



Deposits (Bank)

2014: MUR 41,089,954,783

2013: MUR 27,232,616,080

Performing beyond expectations is key to achieving financial strength, and we are committed to sustaining growth rates in the years ahead.

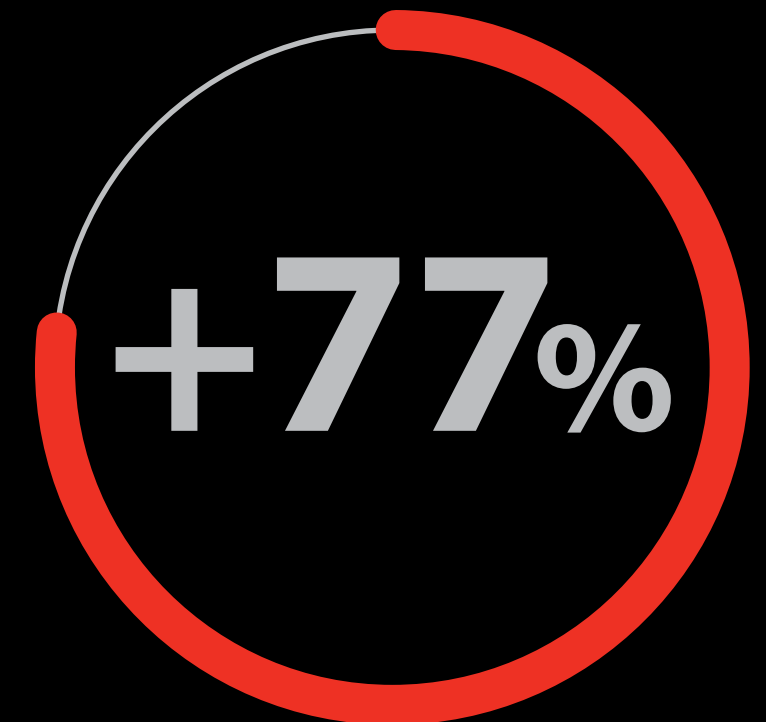
The Bank's operating results reflect its commitment to build collaborative and privileged relationships with its customers.



Total Operating Income (Bank)

2014: MUR 1,176,559,125

2013: MUR 663,833,998



CORPORATE GOVERNANCE REPORT

STATEMENT OF COMPLIANCE	35
STATEMENT OF AFFAIRS AND REVIEW OF ACTIVITIES	36
SHAREHOLDING STRUCTURE	36
BOARD OF DIRECTORS	36
POWERS OF THE BOARD	37
PRIOR APPROVAL OF THE BOARD	37
COMPOSITION OF THE BOARD	37
DIRECTORS	37
BOARD OF DIRECTORS	38
BOARD COMMITTEES	42
AUDIT COMMITTEE	42
CONDUCT REVIEW COMMITTEE	42
CORPORATE GOVERNANCE COMMITTEE	43
RISK COMMITTEE	43
ATTENDANCE REPORT	44
BOARD APPRAISAL	44
DIRECTORS' REMUNERATION AND BENEFITS	45
DIRECTORS' SERVICE CONTRACTS WITH THE BANK AND ITS SUBSIDIARIES	45
DIRECTORS' SHARE INTEREST	46
DIVIDENDS POLICY	46
SHARE OPTION PLANS	46
AUDITORS' REMUNERATION	47
INTERNAL CONTROL, INTERNAL AUDIT AND RISK MANAGEMENT	47
ANTI-MONEY LAUNDERING	47
SENIOR MANAGEMENT TEAM PROFILE	48
COMPANY SECRETARY	54
REMUNERATION PHILOSOPHY	54
MATERIAL CLAUSES OF CONSTITUTION	55
SHAREHOLDERS' AGREEMENT	55
SIGNIFICANT CONTRACTS	55
MANAGEMENT AGREEMENTS	55
GIFTS AND DONATIONS	55
POLITICAL DONATIONS	55
RELATED PARTY TRANSACTIONS	55
HEALTH & SAFETY	56
ENVIRONMENTAL ACTIONS AND SOCIAL ISSUES	56
SOCIAL RESPONSIBILITY	56
MEETING OF AND RELATIONSHIP WITH STAKEHOLDERS	56
SHAREHOLDERS' CALENDAR	56
PUBLICATION OF FINANCIAL STATEMENTS	57
DIVIDENDS	57

(INCLUDING OTHER STATUTORY DISCLOSURES AS PER SECTION 221 MAURITIUS COMPANIES ACT 2001)

STATEMENT OF COMPLIANCE (SECTION 75(3) OF THE FINANCIAL REPORTING ACT)

AfrAsia Bank Limited and its Group Entities
Year ended 30 June 2014

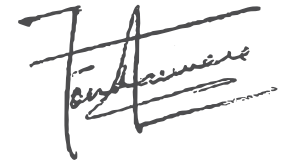
We, the Directors of AfrAsia Bank Limited, confirm that to the best of our knowledge that AfrAsia Bank Limited and its Group Entities has complied with all of their obligations and requirements under the Code of Corporate Governance in all material aspects.



Arnaud LAGESSE
Chairperson



James BENOIT
Chief Executive Officer



Jean DE FONDAUMIÈRE
Director

25 September 2014

CORPORATE GOVERNANCE REPORT (CONTINUED)

As a public company incorporated on 12 January 2007 and holder of a Banking Licence issued on 29 August 2007, AfrAsia Bank Limited remains guided by the principles issued by the Mauritius Financial Reporting Council in its 'Guidelines on Compliance with the Code of Corporate Governance', by the Bank of Mauritius in its 'Guidelines on Corporate Governance' and by the provisions of the Mauritius Companies Act 2001.

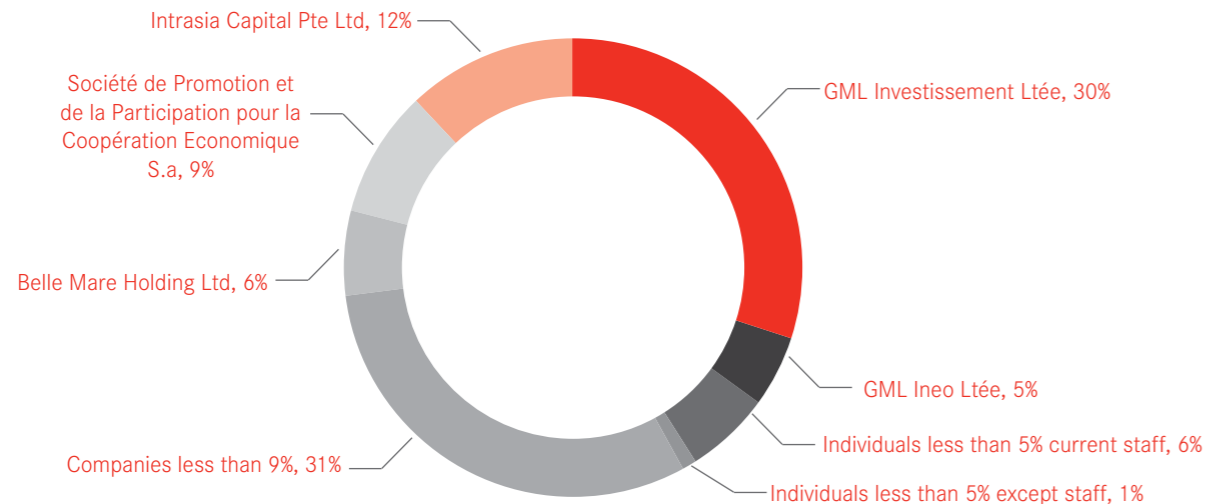
STATEMENT OF AFFAIRS AND REVIEW OF ACTIVITIES

The main activities of AfrAsia Bank Limited are that of lending and deposit taking for Corporate and Private Clients, Treasury Operations, Investment Banking and Wealth Management.

SHAREHOLDING STRUCTURE

AfrAsia Bank Limited has a good mix of local and foreign private institutional investors of reputation renowned across various continents contributing to a capital base of MUR 3.5bn as at 30 June 2014. Conversely, the Bank's aim is to ensure that there is proper and efficient information dissemination to all of its shareholders ensuring rights of minority shareholders are not neglected. We also highlight that approximately 6% of the Bank's shareholding structure is held by current staff of the Bank, a growth of 3% from last financial year.

The shareholding structure as at 30 June 2014 was as follows:



BOARD OF DIRECTORS

The Board of Directors of AfrAsia Bank Limited plays a key role in ensuring that a good level of corporate governance is maintained. Some of the key functions of our Board of Directors include the:

- determination of the Bank's purpose, strategy and values, in addition to providing feedback to management on the implementation of same

- monitoring and evaluating the implementation of the Bank's strategies, policies as well as management performance criteria and business plans
- approving the Bank's risk management policies including the setting of limits by assessing its risk appetite, skills available for managing risk and the risk bearing capacity

- monitoring the Bank's financial health and performance against budgets set including ensuring that the balance between 'CONFORMANCE' and 'PERFORMANCE' is healthy – Conformance is linked to the Bank's compliance with various laws, regulations and codes governing it while performance relates to the development of a commensurate enterprise culture that will ensure maximisation of shareholders' returns is not detrimental to other stakeholders' interests, and
- reviewing and approving senior management's compensation package.

POWERS OF THE BOARD

The powers of Directors are set out in the Bank's Constitution and in the Terms of Reference for the Board adopted on 19 June 2013. The Board is aware of its responsibility to ensure that the Bank adheres to all relevant legislations such as the Mauritius Banking Act 2004, the Financial Services Act 2007 and the Mauritius Companies Act 2001. The Board also follows the principle of good corporate governance as recommended in the National Code on Corporate Governance where, for example, the Bank makes full disclosure of the compensation of its Executive Directors as in the Attendance report of the Statement of Corporate Governance Practices.

PRIOR APPROVAL OF THE BOARD

As per the Mauritius Companies Act 2001, the Terms of Reference and the Constitution of the Bank, the decisions requiring prior approval of the Board are set out below:

- issue of other shares
- consideration for issue of shares
- shares not paid for in cash
- authorisation of distribution
- shares in lieu of dividend
- shareholder discount
- purchase of own shares
- redemption at option of Company
- restrictions on giving financial assistance
- change of Registered Office
- approval of Amalgamation proposal, and
- short form Amalgamation.

COMPOSITION OF THE BOARD

The constitution of AfrAsia Bank Limited provides for a Board comprising a minimum of five Directors and maximum of

twelve Directors. Currently, the Bank has a unitary Board of eleven members with a blend of experienced and well-known Mauritian executives with high calibre international financiers from South Africa, France, Singapore, Canada and Australia. Furthermore, the eleven members, two of whom are Executive Directors and nine Non-Executive Directors, function independently of management.

The Board welcomed a new member, Mr Nicolas Weiss, as non-executive Director on 1 November 2013. A complete induction pack was submitted to him and he was given various opportunities to discuss this with the Chief Executive Officer and Corporate Officers to better understand the business.

During the year under review, the Board met on six occasions. Decisions were also taken by way of resolutions in writing, assented and signed by all the Directors.

Moreover, the Bank's Terms of Reference also provide for a clear definition of the Chairperson's and Chief Executive Officer's roles and responsibilities.

DIRECTORS

The names of the Directors of the Bank and its subsidiaries during the year ended 30 June 2014 were as follows:

THE COMPANY AFRASIA BANK LIMITED

Arnaud LAGESSE (Chairperson)
Jean-Claude BÉGA
James BENOIT
Brett CHILDS
Jean DE FONDAUMIÈRE
Catherine MCILRAITH
Nicolas WEISS (Appointed on 1 November 2013)
Lim Sit Chen LAM PAK NG
Kamben PADAYACHY
Michael John PIKE
Graeme ROBERTSON
Kevindra TEEROOVENGADUM (Resigned on 26 March 2014)
Thierry LAGESSE (Resigned on 12 August 2013)

BOARD OF DIRECTORS



ARNAUD LAGESSE

Non-Executive Director and Chairperson
Appointed: 12 January 2007 and
13 February 2007 respectively
Qualifications: "Maîtrise de Gestion" from
the University of Aix-Marseille III, France,
graduate of "Institut Supérieur de Gestion",
France, Executive Education Program
at INSEAD, Fontainebleau, France and
Advanced Management Program (AMP180)
at Harvard Business School, Boston, USA

Born in 1968, Arnaud joined GML in 1995
as the Finance and Administrative Director
before becoming, in August 2005, its Chief
Executive Officer. He also participated in the
National Corporate Governance Committee
as a member of the Board of Directors'
subcommittee. He is a member of the Board
of Directors of several of the country's major
companies and is also the Chairperson of
Alteo Limited, BlueLife Limited, LUX Island
Resorts Ltd and Ireland Blyth Ltd interalia,
eight of which are listed on the Stock
Exchange of Mauritius. He is an ex-President
of the Mauritius Chamber of Agriculture, the
Mauritius Sugar Producers' Association and
the Sugar Industry Pension Fund. Arnaud
Lagesse is also the Chairperson of GML
Fondation Joseph Lagesse since July 2012.

Committees:
Board of Directors (Chairperson)
Corporate Governance Committee



JAMES BENOIT

Chief Executive Officer and Executive
Director
Appointed: 31 May 2007
Qualifications: Chartered Financial Analyst

James was previously a global management
executive with the Hong Kong and Shanghai
Banking Corporation Group for 16 years in
emerging and developing markets in China,
Philippines, Hong Kong, the Middle East,
Canada and Mauritius. He has developed,
implemented and grown leading consumer
banking, wealth management, credit
card and corporate banking businesses
in these regions with proven ability to
engage customers, regulators and staff
from diverse backgrounds. He is also a
co-founder of the local Chapter of the CFA
Institute which has won global awards for
revitalisation under his Presidency. He is a
sought-after financial conference speaker
and opinion leader published in media
channels in South Africa, London, India,
UK, Vietnam, Singapore, Philippines and
Mauritius. James Benoit is not a director of
any listed company in Mauritius.

Committees:
Board of Directors
Risk Committee
Conduct Review Committee (In Attendance)
Audit Committee (In Attendance)
Corporate Governance Committee
(In Attendance)



BRETT CHILDS

Independent Non-Executive Director
Appointed: 27 January 2010
Qualifications: Chartered Accountant
(South Africa)

Prior to moving to Mauritius, where he
has been for thirteen years, Brett spent
fifteen years living in London during which
time he was involved in the development
of Equitas, the vehicle set up by Lloyds of
London to acquire distressed re-insurance
contracts, after which he founded and
built a successful venture capital business
focused on the IT industry, ultimately
culminating in the listing of companies on
the London Stock Exchange, Finnish HEX
exchange and exiting other investments via
trade sales. Brett is Executive Chairperson
of Brait (an investment business listed
in Luxembourg and the JSE), an entity
incorporated in Mauritius which he joined in
2004. He also sits on the Boards, in a non-
executive capacity, of a number of privately
and publicly owned investment businesses.

Committees:
Board of Directors
Audit Committee



JEAN DE FONDAUMIÈRE

Independent Non-Executive Director
Appointed: 12 January 2007
Qualifications: Chartered Accountant
(Scotland)

Jean acquired experience in the field of
Merchant Banking with Kleinwort Benson
in Australia between 1984 and 1991 before
joining the Swan Group in 1992. He retired
as Chief Executive Officer of the Swan Group
in December 2006. He is a Director of a
number of companies involved in various
economic activities such as finance, tourism
agriculture and commerce in Mauritius and
in the region. Four of those companies are
listed on the Stock Exchange of Mauritius.
He was the Chairperson of the Stock
Exchange of Mauritius from 2002 to 2006
and is a member of a number of Corporate
Governance and Audit Committees.

Committees:
Board of Directors
Audit Committee (Chairperson)
Conduct Review Committee



CATHERINE MCILRAITH

Independent Non-Executive Director
Appointed: 8 February 2011
Qualifications: Chartered Accountant
(South Africa)

Catherine, a Mauritian citizen, holds a
Bachelor of Accountancy degree from the
University of the Witwatersrand,
Johannesburg, South Africa and has been
a member of the South African Institute
of Chartered Accountants since 1992.
She then joined the investment banking
industry and has held senior positions
in corporate and specialised finance for
Ridge Corporate Finance, BoE NatWest
and BoE Merchant Bank in Johannesburg.
She returned to Mauritius in 2004 to join
Investec Bank where she was Head of
Banking until June 2010. Catherine is a
Fellow Member of the Mauritius Institute
of Directors ('MloD') and is currently
working for her own account as a Financial
Advisor. She is a non-executive Director of a
number of public and private companies in
Mauritius. Catherine McIlraith is a Director
of one listed company in Mauritius.

Committees:
Board of Directors
Audit Committee
Risk Committee
Conduct Review Committee



NICOLAS WEISS

Non-Executive Director
Appointed: 1 November 2013
Qualifications: MBA from Cranfield
University (UK)

Nicolas Weiss, 50, is the father of five
children and is a Telecommunications
engineer. He is an Essec Business School
graduate and holds an MBA from Cranfield
(UK). Nicolas Weiss started his career in
1988 at Deltabanque, where he developed
an interest rate risk management system.
He later developed portfolio insurance and
market arbitrage models. In 1991, he joined
M.Philippe Oddo and helped raise the
clientele of Institutional Investors for mutual
funds actions, bonds and derivatives. In 1993,
he joined Mr. Le Baron Edmond de Rothschild
and was General Manager & Shareholder to
the creation of AssMgt subsidiaries of the
Rothschild Group in Europe: Rothschild Asset
Management (20bn), E.de AssMgt Rothschild
Investment Services (\$4bn), and Rothschild
Multi Management (5bn). Nicolas Weiss was
also director and treasurer for 'Rothschild
Foundations' since 1997. He left the Rothschild
Group in 2010 to settle in Mauritius. Nicolas
Weiss has been teaching finance at ESSEC, at
Paris Dauphine and at Arts et Métiers. He is a
jury member at ESSEC since 1987

Committees:
Board of Directors
Corporate Governance Committee

BOARD OF DIRECTORS (CONTINUED)**LIM SIT CHEN LAM PAK NG**

Independent Non-Executive Director
Appointed: 12 February 2007
Qualifications: MBA degree from the Graduate School of Business of Columbia University, New York, N.Y, USA

Lim Sit Chen (Maurice) is a Mauritian and Canadian citizen, born in 1947. He is the founding partner of Stewardship Consulting, a strategy consulting firm in Singapore. Prior to Stewardship Consulting, Maurice was in banking, advising multinational companies, Government agencies and fund management companies in financial strategy, investment management, treasury and risk management. He has worked in London, Montreal, New York, Singapore and Tokyo. Maurice Lam is also a director of AfrAsia Investments Ltd, a subsidiary of the Bank. He is a Director of Gamma-Civic Ltd, a company listed on the Stock Exchange of Mauritius.

Committees:
Board of Directors
Risk Committee
Corporate Governance Committee (Chairperson)

**KAMBEN PADAYACHY**

Executive Director
Appointed: 14 February 2011
Qualifications: Master degree in Monetary Economics from the University of Paris Dauphine and a post-graduate degree in Banking and Finance

Kamben is one of the Founding Executives of AfrAsia Bank Limited since its inception in May 2007. He has over 20 years' experience in banking, having successively worked with BNP Paribas (BNPI), Barclays Bank and Standard Bank prior to joining AfrAsia Bank Limited. He has held senior management roles at both retail and corporate levels throughout his career and has originated investment banking transactions from debt capital markets to structured trade finance. Kamben is the Deputy CEO and Head of Global Banking, Treasury and Markets at AfrAsia Bank Limited. He is not a Director of any listed company in Mauritius.

Committee:
Board of Directors

**MICHAEL JOHN PIKE**

Independent Non-Executive Director
Appointed: 19 January 2009
Qualifications: Associate of the Chartered Institute of Bankers (ACIB)

Michael joined the Hong Kong and Shanghai Banking Corporation (HSBC) in 1968 in London. He worked for HSBC for 35 years in eight different countries in Europe, the Far East, the Middle East and South America and has a wide banking experience in Corporate, Retail and Operations. He was the Head of Group Risk for the Mauritius Commercial Bank Ltd from 2005 to 2007. Michael Pike is not a Director of any listed company in Mauritius.

Committees:
Board of Directors
Risk Committee (Chairperson)
Conduct Review Committee (Chairperson)

**JEAN-CLAUDE BÉGA**

Non-Executive Director
Appointed: 28 October 2011
Qualifications: Fellow of the Association of Chartered Certified Accountants

Born in 1963, Jean-Claude was appointed as Alternate Director to J. Cyril Lagesse in June 2007 and as Non-Executive Director in October 2011. He joined GML in 1997 and is presently the Chief Financial Officer of GML Management Ltée. He is the Chairperson of Phoenix Beverages Limited. He is also Director of a number of companies including LUX Island Resorts Ltd, Alteo Limited and Alternate Director of BlueLife Limited. Jean-Claude is a director of four listed companies on the Stock Exchange of Mauritius.

Committee:
Board of Directors

**GRAEME ROBERTSON**

Non-Executive Director
Appointed: 16 August 2011
Qualifications: FAICD (F) - Australian Institute of Company Directors, MAIE (M) Australian Institute of Energy

Born in 1950 and educated in Sydney, Australia, Graeme has lived in Southeast Asia since 1972 and has been responsible for pioneering the development and managing internationally world class mining, energy and infrastructure operations. He is a recipient of the ASEAN Development and the Millennium 500 Awards in 1996 and 2000 respectively for his contribution to growing significant commercial operations in developing nations in Asia. Graeme is the Chairperson and owner of Intrasia Capital Pte Ltd, a private investment group in Singapore and its subsidiaries including Vita Rice Limited developing healthy rice production in Mauritius. He is also Chairperson of listed companies Intra Energy Corporation and NuEnergy Gas Limited for coal mining and gas extraction. His companies operate extensively in Eastern Africa in coal production and supply, electricity generation, drilling and domestic gas development.

Graeme is a humanitarian with interests in poverty alleviation and health improvement. He is not a Director of any company listed in Mauritius.

Committee:
Board of Directors

**KEVINDRA TEEROOVENGADAM**

Independent Non-Executive Director
Appointed: 5 December 2012
Resigned: 26 March 2014
Qualifications: BSc Economics, MSc Finance, MBA (University of Leicester)

Kevindra has spent his career working in partnership with African companies to help them build their respective countries. After gaining his MBA and MSc in Finance from Leicester, England, he moved back to Mauritius and worked for KPMG, Deloitte and Ernst & Young in corporate finance and business consultancy before moving to the Pan-African advisory and investment banking boutique, Loita Capital Partners Group in Johannesburg. There, he assisted clients in fundraising activities in countries including Angola, Cameroon, Ivory Coast, Ghana, Kenya, Nigeria, Tanzania and Zambia and covering multiple sectors including banking, telecoms, commodities, and logistics. In 2007, Kevindra joined Actis to be part of the Africa Real Estate team as a Director. Actis was one of the first to have a dedicated Private Equity Real Estate Fund focused on developing real estate on the continent. Kevindra Teeroovengadam is a Director of one listed company on the Stock Exchange of Mauritius.

Committee:
Board of Directors

CORPORATE GOVERNANCE REPORT (CONTINUED)

BOARD COMMITTEES

Board Committees are a mechanism for the Board to discharge its powers and duties necessary for managing, directing and supervising the management of the business and affairs of the Bank. AfrAsia Bank Limited has four Board sub-committees for more in-depth analysis and review of various issues as may be appropriate. A report is then prepared by each Board sub-committee and presented to the Board after each meeting.

AfrAsia Bank Limited's Board sub-committees include: an Audit Committee, a Conduct Review Committee, a Corporate Governance Committee and a Risk Committee as depicted below:



AUDIT COMMITTEE

In line with the Mauritius Banking Act 2004, the committee's principal responsibilities are to:

- ✔ review the audited financial statements of the Bank before they are approved by the Directors
- ✔ require management of the Bank to implement and maintain appropriate accounting, internal control and financial disclosure procedures and review, evaluate and approve such procedures
- ✔ review such transactions as could adversely affect the sound financial condition of the Bank as the auditors or any officers of the Bank may bring to the attention of the committee or as may otherwise come to its attention, and
- ✔ appoint auditors.

During the year under review, the Audit Committee met four times. As at 30 June 2014, the committee comprised the following three Independent Directors:

- ✔ Jean DE FONDAUMIÈRE, Chairperson
- ✔ Brett CHILDS
- ✔ Catherine MCILRAITH

Also attending this committee:

- ✔ James BENOIT, Chief Executive Officer
- ✔ Loteswar FANGOO, Head of Compliance
- ✔ Bishwajit MAZUMDER, Head of Group Operations
- ✔ Deshmukh-Rao DHONDEE, Head of Group Internal Audit

CONDUCT REVIEW COMMITTEE

This committee:

- ✔ reviews the Bank's transactions with related parties in line with the Conduct Review Policy, ensuring that the latter is in compliance with all reporting and/or approval procedures of the Bank of Mauritius
- ✔ ensures that transactions which could materially affect the financial stability of the Bank are identified at source and
- ✔ reviews all related party transactions with any shareholder when said dealings are above 2% of Tier 1 Capital.

The Conduct Review Committee met four times during the year under review.

The three members are:

- ✔ Michael PIKE, Chairperson
- ✔ Jean DE FONDAUMIÈRE
- ✔ Catherine MCILRAITH

Also attending this committee:

- ✔ James BENOIT, Chief Executive Officer
- ✔ Joelle NG FOONG LEE, Head of Credit and Risk
- ✔ Jean Paul DE CHAZAL, Advisor*

*Jean Paul de Chazal sits on the Conduct Review Committee, as advisor and has signed an oath of confidentiality as per the Mauritius Banking Act 2004.

CORPORATE GOVERNANCE COMMITTEE

This committee:

- ✔ deals with all Corporate Governance issues and makes recommendation to the Board accordingly
- ✔ ensures that the Bank complies with the Code of Corporate Governance and Corporate Governance Guidelines issued by the Bank of Mauritius
- ✔ ensures that disclosures are made in the annual financial statements in compliance with the disclosure provisions in accordance with the best international practice
- ✔ ensures effective communication between stakeholders
- ✔ reviews the annual Corporate Social Responsibility policies and related budgets
- ✔ acts as the Nomination and Remuneration Committees and approves the nomination and remuneration of the Directors and Senior Management of the Bank
- ✔ reviews and advises on the general remuneration policy of the Bank
- ✔ oversees Compensation, Human Resources and Corporate Social Responsibility issues
- ✔ approves all Senior Officers contracts when base salary will exceed MUR 1.2m per annum, and
- ✔ requests an annual headcount and budget plan but leaves management to execute and report thereon at regular intervals

The Corporate Governance Committee met four times during the year under review. The three members are:

- ✔ Lim Sit CHEN LAM PAK NG, Chairperson
- ✔ Arnaud LAGESSE
- ✔ Nicolas WEISS

Also attending this committee:

- ✔ James BENOIT, Chief Executive Officer

RISK COMMITTEE

This committee:

- ✔ reviews and approves the strategy, policies and practices relating to the management of the Bank's liquidity
- ✔ monitors the implementation thereof by putting in place appropriate reporting structures
- ✔ approves the Credit and Risk Policy manual and updates which set out the credit granting process and limits for each of the Bank's core business lines
- ✔ reviews recommendations from the Management Credit and Risk Committee for credit facilities above its delegated limits
- ✔ approves all operational risk issues and policies of the Bank, and monitors large and impaired credits as well as the overall level of provisioning, that is, overseeing Credit and Risk exposures and approving amounts in excess of the Bank's management team delegated limits.

The Risk Committee met four times during the year under review. The members of the Committee are James Benoit, Chief Executive Officer and the three Independent Directors:

- ✔ Michael PIKE, Chairperson
- ✔ Lim Sit CHEN LAM PAK NG
- ✔ Catherine MCILRAITH

Also attending this committee:

- ✔ Kamben PADAYACHY, Deputy CEO, Head of Global Banking, Treasury and Markets
- ✔ Jennifer JEAN-LOUIS, Head of Finance and Treasury Back Office
- ✔ Joelle NG FOONG LEE, Head of Credit and Risk

CORPORATE GOVERNANCE REPORT (CONTINUED)

ATTENDANCE REPORT

The attendance report of the Directors and Advisor at Board and Committee meetings for the year ended 30 June 2014, as well as their individual remuneration and benefits, are shown below:

	BOARD MEETING	RISK COMMITTEE	CORPORATE GOVERNANCE COMMITTEE	CONDUCT REVIEW COMMITTEE	AUDIT COMMITTEE	REMUNERATION AND BENEFITS
DIRECTORS						MUR
Arnaud LAGESSE	6 out of 6	-	4 out of 4	-	-	-
Jean-Claude BÉGA	6 out of 6	-	-	-	-	250,000
James BENOIT	6 out of 6	4 out of 4	*	*	*	35,009,306
Brett CHILDS	5 out of 6	-	-	-	3 out of 4	325,000
Catherine MCILRAITH	4 out of 6	3 out of 4	-	3 out of 4	3 out of 4	475,000
Jean DE FONDAUMIÈRE	6 out of 6	-	-	4 out of 4	4 out of 4	425,000
Nicolas WEISS (appointed on 1 November 2013)	4 out of 6	-	3 out of 4	-	-	85,479
Lim Sit CHEN LAM PAK NG	6 out of 6	4 out of 4	4 out of 4	-	-	425,000
Kevindra TEEROOVENGADUM (resigned on 26 March 2014)	4 out of 6	-	-	-	-	-
Michael JOHN PIKE	6 out of 6	4 out of 4	-	4 out of 4	-	450,000
Kamben PADAYACHY	6 out of 6	-	-	-	-	19,949,653
Graeme ROBERTSON	5 out of 6	-	-	-	-	250,000
Thierry LAGESSE (resigned on 12 August 2013)	-	-	-	-	-	-
ADVISOR						
Jean Paul DE CHAZAL	-	-	-	2 out of 4	-	75,000

* Director also attends these committees.

BOARD APPRAISAL

The Board of Directors has undergone a performance appraisal exercise during the year. The Directors have evaluated the Board as regards to:

- ✔ its function
- ✔ the size, composition and independence of the Board
- ✔ whether the Board meetings are professional, efficient and well-structured
- ✔ the role and function of the Chairperson, and
- ✔ the role and function of the Board Committees.

The results of which were encouraging and the Directors also identified areas that can be improved to enhance the performance of the Board as a whole.

DIRECTORS' REMUNERATION AND BENEFITS

Total remuneration and benefits received, or due and receivable, by the Directors from the Bank and its subsidiaries for the year ended 30 June 2014 were as follows:

	YEAR ENDED 30 JUNE 2014		YEAR ENDED 30 JUNE 2013		YEAR ENDED 30 JUNE 2012	
	Executive Directors	Non-Executive Directors	Executive Directors	Non-Executive Directors	Executive Directors	Non-Executive Directors
	MUR	MUR	MUR	MUR	MUR	MUR
The Bank						
AfrAsia Bank Limited	54,958,959	2,760,479	38,344,339	1,917,534	28,926,872	1,948,631
The Subsidiaries						
AfrAsia Investments Limited	-	-	-	-	-	-
AfrAsia Holdings Limited	-	-	-	-	-	-
AfrAsia Corporate Finance (Pty) Limited	4,115,961	10,139,902	-	-	-	-
AfrAsia Corporate Finance (Africa) Limited	-	-	-	-	-	-
AfrAsia Capital Management Limited	-	5,854,092	-	-	-	-
AfrAsia Corporate Finance (Mauritius) Limited	-	-	-	-	-	-

The Directors did not derive any remuneration or benefits from Group entities.

DIRECTORS' SERVICE CONTRACTS WITH THE BANK AND ITS SUBSIDIARIES

James BENOIT has a service contract with the Bank for a period of five years expiring on 3 June 2017 and thereafter renewable if agreed by both parties. The notice period for termination of the contract is six months.

Rouben CHOCALINGUM, Director of AfrAsia Investments Limited, has a service contract with the Bank for a period of five years expiring on 30 June 2017 and thereafter renewable if agreed by both parties. The notice period for termination of the contract is six months.

Jennifer JEAN-LOUIS, Director of AfrAsia Investments Limited, has an unexpired service contract with the Bank.

Kamben PADAYACHY has a service contract with the Bank for a period of five years expiring on 30 June 2017 and thereafter renewable if agreed by both parties. The notice period for termination of the contract is six months.

Thierry VALLET, Director of AfrAsia Investments Limited, has a service contract with the Bank for a period of five years expiring on 30 June 2017 and thereafter renewable if agreed by both parties. The notice period for termination of the contract is six months.

CORPORATE GOVERNANCE REPORT (CONTINUED)

DIRECTORS' SHARE INTEREST

The interests of the Directors in the securities of the Group and the Bank as at 30 June 2014 were:

Directors	YEAR ENDED 30 JUNE 2014		YEAR ENDED 30 JUNE 2013		YEAR ENDED 30 JUNE 2012	
	Ordinary shares held directly	% Shares held indirectly	Ordinary shares held directly	% Shares held indirectly	Ordinary shares held directly	% Shares held indirectly
Arnaud LAGESSE	-	7.61	-	6.73	-	7.10
Jean-Claude BÉGA	-	-	-	-	-	-
James BENOIT	2,557,829	-	749,270	-	1,063,820	-
Brett CHILDS	-	-	-	-	-	-
Jean de FONDAUMIÈRE	-	-	-	-	-	-
Catherine MCILRAITH	-	-	-	-	-	-
Thierry LAGESSE (resigned 12 August 2013)	-	6.01	-	6.08	-	6.52
Nicolas WEISS	-	-	-	-	-	-
Lim Sit Chen LAM PAK NG	-	-	-	-	-	-
Kamben PADAYACHY	895,813	-	598,320	-	648,320	-
Michael John PIKE	-	-	-	-	-	-
Graeme ROBERTSON	-	12.18	-	12.32	-	13.46
Kevindra TEEROOVENGADUM (resigned 26 March 2014)	-	-	-	-	-	-

The Directors do not hold any shares in the subsidiaries of the Bank whether directly or indirectly.

DIVIDENDS POLICY

The Bank's dividends are proposed by the Executive Committee to its Board regarding the amount of dividends payable in line with the provisions of the Mauritius Banking Act 2004, Mauritius Companies Act 2001 and the Bank's Constitution. Once the Board is satisfied with the Bank's recommendation along with the solvency tests being met, approval of the Bank of Mauritius can then be sought for distribution of same.

In general, the Bank aims for a 40% payout ratio. It has achieved a satisfactory financial return to again allow that and dividends of MUR 116,027,201, that is, MUR 1.5 per share have been declared and paid during the year under review (2013: MUR 88,068,022, that is, MUR 1.25 per share / 2012: MUR 34,560,878, that is, MUR 60 cents per share).

SHARE OPTION PLANS

Please refer to the note on 'Other Reserves' contained on Note 32 of the Annual Report.

AUDITORS' REMUNERATION

The fees paid to the auditors for audit and other services were:

	YEAR ENDED 30 JUNE 2014		YEAR ENDED 30 JUNE 2013		YEAR ENDED 30 JUNE 2012	
	Audit MUR	Other* MUR	Audit MUR	Other* MUR	Audit MUR	Other* MUR
Ernst & Young						
The Bank						
AfrAsia Bank Limited	1,791,493	1,062,993	1,142,992	75,825	1,556,623	55,000
The Subsidiaries						
AfrAsia Investments Limited	171,000	310,500	140,000	28,750	103,500	28,750
AfrAsia Holdings Limited	45,480	13,800	40,000	13,800	-	-
AfrAsia Corporate Finance (Pty) Limited	389,743	-	-	-	-	-
AfrAsia Corporate Finance (Africa) Limited	151,394	-	-	-	-	-
AfrAsia Corporate Finance (Mauritius) Limited	120,600	-	-	-	-	-
AfrAsia Capital Management Limited	333,500	-	-	-	-	-
KPMG						
The Bank						
AfrAsia Bank Limited	1,535,000	-	-	-	-	-

* Fees captured under 'Other' are principally fees paid to Ernst & Young for taxation services rendered to the Bank and its subsidiaries.

INTERNAL CONTROL, INTERNAL AUDIT AND RISK MANAGEMENT

Please refer to the Risk Management Report on page 60-84.

ANTI-MONEY LAUNDERING

Please refer to the Risk Management Report on page 60-84.

CORPORATE GOVERNANCE REPORT (CONTINUED)

SENIOR MANAGEMENT TEAM PROFILE



"It is amazing to see how our start-up bank has evolved and developed into a financial institution with such international reach. We have remained focused on our strategic aims and put together a team of leaders who share the same passion to execute our powerful vision. In the future, AfrAsia Bank will continue its impressive growth trajectory and keep on building bridges between Africa, Asia and the World."

KAMBEN PADAYACHY

Deputy CEO, Head of Global Banking Treasury and Markets

Ben Padayachy is one of the Founding Executives of AfrAsia Bank Limited; he has a vast experience in banking, having successively worked with institutions such as BNP Paribas (BNPI), Barclays Bank and Standard Bank. He has throughout his career held senior management roles at both retail and corporate banking levels and also originated investment banking transactions from debt capital markets to structured trade finance. Ben holds a Master in Monetary Economics from the University of Paris Dauphine and a post-graduate degree in Banking and Finance; he is also a Director on the Board of AfrAsia Capital Management Limited, AfrAsia Special Opportunities Fund, AfrAsia Investments Ltd and AfrAsia Bank Zimbabwe Limited.



"I can summarise my experience in four words - Uniqueness in the approach!"

ROUBEN CHOCALINGUM

General Manager, Head of Domestic Banking Relationships and Sales

Rouben started his career in 1992 with the State Bank of Mauritius where he acquired extensive experience in credit and corporate banking before moving to Standard Bank (Mauritius) in 2006. In 2007, he joined AfrAsia Bank Limited as a Founding Executive member of the management team. With over 20 years of experience, along with qualifications in Business Administration and Banking Studies, he continues to develop the Bank's domestic client base.



"Working with AfrAsia is having the opportunity of positioning Mauritius as the upcoming financial centre of Africa and the region. We bring our pool of talents and innovative products to customers and contribute to their lifestyle. Privileged relationships are what we are all about."

THIERRY VALLET

General Manager, Executive Director of AfrAsia Private Bank

Thierry started his career as an engineer and worked for companies such as LONRHO, ILLOVO and IBL. In 2000, he travelled to Paris to undertake an MBA in International Finance; his financial career started in 2002 when he worked for Groupe Generali as an Insurance Inspector. In 2005 he returned to Mauritius and joined the Mauritius Commercial Bank Limited (MCB) as Corporate Banker. He left in 2007 to join AfrAsia Bank Limited. As well as being one of the founders, Thierry is responsible for strategic development and heads AfrAsia Private Banking.



"AfrAsia has been so far the best place to work while moving through the 29 years of my career path on both Banking and Technology front. The Bank's remarkable growth since 2007 attracts high quality employees from the local and international banking industry and this provides a great working environment with a shared pool of banking knowledge. Adopting technology to adapt with growing needs of our customers is what makes AfrAsia stand out and provide a different customer experience."

SOODESH BEEGUN

Head of Information Communication Technology (ICT)

Soodesh holds an MBA (IS) from University of Technology Mauritius, a Certificate in Banking Studies from University of Mauritius, an Oracle DBA and WEB programmer's Certificates from NIIT Mauritius. He started his career at IOIB Ltd in 1987 and has more than 20 years of experience in the Banking/IT sector. In 1994, he moved from Banking to Agriculture when he joined F.U.E.L as Assistant Planters' Adviser. In 2000, he returned to the financial industry to join SBI Mauritius Limited as Head of ICT and, in March 2009, Soodesh joined AfrAsia Bank Limited as Head of ICT.



"Different! Disruptive! Can Do Attitude! Genuineness! AfrAsia is certainly not for the faint-hearted! But for the restless looking for Opportunity, Empowerment and Recognition-Surprisingly gratifying! Gratifying also to be able to serve the organization by pre-emptively seeking to make it risk-free! An absolute ingredient for long term sustainability!"

DESHMUKH-RAO (Vinod) DHONDEE

Head of Group Internal Audit

Deshmukh-Rao (Vinod) Dhondee has extensive banking experience in the Global Business and Domestic Banking environment mostly acquired at middle and senior management level at HSBC, where he started his career. At HSBC, he occupied various managerial positions in the Personal Banking and Corporate divisions, Sub Custody business as well as several roles in risk management functions (namely Credit Risk and Recovery, Operational Risk, Compliance and Internal Control). Vinod also served as Director for several HSBC Global business companies and is currently acting as Deputy CEO for AfrAsia Zimbabwe Holdings Limited.



"Being part of the AfrAsia Bank team and ensuring the bank is complying with all the legal and regulatory requirements, is a great opportunity and continuous challenge. It is a privilege to provide solutions and advisory assistance to relevant departments and the senior management of the Bank."

LOTESWAR (Anil) FANGOO

Head of Compliance

Anil started his career at Indian Ocean International Bank Ltd (now SBI Mauritius) in 1990. He joined AfrAsia Bank Limited in July 2009 as Head of Compliance. He gained extensive experience in the Legal Department before moving on to master both Retail and Corporate Banking. Prior to joining our team, Anil headed the Legal and Compliance Department at SBI Mauritius. Legal, compliance and credit recovery are his fortes. He is a member of the Mauritius Institute of Directors (MIOD) and Association of Certified Fraud Examiners (ACFE).

CORPORATE GOVERNANCE REPORT (CONTINUED)



"Joining in 2008, AfrAsia Bank has given me a lot of opportunities that would not have been made available at another company. From a team of 2 when we started, nowadays Global Business Division is almost 25 in Mauritius only and, servicing clients from more than 100 countries. I enjoy dealing with clients with different profiles. The experience is really international and I am always learning. AfrAsia Bank also has a good work ethic, which makes the experience even more exciting."

YOGESH GOKOOL

Head of International Banking, Trusts and Custody

Yogesh has over 20 years of experience in financial management gained whilst working for International Financial Services Limited, a leading International Management Company in Mauritius. He also worked for Deutsche Bank (Mauritius) where he headed the fiduciary services division. In 2008 he joined AfrAsia Bank Limited. Yogesh is a member of the Society of Trust and Estate Practitioners (STEP), the Association of International Wealth Management (AIWM) and the Mauritius Institute of Directors (MIoD).



"At inception, there were some sceptical views about the novelty of setting up a niche market driven local private bank. Thanks to a committed team of great believers we saw the bank growing from strength to strength and it is with much excitement that I look forward to the next phase of the bank's expansion within the region."

JENNIFER JEAN-LOUIS

Head of Finance and Treasury Back Office

Jennifer joined AfrAsia Bank Limited in 2007 as Head of Finance and Treasury Back office. She is responsible for the Bank's financial management frameworks incorporating finance, taxation and treasury back office. Jennifer has more than 20 years of experience gained on the local and international market. She holds a Master degree in Applied Finances, is a Chartered Accountant and a Fellow Member of the Taxation Institute of Australia.



"Every business has its own challenges and when faced with challenge the AfrAsia Bank team acts fast to find the most suitable solution. The team work in AfrAsia Bank was extremely helpful in delivering some big targets such as Core Banking Software migration with much more smoothness than it would have been without it. Great teamwork that we experience from time to time possibly results from the work culture of providing opportunities to all employees."

BISHWAJIT MAZUMDER

Head of Group Operations

Bishwajit is a banker of about 30 years standing and has international exposure working in various capacities. In addition to being an accomplished international speaker, he has a strong educational background. He is a Chartered Accountant, MBA holder, has a Bachelor of Law as well as many other international certifications. He joined AfrAsia Bank Limited from State Bank of Mauritius Limited where he occupied the post of Head of Operations. Prior to this he held key positions at ING Vysya Bank (India), Central Bank of Oman and IDBI Bank (India).



"Communication, Marketing & PR are vital in differentiating ourselves to be the right corporate storyteller. We always strive to think outside the box to innovatively connect with our clients and provide products and services that exceed their expectations. Choosing an organisation whose values strongly resonate with you, and that the people around you live, as well as a brand that you believe in, are fundamental. It is fascinating to experience new and challenging opportunities everyday!"

SUNEETA MOTALA

Head of Marketing and Public Relations

Suneeta has 20 years of banking experience. She started her career at HSBC in 1994, undertaking several key responsibilities in Sales & Marketing, Credit & Risk, CRM as well as branch operations. Before joining AfrAsia Bank Limited in July 2007, she was Head of Marketing at MPCB Limited. Suneeta holds a Pre Associateship from the Chartered Institute of Bankers and an International Certificate for Financial Advisers from the Chartered Insurance Institute as well as a General Management Certificate from ESSEC Business School, (France).



"Fast-paced, demanding, challenging and intellectually stimulating, life at AfrAsia requires exceptional adaptability and stamina. My 7 years at AfrAsia with its dynamic framework has given me the passion to tackle my profession here. The transformative financial services industry calls for a strong team that ensures each internal/external risk is identified, assessed, reported and monitored while managing and mitigating those risks. From a team of 3 to now 20, we are determined to set industry standards in all that we do."

JOELLE NG FOONG LEE

Head of Credit and Risk

In September 2007, Joelle left the Mauritius Commercial Bank Ltd (MCB) to join AfrAsia Bank Limited. As Head of Credit & Risk Management she is responsible for Credit Administration and overall Risk Management for the Bank. She has more than 17 years of experience in banking, 7 of which are at middle and senior management level. Joelle started her career in 1994 with HSBC in Personal Banking before moving to Credit & Risk Management as Credit Recovery & Credit Risk Manager. She held the role of Special Assets Manager at MCB before joining AfrAsia Bank Limited. Joelle holds an International Certificate for Financial Advisers of the Chartered Insurance Institute (CII) and a certificate in Banking Studies from the University of Mauritius.



"What's exciting and challenging in the Treasury Department is that we try to live up to the maximum our core values every day; it is really an adrenalin booster to see the passion with which the team strives to serve our clients (whom we consider more as partners) with the can-do attitude that has become our second nature"

DWEJENDRANATH (Jen) RAMANAIAH

Head of Treasury

Jen's banking career started in 1980 when he joined the Bank of Mauritius where he gained wide ranging experience culminating as a Senior Dealer in the Financial Markets Department. Prior to joining AfrAsia Bank Limited in September 2007, he worked for the Mauritius Commercial Bank as the Chief Money Market Trader. Jen holds a BSc (Hons) Management and an MBA from the Edinburgh Business School.

CORPORATE GOVERNANCE REPORT (CONTINUED)



"I enjoy working alongside individuals that are passionate about what they do and how they do it. I love hearing colleagues say: 'This is the best place I've ever worked in. It really is Bank Different!' Comments like these make all my efforts worthwhile!"

MAUREEN TREANOR

Head of Human Resources and Change Management

Maureen started her career with Barclays Bank (UK) approximately 25 years ago. In June 2010 she left Bramer Bank and joined AfrAsia Bank Limited as Head of Human Resources and Change Management. Maureen has experience in the UK and African markets, with qualifications in Human Resources and Project Management. She is currently undertaking an MBA and is a member of the Mauritius Institute of Directors (MIoD).



"There are many reasons to be excited about working for AfrAsia. The global nature of our operation not only presents stimulating challenges and opportunities, but is compounded by the fact that we are positioned in one of the world's most exciting growth regions. Then there's the team itself; big enough to make an impact on the market, yet small enough for each individual member to know that no matter who or where they are, their contribution can make a difference."

SOUTH AFRICA REPRESENTATIVE OFFICES

COLIN GRIEVE

Chief Representative Officer

Colin has over 25 years of experience with local and international banks and financial markets in various roles including Head of Treasury, Head of Corporate Banking and General Manager of investments. During his career, he has acted as mandated lead arranger in Pan-African banking transactions, is the author of a book on investment strategy and is a Master of Commerce graduate from one of South Africa's leading universities.



"Being part of the AfrAsia Group enables AfrAsia Corporate Finance to provide our clients with world-class international service in a distinctly African context. With offices, expertise and capacity in both Mauritius and South Africa, the two are countries at the forefront of the African growth story. AfrAsia is able to meet the needs of clients seeking to participate in markets servicing the world's next billion consumers."

AFRASIA CORPORATE FINANCE (PTY) LIMITED

CHARLES PETTIT

Chief Executive

Charles graduated from the University of Cape Town with a First Class Honours degree in Finance and subsequently qualified as a CFA charter holder while working in London for Close Brothers Corporate Finance. At Close Brothers, Charles worked on a wide range of M&A and Restructuring transactions and following his return to South Africa in 2008 established AfrAsia Corporate Finance to focus on the provision of independent advisory services to clients in the SADC region. Charles has also served as CEO of Johannesburg Stock Exchange-listed company Torre Industries Limited since August 2012.



"After spending more than 16 years in the asset management business, it is hard to imagine how this industry can evolve. However, at AfrAsia Bank we are inspired to constantly push our limits and explore new boundaries in order to thrive in this dynamic industry."

AFRASIA CAPITAL MANAGEMENT LIMITED

SWADICQ NUTHAY

Chief Executive

Swadicq holds an MSc in International Business & Finance from the University of Reading, UK, with specialisation in international financial markets and risk management. He is also holder of a BSc (Hons) in Economics and is an affiliate member of the CFA Institute. Swadicq has more than 16 years' experience as fund manager. He started his career with AXYS in 1998 and was, until September 2013, the Managing Director of Axys Capital Management. He has also worked as a consultant for a risk management consultancy firm in Mauritius and has performed several risk management assignments for parastatal bodies and companies operating in different sectors of the economy. Swadicq joined the AfrAsia Group as Chief Executive of AfrAsia Capital Management Ltd in October 2013.



"Being part of the AfrAsia family gives us in Zimbabwe the sense that we are part of a unique, upcoming, technologically driven avant-garde brand with global reach. At AfrAsia relationships are pivotal to our success and for us no mountain is too high!"

AFRASIA ZIMBABWE HOLDINGS LIMITED

LYNN MUKONOWESHURO

Chief Executive Officer

Lynn holds a Bachelor of Science degree from the University of Zimbabwe, Masters of Business Administration (MBA) from Nottingham Trent University, Euromoney training on Bank Operations and Asset and Liability Management from Riskflow Institute South Africa. Prior to joining Kingdom as the Group Human Resources Director and her appointment as the Group Chief Executive Officer, she worked for TA Holdings Limited, The Coca-Cola Company and IBM covering Central and Southern Africa. She has extensive leadership and management experience and a global perspective combined with significant international market experience gained from working in leadership positions across the African continent and Indian Ocean Islands.

CORPORATE GOVERNANCE REPORT (CONTINUED)

COMPANY SECRETARY

The Bank has outsourced its secretarial functions to IBL Corporate Services Ltd.

REMUNERATION PHILOSOPHY

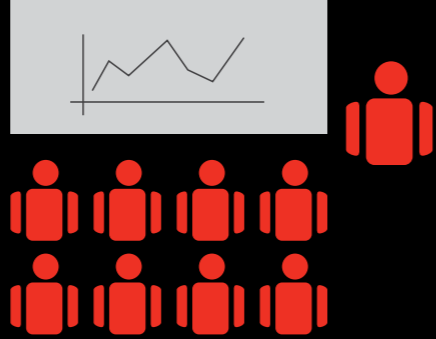
The strategy is to offer competitive remuneration and compensation packages throughout the Bank; individual rewards are a reflection of overall performance; this has proven to be a proactive way to both reward and retain our talent.

INCENTIVE STRUCTURE OF THE BANK, REMUNERATION POLICIES AND EXECUTIVE COMPENSATION

With the 'Bank Different' approach, the experience within the senior management team and the support from the Board of Directors has once again helped us produce fantastic results. As well as offering competitive remuneration and compensation packages, the values and culture within AfrAsia Bank Limited are ensuring its continued success. The Bank's balanced scorecard approach to performance management helps ensure development, feedback and continued growth for individuals and the organisation. With over 180 employees both locally and overseas, some key HR goals for the year included:

Reward & retain talent

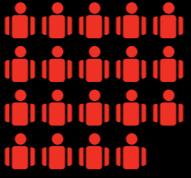
- As well as seeking out the best talent, at AfrAsia Bank Limited, high performing individuals are recognised and rewarded through feedback, promotions and other non-financial rewards
- ROERS (Return on Equity Reward Scheme) has proven to be well received by the Board of Directors and the employees. From the outset, the ROERS Scheme was expected to be a tool to both reward and retain the best talent. The Bank is pleased to note that this is the case, as its employee turnover continues to be within industry norms



Provide growth through career opportunities and training:

- The Bank aims to develop future leaders at all levels in its business; over 16 employees were promoted to higher positions.
- With unemployment amongst the youth increasing and many fresh graduates finding it difficult to secure work, the Bank has taken a proactive approach to providing over 37 students the opportunity to undergo internships over the last 12 months; some of these students have been earmarked for roles within the Bank upon their graduation
- The Bank policies and practices are reviewed every year to help ensure that it is all inclusive and provides equal opportunities. AfrAsia Bank Limited are working with the Ministry of Finance via the Youth Empowerment Programme scheme and Training and Employment of Disabled Persons Board to help improve the availability of information in relation to job opportunities within the Bank
- The Bank has noted an increasing number of Mauritians returning from overseas; a new talent pool is emerging. Our strong presence online, international and local branding have helped us tap into this global talent pool.

180+
EMPLOYEES



The Bank aims to develop future leaders at all levels in its business.

'Protect' THE unique culture through THE BANK'S values employee engagement

- Results of the employee engagement survey were cascaded during a face to face communication event and high level results are available on the Bank's website
- There's a risk of culture dilution when new businesses come into the corporate structure (i.e. AfrAsia Capital Management and AfrAsia Corporate Finance); early engagement, alignment of policies, joint activities and communication have enabled the protection of the Bank's unique culture and values
- The Bank's social committee, The AfrAsians, planned and organized a variety of social events and activities throughout the year. Anyone can be part of this very dynamic team that allows members to demonstrate leadership and management skills they might not have the opportunity to show in their day to day role. The AfrAsian's help new colleagues to become more involved and integrated into the 'Bank Different' culture
- In addition to this, the Health & Safety Committee organises activities that focus on wellbeing in the workplace; these are always appreciated by the employees
- More strategies are planned for the coming year as the brand continues to grow in Mauritius and globally

Continue to improve internal communication

- Information sharing is an important part of AfrAsia Bank's culture; the CEO presents high level results, strategy and introduces new initiatives through regular roadshows. Feedback from these events is used when preparing for the next event
- 'The AfrAsian' newsletter is circulated for general information to colleagues and clients. We also have a dedicated email address for feedback and suggestion boxes in communal areas. These touch points, along with our open door style of management, help make AfrAsia Bank Limited a great place to work

MATERIAL CLAUSES OF CONSTITUTION

Article 21.2 of the Bank's Constitution provides for a list of matters which is subject to special resolutions of the voting shareholders of the Bank and the prior approval of Société de Promotion et de la Participation pour la Coopération Economique S.A.

SHAREHOLDERS' AGREEMENT

The provisions of the current shareholders' agreement have been replicated in the Bank's Constitution.

The current shareholders agreement is between Société de Promotion et de la Participation pour la Coopération Economique S.A., GML Investissement Ltée, GML Ineo Ltée, Intrasia Capital Pte Ltd, Matalla Holdings Limited Pension Fund, C I Industries Retirement Fund and McPin Foundation.

SIGNIFICANT CONTRACTS

There is currently no significant contract between third parties with the Bank and its subsidiaries.

MANAGEMENT AGREEMENTS

There is currently no management agreement between third parties with the Bank and its subsidiaries.

GIFTS AND DONATIONS

The Group and the Bank made MUR 671,391 of gifts and donations during the year ended 30 June 2014 (2013: MUR 271,746 / 2012: MUR 2,918,961).

POLITICAL DONATIONS

The Group and the Bank did not make any political donations during the year ended 30 June 2014 (2013: Nil / 2012: Nil).

RELATED PARTY TRANSACTIONS

Please refer to the note on 'Related Party Disclosures' contained on Note 37 of the Annual Report.

CORPORATE GOVERNANCE REPORT (CONTINUED)

HEALTH AND SAFETY

Caring for its employees

- ✔ Several years ago management made a commitment to help employees remain safe and healthy. We continue to develop initiatives that concentrate on improving the general well-being of the workforce and maintain a safety culture at work
- ✔ The Health and Safety Officer continues to conduct regular coaching and awareness sessions
- ✔ A proactive approach to health and safety as well as ensuring the compliance to the regulatory framework has helped develop the culture of a safe working environment
- ✔ The office attendants and drivers have been trained in first aid and defensive driving techniques. Several more employees are now qualified first aiders while others have attended fire awareness training sessions. Although the Bank is not operating in a high risk environment in regards to health and safety, it values the role safety has to play in the day to day running of the Bank
- ✔ In April each year, we celebrate International Safety Day. This year we arranged for a local supplier to conduct eye examinations and provide advice to those working with electronic equipment on a regular basis



Ethics

The Conduct and Ethics policy is one of the first policies we share with new colleagues when they join the Bank. This policy is in line with Section 65 of the Bank of Mauritius 'Guidelines on Corporate Governance' and outlines all expectations in terms of professional behaviour that the Bank wants to see at all levels of the organisation. Both the Human Resources & Executive Committees regularly review internal policies to ensure they reflect the new challenges that impact the business. This year the Code of Ethics and the Corporate Integrity Policy were amended to include new whistle-blowing guidelines for anyone wishing to raise a concern. After each review the policies are circulated to all employees, queries are addressed via one to one coaching with line Managers or in group workshops.

ENVIRONMENTAL ACTIONS AND SOCIAL ISSUES

Please refer to the Corporate Social Responsibility section on page 114 of the Annual Report

SOCIAL RESPONSIBILITY

Please refer to the Corporate Social Responsibility section on page 114 of this Annual Report

MEETING OF AND RELATIONSHIP WITH STAKEHOLDERS

The Bank's Key Relationships: Please refer to the Key Relationships section in Corporate Profile on page 22 of the Annual Report.

SHAREHOLDERS' CALENDAR

Financial Year End	June
Annual Meeting of Shareholders	December

PUBLICATION OF FINANCIAL STATEMENTS

30 September quarter end	November
31 December quarter end	February
31 March quarter end	May

DIVIDENDS

Declaration	September
Payment	Upon receipt of approval from local regulators

IBL CORPORATE SERVICES LTD COMPANY SECRETARY

25 September 2014