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**CORPORATE DISCLOSURE POLICY**

**STANBIC HOLDINGS PLC**

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Type:	<i>Policy</i>
Name:	<i>Corporate Disclosure Policy</i>
Level:	<i>Stanbic Holdings Plc &amp; its Subsidiaries</i>
Classification:	<i>Internal Use Only</i>
Owner:	<i>Governance</i>
Approved by the Board	<i>7 August 2024</i>
<b>Tabled for shareholders' approval</b>	<b>15 May 2025</b>
Next Board Review Date:	March 2026
Next review Date	<i>Annually</i>
Contact:	SBK_CompanySecretary@mail.standardbank.com +254 20 363 8730

**Classification**

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## 1 Policy Statement

Stanbic Holdings Plc (the Company) is cognizant of and committed to enhancing good governance practices anchored on transparency, fairness, accountability and responsibility. As a listed entity, the Company understands the importance of transparency and disclosure, not only for its shareholders, but also for its wide scope of stakeholders including regulators, customers, staff, creditors and suppliers, among others.

The Corporate Disclosure Policy sets out the Company's policy on managing disclosures. These corporate disclosures may be required by shareholders, regulators, government agencies, and such other relevant stakeholder. The policy highlights some of the key corporate disclosure requirements.

The Board and the Company shall take due consideration and care to ensure compliance with all disclosure requirements, given that the list set out in the policy is not all-inclusive but a highlight of the material disclosures.

## 2 Principles of Corporate Disclosure

The Company adheres to the legal and regulatory disclosure requirements, pegged on the following principles-

- (a) **Materiality and timely disclosure** of all relevant material information concerning the company
- (b) **Compliance** – Entrenching a culture of compliance with applicable law
- (c) **Accessibility** – Ensuring that the information is available to its stakeholders
- (d) **Feedback** – ensuring that feedback from stakeholders is considered

## 3 Disclosure on the Company's Website

Pursuant to the requirements of the Capital Markets Act, the Capital Markets (Public Offers, Listing & Disclosures Requirements) Regulations, 2023, the Code of Corporate Governance Practices for Issuers of Securities to the Public, the Companies Act, 2015 and any other applicable law, the Company shall disclose the following information on its website-

- (a) Code of ethics and conduct
- (b) Board and committee charters
- (c) Annual reports and sustainability reports
- (d) AGM notices, proxy forms
- (e) Details of board members
- (f) Whistleblowing policy
- (g) Dispute resolution policy
- (h) Corporate governance self-assessment reports
- (i) Conflict of interest policy
- (j) Diversity policy
- (k) Stakeholder engagement guidelines
- (l) Information on shareholding of the company
- (m) Board remuneration policy
- (n) Any other policy or document that may be required to be published on the Company's website

#### 4 Public Announcements, Circulars and Electronic Communication

Pursuant to the requirements of the Capital Markets (Public Offers, Listings and Disclosures) Regulations, 2023 (POLD Regulations), the Company shall adhere to the requirements relating to public announcements and continuing listing obligations.

In addition to any other requirements, the Company shall comply with the continuing obligations set out under the 13<sup>th</sup> Schedule of POLD Regulations including disclosure of-

- (a) all material information
- (b) cautionary statements
- (c) periodic financial information
- (d) interim and quarterly reports
- (e) notifications relating to share capital
- (f) shareholding
- (g) annual general meeting information
- (h) notifications of Board, Company Secretary and auditor changes
- (i) appointment or cessation of service of key persons
- (j) any of the following -
  - (i) change of name of the Company,
  - (ii) in address of the registered office of the Company
  - (iii) significant alteration of Company's articles or other constitutive documents,
  - (iv) application filed to liquidate or put under administration or receivership the Company or its subsidiaries;
  - (v) appointment or imminent appointment or receiver manager or liquidator of the Company or any of its subsidiaries
  - (vi) any profit warning
  - (vii) such other information as may be required by law from time to time.

The Company shall further comply with the corporate disclosure requirements under the Central Bank of Kenya Prudential Guidelines and such other applicable law.

#### 5 General Meetings & Communication with Shareholders

The Company shall hold its general meetings in compliance with the law. The Board shall ensure that all necessary information is made available shareholders within the time required by law.

#### 6 Cautionary Statements

The Board shall ensure that all cautionary announcements are made pursuant to the requirements of POLD Regulations, 2023. The cautionary announcements shall relate to information which could lead to material movements in the ruling price of the Company's securities. Such information includes those set out in Clause 4 above.

#### 7 Requirements under the Companies Act, 2015

The Board shall ensure that the Company complies with the requirements of the Companies Act, 2015, particularly regarding the following disclosures-

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- (a) Publication of the results of a poll taken at a general meeting
- (b) Disclosure of business review in the directors' report
- (c) Directors' remuneration report
- (d) Annual financial statements, published on the website
- (e) Lodging of the company's annual financial statement, directors' remuneration report, directors' report and auditor's report with the Companies Registrar
- (f) Any other requirements under the Companies Act or relevant regulations.

**8 Compliance with Group Requirements**

The Board shall ensure that the Company complies with the corporate disclosure requirements of the Standard Bank Group (the majority shareholder), and any other regulatory requirements applicable to Standard Bank Group, which may, by extension, be applicable to Stanbic Holdings Plc.

**9 Policy Administration****Contact Details:**

Title: Group Company Secretary  
E-mail: SBK\_CompanySecretary@mail.standardbank.com

Department: Governance  
Telephone: 254 20 363 8730

Reviewed and approved by the Board of Directors on 7 August 2024

**Tabled for approval by the Shareholders of the Company during the AGM held on 15<sup>th</sup> May 2025**

**Chairman**.....

**Company Secretary**.....