

KENYA AIRWAYS PLC

NOTICE OF THE 44TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT, in accordance with an Order issued by the High Court of Kenya in Miscellaneous Application No. E680 of 2020 on Wednesday 29th April 2020, the 44th Annual General Meeting of the Company will be held via electronic communication on **Friday 26th June 2020 at 9:00 am** 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 to 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 2019 together with the Directors' and Auditors' Reports thereon.

Proposed Resolution:

THAT the audited Financial Statements including the Balance Sheet for the year ended 31 December 2019, 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 2019.
(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 2019 as contained in the Annual Report and Financial Statements be and is hereby approved.

5. To elect Directors:
 - a) Mr Solomon Kitungu retires in accordance with Article 69 of the Company's Articles of Association, and being eligible, offers himself for re-election.
 - b) Mr Jozef Veenstra, retires in accordance with Article 69 of the Company's Articles of Association, and being eligible, offers himself for re-election.
 - c) Ms Caroline Armstrong retires in accordance with Article 69 of the Company's Articles of Association, and being eligible, offers 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 and at <https://digital.candrgroup.co.ke>, following the steps set out below)

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

Proposed Resolution:

THAT Mr. Jozef Veenstra and Ms Caroline Armstrong be re-elected as members of the Audit and Risk Committee on condition that they are re-elected to the Board under Agenda 5 above.

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.

Proposed Resolution:

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 consider and if thought appropriate to pass the following resolutions as special resolutions:
 1. **THAT** the Articles of Association of the Company be amended by replacing Article 39.3 with the following:
The Company may give such notice in writing or by electronic means or by a combination of means permitted by the Statutes.
 2. **THAT** the Articles of Association of the Company be amended by inserting the following new Article 51B:

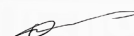
51B ATTENDANCE BY ELECTRONIC MEANS

51B.1 In the case of any general meeting, the Board may make arrangements for simultaneous attendance and participation by electronic means allowing persons not present together at the same place to attend, speak and vote at the meeting. The arrangements for simultaneous attendance and participation at any place at which persons are participating, using electronic means may include arrangements for controlling or regulating the level of attendance at any particular venue provided that such arrangements shall operate so that all members and proxies wishing to attend the meeting are able to attend at one or other of the venues, including venues chosen by such persons individually.

51B.2 The members or proxies at the place or places at which persons are participating via electronic means shall be counted in the quorum for, and be entitled to vote at, the general meeting in question, and that meeting shall be duly constituted and its proceedings valid if the chairman of the meeting is satisfied that adequate facilities are available throughout the meeting to ensure that the members or proxies attending at the place or places at which persons are participating via electronic means are able to:

- (a) participate in the business for which the meeting has been convened; and
- (b) see and hear all persons who speak (whether through the use of microphones, loud speakers, computer, audio-visual communication equipment or otherwise, whether in use when these Articles are adopted or developed subsequently) in the place at which persons are participating and any other place at which persons are participating via electronic means.

BY ORDER OF THE BOARD



Catherine Musakali
Company Secretary
Date: 3rd June 2020

Notes:

1. In view of the ongoing Coronavirus 2019 (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, Kenya Airways Plc to hold a physical general meeting in the manner prescribed in its Articles of Association, and therefore pursuant to the Court Orders issued in Miscellaneous Application No. E680 of 2020 on Wednesday 29th April 2020, 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 Secretary, Office of Head of Legal Services, Kenya Airways Plc, Headquarters, Airport North Road, Embakasi, P. O. Box 19002, 00501, Nairobi, or emailed to kenyaairwaysnominations@dorion.co.ke 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, 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 Registrars, at IKM Place, Tower B, 1st Floor, 5th Ngong Avenue, so as to be received not later than Wednesday, 24th June 2020 at 9.00am.

KENYA AIRWAYS PLC

NOTICE OF THE 44TH ANNUAL GENERAL MEETING (Continued)

When nominating a proxy the ID/Passport No, details for email and/or mobile number of the proxy must be submitted to facilitate registration. Any proxy registration that is rejected will be communicated to the shareholder concerned no later than Thursday, 25th June 2020 to allow time to address any issues.

4. A copy of this notice, proxy form and the entire Annual Report and audited financial statements and the Court Order in Miscellaneous Application No. E680 of 2020 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 online at <https://digital.candrgroup.co.ke> or via USSD using short code number *384*046# 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.
 - (b) Registration for the AGM opens on Friday, 19th June 2020 at 8:00 a.m. and will close on Thursday, 25th June 2020 at 9.00am. Shareholders will not be able to register after Thursday, 25th June, 2020 at 9.00am.
 - (c) For assistance, shareholders should dial the following helpline numbers: +254 20 8690360 or + 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.
 - (d) Shareholders can access the Virtual AGM using their log in credentials via <https://digital.candrgroup.co.ke> 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 *384*046#
 - (e) 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 AGM

1. Shareholders accessing Virtual AGM via <https://digital.candrgroup.co.ke> platform; Select Attend Event; Select (Insert Issuer Name) AGM; Select Q&A option tab and submit questions in text box provided; or
2. Shareholder accessing Virtual AGM via USSD platform *384*046#. 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 AGM

3. Accessing <https://digital.candrgroup.co.ke>; Select Attend Event; Select Kenya Airways Plc AGM; Select Q&A option tab and submit their questions in the text box provided; or
4. Sending their written questions by email to digital@candrgroup.co.ke; or
5. 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 Registrars, at IKM Place, Tower B, 1st Floor, 5th Ngong Avenue.
Note: Shareholders sending questions by email or delivering to C&R Group 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 C&R Group on or before Wednesday, 24th June 2020 at 9.00am

- (f) Shareholders wishing to vote during the AGM may do so when prompted by:
 1. Shareholders accessing Virtual AGM via <https://digital.candrgroup.co.ke> platform; Select Attend Event; Select Kenya Airways Plc AGM; Select Voting option tab and vote;
 2. Shareholder accessing Virtual AGM via USSD platform; Use the menu prompts to Select (Kenya Airways Plc AGM; Select menu option for Voting and follow the various prompts regarding the voting process

- (g) Shareholders wishing to vote prior to the AGM may do so during the registration open period by following the steps set out in (f) (1) or (f) (2) above
- (h) 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/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 31 December 2019, together with the Directors' and Auditors' Reports thereon be and are hereby approved and adopted.
2. **THAT** the Directors' Remuneration for the year ended 31 December 2019 as contained in the Annual Report and Financial Statements be and is hereby approved.
3. **THAT** Mr. Jozef Veenstra and Ms Caroline Armstrong be re-elected as members of the Audit and Risk Committee on condition that they are re-elected to the Board under Agenda 5 above.
4. **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.
5. **THAT** the Articles of Association of the Company be amended by replacing Article 39.3 with the following wording:
"The Company may give such notice in writing or by electronic means or by a combination of means permitted by the Statutes."
6. **THAT** the Articles of Association of the Company be amended by inserting the following new Article 51B:

"51B ATTENDANCE BY ELECTRONIC MEANS

51B.1 In the case of any general meeting, the Board may make arrangements for simultaneous attendance and participation by electronic means allowing persons not present together at the same place to attend, speak and vote at the meeting. The arrangements for simultaneous attendance and participation at any place at which persons are participating, using electronic means may include arrangements for controlling or regulating the level of attendance at any particular venue provided **THAT** such arrangements shall operate so **THAT** all members and proxies wishing to attend the meeting are able to attend at one or other of the venues, including venues chosen by such persons individually.

51B.2 The members or proxies at the place or places at which persons are participating via electronic means shall be counted in the quorum for, and be entitled to vote at, the general meeting in question, and that meeting shall be duly constituted and its proceedings valid if the chairman of the meeting is satisfied that adequate facilities are available throughout the meeting to ensure that the members or proxies attending at the place or places at which persons are participating via electronic means are able to:
(a) participate in the business for which the meeting has been convened; and
(b) see and hear all persons who speak (whether through the use of microphones, loud speakers, computer, audio-visual communication equipment or otherwise, whether in use when these Articles are adopted or developed subsequently) in the place at which persons are participating and any other place at which persons are participating via electronic means.

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.