Corporate Governance (CG) Rapid Risk Screening Tool for banks, non-banking financial institutions or corporate microfinance entities

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Client name: facts and not futu Topic **EVALUATION Commitment to CG** The FI is owned by an individual, directly or indirectly, that could dominate the decision-making process at the (supervisory) board or management level. The management/supervisory board does not approve an annual calendar of corporate events There is room to believe that political influence is exercised at the (supervisory) board or management level. There is no company code of ethics or CG Code The FI has not assigned responsibility for CG internally (e.g., to a corporate secretary). Structure and Functioning of the Board of Directors The (supervisory) board is unusually large (more than 15 members) or unusually small (less than six members). The (supervisory) board has non-executive directors but the majority of these non-executives are not independent. The (supervisory) board has neither one audit and risk committee nor a separate committee for each, audit and risk. The (supervisory) board gets involved in day-to-day or other operational issues. The (supervisory) board meets less than four times or more than 12 times a year **Control Environment and Processes** There is no proper internal audit function and a Board Audit Committee ensuring appropriate internal controls and compliance with relevant laws and regulations There is no proper risk management (for credit, market, liquidity, and operation risks) or compliance program for training, auditing, and monitoring systems and reporting violations The internal auditor and head of risk function (CRO) only have access to management and not to either a combined audit and risk committee or separate audit and risk committees (at the board) The external auditor does not issue management letters The audit committee is not comprised of a majority of independent directors or is not chaired by an independent director Transparency and Disclosure The financial statements are audited by a 'weak' auditor. The independence or quality of external audits is <u>not</u> sufficient because the external auditor has been engaged since many years or provides other significant services. The audit opinion has been qualified in the past five years, or there have been material restatements. Only local accounting standards are applied. No information on the (supervisory) board is available beyond their names with regards to experience, skills and other board seats (in the annual report or website). **Shareholders Rights** There are pyramid structures, cross-holdings or other complex shareholding arrangements. Different share classes or differences between cash flow and voting rights exist. The FI has **no** policies with respect to treatment of minority shareholders There are other business activities of shareowners or members of the (supervisory) board that pose potential conflicts of interest. There is no up-front and independent approval by the (supervisory) board or its audit committee on intra-group and related party transactions. No other remarks

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