

BOC KENYA PLC

BOARD DISPUTE RESOLUTION POLICY

Purpose

BOC Kenya PLC (BOC) recognizes that group dynamics underpin the Board's ability to effectively execute its responsibilities. A Board's contribution is made through incisive questioning and constructive debate. Whilst Board members are encouraged to express their views candidly, debate them rigorously and find consensus it is expected that directors will not always agree on everything and on occasion, rigorous debate can lead to a dispute between Board members. A dispute may also arise between directors from factors outside of the Board and the Company.

BOC advocates prompt and fair resolution of any disputes, conflicts, or disagreements that may arise from time to time, and that may threaten or disrupt proper functioning of the Board.

This document provides guidance on the Board dispute resolution process to ensure that the process adopted by the Board best serves the interest of the Company whilst preserving stakeholder relationships.

Applicability and Parties

This Policy applies to the Board of BOC and also applies to all disputes in relation to the Board, including;

- Between directors;
- By a director regarding a Board policy, process or procedure; and
- By a director regarding a decision of the Board.

Principles

The Policy advocates that the following principles are adhered to by each director:

- **Confidentiality** with regard to Board matters and materials;
- **Mutual Respect** for another director's point of view;
- **Commitment** to resolving the dispute;
- **Collegiality** in the Boardroom and interactions;
- **Effective Communication** that allows one to get ideas across in a clear and concise manner; and
- **Constructive Consensus.**

Roles and Responsibilities

It is the collective responsibility of the Board to deal with disputes in an efficient and effective manner.

The Chairman and the Board must ensure that once a dispute arises, it is dealt with in a fair and timely manner.

The Board is responsible for ensuring that disputes are handled in confidence and where the dispute is between individuals, that directors involved are accorded the necessary respect.

Dispute Resolution Process

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.

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.

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 Non-Executive Director nominated by the Board. In instances where there is no Independent Non-Executive Director available to chair the ad-hoc Committee the Board may nominate a Non-Executive Director.

The occurrence of these meetings and the associated process must be transparent to the Board.

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.

The Board shall consider and agree on the recommendation of the Chairman or the ad-hoc Committee. A decision by the majority of the directors shall be a decision of the Board. Where there are equal votes the Chairman shall have a casting vote. Where the Chairman is an interested party and there are equal votes then the person nominated by the directors to preside shall have a casting vote. The Board shall consider all the information in relation to the dispute and will use its best endeavors to resolve any disputes.

Related Policies and Procedures

This Policy should be read in conjunction with:

The Board Charter;

The Code of Ethics;

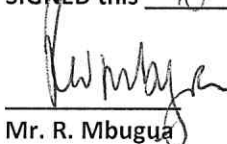
The Companies Act 2015; and

The Memorandum & Articles of Association of the Company.

APPROVAL:

This Policy was reviewed and approved by the Nominations and Corporate Governance Committee on 4 December 2018 and Approved by the Board of Directors of BOC Kenya PLC on Wednesday 5 December 2018.

SIGNED this 6 day of December 2018



Mr. R. Mbugua
Chairman of the Nominations and Corporate Governance Committee, and
Chairman of the Board