



March 6, 2018

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

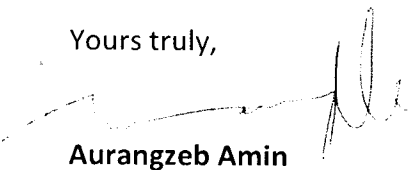
Dear Sir,

Sub: Notice of 23rd Annual General Meeting of Faysal Bank Limited

We enclose herewith a Notice of 23rd Annual General Meeting of Faysal Bank Limited will be held on March 28, 2018 at 9:00 a.m. at Karachi.

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

Yours truly,


Aurangzeb Amin
Company Secretary &
Haed of Legal

Encl: as above

NOTICE OF THE TWENTY THIRD ANNUAL GENERAL MEETING

Notice is hereby given that the 23rd Annual General Meeting of Faysal Bank Limited (“FBL”) will be held on March 28, 2018 at 9:00 a.m. at Acquires Hall, Beach Luxury Hotel, M.T. Khan Road, Karachi to transact the following business:

ORDINARY BUSINESS:

1. To confirm the minutes of the 22nd Annual General Meeting held on March 29, 2017.
2. To receive and adopt Annual Audited Accounts, Statement of Compliance with Code of Corporate Governance of FBL for the year ended December 31, 2017 together with the Directors’ and Auditors’ Reports thereon.
3. To consider and approve as recommended by the Board of Directors to issue of Bonus Shares in the proportion of 15 shares for every 100 shares held by the Shareholders i.e. 15% for the year ended December 31, 2017.
4. To appoint External Auditors for the ensuing financial year 2018 at a mutually agreed rate of remuneration. The present Auditors, A.F. Ferguson & Company, Chartered Accountants, being eligible, offer themselves for reappointment.
5. Any other business with the permission of the Chair.

SPECIAL BUSINESS:

6. To approve disposal of fractional shares created out of the issuance of bonus shares by the Bank for the year 2017 by passing the following resolution as ordinary resolution with or without amendments:

“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”.

7. To Consider and approve the amount of remuneration paid to the Non-Executive/ Independent Directors of FBL during the year 2017 for attending the Board meetings/Sub-Committees and revised scale of Remuneration to be paid to the each Non-Executive/Independent Directors of FBL for attending the Board Sub-Committee Meetings and in that connection to pass the following resolutions as an Special Resolutions, with or without modification, addition or deletion:

RESOLVED THAT:

- I. *"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 39 of the Audited Financial Statements is submitted to the shareholders for approval on a post facto basis, be and is hereby approved."*
 - II. *"The revised scale of the remuneration of US\$ 3,000/- (net of taxes) paid/to be paid to the Non-Executive and Independent Directors as Chairman and Members of all Board Sub-Committees is submitted to the shareholders for approval on a post facto basis, be and is hereby approved."*
8. To transact any other Business with the permission of the Chairman.

By the order of the Board

Karachi dated: March 6, 2018

Aurangzeb Amin

Company Secretary & Head of Legal

Notes:

1. The Share Transfer Books of the Bank shall remain closed from **March 22, 2018 to March 28, 2018** (both days inclusive). Transfer received at the Share Registrar of the Bank, by the close of business on March 21, 2018 will be treated in time for the purpose of entitlement of aforesaid Bonus Shares.
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. Central Depository Company of Pakistan 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, 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.

5. 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.

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

The Company has placed the Audited Annual Financial Statements for the year ended December 31, 2017 along with Auditors and Directors Reports thereon on its website: www.faysalbank.com

7. 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

8. 5% Withholding Tax on Bonus Shares

Pursuant to the provisions of Section 236M of the Income Tax Ordinance, 2001, Bonus Shares is subject to withholding tax at the rate of 5%, The shareholders who will deposit 5% tax amount on Bonus Shares equal to five percent of the value of the total bonus shares issued to the shareholder determined on the basis of the day end price on the first day of closure of books are entitled for 100% of the approved Bonus Shares.

In case the shareholders fail to pay the said tax to the company within the prescribed time, the company is required to deposit the bonus shares withheld from its shareholders in Central Depository Company of Pakistan Limited in terms of the order of the Federal Board of Revenue, Government of Pakistan dated March 19, 2015.

The letters for collection of tax amount on 5% Bonus Shares will be dispatched to all entitled shareholders separately within the specified time frame bound by FBR.

9. 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 along with complete information necessary to enable them to access such facility.

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| <p>"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 _____"</p> <p>Signature of Shareholder</p> |
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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.

Statement of Material Facts under Section 134 (3) of the Companies Act 2017 relating to the Special Business referred in the Notice above:

Agenda Item No. 6

To approve disposal of fractional shares created out of the issuance of bonus shares by the Bank for the year 2017 by passing the following resolution as ordinary resolution with or without amendments:

“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”.

Agenda Item No. 7

To Consider and approve the amount of remuneration paid to the Non-Executive/ Independent Directors of FBL during the year 2017 for attending the Board meetings/Sub-Committees and revised scale of Remuneration to be paid to the each Non-Executive/Independent Directors of FBL for attending the Board Sub-Committee Meetings and in that connection to pass the following resolutions as an Special Resolutions, with or without modification, addition or deletion:

RESOLVED THAT:

- I. *“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 39 of the Audited Financial Statements is submitted to the shareholders for approval on post facto basis, be and is hereby approved.”*

- II. *“The revised scale of the remuneration of US\$ 3,000/- (net of taxes) paid/to be paid to the Non-Executive and Independent Directors as Chairman and Members of all Board Sub-Committees is submitted to the shareholders for approval on a post facto basis, be and is hereby approved.*