Capital Raising and Investor Relations Policy

Capital Policy | Global

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Replace all references to “the Company” with your organisation’s name.

Document Control

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Contents

1. Purpose

This Policy establishes the governance framework under which the Company raises capital and communicates with existing and prospective investors. It defines the instruments the Company may issue, the approvals required before any capital raising commences, the due diligence and disclosure standards that apply to Offer Materials, and the controls that ensure all investors receive accurate, consistent and timely information.

As a regulated financial institution, the Company's ability to raise good-quality capital on reasonable terms is fundamental to its safety and soundness. Capital raising activity must therefore be planned through the Company's ICAAP and Capital Management Plan, executed only with Board approval and, where required, prior engagement with the Company's prudential regulator, and conducted in full compliance with the securities, fundraising and market conduct laws of every jurisdiction in which an offer is made.

This Policy also protects the integrity of the Company's investor relationships. Whether or not the Company's securities are [listed on a securities exchange], the Company holds itself to the disclosure and fair treatment standards of the IOSCO principles and the G20/OECD Principles of Corporate Governance, so that no investor is advantaged by selective access to Material Information.

This Policy is approved by the Board of Directors and is owned by the Chief Financial Officer, who is accountable for its implementation and annual review.

2. Scope

This Policy applies to the Company and to [all controlled entities], and binds all directors, employees, secondees, contractors and any third parties (including advisers, arrangers, brokers and mandated referrers) authorised to act for the Company in connection with capital raising or investor relations.

It covers:

- issuance of ordinary shares and any other CET1-eligible instruments;
- issuance of Additional Tier 1 and Tier 2 instruments, where permitted under the capital framework applied by the Company's prudential regulator;
- subordinated and other wholesale debt raised for capital or funding purposes;
- buy-backs, capital reductions, conversions, redemptions and other capital management actions requiring supervisory approval;
- all communications with investors, prospective investors, analysts and proxy or governance advisers, including roadshows, briefings, investor updates and responses to enquiries; and
- secondary trading facilitation in the Company's securities, including any internal share transfer matching process.

Deposit products, securitisation funding and ordinary wholesale funding programmes are outside the scope of this Policy and are governed by the Liquidity Risk Policy, except where an instrument is intended to qualify as regulatory capital. Communications with regulators are governed by the Regulator Notifications and Engagement section of this Policy; communications with the media are governed by the [External Communications Policy], which is a separate document the Company must produce and maintain, but must be consistent with this Policy where they touch on capital or Material Information.

Jurisdictional application. This Policy states international best practice drawn from the Basel Framework, IOSCO principles and related standards. The Company must map its requirements to the securities, prudential, market conduct and companies law of each jurisdiction in which it operates, offers securities or maintains a listing, documenting that mapping in its compliance obligations register. The General Counsel owns that register, must review it at least annually and before any offer into a jurisdiction in which the Company has not previously offered securities, and must report any gap to the CFO and to the Board Risk Committee at its next scheduled meeting, which must direct its remediation and record an owner and due date. Where local law imposes a stricter or additional requirement, local law prevails.

3. Definitions

Term	Definition
Additional Tier 1 Capital (AT1)	Capital instruments that meet the Basel Framework eligibility criteria for inclusion in Tier 1 Capital other than as Common Equity Tier 1 Capital, being perpetual, subordinated instruments with fully discretionary distributions and going-concern loss absorption through conversion or write-down, as implemented by the Company's prudential regulator.
Authorised Spokesperson	A person expressly authorised under this Policy to communicate with investors, prospective investors, analysts or media on behalf of the Company.
Capital Instrument	Any security or instrument issued by the Company that is intended to qualify, in whole or in part, as regulatory capital under the capital framework applied by the Company's prudential regulator, or that otherwise raises equity or subordinated debt funding.
Capital Management Plan	The Board-approved rolling multi-year plan, maintained as part of the ICAAP, that sets out the Company's capital targets and buffers and projects its capital position, sources and uses of capital, planned issuance, contingent capital actions and distributions under base and stressed conditions.

Common Equity Tier 1 Capital (CET1)	The highest-quality component of regulatory capital, comprising paid-up ordinary shares, retained earnings and eligible disclosed reserves that satisfy the Common Equity Tier 1 criteria, less the regulatory adjustments and deductions prescribed by the Basel Framework definition of capital as implemented by the Company's prudential regulator.
Disclosure Document	A prospectus, offering circular, registration statement or equivalent offer document that applicable securities law requires to be prepared, and where required registered or approved, before securities are offered to a class of investors.
Due Diligence Committee (DDC)	The committee established under this Policy to verify the accuracy and completeness of Offer Materials for a capital raising and to manage the Company's and its officers' liability for defective disclosure under applicable securities law.
Exempt Offer	An offer of securities that applicable securities law permits to be made without a Disclosure Document, for example an offer confined to professional, institutional, accredited or otherwise qualified investors, a private placement, or an offer below a statutory size or offeree-number threshold.
Internal Capital Adequacy Assessment Process (ICAAP)	The Company's documented process, contemplated by Pillar 2 of the Basel Framework, for identifying and measuring all material risks, determining the capital needed to support them, and assessing, managing and maintaining capital commensurate with its risk profile and strategy, including under stress.
Inside Information	Information relating to the Company, its securities or other financial products that is not generally available and that, if it were generally available, a reasonable person would expect to have a material effect on the price or value of those securities or products.
Material Information	Information concerning the Company that a reasonable investor would expect to influence a decision to acquire, hold or dispose of the Company's securities, or the price at which they would do so.
Offer Materials	Any document or presentation used to

	offer or promote the Company's securities, including Disclosure Documents, information memoranda, investor presentations, term sheets, roadshow materials and data-room contents.
Point of Non-Viability (PONV)	The point at which the Company's prudential regulator determines that conversion or write-off of capital instruments is necessary because the Company would otherwise become non-viable, triggering the loss-absorption provisions required in AT1 and Tier 2 instruments under the Basel Framework.
Professional Investor	An investor that applicable securities law classifies as professional, institutional, accredited, qualified or wholesale, and to whom securities may be offered without a Disclosure Document subject to the conditions of the relevant exemption.
Selective Disclosure	The disclosure of Material Information to one investor, or a subset of investors or analysts, before that information has been made available to all holders of the Company's securities on an equivalent basis.
Tier 2 Capital (T2)	Gone-concern subordinated instruments that meet the Tier 2 eligibility criteria in the Basel Framework definition of capital, including a minimum original maturity of five years, amortisation for capital purposes in the final five years, and loss absorption at the Point of Non-Viability.

4. Regulatory Framework

The key legislation, regulations and standards relevant to this document include (as amended from time to time):

Instrument / Standard	Relevance
Basel Framework — Definition of Capital (CAP standards)	Sets the CET1, AT1 and Tier 2 eligibility criteria, as implemented by the Company's prudential regulator, that every Capital Instrument must satisfy before inclusion in regulatory capital.
Basel Framework — Supervisory Review Process (SRP), Pillar 2	Requires the ICAAP and Board-owned capital planning that drive the timing, sizing and instrument mix of capital raisings.
Basel Framework — Pillar 3 Disclosure	Prescribes the public prudential

End of preview

This is a preview extract. The complete document continues beyond the pages shown here.

The full document is supplied as a single, fully editable Microsoft Word (.docx) file immediately after purchase — including every remaining section, the definitions, the regulatory framework references and all appendices and templates.

Bracketed prompts such as [30 days] mark the points where your own thresholds, committee names and local regulatory references are inserted.