

# Statement of Compliance

with the Listed Companies (Code of Corporate Governance) Regulations, 2019

## MCB Bank Limited

For the year ended December 31, 2022

MCB Bank Limited (the "Bank") has complied with the requirements of the Regulations in the following manner:

1. Total number of Directors including the President & CEO are 13 as per the following:
  - a. Male: 12
  - b. Female: 01
2. The composition of the Board is as follows:

Category	Name
<b>Independent Directors</b>	Mr. Yahya Saleem Mr. Salman Khalid Butt Mr. Shahzad Hussain Mr. Masood Ahmed Puri
<b>Non-Executive Directors</b>	Mian Mohammad Mansha Mr. S. M. Muneer (Late)* Mr. Muhammad Tariq Rafi Mian Umer Mansha Mr. Mohd Suhail Amar Suresh bin Abdullah Mr. Muhammad Ali Zeb Mr. Shariffuddin bin Khalid
<b>Executive Director (President &amp; CEO)</b>	Mr. Shoaib Mumtaz
<b>Female Director (Non-Executive)</b>	Mrs. Iqraa Hassan Mansha

\*During the year, Mr. S. M. Muneer, the Vice-Chairman of the Bank, passed away on November 28, 2022. The Board of Directors is in the process of filling the casual vacancy with a suitable person.

As per the requirements of the Regulations, the independent directors constitute one third of the Board. Out of the total 12 elected directors and CEO (deemed director), the Bank has 4 independent directors, currently on its Board, thereby resulting in 0.33 fraction higher than one third. The fraction of 0.33 is below half (0.50) and accordingly, the same has not been rounded up as one.

3. The Directors have confirmed that none of them is serving as a director on more than seven listed companies, including the Bank;
4. The Bank has prepared a 'Code of Conduct' and has ensured that appropriate steps have been taken to disseminate it throughout the Bank along with its supporting policies and procedures;
5. The Board has developed a vision/mission statement, overall corporate strategy and significant policies of the Bank. The Board has ensured that complete record of particulars of the significant policies along with their date of approval or updation is maintained by the Bank;
6. All the powers of the Board have been duly exercised and decisions on relevant matters have been taken by the Board / Shareholders as empowered by the relevant provisions of the Companies Act, 2017 (the "Act") and the Regulations;
7. The meetings of the Board were presided by the Chairman. The Board has complied with the requirements of the Act and the Regulations with respect to frequency, recording and circulating minutes of meeting of the Board;
8. The Board has a formal policy and transparent procedures for remuneration of directors in accordance with the Act and the Regulations and directives of the State Bank of Pakistan ("SBP");
9. The Board Members either meet the minimum criteria of education and experience for exemption from Directors Training Program as required under Regulation 19 of the Regulations or have already undergone such training pursuant to the requirements of the Regulations;

10. The Board has approved the appointment of Chief Financial Officer, Company Secretary and Head of Internal Audit, including their remuneration and terms and conditions of employment and complied with relevant requirements of the Regulations;
11. Chief Financial Officer and Chief Executive Officer duly endorsed the financial statements before approval of the Board;
12. The Board has formed committees comprising of members, as at December 31, 2022, as given below:

1. Audit Committee (AC):		2. Business Strategy & Development Committee (BS&DC):	
Mr. Shahzad Hussain	Chairman	Mian Umer Mansha	Chairman
Mian Umer Mansha	Member	Mian Mohammad Mansha	Member
Mr. Muhammad Ali Zeb	Member	Mr. Mohd Suhail Amar Suresh bin Abdullah	Member
Mr. Shariffuddin Bin Khalid	Member	Mr. Salman Khalid Butt	Member
		Mr. Masood Ahmed Puri	Member
		President & CEO	Member

3. Risk Management & Portfolio Review Committee (RM&PRC):		4. Human Resource & Remuneration Committee (HR&RC):	
Mr. Muhammad Ali Zeb	Chairman	Mr. Salman Khalid Butt	Chairman
Mian Umer Mansha	Member	Mian Mohammad Mansha	Member
Mr. Mohd. Suhail Amar Suresh bin Abdullah	Member	Mrs. Iqraa Hassan Mansha	Member
Mr. Salman Khalid Butt	Member	Mr. Muhammad Ali Zeb	Member
President & CEO	Member		

5. Committee on Physical Planning & Contingency Arrangements (PP&CA)		6. Information Technology Committee (ITC)	
Mian Umer Mansha	Chairman	Mian Umer Mansha	Chairman
Mian Mohammad Mansha	Member	Mr. Mohd Suhail Amar Suresh bin Abdullah	Member
Mr. Muhammad Ali Zeb	Member	Mr. Salman Khalid Butt	Member
Mrs. Iqraa Hassan Mansha	Member	President & CEO	Member
President & CEO	Member		

7. Compliance Review & Monitoring Committee (CR&MC)		8. Write Off & Waiver Committee (WO&WC)	
Mian Umer Mansha	Chairman	Mian Umer Mansha	Chairman
Mr. Muhammad Ali Zeb	Member	Mr. Muhammad Tariq Rafi	Member
Mr. Salman Khalid Butt	Member	Mr. Muhammad Ali Zeb	Member
President & CEO	Member		

Currently, the Board has not constituted a separate Nomination Committee and functions are being performed by the Board.

13. The Terms of Reference ("TORs") of the aforesaid Committees have been formed, documented and advised to the respective Committees for compliance;

14. The frequency of meetings of each Committee is given below:

Name of Committee	No. of Meetings held during the year, 2022
Audit Committee	Five
Business Strategy & Development Committee	Five
Risk Management & Portfolio Review Committee	Four
Human Resource & Remuneration Committee	Four
Committee on Physical Planning & Contingency Arrangements	Four
Information Technology Committee	Five
Compliance Review & Monitoring Committee	Four
Write Off & Waiver Committee	None

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 and registered with Audit Oversight Board of Pakistan, that they and all their partners are in compliance with International Federation of Accountants ("IFAC") guidelines on Code of Ethics as adopted by the Institute of Chartered Accountants of Pakistan and that they and the partners of the firm involved in the audit are not a close relative (spouse, parent, dependent and non-dependent children) of the President & Chief Executive Officer, Chief Financial Officer, Head of Internal Audit, Company Secretary or Directors of the Bank;

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; and

18. We confirm that all requirements of the Regulations 3, 6, 7, 8, 27, 32, 33 and 36 of the Regulations have been complied with.

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



**Mian Mohammad Mansha**  
Chairman

**MCB Bank Limited**

**February 08, 2023**  
**Lahore**