

KENYA REINSURANCE CORPORATION LIMITED

PROPOSAL TO THE SHAREHOLDERS FOR APPROVAL OF POLICIES

The Board of Directors hereby presents to the shareholders the following policies for approval in line with the requirements of the Capital Markets (Public Offers, Listings and Disclosures) Regulations, 2023:

- a. Remuneration policy ;
- b. Corporate disclosure policy;
- c. Effective communication with stakeholders policy;
- d. Dispute resolution for internal and external disputes policy; and
- e. Board diversity policy.

The policies comprise item 9 in the agenda of the Annual General Meeting to be held on 20th June 2025.

The policies are attached to this brief and as summarised in the table below:





DRAFT POLICIES IN SUMMARY

	Policy name	Summary
1.	Board Diversity Policy	<ul style="list-style-type: none">a. Purpose: to promote a diverse and inclusive board of directors.b. Scope: the policy applies to the appointment, evaluation, and development of board members.c. Diversity Goals and Key Principles: the Corporation will seek to recruit board members based on a range of diversity perspectives, including gender, race, ethnicity, age, geographic location, education, professional experience, cultural background, expertise, skills and know-how.d. Recruitment and selection: the Board Human Resource and Nomination Committee is tasked with ensuring diversity goals and key principles are achieved in selecting individuals to be nominated as Directors.e. Evaluation and monitoring: the Board will periodically review its diversity profile and measure progress against the diversity goals and targets outlined in the policy.f. The Human Resource and Nominations Committee will be responsible for overseeing the implementation of the policy and reporting on progress to the full board and stakeholders.g. Training: the policy also addresses training and development of directors on matters relating to diversity and inclusion to enhance their understanding and effectiveness in promoting an inclusive board environment.
2.	Remuneration Policy	<ul style="list-style-type: none">a. Purpose: to outline the principles and framework for the remuneration of directors, senior management and employees of the Corporation.

		<p>b. Scope: applies to all directors, management and other employees of the Corporation.</p> <p>c. Governance and Oversight: the Board of Directors is responsible for overseeing the implementation of this policy through the Human Resource and Nominations Committee.</p> <p>d. Remuneration for Directors: shall be as guided by guidelines issued by the Government of Kenya on directors' remuneration.</p> <p>e. Remuneration for Staff: employees will be remunerated in accordance with their role, experience and qualifications. The remuneration will include basic salary and benefits such as health insurance, pension contributions, transportation allowances, performance bonus and other employee benefits that will be determined by the Board from time to time.</p> <p>f. Performance Evaluation: annual performance evaluations will be conducted to assess the effectiveness of directors, management and other employees.</p> <p>g. Disclosure and Transparency: commitment to ensuring full disclosure and transparency in the remuneration practices.</p>
3.	Stakeholders Communication Policy	<p>a. Purpose: to establish a framework for effective, timely, and transparent communication with both internal and external stakeholders of the Corporation.</p> <p>b. Scope: applies to all directors, management, other employees and third-party representatives acting on behalf of the Corporation.</p> <p>c. Stakeholder Identification: lists the key stakeholders including shareholders/investors, employees, subsidiaries in all jurisdictions, regulators, customers/clients, suppliers, contractors, business partners, local communities, civil society organizations, media and the general public.</p>

		<p>d. Communication Principles: accurate and transparent, timely and consistent, inclusive and accessible, and compliant.</p> <p>e. Communication Channels:</p> <p>For shareholders: Annual General Meetings (AGMs), Investor briefings,</p> <p>For employees: Internal newsletters, staff meetings, HR announcements, internal communication platforms (e.g. intranet, email), town halls,</p> <p>For regulators: periodic reports, compliance updates, formal meetings, regulatory disclosures</p> <p>Customers: Customer service platforms, website, social media, product newsletters</p> <p>Suppliers/Partners: Contractual correspondence, supplier portals, onboarding and performance reviews</p> <p>Community: Community outreach programs, CSR events, stakeholder forums, grievance and complaint mechanisms</p> <p>Media & Public: Press releases, media interviews, briefings, official statements, website updates</p> <p>f. Establishment of Two-Way Engagement and Feedback Mechanisms e.g. feedback forms and surveys, suggestion boxes, stakeholder forums and roundtables, liaison offices and hotlines, dedicated email and contact points for investor and customer queries and complaints.</p> <p>g. Implementation and Responsibilities: the Board shall oversee the policy and ensures its alignment with corporate strategy and governance. The CEO and Management are responsible for operationalizing the policy across departments. Corporate Affairs Department shall coordinate and monitor stakeholder engagement initiatives.</p>
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4.	Corporate Disclosures Policy	<ul style="list-style-type: none"> a. Purpose: to ensure that the company complies with regulatory requirements and maintain transparency with stakeholders by providing timely, accurate and relevant information in accordance with regulatory requirements and international standards. b. Disclosure Obligations: include financial and regulatory disclosures c. Timeliness and Frequency of Disclosures: half year, annual and ad hoc. d. Disclosure Channels: public announcements through press releases, investor briefings and the website, AGM, and through filings with regulatory authorities. e. Ethical and Confidentiality Considerations: maintain accuracy of disclosures, ensure confidentiality agreements are not violated and that no material information is disclosed inappropriately before official publication and release to the public. f. Audit and Oversight: the Board Audit Committee will oversee the process of financial reporting and disclosure.
5.	Dispute Resolution Policy (Internal & External)	<ul style="list-style-type: none"> a. Purpose: to establish a framework for managing and resolving both internal and external disputes in a structured, timely, fair and confidential manner while upholding the Company's core values, enhance stakeholder confidence, and ensuring compliance with applicable legal and regulatory requirements. b. Scope: applies to all employees, management, Board members, shareholders, business partners, contractors, suppliers, and other stakeholders engaging with the Company. c. Core principles: fairness, confidentiality, transparency, timeliness, compliance, non-retaliation for whistleblowers.

		<p>d. Dispute Categories: Internal Disputes (Employees, Management, Board); External Disputes (Shareholders, Vendors, Clients, Contractors)</p> <p>e. Resolution mechanisms:</p> <p>Internal Disputes - encourage resolution at the first instance through informal channels (informal negotiation) before escalating to formal channels (i.e to HR and management) for facilitated mediation. Provide employees with access to grievance redress mechanisms to allow them to file formal complaints through an established grievance procedure.</p> <p>External Disputes - provide designated channels for submission of disputes and promote use of Alternative Dispute Resolution (ADR) methods such as negotiation, mediation and arbitration to achieve amicable settlements.</p> <p>f. Legal Recourse: as a last resort</p> <p>g. Training and Awareness: for employees and management on conflict resolution.</p> <p>h. Roles and Responsibilities: Human Resource Department oversees internal grievance processes and maintains records, Legal Department provides advise on dispute resolution strategies, compliance, and manage litigation/arbitration processes and ensures adherence to policy in dispute handling, Board Committees address high-level and governance-related disputes.</p>
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