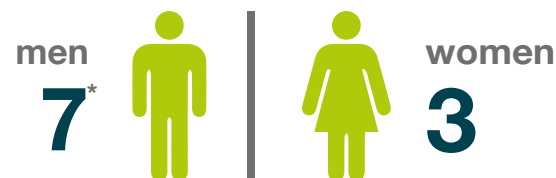


## statement of compliance with listed companies (code of corporate governance) regulations, 2019 year ended december 31, 2022

Engro Corporation Limited (hereinafter referred to as “the Company”) has complied with the requirements of the Listed Companies (Code of Corporate Governance) Regulation, 2019, (“the Regulations”) in the following manner:

1. The total number of directors are 10 as per the following:



\* Including the CEO, who is a Deemed Director.

2. The composition of the Board is as follows:

Category	Name
Independent Directors	Mr Muhammad Abdul Aleem Mr Rizwan Diwan Mr Khawaja Iqbal Hassan
Independent Directors - Women	Ms Henna Inam Ms Dominique Russo
Non-Executive Directors	Mr Hussain Dawood Mr Shahzada Dawood Mr Abdul Samad Dawood
Non-Executive Director-Women	Ms Sabrina Dawood
Executive Director	Mr Ghias Khan

- The directors have confirmed that none of them is serving as a director on more than 7 listed companies, including this Company
- The Company has prepared a Code of Conduct and ensured that appropriate steps have been taken to disseminate it throughout the Company, along with its supporting policies and procedures
- The Board has developed a vision/mission statement, overall corporate strategy, and significant policies of the Company. The Board has ensured that a complete record of particulars of the significant policies, along with their dates of approval or updating, is maintained by the Company

- 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 these Regulations
- 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 the Act and the Regulations with respect to frequency, recording and circulating minutes of meeting of the Board
- The Board have a formal policy and transparent procedures for remuneration of directors in accordance with the Act and these Regulations;
- 9 Directors are duly certified or exempted from the Directors’ Training Program
- The Board had 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
- The Chief Financial Officer and CEO duly endorsed the financial statements before approval of the Board
- The Board has formed committees comprising of members given below:
  - Board Audit Committee  
Mr. Muhammad Abdul Aleem – Chairman  
Mr. Rizwan Diwan  
Mr. Khawaja Iqbal Hassan  
Ms. Henna Inam
  - Board People Committee, i.e. HR and Remuneration Committee  
Ms. Henna Inam – Chairperson  
Mr. Shahzada Dawood  
Mr. Khawaja Iqbal Hassan  
Ms. Dominique Russo
  - Board Investment Committee  
Mr. Shahzada Dawood – Chairman  
Mr. Muhammad Abdul Aleem  
Mr. Rizwan Diwan  
Ms. Dominique Russo
- The terms of reference of the aforesaid committees have been formed, documented and advised to the committee for compliance

14. The frequency of meetings of the committee were as per following:

- a) Board Audit Committee – 4 meetings held during the year
- b) Board People Committee – 10 meetings held during the year
- c) Board Investment Committee – 8 meetings held during the year

15. The Board has set up an effective internal audit function who are considered suitably qualified and experienced for the purpose and are conversant with the policies and procedures of the Company

16. 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 CEO, Chief Financial Officer, Head of Internal Audit, Company Secretary or Director of the Company

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.



A.F.FERGUSON & CO.

**independent auditor's review report  
To the members of Engro Corporation 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 Engro Corporation Limited for the year ended December 31, 2022 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, 2022.

Chartered Accountants  
Karachi

Date: 08 March, 2023

UDIN: CR2022101139KlwQd5P2

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• KARACHI • LAHORE • ISLAMABAD

Mr. Hussain Dawood  
Chairman

Mr. Ghias Khan  
President & CEO