

BOC KENYA PLC

NOMINATIONS AND CORPORATE GOVERNANCE COMMITTEE

TERMS OF REFERENCE

Purpose

The role of the Nominations and Corporate Governance Committee is to recommend suitable candidates for appointment to the BOC Kenya PLC (BOC) Board and its Committees ensuring that all have an appropriate balance of expertise and ability. It is also charged with the responsibility of evaluating the effectiveness of the Board and the effectiveness of the Directors in the discharge of their responsibilities.

The Committee also reviews and assesses the Board and the Company's practices in light of good corporate governance guidelines and codes applicable within the country and makes recommendations to the Board with regard to any changes.

Membership

1. Membership of the Nominations and Corporate Governance Committee (the "Committee") shall be appointed by the Company's Board of Directors (the "Board"). The Committee shall consist of at least three (3) Members, a majority of whom shall be Independent Non-Executive Directors as appropriate.
2. The Chairman of the Committee shall be an Independent Non-Executive Director.
3. In the absence of the Chairman, the Members present will elect one of their number to chair the meeting.
4. In the event that the Chairman of the Board is also the Chairman of the Committee then, whilst dealing with the matter of succession to the Chairmanship of the Board, the Committee shall be chaired by a Non-Executive Director who is not also Chairman of the Board.
5. Appointments to the Committee shall be for a period of up to three (3) years (subject to the election and re-election provisions in the Company's constitution), which may be extended for further periods as recommended by the Committee to the Board.

Quorum

6. The quorum necessary for the transaction of business shall be two (2). A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

Attendance at meetings

7. The Managing Director (or equivalent position howsoever called) shall be a permanent invitee to the Committees meetings. Other relevant Senior Management may be invited to attend for all or any part of a meeting as and when appropriate in the opinion of the Committee Chairman, or the majority of its Members.
8. The Company Secretary will act as the Secretary of the Committee.

Frequency of meetings

9. The Committee shall meet at least two (2) times a year and at such other times as the Committee Chairman or any Member of the Committee may request.

Notice of meetings

10. Meetings of the Committee shall be called by the Secretary of the Committee at the request of the Committee Chairman.

11. Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed and copies of all Committee papers, shall be sent to all Members of the Committee, and to all other attendees as appropriate, at least five (5) working days before the meeting.

Authority

12. The Committee is authorized by the Board to:

- (a) seek any information it requires from any employee of the Company in order to perform its duties;
- (b) obtain, at the Company's expense, outside legal or other professional advice in connection with its duties; and such advisors may attend meetings as necessary;
- (c) incur any expenditure it considers appropriate in connection with the above (the Company to make available the necessary funds); and
- (d) delegate its powers in relation to particular matters to a sub-committee, determine its Membership, terms of reference and the extent of its delegated powers.

Responsibilities and Objectives

13. The responsibilities and objectives of the Committee are as follows:

Board and Committee Composition

The Committee will:

- (i) regularly review the structure, size and composition of the Board and Committees to ensure that there is an appropriate balance of skills, expertise, knowledge and independence, bearing in mind the leadership needs of the Company and with a view to ensuring the continued ability of the Company to compete effectively in the market place;
- (ii) on an annual basis review the required skills mix and expertise that the Executive and Non-Executive Directors bring to the Board and ensure that disclosure of the same is made in the Company's Annual Report and website; and
- (ii) make such recommendations to the Board with regard to the composition of the Board and its Committees as it may consider necessary.

Board Appointments

The Committee will:

- (i) prepare a description of the role and capabilities required for a particular appointment and regularly review the profiles of the required skills and attributes for Membership of the Board;
- (ii) be responsible for identifying and nominating candidates, for the approval of the Board, to fill vacancies on the Board, ensuring that such candidates are persons of caliber with the necessary skills and expertise to exercise independent judgement on issues that are necessary to promote the Company's overall interests and in line with the Policy on Appointments to the Board ; and
- (iii) ensure that all appointments are made on merit against objective criteria and with due regard for the benefits of diversity, including gender diversity.

Evaluation of Board and Director Effectiveness

The Committee will:

- (i) conduct a critical evaluation of the activities of the Board on an annual basis;

- (ii) discuss the results of the review of the Board and its Committees and present such with recommendations to the Board;
- (iii) ensure the results of the review of individual performance by each Director (excluding the Chairman) are discussed by the Chairman with each Director individually; and
- (iv) ensure the results of the Chairman, Managing Director and Company Secretary's performance are discussed by the Nominations Committee and feedback is given to them by the Committee Members.

Succession Planning

The Committee will satisfy itself that processes and plans are in place for orderly succession for appointments to the Board. It will ensure that the term of office of Directors is organized in such a way as to end at different times to secure retention of institutional memory and to aid the process of inducting new Directors. The Committee will endeavor to ensure maintenance of an appropriate balance of skills and experience and to ensure the progressive refreshing of the Board.

Commitment

The Committee will:

- (i) assess and articulate the time needed to fulfil the role of Chairman or Non-Executive Director; and
- (ii) ensure that Non-Executive Directors undertake that they will have sufficient time to fulfil their duties and that any significant new appointments outside the Company are disclosed.

Corporate Governance

The Committee will:

- (i) review the Corporate Governance statement to be included in the Annual Report describing the Board and the work of the Committees; how the Board and Committees have discharged their responsibilities, the activities of the Board and its Committees, the number of meetings held and the attendance record;
- (ii) review general compliance to the CMA Corporate Governance Code in carrying out the duties specified above; and
- (iii) ensure implementation of policy with regard to Securities Transactions by Directors and Senior Management of the Company.

Other matters

The Committee will:

- (i) assess the independence of Non-Executive Directors on an annual basis; and
- (ii) make recommendations to the Board as regards the re-appointment of any Non-Executive Director at the conclusion of their specified term of office after formally reviewing the Director's performance and conducting a particularly rigorous review in respect of service beyond six years.

Reporting Procedures

14. Reporting procedures will be as follows:

- (a) The Committee Chairman shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

- (b) The Secretary shall minute the proceedings and resolutions of the Committee meetings, including the names of those present and in attendance.
- (c) The Secretary shall circulate draft minutes of meetings of the Committee to all Members of the Committee. Once approved, minutes shall be available to all other Members of the Board on the Board's Diligent Board Platform except where the Committee determines it to be inappropriate to do so for reasons of confidentiality.
- (d) The Committee's activities and the process used to make appointments shall be disclosed in the Annual report, together with the Board's policy on Diversity and Policy on Appointments to the Board.

Other

15. The Committee shall:

- (a) give due consideration to all applicable laws and regulations, as appropriate; and
- (b) periodically review its own performance and, at least annually, review its constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

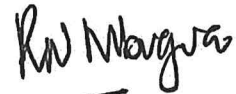
APPROVAL:

This Terms of Reference for the Nominations and Corporate Governance Committee was reviewed and Approved by the Committee on Monday 29 April 2024 and Approved by the Board of BOC Kenya PLC on Monday 29 April 2024 and further Approved for upload onto the Company's website.

SIGNED this _____ day of _____ 2024



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



Mr. R. Mbugua
Chairman of the Board