

# KENYA AIRWAYS PLC

## NOTICE OF THE 50TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

**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 50<sup>th</sup> Annual General Meeting of the Company will be held virtually on **Friday, 12<sup>th</sup> June 2026 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

- To table the proxies and note the presence of a quorum.
- To read the notice convening the meeting.
- To receive, consider and if approved, adopt the Company's audited Financial Statements for the period ended 31<sup>st</sup> December 2025 together with the Directors' and Auditors' Reports thereon.

#### Proposed Resolution:

**"THAT** the audited Financial Statements including the Balance Sheet for the year ended 31<sup>st</sup> December 2025, together with the Directors' and Auditors' Reports thereon be and are hereby approved and adopted".

- To approve the Directors' Remuneration Report for the period ended 31<sup>st</sup> December 2025. (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 31<sup>st</sup> December 2025 as contained in the Annual Report and Financial Statements be and is hereby approved".

- To elect Directors:
  - Mr. Christopher Buckley retires in accordance with Article 69 of the Company's Articles of Association, and being eligible, offers himself for re-election.
  - Ms. Teresia Mbaika (*Principal Secretary, State Department for Aviation and Aerospace Development*) retires in accordance with Article 69 of the Company's Articles of Association, and being eligible, offers herself for re-election.
  - Ms. Esther Koimett, Mr. Kiprono Kittony, Mr. Chris Diaz, Prof. Winnie Nyamute and Dr. David Ndii, having been appointed as directors by the Board in accordance with Article 67 of the Company's Articles of Association, retire in accordance with Article 69.2(i) of the Company's Articles of Association, and being eligible, offers themselves 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/en/investors-shareholders/annual-reports/> and following the steps set out hereinafter).

- To elect members of the Audit and Risk Committee. (The current Committee members are Mr. Festus King'ori, Mr. Raphael Otieno (*Representative of the Cabinet Secretary to the National Treasury*), Ms. Teresia Mbaika (*Principal Secretary, State Department for Aviation and Aerospace Development*), Dr. David Ndii, Ms. Esther Koimett and Prof. Winnie Nyamute, (*who have offered themselves for re-election*)).

#### Proposed Resolution:

**THAT** Mr. Festus Kin'gori, Mr. Raphael Otieno, Ms. Teresia Mbaika, Dr. David Ndii, Ms. Esther Koimett and Prof. Winnie Nyamute, be re-elected as members of the Audit and Risk Committee subject to election of the Board member under Agenda No.5 above.


- 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".

- 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: 21<sup>st</sup> May 2026

### Notes:

- 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.
- 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.KQ@kenya-airways.com](mailto:AGM.KQ@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.
- 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 shareholder or his attorney duly authorized in writing. If the shareholder 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 duly executed proxy form should be emailed to [KQagm@image.co.ke](mailto:KQagm@image.co.ke) or delivered to *Image Registrars Ltd, at Absa Towers 5<sup>th</sup> floor, Loita Street*, to be received not later than **Wednesday, 10<sup>th</sup> June 2026 at 9:00 a.m.** Shareholders will be advised of any issues by Thursday 11<sup>th</sup> June 2026, at 12 noon to allow time for the shareholder to correct these issues before the day of the AGM. When nominating a proxy, the ID/Passport No. of the shareholder and details for the email and/or mobile number of the proxy must be provided to facilitate registration.
- 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](http://www.kenya-airways.com) or a printed copy may be obtained from the Company's Share Registrars, Image Registrars Limited upon request.
- 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:-
  - All shareholders with valid emails and telephone numbers will be pre-registered for the AGM using the bio-data details on the company register and will receive a personalized link through email or SMS. Shareholders still need to confirm their attendance for the AGM using one of the following actions:
    - Click the personalized pre-registration link sent through email or SMS and follow the attendance confirmation prompts;
    - Using the USSD code \*483\*170# from their mobile telephones for all Kenyan telephone networks and follow the various prompts regarding the registration process;

Shareholders not using the pre-registration link must provide their Shares Account Number or CDSC Account Number, together with the ID/Passport Number used to purchase the shares, to complete the registration process.

- Registration for the AGM opens on Friday, 29<sup>th</sup> May 2026 and will close on Wednesday, 10<sup>th</sup> June 2026 at 12 noon.
- For any assistance, shareholders should dial the following helpline numbers: 254709170000/ 254730121100 from 8:00 a.m. to 5:00 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 [KQagm@image.co.ke](mailto:KQagm@image.co.ke)
- 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:

#### During the AGM:

- Via their personalized link to the AGM platform and clicking on the Q&A tab on the display screen.
- Via USSD platform through \*483\*170#. Use the menu prompts to Select Kenya Airways Plc AGM; Select the menu option for Ask Question and submit their questions (within 150-character limit for SMS text)

#### Prior to the AGM:

- Using any of the methods indicated in 1) and 2) above; or
- Sending their written questions by email to [KQagm@image.co.ke](mailto:KQagm@image.co.ke); or
- To the extent possible, physically delivering their written questions with a return physical address or email address to the offices of Image Registrars Ltd, at Absa Towers 5<sup>th</sup> floor, Loita Street

Note: Shareholders submitting questions or seeking clarifications by email or delivering them to Image Registrars Ltd must provide their full details including full names, and Shares Account Number or CDSC Account Number, and attach a copy of your ID/Passport.

All questions and requests for clarification must be submitted to Image Registrars Ltd offices on or before **Wednesday, 10<sup>th</sup> June 2026 at 9.00 a.m.**

- Shareholders wishing to vote during the AGM may do so when prompted by:
  - Accessing the Virtual AGM through their personalized link; or
- Accessing the Virtual AGM via USSD platform \*483\*170#; Use the menu prompts to Select Kenya Airways Plc AGM; then select Resolution Voting option and follow the various prompts regarding the voting process
  - Shareholders wishing to vote prior to the AGM may do so during the registration open period by following the steps set out in (j)(1) or (j)(2) or (j)(3) above.
  - The Virtual AGM will be accessible to shareholders and proxies who have duly confirmed attendance using their pre-registration personalized link or registered and received their log-in credentials. Duly registered shareholders and proxies will receive a short message service (SMS/USSD) prompt on their registered mobile numbers, 24 hours 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.

### SHAREHOLDER RESOLUTIONS INTENDED TO BE PASSED AT THE MEETING

- THAT** the audited Financial Statements including the Balance Sheet for the year ended 31<sup>st</sup> December 2025, together with the Directors' and Auditors' Reports thereon be and are hereby approved and adopted.
- THAT** the Directors' Remuneration for the year ended 31<sup>st</sup> December 2025 as contained in the Annual Report and Financial Statements be and is hereby approved.
- THAT** Mr. Festus King'ori, Mr. Raphael Otieno (Representative of the Cabinet Secretary to the National Treasury), Ms. Teresia Mbaika (Principal Secretary, State Department for Aviation and Aerospace Development), Dr. David Ndii, Ms. Esther Koimett and Prof. Winnie Nyamute, be re-elected as members of the Audit and Risk Committee subject to election of the Board member under Agenda No.5 on the Notice.
- 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.

Shareholders are encouraged to continuously monitor the Company's website <https://corporate.kenya-airways.com/en/investors-shareholders/annual-reports/> for updates relating to the AGM to be held virtually.