KENYA PIPELINE COMPANY PLC

INSIDER TRADING POLICY

CMA Code of Corporate Governance for Issuers of Securities to the Public 2015 I Capital Markets (Securities) (Public Offers, Listings and Disclosures) Regulations, 2023 I Capital Markets Act, 2012

Approved by	Board of Directors
Policy Owner	Company Secretary / Chief Compliance Officer
Effective Date	
Review Cycle	Annual
Version	1.0

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1. POLICY OVERVIEW AND PURPOSE

SCOPE

This Policy applies to all Directors, Officers, Employees, and Connected Persons of Kenya Pipeline Company PLC, a company listed on the Nairobi Securities Exchange (NSE), and its subsidiaries.

This Insider Trading Policy (the 'Policy') establishes the rules and procedures governing trading in the securities of Kenya Pipeline Company PLC (hereinafter 'the Company') and of other companies whose securities may be affected by information obtained in the course of employment or engagement with the Company. It is issued in accordance with the Capital Markets Act (Cap. 485A, Laws of Kenya), the Capital Markets (Securities) (Public Offers, Listings and Disclosures) Regulations 2023, the CMA Code of Corporate Governance for Issuers of Securities to the Public 2015, the Capital Markets (Market Surveillance, Market Conduct and Customer Protection) Regulations 2010, and the NSE Listing Manual.

The objectives of this Policy are to:

- Prohibit trading in securities on the basis of material non-public information.
- Prevent the unlawful disclosure of inside information to third parties.
- Protect the Company, its Directors, Officers, and Employees from legal liability arising from insider trading violations.
- Maintain the integrity and reputation of the Company and the capital markets of Kenya.
- Ensure full compliance with applicable Kenyan laws, regulations, and NSE rules; and
- Establish a reporting framework consistent with best international practice.

2. LEGAL AND REGULATORY FRAMEWORK

2.1 Applicable Legislation and Regulations

This Policy is grounded in the following legislative and regulatory framework applicable in Kenya:

Term	Definition
Capital Markets Act (Cap. 485A)	The primary legislation regulating capital markets in Kenya; prohibits insider dealing under Sections 32A - 32L and empowers the Capital Markets Authority (CMA) to investigate and prosecute violations.
The Capital Markets (Public Offers, Listings and	Prescribes requirements for listed companies including disclosure obligations, continuous reporting, and conduct of transactions by insiders.

Term	Definition
Disclosures) Regulations, 2023	
CMA (Market Conduct) Regulations, 2011	Governs market surveillance, prohibits market manipulation, defines standards of market conduct for intermediaries and listed entities.
NSE Listing Manual	The NSE requires listed companies to maintain and enforce insider trading and dealing policies as a condition of continued listing.
Companies Act, 2015 (Cap. 486)	Imposes duties on directors including the duty to avoid conflicts of interest and the duty not to misuse confidential corporate information.
Kenya Revenue Authority (Income Tax Act)	Profits from insider trading transactions may attract tax liability and investigation by KRA in addition to CMA enforcement.

2.2 Key Statutory Prohibitions

Sections 32A to 32L of the Capital Markets Act expressly prohibit any person who is an insider from:

1. Dealing in securities of the company to which the inside information relates;
2. Encouraging or inducing another person to deal in such securities; and
3. Disclosing inside information to any other person except in the proper performance of employment, office, or profession.

CRIMINAL LIABILITY	Insider trading is a criminal offence under Section 32L of the Capital Markets Act. A person convicted may be liable to a fine of up to KES 5,000,000 or imprisonment for up to 7 years and payment of twice the amount of the gain made or loss avoided, in addition to civil remedies including disgorgement of profits and compensation to injured parties. A company convicted may be liable to a fine of up to ten million shillings and payment of twice the amount of the gain made or loss avoided.

3. DEFINITIONS

For the purposes of this Policy, the following terms shall have the meanings assigned to them below:

Term	Definition
Inside Information	Information of a precise nature which is not generally available to the public, which relates directly or indirectly to the Company or its securities, and which, if made public, would be likely to have a significant effect on the price or value of those securities.
Insider	Any person who possesses inside information by virtue of: (a) being a Director, Officer, or Employee of the Company; (b) holding a participation in the Company's share capital; (c) having access to information through the exercise of employment, profession, or duties; or (d) having obtained the information by criminal means or any other means.
Director	Any member of the Board of Directors of the Company, including Executive and Non-Executive Directors.
Officer	The Chief Executive Officer, Chief Finance Officer, Chief Operating Officer, Company Secretary, and any other senior management personnel so designated by the Board.
Employee	Any person employed by the Company or any of its subsidiaries under a contract of service, contract for service, or secondment arrangement.
Connected Person	In relation to a Director or Officer: (a) spouse, son, adopted son, step-son, son-in-law, daughter, adopted daughter, step- daughter, daughter-in-law, father, step-father, father-in-law, mother, step-mother, mother- in-law, brother, step-brother, brother-in-law, sister or step-sister, sister-in-law, cousin, grandchild or spouse of a grandchild, or any person in the Director's household; (b) any company in which the Director or Officer holds more than 5% of the voting rights; (c) any trust; (d) associates deemed to have personal or commercial relationships and (e) any partnership. The conflict of interest provisions set out in the Company's Articles of Association shall apply in all cases and shall prevail over this Policy in the event of any inconsistency.

Term	Definition
Material Information	Any information that a reasonable investor would consider important in deciding whether to buy, hold, or sell securities.
Blackout Period / Prohibited Period	A period during which Designated Persons and Employees are prohibited from dealing in Company securities, as further described in Section 6 of this Policy.
Trading Window	A period outside of a Blackout Period during which Designated Persons may deal in Company securities, subject to the absence of inside information.
Tipping	The act of passing material non-public information (MNPI) from an insider to another person (the “tippee”), who then uses that information to trade in securities or further disclose it.
Dealing	Any transaction involving the acquisition, disposal, subscription, or exchange of securities, including the exercise of options or other derivatives, pledging of securities as collateral, and entry into any contract for differences.
Securities	Includes shares, bonds, debentures, notes, commercial paper, stock options, warrants, convertible instruments, and any derivative instruments relating to such securities listed on or dealt in on the NSE.

4. SCOPE OF APPLICATION

4.1 Persons Covered

This Policy applies to all of the following persons:

- All Directors (Executive and Non-Executive) of the Company;
- All Officers and senior management of the Company;
- All permanent, contract, and temporary Employees of the Company and its subsidiaries;
- Connected Persons of Directors and Officers where inside information may have been shared with them;
- External advisors, consultants, auditors, legal counsel, and investment bankers who receive inside information in the course of an engagement with the Company;
- Any other person who obtains inside information directly or indirectly from any of the above.

4.2 Securities Covered

This Policy applies to trading in:

- All securities of the Company listed on the Nairobi Securities Exchange and any other cross – listed Exchange where the Company's shares are listed ;
- Any financial instrument whose value is derived from or references the Company's securities, including options, futures, contracts for differences, swaps, and any other derivative instruments.

5. PROHIBITED CONDUCT

5.1 Prohibition on Insider Trading

No person covered by this Policy shall, while in possession of inside information relating to the Company or any other listed company:

1. Deal in, or attempt to deal in, the relevant securities;
2. Encourage, counsel, or procure any other person to deal in the relevant securities;
3. Disclose inside information to any other person except where such disclosure is made in the proper performance of employment, office, or profession;
4. Enter into any transaction that has the economic equivalent of a purchase or sale of the relevant securities; or
5. Cancel or amend a pre-existing order to trade in the relevant securities.
6. Trade in the securities of companies that are the subject of merger, acquisition, or other material transaction negotiations involving KPC.

5.2 Absolute Prohibitions (At All Times)

The following dealings are prohibited at all times, irrespective of whether the person is in possession of inside information:

Prohibited Activity	Explanation	Rationale
Short-selling Company securities	Short selling is the practice of selling securities that an investor does not own, usually by borrowing them, with the intention of buying them back later at a lower price and profiting from the difference.	Creates a financial incentive adverse to the Company's performance and investor confidence.
Hedging or pledging Company securities as collateral for margin loans or personal loans without prior Management approval	Taking personal loans using the Company shares as security	Creates a forced-sale risk that may require trading during blackout periods

Prohibited Activity	Explanation	Rationale
Speculative short-term trading (within 30 days of purchase)	Buying and selling shares within a very short period	Rapid round-trip transactions are inconsistent with long-term investment and may constitute market manipulation
Front-running Company announcements	This involves it involves trading based on advance knowledge of price-sensitive information before it is made public	Dealing in KPC securities ahead of a price-sensitive announcement gives the trader an unfair market advantage and leads to legal and regulatory consequences
Disclosure of material non public information via social media	This involves involves unauthorised disclosure of sensitive information on social media platforms	Only the authorised representative of the Company is permitted to make public announcements on its behalf as the information may be material and price-sensitive

5.3 Tipping

The prohibition on tipping is broad and includes any communication — whether verbal, written, electronic, or otherwise — of inside information to a third party who may use it to deal in securities. The tipper may be held equally liable as the trader, even where no personal benefit was received.

CAUTION	The prohibition on insider trading applies even where the person believes the information will not move the market, intends to trade only a small quantity, plans to return any profits, or believes others already know the information. No such defence is available under Kenyan law.

6. BLACKOUT PERIODS AND TRADING WINDOWS

6.1 Scheduled Blackout Periods

No Designated Person shall deal in Company securities during the following scheduled Blackout Periods. The trading window shall be closed 30 days prior to:

- **Declaration of Financial results (quarterly, half-yearly and annual);**
- **Declaration of dividends (interim and final);**
- **The occurrence of any event identified as material information under the Capital Markets Act; and**
- **Any information which, if disclosed, in the opinion of the person disclosing the same is likely to materially affect the prices of the securities of the Company.**

The period of closure shall be effective 30 days prior to the Board Meeting approving the financial results or making a recommendation to pay a dividend, up to 24 hours after the Price Sensitive Information is submitted to the Stock Exchange or such other period as shall be determined by the Board or applicable law.

It should be noted that:

- The trading window shall be opened 24 hours after the information referred above is made public.
- All Directors, Officers, Designated Employees of the Company shall conduct all their dealings in the securities of the Company only during the free period and shall not deal in any transaction involving the purchase or sale of the Company's securities during the prohibited periods or during any other period as may be specified by the Company from time to time.

6.2 Event-Driven Blackout Periods

In addition to scheduled blackouts, the Company Secretary may declare an event-driven Blackout Period upon the occurrence or reasonable anticipation of any undisclosed material development. Such periods shall commence upon written notice to affected persons and shall expire upon public announcement or upon the Company Secretary's written confirmation that the relevant event has not materialised.

6.3 Trading Windows

A Trading Window is available to Designated Persons during the following periods, provided that they are not in possession of inside information:

- From the second trading day after release of full-year results until the commencement of the next Blackout Period;
- From the second trading day after release of interim results until the commencement of the next Blackout Period; and
- Such other periods as the Company Secretary may designate in writing.

The Company Secretary shall circulate a notice to all Designated Persons indicating the commencement and anticipated end-date of each Trading Window. A Trading Window may be closed at any time by the Company Secretary where circumstances so require.

7. DISCLOSURE AND REPORTING OBLIGATIONS

7.1 Post-Trade Notification

Every Designated Person who completes a dealing in Company securities must notify the Company Secretary in writing within two (2) business days of the transaction date, using a prescribed Form ITP-02 (appended as Schedule 3). The notification must include:

- Date(s) of transaction;
- Nature of transaction (purchase, sale, transfer, exercise of option, etc.);
- Number and class of securities dealt in;

- Transaction price(s) and aggregate consideration;
- Name and details of broker or counterparty;
- Running total of securities of the Company held by the Designated Person and Connected Persons following the transaction; and

7.2 Reporting to the NSE and CMA

The Company Secretary shall, in accordance with the NSE Listing Manual and applicable CMA regulations, disclose to the NSE and the CMA all dealings by Directors and substantial shareholders within five (5) business days of receipt of notification from the Designated Person.

7.3 Initial and Annual Disclosures

Every existing Director, Officer and Designated Employee of the Company and newly joined Director, Officer and Designated Employee of the Company on being appointed as such, shall disclose to the Company, the number of Securities or voting rights in the Company held by him and their dependent family members.

Each Director and Officer shall provide an annual declaration to the Company Secretary, no later than 31st July of each year, disclosing:

- All dealings in Company securities made in the preceding financial year;
- Their total current direct and indirect holdings in Company securities;
- Any dealings by Connected Persons during the preceding financial year; and
- Any outside directorships or interests that may give rise to a conflict of interest.

7.4 Register of Insiders

The Company Secretary shall maintain a Register of Insiders which shall record the names and contact details of all Designated Persons and other persons who are from time to time in possession of inside information. The Register shall be updated promptly and shall be made available to the CMA upon request.

8. PERMITTED DEALINGS AND EXCEPTIONS

8.1 Employee Share Ownership Plan

The exercise of share options acquired under an approved ESOP remains subject to the Trading Window requirements set out in this Policy.

8.2 Gifts and Inheritance

The receipt of Company securities by way of gift, inheritance, or pursuant to a court order does not constitute a dealing for the purposes of this Policy; however, the Designated Person must notify the Company Secretary in writing within five (5) business days of acquiring knowledge of such receipt.

8.3 Trading

8.3.1

Insiders covered by the Rules may only buy or sell securities after 24 hours following the publication of the year end audited accounts, an interim report, or other similar announcements of a financial accounting nature. An interim report refers to the unaudited half year results which are published. Insiders may give specific instructions to their stockbrokers on the dates that they are able to acquire or dispose of securities.

8.3.2 Pre-clearance of trades during the Blackout Period

An insider may, with the written authority of the General Manager (Internal Audit), be allowed to buy and sell KPC securities at the Nairobi Securities Exchange during the restricted periods in limited exceptional circumstances which will include instances of acute financial constraints or where the insider in question is required by a Court Order to transfer or sell the securities of the Company.

9. CONFIDENTIALITY OF INSIDE INFORMATION

9.1 Obligation of Confidentiality

All persons who receive inside information by reason of their employment, office, or engagement with the Company are under a strict obligation of confidentiality. Inside information must be:

- Held on a need-to-know basis;
- Not disclosed to any person who does not require it for a legitimate business purpose;
- Protected from accidental disclosure through careless conversation, email, or document handling;
- Not discussed in public places, over unsecured communications channels, or within hearing of unauthorised persons; and
- Returned or destroyed upon the conclusion of the assignment or employment, as directed.
- Kept confidential even after the end of employment / engagement of Connected Persons until such time as the information is made public.

9.2 Project Walls and Information Barriers

Where the Company is engaged in a material transaction or corporate event involving multiple internal teams and external advisors, the Company Secretary shall implement appropriate information barriers ('Chinese walls') to prevent the cross-contamination of inside information between teams.

9.3 Selective Disclosure

No Director, Officer, or Employee shall selectively disclose material non-public information about the Company to analysts, institutional investors, journalists, or any third party, except through formal public disclosure channels including press releases, NSE announcements, or CMA regulatory filings.

10. ADMINISTRATION AND GOVERNANCE

10.1 Responsibility for Policy Administration

The primary responsibility for the administration of this Policy shall rest with the Compliance Officer for insider trading purposes.

Compliance Officer

The Company shall appoint a Compliance Officer or designate such other officer of the Company to undertake the duties of a Compliance Officer as follows:

Duties of the Compliance Officer

- Maintain a record of designated employees and any changes made to the list of Connected Persons.
- In consultation with the Group Managing Director / Board of Directors, specify Prohibited Periods from time to time and immediately make an announcement thereof to all concerned.
- Maintain a record of Prohibited Periods specified from time to time.
- Be responsible for setting forth policies, procedures, monitoring adherence to the rules for the preservation of 'Price-Sensitive Information', pre-clearing of Designated Employees' and their dependents' trades, monitoring of trades and the implementation of the Code of Conduct.
- Maintain records of all the declarations submitted in the appropriate form given by the Directors, Officers, and Designated Employees for a minimum period of three years.
- Place before the Group Managing Director / Board of Directors, on a monthly basis, all details of dealings in securities by Directors and Officers of the Company.
- Inform the Nairobi Securities Exchange of any price sensitive information on an immediate basis.
- Be responsible for overseeing and co-ordinating disclosure of price sensitive information to the NSE, analysts, shareholders and media.
- Report to the NSE any violation with respect to Insider Trading.

10.2 Board Oversight

The Board Audit and Risk Committee shall be responsible for the oversight and periodic review of this Policy. The Committee shall receive a quarterly report from the General Manager (Internal Audit) detailing:

- All pre-clearance applications received to trade within the Blackout period and decisions made;
- Any suspected violations or investigations initiated; and
- Any changes to the Register of Insiders.

10.3 Annual Review

This Policy shall be reviewed at least annually by the Company Secretary and the Board Audit and Risk Committee, and shall be updated to reflect any changes in applicable law, regulation, or best practice.

10.4 Training and Awareness

The Company shall:

- Provide mandatory insider trading training to all new Directors, Officers, and Employees as part of the onboarding process;
- Conduct at least one refresher training session per year for all Designated Persons;
- Distribute a copy of this Policy (and any amendments thereto) to all persons covered by it; and
- Require all covered persons to acknowledge in writing their receipt and understanding of the Policy upon joining and upon each revision.

11. SANCTIONS AND ENFORCEMENT

11.1 Regulatory and Criminal Sanctions

Violations of Kenyan insider trading laws may attract the following regulatory and criminal consequences:

Category	Applicable Sanction	Authority
Criminal prosecution for insider dealing	Fine up to KES 5 million and/or imprisonment up to 7 years	Director of Public Prosecutions / CMA
Civil liability for profits	Disgorgement of all profits and compensation to injured parties	Capital Markets Authority
Administrative penalty	Fine of up to KES 10 million per violation for a body corporate	Capital Markets Authority
Prohibition order	Disqualification from serving as director or officer of a listed company	Capital Markets Authority / High Court
Suspension / delisting	Suspension of trading in Company securities	Nairobi Securities Exchange

11.2 Internal Disciplinary Sanctions

Without prejudice to applicable legal sanctions, violations of this Policy shall be subject to internal disciplinary proceedings as per the Company's prevailing Human Resources Manual and Procedures. Depending on the severity of the breach, sanctions may include:

- Written warning;
- Suspension without pay pending investigation;
- Demotion or removal from Designated Person status;
- Forfeiture of bonuses, unvested share awards, and other benefits;
- Summary dismissal for gross misconduct; and
- Referral of the matter to the CMA or law enforcement authorities.

11.3 Civil Liability

A person who has traded on inside information may be required by a court of competent jurisdiction to compensate any person who has suffered loss as a result of such trading. Directors and Officers should note that civil liability may arise independently of criminal proceedings and does not require proof beyond a reasonable doubt.

12. REPORTING OF VIOLATIONS AND WHISTLEBLOWING

12.1 Duty to Report

Every person covered by this Policy who becomes aware of, or has reasonable grounds to suspect, a violation or potential violation of this Policy or the applicable laws on insider trading is required to report such concern promptly to the Company Secretary, the Chief Compliance Officer, or through the Company's anonymous whistleblowing hotline.

12.2 Whistleblower Protections

The Company is committed to protecting whistleblowers from any form of retaliation. In accordance with the Company's Whistleblowing Policy:

- No person who makes a bona fide report of a suspected violation shall be subjected to dismissal, demotion, harassment, or any adverse employment action on account of such report;
- Reports may be made anonymously through the designated hotline or reporting mechanism;
- The identity of a reporter shall be kept confidential to the extent permitted by law; and
- Any act of retaliation against a whistleblower shall itself constitute a disciplinary offence.

12.3 Investigation Procedures

All reports of suspected violations shall be investigated by or under the supervision of the Chief Compliance Officer and, where the alleged violator is an Officer or Director, by the Board Audit and Risk Committee. Investigations shall be conducted fairly, impartially, and in accordance with the rules of natural justice.

13. OBLIGATIONS WITH RESPECT TO THIRD PARTIES AND ADVISORS

Where the Company engages external advisors, legal counsel, financial advisors, auditors, or other third parties who may, in the course of their engagement, receive inside information, the Company Secretary shall:

- Include appropriate confidentiality and insider trading undertakings in the engagement letter or non-disclosure agreement;

- Maintain a record of all persons who receive inside information and the nature of the information disclosed;
- Notify external advisors in writing of the applicable Blackout Periods when their engagement involves a material transaction; and
- Ensure that external advisors who are listed in the Register of Insiders are made aware of their statutory obligations under the Capital Markets Act.

14. GENERAL PROVISIONS

14.1 No Limitation on CMA or NSE Powers

This Policy supplements, but does not limit or replace, the powers and requirements of the Capital Markets Authority and the Nairobi Securities Exchange.

14.2 Conflict with Applicable Law

In the event of any conflict between any provision of this Policy and applicable Kenyan law or regulation, the applicable law or regulation shall prevail.

14.3 Jurisdiction

This Policy shall be governed by and construed in accordance with the laws of Kenya. Any dispute arising from or in connection with this Policy shall be subject to the jurisdiction of the Kenyan courts.

14.4 Policy Amendments

The Board of Directors reserves the right to amend, supplement, or repeal this Policy at any time. Amendments shall take effect upon Board approval and communication to covered persons.

14.5 Acknowledgement of Policy

All persons to whom this Policy applies are required to sign and return to the Company Secretary a completed Acknowledgement Form (Form ITP-01, appended as Schedule 1 within fifteen (15) business days of first receiving this Policy, and within ten (10) business days of receiving any revised version.

15. BOARD APPROVAL AND VERSION HISTORY

Term	Definition
Policy Title	Insider Trading Policy
Issuing Authority	Board of Directors of Kenya Pipeline Company PLC
Policy Owner	Company Secretary / Chief Compliance Officer
Effective Date	
Review Date	Annual or upon material change in applicable law
Version	1.0

This Policy was reviewed and approved by the Board of Directors of KPC PLC at a duly constituted meeting held on [Date].

Signed for and on behalf of the Board	Signed for and on behalf of the Board
Signature: ________________________ Name: ________________________ Position: Chairman Date: ________________________	Signature: ________________________ Name: ________________________ Position: Company Secretary Date: ________________________

SCHEDULE 1 — FORM ITP-01: POLICY ACKNOWLEDGEMENT FORM

I, the undersigned, hereby acknowledge and confirm that:

1. I have received and read the Insider Trading Policy of Kenya Pipeline Company PLC dated [Date] (Version 1.0);
2. I understand the obligations imposed on me by this Policy and by the Capital Markets Act (Cap. 485A) and related regulations;
3. I understand that non-compliance with this Policy may result in disciplinary action, regulatory sanctions, and/or criminal prosecution;
4. I agree to comply with all provisions of this Policy at all times during my employment, directorship, or engagement with the Company; and
5. I will promptly notify the Company Secretary if I have any doubt as to whether a proposed dealing complies with this Policy.

Term	Definition
Full Name	
ID Number / Passport Number	
Position / Title	
Department / Business Unit	
Date of Acknowledgement	
Signature	

To be retained by: Company Secretary — KPC PLC

SCHEDULE 2 — FORM ITP-02: POST TRADE NOTIFICATION FORM

Name of Staff	
Staff Number	
National ID Number	
Designation	
Email address	
Mobile Number	
Date(s) of transaction	
Nature of transaction (purchase, sale, transfer, exercise of option, etc.)	
Number and class of securities dealt in	
Transaction price(s) and aggregate consideration	
Name and details of broker or counterparty	
Running total of securities of the Company held by the Staff following the transaction	

— End of Policy —