



CORPORATE GOVERNANCE AND STAKEHOLDER RELATIONS POLICY

Real People Kenya Limited

S. No	Version	Revision Date	Author	Areas Revised	Scope	Document Owner
1.	1.0.0	April 2023	Violet Okoth	Initial Draft	RPKL	Internal Audit Risk and Compliance
2.	1.0.1	September 2024	Simon Owawa	Sections 6, 8 & 9 (new sections)	RPKL	Legal and Compliance

1. DEFINITIONS AND ABBREVIATIONS

The terms used in this policy are as defined hereunder.

- 1.1. "Board" or "Board of Directors" means the board of directors of RPKL.
- 1.2. "CEO" or "Chief Executive Officer" means the Chief Executive Officer of RPKL.
- 1.3. "Chairperson" means the Chairperson of the Board of Directors or Chairperson of a Board Committee of RPKL as the case may be.
- 1.4. "CMA" means the Capital Markets Authority.
- 1.5. "MemArts" means the Memorandum and Articles of Association of RPKL.
- 1.6. "Stakeholders" means persons or institutions with an interest in the company's operations.
- 1.7. "The Company" or "RPKL" means Real People Kenya Limited.

2. STATEMENT OF POLICY

2.1. Purpose

- 2.1.1. This policy is intended to guide Real People Kenya Limited in developing, maintaining and adhering to policies that would ensure the company runs effectively through:
 - 2.1.1.1. Appropriate decision-making processes and controls such that interests of the shareholders and other stakeholders are noted and protected.
 - 2.1.1.2. Balancing the regulatory and social environment that the company operates in thus ensuring that the company's objectives are set and achieved thereby promoting stakeholder confidence as well as attract investment opportunities.
 - 2.1.1.3. Managing any potential risks and improve on stakeholder relationship management in all engagements.
 - 2.1.1.4. Analyzing stakeholder needs, interests, and strategies as relates to Real People Kenya Limited so as to promote partnership, co-existence and shared prosperity.
 - 2.1.1.5. Acknowledge that the company exists to fulfil its objectives as determined by the shareholders and the policy is geared towards ensuring company objectives are fulfilled with due regard to recognizing the rights and interests of other stakeholders.



3. SCOPE

- 3.1. The scope of this policy is Real People Kenya Limited and will be applicable to the Shareholders, Board, RPKL Management and Stakeholders of the company.
- 3.2. This policy has been developed in compliance with the Capital Markets Act Cap 485A, the Capital Markets Authority (CMA) Code of Corporate Governance Practices for Issuers of Securities to the Public 2015 (the "Code"), The Companies Act, The Company's Memorandum and Articles of Association, and the Company's Board Charter and is to be read in tandem with other existing laws and policies.

4. STAKEHOLDER MANAGEMENT

- 4.1. A Stakeholder is an individual, group or organization that's impacted by the outcome of a project or a business venture within RPKL. Stakeholders have an interest in the success of the project and can be within or outside the organization that's sponsoring the project.
- 4.2. Stakeholder management is the process of identifying, prioritizing and engaging stakeholders throughout the product development process. It involves systematically identifying stakeholders; analysing their needs and expectations; and planning and implementing various tasks to engage with them.

4.3. Guidelines on Routine Stakeholder Management versus Crisis Stakeholder Management

- 4.3.1. **Routine Stakeholder Management** – It is the process by which the organization (RPKL) organizes, monitors, and improves its relationships with its stakeholders as part of a regular procedure rather than for a special reason.

4.3.1.1. Routine Stakeholder Management steps/ guide.

- 4.3.1.1.1. **Identification of the stakeholders-** RPKL shall prepare a list of individuals and groups who might be impacted by or have an impact on its projects or who have a statutory requirement to consult.

- 4.3.1.1.2. **Stakeholder Analysis-** The identified stakeholders will be analyzed based on:

- (a) Sentiment- How they might feel about the project or activity.
- (b) Influence- How much of an influence they could have on the project or activity.
- (c) Impact- How much of an impact the project can have on each stakeholder.
- (d) Interest- The stakeholder's level of interest in the project or activity.
- (e) Concerns- the stakeholder's top needs and priorities.



- (f) **Expectations-** How involved the stakeholders would expect to be as well as the kind of consultation or engagement process they might expect from RPKL as an organization.

4.3.1.1.3. **Stakeholder Management plan-** Follow the stakeholder analysis to determine the approach to be taken with each stakeholder. This may include how and when to engage the stakeholders, their needed input and when to communicate with them.

4.3.1.1.4. **Feedback, participation and Communication-** putting the plan into action, communicating with stakeholders and giving them an opportunity to provide feedback and participate. Good administrative practices to be observed by keeping a record of each stakeholder interaction in one place so that the team can build on conversations, strengthen relations and engage with individuals in a more meaningful way.

4.3.1.1.5. **Analysis and reflection-** Since the input will be received from stakeholders, there will be a need to collate the data and present the recommendations ensuring that they form a key part of the decision-making process. The stakeholders will be kept informed about the project and how their feedback is being used to influence decisions.

4.3.2. **Crisis Stakeholder Management-** This is a state whereby the organization communicates with the stakeholders for a special reason to minimize negative impacts, maintain control, and secure the support that the organization needs to move forward. It involves protecting the organization's reputation during a crisis.

4.3.3. In tough times, communicating with stakeholders is critical to minimizing negative impacts, maintaining control, and securing the support that the organization needs to move forward.

4.3.4. During a crisis, all key stakeholders are keen to know how the crisis incident will affect them. RPKL will develop a plan to give guidance since other stakeholder groups are likely to be drawn onto the crisis.

4.3.5. **Crisis stakeholder management steps/ guidelines.**

4.3.5.1. **Identification of a communication leader-** An overall communications coordinator whose involvement will include approving the content of key messages and communication with the stakeholders will be designated to manage the process.

4.3.5.2. **Building out a team-** a cross- functional communication team of senior- level staff responsible for developing a communications plan and decision making about what to communicate to the stakeholders will be formed.

4.3.5.3. **Creation of a coordinated plan-** An effective crisis communication plan that will give guidance on message delivery, and other factors that ensure consistency and credibility will be created. The plan will ensure the identification of key stakeholders and how to address them.

- 4.3.5.4. **Early Communication-** For stakeholders, the unknown is often worse than the reality of the situation; speculation fills the void in the absence of communication, while inconsistent messages fuel doubt and the rumor mill churns. In a crisis, the organization (RPKL) will need time to execute the plan considering that prompt communications can lengthen the runway to execute the recovery strategy.
- 4.3.5.5. **Keeping promises and being courageous-** The organization will ensure that the stakeholders receive the information directly rather than through a leak or social media.

4.4. **Identified Company Stakeholders and their interests.**

Stakeholder	Interest
Shareholder	To control the business by the number and value of shares they hold in the company.
Board of Directors	To set broad policies and make important decisions as a fiduciary on behalf of the company and its shareholders.
Chief Executive Officer	Expanding the company, driving profitability, and in the case of public companies, improving share prices.
Employees	To benefit from: job security. higher pay. improved working conditions.
Institutional Investors	Investors provide a company's capital to grow and expand its operations. Their main interest is the profits of a business.
Media	Partners with the business to expand the organization's reach and influence.
Regulator(s)	Supervise, license, regulate, issue instructions, and ensure the proper conduct of business i.e fair and legal to the highest standards.

5. **STAKEHOLDER ENGAGEMENT RESPONSIBILITIES**

5.1. **The Shareholder will ensure that:**

- 5.1.1. They attend and participate in all general meetings of the company as envisaged in the Company's MemArts, regulations and statutes.
- 5.1.2. They will exercise the overall supreme authority to ensure the company is a going concern by ensuring the company is adequately capitalized, equity and debt ratio are continuously monitored.



- 5.1.3. Competent, professional, and reliable directors are appointed to the Board of Directors to steer the company.
- 5.1.4. The board is comprised of both executive and non-executive directors as per the applicable regulations.
- 5.1.5. They change the composition of the board if it fails to meet its required standards and or objectives.
- 5.1.6. They review the board remuneration and where applicable, ensure it is attractive to attract diversified professionals to its board.
- 5.1.7. They determine the term of office for its directors.
- 5.1.8. They explore various engagement methods aimed at promoting continuous, professional, and meaningful engagement with its board of directors.
- 5.1.9. They receive relevant information on the company's performance through the distribution of annual reports and accounts, and half year results as a matter of best practice.
- 5.1.10. They are entitled to ask questions, seek clarification on the company's performance as reflected in the annual reports and accounts or on any matter that may be relevant to the company's performance and to receive explanation from the directors and/or management.
- 5.2. **The board of directors shall be constituted as per the RPKL Board Charter and will ensure that:**
 - 5.2.1. They shall be responsible for shareholder management.
 - 5.2.2. Their engagement with the shareholder is conducted both formally and informally.
 - 5.2.3. The annual General Meetings are scheduled and conducted without fail.
 - 5.2.4. They report to the shareholder on capital adequacy and advise on recapitalization when required.
 - 5.2.5. They report to the shareholder, responds on issues and or concerns and is accountable to the shareholder for the decisions, actions, and performance of the company.
 - 5.2.6. Their strategic plans and annual budgets are reviewed and approved at board level.
 - 5.2.7. The annual audits conducted, and directors' remuneration reports are tabled at general meetings.
 - 5.2.8. Auditors are appointed for each financial year.
 - 5.2.9. The CEO performance is reviewed annually and or before renewal of the appointment.
 - 5.2.10. They monitor the organizations performance and financial position.
 - 5.2.11. The board and its committees will ensure that they frequently meet to discuss on matters relating to the company.



- 5.2.12. They create and approves on an annual basis, the board work plan that generate board goals for each respective year.
- 5.2.13. They create and delegates to Board Committees assignments with an intention of getting an intrinsic involvement with the business.
- 5.2.14. They proactively manage the stakeholders' relationships and develop strategies to manage the relationships.
- 5.2.15. They ensure effective communication with stakeholders and supply relevant information and have regard for the best interests of the company in determining the information to be shared.

5.3. The board of directors, through the Board Audit and Risk Committee which will have the responsibility of ensuring:

- 5.3.1. Adherence to this and all other policies as well as formulation of any other policies and guidelines.
- 5.3.2. The company's income and expenses are well monitored.
- 5.3.3. Ensure that all the directors, management and employees are aware of their duties and responsibilities.
- 5.3.4. Evaluate risks that may arise including but not limited to financial and enterprise risk
- 5.3.5. Review and recommend to the full board any changes in product diversification.
- 5.3.6. Review the appointment of external and internal auditors.
- 5.3.7. Review of audit reports and systems in use by the company to run its operations.
- 5.3.8. Recommend to the full board and for shareholder consideration at a general meeting appointment of auditors and their remuneration.

5.4. The board of directors, through the Board Selection and Remuneration Committee will have oversight on the below:

- 5.4.1. Recommending to the full Board for shareholder consideration at a general meeting the appointment of new directors.
- 5.4.2. Appointment to persons to Chair the Board, and Board Committees.
- 5.4.3. Recommending the remuneration of persons acting as directors and chairpersons of the board and board committees.
- 5.4.4. Conduct annual evaluation of all the board members including the CEO Officer of the company.
- 5.4.5. Ensure continuous training of all directors.
- 5.4.6. Review staff numbers and remuneration.

5.5. The Chief Executive Officer

- 5.5.1. The CEO has the responsibility of ensuring the board of directors and management have continuous interaction.
- 5.5.2. Ensure that the Company complies with all the relevant or applicable laws in the execution of its operations.
- 5.5.3. The CEO will ensure that the Board is kept abreast of all strategic, financial, and operational issues in the company.
- 5.5.4. Oversees the general leadership, management, and strategic direction of the organization.
- 5.5.5. Establish and maintain efficient and adequate internal controls.
- 5.5.6. Report on violation of laws and remedial activities undertaken to ensure compliance.
- 5.5.7. The CEO has the responsibility of managing the regulators, media as well as industry bodies.

5.6. The Chief Commercial Officer

- 5.6.1. The CCO has the responsibility to manage regional government and authorities, service providers as well as local communities.

5.7. Employees

- 5.7.1. All employees of the company are required to be goodwill ambassadors of RPKL and are as such required to comply to the various stakeholder engagement guidelines as may be set out by the company in various policies.
- 5.7.2. The company may review any stakeholder engagement that is conducted by its staff to determine its effectiveness. This assessment may be conducted annually or on a need by need basis provided that the assessment may be conducted where the company is of the opinion that a breakdown in communication raises the need to consider the mode or frequency of communication.
- 5.7.3. Any individual acting on behalf of the company in stakeholder engagement should ensure they are authorized to do so.
- 5.7.4. Responsibility for stakeholder engagement is coordinated through the Legal and Compliance Department.

5.8. Institutional Investors

- 5.8.1. Institutional investors under the jurisdiction on the Capital Markets Authority (CMA) shall have transparent, honest, and fair practices in their dealings with the organization (RPKL).
- 5.8.2. They shall take up the role of stewardship as the representatives of their clients.



- 5.8.3. Are encouraged to make direct contacts with the company's (RPKL) management and Board to discuss performance and corporate governance matters as well as vote during the Annual General Meetings of the company.
- 5.8.4. Shall commit themselves to complying with principles of a code that governs the roles and responsibilities of institutional investors operating under the jurisdiction of the Capital Markets Authority.

5.9. **The Media**

- 5.9.1. The Board shall proactively engage the media in dissemination of important company information and issues relating to good corporate governance in order to inform and protect investors and other stakeholders.
- 5.9.2. Information to the media is to be released proactively on a timely basis to ensure effective reporting on corporate affairs as well as issues of corporate governance.
- 5.9.3. The management shall be in constant communication with the reporters who cover company events.

6. **EFFECTIVE COMMUNICATION WITH STAKEHOLDERS**

- 6.1. RPKL through its Board of Directors and management shall ensure there is effective, transparent, timely, consistent and high-quality stakeholder engagement across all communication channels and stakeholder groups.

6.2. **Guiding Principles**

- 6.2.1. RPKL's communication strategy shall be guided by the following principles:
 - 6.2.1.1. Transparency: Providing clear, accurate, and relevant information.
 - 6.2.1.2. Timeliness: Ensuring prompt dissemination of information.
 - 6.2.1.3. Accessibility: Making information easily available to all stakeholders.
 - 6.2.1.4. Consistency: Maintaining coherent messaging across all platforms.
 - 6.2.1.5. Inclusivity: Ensuring all stakeholder groups are adequately addressed.

6.3. **Communication Channels**

- 6.3.1. RPKL shall utilize a diverse range of communication channels, including but not limited to:
 - 6.3.1.1. In-person meetings (one-on-one and group sessions).
 - 6.3.1.2. Written correspondence (letters, reports, newsletters).
 - 6.3.1.3. Digital platforms (company website, email).
 - 6.3.1.4. Social media (official company accounts on relevant platforms).



- 6.3.1.5. Print media (newspapers).
- 6.3.1.6. Press releases and media briefings
- 6.3.1.7. Annual General Meetings.
- 6.3.1.8. Investor presentations.
- 6.3.1.9. Customer service hotlines
- 6.3.1.10. Employee town halls and internal communications platforms.

6.4. Stakeholder-Specific Communication

- 6.4.1. RPKL recognizes that different stakeholder groups have varying information needs and preferences.
- 6.4.2. RPKL shall tailor its communication approach for each key stakeholder group as follows:
 - 6.4.2.1. Shareholders and Investors: regular financial reports; timely disclosure of material information; dedicated investor relations section on the company website; Annual reports and sustainability reports; shareholder meetings.
 - 6.4.2.2. Employees: regular internal newsletters and memos; company-wide meetings and departmental briefings; internal communication platforms; employee feedback mechanisms and surveys; training and development programs.
 - 6.4.2.3. Customers: product information and updates; customer service channels (phone, email, chat); regular satisfaction surveys; loyalty programs and personalized communications; social media engagement.
 - 6.4.2.4. Regulators: timely submission of required reports and disclosures; proactive engagement on regulatory matters; participation in industry forums and consultations.
 - 6.4.2.5. Media: regular press releases and media briefings; designated company spokespersons; media kits and fact sheets; timely responses to media inquiries.
- 6.4.3. Each stakeholder group shall receive information relevant to their interests and through appropriate channels.

6.5. Content and Quality of Communication

- 6.5.1. All communication shall be:
 - 6.5.1.1. Clear, concise, and easily understandable by the intended audience.
 - 6.5.1.2. Accurate and fact checked before dissemination.
 - 6.5.1.3. Consistent with RPKL's core values and strategic objectives.
 - 6.5.1.4. Compliant with relevant laws, regulations and RPKL policies.

6.5.1.5. Culturally and linguistically sensitive where applicable.

6.6. Responsiveness and Feedback

- 6.6.1. RPKL shall respond promptly to stakeholder inquiries and concerns, with clarity on response times.
- 6.6.2. Regular feedback mechanisms shall be implemented to ensure two-way communication and continuous improvement of stakeholder relationships.
- 6.6.3. A system for tracking and analysing stakeholder feedback shall be maintained to inform future communication strategies.

6.7. Crisis Communication

- 6.7.1. A crisis communication team shall be established led by senior management and activated when necessary.
- 6.7.2. The crisis communication team shall be comprised of the CEO, CCO, Products and Marketing Manager, Legal and Compliance Officer.
- 6.7.3. Clear, factual, and timely information shall be provided to all relevant stakeholders.
- 6.7.4. Regular updates shall be given as the situation evolves.
- 6.7.5. Post-crisis analysis shall be conducted to improve future crisis communication.

6.8. Insider Information and Confidentiality

- 6.8.1. RPKL shall maintain strict protocols to:
 - 6.8.1.1. Protect confidential and insider information.
 - 6.8.1.2. Ensure equal access to material information for all stakeholders
 - 6.8.1.3. Train employees on handling sensitive information.

6.9. Monitoring, Evaluation and Continuous Improvement

- 6.9.1. Key performance indicators for communication effectiveness shall be established and tracked.
- 6.9.2. Annual stakeholder surveys shall be conducted to assess satisfaction with RPKL's communication.
- 6.9.3. The Board shall receive regular reports on stakeholder communication activities and their effectiveness.
- 6.9.4. Best practices in stakeholder communication shall be regularly reviewed and incorporated.
- 6.9.5. Communication strategies shall be periodically updated to reflect changing needs and technologies.
- 6.9.6. Regular training shall be provided to enhance staff communication skills.



6.9.7. The Legal and Compliance Department shall be responsible for ensuring compliance with all aspects of this section.

6.9.8. The Legal and Compliance Officer shall prepare the regular reports on stakeholder communication activities and their effectiveness for the Board, as mentioned in clause 6.9.3.

6.10. Governance and Oversight

6.10.1. The Board shall oversee the stakeholder communication strategy and shall be responsible for overseeing stakeholder communication.

6.10.2. The CEO and management team shall be responsible for day-to-day implementation of the communication strategy.

6.10.3. An annual review of the communication strategy shall be conducted and presented to the Board.

7. ACCOUNTABILITY, RISK MANAGEMENT, AND INTERNAL CONTROL

7.1. The Board has a responsibility to ensure adequate systems and processes of accountability, risk management and internal control are in place to achieve its strategic objectives.

7.2. The Board shall put in place adequate structures to enable the generation of true and fair financial statements.

7.3. Risk management is the practice of identifying and analyzing the risks associated with the business and taking adequate steps to manage these risks. Risk management should not be viewed as a reporting process to satisfy governance expectations only. The rigors of risk management should seek to provide interventions that optimize the balance between risk and reward in the Company.

7.4. Internal controls are important for risk management and the Board should be committed to articulating, implementing and reviewing the company's internal control system. '

7.4.1. Internal control is defined as;

"The process, effected by an entity's board of directors, management and other personnel, designed to provide reasonable assurance regarding the achievement of effectiveness and efficiency of operations, reliability of financial reporting, and compliance with applicable laws and regulations."

7.5. Financial and business reporting

7.5.1. There shall be a structure to independently verify and safeguard the integrity of the financial reporting process.

7.5.2. The Board shall put in place a structure of review and authorization designed to ensure the truthful and factual presentation of the company's financial position. This structure shall include:

7.5.2.1. Review and consideration of the financial statements by the Audit Committee; and

7.5.2.2. A process to ensure the independence and competence of the Company's external auditors.

7.5.3. The board shall explain in its annual report its responsibility for preparing the annual report and accounts and there shall be a statement by the external auditor about their reporting responsibilities as well as take full responsibility for the accuracy of the financial statements.

7.6. Risk recognition and management.

7.6.1. The board shall establish an effective risk management framework for the organization and determine the company's level of risk tolerance and actively identify, assess and monitor key business risks to safeguard shareholder's investment and company assets.

7.7. Internal Control System

7.7.1. The board shall put in place an effective system of internal control and review on a regular basis its adequacy and integrity as well as management of information systems including compliance with applicable rules, laws and regulations.

7.7.2. The board shall be committed to articulating, implementing and reviewing the company's internal control systems and set out its responsibility for internal control in the Board Charter.

7.7.3. The board shall delegate to the management the responsibility of designing, implementing and monitoring effectiveness of internal control system.

7.8. Checking on risk management and internal control practices.

7.8.1. The board shall confirm and review the effectiveness of the company's risk management and internal control practices on a regular basis. The review shall cover all material controls including financial, strategic, operational and compliance.

8. DISPUTE RESOLUTION

8.1. General Principles

8.1.1. RPKL shall be committed to resolving disputes in a fair, transparent, and timely manner.

8.1.2. All parties involved in a dispute shall be treated with respect and given equal opportunity to present their case.

8.1.3. Confidentiality shall be maintained throughout the dispute resolution process, except where disclosure is required by law.

8.1.4. RPKL encourages the use of alternative dispute resolution methods, such as negotiation, mediation, and arbitration, before resorting to litigation.

8.2. Internal Dispute Resolution

8.2.1. Informal resolution

8.2.1.1. Employees are encouraged to resolve minor disputes informally through open communication with their immediate supervisors or colleagues.

8.2.1.2. If informal resolution is not successful, employees should proceed to the formal grievance procedure.

8.2.2. **Formal Grievance Procedure**

8.2.2.1. The Grievance Procedure, Disciplinary Code and Procedures Policy shall apply.

8.2.2.2. All employees, supervisors, and managers are expected to familiarize themselves with and adhere to the processes defined in this policy.

8.2.2.3. The Human Capital department shall be responsible for maintaining and updating the Grievance Procedure, Disciplinary Code and Procedures Policy, and ensuring its consistent application across the organization.

8.2.2.4. Any amendments or updates to the grievance procedure shall be communicated to all employees in a timely manner.

8.2.3. **Whistleblowing**

8.2.3.1. RPKL's Whistle Blower Policy shall apply.

8.2.3.2. RPKL shall maintain confidential whistleblowing channels for reporting serious misconduct or unethical behaviour in accordance with the Whistleblowing Policy.

8.2.3.3. All whistleblowing reports shall be investigated thoroughly and impartially.

8.3. **External Dispute Resolution**

8.3.1. **Customer Complaints**

8.3.1.1. RPKL shall follow the procedures outlined in the company's Customer Service Policy.

8.3.1.2. A clear, easily accessible complaint resolution process shall be communicated to all customers through multiple channels, including the company website, product documentation, and customer service touchpoints.

8.3.1.3. The complaint handling process shall include the following steps:

8.3.1.3.1. Complaint receipt and acknowledgment within 24 hours.

8.3.1.3.2. Initial assessment and categorization of the complaint.

8.3.1.3.3. Investigation of the complaint.

8.3.1.3.4. Resolution and communication of the outcome to the customer.

8.3.1.3.5. Implementation of any necessary corrective actions.

8.3.1.3.6. Follow-up to ensure customer satisfaction with the resolution.

- 8.3.1.4. All customer complaints shall be logged in a centralized system, recording details such as the nature of the complaint, actions taken, and resolution provided.
- 8.3.1.5. RPKL shall establish and communicate clear timelines for resolving different categories of complaints.
- 8.3.1.6. Employees handling customer complaints shall receive regular training on effective complaint handling and customer service skills.
- 8.3.1.7. Unresolved complaints or those of a serious nature shall be escalated to senior management for review and resolution.
- 8.3.1.8. The Legal and Compliance department shall:
 - 8.3.1.8.1. Oversee the complaint handling process to ensure compliance with relevant laws and regulations.
 - 8.3.1.8.2. Handle complex complaints that may have legal implications.
 - 8.3.1.8.3. Provide guidance on the interpretation and application of company policies in complaint resolution.
 - 8.3.1.8.4. Assist in resolving escalated complaints that the customer service/product development & marketing department cannot resolve.
- 8.3.1.9. RPKL shall regularly analyse complaint data to identify trends, systemic issues, and opportunities for product or service improvements.
- 8.3.1.10. The Board of Directors shall receive periodic reports on significant customer complaints and the overall effectiveness of the complaint handling process.
- 8.3.1.11. RPKL shall establish a mechanism for customers to appeal decisions if they are unsatisfied with the initial resolution of their complaint.
- 8.3.1.12. RPKL shall periodically seek customer feedback on the complaint handling process and use this information to continually improve its procedures.
- 8.3.1.13. In cases where a complaint reveals a breach of regulations or internal policies, RPKL shall take appropriate corrective action and, if required, report to relevant regulatory authorities.
- 8.3.1.14. Customer Complaints Register:
 - 8.3.1.14.1. The Legal and Compliance department shall maintain a comprehensive Customer Complaints Register.
 - 8.3.1.14.2. This register shall record all customer complaints, including but not limited to: -
Date and time of complaint receipt - Customer's name and contact information -
Nature and details of the complaint - Products or services involved - Department



or individual responsible for handling the complaint - Actions taken to investigate and resolve the complaint - Resolution provided and date of resolution - Customer feedback on resolution (if available) - Any follow-up actions or long-term corrective measures implemented.

- 8.3.1.14.3. The register shall be updated in real-time as complaints are received and processed.
- 8.3.1.14.4. The Legal and Compliance department shall review the register regularly to identify patterns, recurring issues, or areas requiring systemic improvements.
- 8.3.1.14.5. Monthly reports summarizing the data from the Customer Complaints Register shall be generated and shared with senior management and relevant departments.
- 8.3.1.14.6. The register shall be maintained in a secure, confidential manner, complying with all relevant data protection regulations.
- 8.3.1.14.7. Access to the register shall be restricted to authorized personnel only, as determined by the Legal and Compliance department.
- 8.3.1.14.8. The register shall be retained for a period of at least seven years, or as required by applicable laws and regulations.
- 8.3.1.14.9. The Customer Complaints Register shall serve as a valuable tool for continuous improvement of RPKL's products, services, and customer relations processes.

8.3.2. **Shareholder Disputes**

- 8.3.2.1. Point of contact
 - 8.3.2.1.1. The Company Secretary shall be the primary point of contact for shareholder disputes.
 - 8.3.2.1.2. In the absence of the Company Secretary, the Legal and Compliance department shall assume this responsibility.
- 8.3.2.2. Types of Shareholder Disputes:
 - 8.3.2.2.1. RPKL recognizes various types of shareholder disputes, including but not limited to: Dividend-related disputes; Voting rights and shareholder meeting disputes; Share transfer and ownership disputes; Corporate governance and management disputes; Financial reporting and disclosure disputes; Minority shareholder rights disputes.
- 8.3.2.3. Dispute Resolution Process:



- 8.3.2.3.1. All shareholder disputes shall be addressed promptly and in accordance with the company's Memorandum and Articles of Association, as well as applicable laws and regulations.
- 8.3.2.3.2. Upon receipt of a dispute, the Company Secretary shall: - Acknowledge receipt within two business days, conduct an initial assessment of the dispute, categorize the dispute based on its nature and complexity, determine the appropriate resolution pathway.
- 8.3.2.4. Resolution Pathways:
 - 8.3.2.4.1. Direct Negotiation: For minor disputes, the Company Secretary shall attempt to resolve the issue through direct communication with the shareholder(s).
 - 8.3.2.4.2. Mediation: For more complex disputes, RPKL may propose mediation with an independent third-party mediator.
 - 8.3.2.4.3. Arbitration: If mediation is unsuccessful, arbitration may be suggested as per the arbitration clause in the company's Articles of Association.
 - 8.3.2.4.4. Litigation: As a last resort, disputes may be resolved through the court system.
- 8.3.2.5. Board Involvement:
 - 8.3.2.5.1. The Board of Directors shall be informed of all significant shareholder disputes.
 - 8.3.2.5.2. For disputes involving substantial financial implications or reputational risk, the Board shall be actively involved in the resolution process.
- 8.3.2.6. Shareholder Communication:
 - 8.3.2.6.1. RPKL shall maintain clear and open lines of communication with shareholders throughout the dispute resolution process.
 - 8.3.2.6.2. Regular updates on the progress of dispute resolution shall be provided to involved parties.
- 8.3.2.7. Preventive Measures:
 - 8.3.2.7.1. RPKL shall proactively address potential areas of shareholder disputes through clear policies and transparent communication.
 - 8.3.2.7.2. RPKL shall conduct regular shareholder education sessions on their rights and responsibilities.
- 8.3.2.8. Documentation:
 - 8.3.2.8.1. All shareholder disputes and their resolutions shall be thoroughly documented.

8.3.2.8.2. The Company Secretary shall maintain a confidential Shareholder Dispute Register, recording all disputes, actions taken, and outcomes.

8.3.2.9. Regulatory Compliance:

8.3.2.9.1. All dispute resolution processes shall comply with relevant laws, including the Companies Act and the Capital Markets Authority regulations.

8.3.2.9.2. Where required, RPKL shall report significant disputes to all the relevant regulatory bodies.

8.3.2.10. Confidentiality:

8.3.2.10.1. All shareholder disputes shall be handled with strict confidentiality.

8.3.2.10.2. Information shall only be shared on a need-to-know basis, unless disclosure is required by law.

8.3.3. **Supplier and Business Partner Disputes**

8.3.3.1. Contracts/Service Level Agreements with suppliers and business partners shall include clear dispute resolution clauses.

8.3.3.2. RPKL shall prioritize negotiation and mediation for resolving commercial disputes.

8.3.4. **Regulatory Disputes**

8.3.4.1. RPKL shall maintain open communication channels with regulatory bodies.

8.3.4.2. Regulatory disputes shall be handled by the Legal and Compliance department in consultation with senior management.

8.3.4.3. RPKL shall cooperate fully with regulatory investigations while protecting the company's legal rights.

8.4. **Alternative Dispute Resolution (ADR)**

8.4.1. Mediation

8.4.1.1. RPKL shall offer mediation as a first step in resolving complex disputes with external stakeholders.

8.4.1.2. External, independent mediators shall be engaged for this process.

8.4.1.3. The cost for mediation shall be shared equally between the parties unless otherwise agreed.

8.4.2. Arbitration

8.4.2.1. If mediation is unsuccessful, RPKL may propose arbitration as an alternative to litigation.



8.4.2.2. Arbitration proceedings shall be conducted in accordance with the Arbitration Act of Kenya.

8.4.2.3. The arbitration award shall be final and binding on both parties.

8.5. Litigation

8.5.1. Litigation shall be considered as a last resort when all other methods of dispute resolution have been exhausted.

8.5.2. The decision to initiate or defend litigation shall be approved by the Board of Directors for complex disputes.

8.5.3. RPKL shall engage a competent legal counsel from its panel of Advocates to represent its interests in all litigation matters.

9. TRAINING AND AWARENESS

9.1. RPKL is committed to ensuring all employees, directors, and relevant stakeholders are adequately informed about and trained in the implementation of this Corporate Governance & Stakeholder Relations Policy.

9.2. Board of Directors - New board members shall receive a comprehensive induction on the company's corporate governance framework. Annual refresher training on corporate governance shall be provided to all board members.

9.3. Employees - All new employees shall receive training on this policy during onboarding. Annual refresher training shall be mandatory for all employees. Specialized training shall be provided based on roles and responsibilities.

9.4. Executive Management - Senior and middle management shall receive advanced training on policy implementation and enforcement.

9.5. Stakeholder Awareness - RPKL shall develop programs to educate external stakeholders about the company's corporate governance practices and engagement processes.

9.6. Training Methods - Various methods including in-person workshops, e-learning modules, and webinars shall be employed.

9.7. Record Keeping - The Human Capital department shall maintain comprehensive training records. The Human Capital department, in collaboration with Legal and Compliance, shall oversee all training and awareness programs.

9.8. Evaluation - The effectiveness of these programs shall be evaluated annually and improved as needed.

10. MONITORING AND REPORTING

10.1.1. The company acknowledges that improved stakeholder engagement will ultimately create an environment that:



- 10.1.1.1. Is attractive to potential investors, ensures collaborative workplace relations among its employees, creates brand loyalty thereby improving the company turnover.
- 10.1.1.2. Make certain that the company treats all its shareholders equally and fairly by continuous engagement and updating them on all relevant issues. This enables them to participate in the affairs of the company.
- 10.1.1.3. Encourages integrity, ethical and responsible decision making as there is continuous engagement within the company, its directors, and shareholders.
- 10.1.1.4. Disclosures and transparency in all activities of the company is encouraged; the board and management are at all times required to inform the shareholders on any issue that potentially affects the company.
- 10.1.1.5. The CEO will work with the executive management team (Exco) to ensure that relevant approval limits are set so as to ensure accountability on all financial related issues for the company.
- 10.2. The Internal Audit Department of the company will be required to annually evaluate fidelity to this policy.
- 10.3. The organization shall have a Governance Audit conducted annually and the report shared with the Board.

11. Non- Compliance

- 11.1. Non-Compliance to this policy may result in reputational, financial and or commercial loss to the company. This may in turn trigger disciplinary action against the staff that may lead to termination or suspension without pay depending on the extent of Non-compliance of the offense.

12. Policy Review

- 12.1. This policy shall be reviewed every two (2) years from the date of signing but may be reviewed before the said timeline if the need arises.

End

Signed By: Dr. Robert Shibutse

CEO – RPKL



DATE 02/10/2024