

NOTICE OF EXTRA ORDINARY GENERAL MEETING OF FAYSAL BANK LIMITED

Notice is hereby given that the Extra Ordinary General Meeting (“EOGM”) of Faysal Bank Limited (“FBL”) will be held on November 25, 2022 at 10:00 a.m. at ICAP Auditorium, The Institute of Chartered Accountants of Pakistan, Chartered Accountants Avenue, Block-8, Clifton, Karachi to transact the following businesses:

ORDINARY BUSINESS:

1. To confirm the minutes of the 27th Annual General Meeting held on March 29, 2022.
2. Any other business with the permission of the Chair.

SPECIAL BUSINESS:

3. **To approve Articles of Association of Faysal Bank Ltd. (AOA) keeping in view the completion of conversion of Faysal Bank Limited from Conventional Bank to an Islamic Bank and in that connection to pass the following resolutions as Special Resolutions, with or without modification, addition or deletion.**

“RESOLVED that the amendments in the Article of Association of Faysal Bank Ltd., to meet the requirements of a duly licensed Islamic bank as deliberated by the Board of Directors in its 149th Meeting held on October 27, 2022 and then recommended through Circular Resolution on November 2, 2022, be and are hereby approved, subject to all the necessary Regulatory approvals.

RESOLVED that the Chief Executive Officer, Company Secretary and Chief Financial Officer of the Bank be and are hereby singly authorized and empowered to give effect to the above resolution and to do all acts, deeds and things that may be necessary or required and to sign such documents and take such steps from time to time as and when necessary.

FURTHER RESOLVED that the Board of Directors of Faysal Bank Ltd., be and hereby is authorized to make any further change, amendment or revision in the Articles of Association as may be required by any regulatory authority in relation to the conversion of Faysal Bank Ltd., into an Islamic Bank.”

4. **Conversion of Faysal Bank Limited into an Islamic Bank and surrendering its current Banking License for obtaining Islamic Banking License**

“RESOLVED that the conversion of Faysal Bank Ltd., into an Islamic Bank by surrendering its current banking license to the State Bank of Pakistan and replacing it with Islamic Banking license be and is hereby approved.”

5. **Elaboration by the Chairman on the cleansing of the retained earnings under the Shariah guidelines as part of the conversion of FBL into a full-fledged Islamic Bank.**

Note: This agenda item is only for information to shareholders and does not required any approval or action.

6. To transact any other Business with the permission of the Chairman.

Karachi dated: November 3, 2022

By the order of the Board

Aurangzeb Amin
Company Secretary & Head of Legal

Notes:

1. The Share Transfer Books of the Bank shall remain closed from **November 19, 2022 to November 25, 2022** (both days inclusive). Transfer received at the Share Registrar of the Bank, by the close of business on November 18, 2022 will be treated in time.
2. 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 10:00 a.m. on November 22 2022.
3. **All the Shareholders are requested to strictly follow the COVID-19 related SOPs issued by the Provincial and/or the Federal Government.**
4. **Participation in the EOGM through Video link:**

In view of the prevailing situation of Pandemic Covid-19 and concerning the well-being of the participants of the EOGM, this General Meeting is being conducted as per guidelines circulated by SECP vide it's Circular No. 4 of 2021 dated February 15, 2021. Accordingly, the following arrangements have been made by the Bank to facilitate the 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 November 24, 2022.

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 Participants (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.

7. Deposit / Conversion of Physical Shares into Book-Entry Form:

The Securities and Exchange Commission of Pakistan ("SECP") through its letter No. CSD/ED/Misc./2016-639-640 dated March 26, 2021 has advised listed companies to adhere with the provision of the Section 72 of the Companies Act, 2017 (the "Act") requiring all the existing companies to replace shares issued by them in physical form with shares into Book-Entry form in a manner as may be specified and from the date notified by the SECP but not exceeding four (04) years from the date of the promulgation of the Act. Considering the aforesaid directive, FBL has also published a request on dated May 28, 2021 to ensure compliance with requirement of the Act and advised to open Investor Account directly with the Central Depository Company of Pakistan Limited ("CDC") or CDC-Sub-Account with any of the TREC Holder registered with Pakistan Stock Exchange Limited to place their physical shares into Book-Entry form. It will not only to secure the compliance of relevant rules and regulations but will also speed up the process of disbursement of entitlement to the respective shareholders.

STATEMENT OF MATERIAL FACTS UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017 IN RESPECT OF SPECIAL BUSINESS

Agenda Item No. 3:

To approve Articles of Association of Faysal Bank Ltd. (AOA) keeping in view the completion of conversion of Faysal Bank Limited from Conventional Bank to an Islamic Bank and in that connection to pass the following resolutions as Special Resolutions, with or without modification, addition or deletion.

The Board of Directors has recommended the amendments in the AOA to bring the same in line with requirements of a duly licensed Shariah Compliant Islamic Bank under the advice of the Shariah Board of the Bank as well as the relevant regulatory guidelines of the State Bank of Pakistan.

In accordance with Section 32 of the Companies Act, 2017, approval of the Shareholders in the General Meeting is required by way of a special resolution to alter the Company's Memorandum and Articles of Association.

The proposed amendments in AOA have been deliberated upon in its 149th Meeting held on October 27, 2022 and then recommended through Circular Resolution on November 2, 2022, subject to all the Regulatory and shareholders approvals with changes, if any, as may be suggested by them and accepted by the Board of Directors. The revised Articles of Association are submitted herewith.

A copy of AOA as on date and comparing the same with the proposed amendments is part of the notice of EOGM as circulated to the respected Shareholders for their review. The amended draft of AOA along with its comparison with the current AOA is also available for inspection at the registered office of the Bank from 9:00 am to 5:00 pm on any working day, up to the last working day before the date of EOGM. The proposed amended draft along with the comparison of changes has also been posted on the corporate website of Faysal Bank Ltd., that is www.faysalbank.com.

The Directors of the Company have no personal interest in the business to be conducted in the EOGM except in their capacity as shareholders of the Bank to the extent of their respective shareholding.

For the purpose aforesaid, it is proposed to consider and, if thought fit, to pass the following resolutions as Special Resolutions with or without modifications, to amend the Article of Association of the Bank and adopt a new set of AOA of the Bank.

“RESOLVED that the amendments in the Article of Association of Faysal Bank Ltd., to meet the requirements of a duly licensed Islamic bank as deliberated by the Board of Directors in its 149th Meeting held on October 27, 2022 and then recommended through Circular Resolution on November 2, 2022, be and are hereby approved, subject to all the necessary Regulatory approvals.

RESOLVED that the Chief Executive Officer, Company Secretary and Chief Financial Officer of the Bank be and are hereby singly authorized and empowered to give effect to the above resolution and to do all acts, deeds and things that may be necessary or required and to sign such documents and take such steps from time to time as and when necessary.

FURTHER RESOLVED that the Board of Directors of Faysal Bank Ltd., be and hereby is authorized to make any further change, amendment or revision in the Articles of Association as may be required by any regulatory authority in relation to the conversion of Faysal Bank Ltd., into an Islamic Bank.”

Agenda Item No. 4:

Conversion of Faysal Bank Limited into an Islamic Bank and surrendering its current Banking License for obtaining Islamic Banking License

Faysal Bank Limited under the guidance of Board of Directors and Shariah Board, has successfully achieved almost all the conversion requirements as stipulated in the Guidelines for Conversion of a Conventional Bank into an Islamic Bank in light of the Business Transformation Plan, while ensuring continuity of growth momentum in business volumes and profitability. In this regard, Faysal Bank Ltd., has successfully converted its branch network along with most of its business portfolios. At present there is only one conventional branch remaining in the network.

Faysal Bank Ltd. has also submitted its application for surrendering the current banking license and the issuance of the Islamic Banking license under the State Bank of Pakistan Guidelines for Conversion of a Conventional Bank into an Islamic Bank.

For the purpose aforesaid, it is requested to consider and pass the following resolution as Special Resolution with or without modifications, for the conversion of Faysal Bank Limited as a full-fledged Islamic Bank.

“RESOLVED that the conversion of Faysal Bank Ltd., into an Islamic Bank by surrendering its current banking license to the State Bank of Pakistan and replacing it with Islamic Banking license be and is hereby approved.”

Agenda Item No. 5:

Elaboration by the Chairman on the cleansing of the retained earnings under the Shariah guidelines as part of the conversion of FBL into a full-fledged Islamic Bank.

Al-Hamdulillah, the Bank has successfully completed the requirements of converting Faysal Bank Limited from a conventional to a full-fledged Islamic bank. In accordance with Shariah Board’s guidance, the non-permissible income accumulated in Retained Earnings is to be cleansed by the shareholders. For this purpose a cash dividend payout at the rate of PKR 5.5 per share that is 55% has been announced which represents Retained Profits of the Bank earned from non-Shariah compliant sources.”

Form of Proxy

I/We _____ of

_____ 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 **November 25, 2022** and at any adjournment thereof.

Signed _____ day of _____, 2022

Witness:

1. _____

Revenue Stamp

Rs. 5/-

Signature of Member (s)

2. _____

Notes:

1. The Share Transfer Books of the Bank shall remain closed from **November 19, 2022 to November 25, 2022** (both days inclusive). Transfer received at the Shares Registrar of the Bank, by the close of business on November 18, 2022 will be treated in time for attending Extra Ordinary General Meeting will be held on November 25, 2022 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 CNIC 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.

پراکسی فارم

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 ہذا _____
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 25 نومبر، 2022 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

_____ -1

_____ -2

پانچ روپے کارپوریٹ اسٹامپ چسپاں کریں

ممبر (ز) کے دستخط

نوٹ:

- 1- بینک کے شیئرز انسفر بکس 19 نومبر، 2022 سے 25 نومبر، 2022 تک (بشمول دونوں دن) بند رہیں گی۔ بینک کے شیئرز رجسٹر کارکو 18 نومبر، 2022 کو کاروبار کے اختتام تک موصول ہونے والے لٹرانسفر کو 25 نومبر، 2022 کو کراچی میں منعقد ہونے والے غیر معمولی اجلاس عام کے لیے 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 لیے 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 چاہئیں۔

3- ممبر اپنے پتے کی تبدیلی سے متعلق اطلاع بینک کے چیئرمین رجسٹرار میسرز سی ڈی سی ٹی بی سی ایس، بلاک بی، ایس۔ ایم۔ سی۔ ایچ۔ ایس۔، مین شاہراہ فیصل، کراچی کو بروقت دیں۔

4- سی ڈی سی اکاؤنٹ ہولڈرز سیکورٹیز اینڈ ایکسچینج کمیشن آف پاکستان کے 26 جنوری، 2000 کو جاری شدہ سرکلر 1 میں دی گئی رہنمادایات پر عمل کریں۔

A- اجلاس میں شرکت کے لیے:

(i) انفرادی ممبرز کی صورت میں، اکاؤنٹ ہولڈر یا سب اکاؤنٹ ہولڈر اور ایادہ آدمی جس کی سیکورٹیز گروپ اکاؤنٹ میں ہیں اور اس کی رجسٹریشن کی تفصیلات تو ائند کے مطابق اپ لوڈ ہو چکی ہیں، انہیں اپنی شناخت کے لیے اجلاس میں شرکت کے وقت اصل کمپیوٹرائزڈ قومی شناختی کارڈ (CNIC) یا اصل پاسپورٹ پیش کرنا پڑے گا۔

(ii) کارپوریٹ ادارے کی صورت میں، اجلاس کے وقت بورڈ آف ڈائریکٹرز کی قرارداد اور آف انارنی (اگر پہلے فراہم نہیں کیا گیا ہے) نامزد کرنے والے کے مجاز دستخط کے ساتھ پیش کرنا ہوگا۔

B- پراسیز کی تقرری کے لیے:

(i) انفرادی ممبرز کی صورت میں، اکاؤنٹ ہولڈر یا سب اکاؤنٹ ہولڈر اور ایادہ آدمی جس کی سیکورٹیز گروپ اکاؤنٹ میں ہیں اور اس کی رجسٹریشن کی تفصیلات تو ائند کے مطابق اپ لوڈ ہو چکی ہیں، انہیں درج بالا ضروریات کے مطابق پراسیز فارم جمع کرنا ہوگا۔

(ii) پراسیز فارم پر دو افراد کی گواہی درکار ہوگی جن کے نام، پتہ اور سی این آئی سی نمبر فارم پر درج ہوں گے۔

(iii) پراسیز فارم کے ساتھ اصل ممبر اور پراسیز کے سی این آئی سی یا پاسپورٹ کی مصدقہ نقول منسلک ہوں گی۔

(iv) میٹنگ کے وقت پراسیز کو اپنا اصل کمپیوٹرائزڈ قومی شناختی کارڈ یا اصل پاسپورٹ پیش کرنا ضروری ہوگا۔

(v) کارپوریٹ ادارے کی صورت میں، کمپنی کے پراسیز فارم کے ساتھ بورڈ آف ڈائریکٹرز کی قرارداد اور آف انارنی (اگر پہلے فراہم نہیں کیا گیا ہے) مجاز دستخط شدہ منسلک ہوگا۔

FAYSAL BANK LIMITED

Existing and Proposed Amendments in the Articles of Association, in light of Conversion from Conventional Bank to an Islamic Bank

ARTICLES OF ASSOCIATION

Sr. No.	Clause No.	Existing Text	Clause No.	Proposed Amended Text
1	-	New text added.	2 (x)	“Shariah” means Islamic principles, injunctions, guidelines and teachings as determined by the Shariah Board under the guidance of the Shariah Governance Framework issued by the State Bank of Pakistan vide IBD Circular No. 1 of 2018 and as amended from time to time
2	-	New text added.	2 (y)	“Shariah Board” means the board as constituted under Article 131 of the Articles of Association of the Company
3	2 (ee)	‘Islamic Branches’ means standalone Branches for Islamic Banking opened by the company under applicable Laws and existing Regulations of SBP and amendments made thereto from time to time.	2 (ee)	‘Branches’ means standalone Branches for Islamic Banking opened by the company under applicable Laws and existing Regulations of SBP and amendments made thereto from time to time.
4	20 (i)	20. Placement and underwriting of shares and securities: (i) The Company may at any time pay or receive commission and/or fee for placement of shares or other securities and/or for procurement of subscribers for any shares or other securities and/or for or in connection with the underwriting of any issues of shares or other securities and/or for agreeing to do the same. The Company may also pay brokerage in respect of any subscription for shares or other securities.	20 (i)	20. Placement and underwriting of shares and securities: (i) The Company may at any time pay or receive commission and/or fee for placement of shares or other securities and/or for procurement of subscribers for any shares or other securities and/or for or in connection with the underwriting of any issues of shares or other securities and/or for agreeing to do the same in line with Shariah guidelines. The Company may also pay brokerage in respect of any subscription for shares or other securities.

5	47	Rights amongst various classes of shares: The right as amongst various classes of shares, if any, as to profits, votes and other benefits shall be strictly proportionate to the paid up value of shares, provided this is permissible under Islamic Shariah as determined by the Company's Shariah Board.	47	Rights amongst various classes of shares: The right as amongst various classes of shares, if any, as to profits, votes and other benefits shall be strictly proportionate to the paid up value of shares, provided this is permissible under Shariah as determined by the Company's Shariah Board.
6	53	53. Power to obtain finance: The Directors may from time to time at their discretion obtain finances or borrow any sum or sums of money for the purposes of the Company, subject to the Memorandum of Association and all applicable laws.	53	53. Power to obtain finance: The Directors may from time to time at their discretion obtain finances or borrow any sum or sums of money for the purposes of the Company, subject to the Memorandum of Association and all applicable laws. Furthermore, the said finances or borrowing shall be permissible under the Shariah.
7	131	131. Appointment of Shariah Board: The Directors: a) may appoint a Shariah Board as per the guidelines of Shariah Governance Framework issued by State Bank of Pakistan All members of Shariah Board will be sufficiently knowledgeable in Islamic principles, b) may approve the terms of reference of the Shariah Board; c) may remove any member of Shariah Board and appoint another in his place	131	131. Appointment of Shariah Board: The Directors: a) shall appoint a Shariah Board as per the guidelines of Shariah Governance Framework issued by State Bank of Pakistan All members of Shariah Board will be sufficiently knowledgeable in Islamic principles, b) shall approve the terms of reference of the Shariah Board; c) may remove any member of Shariah Board and appoint another in their place as per the guidelines of the Shariah Governance Framework; and
8	132	132. Other Procedures: The Shariah Board may adopt procedures to govern the holding of meetings, records, notices of meetings and other matters related to the affairs of the Religious Board. Remuneration of members of the Religious Board shall be decided upon and approved by the Directors.	132	132. Other Procedures: The Shariah Board may adopt procedures to govern the holding of meetings, records, notices of meetings and other matters related to the affairs of the Shariah Board. Remuneration of members of the Shariah Board shall be decided upon and approved by the Directors.

9	144	<p>144. Reserve Fund: The Company shall create and maintain a reserve fund in accordance with Section 21 of the Banking Ordinance. In addition thereto, the Directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as a reserve or reserves which shall, at the discretion of the Directors, be applicable for meeting contingencies, or for equalizing dividends, or for any other purposes to which the profits of the Company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in the investments (other than shares of the Company) as the Directors may, subject to the provisions of the Act, from time to time think fit.</p>	<p>144. Reserve Fund: The Company shall create and maintain a reserve fund in accordance with Section 21 of the Banking Ordinance. In addition thereto, the Directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as a reserve or reserves which shall, at the discretion of the Directors, be applicable for meeting contingencies, or for equalizing dividends, or for any other purposes to which the profits of the Company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in the investments as per the Shariah guidelines (other than shares of the Company) as the Directors may, subject to the provisions of the Act, from time to time think fit.</p>
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