



Committee Terms of Reference

Nominations & Governance

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NOMINATIONS & GOVERNANCE 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 Nominations & Governance Committee (the “Committee”).

PURPOSE

The purpose of the Committee is to assist the Board in their oversight, from a consolidated Group perspective, of board composition and succession, director nominations and fit-and-proper assessments, independence and tenure oversight, board/committee evaluations, corporate governance matters and frameworks and governance disclosures.

MEMBERSHIP

- The Committee shall consist of a minimum of three (3) directors of the Board, a majority of whom must be independent non-executive directors.
- The Group Chairman and the Group Chief Executive Officer shall be members of the Committee.
- In line with the CBK Prudential Guideline on Corporate Governance (CBK/PG/02) 1.4.7, the Group Chairman, who is an independent non-executive director, shall serve as the Committee Chairman (the “Chair”). The members of the Committee 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 and composition of the Committee and make changes as deemed appropriate.

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

Attendees to the meeting may be determined by the Chair. 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 the 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 consultant that it determines necessary to permit it to carry out its duties at the Company's expense, subject to the Board approved process. 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) Regularly review the structure, size and composition (including the skills, knowledge, experience and diversity) of the board and make recommendations to the board with regard to any changes.
- b) Maintain a board skills matrix and succession plan; identify and recommend candidates for the Board/Committees of the Group and its subsidiaries, applying fit-and-proper standards.
- c) Be responsible for identifying, interviewing and nominating for the approval of the board, candidates to fill board vacancies across the Group as and when they arise.

d) Before any appointment is made by the board, evaluate the balance of skills, knowledge, experience and diversity on the board, and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment.

e) In identifying suitable candidates, the committee shall use a variety of means as it determines necessary and appropriate including:

- Recommendations from significant shareholders,
- Engage services of external consultants and recruitment firms,
- Recommendations from current and former directors and management.

f) Oversee independence assessments and tenure limits per regulatory requirements.

g) Review the results of the board evaluation process that relate to the composition of the board.

h) Consider the re-appointment or removal of any non-executive director at the conclusion of their specified term of office or upon retirement by rotation having given due regard to their performance and ability to continue to contribute to the board in the light of knowledge, skills and experience required and their independence.

i) Consider disciplinary and grievance handling mechanism for directors.

j) Oversee Group governance policies (Board Charter, Code of Ethics, conflict management, related-party or insider dealing policy) and disclosures.

k) Evaluate and review the Committee's performance and its compliance to its terms of reference and report to the Board.

l) 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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