

INDEPENDENT AUDITORS' REVIEW REPORT

To the members of Jubilee General Insurance Company Limited

Review Report on the Statement of Compliance contained in Listed Companies (Code of Corporate Governance) Regulations, 2019 and Code of Corporate Governance for Insurers, 2016

We have reviewed the enclosed Statement of Compliance with the Listed Companies (Code of Corporate Governance) Regulations, 2019 and the Code of Corporate Governance for Insurers, 2016 (both herein referred to as 'the Regulations') prepared by the Board of Directors of Jubilee General Insurance Company Limited ('the Company') for the year ended December 31, 2023 in accordance with the requirements of regulation 36 of the Listed Companies (Code of Corporate Governance) Regulations, 2019 and provision Ixxvi of the Code of Corporate Governance for Insurers, 2016.

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.

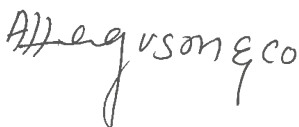
As a part of our audit of the financial statements we are required to obtain an understanding of the accounting and internal control systems sufficient to plan the audit and develop an effective audit approach. We are not required to consider whether the Board of Directors' statement on internal control 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.

Further, we highlight below instance of non-compliance with the requirement of the Regulations as reflected in the paragraph reference where it is stated in the Statement of Compliance:

Paragraph reference	Description
2	During the year, the Board of the Company was reconstituted and Mr. Badaruddin F. Vellani was elected as one of the independent directors. As explained in the Statement of Compliance, he was not the chief executive officer of any private, public or listed company, other than that of a not-for-profit organisation where his position was voluntary and was appointed on a pro bono basis. However, it was identified that Mr. Badaruddin F. Vellani is not independent as he is the Chief Executive Officer of a not-for-profit organisation which is a company formed under section 42 of the now Companies Act, 2017 and is an associated company. The Company is currently in the process of rectifying this oversight.



A. F. Ferguson & Co.

Chartered Accountants

Karachi

Dated: 13 March, 2024

UDIN: CR20231006110OuFAdZw

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STATEMENT OF COMPLIANCE WITH THE LISTED COMPANIES (CODE OF CORPORATE GOVERNANCE) REGULATIONS, 2019 AND THE CODE OF CORPORATE GOVERNANCE FOR INSURERS, 2016

JUBILEE GENERAL INSURANCE COMPANY LIMITED (THE COMPANY) FOR THE YEAR ENDED 31 DECEMBER 2023

This statement is being presented in compliance with the Listed Companies (Code of Corporate Governance) Regulations, 2019 (the Regulations) and the Code of Corporate Governance for Insurers, 2016 (the Code) for the purpose of establishing a framework of good governance, whereby an insurer is managed in compliance with the best practices of corporate governance.

The Company has complied with the requirements of the Code and the Regulations in the following manner:

1. The total number of directors are ten (10), as per the following:
 - a. Male: 8
 - b. Female: 2
2. The Company encourages representation of independent non-executive directors and directors representing minority interests on its Board of Directors (the Board). The composition of the Board is as follows:

Category	Names
Independent Directors	Mr. Riyaz Chinoy
	Ms. Nausheen Ahmad
Executive Director (Chief Executive Officer)	Mr. Hassan Khan
Non-Executive Directors	Mr. Akbarali Pesnani
	Mr. John Joseph Metcalf
	Mr. Amin A. Hashwan
	Mr. Abrar Ahmed Mir
	Mr. Mohammad Akhtar Bawany
	Ms. Ava Ardeshir Cowasjee
Female Director	Mr. Badaruddin Fatehali Vellani*
	Ms. Nausheen Ahmad
	Ms. Ava Ardeshir Cowasjee

The number of elected/nominated directors on the Board is nine (9) whereas the Chief Executive is a "deemed director" under section 188(3) of the Companies Act, 2017.

The Board had fixed the number of independent directors at three considering the required skills set and experience at the time of reconstitution of the Board. The independent directors meet the criteria of independence as laid down under the Code.

*At the time of the reconstitution of the Board during the year, Mr. Badaruddin F. Vellani was appointed as the third independent director. At that time, Mr. Vellani was considered independent, as he was not a chief executive of any private, public, or listed company, other than that of a not-for-profit company, which position is a voluntary and pro bono appointment. Subsequent to the year-end, the Company was advised that Mr. Badaruddin F. Vellani should not be considered an independent director. The Company is in the process of rectifying this oversight.

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 in which each one of them is a director).
4. All the resident directors of the Company are registered as taxpayers and none of them has defaulted in payment of any loan to a banking company, a development financial institution or a non-banking financial institution or, being a member of a stock exchange, has been declared as a defaulter by a stock exchange.
5. 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.
6. 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 significant policies along with their date of approval or updating is maintained by the Company.
7. All 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), the Code and the Regulations.

8. 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, the Code and the Regulations with respect to frequency, recording and circulating minutes of meeting of the Board.
9. The Board have a formal policy and transparent procedures for remuneration of directors in accordance with the Act and the Regulations.
10. The Board has established a system of sound internal control, which is effectively implemented at all levels within the Company. The Company has adopted and complied with all the necessary aspects of internal controls given in the Code.
11. All the Directors have either attended the orientation course or have been provided appropriate guidelines in this regard and as such they are fully aware of their duties and responsibilities. Following directors have completed the Director's Training:

Name of Directors
Mr. Akbarali Pesnani
Mr. John Joseph Metcalf
Mr. Riyaz Chinoy
Mr. Abrar Ahmed Mir
Ms. Nausheen Ahmad
Mr. Mohammad Akhtar Bawany
Ms. Ava Ardeshir Cowasjee
Mr. Badaruddin Fatehali Vellani

12. The Board has approved appointment of the Chief Financial Officer (CFO), Company Secretary and Head of Internal Audit, including their remuneration and terms and conditions of employment and complied with relevant requirements of the Code and the Regulations.
13. The Directors' Report for this year has been prepared in compliance with the requirements of the Code and fully describes the salient matters required to be disclosed.
14. Chief Executive Officer (CEO) and CFO duly endorsed the financial statements before approval of the Board.
15. The directors, CEO and other executives do not hold any interest in the shares of the Company other than disclosed in the pattern of shareholding.
16. The Company has complied with all the corporate and financial reporting requirements of the Code.
17. The Board has formed the following Management Committees:

UNDERWRITING COMMITTEE:

Name of Member	Category
Mr. Hassan Khan	Chairman
Mr. Azfar Arshad	Member
Mr. Nawaid Jamal	Member
Mr. Tariq Mushtaq	Member & Secretary

CLAIM SETTLEMENT COMMITTEE:

Name of Member	Category
Mr. Hassan Khan	Chairman
Mr. Uzair Mirza	Member
Mr. Kamran Arif	Member & Secretary

REINSURANCE & CO-INSURANCE COMMITTEE:

Name of Member	Category
Mr. Hassan Khan	Chairman
Mr. Nawaid Jamal	Member
Mr. Rameez Ahmed Sabri	Member & Secretary

RISK MANAGEMENT & COMPLIANCE COMMITTEE:

Name of Member	Category
Mr. Hassan Khan	Chairman
Mr. Azfar Arshad	Member
Mr. Nawaid Jamal	Member
Mr. Uzair Mirza	Member & Secretary

TAKAFUL COMMITTEE:

Name of Member	Category
Mr. Hassan Khan	Chairman
Mr. Nawaid Jamal	Member
Mr. Ovais Bin Alam	Member & Secretary

ASSET ALLOCATION COMMITTEE

Name of Member	Category
Mr. Hassan Khan	Chairman
Mr. Nawaid Jamal	Member
Mr. Naresh Kumar	Member & Secretary

18. The Board has formed committees comprising of members given below:

HUMAN RESOURCE, REMUNERATION & NOMINATION COMMITTEE:

Name of Member	Category
Ms. Nausheen Ahmad	Chairperson (Independent Director)
Mr. Akbarali Pesnani	Member (Non-Executive Director)
Mr. John Joseph Metcalf	Member (Non-Executive Director)
Mr. Amin A. Hashwani	Member (Non-Executive Director)
Mr. Hassan Khan	Member (Executive Director- Chief Executive Officer)
Ms. Anita Lalani	Secretary and Head of Human Resource

INVESTMENT COMMITTEE:

Name of Member	Category
Mr. Akbarali Pesnani	Chairman (Non-Executive Director)
Mr. John Joseph Metcalf	Member (Non-Executive Director)
Ms. Ava Ardeshir Cowasjee	Member (Non-Executive Director)
Mr. Hassan Khan	Member (Executive Director –Chief Executive Officer)
Mr. Nawaid Jamal	Member (Chief Financial Officer)
Mr. Naresh Kumar	Secretary/Head of investments

RISK AND COMPLIANCE COMMITTEE:

Name of Member	Category
Name of Member	Category
Mr. Badaruddin Fatehali Vellani	Chairman (Non-Executive Director)
Mr. Akbarali Pesnani	Member (Non-Executive Director)
Mr. John Joseph Metcalf	Member (Non-Executive Director)
Mr. Abrar Ahmed Mir	Member (Non-Executive Director)
Mr. Hassan Khan	Member (Executive Director – Chief Executive Officer)
Mr. Uzair Mirza	Secretary/ Head of Risk Management

IT STEERING COMMITTEE:

Name of Member	Category
Mr. John Joseph Metcalf	Chairman (Non-Executive Director)
Mr. Amin A. Hashwani	Member (Non-Executive Director)
Mr. Abrar Ahmed Mir	Member (Non-Executive Director)
Mr. Hassan Khan	Member (Executive Director – Chief Executive Officer)
Mr. Fahad Ahmed	Secretary/Head of Information Technology

AUDIT COMMITTEE:

The Board has formed an Audit Committee. It comprises of three members, of whom are non-executive directors and the chairman of the committee is an independent director. The composition of the Audit Committee is as follows:

Name of Member	Category
Mr. Riyaz Chinoy	Chairman (Independent Director)
Mr. John Joseph Metcalf	Member (Non-Executive Director)
Mr. Mohammad Akhtar Bawany	Member (Non-Executive Director)
Mr. Safar Ali	Secretary /Head of Internal Audit

19. The terms of reference of the aforesaid committees have been formed, documented and advised to the committees for compliance.
20. The minimum frequency of meetings of the committees is as follows:
 - a) Audit Committee: quarterly meetings;
 - b) Human Resource, Remuneration & Nomination Committee: half yearly;
 - c) Finance and Investment Committee: quarterly meetings;
 - d) Risk and Compliance Committee: quarterly meetings; and
 - e) IT Steering Committee: half yearly.
21. 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 and they are involved in the internal audit function on a regular basis
22. The Chief Executive Officer, Chief Financial Officer, Chief Compliance Officer and the Head of Internal Audit possess such qualification and experience as is required under the Code. The persons heading the underwriting, claim, reinsurance and risk management and grievance functions / departments possess qualification and experience of direct relevance to their respective functions as required under section 12 of the Insurance Ordinance, 2000 (Ordinance No. XXXIX of 2000)

Name of the person	Designation
Mr. Hassan Khan	Chief Executive Officer
Mr. Nawaid Jamal	Chief Financial Officer
Mr. Abdul Wahid	Company Secretary
Mr. Safar Ali	Head of Internal Audit
Mr. Azfar Arshad	Chief Operating Officer
Mr. Kamran Arif	Head of Claims
Mr. Rameez Ahmed Sabri	Head of Reinsurance
Mr. Uzair Mirza	Head of Compliance and Enterprise Risk Management
Mr. Tariq Mushtaq	Head of Underwriting

23. The statutory auditors of the Company have been appointed from the panel of auditors approved by the Commission in terms of section 48 of the Insurance Ordinance, 2000. 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, 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, CFO, Head of Internal Audit, Company Secretary or Directors of the Company and that they or any partners of the firm, their spouses and minor children do not hold shares of the Company.
24. The statutory auditors or the persons associated with them have not been appointed to provide other services except in accordance with the Act, the Regulations, the Code or any other regulatory requirement and the auditors have confirmed that they have observed IFAC guidelines in this regard.
25. The Board ensures that the investment policy of the Company has been drawn up in accordance with the provisions of the Code.
26. The Board ensures that the risk management system of the Company is in place as per the requirements of the Code.
27. The Company has set up a risk management function / department, which carries out its tasks as covered under the Code.
28. The Board ensures that as part of the risk management system, the Company gets itself rated from the credit rating agencies which is being used by its risk management function / department and the respective Committee as a risk monitoring tool. The rating assigned by the rating agencies are as follows:

Rating agency	Rating	Outlook	Date
AM Best – UK	B (Fair)(FSR)	Stable	17 August 2023
PACRA – Pakistan	AA++(ifs)	Stable	03 November 2023
VIS – Pakistan	AA++(IFS)	Stable	04 December 2023

29. The Board has set up a grievance function, which fully complies with the requirements of the Code.
30. We confirm that all requirements of regulations 3, 6, 7, 8, 27, 32, 33 and 36 of the Regulations have been complied with; and
31. We confirm that all other material principles contained in the Code have been complied with.

By Order of the Board



Hassan Khan
Managing Director & Chief Executive
Karachi: 20, February 2024



Riyaz Chinoy
Director & Chairman Board Audit Committee