



INDEPENDENT AUDITOR'S REVIEW REPORT

To the members of Meezan Bank 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 Meezan Bank Limited (the Bank) 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 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, 2023.

A.F. Ferguson & Co.  
Chartered Accountants  
Karachi  
Date: February 28, 2024  
UDIN: CR202310068nm6dVLDuX

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

## Meezan Bank Limited For the year ended December 31, 2023.

The Bank has complied with the requirements of the Listed Companies (Code of Corporate Governance) Regulations, 2019 ("Regulations" or "Code") in the following manner:

- The total number of directors are 11 as per following:
  - Male: 10
  - Female: 1
- The composition of the Board is as follows:

Catagory	Names
i. Independent Directors	Mr. Mohammad Abdul Aleem Ms. Nausheen Ahmad Mr. Yousef S.M.A. AlSaad
ii. Non-Executive Directors	Mr. Riyadh S.A.A. Edrees – Chairman Mr. Faisal A.A.A. Al-Nassar Mr. Bader H.A.M.A. Al Rabiah Mr. Saad Ur Rahman Khan Mr. Tariq Mahmood Pasha Mr. Faisal Fahad Al-Muzaini Mr. Mohamed Guerhazi
iii. Executive Director	Mr. Irfan Siddiqui – President & CEO
iv. Female Independent Director	Ms. Nausheen Ahmad

- The directors have confirmed that none of them is serving as a director on more than seven listed companies, including this 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 the significant policies along with their date of approval or updating is maintained by the Bank;
- 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 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 has a formal policy and transparent procedures for remuneration of directors in accordance with the Act and these Regulations;
- The Bank is compliant to the Directors' training requirements of Listed Companies (Code of Corporate Governance) Regulations, 2019. During the year, two (2) directors were appointed, one director attended the Directors' Training Program and another director will complete this certification in accordance with Regulation 19(2).
- The Board had approved the appointment of CFO, Company Secretary and Head of Internal Audit. The Board has approved their remuneration and terms and conditions of their employment are complied with relevant requirements of the Regulations;
- Chief Financial Officer and the Chief Executive Officer duly endorsed the Financial Statements before approval of the Board;

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

Committees	Composition
Audit Committee	1. Mr. Mohammad Abdul Aleem (Chairman) 2. Mr. Faisal A.A.A. Al-Nassar 3. Mr. Mohamed Guerhazi 4. Mr. Saad Ur Rahman Khan
Human Resources, Remuneration & Compensation Committee	1. Mr. Riyadh S.A.A. Edrees (Chairman) 2. Mr. Mohammad Abdul Aleem 3. Ms. Nausheen Ahmad
Risk Management Committee	1. Mr. Faisal A.A.A. Al-Nassar (Chairman) 2. Mr. Saad Ur Rahman Khan 3. Mr. Bader H.A.M.A. Al Rabiah 4. Mr. Yousef S.M.A. AlSaad
Information Technology Committee	1. Mr. Saad Ur Rahman Khan (Chairman) 2. Mr. Riyadh S.A.A. Edrees 3. Mr. Faisal A.A.A. Al-Nassar 4. Mr. Irfan Siddiqui
IFRS9 Implementation Oversight Committee	1. Mr. Riyadh S.A.A. Edrees (Chairman) 2. Mr. Faisal Fahad Al-Muzaini 3. Mr. Irfan Siddiqui
Interview and Selection Committee*	1. Mr. Riyadh S.A.A. Edrees (Chairman) 2. Mr. Mohammad Abdul Aleem 3. Ms. Nausheen Ahmad 4. Mr. Mubashar Maqbool

\*A special purpose committee constituted by the Board was dissolved on August 10, 2023.

13. The terms of reference of the aforesaid committees have been formed, documented and advised to the committees for compliance;

14. The frequency of meetings of the committees were as follows:

a) Audit Committee	Quarterly meetings
b) Human Resources, Remuneration & Compensation Committee	Quarterly meetings
c) Risk Management Committee	Quarterly meetings
d) Information Technology Committee	Quarterly meetings
e) IFRS 9 Implementation Oversight Committee	Quarterly meetings

15. The Board has set up an effective internal audit function / team that is considered suitably qualified and experienced for the purpose and are conversant with the policies and procedures of the Bank;

16. The statutory auditors of the Bank 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 Bank;

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 regulations 3, 6, 7, 8, 27, 32, 33 and 36 of the Regulations have been complied with.



**Irfan Siddiqui**  
President & CEO



**Riyadh S.A.A. Edrees**  
Chairman

February 15, 2024