



**European Merchant Bank UAB**

**Charter of Information Security Committee**

## INTRODUCTION

- Protection of the information entrusted to EMBank by our stakeholders, employees, third parties, and clients is important to the success of our organization. In an effort to design, implement, and manage an effective information security program, EMBank has created the EMBank Information Security Committee (ISC).

## PURPOSE

- The Information Security Committee exists to provide recommendations to EMBank management board in regard to all information security efforts undertaken by EMBank. The committee also coordinates and communicates the direction, current state, and oversight of the information security program.

## SCOPE

- The recommendations made, and actions taken by the EMBank information Security Committee may affect some or all EMBank personnel, processes, and technologies.

## MEMBERS

- The members who participate in the EMBank Information Security Committee are critical to the success of the EMBank information security program. The EMBank Information Security Committee is a cross-functional group comprised of employees representing different parts of the organization.
- ISC is comprised of Chief Information Security Officer (CISO), Chief Risk Officer (CRO), Chief Technology Officer (CTO), Head of Operations, and Head of Legal & Compliance.
- Management Board members may attend all meetings.
- Members from Internal Audit, HR, Finance, and other departments might be called for the ISC meeting on need basis.

## RESPONSIBILITIES

- The responsibilities of the EMBank Information Security Committee:
  - Formulate, review, and recommend information security policy.
  - Review the effectiveness of policy implementation.
  - Provide clear direction and visible management support for security initiatives.
  - Initiate plans and programs to maintain information security awareness.
  - Approving and monitoring major information security projects and the status of information security plans and budgets, establishing priorities, approving procedures.
  - Ensure that security activities are executed in compliance with policy.
  - Identify and recommend how to handle non-compliance.
  - Approve methodologies, processes, and procedures for information security.

- Identify significant threat changes and vulnerabilities.
- Assess the adequacy and coordinate the implementation of information security controls.
- Promote information security education, training, and awareness throughout EMBank.
- Evaluate information received from monitoring processes.
- Review information security incident information and recommend follow-up actions.
- Educate the team and staff on ongoing legal, regulatory and compliance changes as well as industry news and trends.
- Developing and facilitating the implementation of information security policies, and procedures to ensure that all identified risks are managed within the bank's risk appetite.
- Supporting the development and implementation of a bank-wide information security management program.
- Reviewing the position of security incidents and various information security assessments and monitoring activities across the bank.
- Reviewing the status of security awareness programs.
- Assessing new developments or issues relating to information security.
- Requirement for generating effective metrics for measuring performance of security control.
- Reporting to and or presenting the Management Board on information security activities on at least quarterly basis.
- Report to MB.

#### CHAIRMAN AND SECRETARY OF THE ISC

- The Chairman of ISC will be CRO and the Secretary of ISC will be CISO.
- Should the Chairman be absent from a meeting, the members of the ISC present at the meeting have authority to choose one of their number to chair that meeting.
- The Secretary of the ISC is responsible for the following:
  - To ensure that the ISC agenda is developed in a timely and effective manner for review and approval by the Chairman of the ISC.
  - To draft and maintain minutes of the ISC meetings not later than in three business days after the ISC meeting has been finished.
  - To share the decision of the ISC with the Secretary of the bank.

#### MEETINGS

- The EMBank Information Security Committee will meet either in-person or through electronic means (teleconference, video conference, etc.) on a bi-weekly basis.
- Chairman sends invitations to the ISC meetings, leads the meetings, and signs minutes.

## DECISION MAKING

- All decisions and recommendations made by the EMBank Information Security Committee must have the majority of the permanent members' votes. In the event that a decision or recommendation cannot be attained, the committee will present the decision and/or recommendation to the management board for intervention and final decision-making.

## AGENDA

- An agenda should be prepared for each EMBank Information Security Committee meeting.
- The raised issue must be submitted by e-mail [security@em.bank](mailto:security@em.bank) four working days before the meeting.
- The Secretary of the ISC together with Chairperson finalize agenda of upcoming ISC meeting by three working days before the meeting.
- The Chairperson of ISC reserves the right not to accept subsequent subject if the issue is not of the acceptable quality.
- All documents, applications and other material are the responsibility of the person/Unit who raised the issue.
- The agenda of the meeting of the ISC and the information related to the agenda items shall be submitted to the members of the ISC not later than 2 business days prior to the meeting of the ISC (unless all members of the ISC agree on the shorter term) by the Secretary.

## ATTENDANCE

- Members of the EMBank Information Security Committee are strongly encouraged to participate in all committee activities and attend all committee meetings. In the event that a member cannot attend a meeting, the member should communicate his/her responses to the agenda items and/or send a delegate attendee with the authority to speak for the committee member.
- The meetings of the ISC shall be convened by the Chairman or by the decision of not less than 1/3 of the members of the ISC.

## COMMUNICATION

- EMBank Information Security Committee activities, recommendations, and decisions must be documented and available to appropriate personnel.
- Minutes of each meeting of the Committee shall be prepared and distributed to related parties and the Secretary of the bank by ISC Secretary.
- The Chairman shall be the first contact for the Management Board and its Chairman for any inquiries.



- The Chairman shall be responsible to inform the Management Board in timely manner about relevant decisions or activities of the ISC.

#### FINAL PROVISIONS

- EMBank Information Security Committee must conduct an annual review of this Charter with the purpose of assessing if the Charter is adequate and compliant. The Charter shall be approved by MB and, at least annually, reviewed by the EMBank Information Security Committee.