

Frequently Asked Questions (FAQs)

1.	When is the EGM and how will it be held?	The EGM will be held via electronic communication on Thursday, 12 February 2026 at 11:00 a.m.
2.	What are shareholders being asked to approve?	Shareholders are being asked to consider and, if thought fit, pass special resolutions to amend the Articles of Association covering Board composition; creation of Class A and Class B ordinary shares for director nomination/election; director rotation and term limits; vacation of office provisions; and updated procedures for proposing individuals for election as directors.
3.	What is Class A?	Class A refers to ordinary shares held by shareholders other than those shares held by the National Treasury.
4.	What is Class B?	Class B refers to ordinary shares held by the National Treasury.
5.	Do Class A and Class B have different rights generally?	The Notice states that holders of Class A and Class B shares shall have the same rights and privileges except with respect to nomination and election of directors.
6.	What director election rights would Class A shareholders have?	Subject to the Articles, 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 minority shareholders, and the majority shareholder shall not be eligible to vote for Class A Directors.
7.	What director appointment rights would Class B shareholders have?	Holders of Class B shares shall be entitled to appoint to the Board six (6) directors, including: (i) one public officer designated in writing by the Cabinet Secretary responsible for Energy, and (ii) one public officer in the National Treasury nominated by the Cabinet Secretary responsible for the National Treasury.
8.	What would the Board size and composition be?	Unless and until otherwise determined by the Company in general meeting and subject to relevant laws, the Board shall comprise nine (9) directors. The Board shall comprise six (6) Independent Directors, the CEO, and the two

		public officer directors (Energy and National Treasury). At all times, at least one third of the directors shall be independent non-executive directors.
9.	What independence requirements apply to independent directors?	An independent director must meet criteria set out in relevant laws, including absence of material relationships with the Company/management/controlling shareholder, competence and fit-and-proper requirements (integrity, competence, financial soundness, skills-set, time commitment). Directors must provide written declarations of independence and conflicts-of-interest disclosure upon appointment and annually thereafter.
10.	What circumstances would require an Independent Director to vacate office (per proposed amendments)?	If an Independent Director becomes a holder of a political office (whether or not in a legislative role) or becomes an employee of the Government or a Government Owned Enterprise.
11.	What are the proposed terms/limits for Independent Directors?	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 .
12.	What is the proposed maximum service for the Energy and National Treasury representative directors?	They shall serve for a maximum of six years .
13.	How would removal/replacement work for directors appointed under the Class B provision?	If appointed under the Class B appointment provision, the director may be removed or replaced at the discretion of the holder of Class B shares.
14.	How can shareholders propose an individual for election as a Director?	No person (other than a director retiring at the meeting) is eligible unless recommended by the director(s), or unless not less than seven (7) nor more than twenty-one (21) days before the meeting, written notice signed by a qualified member is left at the Company's registered office stating intention to propose the person, together with a notice signed by that person indicating willingness to be elected.
15.	Who is eligible for election as a Director under the	A person is eligible if: (i) he is a retiring director and offers himself for re-election; or (ii) he has

	new proposed eligibility clause?	been recommended by the Board for election at the AGM.
16	Do these changes have anything to do with privatization of KenGen by Government of Kenya?	No. These changes are in line with the Government Owned Enterprise Act 2015, and it is being implemented across all commercial parastatals including KenGen. But in case the Government wants to offload its shares we await any further guidance, and we will definitely keep you fully apprised.
17	When will the shareholders receive their dividends?	The dividends will be paid today, 12 th February 2026
18	How do I claim my outstanding dividend?	Visit KenGen office on 9 th floor, Stima Plaza 11 on Kolobot Road or the contracted Registrars-Image Registrars on 5 th Floor, Absa Towers, Loita street.
19	What is this year's dividend rate?	The dividend will be Kshs 0.90 per share