

BOC KENYA PLC

POLICY ON APPOINTMENTS TO THE BOARD

1. INTRODUCTION

The CMA Code of Corporate Governance Practices for Issuers of Securities to the Public 2015 (the Code) requires the Board to publish procedures for nominations and appointment of new Board members.

2. PURPOSE OF THE POLICY

The purpose of this Policy is to provide the principles, criteria and procedures for the appointment to the Board of Directors ("the Board") of BOC Kenya PLC ("the Company") and matters connected therewith.

3. POLICY STATEMENT

In line with the Code, the Board shall be constituted of suitable individuals reflecting diversity in terms of skills, experience, gender and demographics and shall be unitary with Executive and Non-Executive Directors in order to execute its mandate to effectively control and manage the affairs of the Company.

4. PRINCIPLES/CRITERIA TO BE OBSERVED

Candidate(s) for appointment to the Board shall:

- 4.1 Have a reputation for integrity, honesty and service and adherence to high ethical standards.
- 4.2 Demonstrate business acumen, financial literacy, experience and ability to exercise sound judgement in matters that relate to the current and long-term objectives of the Company and should be willing and able to contribute positively to the decision-making process of the Company.
- 4.3 Have a commitment to understand the Company and its industry and to regularly attend and participate in meetings of the Board and its Committees.
- 4.4 Be able to engage meaningfully in Board deliberations and challenge when they have a serious concern.
- 4.5 Not have conflicts of interest that would impair their ability to represent the interests of all the Company's shareholders and to fulfil the responsibilities of a Director.
- 4.6 Shall not be discriminated against on the basis of race, religion, national origin, sex, age, disability or any other basis prescribed by law. The Board should give due consideration to the value of diversity in its composition, including the need for a balance of skills, experience, independence, demographics, and perspectives.

- 4.7 Shall not be disqualified to act as a Director, the candidate shall therefore not fall into any of the following categories:
- 4.7.1 Be a body corporate or juristic person.
 - 4.7.2 Not be an emancipated minor or under a similar legal disability or curatorship.
 - 4.7.3 Not be a person removed from an office of trust on grounds of misconduct.
 - 4.7.4 Not be a person convicted of fraud, theft, forgery, perjury or other offence involving dishonesty.

5. PROCEDURE

- 5.1 The Board shall delegate its authority to the Nominations and Corporate Governance Committee ("the Committee") to periodically assess the skills required to competently discharge the Boards' duties, having regard to the strategic direction of the Company.
- 5.2 The current skills and competencies sought by the Board for the purposes of recruiting Directors are as follows:
- Industry Knowledge and Experience
 - Listed Company Board Experience
 - Governance Leadership/Corporate Management
 - Trade Block Experience
 - Audit/Finance
 - Risk Management
 - Regulation/Public Policy/Govt. Relations
 - Legal
 - Marketing/Sales/Distribution
 - People/Organizational Development/Remuneration
 - Information Technology
 - Manufacturing Industry experience
- 5.3 The assessment in 5.1 shall also be done for the purposes of filling in casual vacancies on the Board.
- 5.4 A report on the outcome of that assessment shall be provided to the rest of the Board.
- 5.5 All Board members may be called upon to assist with the identification and nomination of potential candidate(s) as appropriate.
- 5.6 The Committee shall, as and when it considers appropriate, but in any event on each occasion on which an existing Director retires, resigns, passes away, becomes disqualified, or is otherwise unable to continue serving assess the skills represented on the Board by the remaining Non-Executive Directors and determine whether they meet the required skills identified, and if not determine how to rectify the situation.
- 5.7 The Committee, having regard to the skills required and the skills represented shall implement a process for the identification of suitable candidate(s) for appointment to the Board of Directors.

- 5.8 In determining the process for the identification of suitable candidate(s), the Committee may procure an appropriately qualified independent third party, acting on a brief prepared by the Committee, which identifies the skills sought, to undertake the search for a suitable candidate.
- 5.9 The Committee:
- 5.9.1 screens the candidate(s).
 - 5.9.2 will ensure that proper background checks are conducted on the candidate(s) to ensure that the candidate(s) are not disqualified from acting as Directors.
 - 5.9.3 will ensure that the candidate(s)' backgrounds have been investigated in compliance with the Listing Requirements of the Capital Markets Authority.
 - 5.9.4 will make recommendations on appointments to the Board having due regard to the issues of diversity and the appropriate balance of Executive, Non-Executive and Independent Non-Executive Directors as prescribed by the Board's Diversity Policy and the Code.
 - 5.9.5 must ensure that the candidate(s) is/are free of any conflict of interest between duties that he/she will owe to the Company and his/her private interest.
 - 5.9.6 shall categorise the capacity of Directors as Executive, Non-Executive and Independent Non-Executive Directors.
 - 5.9.7 shall ensure that the candidate who will be appointed as an Independent Non-Executive Director passes all the independence tests as set out in the Code.
 - 5.9.8 will ensure that only candidate(s) who have, in the judgement of the Chairman of the Board, sufficient time to effectively fulfil the role of a Board Director will be appointed as Non-Executive Directors to the Board.
 - 5.9.9 will make recommendations to the Chairman of the Board on candidate(s) it considers appropriate with a report confirming the above.
- 5.10 Once the Committee has considered candidate proposals, interviews by the Chairman and Members of the Committee shall be arranged.
- 5.11 Upon completion of interviews, the Committee shall recommend a candidate, whose details and resume shall be circulated to the Board for approval.
- 5.12 Upon appointment of a candidate(s), a formal procedure is activated by the Company secretary who ensures that:
- 5.12.1 prior notification is made to the CMA and NSE as per Listing requirements and that an announcement is made in the daily newspapers.
 - 5.12.2 that appropriate returns are filed with the Companies Registry.
 - 5.12.3 that the new Director resigns and subjects him/herself to re-election at the next Annual General Meeting following the appointment.

5.12.4 a robust induction programme commences for the new Director

6. APPOINTMENT OF ALTERNATE DIRECTORS

- 6.1 In accordance with the Company's Articles of Association, a Non-Executive Director of the Board may appoint an Alternate Director to be his/her alternate and act in his/her place at any meetings of the Board at which the Director is unable to attend.
- 6.2 Such Alternate Director shall be approved by the Board and shall discharge the obligations placed upon the appointing Director.
- 6.3 The Board:
- 6.3.1 will ensure that proper background checks are conducted on the proposed Alternate Director to ensure that the candidate is not disqualified from acting as an Alternate Director.
 - 6.3.2 will ensure that the proposed Alternate Director consents to the discharge of obligations placed upon the appointing Director.
 - 6.3.3 will have due regard to the issues of diversity as prescribed by the Board's Diversity Policy and the Code.
- 5.9.5 will ensure that the Alternate Director proposed for appointment is free of any conflict of interest between duties that he/she will owe to the Company and his/her private interest.
- 6.4 An Alternate Director shall receive Notice of the Company's General Meetings and shall during his/her appointment be an officer of the Company responsible for his/her own acts and defaults.

7. REVIEW

This policy shall be reviewed annually by the Committee which shall recommend any proposed changes to the Board for approval.

Approval:

This Policy on Appointments to the Board was last reviewed and APPROVED by the Board of Directors of BOC Kenya Plc on 4 June 2025 and RECOMMENDED for approval by Shareholders at the Annual General Meeting to be held on Thursday 26 June 2025.

SIGNED this 4 day of June 2025



Mr. E. Vorster
Chairman of the Board



Mrs. C. Wetende
Chairman of the Nominations and Corporate
Governance Committee