



Charter – Nomination and Remuneration Committee

(REVIEWED AND APPROVED IN DECEMBER 2019)



Signed by	Name	Date	Signature
Chairman of the Board	Mr Rajendra Tagore Servansingh		
Chairperson of Nomination and Remuneration Committee	Mr Mark Jenner		

Nomination and Remuneration Committee Charter

1. Membership

- 1.1** The Nomination and Remuneration Committee of BanyanTree Bank Limited (BTB) shall comprise a majority of independent non-executive directors, with a minimum of 3 members nominated by the Board of BTB. **The CEO of the bank shall be a member of the Committee.**
- 1.2** Only members of the Committee have the right to attend Committee meetings. However, **other officers of the bank** and external advisors/**consultants** may be invited to attend for all or part of any meeting, as and when appropriate and necessary.
- 1.3** The Board shall appoint the Committee Chairperson who shall be an independent non-executive director. In the absence of the Committee Chairperson, the remaining members present shall elect one of themselves to chair the meeting from those who would qualify under these terms of reference to be appointed to that position by the Board.
- 1.4** The Chairperson of the Board shall not be the Chairperson of the Committee.

2. Secretary

- 2.1** The Company Secretary or a nominee of the Company Secretary shall 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 shall be two.

3.2

4. Frequency of Meetings

4.1 The Committee shall meet as and when necessary but at least once annually.

5. Notice of meetings

5.1 Meetings of the Committee shall 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, shall 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 shall be sent to Committee members and to other attendees as appropriate, at the same time.

6. Minutes of meetings

6.1 The Secretary shall 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 shall be circulated promptly to all members of the Committee. Once approved, minutes should 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** Recommend to the Board candidates for Board positions, including the Chairperson of the Board and Chairpersons of the Board Committees.
- 8.2** Recommend criteria for the selection of Board members and criteria for the evaluation of their performance.
- 8.3** Satisfy itself that the candidate for appointment to the Board 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.
- 8.4** Prepare for approval of the Board the remuneration and compensation package for directors, company secretary, senior managers, and other key personnel, taking into account the soundness of risk taking and risk outcomes as well as any relevant information available on industry norms. In this regard, the Committee may also recommend the Board to consider 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 of misconduct resulting in financial loss to the Bank.
- 8.5** Recommend to the Board an incentive package, as necessary, to enhance staff performance, while ensuring that incentives embedded within remuneration structures do not incentivise staff to take excessive risk.
- 8.6** Recommend nominees for Board committees.
- 8.7** Comment on the contribution of individual directors to the achievement of corporate objectives as well as on the regularity of attendance of directors at Board and meetings of committees.

8.8 Give full consideration to succession planning for directors and senior executives, taking into account the challenges and opportunities facing the institution and the skills & expertise needed in the future.

8.9 Keep under review the leadership needs of the institution, both executive and non-executive, with a view to ensuring the continued ability of the institution to compete effectively.

8.10 Review and recommend process for performance evaluation

8.11 Administration of the BanyanTree Employee Share Scheme which includes amongst other things approval of related party whose employees would qualify as Eligible Employees, setting the rate of premium for the preceding financial year in the last quarter board meeting and also allocation of the share appreciation rights.

9. Reporting Responsibilities

9.1 The Committee Chairperson shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

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

9.3 The Committee shall produce a report to be included in the annual report about its activities, the process used to make appointments and explain if external advice or open advertising has not been used. Where an external search agency has been used, it shall be identified in the annual report and a statement made as to whether it has any connection with the Bank. The report should also include a statement of the Board's policy on diversity, including gender, any measurable

objectives that it has set for implementing the policy, and progress on achieving the objectives.

9.4 The Committee shall ensure that provisions regarding disclosure of information are fulfilled and produce a report of the Bank's remuneration policy and practices to be included in the Bank's annual report and ensure each year that it is put to shareholders for approval at the AGM. If the Committee has appointed remuneration consultants, the annual report of the Bank's remuneration policy should identify such consultants and state whether they have any other connection with the Bank.

9.5 Through the Chairperson of the Board, ensure that the Bank maintains contact as required with its principal shareholders about remuneration.

10. Other matters

The Committee shall:

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

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

10.3 Be 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 Give due consideration to laws and regulations/guidelines, the principles of The National Code of Corporate Governance for Mauritius and any other applicable rules, as appropriate.

10.5 Arrange 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 for approval.

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