

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 16th December 2022 at 11.00am and at any adjournment thereof.

Signed this _____ day of _____ 2022

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 th June 2022, together with the Chairman's, Directors' and Auditors' Reports thereon.			
2	Election of Directors:			
	(i) The Cabinet Secretary, National Treasury retires by rotation in accordance with Article 120 of the Memorandum and Articles of Association of the Company and, being eligible, offers himself for re-election.			
	(ii) The Principal Secretary, Ministry of Energy retires by rotation in accordance with Article 120 of the Memorandum and Articles of Association of the Company and, being eligible, offers himself for re-election.			
	(iii) Eng. Sarah Mbwanya, who was appointed by the Board on 26 th July 2022 to fill a casual vacancy in the Board, and in accordance with Article 128 of the Memorandum and Articles of Association of the Company, offers herself for election.			
	(iv) Brig. (Rtd) James Gitiba, who was appointed by the Board on 26 th July 2022 to fill a casual vacancy in the Board, and in accordance with Article 128 of the Memorandum and Articles of Association of the Company, offers himself for election.			
	(v) Justice (Rtd) Aaron Ringera, who was appointed by the Board on 24 th August 2022 to fill a casual vacancy in the Board, and in accordance with Article 128 of the Memorandum and Articles of Association of the Company, offers himself for election.			
3	Election of Board Audit Committee Members: 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) Kairo Thuo (Chairman) (ii) Humphrey Muhu (iii) Justice (Rtd) Aaron Ringera (iv) Brig. (Rtd) James Gitiba			
4	To approve payment of fees to non-executive Directors for the year ended 30 th June 2022.			
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.			

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, 5th 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 16 th December 2022.	

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.
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 to 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 14th December 2022 at 11.00am.
4. Any person appointed as a proxy should submit his/her mobile telephone number to the Company no later than 14th December 2022 at 11.00am. Any proxy registration that is rejected will be communicated to the shareholder concerned not later than 14th December 2022 at 11.00am.
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.