

Introduction

This document outlines the position statements for the key governance roles within CIM Financial Services Ltd (“CFSL” or the “Company”). It sets out the roles and responsibilities applicable to:

- the Chairperson of the Board;
- the Group Chief Executive Officer
- the Company Secretary; and
- the Chairpersons of Board Committees.

The purpose of these position statements is to promote clarity, accountability and transparency in the discharge of these key roles. This document has been endorsed by the Corporate Governance and Conduct Review Committee and is published on CFSL’s website for the benefit of stakeholders.

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Chairperson of the Board of CFSL

Position Statement | Role & Responsibilities

The Chairperson is elected by their fellow directors and shall be a non-executive or independent director.

The Chairperson should be a firm, objective and open-minded leader who brings independence of mind, intellectual honesty and sound knowledge of the organisation's activities and key relationships.

Chairperson's key areas of responsibility

Strategy & Management	▪ Ensuring that the Board is effective in its tasks of setting and implementing the Company's direction and strategy. ▪ Co-ordinating the Committees to ensure that appropriate policies and procedures are in place for the effective management of the organisation. ▪ Ensuring that the decisions made by the Board are executed. ▪ Signing the Statement of Compliance to be filed with the Financial Reporting Council along with a director to confirm whether the Company has complied fully, partially or has not complied with the Code of Corporate Governance.
Leadership	▪ Providing overall leadership to the Board, be impartial and resolve differences in the most constructive way, whilst encouraging and ensuring the active participation of all directors in discussions and Board matters. ▪ Participating in the selection of the board members whilst ensuring that the board has an appropriate mix of competencies, experience, skills and independence. ▪ Providing support and supervision to the CEO.
Presiding and conducting meetings	▪ Setting the agenda for Board meetings, therefore giving the meetings their direction and scope. ▪ Presiding over the Board meetings and shareholder's meetings of the Company and to ensure the smooth functioning of the meetings. ▪ Ensuring that Board meetings take place regularly and that all the relevant information and facts are placed before the Board to enable the directors to reach informed decisions. ▪ Ensuring that each meeting is planned effectively, conducted according to the Constitution and that matters are dealt with in an orderly, efficient manner. ▪ Ensuring that proper minutes are taken and sign the minutes of Board meetings and shareholder's meetings jointly with the Secretary. Minutes which have been signed correct by the Chairperson of the meeting are prima facie evidence of the proceedings.
Relations with the Shareholder	▪ Acting as the Company's leading representative and be the spokesperson at functions and meetings to present the aims and policies of the Company. ▪ Maintaining sound relations with the Company's shareholder and ensuring that the effective communication and disclosures are being carried out. ▪ Ensuring that all directors be made aware of the main concerns of the shareholder and key stakeholders and that their views be communicated to the Board as a whole.
Induction, Development, Succession and Performance Evaluation	▪ Ensuring that newly appointed directors participate in an induction program with the support of the Company Secretary. ▪ Ensuring that the development needs of the directors are identified and appropriate training be provided to continuously update the skills and knowledge of the directors so that they fulfil their role on the Board and its Committees. ▪ Identifying the development needs of the Board as a whole to promote its effectiveness as a team. ▪ Overseeing a formal succession plan for the Board, CEO and certain senior management position, in collaboration with the Corporate Governance and Conduct Review Committee.

Reviewed version adopted by the Corporate Governance and Conduct Review Committee on 30 July 2026

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Chief Executive Officer of CFSL

Position Statement | Role & Responsibilities

The Group Chief Executive Officer is responsible for providing strategic leadership for CFSL and its subsidiaries ("Group") by working with the board of directors of CFSL ("Board") and executive management team of the Group to define long-term strategies, plans and policies.

Group Chief Executive Officer's key areas of responsibility

Strategy, Performance and Execution	▪ Leading and directing the implementation of business strategy, performance delivery and compliant execution of the Group's business in line with the policies set by the Board. ▪ Delivering long-term value for shareholders through consistent performance delivery while maintaining the confidence of other key stakeholders such as employees, customers, investors and regulators.
Internal Controls, Risk Management and Compliance	▪ Ensuring the maintenance of a sound internal control system. ▪ Ensuring that the structure required for the identification, assessment and mitigation of risks has been identified.
Brand and Stakeholder Confidence	▪ Protecting, building and enhancing the brand value of the Group.
Leadership, Succession and People	▪ Recommending for the approval to CFSL's Corporate Governance and Conduct Review Committee, a detailed succession plan for designated executives and critical positions that report directly to the Group Chief Executive Officer, including having detailed succession plans in place in case any such individual becomes unavailable or fails to meet performance expectations.
Board Relationship and Reporting	▪ Maintaining a close working relationship with the Board to keep them informed of key developments and opportunities, performance, risk and human resourcing concerns and seeking guidance and support as and when necessary.

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Company Secretary of CFSL

Position Statement | Role & Responsibilities

The Company Secretary supports the Board in the discharge of its governance responsibilities and ensures that appropriate procedures are followed in accordance with applicable statutory and regulatory requirements.

Company Secretary's key areas of responsibility

Compliance	▪ Ensure that the organisation complies with its constitution, all relevant statutory and regulatory requirements, codes of ethics and procedures established by the Board. ▪ Informing the Board of all legislations relevant to or affecting meetings of shareholders and directors. ▪ Continually reviewing developments in corporate governance.
Board members - Appointment, Guidance and Development	▪ Ensuring that procedures for the appointment of directors are properly undertaken. ▪ Facilitating the proper induction of directors into their role. ▪ Providing the Board as a whole and directors individually with guidance as to their roles and responsibilities, advising and assisting the directors with respect to their duties and responsibilities, in particular compliance with prevailing regulations. ▪ Acting as a channel of communication and information for non-executive directors. ▪ Assisting the Chairman in governance processes such as Board and Committee evaluation.
Organisation of Meetings of the Company	▪ Preparing the agenda of Board, Board Committees and shareholder's meetings in consultation with the Chairman and the CEO and to circulate the agendas and supporting documents in a timely manner. ▪ Ensuring that there is a quorum for meetings. ▪ Taking minutes of Board/Annual meetings and circulate draft minutes to all members and to ensure that minutes of proceedings of Board meetings and meetings of shareholder as well as resolutions of the Board are properly maintained. ▪ Ensuring that Annual and Special Meetings of Shareholder are held in accordance with the requirements of the Companies Act and the Company's Constitution. ▪ Ensuring that proxy forms are correctly processed and that the voting process whenever applicable is carried out correctly at meetings of shareholders.
Communication with the Shareholder	▪ Ensuring that the shareholder's interests are taken care of and act as a primary point of contact for the shareholder. ▪ Communicating with the shareholder and arrange payment of dividends and/or interest, issuing documentation regarding corporate events being undertaken by the Company such as rights and bonus issues and maintaining good shareholder relations.

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Chairperson of CFSL's Audit and Compliance Committee ('ACC')

Position Statement | Role & Responsibilities

ACC Chairperson's key areas of responsibility

Meetings and Committee effectiveness	▪ Setting the date and determining the frequency of meetings of the ACC in collaboration with the Company Secretary. ▪ Setting the agenda of the ACC in consultation with the Company Secretary. ▪ Chairing the meetings of the ACC and ensuring that the ACC functions efficiently. ▪ Ensuring that the members of the ACC have an effective relationship with management. ▪ Ensuring that the items which require the approval of the ACC have been tabled and properly discussed. ▪ Assisting the Board for any special assignments. ▪ Evaluating the Committee's and individual members' performance on a regular basis.
Audit, financial reporting and controls	▪ Ensuring communication with internal and external auditors. ▪ Ensuring that the Committee monitors the integrity of financial statements and the annual report. ▪ Ensuring that the Committee assists the Board in guaranteeing the integrity of the financial information published by the Company. ▪ Ensuring that the Committee reviews and monitors the implementation of the internal audit recommendations. ▪ Ensuring that the Committee assists the Board in guaranteeing the effectiveness of established procedures and internal controls.
Compliance and reporting	▪ Ensuring that the Committee assists the Board in complying with all statutory and regulatory requirements, code of ethics and established policies, procedures and controls. ▪ Reporting to the Board any recommendations of the ACC with regard to any decisions taken by the Committee. ▪ Managing the compliance risks, which are defined as risks arising from failure by the organisation to comply with laws, regulations and codes, as appropriate. ▪ Ensuring internal controls through support/advice are maintained to ensure that CFSL is meeting its regulatory requirements and complying with established policies, procedures and controls. ▪ Ensuring internal controls and other procedures are implemented to combat money laundering and the financing of terrorism which among other things include establishing and maintaining a manual of compliance procedures in relation to money laundering and programmes for assessing risks relating to money laundering and the financing of terrorism and the financing of proliferation.

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Chairperson of CFSL's Risk Management Committee ('RMC')

Position Statement | Role & Responsibilities

RMC Chairperson's key areas of responsibility

Meetings and Committee effectiveness	▪ Setting the date and determining the frequency of meetings of the RMC in collaboration with the Company Secretary. ▪ Setting the agenda of the RMC in consultation with the Company Secretary. ▪ Ensuring that the items which require the approval of the RMC have been tabled and properly discussed. ▪ Chairing the meetings of the RMC and ensuring that the RMC functions efficiently. ▪ Ensuring that the members of the RMC have an effective relationship with management. ▪ Evaluating the Committee's and individual members' performance on a regular basis.
Risk management and Board reporting	▪ Ensuring that the RMC assists the Board in setting up risk mitigation strategies and reviewing the effectiveness of the Enterprise Wide Risk Management Framework. ▪ Ensuring that the RMC monitors the risk management process of the Company. ▪ Reporting to the Board any recommendations of the RMC or any decisions taken by the Committee. ▪ Assisting the Board for any special assignments.

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Chairperson of CFSL's Corporate Governance and Conduct Review Committee (‘CGCRC’)

Position Statement | Role & Responsibilities

CGCRC Chairperson's key areas of responsibility

Meetings and Committee effectiveness	▪ Setting the date and determining the frequency of meetings of the CGCRC in collaboration with the Company Secretary. ▪ Setting the agenda of the CGCRC in consultation with the Company Secretary and the CEO. ▪ Chairing the meetings of the CGCRC and ensuring that the CGCRC functions efficiently. ▪ Ensuring that the items which require the approval of the CGCRC have been tabled and properly discussed. ▪ Assisting the Board for any special assignments. ▪ Evaluating the Committee's and individual members' performance on a regular basis.
Corporate governance and disclosure	▪ Recommending to the Board any corporate governance provision or best practices to be adopted. ▪ Ensuring, with the Committee, that the Board complies with any prevailing corporate governance principle as well as the ethical standards and requirements of CFSL. ▪ Promoting good governance principles with regard to nominations and remuneration. ▪ Reporting to the Board any recommendations of the CGCRC or any decisions taken by the Committee. ▪ Ensuring with the CGCRC that any disclosure made with regard to Corporate Governance in the annual report or any other report is in accordance with all the principles of the Code.
Related party transactions and conduct review	▪ Delegating to the Management Credit Committee to approve each credit exposures to related parties whilst ensuring that market terms and conditions are applied to all related party transaction. ▪ Reviewing and ratify credit exposures to related parties. ▪ Reviewing the practices of Cim Group to ensure any transaction with related parties that may have a material effect on the stability and solvency of the Group is identified and dealt in a timely manner. ▪ Ensuring that board members with conflict of interest are excluded from approval process of related party transactions and ensuring that the board of directors has given prior approval to write off of related party credit exposures.

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Chairperson of CFSL's IT & Digitalisation Committee ('ITDC')

Position Statement | Role & Responsibilities

ITDC Chairperson's key areas of responsibility

Meetings and Committee effectiveness	▪ Setting the date and determining the frequency of meetings of the ITDC in collaboration with the Company Secretary. ▪ Setting the agenda of the ITDC in consultation with the Company Secretary and the CEO. ▪ Chairing the meetings of the ITDC and ensuring that the ITDC functions efficiently. ▪ Ensuring that the items which require the approval of the ITDC have been tabled and properly discussed.
Technology strategy and Board reporting	▪ Recommending to the Board strategic investment in technology and technology related initiatives, including AI and related systems (in line with the scope of the ITDC's terms of reference) to be adopted. ▪ Provide the ITDC's recommendations on any IT/Digitalisation/AI related projects referred to it by the Board. ▪ Reporting to the Board any recommendations of the ITDC or any decisions taken by the Committee.

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Chairperson of CFSL's ESG committee ('ESGC')

Position Statement | Role & Responsibilities

ESGC Chairperson's key areas of responsibility

Meetings and Committee effectiveness	▪ Setting the date and determining the frequency of meetings of the ESGC in collaboration with the Company Secretary. ▪ Setting the agenda of the ESGC in consultation with the Company Secretary and the CEO. ▪ Chairing the meetings of the ESGC and ensuring that the ESGC functions efficiently. ▪ Ensuring that the items which require the approval of the ESGC have been tabled and properly discussed.
ESG strategy, reporting and compliance	▪ Recommending to the Board proposed ESG (including CSR) strategies, framework and policies to be adopted. ▪ Reporting to the Board any recommendations of the ESGC or any decisions taken by the Committee. ▪ Ensuring with the ESGC that the Company is compliant with ESG related laws, regulations and standards.

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Chairperson of CFSL's Board Investment Committee ('BIC')

Position Statement | Role & Responsibilities

BIC Chairperson's key areas of responsibility

Meetings and Committee effectiveness	▪ Setting the date and determining the frequency of meetings of the BIC in collaboration with the Company Secretary. ▪ Setting the agenda of the BIC in consultation with the Company Secretary and the CEO. ▪ Chairing the meetings of the BIC and ensuring that the BIC functions efficiently. ▪ Ensuring that the items which require the approval of the BIC have been tabled and properly discussed.
Investment, funding and Board reporting	▪ Ensuring that the BIC continues to facilitate the closure of approved investment/divestment projects and also for funding projects once these have been approved in principle by the Board. ▪ Ensuring that the BIC (as and when mandated by the Board) examines any proposed funding/investment/divestment projects presented by management (with the Board being kept informed) or referred to it by the Board and to recommend worthwhile projects to the Board for consideration.

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