

KENYA AIRWAYS PLC

NOTICE OF THE 45TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that, in accordance with provisions of Article 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 45th Annual General Meeting of the Company will be held via electronic communication on **Friday, 25th June 2021 at 9.00 a.m.** to conduct the following business, and, if thought fit, to pass the Resolutions set out below.

Due to ongoing Government restrictions on public gatherings Shareholders will not be able to attend the AGM in person but 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 31st December 2020 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 2020, 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 31st December 2020.
(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 December 2020 as contained in the Annual Report and Financial Statements be and is hereby approved".

- To elect Directors:
 - Major Gen. (Rtd.) Michael Gichangi retires in accordance with Article 69 of the Company's Articles of Association, and being eligible, offers himself for re-election.
 - Dr. Martin Oduor-Otieno retires in accordance with Article 69 of the Company's Articles of Association and does not offer himself for re-election.
 - Ms. Carol Musyoka retires in accordance with Article 69 of the Company's Articles of Association and does not offer herself for re-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).

- To elect members of the Audit and Risk Committee.
The current members are Dr. Martin Oduor-Otieno (who will be retiring), Major Gen. (Rtd.) Michael Gichangi (up for re-election), Mr. Jozef Veenstra, Mr. John Ngumi, and Ms. Caroline Armstrong.

Proposed Resolution:

- THAT** Major Gen. (Rtd.) Michael Gichangi (up for re-election), Mr. Jozef Veenstra, Mr. John Ngumi, and Ms. Caroline Armstrong be re-elected as members of the Audit and Risk Committee, and that the Board be authorized to reconstitute the committee subject to election of Directors under Agenda No.5 above.

- To appoint M/s. Pricewaterhouse Coopers 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. Pricewaterhouse Coopers 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: 3rd June 2021

Notes:

- In view of the ongoing Covid-19 pandemic and the related public health Regulations and directives passed by the Government of Kenya precluding inter alia public gatherings, it is impracticable for the Company to hold a physical AGM.
- Therefore, pursuant to the provisions of the Companies Act 2015 (as amended by The Business Laws (Amendment) (No.2) Act, 2021) 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 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 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, 23rd June 2021 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.
- 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.

- 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:
 - Shareholders wishing to participate in the meeting should register for the AGM online at <https://digital.candrgroup.co.ke> or via USSD using short code number ***384*052#** and following the various prompts regarding the registration process. The Costs for the USSD registration and AGM attendance will be met by Kenya Airways Plc. 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.
 - Registration for the AGM opens on **Wednesday, 16th June 2021 at 8.00 a.m.** and will close on **Thursday, 24th June 2021 at 09:00 a.m.** Shareholders will not be able to register after **Thursday, 24th June 2021 at 09:00 a.m.**
 - For assistance, shareholders should dial the following helpline numbers: **+ 254 20 7608216 from 8:00 a.m. to 3:00 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.
 - Shareholders can access the Virtual AGM by clicking on the link that will be sent by email or text on the AGM day. This will allow shareholders to access the Virtual AGM broadcast.
 - Alternatively shareholders can access the AGM using their log in credentials via <https://digital.candrgroup.co.ke>; Select Attend Event; Select Kenya Airways Plc AGM; to view the livestream and vote and submit questions.
 - Shareholders without internet access can access the Virtual AGM to vote and submit questions via USSD ***384*052#**
 - 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:

- Shareholders accessing Virtual AGM via <https://digital.candrgroup.co.ke> platform; Select Attend Event; Select Kenya Airways PLC AGM; Select Q&A option tab and submit questions in text box provided; or
- Shareholder accessing Virtual AGM via USSD platform ***384*052#**. 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: Once registered for the AGM, Shareholders can ask questions prior to the AGM by accessing <https://digital.candrgroup.co.ke> or USSD code ***384*052#** and following the instructions set out in g(1) and g(2) above.
- Sending their written questions by email to digital@candrgroup.co.ke; or
- 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 written questions and clarifications through email or delivery must reach the Company's Share Registrars on or before **Wednesday, 23rd June 2021 at 9.00 a.m.**

- Shareholders wishing to vote during the AGM may do so when prompted by:
 - Shareholders accessing Virtual AGM via <https://digital.candrgroup.co.ke> platform; Select Voting option tab on the live broadcast page and vote on each resolution;
 - Shareholder accessing Virtual AGM via USSD platform ***384*052#**; Use the menu prompts to Select option for Voting 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 (h)(1) or (h)(2) above
- The AGM will be streamed live via a link which shall be provided to all shareholders who will have registered to participate in the general meeting.
- Duly registered shareholders and proxies will receive a short message service SMS/ and/or an email prompt on their registered mobile numbers, 24 hours prior to the AGM acting as a reminder of the AGM. A second SMS and/or an email prompt shall be sent one hour ahead of the AGM, reminding duly registered shareholders and proxies that the AGM will begin in an hours' time and providing a link to the live stream.
- Results of the AGM shall be published within 48 hours following conclusion of the AGM.
- The preferred method of paying dividends which are below Kshs 140,000.00 is through M-PESA. Shareholders who wish to receive their dividend through M-PESA and who have not registered for this mode of payment can opt to receive future dividends by dialing ***483*038#** or contacting the Share Registrar, Custody & Registrars Services Limited.
- All present and former shareholders of the Company are hereby notified that pursuant to the provisions of the Unclaimed Financial Assets Act No 40 of 2011 Parts II and III, dividends and shares which have not been claimed for a period of three (3) years or more will require to be delivered to the Unclaimed Financial Assets Authority ('the Authority') as abandoned assets on the appointed date.
- Therefore, all present and former shareholders with unpaid dividends are requested to urgently contact the Share Registrar, Custody & Registrars Services Limited at the address indicated below to claim any unpaid dividends to avert the risk of the dividends being forwarded to the Authority.

Custody & Registrars Services Ltd
IKM Place Tower B, 1st Floor, 5th Ngong Avenue, Nairobi
Tel: Mobile: +254 20 7608216, Email: info@candrgroup.co.ke

SHAREHOLDER RESOLUTIONS INTENDED TO BE PASSED AT THE MEETING

- THAT** the audited Financial Statements including the Balance Sheet for the year ended 31 December 2020, together with the Directors' and Auditors' Reports thereon be and are hereby approved and adopted.
- THAT** the Directors' Remuneration for the year ended 31st December 2020 as contained in the Annual Report and Financial Statements be and is hereby approved.
- THAT** Major Gen. (Rtd.) Michael Gichangi (up for re-election), Mr. Jozef Veenstra, Mr. John Ngumi, and Ms. Caroline Armstrong be re-elected as members of the Audit and Risk Committee, and that the Board be authorized to reconstitute the committee subject to election of Directors under Agenda No.5 above.
- THAT** M/s. Pricewaterhouse Coopers 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/investors-and-shareholders/en/> for updates relating to the AGM due to the continuous evolving situation with Covid-19 pandemic and the Government directives being subject to change. We appreciate the understanding of our shareholders as we navigate the changing business conditions posed by Covid-19 pandemic.