

## **CORPORATE GOVERNANCE COMMITTEE**

### **COMPOSITION**

The Corporate Governance Committee shall be elected by the Board and shall be made up of at least four directors of which the Chairman and the majority members shall be independent directors. The quorum shall be three members.

### **TERMS OF REFERENCE**

- Ensure that adequate policies and procedures are in place to comply with the requirements of the Code of Corporate Governance 2016.
- Ensure compliance with the Code of Ethics and Business Conduct
- Assess non-financial management policies and practices relating to safety, health and environment, equal opportunities, human capital development
- Review the Corporate Governance Report to be published in the Annual Report, taking into consideration the “comply or explain” principle
- Ensure that communication with shareholders and stakeholders is effective and timely
- Review on an annual basis the Board’s Charter
- Ensure accurate disclosure of directors ‘remuneration and transactions with related parties.
- Meets at four times annually and present the minutes of proceedings of meetings to the Board

### **REMUNERATION COMMITTEE - TERMS OF REFERENCE**

- Recommend to the Board the terms and conditions of the service contract, including remuneration packages of the Executive Directors
- Review and approve the terms and condition of the service contracts of other directors both executive and non-executive if any, including compensation benefits for those services.
- Review the reward policy to ensure that the Company’s executives are fairly rewarded for their efforts to the Bank’s overall performance and also to demonstrate to all the stakeholders in the business that the remuneration of the Senior Executives is done objectively
- Reward Senior Executives based on KPIs such as economic value added, profitability, business levels etc.
- Approve productivity bonus policy for employees.
- Approve salary revisions and service conditions of other employees of the Group, taking

into consideration suggestions/demands of Trade Unions.

- Review and approve policy on staff welfare and fringe benefits.
- Determine the level of Board fees for directors to be recommended to the shareholders
- Ensure accurate disclosure of directors' remuneration in the financial statements
- Meet at least two times annually and present the minutes of proceedings of meetings to the Board

#### **NOMINATION COMMITTEE - TERMS OF REFERENCE**

- Review and recommend nomination of directors to the Board based on a proper director selection process, namely:
  - Plan the composition of the Board with strategic consideration and objective
  - Ensure adequate succession planning for Board of Directors and Chief Executive Officer
  - Develop the specification for appointment to the Board: qualifications, integrity and independence, experience, understanding of changes taking place nationally, regionally and internationally etc
  - Search for, screen and select the potential directors
  - Ensure the right balance of skills, expertise and independence
  - Review the effectiveness of the Board, both individually and collectively and recommend appropriate adjustments to the Board
  - Ensure that transparent procedures exist for shareholders to recommend potential candidates
  - Orientation of Directors - Discussion of the responsibilities and legal obligations of a director and the Board as a whole. The program will also include a discussion of the nature of the business of the Bank, current issues within the bank, conditions in the industry, corporate strategy.
- Meet at least twice annually and present the minutes of proceedings of meetings to the Board

#### **CONDUCT REVIEW COMMITTEE - TERMS OF REFERENCE**

- Ensure that procedures are established to comply with regulatory requirements on related party transactions
- Review the procedures to ensure their continuing adequacy and enforcement.
- Review all proposed material transactions and practices of the Company to ensure that any transaction with the related parties that may have a material effect on the stability and solvency of the Company are identified and dealt with in a timely manner.
- Ensure that transaction terms and conditions with a related party comply with the spirit of the guideline and are consistent with market terms and conditions.

- Meets at least two times annually and present the minutes of proceedings of meetings to the Board