

NOTICE OF THE 2022 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Eighty-First Annual General Meeting of BOC Kenya PLC will be held Virtually on 23 June 2022, at 11:00 a.m. for the following purposes:-

Ordinary Business

1. To receive, consider and if approved, adopt the Company's audited financial statements for the year ended 31 December 2021, together with the Reports of the Chairman, Directors and Auditors thereon.
2. To declare a final dividend of KES 2.90 per ordinary share, payable, net of Withholding Tax, on or about 19 July 2022 to Shareholders on the Register at the close of business on 27 May 2022.
3. To re-elect Directors:
 - (i) Mr. J. Ramashala, retires and being eligible, offers himself for re-election in accordance with Article 28 of the Articles of Association.
 - (ii) Mrs. M. Gathoga-Mwangi and Mr. S. Maina retire by rotation, and being eligible, offer themselves for reelection in accordance with Article 29 of the Articles of Association.
 - (iii) In accordance with the provisions of Section 769 of the Companies Act 2015, Mr. S. Maina, Mr. J. Ramashala and Mrs. C. Wetende being members of the Board's Audit & Risk Committee be re-elected to continue to serve as Members of the said Committee.
4. To approve the remuneration of Directors and the Directors Remuneration Report for the year ended 31 December 2021.
5. To reappoint PricewaterhouseCoopers LLP Kenya to continue in office as External Auditors of the Company by virtue of Section 721(2) of the Companies Act 2015 and to authorise the Directors to fix their remuneration.

By Order of the Board

R. T. Ngobi (Ms.)

Company Secretary

Kitui Road, Industrial Area

P O Box 18010-00500

Nairobi

25 April 2022

- Notes accompanying this Notice of Annual General Meeting are contained on pages 3 to 6 of the Annual Report and are also attached to this Notice.
- This Notice is also available for download on the Company's website www.boc.co.ke.

NOTICE OF THE 2022 ANNUAL GENERAL MEETING (continued)

NOTES:

1. Any Member who is entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his behalf. Such proxy need not be a member of the Company.
2. Shareholders wishing to participate in the meeting should register for the AGM online at <https://digital.candrgroup.co.ke> or via USSD using short code number *384*041# or via a link to the AGM Platform that will be sent to them via SMS and/or Email and follow the various prompts regarding the registration process. In order to complete the registration process, Shareholders will need to have their Shares Account Number or CDSC Account Number and the ID/Passport Number which were used to purchase their shares.
3. Registration for the AGM opens on **Monday 13 June 2022 at 08:00am** and will close on **Wednesday 22 June 2022 at 12:00 Noon**.
4. For assistance, Shareholders should dial the following helpline numbers: +254 20 7608216 from 8:00 a.m. to 4:00 p.m. during the registration Open Period. Any Shareholder outside Kenya should dial the helpline number to be assisted to register or send an email to digital@candrgroup.co.ke.
5. Shareholders can access the Virtual AGM using their log in credentials via the link to the AGM Platform to view the livestream, vote and submit questions. Shareholders without internet access can access the Virtual AGM and vote and submit questions via USSD using short code number *384*041#.
6. Shareholders wishing to raise any questions for the AGM may do so by:
 - (iv) Accessing Virtual AGM via the link to the AGM platform; Select Attend Event; Select "BOC Kenya PLC AGM"; Select "Q&A" option tab and submit questions in text box provided; or
 - (v) Accessing Virtual AGM via USSD platform using short code number *384*041#; Use the menu prompts to Select option for "Q&A" and submit their questions (within 160 character limit for sms text); or
 - (vi) Sending their written questions by email to digital@candrgroup.co.ke; or
 - (vii) To the extent possible, physically delivering their written questions with a return physical address or email address to the offices of Custody and Registrars Services Ltd, Company's Registrars, at IKM Place, Tower B, 1st Floor, 5th Ngong Avenue.
 - Shareholders sending questions by email or delivering to C&R Group must provide their full details (full names, Shares Account Number//CDSC Account Number) when submitting their questions and clarifications. Also attach a copy of your ID/Passport.
 - All questions and clarification must reach the C&R Group on or before Wednesday 22 2022 by 12:00 Noon.

NOTICE OF THE 2022 ANNUAL GENERAL MEETING (continued)

7. Shareholders wishing to vote may do so by:
 - (i) Accessing Virtual AGM via the link to the AGM platform; Select Attend Event; Select “BOC Kenya PLC AGM”; Select “Voting” option tab and vote; or
 - (ii) Accessing Virtual AGM via USSD platform; Use the menu prompts to Select option for “Voting” and follow the various prompts regarding the voting process.
8. In accordance with Section 298(1) of the Companies Act, Shareholders entitled to attend and vote at the AGM are entitled to appoint a proxy to vote on their behalf. A proxy need not be a member of the Company.

A Proxy Form is attached on Page 7 of this Notice and can also be accessed on the Company’s website, www.boc.co.ke. Physical copies of the Proxy Form are also available at the following address: Custody and Registrars Services offices, IKM Place, Tower B, 1st Floor, 5th Ngong Avenue.

To be valid, the Proxy Form must be duly completed by the Shareholder or his Attorney duly authorized in writing. If the Shareholder is a body corporate, the instrument appointing the proxy shall be given under its common seal (if any) or under the hand of an Officer or duly authorized Attorney of such body corporate.

A completed Form of Proxy should be emailed to proxy@candrgroup.co.ke in pdf format or delivered to Custody and Registrars Services, IKM Place, Tower B, 1st Floor, 5th Ngong Avenue Nairobi or be posted to Custody and Registrars Services, P. O. Box 8484-00100 Nairobi, so as to reach the Registrar or the Company Secretary not later than **12:00 Noon on 21 June 2022**.

The duly completed form must be supported by a copy of ID/ valid Passport of the Shareholder and include the ID/Passport, email or telephone number of the proxy to facilitate registration. Any proxy registration that is rejected will be communicated to the Shareholder concerned no later than **22 June 2022 at 5.00 pm** to allow time to address any issues.

9. The AGM will be streamed live to all Shareholders who will have registered to participate in the general meeting. Duly registered Shareholders and proxies will receive a short message service (SMS/USSD) prompt on their registered mobile numbers or email, 24 hours prior to the AGM as a reminder of the AGM. A second SMS/USSD prompt shall be sent two hours ahead of the AGM, reminding duly registered Shareholders and proxies that the AGM will begin in two hour’s time.
10. The Annual Report and Financial Statements of the Company for the year ended 31 December 2021 have been made available on the Company’s website www.boc.co.ke in the downloads section of the website.

NOTICE OF THE 2022 ANNUAL GENERAL MEETING (continued)

Explanatory Notes to Resolutions proposed to be passed at the AGM to be held on 23 JUNE 2022

ORDINARY BUSINESS

Agenda Item 1 - Report and Accounts 2021

Resolution 1:

THAT the Report of the Directors and the Financial Statements for the year ended 31 December 2021, as audited and reported by the Company's Auditors now submitted to this meeting be and are hereby approved and adopted.

The Report and Accounts for the year ended 31 December 2021 were approved by the Board of Directors on 25 April 2022 and are presented and proposed for adoption by Shareholders.

Agenda Item 2 - Dividend

Resolution 2:

THAT a final dividend of KES 2.90 per ordinary share payable, net of Withholding Tax, on or about the 19 July 2022 to Shareholders on the Register at the close of business on 27 May 2022 be and is hereby approved.

The final dividend was approved by the Board of Directors on 25 April 2022 and is recommended for approval by Shareholders.

Agenda Item 3 – Re-election of Directors

Resolution 3:

THAT Mr. J. Ramashala be and is hereby re-elected a Director of the Company in accordance with Article 28 of the Articles of Association.

Upon recommendation by the Nominations and Corporate Governance Committee Mr. J. Ramashala was appointed as a Director by the Board effective 13 September 2021. In accordance with Article 28 of the Company's Articles of Association Mr. J. Ramashala retires and offers himself for re-election.

Resolution 4:

THAT Mrs. M. Gathoga-Mwangi be and is hereby re-elected a Director of the Company in accordance with Article 29 of the Articles of Association.

Mrs. M. Gathoga-Mwangi resigned as Managing Director of the Company on 31 December 2021 but remained on the Board as a Non-Executive Director. She retires by rotation and offers herself for re-election in accordance with Article 29 of the Company's Articles of Association.

NOTICE OF THE 2022 ANNUAL GENERAL MEETING (continued)

Explanatory Notes to Resolutions proposed to be passed at the AGM to be held on 23 JUNE 2022 (continued)

Resolution 5:

THAT Mr. S. Maina be and is hereby re-elected a Director of the Company in accordance with Article 29 of the Articles of Association.

Mr. S. Maina retires by rotation and offers herself for re-election in accordance with Article 29 of the Company's Articles of Association.

In relation to the re-election of all the above named Non-Executive Directors the Nominations and Corporate Governance Committee confirmed and the Board has determined that each of them continue to perform effectively and demonstrate commitment to their roles, and that they are all influential individuals in their respective fields and backgrounds. Their balance of knowledge and skills combined with their diversity and business experience, makes a major contribution to the proper functioning of the Board and its Committees. Biographical details of the Directors seeking re-election are set out on page 2 of the Annual Report 2021.

Copies of the Directors' letters of appointment are available for inspection during normal business hours at the company's registered office on any business day.

Agenda Item 3 Directors re-election to Audit & Risk Committee

Resolution 6:

THAT Mr. Steve Maina, Mrs. Cosima Wetende and Mr. J. Ramashala be and are hereby elected to continue to serve as Members of the Board Audit & Risk Committee.

In accordance with the provisions of Section 769 of the Companies Act 2015, the above-named Directors offer themselves for re-election to continue to serve as Members of the Board Audit & Risk Committee.

Agenda Item 4 - Directors Remuneration and Remuneration Report

Resolution 7:

THAT the Directors remuneration as stated in Note 30(f) to the Financial Statement and the Remuneration Report set out on page 55 of the Company's 2021 Annual Report, be and are hereby Approved.

Resolution 7 is an advisory vote to approve the Directors' remuneration as stated on Note 30(f) to the Financial Statements and to approve the Director's Remuneration Report as prescribed by the CMA Code of Corporate Governance Practices for Issuers of Securities to the Public.

The Remuneration Report is set out on page 55 of the 2021 Annual Report posted on the Company's website www.boc.co.ke.

NOTICE OF THE 2022 ANNUAL GENERAL MEETING (continued)

Explanatory Notes to Resolutions proposed to be passed at the AGM to be held on 23 JUNE 2022 (continued)

Agenda Item 5 - Re-Appointment of Auditors and Auditors Remuneration

Resolution 8:

THAT in accordance with Section 721(2) of the Companies Act 2015, of Messrs PricewaterhouseCoopers LLP be and are hereby re-appointed as the Auditors of the Company and that the Directors be and are hereby authorised to fix their remuneration.

PricewaterhouseCoopers LLP have expressed their willingness to continue in office as the Companies External Auditors.

In accordance with the provisions of Section 721(2), PricewaterhouseCoopers LLP offer themselves for re-appointment and it is proposed that the Directors be authorized to fix their remuneration for the ensuing financial year.

BOC KENYA PLC

PROXY FORM FOR THE 2022 ANNUAL GENERAL MEETING

I/We _____

of P.O. Box _____

Share Account No. _____ being a Shareholder/Shareholders
of the above-named Company hereby appoint:

Proxy Name: _____

Proxy P O Box _____

Proxy Mobile No. _____

Proxy Email address: _____

and failing him/her the Chairman of the meeting as my/our proxy to vote for me/us and on my/our behalf at the **Annual General Meeting** of the Company to be held **Virtually on Thursday 23 June 2022 at 11.00 a.m.**, and at any adjournment thereof.

Dated this _____ day of _____ 2022.

Signature(s)/Seal: _____

Unless otherwise instructed, the proxy will vote as he/she thinks fit.