

## JOB DESCRIPTION

<b>Job Title:</b>	<b>Regulatory and Corporate Governance Manager</b>	<b>Reports to:</b>	Head of Compliance
<b>Unit:</b>	Regulatory & Corporate Governance	<b>Department:</b>	Compliance
<b>Grade:</b>	Manager	<b>Date:</b>	20.06.2025
<b>Job Holder:</b>		<b>Supervisor:</b>	
<b>Signature</b>		<b>Signature:</b>	

Job Purpose Statement	
<ul style="list-style-type: none"> <li>Responsible for maintaining a robust Regulatory and governance framework within the bank and monitoring adherence to regulatory requirements, governance-approved policies, ethical standards, and controls.</li> <li>To support the head of compliance in ensuring that the bank complies with all applicable governance rules and regulations in order to avoid any adverse regulatory actions, reputational damage, or legal ramifications as a result of non-compliance.</li> <li>Ensuring the Bank complies to all regulatory requirements and adhering to internal controls.</li> </ul>	
Key Responsibilities	
<ul style="list-style-type: none"> <li>Be the expert subject matter in terms of Corporate Governance and Regulatory Compliance in terms of the laws that affect the bank, both local and International.</li> <li>Maintaining robust governance controls includes drafting and developing governance policies and procedures and ensuring that the corporate governance framework remains up to date with related regulatory requirements.</li> <li>Ensure that the bank's bylaws, the charter of the Board and its sub-committees and terms of reference are regularly reviewed and comply with the regulatory governance requirements.</li> <li>Providing expert guidance and acting as the first point of contact in relation to corporate governance, conflicts of interest, and code of conduct risks and advising staff on their responsibilities and disclosure obligations.</li> <li>Ensure staff's adherence to governance approved policies, ethical standards, controls and disclosure obligations across the bank, investigate any violations or misconduct cases and recommend appropriate disciplinary action.</li> <li>Ensure appropriate segregation of duties within the bank's organisational structure, so that no staff member, senior manager, or director is assigned with conflicted responsibilities.</li> <li>Ensuring that staff's job descriptions and reporting lines in different departments align with the department scope and there are no conflicted interests, or duplication of responsibilities across the bank.</li> <li>Assist the compliance head in disseminating ethics-based standards across the bank so that everyone is aware of the governance culture and associated risks are mitigated.</li> </ul>	

- Formalize and monitor a system to enable employees to report any noncompliance without fear of retribution, ensuring that the reporting system is adequately publicised and that allegations of noncompliance are investigated and responded to promptly.
- Assuring that the internal controls are capable of preventing and detecting instances of conflicts of interest or patterns of unlawful or unethical behaviour conducted by employees.
- Investigate any identified irregularities, non-compliance issues, or violations of applicable governance policies, standards, or conflicts of interest instances and propose appropriate disciplinary action to the head of compliance, with follow-up on correction actions.
- Ensure that the department's day-to-day activities are carried out in accordance with set standards and procedures.
- Review and analyse obtained facts and information that supports the head of compliance in solving conflict of interest situations when evident.
- Preparation of governance and regulatory compliance periodic reports for senior management, relevant board committees, and components of the bank's annual report.
- Develop an appropriate training program for all employees to enhance their awareness and ensure their understanding of the applied governance policies, ethical standards, regulatory Compliance and their roles and responsibilities.
- Ensuring the Bank complies to all regulatory requirements, and carrying out required intervention to a compliance,
- Providing compliance and regulatory advice to various departments within the bank
- Managing regulatory changes, monitoring and tracking implementation of new, updated regulations /laws/codes/circulars, keep regulatory universe updated while carrying out gap analysis on new and existing regulations.
- Highlight any non-compliance by the Bank for timely remediation action while identifying regulatory risks and propose risk mitigation strategies.
- Set an action plan based on the conducted gap-analysis or Business Impact analysis of the new/amended regulations.
- Ensure timely submission of regulatory returns in collaboration with the relevant functions.
- Manage compliance risk assessment and management
- Ensure the relevant impacted SOPs/Policies are updated to reflect the new regulatory mandates.
- Regulatory Liaison between the bank and regulators
- Review and follow up with relevant departments on regulatory licenses and approvals, and coordinate renewals as needed.
- Oversee the development and execution of compliance monitoring plans to test adherence to regulatory requirements and internal controls.
- Identify, report, and follow up on compliance breaches and ensure appropriate corrective actions are taken.
- Ensure proper documentation and archiving of regulations and compliance and governance records
- Any other duty that may be assigned by the Line Manager.

KEY PERFORMANCE INDICATORS
<ul style="list-style-type: none"> <li>No fines or penalties due to noncompliance.</li> <li>Full compliance with internal policies and applicable laws and regulations.</li> <li>Process reviews and improvements to inculcate best practices and efficiency</li> <li>The percentage of the Regulatory, Governance Work Plan that has been completed</li> <li>Compliance and testing reviews conducted in line with the workplan</li> <li>Total &amp; On-time Regulatory Compliance (e.g., reporting)</li> <li>The materiality of regulatory and audit findings</li> <li>Sufficient training to develop skills and maintain qualifications</li> </ul>
QUALIFICATIONS, EXPERIENCE & SKILLS
<p><b>Professional Qualifications and Experience:</b></p> <ul style="list-style-type: none"> <li>A bachelor's degree in business, economics, or a related field.</li> <li>At least seven (7) years' experience in compliance in the banking sector with a strong understanding of governance, local and international regulations and Compliance risk management, and banking operations</li> <li>Previous working experience in corporate governance, regulatory compliance and testing and monitoring of internal controls</li> <li>Extensive knowledge of regulatory and corporate governance regulations and applicable laws.</li> <li>Experience in regulatory relationship management</li> <li>Certifications, or equivalent experience, in governance, compliance, and risk management with a globally accredited institution are preferred.</li> </ul> <p><b>Skills/Competencies:</b></p> <ul style="list-style-type: none"> <li>Report writing and dashboard presentations.</li> <li>Observance of a code of governance, conduct, and ethical standards.</li> <li>Unquestionable commitment to integrity and maintaining confidentiality.</li> <li>Ability to manage and collaborate with diverse teams and relationships.</li> <li>Excellent interpersonal and communication skills.</li> <li>Critical thinker, and Attention to detail,</li> <li>Decision-making and communication abilities.</li> <li>Ability to draft policies, and procedures and report on findings</li> </ul>
REPORTING RELATIONSHIPS
<p><b>Reports to:</b> The Head of Compliance</p> <p><b>Supervises:</b> Corporate Governance Officer, Regulatory Compliance Officer</p>

<b>Stakeholders: key stakeholders that the position holder will need to liaise/work with to be successful in this role.</b>	
<ul style="list-style-type: none"> <li>▪ <b>Internal:</b> All Business Functions, Senior Management, Board members and all the bank's departments</li> <li>▪ <b>External:</b> Regulatory Bodies</li> </ul>	
<b>Job Holder: Regulatory and Corporate Governance Manager</b>	<b>Line Manager (Dept. Manager/ Function Head) Head of Compliance</b>
<b>Name:</b>	<b>Name:</b>
Signature:	Signature:
Date:	Date:
<b>Human Resources Department</b>	
<b>Name:</b>	Signature:
Date:	Date: