

Statement of Compliance

with Listed Companies (Code of Corporate Governance) Regulations, 2019 GlaxoSmithKline Pakistan Limited Year ended December 31, 2022

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

1. The total number of Directors are 7 as per the following:

a.	Male:	4
b.	Female:	3

2. The composition of the Board is as follows:

Category	Name
* Independent Directors	<ul style="list-style-type: none">● Ms. Maheen Rahman● Mr. Muneer Kamal
Executive Directors	<ul style="list-style-type: none">● Ms. Erum Shakir Rahim● Mr. Hasham Ali Baber
Non-Executive Directors	<ul style="list-style-type: none">● Mr. Mehmood Mandviwalla● Ms. Lai Kuen Goh **● Mr. Simon Foster ***
Female Directors	<ul style="list-style-type: none">● Maheen Rahman● Erum Shakir Rahim● Ms. Lai Kuen Goh**

* The requirement of Independent Directors is at least two or one-third of members of the Board, whichever is higher. Two Independent Directors were appointed on the Company's Board and the fraction of 0.33 was not rounded up as one since the two Independent Directors have robustly protected the interests of the minority shareholders. Further, the two elected Independent Directors have requisite competencies, skills, knowledge and experience to discharge and execute their duties competently, as per applicable laws and regulations.

** Ms. Lai Kuen Goh was appointed as the Chairperson and Non-Executive Director of the Board on August 05, 2022.

***Mr. Simon Foster was appointed as the Non-Executive Director of the Board on September 28, 2022.

3. The Directors have confirmed that none of them is serving as a Director on more than seven listed companies, including this Company (excluding the listed subsidiaries of listed holding companies where applicable).
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. The Board has ensured that complete record of particulars of the significant policies along with the date of approval or updating is maintained by the Company.
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 the Companies Act, 2017 ('Act') and the Regulations with respect to frequency, recording and circulating minutes of the meetings of the Board.
8. The Board have a formal policy and transparent procedures for remuneration of Directors in accordance with the Act and these Regulations.

9. 5 directors have attained their Director's Training certification or are otherwise exempt. The company has planned to arrange the Director's Training certification for the onboarding directors in 2023. The Board has arranged Directors' Training Program for the following, in 2022:

- ❖ Mr. Hasham Ali Baber – CFO
- ❖ Ms. Neha Azhar – Female Executive
- ❖ Mr. Farqaleet Iqbal – Senior Executive

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.

There was one fresh appointment of Head of Internal during the year ended December 31, 2022. Mr. Ovais Farooq was appointed as the Head of Internal Audit of GSK Pakistan Limited on May 23, 2022.

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:

a. Audit Committee

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|------|-------------------------|------------|
| i. | Mr. Muneer Kamal | • Chairman |
| ii. | Ms. Maheen Rahman | |
| iii. | Mr. Mehmood Mandviwalla | |
| iv. | Ms. Lai Kuen Goh | |
| v. | Mr. Simon Foster | |

b. HR and Remuneration Committee

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|------|-------------------------|---------------|
| i. | Ms. Maheen Rahman | • Chairperson |
| ii. | Mr. Mehmood Mandviwalla | |
| iii. | Ms. Lai Kuen Goh | |
| iv. | Mr. Simon Foster | |
| v. | Ms. Erum Shakir Rahim | |

c. Disclosure Committee

- | | | |
|------|----------------------------|---------------|
| i. | Ms. Erum Shakir Rahim | • Chairperson |
| ii. | Ms. Lai Kuen Goh | |
| iii. | Ms. Mehar-e-Daraksha Ameer | |
| iv. | Mr. Hasham Ali Baber | |

Other committees include:

Risk Management Committee

RMCB – consisting of GSK Management Team

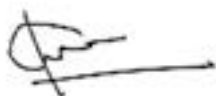
13. The Terms of Reference of the aforesaid committees have been formed, documented and advised to the committee for compliance.

14. The frequency of the meetings (quarterly/ half-yearly /yearly) of the committees were as per following:

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|----|---|--------------------------------------|
| a. | Audit Committee | Quarterly |
| b. | HR and Remuneration Committee | February 25, 2022 |
| c. | Disclosure Committee | April 21, 2022 and November 25, 2022 |
| d. | Risk Management Committee (if applicable) | Ad hoc 8 meetings in 2022 |

15. The Board has outsourced the internal audit function to Ernst & Young Ford Rhodes, 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 Chief Executive Officer, 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.
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.
19. Explanation with respect to compliance with non-mandatory requirements of the Listed Companies (Code of Corporate Governance) Regulations, 2019 is specified below:

S. No	Requirement	Explanation	Regulation No.
13.	The Board may constitute a separate committee, designed as the nomination committee, of such number and class of Directors, as it may deem appropriate in its circumstances.	Nomination Committee Currently, the Board has not constituted a separate Nomination Committee and the functions are being performed by the HR&R Committee	29(1)



Ms. Lai Kuen Goh
Chairperson
February 09, 2023
Karachi



Ms. Erum Shakir Rahim
Chief Executive Officer

Independent Auditor's Review Report

To the members of GlaxoSmithKline 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 GlaxoSmithKline Pakistan Limited (the Company) 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.

Yasir Adil

Chartered Accountants

Place: Karachi

Date: March 28, 2023

UDIN: CR202210091QfdyONUFW