

Statement of Compliance with Listed Companies (Code of Corporate Governance) Regulations for year ended December 31, 2023

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

1. The total number of directors are seven (7) as per the following:
 - a. Male: 6 directors
 - b. Female: 1 director
2. The composition of board is as follows:

CATEGORY	NAMES
a) Independent Directors**	1) Mr. Johannes Hailu Gunnell 2) *Mr. Freyan Byram Avari
b) Non-Executive Directors	3) *Mr. Murad Ansari 4) Mr. Fayyaz Ilyas 5) Mr. Mohamed Ebeid
c) Female Non-Executive Director	6) Ms. Sarah Kwena Maja
d) Executive Director	7) *Mr. Saad Iqbal 8) *Syed Raza Haider Jafri

** (Please note that calculation of one-third of Independent directors is rounded up to the nearest whole numbers as per arithmetic rule).

(*Mr. Murad Ansari and Mr. Saad Iqbal have resigned effective from 31st January 2024 and Syed Raza Haider Jafri has replaced Saad Iqbal while one casual vacancy in place of Murad Ansari will be filled within stipulated time.)

3. The directors have confirmed that none of them is serving as a director of other Pakistani listed companies, excluding this company.
4. The company has prepared a Code of Conduct and has ensured that appropriate steps have been taken to disseminate it throughout the company along with its supporting policies and procedures.
5. The board has developed a vision/mission statement, overall corporate strategy and significant policies of the company. A complete record of particulars of significant policies along with the dates on which they were approved or amended has been maintained.
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 and, in his absence, by a director elected by the board for this purpose. The board has complied with the requirements of Act and the Regulations with respect to frequency, recording and circulating minutes of meeting of board.
8. The board of directors have a formal policy and transparent procedures for remuneration of directors in accordance with the Act and these Regulations.
 - a) The Company encourages our director to attend directors' training program and all existing directors already attended said training program but company has plan to send newly appointed director to get this training during next financial year. Directors have gone through orientation programs held on April 27, 2023 and October 26, 2023.
9. The Board has approved appointment of CFO, Company Secretary and Head of Internal Audit, including their remuneration and terms and conditions of employment and complied with relevant requirements of the Regulations.
10. CFO and CEO duly endorsed the financial statements before approval of the board.

11. The board has formed committees comprising of members given below:

a) Audit Committee

Mr. Johannes Gunnell	Chairman
Mr. Fayyaz Ilyas	Member
Mr. Freyan Avari	Member
Ms. Sarah Maja	Member

b) HR and Remuneration Committee

Mr. Freyan Avari	Chairman
Mr. Mohamed Ebeid	Member
Ms. Sarah Maja	Member

12. The terms of reference of the aforesaid committees have been formed, documented and advised to the committee for compliance.
13. The frequency of meetings (quarterly/half yearly/ yearly) of the committee were as per following:
- | | |
|---|-----------|
| a) Audit Committee | Quarterly |
| b) HR and Remuneration Committee | Yearly |
14. The board has set up an effective internal audit function/ or has outsourced the internal audit function to the holding company who are considered suitably qualified and experienced for the purpose and are conversant with the policies and procedures of the company.
15. The statutory auditors of the company 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 company.
16. 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.
17. We confirm that all other requirements of the Regulations have been complied with.

Chief Executive Officer

Dated: March 20, 2024

Karachi

Director

To the members of EFG Hermes Pakistan 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 EFG Hermes Pakistan Limited "the Company" for the year ended December 31, 2023 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 Company. Our responsibility is to review whether the Statement of Compliance reflects the status of the Company'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 Company's personnel and review of various documents prepared by the Company 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 Company's corporate governance procedures and risks.

The Regulations require the Company 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 Company's compliance, in all material respects, with the requirements contained in the Regulations as applicable to the Company for the year ended December 31, 2023.

Karachi: March 20, 2024

UDIN: CR202310098F8JEhsM75


Chartered Accountants

RIAZ AHMAD, SAQIB, GOHAR & CO.

Chartered Accountants

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