



Governance, Nomination & Remuneration Committee

TERMS OF REFERENCE

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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 “GNRC”

The Governance, Nomination and Remuneration Committee of Bank One Limited

2. CONSTITUTION & PURPOSE

The Governance, Nomination & Remuneration Committee is a committee constituted by the Board of Directors of the Bank in accordance with the guidelines issued by the Bank of Mauritius and the Code of Corporate Governance. The Committee shall oversee all matters related to the governance framework within the Bank. It shall also approve or recommend to the Board (as appropriate) on nominations and remuneration at Board level and for such Executive / Senior Management as defined in Appendix 2. 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 4 directors, all of whom shall be Non-Executive Directors including a minimum of 2 Independent Directors. The Chairperson of the Board shall be an ex-officio member of the Committee.
4. The Board shall appoint the Chairperson of the Committee, who shall be a Nominee Director of I&M Bank Limited.

For purpose of the present, a Nominee Director refers to a Non-Executive Director of the Bank who has been nominated by any of the Shareholders of the Bank by virtue of an agreement entered into between them.

5. Only members of the Committee have the right to attend Committee meetings.
6. The Chief Executive Officer and the Head of HR may be invited to attend all or part of any meeting as and when deemed appropriate and necessary by the Chairperson and for consultation only. The Committee may also invite such other person to attend its meetings as it deems necessary.

4. SECRETARY

The Company Secretary shall act as Secretary of the Governance, Nomination and Remuneration Committee.

5. QUORUM & VOTING

1. The quorum necessary for the transaction of business shall be at least three Members, including 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. 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 shall be referred to the Board for consideration.

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 at least twice yearly, at appropriate intervals, 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.

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.

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 GNRC 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.

11. RESPONSIBILITIES OF THE COMMITTEE

The responsibilities of the Committee shall include the following:

Appointment / Removal / Resignation

1. Direct the process of appointing, renewing and replacing the CEO.
2. Validate, based upon the CEO's recommendations, the selection criteria for the EXCO and Senior Management positions (as defined in Appendix 1 of the GNRC TOR).
3. Finalize, in consultation with the CEO, appointments at Executives / Senior Management levels (positions defined in Appendix 1) and ensure the fitness and probity of such candidates, except for:
 - a. the CEO position for which Board approval shall be sought;
 - b. specific senior positions which would, by virtue of their statutory positions, be reporting directly to a Board Sub Committee (e.g. Head of Internal Audit, Head of Regulatory Affairs and Chief Risk Officer), in which cases, the relevant Board Sub Committee shall be responsible for the said appointments.
 - c. The Money Laundering Reporting Officer and Deputy Money Laundering Reporting Officer, shall by virtue of their positions and pursuant to Regulation 26(2) of the FIAML Regulations 2018, be considered as senior officers. Their appointment, removal or resignation shall however rest with the Head of Regulatory Affairs.
4. In considering or finalizing an appointment mentioned in (3) above, whether on an interim or permanent basis, the interview panel shall, unless otherwise agreed and for the sake of facilitating such interview sessions at the earliest possible time, consist of at least, the two Non-Executive Directors and one Independent Director.

5. Ensure that the Management implement a process for a suitable independent check over the background of selected candidates for EXCO positions prior to any offer being made.
6. Review, at least annually, the Board and Board Committees' structure, size and composition (including balance between Executive and Non-Executive / Independent Directors), and make recommendations to the Board with regards to any adjustments that are deemed necessary, taking into consideration the relevant provisions under the Shareholders' Agreement; For the sake of clarity, it is noted that, pursuant to the Shareholders' Agreement, the Chairperson of the Board shall be appointed by the Shareholders from amongst one of the Independent Directors;
7. Establish formal, clear and transparent criteria for the selection of prospective directors in line with the provisions of the BoM Guideline on Corporate Governance, the Constitution of the Bank, the Board Skills Matrix, the Board Succession Policy and the Shareholders' Agreement;
8. Validate the qualification and suitability of candidates for Board membership (including the Chairperson of the Board, Chairperson of the Committees and Committee Members) and make recommendations as appropriate to the Board; The GNRC shall satisfy itself that the candidate is able to commit sufficient time and effort to fulfil its responsibilities effectively, particularly if the candidate has a seat on multiple boards or undertakes other professional or commercial activities.
9. Review on an annual basis, plans for succession at Board level. Oversee that a proper succession plan is in place at EXCO level.

Evaluation & Performance Review and Compensation & Remuneration

10. Develop and recommend the Bank's general policy on Executive / Senior Management remuneration, including specific remuneration package for Executive Directors (including but not limited to basic salary, benefits in kind, any annual bonuses, performance-based incentives, share incentives, pensions and other benefits) and ensure that same is consistent with the Bank's culture, objectives and strategy;
11. Consider the use of contractual provisions to allow the Bank to reclaim incentive components of remuneration from executive directors and key management personnel in exceptional circumstances of misstatement of financial results or misconduct resulting in financial loss to the Bank;
12. Establish and recommend on formal, clear and transparent criteria for the evaluation of the Board, Board Committees, Chairpersons, Directors and Executive / Senior Management staff. Any changes to the Board's evaluation and performance review process (including the format and content of the evaluation questionnaire and timing of the review process) should be approved by the Board upon the prior recommendation of the GNRC before same are implemented;
13. Assess the effectiveness and performance of the Directors, Board and Board Committees, as well as the Chairperson of the Board. Such assessment shall be made on an annual basis.
14. Review and recommend to the Board, on an annual basis, the CEO's performance against the agreed objectives, his salary increment and performance-related bonus and any long-term incentive;

15. Review and validate the CEO's feedback on the performance assessment of the EXCO members and approve their respective individual salary increments and performance-related bonuses (including any grants under any Executive Share Scheme) as proposed by the CEO;
16. Ensure that the Board members receive thorough orientation on board governance and key strategic issues facing the Bank, and approve the Board's annual training plan;
17. Determine and recommend on the level of Non-Executive / Independent Directors' fees;
18. Recommend on incentive compensation plans and equity based remuneration plans at Board and Executive / Senior Management levels;

Review of HR Initiatives

19. To review the HR Strategic Plan and monitor on progress against the same.
20. Oversee the effective development and implementation of a Talent Framework, in collaboration with both shareholders' Groups.
21. To review the results of any employee engagement survey.
22. To review the Human Resources Policy from time to time.
23. To consider the Annual Salary Increase and Performance Bonus / Long Term Incentive to Staff, and make recommendations thereof to the Board.
24. To take note on a bi-annual basis of disciplinary actions involving summary dismissals, cases involving suspension from work and / or intent to dismiss.

Governance

25. Make recommendations to the Board on all corporate governance provisions to be adopted so that the Board remains effective and complies with the prevailing Corporate Governance Principles as per the Code of Corporate Governance, Bank of Mauritius' Guideline on Corporate Governance and any other relevant guidelines or circulars as may be issued from time to time;
26. Determine, agree and develop the Bank's general policy on corporate governance in accordance with such prevailing Corporate Governance Principles;
27. Review the Corporate Governance Report to be published in the Annual Report, taking into consideration the "apply and explain" principle as per the Code;
28. Ensure that the reporting requirements with regard to corporate governance, whether in the Annual Report or an on-going basis, are in accordance with the prevailing Corporate Governance Principles;
29. Review the Board's Charter and make recommendations to the Board;

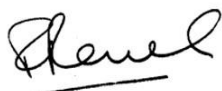
30. Review and recommend to the Board the Bank's Code of Ethics and monitor its implementation and compliance thereto;
31. Review and recommend to the Board, a Conduct Programme / Framework and regularly monitor compliance thereto.
32. Ensure that a framework is in place for the Board and the GNRC to be able to ascertain on the continued fitness and probity of directors, senior officers and private bankers.

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 05 September 2024.



Roselyne Renel
Chairperson of the Board



Gauri Gupta
Chairperson of the
Governance, Nomination &
Remuneration Committee



Kareen Ng
Company Secretary

APPENDIX 1: List of Executives / Senior Management Positions

Positions	Recruitment Authority
Chief Executive Officer	Board
Chief Operating Officer	GNRC
Company Secretary	Board
Chief Financial Officer	GNRC
Head of Internal Audit	BAC
Chief Risk Officer	BRMC
Head of Compliance	BRMC
Head of Treasury	GNRC
Head of Legal	GNRC
Head of Personal Financial Services	GNRC
Head of Corporate & Investment Banking	GNRC
Head of Private Banking & Wealth Management	GNRC
Head of Human Resources	GNRC
Money Laundering Reporting Officer	Head of Compliance
Deputy Money Laundering Reporting Officer	Head of Compliance