

KENYA AIRWAYS PLC

NOTICE OF THE 46TH ANNUAL GENERAL MEETING

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 46th Annual General Meeting of the Company will be held via electronic communication on **Friday, 8th July 2022 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 2021 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 2021, 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 2021.
(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 2021 as contained in the Annual Report and Financial Statements be and is hereby approved".

- 5 To elect Directors:
 - a) Mr. Michael Joseph retires in accordance with Article 69 of the Company's Articles of Association, and being eligible, offers himself for re-election.
 - b) Mr. John Ngumi retires in accordance with Article 69 of the Company's Articles of Association, and being eligible, offers himself for re-election.
 - c) Ms. Esther Koimett retires in accordance with Article 69 of the Company's Articles of Association and does not offer herself for re-election.
 - d) Mr. Angus John Clarke 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. John Ngumi (who will be retiring and has offered himself for re-election), Dr. Haron Sirima, Major Gen. (Rtd.) Michael Gichangi, Mr. John Wilson, and Ms. Caroline Armstrong.

Proposed Resolution:

THAT Mr. John Ngumi, Major Gen. (Rtd.) Michael Gichangi, Mr. John Wilson, Dr. Haron Sirima and Ms. Caroline Armstrong 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: 15th June 2022

Notes:

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.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.

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, 6th July 2022 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 by visiting the online portal <https://digital.candrgroup.co.ke> or dialling *384*040# and follow the various prompts regarding the registration process.
 - (b) 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.
 - (c) Registration for the AGM opens on Monday, 27th June 2022 at 8.00 a.m. and will close on Thursday, 7th July 2022 at 12.00 noon.
 - (d) For assistance, shareholders should dial the following helpline number: + 254 20 7608216 from 8:00 a.m. to 4:00 p.m. during the registration open period. Any shareholder outside Kenya should also use this number or send an email to digital@candrgroup.co.ke to be assisted to register.
6. Shareholders wishing to raise any questions or clarifications for the AGM may do so during the registration open period (prior to the AGM) or during the AGM by:
 - (a) Using the SMS/email link to the event provided after registration is completed to access the AGM platform, or using <https://digital.candrgroup.co.ke> and their log in credentials to access the AGM platform; selecting "Attend Event", "KQ Plc AGM", accessing the "Q&A" tab above the display box and submitting their questions; or
 - (b) Dialling the USSD code *384*040# and following the menu prompts to the "Ask Questions" menu option and entering their question as a text message; or
 - (c) Sending their written questions by email to digital@candrgroup.co.ke ; or
 - (d) To the extent possible, physically delivering their written questions with a return postal address or email address to the KQ Shares Registrar, Custody and Registrars Services offices at IKM Place, Tower B, 1st Floor, 5th Ngong Avenue.

Written Questions

Shareholders must provide their full details (full names, ID/Passport Number, Shares or CDSC Account Number) when submitting their questions and clarifications by email, post or delivery. All written questions and clarifications must reach the Company on or before Wednesday, 6th July 2022 at 9.00 a.m.

Questions via the AGM platform

Shareholders will be able to ask questions on the virtual AGM platform up to and during the AGM using the online portal or the USSD code.

Live Questions during the AGM

Opportunity will be provided for shareholders to virtually join the AGM proceedings to ask their questions live. Shareholders wishing to ask their questions live during the AGM can join the meeting room during the AGM (by selecting the "Join AGM Meeting Room" tab at the bottom of the live stream display window). In the meeting room shareholders can continue watching the AGM broadcast and either (i) select "raise hand" option on their screen to request an opportunity to ask their questions live to the Board or (ii) enter their questions in the live chat to be read out to the Board during the AGM.

Shareholders should note that it may not be possible to answer all questions during the AGM. A full list of questions received, and the answers thereto will be published on the Company's website 48 hours after the conclusion of the general meeting.

7. Shareholders will be allowed to vote up to and during the AGM by:
 - (a) Using the SMS/email link to the event provided after registration is completed to access the AGM platform, or using <https://digital.candrgroup.co.ke> and their log in credentials to access the AGM platform; selecting "Attend Event", "KQ Plc AGM", accessing the "Voting" tab above the display box and vote, or
 - (b) Dialling the USSD code *384*040# and following the menu prompts to the "Voting" menu option and vote.
8. 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/USDD) prompt on their registered mobile numbers, 24 hours prior to the AGM acting as a reminder of the AGM. A second SMS/USDD 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.
9. All 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 are required 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 or to Opt-In for MPesa payment mode using *483*038# to claim any unpaid dividends to avert the risk of the dividends being forwarded to the Authority.

Custody & Registrars Services Ltd (C&R Group)
IKM Place, Tower B, 1st Floor
5th Ngong Avenue, Nairobi
Tel + 254 20 760 8216
Email: info@candrgroup.co.ke

SHAREHOLDER RESOLUTIONS INTENDED TO BE PASSED AT THE MEETING

1. **THAT** the audited Financial Statements including the Balance Sheet for the year ended 31st December 2021, together with the Directors' and Auditors' Reports thereon be and are hereby approved and adopted.
2. **THAT** the Directors' Remuneration for the year ended 31st December 2021 as contained in the Annual Report and Financial Statements be and is hereby approved.
3. **THAT** Mr. John Ngumi, Major Gen. (Rtd.) Michael Gichangi, Mr. John Wilson, Dr. Haron Sirima and Ms. Caroline Armstrong be re-elected as members of the Audit and Risk Committee subject to election of Board members under Agenda No.5 above.
4. **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/investors-and-shareholders/en/> for updates relating to the AGM to be held virtually.