

HSBC Bank (Mauritius) Limited (The “Company”)

Statements of Accountabilities



Board of Directors

The following principles shape the accountabilities and duties of the constituent members of the Board of Directors of the Company:

- ◆ The Board's overarching duty is to supervise the management of the Company and its affairs
- ◆ The Directors are committed to establishing and maintaining good governance processes involving the Board, board committees and management
- ◆ The Board Charter, together with the terms of reference/mandates of the Board, board committees, the Board's policies, the position statements for the chairs of the Board and of the board committee, and this accountability statement for the Directors, form the cornerstones of the Board's governance system
- ◆ Directors are expected to work collegially to fulfil the mandates of the Board and its committees

The accountabilities of the Directors include the following:

Knowledge, Skills and Expertise

- ◆ Each Director should be familiar with the Board Charter, the terms of reference of the board committees on which he/she serves, the Board's policies, and other key documents are the framework of the Board's corporate governance system
- ◆ Each Director will be well informed on the major affairs and operations of the Company and the economic and political environment in which the Company operates; with a particular emphasis on those elements that fall within the mandate of any Board and the board committees of which he/she is a member

Personal Qualities

- ◆ Each Director will foster and promote the integrity of the Board and a culture where the Board works collectively for the long-term benefit of the Company and its shareholder(s)
- ◆ Directors are selected for their integrity and character, sound and independent judgment, breadth of experience, insight and knowledge and business acumen. Directors are expected to bring these personal qualities to their role as a Director of the Company, and apply sound business judgment to help the Board make informed decisions and provide thoughtful and insightful counsel to senior management

Integrity

- ◆ Directors are expected to possess and demonstrate the highest personal and professional integrity at all times, to adhere, in letter and spirit, to the standards of the Company's Code of Conduct

Compliance with Board Policies

- ◆ The Board maintains written policies that address a number of subjects, including Continuing Education, Conflict of Interest, Mandatory Retirement and Change of Circumstance and Share Ownership. It is each Director's individual accountability to ensure their adherence to these matters in both letter and spirit

Participation in Board & Committee Meetings

- ◆ Directors are expected to demonstrate their commitment to the Board through preparation for and participation in Board and board committee meetings
- ◆ Board meeting dates will be established sufficiently in advance to minimize conflict with other commitments with Directors' schedules. Accordingly, Directors are expected to make every reasonable effort to attend all Board and board committee meetings, if not in person then by electronic means

- ◆ The Board and board committee materials are provided to the Directors in advance of all meetings. Directors are expected to (a) have reviewed these materials prior to attending, and (b) be prepared to engage in meaningful discussion and provide considered, constructive and thoughtful feedback and commentary at meetings, expressing opinions and asking such questions to enable the Board to exercise its sound and prudent judgment in both its decision making and advising management

Assessment of Performance

- ◆ The Board is responsible for assessing the performance of individual directors, as well as the effectiveness of the Board, board committees and Directors are expected to actively, thoughtfully and frankly participate in this process to promote continuous improvement of governance processes and the Directors' effectiveness
- ◆ Directors are expected to raise and discuss any concerns they may have regarding the effectiveness of the Board, board committee or an individual director with the Board Chair (unless the effectiveness of the Chair is called into question, in which case, Directors are expected to raise and discuss their concerns with either the board committee chairs

Chairperson

The accountabilities of the Board Chairperson include the following:

- ◆ Provides leadership to the Board
- ◆ Ensures that the Board is effective in its duties of setting out and implementing the Company's strategy
- ◆ Ensures that board committees are properly structured with appropriate terms of reference
- ◆ Presides over conducts meetings effectively
- ◆ Advises and provides support and supervision to the Chief Executive Officer
- ◆ Ensures that the Directors receive accurate, timely and clear information
- ◆ Ensures that the development needs of the Directors are identified and that appropriate training is provided to continuously update their skills and knowledge
- ◆ Oversees the succession planning process and maintains sound relations with shareholder(s)

Chief Executive Officer

The accountabilities of the Chief Executive Officer include the following:

- ◆ Manages the day-to-day operations of the Company
- ◆ Develops and executes the operating and strategic plans of the business in line with the policies set down by the Board
- ◆ Consults regularly with the Chairperson and the Board on matters which may have a material impact to the Company
- ◆ Acts as a liaison between management and the Board
- ◆ Provides leadership and direction to senior management
- ◆ Builds, protects and enhances the Group's brand value

- ◆ Ensures the Group has implemented the necessary frameworks and structures to identify, assess and mitigate risks
- ◆ Ensures the maintenance of a sound internal control system

Company Secretary

The accountabilities of the Company Secretary include the following:

- ◆ Ensures compliance with all relevant statutory and regulatory requirements
- ◆ Develops and circulates the agenda for Board and board committee meetings
- ◆ Ensures effective information flows, as well as to provides comprehensive practical support to the Directors
- ◆ Facilitates proper induction of the Directors and provides guidance to them in terms of their roles and responsibilities
- ◆ Assists the Chairperson in governance processes such as the Board and Committee performance and evaluation
- ◆ Ensures effective communication with shareholder(s) and that shareholders' interests are maintained