

Faysal Bank Limited

Registered Office

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Karachi, Pakistan

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March 7, 2024

**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 29<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 Resolutions passed by the Shareholders in the 29<sup>th</sup> Annual General Meeting held on March 6, 2024 at Karachi.

Yours truly,

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

Encl: as above

**Extracts of the Draft Minutes of 29<sup>th</sup> Annual General Meeting of Faysal Bank Limited held on March 6, 2024 at Grand Ballroom, Pearl Continental Hotel, Club Road, Karachi**

**ORDINARY BUSINESS**

**1. To confirm the minutes of the Extra Ordinary General Meeting held on May 11, 2023.**

*“RESOLVED that the Minutes of the Extra Ordinary General Meeting held on May 11, 2023, 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, 2023, 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, 2023 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, 2023 in addition to 10% Interim Cash Dividend for the Second Quarter (half year) ended June 30, 2023 and 10% Interim Cash Dividend for the third quarter ended September 30, 2023 already paid to the Shareholders.**

*“RESOLVED that the issuance of 20% Final Cash Dividend for the year ended December 31, 2023 as recommended by Board of Directors in its meeting held on February 7, 2024 to all entitled shareholders of Faysal Bank Limited be and is hereby approved in addition to 10% Interim Cash Dividend for the Second Quarter (half year) ended June 30, 2023 and 10% Interim Cash Dividend for the third quarter ended September 30, 2023 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, 2023 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 2024 at PKR 16,750,000/- (excluding sales tax and out of pocket expenses capped at 10%) 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 2024 at PKR. 16,750,000/- (excluding sales tax and out of pocket expenses capped at 10%) 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 2025”.*



**SPECIAL BUSINESS**

**6. To consider and approve Transmission of Annual Audited Financial Statements /Annual Report to the Shareholders through QR Enabled Code and Weblink in that connection to pass the following Resolutions as Special Resolutions, with or without modification, addition, or deletion.**

*"RESOLVED that in terms of SRO 389(1)/2023 dated March 21, 2023 of Securities and Exchange Commission of Pakistan, transmission of Annual Audited Financial Statements to the Shareholders of the Bank through QR enabled code and weblink be and is hereby approved.*

*RESOLVED that with the adoption of more advanced mode, the transmission of Annual Audited Financial Statements through CD/DVD/USB be and hereby be discontinued.*

*RESOLVED that the Bank shall provide hard or soft copies of complete Annual Audited Financial Statements along with the other requisite documents free of cost to those Shareholders who have made a written request to the Bank in this regards.*

*FURTHER RESOLVED that the Company Secretary and/or Chief Financial officer of the Bank be and are hereby singly authorized to do all acts, deeds and things in connection and ancillary thereto as may be required or expedient to give effect to the spirit and intent of the above resolutions."*

**7. To Consider and approve the amount of remuneration paid to the Non-Executive/Independent Directors of FBL during the year 2023 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, 2023 is submitted to the shareholders for approval on a post facto basis, be and is hereby approved."*

Certified True Copy

Aurangzeb Amin

Company Secretary & Head  
Legal