

BOC KENYA PLC
(Registration number: C62/63)

CONFLICT OF INTEREST POLICY

I. Overview

BOC Kenya PLC aims to create a safe workplace for all its employees and to build enthusiasm and pride amongst its employees so that they feel valued and challenged. The Company will always work in good faith, within the appropriate legal framework.

A conflict of interest (COI) is a situation in which a person or organization is involved in multiple interests, financial or otherwise, and serving one interest could involve working against another.

Conflict of interest is a situation in which an individual has competing interests or loyalties with a person who has a position of authority in one organization that conflicts with his or her interests in another organization.

A conflict of interest occurs when a corporation or person becomes unreliable because of a clash between personal and professional affairs. Therefore, a conflict of interest can be discovered and voluntarily defused before any conflict occurs.

BOC Kenya PLC has fully adopted The Linde Group Code of Ethics- Conflict of Interest. The Website link <https://www.the-linde-group.com/en/index.html>

Policy Statement

The business of BOC Kenya PLC is built on trust and integrity as perceived by our stakeholders, especially our Clients, shareholders and regulators.

1.2 An important element of trust and integrity is ensuring that the Company conducts its business in accordance with the values and Linde Code of Ethics that the Company has adopted, in compliance with applicable laws, rules and standards.

1.3 The Conflicts of Interest Policy (the "Policy") is designed to comply with applicable statutory and regulatory obligations across the Company, ensuring that:

1.3.1 The Company maintains and operates effective organisational and administrative arrangements with a view to taking all reasonable steps to prevent Conflicts of Interest from constituting or giving rise to a material risk of damage to the interests of Clients; and

1.3.2 Where arrangements are not sufficient to ensure, with reasonable confidence, that risks of damage to the interests of Clients will be prevented, the Company will make appropriate and prior disclosure to the Client(s) about such Conflicts of Interest.

1.4 The Company adopts a zero-tolerance attitude to market abuse, market misconduct, fraud, money laundering, terrorist financing, bribery, corruption, sanctions breaches and other financial and

other crime, and requires all Employees, consultants, contractors, suppliers, other associated persons and other third parties to act honestly and with integrity at all times, and to manage fairly all Conflicts of Interest.

1.5 This Policy should be read together with any associated Company procedures (the "Procedures").

2 Applicability

2.1 This Policy applies to the Board, stakeholders and all Employees of the Company regardless of location or business unit.

2.2 This Policy reflects the Company's minimum requirements and may be supplemented in a business policy or procedure.

3 Policy

3.1 Identifying Conflicts of Interest

The Company is a member of a global entity (Linde Group) and offers a broad range of services to its Clients. Conflicts of Interest are, therefore, inherent in the industry and the business model. Broadly speaking, a Conflict of Interest arises in any activity or transaction to which the Company is a party or for which the Company provides services and where:

3.1.1 The interests of the Company and a Client of the Company either directly conflict or are incompatible with one another (Group/Client Conflict);

3.1.2 The personal interests of an Employee or other agent of the Company conflict or are incompatible with those of a Client of the Company (Company Employee/Client Conflict);

3.1.3 the interests of two or more Clients of the Company either directly conflict or are incompatible with one another (Client/Client Conflict);

3.1.5 In terms of the Company structure and reporting lines, information flows between the various entities, non-executive directors, its parent company and/or other subsidiaries and can lead to the emergence of similar conflicts of interest (for example, sharing of potential proprietary, confidential or otherwise sensitive information from different entities), (Group Conflict).

3.2 Conflicts of Interest

In identifying the types of Conflicts of Interest that arise or may arise, the Company must take into account, among other things, whether it, or a relevant person, directly or indirectly linked by control to the Company:

3.2.1 Is likely to make a financial gain, or avoid a financial loss, at the expense of the Client;

3.2.2 Acts on behalf of the Client in a manner which is distinct from the Client's interest in that outcome;

3.2.3 Carries on the same business as the Client; or

3.2.4 Receives or will receive from a person other than the Client an inducement in relation to a service provided to the Client, in the form of monies, goods or services, other than the standard commission or fee for that service.

3.3 It is not possible to set out in this Policy all the potential conflicts of interest that may arise. As a result, it is vital that Employees are at all times alert to potential conflicts. Employee awareness and communication with senior management.

3.4 Each Employee is therefore responsible for reporting promptly to the Management any concerns as to how a potential interest could be perceived or how the interests of the Company or its clients may be affected by a proposed transaction.

3.5 Managing Conflicts of Interest

Having identified a potential Conflict of Interest, the Company must operate arrangements and procedures designed to prevent Conflicts of Interest from resulting in material risk of damage to the interests of its Clients. The Management currently manages the conflicts clearance process on behalf of the Company; Compliance and heads of business areas / units assist the Management with this process. In formulating the measures and procedures to manage such risks, the Company has controls in place to ensure that Employees engaged in the different business activities carry on those activities at a level of independence appropriate to its size and activities and to the materiality of the risk of damage to the interests of its Clients.

The following factors are considered:

3.5.1 Effective procedures to prevent or control the exchange of information between Employees engaging in activities involving a risk of a Conflict of Interest where the exchange of that information may harm the interests of one or more Clients;

3.5.2 The separate supervision of an Employee whose principal function involves carrying out activities on behalf of, or providing services to, Clients whose interests may conflict (for example, favouring one Client over the other in the provision of the same service), or who otherwise represent different interests that may Conflict, including those of the Company;

3.5.3 The removal of any direct link between the remuneration of Employees principally engaged in one activity and the remuneration of, or revenues generated by, other Employees principally engaged in another activity where a Conflict of Interest may arise in relation to those activities;

3.5.4 Measures to prevent or limit an Employee from exercising inappropriate influence over the way in which another Employee carries out investment or ancillary services or activities (that is, including and other management structures); and

3.5.5 Measures to prevent or control the simultaneous or sequential involvement of an Employee in separate investment or ancillary services or activities where such involvement may impair the proper management of Conflicts of Interest.

3.6 Where the Company is unable to manage a particular Conflict of Interest so that the risk of damage to a Client interests is prevented, the Company must clearly disclose that Conflict to the Client in writing before doing business for, or with, the Client. This ensures that the Client can make an informed decision as to whether to proceed with its activities with the Company. Note, however, that this does not exempt the Company from the requirement to maintain and operate effective organisational and administrative arrangements in relation to the particular Conflict of Interest. Over-reliance on disclosure without giving adequate consideration to how Conflicts of Interest may be appropriately managed is not acceptable.

3.7 Even with appropriate management techniques, there may be some situations where it may not be possible, or appropriate, for the Company to act on behalf of a Client. In such situations, the Company must decline to act.

3.8 Breaches of this Policy must be reported to line management and the Management.

3.9 Recordkeeping

All records relating to Conflicts of Interest should be retained for a minimum period of seven years.

3.10 Interpretation

If any aspect of this Policy can be interpreted as having more than one meaning, then the meaning that best promotes the purpose of this Policy shall prevail as decided by the Policy owner.

4 Roles and Responsibilities

4.1 Senior management:

4.1.1 Must institute and maintain measures and controls to ensure adherence to this Policy;

4.1.2 Must ensure that compliance with this Policy and any associated Procedures is enforced;

4.1.3 Must ensure that all Employees are aware of this Policy and the need for compliance with this Policy and any associated Procedures;

4.1.4 Must report any breaches of this Policy to Management;

4.1.5 Is responsible and accountable for the implementation of the requirements of this Policy.

4.2 Management must:

4.2.1 Develop, review and maintain this Policy;

4.2.2 Monitor adherence to this Policy and related Procedures;

4.2.3 Raise awareness in terms of this Policy and related Procedures;

4.2.4 Advise Employees, line managers and business unit heads, where necessary;

4.2.5 Provide training, and guidance in respect of this Policy to their business areas.

4.3 Management must:

4.3.1 Clear all relevant transactions or projects that are the subject of an actual Conflict of Interest or potential Conflict of Interest at the earlier of the Company being instructed on a matter or the pitch or

proposal stage. Employees must not commit to any Client and/or third party on such a transaction or project until Conflicts clearance is received from the Management.

4.4 Employees must:

4.4.1 Familiarize themselves with and adhere to this Policy;

4.4.2 must be alert to actual and potential Conflicts of Interest and alert actual and potential Conflicts of Interest to Management, heads of relevant business units and comply with the Policy and any associated Procedures;

4.4.3 Report breaches, including perceived or potential breaches, of this Policy and any associated Procedures to Management.

5 Disciplinary Action

5.1 Non-compliance with this Policy or the Procedures (either intentionally or as a result of negligence) will result in disciplinary action, which may lead to the termination of employment.

5.2 In addition, an Employee may be personally liable for civil and/or criminal penalties, which may include imprisonment, fines, and/or payment of damages.

5.3 The Company may, in its discretion and will, if so required, report violations to the relevant governmental or regulatory authorities.

6 Definitions

6.1 The Company

The Company refers to BOC Kenya PLC and all its branches.

6.2 Client: A person or persons or institution that holds or maintains a relationship with the Company or expresses or indicates an intention to do so (includes a consultant, broker, vendor or other service providers).

6.3 Management

The Management responsible for providing a service to Corporate and Investment Companies and related business units

6.4 Conflict of Interest/ Conflicts

Please refer to section 3.2 of this Policy.

7.5 Employees

7.5.1 Employees of the Company include the following regardless of specific job responsibilities, department or location:

7.5.2 Permanent employees;

7.5.3 Temporary employees/ Non-permanent employees.

7.5.4 Contractors and secondees;

7.5.5 Consultants (excluding consultants providing external assurance services); and

7.7 Material Non-Public Information (MNPI)

7.7.1 For the purposes of this Policy, "inside information", "price sensitive information" and "Material Non-Public Information" is collectively referred to as "MNPI".

7.7.2 MNPI constitutes information which has not been made public and which, if it were to be made publicly available, would be likely to be relevant to a reasonable investor's decision to deal.

7.8 Need to Know Information

Need to Know Information is any information (oral, written, or electronic), which is not in the public domain and is received with the reasonable expectation or a contractual agreement that the information will remain confidential. Important considerations are:

7.8.1 whether the information is or has been made public; and

7.8.2 Whether the information is competitively / commercially sensitive to the Client (or party related to the Client) concerned.

7.8.3 Need to Know Information may (or may not) include MNPI. Where it is not clear whether need to Know Information also is, or includes, MNPI, such information should be treated as MNPI to err on the side of caution.

8: Disclosure Regarding Conflicts of Interest

Name:

I have received a copy of the BOC Kenya PLC Conflict of Interest Policy. I have read and understand the policy and agree to comply with it. On this form, I am disclosing other positions and responsibilities that may cause conflicting interests to arise. I will recuse myself from deliberations and decisions on transactions or arrangements that give rise to a conflict of interest: -

1. Professional, business or volunteer positions or responsibilities that might give rise to conflicts:
2. Situations in which I am serving as a vendor, or am employed by or consulting with a vendor
3. I know of no professional, business or volunteer position or responsibility, including vendor situations, that might give rise to conflicts.
4. In addition to filing a disclosure form annually, I will disclose to the management or Chairman of the board any possible conflict of interest whenever it may arise.

Approval

This Conflict of Interest Policy was approved by the Board of BOC Kenya PLC on Wednesday 5th December 2018 and further approved for upload onto the Company's website.

Signed this 5th day of December 2018


Marion Mwangi
Managing Director