



Committee Terms of Reference

People & Remuneration

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PEOPLE & REMUNERATION COMMITTEE TERMS OF REFERENCE

ESTABLISHMENT OF COMMITTEE

The Board of Directors of KCB Group Plc. (the “Board”) has established a Committee of the Board known as the People & Remuneration Committee (the “Committee”).

PURPOSE

The purpose of the Committee is to assist the Board in their oversight of people strategy and culture, remuneration policies (including Directors and Executives), incentive design aligned to long-term strategy and risk appetite, leadership development, succession planning and diversity & inclusion.

MEMBERSHIP

- The Committee shall consist of a minimum of 3 non-executive Directors of the Board a majority of whom must be independent non-executive directors.
- In line with the CBK Prudential Guideline on Corporate Governance (CBK/PG/02) 3.5.2 (iv) (b), one member who is an independent Non-Executive Director shall serve as the Committee Chairman (the “Chair”). The Members of the Committee and the Chair shall be appointed and removed by the Chairman of the Board.
- In the absence of the Chair, one of the other members of the Committee present shall be chosen by the Committee to preside as Chair at that meeting.
- Each member shall continue to be a member of the Committee until a successor is appointed, unless the member resigns, is removed or ceases to be a director.
- If a member is unable to act for any reason, the Chair of the Board may co-opt another independent Non-Executive Director as an additional member if deemed necessary.
- The Chair of the Board will, on an annual basis, review the performance of the Committee.

MEETINGS & PROCEDURE

a) Frequency of Meetings

The Committee shall meet at least four (4) times in a year with other meetings held as required.

b) Quorum

The quorum shall be two (2) members both of whom must be independent Non-Executive Directors. No member is permitted to appoint a proxy.

Attendance of meetings may include physical appearance, telephone or video conferencing provided that all participants in the meeting can be heard simultaneously.

c) Decisions

The Committee’s decisions shall, to the extent possible, be by consensus. Where no consensus is reached, the Committees decisions shall be taken by a majority of votes of those present. In case of a tie, the Chair shall have a casting vote.

The Chair shall at his sole discretion and as he deems appropriate use the casting vote or refer the matter to the full board for decision.

A Committee member is required to abstain from deliberations and voting in respect of any matter which may give rise to any actual or perceived conflict of interest situation.

d) Circular Resolution

The Committee may from time to time and if deemed appropriate, consider and approve and/or recommend relevant matters via a circular resolution in writing including through the Company's electronic board platform, in lieu of formally convening a meeting.

The circular resolution shall be as valid and effectual as if it has been passed by a meeting of the Committee duly convened. Approval of the Committee obtained through a circular resolution must be signed by or approved by all Committee members subject to paragraph (c) above

e) Attendance at Meetings

The Group Director, Human Resources or his delegate and, where relevant, appropriate external advisers, may attend meetings of the Committee by invitation.

f) Committee Secretary

The Company Secretary shall be the Secretary to the Committee and shall be responsible for providing guidance on all governance issues and for taking minutes of the proceedings of all meetings of the Committee.

g) Reporting to the Board

The Chair or his designate shall report to the Board on matters arising at Committee meetings and, where applicable, present the Committee's recommendations to the Board for its approval.

AUTHORITY OF THE COMMITTEE

The Committee is authorised by the Board:

- To investigate any activity within its Terms of Reference.
- To seek any information it requires from any employee, chairperson of other Board committee, executive director, and officer or Company Secretary within its Terms of Reference and/or subject to following a Board approved process.
- To access the Company's records, facilities and any other resources necessary to discharge its duties and responsibilities subject to the Board approved process.
- To obtain external legal or other independent professional advice, including an external remuneration consultant that it determines necessary to permit it to carry out its duties at the Company's expense, subject to the Board approved process being followed. To instruct external professional advisers to attend any meeting if it considers this necessary or appropriate.

DUTIES AND RESPONSIBILITIES

The Committee shall have the following responsibilities as well as any other matters that may be delegated to the Committee by the Board from time to time.

a) Oversee the continued development and implementation of key human resource strategies related to total compensation and benefits, culture, employee engagement, recruitment and retention, succession planning, leadership development and training, labour relations, diversity and inclusion, and the adequacy of resources to achieve the Group's human resource objectives and report themes to the Board.

b) Provide advice/guidance to the Board of people and remuneration policy matters that require approval of the Board.

c) Human Resources Policies:

- Approve the general compensation philosophy of the Company.
- Review and approve and where necessary, recommend to the Board for approval any policies in respect of any people and remuneration related matters.
- Monitor the implementation of any policies directed at people risk, review management's reports on the identification, assessment, monitoring and management of identified people risk and report to the Board.
- Ensure adequate policies are in place and are implemented on conduct, ethics and compliance as well as on employee discipline.

d) Assess candidates and recommend them for appointment for the positions of the Group Chief Executive Officer (GCEO) and designated executives. The recommendation may include remuneration and other terms of employment. The Committee's responsibility includes the review of the job descriptions of the positions concerned and matters of disciplinary action and termination of employment of the designated executives.

e) Review performance evaluation of the GCEO (as assessed by the Chair of the Board) and the GCEO's direct reports (as assessed by the GCEO) for the purpose of reward and career management (for the GCEO, and the senior managers, the performance evaluation will be carried-out in accordance with provisions of the Group's Performance Management Framework which applies to all staff).

f) Review and recommend for approval by the Board major organizational structure changes as recommended by management.

g) Ensure that appropriate succession plans and processes are in place with regard to the GCEO and designated senior executives.

h) Review and recommend for approval by the Board the cost of annual salary increases including the approval of bonus payment to employees and remain apprised of the mandates for negotiation with the trade union.

i) Ensure appropriate pension plan funding, administration and governance procedures are in place and review any major design changes.

j) Review and make recommendations on Non-executive Director's remuneration.

k) Oversee compliance with laws and regulations with respect to compensation and human resource matters, such as labour and employment standards, human rights and workers' compensation legislation.

l) Evaluate and review the Committees performance and its compliance to its terms of reference and report to the Board.

m) Assess the appropriateness of its Terms of Reference, taking into account any applicable legislative and regulatory requirements, as well as best practices and report to the Board.

DELEGATION OF DUTIES AND RESPONSIBILITIES

The Committee may delegate any of its duties or responsibilities, as it deems appropriate, to any of its members or sub-committee of its members or to such other persons, subject to the Committee’s direction and supervision, and with the express condition that the Committee retains full and exclusive authority over and responsibility for any activities of such other person or persons. Nothing contained in this clause shall be construed to confer upon any such person or persons any discretion, authority or control respecting any matter, unless expressly authorised in writing.

REVIEW AND APPROVAL

These Terms of Reference shall be reviewed every three years and where necessary appropriate changes and updates made.

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SCHEDULE OF REVISION

Date of Approval/Revision	Content	Reason
2026	New Terms of reference	New TORs approved for implementation.



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