

Independent Auditors' Review Report to the Members 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 Samba Bank Limited ("the Bank") for the year ended 31 December 2023 in accordance with the requirements of Regulation No. 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 31 December 2023.

Karachi
Date: 6th March 2024
UDIN: CR202310096yctqrKdex

KPMG Taseer Hadi & Co.
Chartered Accountants

Statement of Compliance with Listed Companies (Code of Corporate Governance) Regulations, 2019

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

1. Total number of Directors including the President & CEO are 9 as per the following;
 - a. Male: 7
 - b. Female: 2
2. The composition of the Board is as follows:

Category	Names
Independent Directors	Ms. Zeeba Ansar Hafiz Mohammad Yousaf Mr. Javed Kureishi
Executive Director	Mr. Ahmad Tariq Azam President & Chief Executive Officer (CEO)
Non-Executive Directors	Mr. Mustafa Ilyas (Chairman) Ms. Kholood Khalid Al - Khelaiwi Mr. Hussein Eid Mr. Nasser Sulaiman Al-Fraih Mr. Timour Pasha

3. The Directors have confirmed that none of them is serving as a director on more than seven listed companies, including the Bank;
4. 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;
5. The Board has developed a vision/mission statement, overall corporate strategy, and significant policies of the Bank. The Board has ensured that a complete record of particulars of the significant policies along with their date of approval or updating is maintained by the Bank;
6. 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 the 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 meetings of the Board;
8. The Board has a formal policy and transparent procedures for the remuneration of directors in accordance with the Act and the Regulations;
9. All Directors, along with the Company Secretary, have completed the Director's Certification from authorized institution pursuant to Section G-9 (8) of the Corporate Governance Regulatory Framework ("CGRF");

10. The Board has approved the appointment of Chief Financial Officer. Head of internal audit and Company Secretary including their remuneration and terms and conditions of employment and compiled 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: -
- a) Board Audit Committee ("BAC") ***
(i) Hafiz Mohammad Yousaf (Chairman)
(ii) Mr. Hussein Eid (Member)
(iii) Mr. Javed Kureishi (Member)
- b) Board Risk Committee ("BRC") ****
(i) Mr. Timour Pasha (Chairman)
(ii) Mr. Javed Kureishi (Member)
(iii) Ms. Zeeba Ansar (Member)
(iv) Mr. Ahmad Tariq Azam (Member)
- c) Board Nomination & Remuneration Committee ("BNRC") *****
(i) Ms. Zeeba Ansar (Chairperson)
(ii) Mr. Mustafa Ilyas (Member)
(iii) Mr. Hussein Eid (Member)
(iv) Hafiz Mohammad Yousaf (Member)
- d) Board IT Committee ("BITC") ******
(i) Mr. Javed Kureishi (Chairman)
(ii) Mr. Mustafa Ilyas (Member)
(iii) Hafiz Mohammad Yousaf (Member)
(iv) Ms. Kholood Khalid Al-Khelaiwi (Member)

* Reconstituted w.e.f. January 12, 2023

** Reconstituted w.e.f. June 13, 2023

*** Reconstituted w.e.f. August 25, 2023

**** Reconstituted w.e.f. January 22, 2024

13. 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 committees was as per following: -
- a) Audit Committee: 6 meetings were held during the financial year ended December 31, 2023.
- b) Board Nomination & Remuneration Committee: 6 meetings were held during the financial year ended December 31, 2023.
- c) Board Risk Committee: 10 meetings were held during the financial year ended December 31, 2023.
- d) Board IT Committee: 1 meeting was held during the financial year ended December 31, 2023.
15. The Board has set up an effective internal audit function that is considered suitably qualified and experienced for the purpose and is 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 the 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 Directors 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, the 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.



Mr. Ahmed Tariq Azam
President & CEO

February 27, 2024



Mr. Mustafa Ilyas
Chairman