

Group Policy on the Suitability of members of the Management Body and Key Function Holders

1. Purpose

The Group is committed to ensuring that persons appointed to the Management Body, the Executive Committee or other assessed person positions are suitable to hold office. This document sets out:

- the criteria for the assessment and re-assessment of the suitability of assessed persons;
- the appropriate process for assessments of assessed person positions;
- the measures to be taken in cases where assessed persons are not suitable; and
- the criteria for Members of the Management Body to qualify as independent.

2. Sectors Affected

This Policy applies throughout the Group, to all persons who hold, or are to be appointed or elected to, an assessed person position of the Bank and its subsidiaries.

3. Policy

The Policy sets out in writing the Group's strategy in assessing the suitability of persons who hold, or who are appointed or elected to, an assessed position on a continuous basis. This is in line with the Code of Conduct and Code of Ethics, professional and ethical values, the culture and long-term interests of the Group. As part of the governance framework of the Group it serves the purpose of providing for prudent and robust risk management of the Group.

The requisite knowledge, experience and abilities of each individual as well as the general requirements for the composition of the Management Body are factors that may ensure that informed and professional decisions are taken for the direction of the Group, the risk management oversight and the regulatory environment it operates in.

In brief the responsibilities of the Group in relation to the legal and regulatory framework are:

- To make the initial and continuous assessment of the suitability of assessed persons on an individual basis and collectively.
- To ensure that assessed persons have sufficient knowledge, skills, experience, and specialisation for the discharge of their duties and responsibilities (*see Appendix A Part 2*).
- To ensure that the assessed persons are of sufficiently good repute and act in honesty, reliability, integrity and independence of mind to effectively assess and challenge the decisions of ExCo, characteristics which promote the culture of compliance in an organisation (*see Appendix A Part 1*).
- To ensure that Members and other assessed persons live in an orderly economic situation and their exposures are in compliance with the Banking Law (*see Appendix A Part 3*)
- To ensure that Members are able to commit sufficient time to perform their functions.



- To ensure that the NCGC adopts the necessary internal policies for the assessment of the suitability of assessed persons taking into account diversity as per the Group Board Diversity Policy.
- To ensure that sufficient human and financial resources are dedicated for induction and on-going training of members of the Management Body.
- To set down the measures implemented when assessed persons are not considered fit and proper.

The suitability assessment is mandatory before the appointment and the information that a position is assessed must be specified in the job description of key function holders and other assessed persons.

Key function holder positions must be regularly reviewed, at least once a year and upon any structural change of the organization.

The NCGC shall set the criteria for the assessment of the suitability of assessed person in accordance with the provisions of the Assessment of the Suitability of Members of the Management Body and Key Function Holders of Credit Institutions Directive of 2020 (the CBC Directive) taking into account the Group Nominations Policy and the Group Board Diversity Policy for members of the Management Body. The Committee shall adopt an appropriate succession plan for the members of the Management Body, taking into account inter alia, the expiry of each member's term of office to avoid multiple members being replaced at the same time.

Criteria to determine if an assessed person is suitable

3.1.1 General criteria

A person must fully satisfy the following criteria to be considered suitable to hold an assessed person position:

- Competence
- Character
- Diligence
- Honesty
- Integrity
- Sound Judgment
- Personal reliability
- Good reputation

A person is considered to be of good repute if there is no evidence to suggest otherwise and no reason to have reasonable doubt about his/her repute. On the opposite end, a person shall not be considered to be of good repute, if his/her personal or business conduct gives rise to any material doubt about his/her ability to ensure the sound and prudent management of the Group.

Notwithstanding the factors included in Appendix A, it remains a matter for the Board to make the final decision as to whether or not a person is suitable to hold an assessed person position.

This decision is subject to the CBC/ECB's powers to disqualify a person from holding an assessed person position or directing that they be not appointed or removed from a position.

3.2 Process for suitability assessments and reassessments

Generally, assessments of a person's suitability for an assessed person position must be conducted:

- Before the person is appointed
- After their appointment should negative information relative to the assessment become known to the Bank and
- When re-appointing Members, if the requirements of the position have changed or if the Member is appointed to a different position within the Management Body
- On an on-going basis.

Assessed persons must inform the Bank immediately should there be any change relative to the information they have supplied on the personal Questionnaire.

By January 31st each year, assessed persons will provide the Company Secretary with a declaration notifying any changes to their circumstances.

The Group will also carry out a suitability assessment if a person is replacing a key function holder when the latter is unable to perform his/her duties and the period of absence exceeds 6 months (or in case of unexpected absence). The personal questionnaire of the replacement must be submitted within 10 days of assumption of the position.

Process of assessment and review

Assessments of suitability are to be built in:

- The Board and the NCGC's procedures for considering candidates for nomination or appointment as a member of the Board.
- The Board's and the RC's procedure for considering candidates for appointment as the Chief Risk Officer and Information Security Officer.
- The Board's and the AC's procedure for considering candidates for appointment as Director of Internal Audit and Director of Compliance.
- Risk Management's process for appointing members of Credit Committees or persons having open approval
- The Group's recruitment and promotion processes for other assessed person positions.

The assessment procedure may commence at the stage of preparing a short-list of candidates for the position. The Bank will require each candidate for Member or Key Function Holder to complete the personal Questionnaire of the CBC and provide relevant information (see Appendix B), which will be assessed by the NCGC, the RC, the AC or the CEO respectively, who will submit relevant recommendations to the Board. Other assessed persons may be required to complete the short questionnaire prepared by CD.

When conducting an assessment, the CD may seek further information from, or clarification for any matter or information, from the person who is the subject of the assessment.

Assessed persons will be provided on an on-going basis with training opportunities, especially in cases where specific needs and skills are identified. In the case of the members of the Management Body the Company Secretary will ensure such training needs are met.

3.2.1 Collective suitability of the Management Body

The collective suitability of the Management Body should be assessed or re-assessed in particular:

- a) When material changes to the composition of the Management Body occur including:
 - Appointment of new Members, including as a result of a direct or indirect acquisition or increase of a qualifying holding in the Bank;
 - Re-appointment of Members, when the requirements of the position have changed or when the Members are appointed to a different position within the Management Body;
 - When appointed or re-appointed Members cease to be members of the Management Body.
- b) When there is a material change to the Group's business model, risk appetite or strategy or structure at individual or group level;
- c) As part of the review of the internal governance arrangements by the Management Body;
- d) In any event that can otherwise materially affect the collective suitability of the Management Body;
- e) On an on-going basis.

It will be a condition of continuing appointment that the candidate provides his/her consent for this information to be gathered and used by the Group for the purpose of the assessment. The consent must also include consent for the information to be provided to the CBC/ECB or CySEC if necessary.

Decision standards for suitability assessments

3.2.2 Suitability considerations

The Group must apply prudent judgment in determining whether the person could be considered suitable for the assessed person position and need not make enquiries about matters that are unlikely to be material.

Notwithstanding that a person may be assessed as unsuitable for a particular assessed person position as a result of a lack of competence for that position or because of a conflict of interest that applies to the duties of that position, the person may still be suitable for another assessed person position as different competencies may apply to that position. Similarly, the Bank must assess whether the Management Body is collectively suitable and sufficiently competent. Individual candidates with strong knowledge in specific areas may compensate deficits of other candidates in these areas. However, any weakness in the composition of the Management Body or its Committees should not necessarily lead to the conclusion that a candidate is not suitable.

3.2.3 When an assessed person is no longer suitable

If the Bank's assessment or re-assessment of an individual concludes that the person is not suitable to be appointed then that person shall not be appointed or if already appointed should be replaced. If the Bank's assessment or re-assessment identifies easily remediable shortcoming in the individual's knowledge, skills experience, appropriate corrective measures should be taken to overcome those shortcomings in a timely manner.

If the Bank's assessment or re-assessment concludes that the Management Body is not collectively suitable then the Bank should take appropriate corrective measures in a timely manner.

Appropriate measures might include but are not limited to:

- a) A replacement of Member or Members;
- b) Adjustment of responsibilities between Members; and
- c) Training of individual members or the Management Body as a whole to ensure that its collective knowledge and experience is sufficient.

If any assessed person becomes aware of any matter which may prevent the person from continuing to be assessed as a suitable person, he/she must immediately notify the CD or the Chairman of the Board who with the assistance of the Company Secretary will arrange for a new suitability assessment to be carried out.

3.2.4 Reporting to the CBC when an assessed person is not suitable

The Bank must inform the CBC without delay of any shortcomings identified concerning any Members and the Management Body's collective composition. The CBC must also be informed

- for any shortcomings identified concerning the Heads of internal control functions or other key function holders.
- When any Non-Executive Member or member of a subsidiary board exceeds the exposure limits set by the Banking Law

The information must include the measures taken or envisaged to remedy those shortcomings and the timeline for implementation.

Should the CBC decide that the measures taken are insufficient it may enforce appropriate corrective measures.

BOC Whistleblowing Policy

The Board has adopted a Group Whistleblowing Policy on disclosure of matters of concern, which is clearly communicated to Members of the Management Body and employees of the Group.

That policy allows and encourages any Member of the Management Body, officer, employee to raise their concerns confidentially, eponymously or anonymously, including reporting on issues that may be relevant to the suitability of a person to hold an assessed person position.

The Group must investigate any information reported in accordance with the Group Whistleblower Policy and ensure that all of the protections and immunities for reporting persons set out in that policy are applied.

3.3 Reporting requirements

The Management Body must ensure that in consultation with the Company Secretary, the Group complies with all reporting requirements. This responsibility is delegated to the CD.

The following information must be reported to CBC for each assessed person:

- The CBC's Questionnaire with all necessary documents attached;
- The privacy statement of the CBC/ECB; and
- A statement of whether the person has been assessed under the Group Policy on the Suitability of members of the Management Body and Key Function Holders.

It is the responsibility of the Group to ensure that the information required above remains correct for all its assessed persons. Notification must be made to CBC within 7 days of any change in the above information as it pertains to an assessed person, or for any new appointment.

In the case of a non-scheduled departure of a Member or Key Function Holder, that person must notify on the day of his/her departure or soon thereafter the CBC explaining the reasons for his/her departure.

By the 31st July of each year a list of all assessed persons as of June 30th is notified to the CBC.

This Policy must be submitted to the CBC once approved by the Management Body. Should there be significant modifications to the Policy the updated Policy is submitted to the CBC within a month from the day of the approval of the updated version.

Monitoring and review

This Policy is monitored as to its application principally by the CD and the NCGC. The Policy will be reviewed and approved by the NCGC at least annually.

Privacy

In carrying out a suitability assessment, personal information (including sensitive information) about an applicant or employee may be collected. Each person must provide the Group with all information and documentation that the Group reasonably requests (including evidence of sound financial standing (including exposures of their connected parties)), and any other information that may be relevant for the purpose of completing a suitability assessment for assessed person positions.

The person to whom the information applies, may in accordance with Law providing for the Protection of Natural Persons with regard to the Processing of Personal Data and for the Free Movement of such Data of 2018 (Law 125(I)/2018), gain access to the information by contacting the CD.

If personal information (including sensitive information) is collected it will be used to:

- Assess a person's suitability
- Comply with legislative and regulatory requirements
- Perform administrative functions including risk management, record keeping, archiving, staff training; and
- Manage the Group's rights and obligations under its license

Assessed persons will be required to sign a privacy statement to be submitted together with the Questionnaire before any assessment can be carried out by the CBC/ECB.

3.4 Document Retention

The Group must:

- Document all information considered in assessing the suitability of a person for a particular role
- Immediately destroy documentation gathered for an unsuccessful applicant relating to assessment conducted as a component of the recruitment process
- Retain documentation relating to the assessment of a person for a role for a period of 7 years following the person ceasing to hold any role.

The CD must ensure that full documentation of all assessments carried out under this Policy is maintained and is available for inspection by the Board or the CBC/ECB at any time.

4. Definitions

Member is a proposed or appointed member of the Management Body of the Group.

An assessed person is:

- A member of the Management Body (Board of Directors);
- A Key Function Holder
- A person with an open approval or a member of a credit committee

A Key Function Holder is:

- A member of the Executive Committee;

- The Head of a Control Function (Internal Audit, Risk Management, Compliance, Information Security);
- The CFO;
- Other staff that report to Board Committees;
- Employees who meet the qualitative or quantitative criteria established in Articles 3 and 4 of Commission Delegated Regulation (EU) 604/2014 defined as MRTs as identified by the Bank and approved by the NCGC.
- Any other person which CD determines as a person that plays a significant role in the management or control of the Group, or that the person's activities may materially impact on the Group's operations; and
- Persons to be appointed or elected to any such position of the Bank and its Regulated subsidiaries.

5. Roles & Responsibilities

All responsibilities should be clearly assigned, explained and monitored (please refer to *Appendix C*)

6. Legal & Other Framework

The legal framework is governed by/includes:

- Business of Credit Institutions Law of 1997 as amended ("Banking Law")
- The Assessment of the Suitability of Management Body and Key Function Holders of Credit Institutions Directive of 2020 issued by the CBC (179/2020) "the CBC Directive"
- The Guidelines on the assessment of the suitability of members of the management body and key function holders issued by the EBA
- The ECB guide to fit and proper
- Directive 2013/36/EU on access to the activity of credit institutions and the prudential supervisions of credit institutions and investment firms (CRD IV).

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Appendix A

Factors to consider when assessing the fitness and probity of assessed persons

Part 1

When considering the reputation and integrity of a person the following circumstances are to be considered as particularly serious and as such damaging to the personal reliability of the candidate.

1. Legal/regulatory proceedings

- The person is disqualified under the criteria set in the Banking Law and the Directive of the CBC
- Grounds for exclusion from a business license according to relevant local Industrial Code
- Convictions under criminal law and accumulation of relevant sanctions under regulatory framework
- Administrative or supervisory action
- Pending judicial proceedings or penal proceedings or ongoing criminal investigations that are relevant for the position to be filled.

If there have been convictions or if proceedings are pending in any country, further information must be gathered and the person concerned shall be contacted directly to provide more detailed information about the actual circumstances of the case at hand.

Whether the facts are relevant or not for a specific position must be determined on a case-by-case evaluation after considering the following criteria:

- Type of convictions
- Amount of penalty or indictment
- Level of appeal
- Punishment received
- Degree of wrongdoing
- Instance which pronounced sentence
- Time elapsed since the sentence
- Surrounding, including mitigating circumstances
- Seriousness of any relevant offence or administrative or supervisory action
- Relevance of the offence or administrative or supervisory action to the proposed position
- Repeated offences
- Impact on the reputation

2. Fulfillment of professional standards

The professional career of the candidate shows a development which allows for the assumption that he has acted in compliance with legal regulations and in a professional way. Indications to the contrary are:

- Exclusion from a managerial function by a regulatory authority



- A demonstrated lack of willingness to comply with legal obligations, regulatory requirements or professional standards, or acting in an obstructive, misleading or untruthful way when dealing with regulatory bodies or a court
- Reprimands, or disqualification, or removal, by a professional or regulatory body in relation to matters regarding the person's honesty, integrity, or business conduct
- Perpetration or participation in negligent, deceitful, or otherwise discreditable business or professional practices;
- Bad repute in any business or financial community or any market
- Gaps in the CV of a candidate

For persons appointed to Credit Committees or hold approval limits No disciplinary measures (excluding verbal or written reprimand).

3. *Orderly economic situation*

- The candidate lives in an orderly economic situation
- No commencement of bankruptcy/liquidation proceedings over the assets of the candidate or of a legal entity on whose business the candidate is (or was) entitled to exert considerable influence.
- Information about the credit standing of the candidate obtained from the relevant local authority or from internal means/channels (e.g. ARTEMIS system) or from a similar foreign institution allows for the conclusion that the candidate handles his/her financial affairs in a prudent manner and/or has not assumed unreasonably high financial obligations.
- Information whether tax payment obligations (or other obligations toward the state) of the candidate are fulfilled.
- For persons appointed to Credit Committees or hold approval limits that they meet the eligibility criteria of Risk Management i.e.
 - Personal accounts do not present arrears /excesses > 30dpd or arrears /excesses >€2.500, both in BOC and other Financial Institutions
 - Staff Account Management Department does not have information that the person is strategic defaulter or constantly presents arrears /excesses on his personal accounts.

Whether the economic situation of a candidate can be considered to be orderly or not shall be evaluated based on data with regard to the existence of insolvency proceedings and the ability of the candidate to fulfill his/her financial obligations.

Non-executive Members or members of other subsidiary boards must not have exposures (including those of their connected parties) of more than €500k as per the Business of Credit Institutions Law of 1997 to 2020.

Part 2

When evaluating the experience, skills and knowledge of potential assessed persons the Group will consider and assess:

The role and duties of the position and the required capabilities;

- The knowledge and skills attained through education, training and practice;
- The practical and professional experience gained in previous positions; and
- The knowledge and skills acquired and demonstrated by the professional conduct of the assessed person

Assessment of experience, skills and knowledge will depend on a number of factors. Such factors will include but not be limited to:

- The person's character, competence and suitability relative to the duties involved, including whether the person:
 - Possesses the necessary skills, knowledge, expertise, diligence and soundness of judgment to undertake and fulfill the particular duties and responsibilities of the particular position;
 - The level and object of the individual's education and whether it is relevant to the banking or financial sector or other relevant sectors such as economics, law, accounting, auditing, administration, financial regulation information technology and quantitative methods may in general be considered as relevant to banking and financial services;
 - Studies equivalent to a university degree or a recognized professional qualification relevant to financial matters and an adequate knowledge of the banking or financial sector;
 - Knowledge in the following fields:
 - a) Banking/Financial markets
 - b) Legal requirements and Regulatory framework conditions
 - c) Strategic planning and corporate management
 - d) Risk management
 - e) Understanding of how banks work and of the risks involved in their activities
 - f) Company organization, governance and control
 - g) Accounting for banks
 - h) Interpretation of bank key figures
 - Adequate professional experience in corporate management or supervisory and control functions.

Below is a non-exhaustive list of relevant skills, referred to above, that the Bank should consider using when performing its suitability assessments:

- **Authenticity:** is consistent in word and deed and behaves in accordance with own stated values and beliefs. Openly communicates his or her intentions, ideas and feelings, encourages an environment of openness and honesty, and correctly informs the supervisor about the actual situation, at the same time acknowledging risks and problems.
- **Language:** is able to communicate orally in a structured and conventional way and write in the national language or the working language of the institution's location.



- **Decisiveness:** takes timely and well-informed decisions by acting promptly or by committing to a particular course of action, for example by expressing his or her views and not procrastinating.
- **Communication:** is capable of conveying a message in an understandable and acceptable manner, and in an appropriate form. Focuses on providing and obtaining clarity and transparency and encourages active feedback.
- **Judgement:** is capable of weighing up data and different courses of action and coming to a logical conclusion. Examines, recognises and understands the essential elements and issues. Has the breadth of vision to look beyond his or her own area of responsibility, especially when dealing with problems that may jeopardise the continuity of the undertaking.
- **Customer and quality-oriented:** focuses on providing quality and, wherever possible, finding ways of improving this. Specifically, this means withholding consent from the development and marketing of products and services and to capital expenditure, e.g. on products, office buildings or holdings, in circumstances where he or she is unable to gauge the risks properly owing to a lack of understanding of the architecture, principles or basic assumptions. Identifies and studies the wishes and needs of customers, ensures that customers run no unnecessary risks and arranges for the provision of correct, complete and balanced information to customers.
- **Leadership:** provides direction and guidance to a group, develops and maintains teamwork, motivates and encourages the available human resources and ensures that members of staff have the professional competence to achieve a particular goal. Is receptive to criticism and provides scope for critical debate.
- **Loyalty:** identifies with the undertaking and has a sense of involvement. Shows that he or she can devote sufficient time to the job and can discharge his or her duties properly, defends the interests of the undertaking and operates objectively and critically. Recognises and anticipates potential conflicts of personal and business interest.
- **External awareness:** monitors developments, power bases and attitudes within the undertaking. Is well-informed on relevant financial, economic, social and other developments at national and international level that may affect the undertaking and also on the interests of stakeholders and is able to put this information to effective use.
- **Negotiating:** identifies and reveals common interests in a manner designed to build consensus, while pursuing the negotiation objectives.
- **Persuasive:** is capable of influencing the views of others by exercising persuasive powers and using natural authority and tact. Is a strong personality and capable of standing firm.
- **Teamwork:** is aware of the group interest and makes a contribution to the common result; able to function as part of a team.
- **Strategic acumen:** is capable of developing a realistic vision of future developments and translating this into long-term objectives, for example by applying scenario analysis. In doing so, takes proper account of risks that the undertaking is exposed to and takes appropriate measures to control them.



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- **Stress resistance:** is resilient and able to perform consistently even when under great pressure and in times of uncertainty.
 - **Sense of responsibility:** understands internal and external interests, evaluates them carefully and renders account for them. Has the capacity to learn and realises that his or her actions affect the interests of stakeholders.
 - **Chairing meetings:** is capable of chairing meetings efficiently and effectively and creating an open atmosphere that encourages everyone to participate on an equal footing; is aware of other people's duties and responsibilities.

Part 3

The evaluation of governance criteria will depend on the following:

- The person does not have a potential conflict of interest in performing the duties of the assessed person position or, if there is a conflict of interest, the Bank must conclude that the conflict will not create a material risk that the person will fail to perform properly the duties of the position.
- The individual is able to commit the necessary time to his duties
- The individual's ability to perform his duties independently without undue influence from others
- The overall composition of the Board, the collective knowledge and experience
- Where the person is also a member of the board or manager of one or more entities, the proposed appointment is not incompatible with other positions held by the same person and does not create conflict of interest
- The number of directorships which may be held by a member of the Board at the same time shall not exceed the following combinations of directorships at the same time:
 - One executive directorship and two non-executive directorships or
 - Four non-executive directorships(executive or non-executive directorships held within the same group count as a single directorship, while directorships which do not pursue predominantly commercial objectives shall not count)

In exceptional cases the CBC may authorize members of the Board to hold one additional non-executive directorship

Independence of mind criteria

When assessing the person's ability to perform their duties independently, without undue influence from other persons the following should be considered:

- a) The necessary behavioral skills including:
 - Courage, conviction and strength to effectively assess and challenge the proposed decisions of other members of the Management Body
 - Ability to ask questions to the executives; and
 - Ability to resist 'group think'
- b) Conflicts of interest to an extent that would impede their ability to perform their duties independently and objectively

Independence criteria

A member is regarded as not being independent if it meets one or more of the Independence criteria (Appendix 2 of the Board of Directors Manual). The mere fact of meeting one or more situations does not immediately disqualify a person from being independent. In such a case the Bank must be able to demonstrate to the CBC why the member should be considered independent.

Appendix B

Information to be provided by any assessed person

- 1) CBC Questionnaire
- 2) ECB Personal Data Statement
- 3) A current CV including position held and key area of responsibility, the number of subordinates, the activities and size of the employer etc.
- 4) A certified copy of current passport/id*
- 5) Certified copies of academic qualifications*
- 6) Certified copies of professional qualifications*
- 7) Recent Original Police Report from the police authorities of country of residence (if this is not provided a criminal background check from relevant agencies could serve purpose)
- 8) Recent certificate of non-bankruptcy or confirmation from internal means/channels (e.g. ARTEMIS system)
- 9) Two personal references. Ensure that one of the references is from the most recent employer.
- 10) Consent to Personal Data Processing (for the Bank's KYC purposes)

Additionally, candidate members of the Management Body must also provide the following:

- 11) Declaration as per Articles of Association (article 92)
- 12) Declaration as per art. 2.13 of the Irish Companies Act 2014
- 13) Confidentiality declaration
- 14) Conflict of Interest declaration
- 15) CSE Independence declaration
- 16) CSE Annex 18
- 17) MiFID declaration
- 18) Market Abuse declaration

**Certified by lawyer or Apostile or by the Head of Legal Services in BOC Group*

The CD performs a preliminary assessment of any assessed person and submits a report to the NCGC. Once the NCGC recommends the appointment to the Board, then the above information is collected by the CD who submits the assessment report to the CBC.

Appendix C

RESPONSIBILITIES IN RELATION TO ASSESSMENT OF FITNESS & PROBITY

Board of Directors	<p>The application of this Policy and the assessment of the fitness and probity of assessed persons is the responsibility of the Board. However, the Board may, in accordance with this Policy, delegate all or some of its functions to a committee of the board or to particular officers or employees of the Group.</p> <p>The Board is committed to ensuring that each person who holds an assessed person position has the appropriate skills and experience in line with the role that they hold, and will make all final determinations on the fitness and probity of assessed persons.</p>
NCGC	<p>The NCGC has the ultimate responsibility for</p> <ul style="list-style-type: none"> • Making recommendations for nomination to the Board • Assessments of Board nominees • Re-assessments of Board members • Annually reviewing the key function holder position and MRTs <p>With the assistance of the CD and the Company Secretary, it is responsible for providing the necessary supporting evidence for the recommendation to the Board on these matters. Furthermore the Committee must implement a framework to achieve diversity in the Board within a reasonable amount of time and a framework for the sound and appropriate recruitment process for the nomination, selection, reappointment and succession of the members.</p> <p>The Committee must ensure that the shareholders are informed in good time through the Bank's website and through printed form during the Annual General Meeting with regard to:</p> <ul style="list-style-type: none"> • The requirements of the position • The profile of the candidate • The fact that the appointment is subject to the approval of the CBC/ECB.
HRRC	<p>The HRRC is responsible to review succession planning for Senior Management annually and to approve the organizational structure of the Bank whenever there are changes or at least annually.</p>
CEO	<p>The CEO with the assistance of the Human Resources Division has a significant input on the succession plans and makes recommendations to the HRRC and on the assessments of the assessed persons and makes recommendations to the NCGC.</p>
Company Secretary	<p>The Company Secretary must act as a source of information and advice to members of the Management Body and facilitate the flow of information within the Management Body and its committees, between senior management and non-executive directors and between Heads of internal control functions and non-executive directors. Among other duties he must:</p> <ul style="list-style-type: none"> • Arrange induction programmes for non-executive Directors, assist the Chairperson in assessing and meeting the training needs of members • Assist the Chairman in the annual evaluation of individual members • Provide sufficient information to shareholders for the election of director, including: <ul style="list-style-type: none"> ○ A description of the individual's qualifications, experiences and competences ○ A description of the roles and responsibilities for that particular vacancy ○ Time commitment expected



	<ul style="list-style-type: none"> ○ An explanation why the Board considers the appointment of that individual appropriate ● Liaise/cooperate with CD ● Keep an updated record of all subsidiary boards
CD	<p>The CD is responsible to ensure that all individuals and committees who have a responsibility under this Policy fulfill their responsibilities in a timely and diligent manner by:</p> <ul style="list-style-type: none"> ● Ensuring that appropriate fit and proper assessments are carried out for each assessed person. ● Gathering information for assessments in relation to existing assessed persons or candidates for appointment to the Management Body. ● Making submissions about any matters that are relevant to a particular assessment of an assessed person's suitability and ensuring that the appropriate reporting to the relevant supervisory authorities is completed. ● Following up any queries or clarifications requested by the authorities. ● Maintaining an archive of all submissions to regulators and supervisory bodies. ● Ensuring that matters relating to this Policy are brought to the attention of the NCGC. ● Ensuring that the Group takes all reasonable steps to protect the information and documents collected for fit and proper assessments from misuse, unauthorized access, modification or disclosure. ● Maintaining records of the suitability assessments on an individual and collective basis for the predefined period. ● Reporting to the CBC by the 31st of July on the composition of the Board, its committees and the composition of the boards of subsidiary companies as at 30th June annually. <p>The CD checks the plausibility of the information provided by the assessed person and if necessary carries out its own investigation (internet, press archives etc).</p>
Human Resource Division	<p>The Director of Human Resources:</p> <ul style="list-style-type: none"> ● Keeps and maintains an updated list of all assessed person positions and assessed persons in the Group, in addition to details of the competencies and training required for each assessed person position. ● Annually prepares succession plans and submits to HRRC for approval ● Gathers information for assessments in relation to new key function holder positions; and ● Provides assistance to the CEO for identification and assessment of assessed persons.
Internal Audit	<p>Internal Audit in accordance with its risk-based procedures carries out periodic reviews of relevant controls & procedures in relation to the Assessment of the Fitness & probity of assessed persons, in order to provide assurance as to the effective implementation of the provisions of this policy.</p>
Risk Management	<p>Assesses and appoints persons holding open approvals and persons sitting on Credit Committees.</p>
All assessed persons	<p>All must adhere to the rules of this policy.</p>

