

KENYA AIRWAYS PLC

NOTICE OF THE 49TH 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 49th Annual General Meeting of the Company will be held virtually on **Friday, 13th June 2025 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 2024 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 2024, 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 2024. (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 2024 as contained in the Annual Report and Financial Statements be and is hereby approved".

- 5 To elect Directors:

- a) Mr. Raphael Otieno (*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. Michael Joseph 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.

(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 or the Share Registrar's digital services platform at <https://digital.candr.africa/>, following the steps set out hereinafter).

- 6 To elect members of the Audit and Risk Committee.
(The current members are Mr. John Wilson, Mr. Festus King'ori, Mr. Mohamed Daghar (*Principal Secretary, State Department of Transport*), and Mr. Raphael Otieno (*Representative of the Cabinet Secretary to the National Treasury*) (who will be retiring and has offered himself for re-election).

Proposed Resolution:

THAT Mr. John Wilson, Mr. Festus Kin'gori, Mr. Mohamed Daghar (*Principal Secretary, State Department of Transport*), and Mr. Raphael Otieno (*Representative of the Cabinet Secretary to the National Treasury*), be re-elected as members of the Audit and Risk Committee subject to election of the Board member under Agenda No.5 above.

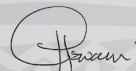
- 7 To appoint M/s. PricewaterhouseCoopers as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting and authorise the Directors to fix their remuneration.

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: 22nd May 2025

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 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 completed form of proxy should be emailed to proxy@candr.africa 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, 11th June 2025 at 9:00 a.m.** Shareholders will be advised of any issues by Thursday 12th June 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 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) All shareholders with valid emails and telephone numbers or who participated in previous AGM's will be pre-registered for the AGM using these 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:
 - (b) Click the personalized pre-registration link sent through email or sms and follow the attendance confirmation prompts;
 - (c) Using the USSD code ***483*830#** from their mobile telephones for all Kenyan telephone networks and follow the various prompts regarding the registration process;
 - (d) Internet platform users can access the AGM system and the registration process at <https://digital.candr.africa/>;
 - (e) Shareholders that are not using the pre-registration link will need to have their Shares Account Number or CDSC Account Number and the ID/Passport Number which were used to purchase their shares in order to complete the registration process.
 - (f) Registration for the AGM **opens on Friday, 30th May 2025 and will close on Thursday, 12th June 2025 at 12 noon.**
 - (g) For assistance, shareholders should dial the following helpline numbers: +254 20 8690360 from 8:00 a.m. to 4:30 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@candr.africa
 - (h) Shareholders who have confirmed their attendance can access the Virtual AGM using their personalized link or log in credentials via <https://digital.candr.africa/> to view the livestream and vote and submit questions. Shareholders without internet access can access the Virtual AGM and vote and submit questions using their log-in credentials via USSD ***483*830#**.
 - (i) 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:

1. Using their personalized link to the AGM platform and clicking on the Q&A tab on the display screen.
2. Via Online access through <https://digital.candr.africa/> platform: Select Attend Event; Select Kenya Airways Plc AGM; Select Q&A option tab and submit questions in text box provided; or
3. Via USSD platform through ***483*830#**. Use the menu prompts to Select Kenya Airways Plc AGM; Select the menu option for Q&A and submit their questions (within 160 character limit for SMS text)

Prior to the AGM:

4. Using any of the methods indicated in 1) to 3) above; or
5. Sending their written questions by email to digital@candr.africa; or
6. 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, 11th June 2025 at 9.00 a.m.**

- (j) Shareholders wishing to vote during the AGM may do so when prompted by:
 1. Accessing the Virtual AGM through their personalized link;
 2. Accessing the Virtual AGM using their log-in credentials via <https://digital.candr.africa/> platform; Select Attend Event; Select Kenya Airways Plc AGM; Select Voting option tab and vote;
 7. Accessing the Virtual AGM via USSD platform ***483*830#**; Use the menu prompts to Select Kenya Airways Plc AGM; Select menu option for Voting and follow the various prompts regarding the voting process
- (k) 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.
- (l) 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

1. **THAT** the audited Financial Statements including the Balance Sheet for the year ended 31st December 2024, 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 2024 as contained in the Annual Report and Financial Statements be and is hereby approved.
3. **THAT** Mr. John Wilson, Mr. Festus King'ori, Mr. Mohamed Daghar (*Principal Secretary, State Department of Transport*), and Mr. Raphael Otieno (*Representative of the Cabinet Secretary to the National Treasury*) 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.
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/en/investors-shareholders/annual-reports/> for updates relating to the AGM to be held virtually.