

# Statement of Compliance with Listed Companies

(Code of Corporate Governance) Regulations, 2019

## MCB Bank Limited

For the year ended December 31, 2021

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 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, the term of the Board of Directors was completed and reconstituted in the Annual General Meeting held on March 27, 2021. All the outgoing directors were re-elected. Moreover, the term of President & CEO, Mr. Imran Maqbool was completed on December 20, 2021 and the Board appointed Mr. Shoaib Mumtaz, as Acting President & CEO of the Bank with effect from December 21, 2021 subject to his Fit and Proper Test (FPT) clearance by the State Bank of Pakistan ("SBP"). Subsequently, SBP has cleared FPT of Mr. Shoaib Mumtaz as President & CEO of the Bank on February 09, 2022.

As per the requirements of the Code of Corporate Governance, 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, 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 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 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. S. M. Muneer	Member
Mr. Shariffuddin Bin Khalid	Member	Mr. Mohd. Suhail Amar Suresh	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	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. IT Committee (ITC)	
Mian Umer Mansha	Chairman	Mian Umer Mansha	Chairman
Mian Mohammad Mansha	Member	Mr. Mohd. Suhail Amar Suresh	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)	
Mr. S. M. Muneer	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 committee for compliance;

14. The frequency of meetings of the respective committee were as follows:

Name of Committee	No. of Meetings held during the year, 2021
Audit Committee	Five
Business Strategy & Development Committee	Four
Risk Management & Portfolio Review Committee	Four
Human Resource & Remuneration Committee	Four
Committee on Physical Planning & Contingency Arrangements	Three
IT Committee	Five
Compliance Review & Monitoring Committee	Four
Write Off & Waiver Committee	None

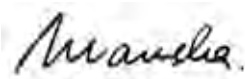
15. The Board has set up an effective internal audit function which is considered suitably qualified and experienced for the purpose and conversant with the policies and procedures of the Bank;

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 Director 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;

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 10, 2022**  
**Lahore**

## INDEPENDENT AUDITOR'S REVIEW REPORT TO THE MEMBERS OF MCB BANK LIMITED

### REVIEW REPORT ON THE STATEMENT OF COMPLIANCE CONTAINED IN LISTED COMPANIES (CODE OF CORPORATE GOVERNANCE) REGULATIONS, 2019

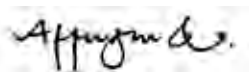
We have reviewed the enclosed Statement of Compliance with the Listed Companies (Code of Corporate Governance) Regulations, 2019 (the Regulations) prepared by the Board of Directors of MCB Bank Limited (the Bank) for the year ended December 31, 2021, in accordance with the requirement of regulation 36 of the Regulations.

The responsibility for compliance with the Regulations is that of the Board of Directors of the Bank. Our responsibility is to review whether the Statement of Compliance reflects the status of the Bank's compliance with the provisions of the Regulations and report if it does not and to highlight any non-compliance with the requirements of the Regulations. A review is limited primarily to inquiries of the Bank's personnel and review of various documents prepared by the Bank to comply with the Regulations.

As a part of our audit of the financial statements we are required to obtain an understanding of the accounting and internal control systems sufficient to plan the audit and develop an effective audit approach. We are not required to consider whether the Board of Directors' statement on internal control covers all risks and controls or to form an opinion on the effectiveness of such internal controls, the Bank's corporate governance procedures and risks.

The Regulations require the Bank to place before the Audit Committee, and upon recommendation of the Audit Committee, place before the Board of Directors for their review and approval, its related party transactions. We are only required and have ensured compliance of this requirement to the extent of the approval of the related party transactions by the Board of Directors upon recommendation of the Audit Committee.

Based on our review, nothing has come to our attention which causes us to believe that the Statement of Compliance does not appropriately reflect the Bank's compliance, in all material respects, with the requirements contained in the Regulations as applicable to the Bank for the year ended December 31, 2021.



**A. F. Ferguson & Co**  
**Chartered Accountants**

**Lahore**

**Date: March 3, 2022**

**UDIN: CR202110092VTi7zqYan**