



BANQUE HAVILLAND (SUISSE) S.A.
CORPORATE GOVERNANCE

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CORPORATE GOVERNANCE

BOARD OF DIRECTORS

The Board of Directors supervises the activities of the Management, defines the strategy and ensures the existence of a proper and adequate internal control system in the Bank. It is composed of five non-executive members, of which two are independent, with diversified expertise.

Members of the Board of Directors

Graham Robeson

Chairman

UK citizen, born in 1946

Mr. Graham Robeson has held directorships of numerous private and public companies including Jellyworks Plc (Chairman), Inoco Plc, (Chief Executive), Artisan (UK) Plc and acts as a director of various private investment vehicles within the wider corporate group of the ultimate shareholder of the Bank.

Mr. Robeson is currently Chairman of the Board of the Trustee of the Rowland Purpose Trust 2001, the ultimate controller of the Bank, and he is also a director of

Havilland Group S.A., the holding company of Banque Havilland.

Mr. Graham Robeson attended the College of Estate Management St Albans Grove, Kensington.

Alain Bruno Lévy (Independent)

Vice-Chairman

Swiss citizen, born in 1949

Dr Alain Bruno Lévy is a member of the Board of Directors of the Bank since 1997. He is a partner (since 1984) at Geneva-based law firm Junod, Muhlstein, Lévy & Puder, which he joined in 1981. Previously, he was appointed in-house lawyer at the former Swiss Federal Banking Commission (1976-1981) and, since 1978, as Head of its Legal Department for the French and Italian-speaking sections. He specialises in banking, financial market and commercial laws. In parallel, Dr Lévy also gave Law classes, and in 1997 was appointed Professor, at the Faculty of Economics of the University of Fribourg (1982-2014). He was also a Council member, and later Treasurer, of the Geneva Bar Association

(1990-1996). In 1999, he has been a Council member of the Swiss Bar Association and appointed President from 2005 to 2007.

Dr Lévy is also Chairman of the Board of Banque de Commerce et de Placements in Geneva and Vice-Chairman of Hyposwiss Private Bank Genève S.A..

Dr Lévy obtained a bachelor's degree in Law in 1973 and his doctorate in Law in 1977, both at the University of Fribourg, Switzerland. He was Assistant Lecturer in Public Law and International Public Law at the Faculty of Law of the University of Fribourg (1973-1975). Later he was admitted at the Geneva Bar in 1983.

Jean-François Willems

Vice-Chairman

Belgian citizen, born in 1976

Mr. Jean-Francois Willems has 20 years of experience in the financial services and banking industry. He serves as Chief Executive Officer of Havilland Group S.A., the financial holding company of the banking group.

Before that, Mr. Willems served as CEO of Banque Havilland in Luxembourg (main office) and Banque Havilland (Monaco) S.A.M., since 2011 and 2013, respectively, until 2017. As a CEO of Banque Havilland, he has successfully led the bank through a very strong acquisition path. From May 2007 to July 2009, Mr. Jean-Francois Willems served as managing director for corporate and investment banking at Kaupthing Bank Luxembourg.

Before joining the banking industry, Mr. Jean-Francois Willems worked at PwC between 1999 and 2007 as a senior manager in PricewaterhouseCoopers corporate finance practice in Luxembourg. The extensive advisory experience gained during his tenure at PwC further augments Mr. Jean-Francois Willems' impressive repertoire of knowledge and expertise.

Mr. Jean-Francois Willems is a Chartered Financial Analyst, and holds a master's degree in banking and finance from the Ecole d'Administration des Affaires de l'Université de Liège, Belgium.

Harley Rowland

UK citizen, born in 1980

Mr. Harley Rowland has held the role of portfolio analyst and then portfolio manager at Millennium global Investments Ltd, and FCA-regulated asset manager, from 2002-2012, accumulating deep expertise in investment analysis. Mr. Rowland then became a Director and Chief Investment Officer at Blackfish Capital Management, a UK regulated asset manager. In 2011, Mr. Rowland joined Banque Havilland S.A. with responsibility for treasury and market operations. In 2013, he has been appointed as board member of Banque Havilland S.A.; and hold directorship positions of several of the other Group subsidiaries: Banque Havilland (Liechtenstein) AG and Banque Havilland (Bahamas) Ltd.

Mr. Harley Rowland holds a BA (hons) in modern history at Pembroke College, University of Oxford.

Jean-Claude Roch (Indépendant)

Swiss citizen, born in 1947

Mr. Jean-Claude Roch was Board member of Banque Cantonale Vaudoise and served in various key positions with Sicpa S.A. and Sicpa Holding S.A., amongst others. Mr. Roch is currently acting as a Board member of several companies: he is Executive Director of the Swiss and Belgian entities of the Eurothermes group (spa and thermal industry), as well as Executive Chairman of the Board of Directors of the Perfect Holding group (aviation industry).

After a university education in Commercial and Economics studies at the University of Lausanne and a certification as Swiss Certified Public Accountant in 1980, he has specialised in the management, restructuring and development of companies.

COMMITTEE OF THE BOARD OF DIRECTORS

Audit and Risk Committee

The Audit and Risk Committee helps the Board of Directors in assessing the various types of risk faced by the Bank, and structures and organizes the Bank's risk management and control processes. It draws up opinions and recommendations for the Board after conducting a critical examination of the Bank's main risks, risk management policy and strategy, risk reports, and compliance with regulatory capital requirements.

Members of the Audit & Risk Committee

Alain Bruno Lévy (Independent)

Chairman

Jean-François Willems

Jean-Claude Roch (Independent)

EXECUTIVE MANAGEMENT COMMITTEE

The Executive Management Committee is composed of five senior executives with more than 20-years of experience in Banking, ensuring the day-to-day management, the implementation of the internal control system and the fulfilment of the Bank's strategic objectives.

Members of the Executive Management Committee

André Reichlin

Chief Executive Officer (CEO) and President of the Executive Committee

Swiss citizen, born in 1960

Before joining Banque Havilland (Suisse) S.A. in 2017, Mr. André Reichlin started his career with former Swiss Bank Corporation (currently UBS) where he spent 23 years, in Geneva, Basel, New York, and London occupying senior positions in servicing Institutional and Private Banking clients. He also pursued his education with the Swiss Banking School and the University of Michigan, Business School.

He has held senior positions as Chief Executive Manager, Managing Director, Head Private Banking or Branch Manager in various Banks like AIG Private Bank (currently Falcon Private Bank), Banque Cramer & Cie and Banque Hottinger, in locations such as Zürich, Geneva and Dubai. Mr. Reichlin joined Banque Havilland Liechtenstein in Vaduz in May 2016 as Chief Integration Officer, he then moved to Banque Havilland (Suisse) S.A. in Zurich in 2017 and took the position of Chief Executive Officer.

Manlio Unfer

Head of Private Banking, Deputy CEO

Luxembourg citizen, born in 1961

Mr. Manlio Unfer served as Group Head of Private Banking at Banque Havilland since January 2015 before joining Banque Havilland (Suisse) S.A. as Deputy CEO and Head of Private Banking in June 2017. Previously he was a Deputy General Manager, Head of the Private Banking Division, at UBI Banca Intl.

Over the last 20 years he held several managerial roles in the Private banking and Capital markets industry, and was also a member of the executive committee of the Private Banking Group of the ABBL.

Mr. Manlio Unfer holds a bachelor degree in Business administration from IAE Nancy.

Michel Kisfaludy

Head Legal & Compliance, Managing Director

Swiss citizen, born in 1970

Mr. Michel Kisfaludy has close to 20 years of experience in the banking industry and

more than 15 years as head of Legal and/ or Compliance.

As member of the Executive Committee, he is in charge of Legal, Compliance and Central Client Documentation. Prior to that he has held similar assignments at different banking institutions in Geneva, such as Credit Lyonnais (Suisse) S.A., Banque Heritage and Banque Safdié, respectively Leumi Private Bank.

Mr. Kisfaludy holds a Master's Degree in Law from the University of Geneva and a Swiss lawyer license.

Florence Skeates

Head of Operations, Managing Director

Swiss citizen, born in 1968

Mrs Florence Skeates has more than 25 years of experience in the banking industry. She joined Banque Pasche S.A. in 1991 (renamed Banque Havilland (Suisse) S.A. in 2016), where she took over the Back Office Department. In 2009, Mrs Skeates joined Banque Safdié for a new challenge as Cash Administration Manager. She came back to Banque Havilland (Suisse) S.A. two years later with new perspective and new challenges.

As member of the Executive Committee, she is in charge of Logistic, Middle Office and It Departments.

Didier Jubin

Head of Risk management, Managing Director

Swiss citizen, born in 1970

Mr. Didier Jubin joined the bank in 2011. He brings along more than 20 years of experience in the banking industry.

He initially started his career with Procter & Gamble, then with E&Y in the audit field before acquiring, over several years, various experiences in the risk management. He has held senior management positions at different banking institutions in Geneva, such as Credit Lyonnais (Suisse) S.A. and Banque Edmond de Rothschild (Suisse) S.A..

Mr. Jubin holds a Bachelor of Science in Business Administration from the University of Applied Sciences and Arts in Neuchâtel and has attended an MBA program at Swiss business School in Zurich.

The Bank's strategic approach in terms of risk and its risk profile

The Bank's business model is to offer traditional private banking services to our target clients of High Net Worth Individuals ("HNWI") and Ultra High Net Worth Individuals ("UHNWI") and their families across the globe through its networks of selected international presence.

The Bank is focused on wealth preservation and going back to the basics of banking – a safe keeper of clients' assets for the long term.

The Bank is independent being privately owned and is based on an open-architecture model designed to be tailored to the needs and risk profile of our clients. The services offered to clients are classical private banking services ranging from purely custody and execution services to advisory and discretionary asset management services.

Based on a strategy and business model that reflects a low to moderate risk appetite, the Bank articulates high-level risk appetite statements, which sets the

high level boundary for the Bank's risk profile stemming from pursuing its strategy and business model. These high-level risk appetite statements are further translated into risk appetite metrics. The Bank's risk appetite framework aims to capture the major risk categories to which it is exposed by choosing relevant metrics for which it sets boundaries commensurate with its risk appetite and in line with its risk capacity.

The Bank is exposed to several types of risks such as credit, market, liquidity, operational and other business risks which together shape the Bank's risk profile.

The Bank maintains a robust approach to risk management with an independent department reporting directly to the Executive Management and the Board of Directors of the Bank. The Risk Management Department ensures that each key risk of the business is identified and properly managed by applying a holistic view. Key risk areas are managed through a framework of policies, procedures and limits with regular reviews of such framework.

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