



KCB GROUP PLC

DISPUTE RESOLUTION POLICY

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

1.0 PURPOSE

The Board of KCB Group Plc ('KCB') is committed to reaching a prompt and fair resolution of any disputes, conflicts, or disagreements that may arise from time to time, and that may threaten the functioning of the Board and/or the operations of the Company.

Directors are encouraged to resolve any issues or concerns that they may have at the earliest opportunity. It is important that as issues do arise, they are dealt with in a fair and timely manner. While some conflicts will be resolved by an informal discussion between the parties, others will need a process for successful resolution.

2.0 POLICY OBJECTIVE

The objective is to manage disputes efficiently, transparently, and in a manner that preserves the integrity of the company and protects shareholder value. This Policy is intended to establish the principles and formal processes necessary:

- a) to guide the resolution of certain categories of internal and external disputes in accordance with this objective;
- b) to ensure the Company adopts a cost-effective, fast and efficient approach to dispute resolution; and
- c) to promote an approach to conflict management that utilizes litigation as a last resort and promotes conciliation with the party involved.

This policy will therefore provide the required guidance to the directors of KCB on how to effectively management of disputes and it is intended to contribute to the culture of effective dispute resolution for KCB, while preserving the Company's relationship with its stakeholders.

3.0 SCOPE

The policy applies to KCB Group Plc. and its subsidiaries.

It covers disputes in relation to the board and the Company including disagreements on policy, process or procedure, decision-making, strategy, or any other board matter. It also covers any other conflicts that may affect the company's operations and stakeholder interests.

This Policy does not cover the resolution of employment conflicts which are addressed using other existing relevant policies and established laws.

4.0 PRINCIPLES

The following principles shall apply to dispute resolution:

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- 4.1. **Fairness:** Ensuring that all parties have an equal opportunity to present their case and that the resolution process is unbiased.
- 4.2. **Transparency:** Maintaining open communication and documentation throughout the dispute resolution process.
- 4.3. **Efficiency:** Resolving disputes promptly to minimize disruption to the company's operations.
- 4.4. **Confidentiality:** Protecting sensitive information and maintaining the privacy of the parties involved.

Further, the directors shall ensure that they follow the following additional principles:

- Respect for another's point of view.
- Commitment to resolving the issue.
- Willingness to compromise.
- Confidentiality.
- Impartiality.
- Respect.
- Prompt action.
- Freedom from repercussions.

5.0 DISPUTE RESOLUTION PROCEDURES

5.1. INTERNAL

This clause refers to Board disputes and in particular disputes between Directors, Directors and the Company, a dispute raised by a Director on a Board policy, process or procedure and by a director regarding a resolution of the Board.

5.1.1. The dispute must be set out in writing and sent to the chair. The chair must acknowledge receipt of the dispute within four days and notify the board of the dispute as soon as it is reasonably practical.

5.1.2. The chairman shall (when not involved in the dispute or an interested party), in a private meeting, mediate between the disputing directors or attempt to resolve the matter amicably within 14 days.

5.1.3. Where the chairman is unable to resolve the conflict or where the chairman is an interested party, the board shall refer the matter to an ad-hoc committee constituted for this purpose, which shall be chaired by an independent non-executive director or non-executive director where there is no independent non-executive director nominated by the board.

5.1.4. The full board must be kept fully aware and informed of the occurrence of the meetings and the associated processes.

5.1.5. The chairman or the ad-hoc committee shall formally report back to the board on the outcome of its deliberations and make formal recommendations to the board on the resolution of the dispute.

5.1.6. The board shall consider and agree on the recommendation of the chairman or the ad-hoc Committee. A decision by majority of the directors shall be a decision of the board.

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5.2. EXTERNAL

Where a dispute arises between the company and its shareholders and stakeholders, the Board and management shall commit to resolve the matter in a timely and conclusive manner. The Company shall endeavour to use alternative dispute resolution mechanisms, to amiably settle the dispute.

5.2.1. Shareholder Disputes

- 5.2.1.1. Shareholders are encouraged to first raise concerns through the Company Secretary.
- 5.2.1.2. Unresolved issues may be addressed through written submissions to the Board or at the Annual General Meeting (AGM).
- 5.2.1.3. If resolution is not achieved, disputes may be referred to the Capital Markets Authority or through available legal redress mechanisms.

5.2.2. Customer and Supplier Disputes

- 5.2.2.1. An aggrieved party may address their grievance to the Group Chief Executive Officer in writing. Disputes should be handled by the Customer Excellence or Shared Services (Procurement) departments respectively.
- 5.2.2.2. Escalation mechanisms are in place for unresolved matters, including negotiation and mediation.
- 5.2.2.3. All commercial contracts must include a dispute resolution process.

5.2.3. Regulatory Disputes

- 5.2.3.1. All engagements with regulatory bodies must be handled through the Officer of the Group Chief Executive Officer or the Legal Services Division.
- 5.2.3.2. Regulatory decisions may be challenged through the established legal or administrative appeal processes.

6.0 COMPLIANCE AND MONITORING

The board is responsible for ensuring compliance with this Policy. The Chairman and the board, or the Group Chief Executive Officer as may be delegated, must ensure that once a dispute arises, it is dealt with in a fair and timely manner.

7.0 REVIEW AND AMMENDMENTS

The board shall review the dispute resolution policy every three years to ensure its continued relevance and effectiveness, reflect changes in regulatory requirements, best practices, or the company's operational needs. Any amendments to the policy shall be approved by the board of directors and, where necessary, by the shareholders.

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