

Notice of the Annual General Meeting

NOTICE IS HEREBY GIVEN THAT THE SIXTY-FOURTH ANNUAL GENERAL MEETING of the Company will be held at the Safaricom Indoor Arena, Kasarani, Thika Road, Nairobi on Wednesday, 30th November 2016 at 11.00 a.m. to conduct the following business:

Ordinary 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 Company's audited financial statements for the year ended 30th June 2016, together with the Chairman's, Directors' and Auditors' Reports thereon.
4. To approve payment of Directors' fees for the year ended 30th June 2016.
5. Auditors:
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 him in accordance with Section 23 of the Public Audit Act 2015.
6. To authorise the Directors to fix the remuneration of the Auditors.
7. In accordance with the provisions of Section 769 of the Companies Act 2015, the following directors, being members of the Audit & Risk Management Committee of the Board, be elected to continue to serve as members of the said Committee:
 - (i) Mrs. Dorcas Kombo
 - (ii) Mr. Kairu Bachia
 - (iii) Mr. Joseph Sitati
 - (iv) Mr. Humphrey Muhu, Alternate Director to Henry Rotich
8. To elect Directors:
 - (i) Mr. Joshua Choge, who retires on rotation in accordance with Article 104 of the Articles of Association of the Company and being eligible offers himself for re-election as a Director of the Company.

- (ii) Dr. Eng. Joseph Njoroge, Principal Secretary – State Department for Energy, who retires on rotation in accordance with Article 104 of the Articles of Association of the Company and being eligible offers himself for re-election as a Director of the Company.
- (iii) Mrs. Ziporah Ndegwa, who retires on rotation in accordance with Article 104 of the Articles of Association of the Company and being eligible offers herself for re-election as a Director of the Company.
- (iv) Ms. Millicent Omanga, who retires on rotation in accordance with Article 104 of the Articles of Association of the Company does not offer herself for re-election as a Director of the Company.
9. To consider any other business for which due notice has been given.

By Order of the Board



Rebecca Miano
Company Secretary

19 October 2016

Notice of the Annual General Meeting

NOTES:

1. 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 proxy need not be a member of the Company.

A Proxy Form may be obtained from the Company's website at www.kengen.co.ke, registered office of the Company, KenGen Pension Plaza 2, Kolobot Road, Parklands, Nairobi or offices of the Company's shares registrar firm, Image Registrars Limited, Barclays Plaza 5th Floor, Loita Street, Nairobi.

2. To be valid, the Proxy Form, must be duly completed by a member and must either be lodged at the registered offices of the Company's shares registrar firm, Image Registrars Limited, Barclays Plaza 5th Floor, Loita Street, P.O. Box 9287, 00100 GPO, Nairobi or be posted, or

scanned and emailed to info@image.co.ke in PDF format; so as to reach Image Registrars not later than Monday, 28th November 2016 at 11.00 a.m.

3. In the case of a member being a limited Company, the Proxy Form must be completed under its Common Seal or under the hand of an officer or attorney duly authorised in writing.
4. In accordance with Article 137 of the Articles of Association of the Company, a copy of the entire Annual Report & Accounts may be viewed on the Company's website at www.kengen.co.ke or a printed copy may be obtained from the Registered Office of the Company, KenGen Pension Plaza 2, Kolobot Road, Parklands, Nairobi, P.O. Box 47936 - 00100 GPO, Nairobi.

Ilani ya Mkutano Mkuu wa Kila Mwaka

ILANI INATOLEWA HAPA KUWA MKUTANO WA SITINI NA NNE WA MWAKA wa kampuni hii utafanyika kwenye Ukumbi wa Safaricom Indoor Arena, Kasarani, Barabara Kuu ya Thika, Nairobi, Jumatano Novemba 30, 2016 saa tano asubuhi ili kuendeleza shughuli zifuatazo:

Shughuli za Kawaida

1. Kuorodhesha wawakilishi na kutambua iwapo kuna akidi.
2. Kusoma Ilani na kuanzisha mkutano.
3. Kujadili na ikiwa itaidhinishwa kufuata taarifa za Fedha za Kampuni zilizofanyiwa ukaguzi wa mahesabu mwaka uliokamilikia Juni 30, 2016, pamoja na Taarifa za Mwenyekiti, Mkurugenzi na Mkaguzi wa mahesabu ya kifedha.
4. Kuidhinisha malipo ya ada ya Mkurugenzi kwa mwaka uliokamilikia Juni 30, 2016.
5. Wakaguzi wa mahesabu:
Kutambua kuwa ukaguzi wa mahesabu wa vitabu vya Kampuni utaendelea kushughulikiwa na Mkaguzi Mkuu wa Mahesabu au kampuni ya ukaguzi wa mahesabu iliyoteuliwa naye kuambatana na Kifungu 23 cha Sheria ya Ukaguzi wa Mahesabu ya Umma ya 2015.
6. Kuamuru Wakurugenzi kuafikia malipo ya Wakaguzi wa Mahesabu ya kifedha.
7. Kuambatana na Kifungu 769 cha Sheria ya makampuni ya 2015, wakurugenzi wafuatao ambao ni wanachama wa Bodi ya Kamati ya Ukaguzi wa Mahesabu ya kifedha na kudhibiti hatari, wateuliwa tena ili waendeleo kuhudumu kama wanachama wa Kamati hii:
 - (i) Bi. Dorcas Kombo
 - (iii) Bw. Kairu Bachia
 - (iii) Bw. Joseph Sitati
 - (iv) Bw. Humphrey Muhu, Mkurugenzi Mbadala wa Henry Rotich
8. Kuteua Wakurugenzi :
 - (i) Bw. Joshua Choge, ambaye anastaafu kwa mzunguko kuambatana na kifungu cha sheria ya 104 cha sheria za ushirika wa kampuni hii na kwa kuwa anastahili, anajitangaza ili kuchaguliwa tena kama Mkurugenzi wa Kampuni hii.
 - (ii) Dkt Mhandisi Joseph Njoroge, Katibu – Idara ya Kawi, ambaye anastaafu kwa mzunguko kuambatana na kifungu cha sheria ya 104 cha sheria za ushirika wa kampuni hii na kwa kuwa anastahili, anajitangaza ili kuchaguliwa tena kama Mkurugenzi wa Kampuni hii.
 - (iii) Bi Ziyorah Ndegwa, ambaye anastaafu kwa mzunguko kuambatana na kifungu cha sheria ya 104 cha sheria za ushirika wa kampuni hii na kwa kuwa anastahili, anajitangaza ili kuchaguliwa tena kama Mkurugenzi wa Kampuni hii.
 - (iv) Bi Millicent Omanga, ambaye anastaafu kwa mzunguko kuambatana na kifungu cha sheria ya 104 cha sheria za ushirika wa kampuni hii na kwa kuwa anastahili, hajitokezi ili kuchaguliwa tena kama Mkurugenzi wa Kampuni hii.
9. Kushughulikia mambo mengine ambapo tarehe kamili limeshatolewa.

Kwa Amri ya Bodi Kuu



Rebecca Miano
Katibu wa Kampuni

Oktoba 19, 2016

FAHAMU KUWA:

1. Mwanachama aliye na haki ya kuhudhuria na kupiga kura katika mkutano huu na ambaye hataweza kuhudhuria ana haki ya kuteua mwakilishi atakayehudhuria na kupiga kura kwa niaba yake. Sio lazima mwakilishi huyu awe mwanachama wa Kampuni hii.

Fomu ya uwakilishi inaweza kupatikana kwenye wavuti wa kampuni hii katika www.kengen.co.ke, afisi rasmi ya Kampuni, KenGen Pension Plaza 2, Barabara ya Kolobot, Parklands, Nairobi au Afisi za shirika la hisa la kampuni hii, Image Registrars Limited, Barclays Plaza, Orofa ya 5, Loita Street, Nairobi.
2. Ili kuwa halali, Fomu hii ya mwakilishi, ni sharti zijazwe na mwanachama na lazima ziwasilishwe katika afisi zilizosajiliwa za shirika la kampuni hii, Image Registrars Limited, Barclays Plaza, Orofa ya Tano, Loita Street, S.L.P 9287, 00100 GPO, Nairobi au kutumwa kwa posta, au kunakilishwa na kutumwa kwa barua pepe kwa info@image.co.ke kwa mfumo wa PDF; ili zimfikie Msajili wetu, Image Registrars kufikia tarehe au kabla ya Jumatatu Novemba 28, 2016 saa tano asubuhi.
3. Ikiwa mwanachama ni kampuni, Fomu ya uwakilishi ni sharti ijazwe na kupigwa muhuri au kujazwa na afisa au wakili aliyeidhinishwa kupitia kwa maandishi.
4. Kumabatana na Kifungu cha sheria cha 137 cha sheria za ushirika wa Kampuni hii, nakala ya Taarifa kamili ya mwaka ya fedha inaweza kukaguliwa katika wavuti wa Kampuni hii kupitia www.kengen.co.ke au nakala iliyochapishwa inaweza kupatikana katika Afisi ya Msajili wa Kampuni hii, KenGen Pension Plaza 2, Barabara ya Kolobot, Parklands, Nairobi, S.L.P 47936 - 00100 GPO, Nairobi.