

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. 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 9(i)]
 - (iii) Ms. Josephine Koisaba [Subject to re-election to the Board as per Agenda item 9 (v)]
 - (iv) Hon. Stephen Mutai [Subject to re-election to the Board as per Agenda item 9(vi)]
9. **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) Mr. 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.

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

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Notes:

Shareholders will be able to register to follow the meeting, vote electronically or by proxy and may ask questions in advance before the date of the Annual General meeting in the manner detailed as follows:

- (i) KenGen PLC has convened and will conduct its Seventieth Annual General meeting via virtual/electronic means in accordance with Article 54A of the Articles of Association of the Company which provides that "The Members may, if they think fit, confer or hold a meeting by radio, telephone, closed circuit television, video conferencing or other electronic, or other, means of audio or audio/visual communication, or a combination thereof ("Conference"). Notwithstanding that the Members are not present together in one place at the time of the Conference, a resolution passed by the Members constituting a quorum at such a Conference shall be deemed to have been passed at a General Meeting held on the day on which and at the time at which the Conference was held. The provisions of these Articles relating to proceedings of Members apply insofar as they are capable of application mutatis mutandis to such Conference." KenGen intends to hold a Virtual Annual General Meeting for the financial year ended 30th June 2023
- (ii) Shareholders wishing to participate in the meeting should register for the AGM using either of the following means:
 - (a) Dialling ***483*901#** on their mobile telephone and follow the various prompts on the registration process or;
 - (b) Send an email request to be registered to kengenagm@image.co.ke providing their details i.e., Name, Passport/ID No., DS No. and Mobile telephone number requesting to be registered. Image Registrars shall register shareholders and send them an email notification once registered.
 - (c) Shareholders with email addresses will receive a registration link via email through which they can use to register.
- (iii) To complete the registration process, shareholders will need to provide their National ID/Passport Numbers which they used to purchase their shares and/or their CDSC Account Number. For assistance shareholders should dial the following helpline number: +254 709170 000/709170 016 from 9.00 a.m. to 3.00 p.m. from Monday to Friday. Shareholders outside Kenya should dial the helpline number for assistance during registration.
- (iv) Registration for the AGM opens on **Thursday, 9 November 2023 at 9.00 a.m.** and will close on **Monday, 29 November 2023 at 5.00 p.m.** Shareholders will not be able to register after this time.
- (v) In accordance with Article 174 of the Company's Articles of Association, the following documents may be viewed on the Company's website www.kengen.co.ke.
 - (a) A copy of this Notice and the Proxy Form;
 - (b) The Company's Annual Report & Audited Financial Statements for the year ended 30th June 2023;The reports may also be accessed upon request by dialling the USSD ***483*901#** and selecting the reports option. The reports and agenda can also be accessed on the livestream link.
- (vi) Any shareholder who is entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote in his/her stead. Such proxy need not be a member of the Company.
- (vii) A Proxy Form is provided with the Annual Report & Accounts. The Proxy Form can also be obtained from the Company's website www.kengen.co.ke or from Image Registrars Limited, Absa Towers (formerly Barclays Plaza), 5th Floor, Loita Street, P. O. Box 9287 - 00100, Nairobi, Kenya. Shareholders who do not wish to attend the Annual General Meeting have an option to complete and return the Proxy Form to Image Registrars Limited, or alternatively to the Registered Office of the Company so as to arrive not later than 11.00 a.m. on 28th November 2023.
- (viii) Duly signed proxy forms may also be emailed to kengenagm@image.co.ke in PDF format. A proxy form must be signed by the appointor or his attorney duly authorized in writing. If the appointer is a body corporate, the instrument appointing the proxy shall be given under the Company's common seal or under the hand of an officer or duly authorized attorney of such body corporate.
- (ix) Shareholders wishing to raise any questions or clarifications regarding the AGM may do so by sending their written questions:
 - a) Sending their written questions by email to agmquestions@kengen.co.ke; or
 - b) By dialling USSD code ***483*901#** and selecting the option (Ask Question) on the prompts; or
 - c) To the extent possible, physically delivering or posting their written questions with a return physical, postal or email address to the registered office of the Company or P.O. Box 47938 - 00100, Nairobi, or to Image Registrars offices at P. O. Box 9287 - 00100, Nairobi, Kenya.
 - d) Shareholders must provide their full details (full names, National ID/Passport Number/CDSC Account Number) when submitting their questions or clarifications via email or letter.
 - e) The Company's Directors will provide responses to questions received via the channel used by shareholders to send their questions i.e SMS (for USSD option) , Email, Letters or Telephone call. Questions will also be responded to during the meeting.

A full list of all questions received and the answers thereto will be published on the Company's website not later than 24 hours following the conclusion of the meeting.

- (x) The AGM will be streamed live via a link which shall be provided to all shareholders who will have registered to participate in the AGM. 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 one hour ahead of the AGM, as a reminder that the AGM will begin in one hour and providing a link to the live stream.
- (xi) Shareholders and proxies who have registered to attend the AGM may follow the proceedings using the live stream platform, access the agenda and vote when prompted by the Chairman via the USSD prompts.
- (xii) Results of the resolutions voted on will be published on the Company's website that is, www.kengen.co.ke within 24 hours following conclusion of the AGM. Shareholders are encouraged to continuously monitor the Company's website for any updates relating to the AGM.
- (xii) Dividends: To ensure receipt of future dividends in a timely manner, Shareholders are hereby requested to provide their bank details and update their payment option to electronic funds transfer method through their respective stockbrokers or the Registrar to facilitate remittance of dividends through their bank accounts in future. In addition, shareholders can opt-in for their future dividends to be paid to them via mobile money transfer when registering for the AGM.