LONGHORN
PUBLISHERS PLC
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DISPUTE RESOLUTION POLICY

2026

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1. INTRODUCTION

Longhorn Publishers PLC ("the Company") is committed to the highest standards of corporate governance, ethical conduct, and maintaining positive relationships with all its stakeholders. This policy provides a structured, fair, and transparent framework for resolving disputes in a timely, efficient, and cost-effective manner, thereby minimizing operational disruptions, legal risks, and reputational damage.

This policy is established in accordance with the laws of Kenya, including the Companies Act, the Arbitration Act, the Capital Markets Act, the CMA Code of Corporate Governance for Issuers of Securities to the Public, and the NSE Listing Rules.

2. POLICY STATEMENT

Longhorn Publishers PLC is dedicated to the peaceful, timely, and fair resolution of all disputes - whether internal (among staff, management, or directors) or external (with shareholders, regulators, suppliers, authors, or other third parties). The Company affirms its responsibility to create a working and business environment where disputes are addressed promptly and constructively, with the aim of achieving sustainable and amicable resolutions.

3. POLICY PURPOSE

a) Provide a standardised approach for resolving disputes involving Longhorn Publishers PLC.
b) Safeguard the rights of all parties while ensuring legal and regulatory compliance.
c) Prevent escalation of issues by encouraging early and constructive engagement.
d) Preserve the Company's integrity, brand, and stakeholder confidence.

4. POLICY OBJECTIVES

The primary objectives of this Dispute Resolution Policy are to:

a) Provide a clear and predictable process for raising and resolving both internal and external disputes.
b) Encourage the resolution of disputes at the earliest possible stage through negotiation
c) Ensure that all disputes are handled fairly, impartially, and with due regard to the rights and obligations of all parties involved.
d) Minimize the costs and time associated with dispute resolution.
e) Preserve and strengthen stakeholder relationships wherever possible.
f) Ensure compliance with regulatory requirements and promote stakeholder confidence in the Company's governance structures.

5. POLICY SCOPE

This policy applies to all disputes involving the Company and its stakeholders, including but not limited to:

- **Internal Stakeholders:** Directors, employees,
- **External Stakeholders:** Customers, suppliers, shareholders, regulators, authors, partners, the community and other third parties.

6. DEFINITIONS

a) **ADR (Alternative Dispute Resolution):** Methods of resolving disputes outside of formal court litigation. It primarily includes negotiation, mediation, and arbitration.
b) **Arbitration:** A formal ADR process where a neutral third party (an arbitrator) hears the dispute and makes a decision that is legally binding on the parties.
c) **CMA:** The Capital Markets Authority of Kenya.
d) **Dispute:** Any disagreement, conflict, or claim arising out of or in connection with the Company's business, operations, or relationships, which the parties have been unable to resolve through routine communication.
e) **Litigation:** The process of resolving a dispute through the formal court system.
f) **Mediation:** A voluntary and confidential ADR process where a neutral third party (a mediator) facilitates communication and negotiation between the parties to help them reach a mutually acceptable settlement. The mediator does not impose a decision.
g) **NSE:** The Nairobi Securities Exchange.
h) **Stakeholder:** Any individual, group, or organization that has an interest in the Company, including its shareholders, employees, directors, customers, suppliers, and the community.

7. GUIDING PRINCIPLES

All dispute resolution activities under this policy shall be guided by the principles of:

a) **Fairness:** All parties will be given a reasonable opportunity to present their case.
b) **Confidentiality:** Proceedings will be kept confidential to the extent permitted by law and regulation.
c) **Timeliness:** Disputes will be addressed and resolved as promptly as possible.
d) **Cost-Effectiveness:** The Company will prioritize methods that are financially efficient.
e) **Preservation of Relationships:** The chosen resolution method should, where appropriate, aim to maintain the ongoing business relationship between the parties.

8. INTERNAL DISPUTE RESOLUTION PROCEDURE

This procedure applies to disputes between internal stakeholders.

8.1 Informal Discussion & Negotiation

Parties are encouraged to resolve their differences amicably through direct and open discussion. The relevant Head of Department and the Human Resources Manager may facilitate these discussions.

8.2 Formal Notification

If informal resolution fails, the aggrieved party must submit a formal, written "Notice of Dispute" to the Human Resource Manager.

8.3 Internal Mediation

Upon receipt of the Notice, the Human Resource Manager shall, within ten (10) business days, convene a meeting.

For employee or departmental disputes, the meeting will be facilitated by the Head of HR and/or a neutral senior manager. For shareholder or director disputes, the meeting will be chaired by the Chairman of the Board (or a designated non-executive director if the Chairman is a party to the dispute). The goal is to reach a mediated internal settlement.

8.4 Escalation to Board Committee

If internal mediation is unsuccessful, the matter shall be formally escalated to the Board's Nomination and Governance Committee (or another appropriate committee as determined by the Board). The Committee will review the dispute and make a recommendation to the Board for a final internal decision.

9. EXTERNAL DISPUTE RESOLUTION PROCEDURE

This procedure applies to disputes between the Company and external stakeholders.

9.1 Direct Negotiation

The first course of action is direct negotiation between the external party and their primary contact at the Company (e.g., Chief Finance Officer, Sales Manager, Customer Service Officer, Publishing Manager). The objective is to resolve the matter promptly through professional dialogue.

9.2 Formal Escalation and Notification

If negotiations fail, the external party should be directed to submit a formal "Notice of Dispute" to the Group Managing Director or Company Secretary.

9.3 Alternative Dispute Resolution (ADR)

The Company is committed to using ADR as the primary method for resolving external disputes to avoid costly and lengthy litigation.

a) Mediation

- The Company will propose mediation to the other party within fourteen (14) business days of receiving the formal notice.
- The parties will jointly appoint a certified mediator from a reputable body such as the Nairobi Centre for International Arbitration (NCIA) or the Chartered Institute of Arbitrators (Kenya Branch).
- Each party will cover the costs of mediation.
- If a settlement is reached, it will be documented in a legally binding settlement agreement.

b) Arbitration

- If mediation fails or is deemed inappropriate for the dispute, the Company will proceed to arbitration.
- Arbitration will be conducted in accordance with the Arbitration Act of Kenya and the rules of a chosen arbitral institution (e.g., NCIA).
- The decision of the arbitrator(s) shall be final and binding on all parties.

9.4 Litigation

Litigation will be considered a last resort, to be used only when ADR has failed or is clearly unsuitable for the nature of the dispute (e.g., where urgent injunctive relief is required). The decision to initiate or proceed with litigation must be approved by the Chief Executive Officer and, for material disputes, the Board of Directors.

10. ROLES AND RESPONSIBILITIES

- Board of Directors: Holds ultimate responsibility for this policy and for overseeing the resolution of material disputes that pose a significant risk to the Company.
- Nominations and Governance Committee: Responsible for reviewing the effectiveness of this policy and receiving reports on significant ongoing disputes.
- Company Secretary: Acts as the central point of contact for the initiation of formal disputes, maintains the dispute register, and ensures proper procedure is followed, particularly for corporate governance matters.
- Head of Human Resources: Manages and oversees all employee-related disputes in line with this policy and the HR Manual.
- All Managers and Employees: Responsible for understanding and adhering to this policy and for attempting to resolve disputes at the earliest and most informal stage possible.

11. REPORTING AND RECORD KEEPING

The Company Secretary and Compliance Officer shall maintain a confidential register of all formal disputes, documenting their nature, status, and final outcome.

A summary report on material disputes, including potential financial or reputational exposure, shall be presented to the Audit and Risk Committee on a quarterly basis, and to the full Board as deemed necessary. Any dispute that is material in nature must be disclosed to the CMA and NSE in accordance with disclosure obligations.

12. POLICY REVIEW

This policy shall be reviewed by the Board of Directors at least once every two (2) years, or more frequently if there are significant changes in legislation, regulation, or the Company's operating environment.

This Policy was approved by the Board of Directors on 17th September 2026 and signed on its behalf by:

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PROF. GITHU MUIGAI, EGH, SC
GROUP CHAIRMAN

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MS. EMMA MILOYO
CHAIR, NOMINATIONS, GOVERNANCE AND HUMAN RESOURCE COMMITTEE