KENYA PIPELINE COMPANY PLC

Kenpipe Plaza, Sekondi Road,Off Nanyuki Road, Industrial Area, Nairobi, Kenya
P.O. Box 73442 - 00200
0709 723 000
info@kpc.co.ke
www.kpc.co.ke

**KENYA PIPELINE COMPANY PLC**

(PLC-VY7TPQMRK)

**NOTICE OF THE 46TH ANNUAL GENERAL MEETING**

**TO: All Shareholders**

Notice is hereby given that the 46th Annual General Meeting of the shareholders of KENYA PIPELINE COMPANY PLC ("Company") will be held via electronic communication, on 2nd December 2026 at 9.00 am to transact the business set out below:

**AGENDA**

1. **Constitution of the Meeting**
   To read the notice convening the meeting and determine if quorum is present.

2. **Ordinary Business**

   **2.1. Report and Financial Statements for the Year ended 30th June 2026**
   To receive, consider and, if thought fit, adopt the Audited Consolidated Financial Statements for the year ended 30th June 2026 together with the reports of the Directors, the Chairman, the Chief Executive Officer and the Auditor thereon.

   **2.2. Dividend**
   To approve a first and final dividend amounting to KES 5,790,963,417, being 50 % of the Profit After Tax, to be distributed at a rate of KES 0.32 per share to qualified shareholders in respect of the Financial Year ended 30th June 2026. The dividend will be payable on or about 8th January 2027, to shareholders on the Register of Members at the close of business on 30th November 2026.

   **2.3. Directors**

   2.3.1. To note that, pursuant to Articles 24(5) and 24(6) of the Company's Articles of Association:

   a) The Cabinet Secretary to the National Treasury ("CST") exercised its reserved shareholder appointment rights and appointed the following persons as Non-Executive Directors:
      i) Mrs. Faith Bett-Boinett
      ii) Mr. Samson Kipkemboi Burgei
      iii) Eng. Meshack Kidenda

   b) The Government of Uganda ("GoU") exercised its reserved shareholder nomination rights and appointed the following persons as Non-Executive Directors:
      i) Dr. Ramathan Ggoobi
      ii) Eng. Irene Pauline Bateebe

   2.3.2. To further note that, in accordance with Article 25(1) of the Articles of Association, the CST and GoU Directors are not subject to retirement by rotation at the first Annual General Meeting following the listing of the Company.

KENYA PIPELINE COMPANY PLC

Kenpipe Plaza, Sekondi Road,Off Nanyuki Road, Industrial Area, Nairobi, Kenya
P.O. Box 73442 - 00200
0709 723 000
info@kpc.co.ke
www.kpc.co.ke

2.3.3. To note that, pursuant to Articles 24(3) and 24(4) of the Company's Articles of Association, the following directors who were appointed by the Board to fill casual vacancies, shall retire from office at the conclusion of this Annual General Meeting.

i) Hon. Joyce Emanikor
ii) Mr. Mutungwa Wambua
iii) Hon. Christopher Karani
iv) Ms. Martha Miano and;
v) Ms. Irene Wachira

2.3.4. To appoint Independent Non-Executive Directors of the Company as prescribed under the Capital Markets (Public Offers, Listings and Disclosures) Regulations, 2023 and the Capital Markets Authority Code of Corporate Governance Practices for Issuers of Securities to the Public, 2015. The names and profiles of the proposed Independent Non-Executive Directors will be made available to shareholders on the Company's AGM portal at the earliest opportunity and prior to the Annual General Meeting.

2.3.5. To note that CPA. Ronald Nyamosi, who was nominated by National Social Security Fund (NSSF) pursuant to Article 24(7) of the Articles of Association, has ceased to be a director, given that NSSF is no longer the largest institutional investor and is no longer entitled to nominate a director under Article 24(7).

2.3.6. To note that Greenview Oil Trading Corp. bought 24.9 % of the issued share capital of the Company through the secondary market, and is entitled to nominate a director to the Board.

2.3.7. Appoint members of the Board Audit and Risk Committee (BARC), in accordance with Section 769 of the Companies Act, Cap. 486. The names and profiles of the proposed members will be made available to shareholders on the Company's AGM portal prior to the Annual General Meeting.

**2.4. Remuneration of Directors**

To receive, consider and, if thought fit, approve the Directors' Remuneration Report, together with the Directors' Remuneration Policy contained therein.

**2.5. Appointment of Auditors**

2.5.1. To appoint Messrs. KPMG Kenya, Certified Public Accountants, as the new Auditors of the Company, in place of the Office of the Auditor General, who have served as the Company's auditors (and whose term expires at the end of this meeting), until conclusion of the next Annual General Meeting.

2.5.2. To authorize Directors to fix the remuneration of the Auditors.

**BY ORDER OF THE BOARD**

**Mrs. Flora Okoth**
**COMPANY SECRETARY**
**Date: 11th November 2026**

KENYA PIPELINE COMPANY PLC

Kenpipe Plaza, Sekondi Road,Off Nanyuki Road, Industrial Area, Nairobi, Kenya
P.O. Box 73442 - 00200
0709 723 000
info@kpc.co.ke
www.kpc.co.ke

**Notes:**

1. KENYA PIPELINE COMPANY PLC has convened and will conduct its 46th Annual General Meeting via virtual/electronic means in line with The Companies Act, Cap 486.
2. Shareholders wishing to participate in the meeting should register for the AGM by doing the following:
   a) dialing ***483*905#** for all Kenyan telephone networks and following the various registration prompts; or sending an email request to be registered to **kpcshares@image.co.ke .** Shareholders with email addresses will receive a registration link via email through which they can use to register.
   b) To complete the registration process, shareholders will need to have their ID/Passport Numbers which were used to purchase their shares and/or their CDSC Account Number at hand. For assistance shareholders should dial the following helpline number: **+254709170000** from 9:00 a.m. to 5:00 p.m. from Monday to Friday. Any shareholder outside Kenya should dial the helpline number to be assisted to register.
3. Registration for the AGM opens on 12th November 2026 at 9.00 a.m. and will close on 30th November 2026 at 10.00 a.m. Shareholders will not be able to register after 30th November 2026 at 10.00 a.m.
4. In accordance with Section 283 (3) of the Companies Act, the following documents may be viewed on the Company's website **[www.kpc.co.ke].**
   a) A copy of this Notice and the proxy form.
   b) The Company's Annual Report & Audited financial statements for the year ended 30th June 2026.

   The reports may also be accessed upon request by dialing the USSD code above and selecting the reports option. The reports and agenda can also be accessed on the livestream link.
5. Shareholders wishing to raise any questions or clarifications regarding the AGM may do so by:
   a) Sending their written questions by email to **kpcshares@image.co.ke** ; or
   b) Shareholders who will have
   c) registered to participate in the meeting shall be able to ask questions via SMS by dialing the USSD code above and selecting the option (Ask Question) on the prompts; or
   d) To the extent possible, physically delivering their written questions with a return physical, postal or email address to the registered office of the Company at Kenpipe Plaza, Sekondi road, off Nanyuki road, P.O Box 73442,00200, NAIROBI, or to Image Registrars Ltd offices at 5th floor, Absa Towers, Loita Street.

   Shareholders must provide their full details (full names, National ID/Passport Number/CDSC Account Number) when submitting their questions and clarifications.

   The Company's Directors will provide responses to questions received via the channel used by shareholders to send their questions i.e. SMS (for USSD option), Email, Letters or Telephone call. Questions will also be responded to during the meeting.

   A full list of all questions received, and the answers thereto will be published on the Company's website not later than 24 hours after the conclusion of the meeting.
6. 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. A proxy form is attached to this Notice and is available on the Company's website via this link: **[www.kpc.co.ke]**. Physical

KENYA PIPELINE COMPANY PLC

Kenpipe Plaza, Sekondi Road,Off Nanyuki Road, Industrial Area, Nairobi, Kenya
P.O. Box 73442 - 00200
0709 723 000
info@kpc.co.ke
www.kpc.co.ke

copies of the proxy form are also available at the following address: Image Registrars Ltd offices, 5th floor, Absa Towers, Loita Street.

Shareholders who do not propose to be at the Annual General Meeting are requested to complete and return the proxy form to Image Registrars Ltd, or alternatively to the Registered Office of the Company, to the Company Secretary, at the Fourth floor, Kenpipe Plaza, Sekondi Road, Off Nanyuki Road, Industrial Area, P.O. Box 73442-00200, Nairobi, to arrive not later than 10.00 a.m. on 30th November 2026.

Duly signed proxy forms may also be emailed to **kpcshares@image.co.ke** in PDF format. A proxy form must be signed by the appointor, or his attorney duly authorized in writing. If the appointer is a body corporate, the instrument appointing the proxy shall be given under the Company's common seal or under the hand of an officer or duly authorized attorney of such body corporate.

7. The AGM will be streamed live via a link which shall be provided to all shareholders who will have registered to participate in the AGM. Duly registered shareholders and proxies will receive a short message service (SMS/USSD) prompt on their registered mobile numbers, 24 hours prior to the AGM acting as a reminder of the AGM. A second SMS/USSD prompt shall be sent one hour before the AGM, reminding duly registered shareholders and proxies that the AGM will begin in an hour's time and provide a link to the live stream.
8. Duly registered shareholders and proxies may follow the proceedings of the AGM using the live stream platform and may access the agenda. Duly registered shareholders and proxies may vote (when prompted) via the USSD prompts.
9. A poll shall be conducted for all the resolutions put forward in the notice.
10. **Shareholder Contact Details and Dividend Payment Details:** To facilitate timely receipt of dividends, shareholders are encouraged to update their contact details and register to receive their dividend payments via mobile (MPESA/Airtel Money) or bank payments. To do so, shareholders are requested to update their dividend payment details via any one of the following channels:
    a. Complete an online opt-in form available at the Registrar's offices.
    b. Send an email to Image Registrars Ltd through **kpcshares@image.co.ke**
    c. Opt-In via USSD by dialing ***483*905#** as you register for the Annual General Meeting (AGM).
    d. Shareholders who maintain CDS Accounts are also encouraged to notify any change of address or request for payment of dividends through bank accounts / MPESA via their stockbroker or investment bank.

Shareholders with certificates are advised to contact Image Registrars offices via email address **kpcshares@image.co.ke** or Telephone no. 0709170000.

11. Results of the AGM shall be published on the Company's website within 24 hours following conclusion of the AGM.

Shareholders are encouraged to continuously monitor the Company's website **[www.kpc.co.ke]** for updates relating to the AGM.

*Regulated by the Capital Markets Authority*