

KENYA AIRWAYS PLC

NOTICE IS HEREBY GIVEN that, in accordance with provisions of Articles 39.3 and 51B of the Company's Articles of Association, and provisions of the Companies Act, 2015 (as amended by *The Business Laws (Amendment) (No.2) Act, 2021*), the 47th Annual General Meeting of the Company will be held virtually on **Friday, 30th June 2023 at 9.00 a.m.** to conduct the following business, and, if thought fit, to pass the Resolutions set out below.

Shareholders will be able to register for, access information pertaining to the proposed resolutions, follow the meeting in the manner detailed below and to vote electronically or by proxy. Shareholders will have an opportunity to ask questions during the meeting as detailed below.

ORDINARY BUSINESS

1. To table the proxies and note the presence of a quorum.
2. To read the notice convening the meeting.
3. To receive, consider and if approved, adopt the Company's audited Financial Statements for the period ended 31st December 2022 together with the Directors' and Auditors' Reports thereon.

Proposed Resolution:

*“**THAT** the audited Financial Statements including the Balance Sheet for the year ended 31st December 2022, together with the Directors' and Auditors' Reports thereon be and are hereby approved and adopted”.*

4. To approve the Directors' Remuneration Report for the period ended 31st December 2022.

(As required by the Companies Act, 2015, the Shareholders will be requested to vote at the meeting or in advance of the meeting as set out below)

Proposed Resolution:

*“**THAT** the Directors' Remuneration for the year ended 31st December 2022 as contained in the Annual Report and Financial Statements be and is hereby approved”.*

5. To elect Directors:-
 - a) Dr. Harun Sirima (representative of Cabinet Secretary to the National Treasury) retires in accordance with Article 69 of the Company's Articles of Association, and being eligible, offers himself for re-election.
 - b) Mr. Mohamed Daghar (Principal Secretary Ministry of Transport) retires in accordance with Article 69 of the Company's Articles of Association, and being eligible, offers himself for re-election.
 - c) Ms. Caroline Armstrong retires in accordance with Article 69 of the Company's Articles of Association and is not eligible for re-election having attained the maximum tenure under the Board Charter.

- d) Mr. Christopher James Buckley having been appointed in accordance with Article 67 of the Company's Articles of Association, retires in accordance with Article 69(2)(i) of the Company's Articles of Association, and being eligible, offers himself for election.
- e) Mr. David Kabeberi having been appointed in accordance with Article 67 of the Company's Articles of Association, retires in accordance with Article 69(2)(i) of the Company's Articles of Association, and being eligible, offers himself for election.

(Shareholders will be given an opportunity to elect Directors to fill the vacancies. Shareholders will be requested to elect the Board members at the meeting or in advance of the meeting. Names of persons nominated will be available 7 days before the AGM on the Company's website page <https://corporate.kenya-airways.com/investors-and-shareholders/annual-reports/en/> and or the Share Registrar's website at <https://digital.candrgroup.co.ke>, following the steps set out hereinafter).

6. To elect members of the Audit and Risk Committee.

(The current members are Mr. David Kabeberi and Dr. Haron Sirima (who will be retiring and have offered themselves for re-election), Major Gen. (Rtd.) Michael Gichangi, and Mr. John Wilson.

Proposed Resolution:

***"THAT** Mr. David Kabeberi, Dr. Haron Sirima, Major Gen. (Rtd.) Michael Gichangi and Mr. John Wilson be re-elected as members of the Audit and Risk Committee subject to election of Board members under Agenda No.5 above."*

7. To appoint M/s. PricewaterhouseCoopers as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting and authorise the Directors to fix their remuneration.

Proposed Resolution:

***"THAT** M/s. PricewaterhouseCoopers be appointed as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting and that the Directors be authorised to fix their remuneration".*

8. To transact any other business of the Annual General Meeting in respect of which due notice has been received.

BY ORDER OF THE BOARD

Habil A. Waswani
Company Secretary

Date: 8th June 2023

Notes of the Notice

1. Pursuant to provisions of the Companies Act, 2015 (as amended by The Business Laws (Amendment) (No.2) Act, 2021), and provisions of Article 39.3 and 51B of the Company's Articles of Association, the Company shall hold the AGM using electronic means.
2. Any member may by notice duly signed by him or her and delivered to the Company Secretary's Office, Kenya Airways Plc, Headquarters, Airport North Road, Embakasi, P.O. Box 19002-00501, Nairobi, or emailed to AGM.KG@kenya-airways.com not less than 7 and not more than 21 days before the date appointed for the Annual General Meeting, give notice of his intention to propose any other person for election to the Board, such notice is to be accompanied by a notice signed by the person proposed of his or her willingness to be elected. The proposed person need not be a member of the Company.
3. In accordance with Section 298(1) of the Companies Act, 2015, shareholders entitled to attend and vote at the AGM are entitled to appoint a proxy to attend and vote on their behalf. A proxy must be signed by the appointor or his attorney duly authorized in writing. If the appointor is a body corporate, the instrument appointing the proxy shall be given under its common seal or under the hand of an officer or duly authorized attorney of such body corporate. A completed form of proxy should be emailed to proxy@candrgroup.co.ke or delivered to Custody and Registrars Services Ltd, the Company's Share Registrars, at IKM Place, Tower B, 1st Floor, 5th Ngong Avenue, so as to be received not later than **Wednesday, 28th June 2023 at 9.00 a.m.** When nominating a proxy the ID/Passport No., details for email and/or mobile number of the proxy must be submitted to facilitate registration.
4. A copy of this notice, proxy form and the entire Annual Report and audited financial statements may be viewed on the Company's website at www.kenya-airways.com or a printed copy may be obtained from the Company's Share Registrars, Custody & Registrar Services Limited upon request.
5. Shareholders will be able to register to follow the Annual General Meeting, vote electronically or by proxy and ask questions in the manner detailed below:-
 - (a) Shareholders wishing to participate in the meeting should register for the AGM online at <https://digital.candrgroup.co.ke> or via a link to the AGM platform that will be sent to them via SMS and/or Email or via USSD using short code number *483*121# and following the various prompts regarding the registration process. - In order to complete the registration process, shareholders will need to have their Shares Account Number or CDSC Account Number and the ID/Passport Number which were used to purchase their shares.
 - (b) Registration for the AGM opens on **Monday, 19th June 2023** and will close on **Thursday, 29th June 2023 at 12.00 noon.**
 - (c) For assistance, shareholders should dial the following helpline numbers: +254 20 8690360 from 8:00 a.m. to 4:00 p.m. during the registration open period. Any shareholder outside Kenya should dial the helpline number to be assisted to register or send an email to digital@candrgroup.co.ke.
 - (d) Shareholders can access the Virtual AGM using their log in credentials via <https://digital.candrgroup.co.ke> or via a link to the AGM Platform to view the live stream and vote and submit questions. Shareholders without internet access can access the Virtual AGM and vote and submit questions via USSD *483*121#
 - (e) Shareholders wishing to raise any questions for the AGM may do so prior to the AGM (during the registration open period) or during the AGM by:

During the AGM:

1. Shareholders accessing Virtual AGM via <https://digital.candrgroup.co.ke> or via a link to the AGM platform; Select Attend Event; Select Kenya Airways Plc AGM; Select Q&A option tab and submit questions in text box provided; or
2. Shareholder accessing Virtual AGM via USSD platform *483*121# Use the menu prompts to Select option for Q&A and submit their questions (within 160 character limit for SMS text)

Prior to the AGM:

1. Accessing <https://digital.candrgroup.co.ke> or via a link to the AGM Platform; Select Attend Event; Select **Kenya Airways Plc AGM**; Select Q&A option tab and submit their questions in the text box provided; or
2. Sending their written questions by email to digital@candrgroup.co.ke; or

3. To the extent possible, physically delivering their written questions with a return physical address or email address to the offices of Custody and Registrars Services Ltd, Company's Share Registrars, at IKM Place, Tower B, 1st Floor, 5th Ngong Avenue.

Note: Shareholders sending questions by email or delivering to Custody and Registrars Services Ltd, the Company's Share Registrars, must provide their full details (full names, Shares Account Number//CDSC Account Number) when submitting their questions and clarifications. Also attach a copy of your ID/Passport.

All questions and clarification must reach the Company's Share Registrars on or before **Wednesday, 28th June 2023 at 9.00 a.m.**

- (f) Shareholders wishing to vote during the AGM may do so when prompted by:
 1. Shareholders accessing Virtual AGM via <https://digital.candrgroup.co.ke> or via a link to the AGM platform; Select Attend Event; Select Kenya Airways Plc AGM; Select Voting option tab and vote;
 2. Shareholder accessing Virtual AGM via USSD platform *483*121#; Use the menu prompts to Select option for Voting and follow the various prompts regarding the voting process
- (g) Shareholders wishing to vote prior to the AGM may do so during the registration open period by following the steps set out in (f)(1) or (f)(2) above.
- (h) The Virtual AGM will be accessible to shareholders and proxies who have duly registered and received the log-in credentials. Duly registered shareholders and proxies will receive a short message service (SMS/USSD) prompt on their registered mobile numbers and/or email address one (1) week prior to the AGM acting as a reminder of the AGM. A second SMS/USSD prompt shall be sent two hours ahead of the AGM, reminding duly registered shareholders and proxies that the AGM will begin in two hours' time and providing a link to the live stream.