

**NOTICE OF EXTRA ORDINARY GENERAL MEETING OF FAYSAL BANK LIMITED**

Notice is hereby given that the Extra Ordinary General Meeting of Faysal Bank Limited (“FBL”) will be held on May 11, 2023 at 10:00 a.m. at Ballroom C, Mövenpick Hotel, Club Road, Civil Lines, Karachi to transact the following business:

**ORDINARY BUSINESS:**

1. To confirm the minutes of the 28<sup>th</sup> Annual General Meeting held on March 29, 2023.
2. To elect Eleven (11) Directors of FBL for a period of three years commencing from May 14, 2023 in accordance with the provisions of the Companies Act, 2017 and Memorandum and Articles of Association. The names of retiring Directors are as under:

1. Mr. Farooq Rahmatullah Khan
2. Mr. Ahmed Abdulrahim Mohamed Abdulla Bucheery
3. Mian Muhammad Younis
4. Mr. Imtiaz Ahmad Pervez
5. Mr. Juma Hasan Ali Abul
6. Mr. Abdulelah Ebrahim Mohamed AlQasimi
7. Mr. Abdulla Abdulaziz Ali Taleb
8. Mr. Ali Munir
9. Ms. Fatima Asad Khan
10. Mr. Mohsin Tariq

The Board of Directors at its meeting held on February 23, 2023, have fixed the number of Directors to be elected for the next term of three (3) years on the Board at Eleven (11). The retiring Directors shall be eligible to offer themselves for re-election in accordance with applicable Regulations.

3. Any other business with the permission of the Chair.

Karachi dated: April 19, 2023

**By the order of the Board**

**Aurangzeb Amin**

Company Secretary & Head of Legal

**Notes:**

1. The Directors of the Company have fixed, under sub-section (1) of Section 159 of the Companies Act, 2017, the number of elected directors of the Company at Eleven (11).
2. The Share Transfer Books of the Bank shall remain closed from **May 04, 2023 to May 11, 2023** (both days inclusive). Transfer received at the Share Registrar of the Bank, by the close of business on May 03, 2023 will be treated in time.

3. A member entitled to attend and vote at the Meeting may appoint another person 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 later than 11:00 a.m. on May 09, 2023

**4. Participation in the EOGM through Video link:**

The General Meeting is being conducted as per guidelines circulated by SECP following arrangements have also been made by the Bank to facilitate the maximum participation of the shareholders in the EOGM through video link facility, either in-person or through appointed proxies:

The shareholders interested to participate through video link are requested to please provide below information at Email: **cdcsr@cdcsrsl.com** and Whatsapp No. **0321-8200864** at the earliest but not later than close of business on May 09, 2023

Full Name of Shareholder / Proxy Holder	Company	CNIC Number	Folio / CDC A/c No.	Email ID	Mobile Phone No.
	Faysal Bank Limited				

Please note that video link and login credentials will be shared with only those members / designated proxies whose e-mail and other required information are received in required time as mentioned above.

- a) Video-link for the meeting will be sent to members at their provided email addresses enabling them to attend the meeting on the given date and time.
  - b) Login facility will be opened thirty (30) minutes before the meeting time to enable the participants to join the meeting after the identification process. Shareholders will be able to login and participate in the meeting proceedings through their devices after completing all the formalities required for the identification and verification of the shareholders.
  - c) Shareholders may send their comments and suggestions relating to the agenda items of the EOGM at least two (2) working days before the meeting, at the given email address **cdcsr@cdcsrsl.com** WhatsApp on **0321-8200864**. Shareholders are requested to mention their full name, CNIC # and Folio/CDC Account # for this purpose.
  - d) Shareholders are encouraged to participate in the meeting to consolidate their attendance and participation through proxies.
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. Members are required to timely notify any change in their address to their respective Participant (if shares are held electronically) or to the Share Registrar of the Bank (if shares are held in physical form) M/s. CDC Share Registrar Services Limited, CDC House, 99-B, Block-B, S.M.C.H.S., Main Shahrah-e-Faisal, Karachi.

**Postal Ballot/E-voting**

7. In accordance with the Companies (Postal Ballot) Regulations, 2018, Section 143 and 144 of the Companies Act 2017 and under Postal Ballot Regulation, 2018 latest amendments circulated through SRO dated December 05, 2022, SECP has directed all listed companies for the purpose of Polling on Special Business / election of directors, if the number of persons who offer themselves to be elected is more than the number of directors fixed under Section 159 (1) of the Companies Act, 2017, shareholders will be allowed to exercise their right to vote through postal ballot i.e. by post or e-voting, in the manner and subject to the conditions contained in the aforesaid regulations. Detail will be circulated in due course.

**8. Procedure for Election of Directors**

Any member desirous to contest the election of Directors shall file the following with Company

Secretary, Faysal Bank Limited Faysal House, St-02, Commercial Lane, Main Shahrah-e-Faisal, Karachi,, not later than 14 days before the day of the EOGM:

- a. Notice of his/her intention to offer him/herself for the election to the office of director in terms of Section 159(3) of the Companies Act, 2017 (the Act).
- b. Consent to act as director of the Bank along with consent on Form 28 prescribed under the Act.
- c. Detail profile along with office address as required under SECP's SRO 1196 (I) 2019 dated October 3, 2019.
- d. Declaration under Regulation 3 of the Listed Companies (Code of Corporate Governance) Regulations 2019 and Section 155 of the Act.
- e. Declaration that he/she is not ineligible to become a director of the Bank in terms of Section 153 and 177 of the Act. Neither he/she nor his/her spouse is engaged in the business of brokerage or is a sponsor, director or officer of a corporate brokerage house.
- f. Fit and Proper Test Proforma, Affidavit, Declarations, and Questionnaire as provided in "Corporate Governance Regulatory Framework" issued by State Bank of Pakistan (SBP) vide BPRD Circular No. 5 dated November 22, 2021.
- g. Manner and selection of independent director shall be as per requirements of Section 166 of the Act. Furthermore, a declaration of Independence in terms of Section 166(2) of the Act will be required under clause 6(3) of Listed Companies (Code of Corporate Governance) Regulations, 2019 and SBP's Corporate Governance Regulatory Framework 2021.
- h. An independent director must hold 500 qualification shares or the aggregate nominal value of Rs. 5000 as the case may be, of the Bank at the time of filing of his/her consent to act as director.

In terms of the criteria prescribed by SBP, a person shall not be eligible to become a Director of a Bank, if the person:

- a) is disqualified/ineligible under Banking Companies Ordinance 1962, Companies Act 2017, and other applicable laws, rules and regulations.
- b) is in default of payment of dues owed to any financial institution in personal capacity.
- c) is associated as executive director/sponsor director/nominee of the sponsor and/or President & CEO of a proprietary concern, partnership firm, or corporate body excluding public sector organization, which is in default of dues owed to any financial institution.
- d) has contravened any of the requirements and standards of SBP or equivalent standards/requirements of other local or foreign regulatory authorities, professional bodies, or government bodies/agencies of such a nature that makes such person's association with the bank/DFI undesirable.
- e) is a designated person/proscribed person or is associated directly or indirectly with any designated person/proscribed person.
- f) is convicted of or is associated directly or indirectly with any person convicted of any serious offence, including any Money Laundering/ Terrorism Financing offence or any predicate offence set out in Schedule I of the Anti-Money Laundering Act, 2010.

It should also be noted that under SBP directives, a person is not permitted to be a Director of more than one financial institution, and the Directors will not assume the charge of their respective offices until their appointments are approved in writing by SBP.

## Form of Proxy

I/We \_\_\_\_\_ of \_\_\_\_\_ a member (s) of FAYSAL BANK LIMITED and holding \_\_\_\_\_ ordinary shares, as per Register Folio No. / Participant's ID/CDC sub Account No. \_\_\_\_\_ hereby appoint \_\_\_\_\_ Folio No. / Participant's ID/CDC sub Account No \_\_\_\_\_ or failing him/her \_\_\_\_\_ of \_\_\_\_\_ as my / our proxy to vote and act for me / us on my / our behalf at the **Extra Ordinary General Meeting** of the Bank will be held on **May 11, 2023** and at any adjournment thereof.

Signed \_\_\_\_\_ day of \_\_\_\_\_, 2023

Witness:

1. \_\_\_\_\_

Revenue Stamp

Rs. 5/-

Signature of Member (s)

2. \_\_\_\_\_

### Notes:

1. The Share Transfer Books of the Bank shall remain closed from **May 4, 2023 to May 11, 2023** (both days inclusive). Transfer received at the Shares Registrar of the Bank, by the close of business on May 3, 2023 will be treated in time for attending Extra Ordinary General Meeting will be held on May 11, 2023 at Karachi.
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. CDC Share Registrar Services 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.

میں / ہم \_\_\_\_\_

رہائشی \_\_\_\_\_

فیصل بینک لمیٹڈ کے نمبر (ز) کی حیثیت سے رجسٹرڈ فوئیو نمبر / پارٹی سپنٹ شناختی نمبر / سی ڈی سی سب اکاؤنٹ نمبر کے مطابق \_\_\_\_\_

عمومی شیئرز کے مالک ہیں اور بذریعہ لہذا \_\_\_\_\_

فوئیو نمبر / پارٹی سپنٹ شناختی نمبر / سی ڈی سی سب اکاؤنٹ نمبر \_\_\_\_\_ یا ان کی غیر موجودگی میں \_\_\_\_\_

رہائشی \_\_\_\_\_ کو پراکسی کے طور پر مقرر کرتا ہوں / کرتے ہیں جو کہ میرے / ہمارے پراکسی کے طور پر میری / ہماری غیر موجودگی میں

بینک کے 11 مئی، 2023 کو منعقد ہونے والے غیر معمولی اجلاس عام میں میری / ہماری جانب سے شرکت کرنے اور ووٹ دینے کے اہل ہوں گے۔

دستخط \_\_\_\_\_ دستخط کی تاریخ \_\_\_\_\_

گواہ

پانچ روپے کاربوئیو اسٹامپ چسپاں کریں

1- \_\_\_\_\_

ممبر (ز) کے دستخط

2- \_\_\_\_\_

## نوٹ:

1. بینک کے شیئر ٹرانسفر بکس 4 مئی، 2023 سے 11 مئی، 2023 تک (بشمول دونوں دن) بند رہیں گی۔ بینک کے شیئر رجسٹرڈ جسٹس 3 مئی، 2023 کو کاروبار کے اختتام تک موصول ہونے والے ٹرانسفر کو 11 مئی، 2023 کو کراچی میں منعقد ہونے والے غیر معمولی اجلاس عام کے لئے بروقت قرار دیا جائے گا۔
2. اجلاس میں شرکت اور ووٹ دینے کا اہل ممبر کسی دوسرے ممبر کو اپنی جگہ شرکت کرنے اور ووٹ دینے کے لئے پراکسی مقرر کر سکتا ہے جبکہ کسی ادارے کی جانب سے مقرر کردہ پراکسی کا ممبر ہونا لازمی نہیں ہے، لیکن اس کے پاس ادارے کی جانب سے تقرری کا ثبوت ہونا چاہیے۔ پراکسی لازمی طور پر اجلاس سے کم از کم 48 گھنٹے قبل بینک کے رجسٹرڈ آفس میں وصول ہونی چاہیے۔
3. ممبرز اسپنٹ کی تبدیلی سے متعلق اطلاع بینک کے شیئر رجسٹرڈ میسرز سی ڈی سی ہاؤس لمیٹڈ، سی ڈی سی ہاؤس، B-99 بلاک بی، ایس ایم سی ایچ ایس مین شاہراہ فیصل، کراچی کو بروقت دیں۔
4. سی ڈی سی اکاؤنٹ ہولڈرز سکیورٹیز اینڈ ایکسچینج کمیشن آف پاکستان کے 26 جنوری، 2000 کو جاری شدہ سرکلر 1 میں دی گئی رہنما ہدایات پر عمل کریں۔

A اجلاس میں شرکت کے لیے:

1. انفرادی ممبر کی صورت میں اکاؤنٹ ہولڈر یا سب اکاؤنٹ ہولڈر اور / یا وہ آدمی جس کی سکیورٹیز گروپ اکاؤنٹ میں ہیں اور اس کی رجسٹریشن کی تفصیلات قواعد کے مطابق اپلوڈ ہو چکی ہیں، انہیں اپنی شناخت کے لیے اجلاس میں شرکت کے وقت قومی شناختی کارڈ (CNIC) یا اصل پاسپورٹ پیش کرنا پڑے گا۔
2. کارپوریٹ ادارے کی صورت میں اجلاس کے وقت بورڈ آف ڈائریکٹرز کی قرارداد / پاور آف اٹارنی (اگر پہلے فراہم نہیں کیا گیا ہے) نامزد کرنے والے کے مجاز دستخط کے ساتھ پیش کرنا ہو گا۔

B پراکسی کی تقرری کے لئے

1. انفرادی ممبر کی صورت میں اکاؤنٹ ہولڈر یا سب اکاؤنٹ ہولڈر اور / یا وہ آدمی جس کی سکیورٹیز گروپ میں ہیں اور اس کی رجسٹریشن کی تفصیلات قواعد کے مطابق اپلوڈ ہو گئی ہیں، انہیں درج بالا ضروریات کے مطابق پراکسی فارم جمع کرنا ہو گا۔
2. پراکسی فارم پر دو افراد کی گواہی درکار ہوگی جن کے نام، پتہ اور سی این آئی سی نمبر درج ہوں گے۔
3. پراکسی فارم کے ساتھ اصل ممبر اور پراکسی کے سی این آئی سی پاسپورٹ کی مصدقہ نقول منسلک ہوں گی۔
4. مینٹگ کے وقت پراکسی کو اپنا اصل کمپیوٹرائزڈ قومی شناختی کارڈ یا اصل پاسپورٹ پیش کرنا ضروری ہو گا۔
5. کارپوریٹ ادارے کی صورت میں کمپنی کے پراکسی فارم کے ساتھ بورڈ آف ڈائریکٹرز کی قرارداد / پاور آف اٹارنی (اگر پہلے فراہم نہیں کیا گیا ہے) مجاز دستخط شدہ منسلک ہو گا۔