

## **SELECTION AND REMUNERATION COMMITTEE ('COMMITTEE') OF REAL PEOPLE KENYA LIMITED ('THE COMPANY')**

### **1. CONSTITUTION**

1.1. The Selection and Remuneration Committee is a sub-committee of the Real People Kenya Board ('Board') to assist it in the execution of its duties.

### **2. AUTHORITY**

2.1. In respect of the terms of reference of the Committee as set out below, the Committee will be accountable to the Board.

2.2. The Committee is authorized to investigate any activity within its terms of reference and to make recommendations to the Board.

2.3. The Committee may appoint and delegate authority to any member or sub-committee to assist it in carrying out certain of its functions and to provide recommendations to the Committee.

### **3. REPORTING PROCEDURE**

3.1. Minutes of Committee meetings shall be taken by the secretariat and will be circulated to all members. The secretariat shall incorporate the minutes in Committee records for record and noting purposes.

3.2. The Committee chairperson shall be responsible for ensuring that regular reports and recommendations are presented to the Board.

### **4. MEMBERSHIP**

4.1. Membership shall comprise of at least 3 members appointed to the Committee by the Board.

4.2. The Committee chairperson shall be appointed by the Board from one of the committee members and shall be an independent non-executive director.

### **5. FREQUENCY OF MEETINGS**

5.1. Meetings shall be held no less than four (4) times per year. Additional meetings can be scheduled by the chairperson of the Committee as may be required to conduct its business.

5.2. The quorum for decisions of the Committee shall be the majority of members present.

### **6. TERMS OF REFERENCE**

6.1. The role of the Committee will be to make recommendations to the Board within these terms of reference:

6.1.1. The remuneration and reward decisions will remain the function of the RPKL Selection and Remuneration Committee.

6.1.2. Determine any criteria, as appropriate, to measure the performance of executive directors in executing their functions and responsibilities.

6.2. The Committee will provide support to the executive directors to enhance the Company's performance.

6.3. The Committee chairperson may consult other non-executive directors in the evaluation of the performance of the chief executive and other executive directors.

- 6.4. The Committee will annually review the terms and conditions of executive directors' employment agreements, taking into account information from comparable companies where applicable.
- 6.5. The Committee chairperson will assist in the preparation of the Remuneration Report to be included in the Company's annual report.
- 6.6. The Committee will be kept informed of relevant information on remuneration and employment terms for senior managers.
- 6.7. The Committee will ensure the Company's compliance with applicable legal and regulatory requirements associated with remuneration, and will have due regard for the principles of good governance and codes of best practice.
- 6.8. Review and recommend to the Board for appointment candidates for the position of CEO and Independent Non-Executive Directors.
- 6.9. In appointing members of the Board the Committee will strive to ensure diversity in respect of age, ethnic background and gender. The Committee will strive to ensure an even balance in terms of diversity and will ensure that this is reported annually.
- 6.10. Comprehensive policies and procedures should be developed to assess the independence of Board members annually.