

# NOTICE OF AN EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN to Shareholders that an Extraordinary General Meeting of Kenya Electricity Generating Company PLC will be held via electronic communication on Thursday, 12th February 2026 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. SPECIAL BUSINESS

To consider and, if thought fit, to pass the following Special Resolutions:

### a) Board Composition

That to provide for fair representation of both the majority and minority shareholders, the composition and appointment of directors to the Board in the Articles of Association be amended as follows:

**To amend Article 101, insert new articles after Article 101:**

101. Unless and until otherwise from time to time determined by the Company in a general meeting, and subject to the relevant laws, the Board shall comprise of nine (9) directors.
- 101(A). The Board shall comprise of six (6) Independent Directors, the Chief Executive Officer, one (1) Director shall be a public officer designated in writing by the Cabinet Secretary for Energy and Petroleum or Ministry for the time being responsible for Energy and one (1) Director shall be a public officer in the National Treasury nominated by the Cabinet Secretary for National Treasury as shall from time to time be required under the relevant laws of Kenya. Provided that at all times at least one third of the directors shall be independent non-executive directors.
- 101(B). An independent director must meet the criteria as set out in the relevant laws and as shall be amended from time to time including absence of material relationships with the Company or management or controlling shareholder, competence, fit-and-proper requirement such as integrity, competence, financial soundness, skills-set and time commitment. Directors shall provide written declarations of independence and conflicts-of-interest disclosure upon appointment and annually thereafter.
- 101(C). The composition of the Board shall comprise a number of directors which fairly reflects the Company's shareholding structure.

**Insert new sub-articles after Article 126 (h):**

- That a person also ceases to be a Director:
- 126(I). if an Independent Director becomes a holder of a political office, whether or not in a legislative role; or
  - 126(J). if an Independent Director becomes an employee of the Government or a Government Owned Enterprise.

### b) Variation of the rights attached to Ordinary Shares

That in accordance with the Section 393 of the Companies Act, 2015; Article 7 of the Articles of Association, and subject to the necessary regulatory approvals, the Shareholders hereby authorise variation of the rights attached to the Ordinary Shares as follows:

**To insert new articles after Article 7:**

- 7(A). The ordinary shares of nominal value Kshs. 2.50 each shall constitute two classes of shares in the following manner:
  - i. **Class A:** Ordinary Shares held by Shareholders of the Company other than those shares held by the National Treasury.
  - ii. **Class B:** Ordinary Shares held by the National Treasury.
- 7(B). The holders of Class A and B shares shall have the same rights and privileges except with respect to nomination and election of directors.

- 7(C). Subject to complying with the applicable provisions in the Articles,
  - i. Holders of Class A shares will be entitled to elect to the Board two (2) independent directors excluding the Chief Executive Officer. The election of the Minority Shareholders' Board Representatives will be solely based on the majority votes of the Minority Shareholders. The Majority Shareholder shall not be eligible to vote for Class A Directors; and
  - ii. Holders of Class B shares shall be entitled to appoint to the Board six (6) directors, of whom: (i) one (1) director shall be a public officer designated in writing by the Cabinet Secretary for the time being responsible for Energy; and (ii) one (1) director shall be a public officer in the National Treasury nominated by the Cabinet Secretary for the time being responsible for the National Treasury.

### c) Rotation of Directors

That to align the rotation of the Board with the amendments of Articles 7 and 101 above:

**To amend Article 127 (A) and insert new articles 127 (F) and 127 (G):**

- 127(A). At the Annual General Meeting in each year, one-third of the Independent Directors (elected by both Class A & B shareholders) or, where the number of independent directors is not divisible by three, the number nearest to but not exceeding one-third of them shall retire from office. The Directors to retire each year (unless they otherwise agree among themselves) shall be those who have been longest in office since they were first appointed or re-appointed or their last election and as between persons who become Directors on the same day determined by lot.
- 127(F). An Independent Director shall serve for a term of three (3) years and shall be eligible for reappointment for one further final term of three years.
- 127(G). Directors appointed to represent the Cabinet Secretary responsible for the time being for the National Treasury and the Cabinet Secretary responsible for the time being for Energy, shall serve for a maximum of six years.

### d) Vacation of Office by a Director

**To insert new article after Article 128:**

- 128(A). If appointed under Article 7(C) ii, she/he be removed or replaced at the discretion of the holder of Class B shares.

### e) Proposal of Individuals for Election

**To amend article 127(E) to read as follows:**

- 127(E). No person other than a Director retiring at the meeting shall unless recommended by the Director, be eligible for election to the office of Director at any General Meeting unless not less than Seven or more than Twenty-one days before the date appointed for the meeting there shall have been left at the registered office of the Company notice in writing signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by that person of his willingness to be elected.

**To insert new article 127(H) to read as follows:**

- 127(H). A person shall be eligible for election as a Director at any General Meeting if:
  - i. He is a retiring Director and he offers himself for re-election, or
  - ii. He has been recommended by the Board for election at the AGM.

4. To consider any other business for which due notice has been given.

## By Order of the Board

**FCS. Austin Ouko**  
**Company Secretary**

**22nd January 2026**

## NOTES:

1. KenGen PLC has convened and will conduct an Extraordinary General Meeting (EGM) via virtual/ electronic means in accordance with Article 67 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."
2. 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 Extraordinary General Meeting.
3. Shareholders wishing to participate in the meeting should register for the EGM using either of the following means:
  - Dialling **\*483\*903#** on their mobile telephone and follow the various prompts on the registration process or;
  - Send an email request to be registered to [kengenegm@image.co.ke](mailto:kengenegm@image.co.ke) providing their details i.e., Name, Passport/ID No., DS No. and Mobile telephone number requesting to be registered. Image Registrars Limited shall register shareholders and send them an email notification once registered.
4. Shareholders with email addresses will receive a registration link via email through which they can use to register.
5. 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 039** 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.
6. Registration for the EGM opens on **Thursday, 22 January 2026 at 9.00 a.m.** and will close on **Tuesday, 10 February 2026 at 5.00 p.m.** Shareholders will not be able to register after this time.
7. In accordance with Article 168 of the Company's Articles of Association, the following documents may be viewed on the Company's website [www.kengen.co.ke](http://www.kengen.co.ke): A copy of this Notice and the Proxy Form;
8. The documents may also be accessed upon request by dialling the **USSD \*483\*903#** and selecting the reports option. The documents and agenda can also be accessed on the livestream link.
9. Any shareholder who is entitled to attend and vote at the Extraordinary 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.
10. The Proxy Form can be obtained from the Company's website [www.kengen.co.ke](http://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 Extraordinary 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 10th February 2026.
11. Duly signed proxy forms may also be emailed to [kengenegm@image.co.ke](mailto:kengenegm@image.co.ke) in PDF format. A proxy form 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 the Company's common seal or under the hand of an officer or duly authorized attorney of such body corporate.
12. Shareholders wishing to raise any questions or clarifications regarding the EGM may do so by sending their written questions:
  - i. Sending their written questions by email to [agmquestions@kengen.co.ke](mailto:agmquestions@kengen.co.ke); or
  - ii. By dialling **USSD code \*483\*903#** and selecting the option (Ask Question) on the prompts; or
  - iii. 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.
  - iv. 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.
  - v. 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.
13. The EGM will be streamed live via a link which shall be provided to all shareholders who will have registered to participate in the EGM. Duly registered shareholders and proxies will receive a short message service (SMS/ USSD) prompt on their registered mobile numbers, 24 hours prior to the EGM acting as a reminder of the EGM. A second SMS/USSD prompt shall be sent one hour ahead of the EGM, as a reminder that the EGM will begin in one hour and providing a link to the live stream.
14. Shareholders and proxies who have registered to attend the EGM may follow the proceedings using the live stream platform, access the agenda and vote when prompted by the Chairman via the USSD prompts.
15. Results of the resolutions voted on will be published on the Company's website that is, [www.kengen.co.ke](http://www.kengen.co.ke) within **24 hours** following conclusion of the EGM. Shareholders are encouraged to continuously monitor the Company's website for any updates relating to the EGM.



**Extraordinary General Meeting** will be held via electronic communication.



**Thursday, 12<sup>th</sup> February 2026**  
**at 11.00 a.m.**

for the **purpose of considering** and, if thought fit, **passing the resolutions**

