

# Corporate Governance Framework

## *Institutional Oversight & Accountability Structure*

### Purpose

Defines the structure and accountability mechanisms governing GlobalDot Bank, ensuring transparency, ethical conduct, and shareholder value protection.

### Board Composition & Independent Oversight

The Board of Directors comprises independent non-executive directors, executive directors, and specialist advisors with deep expertise in banking, compliance, technology, and international finance.

- Minimum 60% independent directors
- Diversity in gender, geography, and professional background
- Annual board performance evaluations
- Three-year term limits with renewal subject to performance

### Executive Management Responsibilities

The executive team, led by the CEO, is accountable for day-to-day operations, strategic execution, and compliance with board directives.

- CEO reports directly to the Board
- CFO oversees financial integrity and capital planning
- CRO manages enterprise risk appetite and mitigation
- CCO ensures regulatory compliance and ethical standards

### Internal Control & Risk Committees

- Audit Committee: Financial reporting and control effectiveness
- Risk Committee: Enterprise risk management oversight
- Compliance Committee: Regulatory adherence and policy alignment
- Remuneration Committee: Executive compensation and performance alignment
- Nominations Committee: Board composition and succession planning

### Compliance Oversight Functions

A dedicated Compliance function operates independently, reporting directly to the Board Compliance Committee with authority to escalate concerns without management interference.

### Shareholder Communication Policy

All shareholders receive timely, accurate, and comprehensive information regarding financial performance, strategic direction, and material events through quarterly reports, annual general meetings, and investor webcasts.

Governance Principles

GDB adheres to the OECD Principles of Corporate Governance, Basel Committee guidelines, and best practices from leading global financial institutions.