



Notice of Annual General Meeting 2011

NOTICE IS HEREBY GIVEN that the 35th Annual General Meeting of the Company will be held at Bomas of Kenya, off Langata Road, Nairobi on Friday 14 October 2011 at 11.00 am to conduct the following business:

- To table the proxies and note the presence of a quorum.
- To read the notice convening the meeting.
- To consider and, if approved, adopt the Balance Sheet and Accounts for the year ended 31 March 2011 together with the Directors' and Auditors' Reports thereon.
- To declare a final dividend of KShs 1.50 per share for the financial year ended 31 March 2011 payable to shareholders on the Register of Members at close of business on Friday 14 October 2011 and approve the closure of the Register of Members on Monday 17 October 2011 for one day only to determine entitlement to the dividend.
- To elect Directors:
 - Mr. Ayisi Makatiani retires by rotation in accordance with Article 84 of the Company's Articles of Association and, being eligible, offers himself for re-election.
 - Mr. Denis Afande retires by rotation in accordance with Article 84 of the Company's Articles of Association and does not offer himself for re-election.
- To approve the Directors remuneration.
- To authorise the Directors to fix the remuneration of the auditors, PriceWaterhouseCoopers.

SPECIAL BUSINESS

- Increase in Share Capital of the Company
- To consider and, if approved, pass the following Ordinary Resolution:-
- "That the authorized share capital of the Company be and is hereby increased from Kenya Shillings five thousand million (K.Shs 5,000,000,000/=) divided into one thousand million (1,000,000,000) ordinary shares of Kenya Shillings five (K.Shs. 5/=) each; to Kenya Shillings ten thousand million (K.Shs 10,000,000,000/=) divided into two thousand million (2,000,000,000) ordinary shares of Kenya Shillings five (K.Shs. 5/=) each, by the creation of one thousand million (1,000,000,000) new ordinary shares of Kenya Shillings five (K.Shs. 5/=) each to rank pari passu in all respects with the existing ordinary shares of the Company;"
- Rights Issue
- To consider and, if approved, pass the following Ordinary Resolution:-

"That subject to the Company receiving all regulatory approvals, including, but not limited to the approval of the Capital Markets Authority and the Nairobi Stock Exchange, and the approvals of any other regulatory authority, that:

- The Directors be and are hereby authorised and directed such number of ordinary shares of Kenya Shillings five (K.Shs 5/=) each in the capital of the Company as the Directors may decide on, be offered by way of rights to the holders of ordinary shares in the Company registered at the close of business on such date as shall be determined by the Directors, in such proportion (subject to the articles of association of the Company) to existing ordinary shares held by the shareholders of the Company as the Directors shall determine, and at such price that the Directors shall determine; and
 - The Directors be empowered to dispose of the shares not taken up by any shareholders or the shares not issued by reason of fractions of a share being disregarded, as they may consider expedient; and
 - The Directors be and are hereby authorised to issue such shares and pursue the listing of such shares upon issue on the Nairobi Stock Exchange, the Dar-es-Salaam Stock Exchange and the Uganda Stock Exchange and to do and effect all acts and things required to give effect to the above Resolutions".
- Change in Share Capital Structure
- To consider and, if approved, pass the following Special Resolution:-
- "That after the above increase of share capital, the Articles of Association of the Company be and hereby altered by substituting the following new Article for Article 8:
- The share capital of the Company is Kenya Shillings ten thousand million (K.Shs 10,000,000,000/=) divided into two thousand million (2,000,000,000) ordinary shares of Kenya Shillings five (K.Shs. 5/=) each."
- Alteration to the Objects Clause of the Memorandum of Association.
- To consider and, if approved, pass the following Special Resolution:-
- "That the Memorandum of Association be altered by the addition of a new Object 3 (h) and the existing Objects (h) to (gg) be renumbered sequentially as (i) to (hh) :
- To advance learning and knowledge in all their aspects and provide education and training in relation to the aviation industry and in this context to offer such courses of education both full time and part time for students at any level of and in any branch of higher education and to promote, establish, run, manage and maintain training colleges and centres and

such other educational institutions as may be considered appropriate for the promotion and advancement of education in the aviation industry and to acquire equipment, facilities and the services of lecturers, teachers, and other professionals with appropriate aviation expertise and management skills from within Kenya and abroad as would be needed to run and promote any such educational institution set up by the Company subject however, to the permission of competent authority."

BY ORDER OF THE BOARD
Fiona C Fox
Secretary

Date: 13 September 2011

NOTES:

- Any member may by notice duly signed by him or her and delivered to the Secretary, Office of Head of Legal Services, 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 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.
 - 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, GPO 00100, Nairobi. A proxy need not be a member of the Company. To be valid, a form of proxy 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 13 October 2011 at 11.00 am.
 - A copy of this notice, proxy form and the entire Annual Report and Accounts may be viewed on the Company's web site at www.kenya-airways.com or a printed copy may be obtained from the Company's share registrars, Custody & Registrar Services Limited upon request.
- TO ENSURE EFFICIENT COMMUNICATIONS AND DIVIDEND PAYMENTS, ALL KENYA AIRWAYS SHAREHOLDERS ARE REQUESTED TO ENSURE THAT THEIR DETAILS ARE UP-TO-DATE AND CURRENT.**
- SHAREHOLDERS CAN CONFIRM REGISTER DETAILS WITH THE REGISTRAR. SHAREHOLDERS ARE REQUESTED TO NOTE THAT ALL DETAILS FOR CDS ACCOUNT HOLDERS CAN ONLY BE UPDATED THROUGH THEIR STOCK BROKERS.**