

BOC KENYA PLC

BOARD DIVERSITY POLICY

INTRODUCTION

The purpose of this paper is to approve for implementation a Board Diversity Policy in line with the Corporate Governance principles.

RECOMMENDED BOARD DIVERSITY POLICY

Adoption of a Board Diversity Policy is recommended to formalize criteria for future Director appointments as detailed below.

1.0 Purpose

This Diversity Policy ('the Policy') sets out the approach to diversity on the Board of Directors of the BOC Kenya Limited Board ('the Board').

2.0 Scope of Application

The Policy applies to the Board. It does NOT apply to diversity in relation to employees of BOC Kenya Limited (BOC) or its subsidiaries.

3.0 Policy Statement

BOC recognizes the benefits of having a diverse Board, and sees diversity at Board level as an essential element in maintaining a competitive advantage, adopting best practice and also being consistent with the Kenya Constitution. A truly diverse Board will include and make good use of differences in the skills, regional and industry experience, background, race, gender and other distinctions between Directors. These differences will be considered in determining the optimum composition of the Board and when possible should be balanced appropriately.

All Board appointments are made on merit, in the context of the skills, experience, independence and knowledge which the Board as a whole requires to be effective. The Board Nominations and Corporate Governance Committee ('the Committee') reviews and assesses Board composition on behalf of the Board and recommends the appointment of new Directors. The Committee also oversees the conduct of the annual review of Board effectiveness.

- In reviewing Board composition, the Committee will consider the benefits of all aspects of diversity including, but not limited to, those described above, in order to enable it to discharge its duties and responsibilities effectively.
- In identifying suitable candidates for appointment to the Board, the Committee will consider candidates on merit against objective criteria and with due regard for the benefits of diversity on the Board.

- As part of the annual performance evaluation of the effectiveness of the Board, Board Committees and individual Directors, the Committee will consider the balance of skills, experience, independence and knowledge of BOC on the Board and the diversity representation of the Board, including gender, how the Board works together as a unit, and other factors relevant to its effectiveness.

4.0 Measurable Objectives

The Committee will discuss and agree annually all measurable objectives for achieving diversity on the Board and recommend them to the Board for adoption. At any given time the Board may seek to improve one or more aspects of its diversity and measure progress accordingly.

5.0 Monitoring and Reporting

The Committee will report annually, in the corporate governance section of the BOC Annual Report, on the process it has used in relation to Board appointments. Such report will include reference to this Policy, the measurable objectives set for implementing the Policy and progress made towards achieving those objectives.

6.0 Review of the Policy

The Committee will review the Policy annually, which will include an assessment of the effectiveness of the Policy. The Committee will discuss any revisions that may be required and recommend any such revisions to the Board for approval.

Approval

Reviewed and Approved by the Nominations and Corporate Governance Committee on 29 April 2024 and Approved by the Board on 29 April 2024

Signed:



Mr. R. Mbugua
Chairman