

## Statement of Compliance with Listed Companies (Code of Corporate Governance) Regulations, 2017

### MCB Bank Limited For the year ended December 31, 2018

MCB Bank Limited ("MCB" or the "Bank") has complied with the requirements of the Listed Companies (Code of Corporate Governance) Regulations, 2017 (the "Regulations") in the following manner:

- The total number of Directors are 12 as per the following:

a. Male:	11
b. Female:	01

- The composition of the Board is as follows:

Category	Name
*Independent Directors	Mr. Yahya Saleem Mr. Salman Khalid Butt
Non-Executive Directors	Mian Mohammad Mansha Mr. S. M. Muneeer Mr. Muhammad Tariq Rafi Mian Umer Mansha Mrs. Iqraa Hassan Mansha Mr. Muhammad Ali Zeb Mr. Mohd Suhail Amar Suresh Bin Abdullah Mr. Nor Hizam Bin Hashim
Executive Director (President & CEO)	Mr. Imran Maqbool

\*The State Bank of Pakistan ("SBP") and the Securities & Exchange Commission of Pakistan ("SECP") have granted relaxation to MCB Bank Limited from the requirement of minimum number of four (4) Independent Directors as required under BPRD Circular No. 15 of 2016 dated December 28, 2016 and the Regulation 6(1) of the Regulations, respectively, till March 31, 2019.

- The directors have confirmed that none of them is serving as a director on more than five listed companies, including the Bank.
- The Bank has prepared 'Code of Conduct' for employees and 'Code of Conduct & Ethical Standards' for directors and has ensured that appropriate steps have been taken to disseminate it throughout the Bank along with its supporting policies and procedures.
- The Board has developed a vision/mission statement, overall corporate strategy and significant policies of the Bank. A complete record of particulars of significant policies along with the dates on which they were approved or amended has been maintained.
- All the powers of the Board have been duly exercised and decisions on relevant matters have been taken by Board/Shareholders as empowered by the relevant provisions of the Companies Act, 2017 (the "Act") and the Regulations.
- The meetings of the Board were presided over by the Chairman and, in his absence, by the Vice Chairman or a director elected by the Board for this purpose. The Board has complied with the requirements of Act and the Regulations with respect to frequency, recording and circulating minutes of meeting of the Board.
- The Board of Directors has a formal policy and transparent procedures for remuneration of directors in accordance with the Act and these Regulations.
- The majority of the Board Members either has minimum education and experience as required under regulation 20 (2) for exemption from Directors Training Program, or has already completed Directors Training Program pursuant to the requirements of the Regulations. During the year, the Board has arranged Directors' Training program for Mrs. Iqraa Hassan Mansha.
- During the year, the Board has approved appointment of Chief Financial Officer ("CFO") including his remuneration and terms & conditions of employment and complied with relevant requirements of the Regulations.
- The CFO and the President & Chief Executive Officer ("CEO") duly endorsed the financial statements before approval of the Board.

12. The Board has formed Eight (8) Committees. The names and composition of Committees along with the details of Committee(s) Members have been given in the Section on Corporate Governance.
13. The Terms of Reference ("TORs") of the aforesaid Committees have been formed, documented and advised to the respective Committee for compliance.
14. The frequency of the Committee meetings has been given in the Section on Corporate Governance.
15. The Board has set up an effective internal audit function which is considered suitably qualified and experienced for the purpose and conversant with the policies and procedures of the Bank.
16. The Statutory Auditors of the Bank have confirmed that they have been given a satisfactory rating under the quality control review program of the Institute of Chartered Accountants of Pakistan ("ICAP") and registered with Audit Oversight Board of Pakistan, that they or any of the partners of the firm, their spouses and minor children do not hold shares of the Bank and that the firm and all its partners are in compliance with International Federation of Accountants ("IFAC") guidelines on code of ethics as adopted by the ICAP.
17. The Statutory Auditors or the persons associated with them have not been appointed to provide other services except in accordance with the Act, these regulations or any other regulatory requirement and the auditors have confirmed that they have observed IFAC guidelines in this regard.
18. We confirm that all other requirements of the Regulations have been complied with.

**For and on behalf of the Board of Directors**

*Imran Maqbool*  
Imran Maqbool  
President & CEO  
MCB Bank Limited

February 20, 2019  
Lahore

*Iqraa Hassan Mansha*  
Iqraa Hassan Mansha  
Director