

Statement of Compliance

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

MCB Bank Limited

For the year ended December 31, 2024

MCB Bank Limited (the “Bank”) has complied with the requirements of the Listed Companies (Code of Corporate Governance) Regulations, 2019 (the “Regulations”) for the year ended December 31, 2024 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
Independent Directors	Mr. Yahya Saleem Mr. Salman Khalid Butt Mr. Shahzad Hussain Mr. Masood Ahmed Puri
Non-Executive Directors	Mian Mohammad Mansha Mr. Muhammad Tariq Rafi Mian Umer Mansha Mr. Muhammad Ali Zeb Mr. Mohd Suhail Amar Suresh bin Abdullah Shaikh Muhammad Jawed Mr. Norzulkarnien bin Nor Mohamad
Executive Director (President & CEO)	Mr. Muhammad Nauman Chughtai
Female Director (Non-Executive)	Mrs. Iqraa Hassan Mansha

Upon the expiry of the term of the Board, new Directors were elected, unopposed, during the Annual General Meeting held on March 27, 2024. Later on, Mr. Norzulkarnien bin Nor Mohamad was appointed as a Non-Executive Director in place of Mr. Shariffuddin bin Khalid on May 13, 2024. Moreover, Mr. Shoaib Mumtaz completed his term as President & CEO of the Bank on December 20, 2024 and Mr. Muhammad Nauman Chughtai was appointed by the Board as President & CEO with effect from December 21, 2024. The State Bank of Pakistan (“SBP”) cleared the Fit and Proper Test (FPT) of Mr. Muhammad Nauman Chughtai on January 14, 2025.

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. Since the fraction of 0.33 is below half (0.50), accordingly the same has not been rounded-up to 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 over 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, 2024, as given below:

1. Audit Committee:		2. Business Strategy & Development Committee:	
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. Norzulkarnien bin Nor Mohamad	Member	Mr. Salman Khalid Butt	Member
		Shaikh Muhammad Jawed	Member
		President & CEO	Member

3. Risk Management & Portfolio Review Committee:		4. Human Resource & Remuneration Committee:	
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	Mian Umer Mansha	Member
Mr. Salman Khalid Butt	Member	Mrs. Iqraa Hassan Mansha	Member
President & CEO	Member	Mr. Muhammad Ali Zeb	Member

5. Committee on Physical Planning & Contingency Arrangements:		6. IT Committee:	
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:		8. Write-Off & Waiver Committee:	
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 held during the financial year is given below:

Name of Committee	No. of Meetings held during the year 2024
Audit Committee	Five
Business Strategy & Development Committee	Four
Risk Management & Portfolio Review Committee	Four
Human Resource & Remuneration Committee	Five
Committee on Physical Planning & Contingency Arrangements	Four
IT Committee	Six
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 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 06, 2025
Lahore