



KCB GROUP PLC

NON-EXECUTIVE DIRECTORS' REMUNERATION POLICY

1.0 PURPOSE

To provide Non-Executive Director's ('NED') of KCB Group Plc (the 'Company') and its subsidiaries (collectively 'the Group') with remuneration that reflect their roles and responsibilities for the time required to be spent in discharging meaningful and effective contribution to the oversight, leadership and guidance of the Group business.

The policy aims at compensating NED for committing quality time and commitment to ensuring sustainability of the Group and providing an auditable process of remunerating Non-Executive Directors.

2.0 POLICY OBJECTIVE

To provide the Group's NED with fees and privileges for contribution of their time and expertise in the Group while providing reasonable remuneration to the NED to discharge their duties towards the Group's growth, image and sustainability.

3.0 SCOPE

This policy is applicable to non-executive directors of KCB Group Plc. and its subsidiaries.

4.0 REMUNERATION COMPONENTS

The remuneration of NEDs includes the following components:

- 4.1. Monthly fees - Paid monthly to the NEDs considering their responsibility as a director of the Company.
- 4.2. Sitting allowance - Paid to each NED for attending a duly convened and constituted meeting of the board or of any of the committees.
- 4.3. Duty Day allowance - Paid to a NED for any day away from his regular station to attend to duties of the Company.
- 4.4. Telephone allowance - NEDs are entitled to a telephone allowance paid monthly.
- 4.5. Club membership - NEDs are entitled to paid membership to a social or fitness club.
- 4.6. Medical insurance cover - Provided to all NEDs for their individual medical needs covering both outpatient and in-patient requirements.
- 4.7. Professional Indemnity cover - This is provided in line with best market practice to provide protection for the NEDs in undertaking their duties in such capacity.

Approval Date	22 May 2025	Effective Date	22 May 2025
Authority	KCB Group Plc Board	Post Holder	Group Chairman

5.0 KEY PRINCIPLES AND PROCEDURES

- 5.1. The Group will provide its NEDs with remuneration and such privileges that are commensurate with their roles, responsibilities, time commitment and contribution to the Group and comparable to what directors of corporates of the class and character of the Group.
- 5.2. A remuneration scale should be applied recognizing the difference in additional responsibilities, time commitment and effort for the roles of the board chairs and committee chairs.
- 5.3. The Group will provide its NEDs with working facilities, travel, accommodation, insurance, medical cover and business meeting recreational facilities that are commensurate with their roles and responsibilities to the Group and comparable to what is availed to directors of holding companies or corporates of the class and character of the Company.
- 5.4. The Group will, whenever necessary, carry out surveys or obtain credible information on industry best practices on remuneration and privileges of NEDs.
- 5.5. The office of the Group Company Secretary will initiate and maintain proper, accurate and updated records of the Group's activities of the NED and will initiate the processing, approval and payment of the related allowances.
- 5.6. The Group will ensure that all taxes applicable to the fees and allowances of the non-executive director are paid and the individual non-executive issued with information in the appropriate form for personal tax returns.

6.0 DISCLOSURE AND TRANSPARENCY

Disclosure of the NED's remuneration is made in the annual financial report of the Company in the Directors Remuneration Report as guided by law

7.0 REVIEW AND AMMENDMENTS

The board shall review the remuneration policy every three years to ensure its continued relevance and effectiveness. Any amendments to the policy shall be approved by the board of directors and, where necessary, by the shareholders.

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