



INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF UNITED 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 United Bank Limited (the Bank) for the year ended 31 December 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 31 December 2023.


Chartered Accountants
Place: Karachi
Date: 26 February 2024

UDIN: CR202310191bLkYrDO2N

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

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

- The total number of directors are 9 as per the following:
 - Male: 8
 - Female: 1

2. The composition of the Board is as follows:

Category	Names
Independent Directors	Ms. Shazia Syed Mr. Tariq Rashid Mr. Daniel M. Howlett
Non-Executive Directors	Sir Mohammed Anwar Pervez, OBE, HPk Lord Zameer M. Choudrey, CBE, SI Pk Mr. Rizwan Pervez Mr. Haider Zameer Choudrey Mr. Muhammad Irfan A. Sheikh
Executive Director	Mr. Muhammad Jawaid Iqbal, President & CEO
Female Director	Ms. Shazia Syed

- During the year, the term of the Board of Directors (BoD) was completed and the BoD of the Bank was reconstituted in the Annual General Meeting held on March 29, 2023. All the outgoing directors except Mr. Amar Zafar Khan, were re-elected. Mr. Daniel M. Howlett was elected, as non-executive independent director in place of Mr. Amar Zafar, who didn't opt to participate in the elections.

Moreover, the term of the President and CEO, Mr. Shazad G. Dada, was completed on June 30, 2023. Mr. Muhammad Jawaid Iqbal was appointed as President & CEO of the Bank.

Mr. Muhammad Jawaid Iqbal was recently elected as Director on the Board and he has to resign from the post of Non-Executive Director to accept the position of President & CEO of the Bank resulting in the creation of the casual vacancy on the BoD. Mr. Muhammad Irfan A. Sheikh was appointed by the Board to fill the casual vacancy. The newly appointed directors and President & CEO assumed their roles after their respective clearance of Fit and Proper test from the State Bank of Pakistan;

- 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;

7. 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 Act and these Regulations;

8. The meetings of the Board were presided over by the Chairman. 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;

9. The Board have a formal policy and transparent procedures for remuneration of directors in accordance with the Act and these Regulations;

10. The Board has arranged Directors' Training program for the following:

(Name of Director) – Nil
(Name of Executive & Designation):

Name of Executive	Designation
Ms. Afsheen Mehmood Butt	Head Corporate and Investment Banking Risk

11. 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;

12. Chief Financial Officer and Chief Executive Officer duly endorsed the financial statements before approval of the Board;

13. The Board has formed committees comprising of members given below, -

a. BOARD AUDIT COMMITTEE (BAC):

Ms. Shazia Syed	Chairperson
The Honorable Haider Zameer Choudrey	Member
Mr. Rizwan Pervez	Member
Mr. Tariq Rashid	Member

b. BOARD HUMAN RESOURCE & COMPENSATION COMMITTEE (HRCC):

Mr. Tariq Rashid	Chairman
Sir Mohammed Anwar Pervez, OBE, HPk	Member
Lord Zameer M. Choudrey, CBE, SI Pk	Member
Ms. Shazia Syed	Member

c. BOARD RISK & COMPLIANCE COMMITTEE (BRCC):

Mr. Daniel M. Howlett	Chairman
Lord Zameer M. Choudrey, CBE, SI Pk	Member
Mr. Muhammad Irfan A. Sheikh	Member
Mr. Muhammad Jawaid Iqbal	Member

d. BOARD IT COMMITTEE (BITC):

The Honorable Haider Zameer Choudrey	Chairman
Mr. Rizwan Pervez	Member
Mr. Daniel M. Howlett	Member
Mr. Muhammad Irfan A. Sheikh	Member
Mr. Muhammad Jawaid Iqbal	Member

e. BOARD NOMINATION COMMITTEE (BNC):

Sir Mohammed Anwar Pervez, CBE, HPk	Chairman
Lord Zameer M. Choudrey, CBE, SI Pk	Member
Mr. Haider Zameer Choudrey	Member

14. The Terms of Reference (TORs) of the aforesaid committees have been formed, documented and advised to the committee for compliance;

15. The frequency of meetings (quarterly/half yearly/ yearly) of the committee were as per following:

a. Board Audit Committee (BAC)	Four quarterly meetings.
b. Board Human Resource & Compensation Committee	Five quarterly meetings.
c. Board Risk & Compliance Committee	Four quarterly meetings.
d. Board IT Committee	Four quarterly meetings.
e. Board Nomination Committee	Two meeting.
f. Board Digital Banking Committee	One meeting*


* Committee was dissolved after its first meet.

16. 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 Bank;

17. 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;

18. 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;

19. We confirm that all requirements of regulations 3, 6, 7, 8, 27, 32, 33 and 36 of the Regulations have been complied with.



Signature
Sir Mohammad Anwar Pervez, CBE, HPk
Chairman