



**NOTE TO CORPORATE
GOVERNANCE COMMITTEE,
SBM BANK (MAURITIUS) LTD
("BANK")**

**Job Descriptions for
Key Governance Positions**

Background

Requirement of the National Code of Corporate Governance:

The National Code of Corporate Governance requires the Board to approve a position statement for each senior governance position such as the Chairperson, Chief Executive, Chairperson for key Board committee and Company Secretary.

In line with the National Code of Corporate Governance for Mauritius, the Board had approved the job descriptions for some key governance positions.

1. Directors of the Board

Key responsibilities of the Directors

- 1.1. Bring effective contribution to the Bank's Strategy;
- 1.2. Monitor the performance of the Executive Management team, thereby ensuring that they are meeting the objectives set;
- 1.3. Ensure that there is a robust system of internal control in place;
- 1.4. Ensure the accuracy of financial information which is being released to the market;
- 1.5. Participate in the Board decision-making process and constructively challenge as required;
- 1.6. Bring deliberations and experience to the Board decision making process;
- 1.7. Be bound by the fiduciary duty and duty of skills and care;
- 1.8. Assume responsibility for meeting all legal and regulatory requirements applicable to the Bank;
- 1.9. Implement the Board's succession planning for its Directors and Senior Management Team; and
- 1.10. Oversee the overall management of the Company.

2. Chairperson of the Board

Key responsibilities of the Chairperson

- 2.1. The Chairperson, as leader of the Board, must ensure that it functions effectively;
- 2.2. Set agenda in conjunction with Company Secretary and ensure that there is sufficient time to discuss all agenda items;
- 2.3. Ensure that all Directors receive sufficient information to be able to make well informed decisions;
- 2.4. Review composition of Board Committees while ensuring that each committee functions effectively;
- 2.5. Call special meetings, where required;
- 2.6. Ensure that there is proper induction of new Directors and their continuing development, as well as Board Evaluations (through the Corporate Governance & Conduct Review Committee) and succession planning (through the Remuneration & Nomination Committee); Encourage teamwork and a culture of openness so as to promote constructive challenge among the Members;

2. Chairperson of the Board(Cont'd)

Key responsibilities of the Chairperson(Cont'd)

- 2.7. Chair annual and special meetings of shareholders;
- 2.8. Ensure that an annual Board evaluation exercise and evaluation of individual Directors performance are carried out;
- 2.9. Maintain a close working relationship with the Chief Executive Officer and any other key senior staff members; and
- 2.10. Ensure there is effective communication with shareholders;

3. Chief Executive ("CE")

Key responsibilities of the Chief Executive ("CE")

Responsible for leading the development and execution of the Bank's strategic plans with a view to create shareholder value. As per the Bank of Mauritius Guideline on Corporate Governance, the CE's leadership role entails being ultimately responsible for all day-to-day management decisions and for implementing the Company's strategic plans. The key responsibilities are therefore:

- 3.1. To manage the day-to-day operations of the Bank;
- 3.2. To implement strategies as proposed by the Board of Directors;
- 3.3. Work in conjunction with the Chairperson on strategic issues;
- 3.4. To provide leadership and guidance to Senior Management Team;
- 3.5. To act as an intermediary between the Board and Management;
- 3.6. To assess the principal risks of the Bank and ensure that they are being monitored and managed mainly through a sound and robust internal control system;
- 3.7. To communicate effectively with shareholders, employees, Government authorities, other stakeholders and the public;
- 3.8. To promote and conduct the affairs of the Bank with the highest standards of integrity, probity and corporate governance, in accordance with the strategy and within the budgets approved by the Board; and
- 3.9. To chair the Executive Committees with a view of ensuring that the Senior Management Team pursues and achieves the objectives of the Bank as approved by the Board.

4. Chairperson of the Risk Management Committee

Key responsibilities of the Chairperson of the Risk Management Committee

The Chairperson of the Risk Management Committee works in close co-operation with, and provides support and advice to the Chairperson of the Board. He has the following additional responsibilities:

- 4.1. To provide risk expertise to the Risk Management Committee;
- 4.2. To ensure compliance with the terms of the regulatory framework in Mauritius;
- 4.3. To guide and advise the Board in the approval of an appropriate risk management framework;
- 4.4. To ensure that an update report of each Risk Management Committee meeting is presented to the Board at least on a quarterly basis; and
- 4.5. To ensure that appropriate risk management training for Directors and senior management is available and effective.

5. Chairperson of the Corporate Governance Committee

Key responsibilities of the Chairperson of the Corporate Governance Committee

The Chairperson of the Corporate Governance works in close cooperation with, and provides support and advice to the Chairperson of the Board. He has the following additional responsibilities:

- 5.1. To provide expertise in the areas of corporate governance and ethical conduct;
- 5.2. To ensure that Board practices are aligned to global and national good governance standards;
- 5.3. To ensure that the policies around conduct and ethical standards are regularly upheld and transparently adhered to by the Board and Senior Management;
- 5.4. To ensure that key issues discussed at the Corporate Governance Committee meeting are reported to the Board;
- 5.5. To ensure that the Board receives regular and ongoing training and development;
- 5.6. To oversee the production of the Bank's annual report each year; and
- 5.7. To ensure that an evaluation of the Board is carried out each year and that the recommendations from that evaluation are implemented.

6. Company Secretary

Key responsibilities of the Company Secretary

Reporting to the Board, the main responsibilities of the Company Secretary are as follows:

- 6.1. Provide the Board with guidance as to its duties, responsibilities and powers;
- 6.2. Carry out Statutory filings;
- 6.3. Ensure that minutes of all meetings of shareholders and directors are properly recorded in accordance with paragraph 8 of the Fifth Schedule and paragraph 6 of the Eighth Schedule of the Mauritius Companies Act 2001 (the "Act") respectively as well as all statutory registers are properly maintained;
- 6.4. Certify in the annual financial statements of the Bank that the Bank has filed with the Registrar all such returns of the Bank as are required under the Act;
- 6.5. Ensure that a copy of the Bank's annual financial statements and where applicable the annual report is sent in accordance with sections 219 and 220 to every person entitled to such statements or report in terms of the Act; and
- 6.6. Plays a leading role in the governance of the Bank by supporting the Chairperson and helping the Board and its committees to function effectively.