



**MCB Bank Limited**

**Key Elements of  
Directors' Remuneration Policy**

# Key Elements of Directors' Remuneration Policy

- The Board's Human Resource & Remuneration Committee ("HR&RC") has formulated the Directors' Remuneration Policy (the "Policy") of MCB Bank Limited (the "Bank"). The Shareholders of the Bank have approved the Policy in their Annual General Meeting held on March 29, 2022, as recommended by the Board of Directors.
- The Policy has been prepared in accordance with the regulatory requirements.
- The Policy aims to set out the requirements and methodology for the determination of the scale of the remuneration to be paid, from time to time, to the Chairman and other Directors for attending the Board of Directors, Board Committees meetings and other allowable expenses.
- The Policy is applicable to Non-Executive/Independent Directors, Executive Director(s) and the Chairman of the Board of Directors.
- The Board, on the recommendation of HR&RC, shall approve the scale of remuneration to be paid to the Chairman and its other Members {excluding Executive Director(s)}, for attending Board and its Committees meetings.
- The Board may determine additional remuneration for a director including the Chairman of Board and Chairman of any Board's Sub-Committees of the Bank for performing extra services. However, such additional remuneration shall not exceed the limits as prescribed by the State Bank of Pakistan.
- The above mentioned remuneration shall also be approved by the Shareholders of the Bank, preferably on pre facto basis, in general meeting of the Bank.
- No remuneration shall be paid to the Executive Director(s) except for traveling, boarding, lodging and/or any other expenses incurred for attending Board and its Committees meetings.

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- The Administrative expenses pertaining to the office, staff and security allocated etc., to the Chairman of the Board shall be determined rationally.
- No consultancy or allied work shall be awarded to a director or to the firm(s), institution(s) or company (ies) etc. in which he/she individually and/or in concert with other directors of the same Bank, holds substantial interest.
- The Bank shall either make all arrangements for travelling, boarding and lodging of Board Members for attending Board and its Committees meetings and any other meeting relating to Bank's business or reimburse such expenses including any relevant domestic training to the Board Members, on actual basis .
- Non-Executive/Independent Directors shall be entitled for maximum of First Class airfare along with boarding, lodging expenses and/or any ancillary expenses incurred for attending Board and its Committees meetings and any other meeting relating to Bank's business, on actual basis. However, considering the stature of the Chairman, he is allowed the option of availing the services of chartered plane and expenses related to such facility shall be borne by the Bank, on actual basis.
- Executive Director(s) shall be entitled for travelling, boarding, lodging and/or any other expenses incurred for attending Board and its Committees meetings, on actual basis, as per the Bank's standard rules and regulations
- Remuneration shall be fixed invariably in Pakistani Rupees (PKR). However, the payment of the same may either be made in Pakistani Rupees or in equivalent foreign currency (ies) as stated hereinafter
- Proper and transparent disclosures of remuneration and other benefits/facilities provided to the Board Members shall be made in the annual financial statements of the Bank. The disclosure shall also include the details of attendance of each director in Board and its Committees meetings.