



SBM BANK (MAURITIUS) LTD

Key Governance Positions

Governance Layer	Key Role Holders	Core Accountability	Primary Responsibilities (Governance) and Focus Areas
 Board Oversight	Board of Directors	Collectively responsible for providing overall leadership, governance oversight, and strategic direction of the Bank, and for ensuring, thorough and effective oversight, so that the Bank is managed in a prudent, sustainable, and compliant manner.	- Strategic direction and oversight - Risk governance and internal control framework - Governance effectiveness - Stakeholder accountability - Approval of matters reserved to the Board and delegation of authority to Board Committees and Senior Management - Independent challenge and objective judgement
 Board Leadership	Chairperson of the Board	Provides leadership to the Board and ensures its overall effectiveness, independence, and integrity. Sets the tone for Board conduct and facilitates effective, open and informed decision-making.	- Board leadership and effectiveness - Setting Board agenda and priorities - Facilitating open, informed, and constructive Board discussions - Ensuring effective Board performance - Promoting high standards of governance and ethical conduct - Shareholder and key stakeholder engagement
 Board Committees	Chairpersons of the respective Board Committees	Overall responsibility for providing leadership to their respective Board Committees, ensuring effective oversight, independent challenge, and the proper discharge of the committees' responsibilities in accordance with approved Terms of Reference and delegated authority of the Board.	- Oversight of matters within the Committee's delegated mandate - Independent challenge and objective judgement - Review of key risks, controls, and governance matters relevant to the Committee - Ensuring effective committee performance and decision-making - Escalation of material issues and making recommendations to the Board
 Executive Leadership	Chief Executive / Officer-in-Charge of the Bank	Accountable for the day-to-day management of the Bank and for leading the implementation of the Board-approved strategy, policies and risk appetite, while ensuring effective governance, risk management and internal control arrangements	- Responsible for operational and financial performance - Responsible for implementing and delivering the Board-approved strategy - Implementation of Board and Committee decisions - Implementation and effective operation of risk management and internal control systems - Regulatory compliance - Leadership of senior management - Active stakeholder engagement and relationship management

 Executive Management	Executive Management Team	Collective executive leadership responsible for the operational management of the Bank and for first-line ownership of risks. Overall, accountable for translating the Board-approved Bank-wide strategy into functional and operational plans, budgets and initiatives, and for managing the Bank's operations within the approved risk appetite, policies and limits	• Execution and delivery of Bank-wide strategic objectives • Functional and operational planning aligned to the Board-approved strategy • Performance management, including achievement of budgets and key performance indicators • Risk ownership and management (first line of defence) • Effective implementation of internal controls within day-to-day operations • Implementation of policies, procedures and controls • Regulatory compliance and conduct • People management and organisational culture
 Second Line of Defence (Control Functions)	Chief Risk Officer & Head of Compliance	Independent monitoring and advisory oversight over risk management and compliance frameworks, supporting effective implementation by Management and escalation of material issues.	• Independent risk monitoring and reporting • Compliance with applicable laws, regulations and internal policies • Framework development and guidance • Identification and escalation of control weaknesses with recommendations • Follow-up on the remediation of identified weaknesses. • Advisory support to the Board and committees on risk and compliance matters
 Third Line of Defence (Assurance/Control Functions)	Head of Internal Audit	Independent and objective assurance to the Board and its committees on the adequacy and effectiveness of governance, risk management and internal control systems including follow up on audit recommendations.	• Assessment of the adequacy and effectiveness of internal controls • Independent assurance activities • Evaluation of governance, risk and controls • Audit reporting to the Board / Audit Committee • Tracking and follow-up of audit findings
 Governance Support	Company Secretary	Statutory Governance Compliance and provision of governance support to the Board and its Committees	• Supporting Board effectiveness, induction, and ongoing training • Board and Committee administration and support • Corporate records and minutes • Advisory Governance to the Board and Committees • Maintenance of statutory registers and Board records • Statutory filings, certifications, and governance disclosures