



Terms or reference for Social and Ethics Committee of Vista Banking Group

The Committee shall do the following:

1. Ensure the compliance with those polices, by developing training plans for the staff related to ethics in the business
2. Consider requests for guidance concerning possible actual or potential conflicts of interest, or other ethical aspects of conduct
3. Investigate and solve situations where there is a conflict between certain types of conduct and the values promoted by the Group
4. Ensure the appropriate composition of the Board by reviewing the composition of the Board, its mix of skills, and the relative proportion of Executive and Non-Executive Directors
5. Review proposed nominations/candidates for the Directors, their qualification, experience, and technical skills and with due exercise of their judgment, make an appropriate recommendation to the Board
6. Review the independence of a proposed Director
7. Review the membership of Board committees, and identify and review proposed candidates for committees
8. Review the HR strategy by considering the human capital in all dimensions (recruitment, training, evaluation, reward)
9. Review, apply and annually revise the Group's Human Resource and training policies and procedures, and the operation of HR function, on behalf of the Board;
10. Make proposals for the remuneration of Board Members and the Group Executive
11. Management Members, including performance or incentive linked remuneration if appropriate
12. Review and approve the remuneration of the employees;
13. Review developments and changes in legal, regulatory, and accounting requirements and their impact on ALM, funding, liquidity and capital management policies





Balance sheet Management

- Assess the robustness of interest rate forecasts and consider the Group's structural exposures, including evaluation of appropriate stress testing scenarios, and formulate actions
- Review performance on the Group's net interest income in order to identify potential margin compression and formulate appropriate actions
- Ensure full disclosure of contingent assets and liabilities and materials contractual obligations or commitments at all times in accordance with the bank policies and regulatory requirements.

Capital

- Consider the appropriateness of the Group's capital structure taking into account of future regulatory requirements and overall risk management of the bank
- Ensure that Group is in full compliance with regulatory minimum capital requirement
- Considering the bank's capital needs and the process for raising of capital
- Evaluate appropriateness of stress scenarios, to the bank's capital position and formulate requisite actions

Funding

- Review the Group's funding profile and consider the diversification, cost and robustness of funding sources
- Review the funding needs i.e. both actual and projected
- Evaluate stress scenarios relating to funding positions and formulate appropriate actions

Liquidity

- Review and assess the management of liquidity across the Group within the framework and policies established by the Board as the case may be, and formulate appropriate actions
- Evaluate the results of stress testing scenarios relating to the Group liquidity position, and formulate appropriate actions
- Review group liquidity reporting including liquidity ratios
- Review liquidity management risk activities including hedging activities

