

Faysal Bank Limited

Faysal House UAN 021 111 747 747
ST-02, Shahrah-e-Faisal TEL 021 3279 5200
Karachi, Pakistan FAX 021 3279 5226



March 8, 2016

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

Dear Sir,

Sub: Notice of 21st Annual General Meeting (AGM) of Faysal Bank Limited.

We enclose herewith newspaper clippings of Daily Business Recorder and Daily Khabrain dated March 8, 2016 (published in Karachi, Lahore & Islamabad editions) regarding publication of the Notice of 21st AGM of Faysal Bank Limited.

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

Yours truly,

A handwritten signature in black ink, appearing to read "Aurangzeb Amin", written over a horizontal line.

Aurangzeb Amin
Company Secretary &
Haed of Legal

Encl: As Above

BUSINESS RECORDER

Karachi, Tuesday 8 March 2016, 28 Jamadi-ul-Awwal 1437

NOTICE OF THE TWENTY FIRST ANNUAL GENERAL MEETING

Notice is hereby given that the 21st Annual General Meeting of Faysal Bank Limited ("FBL") will be held on March 29, 2016 at 11:00 a.m. at Beach Luxury Hotel, Jasmine Hall, Karachi to transact the following business:

ORDINARY BUSINESS:

1. To confirm the minutes of the 20th Annual General Meeting held on March 27, 2015.
2. To receive and adopt Annual Audited Accounts, Statement of Compliance with Code of Corporate Governance of FBL for the year ended December 31, 2015 together with the Directors' and Auditors' Reports thereon.
3. To consider and approve as recommended by the Board of Directors 10 % Final Cash Dividend for the year ended December 31, 2015.
4. To appoint External Auditors for the ensuing financial year 2016 at a mutually agreed rate of remuneration. The present Auditors, A.F. Ferguson & Co., Chartered Accountants, being eligible, offer themselves for re-appointment.
5. Any other business with the permission of the Chair.

SPECIAL BUSINESS:

1. To consider and approve FBL's investment of up to PKR 500 Million into the funds of Faysal Asset Management Limited (FAML) to be launched during 2016 as seed money and pass the following Special Resolutions as required by Section 208 of the Companies Ordinance 1984 with or without modifications:

"RESOLVED that subject to compliance of all the regulatory requirements, investment of Faysal Bank Limited up to PKR 500 Million as seed money in the funds of FAML, an associated company of Faysal Bank Ltd be and is hereby approved."

FURTHER RESOLVED that for the purpose of giving effect to this Special Resolution; 1) the President & CEO and / or 2) the Company Secretary and / or 3) Chief Financial Officer of the Bank be and are hereby singly or jointly authorized to take all necessary actions and do all acts, deeds and things in the matter.

2. To Consider and approve the amount of remuneration paid to the Non-Executive/Independent Directors of FBL during the year 2015 for attending the Board meetings/Sub-Committees and in that connection to pass the following resolution as an Ordinary 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 and Board Steering Committee for conversion of Faysal Bank Limited into Islamic Bank) as disclosed in Note 38 of the Audited Financial Statements of the Bank for the year ended December 31, 2015, be and is hereby approved."

To transact any other Business with the permission of the Chairman.

Karachi dated: March 6, 2016

By the order of the Board

Aurangzeb Amin
Company Secretary &
Head of Legal

Notes:

1. The Share Transfer Books of the Bank shall remain closed from **March 23, 2016 to March 29, 2016** (both days inclusive). Transfer received at the Share Registrar of the Bank, by the close of business on March 22, 2016 will be treated in time for attending Annual General Meeting will be held on March 29, 2016 at Karachi.
2. The Share Transfer Books of the Bank will now be closed from **April 5, 2016 to April 11, 2016** (both days inclusive). Transfers received at the Office of our Share Registrar, M/s. Central Depository Company of Pakistan Limited, CDC House 99-B, Block-B, S.M.C.H.S. Main Shahrah-e-Faisal, Karachi at the close of business on April 4, 2016 will be treated in time for the purpose of entitlement of 10% Final Cash Dividend for the year ended December 31, 2015.
3. 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.
4. Members are required to timely notify any change in their address to Bank's Shares Registrar M/s. Central Depository Company of Pakistan Limited, CDC House, 99-B, Block-B, S.M.C.H.S., Main Shahrah-e-Faisal, Karachi.
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 detail 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.
6. **Computerized National Identity Card (CNIC) / National Tax Number (NTN)**

With reference to the Securities and Exchange Commission of Pakistan (SECP) Notifications SRO 19(I)/2014 dated January 10, 2014 and SRO 831 (I) 2012 dated July 05, 2012, which mandates that the dividend warrants should bear CNIC number of the registered member or their authorized person, except in case of minor(s) and corporate members. All those individual members holding physical shares who have not yet recorded their CNIC No. are once again reminded to immediately submit the copy of their CNIC to Company's Share Registrar M/s. Central Depository Company of Pakistan Limited, CDC House, 99-B, Block-B, S.M.C.H.S., Main Shahrah-e-Faisal, Karachi; Members while sending CNIC must quote their respective folio numbers.

The corporate members having CDC accounts are required to have their NTN updated with their respective participants, whereas corporate entities having physical shares should send a copy of their NTN certificate to Company's Share Registrar. The corporate members while sending NTN or NTN certificates, as the case may be, must quote the company name and their respective folio numbers.

7. Dividend Mandate Option

In pursuance to the directions given by SECP vide Circular No. 8(4)SM/CDC 2008 dated April 5, 2013 the members may authorize the Company to directly credit in their bank account the dividend declared in the annual general meeting. In view of that, you are hereby encouraged to provide a duly filled and signed dividend mandate for e-dividend facility. The dividend mandate form has been uploaded on FBL's website - www.faysalbank.com

The members who hold shares in physical form are requested to submit the dividend mandate form duly filled to our Share Registrar M/s. Central Depository Company of Pakistan Limited, CDC House, 99-B, Block-B, S.M.C.H.S., Main Shahrah-e-Faisal, Karachi. The members who hold shares in dematerialized form are requested to submit the members who hold shares in dematerialized form are requested to submit the dividend mandate form duly filled to their participant/investor account services in the CDC.

8. Availability of Audited Financial Statements on Company's Website

The Company has placed the Audited Annual Financial Statements for the year ended December 31, 2015 along with Auditors and Directors Reports thereon on its website: www.faysalbank.com

9. Transmission of Financial Statements to the Members through e-mail

In pursuance of SECP notification S.R.O 787 (I)/2014 dated September 08, 2014, the companies have been allowed to circulate their Annual Balance Sheet and Profit and Loss Account, Auditor's Report and Director's Report (Annual Financial Statements) along with Notice of Annual General Meeting (Notice) through e-mail to the members of the Company. Members desiring to avail this facility may provide the requisite information to the Company Share Registrar, M/s. Central Depository Company of Pakistan Limited, CDC House, 99-B, Block-B, S.M.C.H.S., Main Shahrah-e-Faisal, Karachi for which form may be downloaded from the Company's website: www.faysalbank.com

10. Deduction of Income Tax from Dividend for Filer and Non-Filer

Pursuant to the amendment in section 150 of the Income Tax Ordinance, 2001 through Finance Act 2015, the revised Income Tax Rates on Dividend Income are as follows:

- i. Income Tax Return Filer 12.5%
- ii. Income Tax Return Non Filer 17.5%

Income Tax will be deducted on the basis of Active Tax Payers List posted on the Federal Board of Revenue website.

The FBR has clarified that shareholders accounts jointly held by filers and No filers shall be dealt with separately and in such particular situation, each account holder is to be treated individually as either a filer or a non-filer and tax will be deducted according to his shareholding. If the share is not ascertainable then each account holder will be assumed to hold equal proportion of shares and the deduction will be made accordingly. Therefore, in order to avoid deduction of tax at a higher rate, the joint account holders are requested to provide the below details of their shareholding to the Share Registrar of the Company latest by the close of business on April 4, 2016.

| Company Name | Folio/ CDS Account No. | Total Shares | Principal Shareholder | | Joint Shareholder | |
|--------------|------------------------|--------------|-----------------------|---|-------------------|---|
| | | | Name and CNIC No. | Shareholding Proportion (No. of Shares) | Name and CNIC No. | Shareholding Proportion (No. of Shares) |
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11. Consent for Video Conference Facility:

Members can also avail vide conference facility. In this regard, please fill the following and submit the registered address of the Company 10 days before holding of the AGM.

If the Company receives consents from members holding in aggregate 10% or more shareholding residing at a geographical location, to participate in the Meeting through video conference at least 10 days prior to date of the Meeting, the Company will arrange video conference facility in the city subject to availability of such facility in that city.

The Company will intimate members regarding venue of the video conference facility at least 10 days before the date of AGM alongwith complete information necessary to enable them to access such facility.

"I/We _____ of _____ being a member of Faysal Bank Limited, holder of _____ Ordinary Shares as per registered Folio # CDC ID & A/C No. _____ hereby opt for video conference facility at _____. My email address _____"

Signature of Shareholder

12. Change of Address and Non Deduction of Zakat Declaration Form

The Zakat will be deducted from the dividend at source at the rate of 2.5% of the paid-up value of the shares (Rs. 10/ each) under Zakat and Ushr Laws and will be deposited in the prescribed time in the Government Treasury. Physical Shareholders are requested to notify any Change in their address immediately and if applicable provide their non-deduction of Zakat Declaration Form to our Share Registrar, M/s. Central Depository Company of Pakistan Limited, CDC House, 99-B, Block-B, S.M.C.H.S., Main Shahrah-e-Faisal, Karachi. Members holding shares in CDC/Participants accounts are also requested to update their address and if applicable, to provide their non-deduction of Zakat Declaration Form to CDC or their Participants/Stock Broker.

For any query/problem/information, members may contact our Share Registrar M/s. Central Depository Company of Pakistan Limited, CDC House, 99-B, Block-B, S.M.C.H.S., Main Shahrah-e-Faisal, Karachi.

Note: Statement of Material Facts under Section 160(1)(b) of the Companies Ordinance 1984 relating to the Special Business has been dispatched to Shareholders along with Annual Report 2015.

www.faysalbank.com

faysabank



Bank on Ambition

