

BOC KENYA PLC

PRINCIPLES GOVERNING SHAREHOLDER AND STAKEHOLDER COMMUNICATION

Introduction

BOC Kenya PLC (BOC) is committed to promoting effective and open communication with all shareholders and stakeholders, ensuring consistency and clarity of disclosure at all times. We aim to engage with our shareholders transparently in order to facilitate a mutual understanding of our respective objectives. We strive to be accessible to our institutional and private investors, our regulators and other key stakeholders.

Financial reporting

In line with the CMA Code of Corporate Governance Practices for Issuers of Securities to the Public 2015 and the Companies Act 2015, we are committed to providing greater disclosure and transparency in our financial reporting.

We aim to deliver all financial and strategic communications in a consistent and open way, and to ensure that such disclosures are easily intelligible and present a fair, balanced and understandable assessment of the company's position and prospects.

All financial reports and regulatory announcements as well as associated materials are made available on our website <http://www.boc.co.ke>. in a timely manner for all investors to access.

Annual General Meeting (AGM) participation

We understand the importance of communicating effectively with shareholders and are committed to the constructive use of the AGM for the Chairman and Non-Executive Directors to meet with shareholders, hear their views and to answer their questions.

We proactively encourage shareholder participation in the AGM, both by attending the meeting and voting, either in person or by proxy.

All AGM's are held at BOC's premises located on Kitui Road, Industrial Area, Nairobi which we believe is accessible for the majority of shareholders. This choice of location accords Shareholders opportunity to appreciate the Company's operations 'on the ground'.

Institutional investors

BOC is committed to managing relationships with institutional investors. An Investor Briefing Session is conducted at least once a year following publication of either end year and or half year financial results to update investors on our business and strategy.

The Chairman, Managing Director and Finance Director as well as members of Senior Management attend the Investor Briefing Sessions. Other Non-Executive Directors are also invited to attend.



Private shareholders

BOC strives to improve the efficiency of the share register in order to make our shareholders lives easier. The Register is managed by our Registrar, Custody & Registrar Services Limited.

We communicate with shareholders throughout the year through mailings, which include notifications of dividends, the AGM and any other initiative which we feel may be of benefit to them.

Through these mailings, we encourage shareholders to elect to receive notifications of AGM's and dividend information via SMS in addition to BOC results directly to their email on the day of publication.

Custody & Registrar Services are located at Bruce House, 6th Floor, Standard Street within the Central Business District making it accessible to shareholders who can visit them if they have any queries about their shareholding. In order to ensure that Custody & Registrar Services provide the highest quality of service to our shareholders, we monitor their performance via their monthly reports and periodic review meetings.

Corporate governance

We are committed to promoting the very highest standards of corporate governance in BOC. We strive to respond, in a timely fashion, to corporate governance developments. We provide a Corporate Governance Statement in our Annual Report. The Statement delineates our corporate governance values and how we put them into practice. Our Annual Reports can be accessed on our website <http://www.boc.co.ke>.

Public policy engagement

Rationale

Our views are intermittently sought by policymakers – including government, the National Assembly and industry groups - and we have a responsibility to contribute in an accurate, factual and meaningful way, including sharing insight from trends in our business activity. We engage in dialogue on issues where we have a legitimate interest, i.e. where public policy directly affects our business, customers and clients. We work to ensure that any communication undertaken is honest, comprehensive and accurate.

Governance

Responsible corporate citizenship requires active engagement in legislative processes and policy discussion. Our engagement with policy makers and advocacy on public policy (political and legislative) issues is led by our Managing Director and is guided by our Code of Ethics, our Communications Policy and the following procedural rules and controls.

Engagement with policy makers

The Management Team identifies public policy and legislative priorities that impact our business. Responsibility for the co-ordination and oversight of all political activity – including monitoring, analysis, development of policy positions, legislative responses and engagement with political and legislative stakeholders (including through events and one-to-one meetings) – rests with the Managing Director. BOC is committed to responsible political engagement. All such political activity is underpinned by the following principles:

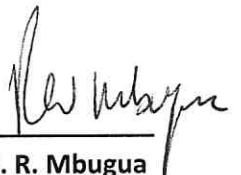


- **Integrity:** We are committed to ethical behaviour, integrity and responsibility in our political activities. All colleagues are bound by the Code of Ethics and are subject to disciplinary action in the event that they act in breach of the Code.
- **Legitimacy:** Our engagement must align to legitimate business objectives, serve the interests of the company and comply with laws. To ensure this the Management Team are required to take all reasonable steps to ensure that positions presented to policy-makers are rooted in evidence and insight, not opinion.
- **Accountability and oversight:** The Managing Director is accountable for setting the principles and scope for political activities, agreeing the objectives and strategy and providing direction and guidance to management.
- **Consistency:** The Management Team plays a key role in ensuring consistency across all engagements taking place in the company's name, or in relation to its objectives. This includes activity being undertaken by third parties such as agencies and trade bodies in partnership with BOC.
- **Transparency:** BOC is open about the guiding principles, objectives, policies and procedures of its engagement with policy makers.

APPROVAL:

This Policy was reviewed by the Directors of BOC Kenya PLC and approved on Monday 7 January 2019. The Board of Directors of BOC Kenya PLC additionally approved upload of this Policy onto the Company's website.

SIGNED this 7 day of January 2019



Mr. R. Mbugua
Chairman of the Board



Mrs. M. Gathoga-Mwangi
Managing Director