

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

Name of company: Bank Makramah Limited ('the Bank')

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 seven (07) as per the following:

Male 06

Female 01

2. The composition of Board is as follows:

Category	Name
Independent Directors (including Female Director)	Mr. Waseem Mehdi Syed Ms. Shabnam Faqir Mohammad Mr. Salaal Hasan
Non-Executive Directors	Mr. Abdulla Nasser Abdulla Hussain Lootah Mr. Zafar Iqbal Siddiqi Mr. Wajahat Ahmed Baqai
Executive Director	Mr. Jawad Majid Khan, President & CEO

*Note: Following the election held on March 27, 2025, seven directors were elected. FPT documents of all directors were submitted to SBP for their clearance, which is awaited. Till final FPT clearance from SBP, the 2 newly elected directors, i.e., Ms. Shabnam Faqir Mohammad and Mr. Salaal Hasan, are not participating in the Board and Committee Meetings.*

- The directors, have confirmed that none of them is serving as a director on more than seven (07) listed companies, including the Bank.
- 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.
- 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 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 as empowered by the relevant provisions of the Act and these Regulations.
- The meetings of the Board were presided over by the Chairman. 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 have transparent procedures for remuneration of directors in accordance with SBP BPRD Circular No. 03 date d August 17, 2019, further amended vide Circular No. 24 of 2025 dated December 12, 2025, Companies Act, 2017 and these Regulations.

9. The current Board of Directors of the Bank except for one (01) director stands compliant with the applicable requirement of the Directors' Training Program (DTP) as prescribed under the Listed Companies (Code of Corporate Governance) Regulations.
10. The two newly elected directors, namely, Ms. Shabnam Faqir Mohammad and Mr. Salaal Hasan, have yet to undergo the Director's Orientation Program due to the fact that their Fit and Proper Test (FPT) Clearance from the State Bank of Pakistan (SBP) is still awaited. They are also not participating in Board and Board Committee meeting for this reason.
11. During the year the positions of Company Secretary, Head of Internal Audit, and the Chief Financial Officer remained the same.
12. The Chief Financial Officer and Chief Executive Officer duly endorsed the financial statements before approval of the Board.
13. The Board has formed sub-committees comprising of members detailed below:

S. No.	Board Audit Committee	Position
1	Ms. Waseem Mehdi Syed	Chairman
2	Mr. Wajahat Ahmed Baqai	Member
3	Mr. Zafar Iqbal Siddiqi	Member

S. No.	Board Human Resource & Remuneration Committee	Position
1	Mr. Waseem Mehdi Syed	Chairman
2	Mr. Wajahat Ahmed Baqai	Member
3	Mr. Zafar Iqbal Siddiqi	Member
4	Mr. Jawad Majid Khan	Member

S. No.	Board Risk Management Committee	Position
1	Mr. Wajahat Ahmed Baqai	Chairman
2	Mr. Waseem Mehdi Syed	Member
3	Mr. Zafar Iqbal Siddiqi	Member

S. No.	Board Information Technology Committee	Position
1	Mr. Zafar Iqbal Siddiqi	Chairman
2	Mr. Waseem Mehdi Syed	Member
3	Mr. Wajahat Ahmed Baqai	Member
4	Mr. Jawad Majid Khan	Member

S. No.	Board Compliance Committee	Position
1	Mr. Waseem Mehdi Syed	Chairman
2	Mr. Wajahat Ahmed Baqai	Member
3	Mr. Zafar Iqbal Siddiqi	Member



19. Explanations for non-compliance with requirements, other than regulations 3,6,7,8,27,32,33 and 36 are below:

S. No.	Non-Mandatory Requirement	Reg. No.	Explanation
1	<p>Directors Training Program for Female Executive And Head of Departments</p> <p>It is encouraged to obtain DTP certification for female executive and one head of department every year starting from July 2020 and July 2022 respectively.</p>	19 (3)	The Bank conducts internal and external training for executives and senior management, regularly reviews training needs, and plans to nominate eligible female executives and departmental heads for DTP certification in line with operational priorities and program availability.
2	<p>Sustainability Risks and Opportunities</p> <p>The Board has been made responsible to consider Sustainability Risks and Opportunities and make policies to promote diversity, equity and inclusion (DE&amp;I) and make strategies, priorities and targets. Also board is required to periodically review and monitor and disclose the assessment of risks and disclose measures taken.</p>	10A (1)	The Board has approved the “Banking on Equality Policy” covering DEI and responsible banking principles and has designated the Board Risk Management Committee (BRMC) to oversee ESG matters. The Committee’s Terms of Reference will be revised to formally incorporate this responsibility and ensure full alignment with regulatory expectations.

**ABDULLA NASSER ABDULLA HUSSAIN LOOTAH**  
Chairman  
Bank Makramah Limited

**JAWAD MAJID KHAN**  
President & CEO  
Bank Makramah Limited

Place: Karachi  
Date: February 26, 2026

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

## To The Members of Bank Makramah Limited

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 Makramah Limited (the Bank) for the year ended December 31, 2025, in accordance with the requirements 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, 2025.

### Chartered Accountants

**Place:** Karachi

**Date:** February 26, 2026

**UDIN:** CR202510091pzqiORSA4