

BOC KENYA PLC

LEGAL AND COMPLIANCE POLICY

Policy Statement

BOC Kenya PLC (the Company) will carry out its business activities in a way that maximises business opportunities, has due regard to all applicable legal and regulatory requirements and minimises the Company's exposure to unacceptable legal and regulatory risk.

Purpose

This Legal and Compliance Policy ("the Policy") reflects the commitment of the Company to conduct its business in accordance with applicable laws, regulations and standards as well as adherence to the Company's Code of Ethics.

The object of the Policy is to protect the Company and its employees from behavior that is not compliant with laws and regulations. Additionally it aims to ensure that employees understand the importance of conducting business in a legally compliant way and respect the principles that are set out in the Company's Code of Ethics. The Managing Director and Functional Heads must lead legal compliance efforts by creating a business environment in which employees understand their duties and legal obligations and feel free to raise issues relating to compliance without fear of retaliation.

Applicability

This Policy applies to all directors, officers and employees of the Company who must adhere to the Policy and promptly raise concerns about any actual or threatened violations. Employees who breach the Policy are subject to disciplinary action up to and including dismissal.

Applicable Laws, Regulations and Standards

The Company operates in a highly regulated environment with numerous applicable laws, regulations and standards to adhere to as it furthers its principal activity of manufacture and sale of industrial gases, medical gases and welding products.

The Company is listed on the Nairobi Securities Exchange and is therefore subject to the rules and regulations of the Nairobi Securities Exchange in addition to the provisions of the Capital Markets Authority Act (Cap 485A) and the Capital Markets Authority Code of Corporate Governance Practices for Issuers of Securities to the Public 2015. The Company shall also comply with relevant circulars and guidelines issued by the Capital Markets Authority from time to time.

Roles and Responsibilities

It is not possible for the Company's Non-Executive Directors to know and understand every law, rule and regulation to which the Company may be subject to. It is however important for members of the Management Team to have an understanding of all the laws, regulations and standards that apply to the business and to ensure that employees of the Company comply with such laws, regulations and standards.

The responsibilities of specific groups are:

1) The Board

- Approving this Policy.
- Providing oversight of compliance with applicable laws, regulations and standards through the Audit and Risk Committee.

2) Managing Director

- Approval of the Company's compliance framework and legal and regulatory risk profile.
- Collective monitoring of the effectiveness of the Company's high and medium compliance risks.
- Ensuring training and awareness requirements, as applicable, are fulfilled across the business functions and units.

3) Managers

- Ensuring that the Company's employees are given appropriate information and training, as appropriate, to assist them in complying with legal, regulatory and policy compliance obligations.
- Developing and enhancing procedures and processes to ensure all business activities take account of relevant legal obligations.
- Familiarity with compliance responsibilities, implementation of procedures and processes to ensure compliance.

Monitoring

The Board Audit & Risk Committee and Internal Audit will monitor the adequacy and effectiveness of the Company's compliance procedures and ensure that an internal legal and compliance audit is carried out on an annual basis with the objective of establishing the level of adherence to applicable laws, regulations and standards.

The Board will ensure that a comprehensive independent legal audit is carried out at least once every two years by a legal professional in good standing with the Law Society of Kenya as prescribed by the

Capital Markets Authority's Code of Corporate Governance Practices for Issuers of Securities to the Public 2015.

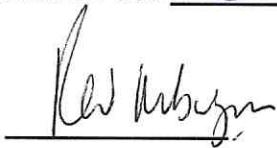
Policy Amendments

The Board will review and may amend this policy from time to time.

APPROVAL:

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

SIGNED this 5 day of December 2018



Mr. R. Mbugua
Chairman of the Board