

PRINCIPLE THREE – DIRECTORS’ APPOINTMENT PROCEDURES

BOARD MEMBER APPOINTMENT

The Board has mandated the Corporate Governance Committee to select and review candidacies of the proposed Directors. The selection of candidates is based on a number of objective criteria, for instance:

- Skills, knowledge and experience;
- Independence of mind;
- Needs of the Board at this period; and
- Board diversity.

Once the selection process has been completed, it makes its recommendation to the Board of Directors for approval.

For the purpose of filling a casual vacancy, the Board may approve the proposal of the Corporate Governance Committee. As such, the proposed Director shall stay in office until the next following annual meeting whereby he/ she can be appointed by the shareholders.

The newly appointed Director shall receive a Letter of Appointment whereby the following details are provided:

- Terms of Appointment;
- Time Commitment;
- Roles and Duties;
- Outside Interests;
- Confidentiality;
- Price Sensitive Information & Dealing in the Bank’s Shares;
- Induction; and
- Insurance.

INDUCTION

Following appointment on the Board, the Directors receive an extensive and formal induction training to familiarize themselves with the activities of the Bank. In addition to receiving an information pack, the Directors also get accustomed with the Terms of Reference of the Board and their statutory duties and obligations.

Directors also receive quarterly ongoing training on regulatory changes and updates, which includes briefings to Audit Committee members.

The Chairman ensures that the development needs of the Directors are identified and consequently appropriate training is provided to continuously update their skills and knowledge.

SUCCESSION PLANNING

In accordance with its Terms of Reference, the Board is responsible for the succession planning of the Board, the Chief Executive Officer and Senior Management of the Bank.

The Board has mandated the Corporate Governance Committee to put in place the succession plans, especially that of the Chairperson and of the CEO. Same has been formalised in the Terms of Reference of the Corporate Governance Committee.

The Corporate Governance Committee shall be responsible for the identification and selection of potential candidates.