

SHAREHOLDERS CALENDAR

Notice of the Annual General Meeting

Following the approval by the Registrar of Companies, NOTICE IS HEREBY GIVEN to Shareholders that, in accordance with the provisions of section 280 of the Companies Act, 2015 and Articles of Association of the Company Article 54A, the Seventy first Annual General Meeting of Kenya Electricity Generating Company PLC will be held via electronic communication on Thursday, 30 November 2023 at 11.00 a.m. for the purpose of considering and, if thought fit, passing the resolutions set out below:

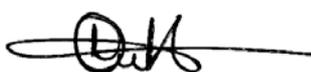
Ordinary Business

1. To table the proxies and note the presence of a quorum.
2. To read the Notice convening the meeting.
3. To consider and if approved, adopt the Company's Audited Financial Statements for the year ended 30th June 2023, together with the Chairman's, Directors' and Auditors' Reports thereon.
4. To approve the payment of a final dividend of Kshs. 0.30 per ordinary share of Kshs. 2.50, subject to withholding tax where applicable, in respect of the financial year ended 30 June 2023.
5. To consider and approve the Directors' Remuneration Report and approve payment of the Directors Fees for the year ended 30 June 2023.
6. **Auditors:**
To note that the audit of the Company's books of accounts will continue to be undertaken by the Auditor-General or an audit firm appointed by him in accordance with Section 23 of the Public Audit Act 2015.
7. To authorize the Directors to fix the remuneration of the Auditors.
8. **To Elect Directors:**
 - (i) Ms. Winnie Pertet who retires on rotation in accordance with Article 104 of the Articles of Association of the Company and being eligible, offers herself for re-election as a Director of the Company.
 - (ii) To approve the Special Notice pursuant to Sections 131 and 287 of the Companies Act 2015 having been received by the Company of the intention to move a resolution that Mr. James Opindi who has attained the age of 70 years is re-elected as a Director of the Company notwithstanding his having attained such age, to consider, and if thought fit, pass the following resolution as an Ordinary Resolution:
"That Mr. James Opindi who has attained the age of 70 years, and who retires by rotation and being eligible offers himself for re-election for one term as a Director of the Company under the Articles of Association of the Company."
 - (iii) Mr. Samuel Kimani who retires on rotation in accordance with Article 104 of the Articles of Association of the Company does not offer himself for re-election as a Director of the Company.
 - (iv) Mr. William Rahedi was appointed during the financial year to fill a casual vacancy on the Board. He retires in accordance with the provisions of Article 104 of the Articles of Association of the Company and being eligible, offers himself for election.
 - (v) Ms. Josephine Koisaba was appointed during the financial year to fill a casual vacancy on the Board. She retires in accordance with the provisions of Article 104 of the Articles of Association of the Company and being eligible, offers herself for election.
 - (vi) Hon. Stephen Mutai was appointed during the financial year to fill a casual vacancy on the Board. He retires in accordance with the provisions of Article 104 of the Articles of Association of the Company and being eligible, offers himself for election.
9. In accordance with the provisions of Section 769 of the Companies Act, 2015 the following directors, being members of the Audit, Risk & Compliance Committee of the Board be elected to continue to serve as members of the said Committee:
 - (i) Mr. Bernard Ndungu, Alternate to Prof. Njuguna Ndungu (Cabinet Secretary -The National Treasury)
 - (ii) Ms. Winnie Pertet [Subject to re-election to the Board as per Agenda item 8(i)]
 - (iii) Ms. Josephine Koisaba [Subject to re-election to the Board as per Agenda item 8(v)]
 - (iv) Hon. Stephen Mutai [Subject to re-election to the Board as per Agenda item 8(vi)]

SPECIAL BUSINESS:

10. To consider and if appropriate, pass the following Special Resolution:
"That the existing Memorandum and Articles of Association of the Company be deleted in their entirety and replaced with the new amended Articles attached as Annexure 1 of the resolution."
11. To consider any other business for which due notice has been given.

By Order of the Board



FCS. Austin Ouko
Company Secretary

9 November 2023