



**STATEMENT OF COMPLIANCE WITH LISTED COMPANIES
(CODE OF CORPORATE GOVERNANCE) REGULATIONS, 2019**

FOR THE YEAR ENDED DECEMBER 31, 2025

The Bank has complied with the requirements of the Regulations in the following manner:

1. The total number of Directors are ten as per the following:
 - Male 09
 - Female 01

2. The composition of the Board is as follows:

| | |
|-----------------------------------|--|
| Independent Directors | Mr. Humayun Bashir Mr. Mohammad Rafiquddin Mehkari Syed Mohammed Hussain |
| Non - Executive Directors | Mr. Abbas D. Habib Mr. Aamir Amin* Mr. Anwar Haji Karim Mr. Qasim Habib Mr. Shoaib Javed Hussain |
| Executive Director | Mr. Qumail R. Habib |
| Female Director - Non - Executive | Ms. Farhana Mowjee Khan |

* Subject to Fit & Proper Test clearance, which is awaited from the State Bank of Pakistan.

The Bank has Ten (10) elected Directors. The Independent Directors' fraction of 0.33 is below half (0.50) and accordingly, the same has not been rounded up as one.

Mr. Mansoor Ali Khan is the Chief Executive of the Bank. Being the CEO of the Bank, he is deemed to be a Director.

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 significant policies along with their date of approval or updating 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 Board / Shareholders as empowered by the relevant provisions of the Act and these 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 Board.
8. The Board have a formal policy and transparent procedures for remuneration of Directors in accordance with the Act and these Regulations.
9. All the Directors have either attended the required training or have been exempted, except for one Director who has already been registered for the aforesaid training.
10. The Board has approved 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 seven (7) committees comprising of following members:

| A. | Audit Committee* | Position |
|-----------|---------------------------------|-----------------|
| 1 | Mr. Mohammad Rafiquddin Mehkari | Chairman |
| 2 | Mr. Anwar Haji Karim | Member |
| 3 | Ms. Farhana Mowjee Khan | Member |
| 4 | Syed Mohammed Hussain | Member |

| B. | Human Resource & Remuneration Committee* | Position |
|-----------|---|-----------------|
| 1 | Mr. Humayun Bashir | Chairman |
| 2 | Mr. Abbas D. Habib | Member |
| 3 | Ms. Farhana Mowjee Khan | Member |
| 4 | Mr. Shoaib Javed Hussain | Member |
| 5 | Syed Mohammed Hussain | Member |

| C. | Credit Risk Management Committee | Position |
|-----------|---|-----------------|
| 1 | Ms. Farhana Mowjee Khan | Chairperson |
| 2 | Mr. Mohammad Rafiquddin Mehkari | Member |
| 3 | Mr. Qasim Habib | Member |
| 4 | Mr. Qumail R. Habib | Member |

| D. | Risk Management Committee* | Position |
|-----------|-----------------------------------|-----------------|
| 1 | Mr. Mohammad Rafiquddin Mehkari | Chairman |
| 2 | Mr. Anwar Haji Karim | Member |
| 3 | Mr. Qasim Habib | Member |
| 4 | Mr. Qumail R. Habib | Member |
| 5 | Mr. Shoaib Javed Hussain | Member |

| E. | IT Committee* | Position |
|-----------|-----------------------|-----------------|
| 1 | Mr. Abbas D. Habib | Chairman |
| 2 | Mr. Humayun Bashir | Member |
| 3 | Mr. Qasim Habib | Member |
| 4 | Mr. Qumail R. Habib | Member |
| 5 | Syed Mohammed Hussain | Member |
| 6 | Mr. Mansoor Ali Khan | Member |



| F. | Islamic Banking Conversion Committee* | Position |
|-----------|--|-----------------|
| 1 | Mr. Mohammad Rafiquddin Mehkari | Chairman |
| 2 | Ms. Farhana Mowjee Khan | Member |
| 3 | Mr. Humayun Bashir | Member |
| 4 | Mr. Shoaib Javed Hussain | Member |

| G. | IFRS 9 Committee** | Position |
|-----------|---------------------------|-----------------|
| 1 | Mr. Arshad Nasar | Chairman |
| 2 | Ms. Farhana Mowjee Khan | Member |
| 3 | Mr. Qumail R. Habib | Member |

* Board Committees reconstituted on February 11, 2026.

** The IFRS 9 Committee constituted by the Board was discontinued on January 30, 2025.

13. The terms of reference of the aforesaid committees have been formed, documented and advised to the committees for compliance.

14. The frequency of meetings of Board's Committees were as per following:

| Board's Committees | Frequency |
|---|---------------------------------|
| Audit Committee | Eight meetings held in the year |
| Human Resource & Remuneration Committee | Five meetings held in the year |
| Credit Risk Management Committee | Four meetings held in the year |
| Risk Management Committee | Four meetings held in the year |
| IT Committee | Four meetings held in the year |
| Islamic Banking Conversion Committee | Four meetings held in the year |
| IFRS 9 Committee | One meeting held in the year |

15. The Bank has an effective internal audit division that is manned by suitably qualified and experienced personnel. The audit team is 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 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 regulations 3, 6, 7, 8, 27, 32, 33 and 36 of the Regulations have been complied with.

MANSOOR ALI KHAN
Chief Executive

ABBAS D. HABIB
Chairman
Board of Directors

Karachi: February 11, 2026



INDEPENDENT AUDITOR'S REVIEW REPORT

To the members of Bank AL Habib 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 **Bank AL Habib Limited** ("the Bank") for the year ended 31 December 2025 in accordance with the requirements of Regulation No. 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 about 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, of 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 31 December 2025.

KPMG Taseer Hadi & Co.
Chartered Accountants

Date: 28 February 2026

Karachi

UDIN: CR202510106JKD59b3Zt