

CORPORATE GOVERNANCE REPORTING TEMPLATE FOR ISSUES OF SECURITIES TO THE PUBLIC
 TO BE FILLED IN LINE WITH THE REQUIREMENTS OF THE CODE OF CORPORATE GOVERNANCE PRACTICES FOR ISSUERS OF SECURITIES TO THE PUBLIC, 2015

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| Company Name: | | NCBA GROUP PLC |
| Reviewer's Name | Company market to book ratio at end of financial year | 0.98 |
| | No of outstanding shares at end of financial year | 1,647,519,532 |
| | Closing price of stock at end of financial year | 38.95 |
| Stock Code - NCBA | Net sales as per Income Statement at end of financial year | 7,660,874,000 |
| Sector - Financial Services | Net profit as per Income Statement at end of financial year | 6,839,883,000 |
| Year - 2023 | Total debt (short and long term) as per Balance Sheet at end of financial year | 0 |
| Date of Financial Year End - 31 December 2023 | Total equity as per Balance Sheet at end of financial year | 65,498,519,000 |
| | Total no. of Board members at end of financial year | 11 |
| | No. of independent directors at end of financial year | 4 |
| | No. of non-executive directors at end of financial year | 9 |

Group Company Secretary:



Group Managing Director:



Chairman - Governance and Nominations Committee:



| No. | Mandatory or 'apply or explain' | Part No. | Question | Kenya Code Reference | Application - FA, PA or NA - See Notes 1, 2, 3&4 | Application or Explanation - Note 3 & 4 | Source of Information |
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| A INTRODUCTION | | | | | | | |
| 1 | M | A.1 | Has the company developed and published a Board Charter which is periodically reviewed and which sets out the Board responsibility for internal control? | 1.1.2, 2.6.2, 6.3.2 | FA | - The Company has developed a Board Charter, which has been published on the Group's website. - The Board Charter sets out the Board's responsibility for internal control under Parts B. 1.2 on "Governance Structure"; C. 1. on "Powers, Roles and Responsibilities of the Board"; C. 2.1.4 on "Oversight"; C. 2.4 on "Internal Controls and Risk Management". - The Board Charter is periodically reviewed to keep it up to date with changing circumstances and/or regulations. The review is conducted at least every two (2) years, with the last review having been undertaken in February 2022 and due for review in the current year 2024. | a) Board Charter (Part B Sec. 1.2 under "Governance Structure" - Page 11; Part C Sec. 1.4.11 under "Powers, Roles and Responsibilities of the Board" - Page 29; Part C Sec. 2.1.4 under "Oversight" - Page 31; Part C Sec 2.4 on "Internal Controls and Risk Management" - Page 33; and generally, Part C Sec. 2.1 on "Oversight" - Pages 31-32); b) Website: (https://ncbagroup.com/board-charter/); c) Statement on Corporate Governance - Integrated Report 2023, pp. 102 - 127 with specific highlights on pp. 60-63 covering internal controls, enterprise risk management framework and internal audit, pp. 117-120 on board committees and activities of the board audit and risk committee, pp. 106-107 & 114-115 on the Board, its key responsibilities and meetings and activities, and p. 121 on management committees; d) Statement of Directors' Responsibilities - Integrated Report 2022, p. 126. NB: Integrated Report accessible via https://ncbagroup.com/investor-reports/ncba-group-plc-annual-report-and-financial-statements-2023/ and Board Charter a) Board Charter (Part B, Sec. 12-14, pp. 20-26 and Part C, Sec. 1-3 & 11, pp. 28-38 & 46-47); b) Statement on Corporate Governance - Integrated Report 2023, pp. 102-127, pp. 106-107, pp. 121; ; and c) Statement of Directors' Responsibilities - Integrated Report 2023, p. 136. |
| 2 | M | A.2 | Do the Board Charter or company documents distinguish the responsibilities of the board from management in line with Code requirements? | 1.1.2, 2.3.1, 2.3.2, 2.6.2 | FA | The Board Charter and Group policies clearly distinguish the responsibilities of the Board from those of Management. The roles of the Board and Management are distinct, separate and documented. | a) Board Charter (Part B, Sec. 12-14, pp. 20-26 and Part C, Sec. 1-3 & 11, pp. 28-38 & 46-47); b) Statement on Corporate Governance - Integrated Report 2023, pp. 102-127, pp. 106-107, pp. 121; ; and c) Statement of Directors' Responsibilities - Integrated Report 2023, p. 136. |
| 3 | A or E | A.3 | Is there a statement indicating the responsibility of Board members for the application of corporate governance policies and procedures of the company? | 1.1.6 | FA | Yes. The statement indicating the responsibility of the Board members for the application of corporate governance is included in the Board Charter. | a) Board Charter, Part A, Sec. 2 and 3, pp. 8-11; and b) Statement on Corporate Governance - Integrated Report 2023, pp. 102 - 105 & pp. 136. |
| 4 | M | A.4 | How has the Board ensured all directors, CEOs and management are fully aware of the requirements of this Code? | 1.1.6 | FA | The company's Board and Senior Management periodically receive updates on the status of application of the requirements of the Code, through reports from Management on the existing organisational practices, and Board Governance and Nominations Committee deliberations. | a) Statement on Corporate Governance - Integrated Report 2023, pp. 102 - 105; and b) Board Governance & Nominations Committee Meeting Minutes. |
| 5 | M | A.5 | Do company documents indicate the role of the Board in developing and monitoring the company strategy? | Part II - Overview, 2.3 | FA | The Board Processes section of the Board Charter outlines the Board's role vis-a-vis the Group's strategy including the review cycle, approval, planning and monitoring of execution. This includes provisions for periodic review of the Strategic Plan, approval of the strategy, business plans and annual budgets and of any subsequent material changes in strategic direction or material deviations in business plans. The Board monitors execution of the strategy and also receives business unit strategy updates regularly from Management. | a) Board Charter, Part B, Sec. 1, 1.1 p. 11; Part C, Sec. 1, 1.4.1-1.4.4, 2, 2.2.3. & 15 pp. 28, 32 & 55; b) Integrated Report - The Group's Business Reports; c) Statement on Corporate Governance - Integrated Report 2023, pp. 106 - 107, 109 & 114 -115; d) Report of the Directors - pp. 130 - 136; and e) Board Executive and Strategy Committee Terms of Reference. |
| 6 | A or E | A.6 | Does the company strategy promote sustainability of the company? | 2.3.6 | FA | While the Board oversees and provides guidance, the Executive Management team manages NCBA's response to climate change. Board and senior management oversight of ESG, climate-related risks and opportunities and sustainable finance is supported by embedding dedicated targets and key performance indicators within our established governance structure and operating rhythm. Board oversight of climate-related risks and opportunities is supported by establishing clear roles and responsibilities for the Board and Board committees. | a) Board Charter, Part A, Sec 2.1 & 2.4.7 pp. 8 & 9; Part B, Sec. 1.2 p. 11 & Part C Sec. 1.1, 1.4.3 & 2.2.3 pp. 28 & 32; b) The Integrated Report 2023; Group Chairman's and Group Managing Director's Statements pp. 6-13 & 22-27; ESG & Climate Related Disclosures pp. 64 - 97, Citizenship pp. 86-90; Corporate Governance pp. 102 including ESG Policy pp. 112 |
| 7 | M | A.7 | Are all board committees governed by a written charter/terms of reference, disclosing its mandate, authority, duties, composition, leadership and working processes? | 2.2.2 | FA | The Group Board has four committees that support the Board in discharging its duties and responsibilities. These committees operate in accordance with written terms of reference approved by the board, disclosing the mandate, authority, duties, composition and leadership. | a) Board Charter, Part B, Sec. 12 pp. 20-23; and b) Terms of Reference of the respective Board Committees and composition referenced on pp.117 - 120, and 102 - 127 of the Integrated Report 2023. |
| B BOARD OPERATIONS and CONTROL | | | | | | | |
| 8 | M | B.1 | Has the Board established a Nomination Committee comprised mainly of independent and non-executive Board members? | 2.1.2, 2.2.2 | FA | The Board has established a Board & Governance Committee that is comprised of two(2) independent non-executive directors and one non-executive director in accordance with the provisions herein, | a) Board Charter Part B Sec. 4.2 and 12, 12.7 pp.13/14 & 21; b) Board Governance and Nominations Committee Terms of Reference; and c) Corporate Governance Statement in the Integrated Report 2023, pp. 102 - 103, 108, 127 with cross reference to pp. 16 - 17 for Committee members' profiles. |
| 9 | M | B.2 | Is the chairperson of the Nomination Committee an independent director? | 2.2.3 | FA | The Chairman of the Governance & Nominations Committee is an Independent Director. | a) Board Charter, Part B, Sec. 12, 12.6.6 p.21; b) Board Governance and Nominations Committee Terms of Reference; and c) Corporate Governance Statement in the Integrated Report 2023 with cross reference to p. 16 of the report on the Committee Chairman's profile. |
| 10 | M | B.3 | Has the board adopted and published procedures for nomination and appointment of new Board members? | 2.1.1, 2.1.7 | FA | The Board Charter states that the Board is responsible for identifying its members and recommending them for election by the shareholders. The Board delegates the screening process involved to the Board Governance and Nominations Committee. The procedures for nomination are included in the Committee's Terms of Reference. | a) Board Charter, Part B Sec. 4 pp. 13-15; b) Company's Articles of Association; and c) Corporate Governance Statement in the Integrated Report 2023, pp. 106--107, 110 and 117-120. |

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| 11 | M | B.4 | Is the Board size adequate for the exercise of the company business? | 2.1.4 | FA | The current Board size and composition is sufficient as guided by the Company's Articles of Association, guidance of the CBK Prudential Guidelines, and governance requirements of the complex financial services Group that NCBA encompasses. The Board structure allows for fruitful discussions which enable appropriate, swift and prudent decisions for the sustainability of the Group's businesses. | a) Board Charter Part B, Sec. 3 p. 13; b) Company's Articles of Association; c) Register of Directors and structure of the Boards' Committees; and d) Corporate Governance Statement in the Integrated Report 2023 pp. 16 - 17, 106 - 107, 114 - 120 & 127. |
| 12 | A or E | B.5 | Has the Board adopted a policy to ensure the achievement of diversity including (age, race and gender) in its composition? | 2.1.2, 2.1.3, 2.1.5, 2.5.1 | FA | The Company's Board Charter outlines the principles that the Board, through the Group Board Governance and Nominations Committee, subscribes to in ensuring appropriate Board Membership Criteria, with Board responsibility for reviewing - annually - the appropriate skills, characteristics, diversity and inclusivity requirements. | a) Board Charter, Part B Sec 4, 4.4 & 4.8.5 pp. 14 & 15; b) Board Governance and Nominations Committee Terms of Reference; c) Skills, age and gender details as outlined in the profiles of the Directors as provided on the Company's Website (https://ncbagroup.com/board/); and d) Corporate Governance Statement in the Integrated Report 2023, pp. 16-17, 110 & 117-120. |
| 13 | M | B.6 | Do the Board members represent a mix of skills, experience, business knowledge and independence to enable the discharge of their duties? | 2.2.1 | FA | The Board Charter calls for consideration of individuals from various disciplines, diverse backgrounds and gender representation. The Board Members possess different skills and expertise as outlined under the brief profile of Directors on the Group website (www.ncbagroup.com) and as disclosed via the Integrated Report. The Governance and Nominations Committee also reviews - annually - the appropriate skills and characteristics required of Board members. | a) Board Charter, Part B Sec 4, 4.4 & 4.8.5 pp. 14 & 15; b) Brief profile and skills set representation of Directors on the website (https://ncbagroup.com/board/); and c) Integrated Report 2023, pp. 16-17, 110 & 117 - 120. |
| 14 | M | B.7 | Has the board adopted and applied a policy limiting the number of board positions each Board member may hold at any one time? | 2.1.6 | FA | The Company's Board Charter has set limits for Board Members and Executive Management vis-à-vis Board positions in other companies. The policy is in line with the Code. | a) Board Charter Part B, Sec. 11 pp. 19-20; b) Directors' disclosures and a register of other directorships is maintained by the Group Company Secretary and is available for review during inspection; and c) Disclosures in the Integrated Report 2023 via the Directors' profiles and accompanying notes, pp. 16 - 17. |
| 15 | M | B.8 | Have any Alternate Board members been appointed? If so, have the Alternate Director/s been appointed according to regulation and Code requirements? | 2.1.6, 2.1.7 | FA | The Company has not appointed Alternate Directors. However, the Company's Board Charter has set out the qualification criteria and procedures for the nomination and appointment of Alternate Board Directors, which is the same as that required in the appointment of substantive Board Directors, subject to body corporates being non-eligible for appointment as Alternate Directors. | a) Board Charter Part B, Sec. 8, p. 17; and b) Board Governance and Nominations Committee Terms of Reference. |
| 16 | M | B.9 | Are independent directors at least one-third of the total number of Board members? | 1.1.2, 2.1.3, 2.4.1 | FA | The Board, during the year 2023 comprised a mix of Executive and Non-Executive Directors. Two (2) of the Eleven (11) Directors were Executive Directors, Nine (9) were Non-Executive, with five (5) of them being Independent; this surpassed the minimum one-third requirement stipulated in the Code. | a) Board Charter, Part B - Sec. 2.2, pp. 12-13; b) Register of Directors held by the Group Company Secretary which is available for inspection; c) Board Governance and Nominations Committee Terms of Reference; and d) Corporate Governance Statement in the Integrated Report 2023, pp. 106 & 116, with cross reference to the Board profiles and designations and accompanying notes on pp. 16-17. |
| 17 | A or E | B.10 | Does the Board have policies and procedures to annually assess the independence of independent Board members? | 2.4.1 | FA | The Company's Board Charter stipulates that the Board will determine who the independent members are on an annual basis. This activity has been delegated to the Group Board Governance & Nominations Committee, whose Terms of Reference (TORs) outlines the Committee's role of reviewing the composition of the Board as determined by the Board. The Committee bears responsibility for the annual assessment of the independence of the Board members and status of Independent Board Members. | a) Board Charter, Part B, Sec. 2.2, 2.3 & 2.6, pp. 12-13 & 34; b) NCBA Group Corporate Governance Policy - Board Appointment Procedures (Guiding Principles), and Corporate Governance Policy Standards (Independence); c) Terms of Reference of the Board Governance & Nominations Committee; and d) Corporate Governance Statement - Integrated Report 2023, pp. 17, 103, 106 - 108, 111 & 117 - 120. |
| 18 | M | B.11 | Do all independent Board members have a tenure of less than 9 years? | 2.4.2 | FA | All Independent Directors have a tenure of less than 9 years on the Board. In addition, the Company's Board Charter states that the tenure of Independent non-executive directors shall not exceed 9 years. Details of the Independent Directors' tenure on the Company's Board has been outlined in the biographies within the Integrated Report (i.e. date of appointment to the Board). | a) Board Charter, Part B - Sec. 2.2.10 & 7.2, pp. 13 & 17; and b) Corporate Governance Statement of the Integrated Report 2023, pp. 16 - 17. |
| 19 | M | B.12 | Is the Board comprised of a majority of non-executive board members? | 2.1.3 | FA | The Company's Board comprises a mix of Executive and Non-Executive Directors. Nine (9) of the Eleven (11) Directors during the year 2023 were Non-Executive. | a) Board Charter, Part B - Sec. 2.4, p. 13; and b) Director's Profiles on the website (https://ncbagroup.com/board/) and the Integrated Report 2023, pp. 16 - 17 & 106 - 108. |
| 20 | M | B.13 | How does the Board ensure a smooth transition of Board members? | 2.1.8 | FA | The Company's Board has an adequate number of Directors to ensure continuity. The Board Charter imposes (in line with the Articles of Association of the Company), a term limit (by way of retirement of the longest serving Directors during the AGM) of three (3) years for each Director / one third of all Directors - excluding the Executive Directors. This ensures minimal disruption to Board activities, and provides for an enabling environment for smooth transition of Board members should the need arise. The Directors also support collective Board growth and development through participation via Board Committees, thus ensuring smooth transition as a result of broad knowledge of the operations of the Company. | a) Board Charter, Sec. 7.1 & 7.3, pp. 16-17; b) Company's Articles of Association; and c) Corporate Governance Statement in the Integrated Report 2023, pp. 106, 107 (Key Board Responsibilities), 117 - 120 & 132 (Directors' Contracts of Service). |
| 21 | M | B.14 | Has the Board established an effective Audit Committee according to Code requirements? | | FA | The Company's Board has set up a Group Board Audit and Risk Committee with clear Terms of Reference. The Committee comprises three (3) non-executive Directors, all of whom (including the Chairperson) are Independent Non-Executive Directors. The members hold professional qualifications in finance, audit and/or accounting. | a) Board Charter, Part B, Sec. 12.7, p. 21; b) Terms of Reference of the Board Audit & Risk Committee; and c) Corporate Governance Statement in the Integrated Report 2023, pp. 60 - 63, 104, 105 and 117 - 120. |
| 22 | M | B.15 | Are the functions of the Chairperson and the Chief Executive Officer exercised by different individuals? | 2.3.3 | FA | The Company's Chairman is a Non-Executive Director while the Group Managing Director is an Executive Director. The Board Charter clearly outlines the division of the responsibilities between the functions of the Chairman and the Group Managing Director. | a) Board Charter, Part B, Sec. 13 & 14, pp. 23-26; and b) Corporate Governance Statement in the Integrated Report 2023, pp. 16-17 (profiles and designations) & 109 (roles). |
| 23 | M | B.16 | Is the Chairman of the Board a non-executive board member? | 2.3.4 | FA | The Chairman of the Board is a Non-Executive Director. In addition, the regulatory requirements of the regulators of the Group, i.e. CBK and CMA is such that the Chairman can only be a Non-Executive Director. | a) Board Charter, Part B, Sec. 13.1, p. 23; and b) Integrated Report 2023, pp. 16 (Chairman's profile). |
| 24 | A or E | B.17 | Has the Board established procedures to allow its members access to relevant, accurate and complete information and professional advice? | 2.3.5 | FA | The Company's Board structure and policies have been designed to facilitate access to key information, including work plans to guide meeting discussion content, regular updates from Management and involvement in Board Committees to enable full participation in their areas of professional expertise. In addition, the Board Charter and Board Committees' Terms of Reference provide that in furtherance of their duties, the Company's Board may take in independent professional advice if necessary, at the company's expense. | a) Board Charter, Part B, Sec. 12.23 & Part C, Sec. 1.4.24, pp. 23 & 30; b) Terms of Reference of the respective Board Committees; and c) Corporate Governance Statement in the Integrated Report 2023, pp. 114 - 116 (Board meetings and activities). |
| 25 | M | B.18 | Has the Board adopted a policy on managing conflict of interest? | 2.3.8 | FA | The Board Charter contains numerous provisions on the avoidance of conflict of interest, including incorporating a Directors' Code of Conduct with a dedicated section on conflict of interest management. The Board has also established a Group Code of Conduct and Ethics, which outlines the policy provisions on conflict of interest, including requiring disclosure of any such conflicts. At every Board/ Board Committee meeting, Directors are required to disclose any actual, potential or perceived conflicts of interest. This is a standing agenda item at each Board and Committee meeting. | a) Board Charter - Part A, Sec. 3.5, p. 11, Part B, Sec. 6.3, 11.1, 11.6 & 12.6.4 pp. 16 & 19, 21; Part C, Sec. 2.7.2.5/16, 17.2 & 18.3/5/8, pp. 35/36, 56 & 57; and Appendix I, Sec. 1 & 2, pp. 59-60. b) Directors' letters of appointment; c) Minutes of Board and Committee meetings; and d) Corporate Governance Statement in the Integrated Report 2023, pp. 112, 117 - 120 and 60 - 63 (ERM). |

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| 26 | M | B.19 | Has the Board adopted a policy on related party transactions to protect the interests of the company and all its shareholders and which meets the requirements of the Code? | 2.3.7 | FA | The Group has in place various provisions on related party transactions under its Credit Risk, Human Resources and Code of Conduct and Ethics policies to address related party transactions. Annually, the Directors submit their declaration of related party exposures and/or transactions made via the Integrated Report. | a) Various Group policies including Credit Risk, Human Resources and Group Code of Conduct and Ethics; b) Notes to the financial statements in the Integrated Report - Note 43, pp. 222 - 223; and c) Corporate Governance Statement in the Integrated Report, 2023, pp. 102 |
| 27 | M | B.20 | Has the company appointed a qualified and competent company secretary who is a member in good standing of ICPSK? | 2.3.9 | FA | The Group Company Secretary is a qualified and competent Company Secretary, who is a member in good standing of the Institute of Certified Secretaries (ICS) of Kenya. | a) Board Charter, Part B, Sec. 15.1-15.3, p. 26; and b) Corporate Governance Statement in the Integrated Report 2023, pp. 112 & 127 with cross reference to p. 17 for details on his profile. |
| 28 | A or E | B.21 | Has the Board adopted policies and processes to ensure oversight of sustainability, environmental and social risks and issues? | 2.3.2, 2.3.6 | FA | The Company's Board Charter contains provisions on matters sustainability, environmental and social risk issues, and the Board has also established a Group Environmental and Social Management System (ESMS) Policy and Corporate Citizenship Policy, which inform strategy formulation and as part of the Board's reviews and deliberations. While the Board oversees and provides guidance, the Executive Management team manages NCBA's response to climate change. Board and senior management oversight of ESG, climate-related risks and opportunities and sustainable finance is supported by embedding dedicated targets and key performance indicators within our established governance structure and operating rhythm. Board oversight of climate-related risks and opportunities is supported by establishing clear roles and responsibilities for the Board and Board committees. | a) Board Charter, Part C - Sec. 2.2.3 p. 32 ; b) ESMS and Citizenship Policies; and c) Corporate Governance Statement in the Integrated Report 2023, pp. 64 - 97 (ESG & Climate Related Risks Disclosures), 65 - 70 (Citizenship Pillars), 106 - 107 (Board responsibilities), 110 (competencies), 114 - 116 (Board activities), 112 (policy), and 124 (stakeholder engagement). |
| 29 | A or E | B.22 | Has the Board developed an annual work-plan to guide its activities? | 2.6.3 | FA | The Company's Board has developed an annual Work Plan, which guides the key activities and agenda items to be discussed at meetings. The agenda items are aligned to the Board and Board Committee calendars, as well as significant meetings such as the AGM. | a) Company's Board Work Plan; b) Board Charter, Part C, Sec. 12.1 p. 47 ; and c) Corporate Governance Statement in the Integrated Report 2023, pp. 109, 117 - 120 and 122 - 123 on Group Company Secretary Role, Board Work Plan, Board Governance and Nominations Committee responsibilities and key activities and Board activity enhancements respectively. |
| 30 | M | B.23 | Has the Board determined, agreed on its annual evaluation process and undertaken the evaluation or the performance of the Board, the Board Committees, the CEO and the company secretary? | 2.6.4, 2.8 | FA | The Company's Board undertook an annual evaluation of the performance of the Board as a whole, the Directors individually, each Board Committee, the Chairman, the Group Managing Director and the Group Company Secretary. Board Evaluation for the year ended 2023 was undertaken by an independent governance specialist and the report which also includes areas of recommendation was tabled before the Board. | a) Board Charter, Part C, Sec. 8 pp. 43-44; and b) Corporate Governance Statement in the Integrated Report, 2023, pp. 109 (Company Secretary role), 114 - 115 (Board key activities), 122 (Board Evaluation), 120 (Board Governance and Nominations Committee responsibilities and key activities) and 130 - 136 under Directors' remuneration. |
| 31 | A or E | B.24 | Has the Board established and applied a formal induction program for incoming members? | 2.7.1 | FA | The Boards had no new members that required to undergo induction during the year. However, the Board Charter stipulates that the Board (through the office of the Group Chairman and Group Company Secretary) and Management shall conduct a comprehensive induction process through a review of background material, meetings with senior management and visits to the Group's facilities. The Company has an induction framework, which outlines the required information to enable new Directors become familiar with the Company's operations, senior management and the business environment. | a) Board Charter, Part C - Sec. 6 pp. 41-42; b) Terms of Reference of the Governance and Nominations Committee; and c) Corporate Governance Statement in the Integrated Report 2023, pp. 109 (role of Group Chairman and Group Company Secretary), 111 (Board Induction, Training and Professional Development), 120 (Board Governance and Nominations Committee responsibilities and key activities). |
| 32 | A or E | B.25 | Do Board members participate in on-going corporate governance training to the extent of 12 hours per year? | 2.7.3 | FA | The Board Charter outlines the measures that the Board shall undertake to ensure Directors' Continuous Skills Development. This includes an expectation to engage in continuing education for at least twelve (12) hours on governance related education in order to improve both Board and Committee performance. In 2023, the Directors were kept up to date with key developments through both online and in person training sessions facilitated by external experts. Highlights of the Board training include: Climate Change Risk Management, The Bank and Board of the Future: Leadership & Governance, Leading in Rainy Days, and a 3-day Strategy Retreat incorporating insights on corporate development and culture among other focal areas defining the Group's strategic objectives. | a) Board Charter, Sec. 7.6, pp. 42; b) Board Governance and Nominations Committee Terms of Reference; and c) Corporate Governance Statement in the Integrated Report 2023, pp. 111- 112 (Training and Professional Development), 114 - 115(key Board activities), 122 (Board Evaluation), 120 (Board Governance and Nominations Committee responsibilities and key activities) and 123 (Board practices enhancements). |
| 33 | A or E | B.26 | Has the Board set up an independent Remuneration Committee or assigned to another Board committee the responsibility for determination of remuneration of directors? | 2.9.2 | FA | The Boards utilizes the services of the established Group Board Governance & Nominations Committee whose responsibility includes determination of remuneration of Directors. The Board Remuneration policy is disclosed in the Integrated Report and the remuneration paid to Directors is within limits imposed by shareholders. | a) Terms of Reference of the Governance and Nominations Committee; b) Board Charter, Part C, Sec. 9, pp. 44-45; c) Board Remuneration, Attraction & Retention Policy contained within the Group Corporate Governance Policy; d) Directors' Remuneration Report in the Integrated Report 2023, pp. 130 -136; and e) Corporate Governance Statement in the Integrated Report 2023, pp. 112 (policy) and 120 (Board Governance and Nominations Committee responsibilities and key activities) and 123 (Board practices enhancements). |
| 34 | M | B.27 | Has the Board established and approved formal and transparent remuneration policies and procedures that attract and retain Board members? | 2.9.1 | FA | The Board has established a consolidated Board Remuneration and Attraction and retention Policy that was approved by the shareholders during the year 2024 Annual General Meeting. The Board Governance and Nominations Committee bears responsibility for reviewing Board remuneration, and annually prepares a disclosure report that is published through the Group's Annual Report. | a) Board Charter, Part C - Sec. 9.1 & 9.2, p. 44; b) Minutes of the meeting of the Board Governance & Nominations Committee and the Annual General Meeting; c) Board Remuneration, Attraction & Retention Policy contained within the Group Corporate Governance Policy; d) Directors' Remuneration Report in the Integrated Report 2023, pp. 130 -136; and e) Corporate Governance Statement in the Integrated Report 2023, pp. 120 (Board Governance and Nominations Committee responsibilities and key activities). |
| 35 | M | B.28 | How does the Board ensure compliance with all applicable laws, regulations and standards, including the Constitution and internal policies? | 2.10, 2.10.1, 2.10.2 | FA | The Group has independent Internal Audit and Risk Management and Compliance Departments, headed by Senior Officers who report directly to the Board Audit and Risk Committee. The Departments are tasked with providing assurance services aimed at ensuring compliance with the Constitution, all applicable laws, regulations and standards, and the Group's internal policies. Further, the Board Audit and Risk Committee meets regularly to review the Internal Control and Risk Management and Compliance matters as reported in relation to compliance on applicable laws and regulations. The Board also requires the undertaking of a periodic Legal and Compliance Audit to determine the level of compliance with applicable laws, regulations and standards, and appointed an independent legal and compliance auditor who concluded the review during the course of the year. | a) Board Charter, Part C - Sec. 1.4.14 & Sec 2.4 and 2.7.2.20/21 pp. 29, 33 & 36 respectively; b) Internal Audit and Enterprise Risk Management & Compliance Programs and Reports; and c) Corporate Governance Statement in the Integrated Report, pp 102 - 105 touching on the following: (structure), (Principles and guidelines), (Board responsibilities), 114 - 116 (Board meetings and activities), 108, 117 - 120 (Committee responsibilities and key activities), 121 (Management Committees responsibilities), 123 (Compliance with Laws, Regulations and Standards), 60 -63 (Controls, Risk Management and Audit) and the Auditor's Opinion. |
| 36 | M | B.29 | In the past year, has the Board organized a legal and compliance audit to be carried out on a periodic basis? | 2.10.3 | FA | The Board Charter stipulates that the Board should undertake an independent legal and compliance audit once every two years by a legal professional in good standing with the Law Society of Kenya and that besides this an internal legal and compliance audit be carried out on an annual basis with the objective of establishing the level of adherence to applicable laws, regulations and standards. The Independent Legal and Compliance Audit was concluded during the course of the year and the auditor's opinion has been disclosed in the Integrated Report. | a) Board Charter, Part C - Sec. 2.7.2.20/21, p. 36; b) Reports to the Board Audit & Risk and Board Governance and Nominations Committees; and c) Corporate Governance Statement in the Integrated Report 2023, p. 123 |

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| 37 | A or E | B.30 | Has the Board subjected the company to an annual governance audit? | 2.11.1 | FA | The Board Charter stipulates that the Company's Board should undertake an independent governance audit. In line with the agreement between the Authority and issuers, the Board commissions an independent Governance Audit once every two years to assess the level of compliance with sound governance practices. The last Governance Audit was conducted for the year 2023, while an update on the activities undertaken vis-a-vis the recommendations made in order to enhance the Group's governance practices has been disclosed in the current Integrated Report. | a) Board Charter, Part C - Sec. 19 pp. 57-58 ; b) Corporate Governance Statement in the Integrated Report 2023, pp. 123 |
| C RIGHTS of SHAREHOLDERS | | | | | | | |
| 38 | M | C.1 | Does the governance framework recognize the need to equitably treat all shareholders, including the minority and foreign shareholders? | 3.0 Overview, 3.2.1 | FA | Part B, Section 2.2 of the Board Charter, which is aligned to the Articles of Association, stipulates that the Board believes that as a matter of policy and to enable adequate representation and protection of the rights of minority shareholders, there should be a substantial number of Independent Non-Executive Directors on the Board. The Group's Governance Framework recognises the need for equitable treatment of all shareholders, and has developed the requisite policies to implement this aspect. | a) Board Charter, Part B - Sec. 2.2, p. 12; b) NCBA Group Corporate Governance Policy (re: p. 101 of the Integrated Report); and c) Corporate Governance Statement in the Integrated Report 2023, pp. 4 (Commitment to Intergrated Reporting), 32 - 33 (Themes Affecting our Business), 6-13 & 22-27 (Group Chairman's and Group MD's Statements), 102 (Governance Framework - Fairness), 110 (Competencies), 112 - 113 (Policies) and 124 (Communication with Stakeholders). |
| 39 | M | C.2 | Other than at the AGM, how does the Board facilitate the effective exercise of shareholders' rights? | 3.1.1 | FA | Stakeholders receive relevant information on the Group's performance through the distribution of integrated reports and accounts, quarterly results and material disclosures as a matter of best practice. Such reports and disclosures are availed across multiple communication channels such as the Group's website, newspapers and investor briefings. The Shares Registrar is also involved in disseminating information to the Group's shareholders on their rights. | a) Group Website (https://ncbagroup.com/); b) Quarterly newspaper publications; c) Shares Registrar's engagement with the Group's shareholders; and d) Corporate Governance Statement in the Integrated Report 2023, pp. 102 (Governance Framework - Fairness), 106-107(The Board) and 124 (Communication with Stakeholders). |
| 40 | M | C.3 | How does the Board facilitate shareholders participation at the AGM? | 3.1.1 | FA | As a matter of practice, the Group Board facilitates Shareholders' participation at the AGM by publishing relevant information, sending notices to attend the AGM, enabling the appointment of proxies, providing secure mechanisms for voting and giving members the opportunity to not only present matters for discussion at the AGM, but also to ask questions prior to and during the AGM. | a) Notice of AGMs, Questions and Responses from shareholders posted on the website; b) Minutes of AGMs; and c) Notes to the Notice of the AGM in the Intergrated Report, pp. 230 - 234 NB: Notes and tutorials are accessible on the Group's website via (https://ncbaargroup.com/investor-relations/). |
| 41 | A or E | C.4 | Are minority and foreign shareholders holding the same class of shares treated equitably? | 3.2.1 | FA | The Board ensures that minority and foreign shareholders are treated equitably by ensuring that they are well represented by the Independent Non Executive Directors. In addition, all issued shares are of the same class and carry equal weight per share for voting purposes. | a) Company's Articles of Association; and b) Board Charter, Part B - Sec. 2.2 & 2.4, pp. 12 & 13. |
| 42 | A or E | C.5 | Is there evidence that the Board proactively provides information to shareholders and the media, (and in a timely basis) on corporate affairs and corporate governance? | 3.1.1, 3.4.1 | FA | There is continuous communication on corporate affairs and governance activities such as on the changes to Board membership, quarterly publication of business performance and other material disclosures via the Group's website, media publications, investor briefings and social media channels. | a) Group Website (https://ncbagroup.com/); b) Quarterly Media Publications; c) Investor briefings; and d) Social Media channels. |
| D STAKEHOLDER RELATIONS | | | | | | | |
| 43 | A or E | D.1 | Does the Board have a stakeholder-inclusive approach in its practice of corporate governance and which identifies its various stakeholders? | 4.1.1 | FA | The Board takes a proactive approach towards identifying and cultivating relationships with the Group's various stakeholders. The approach is captured in various documents, including the Citizenship Policy, Environmental and Social Management System Policy, Suppliers Code of Conduct among other policies geared towards the identification and management of the Group's key stakeholders. | a) Board Charter, Part A, Sec. 2.7, p. 9; and Part C, Sec. 1.4.2 & 1.4.12, pp. 28 & 29; b) Group policies, including on Stakeholder Relations contained within the Group Corporate Governance Policy; and c) Commitment to Intergrated Reporting), 32 - 33 (Themes Affecting our Business), 6-13 & 22-27 (Group Chairman's and Group MD's Statements), 102 (Governance Framework - Fairness), 110 (Competencies), 112 - 113 (Policies) and 124 (Communication with Stakeholders). |
| 44 | A or E | D.2 | Has the Board developed policies, procedures and strategies to manage relations with different/key stakeholder groups? | 4.1.2, 4.1.3, 4.1.5, 4.2.1 | FA | The Board has established several policies for the purposes of identifying and managing the Group's key stakeholders. These include the Stakeholder Relations Policy, Citizenship Policy, Environmental and Social Management System Policy, Suppliers Code of Conduct and Group Code of Conduct and Ethics. | a) Various policies in use by the Group - Stakeholder Relations, Citizenship Policy, Code of Conduct and Ethics, Supplier Code of Conduct and Ethics, Environmental and Social Risk Management Policy and Procedures, Group Code of Conduct and Ethics and Corporate Communications Policy. |
| 45 | A or E | D.3 | How does the Board take into account the interests of key stakeholder groups prior to making decisions? | 4.1.4 | FA | Prior to making any significant decision, the Board considers the impact upon their stakeholders, and seeks to ensure that their interests have been considered for the best possible outcome. In all major decisions taken by the Board, the interests of applicable stakeholders, and especially the primary stakeholder - the Shareholders - is considered prior to effecting a resolution; and public disclosures are made through public notices and where required by law, EGMs / SGMs would be organised. | a) Board Charter, Part A, Sec. 2.7, 3.1, 3.2 & 3.4, pp. 9-11; Part B, Sec. 1.3, p. 11; and Part C, and Sec. 1.4.2, 1.4.12 & 2.1.8, pp. 28, 29 & 32; b) Minutes of the Board meetings and AGMs; c) Public notices and media publications; and d) Corporate Governance Statement in the Integrated Report 2023, pp. 102 - 127 including p.124 on (Stakeholder interest assurance activities). |
| 46 | M | D.4 | How does the Board ensure effective communications with stakeholders? | 4.2, 4.2.1 | FA | The Board and Management periodically engage stakeholders through fora such as investor briefings, publication of corporate disclosures, customer and staff surveys, public participation in industry initiatives and shareholder engagement among other engagement means, depending on the nature of the intended communication and feedback requirements. This is driven through various Group Policies that have been established by the Board to enable effective stakeholder engagement. | a) Various Group policies, including Corporate Communications and Stakeholder Engagement; b) Public notices in the newspapers and the Group's website, and investor briefings; c) Shares Registrar engagement with Shareholders; and d) Corporate Governance Statement in the Integrated Report 2023, p. 124 (Communication with Stakeholders). |
| 47 | M | D.5 | Has the Board established a formal dispute resolution process to address internal and external disputes? | 4.3.1 | FA | The Group has in place dispute resolution mechanisms which include a Complaints Handling Policy and Procedure and Alternative Dispute Resolution mechanism. Exceptional cases that fall outside the purview of these mechanisms is taken up by Management who then assign the relevant Officers to review and make recommendations on resolution of the dispute. In support of dispute resolution, the Group also has in place an independently managed whistle-blowing program for reporting issues either overtly or anonymously. The Corporate Governance Policy also provides for stakeholder dispute resolution through the establishment of the adhoc Dispute Resolution Committee. | a) Board Charter, Part C - Sec. 2.7.2.23/24, p. 35; b) Various Group Policies including Group Stakeholder Relations Policy within the Group Corporate Governance Policy that establishes an Alternative Dispute Resolution Committee, and Whistle-Blowing and Complaints Handling policy and procedures; c) Service Level Agreements with suppliers and service providers; and d) Corporate Governance Statement in the Integrated Report 2023, p.113 (Whistle Blowing policy) and 124 (Communication with Stakeholders). |
| E ETHICS AND SOCIAL RESPONSIBILITY | | | | | | | |
| 48 | A or E | E.1 | Does the Board ensure that all deliberations, decisions and actions are founded on the core values (responsibility, accountability, fairness and transparency) underpinning good governance and sustainability? | 5.1.1 | FA | The Group is guided by ethics and core values as stipulated in the preamble of the Board Charter which include discipline, transparency, independence, accountability, responsibility, fairness and social responsibility. The company's core values require that the Board and staff remain driven, open, responsive and trusted. These values are embedded in all Group practices. | a) Board Charter, Part A - Sec. 2, pp. 8-10; and b) Integrated Report, pp. 15 (Our Values), and 102 (Governance Framework), 103 (Practices and Culture), 106 - 107 (The Board) and 111 (Conduct and Ethics). |
| 49 | M | E.2 | Has the Board developed a Code of Ethics and Conduct (which includes sustainability) and has it worked to ensure its application by all directors, management and employees? | 2.6.1, 5.2.2, 5.2.3, 5.2.4 | FA | The Group has established a Group Code of Conduct and Ethics applicable to the Directors, Management and employees that is consistent with the guidance provided within the Code. | a) Group Code of Conduct and Ethics (https://ncbagroup.com/group-code-of-conduct-and-ethics/); b) Board Charter, Part A, Sec. 2.3, p. 8; and Directors' Code of Conduct, pp. 59-63; and c) Corporate Governance Statement in the Integrated Report, pp. 103 (Governance Guidelines & Culture) and 111 (Codes of Conduct and Ethics). |

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| 50 | A or E | E.3 | How does the Board ensure that compliance with the Ethics Code and Conduct is integrated into company operations? | 5.2.3 | FA | The Group Code of Conduct and Ethics provides for the applicable principles, policies and guidelines to be adhered to by all internal stakeholders, and its provisions apply to the Group practices. The Board and Staff subscribe to the Code of Conduct and Ethics, and various declarations and policy measures have been implemented to entrench the practices, including but not limited to declaration of interest. | a) Group Code of Conduct and Ethics; b) Board Charter, Part A, Sec. 2.3, p. 8; and Directors' Code of Conduct, pp. 59-63; and c) Corporate Governance Statement in the Integrated Report, pp. 103 (Governance Guidelines & Culture) and 111 (Codes of Conduct and Ethics), 115 (Governance & Ethics) |
| 51 | A or E | E.4 | Does the Board incorporate ethical and sustainability risks and opportunities in the risk management process? | 5.2.1 | FA | Reputational and Ethics/Conduct Risk is mapped as one of the risks in the Risk Appetite Framework Statement and Risk Management Framework. Discussions on sustainability risks and opportunities are embedded within the review process of operational activities within the Group. | a) Board Audit and Risk Committee Terms of Reference; b) Risk Appetite Framework Statement; c) Risk Management Program; d) Environmental and Social Risk Management System Framework; e) Group Code of Conduct and Ethics; and f) Integrated Report 2023, pp. 79, 80, 87,89, 90, 92 & 101-103. |
| 52 | A or E | E.5 | How is the company performance on ethics assessed, monitored and disclosed to internal and external stakeholders? | 5.2.4, 5.2.5 | FA | Status on performance on ethics risk is periodically reported to the Board by Management through the Human Resources, Compliance and Governance Departments. This is further complemented by the whistle blowing program that helps to identify risks reported by both internal and external stakeholders. The management and resolution of these risks is directly communicated to the affected stakeholders. | a) Human Resources, Risk Management and Compliance, and Governance Reports; b) Whistle blowing program; c) Group Code of Conduct and Ethics; and d) Corporate Governance Statement in the Integrated Report 2023, pp.102 - 107. |
| 53 | A or E | E.6 | Has the company established and implemented a whistle blowing policy? | 5.2.5 | FA | The Group Board established and are implementing a Whistle-Blowing Policy that provides a framework for the management of such incidences in a way that inspires confidence to the users. Accordingly, whistle-blowing framework procedures have been published on the Company's website (https://www.tip-offs.com/). In addition, the Board appointed Deloitte (South Africa) to independently manage the anonymous whistleblowing service that operates 24 hours, 7 days a week, year round. The communication channels are available on the company's website and is open to all stakeholders. | a) Whistle blowing Reporting Framework and Portal (https://www.tip-offs.com/); b) Group Code of Conduct and Ethics; and c) Corporate Governance Statement in the Integrated Report 2023, p. 113 (Whistle Blowing policy). |
| 54 | A or E | E.7 | Has the Board/or management developed policies on corporate citizenship and sustainability and strategies for company use? | 5.3.1, 5.4 | FA | A Corporate Citizenship Policy and Strategy is in place and, every year as part of the budgeting exercise, funds are set aside for citizenship activities. The Group also encourages and practices sustainability in its strategy setting and review cycles to ensure the long term sustainability of the Group and returns to shareholders. This is further complemented by the Environmental and Social Risk Management Framework that aims to bring customers within the sustainability practices of the Group. | a) Corporate Citizen Policy and Strategy; and b) Integrated Report 2023, pp. 64 - 97 (ESG, Climate & Sustainable Finance), 98 - 104 (Citizenship), 64 - 97 (Climate Related Risks), 110 (Skills & Competence), 114 - 115 (Key Board Objectives and Considerations), 113 (ESG Policy), and 124 (Communication with Stakeholders/ Stakeholder Engagement). |
| 55 | M | E.8 | Does the Board consider not only the financial performance but also the impact of the company's operations on society and the environment? | 5.3.2, 5.3.3 | FA | The Group has a well established Citizenship framework underpinned by 3 pillars: People, Planet and Profit. In addition, the Group has an Environmental and Social Management System Policy and Procedures Manual which prescribes the minimum standards for environmental and social considerations through its lending activities. It sets the minimum standards that will be observed to ensure the minimisation of any adverse impact upon the environment and the communities around its operations as well as those of its customers. | a) Citizenship Policy; b) Environmental and Social Management System Policy, p. 75 of the Integrated Report; c) Board Charter, Part A, Sec. 2.1, p. 8; and Part C, Sec. 2.2.3, p. 32; and d) Integrated Report 2023 (pp. 6 - 13 & 22 - 31 (Group Chairman's and Group MD's Statements), 98 - 104 (Citizenship), 113 (ESG Policy), and 124 (Communication with Stakeholders/ Stakeholder Engagement).and 60 - 63 (Managing Risks Strategically/ ERMF). |
| 56 | A or E | E.9 | Does the Board monitor and report activities leading to good corporate citizenship and sustainability to demonstrate they are well coordinated? | 5.4.1 | FA | The Group monitors the activities undertaken through its Environmental and Social Management System and Citizenship Policies, and reports on the activities via publication on the Group's website and the integrated reports. While the Board oversees and provides guidance, the Executive Management team manages NCBA's response to climate change. Board and senior management oversight of ESG, climate-related risks and opportunities and sustainable finance is supported by embedding dedicated targets and key performance indicators within our established governance structure and operating rhythm. Board oversight of climate-related risks and opportunities is supported by establishing clear roles and responsibilities for the Board and Board committees. | a) Citizenship Policy; b) Environmental and Social Risk Management Policy; c) Citizenship Statement in the Integrated Report 2023, pp. 98 - 104; and d) Integrated Report 2023, pp. (pp. 6 - 13 & 22 - 31) (Group Chairman's and Group MD's Statements), 113 (ESG Policy) and 124 (Communication with Stakeholders/ Stakeholder Engagement). |
| F ACCOUNTABILITY, RISK MANAGEMENT AND INTERNAL CONTROL | | | | | | | |
| 57 | M | F.1 | Does the Audit Committee and the Board consider and review the financial statements for integrity of the process and for truthful and factual presentation? | 6.1, 6.1.1a | FA | The Board Audit and Risk Committee receives and reviews management accounts, quarterly financials and relevant publications for recommendation to the Board for approval prior to publication. The Committee's review process seeks to provide assurance on the integrity of the financial statements and thus ensure honest and factual representation to the Group's stakeholders. | a) Minutes of the Board Audit and Risk Committee and Full Board meetings; b) Statement of Directors' Responsibility in the Integrated Report 2023, p. 136; c) Integrated Report 2023, pp. 119 (Board Audit and Risk Committee Responsibilities and key activities); d) Quarterly unaudited and full year audited financial statements; and e) Terms of Reference of the Group Board Audit and Risk Committee. |
| 58 | M | F.2 | Does the Annual Report contain a statement from the Board explaining its responsibility for preparing the accounts and is there a statement by the external auditor about his/her reporting responsibilities? | 6.1.2 | FA | The Statement of Directors' responsibilities outlines the statutory responsibility of Directors to ensure that the Group and its companies keep proper accounting records and to disclose with reasonable accuracy the financial position of the company. The independent auditor also provides a statement of their responsibility and assessment of the financials as prepared and reported by the Board. | a) Statement of Directors' Responsibilities in the Integrated Report 2023, p. 136; and b) Report of the Independent Auditor in the Integrated Report 2023, pp. 137 - 142. |
| 59 | A or E | F.3 | Does the board or audit committee have a process in place to ensure the independence and competence of the Company's external auditors? | 6.1.1b | FA | The Group's independent auditor(s) is/are recommended by the Board for appointment every year at the AGM. The Board Audit and Risk Committee (Group) has, among its responsibilities, the task of assessing and ensuring the independence and competence of the external auditors. The Audit scope is presented to the Board Audit Committee annually for approval and the Committee, which also periodically meet with the auditor(s) in the absence of Management whenever required so as to freely discuss any issues that the auditor would wish to table. | a) Board Audit and Risk Committee Terms of Reference; b) Minutes of the Board Audit & Risk Committee meetings; c) Corporate Governance Statement in the Integrated Report 2023, pp. 103 (Audit & Controls), 104 - 105 (Reporting Structure) and 119 (Board Audit and Risk Committee responsibilities and activities); and d) Directors' Report, p. 132 on Terms of Appointment of Auditor. |
| 60 | M | F.4 | Do the shareholders formally appoint the external auditor at the AGM through a formal and transparent process? | 6.1.3 | FA | The external auditor is formally appointed annually by the shareholders during the AGM following the nomination by the Audit and Risk Committee. The external auditor is also vetted for approval by CBK. | a) Board Audit and Risk Committee Terms of Reference; b) Board minutes; c) Minutes of the AGM; d) Integrated Report 2023, pp. 102 (Framework), 104 - 105 (Structure), 119 (Board Audit and Risk Committee responsibilities and activities); e) Directors' Report, p. 132 on Terms of Appointment of Auditor; and f) Notice of the AGM & Agenda, pp. 230 - 232. |
| 61 | A or E | F.5 | Is the Company working towards the introduction of integrated reporting (incorporating financial and non-financial information) or is the company's Annual Report prepared on an integrated basis using a framework available from the Integrated Reporting Council, The Global Reporting Initiative, G4 Sustainability Guidelines and/or Sustainability Accounting Standards Board standards? | 6.1.5 | FA | The Group has adopted and incorporated integrated reporting using the International Integrated Reporting Council (IIRC) framework as its basis for integrated reporting. This will be progressively enhanced for the making of appropriate disclosures and use of comparative metrics more so following the merger of NIC Group and Commercial Bank of Africa Limited. Nonetheless, the integrated report has incorporated the mandatory disclosures prescribed by the Code. | a) NCBA Integrated Report 2023, pp.2 (Our Commitment to Integrated Reporting). |

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| 62 | A or E | F.6 | Has the Board established an effective risk management framework which is inclusive of key risks as well as foreseeable risks, environmental and social risks and issues ? | 6.2.1 | FA | The Group's Risk Management Framework, and Environmental and Social Risk Management System (ESMS) take into account the significant and varied risks that the Group businesses are exposed to. The Group's approach considers not only the current, but also the forward-looking risk landscape. The Group ESMS has adopted the IFC Performance Standards and applicable World Bank Environmental, Health and Safety ("EHS") Guidelines in its risk management framework. | a) Corporate Governance Statement in the Integrated Report 2023, pp. 104 - 105 (Risk Governance Structure), 110 (Skills and Competencies), 119 (Board Audit and Risk Committee responsibilities and activities), 60 - 62, 115 (Internal Controls and Enterprise-Wide Risk Management Framework); b) Risk Management Framework; c) Corporate Risk Management Matrix; and d) Risk Dashboards & Risk Management Reports presented by Management to the Board, through the Board Audit and Risk Committee. |
| 63 | M | F.7 | Has the Board established and reviewed on a regular basis the adequacy, integrity and management of internal control systems and information systems (including for compliance with all applicable laws, regulations, rules and guidelines)? | 6.3.1, 6.3.2, 6.3.3 | FA | The Group's Internal Audit and Enterprise Risk and Compliance Departments assist the Board and Management vide regular assurance reviews, to ensure that the Group's internal controls are in place and adhered to. The Departments also track compliance with all applicable laws, regulations, rules and guidelines. Internal Control reports are presented to the Board Audit and Risk Committee (Group), Board Audit Committee (Bank) and Board Risk Management Committee (Bank) every quarter. | a) Internal Audit Charter, Reports and Work Plan; b) Risk Management & Compliance Framework and Work Plan; c) Board Audit & Risk Committee Terms of Reference; d) Minutes of the Board Audit & Risk Committee meeting; and e) Corporate Governance Statement in the Integrated Report 2023, p. 103 (Guidelines and Practices), 119 (Board Audit and Risk Committee responsibilities and key activities), 115 (Internal Controls and Compliance), 118 - 119 (Board Audit and Risk Committee and Board ICT Committee responsibilities and key activities) and 60 - 63 (Internal Control, Risk Management and Internal Audit). |
| 64 | M | F.8 | Does the Board annually conduct a review on the effectiveness of the company's risk management practices and internal control systems and report this to shareholders? | 6.4.1 | FA | The Board Audit and Risk Committee reviews all material controls including financial, strategic, operational and compliance risks. The Committee receives regular reports from the independent assurance Departments tasked with the review of controls, i.e. Internal Audit and Risk Management and Compliance. A report on Internal Controls and the Risk Framework is also included in the Annual Report for shareholder review. | a) Internal Audit Charter; b) Risk Management Framework; c) Terms of Reference of the Board Audit and Risk Committee; d) Corporate Governance Statement in the Integrated Report 2023, pp. 119 (Board Audit and Risk Committee responsibilities and key activities) and 60 - 62 (Managing risks strategically); e) Statement of Directors' Responsibilities, p. 142; and f) Report of the Independent Auditor, p. 137 - 142. |
| 65 | M | F.9 | Has the Board established an effective internal audit function according to Code requirements and which reports directly to the Audit Committee? | 6.5.2 | FA | The Group has an Internal Audit Department which is an independent function that reports directly to the Board Audit & Risk Committee. The function provides independent assurance review and opinion on the adequacy of, and level of adherence to, the Group's business standards, policies and procedures. The assurance reviews culminate in the recommendation of corrective action where warranted. An annual work plan is prepared and approved by the Board Audit & Risk Committee, and the appraisal and appointment of the Head of Group Internal Audit lies with the Board Audit & Risk Committee. | a) Board Charter, Part A, Sec. 2.7.2.27, p. 36; b) Board Audit and Risk Committee Terms of Reference; c) Internal Audit Charter; and d) Corporate Governance Statement in the Integrated Report 2023, pp. 104 - 105 (Structure), 114 - 116 (Board Meetings and Activities), 119 (Board Audit and Risk Committee responsibilities and key activities), 60 - 62, 115 (Internal Controls) and Internal Audit function. |
| 66 | A or E | F.10 | Does the Board disclose details of Audit Committee activities ? | 6.5.2 | FA | The Activities of the Board Audit and Risk Committee are disclosed in the Integrated Report. | a) Corporate Governance Statement in the Integrated Report 2023, pp. 105 & 119. |
| G TRANSPARENCY and DISCLOSURE | | | | | | | |
| 67 | M | G.1 | Does the company have policies and processes to ensure timely and balanced disclosure of all material information as required by all laws, regulations and standards and this Code. | 7.0 Overview, 7.1.1 | FA | The Group has established appropriate mechanisms to ensure timely disclosure of all material matters concerning the Group. The Corporate Communications policy establishes measures to ensure that information is readily available to the Group's various stakeholders in a timely manner. | a) Corporate Communication Policy; and b) Various disclosures in the Integrated Report, 2023 including, pp. 103 (Guidelines and Practices) and 113 (Corporate Disclosures Policy). |
| 68 | A or E | G.2 | Does the Annual Report cover, as a minimum, disclosures as prescribed in 7.1.1 relating to the company's governance, the Board and the Audit Committee? | 7.1.1 | FA | The Integrated Report contains details relating to the Governance practices of the Group, including Board Membership, practices and related Board activity details, and the composition, appointment and activities of the Audit Committee. | a) Corporate Communications Policy; b) Group Website and media publications; and c) Integrated Report, 2023 disclosures via various sections of the Report, including but not limited to pp. 22 - 28 & 60 - 62. |
| 69 | A or E | G.3 | Does the Annual Report cover, as a minimum, disclosures as prescribed in 7.1.1 relating to the company's mission, vision and strategic objectives? | 7.1.1 | FA | The Group's vision, mission, values and strategic objectives are disclosed in the Integrated Report. Our Vision and mission is "To be the financial services provider that inspires your growth" and our promise is to "Inspire Greatness" while at it. The strategic objectives and strategy is highlighted in the report as well. | a) Integrated Report 2023, various sections, primarily summarised under pp. 4 (Commitment to Intergrated Reporting), 6 (Our Vision & Values) . 22 (Our Strategy), 28 (Themes Affecting our Business), 32 (Key Focus Areas) |
| 70 | A or E | G.4 | Does the Annual Report cover, as a minimum, disclosures as prescribed in 7.1.1 relating to remuneration and whistleblowing? | 7.1.1 | FA | The Annual Report contains the Directors' Remuneration Report as required by the Code and the Companies Act, 2015 as well as details of the whistle blowing framework. | a) Whistle-blowing Framework and Directors' Remuneration Report contained in the Corporate Governance Statement in the Integrated Report 2023, pp. 112 & 136 - 142; and b) Website access to whistle blowing portal (https://www.tip-offs.com/). |
| 71 | A or E | G.5 | As a minimum, does the company website disclose current information on all areas prescribed in 7.1.1 (Board Charter, Whistleblowing Policy, Code of Ethics and information on resignation of directors)? | 7.1.1 | FA | The Group website contains up to date information on the areas prescribed by the Code, including the Board Charter, Whistleblowing Framework, Code of Conduct and Ethics and information on the Directors. | a) Group website (https://ncbagroup.com/), with reference links to various publications: (Board Charter - https://ncbagroup.com/board-charter/); Whistleblowing - https://www.tip-offs.com/ ; Group Code of Conduct and Ethics - https://ncbagroup.com/group-code-of-conduct-and-ethics/ ; Directorship changes (where applicable) - https://ncbagroup.com/investor-relations/). |
| 72 | A or E | G.6 | Does the Board disclose the management discussion and analysis as required in 7.1.1? | 7.1.1 | FA | The Board discloses management discussions with regard to assessment of key factors affecting the Company's financial condition and results of operations over the period covered by the financial statements. The Group Managing Director provides an annual statement / report, covering the activities of the reporting year as well as future projections. The Board receives regular management reports that are discussed through the Board Committees and during full Board meetings; and the Boards and their Committees' activities are outlined within the Corporate Governance Statement of the Integrated Report. | a) Group Managing Director's Report in the Integrated Report 2023, pp. 22 - 37; b) Business Reports, pp. 40 - 49; c) Corporate Governance Statement in the Integrated Report, 2023, pp. 102 - 125; and d) Directors' Report in the Integrated Report 2023, pp. 128-129. |
| 73 | A or E | G.7 | Has the Board provided disclosures as required in 7.1.1 on compliance with laws, regulations and standards; ethical leadership, conflict of interest, corporate social responsibility and citizenship? | 7.1.1 | FA | The Group has disclosed the level of compliance with laws, regulations and standards in the Corporate Governance Statement and has highlighted the Group policies and practices in this regard. The Group has also disclosed the Group practices in relation to Citizenship and Corporate Social Responsibility initiatives undertaken during the course of the year. | a) Corporate Governance Statement in the Integrated Report 2023, pp. 106 - 107 on key Board responsibilities, 112 - 113 on Governance and Ethics and on Conflict of Interest and Ethics matters and 123 on Compliance with Laws, Regulations and Standards; and b) Citizenship Statement in the Integrated Report 2023, pp. 86 - 92. |
| 74 | A or E | G.8 | Has the Board made all required disclosures, including confirming requirements of 7.1.1 which include that a governance audit was carried out and that there are no known insider dealings? | 7.1.1 | FA | A Governance audit was undertaken for the period ending December 2020. In addition, the Group has established a Securities Trading Policy which governs the conduct of Directors, management and staff when dealing with securities of public listed companies. This has been implemented alongside the Group Code of Conduct and Ethics which, among other provisions, includes declaration of external business interests. For the period ending December 31, 2020 there were no known or identified instances of insider trading by Directors, management and/or staff of the Group. | a) Corporate Governance Statement in the Integrated Report 2023, pp. 112 (Group Staff and Related Parties Securities Trading Policy) and pp. 123 (Governance & Legal Audit Updates). |
| 75 | A or E | G.9 | Has the Board disclosed the company's risk management policy, company procurement policy, policy on information technology as per 7.1.1? | 7.1.1 | FA | The Group has disclosed a number of its key policies, including the Board Charter, Board Remuneration, Attraction and Retention policy, Risk Management Framework, Corporate Disclosures, Code of Conduct and Ethics, Conflicts of Interest policy, Environmental, Social and Governance policies, Procurement Policy, Securities Trading, Whistle Blowing Policy, ICT Policies and Director External Activities and Related Party Transactions Policy. | a) Corporate Governance Statement in the Integrated Report 2023, pp. 112 - 113 (Board Policies) and 60 - 63 (Risk Management). |

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| 76 | M | G.10 | Has the Board disclosed information on shareholders, including the key shareholders, including shareholding by directors and senior management and the extent of their shareholdings as required in 7.1.1 and on stakeholder who influence company performance and sustainability? | 7.1.1 | FA | Details of Group's key shareholders as well as their shareholding (no. of shares and percentage) are disclosed in the Integrated Report. Also disclosed are the shareholder profiles and details of Board Directors and Senior Management with shares in the company. | a) Corporate Governance Statement in the Integrated Report 2023, pp. 124 - 125. |
| 77 | M | G.11 | Has the Board disclosed all related-party transactions? | 7.1.1f | FA | The Code, Prudential Guidelines and the Directors' External Activities and Related Party Transaction's policy governs the conduct of Directors' as well as their associates and related parties when conducting business with the company. The Directors submit their declaration of interests for Board review and approval where required. They acknowledge their obligation to declare any conflict of interest and to exclude themselves from any discussion where they have actual, potential or perceived conflict of interest. In addition, all related party transactions are disclosed and reported upon within the Integrated Report. | a) Integrated Report 2023, pp. 112 - 113 (Directors' External Activities and Related Party Transactions) and pp. 222 -223 (Note 43 of the Financial Statements on Related Party Transactions). |
| 78 | M | G.12 | Does the Board include in its Annual Report a statement of policy on good governance and the status of the application of this Code? | 1.1.3, 7.1.1r | FA | The Group has disclosed in the Integrated Report its level of application of the requirements of the Code, and its statement on good governance practices. | a) Corporate Governance Statement in the Integrated Report 2023, pp. 102-125 (Corporate Governance Statement) including p. 103 on Guidelines and Practices, pp. 108 -107 on key Board responsibilities. |

- Note 1 The Reporting Template shall be used by companies to report on their application of the provisions of the Code of Corporate Governance Practices for Issuers of Securities to the Public 2015 (the Code). The completion of the Reporting Template and its filing with the Capital Markets Authority (CMA) will fulfill the reporting requirements of the Code at 1.1.3 paragraph 2. All elements marked in green are mandatory and MUST be complied with. Failure to fully apply will result in regulatory sanctions. When completing column 'F' for MANDATORY ITEMS, 'FA' will mean 'Fully Complied With', 'PA' will mean 'Partially Complied With' and 'NA' will mean 'Not Complied With'.
- Note 2 Column 'F' should be marked as follows: 'FA' - Full Application, PA - Partially Applied or 'NA' - Not Applied. Full application of this Code is required by the Code. Therefore anything less than 'full application' is considered 'non compliance or non-application' of the Code. A response of PA or NA is non-compliance and requires an explanation to be provided with a firm commitment to moving towards full compliance. See also Note 4.
- Note 3 An explanation of how the Code provision is applied is required in column 'G' and shall be supported by evidence of how application has been achieved. If the provision is NOT applied, an explanation for why it is not applied or only partially applied is required in column 'G'. For each question, column 'G' must be completed.
- Note 4 If an explanation is required because of non-application of any element of the Code, the explanation must be satisfactory, must be provided to relevant stakeholders including the Capital Markets Authority and shall include:
a: reasons for non-application
b: time frame required to meet each application requirement
c: the strategies to be put in place to progress to full application.