E.1	usibilities of the Board Board Duties and Responsibilities		Y/N	Reference/ Source
	Clearly defined board responsibilities and corporate governance pole	icy	-,	document
E.1.1	Does the company disclose its corporate governance policy / board charter?	OECD PRINCIPLE V: Disclosure and Transparency (A) Disclosure should include, but not be limited to, material information on: 8. Governance structures and policies, in particular, the content of any corporate governance code or policy and the process by which it is implemented.	Υ	corporate governance manual
E.1.2	Are the types of decisions requiring board of directors/commissioners' approval disclosed ?		Υ	corporate governance manual
E.1.3	Are the roles and responsibilities of the board of directors/commissioners clearly stated ?	OECD PRINCIPLE VI (D)	Y	corporate governance manual
E.1.4	Corporate Vision/Mission Does the company have a vision and mission statement?	OECD PRINCIPLE 6 (PS8) ICGN:3.2 Integrity ICGN:3.2 Integrity The board is responsible for overseeing the implementation and maintenance of a culture of integrity. The board should encourage a culture of integrity permeating all aspects of the co., and secure that its vision, mission and objectives are ethically sound.	Y	corporate governance manual
E.1.5	Has the board review the vision and mission/strategy in the last financial year?		N	
E.1.6	Does the board of directors monitor/oversee the implementation of the corporate strategy?		Υ	corporate governance manual
E.2	Board structure			•
E.2.1	Code of Ethics or Conduct Are the details of the code of ethics or conduct disclosed?	OECD PRINCIPLE VI		
E.2.2	Does the company disclose that all directors/commissioners, senior management and employees are required to comply with the code?	(C) The board should apply high ethical standards. It should take into account the interests of stakeholders. The board has a key role in setting the ethical tone of a company, not only by its own actions, but also in appointing and overseeing key executives and consequently the management in general. High ethical standards are in the long term interests of the company as a means to make it credible and	Y	Code of Ethics
		trustworthy, not only in day-to-day operations but also with respect to longer term commitments. To make the objectives of the board clear and operational, many companies have found it useful to develop company codes of conduct based on, inter alia, professional standards and sometimes broader codes of behaviour. The latter might include a voluntary commitment by the company (including its subsidiaries) to comply with the OECD Guidelines for Multitational Enterprises which reflect all four	Y	Code of Ethics
E.2.3	Does the company disclose how it implements and monitors compliance with the code of ethics or conduct?	principles contained in the ILO Declaration on Fundamental Labour Rights. Company-wide codes serve as a standard for conduct by both the board and key executives, setting the framework for the exercise of judgement in dealing with varying and often conflicting constituencies. At a minimum, the ethical code should set clear limits on the pursuit of private interests, including dealings in the shares of the company. An overall framework for ethical conduct goes beyond compliance with the law, which should always be a fundamental requirement.	Y	Code of Ethics
	Roard Structure & Composition			
E.2.4	Board Structure & Composition Do independent directors/commissioners make up at least 50% of the board of directors/commissioners?	OECD PRINCIPLE VI (E) In order to exercise its duties of monitoring managerial performance, preventing conflicts of interest and balancing competing demands on the corporation, it is essential that the board is able to exercise objective judgement. In the first instance this will mean independence and objectivity with respect to management with important implications for the composition and structure of the board. Board independence in these circumstances susually requires that a sufficient number of board members will need to be independent of management. The ASX Code recommends at least a majority of independent directors, while the UK Code recommends at least than 40 may be independent directors. The minimum of three independent directors is to ensure that companies with small boards have enough independent directors (note that stock exchange rules often require at least two independent directors).	¥	lite of Board of Yarran
E.2.5	Are the independent directors/commissioners independent of	OECD PRINCIPLE VI (E)	Υ	List of Board of Trustees Corporate Governance
E.2.6	management and major/ substantial shareholders? Does the company have a term limit of nine years or less for its	In order to exercise its duties of monitoring managerial performance, preventing conflicts of interest and balancing competing demands on the	1	Manual
£.£.0	Jobs ute Company have a term mine of mine years or less on its independent directors/commissioners?	corporation, it is essential that the board is able to exercise objective judgement. In the first instance this will mean independence and objectivity with respect to management with important implications for the composition and structure of the board. Board independence in these circumstances usually requires that a sufficient number of board members will need to be independent of management. The variety of board structures, ownership patterns and practices in different	Y	Corporate Governance Manual
E.2.7	Has the company set a limit of five board seats that an individual independent/non-executive director/commissioner may hold simultaneously?	countries will thus require different approaches to the issue of board objectivity. In many instances objectivity requires that a sufficient number of board members not be employed by the company or its affiliates and not be under the control of	Y	Board Profiles

Solid the Numericality Committee meet at least take during the year?					
members. Comparison southed for group? members demonstrate and a second processor of the comparison o	E.2.8	who serve on a total of more than five boards of publicly-listed	(3) Board members should be able to commit themselves effectively to their	N	Board Profiles
OCC PRINCER IST OF the Company for the Personal Committee of Committee	E.2.9		members. Companies may wish to consider whether multiple board memberships by the same person are compatible with effective board	N	Board Profiles
30 Contention 10 Contentio	2 10		OECO BBINCIBLE II (C)		List of Board of Trustons
Section of the transmission of the transmissio	2.10	boes the company have a Normhating Committee (NC):	(3) Effective shareholder participation in key corporate governance decisions,	Y	
2.1.1 Since incomment of the Several option of the Several Committee of the Several Severa	.2.11			N	
2.1.1 Ocean the company distallable that terred interest processes of the second control	.2.12	Is the chairman of the Nominating Committee an independent		N	List of Board of Trustees
Single-printed of the Numeration Committee of the best printed of the Section of	: 2 12		OECD BBINCIDIE VI (E)		and Committees
2.3.5 One the Committee Committee meet at feast twice during the market 2.3.5 An automatical or almenters at Sounding Committee meetings 2.3.6 One to the Committee	E.Z.13		(2) When committees of the board are established, their mandate, composition and working procedures should be well defined and disclosed by the board.	Y	Corporate Governance Manual
2.53 One the company of the committee of members of board of the committee	.2.14	Did the Nominating Committee meet at least twice during the year?		N	Not yet, they were formed
disclosed? ### Autor Committee ### Autor Committe	.2.15	Is the attendance of members at Nominating Committee meetings			just by the end of 2015 Not yet, they were formed
Occopation Occ		disclosed?		N	just by the end of 2015
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12.212 Ones the Remuneration Committee company of an analysing of implemental receivers (commissioner) of the Committee of th	E.2.16	Does the company have a Remuneration Committee?	(4) Aligning key executive and board remuneration with the longer term	Υ	List of Board of Trustees
12.23 Is the churman of the Benuneration Committee an independent effects of the board comprising either which ye an anjust of independent effects in the are also calls for a which ye are major that independent effects in the part of the board comprising either which ye are major that independent effects in the part of the board comprising either which ye are major that in the part of the board comprising either which ye are also calls for a structural church of the board and extended the part of the board comprising either which the part of the part of the board of the part of	E.2.17		It is considered good practice in an increasing number of countries that	N	List of Board of Trustees
State Committee Audit	E.2.18		executives be handled by a special committee of the board comprising either wholly or a majority of independent directors. There are also calls for a Remuneration Committee that excludes executives that serve on each	Υ	List of Board of Trustees
Jack Committee 2.2.2.2 Does the Audit Committee Company have an Audit Committee? 2.2.2.2 Does the Audit Committee comprise entirely of non-executive directory/commissioners of the Audit Committees of the short and expension and operating independent in the Interest Expension of the Audit Committees and	E.2.19		(2) When committees of the board are established, their mandate, composition and working procedures should be well defined and disclosed by	Y	Corporate Governance Manual
site attendance of members at Remuneration Committee meetings disclosed? relationship with the external auditor and to act in many cases meetings disclosed? relationship with the external auditor and to act in many cases meetings disclosed? relationship with the external auditor and to act in many cases meetings disclosed? relationship with the decar. Decious the should offend the committees set up to feel with, for example, confidential commercial variations of the exposition of the external formation of the property of	E.2.20		also raise questions about the collective responsibility of the board and of individual board members. In order to evaluate the merits of board committees it is therefore important that the market receives a full and clear picture of their purpose, duties and composition. Such information is particularly important in an increasing number of jurisdictions where boards	N	Not yet, they were formed just by the end of 2015
Does the company have an Audit Committee? OCCO PRINCIPLE V (E) (1) Boards should consider a ssigning a sufficient number of non-executive board members capable of exercising independent judgement to tasks where there is a potential for conflict of interest. Examples of such key responsibilities are ensuring the integrity of financial and non-financial reporting, the review of related party transactions, nomination of board members and key executives, and board remuneration. Dees the Audit Committee comprise entirely of non-executive directors/commissioners with a majority of independent directors/commissioners with a majority of independent directors/commissioners? Dees the Audit Committee comprise entirely of non-executive directors/commissioners with a majority of independent directors/commissioners? Dees the Audit Committee comprise entirely of non-executive directors/commissioners? Dees the Audit Committee of the board are established, their mandate, composition and working procedures should be well defined and disclosed by the board. While the use of committees may improve the work of the board and of individual board members. In order to evaluate merits of board committees in order to evaluate house should be considered to individual board members. In order to evaluate house of sall and clear picture of their purpose, duties and composition in particularly important in the increasing number of jurisdictions where boards are establishing independent Audit Committees include those dealing with near the purpose, duties and composition of the rest of the board and the board and the board and the board and members and to act in many cases independently. Other such committees include those dealing with near the control of the such and the powers to oversee the relationship with the external auditor and to act in many cases independent and the board and the board and whole should be clear. Disclosure should not extend to committees set up to deal with, for example, confidential commercial transactions. It	E.2.21		independently. Other such committees include those dealing with nomination and compensation. The accountability of the rest of the board and the board as whole should be clear. Disclosure should not extend to committees set up to deal with, for example, confidential commercial transactions Given the responsibilities of the Remuneration Committee (RC) which are spelt out in codes of corporate governance, the RC is unlikely to be fulfilling these responsibilities effectively if it only meets once a year. Globally, the RC	N	Not yet, they were formed just by the end of 2015
Does the company have an Audit Committee? OCCO PRINCIPLE V (E) (1) Boards should consider assigning a sufficient number of non-executive board members capable of exercising independent judgement to tasks where there is a potential for conflict of interest. Examples of such key responsibilities are ensuring the integrity of financial and non-financial reporting, the review of related party transactions, nomination of board members and key executives, and board remuneration. OCCO PRINCIPLE V (E) (2) When committees of the board are established, their mandate, composition and working procedures should be well defined and disclosed by the board. While the use of committees may improve the work of the board and of individual board members. In order to evaluate ments of board committees it is therefore important that the market receives a full and clear picture of their purpose, duties and composition is particularly important in the increasing number of jurisdictions where boards are establishing independent, Audit Committees in Jurisdictions where board and the board and the board as a whole should be clear. Disclosure should not extend to committees in a fundamental properties of the such and the power to oversee the relationship with the external auditor and to act in many cases independently. Other such committees in the propose, duties and composition. The accountably the rest of the board and the board as a whole should be clear. Disclosure should not extend to committees set up to deal with, for example, confidential commercial transactions. List of Board of Trusteer and Committees and Committees are stablished. The second the properties of the such as a such as					
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directors/commissioners with a majority of independent directors/commissioners? (2) When committees of the board are established, their mandate, composition and working procedures should be well defined and disclosed by the board. While the use of committees may improve the work of the board and of individual board members. In order to evaluate the merits of board committees it is therefore important that the market receives a full and dear picture of their purpose, duties and composition. Such information is particularly important in the increasing number of jurisdictions where boards are establishing independent Audit Committees with powers to oversee the relationship with the external audit or and to act in many cases independently. Other such committees include those dealing with nomination and compensation. The rest of the board and the board as a whole should be clear. Disclosure should not extend to committees set up to deal with, for example, confidential commercial transactions. E.2.24 Is the chairman of the Audit Committee an independent director/commissioner? Y List of Board of Trusteer and Committees are up to deal with, for example, confidential commercial transactions. Y Corporate Governance structure/charter of the Audit Committee? Y Corporate Governance structure/charter of the Audit Committee? Note the Audit Committee on experience.			board members capable of exercising independent judgement to tasks where there is a potential for conflict of interest. Examples of such key responsibilities are ensuring the integrity of financial and non-financial reporting, the review of related party transactions, nomination of board	Y	List of Board of Trustees and Committees
director/commissioner? Does the company disclose the terms of reference/governance structure/charter of the Audit Committee? Does the Annual Report disclose the profile or qualifications of the Most codes specify the need for accounting/finance expertise or experience.	E.2.23	directors/commissioners with a majority of independent	(2) When committees of the board are established, their mandate, composition and working procedures should be well defined and disclosed by the board. While the use of committees may improve the work of the board they may also raise questions about the collective responsibility of the board and of individual board members. In order to evaluate the men's of board committees it is therefore important that the market receives a full and clear picture of their purpose, duties and composition. Such information is particularly important in the increasing number of jurisdictions where boards are establishing independent Audit Committees with powers to oversee the relationship with the external auditor and to act in many cases independent. Other such committees include those dealing with nomination and compensation. The accountability of the rest of the board and the board as a whole should be clear. Disclosure should not extend to committees set up to deal with, for example, confidential commercial	Y	List of Board of Trustees and Committees
structure/charter of the Audit Committee? Y Corporate Governance Manual 2.2.26 Does the Annual Report disclose the profile or qualifications of the Most codes specify the need for accounting/finance expertise or experience.		director/commissioner?		Υ	List of Board of Trustees and Committees
		structure/charter of the Audit Committee?		Υ	Corporate Governance Manual
	E.2.26		Most codes specify the need for accounting/finance expertise or experience.	Y	Annual Report

E.2.27	Does at least one of the independent directors/commissioners of the committee have accounting expertise (accounting qualification or experience)?	UK CODE (JUNE 2010) C.3.1. The board should satisfy itself that at least one member of the Audit Committee has recent and relevant financial experience. As many of the key responsibilities of the Audit Committee are accounting-related, such as oversight of financial reporting and audits, it is important to have someone specifically with accounting expertise, not just general financial expertise.	Y	List of Board of Trustees and Committees, Yes the Audit Chairman, Ms. Dezza S. Mohammad is a Certified Public Accountant
E.2.28	Did the Audit Committee meet at least four times during the year?		N	Not yet, they were formed just by the end of 2015
E.2.29	Is the attendance of members at Audit Committee meetings disclosed?		N	Not yet, they were formed just by the end of 2015
E.2.30	Does the Audit Committee have primary responsibility for recommendation on the appointment, and removal of the external auditor?	UK CODE (JUNE 2010) C.3.6 The Audit Committee should have primary responsibility for making a recommendation on the appointment, reappointment and removal of the external auditor. If the board does not accept the Audit Committee's recommendation, it should include in the Annual Report, and in any papers recommending appointment or re-appointment, a statement from the Audit Committee explaining the recommendation and should set out reasons why the board has taken a different position.	Y	Corporate Governance Manual
E.3	Board Processes			
	Board meetings and attendance			
E.3.1	Are the board of directors meeting scheduled before the start of financial year?	Scheduling board meetings before or at the beginning of the year would allow directors to plan ahead to attend such meetings, thereby helping to maximise participation, especially as non-executive directors often have other commitments. Additional ad hoc meetings can always be scheduled if and when necessary. It is common practice for boards in developed markets to schedule meetings in this way.	Y	Minutes of the Meeting
E.3.2	Does the board of directors/commissioners meet at least six times during the year?	WORLDBANK PRINCIPLE 6 (VI.1.24) Does the board meet at least six times per year? INDO SCORECARD E.10. How many meetings were held in the past year? If the board met more than six times, the firm earns a "Y" score. If four to six meetings, the firm was scored as 'fair', while less than four times was scored as 'fair'.	Y	Last 2015 they met 7 times, Minutes of the Meeting
E.3.3	Has each of the directors/commissioners attended at least 75% of al the board meetings held during the year?	OECD PRINCIPLE VI (E) (3) Board members should be able to commit themselves effectively to their responsibilities. Specific limitations may be less important than ensuring that members of the board enjoy legitimacy and confidence in the eyes of shareholders. Achieving legitimacy would also be facilitated by the publication of attendance records for individual board members (e.g. whether they have missed a significant number of meetings) and any other work undertaken on behalf of the board and the associated remuneration.	N	Not all were able to attend at least 75% due to their location
E.3.4	Does the company require a minimum quorum of at least 2/3 for board decisions?	WORLDBANK PRINCIPLE 6 (VI.1.28) Is there a minimum quorum of at least 2/3 for board decisions to be valid?	Y	Corporate Governance Manual
E.3.5	Did the non-executive directors/commissioners of the company meet separately at least once during the year without any executive: present?	WORLDBANK PRINCIPLE 6 (VI.E.1.6) Does the corporate governance framework requires or encourages boards to conduct executive sessions?	N	
E.3.6	Access to information Are board papers for board of directors/commissioners meetings	OECD PRINCIPLE VI		· · · · · · · · · · · · · · · · · · ·
	previded to the board at least five business days in advance of the board meeting?	(F) In order to fulfil their responsibilities, board members should have access to accurate, relevant and timely information. Board members require relevant information on a timely basis in order to support their decision-making. Non-executive board members do not typically have the same access to information as key managers within the company. The contributions of non-executive board members to the company can be enhanced by providing access to certain key managers within the company such as, for example, the company secretary and the internal auditor, and recourse to independent external advice at the expense of the company. In order to fulfil their responsibilities, board members should ensure that they obtain accurate, relevant and timely information. WORLDBANK PRINCIPLE 6 (VI.F.2) Does such information need to be provided to the board at least five business days in advance of the board meeting?	٧	Notice of the meeting
E.3.7	Does the company secretary play a significant role in supporting the board in discharging its responsibilities?	OECD PRINCIPLE VI (F) ICSA Guidance on the Corporate Governance Role of the Company Secretary	Y	Corporate Governance Manual
E.3.8	Is the company secretary trained in legal, accountancy or company secretarial practices?	WORLDBANK PRINCIPLE 6 (VI.D.2.12) Do company boards have a professional and qualified company secretary?	N	

E.3.9	Board Appointments and Re-Election Does the company disclose the criteria used in selecting new directors/commissioners?	OECD PRINCIPLE II (C) (3) To further improve the selection process, the Principles also call for full disclosure of the experience and background of candidates for the board and the nomination process, which will allow an informed assessment of the abilities and suitability of each candidate. OECD Principle VI (D) (S) Ensuring a formal and transparent board nomination and election process. These Principles promote an active role for shareholders in the nomination and election of board members. The board has an essential role to play in ensuring that this and other aspects of the nominations and election process are respected. First, while actual procedures for nomination may differ among countries, the board or a nomination committee has a special responsibility to make sure that established procedures are transparent and respected. Second, the board has a key role indentifying potential members for the board with the appropriate knowledge, competencies and expertise to complement the existing skills of the board and thereby improve its value-adding potential for the company. In several countries there are calls for an open search process extending to a broad range of people.	Y	Corporate Governance Manual
E.3.10	Does the company disclose the process followed in appointing new directors/commissioners?		Υ	Corporate Governance Manual
E.3.11	Are all the directors/commissioners subject to re-election at least once every three years?	ICGN: 2.9.1 Election of directors: Directors should be conscious of their accountability to shareholders, and many jurisdictions have mechanisms to ensure that this is in place on an ongoing basis. There are some markets however where such accountability is less apparent and in these each director should stand for election on an annual basis. Elsewhere directors should stand for election at least once every three years, though they should face evaluation more frequently. WORLDBANK PRINCIPLE 6 (VII.18) Can the re-election of board members be staggered over time? (Staggered boards are those where only a part of the board is re-elected at each election, e.g. only 1/3 of directors are re-elected every year.)	Υ	Corporate Governance Manual
E.3.12	Remuneration Matters Does the company disclose its remuneration (fees, allowances, benefit-in-kind and other emoluments) policy/practices (i.e. the use of short term and long term incentives and performance measures) for its executive directors and CEO?	OECD PRINCIPLE VI (D) (4) Aligning key executive and board remuneration with the longer term interests of the company and its shareholders. In an increasing number of countries it is regarded as good practice for boards to develop and disclose a remuneration policy statement covering board members and key executives. Such policy statements specify the relationship between remuneration and performance, and include measurable standards that emphasise the longer run interests of the company over short term considerations. Policy statements generally tend to set conditions for payments to board members for extra-board activities, such as consulting. They also often specify terms to be observed by board members and key executives about holding and trading the stock of the company, and the procedures to be followed in granting and re-pricing of options. In some countries, policy also covers the payments to be made when terminating the contract of an executive.	Y	Annual Report
E.3.13	Is there disclosure of the fee structure for non-executive directors/commissioners?	UK CODE (JUNE 2010) D.1.3 Levels of remuneration for non-executive directors should reflect the time commitment and responsibilities of the role. Disclosure of fee structure for non-executive directors allows shareholders to assess if these directors are remunerated in an appropriate manner, for example, whether they are paid for taking on additional responsibilities and contributions, such as chairing committees.	Y	Corporate Governance Manual
E.3.14	Do the shareholders or the Board of Directors approve the remuneration of the executive directors and/or the senior executives?	OECD PRINCIPLE VI. (D.4) The Board should fulfil certain key functions including aligning key executive and board remuneration with the longer term interests of the company and its shareholders. ICGN 2.3 (D) and (E) D. Selecting, remunerating, monitoring and where necessary replacing key executives and overseeing succession planning. E. Aligning key executives and Board remuneration with the longer term interest of the company and its shareholders.	Υ	Corporate Governance Manual
E.3.15	Do independent non-executive directors/commissioners receive options, performance shares or bonuses?	UK CODE [UNE 2010] (D.1.3) Levels of remuneration for non-executive directors should reflect the time commitment and responsibilities of the role. Remuneration for non-executive directors should not include share options or other performance-related elements. If, by exception, options are granted, shareholder approval should be sought in advance and any shares acquired by exercise of the options should be held until at least one year after the non-executive director leaves the board. Holding of share options could be relevant to the determination of a non-executive director's independence (as set out in provision B.1.1). ASX CODE Box 8.2: Guidelines for non-executive director remuneration Companies many find it useful to consider the following when considering non-executive director remuneration: 1. Non-executive directors should normally be remunerated by way of fees, in the form of cash, noncash benefits, superannuation contributions or salary sacrifice into equity; they should not normally participate in schemes designed for the remuneration of executives. 2. Non-executive directors should not receive options or bonus payments. 3. Non-executive directors should not be provided with retirement benefits other than superannuation.	Υ	Corporate Governance Manual
E 2.10	Internal Audit Does the company have a congrate internal audit function?	DECD DRINCIPLE VI (D)		Ι
E.3.16	Does the company have a separate internal audit function?	OECD PRINCIPLE VI (D) (7) Ensuring the integrity of the corporation's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for risk management, financial and operational control, and compiliance with the law and relevant standards. Ensuring the integrity of the essential reporting and monitoring systems will require the board to set and enforce clear lines of responsibility and accountability throughout the organisation. The board will also need to ensure that there is appropriate oversight by senior management. One way of doing this is through an internal audit system directly reporting to the board.	Υ	linked with the MFI

E.3.17	Is the head of internal audit identified or, if outsourced, is the name of the external firm disclosed?	Companies often disclose that they have an internal audit but, in practice, it is not uncommon for it to exist more in form than in substance. For example, the in-house internal audit may be assigned to someone with other operational responsibilities. As internal audit is unregulated, unlike external audit, there are firms providing outsourced internal audit services which are not properly qualified to do so. Making the identity of the head of internal audit or the external service provider public would provide some level of safeguard that the internal audit is substantive.	N/A	Our internal audit is linked with our partner Micro Finance Institution
E.3.18	Does the appointment and removal of the internal auditor require the approval of the Audit Committee?	DECD PRINCIPLE VI (D) (7) In some jurisdictions it is considered good practice for the internal auditors to report to an independent Audit Committee of the board or an equivalent body which is also responsible for managing the relationship with the external auditor, thereby allowing a coordinated response by the board. WORLDBANK PRINCIPLE 6 (VI.D.7.9) Does the internal auditors have direct and unfettered access to the board of directors and its independent Audit Committee? ASX Principles on CG "companies should consider a second reporting line from the internal audit function to the board or relevant committee." Under the ASX Principles it is also recommended that the Audit Committee have access to internal audit without the presence of management, and that "the audit committee should recommend to the board the appointment and dismissal of a chief internal audit executive."	٧	Corporate Governance Manual
	Risk Oversight			
E.3.19	Does the company disclose the internal control procedures/risk management systems it has in place?	OECD PRINCIPLE 6 (VI) (D) (7) Ensuring the integrity of the corporation's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for risk management, financial and operational control, and compliance with the law and relevant standards.	Y	Coporate Governance Manual
E.3.20	Does the Annual Report disclose that the board of directors/commissioners has conducted a review of the company's material controls (including operational, financial and compliance controls) and risk management systems?	UK CODE (JUNE 2010) C.2.1 The board should, at least annually, conduct a review of the effectiveness of the company's risk management and internal control systems and should report to shareholders that they have done so. The review should cover all material controls, including financial, operational and compliance controls.	Y	<u>Annual Report</u>
E.3.21	Does the company disclose how key risks are managed?	OECD PRINCIPLE V (A) (6) Foreseeable risk factors. Disclosure of risk is most effective when it is tailored to the particular industry in question. Disclosure about the system for monitoring and managing risk is increasingly regarded as good practice.	Y	Coporate Governance Manual
E.3.22	Does the Annual Report contain a statement from the board of directors/commissioners or Audit Committee commenting on the adequacy of the company's internal controls/risk management systems?	OECD PRINCIPLE 6 (VI) (D) (7) Ensuring the integrity of the corporation's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for risk management, financial and operational control, and compliance with the law and relevant standards. In some jurisdictions it is considered good practice for the internal auditors to report to an independent audit committee of the board or an equivalent body which is also responsible for managing the relationship with the external auditor, thereby allowing a coordinated response by the board, it should also be regarded as good practice for this committee, or equivalent body, to review and report to the board the most critical accounting policies which are the basis for financial reports. However, the board should retain final responsibility for ensuring the integrity of the reporting systems. Some countries have provided for the chair of the board to report on the internal control process.	N	Annual Report
E.4	People on the Board			
	Board Chairman			
E.4.1	Do different persons assume the roles of chairman and CEO?	OECD PRINCIPLE VI (E) The board should be able to exercise objective independent judgement on corporate affairs. In a number of countries with single tier board systems, the objectivity of the board and its independence from management may be strengthened by the separation of the role of chief executive and chairman, or, if these roles are combined, by designating a lead non-executive director to convene or chair sessions of the outside directors. Separation of the two posts may be	N	Corporate Governance Manual (definition of terms) for Mi-MBA's the President and Chairman is synonymous
E.4.2	Is the chairman an independent director/commissioner?	regarded as good practice, as it can help to achieve an appropriate balance of power, increase accountability and improve the board's capacity for decision	N	The Chairman is the
E.4.3	Has the chairman been the company CEO in the last three years?	making independent of management. UK Code (June 2010) A.3.1 The chairman should on appointment meet the independence criteria set out in B.1.1 below. A chief executive should not go on to be chairman of the same company. If, exceptionally, a board decides that a chief executive should become chairman, the board should consult major shareholders in advance and should set out its reasons to shareholders at the time of the appointment and in the next Annual Report.	N	The Chairman is the Board President and we don't have a CEO but a General Manager
E.4.4	Are the role and responsibilities of the chairman disclosed? Skills and Competencies	ASX Code Recommendation 3.2 The chief executive officer should not go on to become chair of the same ICGN: 2.5 Role of the Chair The chair has the crucial function of setting the right context in terms of board agenda, the provision of information to directors, and open boardroom discussions, to enable the directors to generate the effective board debate and discussion and to provide the constructive challenge which the company needs. The chair should work to create and maintain the culture of openness and constructive challenge which allows a diversity of views to be expressed. The chair should be available to shareholders for dialogue on key matters of the company's governance and where shareholders have particular concerns.	Y	Corporate Governance Manual

E.4.5	Does at least one non-executive director/commissioner have prior working experience in the major sector that the company is operating in?	ICGN: 2.4.3 Independence Alongside appropriate skill, competence and experience, and the appropriate context to encourage effective behaviours, one of the principal features of a well-governed corporation is the exercise by its board of directors of independent judgement, meaning judgement in the best interests of the corporation, free of any external influence on any individual director, or the board as a whole. In order to provide this independent judgement, and to generate confidence that independent judgement to being applied, a board should include a strong presence of independent non-executive directors with appropriate competencies including key industry sector knowledge and experience. There should be at least a majority of independent directors on each board.	N	The non-executive directors of Mi-MBA are mothers, women who are doing small businesse/small entrepreneurs and were not involved in major sectors
Ē.4.6	Does the company disclose a board of directors/commissioners diversity policy?	ASX Code Recommendation 3.2 Companies should establish a policy concerning diversity and disclose the policy or a burnary of that policy. The policy should include requirements for the board to establish measurable objectives for achieving gender diversity and for the board to assess annually both the objectives and progress in achieving them. Regulations and codes of corporate governance in many developed markets now incorporate board diversity as a consideration in board composition	٧	Corporate Governance Manual
5	Board Performance			
	Directors Development			
5.1	Does the company have orientation programmes for new directors/commissioners?	This item is in most codes of corporate governance.	Υ	Corporate Governance Manual
E.5.2	Does the company have a policy that encourages directors/commissioners to attend on-going or continuous professional education programmes?	OECD PRINCIPLE VI (E) (3) Board members should be able to commit themselves effectively to their responsibilities. In order to improve board practices and the performance of its members, an increasing number of jurisdictions are now encouraging companies to engage in board training and voluntary self-evaluation that meets the needs of the individual company. This might include that board members acquire appropriate skills upon appointment, and thereafter remain abreast of relevant new laws, regulations, and changing commercial risks through inhouse training and external courses.	Y	Corporate Governance Manual
	CEO/Executive Management Appointments and Performance			
i.5.3	Does the company disclose how the board of directors/commissioners plans for the succession of the CEO/Managing Director/President and key management?	OECD PRINCIPLE VI (D) (3) Selecting, compensating, monitoring and, when necessary, replacing key executives and overseeing succession planning. In two tier board systems the supervisory board is also responsible for appointing the management board which will normally comprise most of the key executives.	Y	Corporate Governance Manual
:.5.4	Does the board of directors/commissioners conduct an annual performance assessment of the CEO/Managing Director/President?	OECD PRINCIPLE VI (D) (2). Monitoring the effectiveness of the company's governance practices and making changes as needed. Monitoring of governance by the board also includes continuous review of the internal structure of the company to ensure that there are clear lines of accountability for management throughout the organisation. In addition to requiring the monitoring and disclosure of corporate governance practices on a regular basis, a number of countries have moved to recommend or indeed mandate self-assessment by boards of their performance as well as performance reviews of individual board members and the CEO/Chairman.	Y	Corporate Governance Manual
E.5.5	Board Appraisal Is an annual performance assessment conducted of the board of	OECD PRINCIPLE VI (D) (2)		Corporate Governance
5.6	directors/commissioners? Does the company disclose the process followed in conducting the board accompany.		Y	Manual Corporate Governance
.5.7	board assessment? Does the company disclose the criteria used in the board			Manual Corporate Governance
	assessment? Director Appraisal		Υ	<u>Manual</u>
5.8	Is an annual performance assessment conducted of individual	OECD PRINCIPLE VI (D) (2)		
i.9	director/commissioner? Does the company disclose the process followed in conducting the		Y	Corporate Governance Manual
	director/commissioner assessment?		Y	Corporate Governance Manual
.5.10	Does the company disclose the criteria used in the director/commissioner assessment?		Y	Corporate Governance Manual
	Committee Appraisal			