

REAL PEOPLE KENYA LIMITED POLICIES

1. Title	Conflict of Interest Policy
2. Risk Type	Compliance Risk
3. Rationale and Scope	<p>3.1 The main purpose of the <u>conflict of interest</u> policy is to promote unfettered handling of <u>actual, apparent or perceived primary conflicts of interests</u> relating to the judgment or actions in respect of the affairs of Real People Kenya Limited ("the institution") so as to ensure that they are not unduly influenced by secondary interests.</p> <p>3.2 The minimum requirements outlined in this policy apply to all employees and directors of the institution and any subsidiaries.</p>
4. Policy	<p>4.1 The institution endorses the principle that an employee or its director should serve the institution honestly and faithfully, in that:</p> <p>4.1.1 An employee must devote his/her working hours to the employer's business and not conduct unauthorized business during working hours.</p> <p>4.1.2 Directors and employees may not commence another business in competition with the institution or even attempt to make arrangements in this regard.</p> <p>4.1.3 Directors and employees may not solicit the institution's customers or employees to build up their own business, and;</p> <p>4.1.4 Directors and employees may not place themselves in positions which may give rise to a conflict of interest between themselves and the institution.</p> <p>4.2 The institution requires employees and directors to not only disclose their circumstances that may produce a conflict of interest, but to also recuse themselves from any decision making process in regard to the issue in question.</p> <p>4.3 Any director or employee of the institution is prohibited from using his/her official position for personal gain.</p> <p>4.4 A director or employee may not engage in work associated with the conduct of any enterprise or entity which may be in conflict with and/or disruptive to the employee's/director's duties with the institution.</p> <p>4.5 A director or employee may not enter into any business transaction with or in conjunction with a customer or supplier of the institution, without the prior written consent of the institution, other than in the ordinary course of business and on the same commercial terms that are available to the general public.</p> <p>4.6 An employee may not act as a director of a private or public company, member of a closed corporation, a trustee of a business trust, or partner in partnership, which has dealings with the institution without prior consent of the institution. This excludes personal or family investments.</p> <p>4.7 A director or employee shall disclose to the institution any personal financial interest he/she has, as well as any financial interests known to him/her of any immediate family members or business associates of the employee of the institution in any matter to be considered by the institution or in which another person or entity proposes to do business with the institution, other than in the ordinary course of business and on the same commercial terms that are available to the general public.</p> <p>4.8 Employees are occasionally invited to serve on external boards/trusts as non-executive directors/trustees. This is encouraged only</p>

	<p>to the extent that these do not interfere with their immediate management responsibilities. In such circumstances, the following conditions must be observed:</p> <p>4.8.1 Any staff member is prohibited from accepting an appointment to serve on the Boards of non-Group companies, unless written approval is obtained. This condition is not applicable where an employee serves on an external board at the request of the institution.</p> <p>4.8.2 The details of such invitation(s) must be submitted to the employee's line manager who shall refer it to the Chief Executive Officer. The Chief Executive Officer can refer the matter to the Board as deemed necessary.</p> <p>4.8.3 Such a request should explain why the proposed appointment:</p> <p>4.8.3.1 Is not in conflict with the interests of the institution;</p> <p>4.8.3.2 Will not detrimentally affect the employee's contribution to the institution; and</p> <p>4.8.3.3 Will be of benefit to the employee in terms of personal development or in terms of expanding the individual's circle of influence and contacts.</p> <p>4.8.4 Approval of such a request is at the discretion of the CEO and/or Board with due consideration of governance issues, the banking relationship and potential reputational risk.</p> <p>4.8.5 The Human Capital function must, by the end of the first quarter of each financial year, review such approval(s) to ascertain that the original intentions continue to exist. The Chief Executive Officer or compliance officer shall monitor conflicts of interest issues.</p> <p>4.8.6 If approval is granted for an external non-executive directorship/trusteeship, the external board and all other associated parties should be made aware that the director or employee in question has no authority to represent the institution in the matters pertaining to such board's/ trust's affairs.</p> <p>4.8.7 The number of external boards on which employees/executives can serve shall be as determined by the Board.</p> <p>4.8.8 Board members are required to declare their interests on an ongoing basis in accordance with best practice.</p>
5. Responsibilities	Board of Directors, line management and staff.
6. Dispensations	Dispensations cannot be granted for this policy unless there is a conflict of interest with regulatory/statutory requirements in which case approval to a dispensation must be obtained from the Board of Directors.
7. Related Documents	The policy must be read in conjunction with codes of Conduct, Ethics, Gifts and Entertainment Policy, Whistle Blowing Policy and Human Resources Policies.
8. Assurance Check	Internal Audit (IA) provides independent assurance on the adequacy and effectiveness of the processes that support this policy.