



**ACCESS BANK (GHANA) PLC**

**BOARD AUDIT COMMITTEE CHARTER**

May 2024

Risk Rating: Above Average

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## DOCUMENT INFORMATION

### Document Owner

This document is owned by the Company Secretary and is responsible for ensuring that it is reviewed annually in line with the bank's policies review requirement.

| Name                  | Role              | Date       | Version |
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| Helen De Cardi Nelson | Company Secretary | June, 2024 | 4.0     |

### Document History

| Prepared By           | Date         | Version | Reason/ Notes  |
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| Catherine Owusu       | August, 2014 | 1.0     | Initial document   |
| Abena Yeboah-Ntiamoah | July, 2021   | 2.0     | Annual Review & adoption to reflect the functions of the Committee.  |
| Abena Yeboah-Ntiamoah | June, 2022   | 2.1     | Annual Review (No Changes)   |
| Marveline Odai        | July 2023    | 3.0     | Annual Review to include duties and responsibilities of the Committee enshrined in the Securities and Exchanges Commission Corporate Governance Code for Listed Companies, 2020                                    |
| Marveline Odai        | June 2024    | 4.0     | Annual review to align with all relevant laws and regulations, including SEC Corporate Governance Code for Listed Companies, 2020, BoG Corporate Governance Directive and GSE Listing rules, and ESG best practice |

### Document Review / Approval

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**Clause 1. Introduction**

This Charter governs the operations of the Access Bank (Ghana) Plc Board Audit Committee. The Access Bank (Ghana) Plc Board Audit Committee (the “**Committee**”) is a committee of the Board of Directors (the “**Board**”) of Access Bank (Ghana) Plc (the “**Bank**”). The Committee shall review and re-assess this Charter annually and make recommendations to the Board in relation to required changes.

**Clause 2. Definitions**

| <b>Term</b>                                 | <b>Definition</b>  |
|---|--|
| Bank  | means Access Bank (Ghana) Plc.   |
| Board                                       | means the board of directors of the Bank.  |
| Board Charter                               | means the Charter of the Board.  |
| Board Meeting Attendance Policy             | means the Bank’s Board Meeting Attendance Policy.  |
| BoG   | means Bank of Ghana.   |
| CEO/MD                                      | means the Chief Executive Officer/ Managing Director of the Bank.  |
| Chairperson                                 | means a member of the Committee appointed to act as the head of the Committee.   |
| Chartered Accountant                        | means a person certified by the Institute of Chartered Accountants, Ghana (ICAG) or any other similar reputable and recognised institution or organisation in another jurisdiction, as a chartered accountant. |
| Chief Internal Auditor/Head, Internal Audit | means the Chief Internal Auditor/ Head of Internal Audit of the Bank.  |
| Committee                                   | means the Board Audit Committee.   |
| Committee Charter                           | means this Committee charter.  |
| Committee member                            | means a Director of the Bank appointed to act as a member of the Committee.  |
| Company Secretary                           | means the secretary of the Board.  |
| CCO   | means Chief Compliance Officer of the Bank.  |
| CFO   | means Chief Financial Officer of the Bank.   |
| CRO   | means Chief Risk Officer of the Bank.  |
| Director                                    | means a person duly appointed as a director of the Bank.   |

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|---|--|
| Directors' Access to Independent Professional Advice Policy | means the Bank's Directors' Access to Independent Professional Advice Policy.  |
| Executive Director  | means a director who is involved in the administrative or managerial operations of the Bank.   |
| Independent Director  | means a Director who satisfies the criteria as set out in Clause 7.5 of the Board Charter.   |
| Internal Audit  | means the Bank's internal audit department.  |
| Key/Senior Management                                       | means the Chief Executive Officer/Managing Director, Deputy Chief Executive Officer/Managing Director, Chief Operating Officer, Chief Finance Officer, Board Secretary, Treasurer, Chief Internal Auditor/ Head, Internal Audit, the Chief Risk Officer, the Head Of Compliance, the Anti-Money Laundering Reporting Officer, the Head Of Internal Control Functions, the Chief Legal Officer, the Manager of a Significant Business Unit. |
| Law   | means any applicable statute, laws, ordinances, regulations, local laws, bye-laws, codes, orders, guidelines, notices, administrative interpretations, directives, which have been duly enacted or issued by any competent authority having jurisdiction over the Bank and any modification or re-enactment of, or legislative provision substituted for, and any subordinated legislation issued or made thereto.                         |
| Management  | means all persons in a managerial position, role or grade in the Bank.   |
| Non-Executive Director                                      | means a Director who is not involved in the administrative or managerial operations of the Bank.   |
| Statutory Audit Independence Policy                         | means the policy in Appendix A.  |

**Clause 3. Purpose**

The purpose of the Committee is to assist the Board in fulfilling its oversight responsibility in relation to:

- a. the integrity of the Bank's financial statements and the financial reporting process;

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- b. the Bank's internal and external audit functions;
- c. the independence and performance of the Bank's internal and external auditors; and
- d. the Bank's system of internal control and mechanism for receiving complaints regarding the Bank's accounting and operating procedures.

**Clause 4. Duties and Responsibilities**

4.1. The Committee shall be responsible for overseeing the integrity of the Bank's accounting and financial reporting system. The responsibilities will include:

- a. the establishment of accounting policies and practices;
- b. providing oversight of the internal and external audit functions;
- c. the appointment, compensation and removal of auditors;
- d. receiving key audit reports; and
- e. ensuring that Key/Senior Management is taking necessary corrective actions in a timely manner to address control weaknesses, non-compliance with policies and Laws and other problems identified by auditors as well as any other relevant matter referred to the Committee by the Board and reporting to the Board on these matters.

4.2. The Committee shall perform the following responsibilities as it relates to:

**4.2.1. Internal Audit**

- a. Advise the Board on the creation of an internal audit function and on senior appointments within the audit function (including the Head, Internal Audit). Where the internal audit is outsourced the Committee shall advise on the appointment of the third-party internal auditor.
- b. Be responsible for the internal audit function so that the Chief Internal Auditor/Head, Internal Audit reports directly to the Committee and its Chairperson. In situations where the internal audit function is outsourced, the audit committee shall be responsible for the oversight of the third party.
- c. Review the internal audit program and results of the internal audit process and where necessary, ensure that appropriate action is taken on the recommendations of the internal audit function.
- d. Review any appraisal or assessment of the performance of members of the internal audit function and to approve any appointment or termination of senior staff members of the internal audit function.
- e. Consider the implications of the resignation of internal audit staff members and provide the resigning staff members an opportunity to submit reasons for resigning.
- f. Monitor the internal audit function of the Bank including its independence.
- g. Oversee the development of a procedure for the receipt, retention and treatment of complaints or other reports received by the Bank, regarding

- accounting, internal accounting controls, unethical activity/breach of the Corporate Governance Code, the code of ethics or audit matters, including a means for the Bank's stakeholders (employees, customers, suppliers, applicants, etc) to submit such complaints in a confidential and anonymous manner.
- h. Investigate any matter brought to its attention within the scope of its duties with the authority to retain counsel or other advisors, at the expense of the Bank, if in its judgment that is appropriate.
  - i. Submit meeting minutes and, as appropriate, discuss the matters discussed at each Committee meeting with the Board.
  - j. Annually review and reassess its responsibilities, functions, pre-approval policy for audit and non-audit services, and Committee Charter, making changes as necessary, and conduct an annual performance evaluation of its activities.
  - k. Ensure that the Bank provides adequate funding, as determined by the Committee, to the Committee for payment to any advisers engaged by the Committee, and payment of ordinary administrative expenses incurred by the Committee in carrying out its duties.
  - l. Review the proposed audit plan(s) and review the results of internal audits completed since the previous Committee meeting as well as the focus of upcoming internal audit projects.
  - m. Ensure that the internal audit function is independent of the activities of the Bank and is performed with impartiality, proficiency and due professional care.
  - n. Review the internal auditor's report on internal controls no less frequently than every six (6) months, give its views to the Board on that report and take and document such action as it considers appropriate in the light of that report.
  - o. Commission and review internal audit reports on major transactions and other transactions, where requested by the Director with particular responsibility for relations with minority shareholders, and to consider and report on the effect of such transactions on the rights of minority shareholders.

#### 4.2.2. External Audit

- a. Consider the appointment of the external auditor, the audit fee and the resignation or dismissal of the external auditor.
- b. Satisfy itself that the external auditor is independent and properly qualified.
- c. Discuss with the external auditor before the audit commences, the nature and scope of the audit, and ensure co-ordination where more than one audit firm is involved.



- d. Discuss problems and reservations arising from the interim and final audits, and any matter the external auditor may wish to discuss (in the absence of Management, where necessary).
- e. Review Management's response to the audit report and the external auditor's letter to Management.
- f. Be a channel of communication between the external audit function and the Board.
- g. Meet the external auditors no less frequently than annually without the presence of Executive Directors.
- h. Assist the auditor and Management in protecting the auditor's independence.

#### 4.2.3. **Statutory Audit and Financial Reporting**

- a. Review the results of the annual audit and discuss the annual financial statements with Management.
- b. Review the statutory auditors' Management letter when presented and ensure adequacy of Management's response.
- c. Review with the CFO annually the significant financial reporting issues and practices of the Bank and ensure that appropriate accounting principles are applied including financial controls relating to the "closing of the books" process.
- d. Meet at least quarterly, with the CFO and the Chief Internal Auditor/Head, Internal Audit to discuss the adequacy and effectiveness of accounting and financial controls of the Bank.
- e. Discuss the Bank's policy regarding press releases as well as financial information provided to analysts and rating agencies.
- f. Review the Bank's legal representation letter presented to the statutory auditors and discuss significant items, if any, with the Company Secretary.
- g. Receive the decisions of the shareholders on the statutory audit report from the Company Secretary and ensure its full implementation.
- h. Require Management to present and discuss, as soon as practicable, all reports received from regulators which may have a material effect on the financial statements or related Bank compliance policies.
- i. Annually assess and confirm the independence of the statutory auditor, in line with the Bank's Statutory Audit Independence Policy (see Appendix A). The report of this assessment should be submitted to the Board.
- j. Develop, annually review and ensure compliance with the list of non-audit services that may be provided by the statutory auditors (see Appendix B).
- k. Review with the Company Secretary legal and regulatory matters, contingent liabilities or other sensitive information that may have a material effect on the Bank's financial statements, systems of internal control or regulatory compliance.

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- l. Oversee the integrity of the accounting and financial reporting system and report to the Board.
- m. Review the quarterly and year-end financial statements of the Bank and ensure that they are in compliance with the Accounting Standards of the Institute of Chartered Accountants (Ghana) and other legal requirements.
- n. Include, within the Board's annual report, a report on its work which must include confirmation that the external auditor was independent, appropriately qualified and acted with due care in auditing the Bank's financial statements.
- o. Review the quarterly and year-end financial statements of the Bank, focusing particularly on:
  - i. accounting policies and practices;
  - ii. significant adjustments arising from the audit;
  - iii. the going concern assumption; and
  - iv. compliance with the accounting standards of the Institute of Chartered Accountants (Ghana) and other legal requirements.

4.3. The responsibilities of the Board Audit Committee stated in this Committee Charter are not exhaustive and may include other duties as required by the relevant regulators.

**Clause 5. Authority**

The Committee has the authority of the Board to:

- a. investigate any activity within this Committee Charter;
- b. seek any information that it requires from any employee of the Bank and accordingly, all employees are directed to cooperate with any request made by the committee;
- c. obtain external legal or independent professional advice, at the Bank's expense, and secure the services of consultants with relevant experience and expertise if it is considered necessary; and
- d. form and delegate authority to sub-committees, comprised of one or more members of the Committee, as necessary or appropriate. The sub-committee will have the full power and authority of the Committee.

**Clause 6. Composition and Structure of Committee**

6.1. The Committee shall be constituted by at least three (3) directors comprised solely of Non-Executive Directors, nominated by the Board, the majority of whom shall be Independent Directors. The Board shall consider the independence, financial literacy, accounting, auditing, finance or related financial management expertise, entrepreneurial skills, ethical standards and other qualifications before nominating and appointing the members of the Committee.

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- 6.2. The Committee must have at least one (1) member who is a financial expert. For this purpose, a financial expert is someone who:
- a. as a result of acting as an auditor or due to other relevant experience has appropriate knowledge of both International Standards on Auditing, financial reporting procedures and internal controls along with audit committee functions;
  - b. is a Chartered Accountant;
  - c. is a member of a reputable and relevant professional institution; and
  - d. has recent and relevant financial experience.
- 6.3. At least thirty percent (30%) of the Committee members shall be Ghanaian resident in Ghana.
- 6.4. The appointment and removal of Committee members shall be the responsibility of the Board.
- 6.5. Attending each meeting by standing invitation are the Executive Directors, CRO, CFO, CCO, Chief Legal Officer and the Chief Internal Auditor/Head, Internal Audit, while the CEO/MD shall attend based on specific invitation. The Chairperson of the Committee shall be entitled to request that the Committee meet without any of these persons.
- 6.6. The CRO, CCO and the Chief Internal Auditor/Head, Internal Audit are encouraged to meet as appropriate with the Committee Chairperson, independent of Management. The Committee Chairperson will generally meet with Management, the Chief Internal Auditor/Head, Internal Audit, the CRO and CCO (either together or separately as the Chairperson deems appropriate) before each Committee meeting and at other times as required.

**Clause 7. Secretary**

The Company Secretary shall act as the secretary to the committee.

**Clause 8. Chairperson's Eligibility and Terms of Appointment**

- 8.1. The Chairperson shall be appointed from the independent non-executive members of the Committee and shall have a tenure of three (3) years which may be extended for not more than two (2) additional terms. The Chairperson shall be a person other than the Chairperson of the Board or the Chairperson of any other Board Committee.
- 8.2. The Chairperson shall be a Chartered Accountant with recent and relevant financial experience.

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- 8.3. Where the Chairperson is absent from a meeting, the members of the Committee present at the meeting shall have authority to choose one of the independent Non-Executive Directors to act as Chairperson for that particular meeting.

**Clause 9. Tenure**

Each member shall serve on the Committee for a period up to three (3) years which may be extended for not more than two (2) additional terms.

**Clause 10. Remuneration of Members of the Committee**

The remuneration of the non-executive members of the Committee shall be limited to Directors' fees, sitting allowance for Board and Committee meetings and, reimbursable travel and hotel expenses and other fees as approved by the Board.

**Clause 11. Frequency of Meetings**

The Committee shall meet at least once every quarter, or upon request of the Chairperson or upon the request of any two (2) members of the Committee.

**Clause 12. Attendance at Committee Meetings**

- 12.1. All Committee members are required to attend all meetings of the Committee. This will, however, be guided by the Board Meeting Attendance Policy.
- 12.2. Meetings shall be held in person at such venue and at such time as the Chairperson deems appropriate, or via any other appropriate virtual platform.

**Clause 13. Notice of Meetings**

The Company Secretary shall provide at least five (5) working days' notice for meetings (or such shorter period as may be agreed by the Chairperson), but lack of notice shall not invalidate the proceeding of any meeting at which a quorum was present.

**Clause 14. Quorum at Meetings**

Where the total number of Committee members is three (3), quorum shall be two (2) Committee members with one being an Independent Non-Executive Director. In all other cases, three (3) Committee members shall constitute a quorum, two (2) of whom must be Independent Non-Executive Directors.

**Clause 15. Proceedings at Meetings**

- 15.1. Where a Director will personally benefit from or be affected by any decision of the Committee, such Director shall not partake in making such decision.

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- 15.2. Each Committee member shall have one vote which may be cast on matters considered at the meeting. Votes can only be cast by members attending a Committee meeting whether in person or virtually.
- 15.3. If a matter that is considered by the Committee is one where a Committee member, either directly or indirectly has a personal interest, that member shall not be permitted to vote at the meeting.
- 15.4. In the case of an equality or tie of votes, the Chairperson shall have a casting vote.
- 15.5. The Chairperson may ask any attendees of a Committee meeting to leave the meeting to allow discussions of matters relating to them.

**Clause 16. Record Keeping at Meetings**

- 16.1. The Company Secretary shall keep minutes of the Committee meetings. The Company Secretary shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.
- 16.2. The minutes of the Committee meetings shall be presented for approval at the next meeting of the Committee.
- 16.3. Decisions taken during Committee meetings shall be recorded by the Company Secretary and disseminated to the Board and Management for further action

**Clause 17. Appointment of Sub-committee**

The Committee may appoint its own sub-committees and delegate any of its responsibilities that do not require involvement of the Committee as a whole to a sub-committee. The sub-committee may comprise of one (1) or more members of the Committee. Each sub-committee shall report its activities at the next practicable meeting of the Committee.

**Clause 18. Ability to Take External Advice**

Subject to the provisions of the Directors' Access to Independent Professional Advice Policy and provided that prior written notice is given to the Company Secretary and CEO/MD:

- 18.1. The Committee has the power 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; and

- 18.2. The Committee shall have the sole authority to retain and replace professional advisors and consultants, approve fees and agree other retention terms for any consultant or advisors that it requires to assist it in fulfilling its duties.

### **Clause 19. Reporting and Accountability**

- 19.1. The Committee shall report the proceedings and recommendations of each meeting to the Board at the next practicable meeting of the Board.
- 19.2. The Board shall evaluate the performance of the Committee as part of the annual Board evaluation exercise.

### **Clause 20. Other Issues**

- 20.1. The Board may rely on information provided by the Committee and its members in relation to matters within the Committee's responsibility under the terms of this Committee Charter provided that it has evaluated the information and is not aware of any reasonable basis upon which to question its accuracy.
- 20.2. The Committee has an oversight responsibility over Management's preparation, presentation and integrity of the financial statements. It is also responsible to ensure Management implements and maintains appropriate accounting and financial reporting principles and policies and internal controls and procedures designed to assure compliance with accounting standards and applicable Laws. The Committee has an oversight responsibility to ensure the Bank's internal audit independently review the integrity of financial data, the control framework and compliance with policies and regulations.
- 20.3. The Bank's Key/Senior Management is responsible for making recommendations to the Committee regarding the appointment or termination of the Chief Internal Auditor/Head, Internal Audit. The Committee shall review such recommendations and advise the Board appropriately. The Board has the ultimate responsibility to select, evaluate and where appropriate replace the Chief Internal Auditor/Head, Internal Audit.
- 20.4. The statutory auditors are responsible for planning and carrying out each audit and review, in accordance with applicable auditing and review standards. The statutory auditors are accountable to shareholders through the Committee.
- 20.5. The members of the Committee shall take reasonable steps to ensure that they are properly informed, so that they can be vigilant and effective overseers of the financial reporting process and the Bank's internal controls.

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20.6. The Committee shall report to the Board and have written terms of reference which deal clearly with its authority and duties.

20.7. The Board shall disclose in its annual report the composition and terms of reference of the Committee and its activities during the year.



**Appendix A****STATUTORY AUDIT INDEPENDENCE POLICY****Introduction**

This policy is in furtherance to Access Bank (Ghana) Plc's ("**Access Bank**") commitment to best corporate governance practice, and assurance of independence of the statutory auditors. All amendments to this policy must be approved by the Board of Directors.

**Policy**

1. Access Bank requires the statutory auditor to provide suitably qualified personnel to ensure an effective audit. The statutory auditor shall provide audit personnel who are appropriately trained; capable of meeting the required technical standards; will maintain confidentiality and behave in a professional manner at all times.
2. To ensure audit quality at Access Bank and to allow for an effective audit service by suitably qualified professionals, Access Bank commits to the payment of fair commercial rates for its statutory audit and audit-related services.
3. Access Bank considers that the level of non-audit fees paid to the statutory auditor can give rise to a perception of a loss of objectivity. As an overriding principle, Access Bank will not allow fees paid to the statutory auditor for non-audit related services to exceed, on an annual basis, a level that the Board is of the view that there is a risk of a loss of objectivity by the statutory auditor.
4. The Board Audit Committee will annually review non-audit related services provided by the statutory auditor during the previous year and proposed non-audit related services for the coming year. The aim of the review is to seek assurance from management and the statutory auditor to the ultimate satisfaction of the Board Audit Committee, that the non-audit services so provided, will not compromise the independence of the statutory auditor. In addition, the Board Audit Committee has considered and documented the non-audit services, (see Appendix B), the statutory auditor will be permitted to provide to Access Bank.
5. Access Bank will require the statutory auditor to commit to rotating the lead audit partner for Access Bank every five (5) years.
6. Access Bank requires its statutory auditor to maintain quality control processes whereby all key accounting and auditing decisions are arrived at after appropriate consultation with technical and subject matter experts within the statutory auditor's firm.



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7. Access Bank requires its statutory auditor to maintain all audit related work papers and reports for a minimum of seven (7) years.
8. The Board Audit Committee will require the statutory auditor to confirm annually that it has complied with all professional regulations relating to auditor independence. Specifically, the statutory auditor will be required to confirm its commitment to strict procedures to ensure that:
  - i. The statutory auditor and its partners do not have any financial interest in Access Bank;
  - ii. The engagement team members of the statutory auditor do not have any financial interest in Access Bank;
  - iii. There are no business interests between Access Bank and the statutory auditor;
  - iv. The pension fund administrator of the partners and staff of the statutory auditor does not hold any direct financial interest in Access Bank; and
  - v. No portion of fees paid by Access Bank to the statutory auditor is made on a contingency basis.
9. In addition, the Board Audit Committee will also require the statutory auditor to annually submit a report which describes:
  - i. Issues from the most recent internal quality review/peer review of the statutory auditor;
  - ii. Issues from any inquiry or investigation by government or professional authorities within the preceding five (5) years, into any independent audits carried out by the statutory auditor and the steps the statutory auditor has taken to deal with such issues;
  - iii. All relationships between the statutory auditor and Access Bank; and
  - iv. The statutory auditor's policy on audit partner rotation, which should include confirmation that audit partners are subject to six (6) yearly rotation.
10. As a matter of principle and sound corporate governance, Access Bank will require the statutory auditor to provide assurance on an annual basis that:
  - i. The total fees received by the statutory auditor from Access Bank do not have a material impact on its operations or financial conditions;
  - ii. Access Bank has not withheld fees from the statutory auditor; and

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iii. To the best of the statutory auditor's knowledge, there is no litigation between Access Bank and the statutory auditor.

11. In addition to the confirmations and representations by the statutory auditor referred to above, the standard of independence to which the auditor complies will not be less than the standards promulgated by the:

- i. Companies Act, 2019 (Act 992);
- ii. Bank of Ghana Corporate Governance Directive (CGD) 2018
- iii. Banks and Specialised Deposit-Taking Institutions Act, 2016 (Act 930)
- iv. The Corporate Governance Code For Listed Companies 2020  
SEC/CD/001/10/2020



**Appendix B**

**LIST OF NON-AUDIT SERVICES THAT MAY BE PROVIDED BY THE STATUTORY AUDITOR**

| AREA                 | DESCRIPTION OF SERVICE                                    |
|----------------------|---|
| Assurance            | Accounting procedures review                              |
|                      | Compliance assurance                                      |
|                      | General process and controls review                       |
|                      | Corporate Governance                                      |
|                      | Prospectus/acquisition accounting due diligence           |
| IT Reviews           | Review of IT process controls                             |
|                      | Assessment of application controls                        |
|                      | IT process risk reviews                                   |
|                      | Data conversion and integrity assurance                   |
|                      | Interface control review                                  |
|                      | Quality assurance support                                 |
|                      | Security  |
| Transaction services | Transaction support for acquisition and divestment        |
|                      | Post merger integration advice                            |
|                      | Transaction project management                            |
|                      | Strategic financial advice, including strategic alliances |
| Risk Management      | Financial risk management (treasury review)               |
|                      | Fraud review  |
|                      | Probity audit   |
|                      | Benchmarking  |
|                      | Enterprise risk management reviews (part of year end      |



Tier 1

|                      |   |
|----------------------|---|
|                      |   |
| Technical Accounting | Technical interpretation                        |
|                      | International comparison                        |
|                      |   |
| Taxation             | Tax planning and strategy                       |
|                      | Company Income Tax and advisory                 |
|                      | Stamp duty tax advisory                         |
|                      | Indirect tax planning                           |
|                      | Legislative monitoring and analysis             |
|                      | Capital structure planning                      |
|                      | Tax and treasury harmonization                  |
|                      | Tax due diligence                               |
|                      | Tax merger integration advisory                 |
|                      | Payroll employment tax advisory                 |
|                      | Tax compliance services                         |
|                      | Tax function improvement advisory               |
|                      | Tax audit risk assessment and advisory services |
|                      |   |
| General              | Board and Directors review /appraisal           |
|                      | Junior accounting secondment (loan staff)       |
|                      |   |
|                      |   |
|                      |   |