

Faysal Bank Limited

Faysal House

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

UAN 021 111 747 747

TEL 021 32795200

FAX 021 32795226



June 19, 2018

The General Manager

Pakistan Stock Exchange Limited,
Stock Exchange Building,
Stock Exchange Road,
Karachi.

Dear Sir,

Sub: Notice of Extra Ordinary General Meeting (EOGM) of Faysal Bank Limited

We enclose herewith newspaper clippings of Daily Business Recorder and Daily Khabrain dated June 19, 2018 (published in Karachi, Lahore & Islamabad editions) in respect of the publication for Notice of EOGM of Faysal Bank Limited held on July 10, 2018 at 9:30 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

BUSINESS RECORDER

Karachi, Tuesday 19 June 2018, 4 Shawwal 1439



NOTICE OF THE EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the Extra Ordinary General Meeting of Faysal Bank Limited ("FBL") will be held on July 10, 2018 at 9:30 a.m. at Crystal Ballroom, Marriott Hotel, Karachi to transact the following business:

SPECIAL BUSINESS:

1. **To consider and approve the acquisition of 50% Shareholding (7,500,000 Shares) of Faysal Asset Management Limited (FAML) (an associated company of Faysal Bank Limited) by Faysal Bank Ltd., from Islamic Investment Company of the Gulf (Bahamas) Ltd. (being a related party) and to pass the following Resolutions as Special Resolution with or without modifications:**

"RESOLVED that the acquisition by Faysal Bank Ltd., of 50% voting shares of Faysal Asset Management Limited i.e. 7,500,000 shares, from Islamic Investment Company of the Gulf (Bahamas) Ltd., at the rate of PKR. 30/- per share, as recommended for approval by the Members of the Board of Directors of the Bank (who are not in conflict with this transaction) be and is hereby approved, subject to all applicable 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 (a) execute the Share Purchase Agreement and all accompanying documents and (b) take all necessary actions and do all acts, deeds and things in the matter."

2. **To consider and approve the acquisition of up to 19.99% Shareholding (2,998,000 Shares) of Faysal Asset Management Limited (FAML) (an associated company of Faysal Bank Limited) by Faysal Bank Ltd., from Mr. Razi-ur-Rehman Khan and to pass the following Resolutions as Special Resolution with or without modifications:**

"RESOLVED that the acquisition by Faysal Bank Ltd., of 19.99% voting shares of Faysal Asset Management Limited i.e. 2,998,000 shares, from Mr. Razi-ur-Rehman Khan at the rate of PKR. 30/- per share, as recommended for approval by the Members of the Board of Directors of the Bank be and is hereby approved, subject to all applicable 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 (a) execute the Share Purchase Agreement and all accompanying documents and (b) take all necessary actions and do all acts, deeds and things in the matter."

3. **To Consider and approve Capital Support of PKR 280 Million for Faysal Asset Management Limited an Associated Company of Faysal Bank Limited (FBL) and pass the following Special Resolutions with or without modifications:**

"RESOLVED that the Capital Support in the amount of PKR 280 Million by Faysal Bank Limited (FBL) for Faysal Asset Management Limited, an Associated Company of FBL to be provided on the request of the Faysal Asset Management Limited 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."

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

By the order of the Board
Aurangzeb Amin
Company Secretary & Head of Legal

Karachi dated: June 14, 2018

Notes:

1. The Share Transfer Books of the Bank shall remain closed from July 4, 2018 to July 10, 2018 (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 by the close of business on July 3, 2018 will be treated in time for attending Extra Ordinary General Meeting (EOGM) will be held on July 10, 2018 at Karachi.
2. A member entitled to attend and vote at the Meeting may appoint another individual 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.

For attending the Meeting:

5. 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.
6. 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.

For appointing proxies:

7. 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.
8. The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
9. Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
10. The proxy shall produce his/her original CNIC or original passport at the time of the Meeting.
11. 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.

Consent for Video Conference Facility:

12. 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 EOGM.
13. 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.
14. The Company will intimate members regarding venue of the video conference facility at least 10 days before the date of EOGM along with 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

Note: Statement of Material Facts under Section 134 (3) of the Companies Act 2017 relating to the Special Business has been dispatched to the Shareholders of Faysal Bank limited.

بینک ایف سی اے ڈی

Daily
KHABRAIN

روزنامہ

بینک ایف سی اے ڈی

منگل 4 شوال المکرم 1439، 19 جون 2018، 4 اپریل 2073 ب

وزیراعلیٰ سندھ ارباب غلام رستم این کے الٹے سے تریب اور این سر سے ا اعلان کردیا۔ حیدرات کے مطابق ایف سی اے ڈی کے معاملات سے پائے اور ان کے

غیر معمولی اجلاس عام کی اطلاع



بذریعہ ہذا مطلع کیا جاتا ہے کہ فیصل بینک لمیٹڈ ("ایف بی ایل") کا غیر معمولی اجلاس عام مورخہ 10 جولائی 2018 کو صبح 9:30 بجے بمقام کراچی ہائوس، کراچی میں درج ذیل امور کی انجام دہی کے لئے منعقد ہوگا۔

خصوصی امور:

1۔ فیصل بینک لمیٹڈ کی اسلاک انونٹ کھتی آف گلف (بہا مار) لمیٹڈ (بھیت ایک متعلقہ پارٹی) سے فیصل ایسٹ منجمنٹ لمیٹڈ (ایف اے ایم ایل) جو فیصل بینک لمیٹڈ کی ایک ایسی ایٹ ہے اس کی 50 فیصد شیئرز ہولڈنگ یعنی (7,500,000 شیئرز) کے حصول پر غور کرنا اور حسب ذیل قرارداد کو بطور خصوصی قرارداد تسلیم یا ملاتزم کے منظور کرنا۔
قرارداد کیا کہ فیصل بینک لمیٹڈ کی جانب سے اسلاک انونٹ کھتی آف گلف (بہا مار) لمیٹڈ سے فیصل ایسٹ منجمنٹ لمیٹڈ کی 50 فیصد ہولڈنگ شیئرز یعنی 7,500,000 شیئرز بشرط 30= روپے فی شیئر جس کی فیصل بینک لمیٹڈ کے بورڈ آف ڈائریکٹرز کے ارکان (جن کا اس معاملہ سے کوئی متصاہب مفاد نہیں ہیں) جو کہ لاگو ریگولیشنز منطوری سے مشروط ہے کی منظوری دی جاتی ہے۔

مزید قرارداد کیا کہ اس خصوصی قرارداد کو عمل میں لانے کیلئے صدر اور سی ای او اور ای (2) کپٹی سکرٹری اور ای (3) بینک کے چیف فنانشل آفیسر کو تہا یا مشترکہ طور پر بذریعہ ہذا نماز بنایا جاتا ہے کہ وہ شیئرز خریداری معاہدہ بمقتدا مہم تمام دستاویزات کے ہمراہ اس سلسلے میں تمام ضروری قانونی امور کی تکمیل کیلئے ضروری کارروائی کی انجام دہی کریں۔

2۔ فیصل بینک لمیٹڈ کی جانب سے اس کی ایسی ایٹ کھتی فیصل ایسٹ منجمنٹ (ایف اے ایم ایل) کے جناب رضی الرحمان خان سے 19.99 فیصد شیئرز ہولڈنگ یعنی (2,998,000 شیئرز) کے حصول پر غور کرنا اور حسب ذیل قرارداد کو بطور خصوصی قرارداد تسلیم یا ملاتزم کے منظور کرنا۔
قرارداد کیا کہ فیصل ایسٹ منجمنٹ لمیٹڈ کے 19.99 فیصد ہولڈنگ شیئرز یعنی 2,998,000 شیئرز بشرط 30= روپے فی شیئر کا فیصل بینک لمیٹڈ کی جانب سے جناب رضی الرحمان خان سے حصول جیسا کہ بینک کے بورڈ آف ڈائریکٹرز نے منظوری کیلئے سفارش کی ہے جو کہ تمام ریگولیشنز منطوری سے مشروط ہے بذریعہ ہذا منظوری دی جاتی ہے۔

مزید قرارداد کیا کہ اس خصوصی قرارداد کو عمل میں لانے کیلئے صدر اور سی ای او اور ای (2) کپٹی سکرٹری اور ای (3) بینک کے چیف فنانشل آفیسر کو تہا یا مشترکہ طور پر بذریعہ ہذا نماز بنایا جاتا ہے کہ وہ شیئرز خریداری معاہدہ بمقتدا مہم تمام دستاویزات کے ہمراہ اس سلسلے میں تمام ضروری قانونی امور کی تکمیل کیلئے ضروری کارروائی کی انجام دہی کریں۔

3۔ فیصل بینک لمیٹڈ کی ایسی ایٹ کھتی فیصل ایسٹ منجمنٹ لمیٹڈ میں 280 ملین روپے کی سرمایہ جاتی امداد پر غور کرنا اور حسب ذیل قرارداد کو بطور خصوصی قرارداد منظور کرنا۔
قرارداد کیا کہ 280 ملین روپے کی فیصل بینک لمیٹڈ کی جانب سے فیصل ایسٹ منجمنٹ لمیٹڈ کو ان کی درخواست پر کی جانے والی سرمایہ جاتی امداد کی بذریعہ ہذا منظوری دی جاتی ہے جو کہ ریگولیشنز منطوری کی تمام مطلوبہ شرائط کی تکمیل سے مشروط ہے۔

مزید قرارداد کیا کہ خصوصی قرارداد کو عمل میں لانے کیلئے (1) بینک کے صدر اور سی ای او اور ای (2) کپٹی سکرٹری اور ای (3) چیف فنانشل آفیسر کو اس معاملہ کی انجام دہی کیلئے بذریعہ ہذا نماز بنایا جاتا ہے کہ وہ مذکورہ معاملے میں تمام متعلقہ امور ضروری اقدامات کو تہا یا مشترکہ طور پر عمل درآمد کو یقینی بنائیں۔

4۔ جیتز میں کی اجازت سے دیگر امور کی انجام دہی۔

حساب الحکم بورڈ
اورنگزب اسٹن
کپٹی سکرٹری اینڈ ہیڈ آف ایگل

کراچی، تاریخ: 14 جون 2018

نوٹس

