



Disputes Resolution Policy

Adopted on 2026

TABLE OF CONTENTS

1.	Introduction	3
2.	Purpose.....	3
3.	Scope.....	3
4.	Guiding Principles of Disputes Resolution	4
5.	Alternative Dispute Resolution Framework.....	4
5.1.	Informal Resolution of Disputes.....	4
5.2.	Mediation.....	4
5.3.	Conciliation.....	5
5.4.	Ombudsman Engagement.....	5
5.5.	Referral to Board of Directors	5
5.6.	Arbitration.....	5
6.	Litigation.....	7
7.	Special Provisions for Shareholders' Disputes	7
8.	Regulatory Disputes.....	7
9.	Dispute Resolution Clause in Contracts	7
10.	Roles and Responsibilities.....	7
11.	Confidentiality.....	8
12.	Record Keeping.....	8
13.	Training and Awareness.....	8
14.	Review and Updates	8
15.	Derogation and Compliance	8
15.1.	Derogation.....	8
15.2.	Compliance	9
16.	Contact Information	9
17.	Effective Date	9

1. Introduction

This Disputes Resolution Policy (hereinafter referred to as the “Policy”) for Sameer Africa PLC (“the Company”) has been prepared in line with the provisions of the Code of Corporate Governance Practices for Issuers of Securities to the Public, 2015, the Capital Markets (Public Offers, Listings and Disclosures) Regulations, 2023, and in accordance with the provisions of the Company’s Board Charter and Articles of Association.

The Board is committed to establishing a disputes resolution process that is transparent, fair and compliant with regulatory requirements to support the Company’s strategic objectives and sustainability goals.

This Policy is formulated to guide the handling of disputes that may arise within the Company or with external parties. It aims to minimize disruption to business operations and to protect stakeholder interests by expeditiously handling any disputes through the use of Alternative Dispute Resolution (ADR) mechanisms such as mediation, arbitration, and conciliation, before recourse to litigation.

2. Purpose

This Policy aims to establish a disputes resolution process based on the following objectives:

- a) **Clarity and Consistency:** To establish a standard procedure for dispute resolution to ensure uniformity across all departments and situations.
- b) **Early Resolution:** To encourage resolution at the earliest possible stage to prevent escalation.
- c) **Risk Mitigation:** To reduce the impact of disputes on the Company's financial health, operations, and reputation.
- d) **Compliance:** To ensure that all dispute resolution processes adhere to all applicable laws, Nairobi Securities Exchange (NSE) Listing Rules, CMA regulations and Code of Corporate Governance for Issuers of Securities to the Public, 2015.
- e) **Organizational Culture:** To promote a culture of dialogue, accountability, and continuous improvement.

3. Scope

This Policy applies to the board of directors, management, employees, and key stakeholders of the Company and covers the following:

- a) **Internal Disputes:** Conflicts between employees, departments, Management, and Board members. These may include issues related to roles, responsibilities, ethics, or workplace environment.
- b) **External Disputes:** Conflicts involving customers, vendors, shareholders, regulators, and other third parties. These may involve contract performance, product or service delivery, or compliance issues.

The Policy shall be implemented through the Board Nominations and Remuneration Committee (“BNRC”), which shall make recommendations to the Board for consideration and approval.

4. Guiding Principles of Disputes Resolution

- a) Confidentiality: All parties involved in dispute resolution processes must maintain the confidentiality of the information shared during the proceedings.
- b) Impartiality: Neutrality must be maintained in all processes, and where applicable, independent mediators or arbitrators shall be engaged.
- c) Efficiency: Disputes must be handled swiftly to minimize disruption to the business and preserve resources.
- d) Fairness and Equity: Both parties must be given equal opportunity to present their cases without fear or prejudice.
- e) Compliance: All resolutions must conform to applicable laws and regulatory guidelines.

5. Alternative Dispute Resolution Framework

5.1. Informal Resolution of Disputes

- i) Disputes should first be resolved through direct, respectful dialogue between the concerned parties.
- ii) Dispute resolution through dialogue should be initiated within 5-7 business days of the issue being raised informally or formally.
- iii) If not resolved through dialogue, the informal dispute should be escalated to the relevant Supervisors and Heads of Department, relevant Board Committee or the Board of Directors as appropriate, for informal settlement.
- iv) Supervisors, Heads of Department and Board Directors are responsible for fostering a workplace culture that encourages open communication, early conflict identification, and resolution without escalation. They must ensure that stakeholders feel supported and that complaints or misunderstandings are addressed quickly, without fear of retaliation or bias.
- v) The use of internal grievance mechanisms and complaint handling procedures should be encouraged.
- vi) If informal dialogue fails to resolve the dispute within 30 calendar days of the dispute arising, or if either party chooses, the parties may proceed to mediation.

5.2. Mediation

- i) Mediation will entail a structured, voluntary process where a neutral third-party mediator assists the disputing parties in identifying issues, clarifying misunderstandings, and finding common ground therefore facilitating a voluntary, non-binding resolution.
- ii) The Company will appoint mediators accredited by the CMA, NSE, or reputable mediation institutions in Kenya.
- iii) Mediation should commence within 30 calendar days after failed dialogue and be completed within 60 calendar days, subject to the Mediator's evaluation.
- iv) The Mediator will not impose a decision but will help to facilitate a mutually agreeable outcome. The process should remain confidential and non-adversarial.
- v) If mediation fails, parties may proceed to conciliation, arbitration or litigation as agreed.

5.3. Conciliation

- i) Conciliation is available as an additional voluntary process (can be alternative to mediation), where a neutral third party actively assists the disputing individuals in identifying the issues, exploring solutions, and proposing non-binding recommendations.
- ii) The Company will appoint conciliators accredited by bodies like the Mediation Accreditation Committee (MAC) or through the CIArb Kenya.
- iii) Unlike mediation, the Conciliator may suggest possible terms of settlement based on industry practices or fairness principles especially for issues that involve technical or sensitive matters. The outcome will be documented and may be adopted as a formal agreement if accepted by both parties.
- iv) Where the Company opts to use conciliation as an alternative to mediation, the conciliation process should commence within 30 calendar days after failed dialogue and/or mediation, and be completed within 60 calendar days, subject to the Conciliator's evaluation.

5.4. Ombudsman Engagement

- i) In situations involving grievances related to ethics, employee welfare, or administrative decisions, the Company may refer disputes to an internal or external ombudsman, as an alternative to mediation process.
- ii) The ombudsman will serve as an independent and confidential resource who will receive complaints, investigate impartially, mediate concerns, and recommend corrective action.
- iii) The ombudsman will operate outside normal managerial hierarchies to ensure objectivity and build trust among stakeholders.

5.5. Referral to Board of Directors

All disputes with potential reputational or financial risks should be escalated to the Board of Directors irrespective of resolution process adopted.

5.6. Arbitration

- i) In cases where the above steps (6.1 to 6.6) are unsuccessful, inappropriate due to the nature or seriousness of the issue, or where a binding resolution is necessary, arbitration is the preferred formal dispute resolution mechanism.
- ii) Arbitration will be conducted in accordance with the Arbitration Act, 1995 (Cap. 49) and any relevant NSE or CMA arbitration guidelines.
- iii) Arbitration shall be:
 - Binding and final: The arbitrator's award is final and enforceable in Kenyan courts.
 - Confidential: Proceedings and awards are confidential unless disclosure is required by law.
- iv) Arbitrator Appointment:
 - For claims up to KES 10 million, a sole arbitrator will be appointed.

- For claims exceeding KES 10 million, a panel of three arbitrators will be appointed (one nominated by each party and the third appointed by mutual agreement or the arbitration institution).
- v) Location: Arbitration hearings will be held in Nairobi, Kenya, unless otherwise agreed.
- vi) Language: Proceedings will be conducted in English.
- vii) Timelines: Arbitration should be initiated within the statutory limitation period applicable to the dispute (typically 3 to 6 years depending on the nature of the claim).
- viii) Costs: Each party bears its own costs unless the arbitrator orders otherwise.

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6. Litigation

- a) The Company commits to exhausting ADR options before resorting to litigation.
- b) Litigation in Kenyan courts will be considered as a last resort.
- c) It will only be considered when all ADR methods (negotiation, mediation, conciliation and arbitration) have been exhausted, or are not applicable, or when required by law such as in cases of regulatory breaches, criminal conduct, or where urgent court intervention (e.g., injunctions) is necessary.
- d) Prior to initiating litigation, the matter must be reviewed and approved by the Company's Board of Directors, with input from the Legal Department. This is to ensure that litigation is pursued only when it aligns with the Company's risk appetite, legal obligations, and strategic interests. The Company shall continue to evaluate the potential for settlement throughout the litigation process.

7. Special Provisions for Shareholders' Disputes

- a) Shareholders are encouraged to resolve disputes related to share ownership, dividends, or voting rights through the Company's Share Registrar.
- b) If unresolved, disputes will follow the pathway outlined above of alternative dispute resolution and litigation as a last resort.
- c) The Company will facilitate access to CMA or NSE-accredited mediators/arbitrators experienced in capital markets disputes.
- d) Shareholders may also access the NSE's Investor Protection Fund and dispute resolution mechanisms where applicable.

8. Regulatory Disputes

In dealing with CMA, NSE, or other regulatory bodies, the Company shall adopt a cooperative approach. The objective is to resolve issues amicably while ensuring compliance. If necessary, mediation or arbitration may be pursued. Litigation will only be considered where these efforts fail or are legally insufficient.

9. Dispute Resolution Clause in Contracts

All commercial contracts executed by the Company shall include a standard dispute resolution clause outlining:

- The preferred ADR mechanisms.
- The applicable jurisdiction and governing law.
- Procedures for selecting arbitrators, conciliators or mediators.

10. Roles and Responsibilities

Role	Responsibility
Board of Directors	<ul style="list-style-type: none"> • Provide oversight and approve strategic or sensitive dispute resolution decisions. • Oversight of Disputes Resolution Policy implementation and review • Approval of Policy updates.
Company Secretary	<ul style="list-style-type: none"> • Coordinate dispute resolution processes

	<ul style="list-style-type: none"> • Liaise with regulatory bodies and mediators.
Management	<ul style="list-style-type: none"> • Facilitate internal dispute resolution and dialogue processes. • Ensure compliance with this Policy.
Legal Department	<ul style="list-style-type: none"> • Provide legal advice. • Manage arbitration and litigation. • Ensure compliance.
Audit, Risk and Corporate Governance Committee	Review disputes with governance or risk implications and recommend action.
Directors, Employees and other Stakeholders	Engage in dispute resolution in good faith and adhere to this Policy.

11. Confidentiality

All parties involved in dispute resolution must maintain strict confidentiality regarding all communications, documents, and proceedings, except where disclosure is required by law or regulatory authorities.

12. Record Keeping

- The Company shall maintain records of all disputes, mediation sessions, arbitration proceedings, and outcomes for a minimum of seven years.
- Records will be securely stored and accessible only to authorised personnel.

13. Training and Awareness

- The Company will conduct periodic training for directors, management, and employees on dispute resolution procedures and best practices.
- New vendors and contractors shall be informed of this Policy during onboarding.
- Shareholders and investors will be informed of this Policy through the Company's website, annual reports, and shareholder communications.

14. Review and Updates

- This Policy will be reviewed every three (3) years by the Board of Directors to ensure its continued relevance, effectiveness, and alignment with evolving best practices and regulatory requirements.
- The Board may amend and update this Policy as it deems necessary at the recommendation of the BNRC and is free to implement any supplementary or other policies and guidelines for better implementation of this Policy.

15. Derogation and Compliance

15.1. Derogation

The Board may, upon recommendation of the BNRC, deviate from the Policy if exceptional circumstances provide valid reasons to do so and may only be temporary until a new policy is adopted. Exceptional circumstances are circumstances in which

deviation is necessary to serve the long-term prospects and sustainability of the Company.

15.2. Compliance

Where the terms of this Policy differ from any existing or newly enacted law, articles, rule or regulation governing the Company, the law, article, rule or regulation will take precedence over this Policy and procedures until this Policy is changed to conform to the law, article, rule, or regulation.

16. Contact Information

For questions or to initiate a dispute resolution process, please contact:

The Managing Director
Sameer Africa PLC
P.O. Box 30429-00100
Nairobi, Kenya
+254 730 156 222
info@sameerafrica.com

17. Effective Date

This Policy will be effective from the date of approval of the Board.

Approved and adopted by the members of the Company 2026.