

Faysal Bank Limited

Registered Office

Faysal House  
ST-02 Shahrah-e-Faisal  
Karachi, Pakistan

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March 30, 2023



**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 28<sup>th</sup> 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 28<sup>th</sup> Annual General Meeting held on March 29, 2023 at Karachi.

Yours truly,

**Aurangzeb Amin**  
Company Secretary &  
Head of Legal

Encl: as above



**Extracts of the Draft Minutes of 28<sup>th</sup> Annual General Meeting of Faysal Bank Limited held on March 29, 2023 at JS Auditorium, Institute of Business Administration (IBA), City Campus, Garden, Kiyani Shaheed Road, Karachi**

**ORDINARY BUSINESS**

**1. To confirm the minutes of the Extra Ordinary General Meeting held on November 25, 2022.**

*"RESOLVED that the Minutes of the Extra Ordinary General Meeting held on November 25, 2022, at Karachi, 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, 2022 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, 2022 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, 2022, in addition to 5% Interim Cash Dividend for the Second Quarter (half year) ended June 30, 2022 and 55% Interim Cash Dividend for the third quarter ended September 30, 2022 already paid to the Shareholders.**

*"RESOLVED that the issuance of 10% Final Cash Dividend for the year ended December 31, 2022 as recommended by Board of Directors in its meeting held on February 23, 2023 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, 2022 and 55% Interim Cash Dividend for the third quarter ended September 30, 2022 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, 2022 to the all entitled Shareholders of the Faysal Bank Ltd."*

**4. To appoint External Auditors KPMG Taseer Hadi & CO, Chartered Accountants for the ensuing financial year 2023 at PKR 14,550,000/- (excluding sales tax and out of pocket expenses capped at 5%) of statutory audit, reviews and certification fees.**

*"RESOLVED that as recommended by the Board Audit & Corporate Governance Committee and Board of Directors of Faysal Bank Limited, M/s. KPMG Taseer Hadi & Co., Chartered Accountants, be and are hereby appointed as External Auditors of the Bank for the ensuing financial year 2023 at PKR. 14,550,000/- (excluding sales tax and out of pocket expenses capped at 5%) of statutory audit, reviews and certification fees from the conclusion of this Annual General Meeting and hold the office till conclusion of the next AGM of 2024"*

**SPECIAL BUSINESS**

6. To consider and approve amendment in Articles of Association (AOA) as directed by the State Bank of Pakistan (SBP) in its Islamic Banking License of Faysal Bank Limited and in that connection to pass the following resolutions as Special Resolutions, with or without modification, addition or deletion.

***"RESOLVED*** that the below mentioned revised definition of Shariah in the Article of Association laid down as a condition by the State Bank of Pakistan through its Islamic Banking License of Faysal Bank Limited dated December 30, 2022, be and hereby is approved as recommended by the Board of Directors."

***"Shariah*** means the injunctions of Islam as laid down in the Holy Quran and Sunnah."

***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 resolution 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".

7. To Consider and approve the amount of remuneration paid to the Non-Executive/Independent Directors of FBL during the year 2022 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, 2022 is submitted to the shareholders for approval on a post facto basis, be and is hereby approved."

Certified True Copy

Aurangzeb Amin  
Company Secretary