



Board Credit Committee

TERMS OF REFERENCE

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Table of Contents

1. DEFINITIONS	1
2. CONSTITUTION & PURPOSE.....	1
3. COMPOSITION	1
4. SECRETARY.....	2
5. QUORUM & VOTING	2
6. CONFLICTS OF INTEREST.....	2
7. FREQUENCY OF MEETINGS.....	3
8. NOTICE OF MEETINGS	3
9. MINUTES OF MEETING	3
10. REPORTING TO THE BOARD.....	3
11. RESPONSIBILITIES OF THE COMMITTEE	3
1. Sanction of Credit Proposals	3
2. Exercise of Powers Delegated to Sanctioning Authorities	4
3. Review of the Credit Portfolio.....	4
4. Non-Performing Accounts	4
5. Other roles and responsibilities	4
12. AUTHORITY.....	4

1. DEFINITIONS

1.1 “Bank One” / “the Bank”

Bank One Limited

1.2 The “Board”

The Board of Directors of Bank One Limited

1.3 The “Committee” or the “BCC”

The Board Credit Committee of Bank One Limited

2. CONSTITUTION & PURPOSE

The Board Credit Committee is a committee constituted by the Board of Directors of the Bank to assist it to ensure compliance with the credit-related prudential guidelines issued by the Bank of Mauritius. It shall also assist the Board in fulfilling its obligations by:

- Providing guidance and recommendations on the Credit Risk Policy and the Credit Approval Framework prior to same being submitted to the BRMC and the Board for approval.
- Considering and deciding on loans applications beyond the discretionary limits of the Management in line with the Credit Risk Policy.
- Reviewing lending and credit decisions by the various sanctioning authorities at Management level.
- Directing, monitoring, reviewing and considering all issues that may materially impact on the present and future quality of the Bank’s credit risk management.
- Ensuring compliance with guidelines issued by Bank of Mauritius around credit risk management.
- Conducting loan reviews independent of any person or committee responsible for sanctioning credit.

The Committee will deliver on its mandate by fulfilling the responsibilities as described in the “Responsibilities” section.

3. COMPOSITION

1. Members of the Committee shall be appointed by the Board, on the recommendation of the Governance, Nominations and Remuneration Committee.
2. The composition of the Committee shall be reviewed at least on an annual basis by the Board, on the recommendation of the Governance, Nominations and Remuneration Committee.
3. The Committee shall consist of at least 3 members, one of whom shall be an Independent Director.
4. The members of the Committee shall have sound knowledge and experience of credit risk management.
5. The Chairperson of the Committee shall be appointed by the Board, in accordance with the provisions of an Agreement entered into between the Shareholders.

6. In line with the requirements of the BoM, the Chairperson of the Board may be a member of the BCC. However, as a member of the BCC, the Chairperson of the Board cannot be a member of the Board Audit Committee.
7. Only members of the Committee have the right to attend Committee meetings.
8. The Chief Executive Officer and the Chief Risk Officer shall be permanent invitees to the meetings of the Committee for consultation only. The BCC may invite any other person to its meetings, as it deems necessary.

4. SECRETARY

The Company Secretary shall act as Secretary of the Board Credit Committee.

5. QUORUM & VOTING

1. The quorum necessary for the transaction of business shall be at least two members, one of whom shall be the Chairperson.
2. A Member shall be deemed to be present at any meeting if he is able to hear and understand all of the proceedings of the meeting and be heard and understood by all present or deemed present by way of telephone or other suitable means of communication, and such Member indicates his willingness for the meeting to proceed on that basis.
3. All decisions of the Committee shall be by unanimous approval. A member present at a meeting of the Committee is presumed to have agreed to and to have voted in favour of a decision / recommendation, unless he expressly dissents from or votes against the decision / recommendation at the meeting.
4. The Committee may approve an urgent matter by way of email circulation. Any decision / recommendation taken in such manner would be in line with the above preceding paragraph, i.e. circular resolutions should be unanimous, save where otherwise guided by the Credit Delegated Authority and Credit Risk Management Policy. Such decision / recommendation shall be formally ratified at the ensuing meeting of the Committee.
5. Any instance where a decision is not approved unanimously in line with paragraphs (3) and (4) above may be referred to the Board for consideration at the request of any one member or the CEO.

6. CONFLICTS OF INTEREST

Members must avoid instances that may give rise to conflicts of interests or which may be perceived by others as conflicting situations. Full information on any conflict or potential conflict of interest must be made known to the Chairperson of the Committee and to the Board in accordance with applicable laws and the Bank's policies, and the onus will be on the members to advise on any conflicting situations.

On declaration of his interest, the concerned member shall not participate in the discussions and/or decision taking process on the transaction in relation to which conflict arises. The transaction may however

be concluded and approved at market terms and conditions. Any related party transactions shall be escalated to the Board for final approval.

7. FREQUENCY OF MEETINGS

The Committee shall meet on a monthly basis, and otherwise as may be required.

8. NOTICE OF MEETINGS

1. Meetings of the Committee shall be convened by the Secretary of the Committee at the request of any of its members or at the request of the CEO or the CRO if they consider it necessary.
2. Meetings shall be organised so that attendance is maximised.
3. Notice of each meeting of the Committee, confirming the venue, time, and date, together with an agenda of items to be discussed, along with the supporting papers*, will, other than under exceptional circumstances, be forwarded to each member of the Committee not later than five working days before the date of the meeting.

** Except for credit papers which shall not be tabled less than three working days (unless the prior approval of the CEO or the BCC Chairperson is obtained for any last minute / urgent submission) prior to the date of the meeting.*

9. MINUTES OF MEETING

1. The Secretary shall take minutes of all meetings. Such minutes shall be circulated to the Chairperson of the Committee for review, not later than three weeks post each meeting and thereafter, to all members. The minutes shall be tabled for approval at the ensuing BCC meeting.
2. Minutes of all Committee meetings shall be tabled at the ensuing Board meeting.

10. REPORTING TO THE BOARD

The Chairperson of the Committee will report at each Board meeting of the Bank on any matters of importance, the Committee's findings, and recommended actions.

The BCC shall ensure that the Board is aware of all significant credit related matters and such matters, which may significantly impact the financial condition or affairs of the business of the Bank.

11. RESPONSIBILITIES OF THE COMMITTEE

The responsibilities of the Committee shall include the following:

1. Sanction of Credit Proposals

To consider and decide on credit proposals submitted by various Business Units, independent of any person or committee responsible for recommending / sanctioning credit facilities, in accordance with the Bank's Policies (including but not limited to the Credit Risk Policy) and all relevant laws and guidelines (including but not limited to guidelines / prudential norms issued by the Bank of Mauritius).

2. Exercise of Powers Delegated to Sanctioning Authorities

To review and recommend to the BRMC / Board, the credit sanctioning powers as may be warranted from time to time and to note all sanctions done at the Management Level and take a deep dive in selective cases where a need is felt for the same.

3. Review of the Credit Portfolio

To review the Bank's Credit portfolio on an ongoing basis with a view to consider all issues that may materially impact on the present and future quality of the Bank's credit risk management.

4. Non-Performing Accounts

- To review all non-performing advances on a continuous basis and guide the Management / the Recovery Department in recovery actions as appropriate.
- To review the list of legal recovery accounts and consider further action with a view to recover amount outstanding at the minimum cost.
- To review the recovery progress of the main written-off accounts.

5. Other roles and responsibilities

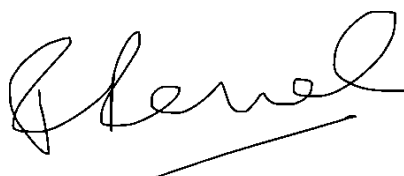
- To take note, on an annual basis, the list of approved professional service providers (valuers, quantity surveyors, lawyers, notaries, receivers, administrators, liquidators and auctioneers) as approved by the Management Integrated Risk Committee.
- To take note of any changes in the credit-related regulatory and operating environment.
- To provide guidance and recommendations on the Credit Risk Policy and the Approval Framework prior to same being submitted to the BRMC and the Board for approval.
- Finalize, in consultation with the CEO and the CRO, the appointment of the Head of Credit Risk.

12. AUTHORITY

The Committee is authorized to:

- Seek any information it requires from any employee of the Bank in order to perform its duties;
- Obtain, at the Bank's expense, any independent legal, accounting, or other professional advice on any matter that the Committee deems appropriate to enable it to carry out its duties.

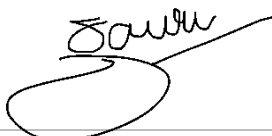
Reviewed and Approved by the Board of Directors on 01 November 2024.



Roselyne Renel

Chairperson of the Board

Signed on 28 Nov 2024, 17:55 MUT



Gauri Gupta

Chairperson of the

Board Credit Committee



Kareen Ng

Company Secretary

Signed on 21 Nov 2024, 14:54 MUT