# Governance Policy

Governance Policy | Global

Version 2.0 · July 2026 · Confidential — Internal Use

*This document is a template intended to be reviewed, tailored and approved by your organisation before use.*
*Replace all references to “the Company” with your organisation’s name.*

# Document Control

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# Contents

1. Purpose
2. Scope
3. Definitions
4. Regulatory Framework
5. Governance Principles
6. The Board of Directors
7. Board Committees
8. Director Fitness, Appointment, Renewal and Performance
9. Company Secretary
10. Delegation to the CEO and Management
11. Senior Management Accountability
12. Board Reporting and Information Standards
13. Group, Subsidiary and Listed-Entity Governance
14. Roles and Responsibilities
15. Breaches, Training and Review
Appendix A: Board and Committee Composition Requirements — Summary
Appendix B: Instrument of Delegation — Minimum Contents Checklist
Policy Administration

# 1. Purpose

This Policy sets out the corporate governance framework of the Company: the role, composition and operation of the Board of Directors, the Board committee structure, the appointment, renewal and assessment of directors, the delegation of authority to management, and the arrangements by which individual accountability for the Company's operations is documented and enforced. It gives effect to the BCBS Corporate Governance Principles for Banks and the G20/OECD Principles of Corporate Governance (2023), and to the governance requirements of applicable law in the Company's operating jurisdiction(s).

The purpose of the framework described in this Policy is to ensure that the Company is directed and controlled by a Board that is appropriately sized, skilled and independent; that the respective roles of the Board and management are clearly defined and separated; that authority is delegated deliberately and monitored; and that responsibility for every material area of the Company's operations rests with a named individual.

This Policy is owned by the Company Secretary and approved by the Board of Directors. It is a Board-level policy: material amendments may be approved only by the Board.

# 2. Scope

This Policy applies to the Company and, where the Board so determines under section 13, to each subsidiary of the Company. It binds all directors, the Chief Executive Officer, Accountable Executives, senior managers, Key Function Holders, the Company Secretary and, to the extent it describes obligations relevant to them, all employees and contractors of the Company.

This Policy governs corporate governance arrangements. It does not restate, and must be read together with, the following separate documents: the Board Charter and each Board committee charter; the Fit and Proper Policy; the Remuneration Policy and Framework; the Conflicts of Interest Policy; the Risk Management Framework and Risk Appetite Statement; and the Instrument of Delegation. Where this Policy conflicts with a legislative, regulatory or listing-rule requirement applicable to the Company, that requirement prevails.

Product governance, design and distribution arrangements are outside the scope of this Policy and are addressed in the Company's Product Governance and Distribution Policy.

Jurisdictional application. This Policy states international best practice drawn from the frameworks listed in the Regulatory Framework section. The Company must map the requirements of this Policy to the company law, prudential regulation and listing rules of each jurisdiction in which it operates, and record that mapping. The Company Secretary owns that mapping, must review it at least annually and on any material change to applicable local law, and must report any unmapped requirement to the Board at its next scheduled meeting. Where the law of a jurisdiction imposes a stricter or additional requirement, local law prevails and must be applied.

## 3. Definitions

| Term | Definition |
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| Accountable Executive | A director or member of senior management to whom the Board or Chief Executive Officer has assigned named, documented individual accountability for a business line, function or material risk class of the Company, including any person registered, certified or designated under the senior manager accountability regime applicable in the Company's jurisdiction(s). |
| Responsibility Statement | A written statement recording the areas of the Company's operations for which an Accountable Executive has individual responsibility, in the form required by any senior manager accountability regime applicable in the Company's jurisdiction(s) or, absent such a regime, in the form approved by the Board. |
| Responsibility Map | A single document showing the names and responsibilities of all Accountable Executives and the reporting lines between them, maintained so that every material area of the Company's operations is owned by a named individual without gaps or unintended overlaps. |
| Board | The Board of Directors of the Company, being the body with ultimate responsibility for the direction, oversight and sound and prudent management of the Company, and the approving authority for this document. |
| Board Charter | The document approved by the Board that sets out the Board's role, responsibilities, composition, meeting procedures and the matters reserved to it. |
| Chairperson | The independent non-executive director appointed by the Board to lead the Board and to oversee the processes by which the Board discharges its role. |
| Independent Director | A non-executive director who is free from any interest, relationship or association — including one arising from a substantial shareholding, past executive employment, or a material supplier, customer or adviser |

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| | relationship — that could materially interfere, or be perceived to interfere, with the exercise of independent judgement, assessed against the criteria in the Board Charter and applicable law. |
| Non-executive Director | A director who is not a member of the Company's management and does not perform an executive role within the Company or its group. |
| Instrument of Delegation | The Board-approved document that records the authorities delegated by the Board to the Chief Executive Officer and, through the Chief Executive Officer, to management, including monetary limits, excluded matters and conditions of exercise. |
| Material Personal Interest | A direct or indirect interest of a director in a matter relating to the affairs of the Company, whether financial or non-financial, that is of substance and has the capacity to influence the director's judgement or vote on that matter, assessed by reference to this Policy and any definition under applicable local law. |
| Matters Reserved to the Board | The decisions that may be made only by the Board and that are excluded from every delegation, as listed in the Board Charter and the Instrument of Delegation. |
| Key Function Holder | A person, other than a director or member of senior management, who heads a control function or another function whose sound operation is material to the Company's safety and soundness or gives significant influence over its risk profile, including the heads of risk management, compliance, internal audit and actuarial functions where those roles exist. |
| Fit and Proper | The standard of competence, experience, honesty, integrity, financial soundness and freedom from disqualification that directors, senior managers and Key Function Holders must meet on appointment and on an ongoing basis, as set out in the Company's Fit and Proper Policy. |
| Board Skills Matrix | The Board-approved statement of the skills, knowledge, experience and attributes that the Board collectively requires, used to assess current composition, plan succession and guide |

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| | director recruitment. |
| the Company | The organisation to which this Policy applies, as identified on the cover page, together with any subsidiary to which the Board extends this Policy under section 13. |

## 4. Regulatory Framework

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

| Instrument / Standard | Relevance |
|---|---|
| BCBS Corporate Governance Principles for Banks | Primary international reference for this Policy: Board responsibilities and qualifications, Board committee structure, the roles of senior management, risk governance and the position of control functions. |
| G20/OECD Principles of Corporate Governance (2023) | Global benchmark for Board responsibilities, shareholder rights, disclosure, and the treatment of conflicts of interest and related-party transactions, against which this Policy is framed. |
| BCBS Core Principles for Effective Banking Supervision (2024 revision) | Supervisory expectations for corporate governance of banks (Core Principle 14), including Board composition, oversight of senior management and supervisory access to the Board. |
| FSB Principles for Sound Compensation Practices and Implementation Standards | International standards for remuneration governance, deferral and malus/clawback that inform the Board Remuneration Committee's mandate and the accountability consequences in this Policy. |
| FSB toolkit: Strengthening Governance Frameworks to Mitigate Misconduct Risk (2018) | Practices for individual accountability, responsibility mapping and cultural drivers of misconduct reflected in the senior management accountability section of this Policy. |
| ISO 37000:2021 Governance of organizations — Guidance | International guidance on governance principles, delegation, oversight and accountability used to benchmark the design of the Company's governance framework. |
| IIA Global Internal Audit Standards (2024) | Requirements for Board (Audit Committee) oversight of the internal audit function, its independence, mandate and unrestricted access, reflected in the committee mandates in this Policy. |

# 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.