

KENYA AIRWAYS PLC

NOTICE IS HEREBY GIVEN that the 41st Annual General Meeting of the Company will be held at Pride Centre, off Airport North Road Nairobi on Friday, 22nd September 2017 at 11.00 am to conduct the following business:

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 year ended 31 March, 2017 together with the Directors' and Auditors' Reports thereon.
4. To elect Directors:
 - a) Prof Paul M. Maringa retires by rotation in accordance with the Company's Articles of Association, and being eligible, offers himself for re-appointment.
 - b) Caroline Armstrong retires by rotation in accordance with the Company's Articles of Association, and being eligible, offers herself for re-appointment.
 - c) Wanjiku Mugane retires by rotation in accordance with the Company's Articles of Association, and does not offer herself for re-appointment.
 - d) Ronald Schipper retires by rotation in accordance with the Company's Articles of Association, and does not offer himself for re-appointment.
5. To appoint Mr. Festus King'ori, Mr. Jozef Veenstra and Mr. Jason Kapkirwok as members of the Audit Committee and to authorise the Board to appoint the other members of the audit committee.
6. To approve the Director's remuneration.
7. To resolve that Deloitte & Touche be appointed auditors of the Company to hold office until the conclusion of the next Annual General Meeting and that their remuneration be fixed by the Directors.
8. To transact any other business of the Annual General Meeting in respect of which notice will have been given.

SPECIAL BUSINESS

9. To approve the establishment of the Kenya Airways 2017 Group Employee Share Ownership Scheme and the terms of the trust deed and the rules thereof.

BY ORDER OF THE BOARD

Catherine Musakali

Company Secretary

Date: 30th August, 2017

NOTES:

1. Any member may by notice duly signed by him or her and delivered to the Secretary, Office of Head of Legal Services, Kenya Airways Limited, Headquarters, Airport North Road, Embakasi, P.O. Box 19002, 00501, Nairobi, 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.
2. A member entitled to attend and vote at the meeting and who is unable to attend is entitled to appoint a proxy to attend and vote on his or her behalf. A form of proxy may be obtained from the Company's website or from the company's share registrars, Custody & Registrar Services Limited, 6th Floor, Bruce House, Standard Street, P.O. Box 8484, GPO 00100, Nairobi. A proxy need not be a member of the Company. To be valid, a form of proxy must be duly completed and signed by the member and must either be lodged at the offices of the Company's share registrars, or be posted, so as to reach Custody & Registrar Services Limited not later than Wednesday, 20th September 2017 at 11.00 am. A copy of the national ID of the member should be attached to the duly signed proxy form when being submitted to the shares registrar. Duly signed proxy forms and required ID copy may also be emailed to proxy@candrgroup.co.ke in PDF format
3. A copy of this notice, proxy form and the entire Annual Report and Accounts 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.