

Faysal Bank Limited

Registered Office

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

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ST 02 Shahrah-e-Faisal
Karachi, Pakistan

UAN +92 21 111 747 747
TEL +92 213 279 5200
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April 20, 2026



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

Dear Sir,

Sub: Notice of Extra Ordinary General Meeting of Faysal Bank Limited.

In term of Clause 5.6.9 (b) of the Rule Book of the Exchange.

We enclose herewith a Notice of Extra Ordinary General Meeting of Faysal Bank Limited will be held on May 12, 2026 at 10:00 a.m. at Karachi.

You may please inform the TRE certificate holders of the Exchange accordingly.

Yours truly,

Aurangzeb Amin
Company Secretary &
Head of Legal

Encl: as above

NOTICE OF EXTRA ORDINARY GENERAL MEETING OF FAYSAL BANK LIMITED

Notice is hereby given that the Extra Ordinary General Meeting of Faysal Bank Limited ("FBL") will be held on Tuesday, May 12, 2026, at 10:00 a.m. at Grand Ballroom, Movenpick Hotel, Civil Lines, Club Road, Karachi, to transact the following business:

ORDINARY BUSINESS:

1. To confirm the minutes of the 31st Annual General Meeting held on March 26, 2026.
2. To elect Eleven (11) Directors on the Board of FBL for a period of three years commencing from May 12, 2026, in accordance with the provisions of the Companies Act, 2017 and Memorandum and Articles of Association of FBL. The names of retiring Directors are as under:
 1. Mr. Mian Muhammad Younis
 2. Mr. Ahmed Abdulrahim Mohamed Abdulla Bucheery
 3. Mr. Imtiaz Ahmad Pervez
 4. Mr. Juma Hasan Ali Abul
 5. Mr. Abdulelah Ebrahim Mohamed Al Qasimi
 6. Mr. Mohamed Ahmed Bucheerei
 7. Mr. Ali Munir
 8. Ms. Fatima Asad Khan
 9. Mr. Mohsin Tariq
 10. Ms. Sadia Khan

The Board of Directors of FBL have fixed the number of Directors to be elected for the next term of three (3) years on its Board at Eleven (11), as per decision made in its meeting held on March 26, 2026. The retiring Directors shall be eligible to offer themselves for re-election in accordance with applicable Regulations.

3. Any other business with the permission of the Chair.

Karachi dated: April 20, 2026

By the order of the Board

Aurangzeb Amin

Company Secretary & Head of Legal

Notes:

1. The Directors of the Company have fixed, under sub-section (1) of Section 159 of the Companies Act, 2017, the number of elected directors of the Company at Eleven (11).
2. The Share Transfer Books of the Bank shall remain closed from **May 05, 2026 to May 12, 2026** (both days inclusive). Transfer received at the Share Registrar of the Bank, by the close of business on May 04, 2026, will be treated in time.

3. Circulation of Notice

Pursuant to S.R.O 452(I)/2025, Notice of the EOGM shall be circulated to members at their registered email addresses. Further, the same will be circulated by Book Post and will also be placed on the website of the Bank.

4. Participation in the EOGM through Video link:

The General Meeting is being conducted as per guidelines circulated by SECP following arrangements have also been made by the Bank to facilitate the maximum participation of the shareholders in the EOGM through video link facility, either in person or through appointed proxies:

The shareholders interested to participate through video link are requested to please provide below information at email: cdcsr@cdcsrsl.com and WhatsApp No. **0321-8200864** at the earliest but not later than close of business on May 08, 2026

Full Name of Shareholder / Proxy Holder	Company	CNIC Number	Folio / CDC A/c No.	Email ID	Mobile Phone No.
	Faysal Bank Limited				

Please note that video link and login credentials will be shared with only those members / designated proxies whose e-mail and other required information are received within the time as mentioned above.

- a) Video links for the meeting will be sent to members at their provided email addresses, enabling them to attend the meeting at the given date and time.
 - b) Login facility will be opened thirty (30) minutes before the meeting time to enable the participants to join the meeting after the identification process. Shareholders will be able to login and participate in the meeting proceedings through their devices after completing all the formalities required for the identification and verification of the shareholders.
 - c) Shareholders are encouraged to participate in the meeting to consolidate their attendance and participation through proxies.
5. CDC Account Holders will further have to follow the under mentioned guidelines as laid down in Circular 1 dated January 26, 2000, issued by the Securities and Exchange Commission of Pakistan.

A. For attending the Meeting:

- i) In case of individuals, the account holder or sub-account holder and/or the person whose securities are in group account, and their registration details are uploaded as per the regulations, shall authenticate his/her identity by showing his/her original Computerized National Identity Card (CNIC) or original passport at the time of attending the Meeting.
- ii) In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of Meeting.

B. For appointing proxies:

- i) In case of individuals, the account holder or sub-account holder and /or the person whose securities are in group account, and their registration details are uploaded as per the regulations, shall submit the proxy form as per the above requirement.
 - ii) The proxy form shall be witnessed by two persons, whose names, addresses and CNIC numbers shall be mentioned on the form.
 - iii) Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
 - iv) The proxy shall produce his/her original CINC or original passport at the time of the Meeting.
 - v) In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature shall be submitted (unless it has been provided earlier) along with proxy form to the Company.
- C.** A member entitled to attend and vote at the Meeting may appoint another person as per his/her proxy to attend and vote for him/her provided that a corporation may appoint as its proxy a person who is not a member but is duly authorized by the corporation. Proxies must be received at the Registered Office of the Bank not later than 10:00 a.m. on May 10, 2026. If any member appoints more than one proxy for any meeting and more than one instrument of the proxy are deposited with the Bank, all such instruments of proxy shall be rendered invalid.

- 6.** Members are required to timely notify any change in their address to their respective Participant (if shares are held electronically) or to the Share Registrar of the Bank (if shares are held in physical form) M/s. CDC Share Registrar Services Limited, CDC House, 99-B, Block-B, S.M.C.H.S., Main Shahrah-e-Faisal, Karachi.

7. Postal Ballot/E-voting

In accordance with the Companies (Postal Ballot) Regulations, 2018, Section 143 and 144 of the Companies Act 2017 and under Postal Ballot Regulation, 2018 and amendments made by the SECP from time to time, has directed all listed companies for the purpose of Polling on Special Business /

election of directors, if the number of persons who offer themselves to be elected is more than the number of directors fixed under Section 159 (1) of the Companies Act, 2017, shareholders will be allowed to exercise their right to vote through postal ballot i.e. by post or e-voting, in the manner and subject to the conditions contained in the aforesaid regulations. Details will be circulated in due course.

8. Appointment of Scrutinizer

In accordance with regulation 11 of the Companies (Postal Ballot) Regulation, 2018 (the Regulation), and S.R.O.453(I)/2025.- dated March 20, 2025 for the purpose of conducting and supervising the voting process as defined in regulation 11A of the Regulation in connection with the election of Directors at the EOGM, the Board of Directors has appointed M/s. Junaidy Shoaib Asad, Chartered Accountants as Scrutinizer. The firm is duly qualified in terms of section 247 of the Companies Act, 2017 and holds a satisfactory Quality Control Review (QCR) rating from the Institute of Chartered Accountants of Pakistan (ICAP). The Scrutinizer possesses the necessary knowledge and experience to independently scrutinize the voting process in accordance with the applicable legal requirements.

9. Procedure for Election of Directors

Any member desirous to contest the election of Directors shall file the following with Company Secretary, Faysal Bank Limited Faysal House, St-02, Commercial Lane, Main Shahrah-e-Faisal, Karachi,, not later than 14 days before the day of the EOGM:

- a. Notice of his/her intention to offer him/herself for the election to the office of director in terms of Section 159(3) of the Companies Act, 2017 (the Act).
- b. Consent to act as director of the Bank along with consent in accordance with Appendix of Form-9 under the Companies Regulations, 2024.
- c. Detail profile along with office address as required under SECP's SRO 1196 (I) 2019 dated October 3, 2019.
- d. Declaration under Regulation 3 of the Listed Companies (Code of Corporate Governance) Regulations 2019 and Section 155 of the Act.
- e. Declaration that he/she is not ineligible to become the director of the Bank in terms of Section 153 and 177 of the Act. Neither he/she nor his/her spouse is engaged in the business of brokerage or is a sponsor, director or officer of a corporate brokerage house.
- f. Fit and Proper Test Proforma, Affidavit, Declarations, and Questionnaire as provided in "Corporate Governance Regulatory Framework" issued by State Bank of Pakistan (SBP) vide BPRD Circular No. 5 dated November 22, 2021.
- g. Manner and selection of independent director shall be as per requirements of Section 166 of the Act. Furthermore, a declaration of Independence in terms of Section 166(2) of the Act will be required under regulation 6(3) of Listed Companies (Code of Corporate Governance) Regulations, 2019 and SBP's Corporate Governance Regulatory Framework 2021.
- h. An independent director must hold 500 qualification shares or the aggregate nominal value of Rs 5000, of the Bank at the time of filing of his/her consent to act as director.

In terms of the criteria prescribed by SBP, a person shall not be eligible to become a Director of a Bank, if the person:

- a) is disqualified/ineligible under Banking Companies Ordinance 1962, Companies Act 2017, and other applicable laws, rules and regulations.
- b) is in a default of payment of dues owed to any financial institution in personal capacity.
- c) is associated as executive director/sponsor director/nominee of the sponsor and/or President & CEO of a proprietary concern, partnership firm, or corporate body excluding public sector organization, which is in default of dues owed to any financial institution.
- d) has contravened any of the requirements and standards of SBP or equivalent standards/requirements of other local or foreign regulatory authorities, professional bodies, or government bodies/agencies of such a nature that makes such person's association with the bank/DFI undesirable.
- e) is a designated person/proscribed person or is associated directly or indirectly with any designated person/proscribed person.
- f) is convicted of or is associated directly or indirectly with any person convicted of any serious offence, including any Money Laundering/ Terrorism Financing offence or any predicate offence set out in Schedule I of the Anti-Money Laundering Act, 2010.

It should also be noted that under SBP directives, a person is not permitted to be a director of more than one financial institution, and the Directors will not assume the charge of their respective offices until their appointments are approved in writing by SBP.

The list of contesting directors will be circulated to the members at least seven (7) days before the EOGM. The detailed profiles of contesting directors will also be shared on Company's website at least 7 days before the EOGM.

Prohibition of Distribution of Gifts

The Securities and Exchange Commission of Pakistan (the "SECP"), vide S.R.O.452(1)/2025 has strictly prohibited companies from providing gifts or incentives, in lieu of gifts tokens/coupons /lunches/takeaway/packages) in any form or manner, to shareholders at or in connection with general meetings.

Form of Proxy

I/We _____ of _____ a member (s) of FAYSAL BANK LIMITED and holding _____ ordinary shares, as per Register Folio No. / Participant's ID/CDC sub Account No. _____ hereby appoint _____ Folio No. / Participant's ID/CDC sub Account No _____ or failing him/her _____ of _____ as my / our proxy to vote and act for me / us on my / our behalf at the **Extra Ordinary General Meeting** of the Bank will be held on **May 12, 2026** and at any adjournment thereof.

Signed _____ day of _____, 2026

Witness:

1. _____

Revenue Stamp

Rs. 5/-

Signature of Member (s)

2. _____

Notes:

1. The Share Transfer Books of the Bank shall remain closed from **May 5, 2026 to May 12, 2026** (both days inclusive). Transfer received at the Shares Registrar of the Bank, by the close of business on May 4, 2026 will be treated in time for attending Extra Ordinary General Meeting will be held on May 12, 2026 at Karachi.
2. A member entitled to attend and vote at the Meeting may appoint another Member as per his/her proxy to attend and vote for him/her provided that a corporation may appoint as its proxy a person who is not a member but is duly authorized by the corporation. Proxies must be received at the Registered Office of the Bank not less than 48 hours before the time of the holding of the Meeting.
3. Members are required to timely notify any change in their address to Bank's Shares Registrar M/s. CDC Share Registrar Services Limited, CDC House, 99-B, Block-B, S.M.C.H.S., Main Shahrah-e-Faisal, Karachi.
4. CDC Account Holders will further have to follow the under mentioned guidelines as laid down in Circular 1 dated January 26, 2000 issued by the Securities and Exchange Commission of Pakistan.

A. For attending the Meeting:

- i) In case of individuals, the account holder or sub-account holder and/or the person whose securities are in group account and their registration detail are uploaded as per the regulations, shell authenticate his/her identity by showing his/her original Computerized National Identity Card (CNIC) or original passport at the time of attending the Meeting.
- ii) In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of Meeting.

B. For appointing proxies:

- i) In case of individuals, the account holder or sub-account holder and /or the person whose securities are in group account and their registration details are uploaded as per the regulations, shell submit the proxy form as per the above requirement.
- ii) The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
- iii) Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- iv) The proxy shall produce his/her original CINC or original passport at the time of the Meeting.
- v) In case of corporate entity, the Board of Directors' resolution/power of attorney with specimen signature shall be submitted (unless it has been provided earlier) along with proxy form to the Company.

پراکسی فارم

میں / ہم
 رہائشی
 فیصل بینک لمیٹڈ کے ممبر (ز) کی حیثیت سے رجسٹرڈ فلیو نمبر / پارٹنر شپ نمبر / شناختی نمبر / سی ڈی سی سب اکاؤنٹ نمبر کے مطابق
 عمومی شیئرز کے مالک ہیں اور بذریعہ ہذا
 فلیو نمبر / پارٹنر شپ نمبر / سی ڈی سی سب اکاؤنٹ نمبر یا ان کی غیر موجودگی میں
 رہائشی کو پراکسی کے طور پر مقرر کرتا ہوں / کرتے ہیں جو کہ میرے / ہمارے پراکسی کے
 طور پر میری / ہماری غیر موجودگی میں بینک کے 12 مئی 2026 کو منعقد ہونے والے غیر معمولی اجلاس عام میں میری / ہماری جانب سے شرکت
 کرنے اور ووٹ دینے کے اہل ہوں گے۔

دستخط
 گواہ
 ۱- پانچ روپے کارپوریٹ اسٹامپ چسپاں کریں
 ۲- ممبر (ز) کے دستخط

نوٹس:

- 1- بینک کی شیئرز انفر بکس 5 مئی 2026 سے 12 مئی 2026 تک (بشمول دونوں دن) بند رہیں گی۔ بینک کے شیئرز جسٹرار کو 4 مئی 2026 کو کاروبار کے اختتام تک موصول ہونے والے ٹرانسفرز کو 12 مئی 2026 کو کراچی میں منعقد ہونے والے غیر معمولی اجلاس عام کے لیے بروقت متعارف دیا جائے گا۔
- 2- اجلاس میں شرکت اور ووٹ دینے کا اہل ممبر کسی دوسرے ممبر کو اپنی جگہ شرکت کرنے اور ووٹ دینے کے لیے پراکسی مقرر کر سکتا ہے جبکہ کسی ادارے کی جانب سے مقرر کردہ پراکسی ممبر ہونا لازمی نہیں ہے، لیکن اس کے پاس ادارے کی جانب سے تقرری کا ثبوت ہونا چاہیے۔ پراکسی لازمی طور پر اجلاس سے کم از کم 48 گھنٹے قبل بینک کے رجسٹرڈ آفس میں وصول ہونی چاہیے۔
- 3- ممبر اپنے پتے کی تبدیلی سے متعلق اطلاع بینک کے شیئرز جسٹرار میسرز سی ڈی سی شیئرز جسٹرار سروسز لمیٹڈ، سی ڈی سی ہاؤس بی۔ 99، بلاک بی، ایس ایم سی ایچ ایس سین شاہراہ فیصل، کراچی کو بروقت دیں۔
- 4- سی ڈی سی اکاؤنٹ ہولڈرز سیکورٹیز اینڈ ایکسچینج کمیشن آف پاکستان کے ۲۶ جنوری ۲۰۰۰ کو جاری شدہ سرکلر میں دی گئی ہدایات پر عمل کریں۔

A. اجلاس میں شرکت کے لیے:

1. انفرادی ممبر کی صورت میں اکاؤنٹ ہولڈر یا سب اکاؤنٹ ہولڈر اور / یا وہ شخص جسکی سیکورٹیز گروپ اکاؤنٹ میں ہیں اور اس کی رجسٹریشن کی تفصیلات قواعد کے مطابق اپلوڈ ہو چکی ہیں، انہیں اپنی شناخت کیلئے اجلاس میں شرکت کے وقت کمپیوٹرائزڈ قومی شناخت کارڈ یا اصل پاسپورٹ پیش کرنا ہوگا۔
2. کارپوریٹ ادارے کی صورت میں اجلاس کے وقت بورڈ آف ڈائریکٹرز کی متعارف داد / پاور آف اٹارنی (اگر پہلے منراہم نہیں کیا گیا ہے) نامزد کرنے والے کے مجاز دستخط کے ساتھ پیش کرنا ہوگا۔

B. پراکسی کی تقرری کیلئے:

1. انفرادی ممبر کی صورت میں اکاؤنٹ ہولڈر یا سب اکاؤنٹ ہولڈر اور / یا وہ شخص جسکی سیکورٹیز گروپ میں ہیں اور اس کی رجسٹریشن کی تفصیلات قواعد کے مطابق اپلوڈ ہو گئی ہیں، انہیں درج بالا ضروریات کے مطابق پراکسی فارم جمع کرنا ہوگا۔
2. پراکسی فارم پر دو منراہم کی گواہی درکار ہوگی جن کے نام پتہ اور سی این این آئی سی نمبر درج ہوں گے۔
3. پراکسی فارم کے ساتھ اصل ممبر اور پراکسی کے سی این این آئی سی یا پاسپورٹ کی مصدقہ نقل منسلک ہوگی۔
4. اجلاس کے وقت پراکسی ہولڈر کو اپنا اصل سی این این آئی سی یا اصل پاسپورٹ پیش کرنا ضروری ہوگا۔
5. کارپوریٹ ادارے کی صورت میں کمپنی کے پراکسی فارم کے ساتھ بورڈ آف ڈائریکٹرز کی متعارف داد / پاور آف اٹارنی (اگر پہلے منراہم نہیں کیا گیا) مجاز دستخط کے ساتھ منسلک ہوگا۔