



Safaricom Dispute Resolution Policy

RAPID Matrix

Decision Point	Input	Agree	Recommend	Decide	Performance
Board approval of the Board Dispute Resolution Policy in line with the requirements of the CMA Code of Corporate Governance	Legal & Secretarial Services team	Chief Corporate Affairs Officer	Safaricom Plc Board Risk and ESG Committee	Safaricom Plc Board of Directors	Safaricom Plc Board of Directors

Document Review

Next Review Date	Documentation will be reviewed on need be basis and/or in response to changes in our working arrangements, in line with integrated documented information procedure.
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Document History and Version Control

Date	Version	Reason for Change / Change Detail	Training/ Awareness required? (Y/N)	If yes, specify if individual or group training
May 2021	1.0	Update to comply with the Capital Markets Authority (CMA) recommendations.	N	N/A
August 2023	1.1	Review cycle	N	N/A

Executive Approval

Designation:
Chief Corporate Affairs Officer
Chief Executive Officer

Board Approval

Board Risk and ESG Committee	Recommender
Safaricom Board of Directors	Approver

1. Purpose

Safaricom Plc (the Company) recognizes that disputes involving the Company are an inevitable part of doing business. On this basis, Safaricom has formulated this policy to establish a mechanism for resolving such disputes in a cost effective and timely manner and to avoid the recurrence of these disputes.

2. Applicability

This Policy applies to the Company and its Board, including the boards of its subsidiaries and associate companies. The Policy seeks to provide a mechanism for settling all disputes in relation to the Board including:-

- a) between directors
- b) by a director regarding a decision by the Board
- c) By a director regarding a board policy, process or procedure

3. Principles

The Policy advocates that the following principles should be adhered to by all parties to the dispute:-

- a) confidentiality with regard to all board matters and material
- b) professionalism and mutual respect for each other's point of view
- c) commitment to resolving the dispute
- d) constructive criticism
- e) effective communication

4. Roles and Responsibilities

- 4.1 It is the collective responsibility of the Board to deal with disputes in an efficient and effective manner.
- 4.2 The Chairman and the Board must ensure that once a dispute arises, it is dealt with in a fair and timely manner.
- 4.3 The Board is responsible for ensuring that disputes are handled in confidence and where the dispute is between individuals, that the directors involved are accorded the necessary respect.

5. Reporting Process

5.1 Internal Dispute Resolution Process

- 5.1.1 The aggrieved director(s) should inform the Chairman of the Board either orally or in writing, of the dispute. The Chairman will in turn acknowledge any written correspondence and notify the Board as soon as is reasonably practical.
- 5.1.2 The Chairman shall (when not involved in the dispute or an interested party), in a private meeting, mediate between the disputing directors or attempt to resolve the matter amicably within 14 days.
- 5.1.3 Where the Chairman is unable to resolve the conflict or where the Chairman is an interested party, the Board shall refer the matter to an ad-hoc Committee constituted for this purpose, which shall be chaired by an Independent NonExecutive Director¹ nominated by the Board.
- 5.1.4 The occurrence of these meetings and the associated process must be transparent to the Board.
- 5.1.5 The Chairman or the ad-hoc committee shall formally report back to the Board on the outcome of its deliberations and make formal recommendations to the Board on the resolution of the dispute.
- 5.1.6 The Board shall consider and agree on the recommendation of the Chairman or the ad-hoc Committee.

5.2 External disputes

- 5.2.1 An aggrieved external party may write to the CEO of the Company by making a formal complaint in writing.
- 5.2.2 The CEO shall refer the matter to the Chief Corporate Affairs to take the appropriate action based on the applicable Company Guidelines and Policies.

6. Related policies and procedures

This Policy should be read in conjunction with the following:-

- a) Safaricom's Code of Ethics
- b) Safaricom's Articles of Association
- c) The Companies Act, 2015.

7. Policy Review

¹ or Non-Executive Director where there is no Independent Non-Executive Director

7.1 The Board will review this policy every two years to ensure that it remains consistent with the Board's objective and responsibilities and the Code.

7.2 The Chairperson will sign the approved policy.

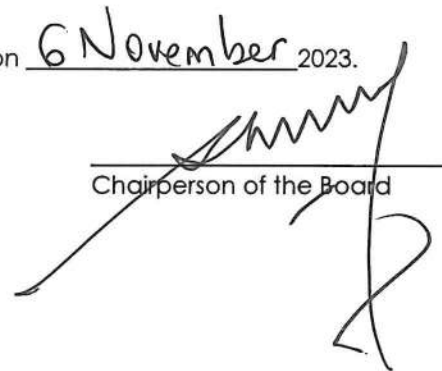
8. Approval

This Policy was discussed and recommended for approval by the Risk and ESG Committee on 28th March 2021, Minute 58/2021.

This Policy was approved by the Board of Directors on 6 November 2023.

Karen Kandie
Karen Kandie (Nov 15, 2023 10:35 GMT+3)

Chairperson of Risk and ESG Committee


Chairperson of the Board

