



## **Chief Executive Officer (CEO) Employment Contract**

This Agreement is made and entered into as of 1<sup>st</sup> January, 2025 by and between:

**Microfin Rural Bank PLC**

a financial institution duly registered and incorporated under the laws of the Republic of Ghana, with its principal office located at Gomoa Pomadze of P.O. Box Ku 78, Winneba,  
(hereinafter referred to as "the Bank")

**AND**

**Samuel Bentum**

a Resident of Kasoa Opeikuma with GPS CW-0186-5938 near Bro. Andre Senior High School,  
(hereinafter referred to as "the CEO")

## **1. Position and Duties**

The Bank hereby employs the CEO, to assume the responsibilities outlined in this contract. The CEO shall report directly to the Bank's Board of Directors and shall be responsible for the overall strategic leadership, management and operation of the Bank. The CEO's specific duties and responsibilities include but are not limited to:

- Providing strategic leadership and direction to ensure the long-term success and profitability of the Bank.
- Overseeing the daily operations, financial performance, risk management, compliance, and customer experience of the Bank.
- Implementing and executing the policies and strategies set by the Board of Directors.
- Managing senior management and ensuring that they align with the Bank's goals and objectives.
- Representing the Bank in dealings with regulators, supervisors, associations, external auditors, shareholders, and other stakeholders.
- Ensuring compliance with all relevant laws, regulations, and banking standards, including the Bank of Ghana regulations and directives, anti-money laundering (AML) laws, and other applicable financial legislation.
- Reporting to the Board of Directors regularly on the performance, risk management, and strategic direction of the Bank.

The CEO agrees to devote His full time, attention, and abilities to the duties of this position and not engage in any activities that would conflict with or hinder His responsibilities to the Bank.

## **2. Term of Employment**

This contract shall commence 1<sup>st</sup> January, 2025 and shall continue for an initial term of 4 years, unless terminated earlier in accordance with the terms of this Agreement. After the initial term, the contract may be renewed by mutual agreement between the CEO and the Bank.

## **3. Compensation**

The CEO's compensation package shall consist of the following components:

**Base Salary:** The Bank agrees to pay the CEO a gross annual salary of GH¢ 100,719.36 payable monthly in arrears, subject to applicable taxes and statutory deductions.

**Performance-Based Bonus:** The CEO is eligible for an annual performance bonus based on achieving mutually agreed-upon goals and targets, which will be determined by the Board of Directors.

### **Benefits:**

- Health and medical insurance for the CEO and his immediate family.
- Pension and provident fund contributions in accordance with the Bank's policy.
- Use of a company vehicle (if applicable) or transportation allowance.
- Other benefits as outlined in the Bank's human resources policy.

The Bank may, at its discretion or based on performance, review the CEO's salary and benefits package annually.

| OLD CONTRACT                     |                                                   |             |            | NEW CONTRACT                                    |             |            |
|----------------------------------|---------------------------------------------------|-------------|------------|-------------------------------------------------|-------------|------------|
|                                  |                                                   | Monthly GH¢ | Annual GH¢ |                                                 | Monthly GH¢ | Annual GH¢ |
| Basic                            | Basic Salary                                      | 5,595.52    | 67,146.18  | Basic Salary                                    | 8,393.28    | 100,719.36 |
| Maintenance                      | 15% of Monthly Basic                              | 839.33      | 10,071.93  | 15% of monthly basic                            | 1,258.99    | 15,107.90  |
| PF                               | 5% of Monthly Basic                               | 279.78      | 3,357.31   | 7.5% of Monthly Basic                           | 629.50      | 7554.00    |
| Fuel                             | 45 gallons at 71.73 per gallon (as at 20/02/2025) | 3,231.90    | 38,782.80  | 45 gallons at 71.73 per gallon                  | 3,227.85    | 38,734.20  |
| Clothing                         | 10% of annual basic                               | 559.55      | 6,714.62   | 10% of annual basic                             | 839.32      | 10,071.84  |
| Overnight/out of station/Feeding | Allowance for attending programme per day         | 80.00       |            | Allowance for attending programmes              | 400.00      | N/A        |
| Accommodation                    | Non-residential programmes at regional capitals   | 250.00      |            | Non-residential programmes at regional capitals | 700.00      | N/A        |
| Self-accommodation               | Non-residential programmes at regional capitals   | 150.00      |            | Non-residential programmes at regional capitals | 250.00      | N/A        |
| Accommodation                    | Non-residential programmes at other places        | 150.00      |            | Non-residential programmes at other places      | 400.00      | N/A        |
| Self-accommodation               | Non-residential programmes at other places        | 90.00       |            | Non-residential programmes at other places      | 200.00      | N/A        |
| Communication                    | Communication allowance for official duties       | 100.00      |            | Communication allowance for official duties     | 300.00      | 3600.00    |
| Rent                             | N/A                                               |             |            | 15% of Monthly Basic                            | 1,258.99    | 15,107.90  |

#### 4. Duties and Responsibilities

The CEO shall perform all duties associated with the office of the Chief Executive Officer in a professional and effective manner. In addition to the general and specific duties listed in **Section 1**, the CEO will be expected to:

- Maintain a strong understanding of the local banking environment, particularly in rural communities.
- Engage with stakeholders, including local communities, regulators, government agencies, and industry bodies, to promote the Bank's mission and growth.
- Oversee financial management, including budgeting, forecasting, and financial reporting.
- Lead the Bank's strategic planning and decision-making process, ensuring alignment with the overall goals and vision.
- Ensure that all legal, regulatory, and compliance obligations are met.

The CEO's performance shall be measured with the indicators listed in **Section 2**. It shall be amended by the Board if necessary.

## **5. Working Hours**

The CEO's standard working hours are from 8:00am to 5:00pm, Monday to Friday. However, the CEO agrees that the nature of their role may require additional working hours, including evenings and weekends, as necessary for the effective performance of their duties.

## **6. Confidentiality and Nondisclosure**

The CEO agrees to maintain the confidentiality of all proprietary, confidential, or sensitive information pertaining to the Bank, its customers, and operations, both during and after the term of this employment. The CEO will not disclose any confidential information without the prior written consent of the Bank, except as required by law.

## **7. Conflict of Interest**

The CEO agrees not to engage in any business or activity that could create a conflict of interest with the Bank's operations or its stakeholders. If the CEO becomes aware of any potential or actual conflict of interest, they are required to disclose it immediately to the Board of Directors for a resolution.

## **8. Termination of Employment**

### **8.1 Voluntary Termination**

The CEO may terminate this Agreement at any time by providing one month written notice to the Bank. The Bank may, at its discretion, choose to provide payment in lieu of notice.

### **8.2 Involuntary Termination**

The Bank may terminate the CEO's employment at any time for cause, without notice, if the CEO is found to be in breach of any of the terms and conditions outlined in this Agreement, including but not limited to:

- Gross misconduct, fraud, or dishonesty.
- Failure to comply with the regulatory or legal obligations of the Bank.
- A material breach of the CEO's duties or responsibilities.
- A breach of provisions of Human Resource Policies of the Bank which is backed by a dismissal clause

### **8.3 Resignation for Good Reason**

The CEO may terminate this Agreement for good reason (including, but not limited to, a material breach of this contract by the Bank, a significant reduction in duties, or failure to pay compensation as agreed) by providing one month written notice to the Bank.

## **9. Post Termination Obligations**

In the event of termination or resignation, the CEO agrees to return all properties, materials, and confidential information belonging to the Bank. The CEO shall remain bound by the confidentiality provisions of this Agreement even after termination.

## 10. Governing Law

This Agreement shall be governed by, and construed in accordance with, the Laws of the Republic of Ghana.

## 11. Miscellaneous Provisions

- **Amendment:** This Agreement may be amended or modified only in writing and signed by both the Bank and the CEO.
- **Entire Agreement:** This Agreement constitutes the entire understanding between the parties with respect to the subject matter and supersedes all prior agreements, oral or written.

Signatures

IN WITNESS WHEREOF, the parties hereto have executed this Employment Agreement as of the date first above written.

For the Bank:

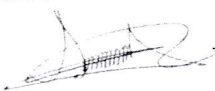
Signed: 

Name: Patience Antonio  
Position: Chairperson of Microfin Board of Directors  
Date: 1<sup>st</sup> January, 2025

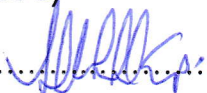
Signed: 

Name: Mohammed Yusuf Twumasi  
Position: Board Finance Committee Chair  
Date: 1<sup>st</sup> January, 2025

For the CEO:

Signed:   
Name: Samuel Bentum  
Position: Chief Executive Officer  
Date: 1<sup>st</sup> January, 2025

Witnessed by

Sign: 

Name: Theresa Kpoti  
Ag. Finance & Operations Manager  
Date: 1<sup>st</sup> January, 2025

## **Section I: General and Specific Duties of the CEO**

### ***General Duties and Responsibilities***

The Chief Executive Officer (CEO) holds the ultimate responsibility for leading and managing the institution to achieve its strategic goals and objectives while ensuring sustainable growth, profitability, and compliance with regulatory requirements. The CEO must maintain a strong vision for the future of the bank, build effective relationships with stakeholders, and guide the senior management team in executing the bank's policies and strategies.

#### **1. Leadership and Strategy**

- Provide visionary leadership and strategic direction for the bank to ensure its growth and profitability, focusing on the specific needs of the rural and community markets.
- Develop, communicate, and execute the bank's business strategy in line with its mission, vision, and values.
- Work with the Board of Directors to establish long-term goals, budgets, and financial plans, ensuring alignment with community development goals and financial sustainability.
- Foster a culture of innovation, excellence, and accountability across all bank operations.
- Ensure that the bank is perceived as a responsible and trusted financial institution within the rural community.

#### **2. Operational Management**

- Oversee the bank's daily operations, ensuring the efficient management of resources, processes, and systems.
- Ensure that all departments (e.g., lending, finance, operations, risk management, compliance) work collaboratively towards the bank's common objectives.
- Ensure that the bank's operations are aligned with the best practices of corporate governance, risk management, and regulatory compliance.
- Set clear operational objectives for all departments and provide guidance to ensure that targets are met.

#### **3. Financial Management**

- Take ultimate responsibility for the financial health of the bank, ensuring effective management of assets, liabilities, liquidity, and capital.
- Oversee financial planning, budgeting, and reporting to ensure the bank operates within its financial means.
- Monitor the bank's performance against financial targets, analyze financial reports, and make recommendations to the Board for improvement or corrective action.
- Ensure the bank maintains sufficient reserves and liquidity to meet regulatory requirements and safeguard its operations.

#### **4. Regulatory Compliance and Risk Management**

- Ensure the bank's full compliance with the laws, regulations, and guidelines set forth by the Bank of Ghana (BoG), other regulatory authorities, and international banking standards.
- Implement and monitor effective risk management systems to mitigate financial, operational, reputational, and credit risks.
- Oversee internal audit and compliance functions, ensuring robust internal controls and proactive detection of potential risks.

- Ensure proper adherence to Anti-Money Laundering (AML) and Know Your Customer (KYC) regulations and other relevant financial crime laws.

## **5. Stakeholder Management**

- Build and maintain strong relationships with key stakeholders including shareholders, customers, government agencies, regulatory authorities, and local communities.
- Represent the bank in public forums, conferences, industry bodies, and government meetings.
- Ensure regular communication with the Board of Directors and provide reports on operational and financial performance, strategic initiatives, and emerging risks.

## **6. Corporate Governance and Reporting**

- Ensure that the bank operates in accordance with sound corporate governance principles, with transparent reporting mechanisms.
- Report regularly to the Board of Directors on operational, financial, and strategic matters, ensuring accountability and transparency.
- Lead the preparation and presentation of annual reports, financial statements, and other documents required by regulators and stakeholders.

## ***Specific Duties and Responsibilities***

### **1. Business Development and Growth**

- Identify new business opportunities, particularly in underserved rural and community markets, and lead the development of innovative products and services tailored to local needs (e.g., agricultural loans, microfinance, mobile banking).
- Expand the bank's market share through targeted marketing and customer outreach strategies.
- Foster partnerships with local businesses, agricultural enterprises, and community organizations to drive economic growth and deepen the bank's presence in the community.

### **2. Customer Service and Community Engagement**

- Promote a customer-centric approach within the bank by ensuring that staff understand and meet the financial needs of rural communities.
- Ensure the bank maintains high levels of customer satisfaction by offering excellent service and addressing customer complaints promptly and effectively.
- Engage with community leaders, local businesses, and customers to build trust, understanding, and loyalty.

### **3. Credit and Lending Policy**

- Oversee the formulation and execution of the bank's lending policies, ensuring that they meet the financial needs of rural communities while managing credit risk effectively.
- Approve significant loan facilities or credit decisions based on prudent risk analysis and in compliance with bank policies.
- Develop and implement strategies to grow the bank's loan portfolio while ensuring sound risk management practices are in place.

#### 4. Technology and Innovation

- Lead the digital transformation of the bank, including the development and implementation of digital banking services (e.g., mobile banking, digital loans) to improve access to banking services in rural areas.
- Stay abreast of emerging technologies in the banking sector and introduce innovative solutions that can enhance service delivery, improve operational efficiency, and reduce costs.

#### 5. Human Resource Management and Development

- Oversee the recruitment, training, and development of senior management and staff to ensure the bank has the right skills and capabilities to achieve its objectives.
- Promote a work culture that values teamwork, professional development, integrity, and customer service excellence.
- Set performance targets for employees and ensure that staff are regularly appraised, supported, and motivated to achieve high standards.

#### 6. Financial Reporting and Accountability

- Ensure timely and accurate preparation of the bank's financial statements, performance reports, and regulatory filings in compliance with Ghanaian accounting standards (e.g., IFRS).
- Work closely with the finance team to monitor the bank's financial position, identifying potential areas of concern and implementing corrective actions as needed.
- Maintain transparency in financial dealings and ensure that the bank's accounting records are accurate and up-to-date.

#### 7. Corporate Social Responsibility (CSR)

- Promote the bank's involvement in corporate social responsibility initiatives, particularly those aimed at supporting community development, education, agriculture, and financial literacy in rural areas.
- Identify opportunities for the bank to contribute to sustainable development within its service area and enhance its reputation as a responsible corporate citizen.

#### 8. Monitoring and Reporting to the Board of Directors

- Provide regular updates to the Board of Directors on the strategic direction of the bank, operational performance, risk profile, and other key performance indicators (KPIs).
- Ensure the bank is on track to meet its financial and non-financial objectives and make adjustments to strategies as required to meet changing market conditions.

## **Section 2: Key Performance Indicators (KPIs) for the CEO**

- *Financial Performance:* Achieving profitability targets, maintaining healthy balance sheets, and improving key financial ratios (e.g., ROA, ROE).
- *Customer Growth:* Increasing the number of customers, loan book growth, and deposit growth.
- *Compliance and Risk Management:* Maintaining full regulatory compliance and effectively managing risk.
- *Market Penetration:* Expanding the bank's reach in rural communities, especially in underserved or unbanked areas.
- *Operational Efficiency:* Improving cost-to-income ratios, reducing non-performing loans (NPLs), and enhancing operational processes.
- *Employee Engagement and Development:* High employee satisfaction and retention, alongside meeting performance targets for staff.
- *Community Impact:* Strengthening the bank's reputation and relationships within the community through CSR initiatives.

## **Skills and Competencies of the CEO**

- *Strategic Thinking:* Ability to develop long-term strategies while balancing immediate operational challenges.
- *Financial Acumen:* In-depth understanding of financial management, including budgeting, financial analysis, and risk management.
- *Leadership and Communication:* Strong leadership skills to inspire and guide staff, along with effective communication to engage with the Board, employees, and stakeholders.
- *Understanding of Rural and Community Banking:* Deep knowledge of the specific challenges and opportunities in rural and community banking in Ghana.
- *Adaptability and Problem-Solving:* Ability to adjust to changing market conditions and respond to challenges creatively and effectively.
- *Regulatory Knowledge:* A strong understanding of the regulatory landscape in Ghana, including Bank of Ghana regulations, financial crime laws (e.g., AML, KYC), and banking standards.