

CORPORATE GOVERNANCE REPORTING TEMPLATE FOR ISSUERS 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)

DIAMOND TRUST BANK KENYA LIMITED

Reviewer's Name

STEPHEN KODUMBE

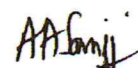
Stock Code **DTK**

Sector: **BANKING**

Year - 2017

Date of Financial Year End: 31 DECEMBER 2017

Chairman Signature



CEO Signature



Company Secretary Signature



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

Issued Shares: 279,602,220

Unissued Shares: 20,397,780

KShs. 192

KShs. 17,638,188,000

KShs. 5,499,671,000

KShs. 13,562,268,000

KShs. 43,003,972,000

Eleven

Seven

Ten

Mandatory or 'apply or explain'	Part No.	Question	Kenya Code Reference	Application	Application or Explanation - Note 3 & 4	Source of Information
	A	INTRODUCTION				
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	Yes. The Board Charter is in place and the same is reviewed at least annually by the Board. It has also been published on the Company's website.	Board Charter
M	A.2	Does 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	Yes. The Board Charter and Corporate Governance Policy distinguish the responsibilities of the Board from those of management.	Board Charter; Corporate Governance Policy.
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 Corporate Governance Policy and Board Charter provide that the Board is responsible for the governance of the Company and that it is committed to ensuring that its business and operations are conducted with integrity and in compliance with the law, internationally accepted principles and best practices of corporate governance and business ethics.	Board Charter; Corporate Governance Policy.
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	A check list on the Company's status of compliance with the requirements of the Code was prepared by management for review and implementation by the Board. This was then tracked on a quarterly basis to review the status of compliance and ensure full implementation of the requirements of the Code. During implementation, the Internal Audit Department and Company Secretary ensured that the status of such implementation was reported to the Board Audit and Compliance Committee ("BACC"), the Board Nomination and Human Resource Committee ("BNHRC") and the Board.	Code Compliance Check List - Template; BNHRC Minutes; BACC Minutes; Board Minutes.
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	Yes.	Board Charter; Corporate Governance Policy.
A or E	A.6	Does the Company strategy promote sustainability of the Company?	2.3.6	FA	Yes.	The Company's 2017-2021 Business Strategy and Operating Budget; The Company's Vision 2020.
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	Terms of Reference of the BACC, Board Credit Committee ("BCC"), Board Executive Committee ("BEC"), Board Information Technology Committee ("BITC"), BNHRC and Board Risk Management Committee ("BRMC").
	B	BOARD OPERATIONS and CONTROL				
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	BNHRC in place. Three of the current four members thereof are independent and non-executive. The fourth member is also a non-executive director.	BNHRC Terms of Reference ("ToR").
M	B.2	Is the Chairperson of the Nomination Committee an independent director?	2.2.3	FA	Yes.	BNHRC ToR; This has been disclosed in the Governance Report within the Integrated Report.
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	Yes.	BNHRC ToR; Board Appointment and Diversity Policy.
M	B.4	Is the Board size adequate for the exercise of the company business?	2.1.4	FA	Yes. There are currently eleven directors who are within the limits prescribed by the Company's Articles of Association, Board Charter and the Appointment and Diversity Policy.	Articles of Association; Board Charter; Board Appointment and Diversity Policy.
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.	Board Appointment and Diversity Policy.
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.	This has been disclosed in the Director Profiles within the Integrated Report
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	Yes.	Board Charter; Corporate Governance Policy.
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	There are no alternate Directors appointed.	Annual Returns as filed at the Companies Registry
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. Seven of the eleven Directors are independent and non-executive directors.	This has been disclosed in the Governance Report within the Integrated Report
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. This is contained in the Board Appointment and Diversity Policy and is evaluated annually by the BNHRC and the findings then tabled to the Board.	Board Appointment and Diversity Policy; Board Charter.