



**Charter of
Board Human Resources and Sustainability Committee**

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1. Introduction.

This Charter governs the operations of Access Bank Plc's Board Human Resources and Sustainability Committee ('the Committee'). The Committee shall review and re-assess this Charter every three years or such other period as the circumstance may warrant and recommend required changes to the Board.

2. Purpose

The Committee shall advise the Board on its oversight responsibilities in relation to all human resources issues affecting the Bank as well as sustainability best practices.

3. Responsibilities

The Committee shall have the following responsibilities.

3.1. Human Resources

- i. Oversee the administration the Bank's human resources polices, plans and procedures ;
- ii. Implement strategies to attract and retain the most suitable employees to achieve the Bank's corporate goals;
- iii. Ensure compliance with the Bank's culture and corporate philosophy;
- iv. Ensure compliance with regulatory provisions on all staff and human resources issues.
- v. Review and make recommendation to the Board for approval of the Bank's organisational structure and any other proposed amendment.
- vi. Receive and consider quarterly report from the Head of Group Human Resource on human resources issues other than remuneration and make appropriate recommendations thereon to the Board.
- vii. Ensure that the existence and implementation of adequate policies on training and employee development.
- viii. Ensure that the Bank's succession planning policies and practices are continually reviewed and fit for purpose.
- ix. Exercise all other rights and powers as may be lawfully delegated to the Committee by the Board.

3.2. Sustainability

- i) Oversee the effectiveness of the Bank's Sustainability strategy, policies and practices that have the potential to materially affect the Bank's business, brand or reputation, including the policies on:

- a. social matters including the promotion of equal opportunity and diversity;
- b. environmental matters;
- c. health and safety;
- d. reputational matters to the extent that they fall within the scope of the Committee
- e. handling internal complaints by employees other than whistleblowing procedures which are within the purview of the Board Audit Committee;
- f. and any other matter of legitimate public concern.

- ii. The Committee shall receive and review quarterly reports from Management on sustainability issues as they affect the Bank and make appropriate recommendations to the Board.
- iii) Ensure that the Bank's Annual Report includes a Corporate Governance Report that conveys clear information on the strength of the Bank's governance structures, policies and practices. The reports shall include the Bank's sustainability policies and programmes covering issues such as corruption, community service, environmental protection, HIV/AIDS and matters of general corporate social responsibility.
- iv) Ensure that Management is committed to transparent dealings in the establishment of a culture of integrity and zero tolerance of corruption and corrupt practices.

4. Size, make-up and competencies of Committee members

The Committee shall comprise at least seven members two of whom shall be Independent Directors. The number of Non-Executive Directors must always exceed Executive Directors.

The Board shall have the authority to appoint and remove any member from the Committee as it deems fit.

Attending each meeting by standing invitation are the Head, Group Human Resources and the Head, Sustainability Unit.

5. Chairman eligibility and terms of appointment.

The Chairman of the Committee must be a Non-Executive Director appointed by the Board, for a period of three years. The Chairman may be reappointed for a further period of three years and shall thereafter not be eligible for further re-appointment as Chairman until after three years. The Chairman of the Board shall not be a member of the Committee.

Notwithstanding the foregoing, where the Chairman is absent from a meeting, the Committee's Vice-Chairman shall preside over the meeting. Where both the Chairman and Vice-Chairman are absent, the members of the Committee present



at the meeting shall have authority to choose one of them to be Chairman for that meeting.

6. Reconstitution.

The Board reserves the right to reconstitute the membership of the Committee at any time it deems fit.

7. Remuneration for members of the Committee

The members of the Committee shall be entitled to sitting allowance, reimbursable travel and hotel expenses only. The Non-Executive Directors shall not receive benefits and salaries whether in cash or in kind other than those mentioned above

8. Meetings

The Committee shall meet at least every quarter in a year and as the need arises, upon request of the Chairman of the Committee or any three other members of the Committee.

The quarterly meeting shall be held in January, April, July, and October of every year or such other months as exigencies of the Bank's operations may require.

The decision of the majority at any such meeting will be the decision of the Committee. The Committee may also act by unanimous written resolution in lieu of a meeting.

9. Attendance at Committee Meetings

All Committee members are required to attend all meetings.

10. Secretary

The Company Secretary shall serve as the secretary to the Committee.

11. Notice of meetings.

The Secretary shall provide notice of meetings, but lack of notice shall not invalidate the proceeding of any meeting at which a quorum was present.

12. Quorum at meetings.

Four members of the Committee shall constitute a quorum.

13. Record keeping at meetings.

The Secretary shall keep minutes of the Committee meetings. The minutes of the Committee meetings shall be made available for approval at the next meeting of the Committee.

14. Sub-Committees

The Committee may appoint its own Sub-committees and delegate any of its responsibilities as it deems fit to such Sub-committee.

15. Ability to take outside advice

The Committee has the power, in its sole discretion, to obtain advice and assistance from, and to retain at the Bank's expense, such independent or outside legal counsel, accounting or other advisors and experts as it determines necessary or appropriate to carry out its duties. The Committee shall have the sole authority to retain, replace, and approve fees and other retention terms for, any consultant or advisors that it shall deem necessary to assist it in fulfilling its duties.

16. Reporting and Accountability.

The Committee shall report the proceedings and recommendations of each meeting and its Sub-Committee meeting to the Board at the next practicable meeting of the Board.

17. Approval and Effective Date

This Charter becomes effective immediately upon approval by the Central Bank of Nigeria.

