

Statement by the Directors Relating to their Statutory Duties under Section 172 of the Companies Act 2006

Matters Considered when Promoting the Success of the Bank.

Under Section 172(1) of the Companies Act 2006, the directors are required to describe how they consider a broad range of stakeholders when performing their duty to promote the success of the Bank.

Throughout the year, the Board and individual Directors engaged directly and indirectly with the Bank's various stakeholders. This engagement was to ensure stakeholders appreciated the full impact of the Bank's operations, activities and proposals on stakeholder interests. Further, the engagement enabled the Board to understand and take into account, stakeholder views. As part of its decision making, the Board actively considered the interests and views of the Bank's key stakeholders. GHIB's success is driven by its focus on core values and a clear strategy to drive the success of the Bank. In this statement, we have detailed our key stakeholders, highlighting their importance to our business, and how we have engaged with them throughout the year.

We also provide examples of key decisions we have made in 2025, describing how we considered our stakeholders in arriving at these decisions and how the decisions will add long-term value to the Bank. (see pages 56-59).

Stakeholder Engagement

We recognise and promote the importance of respectful relationships with all our stakeholders across our organisation, both internally and externally. Our long-term strategy is to grow a sustainable business in market segments which are underserved by the larger banks, and to provide financing for much-needed trade to support the economies of the countries within which we operate.

The Bank is an unlisted public company and not subject to the distractions of short-term share price fluctuations of the public markets. We make careful decisions to maintain our strategic focus, control costs, invest, and ensure that sufficient capital and liquidity is always held. All the decisions we make consider the regulatory context and the full range of our stakeholders' interests.



Maximising grant impact to reach Ghana's poorest communities. Through its support for the Ghana International Foundation (GIF), GHIB is committed to giving back to the communities it serves.

GHIB Stakeholders	Engagement Type	Topical Engagement Theme
Customers	<ul style="list-style-type: none"> ■ GHIB Flagship CNVERGE Conference. ■ GHIB Participation Exhibition Stand at the Global Trade Review Africa Conference in South Africa, March 2025 “Voice of the Customer” breakfasts events in Accra. ■ SME UKGCC event with the Ghana Chamber of Commerce. ■ Senior level engagement with the new leadership teams of our State Owned Enterprise Clientele in Ghana customer satisfaction surveys. ■ Marketing campaign tours across our current and prospective African markets in Democratic Republic of Congo, the Gambia, Nigeria, Guinea, Uganda and Sierra Leone throughout the year. 	<ul style="list-style-type: none"> ■ Risk/opportunity interplay for African Trade. ■ Direct interaction with our Trade customers, both existing and prospective. ■ What does our High Net Worth Client Want and Expect from us. ■ Reconnecting on mutual aspirations and deepening our relationship to gain a better understanding of our customers banking needs and their journey with GHIB. ■ What are you getting as a valued customer and what else can we do for you.
Suppliers	<ul style="list-style-type: none"> ■ Joint performance reviews with key Suppliers. ■ Streamlining and improving our Supplier due diligence and risks assessments. ■ Automation of the Bank’s Contract Management processes. 	<ul style="list-style-type: none"> ■ Deepening relationships with key Suppliers for enhanced service delivery. ■ Supply chain risk mitigation Improved efficiencies with better monitoring of key contract dates and events.
Staff	<ul style="list-style-type: none"> ■ Board engagement with staff at all levels continued in 2025, with: <ul style="list-style-type: none"> ■ Regular quarterly informal sessions hosted by the Remuneration & Nominations Committee (REMCO) with a cross section of staff. ■ Informal breakfast “catch-ups” by the Chair of the Board Audit & Compliance Committee with our Compliance Department. ■ Regular office “walkabouts” to test the pulse of the organisation. ■ In person and virtual Board hosted townhalls in both London and our Accra office. ■ CEO all staff email updates on topical issues relevant to the Bank. 	<ul style="list-style-type: none"> ■ Bank Conduct & Culture. ■ Sharing to embed GHIB’s Mission, Vision and Values (R.I.C.E). ■ Communicating the Bank’s Corporate Strategy and Growth Plans.
Communities	<ul style="list-style-type: none"> ■ Annual charitable donation to the Bank’s sponsored charity, the Ghana International Foundation (GIF). ■ The donation is applied annually by the GIF Trustees to support causes and projects which align with the Foundations charitable objects. See more about our foundation on page 40. ■ Bank staff volunteer to support and run the operations of the Foundation. This year, GIF appointed its first ever employee representative on the Foundation’s Board of Trustees. 	<ul style="list-style-type: none"> ■ GHIB financial support.
Regulators	<ul style="list-style-type: none"> ■ Aside from meeting our regulatory reporting obligations, the Bank has had frequent formal and informal engagement with our supervision teams at both the FCA and PRA on matters the Regulators want and need to know from us. ■ Active participation by the Bank in the Regulators’ ad hoc firm surveys. ■ Attendance at conferences and other formal engagements hosted by our Regulators, including the UK Deposit Takers CEO conference. 	<ul style="list-style-type: none"> ■ Regulatory rules and standards.
Shareholders	<ul style="list-style-type: none"> ■ Annual General Meeting (AGM) in Ghana each year. ■ Board hosted shareholder engagements. ■ Representatives of our parent company Annual reputational risk assessment.” 	<ul style="list-style-type: none"> ■ Increasing shareholder value. ■ Strategy and financial performance.

The Board continued to make key strategically important decisions in 2025. In each case, these were made after careful consideration of attendant risks and opportunities, whilst at the same time, effectively balancing stakeholder interests and recognising the short to medium and long term impact of its decision making. By way of example, these included decisions relating to:

Subject Matter	Decision	How the Decision Was Made	Key Stakeholders Impacted by the Decision
Technological improvements & Operational Resilience	“Go Live” decision to proceed with the migration of the Bank’s upgraded core banking system.	The decision to move to the upgraded core banking system followed several years of detailed planning and investment by Management and the Board. The Board Risk Committee (BRC) oversaw the work and approved the go live after a careful review of Management’s plan, comprising technical matters, stakeholder management including our suppliers, underpinned by a stakeholder wide communication strategy. The Board’s keen oversight was key to the successful migration of GHIB’s core banking system.	Regulators – meeting regulatory expectations for firms’ operational resilience and avoiding adverse impact to Important Business Services. Customers – timely enhancement of the Bank’s service delivery. Employees – immediate enhancement of operational efficiencies. Suppliers – effective engagement with the Bank’s system vendors throughout with clear and fair contractual terms underpinning effective service delivery of a Bank critical project.
Fraud Prevention	Approval of various components of GHIB’s fraud prevention framework in light of the changes brought about by the Economic Crime and Corporate Transparency Act.	Following changes introduced by the Economic Crime and Corporate Transparency Act, the Bank’s fraud controls underwent an Internal Audit review at the request of the Board Audit and Compliance Committee (BACC) . BACC interrogated and approved control enhancements recommended by Internal Audit, which included an updated Fraud Prevention Policy and new measures to monitor internal and external fraud.	Customers – to safeguard against an erosion of trust and financial loss. Employees – to guard against loss of employment and erosion of trust. Shareholders – minimise financial loss Regulators – safety and soundness of firms. Our communities – erosion of trust.
Corporate Governance	Appointment of five new Non- Executive Directors (NEDs).	The Remuneration & Nominations Committee (REMCO) steered the smooth transitioning of the GHIB Board in 2025 following multiple resignations from the Board and the appointment and induction of five new Directors, including a new Board Chair. Throughout the transition period, the Board remained stable and continued to effectively oversee the execution of the Bank’s strategy in a safe and sound manner.	Regulators – to meet the Regulator’s expectations on firms’ sound governance. Shareholders – to ensure the continued stewardship of the bank and its business during a period of change.

Approval

This report was approved by the Board of Directors on 1 April 2026 and signed on its behalf by

Signed

Dr Johnson P. Asiamah
 Chairman

1 April 2026