

ACCESS BANK (GHANA) PLC

BOARD CREDIT COMMITTEE CHARTER

June, 2022

Risk Rating: Above Average

RETURN APPROVED COPY TO COMPLIANCE ADVISORY AND SUPPORT

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
Helen De Cardi Nelson	Company Secretary	June, 2022	3.0

Document History

Prepared By	Date	Version	Reason/ Notes
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.
Elsie Asante	June, 2022	3.0	Annual Review to include the responsibility of the Committee on sustainability matters as regards the credit policies and procedures.

Document Review / Approval

	Name	Designation	Signature	Date
Prepared by	Elsie Asante	Team Member, Corporate Counsel		
Reviewed By	Joyleen Fayorsey Mante	Team Lead, Company Secretariat		
Reviewed By	Esther Boahemah Antwi	Team Lead, Compliance Advisory and Support		
Reviewed By	Emefa Dzidzienyo	Unit Head, Operational Risk Management		
Reviewed By	Nadine France	Unit Head, Credit Risk Management		
Reviewed By	Ayooluwa Oseni	Team Lead, Compliance Monitoring and Reporting, Head Office		
Reviewed By	Yaa Amankwaa Pokoo	Head, Service & Innovation Group		
Reviewed By	Helen De Cardi Nelson	Company Secretary		

Reviewed By	Nana Adu Kyeremateng	Head, Human Resource Services		
Reviewed By	Michael Gyabaah	Head, Financial Control & Strategy		
Reviewed By	Kenneth Abudu	Head, Internal Audit		
Reviewed By	Andrea Dumfeh	Head, Legal		
Reviewed By	John Githii Nganga	Head, Risk Management		
Reviewed By	Isaiah Ailenmoagbon	Head, Conduct & Compliance		
Approved By	Ade Ologun	Chief Operations Officer		
Approved By	James Bruce	ED, Wholesale Banking		
Approved By	Pearl Nkrumah	ED, Retail and Digital Banking		
Approved By	Olumide Olatunji	Country Managing Director		



Table of Contents

1.	Introduction.....	5
2.	Purpose.....	5
3.	Responsibilities.....	5
4.	Size, make-up and competencies of committee members.....	8
5.	Chairperson eligibility and terms of appointment.....	8
6.	Period of membership.....	8
7.	Remuneration for members of the committee.....	8
8.	Restrictions placed on its powers and responsibilities.....	8
9.	Frequency of meetings.....	8
10.	Notice of meetings.....	9
11.	Quorum at meetings.....	9
12.	Record keeping at meetings.....	9
13.	Appointment of sub-committees.....	9
14.	Ability to take external advice.....	9
15.	Reporting and accountability.....	10

1. Introduction

This Charter governs the operations of Access Bank (Ghana) Plc Board Credit Committee. Access Bank (Ghana) Plc Board Credit 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 as and when required and make recommendations to the Board in relation to required changes.

2. Purpose

The purpose of the Committee is to advise the Board on its oversight responsibilities in relation to the Bank’s credit exposure and management, lending practices and provide strategic guidance for the development and achievement of the Bank’s credit and lending objectives. In performing this oversight role, the Committee shall work with Management to:

- i. Review the quality of the Bank’s credit portfolio and the trends affecting the portfolio;
- ii. Oversee the effectiveness and administration of credit related policies including compliance with legal lending limits and the Bank’s in-house lending restrictions;
- iii. Review the process for determining provision for credit losses and the adequacy of the provision made;
- iv. Provide oversight and guidance to the Bank regarding credit related aspects of implementing the BASEL II Capital Accord and compliance with BOG Risk based supervision framework; and
- v. Provide oversight of the Bank’s Environmental and Social Risk Management with regards to sustainability matters in the Bank’s credit policies and procedures.

3. Responsibilities

The Committee shall have the following responsibilities:

- a) Approve definition of risk and return preferences, target risk portfolio, credit portfolio quality plan for the year and level of exposure to domestic and foreign banks.
- b) Approve credit risk appetite and credit portfolio strategy and ensure it is in line with the corporate strategy of the Bank.
- c) Review and approve, as and when required, the establishment of or any material changes to:
 - (i) credit policies;
 - (ii) underwriting guidelines;
 - (iii) credit concentration guidelines and limits;
 - (iv) compliance programs for credit-related matters;
 - (v) delegations of credit authority;
 - (vi) the provisions for loan losses methodology; and
 - (vii) other matters as required by the recommendation of the Management Credit Committee (MCC).
- d) Exercise general oversight of the Bank's credit portfolio and related risk management processes through a periodic review of reports on the following:
 - (i) Credit and assets quality trends and statistics;
 - (ii) Reports on the lending activities of the major business units and lines of business which comprise the Bank's lending operations;
 - (iii) Reports on any category of credit or specialized credit activity that reflects areas of material or rapidly increasing risk (e.g., concentrations of credit, classified credits and non-performing assets, etc.);
 - (iv) Report of the Bank's Collateral Adequacy Assessment; and
 - (v) Any other matter that relates to the extension or administration of credit or the condition of the Bank's credit portfolio that is deemed appropriate by the Committee or as required by regulation at a level and frequency established by the Committee.
- e) Oversee the administration and effectiveness of, and compliance with the Bank's credit policies through the review of processes and reports on the recommendation of the MCC and any other means as it deems appropriate. The review shall as a minimum, include the loan quality grading in accordance with the BOG Prudential Guidelines, internal and external audits and

examinations of the Bank's credit processes, the incidence of new problem assets and the frequency and reasons for credit policy exceptions.

- f) Approve credit facility requests and proposals within limits defined by the Bank's credit policy and within the statutory requirements set by the regulatory/supervisory authorities.
- g) The Committee shall review and assess the adequacy of the provision for credit losses. In making its assessment, the Committee may review such measures of the adequacy of the provision as it deems appropriate, and shall periodically review the credit rating methodology used in computing the adequacy of the provisions.
- h) Approve new credit products and processes.
- i) Approve limit setting and assignment of credit approval authority on the recommendation of the Management Credit Committee (MCC).
- j) Approve changes to credit policy guidelines on the recommendation of the Management Credit Committee (MCC).
- k) Approve credit facility requests as stipulated on the credit approval limit.
- l) Review credit risk reports on a periodic basis.
- m) Approve credit exceptions in line with Board approval.
- n) Make recommendations to the Board on suggested changes to credit policy and strategy where appropriate.
- o) Approve credit write-offs in accordance with Credit Policy Guidelines and regulatory requirements.
- p) Exercise general oversight of the Bank's Environmental and Social Risk Management with regards to sustainability matters in the Bank's credit policies and procedures. The Committee shall be responsible for:
 - i. the approval of all credit policies and procedures including product programs that have E&S considerations in line with the Bank's ESRM Policy; and
 - ii. the consideration and approval of the recommendation of the Management Credit Committee (MCC) on the credit policy direction articulation of risk and return preferences at the corporate level and for individual assets-creating business units in the Bank.

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

The Committee shall comprise at least three members or as many as the Board may from time to time determine. The Board shall have the authority to appoint and remove a member from the Committee as it deems fit.

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

The Committee shall have authority to invite members of management, or others to attend meetings and provide pertinent information, as necessary.

5. Chairperson eligibility and terms of appointment

The Chairman of the Committee shall be appointed by the Board from the independent non-executive members for a period of two years. However, the Chairperson of the Board can neither be a member nor Chairperson of the Credit Committee.

Where the Chairman is absent from a meeting, the members of the Committee present at the meeting shall have authority to choose another member to be Chairman for that particular meeting.

6. Period of membership

Each member of the Committee will be appointed for an initial term of three years, or shorter if circumstances dictate (e.g. resignation from the board).

7. Remuneration for members of the Committee

The members of the Committee shall be entitled to sitting allowance, reimbursable travel and hotel expenses, and other fees as approved by the board.

8. Restrictions placed on its powers and responsibilities

The Board shall reserve the right to make final approval for the Bank's lending limits and risk appetite.

9. Frequency of meetings

The Committee shall meet at least once every quarter, upon request of the Chairman of the Committee or any other two members of the Committee.

10. 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.

11. Quorum at meetings

Three members of the Committee shall constitute a quorum.

12. Record keeping at meetings

The Company 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.

13. Appointment of sub-committees

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

14. Ability to take external advice

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.

Director(s) seeking independent professional advice should give prior notice in writing to the Company Secretary, Chairman and CMD and also act in accordance with the provisions of the policy on Directors' Access to Independent Professional Advice.

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.

15. Reporting and accountability

The Committee shall report the proceedings and recommendations of each meeting to the Board at the next practicable meeting of the Board. The reports to the Board shall include, the quality of the Bank's loan portfolio and any significant actions or approvals made by the Committee.

The Committee shall annually review and present a report of its performance to the Board.