

Director Remuneration Policy

UBL Fund Managers Limited

Introduction

According to best corporate governance practices, the Board of directors of UBL Fund Managers Limited has established several Board Committees to help it carry out its mission most efficiently. These Board Committees provide help to the Board and the Management on issues related to their particular area of competence.

This system of organization requires a high number of meetings (at a minimum quarterly meetings) to be held both by the Board and its Committees, covering a vast body of materials. It thus demands special dedication from the Board and Committee members, including non-executive Independent directors. The amount of work required, along with the responsibility inherent constitute the underlying elements of the remuneration Policy for the Independent directors.

Objective

The main objective of the policy is to define the principles to attract and retain high-caliber, experienced Independent directors (Non-Executive) by offering market competitive fee levels as required by the Listed Companies (Code of Corporate Governance) Regulations 2017.

Ownership, Maintenance and Approval

The Company Secretariat department is owner of this document and shall review the policy periodically. The board may make changes/amendments to the Policy, if needed. This policy shall be reviewed after 3 years. Meanwhile any amendments can be made from time to time, if required.

The Independent Directors are entitled to a Board fee for attending (i) Board meetings and (ii) Board Committee meetings either as the Member of the Board or Board Committee or as the Member and Chair of the Board and Board Committee.

The Board fee for attending meeting(s) of the Board /Committees of the Board shall be recommended by the Board of Directors for approval of Members in a General Meeting.

The Board fee for the Independent directors for attending the Board or Board Committee meeting either as a Member or Chair would remain the same in principle.

The other Non-executive directors who are nominated by the parent company of UBL Fund Managers Limited and are employees of the parent company shall not be entitled to any Board fee for attending Board or Board Committee meetings either as a Member of the Board or Board Committee or as the Chair of the Board or Board Committee as the case may be. However, other

Non-executive directors who are not employees of the parent company may be entitled to a fee as recommended by the Board of directors for approval of Members in a General Meeting.

The Executive director remuneration shall be governed separately under the company's HR Compensation Policies approved by the Board of Directors.

Approval in General Meeting

Each Meeting Fee for the Independent Non-Executive Directors will be as Rs.200,000.

The Board fee for Independent directors (Non-Executive) is subject to periodic review and may be increased in future to ensure that they remain sufficient to attract high-caliber individuals while remaining fair and proportionate.

All definitions including that of Independent directors in this Policy are the same as that covered in the Companies Act 2017 and the Listed Companies (Code of Corporate Governance) Regulations 2017.