



# Key Terms and Conditions of Appointment of Non-Executive and Independent Director

# Standard Bank (Mauritius) Limited

## KEY TERMS AND CONDITIONS OF APPOINTMENT OF NON-EXECUTIVE AND INDEPENDENT DIRECTOR

### TERM

On-going until the Annual Meeting

### AGE LIMIT

A Director may not in principle serve beyond the date of the Annual Meeting following their 70th birthday.

### TIME COMMITMENT

The Director shall:

- attend at least four Board meetings, the AM and one annual Board strategy session each year
- allocate sufficient time to meet the expectations of his/her role.

### ROLE, DUTIES AND RESPONSIBILITIES

<b>Strategy:</b>	The Director shall constructively challenge and contribute to the development of the Bank's strategy;
<b>Performance:</b>	The Director shall scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
<b>Risk:</b>	The Director shall satisfy himself that financial information is accurate and that financial controls and systems of risk management are robust and defensible;
<b>Outside Interests:</b>	The Director shall disclose business interests other than those he/she has in the Bank and any potential conflicts of interest with the Bank
<b>Independent:</b>	The Director may seek professional advice in the furtherance of his/her duties as per the Bank's independent professional advice policy
<b>Professional Advice:</b>	
<b>Other:</b>	Any specific responsibilities assigned by the Board