**PROXY FORM**

**The Company Secretary**

**Kenya Power and Lighting Company Plc**

**P.O. Box 30099-00100**

**Nairobi, Kenya**

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

 Of\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Being a shareholder of **The Kenya Power and Lighting Company Plc** hereby appoint the Chairman of the Meeting or (see notes 3 and 5) \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (Name of proxy) in respect of my \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (Number of shares).

Please indicate here if you are appointing more than one proxy \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (see note 5) as my/our proxy to attend, represent and vote for me/us on my/our behalf at the General Meeting of the Company to be held electronically on 13th November 2020 at 11.00am and at any adjournment thereof.

Signed this \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ day of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_2020

Signature(s)

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

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 authorize my/our proxy to vote (or withhold his or her vote) as he or she thinks fit in relation to any other matte which is properly put before the Meeting.

**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 30th June 2019, together with the Chairman’s, Directors’ and Auditors’ Reports thereon. |  |  |  |
| 2 | **Election of Directors:** |  |
|  | 1. 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
 |  |  |  |
|  | 1. 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
 |  |  |  |
|  | 1. Mr. Sachen Gudka, who was appointed by the Board on 20th July 2020 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
 |  |  |  |
|  | 1. Ms. Caroline Kittony-Waiyaki, who was appointed by the Board on 20th July 2020 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.
 |  |  |  |
|  | 1. Ms. Vivienne Yeda, who was appointed by the Board on 20th July 2020 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.
 |  |  |  |
|  | 1. Eng. Elizabeth Rogo, who was appointed by the Board on 20th July 2020 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
 |  |  |  |
|  | 1. Eng. Abdulrazaq Ali, who was appointed by the Board on 20th July 2020 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: - 1. Mr. Sachen Gudka
2. Mrs. Beatrice Gathirwa
3. Ms. Caroline Kittony-Waiyaki
4. Eng. Elizabeth Rogo
 |  |  |  |
| 4 | To approve payment of fees to non-executive Directors for the year ended 30th June 2019. |  |  |  |
| 5 | To note that the audit of the Company’s books of accounts will continue to be undertaken by the Auditor-General Kenya, 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 | To consider and, if thought fit, pass the following Special Resolution:“That the Articles of Association of the Company be amended by inserting the following Article immediately after the present Article [66] and numbering the new Article as Article [66A.] as follows:Article [66A.]*The Members may, if they think fit, confer or hold a meeting by radio, telephone, closed circuit television, video conferencing or other electronic, or other, means of audio or audio/visual communication, or a combination thereof ("Conference"). Notwithstanding that the Members are not present together in one place at the time of the Conference, a resolution passed by the Members constituting a quorum at such a Conference shall be deemed to have been passed at a General Meeting held on the day on which and at the time at which the Conference was held. The provisions of these presents relating to proceedings of Members apply insofar as they are capable of application mutatis mutandis to such General Meeting.”* |  |  |  |

**KENYA POWER AND LIGHTING COMPANY PLC**

**ELECTRONIC COMMUNICATIONS CONSENT FORM**

**Please complete in BLOCK CAPITALS**

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

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

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

Mobile \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

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

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

Please tick the boxes below and return to Image Registrars at P.O. Box 9287- 00100 Nairobi,5th floor, Absa Towers (formerly Barclays Plaza), Loita Street or alternatively to the Registered Office of the Company:

**Approval of Registration**

|  |  |
| --- | --- |
| I/WE approve to register to participate in the virtual General Meeting to be held on 13th November 2020. |  |
| **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, the appointed proxy will need access to a mobile telephone.
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 info@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 (formerly Barclays Plaza), Loita Street, P.O. Box 9287 – 00100 GPO, Nairobi, so as to be received not later than 11th November, 2020 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 10th November, 2020 at 10.00 am. Any proxy registration that is rejected will be communicated to the shareholder concerned no later than 10th November, 2020 at 5.00pm 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.