

Faysal Bank Limited

Faysal House

ST-02, Shahrah-e-Faisal

Karachi, Pakistan

UAN 021 111 747 747

TEL 021 32795200

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April 2, 2018

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 23rd Annual General Meeting of
Faysal Bank Limited (FBL)**

In terms of Rule 5.6.4 (b) of Rule Book of the Pakistan Stock Exchanged Limited, we enclose herewith a certified copy of the resolutions passed and adopted by the shareholders of Faysal Bank Limited in the 23rd Annual General Meeting held on March 28, 2018.

You may please inform the TRE Certificate Holders of the Exchange accordingly.

Yours truly,

Aurangzeb Amin
Company Secretary &
Head of legal

Encl: as above

Registered Office

Faysal House Pakistan Stock Exchange 2017

ST-02, Shahrah-e-Faisal

Karachi, Pakistan.

www.faysalbank.com/Barkat

Certified True Copies of Resolution passed and adopted by the shareholders of the Bank in the 23rd Annual General Meeting held on March 28, 2018

1. To confirm the minutes of the 22nd Annual General Meeting held on March 29, 2017.

“RESOLVED that the Minutes of the 22nd Annual General Meeting held on March 29, 2017 at Marriott Hotel, Karachi, be and hereby are confirmed and adopted.”

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.

“RESOLVED that the Annual Audited Financial Statements of the Bank for the year ended December 31, 2017 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 the Code of Corporate Governance, be and are hereby approved”.

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.

“RESOLVED that the issuance of 15% final Bonus shares for the year ended December 31, 2017 in proportion of 15 shares for every 100 shares as recommended by Board of Directors in its meeting held on February 28, 2018 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 15% Bonus issue to all entitled Shareholders of the Faysal Bank Ltd.”

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.

“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 2018 from the conclusion of this Annual General Meeting (AGM) and hold the office till conclusion of the next AGM of 2019 on a mutually agreed remuneration”.

5. 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.

FURTHER RESOLVED that the amount of fractional shares will be credited to the three descanting shareholders in their respective accounts.”

6. 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 in that connection to pass the following resolution as an Ordinary Resolution, with or without modification, addition or deletion:

RESOLVED THAT:

- A. *“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.”*
- B. *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.*

CERTIFIED TRUE COPY

We hereby certify that the above resolutions were duly passed and adopted the members of the Bank in its 23rd Annual General Meeting held on March 28, 2018.



Aurangzeb Amin
Company Secretary &
Head of Legal