



## **Kenya Airways Annual Report & Accounts**

### ***Notice of Annual General Meeting 2010***

NOTICE IS HEREBY GIVEN that the 34th Annual General Meeting of the Company will be held at the Bomas of Kenya, off Langata Road, Nairobi on Friday 24 September 2010 at 11.00 am to conduct the following 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 Statement of Financial Position and Accounts for the year ended 31 March 2010 together with the Directors' and Auditors' Reports thereon.
4. To declare a final dividend of Kenya Shillings One (Ksh. 1/=) per share for the financial year ended 31 March 2010 payable to shareholders on the Register of Members at close of business on Friday 24 September 2010 and approve the closure of the Register of Members on Monday 27 September 2010 for one day only to determine the entitlement to the dividend.
5. To elect Directors:
  - a) Mr Dinesh Kapila retires by rotation in accordance with Article 84 of the Company's Articles of Association and, being eligible, offers himself for re-election.
  - b) Mr Joseph Kinyua retires by rotation in accordance with Article 84 of the Company's Articles of Association and, being eligible, offers himself for re-election.
  - c) Mrs Salma Mazrui - Watt who was appointed an additional Director of the Company on 28 January 2010, retires in accordance with Article 90 of the Company's Articles of Association and, being eligible, offers herself for re-election.
  - d) Dr Cyrus Njiru who was appointed an additional Director of the Company on 28 January 2010, retires in accordance with Article 90 of the Company's Articles of Association and, being eligible, offers himself for re-election.
6. To approve the Directors remuneration.
7. To appoint PriceWaterhouseCoopers, Certified Public Accountants, as auditors of the Company in place of Deloitte & Touche, who retire from office at the conclusion of the Annual General Meeting and to authorise the Directors to fix their remuneration.

### **SPECIAL BUSINESS**

8. To consider and, if approved, pass the following Special Resolution:-  
"That the Articles of Association of the Company be amended by deleting the existing Article 131 in its entirety and substituting the following new Article 131 to read as follows:

a) Any dividend or other money payable in cash on or in respect of shares may be paid by electronic funds transfer or other automated system of bank transfer, electronic or mobile money transfer system, transmitted to such bank or electronic or mobile telephone address as shown in the share register of the Company or by cheque or warrant payable at such place of business as the Company shall specify in writing, sent through the post to the address of the member or person entitled to it as shown in the share register of the Company or if two or more persons are registered as joint holders of the shares, to the registered address of the joint holder who is first named in the share register of the Company or in the case of two or more persons being entitled thereto in consequence of the death or bankruptcy of the holder, to any one of such persons at such address as the persons being entitled to receive payment may in writing direct.

b) Every such cheque or warrant or funds transfer shall be made payable to or to the order of the person to whom it is sent or to such person who may be entitled to the same (as described in Article 131 a) aforesaid). Payment of the cheque or warrant, if purporting to be endorsed or enfacéd, by the addressee or as the case may be, confirmation of payment having been made by the transmitting entity to the addressee of a direct debit, bank transfer or other automated system of bank transfer or via a mobile money transfer system, shall in each case be a good discharge to the Company. Every such payment whether by cheque or warrant or electronic funds transfer or mobile money payments system shall be sent at the risk of the person entitled to the money represented by it.”

**BY ORDER OF THE BOARD**

**Fiona C Fox**

**Secretary**

**Date: 3 June 2010**

**NOTES:**

1. Any member may by notice duly signed by him or her and delivered to the Secretary, Office of the Senior Legal Counsel, Kenya Airways Limited, Headquarters, Airport North Road, Embakasi, PO Box 19002 - 00501, Nairobi, not less than 7 and not more than 21 days before the date appointed for the Annual General Meeting, give notice of his or her 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.

2. A member entitled to attend and vote at the meeting and who is unable to attend is entitled to appoint a proxy to attend and vote on his or her behalf. A form of proxy may be obtained from the Company's web site or from the Company's share registrars, Custody & Registrar Services Limited, 6th Floor, Bruce House, Standard Street, PO Box 8484 - 00100, Nairobi. A proxy need not be a member of the Company. To be valid, a form of proxy must be duly completed and signed by the member and must either be lodged at the offices of the Company's share registrars, or be posted, so as to reach Custody & Registrar Services Limited not later than Thursday 23 September 2010 at 11.00 am.

3. A copy of this notice, proxy form and the entire Annual Report and Accounts may be viewed on the Company's web site at <http://www.kenya-airways.com> or a printed copy may be obtained from the Company's share registrars, Custody & Registrar Services Limited upon request.