



Bank Alfalah

LDN/CA/1806  
28<sup>th</sup> March 2019

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

Dear Sir,

**Certified Copies of Resolutions passed in the 27<sup>th</sup> Annual General Meeting**

We enclose certified copies of the following Resolutions passed by the shareholders in the 27<sup>th</sup> Annual General Meeting of Bank Alfalah Limited (“**the Bank**”) held on 28<sup>th</sup> March 2019 at Karachi.

1. Ordinary Resolution for granting leave of absence to directors of Bank Alfalah Limited.
2. Ordinary Resolution for confirmation of Minutes of the Extra Ordinary General Meeting held on 27<sup>th</sup> May 2018.
3. Ordinary Resolution for approval of audited Annual Accounts for the year ended 31<sup>st</sup> December 2018 including post-facto approval of remuneration paid to non-executive directors for attending Board and Board Committees Meetings.
4. Ordinary Resolution for payment of cash dividend.
5. Ordinary Resolution for appointment of Auditors of the Bank for the year 2019.
6. Special Resolution for amendments/alterations in the Articles of Association of the Bank.

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 27<sup>th</sup> Annual General Meeting held on 28<sup>th</sup> March 2019 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; Mr. Khalid Mana Saeed Al Otaiba, Mr. Efstratios Georgios Arapoglou; and Mr. Shehzad Naqvi, Directors of Bank Alfalah Limited.”

Unquote

Karachi  
28<sup>th</sup> March 2019

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





Bank Alfalah

**Certified that the following Resolution was passed by the shareholders of Bank Alfalah Limited in the 27<sup>th</sup> Annual General Meeting held on 28<sup>th</sup> March 2019 at Karachi.**

Quote

**“RESOLVED** that the Minutes of the Extra Ordinary General Meeting held on 27<sup>th</sup> May 2018 at Karachi, be and are hereby confirmed.”

Unquote

Karachi  
28<sup>th</sup> March 2019

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





# Bank Alfalah

**Certified that the following Resolution was passed by the shareholders of Bank Alfalah Limited in the 27<sup>th</sup> Annual General Meeting held on 28<sup>th</sup> March 2019 at Karachi.**

Quote

**“RESOLVED THAT** as recommended by the Board of Directors of Bank Alfalah Limited (**“the Bank”**), the audited unconsolidated statement of financial position as at 31<sup>st</sup> December 2018, the audited unconsolidated profit & loss account, the audited unconsolidated statement of comprehensive income, audited unconsolidated cash flow statement and audited unconsolidated statement of changes in equity together with notes thereon for the year 1<sup>st</sup> January 2018 to 31<sup>st</sup> December 2018, the Chairman’s Review Report and the Directors’ Report presented to this meeting and the Auditors’ Report read before this meeting, be received and adopted.

**RESOLVED FURTHER THAT** as recommended by the Board of Directors of the Bank, the audited consolidated statement of financial position as at 31<sup>st</sup> December 2018, the audited consolidated profit & loss account, the audited consolidated statement of comprehensive income, the audited consolidated cash flow statement and audited consolidated statement of changes in equity together with notes thereon for the year 1<sup>st</sup> January 2018 to 31<sup>st</sup> December 2018 presented to this meeting and the Auditors’ Report read before this meeting, be received and adopted.

**RESOLVED FURTHER THAT** the remuneration paid to the non-executive directors of the Bank for attending Board and Board Committees meetings reported at Notes 29 and 41 of the Annual Accounts, be and is hereby approved.”

Unquote

Karachi  
28<sup>th</sup> March 2019

**Muhammad Akram Sawleh**  
Company Secretary





# Bank Alfalah

**Certified that the following Resolution was passed by the shareholders of Bank Alfalah Limited in the 27<sup>th</sup> Annual General Meeting held on 28<sup>th</sup> March 2019 at Karachi.**

Quote

**“RESOLVED** that as recommended by the Board of Directors, payment of final cash dividend @ Rs. 1.5 per share i.e. 15%, in addition to interim cash dividend already paid at Re.1/- per share i.e. 10%, and the interim bonus shares already issued at 10%, be paid to the shareholders, whose names appear on the Register of Members as at close of business on 20<sup>th</sup> March 2019.

**RESOLVED FURTHER** that the Chief Executive Officer, Chief Financial Officer and the Company Secretary of the Bank be and are hereby authorized to take all actions, and do all acts, deeds and things as may be necessary in the matter of payment of above cash dividend.”

Unquote

Karachi  
28<sup>th</sup> March 2019

**Muhammad Akram Sawleh**  
Company Secretary





# Bank Alfalah

**Certified that the following Resolution was passed by the shareholders of Bank Alfalah Limited in the 27<sup>th</sup> Annual General Meeting held on 28<sup>th</sup> March 2019 at Karachi.**

Quote

**“RESOLVED THAT** M/s. EY Ford Rhodes, Chartered Accountants (“EY Ford Rhodes”), be and are hereby re-appointed as Statutory Auditors of Bank Alfalah Limited for the year 2019 at the same fee/remuneration which was paid for the year 2018 i.e. of Rs. 13,725,000/- plus applicable taxes/out of pocket expenses, apart from fee for other audit related services.”

Unquote

Karachi  
28<sup>th</sup> March 2019

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





# Bank Alfalah

**Certified that the following Special Resolution was passed by the shareholders of Bank Alfalah Limited in the 27<sup>th</sup> Annual General Meeting held on 28<sup>th</sup> March 2019 at Karachi.**

## Quote

**“RESOLVED THAT** subject to obtaining regulatory approvals, the Articles of Association (**“the Articles”**) of Bank Alfalah Limited (**“the Bank”**), be and are hereby altered/amended as follows:

- (a) Following new Clause (under the new heading of “Issuance of Shares to Employees under any scheme including Employees Stock Option Scheme”) be added in the Articles:

**“Issuance of Shares to Employees under any scheme including Employees Stock Option Scheme**

6 (A). Subject to compliance with prevailing laws and regulations, the Board of Directors of the Bank may consider and resolve to allocate/grant/issue shares of the Bank to its employees under any scheme including employees stock option scheme, after obtaining necessary corporate and/or regulatory approvals.”

- (b) The text/contents of existing Article 10 be and is hereby replaced with the following text/contents:

**“Certificates**

10. The certificates of title to shares shall be issued under the seal of the bank and signed by any two Directors of the Bank.”

- (c) The text/contents of existing Article 65 be and is hereby replaced with the following text/contents:

**“Qualification of a Director**

65. The qualification of a Director shall be holding at least 500 shares in the Bank in his own name.”





# Bank Alfalah

- (d) The text/contents of existing Article 83 be and is hereby replaced with the following text/contents:


**“Meeting of Directors**

83. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit, in any place agreed upon in person or by video conferencing or by other audio/visual means where it is not possible by them to be physically present at the venue of the meeting. The quorum for a meeting of Directors shall not be less than one-third of their number or four, whichever is greater.”

**RESOLVED FURTHER** that the Chief Financial Officer and the Company Secretary of the Bank, be and is hereby singly authorized to apply/obtain regulatory approvals and do all necessary arrangements for the incorporation of above alteration/ amendments /additions to the Articles of Association of the Bank, and to do all other acts, deeds, and things, including signing of documents, as may be necessary and ancillary for the purpose of the same.”

Unquote

Karachi  
28<sup>th</sup> March 2019

  
**Muhammad Akram Sawleh**  
Company Secretary

