



CORPORATE DISCLOSURES AND PROCEDURES POLICY

REAL PEOPLE KENYA LIMITED

S. No	Version	Revision Date	Author	Areas Revised	Scope	Document Owner
1.	1.0.0	December 2024	Simon Owawa	Initial Draft	RPKL	Legal and Compliance Department

Corporate Disclosures and Procedures Policy

1. Purpose and Scope

- 1.1. The purpose of this policy is to ensure that Real People Kenya Limited (hereinafter referred to as “**RPKL**”) provides timely, accurate, and comprehensive disclosure of all material information to its stakeholders.
- 1.2. This policy applies to all directors, officers, employees, and authorized spokespersons of RPKL.
- 1.3. This policy covers all forms of communication, including but not limited to written statements, oral statements, social media posts, and website content.

2. Principles of Disclosure

- 2.1. **Materiality:** Information is considered material if it would reasonably be expected to have a significant effect on the market price or value of RPKL's securities or would be considered important to a reasonable investor in making an investment decision.
- 2.2. **Completeness:** All material information must be disclosed in its entirety, without omission of any relevant facts.
- 2.3. **Timeliness:** Material information must be disclosed promptly, without delay.
- 2.4. **Consistency:** Information must be consistent when disclosed through different channels or to different stakeholders.
- 2.5. **Equal Access:** Material information must be disclosed to all stakeholders simultaneously to ensure fair treatment.
- 2.6. **Accuracy:** All disclosures must be factually correct and not misleading.
- 2.7. **Clarity:** Information must be presented in a clear, understandable manner without unnecessary technical jargon.
- 2.8. **Ongoing Monitoring:** RPKL will continuously monitor developments to assess whether disclosure is required.

3. Disclosure Committee

- 3.1. RPKL shall establish a Disclosure Committee (the “**Committee**”) responsible for:
 - 3.1.1. Determining whether information is material and requires disclosure.
 - 3.1.2. Reviewing and approving all material disclosures before release.
 - 3.1.3. Ensuring compliance with this policy and all relevant laws and regulations.

- 3.1.4. Monitoring the effectiveness of disclosure controls and procedures.
- 3.1.5. Evaluating the disclosure process on a regular basis and recommending improvements.
- 3.2. The Committee shall consist of the Chief Commercial Officer (CCO), the Finance and Admin Manager, the Marketing and Products Development Manager and the Legal and Compliance Officer.
- 3.3. The Legal and Compliance Officer shall chair the Committee meetings. In his absence, the CCO or another designated member shall chair the meeting.
- 3.4. The quorum for the Committee meetings shall be not less than three members and majority vote shall carry decisions. In the event of a stalemate, the chair of the Committee shall have a deciding vote.
- 3.5. The Committee shall meet regularly, at least once a quarter, and on an ad-hoc basis when necessary.
- 3.6. Minutes of all Committee meetings shall be maintained and archived by the Finance and Admin Manager.

4. Types of Disclosures

- 4.1. Periodic Disclosures:
 - 4.1.1. Annual Reports.
 - 4.1.2. Unaudited half-yearly Financial Results.
 - 4.1.3. Quarterly Updates/Reports (if applicable).
 - 4.1.4. Annual General Meeting presentations.
 - 4.1.5. Corporate Governance Reports.
- 4.2. Continuous Disclosures:
 - 4.2.1. Material changes in business, operations, or capital structure.
 - 4.2.2. Significant acquisitions or disposals.
 - 4.2.3. Changes in Board of Directors or key management personnel.
 - 4.2.4. Litigation or regulatory actions.
 - 4.2.5. Any other information that may have a material impact on the company.
 - 4.2.6. Major new product developments.
 - 4.2.7. Significant changes in market conditions affecting the company.
 - 4.2.8. Material changes in credit arrangements or debt covenants.
 - 4.2.9. Cybersecurity incidents or data breaches.

5. Disclosure Procedures

5.1. Identification of Material Information:

- 5.1.1. All employees are responsible for reporting potentially material information to their supervisors or the Disclosure Committee.
- 5.1.2. The Disclosure Committee will assess the materiality of the information and determine if disclosure is required.
- 5.1.3. A materiality assessment checklist will be used to ensure consistent evaluation of information.

5.2. Preparation of Disclosure:

- 5.2.1. The relevant department heads will prepare the initial draft of the disclosure.
- 5.2.2. The Disclosure Committee will review and approve the final version.

5.3. Approval Process:

- 5.3.1. All material disclosures must be approved by the Chief Executive Officer (CEO).
- 5.3.2. For particularly sensitive or significant disclosures, Board approval may be required.
- 5.3.3. A disclosure approval form must be completed and signed for each material disclosure.

5.4. Release of Information:

- 5.4.1. The Legal and Compliance Officer will be responsible for releasing approved disclosures through appropriate channels.
- 5.4.2. All material information will be disclosed first to the relevant regulatory bodies before being released to the public.
- 5.4.3. A disclosure dissemination checklist will be used to ensure all required steps are followed.

5.5. Timing of Disclosures:

- 5.5.1. Material information must be disclosed as soon as practicable, typically within 24 hours of the event or decision.
- 5.5.2. If immediate disclosure would prejudice the company's interests, the Disclosure Committee may decide to delay disclosure, subject to regulatory requirements.

5.6. Inadvertent Disclosures:

- 5.6.1. If material non-public information is inadvertently disclosed, RPKL will take immediate action to ensure broad public dissemination of the information.

6. Communication Channels

- 6.1. Regulatory Disclosures: All required filings with regulatory bodies will be made in compliance with applicable laws and regulations.
- 6.2. Company Website: A dedicated Investor Relations section will be maintained with all material disclosures.
- 6.3. Press Releases/Newspaper Publications: Used for significant announcements and material information.
- 6.4. Social media: May be used to disseminate information, but never as the sole or first medium for material disclosures.
- 6.5. Email Alerts: An email alert system will be maintained for stakeholders who wish to receive automatic notifications of new disclosures.

7. Forward-Looking Information

- 7.1. Any forward-looking information in disclosures must be clearly identified as such.
- 7.2. Forward-looking statements must be accompanied by meaningful cautionary statements identifying important factors that could cause actual results to differ materially from those projected.
- 7.3. RPKL will regularly review and update forward-looking statements as necessary.
- 7.4. Annual Forward-Looking Events Calendar:
 - 7.4.1. At the beginning of each fiscal year, RPKL will prepare and submit to the relevant regulatory body a forward-looking events calendar.
 - 7.4.2. This calendar will include anticipated dates for regular disclosures such as quarterly and annual financial results, planned investor conferences, anticipated product launches, and any other scheduled events that may be material to investors.
 - 7.4.3. The calendar will be clearly labelled as forward-looking and subject to change.
 - 7.4.4. A disclaimer will accompany the calendar, stating that the dates are tentative and may be altered due to various factors.
 - 7.4.5. The Disclosure Committee will be responsible for preparing and approving this calendar before submission.
 - 7.4.6. Any significant changes to the events or dates in this calendar will be promptly communicated to the regulator and, if material, disclosed to the public.
 - 7.4.7. The Investor Relations section of RPKL's website will maintain an up-to-date version of this calendar, clearly marked as subject to change.

8. Disclosure Record

- 8.1. The Legal & Compliance Officer will maintain a record of all material disclosures and public information about RPKL.
- 8.2. This record will include all press releases, regulatory filings, investor presentations, and investor conferences.

9. Social Media Guidelines

- 9.1. Only authorized spokespersons may use social media to communicate about RPKL.
- 9.2. All social media communications must comply with this disclosure policy and other relevant company policies.
- 9.3. Employees must not discuss confidential or material non-public information on personal social media accounts.

10. Crisis Communication

- 10.1. Crisis communication procedures are comprehensively outlined in RPKL's Business Continuity Policy.
- 10.2. This policy ensures a holistic, coordinated approach to managing critical communication during crisis situations.
- 10.3. For purposes of this policy, a crisis is defined as any situation that:
 - 10.3.1. Poses a significant threat to RPKL's operational continuity, financial stability, reputation and brand integrity, legal and regulatory compliance and stakeholder confidence.
 - 10.3.2. Demonstrates one or more of the following characteristics:
 - 10.3.2.1. Potential for substantial financial loss.
 - 10.3.2.2. Risk of significant legal or regulatory exposure.
 - 10.3.2.3. Likelihood of material negative impact on the company's market value.
 - 10.3.2.4. Possibility of long-term damage to corporate reputation.
 - 10.3.2.5. Threat to employee safety or well-being.
 - 10.3.2.6. Potential for widespread media attention or public scrutiny.
 - 10.3.3. May arise from, but is not limited to:
 - 10.3.3.1. Major operational disruptions.

- 10.3.3.2. Significant financial irregularities.
- 10.3.3.3. Cybersecurity breaches.
- 10.3.3.4. Product failures or safety issues.
- 10.3.3.5. Environmental incidents.
- 10.3.3.6. Serious legal or regulatory challenges.
- 10.3.3.7. Leadership or governance scandals.
- 10.3.3.8. Sudden market or competitive challenges.
- 10.3.3.9. Severe economic or geopolitical events affecting the company.

- 10.4. RPKL will maintain a Crisis Communication Team consisting of the CEO, CCO, the Finance and Admin Manager, the Legal and Compliance Officer, the Operations Credit Manager, the Human Capital and ICT Manager.
- 10.5. The Crisis Communication Team will be responsible for identifying situations that constitute a crisis requiring special disclosure procedures.
- 10.6. Upon identification of a crisis:
 - 10.6.1. The Crisis Communication Team will convene immediately.
 - 10.6.2. The Disclosure Committee will be notified.
 - 10.6.3. All regular disclosure procedures will be suspended pending crisis assessment.
- 10.7. The team will quickly assess the situation to determine:
 - 10.7.1. The nature and extent of the crisis.
 - 10.7.2. Potential impact on the company and stakeholders.
 - 10.7.3. Legal and regulatory disclosure requirements.
 - 10.7.4. Appropriate communication strategy.
- 10.8. A single spokesperson will be designated for all crisis communications to ensure consistency of messaging.
- 10.9. The team will prioritize timely communication with:
 - 10.9.1. Employees.
 - 10.9.2. Regulatory bodies.
 - 10.9.3. Investors.
 - 10.9.4. Customers and suppliers.



10.9.5. Media and the general public.

10.10. Any material information related to the crisis will be disclosed promptly and in accordance with regulatory requirements.

10.11. Regular updates will be provided as the situation evolves, maintaining transparency and trust with stakeholders.

10.12. Following resolution of the crisis, the team will conduct a thorough review to:

10.12.1. Assess the effectiveness of the crisis communication response.

10.12.2. Identify areas for improvement in the crisis communication plan.

10.12.3. Update the crisis communication procedures as necessary.

10.13. A detailed crisis communication plan will be maintained and regularly updated to ensure readiness for various crisis scenarios.

11. Confidentiality

11.1. All employees, officers, and directors must preserve the confidentiality of non-public information about RPKL, its customers, suppliers, and other stakeholders.

11.2. Confidential information includes any non-public information that might be of use to competitors or harmful to RPKL or its customers if disclosed. This includes financial data, business plans, strategic initiatives, new product information, and customer data.

11.3. Confidential information should be shared only on a need-to-know basis, even within RPKL. Documents containing confidential information should be clearly marked as "Confidential" and stored securely.

11.4. Employees must not discuss or disclose confidential information on social media or in public forums. Only authorized spokespersons may communicate about RPKL to external parties.

11.5. In the event of accidental disclosure of confidential information, employees must immediately report the incident to their supervisor and the Disclosure Committee.

11.6. The obligation to maintain confidentiality continues after an employee leaves RPKL. Former employees must return all confidential materials upon departure.

11.7. All employees will receive regular training on the importance of maintaining confidentiality and the proper handling of confidential information.

11.8. Breaches of confidentiality will be taken seriously and may result in disciplinary action, up to and including termination of employment. In some cases, breaches may also result in legal action.

11.9. Employees who report suspected breaches of confidentiality in good faith will be protected from retaliation.

- 11.10. Disclosure of confidential information may be permitted or required by law in certain circumstances. Any such required disclosures should be immediately reported to the Legal Department.

12. Language of Disclosure

- 12.1. All material disclosures will be made in English and any other language required by law.
- 12.2. Where disclosures are made in multiple languages, RPKL will ensure consistency across all versions.

13. Training and Education

- 13.1. All directors, officers, and employees will receive regular training on this policy and their obligations regarding corporate disclosures.
- 13.2. New employees will receive training on this policy as part of their onboarding process.
- 13.3. Annual refresher courses will be provided to ensure ongoing awareness and compliance.

14. Policy Violations

- 14.1. This section applies to all employees, officers, directors, and third-party contractors of RPKL.
- 14.2. Any action that contravenes this disclosure policy is considered a violation. This includes, but is not limited to:
- 14.2.1. Unauthorized disclosure of material non-public information.
 - 14.2.2. Failure to report potential material information to the Disclosure Committee.
 - 14.2.3. Deliberate misrepresentation of company information.
 - 14.2.4. Failure to maintain confidentiality of non-public information
- 14.3. Suspected violations should be reported immediately to the Disclosure Committee or through the company's whistleblowing channels.
- 14.4. All reported violations will be promptly and thoroughly investigated.
- 14.5. Consequences of violations:
- 14.5.1. Employees who violate this policy may face disciplinary action, up to and including termination of employment.
 - 14.5.2. Third-party contractors who violate this policy may have their contracts terminated.
 - 14.5.3. Violations that result in regulatory infractions may lead to legal consequences for the individual and the company.

- 14.6. Following any violation, the Disclosure Committee will review and update procedures as necessary to prevent future occurrences.
- 14.7. RPKL prohibits retaliation against any individual who reports a suspected violation in good faith.

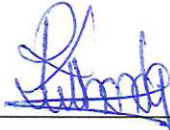
15. Policy Review

- 15.1. This policy will be reviewed **annually** updated as necessary to ensure ongoing compliance with changing regulations and best practices.
- 15.2. Any changes to the policy will be communicated to all employees and relevant stakeholders.

End

Signed By: Dr. Robert Shibutse

CEO – RPKL



DATE 10/02/2025

RPKL Materiality Assessment Checklist

PURPOSE

This checklist is designed to assist in determining whether information is material and requires disclosure under RPKL's Corporate Disclosures Policies and Procedures.

INSTRUCTIONS

For each item of information being assessed, consider the following questions. If the answer to any question is "Yes" or "Likely," the information may be material and should be referred to the Disclosure Committee for final determination.

QUANTITATIVE FACTORS

Financial Impact

- Does the information relate to an event that could impact revenue by 5% or more?
- Could it affect net income by 10% or more?
- Might it impact total assets or liabilities by 5% or more?
- Could it affect shareholders' equity by 3% or more?

Operational Metrics

- Does it involve a change in market share of 2% or more?
- Could it affect production or sales volume by 10% or more?
- Might it impact customer retention rates by 5% or more?

QUALITATIVE FACTORS

Strategic Importance

- Does the information relate to a key strategic initiative of the company?
- Could it significantly affect the company's competitive position?
- Might it result in a notable shift in the company's business model?

Regulatory and Legal

- Does the information involve potential non-compliance with laws or regulations?
- Could it result in significant legal action against the company?
- Might it lead to the imposition of regulatory sanctions?

Reputation and Brand

- Could the information significantly impact the company's reputation?
- Might it affect key stakeholder relationships (e.g., customers, suppliers, partners)?
- Could it result in significant media attention or public scrutiny?

Human Capital

- Does it involve changes in key management personnel?
- Could it lead to significant changes in employment levels?
- Might it affect employee morale or productivity on a large scale?

Market Reaction

- Is this type of information known to typically affect stock prices in your industry?
- Could reasonable investors view this information as significantly altering the total mix of information available about the company?

Innovation and Intellectual Property

- Does it relate to a significant new product or service?
- Could it involve a major technological breakthrough?
- Might it affect key patents or other intellectual property?

Supply Chain and Operations

- Could it cause significant disruption to the supply chain?
- Might it involve the loss of a key supplier or customer?
- Does it relate to a major operational change or restructuring?

Environmental, Social, and Governance (ESG)

- Could it significantly impact the company's environmental footprint?
- Might it involve major changes in corporate governance?
- Does it relate to significant social responsibility initiatives or concerns?

Mergers, Acquisitions, and Divestitures

- Does it involve a potential merger, acquisition, or divestiture?
- Could it lead to significant changes in company structure?
- Might it affect the company's market position substantially?

Financing and Capital Structure

- Does it involve significant changes in the company's capital structure?
- Could it affect the company's ability to access financing?

FINAL ASSESSMENT

Based on the above factors, does the information appear to be material?

Has the information been referred to the Disclosure Committee for final determination?

Date of Assessment: _____

Assessed by: _____

Reviewed by: _____

Note: This checklist is a guide and does not replace professional judgment. When in doubt, always err on the side of disclosure and consult with the Disclosure Committee.

RPKL Disclosure Approval Form

1. Disclosure Details

Disclosure Title: _____

Date of Proposed Disclosure: _____

Type of Disclosure:

☐ Press Release/Newspaper publication

☐ Regulatory Disclosure

☐ Investor Presentation

☐ Website Update

☐ Social Media Post

☐ Other (specify): _____

2. Content Summary

Brief description of the information to be disclosed:

3. Materiality Assessment

Has a Materiality Assessment been conducted? ☐ Yes ☐ No

If Yes, outcome of the assessment: ☐ Material ☐ Not Material

If Material, key factors determining materiality:

4. Legal and Regulatory Compliance

Has Legal & Compliance Department reviewed the disclosure? ☐ Yes ☐ No

Comments from Legal:

Applicable regulatory requirements:

☐ Companies Act Rule _____

☐ Capital Markets Authority Act Rule _____

☐ Central Bank of Kenya Act Rule _____

☐ Other (specify): _____

5. Accuracy and Completeness Check

☐ All facts have been verified

☐ Financial data (if any) reconciles with our records

☐ Forward-looking statements are appropriately identified and accompanied by cautionary language

☐ No material information has been omitted

6. Review and Approval

Prepared by: _____ Date: _____

Reviewed by:

Disclosure Committee

Chief Commercial Officer: _____ Date: _____

Finance and Admin Manager: _____ Date: _____

Legal and Compliance Officer: _____ Date: _____

Other (specify): _____ Date: _____

7. Final Approval

☐ Approved for Disclosure

☐ Not Approved (reason): _____

CEO Approval: _____ Date: _____

8. Post-Disclosure Follow-up

Date of Actual Disclosure: _____

Method of Disclosure: _____

Person Responsible for Disclosure: _____

☐ Added to Disclosure Record

Follow-up Actions Required (if any):

This form must be completed and signed for all material disclosures. Retain this form as part of the company's disclosure records.

RPKL Disclosure Dissemination Checklist

1. PRE-DISSEMINATION STEPS

1.1. Approval and Documentation

- Disclosure Approval Form completed and signed []
- Final version of disclosure document approved by CEO and/or Board []
- Legal department has reviewed and approved the disclosure []

1.2. Timing Considerations

- Disclosure is not being made during market trading hours (if applicable) []
- Disclosure is being made in accordance with regulatory deadlines []

1.3. Preparation

- Disclosure document formatted appropriately for all dissemination channels []
- CEO or authorised person briefed and prepared for potential inquiries []
- Q&A document prepared for anticipated questions []

2. DISSEMINATION PROCESS

2.1. Regulatory Disclosures (if applicable)

- Disclosure with the Capital Markets Authority (CMA) []
- Disclosure with the Nairobi Securities Exchange (NSE) []
- Disclosure with the Central Bank of Kenya (CBK) []
- Filed with other regulatory bodies as required []

2.2. Press Release/Newspaper

- Sent to approved service provider for broad dissemination []

2.3. Website

- Disclosure posted in Investor Relations section of company website []
- Any necessary updates made to other relevant sections of the website []

2.4. Email Distribution

- Sent to internal distribution list (employees, board members) []
- Sent to external distribution list (institutional investors, partners) []

2.5. Social Media

- Posted on approved corporate social media channels (if appropriate) ☐
- Ensure consistency with other dissemination channels ☐

3. POST-DISSEMINATION STEPS

3.1. Confirmation and Monitoring

- Confirm successful dissemination through all channels ☐
- Monitor media services for accurate reporting ☐

3.2. Follow-up Communications

- Conduct conference call (if planned) ☐
- Respond to media and analyst inquiries as appropriate ☐
- Brief customer-facing employees if disclosure impacts customers ☐

3.3. Record Keeping

- Add disclosure to company's disclosure record ☐
- File all relevant documents, including this checklist, in appropriate repository ☐

3.4. Evaluation

- Debrief with disclosure committee on the dissemination process ☐
- Identify any areas for improvement in the disclosure process ☐

Dissemination Overseen by: _____

Date and Time of Dissemination: _____

Notes:

This checklist should be completed for each material disclosure.

Retain this document as part of the company's disclosure records.