

CORPORATE GOVERNANCE REPORT

COMPANY SECRETARY

The Company Secretary aids and provides guidance to the Board of Directors in a number of key areas, for instance, corporate law, governance and corporate secretarial practice. The Company Secretary also helps the Directors to fulfill their duties while acting with the utmost integrity and independence in the best interest of the Bank.

The duties of the Company Secretary include but is not limited to the following:

- To provide the Board with guidance as to its duties, responsibilities and powers;
- To inform the Board of all legislation relevant to or affecting meetings of shareholders and Directors and reporting at any meetings and the filing of any documents required of the Bank and any failure to comply with such legislation;
- To ensure that minutes of all meetings of shareholders or Directors are properly recorded and all statutory registers be properly maintained;
- To certify in the annual financial statements of the Bank that the Bank has filed with the Registrar of Companies all such returns as are required of the Bank as per the laws and regulations;
- To ensure that a copy of the Bank's annual financial statements and the annual report are sent to every person entitled to such statements or report in accordance to the laws and regulations;
- To ensure that there is a good communication flow within the Board, the Board Committees and between the management and the Non-Executive Directors; and
- To advise the Board on all governance matters.

From July 2020 till May 2021:

During the above period the secretarial functions were done by Neeven N. Parsooramen and Usha Bhurtun as alternate company secretary.

Neeven N. Parsooramen is a Barrister-At-Law duly admitted to the Roll of the Supreme Court of Mauritius and also admitted to the bar of England and Wales. He read for a B.A in Law & Accounting and Finance (Hons) and also an LLM in International Economic and Trade Law in the UK. Having been admitted at the bar of Mauritius since 2011, he has been practicing as a barrister since and appears regularly before the courts of Mauritius. Neeven has a growing litigation practice where he appears regularly as counsel in commercial and civil matters.

Neeven also provides corporate and commercial legal advice in domestic and cross-border transactional matters. Neeven is also appointed as Director to a number of Board of Directors and also act as Company Secretary of a number of companies.

From May 2021 till date:

Subsequently, on 17 May 2021, the Bank selected Jennifer Jean-Louis to serve as Company Secretary alongside her position as CFO. This appointment received all regulatory approvals, including the approval of BOM. Jennifer's profile can be found under the 'Senior Management Team Profile' segment above. The Bank continues to seek a new permanent Company Secretary.

It has also a key role to play in the application of corporate governance within the Bank.

Usha Bhurtun is a practising Barrister-At-Law, who specialises in Commercial and Civil Litigation. Usha read Law in England, and holds an LL.B (Hons) from the London School of Economics and Political Science (L.S.E) and an LL.M with Distinction, from City Law School, London. She has been admitted to the Bar of England and Wales in 2015 and to the Bar of Mauritius in 2016.

Usha is regularly instructed to appear before all the Courts of Mauritius and acts as junior Counsel on behalf corporations and private clients, in matters of commercial disputes and civil claims.

Neeven tendered in his resignation as Company Secretary effective December 2020; upon request of the Board, he continued to provide his services until the onboarding of an appropriate internal Company Secretary. Subsequently, both Neeven and Usha resigned with effective date on 05 May 2021.