

4. BOLDER LEADERSHIP FOR BETTER GOVERNANCE

Operating in a quick paced environment, Softlogic Life is aware of the necessity to maintain flexibility in order to seize business opportunities and respond to threats. Making timely, well-informed decisions is essential for implementing change and maintaining competitive edge.

The Softlogic Life organisational structure aims to promote effective governance by enabling decisions to be made at the appropriate business level by the people best placed to take them. At Softlogic Life, authority is assigned and responsibility is developed through the clear definition of roles and responsibilities in mandates and job descriptions.

The management of Softlogic Life ensures that adherence to the governance framework is prioritised at all times, providing all the resources required to foster a culture of good governance and best practice throughout the Company, thus enhancing stakeholder confidence while keeping our corporate journey steady and sustainable.

4.1 GOVERNANCE FRAMEWORK

The Company has well-defined governance structures embedded across the Company, supporting our ability to create and preserve value, while guarding against value erosion.

Our approach to corporate governance enables integrated thinking and decision-making that balances the achievement of our strategic priorities over time and reconciles the interests of the Company, stakeholders and society in creating and protecting sustainable shared value and guarding against value erosion in the short, medium and long term.

Company's purpose, values and ethics are the basis on which we institutionalise an ethical culture

across the entity and in the delivery of our strategy. Code of ethics provides the practical guidance on how to behave, outlines acceptable conduct and empowers them to make faster, more confident decisions within clearly defined parameters.

The Board and Committee effectiveness assessments and executive management performance evaluations measure conduct against the Company's values and Code of Ethics.

Our Board is responsible for the ethical and effective leadership of the Company and Chairman and the Board of Directors set the ethical tone for the Company. Board of Directors provides the strategic direction of the Company while Managing Director and the corporate management holds executive power delegated to them by authority of the Board of Directors to execute the strategy.

The governance framework of Softlogic Life Insurance PLC is provided on page 160.

4.2 BOARD COMPOSITION

The Board of Softlogic Life Insurance PLC has a combination of independent and non-independent Directors with a diverse as well as complementary skill set, experience and vision that enable them to discharge their individual and collective responsibilities to:

- Maintain good governance and compliance
- Provide a strong leadership to the Company
- Maintain Accountability to the shareholders

The Board's Primary responsibility is to provide entrepreneurial and cogent leadership within a system of responsible and effective controls that allows risk to be evaluated and managed.

Key Management Personnel (KMP) have the authority make decisions within the established framework and have access to resources to implement their decisions.

Power Balance of the Board

A majority of the Board (7 out of 8) is comprised of Non-Executive Directors. This ensures that their views and opinions have significant influence.

Further, 1/3 of the Board are Independent Non-Executive Directors, whose judgment is not influenced by the Company and its elements. Further details on the role of Independent Non-Executive Directors are stated on page 170.

Separation of the roles of Chairman and Managing Director

The Board has taken further steps to balance the decision making power and authority as well as accountability of the roles of the Chairman and Managing Director by having a separate Chairman and a Managing Director, thus ensuring that no one Board member has unfettered power on the Board. The roles of Chairman and Managing Director are provided in detail on page 170.

Financial Acumen of the Board

The Board is comprised of multiple Board members who have solid financial acumen spanning the areas of Audit, Financial Reporting and Corporate Finance as well as Investment Banking.

Director's statement regarding responsibility on Financial Reporting is provided on pages 205-206.

Seeking Independent Professional Advice

The Board has also been allowed to seek and utilise expert opinions from external parties where required, while the Company will reimburse the professional service fee.

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Figure: Governance Framework of Softlogic Life

