

April 4, 2017

Mr. General Manager
Pakistan Stock Exchange Limited
Stock Exchange Building
Stock Exchange Road
Karachi.



Dear Sir,

Sub: Certified copies of the Resolution passed in the 22nd Annual General Meeting of Faysal Bank Limited (FBL)

In terms of Rule 5.6.4 (b) of Rule Book of the Pakistan Stock Exchange Limited, we enclose copies of following ordinary and Special Resolutions passed by the shareholders in the 22nd Annual General Meeting of the shareholders of FBL held on March 29, 2017 at Karachi.

Ordinary Resolutions:

1. Confirmation of minutes of the 21st Annual General Meeting held on March 29, 2016
2. Approval of Annual Audited Accounts for the year ended December 31, 2016
3. Approval of 10% Bonus shares for the year ended December 31, 2016
4. Election of Directors for three (3) years term commencing from March 29, 2017
5. Appointment of Auditors for the year 2017.
6. Disposal of fractional shares created out of the issuance of bonus shares for the year ended 2016
7. Post facto approval of Directors Remuneration paid to non-executive directors for attending Board and Board Sub-Committee Meetings:

Special Resolutions:

8. Approval of subordinated loan of PKR 180 Million for Faysal Asset Management Limited an Associated Company of Faysal Bank Limited (FBL) for three years' tenure.
9. Approval of FBL's investment up to PKR 500 Million as seed money into the funds of Faysal Asset Management Limited.
10. Approval of transmission of Annual Audited Accounts through CD/DVD/USB instead of hard copies thereof.

This for your information and records.

Yours truly,

Aurangzeb Amin
Company Secretary & Head of legal

Faysal Bank Limited

Faysal House, **UAN** 021 111 747 747
ST-02, Shahrah-e-Faisal **TEL** 021 3279 5200
Karachi, Pakistan **FAX** 021 3279 5230



**Extract of the Draft Minutes of 22nd Annual General Meeting of Faysal Bank Limited held at
Marriott Hotel, Pool Marquee, Karachi on March 29, 2017 at 9:00 a.m.**

***“RESOLVED that the Minutes of the 21st Annual General Meeting held on March 29, 2016 at
Beach Luxury Hotel, Jasmine Hall, and Karachi, be and are hereby confirmed and adopted.”***

Certified True Copy

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

Aurangzeb Amin

Company Secretary

Faysal Bank Limited

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

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Extract of the Draft Minutes of 22nd Annual General Meeting of Faysal Bank Limited held at Marriott Hotel, Pool Marquee, Karachi on March 29, 2017 at 9:00 a.m.

“RESOLVED that the Annual Audited Financial Statements of the Bank for the year ended December 31, 2016 together with Directors’ and Auditors’ Report thereon, be and are hereby approved.”

“FURTHER RESOLVED that the Statement of Compliance with Code of Corporate Governance duly signed by President & CEO and Auditors’ Review Report to the Members on Statement of Compliance with Best Practices of Code of Corporate Governance, be and are hereby approved”.

Certified True Copy

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

Aurangzeb Amin
Company Secretary

Faysal Bank Limited

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

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“RESOLVED that the issuance of 10% final Bonus shares for the year ended December 31, 2016 in proportion of 10 shares for every 100 shares as recommended by Board of Directors in its meeting held on January 26, 2017 to all entitled shareholders of Faysal Bank Limited be and is hereby approved.

FURTHER RESOLVED that the Company Secretary and/or CFO of the Bank under the supervision of the President & CEO of the Bank be and hereby are authorized singly or jointly to do all acts, deeds and things relating to 10% Bonus issue to the all entitled Shareholders of the Faysal Bank Ltd.”

Certified True Copy

Aurangzeb Amin

Company Secretary



Extract of the Draft Minutes of 22nd Annual General Meeting of Faysal Bank Limited held at Marriott Hotel, Pool Marquee, Karachi on March 29, 2017 at 9:00 a.m.

“RESOLVED that the following Nine (09) candidates, be and are hereby elected as Directors on the Board of Faysal Bank Limited for next three years term w.e.f. March 29, 2017”:

1. ***Mr. Ahmed Abdulrahim Mohamed Abdulla Bucheery***
2. ***Mr. Juma Hasan Ali Abul***
3. ***Mr. Imtiaz Ahmed Pervez***
4. ***Mr. Abdulelah Ebrahim Mohamed AlQasimi***
5. ***Mr. Abdulla Abdulaziz Ali Taleb***
6. ***Mr. Farooq Rahmatullah Khan***
7. ***Mian Muhammad Younis***
8. ***Mr. Fuad Azim Hashimi***
9. ***Mr. Ali Munir***

Certified True Copy

Aurangzeb Amin
Company Secretary

Faysal Bank Limited

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Marriott Hotel, Pool Marquee, Karachi on March 29, 2017 at 9:00 a.m.**

“RESOLVED that as recommended by the Board Audit & Corporate Governance Committee and Board of Directors of Faysal Bank Limited, M/s. A.F. Ferguson & Co., Chartered Accountants, be and are hereby re-appointed as External Auditors of the Bank for the ensuing year 2017 from the conclusion of this Annual General Meeting (AGM) and hold the office till conclusion of the next AGM of 2018 on a mutually agreed remuneration”.

Certified True Copy

Aurangzeb Amin
Company Secretary

Faysal Bank Limited

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ST-02, Shahrah-e-Faisal, TEL 021 3279 5200
Karachi, Pakistan, FAX 021 3279 5230



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Marriott Hotel, Pool Marquee, Karachi on March 29, 2017 at 9:00 a.m.**

“Resolved that in the event of any member holding fraction of a Share, the Company Secretary be and is hereby authorized to consolidate such Fractional entitlement and sell in the stock market and the proceeds of sell (less expenses) when realized, be donated to a Charitable Trust namely; “Waqf Faisal”.

Certified True Copy

A handwritten signature in blue ink, appearing to read "Aurangzeb Amin".

Aurangzeb Amin
Company Secretary



**Extract of the Draft Minutes of 22nd Annual General Meeting of Faysal Bank Limited held at
Marriott Hotel, Pool Marquee, Karachi on March 29, 2017 at 9:00 a.m.**

“RESOLVED that the subordinated loan of PKR 180 Million by Faysal Bank Limited (FBL) for Faysal Asset Management Limited an Associated Company of FBL for three years tenure with 6 month KIBOR plus 3.5% markup, be and is hereby approved, subject to compliance of all the regulatory approvals.”

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.

Certified True Copy

Aurangzeb Amin
Company Secretary

Faysal Bank Limited

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Extract of the Draft Minutes of 22nd Annual General Meeting of Faysal Bank Limited held at Marriott Hotel, Pool Marquee, Karachi on March 29, 2017 at 9:00 a.m.

“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 Faysal Asset Management Limited, 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.

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A handwritten signature in blue ink, appearing to read "Aurangzeb Amin".

Aurangzeb Amin
Company Secretary

Faysal Bank Limited

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

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"RESOLVED that the consent and approval of the members of Faysal Bank Limited be and is hereby accorded for transmission of the Annual Balance Sheet and Profit and Loss Accounts, Directors' and Auditors' Report etc. ("Annual Audited Accounts") through CD/DVD or USB, instead of transmitting the same in hard copies, to the members for future years commencing from the next year."

FURTHER RESOLVED that for the purpose of giving effect to this Special Resolution; 1) the President & CEO and / or 2) the Company Secretary 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.

Certified True Copy

Aurangzeb Amin
Company Secretary



**Extract of the Draft Minutes of 22nd Annual General Meeting of Faysal Bank Limited held at
Marriott Hotel, Pool Marquee, Karachi on March 29, 2017 at 9:00 a.m.**

“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 Strategic Planning and Business Transformation Committee) as disclosed in Note 38 of the Audited Financial Statements of the Bank for the year ended December 31, 2016, be and is hereby approved.”

Certified True Copy

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

**Aurangzeb Amin
Company Secretary**