



Charter – Conduct Review Committee

(REVIEW AND APPROVED IN DECEMBER 2019)



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Conduct Review Committee Charter

1. Membership

- 1.1** The Conduct Review Committee of BanyanTree Bank Limited (BTB) will comprise three independent non-executive directors, appointed by the Board of BTB, on the recommendation of the Nomination and Remuneration Committee.
- 1.2** Only members of the Committee have the right to attend Committee meetings. However, the Head of Compliance will be invited to attend meetings of the Committee on a regular basis and other individuals may be invited to attend all or part of any meeting as and when appropriate and necessary.
- 1.3** The Board will appoint the Committee Chairperson. In the absence of the Committee Chairperson, the remaining members present will elect one of themselves to chair the meeting.
- 1.4** The Chairperson of the Board will not be the Chairperson of the Committee.

2. Secretary

- 2.1** The Company Secretary or a nominee of the Company Secretary will act as the Secretary of the Committee and will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.

3. Quorum

- 3.1** The quorum necessary for the transaction of business will be two.

4. Frequency of Meetings

- 4.1** The Committee will meet at least quarterly.

5. Notice of meetings

- 5.1** Meetings of the Committee will be called by the Secretary of the Committee at the request of the Committee Chairperson.

- 5.2** Notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, will be forwarded to each member of the Committee, any other person required to attend and all other non-executive directors, no later than five

working days before the date of the meeting. Supporting papers will be sent to Committee members and to other attendees as appropriate, at the same time.

6. Minutes of meetings

6.1 The Secretary will minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.

6.2 Draft minutes of Committee meetings will be circulated promptly to all members of the Committee. Once approved, minutes would be circulated to all other members of the Board unless in the opinion of the Committee Chairperson it would be inappropriate to do so.

7. Annual General Meeting

7.1 The Committee Chairperson will, if requested by the Company Secretary, attend the annual general meeting to answer any shareholder questions on the Committee's activities.

8. Duties

8.1 Require Management of BTB to establish policies and procedures to comply with the requirements of the Bank of Mauritius Guidelines on Related Party Transactions and the Bank's Policy on Related Party Transactions.

8.2 Review the Bank's policies and procedures on Related-Party Transactions annually or earlier if necessary to ensure their continuing adequacy and enforcement, in the best interests of BTB.

8.3 Review and approve each credit exposure to related parties.

8.4 Ensure that market terms and conditions are applied to all related party transactions.

8.5 Review the practices of BTB to ensure that any transaction with related parties that may have a material effect on the stability and solvency of BTB is identified and dealt with in a timely manner.

9. Reporting Responsibilities

9.1 The Committee Chairperson will report periodically and in any case not less frequently than on a quarterly basis to the Board on matters reviewed by the Committee, including exceptions to policies, processes and limits.

9.2 The Committee will make whatever recommendations it deems appropriate to the Board on any area within its remit where action or improvement is needed

10. Other matters

The Chairman of the Committee is authorized to ensure that the Committee:

10.1 Has access to outside or other independent professional advice as it considers necessary to carry out its duties.

10.2 Has access to sufficient resources in order to carry out its duties, including access to the Bank's secretariat for assistance as required.

10.3 Is provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members.

10.4 Gives due consideration to laws and regulations/ guidelines, and any other applicable rules, as appropriate.

10.5 Arranges for periodic reviews of its own performance and, at least annually, review its charter to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board.

11. Authority

11.1 The Committee is authorised by the Board to obtain, at the Bank's expense, outside legal or other professional advice on any matters within its terms of reference.

End of Charter