



Standard Bank

Position statement for the Company Secretary



Standard Bank (Mauritius) Limited

POSITION STATEMENT FOR THE COMPANY SECRETARY

The Company Secretary is responsible for:

Meetings

- Adopting the Subsidiary Governance Framework Principles of the Standard Bank Group and apply relevant internally agreed work practices and standards for Board and its committees
- Scheduling of meetings
- Developing and circulating agendas in consultation with the Chairperson
- Coordinating the preparation and submission of high-quality board papers from business stakeholders to the Board and its committees
- Coordinating the logistics of the meetings
- Ensuring quorum requirements are met and taking and transcribing minutes
- Ensuring that meetings and resolutions of the Board are properly held and passed in accordance with the constitution
- Tracking matters arising from meetings and liaising with relevant business stakeholders where action is required
- Engaging and corresponding with the Chairpersons of committees; business stakeholders and other teams (e.g. Group Governance) as required.

Directors and the Board

- Discharging the statutory duties of Company Secretary so as to ensure that the Board fulfils its lawful obligations, statutory duties and performs its functions in accordance with the law and the bank's constitution
- Providing comprehensive practical support and guidance to directors both as individuals and as a collective with particular emphasis on supporting the non-executive/independent directors
- Developing, maintaining and reviewing Board and its committees' mandates for new and established committees
- Providing input to the Chairpersons of the committees in identifying shortcomings or opportunities for improvement in Board and committee operations and implementing actions as agreed
- Facilitating evaluation of Board and committees effectiveness.

Induction, development, succession

- Ensuring that the procedures for appointment of directors are properly carried out and driving the induction programme, orientation, on-going training and education of directors, including assessing the specific training needs of individual directors for the discharge of their fiduciary and other governance responsibilities.

Relations with Shareholder and Annual Meeting

- Communicate with Shareholder as appropriate and ensure that due regard is paid to its interests
- Be the liaison between the Board and Shareholder for any matters requiring the attention of the Shareholder
- Co-ordinate Annual Meeting, including notice of Annual Meeting, Shareholder information, proxy etc

In addition, the Company Secretary is also responsible for:

- Providing a professional advisory service to the bank on corporate governance ensuring the bank adopts appropriate international and local best practices
- Ensuring that the bank complies with its constitution and all relevant statutory and regulatory requirements
- Be available to individual directors and the Board collectively for guidance on their responsibilities and duties and how such responsibilities and duties should be properly discharged in the best interests of the bank
- Manage conflicts of interest
- Maintenance of statutory records.

Both the appointment and removal of the Company Secretary shall be a matter for the consideration of the Board of Directors. The Board must satisfy itself that the appointee is fit and proper and has the requisite attributes, experience and qualification to properly discharge her/his duties. The Company Secretary is a Senior Officer of the Bank and also reports to the Chief Executive in relation to his/her other executive management responsibilities.

The approval, monitoring and review of this document occurs as and when required and is approved by the Board.