

**STANBIC GROUP KENYA
NOMINATIONS COMMITTEE MANDATE**



STANBIC GROUP KENYA NOMINATIONS COMMITTEE MANDATE

1. Constitution

- 1.1 The Nominations Committee is constituted as a committee of the Board of Stanbic Holdings Plc('SHP') and operates under the delegated authority from the boards of Stanbic Holdings Plc subsidiaries (Stanbic Bank Kenya Limited, SBG Securities Limited, Stanbic Bancassurance Intermediary Limited and Stanbic Kenya Foundation Limited).
- 1.2 This mandate is subject to the provisions of the Companies Act, the Banking Act, the CBK Prudential Guidelines, the Code of Corporate Governance Practices for Issuers of Securities to the Public, the Articles of Association of the individual companies; and any other applicable laws or regulatory provisions.

2. Purpose

- 2.1 The Nominations Committee (the Committee) has been established to assist the Boards in discharging their obligations by:
- 2.1.1 determining and evaluating the adequacy, efficiency and appropriateness of the corporate governance structure and practices of the Group;
 - 2.1.2 establishing and maintaining a board directorship continuity programme;
 - 2.1.3 nominating successors to key positions in the Group Kenya, in consultation with Standard Bank Group, as part of ensuring that a management succession plan is in place;
 - 2.1.4 reviewing and endorsing succession plans for the organisation's executive management, for submission to the Board for approval;
 - 2.1.5 determining whether the services of any director should be terminated;

-
- 2.1.6 recommending the continuation (or not) in the service of any director who has reached the retirement age in the relevant Company's Articles of Association;
 - 2.1.7 ensuring that the Group Kenya is at all times in compliance with all applicable laws, regulations and codes of conduct and practices;
 - 2.1.8 performing such further functions, as may be prescribed by Regulation, from time to time;
 - 2.1.9 ensuring that the Board composition and structure enable each of the Boards to fulfil the obligations of the Board mandates and comply with applicable laws, regulations and policies;
 - 2.1.10 identifying, nominating and recommending candidates for the approval of the Board, to fill board vacancies as and when they arise; and
 - 2.1.11 considering and recommending the remuneration for Non-Executive Directors on the Boards of the companies within the Group Kenya;
 - 2.1.12 oversight on formulation and implementation of the People & Culture strategy and policies; and ensuring consistency with organisation's culture, objectives, overall strategy and control environment;
 - 2.1.13 providing oversight of remuneration and compensation practices for senior management and other key personnel in the organisation; which will attract and retain the highest quality executives and senior managers, reward them for the organisation's progress and enhancement of shareholder value;
 - 2.1.14 reviewing that Management has put in place measures to provide reward packages that are fair in accordance with market forces, are reasonable and are consistent with the organisation's culture, objectives, strategy and control environment;
 - 2.1.15 considering, nominating and recommending candidates for the approval of the Board, in collaboration with Group, to fill vacancies in executive positions; and
 - 2.1.16 receiving reports on overall employee wellness and oversee implementation on actions taken to ensure employee wellness.
- 2.2 The procedures for identification, nomination and appointment of directors to the board shall be formal, rigorous and transparent in line with regulatory requirements including host (applicable South Africa regulatory requirements) and necessary approvals, including shareholder approvals as may be necessary.

Definition:

- Compensation shall include salary, allowances, long-term incentives, bonuses, severance payment and other benefits, rights or remuneration under the organisation's practice.
- Executives shall consist of the chief executive and senior management reporting directly to the chief executive.
- Senior management shall consist of executives and their direct reports
- Key personnel shall be business critical staff with specialised skills

3. Composition

- 3.1 The members of the Committee shall consist at least three members of whom a majority shall be independent non-executive directors of the board.
- 3.2 The Chairman of the Committee shall be an independent non-executive director.
- 3.3 If necessary, specialists may be co-opted by the Committee as approved by the Board.
- 3.4 The secretary will be the Group Kenya Company Secretary.
- 3.5 The Committee may require the attendance of any employee of the Group Kenya at its meetings as an invitee.
- 3.6 The Chief Executive of the individual companies in the Group may attend meetings of the Nominations Committee as invitees.
- 3.7. The Chairman of Stanbic Holdings Board and the Chief Executives of the Bank and Stanbic Holdings will be permanent invitee to attend meetings of the Nominations Committee.
- 3.8 The remuneration of the chairman and Committee members will be approved by the Boards of Group Kenya.
- 3.9. The Boards of Group Kenya will appoint the members and chairman of the Committee.
- 3.10 The Boards of Group Kenya shall have the power at all times to remove any members from the Committee and to fill any vacancies created by such removal.

4. Reporting Responsibilities

- 4.1 The Committee shall report to the Boards on its activities and deliberations

through its chairman and members.

- 4.2 Minutes of all meetings of the Committee will be submitted to the Boards as applicable.
- 4.3 The Committee shall ensure that the governance statement in the annual integrated reports, where applicable, reflects its terms of reference and activities, the membership of the Committee, number of meetings and attendance at meetings.
- 4.4 The Committee shall express an opinion annually to the Boards of Group Kenya about the adequacy and effectiveness of its own performance.

5. Authority

- 5.1 The Committee may form and delegate authority to sub-committees or to one or more designated individuals, within clearly defined limits.
- 5.2 The Committee shall have authority to:
 - 5.2.1 access any information, or call upon any other Board committee, or any employee to provide it with information and investigate matters within its mandate;
 - 5.2.2 seek independent advice to assist the Committee with the execution of its duties at the Group Kenya's expense subject to an approved process;
 - 5.2.3 consult with, and receive the full co-operation of, any employee where necessary to fulfil its responsibilities.
 - 5.2.4 access any other reasonable resources it requires to fulfil its mandate.

6. Committee Operation

- 6.1 If the nominated chairman of the Committee is absent from a meeting the members must elect one of the members present to act as chairman.
- 6.2 The quorum will be 2 members, with at least one being an independent Non-Executive Director.
- 6.3 At least three scheduled meetings must be held annually.
- 6.4 Informal or ad hoc meetings will be convened as and when required by the Group Kenya's Company Secretary in conjunction with the Chairman of the Committee.

- 6.5 Papers for consideration by the Committee will be submitted, in the normal course, at least one week before the meeting to enable members to study the documentation and allow adequate opportunity for formal and informal discussions.
- 6.6 Minutes of the meetings shall record the proceedings, decisions made and declarations of personal interests provided, together with how these were dealt.
- 6.7 The Committee shall annually review the structure, size and composition of the Boards, including Board Committees and make recommendations to the Boards regarding any changes required.
- 6.8 The Committee will annually review its mandate.
- 6.9 The Committee will perform an annual self-assessment of its performance.
- 6.10 Round robin approvals may be obtained but only where there is a business requirement for a decision which cannot be held over until the next scheduled Committee meeting. Decisions must be received from at least a majority of members being not less than the quorum requirement. Round robin approvals may be done by electronic means and will be of full force and effect as if passed by a majority of members personally present. If there are any votes against the resolution, an urgent meeting will be called at the discretion of the chairman of the Committee.
- 6.11 Decisions will be based on consensus. In the event that there is no consensus, the chairman of the Committee may refer the matter to the Board of SHP for a decision.
- 6.12 New members of the Committee will be required to undergo an induction programme and ongoing training will be provided to members.
- 6.13 It is the responsibility of the members to ensure that the information discussed at the meeting or included in the meeting packs remains confidential.

7. Terms of reference

The Boards of the Group Kenya delegate the following duties and responsibilities to the Nominations Committee:

7.1 Director nominations

The Committee shall:

- 7.1.1 Set criteria in line with statutory requirements and governance best practice for the nomination of directors and committee members of the Group Kenya Boards and ensure that the Boards are kept apprised of management succession plans. This would also include developing appropriate succession plans for the Board members and the key executives.
- 7.1.2 Identify and evaluate the candidate's fitness and propriety through the following checks in line with Regulatory requirements, the Subsidiary Governance Framework and the Group Fit and Proper Policy for Key Persons-
- (i) reference checks
 - (ii) criminal checks
 - (iii) qualification, knowledge, and skills checks
 - (iv) credit checks including checks on good financial standing
 - (v) anti-money laundering sanctions screening
 - (vi) ability to uphold the values of the Group and the Code of Ethics and Conduct;
 - (vii) Politically Exposed Person (PEP) / Politically Influential Person (PIP) screening
 - (viii) adverse media screening
 - (ix) conflict of interest checks
 - (x) ability to satisfy legislative requirements for fitness and propriety including those from the Companies Act, Capital Markets Authority and Central Bank of Kenya, and such other relevant regulatory body;
 - (xi) understanding of the risks to which banks are exposed to;
 - (xii) availability to fully carry out their responsibilities;
 - (xiii) financial standing;
 - (xiv) ability to interact effectively with other board members;
 - (xv) promotion of diversity and inclusion in the composition of the board;
 - (xvi) Any other checks as may be required from time to time.
- 7.1.3 Recommend nominees to the Board of directors and Board committees.
- 7.1.4 Review and evaluate candidates for the chief executive positions for Group Kenya companies, in conjunction with Standard Bank Group (Group), as well as other executive director appointments and make recommendations to the Boards for approval.
- 7.1.5 Ensure that all Board directors receive formal letters of appointment setting out their roles and responsibilities, time commitment required to serve on committee and Board meetings.

- 7.1.6 Annually review the structure, size and composition of the Boards, taking into account the requirements of Board committees to ensure size, demographics and diversity make them effective and compliance with regulatory requirements, particularly the provisions relating to the definition of independent non-executive directors, and make recommendations to the Boards regarding any changes required.
- 7.1.7 Establish and maintain a Board directorship continuity programme which includes:
- a review of the performance of and planning for successors of the executive directors;
 - measures to ensure the continuity of non-executive directors;
 - regular review of composition of skills and experience and other qualities required for the effectiveness of the Boards; and
 - an annual self-assessment of the performance of the Boards as a whole and of the contribution of each individual director.
- 7.1.8 Review and make recommendations on the re-election of directors retiring by rotation, and the continuation of service of a director who has reached retirement age. Where a director has served a 6-year period or such other period as prescribed by law, and is eligible for re-election, the director will cease to be an independent non-executive director. Where a director who ceases to be an independent director is appointed as a non-executive director, the director shall be issued with a new appointment letter indicating their designation as a non-executive director and their new tenure.
- 7.1.9 Ensure that directors receive regular briefings on changes in risks, laws and the environment in which the Group Kenya operates.
- 7.1.10 Facilitate the process of appointment of directors outlined as follows:
- The Nominations Committee evaluates the skills and diversity gap in the Board composition within the Group Kenya companies;
 - The Committee identifies suitable candidates, with the assistance from the full Boards as needed;
 - The Committee shall ensure that the candidate is free from any conflict of interest between the duties that the candidate will owe to the company and their private interests.

- The Committee meets to assess the suitability of candidates proposed through interviews and other mechanisms, and if a suitable candidate is found, the Committee makes a recommendation, enclosing the candidate's details and resume, to the individual Board for consideration of the candidate for appointment;
- Where the Committee is seeking to appoint an independent candidate, it shall ensure that the candidate meets all the independence tests as prescribed by the CMA Code or any other relevant law.
- The Board in evaluating a recommended candidate for appointment considers, among other things, the candidate's integrity, independence, experience, diversity, leadership qualities and their ability to exercise sound and independent judgment;
- The appointment of a candidate to the Board will be subject to all required regulatory approval, including notifications to Capital Markets Authority, Central Bank of Kenya and the Nairobi Securities Exchange where the appointment is to the Board of Stanbic Holdings Plc.;
- Where a company within the Group Kenya has issued securities to the public, a public notice prepared by Company Secretary, and approved by the Capital Markets Authority, shall be published in two newspapers of national circulation, within 24 hours of the appointment becoming effective;
- Once a candidate has been appointed, a formal process shall be initiated by the Company Secretary to ensure that appropriate returns are filed with the Business Registration Service.
- The Company Secretary shall notify the South African Reserve Bank Prudential Authority through Standard Bank Group of the appointment of the new director.
- Director appointments to the Boards of SHP and Bank will stand until the next AGM where the director will be elected by shareholders as recommended by the individual Boards; and
- All new Board and committee appointees should receive formal letters of appointment setting out expectations, applicable fees, terms and conditions of their appointment including confidentiality, and shall be required to accept the appointment formally.

- 7.1.11 The Nominations Committee may contract a consultant in identifying potential candidates for consideration and recommendation to the Board for appointment.
- 7.1.12 The Company Secretary shall sign an attestation to give comfort to the board that all checks have been finalised and that the candidate is fit and proper, prior to a board appointment being finalised. The form shall be submitted to Standard Bank Group Governance.
- 7.1.13 Once appointed, directors and key persons will be subject to ongoing fit and proper screening which includes, amongst others, anti-money laundering sanctions screening, adverse media screening, PEP/PIP screening, an annual attestation on fitness and propriety, and periodic criminal background checks. Criminal background checks should be carried out at a minimum of every three years.

7.2 Corporate governance best practice and statutory compliance:

The Committee shall:

- 7.2.1 Determine and evaluate the adequacy, efficiency and appropriateness of the Group's corporate governance structure, practices and processes in line with regulatory requirements.
- 7.2.2 Ensure that an appropriate induction course is in place for all new directors, which may include a mentorship programme to ensure less experienced directors are appropriately developed.
- 7.2.3 Ensure that there is ongoing development and exposure for directors to enable them to remain up-to-date on relevant business and statutory developments.
- 7.2.4 Endorse a corporate governance framework for agreement and adoption by the Group Kenya Boards which shall set out the basic and minimum governance standards to be adopted by the Group companies.
- 7.2.5 Assist the Boards in designing methodologies for use in assessment of the effectiveness of the Boards, committees and individual director performance.
- 7.2.6 Ensure that appropriate Board and Committee structures are in place.
- 7.2.7 Review and endorse the Committee Mandate and submit to the Boards for approval.
- 7.2.8 If required to do so by the Boards, provide a forum for non-executive directors to meet without the presence of executives.

- 7.2.9 Assess the extent of compliance with relevant legislation and codes, where such assessment is not performed by the Boards or committees of the Boards.
- 7.2.10 Assist the Boards in determining whether the appointment of any director should be terminated.
- 7.2.11 Assist the Board to ensure that a Governance Audit is carried out as prescribed by law, to confirm that the company is operating on sound governance practices.
- 7.2.12 Monitor implementation and closure of recommendations arising from each audit.
- 7.2.13 Assist the Board to ensure that the Capital Markets Authority Scorecard is prepared and submitted within stipulated regulatory timelines and the results of the assessment of the template are analysed to identify areas of improvement.
- 7.2.14 Address any other corporate governance and succession issues that are not dealt with by the Boards or Board committees.

7.3 Group Company Secretary

- 7.3.1 The Group Kenya Company Secretary shall assist the Committee with:
- appointment of directors;
 - induction and ongoing education programmes;
 - maintaining board and committee mandates; and
- Board and committee evaluations.

7.4 Board Remuneration

The Committee shall:

- 7.4.1 Review and endorse the Board Remuneration Policy for submission to the Boards of Group Kenya for approval;
- 7.4.2 Review and endorse the remuneration and fees for the non-executive directors on the Boards on an annual basis for submission to the Boards of Group Kenya for approval.
- 7.4.3 Review and endorse the Board Remuneration Report for SHP for inclusion in the Annual Integrated Report for submission to the SHP Board for approval.

7.5 Staff Remuneration

The Committee shall:

- 7.5.1 oversee the compensation system's design and operation and should monitor and review the compensation system to ensure that it operates as intended;
- 7.5.2 Review and endorse the Group Staff Remuneration Policy for submission to the Boards of SHP, SBIL, SBGS and the Bank for approval;
- 7.5.3 Review and endorse the remuneration and benefits paid to the Chief Executive, Executive Directors and any expatriate secondees for approval by the Board;
- 7.5.4 Review and endorse the nomination and/or award of any long-term incentive under any staff share schemes which require the approval of the Board in line with the applicable framework;
- 7.5.5 Review and endorse the remuneration for senior management; and
- 7.5.6 Provide oversight on implementation of an effective and efficient Reward Policy; and ensure certainty around strategic rewards.

7.6 Executive Management Succession Planning

The Committee shall:

- 7.6.1 Review and endorse implementation of effective and efficient Talent Management and Succession Planning, for submission to the Board for approval; and
- 7.5.2 Evaluate top three candidates and recommend candidates to fill executive positions.

8. Director Offboarding

- 8.1 Where a director is retiring, resigning or in any other way being removed from office, the Committee shall ensure that the process is aligned to the Board Succession Planning Policy and other relevant procedures.
- 8.2 Upon retirement, resignation or removal from office, the Company Secretary shall ensure that notification is made to the relevant regulators.
- 8.3 Where the retirement, resignation or removal relates to a director of Stanbic Holdings Plc, the Company Secretary shall ensure that CMA, CBK and NSE are notified, and a notice shall be published in the newspapers communicating the retirement, resignation, or removal.

8.4 Once a director has been retired, resigned or has been removed, formal process shall be initiated by the Company Secretary to ensure that appropriate returns are filed with the Business Registration Service and a notification to SARB done through Standard Bank Group.

9. Limitations

9.1 The Committee is responsible to the Group Boards. It provides an advisory service and has no executive authority.

9.2 Amendments may be made to the mandate as required subject to approval by the Boards.

Revised and approved by the Board of SHL 21 February 2018

Revised and approved by the Board of SHL on 28 February 2019

Revised and approved by the Board of SHL on 27 February 2020

Revised and approved by the Board of SHL on 4 March 2021

Revised and approved by the Board of SHL on 25 November 2021

Revised and approved by the Board of SHL on 24 November 2022

Revised and approved by the Board of SHP on 22 November 2023

Revised and approved by the Board of SHP on 7 August 2024

Revised and approved by the Board of SHP on 4 March 2025

Revised and approved by the Board of SHP on 6 August 2025

Revised and approved by the Board of SHP on 6 August 2025

Reviewed and approved by the Board of SHP on 19 November 2025

Revised and approved by the Board of SHP on 10 March 2026

Chairman: 
 Joseph Muganda (Mar 27, 2026 08:25:34 GMT+3)

Company Secretary: 
 Nancy Kiruki (Mar 19, 2026 15:24:05 GMT+3)