

STATEMENT OF COMPLIANCE

With the listed companies (code of corporate governance) regulations, 2019
For the year ended december 31, 2022

Pakistan Oxygen Limited (the "Company") has complied with the requirements of the Regulations in the following manner:

1. The total number of directors are 10 as per the following:
 - a. Male: 9
 - b. Female: 1
2. The composition of board is as follows:

Independent Directors

 - Mr. Atif Aslam Bajwa
 - Mr. Muhammad Younus Dagha
 - Mr. Tayyeb Afzal
 - Ms. Tushna D Kandawalla

Non-Executive Directors

 - Mr. Waqar Ahmed Malik
 - Mr. Javed Kureishi
 - Mr. Mohammad Iqbal Puri
 - Mr. Shahid Mehmood Umerani
 - Mr. Siraj Ahmed Dadabhoy
 - Syed Hassan Ali Bukhari

Deemed Director

 - Mr. Matin Amjad – CEO
3. The directors have confirmed that none of them is serving as a director on more than seven listed companies, including this Company;
4. The Company has prepared a Code of Ethics as its 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 of Directors (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;
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 Act and the Regulations with respect to frequency, recording and circulating minutes of meeting of the Board;
8. The Board has a formal policy and transparent procedures for remuneration of directors in accordance with the Act and the Regulations.
9. Majority of the Board members have completed their certification in DTP while one director was granted exemption by SECP based on prescribed qualification and experience. The Chief Executive Officer (a deemed director) and Company Secretary also acquired certification in DTP from a recognized institution. The Directors, who do not hold DTP certificates, are well conversant with their duties and responsibilities as directors of a listed Company.
10. No new appointment of Chief Financial Officer, Company Secretary and Head of Internal Audit

has been made. However, the Board has approved their annual remuneration and terms and conditions of employment and complied with relevant requirements of the Regulations.

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:

Audit Committee

1. Mr. Tayyeb Afzal Chairman	Independent Director
2. Mr. Javed Kureishi Member	Non-Executive Director
3. Mr. Muhammad Younus Dagha Member	Independent Director
4. Ms. Tushna D. Kandawalla Member	Independent Director

Human Resource, Remuneration & Nomination Committee

1. Mr. Atif Aslam Bajwa Chairman	Independent Director
2. Mr. Shahid Mehmood Umerani Member	Non-Executive Director
3. Syed Hassan Ali Bukhari Member	Non-Executive Director
4. Ms. Tushna D. Kandawalla Member	Independent Director

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

14. During the year, five (5) meetings of the Board Audit Committee and three (3) meetings of the Board Human Resource, Remuneration & Nomination Committee were held.

15. The Board has outsourced the internal audit function to M/s EY Ford Rhodes & Co., Chartered Accountants, 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 (ICAP) 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 ICAP 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 Directors 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.

On behalf of the Board



Matin Amjad
Chief Executive Officer



Waqar Ahmed Malik
Chairman

Karachi: March 7, 2023

INDEPENDENT AUDITOR'S REVIEW REPORT TO THE MEMBERS OF PAKISTAN OXYGEN LIMITED 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 Pakistan Oxygen 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 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.

KARACHI**DATED: March 7, 2023****UDIN: CR202210067eK96mlsS0****CHARTERED ACCOUNTANTS**

Engagement Partner: Zulfikar Ali Causer

BDO Ebrahim & Co. Chartered Accountants

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