

CMA CORPORATE GOVERNANCE SCORECARD							
INTERNAL DOCUMENT TO BE USED BY CMA TO ASSESS THE APPLICATION OF THE CG CODE BY ISSUERS OF SECURITIES							
			Company Name (in full): STANBIC BANK KENYA LIMITED		Company Details to be Provided:		
					Company market to book ratio at end of financial year	N/A	
					No of outstanding shares at end of financial year	Issued shares: 170,577,426 Unissued shares: 16,672,574	
					Closing price of stock at end of financial year	N/A	
			Stock Code		Net sales as per Income Statement at end of financial year	Kshs 19,412,958,000	
			Sector		Net profit as per Income Statement at end of financial year	Kshs 6,176,072,000	
			Year - 2018		Total debt (short and long term) as per Balance Sheet at end of financial year	Kshs 7,064,013,000	
			Date of Financial Year End 31st December		Total equity as per Balance Sheet at end of financial year	Kshs 34,590,716,000	
					Total no. of Board members at end of financial year	11	
					No. of independent directors at end of financial year	5	
					No. of non-executive directors at end of financial year	10	
					Responses		
Consecutive No.	Mandatory or 'apply or explain' or 'good practices'	Part No.	Question	Kenya Code and Other References	Application - FA, PA or NA - See Notes 1, 2, 3, & 4	Application or Explanation - Note 2	Source of Information
		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	There is a Board Mandate (Charter) in place. It is reviewed on an annual basis, with the last review being done on 28/02/2019. Responsibility for internal control is set out under Sections 7.15 and 7.27 of the Board Mandate.	The Board Mandate is found on the Company website (https://www.stanbicbank.co.ke/kenya/About-Us), under Governance Documents. Board Meeting Minutes further capture records of dates of review.

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	Yes. This is outlined in the Board Mandate, under Section 3 which distinguishes the role of Board Committees and Section 7 which distinguishes the role of the Board. The responsibilities of the management committees are further distinguished in their individual committee mandates. The distinctions are also emphasised in the Annual Report.	Board Mandate/Charter and Chief Executive Mandate, both found in the Company website. The Annual Report under the Governance Statement section.
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 is included in the Board Mandate under the opening paragraph on the Board's Purpose. A more detailed statement is also contained in the Terms of Reference in the Board Mandate, under Sections 7.16, 7.18 and 7.19. The Annual Report also gives further emphasis in the section containing the Corporate Governance Statement.	The Board Mandate and 2018 Annual Report both found in the Company's Website.

4	M	A.4	Has the Board ensured all directors, CEOs and management are fully aware of the requirements of the Kenyan CG Code?	1.1.6	FA	<p>Yes. In compliance with the training requirements under Section 7.25 of the Board Mandate and Section 7.2.3 of the Nominations Committee Mandate, the Board underwent internal training on the Code in February 2016, by qualified external consultants. In addition, individual directors, the Company Secretary and the Chief Financial Officer have attended seminars on the Code, hosted by the Capital Markets Authority and IFC. A refresher training has been set up for 03/07/2019. Training for EXCO is scheduled for 04/07/2019. Further, the Board Charter has been amended to incorporate the requirements of the Code.</p>	<p>Board Mandate and Nominations Committee Mandate available on the Company's Website. Compliance Regulatory Universe available for review.</p>
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	<p>Yes. This is indicated as part of the Terms of Reference in the Board Mandate, under Section 7.2. Section 2.7 also indicates that the composition of the Board should be aligned to the strategic requirements of the Company. This is also reflected in the Corporate Governance Statement in the 2018 Annual Report.</p>	<p>Board Mandate, and 2018 Annual Report, both found on the Company's website.</p>

6	A or E	A.6	Does the company strategy promote sustainability of the company?	2.3.6	FA	Yes. This is articulated in the strategy for the Company's operating banking subsidiary and reflected in the core strategic value drivers adopted which focus on ensuring client value, employee welfare, implementing risk controls and doing business the right way, financial outcomes and measuring impact on society, the economy and the environment.	2018 Annual Report found on the Company's website highlights the Company's strategy in promoting sustainability of the Company and its subsidiaries.
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	Yes. Each committee has its own mandate, which outlines the terms of reference, authority, responsibilities, composition, leadership and working processes. The committees are highlighted under Section 2 of the Board Mandate and delegated authority under Section 7.6 of the same. The mandates of the committees are reviewed annually and published on the Company's website. Further, summaries of the committees' duties and activities are provided in the Annual Report under the Corporate Governance Statement Section.	The Board Mandate, the Board Audit Committee Mandate, the Nominations Committee Mandate and the 2018 Annual Report, found on the Company's website.

		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	<p>Yes, the Board has established a Nominations Committee, comprised solely of independent and non-executive Board members. As at 28 February 2019, there are 4 members, 2 of whom are independent non-executive Board Members. The chairman is independent. The membership of the committee is confirmed in the Board minutes, which records the appointment of members. The composition of the Committee in 2018, including attendance, is published in the Corporate Governance section of the 2018 Annual Report.</p>	Board Meeting Minutes. In addition, the Nominations Committee Mandate Section 3.1 and the 2018 Annual Report, available in the Company's Website.
9	M	B.2	Is the chairperson of the Nomination Committee an independent director?	2.2.3	FA	<p>In 2018, the Chair of the Nominations Committee was a Non-Executive Director. On recommendation of the Nominations Committee, the Board has since appointed an independent non-executive director to chair the Committee, with effect from February 2019. The newly appointed chair of the Nominations Committee is an independent non-executive director.</p>	Nominations Committee Meeting Minutes, Board Meeting Minutes, Company Website.

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	<p>These are contained in the Company's Articles of Association, the Governance Framework Sections 4.8-4.11, the Board Mandate Section 4 and the Nominations Committee Mandate under Section 7.1. The Nominations Committee evaluates potential Board members based on the required skills and on the diversity policy. Selected candidates are recommended to the Board for consideration and appointment subject to regulatory approval.</p>	<p>The Board Mandate, the Governance Framework, the Nominations Committee Mandate and the Company's Articles of Association found on the Company's website.</p>
11	M	B.4	Is the Board size sufficient for the exercise of the company business?	2.1.4	FA	<p>Yes. The Board is composed of 11 Directors. This is above the minimum requirement stipulated under Section 2.1 of the Board Mandate and under the Company's Articles of Association under Section 63(a).</p>	<p>The Board Mandate and Articles of Association found on the Company's website.</p>

12	A or E	B.5	Has the board adopted a policy to ensure Board diversity (including age, race and gender) in its composition? Does the Board disclose measurable objectives for board diversity and report on these?	2.1.1, 2.1.3, 2.1.5, 2.5.1	FA	Yes. The Company has a Diversity policy in place and is available on the company's website. Further, Section 7.1.5 of the Nominations Committee Mandate and Section 2.6 of the Board Mandate emphasises the need for diversity of the Board in terms of age, race and gender. Diversity in skills, experience and views is important for the Board to ensure effective monitoring of the Company and delivery of value to diverse stakeholders.	The Diversity Policy, Board Mandate, Nominations Committee Mandate and the Governance Framework contained on the Company's website.
13	M	B.6	Do Board members represent a mix of skills, experience, business knowledge and independence to enable the discharge of their duties?	2.1.2, 2.2.1	FA	Yes, they do. This is a requirement under Section 4.2 of the Board Mandate. The mix of skills, knowledge, business experience and independence of the Board members has been provided in the Annual Report under the skills matrix and in the Directors' individual profiles.	Board Mandate and 2018 Annual Report contained on the Company's website.

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	Only where it interferes with discharge of duties. The Conflicts of interest section of the Board Mandate under 9.1 and 9.3 requires disclosure of multiple directorships and annual declaration of the same, or immediate disclosure where an appointment occurs between annual declarations. A current declaration of interests register is maintained by the Company Secretary. The Board is also guided by the Company's Governance Framework Section 7.4 and by applicable regulations, notably regarding number of directorships allowed on public listed companies and, in relation to the banking subsidiary, the number of banks (limited to 2).	The Board Mandate and the Governance Framework both contained on the Company's website.
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	There are currently no alternate directors appointed. The Articles of Association, however, allow for appointment of alternate directors.	None Applicable
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	As at 31 December 2018, seven of the eleven directors on the Board are independent non-executive directors. This is disclosed in the 2018 Annual Report	The 2018 Annual Report under profile of directors contained within the Corporate Governance Statement.

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	Yes. In compliance with Section 10 of the Board Mandate, the Board conducts a Board Evaluation Exercise in the first quarter of every financial year (with the last exercise being carried out on 28 February 2019). This includes an evaluation of the independence of independent directors. A register of declaration of interest is also mandated under Section 9.6 of the Board Mandate and a record of the same maintained by the Company Secretary.	Board Mandate contained on the Company's website. Board Evaluation Report and Minutes of the session, provided to relevant regulators.
18	M	B.11	Do all independent Board members have a tenure of less than 9 years?	2.4.2	FA	Yes. This is stipulated in the Board Mandate under Section 4.6. After expiry of this period, such Directors are re-designated as non-independent non-executive Directors	Board Mandate.
19	M	B.12	Is the Board comprised of a majority of non-executive board members?	2.1.3	FA	Yes. Currently, 10 out of the 11 directors are non-executive directors.	Board Meeting Minutes and the 2018 Annual Report under Director Profiles.
20	M	B.13	Does the Board ensure a smooth transition of Board members?	2.1.8	FA	Yes. The Company's Articles of Association Section 110 and the Nominations Committee Mandate under Sections 7.1.5 and 7.1.6 guarantees this. The Board is always adequately composed and it is provided that only a third of directors retire by rotation at the Annual General Meeting.	Articles of Association of the Company and Nominations Committee Mandate.

21	M	B.14	Has the Board established an Audit Committee according to Code requirements?	2.2.4, 6.5.1, 2.1.7	FA	Yes. The Board has established an effective Audit Committee, chaired by an independent non-executive director and professional accountant in good standing. Two other members sit on the Committee, both independent non-executive directors. The composition requirements of the Committee are clearly outlined under Section 2 of the BAC Mandate.	The BAC Meeting Minutes, Board Meeting Minutes, the BAC Mandate and public notice of 2019 Annual General Meeting. The Notice is available on the Company's website.
22	M	B.15	Are the functions of the Chairperson and the Chief Executive Officer exercised by different individuals?	2.3.3	FA	Yes, the functions of the Chairman of the Board and the Chief Executive Officer are exercised by different individuals. This is indicated under the Governance Framework (Category 1), under Principle 1.3 and supported by Section 2.4 of the Company's Board Mandate.	The Board Mandate and the Governance Framework and 2018 Annual Report, all available on the Company's website. Board Meeting Minutes.
23	M	B.16	Is the Chairman of the Board a non-executive board member?	2.3.4	FA	Yes, the Chairman of the Board is a non-executive Director. This is reflected in the Board Mandate, the Governance Framework, Board Meeting minutes and the Annual Report, under director profiles. Section 2.4 of the Board Mandate indicates that the Chairman of the Board must be an independent non-executive director.	2018 Annual Report, Board Mandate and the Governance Framework available on the Company's website. AGM Minutes and Board Meeting Minutes.

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	This is explicitly provided for under Sections 7.34 and 8.6 of the Board Mandate. Board members have the authority to obtain access to all relevant information as and when required. Further, the Board may obtain information from Management or an external professional where necessary, at the Company's cost.	Board Mandate available on the Company's website.
25	M	B.18	Has the Board adopted a policy on managing conflict of interest?	2.3.8	FA	Included in the Company's Articles of Association under Sections 83. Section 9 of the Board Mandate makes explicit provisions on matters touching on conflict of interest. In addition, the agenda of every board meeting includes an item of declaration of any conflict of interest at the beginning of the meeting, prior to confirmation of minutes. The Company's Governance Framework and Code of Ethics contains provisions on this.	Articles of Association, Board Mandate, Group Code of Ethics and Governance Framework contained on the Company's website. In addition, Board Meeting Minutes.
26	M	B.19	Has the Board adopted a policy on related party transactions which meets the requirements of the Code?	2.3.7	FA	This is in place within the Bank Credit Committee Mandate, under Section 6.4.1 and in the Board Mandate under Section 9. Related party transactions are also disclosed in the Financial Statements section of the Annual Report.	Stanbic Bank Kenya Board Credit Committee Mandate, Company Board Mandate and 2018 Annual Report.

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 Company Secretary is a member of ICPSK and is a member of good standing.	In the Annual Report on the Company's website. ICPSK Records and website.
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	This is provided for under Section 7.22 of the Board Mandate. The Annual Report also contains a detailed report on the Social, Economic and Environmental activities of the Company and the progress made in that regard. Further, an Environmental & Social Policy and Standard have been implemented within the Bank.	Environmental & Social Policy and Standard, Board Mandate and 2018 Annual Report available on the Company's website.
29	A or E	B.22	Has the Board developed an annual work-plan to guide its activities?	2.6.3	FA	The Board has an annual work-plan which is approved in the fourth quarter of the preceding financial year.	Board Work-plan and Board Meeting Minutes.
30	M	B.23	Has the Board determined, agreed on its annual evaluation process and undertaken the evaluation of the Board, the Board Committees, the CEO and the company secretary?	2.6.4, 2.8	FA	Section 10 of the Board Mandate explicitly provides for evaluation of the Board, Board Committees, the CEO and the Company Secretary. The Board has completed the full annual evaluation for 2018 and met to discuss the same on 28 February 2019.	Board Evaluation Minutes, Board Mandate, Board Evaluation Report.

31	A or E	B.24	Has the Board established and applied a formal induction program for in-coming members?	2.7.1	FA	There is a formal induction program in place for all in-coming members. This is provided for under Section 4.5 of the Board Mandate and Sections 6.1.2 and 7.2.2 of the Nominations Committee Mandate. The Corporate Governance Statement in the Annual Report makes reference to this process.	2018 Annual Report, Board Mandate, Nominations Committee Mandate.
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	Yes. In 2018, all Directors received over 12 hours training on areas of governance from the Company and other credible sources. Mention of the same is made in the Corporate Governance section of the Annual Report. A calendar of Board Training sessions, including corporate governance training is usually prepared and approved on an annual basis and approved in the fourth quarter of the previous financial year. Further, all Directors must sign the attendance register after the sessions indicating their presence and participation. The trainings are conducted by both external and internal subject matter experts.	Board Training Calendar, Attendance Register, 2018 Annual Report. This is included in the governance section of the Annual Report available on the Company's website.

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	This function is carried out by the Nominations Committee. This is provided for under Section 7.32 of the Board Mandate and has been disclosed in detail in the 2018 Annual Report under the Board Committees section of the Corporate Governance Report. The full Board considers and endorses the remuneration Report for ratification and approval by shareholders.	Board Mandate, Board Nominations Committee Mandate, 2018 Annual Report, Nominations Committee Meeting Minutes, Board Meeting Minutes.
34	M	B.27	Has the Board established and approved formal and transparent remuneration policies and procedures to attract and retain Board members?	2.9.1	FA	There is a Board Remuneration Policy in place, and which is published on the Company's website and in the 2018 Annual Report.	Board Remuneration Policy available in the Annual Report and on the Company's website.
35	M	B.28	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	This is done through the Compliance, Governance and Legal Units, through quarterly reports submitted to the Board touching on these areas. The Nominations Committee is also responsible for ensuring this, as per Section 7.1.8 of the Nominations Committee Mandate.	Board and Committee Meeting Minutes, Nominations Committee Mandate.

36	M	B.29	In the past year, has the Board carried out an internal legal and compliance audit and in the past two years, an independent legal and compliance audit?	2.10.3	FA	A comprehensive independent Legal & Compliance Audit was carried out by TripleOk Advocates in 2018 on the Company's banking subsidiary and the relevant report issued. This was approved by the Board as necessitated under Section 7.17 and 7.19 of the Board Mandate. A disclosure on the same has been made in the 2018 Annual Report. An internal Legal & Compliance audit will be conducted in 2019.	Legal and Compliance Audit Report, Board Mandate, Board Meeting Minutes for meeting held on 22 November 2018, and statement made in 2018 Annual Report.
37	A or E	B.30	Has the Board undertaken an annual governance audit?	2.11.1	FA	The audit firm, CPF, conducted the Governance Audit in 2017/2018 and issued the report. The audit for the full year 2018 is underway in 2019 and is being performed by TripleOkLaw. This was approved by the Board as necessitated under Section 7.18 and 7.19 of the Board Mandate.	Governance Audit Report, 2018 Annual Report and Board Meeting Minutes for the meeting held on 22 November 2018.

		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	Yes. This is contained in the Articles of Association. Group Code of Ethics goes a step ahead to emphasise the need to treat all shareholders fairly. Further, the Board has 5 Independent Non-Executive Directors with the fiduciary duty to protect the interest of all shareholders and ensure that all shareholders are treated equitably.	Articles of Association and Group Code of Ethics available on the Company's website.
39	M	C.2	Other than at the AGM, does the Board facilitate the exercise of shareholders' rights?	3.1.1	FA	All shareholders are given equal notice of general meetings and have an equal right to vote. Notices are given to all shareholders as required by law. Where an investor is unable to physically attend such meetings, they are allowed to attend by proxy. We also have Investor briefings twice a year after release of the company's financials. Information is available in the Annual Report and on the website.	2018 Annual Report, and Company's website, AGM Minutes, Media Briefs available on print and electronic media.

40	M	C.3	Does the Board facilitate shareholders participation at the AGM?	3.1.1	FA	Public notices are issued through two daily newspapers and the Company's website within the stipulated time. The abridged audited financial statements are included in the notices sent by mail and published in the newspapers. The full audited financial statements are available on the Company's website. The AGM venue is central and accessible and sufficient notice is provided as to the venue. The AGM proceedings encourage active participation by shareholders during the meeting and sufficient time is allocated for that. Those unable to attend physically may do so by proxy.	AGM Notices published in print media, the Company's website, NSE website, records of registered mail and text messages.
41	A or E	C.4	Are minority and foreign shareholders holding the same class of shares treated equitably?	3.2.1	FA	Yes, they are. All shareholders hold the same class of shares. The Articles of Association set out the rights of these shareholders.	Articles of Association published on the Company's website.
42	A or E	C.5	Does the Board proactively provide information to shareholders and the media, (and in a timely basis) on corporate affairs and corporate governance?	3.1.1, 3.4.1	FA	Yes, all material information is published within the time stipulated by law the evidence is in the media publications, on the Company website and on the Nairobi Securities Exchange (NSE) website. Further, there are 2 investor briefings held every year.	Media records, Company website, NSE website, correspondence with CMA and NSE.

		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 and engages its various stakeholders?	4.1.1	FA	Yes. As part of our engagement with stakeholders, we have identified the environmental, social and governance issues presenting significant risks and opportunities to our business, and our ability to create value. Prioritised themes for disclosure and engagement with stakeholders are contained in the Annual Report and reflected on the Company website. These issues are also covered in the Group Code of Ethics. Further, the Group Stakeholder Engagement Guidelines have also been approved by the Board and adopted and made available on the Company's website..	The Company's website, Group Code of Ethics, Group Stakeholder Engagement Guidelines.
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	Yes, through the Articles of Association. Further, the necessary policies and procedures have been implemented in the Company. A Group Stakeholder Engagement Guideline, Stakeholder Communication Policy and Plan are in place and available on the Company's website.	Articles of Association, Stakeholder Communication Policy and Plan, Group Stakeholder Engagement Guidelines, Company website.

45	A or E	D.3	Does the Board take into account the interests of key stakeholder groups prior to making decisions?	4.1.4	FA	Yes. This is done through issuing public notices via the media and the Company website and where required by law, seeking approval from shareholders at a General Meeting.	Media records, Company website, AGM Minutes.
46	M	D.4	Does the Board ensure communications with stakeholders?	4.2, 4.2.1	FA	By complying with the requirements of legislation, regulation and the Company's Articles of Association on public notices to stakeholders. The Board also ensures that the stakeholders have access to the Company website, Annual Reports and investor briefings.	Media records, Articles of Association, Annual Report, Company website.
47	M	D.5	Has the Board established a formal dispute resolution process to address internal and external disputes?	4.3.1	FA	There are formal internal and external dispute resolution processes in place. For stakeholders, especially suppliers and service providers, we include dispute resolution mechanisms in our contracts to address external disputes. Regarding staff, our Human Capital policy has mechanisms for internal dispute resolution. At Board level, a Board Dispute Resolution Policy was approved and adopted in the fourth quarter of the previous financial year. These policies are provided on the Company's website.	External vendor service contracts, Human Capital Policy and Board Dispute Resolution Policy. The policies are available on the Company's website.

		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	Yes. This is contained in the Code of Ethics, Environmental & Social Policy and in the Governance Framework. This is further detailed in the Board Mandate under Sections 4.5, 7.22, 7.24 and 7.35. The Board also emphasises its awareness of these duties in the Annual Report.	Code of Ethics, Governance Framework, Environmental & Social Policy, Annual Report and Board Mandate, all available on the Company's website.
49	M	E.2	Has the Board developed and publicly disclosed 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 Code of Ethics is all encompassing and applicable uniformly to all directors, management and employees. The same is available on the Company's website. The Bank also has a separate procurement policy disclosed on our website. In addition, we have our Governance Framework, the Board Charter and the Human Capital policy which all cover ethics and conduct.	Group Code of Ethics, Procurement Policy, Governance Framework, Board Mandate and Human Capital Policy available on the Company's website.
50	A or E	E.3	Does the Board ensure that compliance with the Ethics Code and Conduct is integrated into company operations?	5.2.3	FA	Yes. This is included in the Board Mandate and various policies of the group. In addition, all employees of the Company are required to undertake online training and examination on the Group Code of Ethics.	Board Mandate, 2018 Annual Report, policies and Group Code of Ethics, included on the Company's website.

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	Yes. The evidence is in the Company's documented processes and Board approved policies. Further, this is included as part of the Terms of Reference in the Board Risk & Technology Committee Mandate, under Section 6.5	Board Risk & Technology Committee Mandate and various policies available on the Company's website.
52	A or E	E.5	Is the company performance on ethics assessed, monitored and disclosed to internal and external stakeholders?	5.2.4, 5.2.5	FA	The Company's performance on ethics is disclosed in the Annual Report and through the formal governance audit carried out.	2018 Annual Report, Governance Audit Report.
53	A or E	E.6	Has the company established and implemented a whistle blowing policy?	5.2.5	FA	There is a Whistleblowing Policy in place and is reviewed annually. The same is available on the Company's website.	Whistleblowing Policy available on the Company website.
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	Yes. There is a Group Corporate Social Investment Framework Environment & Social Policy and Social Economic & Environment Committee Mandate which are available on the Company's website.	Group Corporate Social Responsibility Framework, Environment & Social Policy and Social Economic & Environment Committee Mandate available on the Company's website.
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	Yes. This has been covered in elaborate detail in the Annual Report, under the Governance section.	2018 Annual Report and policies mentioned above.
56	A or E	E.9	Does the Board monitor and report activities on corporate citizenship and sustainability and demonstrate they are well coordinated?	5.4.1	FA	Yes, the same is also contained in the Annual Report.	The 2018 Annual Report.

			ACCOUNTABILITY, RISK MANAGEMENT AND INTERNAL CONTROL				
		F					
57	M	F.1	Does the Audit Committee and the Board review the financial statements for integrity of the process and for truthful and factual presentation?	6.1, 6.1.1a	FA	The Audit Committee oversees the integrity of the process and for truthful and factual presentation. It further proposes the approval of the financial statements to the Board. Disclosures on this are made in the Annual Report in the section on Corporate Governance detailing the mandate and activities of Board Committees. This is indicated in Section 7.2 of the BAC Mandate and Section 3.1.1 of the Board Mandate.	Board Audit Committee Meeting Minutes and Board Meeting Minutes. In addition, the 2018 Annual Report, the Board Mandate and the Board Audit Committee Mandate available on the website.
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	Yes. This is contained in the section on the Report of the Directors and the Statement of Directors' Responsibilities. The external auditor's statement is contained within the Independent Auditor's Report.	2018 Annual Report available on the website.

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	Yes. The Company uses a reputable firm of qualified auditors and in the independence of the external auditors is confirmed in the Post-Audit Report on an annual basis. Disclosure of this is made in the Annual Report. There is also a confirmation on quarterly basis at the subsidiary Bank Board Credit Committee.	Board Audit Committee Meeting Minutes, Board Meeting Minutes, 2018 Annual Report.
60	M	F.4	Do the shareholders formally appoint the external auditor at the AGM through a formal and transparent process after Audit Committee review and recommendation?	6.1.3	FA	Yes. This is part of the Agenda that is circulated with the AGM Notice prior to the meeting. The proceedings are reflected in the AGM Minutes.	AGM Minutes and AGM Notice circulated prior to meeting available on the website.
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 frameworks developed by the Integrated Reporting Council, The Global Reporting Initiative, the G4 Sustainability Guidelines and/or the Sustainability Accounting Standards Board?	6.1.5	FA	The Company's Annual Report is prepared in an integrated basis using the Global Reporting Initiative.	2018 Annual Report available on the Company's website.

62	A or E	F.6	Has the Board established a risk management framework for the company which is inclusive of key risks, foreseeable risks, environmental and social risks and issues?	6.2.1	FA	Yes there are various risk management policies implemented by the Company's subsidiary companies. This is approved by the Board Risk & Technology Committee of the banking subsidiary. Reports can be found in the Board Risk & Technology Committee Meeting Minutes. Further, the banking subsidiary applies the Equator Principles in its lending activities for applicable projects.	Board Risk & Technology Committee Meeting Minutes and various risk policies available on the website.
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	Yes. These are covered within the Board, Board Audit Committee (BAC) and Board Risk & Technology Committee Mandates and reviewed on a quarterly basis at the group Board and Committee Meetings.	Board Mandate, Board Risk & Technology Committee Mandate, BAC Mandate, Board Meeting Minutes, BAC meeting minutes and Board Risk & Technology Committee Meeting Minutes.

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	Yes. The review is undertaken during the quarterly Board Risk & Technology Committee Meetings and Board Meetings. The shareholders are informed through the Annual Report, in the section concerning Risk Management.	Board Risk & Technology Committee, Board and BAC mandates and meeting minutes on a quarterly basis. The 2018 Annual Report and mandates are available on the website.
65	M	F.9	Has the Board established an internal audit function according to Code requirements and which reports directly to the Audit Committee?	6.5.2	FA	Yes. This is provided for in the Board Audit Committee and Board Mandates. The Internal Audit function reports to the Board through the Board Audit Committee. This is disclosed in the 2018 Annual Report in the section on Corporate Governance Statement. This is also provided for under Section 7.3.1 of the BAC Mandate which provides for establishment of a permanent internal audit function commensurate with the size and functions of the Company. This is further reinforced under Section 7.5 of the Board Mandate which requires the establishment of the internal audit function which should be adequately staffed for its purpose.	Board Audit Committee Mandate, Board Mandate, and the 2018 Annual Report.
66	A or E	F.10	Does the Board disclose details of Audit Committee activities ?	6.5.1, 6.5.2	FA	Yes. These are disclosed in the Annual Report under the Corporate Governance Statement section.	2018 Annual Report

		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 the Code?	7.0 Overview, 7.1.1	FA	Yes. This role is carried out by the Board, Company Secretary and Finance function. This is enforced under Section 7.22 of the Board mandate. There are also documented internal procedures. Public notices are published in newspapers and on the Company's website in compliance with the stipulated time.	Board Mandate and public notices contained on the Company's website, as well as correspondence with all relevant regulators .
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 company's governance, mandate and members of Board and the Board Audit Committee are disclosed in the Annual Report under the Corporate Governance Statement.	2018 Annual Report available on the Company's website.
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	Yes. This is included in the Strategic Objectives section, which gives a wide explanation of the vision, mission, values and strategic objectives of the Company. It also goes ahead to outline the progress made towards living and achieving these objectives.	The Governance section in the 2018 Annual Report.
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	Yes. This is explicitly covered within the Corporate Governance Statement and the Financial Statements. There is also a section within the statements, that covers Remuneration of Directors.	In the Governance section of the 2018 Annual Report

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	Yes. The Company's website contains information pertaining to the Whistleblowing Policy, Group Code of Ethics and resignation of Directors, which is outlined in the Articles of Association.	The Governance section of the Company website
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	Yes. This is disclosed in the Audited Financial Statements and within the Annual Report, with details of the same being contained in the Chairman's statement and the Chief Executive's statement.	2018 Annual Report.
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	Yes. Through the Annual Report, the Board has explicitly disclosed that a legal and compliance audit was carried out as required in 2018 for 2017 and obtained a satisfactory level of compliance with laws, regulations and standards. Any departures from required compliance and the causes of non-compliance have been addressed and measures have been put in place to deal with the same.	The Governance section of the 2018 Annual Report.
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	Yes. The Board explicitly disclosed in the Annual Report that a Governance Audit was carried out and confirmed that there were no insider dealings in the Company.	The Governance section of the 2018 Annual Report.

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	Yes. The Risk Management, Procurement and IT Policies are fully disclosed in the Annual Report. Committees on procurement and technology have been set up and the necessary policies formulated on the same. These policies have been posted on the Company's website for further reference.	2018 Annual Report and the Company's website under Governance Documents.
76	M	G.10	Has the Board disclosed information on shareholders, including the key shareholders, directors and senior management and the extent of their shareholdings as required in 7.1.1 and on stakeholders who influence company performance and sustainability?	7.1.1	FA	Directors shareholding is disclosed in the Annual Report, specifically under the Financial Statements. No member of senior management holds more than 5% shareholding. Further, Annual Returns filed with the Registrar of Companies show this. Monthly reports are posted on the Company's website and the same issued to CMA and NSE.	2018 Annual Report, Annual Returns, Monthly Reports, Company website.
77	M	G.11	Has the Board disclosed all related-party transactions?	7.1.1t	FA	Yes. These are disclosed as and where required, in the Annual Report under the Financial Statements.	2018 Annual Report
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	Yes. A Governance Statement containing a statement of policy on good governance and the status of the application of the Code is contained in the 2018 Annual Report, which has been posted on the website.	2018 Annual Report and Governance Statement on the Company's website.

Note 1	All elements marked in green are mandatory and MUST be complied with and , if not, regulatory sanctions will be imposed. 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 prescribed, therefore anything less than 'full application' is considered 'non compliance and non-application' of the Code. A response of PA or NA is noncompliance 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. 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 ' will 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.