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Classification

This document has been issued strictly for internal business purposes of Standard Bank Group Limited and its subsidiaries

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1 Purpose

Stanbic Bank Kenya Limited recognises that group dynamics underpin the Board's ability to effectively execute its responsibilities. A board's contribution is made through incisive questioning and constructive debate. It is expected that directors will not agree on everything. They are encouraged to express their views candidly, debate them rigorously and find consensus. On occasion, rigorous debate can lead to a dispute between board members. At times, a dispute will arise between directors from factors outside of the group. As a group, we advocate prompt and fair resolution of any disputes, conflicts, or disagreements that may arise from time to time, and that may threaten or disrupt proper functioning of the board.

This document sets to provide guidance on the dispute resolution process and to ensure that the process adopted by the board best serves the interest of the company whilst preserving stakeholder relationships.

2 Applicability

This guideline applies to the Board of Stanbic Bank Kenya Limited (SBK).

3 Parties

This guideline applies to all disputes in relation to the Board, including;

- Between directors;
- By a director regarding a board policy, process or procedure; and
- By a director regarding a decision of the board.

4 Principles

The guideline advocates that the following principles are adhered to by each director:

- **Confidentiality** with regard to board matters and materials
- **Mutual Respect** for another director's point of view
- **Commitment** to resolving the dispute
- **Collegiality** in the boardroom and interactions
- **Effective Communication** that allows one to get ideas across in a clear and concise manner
- **Constructive Consensus**

5 Roles and Responsibilities

It is the collective responsibility of the board to deal with disputes in an efficient and effective manner.

The chairman and the board must ensure that once a dispute arises, it is dealt with in a fair and timely manner.

The board is responsible for ensuring that disputes are handled in confidence and where the dispute is between individuals, that directors involved are accorded the necessary respect.

6 Reporting Process

Internal Dispute Resolution Process

The aggrieved director(s) should inform the chairman of the board either orally or in writing of the dispute. The chairman will in turn acknowledge any written correspondence and notify the board as soon as is reasonably practical.

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.

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* nominated by the board.

The occurrence of these meetings and the associated process must be transparent to the board.

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.

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. Where there are equal votes and a decision cannot be reached, then the matter should be escalated to the Standard Bank Group Directors' Affairs Committee (DAC) which shall consider all the information in relation to the dispute and would use its best endeavors to resolve any disputes that could not be resolved at subsidiary level.

* or Non-Executive Director where there is no Independent Non-Executive Director

7 Related policies and procedures

This Guide should be read in conjunction with:

The Group's Values;

The Group's Code of Ethics;

The Companies Act 2015;

The applicable legislation of the legal entity;

The Subsidiaries Governance Framework;

The Memorandum & Articles of Association of the legal entity;

The Board Mandate of the legal entity; and

Independent Professional Advice Policy.

8 Definitions

The following defined terms shall apply to this Guide:

Interested Party	Any director with some form of material interest in relation to the dispute.
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9. Policy Administration

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8 Revision History

*Version no.	Purpose of revision: [Regulatory development / annual review]	Review date:	Effective date:	Summary of key revision points: