

**CORPORATE GOVERNANCE REPORTING TEMPLATE FOR ISSUES OF SECURITIES TO THE PUBLIC**

TO BE FILLED IN LINE WITH THE REQUIREMENTS OF THE CODE OF CORPORATE GOVERNANCE PRACTICES FOR ISSUERS OF SECURITIES TO THE PUBLIC, 2015

Company Name (in full)

BOC KENYA PLC

Reviewer's Name

Stock Code:

Sector: MANUFACTURING

Year: YEAR ENDED 31 DECEMBER 2019

Date of Financial Year End: 31 DECEMBER 2019

Chairman Signature

CEO Signature

Company Secretary Signature

Company Details to be Provided:

Company market to book ratio at end of financial year

No of outstanding shares at end of financial year

Closing price of stock at end of financial year

Net sales as per Income Statement at end of financial year

Net profit as per Income Statement at end of financial year

Total debt (short and long term) as per Balance Sheet at end of financial year

Total equity as per Balance Sheet at end of financial year

Total no. of Board members at end of financial year

No. of independent directors at end of financial year

No. of non-executive directors at end of financial year

1.28

19,525,446

58

975,863,000

55,901,000

NIL

1,439,390,000

8

4

6

Mandatory 'apply or explain'	or Part No.	Question	Kenya Code Reference	Application - FA, PA or NA - See Notes 1, 2, 3&4	Application or Explanation - Note 3 & 4	Source of Information
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Mandatory 'apply or explain'	or Part No.	Question	Kenya Code Reference	Application - FA, PA or NA - See Notes 1, 2, 3&4	Application or Explanation - Note 3 & 4	Source of Information
	A	<b>INTRODUCTION</b>				
M	A.1	Has the company developed and published a Board Charter which is periodically reviewed and which sets out the Board responsibility for internal control?	1.1.2, 2.6.2, 6.3.2	FA	The Company has a Board Charter which outlines the roles, responsibilities and powers of the Directors and Board Committees. It also sets out the Boards responsibility for internal control. The Board Charter is periodically reviewed by the Board and last reviewed on 26 March. It is published on the Company's website and further disclosed in the Governance Report Section of the 2019 Annual Report.	Board Charter is published on website -www.boc.co.ke. Board Charter also disclosed in the Governance Report Section of the 2019 Annual Report Pg.45
M	A.2	Do the Board Charter or company documents distinguish the responsibilities of the board from management in line with Code requirements?	1.1.2, 2.3.1, 2.3.2, 2.6.2	FA	The Board Charter sets out the separation of roles between the Board and Management including the Chairman and the MD. The Charter also sets out the roles and responsibilities of the Board in discharging its fiduciary and leadership functions. Directors roles and responsibilities are also delineated in their Letters of Appointment. A description of the Board's responsibilities and how it operates and reference to their Letters of Appointment are disclosed in the Governance Report section of the 2019 Annual Report.	Board Charter published on website - www.boc.co.ke. Board Charter also disclosed in the Governance Report Section of the 2019 Annual Report Pg.45
A or E	A.3	Is there a statement indicating the responsibility of Board members for the application of corporate governance policies and procedures of the company?	1.1.6	FA	YES. The Board and Management are fully aware of the requirements of the Code and decisions are made in accordance with prudent corporate governance practices. Shareholders discharge their responsibilities with respect to re-electing competent Directors at Annual General Meetings the last one held on 21 June 2019. The statement appears in the Governance Report section of the 2019 Annual Report.	2019 Annual Report Governance Report section Pgs. 29, 43. Articles of Association of the Company available on www.boc.co.ke
M	A.4	How has the Board ensured all directors, CEOs and management are fully aware of the requirements of this Code?	1.1.6	FA	All Directors, the MD and Management have been trained on the Code using both internal and External resources. Board Directors attended the 2 Day CMA Workshop on the Code conducted in February 2017. A Workshop on the key tenets of the Code was conducted for Company Staff on 19 November 2018. Each Director attended a minimum of 12 hours of training on different aspects of Corporate Governance during 2019 as disclosed in the Governance Report section of the 2019 Annual Report. The Managing Director, Finance Director, Chair of the Audit & Risk Committee and the Company Secretary attended 'The Stakeholders' Workshop on the State of Corporate Governance of Issuers of Securities to the Public in Kenya 2018/2019 on 3 December 2019.	Governance Report section of 2019 Annual Report Pg. 34.
M	A.5	Do company documents indicate the role of the Board in developing and monitoring the company strategy?	Part II - Overview, 2.3	FA	YES. The role of the Board in developing and monitoring the company strategy captured in the following documents: The Board Charter, Director Letters of Appointment, The Board Work Plan. These are all disclosed in the Governance Report Section of the 2019 Annual Report.	Board Charter published on website www.boc.co.ke Governance Report section of 2019 Annual Report Pgs. 29,30,39,43
A or E	A.6	Does the company strategy promote sustainability of the company?	2.3.6	FA	The Board places considerable emphasis on the need for the business to be sustainable for the long term, to meet the expectation of all stakeholders and inform the Company's commitments to society. The Company's approach to sustainability is disclosed in the 2019 Annual Report. The CSR Policy is published on the Company's website.	Sustainability Report disclosed in the 2019 Annual Report at Pgs. 14-18.

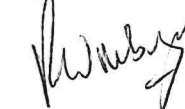




M	A.7	Are all board committees governed by a written charter/terms of reference, disclosing its mandate, authority, duties, composition, leadership and working processes?	2.2.2	FA	During the course of 2019, the Board had constituted 3 Committees i.e. Nominations and Corporate Governance, Audit and Risk, and Retirement and Remunerations Committees each with Terms of reference which are annually reviewed by the Board. On 26 March 2020 the Board dismantled the Retirement and Remunerations Committee and assumed direct responsibility for the Mandate of that Committee. The Terms of Reference of the Audit & Risk Committee was last reviewed on 5 December 2018 whilst the Terms of Reference of the Nominations and Corporate Governance Committee was last reviewed on 26 March 2020. Both Committee Terms of References are published on the Company's	Terms of Reference of all Committees are disclosed on website - www.boc.co.ke The Mandates and workings of the Committees including activities undertaken during 2019 are disclosed in the Governance Report section of 2019 Annual Report Pgs. 39-45.
<b>B BOARD OPERATIONS and CONTROL</b>						
M	B.1	Has the Board established a Nomination Committee comprised mainly of independent and non-executive Board members?	2.1.2, 2.2.2	FA	Nominations and Corporate Governance Committee was constituted on 12 August 2015. It has 3 Members 2 of whom are Independent Non-Executive Directors and 1 is a Non-Executive Director. The Managing Director is a Permanent Invitee to the Committee.	Governance Report section of 2019 Annual Report Pgs.42-44 and 45. Terms of Reference of Nominations and Corporate Governance Committee disclosed on website -www.boc.co.ke
M	B.2	Is the chairperson of the Nomination Committee an independent director?	2.2.3	FA	YES. The current chairperson of the Nominations and Corporate Governance Committee is an Independent Non-Executive Director. This is disclosed in both the Directors Profiles and Governance Report sections of the 2019 Annual Report	2019 Annual Report Governance Section Pg.42 and Board of Directors and Directors Profile sections Pg. 19. The Board of Directors and Board Charter also on website www.boc.co.ke.
M	B.3	Has the board adopted and published procedures for nomination and appointment of new Board members?	2.1.1, 2.1.7	FA	YES. Policy on Appointments to the Board approved by the Board on 17 April 2018 and posted on the BOC Kenya website. The Policy was last reviewed on 26 March 2020. Disclosure of the same has been made in the 2019 Annual Report. The Policy on Appointments to the Board is published on the Company's website. Vide 2.1.7 of the Code there are no Alternate Directors on the Board but Alternates provided for in the Board	Policy published on - www.boc.co.ke Also disclosed in the 2019 Annual Report in the Governance Report section Pg. 43
M	B.4	Is the Board size adequate for the exercise of the company business?	2.1.4	FA	YES the Board is of a sufficient size to enable the requirements of the Company's business to be met. During 2019 Board was comprised of 8 Directors. Mrs. L. Njoroge resigned as a Director on 28 February 2020 as disclosed in the 2019 Annual Report and the Company's	Company's website www.boc.co.ke Board of Directors Profiles and Governance Report sections of the 2019 Annual Report Pgs. 19 - 24 and Pgs.29-48
A or E	B.5	Has the board adopted a policy to ensure the achievement of diversity including age, race and gender) in its composition?	2.1.2, 2.1.3, 2.1.5, 2.5.1	FA	Yes. The Diversity Policy was approved and adopted by the Board on 30 March 2017. It was reviewed by Board on 17 April 2018. The Policy on Appointments to the Board also alludes to diversity in appointments. Current diversity of the Board including age, race, gender, skills and qualifications disclosed on the Company's website and 2019 Annual Report.	Diversity Policy and Policy on Appointments to the Board both published on www.boc.co.ke. See disclosure of Board diversity in 2019 Board of Directors and Governance sections of 2019 Annual Report Pg.23-24 and Pg.33
M	B.6	Do the Board members represent a mix of skills, experience, business knowledge and independence to enable the discharge of their duties?	2.2.1	FA	YES. The skills, experience and business knowledge and other qualifications of each Director is disclosed on the website and on the 2019 Annual Report	Company website www.boc.co.ke and 2019 Annual Report Board of Directors Profile section Pgs. 19-24
M	B.7	Has the board adopted and applied a policy limiting the number of board positions each Board member may hold at any one time?	2.1.6	FA	YES. This is captured within the Board Charter and in each Directors' Letters of Appointment.	Board Charter published on website - www.boc.co.ke
M	B.8	Have any Alternate Board members been appointed? If so, have the Alternate Director/s been appointed according to regulation and Code requirements?	2.1.6, 2.1.7	NA	There are currently NO Alternate Directors on the BOC Board at present HOWEVER the Board Charter alludes to Alternate Directors	Appointment of Alternate Directors captured in the Board Charter which is on Company website www.boc.co.ke
M	B.9	Are independent directors at least one-third of the total number of Board members?	1.1.2, 2.1.3, 2.4.1	FA	YES. During 2019 out of 8 Directors 4 were Independent Non-Executive Directors, 2 Non-Executive and 2 Executive. Following resignation of Mrs. L. Njoroge Independent Non-Executive Directors comprise of one third of the total number of Board Members as per 2.1.3 of the Code. This is disclosed on the Company's website and the 2019 Annual Report.	Board as disclosed on website www.boc.co.ke and 2019 Annual Report Board of Directors and Governance sections Pgs. 19-24 and Pgs.32 and 33.
A or E	B.10	Does the Board have policies and procedures to annually assess the independence of independent Board members?	2.4.1	FA	Independence of Board members is annually assessed by the Nominations and Corporate Governance Committee applying the criteria set by the Code under 2.4.1. Most recent assessment conducted by Nominations Committee on 25 March 2020 and results tabled to Board 26 March 2020. In 2019 the Independence of Directors was assessed on 28 March 2019. This was amongst the key activities of the Nominations and Corporate Governance Committee disclosed in the 2019 Annual Report.	Nominations Committee Terms of Reference published on website - www.boc.co.ke Nominations and Corporate Governance activities as disclosed in Governance Report section of 2019 Annual Report Pgs. 32,42-44
M	B.11	Do all independent Board members have a tenure of less than 9 years?	2.4.2	FA	All Directors including current Independent Board Members have a tenure of less than 9 years. This has been disclosed in the Directors Profiles and Governance Report sections of the 2019 Annual Report.	2019 Annual Report Directors Profiles and Governance Report sections Pgs. 19-24 and Pg. 33
M	B.12	Is the Board comprised of a majority of non-executive board members?	2.1.3	FA	YES. During 2019 out of 8 Directors 6 were Non-Executive Directors and 2 were Executive Directors. Following the resignation of Mrs. L. Njoroge on 28 February 2020 5 Directors are Non-Executive and 2 are Executive Directors. This is disclosed in the Governance Report section of the 2019 Annual Report and on the Company's website.	The composition of the Board published on the Company's website www.boc.co.ke and the Board of Directors Profiles and Governance Report sections of the 2019 Annual Report Pgs. 19-24 and Pg.31.
M	B.13	How does the Board ensure a smooth transition of Board members?	2.1.8	FA	Succession Planning is conducted by the Nominations and Corporate Governance Committee on behalf of the Board and reported to the Board. This was one of the key activities of the Committee as disclosed in the 2019 Annual Report that involves scrutiny of terms of office of members of the Board to ensure identification and augmentation of	See Key activities of Nominations and Corporate Governance Committee disclosed in Governance Report section of 2019 Annual Report Pg. 44. Succession planning also within Terms of Reference of the Nominations and Corporate Governance Committee published



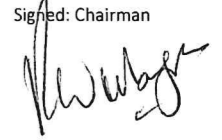




M	B.14	Has the Board established an effective Audit Committee according to Code requirements?	2.2.4, 6.5.1, 2.1.7	FA	YES. The Board has constituted an effective Audit and Risk Committee. During 2019 the Committee was comprised of 4 Members 3 of which were Independent Non-Executive Directors and 1 a Non-Executive Director. The mandate and role of the Committee and its activities in 2019 are disclosed in the Committee Terms of Reference published on the Company's website and within the Governance Report section of the 2019 Annual Report.	Terms of Reference of Audit and Risk Committee published on Company's website -www.boc.co.ke and Governance Report section of the 2019 Annual Report Pgs.40-43.
M	B.15	Are the functions of the Chairperson and the Chief Executive Officer exercised by different individuals?	2.3.3	FA	YES. The functions of Chairperson and MD are exercised by different individuals. The division of responsibilities between the Chairperson and the Managing Director are disclosed in the Board Charter published on the Company's website and disclosed in the Governance Report section of the 2019 Annual Report.	Board Charter published on Company's website- www.boc.co.ke and Governance Report section of 2019 Annual Report Pg.30.
M	B.16	Is the Chairman of the Board a non-executive board member?	2.3.4	FA	YES. The Chairman of the Board is an Independent Non-Executive Director and is not involved in the day-to-day running of the business so as to provide effective oversight to the Company. This is provided in the Board Charter which is on the Company's website	Board of Directors and Governance Report sections of the 2019 Annual Report Pgs. 19,30 also disclosed in Board Charter on Company's website-www.boc.co.ke
A or E	B.17	Has the Board established procedures to allow its members access to relevant, accurate and complete information and professional advice?	2.3.5	FA	YES. The Board has established procedures to allow its Members access to relevant, accurate and complete information and professional advice at the Company's expense. This is captured within the Board Charter and all Committee Terms of Reference.	See Board Charter and Terms of Reference of all Committees on Company's website- www.boc.co.ke
M	B.18	Has the Board adopted a policy on managing conflict of interest?	2.3.8	FA	YES. There is a Conflict of Interest Policy applicable to all Staff last reviewed and approved by the Board on 5 December 2018. There is also a Board Conflict of Interest Policy approved by the Board on 28 March 2019. The Company's Code of Business Integrity (formerly referred to as Code of Ethics) which applies to the Board and all Staff also captures the tenets of Conflicts of Interest. Conflict of Interest also highlighted in the Directors Letters of Appointment. The Company Conflict of Interest Policy, Board Conflict of Interest policy and Code of Business Integrity are published on the Company's website	Company Conflict of Interest Policy, Board Conflict of Interest Policy and Code of Business Integrity are all published on website www.boc.co.ke. See disclosures in Governance Report Section of 2019 Annual Report Pg. 36.
M	B.19	Has the Board adopted a policy on related party transactions to protect the interests of the company and all its shareholders and which meets the requirements of the Code?	2.3.7	FA	YES. There is a Related Party Transactions Policy approved by the Board on 5 December 2018. The Policy is published on the Company's website. The Board has also established a Share Trading Policy that complies with the Capital Markets Act (Cap. 485A) with respect to trading or dealing in BOC Shares by any BOC employees and Directors.	The Related Party Transactions Policy is published on the Company's website - www.boc.co.ke and is also disclosed in the Governance Report section of the 2019 Pg. 47 in addition to disclosures made in Note 35 to the Financial Statements in the 2019 Annual Report Pg. 125. The Share Trading Policy is also published on the Company's website www.boc.co.ke and disclosed in the Governance Report section of the
M	B.20	Has the company appointed a qualified and competent company secretary who is a member in good standing of ICPSK?	2.3.9	FA	YES. The Company Secretary is qualified and is a member in good standing with both the ICPSK and the Law Society of Kenya.	See disclosure in 2019 Annual Report Pg. 22. Status can also be verified with the ICPSK.
A or E	B.21	Has the Board adopted policies and processes to ensure oversight of sustainability, environmental and social risks and issues?	2.3.2, 2.3.6	FA	The Board places considerable emphasis on the need for the business to be sustainable for the long term, to meet the expectation of stakeholders and inform the Company's commitments to society. The Company has a Corporate Social Responsibility (CSR) Policy and Strategy in place and published on its website. Disclosure is also made in the 2019 Annual Report.	Sustainability Report - Safety, Health, Environment, Quality and Security is disclosed in the 2019 Annual Report Pgs.14-18. The Corporate Social Responsibility Policy and the Safety Health and Environment Policy are published on the Company's website www.boc.co.ke
A or E	B.22	Has the Board developed an annual work-plan to guide its activities?	2.6.3	FA	YES. The Board Annual Work Plan is annually approved at the November Board meeting for the ensuing year. 2020 Board Work Plan was approved by the Board on 19 November 2019. Areas of focus stated in 2.6.3 are all captured within the Board Work Plan. Board programme and activities during 2019 are disclosed in the Governance section of the 2019 Annual Report.	Governance Report section of the 2019 Annual Report Pg. 33. disclose both approval of the Board Plan and the key activities of the Board during 2019.
M	B.23	Has the Board determined, agreed on its annual evaluation process and undertaken the evaluation or the performance of the Board, the Board Committees, the CEO and the company secretary?	2.6.4, 2.8	FA	Board Evaluation for 2019 was conducted and the results discussed by the Nominations and Corporate Governance Committee and the whole Board on 26 March 2020. The process included evaluation of the performance of the Board, its Committees, the Chairman, the MD, the Company Secretary and Peer Review involving all Directors. The Board evaluation process and constructive feedback to Directors are disclosed in the Governance Report Section of the 2019 Annual Report.	Disclosed in Governance Report section of 2019 Annual Report Pg. 36
A or E	B.24	Has the Board established and applied a formal induction program for in-coming members?	2.7.1	FA	An Induction Program is applied for all in-coming Directors. The induction program was applied for the most 3 recently appointed in 2018 and 2019 for the Director appointed in December 2018. Disclosure of the same is made within the Governance Report section of the 2019 Annual Report	Governance Report section of 2019 Annual Report Pg. 34.







A or E	B.25	Do Board members participate in on-going corporate governance training to the extent of 12 hours per year?	2.7.3	FA	Board Directors participate in on-going Corporate Governance training provided by the Company and other credible sources. In 2019 each Director received a minimum of 12 hours training as disclosed in the Governance Report of the 2019 Annual Report.	Governance Report section of 2019 Annual Report Pgs. 34-35.
A or E	B.26	Has the Board set up an independent Remuneration Committee or assigned to another Board committee the responsibility for determination of remuneration of directors?	2.9.2	FA	YES. In 2019 there was a Retirement and Remunerations Committee which determined remuneration of directors for approval by the Board and subsequently Shareholders at the AGM. The mandate and role of the Remunerations and Retirement Committee in 2019 were disclosed in its Terms of Reference and the activities of the Committee which included recommendations on remuneration of Directors is disclosed in the Governance Report section of the 2019 Annual Report. The Directors Remuneration Report to be approved by Shareholders at an AGM is disclosed in the 2019 Annual Report. NOTE that on 26 March 2020 the Board disbanded the Retirement and Remunerations Committee and	The Governance Report section of 2019 Annual Report Pgs. 44-45, discloses the mandate and activities of the Committee during 2019. The Directors Remuneration Report is published in the 2019 Annual Report at Pgs. 49-52.
M	B.27	Has the Board established and approved formal and transparent remuneration policies and procedures that attract and retain Board members?	2.9.1	FA	YES. The Directors Remuneration Report captures the remuneration policy as it relates to Executive and Non-Executive Directors on the Board and makes disclosures of remuneration of Directors received during the year in its Annual Report. Non-Executive Directors Remuneration was reviewed by the Board against Non-Executive Directors Remuneration of 14 other comparator listed companies on 28 March 2019 and established as competitive. 2019 Directors Remuneration Report with additional disclosures was approved by the Board on 26 March 2019 for adoption by Shareholders at the next AGM.	Directors Remuneration Report with full disclosures made in the 2019 Annual Report Pgs. 49-52 and Governance Report section of 2019 Annual Report Pgs. 31 and 37, 45, 49-52
M	B.28	How does the Board ensure compliance with all applicable laws, regulations and standards, including the Constitution and internal policies?	2.10, 2.10.1, 2.10.2	FA	BOC has established internal procedures and monitoring systems to promote compliance with applicable laws, regulations and standards. A Legal and Compliance Policy was approved and adopted by the Board on 5 December 2018. The Audit & Risk Committee together with the Internal and External Audit function further provide assurance to the Board on compliance.	Legal and Compliance Policy published on the Company's website- www.boc.co.ke Governance Section of 2019 Annual Report Pg. 39.
M	B.29	In the past year, has the Board organized a legal and compliance audit to be carried out on a periodic basis?	2.10.3	FA	Pursuant to 2.10.3 of the Code the Board of BOC appointed MMK Advocates to conduct the 2018 Legal and Compliance Audit. The Audit was conducted during Quarter 1 of 2019. The Executive Summary of the Audit is posted on the Company's website. Conduct of the audit is also disclosed in the 2019 Annual Report. The next Legal and Compliance	Executive Summary of 2018 Legal and Compliance Audit published on Company website-www.boc.co.ke. Disclosure is also made in the Governance Section of the 2019 Annual Report Pg. 39.
A or E	B.30	Has the Board subjected the company to an annual governance audit?	2.11.1	FA	The BOC Board appointed Ms. C. Musakali of Dorion Associates to conduct the 2017 and 2018 Governance Audits. The audit covered the 9 parameters prescribed by the Code. An unqualified opinions were issued as stated in the Governance Auditor's Report disclosed in both the 2017 and 2018 Annual Report. BOC applied and was granted exemption from the 2019 Governance Audit by the CMA.	The exemption granted by the CMA from the 2019 Governance Audit is disclosed in the Governance section of the 2019 Annual Report Pg. 38.
M	C.1	Does the governance framework recognize the need to equitably treat all shareholders, including the minority and foreign shareholders?	3.0 Overview, 3.2.1	FA	YES. The Board ensures that all shareholders are treated equitably, as required by the Company's Articles of Association, the Board Charter and prescribed by the Code. The Board on 7 January 2019 also approved The Principles Governing Shareholder and Stakeholder Communication which is published on the Company's website. During 2019 the Board had 4 Independent Non-Executive Directors with the fiduciary duty to protect the interest of all shareholders and ensure that all shareholders are treated equitably.	Board Charter, Articles of Association and Principles Governing Shareholder and Stakeholder Communication published on website www.boc.co.ke Disclosure also made in the Governance Report section of the 2019 Annual Report Pg. 29,30,33,37,38
M	C.2	Other than at the AGM, how does the Board facilitate the effective exercise of shareholders' rights?	3.1.1	FA	All Shareholders receive annual reports and accounts and half- yearly results. All Shareholders receive timely information on date, location and agenda of AGM. Venue for AGM is Company's premises as preferred by Shareholders. All shareholders have a right to a secure method of transfer and registration of ownership of their shares and have access to the Company and its Registrars. The Company also holds AGM's every year and in 2019 also held an Investors Briefing which gave Shareholders an opportunity to ask questions and to interact with the Board and Management and to voice any concerns they	Articles of Association of the Company, Principles Governing Shareholder and Stakeholder Communication and Annual Reports all published on the Company's website -www.boc.co.ke. 2019 Annual Report Pg. 38
M	C.3	How does the Board facilitate shareholders participation at the AGM?	3.1.1	FA	Agenda and Notice published in timely manner through daily newspapers, email, website and distribution of Annual Reports. Explanatory notes to the Agenda items appear in the Annual Reports. AGM's are held at the Company's premises which provides Shareholders with the opportunity to acquaint themselves with the operations of the Company. Sufficient time is accorded to Shareholders at the AGM to enable them to ask questions, seek clarifications on the Company's performance and to air their concerns, if any. Shareholders unable to attend AGM's are permitted to appoint Proxy's and to that end Proxy Forms are provided.	The 2019 AGM was held on 21 June 2019. Notice and Agenda for the 2019 AGM was published on the daily newspapers in addition to email notification and physical distribution. The 2019 Annual Report will be circulated to Shareholders and Regulators and also published on the website www.boc.co.ke NOTE that BOC has taken cognisance of the CMA guidance on AGM's against the Covid-19 background and restrictions imposed by the Government on gatherings.





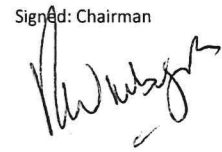


A or E	C.4	Are minority and foreign shareholders holding the same class of shares treated equitably?	3.2.1	FA	YES. Minority and foreign shareholders are treated equitably. All receive information on the Company's performance through distribution of annual reports and accounts and half yearly results. All receive Notice to the AGM's and accorded opportunity to attend either in person or via proxy. Dividends are paid out to both minority and foreign shareholders at the same time.	See 2018 Annual Report and 2019 Annual Report, Articles of Association of the Company published on the Company's website- <a href="http://www.boc.co.ke">www.boc.co.ke</a>
A or E	C.5	Is there evidence that the Board proactively provides information to shareholders and the media, (and in a timely basis) on corporate affairs and corporate governance?	3.1.1, 3.4.1	PA	An Investor Briefing was held on 30 August 2019. Both investors and the media were invited to the Investor Briefing that took place at the NSE to commemorate the Company's 50 years of listing on the NSE. The event was covered in local newspapers and posted on the Company's website.	Governance Report in the 2019 Annual Report Pg. 38
	D	<b>STAKEHOLDER RELATIONS</b>				
A or E	D.1	Does the Board have a stakeholder-inclusive approach in its practice of corporate governance and which identifies its various stakeholders?	4.1.1	FA	YES. The Company has identified all the Board and Company's key stakeholders and mapped out areas of interaction with such stakeholders. The Stakeholder Engagement Plan was most recently approved by the Board on 17 April 2018 and is kept under review. Engagements and interactions are conducted in line with the principles and guidelines set out in the Code of Ethics and the Principles Governing Shareholder and Stakeholder Communication approved by the Board on 7 January 2019	Principles Governing Shareholder and Stakeholder Communication and Code of Ethics both published on the Company's website- <a href="http://www.boc.co.ke">www.boc.co.ke</a> See also Governance Report section of 2019 Annual Report Pgs. 46,47,53 and 54.
A or E	D.2	Has the Board developed policies, procedures and strategies to manage relations with different/key stakeholder groups?	4.1.2, 4.1.3, 4.1.5, 4.2.1	FA	YES. In addition to identifying key stakeholders, strategies and suitable policies are employed to manage relations with different stakeholders. Typical issues of concern to the Board and which require strategic engagement are business development opportunities, strategic sourcing, business and financial risks as well as staff relations. Engagements and interactions, such as the visit by the Board to AgaKhan hospital on 30 August 2019, are conducted in line with the principles and guidelines set out in the Principles Governing Shareholder and Stakeholder Communications approved by the Board on 7 January 2019 and the Code of Business Integrity. A code of conduct for Suppliers was also approved by the Board on 5 December 2018.	Principles Governing Shareholder and Stakeholder Communication, Code of Conduct for Suppliers of BOC PLC, Code of Business Integrity all published on the Company's website- <a href="http://www.boc.co.ke">www.boc.co.ke</a>
A or E	D.3	How does the Board take into account the interests of key stakeholder groups prior to making decisions?	4.1.4	FA	The Board strives to achieve an appropriate balance between the interests of its various stakeholders in order to achieve the long-term objectives of the Company. An example would be Government hospitals that have long overdue debt: their accounts are not put on hold immediately once it becomes overdue as it might lead to medical gas shortages at the hospitals and possible loss of life. The situation is carefully managed with relevant stakeholder groups to ensure sustainable product supply to the customer but also liquidity and longevity for the organisation.	Principles Governing Shareholder and Stakeholder Communication, Code of Conduct for Suppliers of BOC PLC, Code of Business Integrity all published on the Company's website- <a href="http://www.boc.co.ke">www.boc.co.ke</a> List of Key Stakeholders also disclosed in 2019 Annual Report Pg. 54.
M	D.4	How does the Board ensure effective communications with stakeholders?	4.2, 4.2.1	FA	Relevant information is proactively relayed to stakeholders having regard to the best interests of the Company in determining what information is shared. The AGM, Investor Briefings, the Annual Report and the Company's website provide good platforms for engagement and dissemination of information on the Company's operations and financial performance. Principles Governing Shareholder and Stakeholder Communication approved by the Board on 7 January 2019 provides guidance. BOC is also a Member of KAM, KEPSA and other industry groups where through the MD and Chairman BOC able to engage with Stakeholders. As a major producer of Medical Gases engagement with the Ministry of Health and Ministry of Trade are maintained. As per 4.2.1 a whistle blowing policy is in place. The Company's Registrars Custody & Registrars also used to disseminate information and to engage with Stakeholders such as Shareholders as appropriate.	Information shared on the Company's website - <a href="http://www.boc.co.ke">www.boc.co.ke</a> The 2019 Annual Report in its entirety.
M	D.5	Has the Board established a formal dispute resolution process to address internal and external disputes?	4.3.1	FA	YES. The Company has established processes and procedures for resolution of both internal and external disputes. A Board Dispute Resolution Policy was approved on 5 December 2018. A Company Dispute Resolution policy was last reviewed by the Board on 5 December 2018 and covers internal and external disputes. Both are posted on the Company's website.	Board Dispute Resolution Policy and Company Dispute Resolution Policy published on Company's website- <a href="http://www.boc.co.ke">www.boc.co.ke</a> The policies are also disclosed in the 2019 Annual Report in the Governance Section.
	E	<b>ETHICS AND SOCIAL RESPONSIBILITY</b>				
A or E	E.1	Does the Board ensure that all deliberations, decisions and actions are founded on the core values (responsibility, accountability, fairness and transparency) underpinning good governance and sustainability?	5.1.1	FA	YES. Deliberations, decisions and actions are founded on the core values of the Company which underpin good governance and sustainability. The same are disclosed in the Strategic Report section of the 2019 Annual Report. The Code of Ethics is applicable to the Board and all employees of the Company	2019 Annual Report Pgs. 14-18, and Governance Report starting at Pg. 29. Code of Business Integrity published on the Company's website- <a href="http://www.boc.co.ke">www.boc.co.ke</a>





M	E.2	Has the Board developed a Code of Ethics and Conduct (which includes sustainability) and has it worked to ensure its application by all directors, management and employees?	2.6.1, 5.2.2, 5.2.3, 5.2.4	FA	YES. The Company has a Code of Business Integrity (previously referred to as Code of Ethics). This is disclosed in the Governance section of the 2019 Annual Report and published on the Company's website	Code of Business Integrity disclosed on website www.boc.co.ke and Governance Report section of 2019 Annual Report Pgs. 45-47
A or E	E.3	How does the Board ensure that compliance with the Ethics Code and Conduct is integrated into company operations?	5.2.3	FA	The Board ensures that the Company's strategies and operations are executed in line with the Code of Business Integrity and its values. All third party contractual arrangements are underpinned by the Code of Business Integrity and guided by policies such as the Code of Conduct for Suppliers approved by the Board on 5 December 2018 and published on the Company's website.	Code of Business Integrity and Code of Conduct for Suppliers of BOC Kenya Plc published on website - www.boc.co.ke 2019 Annual Report Governance Report section from Pg.29
A or E	E.4	Does the Board incorporate ethical and sustainability risks and opportunities in the risk management process?	5.2.1	FA	YES. See disclosure on risk management within the Governance Report section of the 2019 Annual Report and the sustainability report within the Strategic Report on the 2019 Annual Report	Strategic and Governance Report sections of 2019 Annual Report. Code of Business Integrity published on Company's website www.boc.co.ke
A or E	E.5	How is the company performance on ethics assessed, monitored and disclosed to internal and external stakeholders?	5.2.4, 5.2.5	FA	Ethics are assessed on an ongoing basis by Management to ensure that actions of the Company and its employees are always in line with the company's Code of Business Integrity, Employment Principles and Health and Safety Policy amongst others. The Board is kept abreast of compliance with the above principles, policies and standards through quarterly reports presented to it by Management and the Audit and Risk Committee. These principles are disclosed to employees internally upon employment and on the local intranet site and to the external stakeholders through engagements, contracts and on the company's website. The Legal and Compliance Audit and the Governance Audits undertaken in 2019 provided assurance to the Board.	Code of Business Integrity on website www.boc.co.ke 2019 Annual Report - Governance Report Section which includes risk management and discloses Governance Audits and Legal and Compliance Audits conducted. Pgs. 38 and 39.
A or E	E.6	Has the company established and implemented a whistleblowing policy?	5.2.5	FA	YES. The Company has a whistleblowing policy which enables staff and third parties, in confidence, to raise concerns about possible improprieties in financial and other matters, and to do so without fear of reprisal. The Whistle Blowing Policy was last approved by the Board on 5 December 2018 and is disclosed in the 2019 Annual Report.	Whistle Blowing Policy and Code of Business both published on the Company's website www.boc.co.ke Disclosed in the Governance Report section of 2019 Annual Report Pg. 46.
A or E	E.7	Has the Board/or management developed policies on corporate citizenship and sustainability and strategies for company use?	5.3.1, 5.4	FA	YES. See disclosures in 2019 Annual Report. The Board has approved a CSR/CSI policy which is published on the Company's website.	Sustainability Report and CSR Policy in 2019 Annual Report Pgs. 14-18. Also published on the Company's website - www.boc.co.ke
M	E.8	Does the Board consider not only the financial performance but also the impact of the company's operations on society and the environment?	5.3.2, 5.3.3	FA	YES. The company considers the impact of its operations on society and environment. The company is ISO 9001 (Quality Management System), 14001 (Environmental Management System) and 18000 (Occupational Health and Safety System) certified. The Company takes initiatives such as recycling water from its DA Plant and any water discharged into the environment is treated as required by the law. In 2019 the Company's Staff also participated in cleaning the adjoining Kitui Road and removing litter.	Sustainability Report in 2019 Annual Report pg. _____
A or E	E.9	Does the Board monitor and report activities leading to good corporate citizenship and sustainability to demonstrate they are well coordinated?	5.4.1	FA	YES the Board monitors and reports activities leading to good corporate citizenship and sustainability. See disclosures in 2019 Annual Report. Corporate Social Responsibility and Corporate Social Investment strategic activities for 2020 are disclosed in the 2019 Annual Report.	Sustainability Report in 2019 Annual Report Pgs. 14-18.
	F	<b>ACCOUNTABILITY, RISK MANAGEMENT AND INTERNAL CONTROL</b>				
M	F.1	Does the Audit Committee and the Board consider and review the financial statements for integrity of the process and for truthful and factual presentation?	6.1, 6.1.1a	FA	YES. The Board has constituted an effective Audit and Risk Committee which independently reviews, verifies and safeguards the integrity of financial statements.	Board Charter and Terms of Reference of Audit & Risk Committee published on the Company's website - www.boc.co.ke Governance Report section of 2019 Annual Report Pgs. 40-42
M	F.2	Does the Annual Report contain a statement from the Board explaining its responsibility for preparing the accounts and is there a statement by the external auditor about his/her reporting responsibilities?	6.1.2	FA	YES. See disclosure in 2019 Annual Report	2019 Annual Report Pg. 55
A or E	F.3	Does the board or audit committee have a process in place to ensure the independence and competence of the Company's external auditors?	6.1.1b	FA	YES. See disclosure in the Governance Report section of 2019 Annual Report. The Annual Board Evaluation process is extended to include assessment of the External Auditors Performance.	Governance Report section of 2019 Annual Report Pg.42






M	F.4	Do the shareholders formally appoint the external auditor at the AGM through a formal and transparent process?	6.1.3	FA	YES. Notice of appointment or re-appointment of External Auditors is given through the AGM Agenda. Appointment or re-appointment is put to the Shareholders and a vote by showoff hands taken. The External Auditors were reappointed at the 2019 AGM held on 21 June 2019.	Directors Report of 2019 Annual Report Pgs. 27 and 28. The 2018 Annual Report had Auditors appointment included in the AGM Agenda held on 21 June 2019.
A or E	F.5	Is the Company working towards the introduction of integrated reporting (incorporating financial and non-financial information) or is the company's Annual Report prepared on an integrated basis using a framework available from the Integrated Reporting Council, The Global Reporting Initiative, G4 Sustainability Guidelines and/or Sustainability Accounting Standards Board standards?	6.1.5	FA	The Company is progressively adopting integrated reporting with improvements being made year on year. See 2019 Annual Report.	See 2019 Annual Report
A or E	F.6	Has the Board established an effective risk management framework which is inclusive of key risks as well as foreseeable risks, environmental and social risks and issues ?	6.2.1	FA	YES. The Company has an effective risk management framework in place. See disclosure in Governance Report section of 209 Annual Report.	Governance Report section of 2019 Annual Report Pgs. 36-37, 40-41. Board Charter and Audit and Risk Committee Terms of Reference published on Company's website -www.boc.co.ke.
M	F.7	Has the Board established and reviewed on a regular basis the adequacy, integrity and management of internal control systems and information systems (including for compliance with all applicable laws, regulations, rules and guidelines)?	6.3.1, 6.3.2, 6.3.3	FA	YES. The Board has instituted an effective Audit and Risk Committee and the Company has support from the Internal Audit. The Audit and Risk Committee meets 3 times a year and reports findings from its meeting to the Board. See Governance Report section of the 2019 Annual Report together with disclosures in External Auditors Report in 2019 Annual Report.	Governance Report Section of 2019 Annual Report and External Audit Report in 2019 Annual Report Pgs. 40-42 and 56-59.
M	F.8	Does the Board annually conduct a review on the effectiveness of the company's risk management practices and internal control systems and report this to shareholders?	6.4.1	FA	YES. Reporting is done through the Annual Report and at the AGM when the External Auditor reads the Audit Report. 2019 AGM was held on 21 June 2019.	Governance Report Section of 2019 Annual Report. Financial Statements sections of 2019 Annual Report Pgs. 40-42 and 56-59.
M	F.9	Has the Board established an effective internal audit function according to Code requirements and which reports directly to the Audit Committee?	6.5.2	FA	The company makes use of the Internal Audit function of the Holding company, the Linde Group. The Linde Internal Audit Function is well resourced and experienced in operational and financial processes in the gases industry. The scope of the audit work for each year is agreed with the Audit and Risk Committee Chairman and feedback is given on the audit findings and status at the Audit and Risk Committee meetings. The Audit and Risk Committee Chairman has direct access to the Internal Audit function	Governance Report Section of 2019 Annual Report Pgs. 40-42.
A or E	F.10	Does the Board disclose details of Audit Committee activities ?	6.5.2	FA	YES. The Board discloses the activities of the Audit and Risk Committee in the Governance Report Section of the Annual Report. Audit and Risk Committee activities in 2019 are disclosed in the 2019 Annual Report.	Governance Report section of 2019 Annual Report Pg. 41
	G	<b>TRANSPARENCY and DISCLOSURE</b>				
M	G.1	Does the company have policies and processes to ensure timely and balanced disclosure of all material information as required by all laws, regulations and standards and this Code.	7.0 Overview, 7.1.1	FA	YES. Key areas requiring disclosure as listed in 7.1.1 have been disclosed in the 2019 Annual Report and / or on the Company's website.	2019 Annual Report and website - www.boc.co.ke.
A or E	G.2	Does the Annual Report cover, as a minimum, disclosures as prescribed in 7.1.1 relating to the company's governance, the Board and the Audit Committee?	7.1.1	FA	YES. Key areas requiring disclosure as listed in 7.1.1 have been disclosed in the 2019 Annual Report and / or on the Company's website.	2019 Annual Report and website - www.boc.co.ke.
A or E	G.3	Does the Annual Report cover, as a minimum, disclosures as prescribed in 7.1.1 relating to the company's mission, vision and strategic objectives?	7.1.1	FA	YES. The Company's Vision, Mission Values and strategic framework disclosed in the Strategic Report section of the 2019 Annual Report.	Strategic Report section of 2019 Annual Report Pgs. 4-6.
A or E	G.4	Does the Annual Report cover, as a minimum, disclosures as prescribed in 7.1.1 relating to remuneration and whistleblowing?	7.1.1	FA	YES. The company has disclosed remuneration through the Directors Remuneration Report and the notes in the Financial Statements within the 2019 Annual Report. The existence of a whistleblowing policy is also disclosed in the Governance Report section of the 2019 Annual Report. No whistle blowing incidents were reported in 2019.	Directors Remuneration Report in 2019 Annual Report Pgs. 49-52. Whistleblowing reported in Governance Report section of 2019 Annual Report Pg. 46. Whistle Blowing policy published on the Company's website - www.boc.co.ke





A or E	G.5	As a minimum, does the company website disclose current information on all areas prescribed in 7.1.1 (Board Charter, Whistleblowing Policy, Code of Ethics and information on resignation of directors)?	7.1.1	FA	YES. The Company's website discloses current information on all areas prescribed in 7.1.1 (Board Charter, Whistleblowing Policy, Code of Business Integrity and information on resignation of directors)	Company Website - www.boc.co.ke
A or E	G.6	Does the Board disclose the management discussion and analysis as required in 7.1.1?	7.1.1	FA	Disclosures are made as appropriate and in the interests of the Company and its shareholders	2019 Annual Report and the Company's website - www.boc.co.ke
A or E	G.7	Has the Board provided disclosures as required in 7.1.1 on compliance with laws, regulations and standards; ethical leadership, conflict of interest, corporate social responsibility and citizenship?	7.1.1	FA	YES. Disclosures appear in Governance Report Section of 2019 Annual Report and on the Company's website as appropriate.	Governance Report section of 2019 Annual Report Pgs. 38,39,46-48 and Company's website - www.boc.co.ke
A or E	G.8	Has the Board made all required disclosures, including confirming requirements of 7.1.1 which include that a governance audit was carried out and that there are no known insider dealings?	7.1.1	FA	YES. A Governance Audit was conducted for the year 2018 in 2019. Governance Report and Opinion was disclosed in the 2018 Annual Report. The CMA exempted BOC from the 2019 Governance Audit. This has been disclosed in the 2019 Annual Report	2018 Annual Report and 2019 Annual Report in Governance Report Pg.38
A or E	G.9	Has the Board disclosed the company's risk management policy, company procurement policy, policy on information technology as per 7.1.1?	7.1.1	FA	YES. The Company's risk management policy, Company Procurement Policy and Policy on IT disclosed in Governance Report section of 2019 Annual Report. The policies are published on the Company's website.	Risk Management Policy, Procurement Policy, Code of Conduct for Suppliers of BOC, and Policy on IT published on Company website - www.boc.co.ke. Governance Report Section of 2019 Annual Report Pg. 36-37,46-47.
M	G.10	Has the Board disclosed information on shareholders, including the key shareholders, including shareholding by directors and senior management and the extent of their shareholdings as required in 7.1.1 and on stakeholder who influence company performance and sustainability?	7.1.1	FA	YES. Disclosures have been made in the Shareholder Structure page of the 2019 Annual Report. The Top Customers and Suppliers of the Company are also disclosed in the 2019 Annual Report.	Shareholding Structure page of the 2019 Annual Report. Company's Top Customers and Suppliers also disclosed in 2019 Annual Report Pg.55
M	G.11	Has the Board disclosed all related-party transactions?	7.1.1t	FA	YES. Related party transactions disclosed in the Financial Statements within the 2019 Annual Report	Financial Statements section of 2019 Annual Report Pg. 124-126.
M	G.12	Does the Board include in its Annual Report a statement of policy on good governance and the status of the application of this Code?	1.1.3, 7.1.1r	FA	YES. Disclosures in Governance Report Section of 2019 Annual Report. 2018 Governance Audit Report was included in 2018 Annual Report and on Company website	Governance Report Section of 2019 Annual Report. 2018 Governance Audit Report was included in 2018 Annual Report and is posted on Company's website - www.boc.co.ke

Note 1 The Reporting Template shall be used by companies to report on their application of the provisions of the Code of Corporate Governance Practices for Issuers of Securities to the Public 2015 (the Code). The completion of the Reporting Template and its filing with the Capital Markets Authority (CMA) will fulfill the reporting requirements of the Code at 1.1.3 paragraph 2. All elements marked in green are mandatory and MUST be complied with. Failure to fully apply will result in regulatory sanctions. When completing column 'F' for MANDATORY ITEMS, 'FA' will mean 'Fully Complied With', 'PA' will mean 'Partially Complied With' and 'NA' will mean 'Not Complied With'.

Note 2 Column 'F' should be marked as follows: 'FA' - Full Application, PA - Partially Applied or 'NA' - Not Applied. Full application of this Code is required by the Code. Therefore anything less than 'full application' is considered 'non compliance or non-application' of the Code. A response of PA or NA is non-compliance and requires an explanation to be provided with a firm commitment to moving towards full compliance. See also Note 4.

Note 3 An explanation of how the Code provision is applied is required in column 'G' and shall be supported by evidence of how application has been achieved. If the provision is NOT applied, an explanation for why it is not applied or only partially applied is required in column 'G'. For each question, column 'G' must be completed.

Note 4 If an explanation is required because of non-application of any element of the Code, the explanation must be satisfactory, must be provided to relevant stakeholders including the Capital Markets Authority and shall include:

- a: reasons for non-application
- b: time frame required to meet each application requirement
- c: the strategies to be put in place to progress to full application.