordinary General Meeting held on 6<sup>th</sup> December 2022 at Karachi.**

## Quote

**"RESOLVED THAT** as recommended by the Board of Directors, and subject to obtaining approval from the State Bank of Pakistan, approval be and is hereby accorded to Bank Alfalah Limited (the **"Bank"**), under Section 88 of the Companies Act, 2017 read with Listed Companies (Buy-Back of Shares) Regulations, 2019 (the **"Regulations"**), to purchase / buy-back up to 200,000,000 (Two Hundred Million) issued ordinary shares, constituting up to approximately 11.25% of the current issued and paid up share capital, of the Bank, having face value of PKR 10/- (Pak Rupees Ten) each, at the spot / current price acceptable to the Bank prevailing during the purchase period, through the securities exchange i.e. the Pakistan Stock Exchange Limited (**"PSX"**), in accordance with the salient features as mentioned in the Statement under Section 134(3) annexed to this Notice (the **"Buy-Back"**).

**FURTHER RESOLVED THAT** the ordinary shares purchased by the Bank pursuant to these special resolutions be cancelled in accordance with the Regulations.

**FURTHER RESOLVED THAT** the Buy-Back shall be made through the PSX, and the purchase period shall be from December 14, 2022 to June 2, 2023, or till such date that the Buy-Back is completed, whichever is earlier.

**FURTHER RESOLVED THAT** Mr. Aasim Wajid Jawad, Group Head, Strategy, Transformation and Customer Experience of the Bank, or any person authorized by him, be and is hereby authorized and empowered to determine and approve the quantum of shares that may be purchased by the Bank (as may be deemed fit) on a day-to-day basis during the purchase period.

**FURTHER RESOLVED THAT** the Chief Executive Officer and / or Chief Financial Officer and / or Company Secretary and / or Group Head (Strategy, Transformation and Customer Experience) (each an **"Authorized Person"**) be and are hereby, jointly and / or severally, authorized to prepare, finalize, execute, issue and file all necessary documents, notices, applications and any ancillary documents, take and do, and / or cause to be taken or done, any / all necessary actions, deeds and things for and on behalf of, and in the name of the Bank, as may be necessary or required as deemed fit for giving effect to the aforementioned resolutions or for the Buy-Back, as well as do all acts, matters, deeds, and things which are necessary, incidental and / or consequential to the principal or any ancillary matters thereto to fully achieve the aforesaid resolutions.

Page 1 of 2



Bank Alfalah

**FURTHER RESOLVED THAT** the Authorized Persons be and are hereby further authorized and empowered, jointly and / or severally, to take or cause to be taken all actions including, but not limited to, obtaining any requisite regulatory or third party approvals, wherever required, preparing all documents, engaging legal counsel, financial advisors and consultants for the purposes of the Buy-Back, opening accounts / sub-accounts with the CDC / securities broker, filing of all the requisite statutory forms, returns and all other documents as may be required to be filled with the regulator(s) or any other institutions(s), executing all such documents or instrument, including any amendments or substitutions to any of the foregoing as may be required or necessary in respect of implementing, procuring and completing the Buy-Back and all other matters incidental or ancillary thereto.

**FURTHER RESOLVED THAT** the aforesaid resolutions shall be subject to any amendments, modifications, additions or deletions that may be suggested, directed and advised by the regulator(s), which shall, if determined to be prudent or necessary by any Authorized Person, be deemed to be part of these resolutions, without the need of the members to pass fresh special resolutions."

Unquote

Karachi  
6<sup>th</sup> December 2022

**Muhammad Akram Sawleh**  
Company Secretary







# Bank Alfalah

**Certified that the following Special Resolutions were passed by the shareholders of Bank Alfalah Limited in the Extra Ordinary General Meeting held on 6<sup>th</sup> December 2022 at Karachi.**

## Quote

**"RESOLVED THAT** the issuance of the proposed Additional Tier-I capital by Bank Alfalah Limited (the **"Bank"**) in the amount of up to PKR 10,000,000,000/- (Pak Rupees Ten Billion), inclusive of a green shoe option of PKR 3,000,000,000/- (Pak Rupees Three Billion) (the **"TFC Issue"**) in the form of rated, privately placed / DSLR listed, unsecured, subordinated, perpetual and non-cumulative Term Finance Certificates (**"TFCs"**), be and is hereby approved.

**FURTHER RESOLVED THAT** in accordance with the directions under the 'Instructions for Basel III Implementation in Pakistan' (**"Basel III Regulations"**) issued by the State Bank of Pakistan (**"SBP"**), the TFCs, or a portion thereof, may be converted into ordinary shares of the Bank (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) upon the occurrence of a pre-specified trigger point pursuant to Basel III Capital Instructions, 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 the TFCs, on such terms and conditions as may be determined by SBP, in accordance with the applicable rules and regulations of SBP (collectively the **"Conversion Events"**), which ordinary shares shall be issued other than by way of rights in accordance with Section 83(1)(b) of the Companies Act, 2017 and other applicable laws of Pakistan.

**FURTHER RESOLVED THAT** the issuance of such shares, upon the occurrence of any of the Conversion Events shall be subject to a cap of 322,061,192 (Three Hundred Twenty Two Million Sixty One Thousand One Hundred Ninety Two) additional ordinary shares being issued and shall further be subject to approval of the Securities and Exchange Commission of Pakistan in accordance with section 83(1)(b) of the Companies Act, 2017 and other applicable laws of Pakistan, be and are hereby also approved."

**FURTHER RESOLVED** that the Chief Executive Officer, Chief Financial Officer, Company Secretary and Group Head Strategy, Transformation and Customer Experience of the Bank (the **"Authorized Representative"**), be and are hereby authorized jointly/severally to take all steps necessary, ancillary, and incidental to the above-mentioned resolutions, 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."

## Unquote

Karachi  
6<sup>th</sup> December 2022

Muhammad Akram Sawleh  
Company Secretary

