

GOVERNANCE FRAMEWORK

Sound corporate governance is implicit in Investec's values, culture, processes, functions and organisational structure. The board sets the tone from the top in the manner in which it conducts itself and oversees the structures and the framework for corporate governance.

Investec Bank (Mauritius) Limited ("the bank") is a wholly owned subsidiary of Investec Bank Limited which is a wholly owned subsidiary of Investec Limited. Investec operates under a Dual Listed Companies (DLC) structure and considers the corporate governance principles and regulations both of the UK and South Africa before adopting the appropriate standard for the group which also complies with requirements in both jurisdictions.

The bank also offers private wealth and investment services via its wholly owned subsidiary, Investec Wealth & Investment (Mauritius) Limited which is regulated by the Financial Services Commission.

The bank recognises that an effective and efficient governance framework provides a solid basis for transparent decision making which reflects the importance that we place on honesty, integrity, quality and trust. The bank operates within a clearly defined governance framework which provides for delegation of authority with clear lines of responsibilities while retaining effective control. The bank is a public interest entity as defined by the National Code of Corporate Governance for Mauritius and is led and controlled by a unitary board of directors. The board is collectively responsible for the performance, reputation and governance of the bank.

The board has established seven sub-committees as well as various management committees and forums to assist it in discharging its duties and responsibilities. The board has put in place a reporting mechanism to ensure that matters affecting the overall affairs and reputation of the bank are escalated to the board by the chairperson of the sub-committees. The day-to-day running of the business of the bank has been delegated to the management executives.

- ▮ [IBM Latest Corporate Governance report](#)
- ▮ [IBM Constitution](#)
- ▮ [Organisational chart and major accountabilities](#)

Board and board committees

Board

The board seeks to exercise leadership, integrity and judgement in pursuit of strategic goals and objectives, to achieve long-term sustainability, growth and prosperity. The board operates within the Investec group's governance framework. It provides leadership for the bank within a framework of prudent and effective controls which allows risks to be assessed and managed. The board approves the bank's strategy and ensures that the bank complies with all applicable laws and regulations, guidelines and standards as well as the bank's Code of Ethics.

- ▮ [Board charter](#)

The Board charter is approved by the board and is reviewed on an annual basis.

Board Committees

The board is supported by its committees which assist in the effective performance of its duties by providing in-depth focus on specific areas and making recommendations on matters delegated to them, such as,

amongst other matters, risk, internal control, financial reporting, strategy, and remuneration. Through the committees, the board ensures that the bank and its subsidiary is managed in line with its objectives. Considering the evolving and challenging environment in which the bank operates, the board recognises that governance must be dynamic to meet current and future business requirements. Accordingly, further committees may be formed as and when required.

▮ [Committees' terms of reference and compositions](#)

The committees' composition and terms of reference are approved by the board and are reviewed on an annual basis.

Directors

Directors should act in good faith in the best interests of the bank. They have a responsibility to carry out their duties diligently, in an honest manner, with reasonable competence and act within the scope of their authority. They must consistently attend board meetings and devote sufficient time to ensure familiarity with the bank's business and environment. Directors should ensure observance of confidentiality provisions of non-public information disclosed to them. They must act in a manner which enhances and maintains the reputation of the bank at all times.

The board comprises of five directors; one executive and four non-executive. Four of the directors are male and one director is female. Three of the five directors are resident in Mauritius while the other two directors are resident in South Africa. The current directors of the bank are as follows:

[David M Lawrence](#)

BA(Econ) (Hons), MCom
Chairman

[Zarina BM Bassa](#)

B Acc, Dip Acc, CA(SA)

[Craig C McKenzie](#)

BSc, MSc (Agric Economics), CFA
Chief executive officer (CEO)

[Pierre de Chasteigner du Mée](#)

ACEA, FBIM, FMAAT

[Ramdeo \(Dev\) Erriah](#)

LLB, LLM, TEP, Barrister-at-law (Grays Inn)

Secretary

[Prithivirai Jeewooth](#)

FCCA

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(Click on names to view biographies)

Director nomination and appointment process

For the board of directors to effectively oversee the affairs of the bank, it should have the appropriate balance of skills, experience, independence and knowledge of the organisation to enable them to discharge their respective duties and responsibilities effectively.

The board considers that the skills, knowledge, experience and attributes of the directors as a whole are appropriate for their responsibilities and the bank's activities. The directors bring a range of skills, knowledge and experience to the board including:

- International business and operational experience
- Understanding of the economics of the sectors in which the bank operate
- Knowledge of the relevant regulatory environments
- Financial, accounting, legal and banking experience and knowledge.

The skills, knowledge and experience profile of the board and its committees are regularly reviewed to ensure an appropriate and relevant composition from a governance, succession and effectiveness perspective. The process of evaluating the skills and composition of the board is ongoing and is kept under regular review in order to ensure that appropriate plans for succession to the board are in place, and that the board retains its effectiveness at all times. The directors are subject to re-election/re-appointment at each annual meeting.

▮ [Appointment process of non-executive directors](#)

▮ [Terms and conditions of the appointment of non-executive directors](#)

Role and responsibilities of chairpersons, chief executive officer and company secretary

The Board charter as well as the position statements, which have been approved by the board, provides for a clear definition of the roles and responsibilities of the chairpersons, executive and non-executive directors as well as the company secretary. The role of the chairperson of the board is distinct and separate from that of the chief executive and there is a clear division of responsibilities with the chairperson leading the board and the chief executive managing the bank's business on a day-to-day basis.

[Position statements](#)

Internal Audit Function

The internal audit function of the bank is managed at a group level and is tasked with providing the board with an independent and objective opinion as to the bank's control environment in relation to the risks it faces. Internal audit recommends enhancements to risk management, control and governance processes where weaknesses are identified.

A representative from group internal audit reports at each audit committee meeting and has a direct reporting line to the chairperson of the audit committee. He/she operates independently of executive management, but has access to the chief executive officer and the chairperson of the audit committee.

Annually, Investec group internal audit conducts a formal risk assessment of the bank's business from which a comprehensive risk-based annual audit plan is derived. The assessment and programme are validated by executive management and approved by the audit committee.

The group internal audit team comprises well-qualified, experienced staff and ensures that the function has the competence to match the bank's diverse requirements. Where specific specialist skills or additional

resources are required, these are obtained from third parties as appropriate. The internal audit resources are subject to review by the audit committee.

The audit committee receives a report on significant issues and actions taken by management to enhance related controls

Relationship with shareholders and other stakeholders

Stakeholder engagement and collaboration are deeply entrenched into our business model and help to improve our decision-making and relationships, towards achieving our goals and creating transformational change.

As a responsible corporate citizen, the bank strives to make a sound and sustained contribution to the economies, environments and communities in which it is involved. It is committed to nurturing clearly-defined, close-knit, fair, transparent, impactful and lasting relationships with internal and external stakeholders towards delivering mutual benefits over the short, medium and long term.

The bank believes in making a positive contribution to the society and the environment in which it operates. Its strategy is to focus on projects and initiatives relating to education, environment and sports development.

The bank criteria for assessing projects are:

- Ability to make a meaningful difference
- Capacity to deliver sustained benefits
- Measurability
- Potential to engage co-sponsors to increase leverage and provide an integrated solution
- Opportunity for staff involvement. Investec encourages its staff to contribute and participate in our CSI programme.

[Sustainability report](#)

Code and rules

The board has the duty of ensuring that the bank complies with all the relevant laws, regulations and codes of business practice. View the codes and policies which are approved by the board and which are reviewed on an annual basis.

- ▮ [Code of ethics](#)
- ▮ [Conflict of interest policy](#)
- ▮ [Related Party transactions policy](#)
- ▮ [Information, information technology and information security policies](#)