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Date 21 NOV 2009

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21 NOV 2009

**FIRST SUPPLEMENTAL TRUST DEED
 OF
 MEEZAN SOVEREIGN FUND
 (FORMERLY MEEZAN PAKISTAN SOVEREIGN CASH FUND)**

This First Supplemental Trust Deed is made and entered into at Karachi, on this 21st day of November, 2009 by and between:

AMS
Al Meezan Investment Management Limited, an unlisted public limited company, incorporated under the Companies Ordinance, 1984 (hereinafter called the "Management Company" which expression where the context so permits, shall include its successors in interest and assigns), licensed as a Non Banking Finance Company with a license to perform Asset Management Services under the Non Banking Finance Companies (Establishment and Regulation) Rules, 2003 (hereinafter referred to as the "Rules"), having its registered office at Ground Floor, Block B, Finance and Trade Centre (FTC) Shahrah-e-Faisal Karachi, of One Part

And

Central Depository Company of Pakistan Limited (CDC), an unlisted public limited company, incorporated under the Companies Ordinance, 1984, and registered to act as a central depository under Rule 4(3) of the Central Depository Companies (Establishment & Regulation) Rules, 1996, having its Registered Office at CDC House, 99-B Block 'B' S.M.C.H.S., Main Shahrah-e-Faisal, Karachi, (hereinafter called the "Trustee" which expression where the context so permits, shall include its successors in interest and assigns) of the Other Part.

WHEREAS:

1. The Management Company and the Trustee executed a trust deed dated May 14, 2009 (hereinafter called the Trust Deed) to constitute Meezan Sovereign Fund (formerly Meezan Pakistan Sovereign Cash Fund) (defined as the "Unit Trust" or "Trust" or "Scheme" or the "Fund" under the Trust Deed) which Trust Deed was registered with the Sub-Registrar, Div. Jamshed Town, Karachi under Registration No. 184 of Book IV dated October 25, 2006 and M.F. Roll No. 105256 dated November 25, 2005 of the Photo Registrar Karachi.
2. The Management Company and the Trustee have mutually agreed to amend certain clauses of the Trust Deed as authorized under Clause 24 of the Trust Deed dated May 14, 2009; and
3. The Securities and Exchange Commission of Pakistan (hereinafter called the "SECP") has approved the amendments to the Trust Deed effectuated between the Management

Company and the Trustee vide its letter No. NBFC-II/DD/MSF/996/2009] dated November 06, 2009

Now this First Supplemental Trust Deed for Amendment of Trust Deed of Meezan Sovereign Fund (formerly Meezan Pakistan Sovereign Cash Fund) witnesseth as under

Amendments to the Trust Deed:

- 1 **Amendment in Clause 1 – Name of the Open End Scheme**
In Clause 1 the name of the Fund be and is hereby changed from "Meezan Pakistan Sovereign Cash Fund" to "Meezan Sovereign Fund". The amended Clause 1 now reads as follows:

"NAME OF THE OPEN-END SCHEME
Meezan Sovereign Fund (MSF)"

- 2 **Amendment in Clause 2 – Category of the Scheme**

In Clause 2 the category of the Scheme is changed from money market to income. The amended Clause 2 now reads as follows:

"CATEGORY OF THE SCHEME
Meezan Sovereign Fund shall be an open end Shariah Compliant (Islamic) Income Scheme"

- 3 **Under the Heading "Recitals"**

- 3.1 After Recital H, approval of SECP to the amendments in Trust Deed may be added as Recital I, as follows:

"SECP vide letter NBFC-II/DD/MSF/996/2009 dated November 06, 2009 has approved the amendments to the Trust Deed

- 4 **Amendment in Clause 6.7**

The existing Clause 6.7, is amended and now reads as follows:

"Authorized Investments" means the following securities/venue of investments which are backed/Guaranteed by Government.

- (a) Shariah compliant fixed income Government Securities (including Sukuks) which include monetary obligations of the Federal Government or a Provincial Government or of a corporation wholly owned or controlled, directly or indirectly, by the Federal Government or a Provincial Government and guaranteed/Backed by the Federal Government and any other security as the Federal Government may, by notification in the Official Gazette, declare, to the extent determined from time to time, to be Government Securities;
- (b) Any other Shariah compliant fixed income Government Securities subject to SECPs approval
- (c) Bank Deposits in licensed Islamic Banks and licensed Islamic Banking windows of conventional Banks
- (d) Subject to SECP or other regulatory approvals the Scheme may seek to invest in Shariah Compliant securities issued by Federal Government, Provincial Government, Local Government, Government Agencies, Autonomous bodies and public sector entities, listed or otherwise and traded outside Pakistan on such terms, guidelines and directions as may be issued by SECP and the State Bank of Pakistan from time to time. Foreign investment by the Fund is subject to the following limits:

- (a) Maximum 30% of the Net Assets of the Fund.

- (e) The investment in aforesaid asset classes shall be subject to such exposure limits and minimum ratings as specified in the Offering Document
- (f) The weighted average time to maturity of net assets shall not exceed 4 years and this condition shall not apply to securities issued by the Federal Government.
- (g) There would be no restriction on time to maturity of any single asset in the portfolio or duration of a single security in the portfolio
- (h) At least 25% of the net assets shall be invested in cash and near cash investments which include cash in bank account (excluding TDRs) not exceeding 90 days maturity.
- (i) All Authorized Investments are subject to rating criteria, Exposure limits and any other conditions prescribed by Regulations and/or SECP directives.

5 Amendment in Clause 6.30 – Definitions

The existing Clause 6.30 is amended and now read as follows:

“Formation Cost” means all preliminary and floatation expenses of the Fund subject to the limits prescribed in the Regulations including expenses in connection with registration of the Scheme and its application fee payable to the Commission, execution and registration of the Trust Deed, issue, legal costs, printing, circulation and publication of the Offering Document and all expenses incurred during the period leading up to the Initial Offer which shall not exceed one percent of the pre-Initial Public Offering capital of the Scheme. Marketing expenses shall not be charged to the Fund, however one time advertisement cost for launching of Fund may be charged to Fund.”

6 Amendment in Clause 13-Bank Accounts

6.1 Existing Clause 13.1 is amended and now read as follows:

“The Trustee, at the request of the Management Company, shall open Bank Accounts titled “CDC-Trustee Meezan Sovereign Fund” at designated Bank(s) in Pakistan and outside Pakistan, with rating as per Rules, Regulations and directives issued by the Commission after obtaining all necessary approvals from the relevant regulatory authorities.”

6.2 Existing Clause 13.3 is amended and now read as follows:

“The Trustee shall, if requested by the Management Company open Bank Accounts titled “CDC – Trustee Meezan Sovereign Fund” in offshore countries where the Investments are made on account of the Fund, if such Investments necessitate opening and operation of Bank Accounts by the Trustee. For this purpose, the Trustee shall be deemed to be authorized to sign if required and submit the prescribed account opening forms of such Banks, including custodial/sub-custodial services accounts and brokerage accounts with such Banks, custodians, sub-custodians, and brokers, as may be required to be appointed for offshore Investments of the Fund. The opening, operation and maintenance of such Bank Accounts, custodial/sub-custodial and brokerage services accounts in offshore countries shall always be subject to the approval of the State Bank of Pakistan and the exchange control regulations, as well as any directives of the State Bank of Pakistan and/or the SECP.”

6.3 Existing Clause 13.7 is amended and now read as follows:

“The amounts received from the Core Investors and other Pre-IPO Investors would be deposited in a separate Bank Account titled “CDC - Trustee Meezan Sovereign Fund – Pre - IPO”. The Management Company may deposit/invest this amount in Bank Account of an A Minus (A-) or above Scheduled Islamic Commercial Bank or Islamic window of a Scheduled Commercial Bank.

Income, profit etc. earned on the investments by the Core Investors and other Pre-IPO Investors up to the beginning of the Initial Period of Offer, shall after deducting all expenses that may be incurred by the Management Company, be paid (upon receipt of such income/profit) to the Core Investors and other Pre-IPO Investors in proportion to their respective investments. The remaining amount, after payment of Income, Profit etc.

7 **Amendment in Clause 14.2.2**

The existing Clause 14.2.2 is amended and now reads as follows:

"Authorized Investments" means the following securities/venue of investments which are backed/Guaranteed by Government.

- (a) Shariah compliant fixed income Government Securities (including Sukuks) which include monetary obligations of the Federal Government or a Provincial Government or of a corporation wholly owned or controlled, directly or indirectly, by the Federal Government or a Provincial Government and guaranteed/Backed by the Federal Government and any other security as the Federal Government may, by notification in the Official Gazette, declare, to the extent determined from time to time, to be Government Securities;
- (b) Any other Shariah compliant fixed income Government Securities subject to SECPs approval
- (c) Bank Deposits in licensed Islamic Banks and licensed Islamic Banking windows of conventional Banks
- (d) Subject to SECP or other regulatory approvals the Scheme may seek to invest in Shariah Compliant securities issued by Federal Government, Provincial Government, Local Government, Government Agencies, Autonomous bodies and public sector entities, listed or otherwise and traded outside Pakistan on such terms, guidelines and directions as may be issued by SECP and the State Bank of Pakistan from time to time. Foreign investment by the Fund is subject to the following limits:
 - (a) Maximum 30% of the Net Assets of the Fund.
 - (b) The above percentage is subject to a cap of US\$ 15 million.
- (e) The investment in aforesaid asset classes shall be subject to such exposure limits and minimum ratings as specified in the Offering Document
- (f) The weighted average time to maturity of net assets shall not exceed 4 years and this condition shall not apply to securities issued by the Federal Government.
- (g) There would be no restriction on time to maturity of any single asset in the portfolio or duration of a single security in the portfolio.
- (h) At least 25% of the net assets shall be invested in cash and near cash investments which include cash in bank account (excluding TDRs) not exceeding 90 days maturity.
- (i) All Authorized Investments are subject to rating criteria, Exposure limits and any other conditions prescribed by Regulations and/or SECP directives.

8 **Amendment in Clause 18.4.3**

The existing clause 18.4.3 is amended and now read as follows:

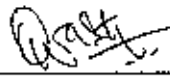
"The Formation Cost shall be reported by the Management Company to the Commission and the Trustee giving their break-up under separate heads, as soon as the distribution of the Units is completed. One time advertisement cost for launching of Fund may be charged to Fund."

- 9 In the Trust Deed any reference to **MEEZAN PAKISTAN SOVEREIGN CASH FUND** shall be deemed to be replaced with **MEEZAN SOVEREIGN FUND**.
- 10 All other contents of the Trust Deed remain unchanged and the Trust Deed shall continue to remain in full force and effect, amended as above.
- 11 The Management Company and the Trustee hereby certify that in their opinion, the above modifications, alterations and additions to the Trust Deed are required to enable the provisions of the Trust Deed to be more conveniently and economically managed and that the same shall not prejudice the interests of the

IN WITNESS WHEREOF, this Supplemental Trust Deed has been executed on the day and year first written above.


The Common Seal has hereunto been fixed in the presence of:

Seal



Director SYED QASIM ASST
CFO & COMPANY SECRETARY

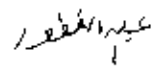
The Common Seal of Central Depository Company of Pakistan Limited has hereunto been fixed in the presence of:

Seal

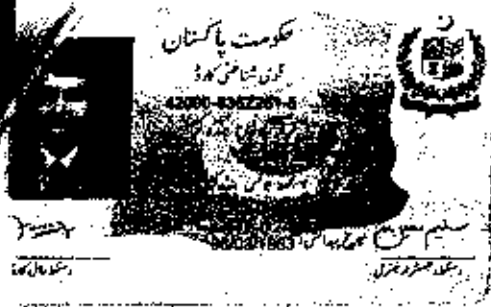

Director Karam Ahmad
CFO & Company Secretary

Witnesses


Name: Faraz Y. Bandukda
Occupation: Manager, Research & PD
Al-Meezan Investments
Address: 141-F Block-2 P.E.C.H.S
Karachi


Name: ABDUL GHAFOOR
Occupation: Service, Al-Meezan Investments
Address: D-20 Block-H W. Nazimabad
Karachi, 33





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SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN
SPECIALIZED COMPANIES DIVISION
NBFC DEPARTMENT

No. NBFC-II/DD/MSF/ 996 /2009

November 6, 2009

Mr. Faraz Y. Badukda
Manager, Research & Product Development,
Al Meezan Investment Management,
Ground Floor, Block 'B', Finance & Trade Centre,
Shahrah-e-Faisal,
Karachi.

Subject: Approval of the First Supplemental trust deed of Meezan Pakistan Sovereign Cash Fund ("MPSCF")


Dear Sir,

Please refer to your email dated November 5, 2009 on the captioned subject.

In this regards, the Securities and Exchange Commission of Pakistan has no objection to the amendments/changes proposed by Al Meezan Investment Management Limited in the trust deed of Meezan Sovereign Fund (Formerly Meezan Pakistan Sovereign Cash Fund).

You are directed to proceed in this matter in accordance with the provisions of the constitutive document of the proposed fund and regulatory framework.

Yours truly,


Zedshan R. Khattak
(Deputy Director)



Al Meezan

Investment Management Ltd.

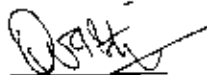
EXTRACT OF MINUTES OF 55th MEETING OF THE BOARD OF DIRECTORS OF AL MEEZAN INVESTMENT MANAGEMENT LIMITED HELD ON TUESDAY OCTOBER 20, 2009 AT 3:45 PM AT THE OFFICE OF MEEZAN BANK LIMITED, 2nd FLOOR, PNSC BUILDING, M.T. KHAN ROAD, KARACHI

RESOLVED that "the registration of First Supplemental Trust Deed of Meezan Sovereign Fund be and is hereby approved."

FURTHER RESOLVED that "Any one of the Chief Executive or the Company Secretary of Al Meezan Investment Management Limited be and are hereby authorized to execute the First Supplemental Trust Deed of Meezan Sovereign Fund and get the Trust Deed registered for which purpose to appear before the Sub registrars of Assurances or other officials and to fulfill and comply with all legal, corporate and procedural formalities in connection therewith."

CERTIFIED TRUE COPY

I hereby certify that the above resolution was duly passed by the Board of Directors of Al Meezan Investment Management Limited in their meeting held on Tuesday October 20, 2009 and the same has been entered in the minute book of the Company in accordance with its Articles of Association.


SYED OWAIS WASTI
CFO & COMPANY SECRETARY
AL MEEZAN INVESTMENT MANAGEMENT LIMITED



Ground Floor, Block 'B', Finance & Trade Centre, Shahrah-e-Faisal, Karachi 74400, Pakistan.
UAN: (92-21)111-633-926 (111-MEEZAN) Fax: (92-21) 3630808. Toll Free: 0800-HALAL425251
E-mail: info@almeezangroup.com. Web Site: www.almeezangroup.com

25 OCT 2005

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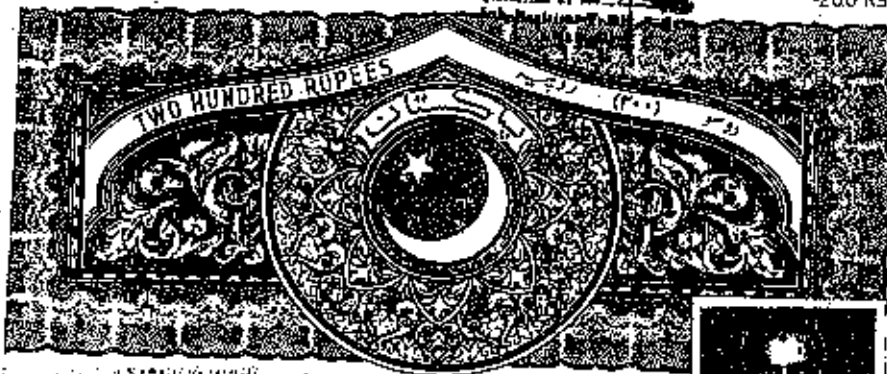
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Kamran Ahmed Qazi
CFO & Company Secretary

PAKISTAN

200 RS.



Handwritten notes and signatures in the left margin, including '21 MAY 2002' and 'C.D.C.'.

SUB-POWER OF ATTORNEY



KNOW ALL MEN BY THESE PRESENTS:

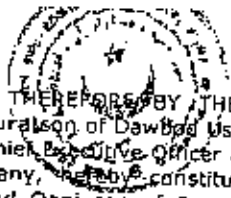
THAT Central Depository Company of Pakistan Limited, a company incorporated under the Companies Ordinance, 1984 and registered with the Securities & Exchange Commission of Pakistan, as a central depository company and having its Registered Office at 8th Floor, Karachi Stock Exchange Building, Stock Exchange Road, Karachi (hereinafter referred to as "the Company"), has appointed me, **MOHAMMAD HANIF JAKHURA** son of Mr. Dawood Usman Jakhura, the Chief Executive Officer of the Company as its true and lawful agent and attorney to act for the Company in all matters relating to conduct and management of business and affairs of the Company in terms of the General Power of Attorney dated December 31, 2002, pursuant to the Resolution passed by the Board of Directors in the 85th Meeting held on December 23, 2002, which General Power of Attorney has been duly registered in the office of the Sub-Registrar "T" Division, I-B Karachi, under Registered No. 42, Karachi, dated December 31, 2002. (hereinafter referred to as "the General Power of Attorney").

AND THAT under the said General Power of Attorney, I am authorized to delegate all or any of my powers and authorities to Sub-Attorney(s) under Sub-Power(s) of Attorney.

AND THAT since I am required to travel out of Karachi from time to time in connection with the business of the Company or due to other business commitment, it is necessary for me to appoint Sub-Attorney(s) and to issue Sub-Power(s) of Attorney in favour of the Company's designated officer(s) to enable them to act on behalf of the Company from time to time.

[Signature]
Usman Ahmed Qazi
C.D.C. Company Secretary

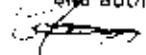
[Signature]



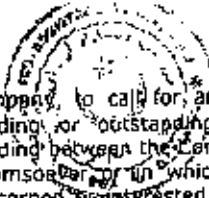
5/10
Secretary to Govt.
Minister's Office,
Lahore.

NOW THEREFORE BY THESE PRESENTS, I Mohammad Hanif Jakhura son of Dawood Usman, holding NIC No. 42201-2279204-9, the Chief Executive Officer and a legally constituted Attorney of the Company, hereby constitute, ordain and appoint Mr. Kamran Ahmed Qazi son of Qazi Haleem Ahmed, holding NIC No. 42201-0522034-5, the Head of Finance & Company Secretary of the Company, as Company's legally constituted Sub-Attorney (hereinafter referred to as "the Sub-Attorney") to do, effectuate and fulfill all or any of the following acts, things and deeds: —

1. To execute all agreements, contracts and other instruments entered into by the Company with any issuers, participants, account holders, investor account holders, eligible pledgees and other persons dealing with the Company, as a central depository, including any stock exchanges and members of stock exchange, National Clearing Company of Pakistan Limited and its clearing members, and related settling banks, to the extent required.
2. To make and sign applications to Government, Federal, Provincial or City/local and semi-Government departments, agencies and bodies or any other persons or companies or corporations or competent authorities and to appear and represent the Company before the same for obtaining of all licences, certificates, permissions, no-objections or consents required under any Act, Ordinance, Order, statutory instrument, by-law, administrative directive/instruction/order or contracts or agreements or arrangements or may otherwise be required in connection with the operations and business or businesses and any transactions of the Company and/or matters related therewith.
3. To enter into any arrangements or agreements and contracts with any Government, Federal, Provincial or City/local departments or authorities or other person or companies or corporations and to appear and represent the Company before the same and to obtain and acquire from the same any rights, entitlements, powers, authorities, privileges, licenses or concessions and to carry out, exercise or comply with the requirements incidental or related to the same.
4. To draw and sign cheques and other orders for the payment of money on any banks or bankers or any Government Treasury or any other Government establishment, department, officer, any other persons, companies or corporations upon whom, in the usual course of business of the Company as a central depository, it may be necessary or expedient to draw and sign cheques or orders for payment of money and also to designate and authorise signatories of bank accounts in respect of same.


Kamran Ahmed Qazi
Company Secretary






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11-11-2010

Company, to call for and demand adjustment accounts now pending or outstanding, or which may hereafter become pending between the Company and any other person or persons whomsoever, or in which the Company may be in any way concerned or interested and to pay or receive the balance or balances which may appear to be due on any account, as the case may require.

9. To represent the Company in all matters as a trustee and/or custodian and to act for the Company in all respects in that capacity.
10. To institute, conduct, defend any suits or legal proceedings, whether criminal or civil, by or against the Company or its officers or otherwise concerning its affairs, in any Court or Tribunal or before any Government official and authority; to file appeals, review and revision and other applications and petitions, and in connection therewith, to retain and employ such attorneys, solicitors, advocates, notaries, counsel or other professional aid or assistance as to the Sub-Attorney shall seem necessary and fit; and, for that purpose, to sign on the Company's behalf all such authorities and documents as may from time to time be needed or expedient and to sign and verify any pleadings, documents, deeds or any applications and to affirm affidavits and for such purpose to appear before the courts, judges, magistrates or other officers wherever necessary.
11. To execute, sign, verify, attest, swear and affirm any pleadings, including plaint, written statement, affidavit, rejoinder, application, Vakalatnama and any other documents which may be necessary and proper and to prefer any appeal/revision and review in the High Court or Supreme Court and to represent the Company before any tribunal, authority/officer for the aforesaid purposes on the Company's behalf.
12. To sign and file all requisite returns and other forms and statements required to be filed under the Income-tax and/or under any other tax laws (including rules made thereunder), to attend to and procure assessments, to file appeals thereagainst, and to engage tax consultants, tax practitioners and other experts in that connection.
13. To sign and file all returns, other forms and statements as may be required to be filed by the Company under any labour or human resources related laws and rules made thereunder.
14. To accept on the Company's behalf service of processes and any legal notices required to be served on the Company and to acknowledge receipt thereof.


 Ahmed Qazi
 Company Secretary



[Handwritten signature]
M. Hanif Jakhura
Secretary
Central Depository Company of Pakistan Limited

- 15. To concur in doing any of the acts and things herein mentioned in conjunction with any other person or persons interested in the premises.
- 16. To do, perform, execute and transact all other acts, matters and things whatsoever, which the Sub-Attorney may consider necessary or expedient in relation to the premises and in the conduct and management of the affairs of the Company notwithstanding that no special power has been conferred on the Sub-Attorney under this Sub-Power of Attorney in respect thereof.
- 17. And it is hereby declared that the word "person" throughout these presents shall (unless the context shall require a contrary construction) be deemed to include, and shall include any number of persons, and also any foreign government and any firm, corporation, company, association or body politic, municipal, commercial or any other kind whatsoever.
- 18. I HEREBY UNDERTAKE TO RATIFY AND CONFIRM that all the acts, things and deeds done by the Sub-Attorney by virtue of these presents shall be considered as acts, things and deeds done by the Company i.e. Central Depository Company of Pakistan Limited.

The Specimen Signature of Sub-Attorney is as follows:

[Handwritten signature]
Kamran Ahmed Qazi

IN WITNESS WHEREOF, I have executed this Sub-Power of Attorney on 25th day of October 2005, before the Witnesses mentioned below.

EXECUTANT:
MOHAMMAD HANIF JAKHURA

[Handwritten signature]

WITNESSES:

1. *[Handwritten signature]*
Rasool Hooda
NIC #: 42101-1741252-1

2. *[Handwritten signature]*
Muhammad Khurram
NIC #: 42301-0576375-3

Witnessed True Copy

[Handwritten signature]
Kamran Ahmed Qazi
Company Secretary



Serial No. 4621
 Presented to the Office of the
 Sub-Registrar T. Div. I, A.
 Express the date of 20 OCT 2005
 on 20 OCT 2005
 S. A. Narejo

RECEIVED FEES AS FOLLOWS:
 Registration Fee Rs 40-00
 Copying Fee Rs 93-00
 Enclosure Fee Rs 115-00
 Postage Charge Rs 05-00
 Total Rs 253-00

Group Miscellaneous Fee Rs 4000
 Received Vid Receipt No 2005
 dated 20 OCT 2005

Sub-Registrar T. Div. I, A.
 Karachi
 S. A. Narejo


Mrs. Mrs/Miss Yusuf Ahmad Hany Tikhani
 Address Chy. Gharib
 Health Order No 43
 No. B-62/115
 Karachi Excise & Taxation Dept. Karachi

In the Capacity is shown in the deed

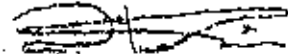


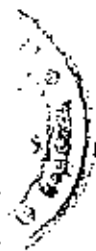
Yusuf Ahmad Hany Tikhani
 Advocate 3952/H

Signed
25 OCT 2005
 Sub-Registrar T. Div. I, A.
 Karachi
 S. A. Narejo

Registration at No 596
Book No. W

Sub-Registrar T. Pt. I-A
Karachi
Date: 25-11-2005
S. A. Nayani



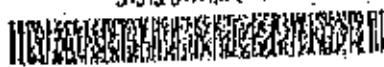
M.F. Roll No: U 105256
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Finance Registrar, Karachi
Date: 25-11-2005



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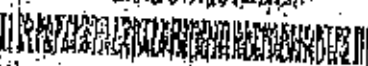
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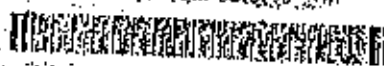
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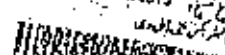
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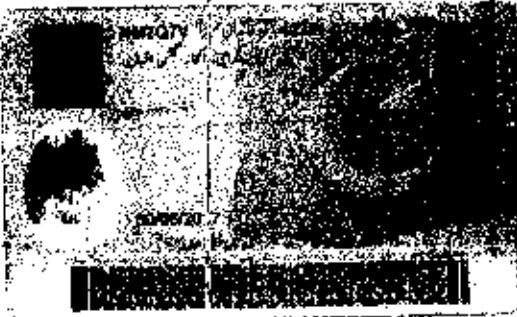
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Raiman Ahmed Qazi
CFO & Company Secretary



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