

# PROXY FORM

The Company Secretary  
Kenya Power and Lighting Company Plc  
P.O. Box 30099-00100  
Nairobi, Kenya

I/WE \_\_\_\_\_ CDSC No \_\_\_\_\_

of P.O. Box \_\_\_\_\_ being a shareholder of the above Company.

HEREBY APPOINT \_\_\_\_\_ of P.O. Box \_\_\_\_\_

and Mobile No. \_\_\_\_\_ or failing him/her the Chairman of the Meeting as my/our proxy to attend, represent and vote for me/us on my/our behalf at the Annual General Meeting (AGM) of the Company to be held electronically on 3<sup>rd</sup> December 2021 at 11.00am and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2021

Signature \_\_\_\_\_

I/WE direct my/our proxy to vote on the following resolutions as I/WE have indicated by marking the appropriate box with an 'X'. If no indication is given, my/our proxy will vote or withhold his or her vote at his or her discretion and I/WE authorise my/our proxy to vote (or withhold his or her vote) as he or she thinks fit in relation to any other matter which is properly put before the Meeting.

**THE KENYA POWER AND LIGHTING COMPANY PLC**

Please clearly mark the box below to instruct your proxy how to vote:

Item	Business	For	Against	Withheld
1	To receive, consider and adopt the Company's Audited Financial Statements for the year ended 30 <sup>th</sup> June 2021, together with the Chairman's, Directors' and Auditors' Reports thereon.			
2	<b>Election of Directors:</b>			
	(i) Vivienne Yeda retires by rotation in accordance with Article 120 of the Memorandum and Articles of Association of the Company and, being eligible, offers herself for re-election.			
	(ii) Caroline Kittony-Waiyaki retires by rotation in accordance with Article 120 of the Memorandum and Articles of Association of the Company and, being eligible, offers herself for re-election.			
	(iii) Eng. Elizabeth Rogo retires by rotation in accordance with Article 120 of the Memorandum and Articles of Association of the Company and, being eligible, offers herself for re-election.			
3	<b>Election of Board Audit Committee Members:</b> In accordance with the provisions of Section 769 of the Companies Act 2015, the following Directors, being members of the Board Audit Committee, will be required to be elected to continue serving as members of the said Committee: - (i) Humphrey Muhu (ii) Caroline Kittony-Waiyaki (iii) Eng. Elizabeth Rogo			
4	To approve payment of fees to non-executive Directors for the year ended 30 <sup>th</sup> June 2021.			
5	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 her in accordance with section 23 of The Public Audit Act, 2015.			
6	To authorise the Directors to fix the Auditors' remuneration.			
7	<b>To pass the following Ordinary and Special resolutions as proposed by Shareholders holding more than 5% of the Ordinary shares:</b>			
	7.1 That the Board of Directors takes all possible legal action against all persons, employees of the Company, suppliers and any other persons, found to have been involved in conflict of interest between their duties and the Company's business thereby causing loss and damage to the Company. Further, that the Company pursues legal action with a view to undertaking a surcharge against the employees and seizure of the employees' assets for committing fraudulent and or unlawfully causing loss and or damage to the Company.			
	7.2 That the Board of Directors, to undertake a review of all forensic and other audit reports with a view to undertaking all necessary legal action including recovery of the losses against the assets of the persons found culpable for fraudulent trading with the Company including the past Senior Executives and other senior persons who have served in management in the Company.			

	<p>7.3 That the Articles of Association of the Company be amended by inserting the following sentence:</p> <p>“at least half of the Members of the Board of Directors elected at the Company’s General and or Extra Ordinary Meetings shall represent shareholders of the Company not being public or state officers.</p>			
	<p>7.4 That the Articles of Association of the Company be amended by inserting a new Article 111A after the current Article 111 as follows:</p> <p>“Amongst the Committees of the Board shall be the following Committees whose membership shall as far as in applicable consist, by a majority, of independent Board Members and representatives of shareholders not being public or state officers:</p> <ul style="list-style-type: none"> <li>(i) Board Audit Committee</li> <li>(ii) Finance and Risk Committee</li> <li>(iii) Strategy and Innovation Committee and</li> <li>(iv) Corporate Governance Committee</li> </ul>			
	<p>7.5 That the Articles of Association of the Company be amended by inserting the following Articles after the current Article 162.</p> <p><b>TRANSPARENCY AND ACCOUNTABILITY</b></p> <p><b>Article 163:</b>  All suppliers and persons selling and or supplying electric power to the Company in excess of an aggregate of Kshs. 1,000,000/- per month and or Kshs. 12,000,000/- annually, shall disclose to the Company the ultimate beneficial owner of the supplier and or electric power as required under Section 93A of the Companies Act and the regulations promulgated pursuant to the said provision. The suppliers shall expressly permit the Company to disclose such ultimate beneficial owner in its annual financial reports and or statutory disclosures.</p> <p>Shareholders having considered the accounts for FY 2020/21 and 2019/20 are concerned about the high level of slow moving and obsolete stocks and the inability of the company to write back the provisions taken in 2019/2020 and preceding years. Consequently, The Shareholders require the Company, Board and Management to ensure that only goods, services and works of the best quality are procured after due consideration of quality, experience and in the case of equipment global market share of suppliers and in the case of works a verifiable track record of successful execution of high value contracts and financial viability. In all procurement suppliers must meet internationally accepted standards for the particular goods, services or works. These parameters shall be verified after inspection and due diligence by competent specialist firms contracted by the Company for that purpose.</p>			

**THE KENYA POWER AND LIGHTING COMPANY PLC**

**ELECTRONIC COMMUNICATIONS CONSENT FORM**

**Please complete in BLOCK CAPITALS**

Full name of member (s): \_\_\_\_\_

Address: \_\_\_\_\_

CDSC No \_\_\_\_\_

Mobile No. \_\_\_\_\_

Date: \_\_\_\_\_

Signature: \_\_\_\_\_

Please tick the boxes below and return to Image Registrars at P.O. Box 9287- 00100 Nairobi, 5<sup>th</sup> floor, Absa Towers, Loita Street or alternatively to the Registered Office of the Company:

**Approval of Registration**

I/WE approve to register to participate in the virtual Annual General Meeting to be held on 3<sup>rd</sup> December 2021.

**Consent for use of the Mobile Number provided**

I/WE would give my/our consent for the use of the mobile number provided for purposes of voting at the AGM.

**Notes:**

1. In accordance with Section 298(1) of the Companies Act, shareholders entitled to attend and vote at the AGM are entitled to appoint a proxy to vote on their behalf. A proxy need not be a member of the Company but if not, the Chairman of the AGM.
2. This proxy must be signed by the appointer or his attorney duly authorized in writing. If the appointer is a body corporate, the instrument appointing the proxy shall be under the hand of an officer or duly authorized attorney of such body corporate.
3. To be valid the form of proxy should be completed, signed and delivered (together with a power of attorney or other authority (if any) under which it is assigned or a notarized certified copy of such power or authority [kplcagm@image.co.ke](mailto:kplcagm@image.co.ke) or delivered to Registered Office of the Company or posted to the Company Secretary P.O. Box 30099 – 00100 Nairobi, or to Image Registrars Limited, 5th Floor, Absa Towers, Loita Street, P.O. Box 9287 – 00100, Nairobi, so as to be received not later than 1<sup>st</sup> December 2021 at 11.00 a.m.

4. Any person appointed as a proxy should submit his/her mobile telephone number to the Company no later than 1<sup>st</sup> December 2021 at 11.00 a.m. Any proxy registration that is rejected will be communicated to the shareholder concerned no later than 1<sup>st</sup> December 2021 at 11.00 a.m. to allow time to address any issues.
5. As a shareholder you are entitled to appoint one or more proxies to exercise all or any of your shareholder rights to attend and to speak and vote on your behalf at the meeting. The appointment of the Chairman of the meeting as proxy has been included for convenience. To appoint as a proxy any other person, delete the words “the Chairman of the Meeting or” and insert the full name of your proxy in the space provided. A proxy need not to be a shareholder of the Company.
6. Completion and submission of the form of proxy will not prevent you from attending the meeting and voting at the meeting in person, in which case any votes cast by your proxy will be excluded.
7. A “vote withheld” option has been included on the form of proxy. The legal effect of choosing this option on any resolution is that you will be treated as not having voted on the relevant resolution. The number of votes in respect of which votes are withheld will, however, be counted and recorded, but disregarded in calculating the number of votes for or against each resolution.