Bank AL Habib Limited

March 30, 2018

The General Manger,
Pakistan Stock Exchange Limited,
Stock Exchange Building,
Stock Exchange Road,
Karachi-74000.

Subject: **Certified True Copies of the Resolutions adopted by the Shareholders in the Annual General Meeting under regulation 5.6.4 (b) of Pakistan Stock Exchange Rule Book**

Dear Sir,

As required under regulation 5.6.4 (b) of Pakistan Stock Exchange Rule Book, we are enclosing herewith Certified True Copies of the Resolutions adopted by the shareholders in the Annual General Meeting held on March 27, 2018 in Multan.

Regards,

Yours truly,

Mohammad Taqi Lakhani
Company Secretary

Encl: As above

PRINCIPAL OFFICE: 2nd FLOOR MACKINNONS BUILDING, I.I. CHUNDRIGAR ROAD, KARACHI-PAKISTAN
PHONES : (92-21) 32412421-32412986 & 111-786-110 FAX : (92-21) 32419752 & 32401171
EMAIL: info@bankalhabib.com WEBSITE: www.bankalhabib.com
REGISTERED OFFICE: 126-C, OLD BAHAWALPUR ROAD, MULTAN

Bank AL Habib

Bank AL Habib Limited

RESOLUTIONS PASSED IN THE ANNUAL GENERAL MEETING OF THE BANK HELD ON MARCH 27, 2018

"**RESOLVED** that the remuneration payable to Directors for attending Board Meeting and Sub-Committee Meeting of the Board be and is hereby increased from Rs.75,000/- (Rupees Seventy Five Thousand) to Rs.150,000/- (Rupees One Hundred Fifty Thousand).

"**FURTHER RESOLVED** that the figure "Rs.75,000" (Rupees Seventy Five Thousand) appearing in Article 106 of Articles of Association be and is hereby substituted by the figure "Rs. 150,000/-" (Rupees One Hundred Fifty Thousand)."

CERTIFIED TRUE COPY

Mohammad Taqi Lakhani
Company Secretary
March 30, 2018

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RESOLUTION PASSED IN THE
ANNUAL GENERAL MEETING
OF THE BANK HELD ON MARCH 27, 2018

"RESOLVED that the remuneration of Mr. Qumail R. Habib, Executive Director shall not exceed Rs. 2,500,000/- per month exclusive of perquisites, benefits and other allowances to which he is entitled under the terms of his employment."

CERTIFIED TRUE COPY

Mohammad Taqi Lakhani
Company Secretary
March 30, 2018

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RESOLUTIONS PASSED IN THE ANNUAL GENERAL MEETING OF THE BANK HELD ON MARCH 27, 2018

"RESOLVED that the perpetual Term Finance Certificates ("TFCs") of Bank AL Habib Limited in the amount of Rs. 7,000,000,000/= (Rupees Seven Billion) for the purpose of Additional Tier 1 Capital under Basel III Capital Instructions of the State Bank of Pakistan ("SBP"), may be converted into ordinary shares of the Bank subject to a maximum of 140,000,000 (One Hundred Forty Million) additional ordinary shares being issued upon such conversion, (i) if so directed by SBP on the occurrence of a point of non-viability as determined by SBP, at a price equivalent to the market value of the shares of the Bank on the date of trigger of the point of non-viability as declared by SBP or (ii) at the option of the Bank upon the occurrence of a pre-specified trigger point pursuant to Basel III Capital Instructions of SBP, at a price equivalent to the market value of the shares of the Bank on the date of occurrence of the pre-specified trigger point, or (iii) due to any inability to exercise the Lock-in Clause or Non-Cumulative features of TFCs, subject to such terms and conditions as may be determined by SBP, in accordance with the applicable rules and regulations of SBP, and all such ordinary shares shall be issued other than by way of rights in accordance with Section 83(1)(b) of the Companies Act, 2017 and shall further be subject to the approval of Securities and Exchange Commission of Pakistan in accordance with Section 83(1)(b) of the Companies Act, 2017.

"FURTHER RESOLVED that the Board of Directors of the Bank ("the Board") or such officer or officers of the Bank as may be authorized by the Board, be and are hereby authorized to take all steps necessary, ancillary, and incidental to the above-mentioned conversion, as and when required, and are further authorized to sign, execute, and deliver all necessary documents, agreements, and letters on behalf of the Bank, as may be deemed appropriate and as may be required for the purposes above-mentioned.**"**

CERTIFIED TRUE COPY

Mohammad Taqi Lakhani
Company Secretary
March 30, 2018

Bank AL Habib Ltd.

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