

Corporate Governance Compliance Status

(As per Condition No. 1(5)(xxvii))

Status of Compliance with the conditions imposed through Bangladesh Securities and Exchange Commission's (BSEC) Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated 03 June 2018 issued under Section 2CC of the Securities and Exchange Ordinance, 1969:

Report under Condition No. 9.00:

| Condition No. | Title | Compliance Status (Put ✓ in the appropriate column) | | Remarks (if any) |
|---------------|--|--|--------------|---|
| | | Complied | Not complied | |
| 1 | Board of Directors.- | | | |
| 1(1) | Size of the Board of Directors The total number of members of a company's Board of Directors (herein after referred to as "Board") shall not be less than 5 (five) and more than 20 (twenty). | ✓ | | The Board of IBBPLC. is composed of 17 (Seventeen) Directors. |
| 1(2) | Independent Directors: All companies shall have effective representation of independent directors on their Boards, so that the Board, as a group, includes core competencies considered relevant in the context of each company; for this purpose, the companies shall comply with the following: | | | |
| 1(2)(a) | At least one-fifth (1/5) of the total number of directors in the company's Board shall be independent directors; any fraction shall be considered to the next integer or whole number for calculating number of independent director(s); | ✓ | | There are 4 (Four) Independent Directors (ID) in the Board of IBBPLC. |
| 1(2)(b) | Independent director means a director- | | | |
| 1(2)(b)(i) | Who either does not hold any share in the company or holds less than one percent (1%) shares of the total paid-up shares of the company; | ✓ | | Independent Directors have declared their compliances. |
| 1(2)(b)(ii) | Who is not a sponsor of the company or is not connected with the company's any sponsor or director or nominated director or shareholder of the company or any of its associates, sister concerns, subsidiaries and parents or holding entities who holds one percent (1%) or more shares of the total paid-up shares of the company on the basis of family relationship and his or her family members also shall not hold above mentioned shares in the company; <small>Provided that spouse, son, daughter, father, mother, brother, sister, son-in-law and daughter-in-law shall be considered as family members;</small> | ✓ | | Do |
| 1(2)(b)(iii) | Who has not been an executive of the company in immediately preceding 2 (two) financial years; | ✓ | | Do |
| 1(2)(b)(iv) | Who does not have any other relationship, whether pecuniary or otherwise, with the company or its subsidiary or associated companies; | ✓ | | Do |
| 1(2)(b)(v) | Who is not a member or TREC (Trading Right Entitlement Certificate) holder, director or officer of any stock exchange; | ✓ | | Do |
| 1(2)(b)(vi) | Who is not a shareholder, director excepting independent director or officer of any member or TREC holder of stock exchange or an intermediary of the capital market; | ✓ | | Do |
| 1(2)(b)(vii) | Who is not a partner or an executive or was not a partner or an executive during the preceding 3 (three) years of the concerned company's statutory audit firm or audit firm engaged in internal audit services or audit firm conducting special audit or professional certifying compliance of this Code; | ✓ | | Do |
| 1(2)(b)(viii) | Who is not independent director in more than 5 (five) listed companies; | ✓ | | Do |
| 1(2)(b)(ix) | Who has not been convicted by a court of competent jurisdiction as a defaulter in payment of any loan or any advance to a bank or a Non-Bank Financial Institution (NBFI); and | ✓ | | Do |

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| | | Complied | Not complied | |
| 1(2)(b)(x) | Who has not been convicted for a criminal offence involving moral turpitude; | ✓ | | Do |
| 1(2)(c) | The independent director(s) shall be appointed by the Board and approved by the shareholders in the Annual General Meeting (AGM); | ✓ | | Do |
| 1(2)(d) | The post of independent director(s) cannot remain vacant for more than 90 (ninety) days; and | ✓ | | No vacancy occurred |
| 1(2)(e) | The tenure of office of an independent director shall be for a period of 3 (three) years, which may be extended for 1 (one) tenure only. Provided that a former independent director may be considered for reappointment for another tenure after a time gap of one tenure, i.e., three years from his or her completion of consecutive two tenures [i.e. six years]; Provided further that the independent director shall not be subject to retirement by rotation as per the (Companies Act, 1994). Explanation: For the purpose of counting tenure or term of independent director, any partial term of tenure shall be deemed to be a full tenure. | ✓ | | The Independent Directors are in their regular terms of office |
| 1(3) | Qualification of Independent Director. | | | |
| 1(3)(a) | Independent director shall be a knowledgeable individual with integrity who is able to ensure compliance with financial laws, regulatory requirements and corporate laws and can make meaningful contribution to the business; | ✓ | | The Qualification and back ground of ID's justify their abilities as such |
| 1(3)(b) | Independent director shall have following qualifications: | | | |
| 1(3)(b)(i) | Business Leader who is or was a promoter or director of an unlisted company having minimum paid-up capital of Tk.100.00 million or any listed company or a member of any national or international chamber of commerce or business association; or | ✓ | | Not Applicable |
| 1(3)(b)(ii) | Corporate Leader who is or was a top level executive not lower than Chief Executive Officer or Managing Director or Deputy Managing Director or Chief Financial Officer or Head of Finance or Accounts or Company Secretary or Head of Internal Audit and Compliance or Head of Legal Service or a candidate with equivalent position of an unlisted company having minimum paid up capital of Tk.100.00 million or of a listed company; or | ✓ | | Not Applicable |
| 1(3)(b)(iii) | Former official of government or statutory or autonomous or regulatory body in the position not below 5th Grade of the national pay scale, who has at least educational background of bachelor degree in economics or commerce or business or law; or | ✓ | | Not Applicable |
| 1(3)(b)(iv) | University Teacher who has educational background in Economics or Commerce or Business Studies or Law; or | ✓ | | 2 (Two) ID are university teacher and have such background. |
| 1(3)(b)(v) | Professional who is or was an advocate practicing at least in the High Court Division of Bangladesh Supreme Court or a Chartered Accountant or Cost and Management Accountant or Chartered Financial Analyst or Chartered Certified Accountant or Certified Public Accountant or Chartered Management Accountant or Chartered Secretary or equivalent qualification; | ✓ | | 1 (One) ID is a retired District & Sessions Judge and 1(one) ID is a Chartered Accountant. |

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| | | Complied | Not complied | |
| 1(3)(c) | The independent director shall have at least 10 (ten) years of experiences in any field mentioned in clause (b); | ✓ | | All IDs have more than 10 years' experience. |
| 1(3)(d) | In special cases, the above qualifications or experiences may be relaxed subject to prior approval of the Commission. | | | No such cases arose |
| 1(4) | Duality of Chairperson of the Board of Directors and Managing Director or Chief Executive Officer. | | | |
| 1(4)(a) | The positions of the Chairperson of the Board and the Managing Director (MD) and/or Chief Executive Officer (CEO) of the company shall be filled by different individuals; | ✓ | | The Chairman of the Board and the Managing Director of the Company are different individuals |
| 1(4)(b) | The Managing Director (MD) and/or Chief Executive Officer (CEO) of a listed company shall not hold the same position in another listed company; | ✓ | | - |
| 1(4)(c) | The Chairperson of the Board shall be elected from among the non-executive directors of the company; | ✓ | | - |
| 1(4)(d) | The Board shall clearly define respective roles and responsibilities of the Chairperson and the Managing Director and/or Chief Executive Officer; | ✓ | | Complied BRPD Circular No. 11; dated 27 October 2013 |
| 1(4)(e) | In the absence of the Chairperson of the Board, the remaining members may elect one of themselves from non-executive directors as Chairperson for that particular Board's meeting; the reason of absence of the regular Chairperson shall be duly recorded in the minutes. | ✓ | | Not Applicable |
| 1(5) | The Directors' Report to Shareholders The Board of the company shall include the following additional statements or disclosures in the Directors' Report prepared under section 184 of the Companies Act, 1994 (Act No. XVIII of 1994): | | | |
| 1(5)(i) | An industry outlook and possible future developments in the industry; | ✓ | | As stated in the Directors Report |
| 1(5)(ii) | The segment-wise or product-wise performance; | ✓ | | Do |
| 1(5)(iii) | Risks and concerns including internal and external risk factors, threat to sustainability and negative impact on environment, if any; | ✓ | | Do |
| 1(5)(iv) | A discussion on Cost of Goods sold, Gross Profit Margin and Net Profit Margin, where applicable; | | | Do |
| 1(5)(v) | A discussion on continuity of any extraordinary activities and their implications (gain or loss); | | | No such extraordinary gain or loss occurred |
| 1(5)(vi) | A detailed discussion on related party transactions along with a statement showing amount, nature of related party, nature of transactions and basis of transactions of all related party transactions; | ✓ | | As stated in the Director's Report |
| 1(5)(vii) | A statement of utilization of proceeds raised through public issues, rights issues and/or any other instruments; | | | No such situation arose |

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|---------------|---|--|--------------|--|
| | | Complied | Not complied | |
| 1(5)(viii) | An explanation if the financial results deteriorate after the company goes for Initial Public Offering (IPO), Repeat Public Offering (RPO), Rights Share Offer, Direct Listing, etc.; | | | No such situation arose |
| 1(5)(ix) | An explanation on any significant variance that occurs between Quarterly Financial performances and Annual Financial Statements; | | | As stated in the Director's Report |
| 1(5)(x) | A statement of remuneration paid to the directors including independent directors; | ✓ | | Do |
| 1(5)(xi) | A statement that the financial statements prepared by the management of the issuer company present fairly its state of affairs, the result of its operations, cash flows and changes in equity; | ✓ | | Do |
| 1(5)(xii) | A statement that proper books of account of the issuer company have been maintained; | ✓ | | Do |
| 1(5)(xiii) | A statement that appropriate accounting policies have been consistently applied in preparation of the financial statements and that the accounting estimates are based on reasonable and prudent judgment; | ✓ | | Do |
| 1(5)(xiv) | A statement that International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in Bangladesh, have been followed in preparation of the financial statements and any departure there from has been adequately disclosed; | ✓ | | Do |
| 1(5)(xv) | A statement that the system of internal control is sound in design and has been effectively implemented and monitored; | ✓ | | Do |
| 1(5)(xvi) | A statement that minority shareholders have been protected from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly and have effective means of redress; | ✓ | | Do |
| 1(5)(xvii) | A statement that there is no significant doubt upon the issuer company's ability to continue as a going concern, if the issuer company is not considered to be a going concern, the fact along with reasons there of shall be disclosed; | ✓ | | Do |
| 1(5)(xviii) | An explanation that significant deviations from the last year's operating results of the issuer company shall be highlighted and the reasons thereof shall be explained; | | | Do |
| 1(5)(xix) | A statement where key operating and financial data of at least preceding 5 (five) years shall be summarized; | ✓ | | Do |
| 1(5)(xx) | An explanation on the reasons if the issuer company has not declared dividend (cash or stock) for the year; | | | Not Applicable |
| 1(5)(xxi) | Board's statement to the effect that no bonus share or stock dividend has been or shall be declared as interim dividend; | ✓ | | Not Applicable |
| 1(5)(xxii) | The total number of Board meetings held during the year and attendance by each director; | ✓ | | 16 Board Meeting held during the year. |

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|--------------------|--|--|--------------|--------------------------------|
| | | Complied | Not complied | |
| 1(5)(xxiii) | A report on the pattern of shareholding disclosing the aggregate number of shares (along with name-wise details where stated below) held by: | | | |
| 1(5)(xxiii)(a) | Parent or Subsidiary or Associated Companies and other related parties (name-wise details); | ✓ | | - |
| 1(5)(xxiii)(b) | Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit and Compliance and their spouses and minor children (name-wise details); | ✓ | | - |
| 1(5)(xxiii)(c) | Executives; and | ✓ | | - |
| 1(5)(xxiii)(d) | Shareholders holding ten percent (10%) or more voting interest in the company (name-wise details); Explanation: For the purpose of this clause, the expression “executive” means top 5 (five) salaried employees of the company, other than the Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer and Head of Internal Audit and Compliance. | ✓ | | - |
| 1(5)(xxiv) | In case of the appointment or reappointment of a director, a disclosure on the following information to the shareholders: | | | |
| 1(5)(xxiv)(a) | A brief resume of the director; | ✓ | | Disclosed in the Annual Report |
| 1(5)(xxiv)(b) | Nature of his or her expertise in specific functional areas; and | ✓ | | - |
| 1(5)(xxiv)(c) | Names of companies in which the person also holds the directorship and the membership of committees of the Board; | ✓ | | - |
| 1(5)(xxv) | A Management’s Discussion and Analysis signed by CEO or MD presenting detailed analysis of the company’s position and operations along with a brief discussion of changes in the financial statements, among others, focusing on: | | | |
| 1(5)(xxv)(a) | Accounting policies and estimation for preparation of financial statements; | ✓ | | - |
| 1(5)(xxv)(b) | Changes in accounting policies and estimation, if any, clearly describing the effect on financial performance or results and financial position as well as cash flows in absolute figure for such changes; | | | - |
| 1(5)(xxv)(c) | Comparative analysis (including effects of inflation) of financial performance or results and financial position as well as cash flows for current financial year with immediate preceding five years explaining reasons thereof; | | | - |
| 1(5)(xxv)(d) | Compare such financial performance or results and financial position as well as cash flows with the peer industry scenario; | | | - |
| 1(5)(xxv)(e) | Briefly explain the financial and economic scenario of the country and the globe; | ✓ | | - |
| 1(5)(xxv)(f) | Risks and concerns issues related to the financial statements, explaining such risk and concerns mitigation plan of the company; and | | | |

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| | | Complied | Not complied | |
| 1(5)(xxv)(g) | Future plan or projection or forecast for company's operation, performance and financial position, with justification thereof, i.e., actual position shall be explained to the shareholders in the next AGM; | | | - |
| 1(5)(xxvi) | Declaration or certification by the CEO and the CFO to the Board as required under condition No. 3(3) shall be disclosed as per Annexure-A; and | ✓ | | Disclosed in the Annual Report 2023 |
| 1(5)(xxvii) | The report as well as certificate regarding compliance of conditions of this Code as required under condition No. 9 shall be disclosed as per Annexure-B and Annexure-C. | ✓ | | Certificates disclosed in the Annual Report 2023 |
| 1(6) | Meeting of the Board of Directors The company shall conduct its Board meetings and record the minutes of the meetings as well as keep required books and records in line with the provisions of the relevant Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB) in so far as those standards are not inconsistent with any condition of this Code. | ✓ | | Conducting of meeting and keeping records are done as per provisions of Bangladesh Secretarial standards of ICSB |
| 1(7) | Code of Conduct for the Chairperson, other Board members and Chief Executive Officer | | | |
| 1(7)(a) | The Board shall lay down a code of conduct, based on the recommendation of the Nomination and Remuneration Committee (NRC) at condition No. 6, for the Chairperson of the Board, other board members and Chief Executive Officer of the company; | | | The Bank complied Bangladesh Bank letter. Reference # BRP-D(R-1)717/2021-5064; Dated June 16,2021 |
| 1(7)(b) | The code of conduct as determined by the NRC shall be posted on the website of the company. | | | |
| 2 | Governance of Board of Directors of Subsidiary Company. | | | |
| 2(a) | Provisions relating to the composition of the Board of the holding company shall be made applicable to the composition of the Board of the subsidiary company; | ✓ | | In practice |
| 2(b) | At least 1 (one) independent director on the Board of the holding company shall be a director on the Board of the subsidiary company; | ✓ | | Do |
| 2(c) | The minutes of the Board meeting of the subsidiary company shall be placed for review at the following Board meeting of the holding company; | ✓ | | Do |
| 2(d) | The minutes of the respective Board meeting of the holding company shall state that they have reviewed the affairs of the subsidiary company also; | ✓ | | Do |
| 2(e) | The Audit Committee of the holding company shall also review the financial statements, in particular the investments made by the subsidiary company. | ✓ | | Do |
| 3 | Managing Director (MD) or Chief Executive Officer (CEO), Chief Financial Officer (CFO), Head of Internal Audit and Compliance (HIAC) and Company Secretary (CS). | | | |
| 3(1) | Appointment | | | - |

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| | | Complied | Not complied | |
| 3(1)(a) | The Board shall appoint a Managing Director (MD) or Chief Executive Officer (CEO), a Company Secretary (CS), a Chief Financial Officer (CFO) and a Head of Internal Audit and Compliance (HIAC); | ✓ | | The Board has duly appointed the CEO, CS, CFO and HIAC in the Bank |
| 3(1)(b) | The positions of the Managing Director (MD) or Chief Executive Officer (CEO), Company Secretary (CS), Chief Financial Officer (CFO) and Head of Internal Audit and Compliance (HIAC) shall be filled by different individuals; | ✓ | | They are different individuals |
| 3(1)(c) | The MD or CEO, CS, CFO and HIAC of a listed company shall not hold any executive position in any other company at the same time; | ✓ | | - |
| 3(1)(d) | The Board shall clearly define respective roles, responsibilities and duties of the CFO, the HIAC and the CS; | ✓ | | - |
| 3(1)(e) | The MD or CEO, CS, CFO and HIAC shall not be removed from their position without approval of the Board as well as immediate dissemination to the Commission and stock exchange(s). | | | No such case happened during the reporting year |
| 3(2) | Requirement to attend Board of Directors' Meetings The MD or CEO, CS, CFO and HIAC of the company shall attend the meetings of the Board: Provided that the CS, CFO and/or the HIAC shall not attend such part of a meeting of the Board which involves consideration of an agenda item relating to their personal matters. | ✓ | | The Bank complied Bangladesh Bank BRPD circular letter No.23; Dated December 26, 2013 |
| 3(3) | Duties of Managing Director (MD) or Chief Executive Officer (CEO) and Chief Financial Officer (CFO) | | | |
| 3(3)(a) | The MD or CEO and CFO shall certify to the Board that they have reviewed financial statements for the year and that to the best of their knowledge and belief: | | | Stated in the certificate of due diligence by CEO and CFO |
| 3(3)(a)(i) | These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading; and | | | |
| 3(3)(a)(ii) | These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards and applicable laws; | | | |
| 3(3)(b) | The MD or CEO and CFO shall also certify that there are, to the best of knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or in violation of the code of conduct for the company's Board or its members; | | | Disclosed in the Annual Report |
| 3(3)(c) | The certification of the MD or CEO and CFO shall be disclosed in the Annual Report. | | | |
| 4 | Board of Directors' Committee. | | | |
| | For ensuring good governance in the company, the Board shall have at least following subcommittees: | | | |
| 4(i) | Audit Committee; and | ✓ | | Already in practice |

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| 4(ii) | Nomination and Remuneration Committee. | | | The Bank complied Bangladesh Bank letter, Reference # BRP-D(R-1)717/2021-5064; Dated June 16,2021 |
| 5 | Audit Committee. | | | |
| 5(1) | Responsibility to the Board of Directors. | | | |
| 5(1)(a) | The company shall have an Audit Committee as a sub-committee of the Board; | ✓ | | Already in practice |
| 5(1)(b) | The Audit Committee shall assist the Board in ensuring that the financial statements reflect true and fair view of the state of affairs of the company and in ensuring a good monitoring system within the business; | ✓ | | Do |
| 5(1)(c) | The Audit Committee shall be responsible to the Board; the duties of the Audit Committee shall be clearly set forth in writing. | ✓ | | As per Corporate Governance Code 2018 |
| 5(2) | Constitution of the Audit Committee | | | |
| 5(2)(a) | The Audit Committee shall be composed of at least 3 (three) members; | ✓ | | The Audit Committee (AC) is composed of 5 (five) members |
| 5(2)(b) | The Board shall appoint members of the Audit Committee who shall be non-executive directors of the company excepting Chairperson of the Board and shall include at least 1 (one) independent director; | ✓ | | Members of the AC are appointed by the Board who are Non-executive Directors. |
| 5(2)(c) | All members of the audit committee should be "financially literate" and at least 1 (one) member shall have accounting or related financial management background and 10 (ten) years of such experience; | ✓ | | - |
| 5(2)(d) | When the term of service of any Committee member expires or there is any circumstance causing any Committee member to be unable to hold office before expiration of the term of service, thus making the number of the Committee members to be lower than the prescribed number of 3 (three) persons, the Board shall appoint the new Committee member to fill up the vacancy immediately or not later than 1 (one) month from the date of vacancy in the Committee to ensure continuity of the performance of work of the Audit Committee; | | | No such instance |
| 5(2)(e) | The company secretary shall act as the secretary of the Committee; | ✓ | | In Practice |
| 5(2)(f) | The quorum of the Audit Committee meeting shall not constitute without at least 1 (one) independent director. | ✓ | | In Practice |
| 5(3) | Chairperson of the Audit Committee | | | |

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| | | Complied | Not complied | |
| 5(3)(a) | The Board shall select 1 (one) member of the Audit Committee to be Chairperson of the Audit Committee, who shall be an independent director; | ✓ | | The Chairman selected by the Board is an Independent Director |
| 5(3)(b) | In the absence of the Chairperson of the Audit Committee, the remaining members may elect one of themselves as Chairperson for that particular meeting, in that case there shall be no problem of constituting a quorum as required under condition No. 5(4)(b) and the reason of absence of the regular Chairperson shall be duly recorded in the minutes. | ✓ | | - |
| 5(3)(c) | Chairperson of the Audit Committee shall remain present in the Annual General Meeting (AGM): Provided that in absence of Chairperson of the Audit Committee, any other member from the Audit Committee shall be selected to be present in the annual general meeting (AGM) and reason for absence of the Chairperson of the Audit Committee shall be recorded in the minutes of the AGM. | ✓ | | Chairperson of Audit Committee was present at the last AGM |
| 5(4) | Meeting of the Audit Committee | | | |
| 5(4)(a) | The Audit Committee shall conduct at least its four meetings in a financial year: | ✓ | | 9 (Nine) meetings were conducted in the reporting year |
| 5(4)(b) | The quorum of the meeting of the Audit Committee shall be constituted in presence of either two members or two third of the members of the Audit Committee, whichever is higher, where presence of an independent director is a must. | ✓ | | - |
| 5(5) | Role of Audit Committee | | | |
| 5(5)(a) | Oversee the financial reporting process; | ✓ | | The Committee performed as per its norms |
| 5(5)(b) | Monitor choice of accounting policies and principles; | ✓ | | - |
| 5(5)(c) | Monitor Internal Audit and Compliance process to ensure that it is adequately resourced, including approval of the Internal Audit and Compliance Plan and review of the Internal Audit and Compliance Report; | ✓ | | - |
| 5(5)(d) | Oversee hiring and performance of external auditors; | ✓ | | - |
| 5(5)(e) | Hold meeting with the external or statutory auditors for review of the annual financial statements before submission to the Board for approval or adoption; | ✓ | | - |
| 5(5)(f) | Review along with the management, the annual financial statements before submission to the Board for approval; | ✓ | | - |
| 5(5)(g) | Review along with the management, the quarterly and half yearly financial statements before submission to the Board for approval; | ✓ | | - |
| 5(5)(h) | Review the adequacy of internal audit function; | ✓ | | - |

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| 5(5)(i) | Review the Management's Discussion and Analysis before disclosing in the Annual Report; | ✓ | | - |
| 5(5)(j) | Review statement of all related party transactions submitted by the management; | ✓ | | - |
| 5(5)(k) | Review Management Letters or Letter of Internal Control weakness issued by statutory auditors; | ✓ | | - |
| 5(5)(l) | Oversee the determination of audit fees based on scope and magnitude, level of expertise deployed and time required for effective audit and evaluate the performance of external auditors; and | ✓ | | - |
| 5(5)(m) | Oversee whether the proceeds raised through Initial Public Offering (IPO) or Repeat Public Offering (RPO) or Rights Share Offer have been utilized as per the purposes stated in relevant offer document or prospectus approved by the Commission: Provided that the management shall disclose to the Audit Committee about the uses or applications of the proceeds by major category (capital expenditure, sales and marketing expenses, working capital, etc.), on a quarterly basis, as a part of their quarterly declaration of financial results: Provided further that on an annual basis, the company shall prepare a statement of the proceeds utilized for the purposes other than those stated in the offer document or prospectus for publication in the Annual Report along with the comments of the Audit Committee. | | | Not Applicable |
| 5(6) | Reporting of the Audit Committee | | | |
| 5(6)(a) | Reporting to the Board of Directors | | | - |
| 5(6)(a)(i) | The Audit Committee shall report on its activities to the Board. | ✓ | | - |
| 5(6)(a)(ii) | The Audit Committee shall immediately report to the Board on the following findings, if any: | | | - |
| 5(6)(a)(ii)(a) | Report on conflicts of interests; | | | None |
| 5(6)(a)(ii)(b) | Suspected or presumed fraud or irregularity or material defect identified in the internal audit and compliance process or in the financial statements; | | | Do |
| 5(6)(a)(ii)(c) | Suspected infringement of laws, regulatory compliances including securities related laws, rules and regulations; and | | | Do |
| 5(6)(a)(ii)(d) | Any other matter which the Audit Committee deems necessary shall be disclosed to the Board immediately; | | | No such events occurred |

Corporate Governance Compliance Status

(As per Condition No. 1(5)(xxvii))

Status of Compliance with the conditions imposed through Bangladesh Securities and Exchange Commission's (BSEC) Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated 03 June 2018 issued under Section 2CC of the Securities and Exchange Ordinance, 1969:

Report under Condition No. 9.00:

| Condition No. | Title | Compliance Status (Put ✓ in the appropriate column) | | Remarks (if any) |
|---------------|--|---|--------------|---|
| | | Complied | Not complied | |
| 5(6)(b) | Reporting to the Authorities If the Audit Committee has reported to the Board about anything which has material impact on the financial condition and results of operation and has discussed with the Board and the management that any rectification is necessary and if the Audit Committee finds that such rectification has been unreasonably ignored, the Audit Committee shall report such finding to the Commission, upon reporting of such matters to the Board for three times or completion of a period of 6 (six) months from the date of first reporting to the Board, whichever is earlier. | | | No such instance |
| 5(7) | Reporting to the Shareholders and General Investors Report on activities carried out by the Audit Committee, including any report made to the Board under condition No. 5(6)(a)(ii) above during the year, shall be signed by the Chairperson of the Audit Committee and disclosed in the annual report of the issuer company. | ✓ | | The activities of the AC are discussed in this Annual Report of the Bank |
| 6 | Nomination and Remuneration Committee (NRC). | | | |
| 6(1) | Responsibility to the Board of Directors | | | |
| 6(1)(a) | The company shall have a Nomination and Remuneration Committee (NRC) as a subcommittee of the Board; | | | The Bank complied Bangladesh Bank letter. Reference # BRP-D(R-1)717/2021-5064; Dated June 16,2021 |
| 6(1)(b) | The NRC shall assist the Board in formulation of the nomination criteria or policy for determining qualifications, positive attributes, experiences and independence of directors and top level executive as well as a policy for formal process of considering remuneration of directors, top level executive; | | | Do |
| 6(1)(c) | The Terms of Reference (ToR) of the NRC shall be clearly set forth in writing covering the areas stated at the condition No. 6(5)(b). | | | Do |
| 6(2) | Constitution of the NRC | | | |
| 6(2)(a) | The Committee shall comprise of at least three members including an independent director; | | | Do |
| 6(2)(b) | All members of the Committee shall be non-executive directors; | | | Do |
| 6(2)(c) | Members of the Committee shall be nominated and appointed by the Board; | | | Do |
| 6(2)(d) | The Board shall have authority to remove and appoint any member of the Committee; | | | Do |
| 6(2)(e) | In case of death, resignation, disqualification, or removal of any member of the Committee or in any other cases of vacancies, the board shall fill the vacancy within 180 (one hundred eighty) days of occurring such vacancy in the Committee; | | | Do |

Corporate Governance Compliance Status

(As per Condition No. 1(5)(xxvii))

Status of Compliance with the conditions imposed through Bangladesh Securities and Exchange Commission's (BSEC) Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated 03 June 2018 issued under Section 2CC of the Securities and Exchange Ordinance, 1969:

Report under Condition No. 9.00:

| Condition No. | Title | Compliance Status (Put ✓ in the appropriate column) | | Remarks (if any) |
|---------------|--|--|--------------|---------------------|
| | | Complied | Not complied | |
| 6(2)(f) | The Chairperson of the Committee may appoint or co-opt any external expert and/or member(s) of staff to the Committee as advisor who shall be non-voting member, if the Chairperson feels that advice or suggestion from such external expert and/or member(s) of staff shall be required or valuable for the Committee; | | | Do |
| 6(2)(g) | The company secretary shall act as the secretary of the Committee; | | | Do |
| 6(2)(h) | The quorum of the NRC meeting shall not constitute without attendance of at least an independent director; | | | Do |
| 6(2)(i) | No member of the NRC shall receive, either directly or indirectly, any remuneration for any advisory or consultancy role or otherwise, other than Director's fees or honorarium from the company. | | | Do |
| 6(3) | Chairperson of the NRC | | | |
| 6(3)(a) | The Board shall select 1 (one) member of the NRC to be Chairperson of the Committee, who shall be an independent director; | | | Do |
| 6(3)(b) | In the absence of the Chairperson of the NRC, the remaining members may elect one of themselves as Chairperson for that particular meeting, the reason of absence of the regular Chairperson shall be duly recorded in the minutes; | | | Do |
| 6(3)(c) | The Chairperson of the NRC shall attend the annual general meeting (AGM) to answer the queries of the shareholders: Provided that in absence of Chairperson of the NRC, any other member from the NRC shall be selected to be present in the annual general meeting (AGM) for answering the shareholder's queries and reason for absence of the Chairperson of the NRC shall be recorded in the minutes of the AGM. | | | Do |
| 6(4) | Meeting of the NRC | | | |
| 6(4)(a) | The NRC shall conduct at least one meeting in a financial year; | | | Do |
| 6(4)(b) | The Chairperson of the NRC may convene any emergency meeting upon request by any member of the NRC; | | | Do |
| 6(4)(c) | The quorum of the meeting of the NRC shall be constituted in presence of either two members or two third of the members of the Committee, whichever is higher, where presence of an independent director is must as required under condition No. 6(2)(h); | | | Do |
| 6(4)(d) | The proceedings of each meeting of the NRC shall duly be recorded in the minutes and such minutes shall be confirmed in the next meeting of the NRC. | | | Do |
| 6(5) | Role of the NRC | | | |
| 6(5)(a) | NRC shall be independent and responsible or accountable to the Board and to the shareholders; | | | Do |
| 6(5)(b) | NRC shall oversee, among others, the following matters and make report with recommendation to the Board: | | | Not in practice |

Corporate Governance Compliance Status

(As per Condition No. 1(5)(xxvii))

Status of Compliance with the conditions imposed through Bangladesh Securities and Exchange Commission's (BSEC) Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated 03 June 2018 issued under Section 2CC of the Securities and Exchange Ordinance, 1969:

Report under Condition No. 9.00:

| Condition No. | Title | Compliance Status (Put ✓ in the appropriate column) | | Remarks (if any) |
|---------------|---|--|--------------|---------------------|
| | | Complied | Not complied | |
| 6(5)(b)(i) | Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend a policy to the Board, relating to the remuneration of the directors, top level executive, considering the following: | | | Do |
| 6(5)(b)(i)(a) | The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate suitable directors to run the company successfully; | | | Do |
| 6(5)(b)(i)(b) | The relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and | | | Do |
| 6(5)(b)(i)(c) | Remuneration to directors, top level executive involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals; | | | Do |
| 6(5)(b)(ii) | Devising a policy on Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality; | | | Do |
| 6(5)(b)(iii) | Identifying persons who are qualified to become directors and who may be appointed in top level executive position in accordance with the criteria laid down, and recommend their appointment and removal to the Board; | | | Do |
| 6(5)(b)(iv) | Formulating the criteria for evaluation of performance of independent directors and the Board; | | | Do |
| 6(5)(b)(v) | Identifying the company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria; and | | | Do |
| 6(5)(b)(vi) | Developing, recommending and reviewing annually the company's human resources and training policies; | | | Do |
| 6(5)(c) | The company shall disclose the nomination and remuneration policy and the evaluation criteria and activities of NRC during the year at a glance in its annual report. | | | Do |
| 7(1) | External or Statutory Auditors. | | | |
| 7(1) | The issuer company shall not engage its external or statutory auditors to perform the following services of the company, namely; | | | |
| 7(1)(i) | appraisal or valuation services or fairness opinions; | ✓ | | - |
| 7(1)(ii) | Financial information systems design and implementation; | ✓ | | - |
| 7(1)(iii) | Book-keeping or other services related to the accounting records or financial statements; | ✓ | | - |
| 7(1)(iv) | Broker-dealer services; | ✓ | | - |
| 7(1)(v) | Actuarial services; | ✓ | | - |
| 7(1)(vi) | Internal audit services or special audit services; | ✓ | | - |
| 7(1)(vii) | Any service that the Audit Committee determines; | ✓ | | - |

Corporate Governance Compliance Status

(As per Condition No. 1(5)(xxvii))

Status of Compliance with the conditions imposed through Bangladesh Securities and Exchange Commission's (BSEC) Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated 03 June 2018 issued under Section 2CC of the Securities and Exchange Ordinance, 1969:

Report under Condition No. 9.00:

| Condition No. | Title | Compliance Status (Put ✓ in the appropriate column) | | Remarks (if any) |
|---------------|---|--|--------------|---|
| | | Complied | Not complied | |
| 7(1)(viii) | Audit or certification services on compliance of corporate governance as required under condition No. 9(1); and | ✓ | | - |
| 7(1)(ix) | Any other service that creates conflict of interest. | ✓ | | - |
| 7(2) | No partner or employees of the external audit firms shall possess any share of the company they audit at least during the tenure of their audit assignment of that company; his or her family members also shall not hold any shares in the said company: | ✓ | | - |
| 7(3) | Representative of external or statutory auditors shall remain present in the Shareholders' Meeting (Annual General Meeting or Extraordinary General Meeting) to answer the queries of the shareholders. | ✓ | | The Auditor duly attended at the 40th AGM of the Bank |
| 8 | Maintaining a website by the Company. | | | |
| 8(1) | The company shall have an official website linked with the website of the stock exchange. | ✓ | | Bank website is linked with the Stock Exchanges |
| 8(2) | The company shall keep the website functional from the date of listing. | | | In Practice |
| 8(3) | The company shall make available the detailed disclosures on its website as required under the listing regulations of the concerned stock exchange(s). | | | Do |
| 9 | Reporting and Compliance of Corporate Governance. | | | |
| 9(1) | The company shall obtain a certificate from a practicing Professional Accountant or Secretary (Chartered Accountant or Cost and Management Accountant or Chartered Secretary) other than its statutory auditors or audit firm on yearly basis regarding compliance of conditions of Corporate Governance Code of the Commission and shall such certificate shall be disclosed in the Annual Report. <small>Explanation: "Chartered Accountant" means Chartered Accountant as defined in the Bangladesh Chartered Accountants Order, 1973 (President's Order No. 2 of 1973); "Cost and Management Accountant" means Cost and Management Accountant as defined in the Cost and Management Accountants Ordinance, 1977 (Ordinance No. LIII of 1977); "Chartered Secretary" means Chartered Secretary as defined in the Chartered Secretaries Act, 2010.</small> | ✓ | | The Certificate of Compliance obtained from Mohammad Sanaullah & Associates is duly presented in the Annual Report 2023 |
| 9(2) | The professional who will provide the certificate on compliance of this Corporate Governance Code shall be appointed by the shareholders in the annual general meeting. | ✓ | | Mohammad Sanaullah & Associates is duly appointed by the shareholders in the 40th AGM |
| 9(3) | The directors of the company shall state, in accordance with the Annexure-C attached, in the directors' report whether the company has complied with these conditions or not. | ✓ | | The status of Compliance is duly published in the Director's Report |

IBBPLC.'s Approach to Integrated Reporting

Our Integrated Reporting promotes a more cohesive and efficient approach that aims to improve the quality and connectivity of information, enhance accountability and stewardship for the broad base of capital capitals (financial, manufactured, intellectual, human, social and relationship, and natural) Supports integrated thinking, decision-making and actions that focus on the value creation over the short, medium and long term. Our integrated report is a concise communication about how an organization's strategy, governance, performance and prospects aligned with business model. It encompasses the efforts we have undertaken towards contributing to economic progress, environmental sustainability and social well-being for a better Bangladesh.

Guiding Principles of IBBPLC. for preparation and presentation of an integrated report

Strategic focus and future orientation. provides insight into the organization's strategy, and how it relates to the organization's ability to create value in the short, medium and long term, and to its use of and effects on the capitals.

Connectivity of information. shows a holistic picture of the combination, interrelatedness and dependencies between the factors that affect the organization's ability to create value over time.

Stakeholder relationships. provides insight into the nature and quality of the organization's relationships with its key stakeholders, including how and to what extent the organization understands, takes into account and responds to their legitimate needs and interests.

Materiality. discloses information about matters that substantively affect the organization's ability to create value over the short, medium and long term Conciseness.

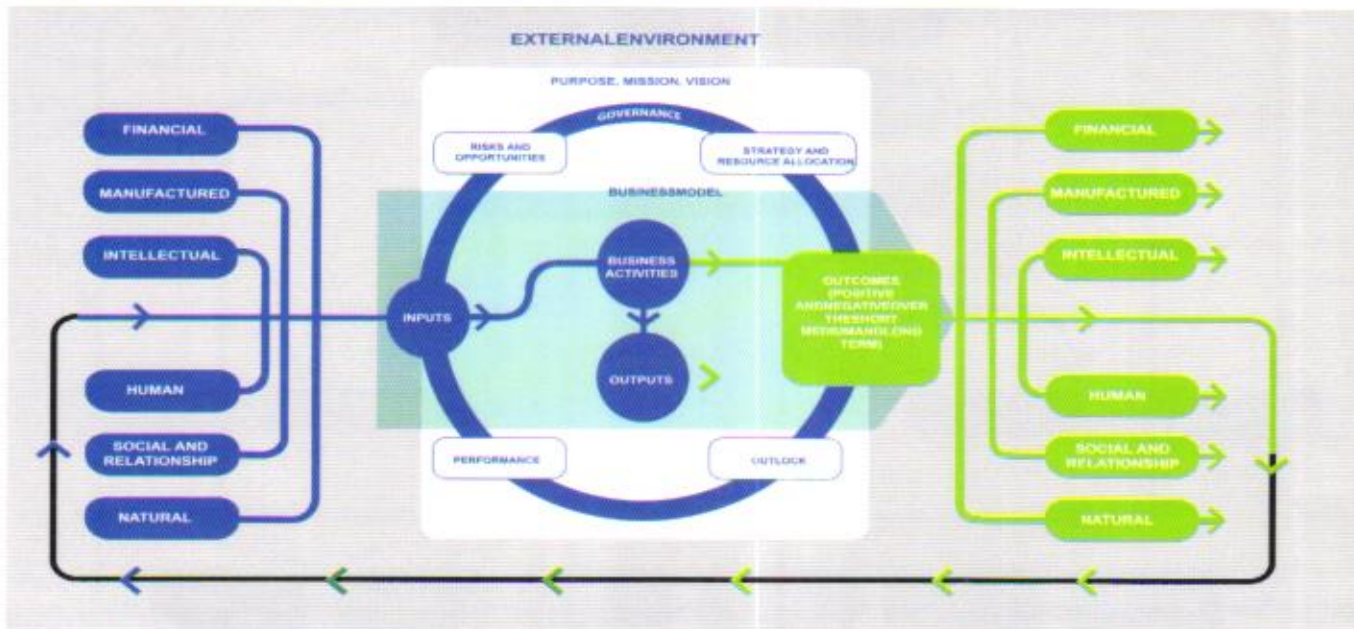
Reliability and completeness. includes all material matters, both positive and negative, in a balanced way and without material error.

Consistency and comparability. Our report presented on a basis that is consistent over time and in a way that enables comparison with other organizations to the extent it is material to the organization's own ability to create value over time.

Elements that are linked with our integrating Reporting

| | |
|--|---|
| Organizational overview and external environment | Integrated report clearly outlines the purpose, mission and vision and provides essential context of culture, ethics and values, ownership and operating structure, principal activities and markets, competitive landscape and market positioning. This report also focuses the following 05 (five) major areas in its operations: Sustainable business relationship, Financial inclusion through fintech solutions, • Happy corporate environment, Financial excellence. Upholding ethical and moral values. External environment: Significant factors affecting the external environment include aspects of the legal, commercial, social, environmental and political context that affect ability to create value in the short, medium or long term directly or indirectly. Legitimate needs and interests of key stakeholders, macro and micro economic conditions, market forces, speed and effect of technological change and societal issues are also the components of external environment. |
| Governance | This report provides insight about IBBPLC.'s leadership structure, specific processes used to make strategic decisions and to establish and monitor the culture of IBBPLC., particular actions of those charged with governance direction of IBBPLC., approach to risk management, culture, ethics and values are reflected in its operations. |
| Business Model | An integrated report is a system of transforming inputs, through its business activities, into outputs and outcomes that aims to fulfill the organization's strategic purposes and create value over the short, medium and long term. A business model describes the operating process of the bank. |
| Risks and Opportunities | Integrated report identifies the key risks and opportunities that are specific to IBBPLC. This can include identifying the specific source of risks and opportunities, which can be internal, external or a mix of the two. External sources include those stemming from the external environment. Internal sources include those stemming from our business activities. |
| Strategy and resource allocation | It identifies the short, medium and long-term strategic objectives of the bank. This includes linkage between our strategy and resource allocation plans and the information covered by other elements. |
| Performance | It contains qualitative and quantitative information about quantitative indicators with respect to targets, risks and opportunities, explaining their significance, their implications and the methods and assumptions used in compiling them, effects on the capitals including material effects on capitals up and down the value chain, the state of key stakeholder relationships, the linkages between past and current performance and the outlook of the bank. |
| Outlook | Integrated report highlights anticipated changes over time and provides information, built on sound and transparent analysis about our expectations that are likely to be encountered. |
| Basis of Preparation and Presentation | The report describe the basis of preparation and presentation of reporting process and significant frameworks and methods used to quantify or evaluate material matters which include disclosures about the capitals, time frames for short, medium and long term, aggregation and disaggregation. |

Value Creation Matrix



The capitals of IBBPLC.

Our glorious success and growth depends on deployment of various forms of capital. In the IR Framework, the capitals comprise financial, manufactured, intellectual, human, social and relationship, and natural, although which is describe in different part and different form of the annual report.

- Financial capital–The pool of funds that is:
 - Available to an organization for using the provision of services
 - Obtained through financing, such as debt, equity, or generated through operations or investments.
- Manufactured capital – Manufactured physical objects (as distinct from natural physical objects) that are available to an organization for using in the production of goods or the provision of services, including:
 - Buildings
 - Equipment
- Intellectual capital – Organizational, knowledge-based intangibles, including:
 - Intellectual property, such as patents, copyrights, software, rights and licenses
 - “Organizational capital” such as knowledge, systems, procedures and protocols.
- Human capital–People’s competences, capabilities, and experience, and motivations to innovate, including:
 - Alignment with and support for an organization’s governance framework, risk management approach, and ethical values

Entities/stakeholders aligned with the reporting boundary

- Ability to understand, develop and implement an organization’s strategy
- Loyalties and motivations for improving processes, goods and services, including their ability to lead, manage and collaborate.
- Social and relationship capital–

Relate within and between communities, groups of stakeholders and other networks, and the ability to share information to enhance individual and collective well-being. Social and relationship capital includes:

- Shared norms, and common values and behaviors
- Key stakeholder relationships, and the trust and willingness to engage that an organization has developed and

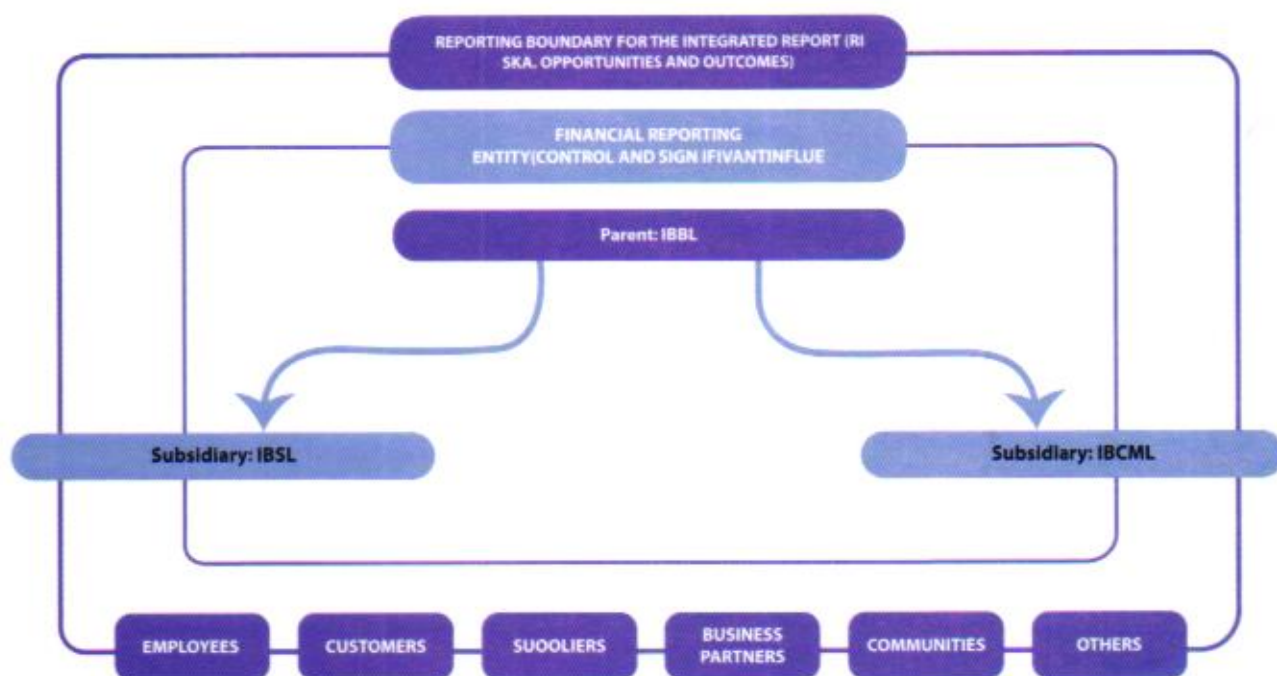
Strives to build and protect with external stakeholders

- Intangibles associated with the brand and reputation that an organization has developed
- An organization’s social license to operate.

- Natural capital–All renewable and non-renewable environmental resources and processes that provide goods or services that support the past, current or future prosperity of an organization. It includes:

- Air, water, land, minerals and forests
- Bio diversity and eco-system health.

Not all capitals are equally relevant or applicable to all organizations. While most organizations inter act with all capitals to some extent, these interactions might be relatively minor or so indirect that they are not sufficiently important to include in the integrated report.



Scope and areas also covered in integrated Reporting

Integrated Reporting also covers the integrated reporting checklist issued by the Institute of Chartered Accountants of Bangladesh (ICAB). In measuring the Bank operations and financial performance, financial information so disclosed has been extracted from the Audited Financial Statements for the Financial Year ended 2020 with relevant comparative information. The financial statements are prepared complying with the requirements of:

- ▶ International Financial Reporting Standard (IFRS);
- ▶ Standard on Accounting and Auditing Organization for Islamic Financial Institutions (AAOIFI);
- ▶ Bank Company Act 1991 (as amended);
- ▶ Companies Act 1994;
- ▶ Securities and Exchange Rules 1987;
- ▶ The Income Tax Ordinance 1984;
- ▶ Value added and Supplementary duty act-2012
- ▶ Relevant rules & regulations of Bangladesh Bank;
- ▶ Other applicable laws and regulations of the land.

The disclosure of non-financial information has been extracted from internally-maintained records reported for the statement of financial position, unless otherwise stated that it has been extracted from a reliable source.

External assurance Provider

The bank has obtained external assurance on the following reports in the reporting period under consideration:

| Sl. No. | Description of the Report | External Assurance |
|---------|---------------------------|--|
| 1 | Financial Statements | 1. ACNABIN., Chartered Accountants 2. Khan Wahab Shafiq Rahman & Co., Chartered Accountants |
| 2 | Corporate Governance | Mohammad Sanaullah & Associates Chartered Secretaries & Management Consultants |
| 3 | Provident Fund | Hoda Vasi Chowdhury & Co., Chartered Accountants |
| 4 | Gratuity Fund | Anil Salam Idris & Co., Chartered Accountants |
| 5 | Credit Rating | Emerging Credit Rating Limited |
| 6 | Superannuation Fund | Anil Salam Idris & Co., Chartered Accountants |

Comparability

All the information presented in this report is on the same basis as the report of 2022 in terms of the entities covered, the measurement methods applied and time frames used. The information provided covers all material matters relating to business strategy, risk and areas of critical importance to our stakeholders. The structure of the report has been further developed as part of our continuous focus on improving communication to our stakeholders.

Availability of the Annual Report

Annual Report for the year 2023 of the Bank has already sent to the shareholder's e-mail address available in their beneficial owner (BO) accounts. Shareholder may collect the printed copy of the annual report from the Registered Office or Share & Bond Division and the AGM venue if requires in writing beforehand. The report has also been made available in the website <http://www.islamibankbd.com>

Report to the Shareholders of ISLAMI BANK BANGLADESH PLC

on

Compliance of Corporate Governance Code

Certificate as per Condition No.1(5)(xxvii) of the BSEC Corporate Governance Code

We have examined the compliance status to the Corporate Governance Code by Islami Bank Bangladesh PLC for the year ended 31 December 2023. This Code relates to the Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated 3 June 2018 of the Bangladesh Securities and Exchange Commission (BSEC).

Such compliance with the Corporate Governance Code is the responsibility of the Bank. Our examination was limited to the procedures and implementation thereof as adopted by the Management in ensuring compliance to the conditions of the Corporate Governance Code.

This is a scrutiny and verification and an independent audit on compliance of the conditions of the Corporate Governance Code as well as the provisions of relevant Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB) in so far as those standards are not inconsistent with any condition of this Corporate Governance Code.

We state that we have obtained all the information and explanations, which we have required, and after due scrutiny and verification thereof, we report that, in our opinion and subject to the remarks as stated in the Status of Compliance Statement:

- (a) The Bank has complied with the conditions of the Corporate Governance Code as Stipulated in the above-mentioned Corporate Governance Code issued by the Commission;
- (b) The Bank has complied with the provisions of the relevant Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB) as required by this Code;
- (c) Proper books and records have been kept by the Bank as required under the Companies Act 1994, the Securities Laws and other relevant laws; and
- (d) The Governance of the Bank is satisfactory.

For: **Mohammad Sanaullah & Associates**



Mohammad Sanaullah FCS
CEO & Lead Consultant



April 24, 2024

Islami Bank Bangladesh PLC.

Declaration by CEO and CFO

24 April, 2024

Board of Directors
Islami Bank Bangladesh PLC.
Islami Bank Tower
40, Dilkusha C/A
Dhaka-1000

Subject: Declaration on Financial Statements for the year ended on 31st December, 2023

Dear Sirs,

Pursuant to the condition No. 1(5)(xxvi) imposed vide the Commission's Notification No. BSEC/CMRRCD/2006-158/207/ Admin/80 dated 03 June 2018 under section 2CC of the Securities and Exchange Ordinance, 1969, we do hereby declare that:

- (1) The Financial Statements of Islami Bank Bangladesh PLC. for the year ended on 31st December, 2023 have been prepared in compliance with International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in the Bangladesh and any departure there from has been adequately disclosed;
- (2) The estimates and judgments related to the financial statements were made on a prudent and reasonable basis, in order for the financial statements to reveal a true and fair view;
- (3) The form and substance of transactions and the Company's state of affairs have been reasonably and fairly presented in its financial statements;
- (4) To ensure above, the Company has taken proper and adequate care in installing a system of internal control and maintenance of accounting records;
- (5) Our internal auditors have conducted periodic audits to provide reasonable assurance that the established policies and procedures of the Company were consistently followed; and
- (6) The management's use of the going concerns basis of accounting in preparing the financial statements is appropriate and there exists no material uncertainty related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.

In this regard, we also certify that:

- (i) We have reviewed the financial statements for the year ended on 31st December, 2023 and that to the best of our knowledge and belief:
 - (a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (b) these statements collectively present true and fair view of the Company's affairs and are in compliance with existing accounting standards and applicable laws.
- (ii) There are, to the best of knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the code of conduct for the company's Board of Directors or its members.

Sincerely yours,



24.4.2024

Mohammed Monirul Moula
Managing Director & CEO



24.4.2024

Md. Farid Uddin FCA, CIPA
Chief Financial Officer