

**CORPORATE GOVERNANCE REPORTING TEMPLATE FOR ISSUES OF SECURITIES TO THE PUBLIC**

TO BE FILLED IN LINE WITH THE REQUIREMENTS OF THE CODE OF CORPORATE GOVERNANCE PRACTICES FOR ISSUERS OF SECURITIES TO THE PUBLIC, 2015

**Company Name (in full)**

Bamburi Cement Public Limited Company

**Reviewer's Name**

Stock Code

Sector

Year - 2022

Date of Financial Year End: 31 December 2022

Chairman Signature

Managing Director Signature

Company Secretary Signature

**Company Details to be Provided:**

Company market to book ratio at end of financial year

No of outstanding shares at end of financial year

Closing price of stock at end of financial year

Net sales as per Income Statement at end of financial year

Net profit as per Income Statement at end of financial year

Total debt (short and long term) as per Balance Sheet at end of financial year

Total equity as per Balance Sheet at end of financial year

Total no. of Board members at end of financial year

No. of independent directors at end of financial year

No. of non-executive directors at end of financial year

**ESTHER WAENI NGEA**  
**CERTIFIED PUBLIC SECRETARY**  
 REG. NO. 2151  
 P. O. BOX 14122 - 00100,  
 NAIROBI

0.3  
 3,740,725  
 KES 28.40 per share  
 KES 38.998 billion  
 KES 181million  
 KES 2.824 billion  
 KES 38.275 billion  
 12  
 4  
 8

Cons ecuti ve No.	Mandator y or 'apply or explain'	Part No.	Question	Kenya Code Reference	Application - FA, PA or NA - See Notes 1, 2, 3&4	Application or Explanation - Note 3 & 4	Source of Information
<b>INTRODUCTION</b>							
1	M	A.1	Has the company developed and published a Board Charter which is periodically reviewed and which sets out the Board responsibility for internal control?	1.1.2, 2.6.2, 6.3.2	FA	Board has developed a Board charter, which regulates its operations. The Charter is approved by the Board and reviewed periodically, the last review was undertaken on 20 April 2021 when the Charter was extensively amended. The Charter will next be reviewed in June 2022 to factor changes proposed in the last governance audit. The Board Charter is published on the Company website at <a href="https://www.lafarge.co.ke/board-charter">https://www.lafarge.co.ke/board-charter</a>	Board Charter pg. 2 & 14 on website <a href="https://www.lafarge.co.ke/board-charter">https://www.lafarge.co.ke/board-charter</a>
2	M	A.2	Do the Board Charter or company documents distinguish the responsibilities of the board from management in line with Code requirements?	1.1.2, 2.3.1, 2.3.2, 2.6.2	FA	The Board Charter provides for the separation of responsibilities between the Board and Management. Additionally, the division between the role of the Chair of the Board and the MD is clearly set out in the Annual Report. Further, Schedule 1 to the Charter i.e. the Schedule of Matters Reserved for the Board, and Schedule 2, the Schedule of Matters Delegated by the Board, stipulate those matters delegated to Management.	Board Charter pg. 14 & 15, Schedule of Matters reserved for the Board and Schedule of Matters Delegated by the Board respectively. Also under the Annual Report in the Corporate Governance Statement
3	A or E	A.3	Is there a statement indicating the responsibility of Board members for the application of corporate governance policies and procedures of the company?	1.1.6	FA	Yes. The Board's responsibility for corporate governance is provided for in the Board Charter, the company's website and the Audit & Risk Committee Charter, which is the Committee responsible for corporate governance. These are further restated in the Corporate Governance Statement captured in the Company's 2021 Annual Report.	Board Charter pg. 1. Audit & Risk Committee Charter & 2021 Annual Report, under the Corporate Governance Statement pg 62 Website: <a href="https://www.lafarge.co.ke/1_4_4-Corporate_governance">https://www.lafarge.co.ke/1_4_4-Corporate_governance</a>

**ESTHER WAENI NGEA**  
**CERTIFIED PUBLIC SECRETARY**  
 REG. NO. 2151  
 P. O. BOX 14122 - 00100,  
 NAIROBI

4	M	A.4	How has the Board ensured all directors, CEOs and management are fully aware of the requirements of this Code?	1.1.6	FA	The Code is part of all induction files for new directors and is available continuously to all directors as a reference document. It is also uploaded in the internal intranet for Management access. Throughout the year, the Board and its Committees review findings from the last governance audit and legal and compliance audit which create an appreciation of provisions of the Code. Management is also briefed on compliance provisions/requirements under the Code by the Company Secretary. Directors also attend various trainings facilitated externally to get clarity on provisions of the Code.	Induction files. Intranet. Various training sessions. Last governance audit e.g. governance audit for year ended 31 December 2022 which is ongoing - see 2022 Annual Report pg 62. 69 <a href="https://www.lafarge.co.ke/annual-reports">https://www.lafarge.co.ke/annual-reports</a>
5	M	A.5	Do company documents indicate the role of the Board in developing and monitoring the company strategy?	Part II - Overview. 2.3	FA	Board responsibility for strategy is stipulated in the Board Charter and the Annual Report. Each year in August, the Board has a specific strategy session to review and approve the Company's strategy (Kenya & Uganda) after which achievement is monitored in subsequent meetings.	Board Charter pg. 1 & 14. 2022 Annual Report pg. 62 <a href="https://www.lafarge.co.ke/board-committees-charters">https://www.lafarge.co.ke/board-committees-charters</a>
6	A or E	A.6	Does the company strategy promote sustainability of the company?	2.3.6	FA	Yes. Sustainability of the Company and its operations is a key component of strategy. Details of the Company's sustainability program, its various components and activities towards its achievement are contained in the 2021 Sustainability Report and 2022 Annual Report (themed 50 years of Commitment to Environmental Sustainability).	2021 Sustainability Report pg. 25-33 2022 Annual Report, MDs Statement pg. 18-20 and Sustainability Review pg.52-59 Website: <a href="https://www.lafarge.co.ke/our-sustainability-framework">https://www.lafarge.co.ke/our-sustainability-framework</a>
7	M	A.7	Are all board committees governed by a written charter/terms of reference, disclosing its mandate, authority, duties, composition, leadership and working processes?	2.2.2	FA	Yes. The Company has two Board committees being the Audit & Risk Committee (A&RC) and the Nomination, Remuneration & HR Committee (NR&HR Committee). Both committees have charters in place last reviewed in August 2022. They are scheduled for review in June 2024. Each Committee also has an annual work plan which broadly details its annual activities.	Committee Charters on the Company's website at <a href="https://www.lafarge.co.ke/board-committees-charters">https://www.lafarge.co.ke/board-committees-charters</a>
<b>B BOARD OPERATIONS and CONTROL</b>							
8	M	B.1	Has the Board established a Nomination Committee comprised mainly of independent and non-executive Board members?	2.1.2, 2.2.2	FA	The Board has established a Nomination, Remuneration & HR Committee (NR&HR Committee) whose membership as at 31 December 2022 and presently, consists of 3 independent out of 6 directors. This amounts to 50% which meets the requirement.	Committee membership in the 2022 Annual Report pg. 63, 66
9	M	B.2	Is the chairperson of the Nomination Committee an independent director?	2.2.3	FA	Yes. The Chair is Mbuvi Ngunze, who is an independent non-executive director. He was appointed Chair in March 2022 in compliance with this requirement.	2022 Annual Report pg. 66 See website <a href="https://www.lafarge.co.ke/board-committees-charters">https://www.lafarge.co.ke/board-committees-charters</a> and NR&HR Committee Charter
10	M	B.3	Has the board adopted and published procedures for nomination and appointment of new Board members?	2.1.1, 2.1.7	FA	Procedures for nomination and appointment of Directors are provided for in the Board Charter, the Board Appointment Policy and the NR&HR Committee Charter.	Board Charter pg. 3-4, Board Appointment Policy and NR&HR Committee Charter <a href="https://www.lafarge.co.ke/board-committees-charters">https://www.lafarge.co.ke/board-committees-charters</a>
11	M	B.4	Is the Board size adequate for the exercise of the company business?	2.1.4	FA	The Board comprises of a total of 11 directors with a wealth of experience, a diversity of gender, skills and knowledge. The number permits a minimum number of four directors per Committee which is sufficient. The Board considers its size adequate to achieve its objectives and for the size of the business.	Board Charter pg. 3 and the Board composition as covered in the corporate governance statement in the 2022 Annual Report pg. 63

12	A or E	B.5	Has the board adopted a policy to ensure the achievement of diversity including age, race and gender) in its composition?	2.1.2, 2.1.3, 2.1.5, 2.5.1	FA	Yes. The Board diversity policy is provided for in the Board Charter and NR&HR Committee charters. The Company also has signed the UN Women Empowerment Principles which focus on driving gender diversity in the workplace. The Company received several awards at the 10th Gender Mainstreaming Awards for its efforts in promoting gender diversity. The then CEO Seddiq Hassani was awarded the Women on Boards Network in Kenya 2022 Male Champion of Women's Agenda.	Board Charter pg. 3 & 5 and the 2022 Annual Report, Our People and Culture pg. 45 - 47 See website <a href="https://www.lafarge.co.ke/annual-reports">https://www.lafarge.co.ke/annual-reports</a>
13	M	B.6	Do the Board members represent a mix of skills, experience, business knowledge and independence to enable the discharge of their duties?	2.2.1	FA	Yes. The members represent the right skill mix, experience, business knowledge and independence as determined by the NR&HR Committee vis a vis already existing skills, experience and business knowledge.	Board profiles and statements contained in the 2022 Annual Report pg. 22-25 and the website - <a href="https://www.lafarge.co.ke/board-directors">https://www.lafarge.co.ke/board-directors</a>
14	M	B.7	Has the board adopted and applied a policy limiting the number of board positions each Board member may hold at any one time?	2.1.6	FA	This is provided for in the Board Charter and fully applied in line with the Code. Every year, each Board member is required to update their profile which includes the board positions held elsewhere and give an indication whether he/she still has sufficient time to undertake the Company's business.	Board Charter pg. 5 <a href="https://www.lafarge.co.ke/board-committees-charters">https://www.lafarge.co.ke/board-committees-charters</a>
15	M	B.8	Have any Alternate Board members been appointed? If so, have the Alternate Director/s been appointed according to regulation and Code requirements?	2.1.6, 2.1.7	FA	Although the Board Charter and Company's Articles of Association (Article 90) provide for the appointment of alternate directors, none of the directors has an alternate and no alternate board members were appointed in the year 2022.	Board Charter pg 4-5 <a href="https://www.lafarge.co.ke/board-committees-charters">https://www.lafarge.co.ke/board-committees-charters</a>
16	M	B.9	Are independent directors at least one-third of the total number of Board members?	1.1.2, 2.1.3, 2.4.1	FA	Yes. Currently, 4 of the 11 Directors (36.36%) are independent directors.	Board membership at website - <a href="https://www.lafarge.co.ke/board-directors">https://www.lafarge.co.ke/board-directors</a> & 2022 Annual Report, Composition of the Board pg. 63
17	A or E	B.10	Does the Board have policies and procedures to annually assess the independence of independent Board members?	2.4.1	FA	Yes. The Board undertook a review of independence in 2022 guided by considerations set out in the CMA Code. The assessment looked at whether a director has a material relationship with the company, related parties, shareholders or suppliers; whether a director receives any financial support other than board fees; whether the director has served on the Board for more than 9 years etc.	Board Charter pg. 3 and & 2022 Annual Report, Composition of the Board pg. 63 See <a href="https://www.lafarge.co.ke/annual-reports">https://www.lafarge.co.ke/annual-reports</a>
18	M	B.11	Do all independent Board members have a tenure of less than 9 years?	2.4.2	FA	Yes, currently all independent directors have served less than 9 years.	Board profiles pg. 22-25 of the 2022 Annual Report and website <a href="https://www.lafarge.co.ke/board-directors">https://www.lafarge.co.ke/board-directors</a>
19	M	B.12	Is the Board comprised of a majority of non-executive board members?	2.1.3	FA	Yes, out of the 11 board members, 8 (72.72%) of them are non-executive directors.	Board profiles pg. 22-25, 63 of the 2022 Annual Report and website <a href="https://www.lafarge.co.ke/board-directors">https://www.lafarge.co.ke/board-directors</a>
20	M	B.13	How does the Board ensure a smooth transition of Board members?	2.1.8	FA	The Board ensures smooth transition through succession planning. The NR&HR Committee reviews the board skills matrix, company's needs, any foreseeable vacancies on the Board and puts in place an appropriate succession plan. The Board then manages the resignation and recruitment of new directors.	NR&HR Committee report in Annual Report pg. 66 & Board Charter pg. 11-17 on Board succession planning
21	M	B.14	Has the Board established an effective Audit Committee according to Code requirements?	2.2.4, 6.5.1, 2.1.7	FA	Yes. The Audit & Risk Committee was established, with membership of at least 3 independent directors according to the CMA Code and a Charter in place to guide its operations. The charter is reviewed regularly, with the last review on 16 June 2022 and the next review in June 2024.	2022 Annual Report pg. 65 - 66, and A&R Committee Charter on <a href="https://www.lafarge.co.ke/board-committees-charters">https://www.lafarge.co.ke/board-committees-charters</a>

22	M	B.15	Are the functions of the Chairperson and the Chief Executive Officer exercised by different individuals?	2.3.3	FA	Yes - Dr John Simba is the Chair of the Board while Mohit Kapoor is the Group Managing Director. Further, separation of the Board Chair and MD roles is specifically provided for in the Board Charter and Corporate Governance statement in the Annual Report.	Board Charter pg. 8-9 and 2022 Annual Report under Corporate Governance Statement pg. 64
23	M	B.16	Is the Chairman of the Board a non-executive board member?	2.3.4	FA	Dr John Simba, the Chair of the Board, is a non-executive director.	Board membership at <a href="https://www.lafarge.co.ke/board-directors">https://www.lafarge.co.ke/board-directors</a> 2022 Annual Report, pg. 63
24	A or E	B.17	Has the Board established procedures to allow its members access to relevant, accurate and complete information and professional advice?	2.3.5	FA	Yes, provided for under the Board Charter. The Board receives information from Management as required and is free to seek clarifications on any aspect. The Board has also invested in an online e-Board platform (Azeus Convene) that ensures that the directors have real time as well as permanent access to all the information they require or may want to refer to anywhere anytime. The Board Charter also provides that the Board, if it deems necessary, can request for advice from any expert or professional at the cost of the Company.	Board Charter pg. 7. <a href="https://www.lafarge.co.ke/board-committees-charters">https://www.lafarge.co.ke/board-committees-charters</a>
25	M	B.18	Has the Board adopted a policy on managing conflict of interest?	2.3.8	FA	Conflict of interest is managed through two interlinked policies - the Code of Business Conduct and the Conflict of Interest Directive, which apply to the directors and all employees. The Board Charter also provides for declaration of conflicts of interest at Board level which is done at every meeting. A conflicts of interest register was maintained at Board level and a separate one for the wider organization in 2022.	Board Charter pg. 9-10, the Company's Code of Business Conduct available at <a href="https://www.lafarge.co.ke/code-business-conduct">https://www.lafarge.co.ke/code-business-conduct</a> and the 2022 Annual Report disclosure on pg. 67
26	M	B.19	Has the Board adopted a policy on related party transactions to protect the interests of the company and all its shareholders and which meets the requirements of the Code?	2.3.7	FA	The Company has a Related Party Transactions Policy in compliance with the Code, which was reviewed and approved by the Board in 2018. The policy is referenced in the Annual Report under the Corporate Governance Statement. All related party transactions must be reviewed quarterly by the Board through the Audit & Risk Committee. The related party transactions are contained in the notes to the audited financial statements and an appropriate policy disclosure is made in the annual report.	2022 Annual Report pg. 66 & 68 and Note 33 to the Financial Statements pg. 162-162.
27	M	B.20	Has the company appointed a qualified and competent company secretary who is a member in good standing of ICPSK?	2.3.9	FA	The Company Secretary, Waeni Ngea (Member Number 2151) is a member in good standing with ICS. She is also an accredited Governance Auditor.	ICS website: <a href="https://members.ics.ke/search/Search-list">https://members.ics.ke/search/Search-list</a>
28	A or E	B.21	Has the Board adopted policies and processes to ensure oversight of sustainability, environmental and social risks and issues?	2.3.2, 2.3.6	FA	The Board adopted the Holcim Sustainability Policy and the Holcim Human Rights & Social Policy, which are in full application. Details of the process are contained in the 2021 Sustainability Report and 2022 Annual Report under Sustainability Review. The Company adopts the GRI standards when reporting on ESG matters and was the first in Kenya to publish its sustainability report under the new 2021 GRI standards.	Policy can be found at <a href="https://www.holcim.com/sustainability">https://www.holcim.com/sustainability</a> . 2021 Sustainability Report pg 28-28 and 32-33 at <a href="https://www.lafarge.co.ke/sustainability-reports-publications">https://www.lafarge.co.ke/sustainability-reports-publications</a> 2022 Annual Report, Sustainability Review pg. 57 at <a href="https://www.lafarge.co.ke/annual-reports">https://www.lafarge.co.ke/annual-reports</a>
29	A or E	B.22	Has the Board developed an annual work-plan to guide its activities?	2.6.3	FA	The Board has developed its Annual Work Plan, which is reviewed in November for the next year. Each Committee also has a work-plan which is reviewed and approved prior to start of the year or in the first meeting of the year.	2022 Annual Report, Corporate Governance Statement pg. 63

30	M	B.23	Has the Board determined, agreed on its annual evaluation process and undertaken the evaluation or the performance of the Board, the Board Committees, the CEO and the company secretary?	2.6.4, 2.8	FA	The Board determined the process and the evaluation of the performance of the Board, its Committees, the Chair, the CEO and the Company Secretary in 2022 through an evaluation process. Evaluations focused on the performance of each individual after which feedback sessions were held by the Chair with each individual to review the results. For year 2022, the Board enlisted the services of the firm of Carol Musyoka Consulting to undertake the evaluation in April - May 2022. The outcomes/feedback from the board evaluation were presented at the August 2022 Board meeting for consideration and noting of actions. The actions are being tracked for closure.	Board Charter pg. 11 and 2022 Annual Report, Corporate Governance Statement pg. 65 <a href="https://www.lafarge.co.ke/annual-reports">https://www.lafarge.co.ke/annual-reports</a>
31	A or E	B.24	Has the Board established and applied a formal induction program for incoming members?	2.7.1	FA	The Board has established a formal induction process for incoming directors to ensure they are conversant with the company and its operations. This induction involves presentations on key business functions, plant site and market visits and provision of various relevant documentation for private reading.	Board Charter pg. 11 and 2022 Annual Report disclosure on Induction programme pg. 64 <a href="https://www.lafarge.co.ke/board-committees-charters">https://www.lafarge.co.ke/board-committees-charters</a>
32	A or E	B.25	Do Board members participate in on-going corporate governance training to the extent of 12 hours per year?	2.7.3	FA	The Board members attended various training sessions (physical and virtual) during the year including a session on leadership and strategy, board effectiveness, etc. undertaken by external parties (face to face & elearning mechanism). All directors managed to achieve the 12 hour training time.	Board Charter pg. 12 and 2022 Annual Report disclosure on Training program pg. 64
33	A or E	B.26	Has the Board set up an independent Remuneration Committee or assigned to another Board committee the responsibility for determination of remuneration of directors?	2.9.2	FA	Yes. The Board has set up a Nomination, Remuneration & HR Committee among whose responsibility includes directors' remuneration. In 2022, the Committee reviewed the director's remuneration and in line with shareholder approval at the June 2019 meeting, the Board resolved to implement the approved second increase to the non-executive annual fees effective 1 May 2022. The annual fees were increased from the 2018 base at 30% for the Chair's fees and 40% for other non-executive director fees. Sitting allowances were determined to be competitive and remained constant.	NR&HR Committee Charter at <a href="https://www.lafarge.co.ke/board-committees-charters">https://www.lafarge.co.ke/board-committees-charters</a> , Board Charter pg. 10-11, and 2022 Annual Report, Directors Remuneration Report pg. 73-74
34	M	B.27	Has the Board established and approved formal and transparent remuneration policies and procedures that attract and retain Board members?	2.9.1	FA	Yes, the Board has established these in the Remuneration Policy and the Directors Remuneration Report which highlights the executive and non-executive director remuneration and considerations for any changes. The Remuneration Policy was reviewed in March 2023. Factors for setting remuneration include performance of the Company, market comparison among others. The Directors Remuneration in 2022 is disclosed in the 2022 annual report, which will be tabled at the AGM for shareholder approval.	2022 Annual Report, under the Directors Remuneration Report pg. 73-74 <a href="https://www.lafarge.co.ke/annual-reports">https://www.lafarge.co.ke/annual-reports</a>

**ESTHER WAENI NGEA**  
**CERTIFIED PUBLIC SECRETARY**  
REG. NO. 2151  
P. O. BOX 14122 - 00100,  
NAIROBI

35	M	B.28	How does the Board ensure compliance with all applicable laws, regulations and standards, including the Constitution and internal policies?	2.10, 2.10.1, 2.10.2	FA	The Company has put in place an internal framework to monitor compliance with all laws, regulations and standards including internal policies. This framework is tested through regular reviews and audits which include the legal and compliance audit. The company has in place a framework referred to as the Minimum Control Standards which captures the relevant compliance requirements per function. Additionally, the Legal & Compliance function will oversee compliance from a Group perspective touching on adherence to the Code of Business Conduct, Conflicts of Interest, Fair Competition, anti-bribery & corruption, compliance with sanctions, data protection laws, appropriate licensing and permits, etc. Each company function e.g. Finance is required to review compliance against its assigned Minimum Control Standards and report on compliance to the Audit & Risk Committee through the Internal Controls Manager. The Board, through the A&RC reviews any matters relating to compliance, the outcome of legal & compliance audits and ensures that appropriate remediation is in place. It also receives an update on new relevant legislation and the approach on complying with the same across the business. Compliance is a permanent A&RC agenda item.	Company's Code of business conduct at <a href="https://www.lafarge.co.ke/code-business-conduct">https://www.lafarge.co.ke/code-business-conduct</a> , the A&RC Charter at <a href="https://www.lafarge.co.ke/board-committees-charters">https://www.lafarge.co.ke/board-committees-charters</a> . Board Charter pg. 13 and the 2022 Annual Report disclosure on status of compliance pg. 69 & Legal & Compliance Auditor's opinion on pg 76	
36	M	B.29	In the past year, has the Board organized a legal and compliance audit to be carried out on a periodic basis?	2.10.3	FA	The Company enlisted the services of Rachier & Amollo advocates to undertake the legal and compliance audit for year 2022. The audit concluded in April 2023 and the report was adopted by the Board. A statement on compliance will be made to shareholders during the AGM on 15 June 2023. Findings were reviewed by both Management and the A&R Committee and actions tracked for closure at Committee level. The audit activity by a third party is undertaken every 2 years as set out in the Code.	2022 Annual Report disclosure on pg. 69 and Board Charter pg. 13 on adopted practice	
37	A or E	B.30	Has the Board subjected the company to a governance audit?	2.11.1	FA	Yes, the Company's governance audit for year 2022 is ongoing and will be undertaken by CS Madren Oluoch-Olunya of Azali CPS. The audit opinion will be shared at the next annual general meeting on 15 June 2023.	2022 Annual Report Governance Auditor's Report pg. 62 & 69	
		C	<b>RIGHTS of SHAREHOLDERS</b>					
38	M	C.1	Does the governance framework recognize the need to equitably treat all shareholders, including the minority and foreign shareholders?	3.0 Overview, 3.2.1	FA	All shareholders have the same rights except where rights are specifically based on shareholding as set out in law. All shareholders receive all company reports and communication at the same time (via website and email) and are eligible to attend and participate at any scheduled general meetings. The procedures put in place as per the Company's Articles of Association and Board Charter ensure equitable treatment of shareholders.	Board Charter pg. 10, and the disclosure in the 2022 Annual Reports pg. 69 on communication. The Company's AGM minutes also show equitable treatment of attendees. Website notices: <a href="https://www.lafarge.co.ke/annual-general-meetings">https://www.lafarge.co.ke/annual-general-meetings</a> , <a href="https://www.lafarge.co.ke/notices">https://www.lafarge.co.ke/notices</a>	

39	M	C.2	Other than at the AGM, how does the Board facilitate the effective exercise of shareholders' rights?	3.1.1	FA	<p>Any shareholder can communicate directly with the Company, the directors and Company Secretary through published email addresses (<a href="mailto:corp.info@lafargeholcim.com">corp.info@lafargeholcim.com</a>), through the website or communicating directly to the Board Chair in writing. The Company also holds investor briefings twice a year to interact with its investors and apprise them of the Company's published performance either the half year or full year results. Results are shared directly with each shareholder electronically, website or publicly in the dailies.</p> <p>Shareholders also have access to the Company's Share Registrar (C&amp;R Registrars) who are available to respond to any queries or escalate them appropriately. The Share Registrar operates a call center which ensures that shareholder queries are logged and addressed quickly.</p> <p>The Company has an open door policy and encourages shareholders to reach out when they need to. Some shareholders do visit the Company's corporate offices to meet company officials.</p>	Board Charter pg. 10, and the disclosures in the 2022 Annual Report and the website at <a href="https://www.lafarge.co.ke/notices">https://www.lafarge.co.ke/notices</a> and contact information <a href="https://www.lafarge.co.ke/our-contacts">https://www.lafarge.co.ke/our-contacts</a> .
40	M	C.3	How does the Board facilitate shareholders participation at the AGM?	3.1.1	FA	<p>The Board facilitates shareholder participation at the annual general meetings by providing adequate advance notice of the meeting, providing all documents necessary for proper participation in advance using various modes (physical, newspaper announcements, email &amp; website), choosing venues based on ease of access (virtual meetings) and, where a shareholder does not understand one language, the other national language may be used. The Board has ensured that shareholders can attend the virtual AGMs using a wide array of mobile devices.</p> <p>Shareholders are given adequate time to ask questions at the AGM or make comments on their observations. The use of both USSD and website channels to register, vote and stream the virtual AGM ensures that shareholders can use their mobile phones to participate. Shareholders unable to attend may appoint a proxy to represent their interests.</p>	Website at <a href="https://www.lafarge.co.ke/annual-general-meetings">https://www.lafarge.co.ke/annual-general-meetings</a>
41	A or E	C.4	Are minority and foreign shareholders holding the same class of shares treated equitably?	3.2.1	FA	<p>Yes, all shareholders, including minority or foreign shareholders, holding the same class of shares are treated equitably. The Company has only issued ordinary shares. All shareholders receive the same information at the same time through publication in two dailies, via email as well as on the website; are entitled to attend the annual general meetings with proper notice given to facilitate attendance; vote based on their shareholding; receive the same amount of dividend per share which is paid at the same time to all shareholders. All shareholders can address any questions/concerns to the Board/Management.</p>	Company's Articles of Association at <a href="https://www.lafarge.co.ke/annual-general-meetings">https://www.lafarge.co.ke/annual-general-meetings</a> . Newspaper publications. AGM notices.
42	A or E	C.5	Is there evidence that the Board proactively provides information to shareholders and the media, (and in a timely basis) on corporate affairs and corporate governance?	3.1.1, 3.4.1	FA	<p>Yes. Evidence can be found in the media press releases published from time to time, corporate governance statement contained in the annual report, communication on changes via national dailies and the website as well as press releases accompanying announcements to further elaborate the financial results.</p>	Annual Report, Corporate Governance Statement pg. 62-70, 2021 Sustainability Report, website announcements at <a href="https://www.lafarge.co.ke/notices">https://www.lafarge.co.ke/notices</a> and <a href="https://www.lafarge.co.ke/archive-news-press-releases">https://www.lafarge.co.ke/archive-news-press-releases</a> , and various newspaper publications.

**ESTHER WAENI NGEA**  
**CERTIFIED PUBLIC SECRETARY**  
REG. NO. 2151  
P. O. BOX 14122 - 00100,  
NAIROBI

		D	STAKEHOLDER RELATIONS				
43	A or E	D.1	Does the Board have a stakeholder-inclusive approach in its practice of corporate governance and which identifies its various stakeholders?	4.1.1	FA	Yes. Stakeholder engagement is one of the responsibilities of the Board and the Board has identified the various stakeholders. The Corporate Communications team manages all stakeholder engagement for the Company and maps out the various individuals responsible for continuous interaction whether at Board or Management level. In 2022, the Company interacted with various stakeholders on both levels of government including the Cabinet Secretary Industrialization, Cabinet Secretary Energy, various County Government officials, regulators and stakeholders in the health and safety, environment, labour space at County and national levels. Details of the Company's stakeholder engagement can be found on the website and the annual report.	2022 Annual Report pg. 36-41 and website at <a href="https://www.lafarge.co.ke/press-release">https://www.lafarge.co.ke/press-release</a> & <a href="https://www.lafarge.co.ke/bamburi-media">https://www.lafarge.co.ke/bamburi-media</a>
44	A or E	D.2	Has the Board developed policies, procedures and strategies to manage relations with different/key stakeholder groups?	4.1.2, 4.1.3, 4.1.5, 4.2.1	FA	The Board has adopted the the Holcim Sustainability Policy and Holcim Responsible Lobbying and Advocacy Directive which provide for management of the different stakeholders. The Company has implemented these policies, strategies and procedures to guide its engagement initiatives with in the communities it operates and engagements with relevant government officials. As part of the Construction and Allied sector, the Company undertakes mining for raw materials and runs Plants in Athi River and Mombasa in Kenya, Hima, Tororo and Namanve in Uganda. These activities require continuous engagement with the Communities around the plants and leadership in various counties in Kenya and regions of Uganda, to ensure that appropriate strategic social initiatives are undertaken targeting education, infrastructural development, health and safety and environment. The Company also operates a staff health clinic in Mombasa through which various health initiatives are rolled out in conjunction with County Health officials. Another primary concern of the Company is in taxes (import duty) where it engages stakeholders in the Ministry of Trade & Industrialization, the National Treasury, manufacturer associations like Kenya Association of Manufacturers and building & construction industry representatives. The summary of stakeholders engaged in 2022 is set out in the Sustainability Review of the Annual Report.	Policy can be found at <a href="https://www.holcim.com/sustainability">https://www.holcim.com/sustainability</a> 2022 Annual Report, Sustainability Review pg. 36-41.
45	A or E	D.3	How does the Board take into account the interests of key stakeholder groups prior to making decisions?	4.1.4	FA	The Board has identified its key stakeholder groups to include shareholders/investors, its employees, third parties working with the Company, consumers, customers, specific national government (Kenya & Uganda) and county government officials (in the 5 counties the business operates), the media, regulators, not for profit organizations and communities impacted by its various operations. In making decisions, the Board will weigh and balance the interests of these parties vis-a-vis the objective to be achieved by the Company. As a prerequisite, the Board will ensure that relevant engagements are undertaken prior to making decisions with significant impact. The Board will also ensure that these stakeholders are kept informed of the direction and decisions taken by the Company as appropriate.	Board charter pg. 10 on interaction with media and shareholders. 2022 Annual Report, Sustainability Review pg. 36-41.

46	M	D.4	How does the Board ensure effective communications with stakeholders?	4.2, 4.2.1	FA	<p>The Board uses various modes of communication to ensure a wide reach. These include the website, emails, videoconferencing, newspapers, TV, radio, social media, face to face meetings, company site visits etc. Relevant information is disseminated to stakeholders using these channels as and when appropriate e.g. various announcements on board changes, financial results and company initiatives. The Company also holds 2 investor briefings to highlight the half year and full year company performance and give assurance on continued positive operations.</p> <p>In 2022, the Board and Management were involved in communications centering around product launches, media announcements, TV appearances, radio communications and the regular use of social media. These channels have elicited responses from stakeholders.</p> <p>The Board has also put in place a whistleblowing channel which is a toll free number known as the Integrity Line. The line is on the Company's website and is available to both staff and external persons for disclosure of any suspected impropriety. All reports (anonymous or otherwise) are shared with the Holcim Group Investigations team which ensures that each disclosed matter is appropriately dealt with at country level, relevant feedback, remediation and action taken.</p>	<p>Website at <a href="https://www.lafarge.co.ke/integrity-line">https://www.lafarge.co.ke/integrity-line</a> and various announcements at <a href="https://www.lafarge.co.ke/press-releases">https://www.lafarge.co.ke/press-releases</a>.</p> <p>Newspaper/TV engagements. Social media such as Twitter, Instagram etc.</p>
47	M	D.5	Has the Board established a formal dispute resolution process to address internal and external disputes?	4.3.1	FA	<p>The Board has ensured that the Company has appropriate dispute resolution mechanisms to address a variety of disputes. Disputes on employee matters are handled under the Grievance Policy shared with all employees while resolution of disputes involving third parties employs the use of court processes or alternative dispute resolution mechanism primarily through amicable discussions by the parties, mediation or arbitration. These dispute resolution mechanisms are captured in the various contracts to ensure adherence.</p> <p>Resolution of disputes involving regulators such as the Kenya Revenue Authority adopt the statutory laid down resolution mechanisms, use of respective tribunals and alternative dispute resolution. The Board uses litigation as a last resort to settle company disputes and monitors all key ongoing litigation as well as the overall exposure (financial and reputational) arising from such cases. Dispute resolution for both internal and external disputes is provided for in the Board Charter.</p>	Board charter pg. 13
<b>E ETHICS AND SOCIAL RESPONSIBILITY</b>							
48	A or E	E.1	Does the Board ensure that all deliberations, decisions and actions are founded on the core values (responsibility, accountability, fairness and transparency) underpinning good governance and sustainability?	5.1.1	FA	<p>The Company values are ownership, ambition and accountability, which form critical components of all actions of the Company while underpinning good governance and sustainability as set out in the Code. The Company also ensures that all its activities are guided by the integrity principles set out in the Code of Business Conduct and the Holcim Directive on Business Integrity &amp; Speaking Up. The Board has adopted transparency and appropriate disclosure as shared in the Board Charter.</p>	<p>2022 Annual report pg. 67. Board Charter pg. 12.</p> <p>Website on company values at <a href="https://www.lafarge.co.ke/investor-relations">https://www.lafarge.co.ke/investor-relations</a>, <a href="https://www.lafarge.co.ke/code-business-conduct">https://www.lafarge.co.ke/code-business-conduct</a></p>

49	M	E.2	Has the Board developed a Code of Ethics and Conduct (which includes sustainability) and has it worked to ensure its application by all directors, management and employees?	2.6.1, 5.2.2, 5.2.3, 5.2.4	FA	The Board adopted the Holcim Code of Business Conduct (CoBC) and the Code of Conduct for Suppliers which contain provisions on integrity in the workplace, business practices and in the community. It touches on anti-bribery and corruption, management of conflicts of interest, fair competition, health & safety issues the environment, insider trading, etc. It is published on the Company's website and applies to the Board, all employees and third parties interacting/in business with the Company. The Holcim Code of Business Conduct for Suppliers applies to all its contractors and is enforced contractually.	Website at <a href="https://www.lafarge.co.ke/code-business-conduct">https://www.lafarge.co.ke/code-business-conduct</a> & <a href="https://www.lafarge.co.ke/investor-relations">https://www.lafarge.co.ke/investor-relations</a>
50	A or E	E.3	How does the Board ensure that compliance with the Ethics Code and Conduct is integrated into company operations?	5.2.3	FA	The Company carries out mandatory training on the CoBC each year in Q2 and Q4 through e-learning or face to face modes. Compliance to the CoBC is mandatory for all directors, employees and third parties which is captured in the contracts of each individual. Further, compliance to the Supplier's CoBC is mandatory if a supplier is to continue engagements with the company and is part of each contract. Directors, employees and suppliers are required to sign a commitment on this. The Board monitors compliance with the CoBC quarterly through a review of all reported Integrity Line issues, key conflicts of interest at Board level and ensures that relevant remediation actions are in place.	Website at <a href="https://www.lafarge.co.ke/code-business-conduct">https://www.lafarge.co.ke/code-business-conduct</a> Board Charter pg. 9-10 2022 Annual Report pg 67
51	A or E	E.4	Does the Board incorporate ethical and sustainability risks and opportunities in the risk management process?	5.2.1	FA	Yes, these are included in risk management profile and the Holcim risk assessment undertaken each year. The Company maintains an enterprise risk management framework which includes the identification, monitoring and mitigation of ethical and sustainability risks by the Board Audit & Risk Committee. The risks tied to any ethical matters and sustainability projects are reviewed regularly and mitigated. The Company ensures that training on anti-bribery & corruption risks and anti-money laundering is undertaken for targeted employees and also undertakes extensive due diligence for all third parties at Group level.	2022 Annual Report, Risk and Control pg. 51 & Corporate Governance Statement pg 67
52	A or E	E.5	How is the company performance on ethics assessed, monitored and disclosed to internal and external stakeholders?	5.2.4, 5.2.5	FA	The Company maintains risk registers for identified risks tied to anti-bribery & corruption, compliance with the law and observance of integrity. The Legal & Compliance function maintains an annual compliance plan which monitors all identified aspects tied to ethical risks while the Internal Controls Manager will ensure that appropriate controls are in place to avoid any breaches of policy. The performance on ethics is reported quarterly to the A&RC with appropriate remediation shared with affected employees or third parties. Where external disclosures are required to regulators or stakeholders, these will be made as and when required e.g. in Annual Report through Corporate Governance statement and to employees through internal communication and training.	2022 Annual Report, Corporate Governance Statement - Integrity Line pg. 67 Sustainability Report pg 104-106
53	A or E	E.6	Has the company established and implemented a whistle blowing policy?	5.2.5	FA	Yes. The Company whistle blowing policy is contained in the Code of Business Conduct, Holcim Directive on Business Integrity & Speaking Up and a toll free Integrity Line plus reporting email set up to allow anonymous reporting. The Integrity Line is available on the website, the company intranet and in posters at all company sites to ensure that any person wishing to make a report has access to the options available.	Website at <a href="https://www.lafarge.co.ke/code-business-conduct">https://www.lafarge.co.ke/code-business-conduct</a> Board Charter pg. 9-10

54	A or E	E.7	Has the Board/or management developed policies on corporate citizenship and sustainability and strategies for company use?	5.3.1, 5.4	FA	Yes, please see the disclosures in the Sustainability Review section of the Annual Report. Also note that as indicated earlier, the Company has adopted the Holcim Sustainability Policy which has extensive provisions on our corporate citizenship and sustainability initiatives.	Policy can be found at <a href="https://www.holcim.com/sustainability">https://www.holcim.com/sustainability</a> 2022 Annual Report, Sustainability Review pg. 54-58.
55	M	E.8	Does the Board consider not only the financial performance but also the impact of the company's operations on society and the environment?	5.3.2, 5.3.3	FA	Stakeholder (including the society and communities in which we operate) interests are part of decision making process. The Board focuses on the Company's impact to the communities in which we operate and pays specific attention to the environment. It has received global awards for its quarry rehabilitation program including the world famous Bamburi Haller Park and operates Bamburi Forest Trails in Mombasa. The Company also reports on its efforts to use sustainable energy sources and supporting waste management as a replacement for coal under its geocycle activities. These include the use of waste tyres, industrial waste, rice husks, waste oil, etc. in the running of kiln operations.	2022 Annual Report, Sustainability Review pg. 54-58 and Corporate Governance Statement pg. 70. Sustainability Report launched on 18 November 2022 - <a href="https://www.lafarge.co.ke/sustainability-reports-publications">https://www.lafarge.co.ke/sustainability-reports-publications</a>
56	A or E	E.9	Does the Board monitor and report activities leading to good corporate citizenship and sustainability to demonstrate they are well coordinated?	5.4.1	FA	Yes, these are covered in each board paper as presented by the Company CEO and highlights disclosed in the annual report.	2022 Annual Report, Sustainability Review pg. 54-58 and Corporate Governance Statement pg. 64, 66.
<b>F ACCOUNTABILITY, RISK MANAGEMENT AND INTERNAL CONTROL</b>							
57	M	F.1	Does the Audit Committee and the Board consider and review the financial statements for integrity of the process and for truthful and factual presentation?	6.1, 6.1.1a	FA	Yes. The Audit & Risk Committee (A&RC) is mandated to review and verify the integrity of financial statements prior to recommending the same for Board approval. The A&RC will review the unaudited half year and audited full year results prior to publication externally to the regulators and public. It also reviews quarterly financial performance year to date which feeds into verification of the published results. The A&RC meets with the external Auditors, including at least one meeting a year in the absence of Management, to reinforce independence of the audit process and ensure that there are no outstanding issues. The Auditors are required to confirm that the audited financials give a true and fair view.	Board & A&RC Charters at <a href="https://www.lafarge.co.ke/board-committees-charters">https://www.lafarge.co.ke/board-committees-charters</a> and Annual Report, Corporate Governance Statement pg. 62, 66
58	M	F.2	Does the Annual Report contain a statement from the Board explaining its responsibility for preparing the accounts and is there a statement by the external auditor about his/her reporting responsibilities?	6.1.2	FA	Yes. Report of the Directors on their responsibilities and a statement from the external auditors on their responsibility are contained in the annual report.	2022 Annual Report, Statement of Directors' Responsibilities pg. 92 and Auditors Opinion on pg 81, 82
59	A or E	F.3	Does the board or audit committee have a process in place to ensure the independence and competence of the Company's external auditors?	6.1.1b	FA	The A&RC reviews the work plan of the external auditors as well as their independence, qualifications and competence annually. The A&RC Charter is clear that auditor independence is guaranteed. The review is done by looking at the qualifications of the audit team, their experience with similar organizations, their knowledge of the business of the Company, knowledge of accounting standards, available expertise for specific areas such as IT, whether the audit firm has any other engagements with the Company or related parties as well as rotation of the audit partner etc. Members of the A&RC meet the external auditors in the absence of management to review their performance and challenges during any audit process.	A&RC Charter on website <a href="https://www.lafarge.co.ke/board-committees-charters">https://www.lafarge.co.ke/board-committees-charters</a> and Annual Report, Corporate Governance Statement pg. 66, Auditor's opinion on pg 82
60	M	F.4	Do the shareholders formally appoint the external auditor at the AGM through a formal and transparent process?	6.1.3	FA	Yes. The current auditors, Ernst & Young Kenya were appointed at the AGM on 16 June 2022, in accordance with the law and Company documents. Each year, their appointment is tabled before the shareholders in the general meeting for approval.	AGM notice and minutes - <a href="https://www.lafarge.co.ke/annual-general-meetings">https://www.lafarge.co.ke/annual-general-meetings</a>

61	A or E	F.5	Is the Company working towards the introduction of integrated reporting (incorporating financial and non-financial information) or is the company's Annual Report prepared on an integrated basis using a framework available from the Integrated Reporting Council, The Global Reporting Initiative, G4 Sustainability Guidelines and/or Sustainability Accounting Standards Board standards?	6.1.5	FA	The Company publishes an Integrated Annual Report which captures financial and non-financial activities and performance deliverables of the Company in line with GRI standards. As part of the Holcim Group which adopts the international framework by the Integrated International Reported Council, the Company has adopted the principles in the said framework. The Company adopts the GRI Standards of reporting on ESG matters which is a global benchmark and was the 1st in Kenya to issue its sustainability report under the latest 2021 GRI standards.	2022 Annual Report pg 19 & 2021 Sustainability Report launched on 18 November 2022 <a href="https://www.lafarge.co.ke/annual-reports">https://www.lafarge.co.ke/annual-reports</a>
62	A or E	F.6	Has the Board established an effective risk management framework which is inclusive of key risks as well as foreseeable risks, environmental and social risks and issues ?	6.2.1	FA	There is a robust risk management framework covering all risks, issues and opportunities. An appropriate disclosure is included in the Annual Report, the Board Charter and A&RC Charter.	Board charter pg. 14-15. A&RC Charter at <a href="https://www.lafarge.co.ke/board-committees-charters">https://www.lafarge.co.ke/board-committees-charters</a> 2022 Annual Report, Risk and Control pg. 68. Sustainability Report, Business risk management pg 58-59
63	M	F.7	Has the Board established and reviewed on a regular basis the adequacy, integrity and management of internal control systems and information systems (including for compliance with all applicable laws, regulations, rules and guidelines)?	6.3.1, 6.3.2, 6.3.3	FA	The adequacy and integrity of internal controls already in place is regularly reviewed quarterly by the A&RC through the internal audit department. Further, for any new process, controls are developed and tested in advance as well as after implementation to ensure they are sufficient and work.	Board charter pg. 14-15. A&RC Charter at <a href="https://www.lafarge.co.ke/board-committees-charters">https://www.lafarge.co.ke/board-committees-charters</a> 2022 Annual Report, Risk and Control pg. 68. Sustainability Report, Business risk management pg 58-59
64	M	F.8	Does the Board annually conduct a review on the effectiveness of the company's risk management practices and internal control systems and report this to shareholders?	6.4.1	FA	Yes, the Board through the A&RC will review the effectiveness of the risk management and internal controls framework in place and put in place measures to strengthen/close any weak areas. A report on what was done in 2022 is contained in the A&RC feedback Risk and Control section in the annual report.	2022 Annual Report, Risk and Control pg. 65-66, 68 A&RC Charter at <a href="https://www.lafarge.co.ke/board-committees-charters">https://www.lafarge.co.ke/board-committees-charters</a>
65	M	F.9	Has the Board established an effective internal audit function according to Code requirements and which reports directly to the Audit Committee?	6.5.2	FA	Yes, there is an effective and compliant Internal Audit function that reports directly to the A&RC on a quarterly basis. The Internal Audit team also develops an annual audit work plan detailing their proposed activities across the business which is approved by the A&RC prior to implementation. The work-plan is geared to ensure that audits are undertaken in areas of focus and greater risk, to ensure that the controls in place continue delivering the expected benefits.	A&RC Charter at <a href="https://www.lafarge.co.ke/board-committees-charters">https://www.lafarge.co.ke/board-committees-charters</a> . Disclosure on A&RC report in the 2022 Annual Report pg. 65-66 <a href="https://www.lafarge.co.ke/annual-reports">https://www.lafarge.co.ke/annual-reports</a>
66	A or E	F.10	Does the Board disclose details of Audit Committee activities ?	6.5.2	FA	Yes, details of A&RC activities are disclosed in the corporate governance statement of the annual report.	Disclosure on A&RC report in the 2022 Annual Report pg. 65-66 <a href="https://www.lafarge.co.ke/annual-reports">https://www.lafarge.co.ke/annual-reports</a>
<b>G TRANSPARENCY and DISCLOSURE</b>							
67	M	G.1	Does the company have policies and processes to ensure timely and balanced disclosure of all material information as required by all laws, regulations and standards and this Code.	7.0 Overview, 7.1.1	FA	Yes, the key areas requiring disclosure as set out in 7.1.1. of the Code are disclosed in the Annual Report or company website (includes provision of relevant Board & committee charters, company documentation, company policies and standards, etc.) The Company also publishes material information such as director changes and financial results within the 24 hour requirement after Board approval.	Website <a href="https://www.lafarge.co.ke">https://www.lafarge.co.ke</a> or <a href="https://www.lafarge.co.ke/investor-relations">https://www.lafarge.co.ke/investor-relations</a> . Newspapers and Letters to authorities e.g. the CMA and NSE

68	A or E	G.2	Does the Annual Report cover, as a minimum, disclosures as prescribed in 7.1.1 relating to the company's governance, the Board and the Audit Committee?	7.1.1	FA	Yes. The Corporate Governance Statement in the Annual Report covers the required disclosures on compliance with the Code, Board and Committee practices during the year in review. Additionally, the annual report also includes an opinion from the 2022 Legal & Compliance Auditor. Rachier & Amollo Advocates on the Company's compliance status with applicable legislation. There is also disclosed the progress in the 2022 governance audit which is ongoing.	Corporate Governance Statement & Directors Remuneration Report in the 2022 Annual report pg. 62-74 <a href="https://www.lafarge.co.ke/annual-reports">https://www.lafarge.co.ke/annual-reports</a>
69	A or E	G.3	Does the Annual Report cover, as a minimum, disclosures as prescribed in 7.1.1 relating to the company's mission, vision and strategic objectives?	7.1.1	FA	Yes, The annual report covers the required disclosures in respect of the Company and gives a broad overview of the activities undertaken in the preceding year in line with these.	2022 Annual Report - Who we are pg 2-5. 8-9. Chairman's Statement on pg 14-16. Group MD's Statement on pg 18-21
70	A or E	G.4	Does the Annual Report cover, as a minimum, disclosures as prescribed in 7.1.1 relating to remuneration and whistle blowing?	7.1.1	FA	Yes. The annual report makes the required disclosures on remuneration in the Directors' Remuneration Report, and on whistleblowing on the Integrity Line.	2022 Annual Report - Corporate Governance Statement on pg 62. 64. 67. Directors Remuneration Report on pg 71-74
71	A or E	G.5	As a minimum, does the company website disclose current information on all areas prescribed in 7.1.1 (Board Charter, Whistle blowing Policy, Code of Ethics and information on resignation of directors)?	7.1.1	FA	Yes. The Board Charter, the Code of Business Conduct, Holcim Directive on Business Integrity & Speaking Up, Integrity Line together with information on appointments and resignation of directors are published on the website. Additionally, the Board has a Board Appointment Policy which sets out process for Board changes.	<a href="https://www.lafarge.co.ke/investor-relations">https://www.lafarge.co.ke/investor-relations</a> . <a href="https://www.lafarge.co.ke/board-committees-charters">https://www.lafarge.co.ke/board-committees-charters</a> . <a href="https://www.lafarge.co.ke/code-business-conduct">https://www.lafarge.co.ke/code-business-conduct</a>
72	A or E	G.6	Does the Board disclose the management discussion and analysis as required in 7.1.1?	7.1.1	FA	Yes, the disclosures on factors affecting prior year performance and outlook in current year are contained in the annual report under the Business Review, the Chairman's statement and Group Managing Director statement.	2022 Annual Report, Chairman's Statement on pg 14-16, Group MD's Statement on pg 18-21 and audited financial statements
73	A or E	G.7	Has the Board provided disclosures as required in 7.1.1 on compliance with laws, regulations and standards; ethical leadership, conflict of interest, corporate social responsibility and citizenship?	7.1.1	FA	Yes, the disclosures are contained in the annual report under the Corporate Governance Statement.	2022 Annual Report, Corporate Governance Statement pg. 62-70
74	A or E	G.8	Has the Board made all required disclosures, including confirming requirements of 7.1.1 which include that a governance audit was carried out and that there are no known insider dealings?	7.1.1	FA	Yes, the Board has disclosed that respect of year 2022, there were no known insider dealings. In respect of the governance audit, the Board has disclosed that the year 2022 audit is ongoing. The respective governance auditor's opinion will be shared with shareholders at the AGM in June 2023 and disclosed on the website.	2022 Annual Report, Governance audit pg. 69
75	A or E	G.9	Has the Board disclosed the company's risk management policy, company procurement policy, policy on information technology as per 7.1.1?	7.1.1	FA	Disclosures in respect of risk management as well as procurement and IT policies are contained in the annual report under the Corporate Governance Report.	2022 Annual Report, Corporate Governance Statement pg. 68-69
76	M	G.10	Has the Board disclosed information on shareholders, including the key shareholders, including shareholding by directors and senior management and the extent of their shareholdings as required in 7.1.1 and on stakeholder who influence company performance and sustainability?	7.1.1	FA	Yes, the list of top 10 shareholders, director and senior management shareholding as at 31 December 2022 is disclosed in the 2022 Annual Report and separately on the company website.	2022 Annual Report, Shareholder Profile pg. 75 and website at <a href="https://www.lafarge.co.ke/top-10-shareholders">https://www.lafarge.co.ke/top-10-shareholders</a>
77	M	G.11	Has the Board disclosed all related-party transactions?	7.1.1t	FA	All related party transactions have been disclosed in the annual report, under the notes to the Financial Statements.	2022 Annual Report, Audited Financial Statements Note 33 on pg 160-162
78	M	G.12	Does the Board include in its Annual Report a statement of policy on good governance and the status of the application of this Code?	1.1.3, 7.1.1r	FA	Yes, the corporate governance statement covering these is contained in annual report.	2022 Annual Report, Corporate Governance Statement pg. 62

Note 1 The Reporting Template shall be used by companies to report on their application of the provisions of the Code of Corporate Governance Practices for Issuers of Securities to the Public 2015 (the Code). The completion of the Reporting Template and its filing with the Capital Markets Authority (CMA) will fulfil the reporting requirements of the Code at 1.1.3 paragraph 2. All elements marked in green are mandatory and MUST be complied with. Failure to fully apply will result in regulatory sanctions. When completing column 'F' for MANDATORY ITEMS, 'FA' will mean 'Fully Complied With', 'PA' will mean 'Partially Complied With' and 'NA' will mean 'Not Complied With'.

**ESTHER WAENI NGEA**  
**CERTIFIED PUBLIC SECRETARY**  
REG. NO. 2151  
P. O. BOX 14122 - 00100,  
NAIROBI

Note 2 Column 'F' should be marked as follows: 'FA' - Full Application, PA - Partially Applied or 'NA' - Not Applied. Full application of this Code is required by the Code. Therefore anything less than 'full application' is considered 'non compliance or non-application' of the Code. A response of PA or NA is non-compliance and requires an explanation to be provided with a firm commitment to moving towards full compliance. See also Note 4.

Note 3 An explanation of how the Code provision is applied is required in column 'G' and shall be supported by evidence of how application has been achieved. If the provision is NOT applied, an explanation for why it is not applied or only partially applied is required in column 'G'. For each question, column 'G ' must be completed.

Note 4 If an explanation is required because of non-application of any element of the Code, the explanation must be satisfactory, must be provided to relevant stakeholders including the Capital Markets Authority and shall include:

a: reasons for non-application

b: time frame required to meet each application requirement

c: the strategies to be put in place to progress to full application.

**ESTHER WAENI NGEA**  
CERTIFIED PUBLIC SECRETARY  
REG. NO. 2151  
P. O. BOX 14122 - 00100,  
NAIROBI