

Type:	<i>Policy</i>
Name:	<i>Dispute Resolution Policy</i>
Level:	<i>Stanbic Holdings Plc</i>
Classification:	<i>Internal Use Only</i>
Owner:	<i>Governance</i>
Approved by:	<i>Board</i>
Last Board Approval Date:	<i>7 August 2024</i>
Tabled for shareholders' Approval	15 May 2025
Next Board review Date	2026
Contact:	SBK_CompanySecretary@mail.standardbank.com +254 20 363 8730

Classification

This document has been issued strictly for internal business purposes of Stanbic Holdings Plc and its subsidiaries

Copyright

All rights including those in copyright in the content of this document are owned by the Stanbic Holdings Plc

Dispute Resolution Policy 2025

1 Purpose

Stanbic Holdings Plc (the Company) 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.

The Board is also cognizant that there may be disputes arising between the Company and its stakeholders. As a result, mechanisms to proactively deal with issues and manage disputes for the ultimate success and sustainability of the Company and its stakeholders is critical.

This policy 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 and its stakeholders whilst preserving stakeholder relationships.

2 Applicability

This guideline applies to the Board of Stanbic Holdings Plc (the Company)).

3 Parties

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

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

4 Principles

The Board and the Company commit to adhering to the principles of good governance including accountability, fairness, responsibility and transparency to foster a culture of cordial relations. These principles shall enable the Company to avoid disputes, and where disputes arise, are dealt with in line with the principles.

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

Dispute Resolution Policy 2025

- **Confidentiality** with regard to board matters and materials
- **Mutual Respect** for another director's and stakeholders' 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**
- **Adoption of amicable dispute resolution mechanisms and processes**
- **Timeliness** in dealing with and resolving disputes

5 Roles and Responsibilities

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

The Chairman and the board and the Chief Executive Officer of the Company 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 Internal Dispute Resolution 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 or Non-Executive Director where there is no 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.

Dispute Resolution Policy 2025

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.

Disputes relating to staff shall be dealt with in line with the company's internal dispute resolution policies and processes.

7 Resolution of Disputes between the Company and its Stakeholders

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 endeavor to use alternative dispute resolution mechanisms, to amicably settle the dispute.

The dispute resolution mechanism shall be aligned with the Company's internal policies and processes and applicable law and regulations. The dispute resolution mechanism shall also take into account the applicable dispute resolution processes set out in contracts relating to the disputing parties or such other contractual documents applicable to the disputing parties.

Management shall submit updates to the Board on disputes that are material and significant for the Board's noting and action (where necessary). The materiality and significance of a dispute shall be measured by its potential impact on the company's reputation, business, performance and sustainability.

8 Related policies and procedures

This Policy should be read in conjunction with:

The Group's Values;

The Group's Code of Ethics;

The Companies Act 2015;

Code of Corporate Governance Practices for Issuers of Securities to the Public, 2015

Group Stakeholder Engagement Guidelines

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.

Dispute Resolution Policy 2025

9 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.
------------------	--

9. Policy Administration

Title	Company Secretary
Department	Governance
Telephone	+254 20 363 8730
Email	SBK_CompanySecretary@mail.standardbank.com

9 Revision History

*Version no.	Purpose of revision: [Regulatory development / annual review]	Review date:	Effective date:	Summary of key revision points:
7 August 2024	Align with best practice	7 August 2024	7 August 2024	Inclusion of mechanism for resolution of disputes between the Company and its Stakeholders

The Policy shall be reviewed and approved by the Board every two years.

Reviewed and approved by the Board of Directors on this 22nd Day of November 2018

Reviewed and approved by the Board of Directors on this 2nd Day of March 2022

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

Tabled for approval by the Shareholders of the Company during the AGM held on 15th May 2025

Chairman.....

Company Secretary.....