

Faysal Bank Limited

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

Registered Office

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

UAN +92 21 111 747 747

TEL +92 213 279 5200

FAX +92 213 279 5226



March 27, 2026

**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 31<sup>st</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 Resolutions passed by the Shareholders in the 31<sup>st</sup> Annual General Meeting held on March 26, 2026, at Karachi.

Yours truly,

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

Encl: as above



**Extracts of the Draft Minutes of 31<sup>st</sup> Annual General Meeting of Faysal Bank Limited held on March 26, 2026, at Zaver Hall, Pearl Continental Hotel, Club Road, Civil Lines, Karachi.**

**ORDINARY BUSINESS**

**1. To confirm the Minutes of the 30<sup>th</sup> Annual General Meeting held on March 25, 2025**

*“RESOLVED that the Minutes of the 30<sup>th</sup> Annual General Meeting held on March 25, 2025, 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, 2025, 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, 2025, 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 20% Final Cash Dividend for the year ended December 31, 2025, in addition to 15% Interim Cash Dividend for the first quarter ended March 31, 2025, 15% Interim Cash Dividend for second quarter ended June 30, 2025, and 15% Interim Cash Dividend for third quarter ended September 30, 2025, already paid to the Shareholders.**

*“RESOLVED that the issuance of 20% Final Cash Dividend for the year ended December 31, 2025 as recommended by Board of Directors in its meeting held on February 19, 2026 to all entitled shareholders of Faysal Bank Limited be and is hereby approved in addition to 15% Interim Cash Dividend for the First Quarter ended March 31, 2025, 15% Interim Cash Dividend for the Second Quarter ended June 30, 2025 and 15% Interim Cash Dividend for the Third Quarter ended September 30, 2025, 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 20% Final Cash Dividend for the year ended December 31, 2025 to all entitled Shareholders of the Faysal Bank Ltd.”*

**4. To appoint External Auditors KPMG Taseer Hadi & Co., Chartered Accountants for the ensuing financial year 2026 at PKR 26,884,000/- (excluding sales tax and out of pocket expenses) 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 2026 at remuneration of PKR. 26,884,000/- (excluding sales tax and out of pocket expenses) 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 in 2027.”*

**SPECIAL BUSINESS:**

6. To consider and approve the Amendments in the Directors Remuneration Policy for Non-Executive/Independent Directors of FBL for attending the Board and Sub-Committees Meetings, and revision in the scale of remuneration, and in that connection to pass the following resolution as Special Resolution, with or without modification, addition or deletion.

*“RESOLVED that in terms of the BPRD Circular Letter No. 24 dated December 12, 2025 by the State Bank of Pakistan, circulated with the Statement of Material Facts the amendments in the Directors Remuneration Policy of the Board of Directors of Faysal Bank Ltd., including the below mentioned revised scale of remuneration for attending board and committee meetings as recommended by the Board of Directors, be and hereby is approved.*

**For Board of Directors Meeting**

*All Directors including Board’s Chairman – PKR: 1,200,000/-  
Chairman of the Board will be entitled to an additional amount equivalent to 20%.”*

**For all Committee Meetings**

*All Members, including Committee’s Chair – PKR 1,200,000/-  
Chairpersons of the Committees will be entitled to an additional amount equivalent to 20%.”*

7. To consider and, if thought fit, to approve the issuance of Tier 2 Capital through issuance of redeemable capital, and in that connection to pass the following resolutions as Special Resolution, with or without modification, addition or deletion:

*“RESOLVED that the Bank, be and is hereby authorized to raise Tier 2 Capital through issuance of redeemable capital, in accordance with section 66 of the Companies Act, 2017, in the form of Shariah compliant Sukuk certificates, to be privately placed and / or subsequently listed pursuant to the Debt Securities Listing Regulations, up to the extent of PKR 7,000,000,000/- (Pak Rupees Seven Billion) inclusive of a green shoe option of up to PKR 2,000,000,000/- (Pak Rupees Two Billion) (the “Sukuk Issue”), to eligible institutional and other investors in terms of BPRD Circular Number 08 dated June 27, 2006 as amended vide BPRD Circular Number 06 of August 15, 2013 (as amended from time to time), read with all relevant rules, regulations, circulars and approvals of the State Bank of Pakistan (“SBP”), upon such terms and conditions as may be deemed appropriate by the authorized representatives of the Bank.”*

*“FURTHER RESOLVED that Mr. Yousaf Hussain (President and Chief Executive Officer) and Mr. Tanveer (Chief Financial Officer) of the Bank, be and are hereby jointly and severally authorized to take all steps, necessary, ancillary and incidental to the above, 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 abovementioned.”*



**8. To consider and, if thought fit, approve conversion of the Sukuk Issue into ordinary shares of the Bank upon the occurrence of a conversion event as determined by the SBP, and in that connection to pass the following resolutions as Special Resolution, with or without modification, addition or deletion:**

***"RESOLVED** that in the event of conversion of the Sukuk Issue approved by the Board of Directors of the Bank, vide circulation on [January 15, 2026] and in accordance with requirements of the Instructions for Basel III Implementation in Pakistan, as issued pursuant to the circulars of the SBP (as may be amended from time to time), regarding loss absorbency, in the event the Sukuk Issue is converted into common shares upon the declaration by the SBP of the occurrence of a Point of Non-Viability event ("PONV"), such ordinary shares shall be issued other than by way of rights in accordance with the proviso provided under section 83(1)(b) of the Companies Act, 2017 ("Additional Shares").*

***"RESOLVED** that the issuance of such Additional Shares shall be based on the market value of the shares of the Bank on the date of trigger of PONV as declared by SBP and shall be subject to a cap of 107,000,000/- (One Hundred Seven Million) additional ordinary shares being issued and shall further be subject to approval of the Securities and Exchange Commission of Pakistan in accordance with the applicable provisions of the Companies Act, 2017."*

***"FURTHER RESOLVED** that Mr. Yousaf Hussain (President and Chief Executive Officer) and Mr. Tanveer (Chief Financial Officer) of the Bank, be and are hereby jointly and severally authorized to take all steps, necessary, ancillary and incidental to the above, 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 abovementioned."*

**Certified True Copy**

**Aurangzeb Amin**  
Company Secretary & Head  
Legal