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

Name of Company: Apna Microfinance Bank Limited

Year ending: December 31, 2025

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

1. The total numbers of director are 7 as per the following:
a) Male: 6
b) Female: 1

2. The composition of Board is as follows:

Category	Number of Directors	Name of Directors
a) Independent Directors	2	Mr. Abdul Aziz Khan Ms. Sultana Naheed
b) Non-executive Directors	4	Mr. Muhammad Akram Shahid Mr. Imad Mohammad Tahir Mr. Mohammad Asghar Mr. Shahid Hassan
c) Executive Director	1	Mr. Nazish Ali
d) Female Director	1	Ms. Sultana Naheed

**The fraction of one third is not rounded up as the total no of directors are limited, hence two independent directors are significant and, in our view, serve the purposes of the regulation.*

*** The application for approval of elected directors on fit and proper criteria, is pending with the State Bank of Pakistan.*

3. The directors have confirmed that none of them is serving as a director on more than seven listed companies, including this 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 complete record of particulars of significant policies along with the 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 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 meeting of Board.

8. The Board of directors has a formal policy and transparent procedures for remuneration of directors in accordance with the Act and the Regulations.

9. The following directors have certifications under the Directors' Training program (DTP):

- Mr. Muhammad Akram Shahid
- Mr. Mohammad Asghar
- Mr. Shahid Hassan
- Ms. Sultana Naheed
- Mr. Nazish Ali

10. The Board has approved appointment of CFO, Company Secretary and Head of Internal Audit, including their 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 following committees comprising of the members as detailed below:

a) **Audit Committee**

Mr. Abdul Aziz Khan	Chairman
Mr. Mohammad Asghar	Member
Mr. Imad Mohammad Tahir	Member

b) Executive Committee

Mr. Muhammad Akram Shahid	Chairman
Mr. Shahid Hassan	Member
Mr. Imad Mohammad Tahir	Member
Mr. Mohammad Asghar	Member

Ms. Sultana Naheed	Member

c) Human Resource and Remuneration Committee

Mr. Imad Mohammad Tahir	Member
Ms. Sultana Naheed	Member

d) Risk Management Committee

Mr. Mohammad Asghar	Chairman
Mr. Muhammad Akram Shahid	Member
Mr. Abdul Aziz Khan	Member

e) Monitoring Committee

Mr. Mohammad Asghar	Chairman
Mr. Imad Mohammad Tahir	Member
Mr. Abdul Aziz Niazi	Member
Ms. Sultana Naheed	Member

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 committee referred above was as under:

a) Audit Committee	Quarterly
b) Executive Committee	as when required
c) Risk Management Committee	half yearly
d) HR and Remuneration Committee	***half yearly
e) Monitoring Committee	****half yearly

****However, one meeting was held during the year due to pending approval of elected directors from SBP.*

*****However, no meeting was held during the year due to pending approval of elected directors from SBP.*

15. The Board has set up an effective internal audit function, which are 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 (ICAP) and registered with Audit Oversight Board of Pakistan, that the firm and all

its 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 any 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 3,6,7,8,27,32,33 and 36 of the regulations have been complied with except that the chairman of the Human Resource and Remuneration Committee will be appointed in due course.

19. Explanation for non-compliance with requirements, other than regulations 3,6,7,8,27,32,33 and 36 are submitted.

- The matter of formation of nomination committee is still pending;
- Directors Training Program will be arranged in due course for remaining two directors.
- The Board may consider assigning the responsibilities for governance and oversight of sustainability risks and opportunities to one of the existing committees.

For, Apna Microfinance Bank Limited

Signature
(Muhammad Akram Shahid)
Chairman
Date: 04, March 2026