KENYA AIRWAYS PLC

ANNUAL REPORT
AND
FINANCIAL STATEMENTS

FOR THE YEAR ENDED
31 DECEMBER 2023

CONTENTS	PAGE

EXECUTIVE DIRECTORS	Mr. Allan Kilavuka	- Group Managing Director & CEO
NON-EXECUTIVE DIRECTORS	Mr. Michael Joseph	- Chairman
	Dr. Haron Sirima	- (Representative of C.S. The National Treasury)
	Mr. Mohamed Daghar	- (P.S. Transport)
	Mr. Alex Mbuvi	- (Alternate to P.S. Transport)
	Maj. Gen. (Rtd) Michael Gichangi	
	Mr. Philip Wambugu	
	Mr. John Wilson *	
	Mr. Christopher Buckley**	- (Appointed on 27th March 2023)
	Mr. David Kabeberi	- (Appointed on 30th May 2023)
	Ms. Caroline Armstrong	- (Retired w.e.f. 30th June 2023)
	Mr. John Ngumi	- (Resigned w.e.f. 30th May 2023)

** Swedish*
*** British & Canadian*

COMPANY SECRETARY	Mr. Habil A. Waswani Certified Secretary (Kenya) Kenya Airways Headquarters and Base Airport North Road, Embakasi P.O. Box 19002 - 00501 Nairobi
AUDITORS	PricewaterhouseCoopers LLP PwC Tower, Waiyaki Way/Chiromo Road, Westlands P.O Box 43963-00100 Nairobi, Kenya
REGISTERED OFFICE	Kenya Airways Headquarters and Base Airport North Road, Embakasi P.O. Box 19002 - 00501 Nairobi
REGISTRARS AND TRANSFER OFFICE	Custody & Registrars Services Limited 6th Floor, Bruce House Standard Street P.O. Box 8484 - 00100 Nairobi

PRINCIPAL BANKERS	Citibank N.A. Citibank House, Upper Hill Road P.O. Box 30711 - 00100 Nairobi
	Standard Chartered Bank Limited 48 Chiromo, Level 5 Westlands Road P.O. Box 30003 - 00100 Nairobi
	NCBA Bank Kenya Plc NCBA Centre Mara Road, Upper-Hill P.O Box 44599 – 00100 Nairobi
	KCB Bank Kenya Limited Kencom House, Moi Avenue P.O Box 48400 – 00100 Nairobi
	Equity Bank Limited 7th Floor, Equity Centre Upper Hill P.O. Box 75104 - 00200 Nairobi
PRINCIPAL LEGAL ADVISORS	Coulson Harney LLP 5th Floor, West Wing, ICEA Lion Centre Riverside Park, Chiromo Road, Nairobi P.O. Box 10643-00100, Nairobi, Kenya www.bowmanslaw.com
	Tripleoklaw Advocates 5th Floor, Block C, ACK Garden House 1st Ngong' Avenue, off Bishops Road P.O. Box 43170 - 00100 Nairobi

The Board of Kenya Airways Plc ("the Company") is committed to good corporate governance and understands its oversight and foresight roles in leading the Company for the sustainable benefit of all its stakeholders. In this regard, the Board had adopted corporate governance practices that are in line with the principles and standards set out under the Capital Markets Code of Corporate Governance for Issuers of Securities in Kenya ("the Code").

While recognising that it has overall responsibility for the governance of the Company, the Board is committed to providing strategic direction, the necessary support and advice to Management. Through the Company's defined mission, vision and values, the Board is committed to high standards of ethical behaviour characterised by effective and responsible leadership, accountability, fairness, probity and integrity, transparency, efficiency and effectiveness. The Board is further committed to recognising the legitimate interests of various key stakeholders including shareholders, staff, customers, the Government and the public.

The Board recognises that the long-term sustainability of the Company heavily depends on its effective stewardship. In this regard, the Board has taken time to formulate appropriate strategies and policies for the delivery of the Company's strategy. At the same time, the Board is keen on ensuring that Management is focused on the execution and achievement of set goals and targets while fostering a culture that values ethical behaviour, integrity and respect and the need to conduct the business and operations of the Company in accordance with generally accepted corporate practices. The Board has therefore ensured that the Company as a whole has embraced good corporate governance in its structure, policies, practices and day to day operations.

Board of Directors

The Articles of Association of the Company, and the Board Charter vests the governance of the Company in the Board of Directors. The Board is currently composed of nine (9) Directors as set out below:

Mr. Michael Joseph	-	Independent Non-Executive Director (Chairman)
Mr. Allan Kilavuka	-	Group Managing Director & CEO
Dr. Haron Sirima	-	Non-Executive Director (Rep. of C.S. the National Treasury)
Mr. Mohamed Daghar	-	Non-Executive Director (Principal Secretary, Transport)
Maj. Gen (Rtd) Michael Gichangi	-	Independent Non-Executive Director
Mr. John Wilson	-	Non-Executive Director
Mr. Phillip Wambugu	-	Non-Executive Director
Mr. Christopher Buckley	-	Independent Non-Executive Director
Mr. David Kabeberi	-	Independent Non-Executive Director
Mr. Alex Mbuvi	-	(Alternate to P.S. Transport)
Mr. Habil Waswani	-	Company Secretary

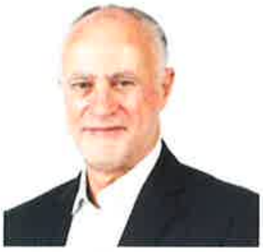
The Chairman is responsible for effective leadership and effective performance of the Board and for the maintenance of relations between the Board and key stakeholders. The Board acts collectively but remains aware that Directors are individually and collectively responsible for the governance of the Company.

Board of Directors (Continued)

The current board composition with brief resumes is as set out below:

Michael Joseph (78) – Chairman and Independent Non-Executive Director

Michael Joseph was appointed Chairman of Kenya Airways Plc in October 2016. He is also a Non-Executive Director on the Boards of Vodacom Group South Africa, and MFS Africa. Michael is also an advisor to the Vodafone Group mostly related to mobile financial services and Safaricom Plc. He was until October 2017 employed by Vodafone Group Services Limited as the Director of Mobile Money and was responsible for leading the strategic growth and development of successful M-Pesa proposition across the Vodafone footprint.



Michael is a former Chairman and founding CEO of Safaricom Plc, where he steered the company from a subscriber base of less than 18,000 in 2000 to over 17 million subscribers making it the most successful company in East Africa. This phenomenal growth straddling nearly a decade was notable for the launch of many innovative products and services. He was behind the launch of the highly successful and phenomenal growth of M-Pesa and its related services.

Michael is the recipient of many awards, including CEO of the year awarded by the Kenya Institute of Management and the Elder of the Order of the Burning Spear (award given by the President of Kenya to those who have made a positive impact in Kenya). He has extensive international experience in company start-ups, the implementation and operation of large wireless and wire-line networks. He is also a keen conservationist and serves as Chairman of Lewa Wildlife Conservancy, a leading a leading conservancy in Northern Kenya.

Allan Kilavuka (51) – Group Managing Director & Chief Executive Officer

Allan has been at the helm of Kenya Airways since April 2020 as the airline's Group Managing Director and Chief Executive Officer. He was previously the Chief Executive Officer and Managing Director of Jambojet Limited, a fully owned subsidiary of Kenya Airways Plc.

Allan took over this role right at the beginning of a very difficult time for Kenya Airways and the aviation industry in general. He has managed to navigate the airline through these turbulent times and keep the planes flying through a string of measures and initiatives. With over 23 years' experience in leadership and management, and extensive knowledge and experience in the Africa business environment, Allan has proven success in new organization set ups, change management, financial planning, integrations, process improvement and company compliance and responsible strategic leadership. He was also integral to the turnaround of two GE Africa businesses: GE Power Services Africa and GE Industrial Solutions, both based in South Africa.

Allan started his career at Deloitte East Africa in Nairobi, where he specialized in Audit, Accounting, Outsourcing and Custodianship. He later joined GE as the Africa share service leader and held various senior leadership roles in GE businesses and in GE Corporate both in Kenya and South Africa before joining Jambojet Limited.

Allan has a Bachelor of Commerce Degree from the University of Nairobi and holds a Postgraduate Certificate in Psychology from the University of Liverpool. He has trained at GE's world class Crotonville Leadership Institute in New York, USA in Executive Leadership, Advanced Management and Financial Planning. He is also a member of the Institute of Certified Public Accountants of Kenya (ICPAK).

Board of Directors (Continued)

Major General (Rtd) Michael Gichangi (65) – Independent Non-Executive Director

Major General Gichangi is the Chair of the Strategy and Business Development Committee. He joined the Kenya Air Force as a pilot in 1975 and rose through the ranks serving in all its flying operations hierarchy command positions. He retired from the military in 2006 as the Chief of Strategic Plans and Policy at the Defence Headquarters, on being appointed the Director General of The National Intelligence Service. He served in this position until 2014.

He holds a Master's Degree in Aviation Management from Griffith University in Australia and is a graduate of the National Defence College. He has a Commercial Pilots License from the Federal Aviation Authority of The United States of America and one from the Kenya Civil Aviation Authority and is a qualified flying instructor. In recognition of his service to the nation, he has been honoured as an Elder of the Order of the Golden Heart (EGH) and a Chief of the Order of the Burning Spear (CBS). He was awarded the Distinguished Conduct Order (DCO) medal for an act of Valour while flying in the Kenya Air Force.

John Wilson (63) – Non-Executive Director

John joined the Company's Board in June 2021 and Chairs the Human Resources Committee of the Board. John is the immediate former Group Chief Risk & Compliance Officer of Equity Group Holdings Limited, where he retired in March 2021. His vast experienced employment life spans over 40 years having worked with in the following organisations in various capacities :- Unicef, the Royal Swedish Army, McKinsey & Co., the World Bank Group (IBRD & IFC), Swedbank, Kaupthing Bank (Stockholm), and lastly at Equity Group Holdings, where he also was at some point the Group COO.

He has extensive knowledge on strategy, transport, heavy manufacturing industry, large scale privatizations and post privatization advisory, project and structured finance, global trade, global banking and risk specialization and compliance etc. He has immense experience in corporate strategy, restructuring, risk and other operational issues affecting corporations.

John holds a Master of Arts degree in Economics with dual concentration in Political Science from Uppsala University, Sweden and Masters in Public Affairs specializing in International Relations from Princeton University, New Jersey, United States.

Philip Wambugu (64) – Non-Executive Director

Philip joined the Company's Board in June 2021. Philip has over 37 years working experience most of which have been in the infrastructure and services related fields. He has previously worked with Kenya Airways Plc, Air East Africa Ltd (consultant), APEC Engineering (consultant), the Center for Transportation and Environmental Studies (Nairobi) as a director, recently retired from the East African Community Secretariat after 19 years of distinguished service. He is a Director at KQ Lenders Ltd since 2017 and was Senior Consultant for Africa for Google Loon responsible for overflight rights across Africa between 2018 to March 2021.

He has extensive knowledge on the regional and continental dynamics of infrastructure planning and development and understands fully the issues affecting airlines, including the liberalization on air transport and aviation operations. Philip holds a Bachelor of Arts Degree specializing in Economics from the Nairobi University and a Master of Science in Transportation from the Massachusetts Institute of Technology (MIT) in Cambridge USA.

Board of Directors (Continued)

Christopher Buckley (65) - Independent Non-Executive Director

Chris joined the Board in March 2023. He brings to the Company over four decades of wide-ranging experience in the commercial aviation business. His career has included time working for an airline in Martinique, French West Indies, commercial and management positions with de Havilland Canada in Toronto, and senior management positions with Airbus in Toulouse, where retired in 2020, as the Executive Vice President, responsible for all of Airbus's business, commercial strategy and customers relations in Europe, Asia and the Pacific. He has built top-level relationships across the industry and been intimately involved in the fleet and network planning process with many major airlines worldwide.

Chris has served on the boards of several companies over the years, including connectivity specialist OnAir, majority owned by SITA; Nordic Aviation Capital, the largest lessor of regional aircraft worldwide; EFW, majority owned by ST Aerospace in Singapore; and Emerald Airlines, an Aer Lingus franchise carrier based in Dublin. He is a founding shareholder at Emerald Airlines. In 2018, Chris was honoured to be awarded the 'Chevalier de l'Ordre National de Mérite' by the French Government, for services to France.

Mohamed Daghar, (38) - Non-Executive Director (P.S., State Department for Transport)

Mohamed was appointed the Principal Secretary, State Department for Transport in the Ministry of Roads and Transport in November 2022. He is responsible for the Transport Policy formulation and execution, development of regulatory framework for transport sector, oversee implementation of various transport programmes and projects designed to realise efficient, reliable and seamless transport connectivity envisioned in vision 2030 under Road, Rail, Air and Maritime modes of Transport.

In addition, as Principal Secretary in charge of State Department for Transport, he is responsible for providing guidance, direction and oversight on service delivery by various State Corporations and Government Agencies. As the Principal Secretary in charge of Transport, he is a member of the Executive Committee of the Northern Corridor Transit and Transport Coordination Authority (NCTTCA) and therefore he is responsible for all matters relating to NCTTCA.

Mohamed is a holder of BA International Relations from United States International University, Kenya, Masters in Peace, Conflict and Development studies from Universitat Jaume I, Spain. He has wealth of experience in safety and security matters. During his tenure, he is expected to steer the State Department to successfully implement mass transit system in Nairobi, develop and improve airports and airstrips, seaport and inland water ports, Nairobi Railway City, the Standard Gauge Railway and multimodal transport corridors in addition to revitalisation of road transport services and safety among other projects of strategic national importance.

Dr. Haron Sirima, OGW (61) – Non-Executive Director (Representative of the C.S., the National Treasury)

Dr. Sirima is currently the Director-General, Public Debt Management Office at the National Treasury and Chairman, Kenya Mortgages Refinance Company Ltd, and represents the Cabinet Secretary to the National Treasury on the Board. He is a career central banker, having joined the Central Bank of Kenya in 1986 as a graduate trainee and rose through the ranks to the position of Deputy Governor and Vice Chairman, Monetary Policy Committee. He has previously served as Deputy Director Management Department, Ministry of Finance and also Adjunct Professor at Jomo Kenyatta University of Agriculture and Technology.

Dr Sirima has been involved in the design and implementation of public debt management reforms including the preparation of the Kenya's Debt & Borrowing and legal framework for public finance management at the National Treasury. He holds B.A Economics and B.Phil. Economics degrees from University of Nairobi, a Master's degree in Economics from University of Manchester, UK and a PhD in Entrepreneurship from Kenyatta University.

Board of Directors (Continued)

David Kabeberi (62) – Independent Non-Executive Director

David joined the Company's Board in May 2023 and Chairs the Audit and Risk Committee of the Board. Before his appointment as director, he served as an ex-officio member of the Board Audit and Risk Committee. He brings to the Company vast experience garnered over 40 years in accounting, finance and business strategy in several industries spanning across both large, complex companies and emerging startups, and in the public and private sectors.

He is a qualified professional accountant and a registered member of the Institute of Certified Public Accountants of Kenya (ICPAK) and is currently enrolled for an MSc in Finance and Accounting. David recently retired from PKF where he was a Global Partner of PKF KLSA, and the head of the firm's business advisory services as Managing Director of PKF Consulting Ltd. He currently serves on the boards of First Assurance Company Ltd and Jacaranda Holdings Ltd, amongst others.

Alex Mbuvi (49)- (Alternate to Mr. Mohamed Daghar, P.S. Transport)

Alex was appointed as the alternate director to the Principal Secretary, State Department of Transport In December 2023. He is Chief State Counsel at the Office of the Attorney General and Department of Justice, currently on deployment at the Ministry of Roads and Transport. Alex has previously sat in the Board of Kenya Ports Authority (KPA), National Environment Management Authority (NEMA), National Transport and Safety Authority (NTSA), and Kenya Deposit Protection Corporation (KDPC) as alternate director. He currently sits in Engineers Board of Kenya in the same capacity.

Alex holds a Bachelor of Social Laws, Bachelor of Law and a Post Graduate Diploma in Law. He is an advocate of the High Court of Kenya.

Habil Waswani (47) - Company Secretary

Habil joined Kenya Airways Plc in March 2021. He has over 20 years Corporate and Commercial law experience having worked in similar senior levels at National Bank of Kenya Limited, Kenya Reinsurance Corporation Limited, and Diamond Trust Bank Kenya Limited (DTB), all publicly listed institutions.

Habil holds a Bachelor of Laws (LL.B) Degree from The University of Nairobi, a Diploma in law from the Kenya School of Law. He is a graduate of the Global Executive Master of Business Administration (GEMBA) Degree programme from the United States International University in collaboration with the Columbia Business School, Columbia University, New York. He has attended various professional management and corporate governance capacity building courses.

Habil is an Advocate of the High Court of Kenya and a Certified Public Secretary. He is a member of good standing with the Law Society of Kenya (LSK), the Institute of Certified Secretaries of Kenya (ICSK) and the Institute of Directors of Kenya (IOD-K).

The Responsibilities of the Board

The Board has a very clear view and understanding of its role, powers, duties and functions. The Board has ensured the development of a robust Board Charter, as disclosed on the Company's website as required by the CMA Code. The Board is also guided by a number of policies including the Integrity Code, that prescribes expected standards of conduct and behaviour, as well as areas of conflict of interest.

The Board develops and annually approves its Work Plan, which enables it to have a balanced view of the business and to be sufficiently forward looking, with approximately 60% of its time being spent on matters that help it deal with and shape the strategic direction of the Company. The Work Plan also enables the Board to plan its activities in advance and to ensure that its Board meetings are planned and executed in an effective manner. Besides Board and Committee meetings, the Work Plan sets out other Board activities including Board Evaluation, Board training as well as investor briefing plans. The Board's Work Plan is approved before the commencement of the financial year to which it relates.

The full Board plans quarterly meetings in order to conduct its affairs effectively and efficiently. However, when need arises, the Board holds special meetings to fulfil its mandate and to guide the Management as appropriate. The directors receive all relevant information for the discharge of their obligations in an accurate, timely and clear form so that they can guide and maintain full and effective control over strategic, financial, operational and compliance issues.

Board appointment, composition and succession planning

Currently, eight out of the nine members of the Board are non-executive directors. Four out of those nine directors are independent, including the Chairman of the Board.

The Board considers that collectively, the directors have the range of skills, knowledge and experience necessary to direct the Company. In this regard, the Board has developed a detailed skills and competence matrix that guides it in reviewing and recommending directors for appointment. The Board's skills and competence matrix is aligned to the Company's strategy and provides guidance for diversity in knowledge and experience, governance and industry skills, personal attributes as well as non-skills considerations such as gender and age. The skills and competence matrix is used in conjunction with the Board Appointment Procedures and Board Diversity Policy which are part of the Board Charter published on the Company's website. Nominations to the Board are handled by the Corporate Governance and Nominations Committee, which vets all potential directors before recommending them to the Board for appointment. The Board then makes recommendations for their election by Shareholders at the Annual General Meeting.

Non- executive board members are appointed for an initial term of three years. The Board implements term limits in line with the Articles of Association, the Board Charter and the Board rotation schedule. In this regard, the independent non-executive directors serve for a maximum of three terms of three years each. Re-appointment of directors to the Board for a further term is dependent on good performance, with the Corporate Governance and Nominations Committee assessing the director's performance and fit on the Board, and ultimately their election by shareholders at the Annual General Meeting.

Each director has a detailed letter of appointment setting out the terms and conditions of service including their fiduciary duties. The Chairman has a specific letter of appointment as Chairman of the Board. Each director has accepted their appointment in writing.

The Board manages its succession planning with the assistance of the Corporate Governance and Nominations Committee. The Committee has put in place a succession plan for the Board and in line with the skills matrix, reviews existing and desired competencies and guides the Board and shareholders accordingly whenever appointments are to be made. All except the Group Managing Director are subject to rotation in accordance with the Company's Articles of Association, the CMA Code, as well as the Board's Rotation Policy. In this regard, three directors will retire by rotation at the Annual General Meeting

Board appointment, composition and succession planning (continued)

Board Rotation Schedule

	Director	Year of first Appointment	Last year of Re-election	Next year of Re-election / Retirement by Rotation
1	CS Treasury (Dr. Harun Sirima)	2013	2023	2025
2	Ms. Caroline Armstrong	2014	2020	2023*
3	Mr. Michael Joseph	2016	2022	2025
4	Maj. Gen (Rtd) Michael Gichangi	2017	2021	2024
5	Mr. Christopher Buckley	2023	2023	2026
6	Mr. John Ngumi	2019	2022	2023**
7	PS Transport (Eng. Mr. Mohamed Daghar)	2020	2023	2025
8	Mr. John Wilson	2021	2021	2024
9	Mr. Philip Wambugu	2021	2021	2024
10	Mr. David Kabeberi	2023	2023	2026

** Retired at 2023 AGM upon attaining term limit of 9 years on the Board*
*** Resigned in May 2023.*

Notes:
1. *One third of the number of directors (other than executive directors) are required to retire by rotation in each year.*
2. *The directors to retire in every year shall be those who (i) have been appointed by the Board since the previous annual general meeting in accordance with Article 67, (ii) being subject to retirement by rotation, have been the longest in office since their election or appointment, but as between persons who became or were last re-elected directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.*

During the year under review, Dr. Sirima (Representative. of CS National Treasury), Mr. Christopher Buckley and Mr. David Kabeberi were elected to the Board at the Annual General Meeting of the Company held on 30th June 2023. The three directors were vetted by the Corporate Governance and Nominations Committee and in line with Charter pursuant to the skills and competence assessments done, were recommended by the Board to the shareholders, who duly elected them as directors unanimously. At the same Annual General Meeting of the Company, Ms. Caroline Armstrong retired having attained her term limit of nine years on the Board, whereas, Mr. John Ngumi resigned as a director in May 2023.

In the course of the year the Board through the Human Resources Committee completed resourcing of the gaps in the senior management of the Company in line with the approved organogram from a succession planning perspective and ensured that a robust succession plan for senior management was in place. The Human Resources Committee is responsible for ensuring that the organogram and succession plan are reviewed regularly and that the necessary interventions are in place to ensure that the Company is not exposed to the risks that arise from human capital gaps in the organizational structure.

Board induction and continuous skills development

Upon appointment, directors undergo a detailed, rigorous and formal induction programme in line with the Company's Board Charter and the Board Induction and Development Policy. The aim of the induction programme is to enable the new director to become effective in their new role as quickly as possible. The new director is therefore provided with pertinent information to help them understand the Company and their role. The new director is also required to experience first-hand the key operations of the Company and a detailed walk about programme is prepared for this purpose. New directors also meet senior Management, the Company Secretary and the Chairman of the Board before their first Board meeting. New directors are also provided with an appointment letter setting out pertinent matters relating to their appointment as a director and receive among others, copies of the Company's Articles of Association, the Board work plan, the Board Charter and relevant Board Policies.

The Corporate Governance and Nominations Committee considers and recommends Board development programmes to ensure that the Board is kept up-skilled. During the year under review, members of the Board underwent a robust training on the enterprise risk management framework and a more robust and structured training calendar has been approved for the year 2024 that will see directors get exposure in various training needs that emanated for the Board evaluation exercise that was undertaken in the year under review.

Code of Business Conduct & Ethics

The Company is committed to the highest standards of integrity, behaviour and ethics in dealing with all its stakeholders. During the year under review, the Board approved a revised Integrity Code to guide directors and staff on matters relating to conduct and ethics. Management has already commenced robust trainings and awareness programmes aimed at entrenching ethical practices and conduct in line also with the Company's newly refreshed Vision, Mission and Values Statements. It is intended that the full implementation of these will guide the Board, Management, employees and stakeholders on acceptable behaviour in conducting business. All Board members and employees of the Company are expected to avoid activities and financial interests that could undermine their responsibilities to the airline. The Integrity Code has clear provisions on matters Conflict of Interest as well as prescriptions on conduct that extends to the Board over and above the Board Charter provisions. Directors are required to declare any conflict of interests upon appointment. Directors with actual or potential conflict of interest in relation to a matter before the Board are required to disclose such interest and to recuse themselves from the discussions relating to the matter in question. In this regard, declaration of conflict of interest is a standing agenda item during all Board and Committee meetings. In addition, Board members are required on an annual basis to make a declaration of any conflict of interest.

The Integrity Code has a strict insider trading policy to which the Directors and Senior Management must adhere. The Board is not aware of any insider dealings during the period under review. All related party transactions have been considered by the Audit and Risk Committee and have been disclosed in the Company's audited financial statements.

Further, in order to drive, create awareness and embed the culture of ethics and integrity within the Company, a standalone role of Ethics and Integrity Manager was established during the year under review, who escalates reports to the Management Ethics and Integrity Committee as well as to the Audit & Risk Committee.

Board Evaluation

During the year under review, a Board Evaluation exercise was undertaken aiming to test the evolution of maturity levels of the Board operations with the key target remaining to position it as an engaged board, which is basically a board modelled around a structure that partners with CEO by providing insight, advice, and support on key decisions affecting the organisation (recognition of its key its responsibility for overseeing the CEO and company performance) by facilitating substantive discussions of key issues while actively respecting its defined role and boundaries. The overall rating of the general state of governance within the company achieved a score of 87%.

The results of the board exercise *inter alia* revealed few areas of focus for improvement including training needs that will continue to be tracked for implementation and closure by the Corporate Governance & Nominations Committee.

Governance Audit

The Board undertook a Governance Audit exercise of its operations in 2021/22 through Envision Strategy Solutions Limited consultants who gave the Company an unqualified opinion on the state of Corporate Governance practices being undertaken at the Company as dictated by the Code and the Companies Act as well as other ancillary Regulations. During the year under review, the Board elected to focus on pursuing closure of the observations for improvement highlighted in the last Governance Audit exercise. Further, in 2023, the Board was happy to receive and independent annual governance assessment report by the Capital Markets Authority, in which the Company maintained a score of 85% in the overall Governance and Leadership as was the case in the previous year. The Board remains committed in ensuring that all identified areas of improvement are tracked and implemented by the Company, through the Corporate Governance and Nominations Committee. The Company will undertake progressive internal legal and compliance reviews to assess the state of its compliance with the expansive regulatory environment.

Transparency and disclosure

The Company is committed to ensuring that shareholders and other stakeholders are provided with full, accurate and timely information about its performance. This is achieved by the distribution of the Company's Annual Report, the publication of half year and full year results in the press and on the Company's website. These are also released to the securities markets and capital markets authorities. There are also two investor briefings per annum for institutional investors.

Periodically there are press releases announcing other major company developments, which could be considered as being price sensitive information. In this regard, the Company also complies with the continuing listing obligations of the Capital Markets Authorities and Securities Exchanges applicable in Kenya, Uganda and Tanzania. The Annual Report is published each year on the Company's website together with the notice of the Annual General Meeting.

There is regular communication with the staff as guided by the Human Resource Policies. In addition, the Board holds frequent engagements with key stakeholders through the meetings with key shareholders, media releases when necessary, investor briefing sessions as well as at the Annual General Meeting.

External consultants

When required, the Board seeks external advice or assistance on issues over which there is concern, if it is considered necessary.

Attendance at Board meetings

Board members commit to regularly attend and to be effectively participating in Board meetings through robust debate. This is made possible by early planning. Board attendance for the period under review is as set out below, indicating that regular attendance at meetings is the norm.

Mr. Michael Joseph	-	5/5
Mr. Allan Kilavuka	-	5/5
Major Gen. (Rtd) Michael Gichangi	-	4/5
Mr. Philip Wambugu	-	5/5
Mr. John Wilson	-	5/5
Dr. Haron Sirima (C.S. National Treasury)	-	4/5
Mr. Mohamed Daghar (P.S. Transport)	-	5/5
Mr. John Ngumi	-	1/5 *
Ms. Caroline Armstrong	-	3/5**
Mr. Christopher Buckley	-	4/5***
Mr. David Kabeberi	-	3/5****

** Resigned in May 2023*
*** Retired at the 2023 AGM*
**** Appointed in March 2023*
***** Appointed in May 2023*

Relationship between the Board and Management

There is a clear separation of roles between the Board and Management, and this separation has been clearly stipulated in the Board Charter. The role of the Chairman of the Board is separate from that of the Group Managing Director and Chief Executive Officer, and in line with good governance practice, the Board has delegated authority for the conduct of day-to-day business to the Group Managing Director and Chief Executive Officer. This delegation has been clearly defined in the Board Charter. The Board nonetheless remains accountable for the overall management and long-term success of the Company.

Committees of the Board

The Board has four standing committees namely:

- Audit and Risk Committee.
- Corporate Governance and Nominations Committee.
- Strategy and Business Development Committee.
- Human Resources Committee

The Committees meet regularly under formal Terms of Reference (TORs) set and approved by the Board. The Committees' meet before scheduled Board meetings and prepare and present their reports to the Board. The composition of the Committees is determined by the Board following recommendations from the Corporate Governance and Nominations Committee. The members of the Audit and Risk Committee are elected by the Shareholders at the Annual General Meeting. The reports of each of the Board Committees are contained in this report.

Internal controls

The Board, through the Audit and Risk Committee, ensures that the Company has defined procedures for internal controls to ensure the integrity of the assets of the Company and the reporting of complete and accurate financial information. These cover systems for obtaining authority for major transactions and for ensuring compliance with laws and regulations that have significant financial implications. Procedures are also in place to ensure that assets are subject to proper physical controls and that the Company remains structured to ensure appropriate segregation of duties.

In reviewing the effectiveness of the systems of internal control, the Board considers the result of the work carried out by the Internal Audit team. A comprehensive management accounting system is in place providing financial and operational performance measurement indicators. Weekly meetings are held by the Executive Management to monitor performance and to agree on measures for improvement.

Management is constantly updating and activating any changes in legislation or regulations pertinent to the Company and liaises with the Kenya Civil Aviation Authority on such changes. They participate in workshops and lobby either individually or as an industry through the Air Operators Association and other bodies for changes which are considered prudent or likely to affect the Company.

Risk Management Governance

The Board, through the Audit and Risk Committee, is responsible for ensuring that both strategic and operational risks are identified, tracked and managed in accordance with the processes set out in the Enterprise Risk Management Framework.

In 2023, the Board continued with the process of implementing a revised Enterprise Risk Management Framework. One key change made was the consolidation of the Risk and Internal control roles into one function. The formation of this function creates a framework for the continued development and monitoring of the internal control environment including the integration and harmonization of control activities.

All Kenya Airways staff in their day-to-day operations are the first line of defense against any risks. The Ethics & Integrity and the Risks & Controls Functions act as the second line of defense with Internal audit being the third line of defense.
The Risk and Internal Controls Function assists management to independently review and coordinate all enterprise-wide risk and internal controls issues with the aim of improving the business environment from a risk and internal controls perspective as well as progressively embedding a robust opportunity and risk management culture within the Company.

Internal audit

The Internal Audit function reports to the Board through the Audit and Risk Committee. Internal Audit is independent of Management and is not involved from an operational perspective in the activities it reviews. Internal Audit provides assurance that the design and operation of the Company's risk management and internal control system is effective. A risk-based audit approach is used to ensure that the annual audit Work Plan targets the higher risk activities in each business unit or function. All audits are conducted in a manner that conforms to international auditing standards.

External auditor relationship

The Audit and Risk Committee oversees the appointment and relationship with the external auditor including the requirement to ensure the independence of the external auditor. The Audit and Risk Committee meets with the external auditor, sometimes in the absence of management.

Strategic planning process

The Board has adopted both a long term and short-term strategic planning process. Management is guided in the planning process by the Strategy and Business Development Committee, which proposes to the Board the adoption of both the long term and short terms plans. In addition, the Board approves the annual business plan supported by an approved budget. The plans take into account identified risks and opportunities. The Strategy and Business Development Committee is responsible for monitoring the implementation of approved plans and strategic initiatives.

Compliance with laws and regulations and standards

The airline industry is highly regulated and the accountable manager is charged with the responsibility of ensuring compliance with applicable laws, regulations, standards and protocols. The Board seeks to ensure compliance with applicable laws and regulations and receives regular reports on legal matters. The Board is not aware of any material departures from required compliance.

Directors emoluments and loans

The Board has put in place a Board Remuneration Policy and the emoluments paid to each Director including benefits enjoyed for services rendered during the financial year 2023 are disclosed in the notes to the financial statements, and more particularly set out in the Director's Remuneration Report contained in this Annual Report. The Shareholders approved the Board Remuneration at the Annual General Meeting held on 30th June 2023.

Directors' interests

At no time during the year was there any arrangement to which the Company was a party, whereby Directors acquired benefits by means of transactions in the Company's shares outside applicable law.

Directors' interests in the shares of the Company as at 31st December 2023 was as follows:

Name of Director	Number of Shares
• Major General (Rtd.) Michael Gichangi	2,025

Company Secretary

The Company Secretary is Habil A. Waswani, who is a member of the Institute for Certified Secretaries of Kenya (ICSK) and in good standing.

Information Technology (IT)

The Board has embraced a Digital Transformation Programme aimed at bringing excellence in technology to Kenya Airways by leveraging the power of modern digital & innovative solutions to drive new business paradigms, delight our customers, enable operational excellence and drive value for our people, our business partners and our shareholders. There is a renewed focus on cybersecurity to establish resilience. There is also a focus on improved integration to deliver flexibility and performance. Management has implemented a Technology Steering Committee that *inter alia* reviews the technology requirements of the business and further prioritise on IT solutions required to be deployed in this regard.

Procurement

The objective of the Company's procurement policy is to deliver the best possible value for money and spend optimization for the Company's procurement requirements through the use of professional procurement practices aligned with the Company's corporate objectives.

The procurement policy is set out to provide uniformity, inclusivity, fairness, professionalism, honesty and transparency in the management of procurement activities within the context of Corporate Policies, with the key aim of obtaining value for money. The Policy aims at optimizing supply chain efficiency, effectiveness and enhanced supplier relationships by designing supply frameworks, rationalizing the supplier base, and developing long term strategic partnerships with competent, like minded suppliers. Integrity remains the gate to conducting business with Kenya Airways.

Stakeholder Management

The reputation of the Company is a key focus for the Board. The Communications & Public Affairs Department plays a key role in how the public (shareholders, customers, suppliers, investors and the general public), as well as staff, perceive the Company. The Department manages the Company's reputation and ensures that the demands of the ever-changing business and regulatory environments are taken into consideration in decision-making. The Board is responsible for guiding the strategic direction for communication strategies across the Company and the department is responsible for implementing these.

An engagement strategy targeting key stakeholders including media and internal staff to improve the public's appreciation and to increase confidence in the Company has been developed. Underpinning this strategy is the building of internal capacity for content development, development of new, and alignment of existing digital communication solutions and processes, enabling greater control of the Company's reputation.

REPORTS OF THE COMMITTEES OF THE BOARD

Report of the Audit and Risk Committee

Current Membership

FCPA David Kabeberi	-	Chair
Dr. Haron Sirima	-	Member
Major General (Rtd) Michael Gichangi	-	Member
Mr. Mohamed Daghar (P.S. Transport)	-	Member
Mr. John Wilson	-	Member

During the year, four meetings were held, and the attendance by the members was as follows:

Mr. David Kabeberi	4/4*
Mr. John Ngumi	2/4 **
Dr. Haron Sirima	2/4
Ms. Caroline Armstrong	2/4***
Mr. John Wilson	4/4
Major Gen (Rtd) Michael Gichangi	4/4
Mr. Mohamed Daghar (P.S. Transport)	1/4****

* *Appointed Chair and member of the Committee in August 2023 (incorporates attendances as ex-officio member previously)*
** *Resigned from the Board in May 2023*
*** *Retired from the Board at the AGM in June 2023*
**** *Appointed to the Committee in November 2023*

Report of the Audit and Risk Committee (continued)

Mandate and role of the Audit and Risk Committee

The mandate of the Audit and Risk Committee of the Board is set out in the Board Charter. The Committee has a Charter that specifies the responsibilities and procedures of the Committee.

The Committee is established to assist the Board in the effective discharge of its oversight responsibilities over:

- Financial reporting

  The Committee is responsible for ensuring that adequate systems and processes of accountability are in place; including the necessary internal control systems required to provide assurance over the integrity and timeliness of financial reporting. We review the published financial results; the Annual Report and other published information for statutory and regulatory compliance and report our views to the board to assist in its approval of the results announcements and the Annual Report. The Committee also reviews management accounts of the Group on a quarterly basis, financial statements at least twice during the year and the annual budget formulation process. The Committee reviews the management letter from the independent auditor and monitors the implementation of the recommendations made. The Committee also oversees the consistent application of Group Accounting policies and ensures alignment of these to the International Financial Reporting Standards (IFRS).

- Risk management and internal controls

  The Committee is responsible for ensuring that the Group has an effective process of identifying, assessing, and evaluating, managing, and monitoring and reporting significant risks. The Committee exercises oversight on behalf of the Board of the key risks of the Group and makes recommendations to the Board.

- Internal audit

  The Committee is responsible for monitoring and reviewing the performance and effectiveness of the Group's internal audit function, ensuring that the function is adequately resourced and equipped with the necessary tools. The Committee reviews and approves the internal audit plan annually and reviews all significant findings from audit reviews.

- Independent auditor

  The Committee is responsible for monitoring and reviewing the performance of the independent auditor, evaluating their independence and objectivity. We recommend their appointment, re-appointment, consider their resignation or dismissal, recommending to the board appropriate action to appoint new auditors. We also discuss with the auditors the scope of their audits before they commence, review the results, consider the formal reports of the auditors and report the results of those reviews to the board. The Committee approves the level of audit fees payable to them. Being the point of liaison between the independent auditor and the Board, the Committee is also responsible for managing relationships.

- Ethics and Compliance

  The Committee is responsible for monitoring compliance with the Group's Integrity Code. This also entails ensuring that an effective whistle blowing mechanism aimed at encouraging stakeholders to report matters that would be helpful in enforcing good governance practices within the Company. The Committee receives a regular update on the whistleblowing programme. This includes the confidential, anonymous submission by employees of concerns regarding any questionable conduct, practices, accounting or auditing matters, ensuring arrangements are in place for the proportionate, independent investigation and appropriate follow up of such matters.

Report of the Audit and Risk Committee (continued)

Key activities in FY 2023

During the year, amongst other matters the Audit & Risk Committee considered were the following:

a) In respect of the financial statements

The Committee examined and reviewed the half-year and annual financial statements prior to approval by the Board to ensure that the annual financial statements conform with International Financial Reporting Standards (IFRS). It considered the adequacy and effectiveness of the accounting policies adopted by the Group and all proposed changes in accounting policies and practices.

b) In respect of the Independent Auditor and external audit

The Committee approved the Independent Auditor's terms of engagement, the annual audit scope, work plan and audit fees. The Committee reviewed, discussed the Independent Auditor's report and recommendations made in their management letter and the adequacy of management's response.

c) In respect of internal audit

The Committee reviewed and approved the 2023 Internal Audit Plan and the Internal Audit Charter. It evaluated the independence and effectiveness of the Internal Audit department; considered Internal Audit reports on significant findings, systems of internal financial controls and risk management.

d) In respect of Enterprise Risk Management (ERM) and internal controls

In August 2023, the Board and management participated in a workshop to sensitize participants on the requirements of the ERM policy that sets out principles of risk management for the Group. The Committee reviewed and recommended to the Board the approval of the ERM policy. The Committee reviewed plans that management was implementing to mitigate against the significant risks, including the financial sustainability of the Group.

e) In respect of Ethics and Compliance

The Committee considered the quarterly reports from the whistleblowing programme which contains confidential complaints on matters on accounting, risk issues, internal controls, and related matters for reporting to the Committee as appropriate. The Company's Integrity Code was approved and communicated to all employees.

The Committee reviewed the regulatory and statutory compliance of the Company.

f) In respect of the Budget

The Committee reviewed the annual budget formulation process and recommended it for approval by the Board of Directors.

g) Members

The Committee has new membership following the exit from the Board of two Board members (Ms. Caroline Armstrong and Mr. John Ngumi) in the course of the year 2023. The membership has the broad commercial knowledge and extensive business leadership experience, having held between them various roles in major business, government, financial management, treasury and financial function supervision and that this constitutes a broad and suitable mix of business and financial experience necessary to fulfil effectively the committee's responsibilities.

How we keep up to date

The Committee receives regular technical updates from management, the auditors and as well as from specific trainings as required. The Committee's effectiveness is reviewed as part of the board's performance evaluation process. The objective is to confirm that the Audit Committee has a good balance of skills, is working well and is continuously refreshed.

The Committee feels well informed and key issues are well managed, with sufficient opportunity for challenge and debate. However, recognising that there is always room for improvement, we have identified key areas for focus and possible improvement in the coming year

Report of the Audit and Risk Committee (continued)

Looking forward

The Audit and Risk Committee will continue to oversight the implementation of the strategic initiatives geared towards recovery and sustainability of the Group. In addition, the Committee will focus on ensuring that an effective risk management process and a robust internal control system are maintained.

FCPA David Kabeberi
Chair – Audit and Risk Committee

Report of the Corporate Governance and Nominations Committee

Current Membership

Mr. Michael Joseph	-	Chair
Mr. Allan Kilavuka	-	Group Managing Director/CEO
Major General (Rtd) Michael Gichangi	-	Member
Mr. Philip Wambugu	-	Member
Dr. Haron Sirima	-	Member

In compliance with the Code, the Chair of the Committee is an independent non-executive board member. One other member of the Committee is an independent non-executive director, while the rest of the members other than the Chief Executive Officer are non-executive board members.

Mandate

The Committee has the mandate to oversee and monitor the Company's Corporate Governance policies, practices and guidelines and to establish transparent policies and processes for the identification of suitable candidates for nomination and election or re-election as Directors of the Company.

Corporate Governance and Nominations Committee Meetings in FY 2023

During the year under review, the Committee held four meetings with very good attendance as shown below:

Mr. Michael Joseph	-	4/4
Mr. Allan Kilavuka	-	4/4
Major General (Rtd.) Michael Gichangi	-	4/4
Mr. Philip Wambugu	-	4/4
Dr. Haron Sirima	-	0/4*

** Dr. Sirima was appointed to the Committee in August 2023, and missed one meeting in 2023.*

The following achievements were realised, among others:

- Facilitated completion of a comprehensive Board Evaluation exercise for the Company and Group that firmed up the training calendar for the year 2024, and continued to track closure of matters arising from the previous exercise periodically.
- Revised and refreshed the composition of Board Committees based on director's skills and competencies to infuse new thinking as well as create enhanced balance and participation.
- Tracked the implementation of the observations from the 2021 Governance Audit of the Company's operations and assessed the Company's corporate governance practices against the Capital Markets Authority's Code of Corporate Governance Practices for Issuers of Securities;
- Facilitated the appointment of Mr. Christopher Buckley to the Board to fill the commercial airline skills and competence gap following the resignation of Mr. Angus Clarke.

Report of the Corporate Governance and Nominations Committee (continued)

- Facilitated the appointment of Mr. David Kabeberi to the Board and the Audit & Risk Committee due to his qualifications in audit and accounting, to address the skills and competence gap in order to comply with the stipulations of Capital Markets Authority's Code of Corporate Governance Practices for Issuers of Securities.
- Assessed and recommended to the Board and shareholders the election of three directors at the Annual General Meeting;
- Ensured the assessment of independence for the Independent Non-Executive Board members;
- Ensured the annual declaration of conflict of interest for Board members;
- Developed and facilitated approval of the annual Board meetings calendar and Work Plan for the year 2024.

Looking forward

The Committee is committed to continue driving the Corporate Governance agenda of the Company, and in this regard, it shall continue to evaluate and benchmark the Company's operations against best practice with a view to adopting best standards that will further the business objectives of the Company and ensure stakeholder value is delivered.

Mr. Michael Joseph
Chair – Corporate Governance and Nominations Committee

Report of the Strategy and Business Development Committee

Current Membership:

1.	Maj. Gen. (Rtd) Michael Gichangi	-	Chairman
2.	Dr. Haron Sirima	-	Member
3.	Mr. Philip Wambugu	-	Member
4.	Mr. Mohamed Daghar (P.S. Transport)	-	Member
5.	Mr. Christopher Buckley	-	Member

The Group Managing Director and Chief Executive Officer, the Chief Innovations and Strategy Officer, the Chief Finance Officer, and the Chief Commercial and Customer Officer are permanent invitees to the Strategy and Business Development Committee.

All the Committee members are Non-Executive Directors, with two of them being Independent Non-Executive Directors. There is extensive professional knowledge and experience in strategy and business development amongst the members of the committee.

Attendance of meetings for FY 2023

Maj. Gen. (Rtd) Michael Gichangi	5/5
Ms. Caroline Armstrong-Ogwapit	3/5*
Dr. Haron Sirima	2/5
Mr. John Ngumi	3/5**
Mr. Philip Wambugu	5/5
Mr. Christopher Buckley	3/5
Mr. Mohamed Daghar (P.S. Transport)	4/5***

* *Retired from the Board w.e.f. 30th June 2023*
** *Resigned from the Board w.e.f. 30th May 2023*
*** *Incorporates meetings attended by Eng. Michael Muchiri the former Alternate to the P.S. Transport*

Mandate

The mandate of the Strategy and Business Development Committee is to:

i) Advise the Board on the main strategic priorities of the Company;
ii) Review the execution of the commercial and operational strategy;
iii) Review the plan and budget and recommend its approval to the Board;
iv) Review and give opinions on major investments, divestments, and external growth; acquisition and disposal of assets; and
v) Carry out any other business directed by the Board and relevant to the mandate of the Committee.

The Committee held five (5) meetings this Financial Year.

Report of the Strategy and Business Development Committee (continued)

Achievements during the Year under Review:

i. Collaborated in the selection and oversight of Financial Advisory consultants tasked with restructuring the Company's balance sheet and securing new capital for expansion.
ii. Enhanced the strategic planning process through guidance and evaluation of objectives, performance indicators, and initiatives aimed at optimizing operational results, including revenue enhancement and cost reduction measures.
iii. Facilitated the development and review of the Company's 5-year fleet plan, which includes phasing out E190s and terminating leases for B777-300ERs, ensuring alignment with strategic objectives.
iv. Assisted leadership in crafting a renewed mission, vision, and core values to steer the organization toward a brighter future.
v. Provided guidance on the Company's Cargo Strategy and explored partnerships for wide-body aircraft, facilitating the acquisition of two B737-800F freighters on lease for 2024 delivery.
vi. Supported Management in fostering partnerships with key stakeholders such as SAA, AF/KLM, Delta, and Africa World Alliance, as well as the development of the Pan African Airline Group (PAAG).
vii. Guided the inception of the Strategy and Innovation Division, which shall drive the organization's 5-Year Plan from development to execution, fleet life-cycle management, communication, government relations and innovation and sustainability.
viii. Acted as a liaison between Management and the Government of Kenya and other agencies, advocating for service delivery, financing and policies to ensure the Company's long-term sustainability, combat unfair competition, and shape favorable industry strategies and policies.

Looking Forward

The Committee remains dedicated to ensuring the airline's unwavering commitment to delivering its 2024 strategy and operational plans. This will be achieved through meticulous evaluation of key performance metrics and the implementation of requisite controls. In the upcoming fiscal year, our focus will be on propelling the business towards the realization of strategic goals: achieving breakeven, solidifying our position as the preferred African airline, and attaining recognition as the employer of choice.

Furthermore, the Committee will prioritize fostering a culture of accountability and ownership while offering strategic guidance to align with the ''Plan 2028'' (FY2024 - 28 Five-Year Plan). This plan is centred on forging a sustainable and resilient future for the Company, while simultaneously cultivating a brand cherished by both customers and employees.

Maj. Gen. (Rtd) Michael Gichangi
Chair – Strategy and Business Development Committee

Report of the Human Resources Committee

Current Membership

1.	Mr. John Wilson		Chairperson
2.	Mr. Allan Kilavuka		Member
3.	Mr. Christopher Buckley	-	Member
4.	Mr. David Kabeberi		Member
5.	Mr. Mohamed Daghar (P.S. Transport)	-	Member

Attendance of meetings for FY 2023

During the year under review, the Committee held four (4) meetings with attendance as shown below

Mr. John Wilson	-	4/4
Ms. Caroline Armstrong	-	2/4*
Mr. Christopher Buckley	-	3/4**
Mr. Allan Kilavuka		4/4
Mr. David Kabeberi		1/4***
Mr. Mohamed Daghar (P.S. Transport)	-	4/4****

** Retired from the Board w.e.f. 30th June 2023*
***Appointed to the Committee w.e.f. March 2023.*
****Appointed to the Committee w.e.f. November 2023.*
***** Incorporates meetings attended by Eng. Michael Muchiri the former Alternate to the P.S. Transport*

Mandate and role of the Human Resources Committee

The Human Resources Committee is the committee of the Board mandated to enable and oversee the management of the human capital and talent agenda for the Company. The overarching responsibility is to ensure that the Company provides an enabling environment for both the employees and the Company to thrive through a positive employee experience; transparent and enabling processes and policies; inspiring leadership; and a high-performance, meritocratic culture so as to deliver on the Group's strategic aspirations.
The Committee is entrusted with the responsibility to:

- Recruit all senior executives reporting to the Group Managing Director, and oversee their performance and output;
- Review and propose an optimal organization structure, including staffing levels for Board approval.
- Review, monitor and oversee the overall implementation of the Human Resources policy framework, programs and procedures of the Company.
- Recommend policies and principles for performance reviews of members of senior management, and review and monitor the practices used to evaluate members of senior management.
- The Human Resources Committee will review, monitor, and report to the Board of Directors on the succession plans for the Managing Director/CEO and Senior Management on the adequacy, progress, and development of the succession candidates to foster timely and effective executive continuity.
- Review any external reports and/or evaluations of the company's human resources strategy and policies, and report to the Board of Directors its findings and recommendations on such issues.

Key Committee Activities in FY 2023

This report highlights the integral role of the People and Culture activities in driving organizational success and financial performance. By investing in initiatives that foster employee engagement, development, and well-being, the company was able to cultivate a thriving culture conducive to innovation, productivity, and long-term growth. Through our strategic approach to People and Culture, the company strengthen its competitive edge and solidified our sustainable value for stakeholders.

This report outlines key initiatives aimed at enhancing employee satisfaction, driving performance, and ultimately, contributing to the company's financial success: -

Report of the Human Resources Committee (continued)

Key Initiatives:

1. Powering our Purpose and Spirit: Culture Transformation (Re-Ignite)

- Rolled out an employee satisfaction survey and tracked employee feedback through focus groups across the organization. The recorded survey satisfaction index was at 75%.
- Deployed a company-wide customer obsession program (i-care) where 80% of staff across the company were emersed on the KQ way on customer experience. Post this emersion program, we launched the in-my-shoe program where staff are expected to rotate in customer facing roles within the year and experience first-hand servicing a customer.
- Launched a culture of recognition and appreciation through awards, celebrations, and employee appreciation programs, culminating in our annual CEO Awards ceremony, where we recognized employees on different categories.
- Promoted transparency and communication through regular town hall meetings, newsletters, and in-formal leadership forums (Kikao's).
- Co-created and launched our refreshed Vision, Mission and Values in-order to adapt to the evolving market dynamics, fostering organization growth and ensure alignment with stakeholder expectations.

2. Powering our Future: Talent Management & Development

- Launched and implemented a comprehensive leadership development program to equip our leaders with the skills and knowledge needed to excel in their roles. These included the Leadership Fundamentals, Leadership Future & Culture (LFC), Leadership 101 and Supervisory Skills program. We partnered with various partners including General Electric and Boeing in delivery of these programs, and other faculty where over 300 leaders accessed these programs.
- Provide opportunities for career growth and advancement through our deployed mentorship program, job rotations, and succession planning initiatives. We trained and empowered over 150 coaches across the business and engaged over 200 coaching beneficiaries through the year.
- Encouraged continuous learning and skill enhancement through access to online courses, workshops, and conferences.

3. Well-Being and Work-Life Balance

- Prioritized employee well-being by offering wellness programs, mental health resources, financial management and stress management initiatives.
- Introduced sports clubs in hiking, soccer, basketball, running / marathon, cycling, swimming e.t.c where staff have been able to engage and exercise. Through this, we have enabled physical fitness across the organization where sports are a way of life.

4. Industrial Relations

- Continuous engagement with our Unions and closed four out of five Collective Bargaining Agreements (CBAs) over the period as listed hereafter i.e. KAWU (Kenya) – CBA for the period December 2023 to December 2025; ATGWU (Uganda) – CBA for the period December 2023 to December 2025; NUATE (Nigeria) – CBA for the period January 2023 to December 2024; and, GTPCWU (Ghana) – CBA for the period January 2023 to December 2024.

- The Company continues engagements with KALPA on the renewal of the CBA which remains the primary focus of the Company considering the importance of having all key stakeholders aligned to support the airline's recovery journey.

Report of the Human Resources Committee (continued)

5. Financial Impact:

- Investing in people and culture activities can yield significant financial benefits for the organization, including:
  - Increased employee productivity and performance, leading to higher revenue generation and profitability. Average cabin crew productivity increased by 9.9% to 89BLH at the end of year; Average pilot productivity increased by 12% to average 60BLH for narrow body fleet, and 69BLH for wide body fleet. Engineering productivity increased by about 11% to 93% achieved man-hours against available man-hours.
  - Reduced staff turnover by 1.77% from 5.18% to 3.41% thereby reduction of associated recruitment and training costs, resulting in savings for the company.
  - Enhanced reputation and employer brand, attracting top talent and fostering customer loyalty and trust. Kenya Airways was rated Best Airline Staff in Africa at the prestigious Skytrax World Airline Awards.

In conclusion, prioritizing people and culture activities has been essential for driving organizational success and financial performance. By nurturing a positive and inclusive workplace culture, the Company has unlocked and optimized the potential of its workforce and positioned itself for sustained growth and prosperity in the years to come.

Looking Forward 2024+

As we embark on the journey into the new year, our People and Culture strategy is poised to elevate our organization to new heights. With a relentless focus on nurturing talent, fostering inclusivity, and cultivating a culture of innovation and collaboration, we are committed to empowering our employees to thrive and driving sustainable success. Together, we will champion diversity, uphold our core values, and embrace change as we navigate the opportunities and challenges that lie ahead.

Mr. John Wilson
Chair – Human Resources Committee

The Directors present their annual report together with the audited consolidated and company financial statements of Kenya Airways Plc ("Kenya Airways" or the "Company") and its subsidiaries (together, the "Group") for the year ended 31 December 2023, in accordance with Section 653(1) of the Companies Act, 2015, which discloses the state of their financial affairs.

PRINCIPAL ACTIVITIES

The principal activities of the Group are international, regional and domestic carriage of passengers and cargo by air, the provision of ground handling services to other airlines and the handling of import and export cargo. The Group operates domestic and international flights and flies to 42 destinations in Africa, Middle East, Asia, Europe and North America.

As at 31 December 2023, the Group operated 40 aircraft, either owned or on lease. These comprised nine Boeing 787 wide body jets, eight Boeing 737 narrow body jets, thirteen Embraer regional jets, two Boeing 737 freighters and eight Bombardier Dash 8-400.

RESULTS

The Group's and Company's loss for the year ended 31 December 2023 is KShs 22,697million (2022: KShs 38,264 million) and KShs 20,086 million (KShs 37,050 million) respectively. The Group's and Company's results for the year ended 31 December 2023 are set out in the respective statements of profit or loss and other comprehensive income on pages 40-41 and 42 respectively.

DIVIDENDS

The Directors do not recommend payment of dividends in respect of the current financial year (2022: Nil).

DIRECTORS

The Directors who held office during the year and to the date of this report are as shown on page 2.

BUSINESS OVERVIEW

Our Values

- Safety - Safety is the foundation of everything we do.
- Customer obsession - We commit to creating positive memorable experiences for our customers.
- Integrity - We shall be ethical and trustworthy in all our engagements, and we shall treat each person with respect.
- Accountability - We take initiative and responsibility for our actions, decisions, and results.

Vision

To be Africa's preferred and sustainable aviation group.

Mission

To propel Africa's prosperity by connecting its people, cultures and markets.

Strategic Objective

Contributing to the sustainable development of Africa.

BUSINESS OVERVIEW (Continued)

Summary

In the year 2023, Kenya Airways continued with its recovery strategy following the Covid-19 pandemic. Capacity deployed measured in Available Seat Kilometres (ASKs) was 14.8 billion, representing 88 percent of the capacity deployed in the pre-pandemic period. The uptake of this capacity measured in Revenue Passenger Kilometers (RPKs) was at 90 percent of 2019 levels.

During the year under review, the company's main focus was improved customer experience, operational excellence as well as cash conservation. Some of the projects implemented during the period include but not limited to:

- On Time Performance (OTP):- this rose to risen to a high of 76% from an average of a low of 58% at the beginning of the year. Kenya Airways was ranked Africa's second most efficient airline in a global on-time performance review of airlines and airports.
- Asante rewards;- Africa's most awaited loyalty program which has given us a edge in appreciating and rewarding customers for their loyalty
- KQ revamped website:- this is the first phase of the revamp making the website more user friendly, fast and with improved functionalities

The company exploited opportunities of raising the much-needed revenues by ramping up its scheduled operations as well as through passenger charters. Other initiatives undertaken by the management included partnerships with other airlines and cost containment measures.

Within the context of the actions highlighted above, the Board of Kenya Airways PLC is announcing the results showing:

- A strong improvement in opratign results
- A significant reduction in the net loss position of the business

Capacity and traffic

The year saw a marked increase in capacity deployed in the market. The Group's capacity measured in Available Seat Kilometres (ASKs) increased by 43.7% closing at 14,804 million compared to 10,303 million reported in the previous year.

The uptake of this capacity measured in Revenue Passenger Kilometres (RPKs) closed at 11,605 million compared to 7,672 million representing an increase of 51.3%.

Turnover

The Group's and Company's turnover closed at KShs 178,496 million and KShs 165,556 million respectively against KShs 116,787 million for the Group and KShs 107,899 million for the Company for the year ended 31 December 2022. The revenue increase was driven mainly by growth in capacity as well as increase in passenger numbers.

Cargo Operations

Combined cargo tonnage (both passenger belly and freighter aircraft) decreased by 14.2 % from 65,955 reported 2022 to 56,576 tonnes uplifted in 2023. The use of converted passenger aircraft (Preighters) ceased in the year 2023 with the aircraft being reconverted back to passenger operations. Management remains focused in increasing freighter capacity in a bid to boost the cargo product across the network.

Operating Costs

The total direct operating costs amounted to KShs 118,027 million for year ended 31 December 2023 at Group level and KShs 111,743 million at Company level as compared to KShs 79,763 million at Group level and KShs 74,901 million at Company level for the year ended 31 December 2022.

Fuel cost went up by 42% due to increase in business activity as offset by decline in average fuel prices. Other direct operating costs increased in-line with the increase in operations.

BUSINESS OVERVIEW (continued)

Fleet ownership costs at Group level amounted to KShs 19,466 million and KShs 17,152 million for the Company for the year ended 31 December 2023 as compared to KShs 17,645 million at Group level and KShs. 16,088 million at Company level for the year ended 31 December 2022.

Overheads

The Group's and Company's overheads amounted to KShs 30,473 million and KShs 27,004 million respectively for the year ended 31 December 2023 as compared to KShs 24,995 million at Group level and KShs 21,630 million at Company level for the year ended 31 December 2022.

Employee statistics

The tables below summarise the number and composition of company employees in terms of gender:

i) Categorisation by employment contract

	2023	**2022**
Permanent	3,141	2,625
Contracted	1,201	1,200
Total	4,342	3,825

ii) Categorisation by gender

	2023		**2022**	
	Male	**Female**	**Male**	**Female**
Senior leadership	91%	9%	89%	11%
Head of Departments	67%	33%	65%	35%
Senior managers	81%	19%	67%	33%
Others	58%	42%	58%	42%
Overall	58%	42%	58%	42%

Opportunity and Risk Management

The airline industry is an ever-changing industry and opportunities can arise externally such as new markets, changing industry structures, and internally such quality or cost improvements.

Opportunity management is key in the business planning process and those opportunities that pass through the evaluation process are incorporated in the business and operational plans. Kenya Airways staff across all levels of the business seek for and identify opportunities as they interact with and monitor the operating environment and in the course of their day to data operations.

The enterprise risk management process at Kenya Airways designates the identification, assessment, monitoring and management of risks as a basic function of all staff and managers in particular. Material risks are identified and those that are identified as Principal risks are presented in the table below.

Opportunity and Risk Management (continued)

Principal Risks

	Risk	Description	Change vs 2022	Explanation of the change	Mitigating Actions
1	Financial	Inability to service financial obligations as and when they fall due as a result of poor liquidity, credit risk and foreign exchange volatility	▲	• Legacy obligations continue to influence liquidity and credit worthiness. The fluctuation/ significant devaluation of the Kenya shilling has increased this risk as most of these obligations are denominated in foreign currency	• Continued engagement with the Government of Kenya on stabilization. • Continued engagement with creditors on terms. • Implementation of the Transformation program to optimize the business operating model. • Negotiation for sufficient forex allocations with different countries. • Optimizing the pricing system to match forex availability.
2	Airline Safety	Occurrence of incidents and accidents or violations to safety guidelines and protocols	◀▶	• The possibility of an accident / incident resulting in injury or property damage remains due to the nature of the operations. These accidents / incidents could be as a result of the human factor such as fatigue, technical reasons such as engine failure, organizational reasons such as contradicting instructions of environmental such as bird strike or bad weather.	• Strict adherence to Standard Operating Procedures and consequence management for any non-compliance. • A compliance monitoring framework for safety regulations is in place. Internal policies and procedures are developed based on ICAO and KCAA requirements. • Proper and timely safety incident management processes in place. • Regular Safety Management System training and awareness to keep employees up to date on safety policies and procedures.
3	Cyber security & IT	Risk to which Computer and information networks, ground, flight infrastructure and IT enabled processes / applications are exposed as a result of criminal acts or sabotage.	▲	• With advances in technology, there is a steady increase in cyber-attacks against all sectors and aviation is no exception. Several attacks within the aviation industry across the world in the second half of the year highlighted this growing trend.	• Full time monitoring of IT systems including threat surveillance, vulnerability assessments and resolution of any identified gaps. • Regular evaluation of IT processes based on changing and emerging risk scenarios. • • Implementing tools, services and security rules to prevent and respond to cyberattacks considering the changing IT infrastructure landscape. • Access controls as well as control over the data exchanged outside the company are in line with best practice. • Regular user training on cyber security
4	Security	Occurrence of any incident that threatens the security of our customers and staff or results in harm to our customers, staff or in property damage.	◀▶	• The industry continues to have latent security risks which if they were to crystallize, would have the potential to result in injury or property damage.	• Mandatory ongoing continuous security risk assessment and prompt resolution of any gaps identified. • Strict adherence to security policies and procedures. • Close collaboration with relevant security agencies. • Mandatory and regular aviation security (AVSEC) training and certification for all staff,
5	Operational - Volatility in Fuel Prices	Adverse fluctuations in the fuel price	▼	• As one of the largest single expenditure for Kenya Airways, the Airline continues to be exposed to any adverse / positive movements in fuel price as well as any adverse / positive movements in the exchange rates	• Competitive sourcing of fuel suppliers. • Rule based fuel hedging. • Identifying and implementing fuel surcharge initiatives where possible.
6	Competition	Negative impact on company performance due to anti-competitive practices.	◀▶	• The selective application of open skies agreements across different countries may result in anti-competitive behaviour that impact the Airline's ability to operate in certain markets	• Pursuing strategic partnerships with suitable airlines that would add value to our customers and the business. • Focus on improving customer experience at all touch points.

7	Geopolitical	Negative impact on company performance due to wars, political unrest or natural disasters. This includes but is not limited to additional costs due to closure of airspaces, inability to fly to specific destinations and fall in passenger numbers.	▲	• The rising instability in some of the African markets presents both opportunities and risks. The Ukraine war as well as the Israel-Hamas conflict are causing even greater uncertainty on the global economy and are likely to cause deceleration of growth	• Strategic engagements with the Kenyan Administration as well as other Governments • Ongoing monitoring and surveillance of the global and regional socio-political and security developments • Continuous identification of cost saving initiatives to mitigate against cost escalations
8	Fraud	Misappropriation or misuse of Group assets by staff and / or external parties	◀▶	• The international spread of the business, its interdependency with technology and multiplicity of stakeholders and cultures creates an inherent fraud risk within the business.	• Increased monitoring of controls in areas prone to fraud. • Enhancement of the Company's Ethics program including development of a new integrity code and ongoing implementation of the "Act right, Speak Up" campaign to empower staff to prevent, detect and report fraud. • Increased awareness of the whistle blowing mechanisms in place for staff and third parties
9	Legal & Compliance	Exposure to legal penalties, financial forfeiture and material loss as a result of failure to act in accordance with statutory laws, regulations on internal policies	◀▶	• In the course of undertaking its activities, Kenya Airways is exposed to disputes or monitoring / investigations by authorities which may results in legal or regulatory proceedings / actions now or in the future,	• Established mechanism to ensure compliance and continuous monitoring of all compliance aspects across the organization.
10	People	Inability to retain critical talent and the possibility of labor disputes	◀▶	• As global air traffic improves post the pandemic, there is an anticipated increase in flights which shall create demand for additional trained staff within Kenya Airways and across the industry. • Some CBA's are still under negotiation and until they are concluded, labour disputes may arise.	• Ongoing implementation of the reignite culture change program. • Succession planning and development of the talent pipeline • Stratification of the employee value proposition to suit employee profile. • Ongoing engagement with social partners. • The risk of labour disputes was reduced by the CBA's signed in the course of the year.
11	Industry / Market changes	Possible disruption in the supply of essential supplies such as aircraft, aircraft parts or key airline services due to industry / market changes	▲	• The economic effects of geo-political events as well as knock-on effects of COVID have caused increased disruptions to the aviation supply chain. Although they are expected to stabilize in the medium term the disruptions have a negative effect on airline operations globally	• Close collaboration with aircraft part OEM's • Flexibility in adjusting the network to reduce flight disruptions • Short term capacity increase via ACMI

Key: ▲ *Increasing risk* ◀▶ *no change in risk* ▼ *Decreasing risk*

The Company witnessed air traffic levels return to pre-pandemic levels and this trend is expected to continue going forward. The liquidity risk continued to be an issue for the Airline however, improved operations have resulted in positive returns and the implementation of stabilization measures helped the Airline reduce its financial costs.

On the basis of successful positive strategic and operational performance and the scenarios that have been used in planning, the Board concludes that as per the date of this annual report, the continued existence of Kenya Airways is not at risk.

DIRECTORS' STATEMENT AS TO INFORMATION GIVEN TO AUDITORS

Each of the persons who is a Director at the date of approval of this report confirms that:

- so far as the Director is aware, there is no relevant audit information of which the Group's and Company's auditors are unaware; and
- the Director has taken all the steps that he/she ought to have taken as a Director in order to make himself/herself aware of any relevant audit information and to establish that the Group's and Company's auditors are aware of that information.

TERMS OF APPOINTMENT OF THE AUDITOR

PricewaterhouseCoopers LLP, having expressed their willingness, will be in office in accordance with the provisions of section 721 (2) of the Companies Act, 2015. The Directors monitor the effectiveness, objectivity and independence of the auditor. The Directors also approve the annual audit engagement contract, which sets out the terms of the auditor's appointment and the related fees.

BY ORDER OF THE BOARD

Habil A. Waswani
Secretary

26th March 2024

INFORMATION NOT SUBJECT TO AUDIT

The Directors remuneration policy sets out the guidelines that the Group have applied to remunerate its Executive and Non-Executive Directors. The Directors remuneration report has been prepared in accordance with the relevant provisions of the Capital Markets Authority (CMA) code of Corporate Governance and the requirements of the Companies Act, 2015.

The Group's Corporate Governance and Nominations committee ("the committee") of the Board is responsible for overseeing and monitoring the Group's corporate governance policies, practices and guidelines.

The Committee is mandated to review the remuneration of the Directors to ensure that the same is competitive and aligned with the business strategy and long-term objectives of the Group.

During the period under review, no Director had entitlement to share options arrangements or other long-term incentives.

The Directors' remuneration policy at a glance is set out below:

Executive Directors

The Executive Director is remunerated in accordance with the staff remuneration policy. His remuneration package comprises a base salary, pension/gratuity and other benefits designed to recognise the skills and experience of an Executive Director.

Non-Executive Directors

In recognition of their contribution to the Company, Non-Executive Directors receive fees as well as sitting allowances for Board and Committee meetings. The fees are approved by Shareholders at Annual General Meetings and are payable on a monthly basis. The Non-Executive Directors are not covered by the Group's incentive programs and do not receive performance-based remuneration. No pension contributions are payable on their fees.

Travel and related expenses

The Group reimburses travel and accommodation expenses related to attendance of Board meetings for Non-Executive Board members who are not Kenyan residents. There is a travel policy for Non-Executive Directors.

Implementation report

During the year under review, there was no arrangement to which the Group was a party where Directors acquired benefits by means of transactions in the Group's shares outside the applicable law. The Group has a strict insider trading policy to which the Directors and senior management must adhere to. There were no Directors' loans at any time during the year.

Directors' Contract of Service

The tenures of the Directors in office at the end of the current financial period are tabulated below:

Director	Date of Appointment	Retirement through Rotation date	Notice Period
Mr. Michael Joseph	2016	2025	N/A
Ms. Caroline Armstrong	2014	2023*	N/A
Major Gen (Rtd) Michael Gichangi	2017	2024	N/A
Mr. John Ngumi	2019	2023**	N/A
PS Transport (Mr. Mohamed Daghar)	2022	2025	N/A
CS Treasury (Dr. Haron Sirima)	2019	2025	N/A
Mr. Philip Wambugu	2021	2024	N/A
Mr. John Wilson	2021	2024	N/A
Mr. Christopher Buckley	2023	2026	N/A
Mr. David Kabeberi	2023	2026	N/A

** Retired at the June 2023 AGM*
*** Resigned in May 2023*

INFORMATION SUBJECT TO AUDIT

At the previous Annual General Meeting (AGM) shareholders voted for the adoption of the Directors remuneration through proposal and secondment on the floor of the AGM.

The results of the election were as follows:

Vote	**Number of ballots**	**Total shares**	**Percentage of total votes cast**
Against	20	194,222	0.003%
For	169	5,518,734,167	99.992%
Abstain	28	223,042	0.005%
	217	5,519,151,431	100.00%

The remuneration of all Directors is subject to regular review to ensure that levels of remuneration and compensation are appropriate.

The remuneration paid to Directors in the period under review and the prior year is summarised in the table below:

31 December 2023

	Salary and benefits KShs 000	**Allowances KShs 000**	**Fees KShs 000**	**Value of non-cash benefits KShs 000**	**Total KShs 000**
Mr. Michael Joseph	-	-	18,000	-	18,000
Mr. Allan Kilavuka	59,201	-	-	428	59,629
Ms. Caroline Armstrong	-	-	1,050	-	1,050
Principal Secretary-National Treasury	-	-	527	-	527
Principal Secretary-Transport	-	-	1,053	-	1,053
Mr. Christpher Buckley	-	-	708	-	708
Mr. John Wilson Hakan	-	-	1,356	-	1,356
Mr. Nicholas Bodo	-	-	393	-	393
Mr. John Ngumi	-	-	787	-	787
Mr. Philip Wambugu	-	-	1,356	-	1,356
Dr. Haron Sirima	-	-	349	-	349
Major Gen (Rtd) Michael Gichangi	-	-	1,837	-	1,837
Mr. Daghar Mohammend	-	-	44	-	44
Mr. Michael Muchiri	-	-	262	-	262
Ms. Mary Ngige	-	-	179	-	179
Mr. David Kabeberi	-	-	876	-	876
Total	59,201	-	28,777	428	88,406

INFORMATION SUBJECT TO AUDIT (Continued)

31 December 2022

	Salary and benefits KShs 000	Allowances KShs 000	Fees KShs 000	Value of non-cash benefits KShs 000	Total KShs 000
BOD members					
Mr. Michael Joseph	-	-	18,000	-	18,000
Mr. Allan Kilavuka *	54,000	-	-	393	54,393
Ms. Caroline Armstrong	-	655	527	-	1,182
Principal Secretary-National Treasury	-	-	527	-	526
Principal Secretary-Transport	-	-	1,053	-	1,053
Mrs Esther Koimett	-	306	-	-	306
John Wilson Hakan	-	436	527	-	963
Mr. Nicholas Bodo	-	262	-	-	262
Mr. John Ngumi	-	393	527	-	920
Philip Wambugu	-	524	527	-	1,051
Dr. Haron Sirima	-	306	-	-	306
Major Gen (Rtd) Michael Gichangi	-	611	527	-	1,138
Joseph Kibere Njoroge	-	44	-	-	44
Angus Clarke	-	611	279	-	890
	54,000	4,148	22,494	393	81,035
BOD Advisors					
Mary Githiaka Ngige	-	44	430	-	474
David Kabeberi	-	-	188	-	188
Total	54,000	4,192	23,112	393	81,697

** The amount is inclusive of an amount not yet paid but held by the company due to deferred pay arrangement.*

Habil A. Waswani
Company Secretary

Nairobi

26th March 2024

The Companies Act, 2015 requires the Directors to prepare financial statements for each financial year that give a true and fair view of the financial position of the Group and of Company as at the end of the financial year and of their profit or loss for that year. It also requires the Directors to ensure that the Group and Company maintain proper accounting records that are sufficient to show and explain the transactions of the Group and of Company and disclose, with reasonable accuracy, their financial position. The Directors are also responsible for safeguarding the assets of the Group and the Company, and for taking reasonable steps for the prevention and detection of fraud and error.

The Directors accept responsibility for the preparation and presentation of these financial statements in accordance with the International Financial Reporting Standards and in the manner required by the Companies Act. They also accept responsibility for:

(i) designing, implementing and maintaining such internal control as they determine necessary to enable the presentation of financial statements that are free from material misstatement, whether due to fraud or error;
(ii) selecting suitable accounting policies and applying them consistently; and
(iii) making accounting estimates and judgments that are reasonable in the circumstances.

The directors have assessed the Group and Company's ability to continue as a going concern and disclosed in Note 2(e) of the financial statements matters relating to the use of going concern basis of preparation.

The Directors acknowledge that the continued existence of the Group and the Company as going concern depends on the measures that the Directors will put in place to return the Group and Company to profitable operations as disclosed in Note 2(e) of the financial statements. On the basis of the strategic plans set out in Note 2(e) of the financial statements and the letter of financial support from the Government of Kenya, the Directors believe that the Group and Company will remain a going concern for at least the next twelve months from the date of this report.

The Directors acknowledge that the independent audit of the financial statements does not relieve them of their responsibilities.

Approved by the Board of Directors on 26th.....March 2024 and signed on its behalf by:

Michael Joseph
Chairman

Allan Kilavuka
Managing Director

pwc

Independent auditor's report to the Shareholders of Kenya Airways Plc

Report on the audit of the financial statements

Our opinion

We have audited the accompanying financial statements of Kenya Airways Plc (the Company) and its subsidiaries (together, the Group) set out on pages 40 to 134, which comprise the consolidated statement of financial position at 31 December 2023 and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, together with the Company statement of financial position at 31 December 2023, and the Company statements of profit or loss and other comprehensive income, changes in equity, and cash flows for the year then ended, and the notes to the financial statements, comprising material accounting policies and other explanatory information.

In our opinion the accompanying financial statements give a true and fair view of the financial position of the Group and the Company at 31 December 2023 and of their financial performance and cash flows for the year then ended in accordance with IFRS Accounting Standards and the requirements of the Companies Act, 2015.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report.

We are independent of the company in accordance with the International Code of Ethics for Professional Accountants (including International Independence Standards) issued by the International Ethics Standards Board for Accountants (IESBA Code) together with the ethical requirements that are relevant to our audit of the financial statements in Kenya. We have fulfilled our other ethical responsibilities in accordance with the IESBA Code.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material uncertainty related to going concern

We draw your attention to Note 2(e) in the financial statements, which discloses the directors' assessment of the Group's and Company's ability to continue as a going concern and the matters relating to the going concern basis of preparation. As stated in Note 2(e), these events or conditions, along with other matters as set forth in the note indicate that a material uncertainty exists that may cast significant doubt on the Group's and Company's ability to continue as a going concern.

Our opinion is not modified in respect of this matter.

PricewaterhouseCoopers LLP. PwC Tower, Waiyaki Way/Chiromo Road, Westlands
P O Box 43963 – 00100 Nairobi, Kenya
T: +254 (20)285 5000 F: +254 (20)285 5001 www.pwc.com/ke

Partners: E Kerich B Kimacia M Mugasa A Murage F Muriu P Ngahu B Ngunjiri R Njoroge S O Norbert's B Okundi K Saiti

Independent auditor's report to the Shareholders of Kenya Airways Plc (continued)

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the Material Uncertainty Related to Going Concern section, we have determined the matters described below to be the key audit matters to be communicated in our report.

Key audit matter	How our audit addressed the key audit matter
Revenue recognition As explained in Note 3 (c) of the financial statements, the Group's streams of revenue are subject to different recognition considerations depending on the nature of the underlying contractual arrangements. Passenger tickets sales, net of discounts and taxes are initially recorded as current liabilities in the "Sales in Advance of Carriage" account and recognised as revenue when the ticket is flown or expires. The timing of revenue recognition for expired unused tickets/documents requires judgement due to the timeframe over which revenue documents can be utilised. Management determines the value of unused tickets revenue using a combination of the terms and conditions of the underlying documents and the historical expiry trends.. Furthermore, the determination of the amount of revenue to be recognised for each flight requires complex information technology (IT) systems and involves the exchange of information with third party industry systems and other airlines for a high volume of transactions. The accounting for passenger and cargo revenue is, therefore, susceptible to management override of controls through the processing of inappropriate journals in the accounting records, the override of information technology (IT) systems to accelerate revenue recognition, or manipulation of inputs used to calculate revenue recorded in respect of unused revenue documents.	We performed detailed end-to-end walkthroughs of the finance and operational processes surrounding the revenue systems to assess the design effectiveness of the related key internal controls. We tested the operating effectiveness of these key controls to confirm that they operated throughout the year as intended. We also tested the key IT systems, including interfaces that impact the recognition of revenue from passengers along with the IT change control procedures and related application controls. We tested the matching of the flown tickets in the lift files to the passenger flight manifests and re- performed a reconciliation of the total tickets sold, the total revenue recognised (i.e. the total uplifts in the year) including uplifts done by other carriers, the expired tickets recognised in revenue and the sales in advance of carriage (i.e. the unutilised tickets). We tested the age profile of the deferred revenue on ticket sales to confirm compliance with the revenue recognition policy and related judgements. We inspected the manual journals posted to the revenue account for validity and appropriateness. We assessed the adequacy and consistency of the related disclosures in the financial statements in accordance with the requirements of IFRS Accounting Standards.

Independent auditor's report to the Shareholders of Kenya Airways Plc (continued)

Key audit matters (continued)

Key audit matter	How our audit addressed the key audit matter
Assessment of impairment of aircrafts and right-of-use assets As required by IAS 36: *Impairment of assets*, the Group performs an annual impairment test to assess the recoverability of the carrying value of its aircraft and an impairment assessment of aircraft and related equipment and the right-of-use (ROU) assets relating to aircraft and related equipment. As disclosed in Note 3v(iii) of the financial statements, the Group uses the higher of fair value less costs to sell and value-in-use calculations to determine the recoverable amount of the cash generating unit. The determination of the recoverable amount requires management judgement in both identifying and then valuing the relevant cash generating units (CGUs) as disclosed in Note 16. Recoverable amounts are based on management's estimate of variables and market conditions such as future ticket prices, exchange rates, growth rates, the timing of future operating expenditure, and the most appropriate discount rate. This is an area of focus because changes in management estimates and judgements could result in material variations in the outcomes of the assessment.	We evaluated and challenged the composition of management cash flow forecasts and the underlying assumptions based on the historical performance of the CGUs, industry-specific reports and the macro-economic outlook for the aviation sector. We tested the appropriateness of the impairment models and the reasonableness of the assumptions by benchmarking the key market-related assumptions in the models, such as discount rates, long term growth rates and foreign exchange rates, against external data. We tested the mathematical accuracy and performed sensitivity analyses of the models. Where an independent valuer was used, we reviewed the valuation reports and assessed the reasonableness and consistent application of assumptions in determining the fair values. We also assessed the competence, capabilities and objectivity of the independent valuers. We assessed the adequacy and appropriateness of the related disclosures in Notes 14 and 16 of the financial statements.

Independent auditor's report to the Shareholders of Kenya Airways Plc (continued)

Key audit matters (continued)

Key audit matter	How our audit addressed the key audit matter
Accounting for cash flows hedges As explained in Note 23 of the financial statements, the Company hedges its foreign currency risk in relation to its borrowings and lease liabilities against forecasted US dollar-denominated future revenue streams. Where the hedge is considered effective, the foreign currency translation losses on borrowings and lease liabilities (hedging instruments) are recognised in other comprehensive income (equity) and recycled to the profit or loss as the hedged items are settled or when the hedge is deemed ineffective. All exchange losses on hedging instruments are charged to the profit or loss where the hedge is assessed be ineffective. The assessment of the effectiveness of the hedge involves a comparison of the estimated highly probable future USD revenue forecasts (hedged item) and the projected repayments of the USD denominated borrowing and lease liabilities (hedging instruments). The estimation of the highly probable future USD revenue forecasts involves significant management assumptions such as the ratio used to allocate "highly probable" USD sales out of the total budgeted sales, future currency exchange rates and the revenue growth rates. Variations in these assumptions could result in significant changes in the effectiveness of the hedge and, consequently, the accounting for the foreign exchange losses on the hedged items.	We reviewed the processes, procedures and controls in respect of treasury and other management functions which directly impact the relevant account balances and transactions. We assessed compliance with the requirements for the accounting for the hedging relationships and checked that it meets the requirements of IFRS 9. We recomputed the year-end valuation of the cash flow hedge reserve and checked the reasonableness of exchange rates used. We checked that the forecasts used by the Company for the assessment of future hedge effectiveness were consistent with board approved forecasts used for other judgements such as impairment assessments. We evaluated the appropriateness of the highly probable criteria as used to determine future USD revenue forecasts by assessing the financial and operational ability of the Company to generate the forecasted sales. We reviewed the computations to test the accuracy and completeness of the inputs into the cash flow hedge computation. We tested key assumptions used in the model including performing a sensitivity analysis. We assessed the adequacy of disclosures in the financial statements.

Other information

The other information comprises the corporate information, statement of corporate governance, report of the Directors, Directors' remuneration report, statement of Directors' responsibilities and the Appendix, which we obtained prior to the date of this auditor's report, and the rest of the other information in the 2023 Annual Report and Financial Statements which is expected to be made available to us after that date, but does not include the financial statements and our auditor's report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and except to the extent otherwise explicitly stated in this report, we do not and will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed on the other information we have received prior to the date of this auditor's report we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Independent auditor's report to the Shareholders of Kenya Airways Plc (continued)

Other information (continued)

When we read the rest of the other information in the 2023 Annual Report and Financial Statements and we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of the directors for the financial statements

The directors are responsible for the preparation of financial statements that give a true and fair view in accordance with IFRS Accounting Standards and the requirements of the Companies Act, 2015, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

Independent auditor's report to the Shareholders of Kenya Airways Plc (continued)

Auditor's responsibilities for the audit of the financial statements (Continued)

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the Group's financial statements. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable actions taken to eliminate threats or safeguards applied.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the Group's financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other matters prescribed by the Companies Act, 2015

Report of the directors

In our opinion the information given in the report of the directors on pages 24 to 29 is consistent with the financial statements.

Directors' remuneration report

In our opinion the auditable part of the directors' remuneration report on pages 30 to 32 has been properly prepared in accordance with the Companies Act, 2015.

FCPA Michael Mugasa, Practicing Certificate Number 1478
Engagement partner responsible for the audit

For and on behalf of PricewaterhouseCoopers LLP
Certified Public Accountants
Nairobi

26th March 2024

Consolidated statement of profit or loss and other comprehensive income for the year ended 31 December 2023

	Notes	2023 KShs millions	2022 KShs millions
Revenue	7	178,496	116,787
Direct costs	8	(118,027)	(79,763)
Fleet ownership costs	8	(19,466)	(17,645)
Other operating costs	8	(30,689)	(23,649)
Provision for expected credit losses on trade and other receivables	20	216	(1,346)
Operating profit /(loss)		10,530	(5,616)
Finance costs	9	(33,559)	(32,893)
Interest income	9	165	194
Loss before tax	10	(22,864)	(38,315)
Income tax credit	11	167	51
Loss for the year		(22,697)	(38,264)
Other comprehensive income			
Items that will not be subsequently reclassified to profit or loss			
Gain on property revaluation	14	-	2,503
Deferred income tax on revaluation		-	(751)
		-	1,752
Items that may be subsequently reclassified to profit or loss			
Foreign currency exchange losses on cashflow hedges	23	(15,038)	(10,834)
Reclassification of foreign currency exchange losses to profit or loss	23	9,719	22,593
		(5,319)	11,759
Other comprehensive (loss)/gain for the year, net of tax		(5,319)	13,511
Total comprehensive loss for the year		(28,016)	(24,753)

Consolidated statement of profit or loss and other comprehensive income for the year ended 31 December 2023 (continued)

	Notes	2023 KShs millions	2022 KShs millions
Loss for the year is attributable to:			
Owners of the Company		(22,717)	(38,252)
Non-controlling interest	24	20	(12)
Loss for the year		(22,697)	(38,264)
Total comprehensive loss for the year is attributable to:			
Owners of the Company		(28,036)	(24,741)
Non-controlling interest	24	20	(12)
Total comprehensive loss for the year		(28,016)	(24,753)
Earnings per share:			
Basic loss per share (KShs)	12	(3.90)	(6.57)
Diluted loss per share (KShs)	12	(3.06)	(5.17)

Company statement of profit or loss and other comprehensive income for the year ended 31 December 2023

	Notes	2023 KShs millions	2022 KShs millions
Revenue	7	165,556	107,899
		165,556	107,899
Direct costs	8	(111,743)	(74,901)
Fleet ownership costs	8	(17,152)	(16,088)
Other operating costs	8	(25,520)	(20,364)
Provision for expected credit losses on trade and other receivables	8	(1,485)	(1,266)
Operating profit/(loss)		9,656	(4,720)
Finance costs	9	(29,997)	(32,534)
Interest income	9	285	247
Loss before tax	10	(20,056)	(37,007)
Income tax expense	11	(30)	(43)
Loss for the year		(20,086)	(37,050)
Other comprehensive income			
Items that will not be subsequently reclassified to profit or loss			
Gain on property revaluation	14	-	2,442
Deferred income tax on revaluation		-	(732)
		-	1,710
Items that may be subsequently reclassified to profit or loss			
Foreign currency exchange losses on cashflow hedges	23	(15,038)	(10,834)
Reclassification of foreign currency exchange losses to profit or loss	23	9,719	22,593
		(5,319)	(11,759)
Other comprehensive income for the year, net of tax		(5,319)	(13,469)
Total comprehensive loss for the year		(25,405)	(23,581)

Consolidated statement of financial position at 31 December 2023

	Notes	2023 KShs millions	2022 KShs millions
ASSETS			
Non-current assets			
Property, aircraft and equipment	14	77,368	78,011
Intangible assets	15	2,944	2,935
Right-of-use-assets	16	37,103	41,689
Aircraft deposits	18	5,942	3,703
Deferred income tax	27	1,111	903
		124,468	127,241
Current assets			
Inventories	19	2,803	2,273
Trade and other receivables	20	18,818	14,524
Prepaid maintenance asset	21	21,437	13,934
Current income tax	11	1,322	1,307
Cash and bank balances	32	7,765	9,633
		52,145	41,671
TOTAL ASSETS		176,613	168,912
EQUITY AND LIABILITIES			
Capital and reserves			
Share capital	22	5,824	5,824
Share premium	22	49,223	49,223
Mandatory convertible note	22	9,630	9,630
Treasury shares	22	(142)	(142)
Other reserves	23	(7,410)	(2,090)
Accumulated losses		(193,303)	(170,585)
Deficit attributable to owners of the Company		(136,178)	(108,140)
Non-controlling interests	24	70	50
Total shareholders' deficit		(136,108)	(108,090)

Consolidated statement of financial position at 31 December 2023 (continued)

	Notes	2023 KShs millions	2022 KShs millions
LIABILITIES			
Non-current liabilities			
Borrowings	25	123,455	100,159
Lease liabilities	26	47,941	43,695
Deferred income tax	27	3,456	3,456
Provisions for liabilities	28	13,418	12,418
		188,270	159,728
Current liabilities			
Borrowings	25	24,775	39,089
Lease liabilities	26	10,589	13,130
Provisions for liabilities	28	6,779	3,079
Sales in advance of carriage	29	28,219	18,951
Trade and other payables	30	54,089	42,907
Derivative financial instruments	31	-	118
		124,451	117,274
TOTAL EQUITY AND LIABILITIES		176,613	168,912

The financial statements on pages 40 to 134 were approved and authorised for issue by the Board of Directors on 26th March 2024 and signed on its behalf by:

Michael Joseph
Chairman

Allan Kilavuka
Managing Director

Company statement of financial position at 31 December 2023

	Notes	2023 KShs millions	2022 KShs millions
ASSETS			
Non-current assets			
Property, aircraft and equipment	14	76,298	77,126
Intangible assets	15	2,899	2,917
Right-of-use-assets	16	28,104	33,259
Investment in subsidiaries	17	435	435
Aircraft deposits	18	5,088	3,703
		112,824	117,440
Current assets			
Inventories	19	2,687	2,273
Trade and other receivables	20	45,528	38,789
Prepaid maintenance asset	21	17,709	11,737
Current income tax	11	1,285	1,275
Cash and bank balances	32	7,477	9,503
		74,686	63,577
TOTAL ASSETS		187,510	181,017
EQUITY AND LIABILITIES			
Capital and reserves			
Share capital	22	5,824	5,824
Share premium	22	49,223	49,223
Mandatory convertible note	22	9,630	9,630
Treasury shares	22	(142)	(142)
Other reserves	23	(7,738)	(2,418)
Accumulated losses		(187,374)	(167,287)
Total shareholders' deficit		(130,577)	(105,170)
LIABILITIES			
Non-current liabilities			
Borrowings	25	123,455	100,159
Lease liabilities	26	39,293	36,710
Deferred income tax	27	3,456	3,456
Provisions for liabilities	28	9,918	9,235
		176,122	149,560

Company statement of financial position at 31 December 2023 (continued)

	Notes	2023 KShs millions	2022 KShs millions
LIABILITIES			
Current liabilities			
Borrowings	25	24,775	39,089
Lease liabilities	26	8,663	11,487
Sales in advance of carriage	29	27,468	18,517
Trade and other payables	30	75,811	65,394
Provisions for liabilities	28	5,248	2,022
Derivative financial Instruments	31	-	118
		141,965	136,627
TOTAL EQUITY AND LIABILITIES		187,510	181,017

The financial statements on pages 40 to 134 were approved and authorised for issue by the Board of Directors on 26th March 2024 and signed on its behalf by:

Michael Joseph
Chairman

Allan Kilavuka
Managing Director

Consolidated statement of changes in equity for the year ended 31 December 2023

	Share capital KShs millions	Share premium KShs millions	Mandatory convertible note KShs millions	Treasury shares KShs millions	Other reserves KShs millions	Accumulated Loss KShs millions	Total KShs millions	Non-controlling interest KShs millions	Total equity KShs millions
Year ended 31 December 2022									
At start of year	5,824	49,223	9,630	(142)	(15,601)	(132,333)	(83,399)	62	(83,337)
Loss for the year	-	-	-	-	-	(38,252)	(38,252)	(12)	(38,264)
Other comprehensive income	-	-	-	-	(10,834)	-	(10,834)		(10,834)
Reclassified to profit or loss (Note 23)	-	-	-	-	22,593	-	22,593	-	22,593
Revaluation surplus - net	-	-	-	-	1,752	-	1,752	-	1,752
At end of year	5,824	49,223	9,630	(142)	(2,090)	(170,585)	(108,140)	50	(108,090)
Year ended 31 December 2023									
At start of year	5,824	49,223	9,630	(142)	(2,090)	(170,585)	(108,140)	50	(108,090)
Loss for the year	-	-	-	-	-	(22,717)	(22,717)	20	(22,697)
Other comprehensive income (Note 23)	-	-	-	-	(15,038)	-	(15,038)	-	(15,038)
Reclassified to profit or loss (Note 23)	-	-	-	-	9,718	-	9,718	-	9,718
At end of year	5,824	49,223	9,630	(142)	(7,410)	(193,302)	(136,177)	70	(136,107)

Company statement of changes in equity for the year ended 31 December 2023

	Share capital KShs millions	Share premium KShs millions	Mandatory convertible note KShs millions	Treasury shares KShs millions	Other reserves KShs millions	Accumulated loss KShs millions	Total KShs millions
Year ended 31 December 2022							
At start of year	5,824	49,223	9,630	(142)	(15,887)	(130,237)	(81,589)
Loss for the year	-	-	-	-		(37,050)	(37,050)
Other comprehensive income (Note 23)	-	-	-	-	(10,834)	-	(10,834)
Reclassified to profit or loss (Note 23)	-	-	-	-	22,593	-	22,593
Revaluation surplus - net	-	-	-	-	1,710	-	1,710
At end of year	5,824	49,223	9,630	(142)	(2,418)	(167,287)	(105,170)
Year ended 31 December 2023							
At start of year	5,824	49,223	9,630	(142)	(2,418)	(167,287)	(105,170)
Loss for the year	-	-	-	-	-	(20,086)	(20,086)
Other comprehensive income	-	-	-	-	(15,038)		(15,038)
Reclassified to profit or loss (Note 23)	-	-	-	-	9,718		9,718
At end of year	5,824	49,223	9,630	(142)	(7,739)	(187,373)	(130,577)

Consolidated statement of cash flows for the year ended 31 December 2023

	Notes	2023 KShs millions	2022 KShs millions
CASH FLOWS FROM OPERATING ACTIVITIES			
Cash generated from operations	32	28,921	15,782
Interest received		165	194
Interest paid		(3,690)	(5,528)
Income tax paid	11	(56)	(82)
Net cash flows from operating activities		25,340	10,366
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchase of property, aircraft and equipment	14	(7,044)	(3,451)
Proceeds from disposal of property, aircraft and equipment		13	6
Purchase of intangible assets	15	(53)	(19)
Payment of deposits for aircraft leases	18	(1,091)	(4,109)
Proceeds from refunds of aircraft deposits	18	434	3,240
Net cash flows from investing activities		(7,741)	(4,333)
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from borrowings	25	401	26,393
Repayments of borrowings	25	(5,203)	(5,836)
Payment of deferred borrowing costs	25	(53)	(47)
Repayment of principal portion of lease liabilities	26	(14,352)	(23,005)
Net cash flows from financing activities		(19,207)	(2,495)
(DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS		(1,608)	3,538
Effects of exchange rate changes on cash and cash equivalents		(260)	(279)
CASH AND CASH EQUIVALENTS AT START OF YEAR		9,633	6,374
CASH AND CASH EQUIVALENTS AT END OF YEAR		7,765	9,633
REPRESENTED BY			
Cash and bank balances	32	7,765	9,633

Company statement of cash flows for the year ended 31 December 2023

	Notes	2023 KShs millions	2022 KShs millions
CASH FLOWS FROM OPERATING ACTIVITIES			
Cash generated from operations	32	25,202	13,743
Interest received		285	247
Interest paid		(3,690)	(5,528)
Income tax paid	11	(40)	(49)
Net cash flows from operating activities		21,757	8,413
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchase of property, aircraft and equipment	14	(6,784)	(3,311)
Proceeds from disposal of property, aircraft and equipment		6	6
Purchase of intangible assets	15	(44)	(2)
Payments of deposits for aircraft leases	18	(395)	(4,109)
Proceeds from refunds of aircraft deposits	18	434	3,240
Net cash flows from investing activities		(6,783)	(4,176)
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from borrowings	25	401	26,393
Repayments of borrowings	25	(5,203)	(5,836)
Payment of deferred borrowing costs	25	(53)	(47)
Repayment of principal portion of lease liabilities	26	(11,892)	(21,051)
Net cash flows from financing activities		(16,747)	(541)
(DECREASE) / INCREASE IN CASH AND CASH EQUIVALENTS		(1,773)	3,696
Effects of exchange rate changes on cash and cash equivalents		(253)	(280)
CASH AND CASH EQUIVALENTS AT START OF YEAR		9,503	6,087
CASH AND CASH EQUIVALENTS AT END OF YEAR		7,477	9,503
REPRESENTED BY			
Cash and bank balances	32	7,477	9,503

Notes

1 REPORTING ENTITY

Kenya Airways Plc ("the Company") is a limited liability company incorporated in Kenya under the Companies Act and is domiciled in Kenya. The annual financial statements comprise the consolidated and company financial statements. The subsidiaries in the group are namely Kenya Airfreight Handling Limited, Kencargo Airlines International Limited, Jambojet Limited, African Cargo Handling Limited and Fahari Aviation Limited (together referred to as the "Group" and individually as "Group Companies").

The Group is primarily involved in international, regional and domestic carriage of passengers and cargo by air, the provision of ground handling services to other airlines and the handling of import and export cargo. The address of its registered office is as shown on page 2. The Company's shares are listed on the Nairobi Securities Exchange, Dar es Salaam Stock Exchange and the Uganda Securities Exchange.

2 BASIS OF PREPARATION

(a) Basis of Accounting

The consolidated and Company financial statements have been prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (IASB) and in the manner required by the Companies Act, 2015.

For Companies Act, 2015 reporting purposes in these financial statements, the balance sheet is represented by the statement of financial position and the profit and loss account is presented within the statement of profit or loss and other comprehensive income.

A summary of significant accounting policies is presented in Note 3.

(b) Basis of measurement

The Group and Company financial statements have been prepared on the historical cost basis of accounting except for certain assets and liabilities including land and buildings and derivative financial instruments which are measured at fair value.

(c) Functional and presentation curr\ency

These consolidated and Company financial statements are presented in Kenya shillings (KShs), which is also the Company's functional currency. The financial statements are rounded to the nearest million shilling (KShs millions), unless otherwise stated.

(d) Use of estimates and judgements

The preparation of financial statements in conformity with IFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The estimates and assumptions are based on the Directors' best knowledge of current events, actions, historical experience, and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods. In particular, information about significant areas of estimation and critical judgments in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements are described in note 4.

Notes (continued)

2 BASIS OF PREPARATION

(e) Going concern

The Group and Company incurred a loss for the year of KShs 22,697 million (2022: KShs 38,264 million) and KShs 20,086 million (2022: KShs 37,050 million) respectively during the year ended 31 December 2023 and, as of that date, the Group's and Company's current liabilities exceeded current assets by KShs 72,306 million (2022: KShs 75,603 million) and KShs 67,279 (2022: KShs 73,050 million) respectively. In addition, as at 31 December 2023, the Group's and Company's total liabilities exceeded total assets by KShs 136,108 million (2022: KShs 108,090 million) and Kshs130,577 million (2022: KShs 105,170 million) respectively.

During the year 2023, the Aviation industry experienced several positive developments on its path to recovery. China lifted COVID-19 travel restrictions boosting passenger demand. Cargo revenues remained above pre-pandemic levels even though volumes were low. On the cost side, Jet fuel prices, although still high, moderated towards end of the year. Despite this, the industry also experienced a series of macro-economic challenges. These include but are not limited to, global supply chain challenges, tight labour markets, high inflation levels, high interest rates as well as tight period of forex demand coupled with reduced liquidity in the interbank foreign exchange market and a local currency depreciation in Kenya resulting to forex losses which further constrained the net earnings. However, the Group and Company's performance reflect a significant improvement in revenue position in the year and improved operating results resulting to an operating profit for the year for the Group and Company of KShs 10,530 million and KShs 9,656 million respectively from an operating loss of KShs 5,616 million and KShs 4,720 million in 2022 representing a 287% and 305% improvement for Group and Company respectively. This improvement was however eroded by high finance costs and forex losses resulting to a net loss position of KShs 22,697 million and KShs 20,086 million respectively.
The above conditions indicate the existence of a material uncertainty which may cast significant doubt about the Group's and Company's ability to continue as a going concern, and therefore may be unable to realise its assets and discharge its liabilities in the normal course of business.

The opening of borders around the world has led to quick rebounds in some key markets. The Group and Company remains very active in accommodating travel recovery seen in 2023. The Group and Company have continued to focus on the financial restructuring that started towards the end of 2021. Through this restructure we aim at achieving the following.

a) Structurally reducing the costs of operation;
b) Getting an equity investment partner to inject more capital to clean up balance sheet and invest in growth;
c) Fleet rationalisation to support growth and optimize on maintenance costs;
d) Network optimisation through new routes and increased partnerships;
e) Digital transformation to improve efficiency and operational costs;
f) Improving our customers experiences with a view to grow market share;
g) De-risking the business through diversification with increased focus on cargo business, maintenance and repair operations, drone services among others; and
h) Culture change to enhance staff productivity.

The Directors believe the plans will, in the medium to long term, improve the Group's and Company's performance, cash flows and liquidity position and make the business sustainable.

The key shareholders and other stakeholders have been and continue to be appraised of and involved in the process of the required long-term support and recovery plan.

The Government of Kenya has committed, through a letter of support, to continue providing the required financial support to the Group and Company to enable it to implement its recovery program and meet its financial obligations as and when they fall due, for at least the next 12 months from the date of approval of the annual financial statements for the year ended 31 December 2023. On this basis of these, the directors have prepared the financial statements on a going concern basis.

Notes (continued)

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies adopted in the preparation of these consolidated and company financial statements have been applied consistently to all periods presented in these financial statements.

(a) Basis of consolidation

(i) Subsidiaries

Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

(ii) Non-controlling interests (NCI)

NCI are measured at their proportionate share of the acquiree's identifiable net assets at the date of acquisition. Changes in the Group's interest in the subsidiary that does not result in loss of control are accounted for as equity transactions.

(iii) Loss of control

When the Group losses control over a subsidiary, it derecognises the assets and liabilities of the subsidiary and any related non-controlling interests and other components of equity. Any resulting gain or loss is recognised in profit or loss. Any interest retained in the former subsidiary is measured at fair value when control is lost.

(iv) Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealised income and expenses arising from intra-group transactions are eliminated. Unrealised gains arising from transactions with equity accounted investees are eliminated against the investment to the extent of the Group's interest in that investee. Unrealised losses are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

(b) Foreign currency translation

Items included in the financial statements of each of the group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The consolidated financial statements are presented in Kenya Shilling (KShs), which is Kenya Airways Plc's functional and presentation currency.

Transactions in foreign currencies during the year are converted into the respective functional currencies of Group companies at rates prevailing at the transaction dates. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated into the functional currency at the exchange rates ruling at the reporting date. The resulting differences from conversion are taken to other income/ losses in profit or loss in the year in which they arise.

Non-monetary assets and liabilities denominated in foreign currencies that are measured based on historical cost are translated at the exchange rate ruling at the transaction date. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in other comprehensive income or profit or loss are also recognised in other comprehensive income or profit or loss, respectively).

However, foreign currency differences arising from the translation of qualifying cash flow hedges (Borrowings and lease liabilities) are recognised in other comprehensive income to the extent that the hedge is effective.

Notes (continued)

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(c) Revenue from contracts with customers

Revenue represents the fair value of the consideration received or receivable for sale of goods and services and is stated net of value added tax (VAT), rebates and discounts.

The Group recognises revenue from contracts with customers from the following major sources:
- providing international, regional and domestic carriage of passengers by air;
- providing international, regional and domestic carriage of freight and mail by air;
- providing handling services to other airlines and the handling of import and export cargo; and
- providing engineering and training services;

Revenue is measured based on the consideration to which the Group expects to be entitled in a contract with a customer and excludes amounts collected on behalf of third parties. The Group recognises revenue when it transfers control of a service to a customer. The Group assesses its revenue arrangements against specific criteria to determine if it is acting as principal or agent and has concluded that it is acting as a principal in all its revenue arrangements except for passenger interline and sale of holiday packages where the Group acts as an agent. The Group considers whether it is an agent or a principal in relation to transportation and accommodation services by considering whether it has a performance obligation to provide services to the customer or whether the obligation is to arrange for the services to be provided by a third party. Where Kenya Airways acts as an agent between the service provider and the end customer, the net commission income is recognised as revenue on satisfaction of the performance obligation (which typically is the date of sale).

The specific recognition criteria described below must also be met before revenue is recognised:

- ***Passenger, freight and mail***

  Passenger (including excess baggage), freight and mail are recognised as revenue when each performance obligation for the transportation service is fulfilled, that is at the point when flight documents are used and is presented net of discounts and taxes. The transaction price is allocated to each performance obligation based on the relative stand-alone selling price related to each performance obligation. Revenue documents (e.g. tickets or airway bills) sold but unused are held in the Group and Company statement of financial position under current liabilities as passenger and cargo sales in advance within 'Sales in Advance in Carriage'. This item is reduced either when Kenya Airways or another airline completes the transportation or when the passenger requests for a refund, which is paid in full. Unutilised tickets are recognised as revenue on expiry following the lapse of estimated period where the company believes there will be no material claim from passengers. The current estimated period is 13 months.
- ***Handling services***

  Sale of handling and ramp services is recognised when the performance obligation is fulfilled, that is at the point when control transfers which is typically when the cargo has been handed over to the courier, or from courier to the customer.

  Engineering services

  The Group recognises engineering revenue over time as the benefits are transferred to the customers by determining the appropriate amount of revenue and cost relating to third-party maintenance contracts to be recognised in the statement of profit or loss in each period, when the outcome can be estimated reliably. Estimation is based on cost plus margin. Maintenance revenue is recognised as the related performance obligations are satisfied (over time), being where the control of the goods or services are transferred to the customer. When the outcome of a maintenance contract cannot be estimated reliably, contract revenue is recognised only to the extent of contract cost incurred that are likely to be recoverable.

- ***Training services***

  Revenue from training services is recognised over time as the customer simultaneously receive and consume the benefits of these services over the training period. The level of completion of course work is measured on a straight-line basis over training period. The training period varies based on the type of course. Advance payments are recognised as contract liabilities and recognised as revenue as coursework is completed.

Notes (continued)

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(d) Rental income

The Group earns rental income from its operating lease and sublease agreements. Rental income is accounted for on a straight-line basis over the lease term by reference to the right-of-use assets.

(e) Interest income

Income is accrued on a time proportion basis, by applying the effective interest rate applicable to the principal outstanding.

(f) Frequent flyer programmes

Kenya Airways Plc operates a frequent flyer program "Asante Rewards". This program allows registered members to acquire "miles" as they fly on KQ airline or with other partner companies. These miles entitle members to a variety of benefits such as free flights. The Company is also hosted on Air France/KLM frequent flyer programme called Flying Blue. Under the Flying Blue Programme, members earn miles by using both airline and non-airline partners. Kenya Airways is invoiced by Air France/KLM and is required to pay for the miles that are earned on the programme. Accumulated miles can be used by members to get a variety of awards ranging from free tickets to flight upgrades. Kenya Airways Plc earns revenue as miles are redeemed on its services.
The probability of air miles being converted into award tickets is estimated using a statistical method. The value of air miles is estimated based on the deferred income approach, based on its fair value. This estimate takes into consideration the conditions of the use of free tickets and other awards. The estimated value of air miles is recorded as a deduction from revenues and recorded under the caption "Sales in advance of carriage" as liability on the balance sheet at the same time the qualifying flight for which air miles are awarded is recognised.

(g) Property, aircraft and equipment

(i) Recognition, measurement and subsequent expenditure

Land and buildings are initially measured at cost and then are subsequently measured at fair value on the date of revaluation less subsequent accumulated depreciation and accumulated impairment losses.

Other categories of property, aircraft and equipment are included in the financial statements at their historical cost less accumulated depreciation and accumulated impairment losses.

Cost includes expenditures that are directly attributable to the acquisition of the asset.

The Group allocates the amount initially recognised in respect of an item of property, aircraft and equipment to its significant components and depreciates separately each component. Aircrafts are componentised into airframe, engine, landing gear, auxiliary power (APU) unit and cabin reconfigurations. Major maintenance of engines and APU including replacement spares and parts, labour costs and/or third-party maintenance service costs, are capitalised and depreciated over the average expected life between major maintenance events.

The cost of self-constructed assets includes the cost of materials and direct labour, any other costs directly attributable to bringing the asset to a working condition for their intended use, the cost of dismantling and removing the items and restoring the site on which they are located. Purchased software that is integral to the functionality of the related equipment is capitalised as part of that equipment.

The cost of replacing part of an item of property or aircraft or equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Group and its cost can be measured reliably. The costs of day-to-day servicing of property, aircraft and equipment are recognised in profit or loss. Gains and losses on disposal of property, aircraft and equipment are determined by comparing the proceeds of disposal with the carrying amount of the item of property, aircrafts and equipment and are recognised in profit or loss in the year in which they arise.

Notes (continued)

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(g) Property, aircraft and equipment (continued)

(ii) Depreciation

Depreciation is calculated on the straight-line basis to allocate the cost or revalued amounts to their residual values over the estimated useful lives of the property, aircrafts and equipment. The depreciation rates for the current and comparative year are as follows:

Aircraft and related equipment:	%
Boeing 787, 777, 737-300 & 737-700	5.56 - 20.00
Embraer E190	5.56 - 20.00
Simulator	5.00
Other property and equipment:	%
Ground service equipment	25.00
Motor vehicles	25.00
Communication assets	12.50
Other assets	20.00 - 30.00
Buildings	2.50
Leasehold land	Over the period of the lease
Freehold land	Not depreciated

The depreciation methods, useful lives and residual values are reviewed and adjusted if appropriate, at each reporting date.

(iii) Revaluation

Land and buildings are revalued every three years. The carrying amounts are adjusted to the revaluations and the resulting increase, net of deferred tax, is recognised in other comprehensive income and presented in the revaluation reserve within equity.

Revaluation decreases that offset previous increases of the same asset are charged or recognised in other comprehensive income with all other decreases being charged to profit or loss.

Revaluation surpluses are not distributable.

Depreciation on revalued land and buildings is recognised in profit or loss. On the subsequent sale or retirement of a revalued property, the attributable revaluation surplus remaining in the revaluation reserve is transferred directly to retained earnings.

(iv) Non-depreciable assets

These are assets that have not yet been brought to the location and/or condition necessary for it to be capable of operating in the manner intended by management. In the event of partially completed construction work that has necessitated advance or progress payments, or work-in-progress, depreciation will only commence when the work is complete. Property, aircrafts and equipment are classified as work-in-progress if it is probable that future economic benefits will flow to the Group and the cost can be measured reliably.

Amounts held within work in progress that are substantially complete, in common with other fixed assets, are assessed for impairment.

Notes (continued)

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(h) Intangible assets - capitalised software

The costs incurred to acquire and bring to use specific computer software licences are capitalised. Software acquired by the Group is stated at cost less accumulated amortisation and accumulated impairment losses.

Expenditure on internally developed software is recognised as an asset when the Group is able to demonstrate its intention and ability to complete the development and use the software in a manner that will generate future economic benefits and can reliably measure the cost to complete the development. Internally developed software is stated at cost less accumulated amortisation and accumulated impairment losses. Subsequent expenditure on software is capitalised only if the definition of an intangible asset and the recognition criteria are met. All other expenditure is expensed as incurred.

The costs are amortised on the straight-line basis over the expected useful lives, from the date the software is available for use. Software is amortised for a period not more than five years. Amortisation methods, useful lives and residual values are reviewed and adjusted if appropriate, at each reporting date.

(i) Intangible assets – landing slot

Landing slots are measured initially at cost. No amortisation charge is recognised for landing slots as their useful lives are considered to be indefinite. Following initial recognition, landing slots are measured at cost less accumulated impairment losses, if any. Capitalised landing rights based within the European Union (EU) are not amortised, as regulations provide that these landing rights are perpetual.

(j) Leases

Group's lease portfolio

The Group leases comprise of buildings and aircraft and related equipment leases.

Group as a lessee

The Group assesses whether a contract is or contains a lease, at inception of the contract. The Group recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets (such as personal computers, small items of office furniture and telephones). For these leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the lessee uses its incremental borrowing rate, which is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of -use asset in a similar economic environment.

Lease payments included in the measurement of the lease liability comprise:

- Fixed lease payments (including in-substance fixed payments), less any lease incentives receivable;
- Variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- The amount expected to be payable by the lessee under residual value guarantees;
- The exercise price of purchase options, if the lessee is reasonably certain to exercise the options; and
- Payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

Notes (continued)

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(j) Leases (continued)

Group as a lessee (continued)

The lease liability is presented as a separate line in the consolidated and company statement of financial position.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

The Group remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever:

- The lease term has changed or there is a significant event or change in circumstances resulting in a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.
- The lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in which cases the lease liability is remeasured by discounting the revised lease payments using an unchanged discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used).
- A lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day, less any lease incentives received and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Whenever the Group incurs an obligation for costs to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease, a provision is recognised and measured under IAS 37. To the extent that the costs relate to a right-of-use asset, the costs are included in the related right-of-use asset.

Right-of-use assets are depreciated over the shorter period of lease term and useful life of the underlying asset. If a lease transfers ownership of the underlying asset or the cost of the right-of-use asset reflects that the Group expects to exercise a purchase option, the related right-of-use asset is depreciated over the useful life of the underlying asset. The depreciation starts at the commencement date of the lease.

The right-of-use assets are presented as a separate line in the consolidated and company statement of financial position.

In respect of aircraft and engines under leases, the Group has the responsibility to fulfil certain return conditions under the relevant leases. In order to fulfil these return conditions, major overhauls are required to be conducted on a regular basis. Accordingly, estimated costs of major overhauls for aircraft and engines under these leases are capitalised as a return conditions asset which forms part of the right-of-use assets. The return condition asset comprises the initial measurement of the corresponding return condition provision. It is subsequently measured at cost less amortisation to profit or loss, within fleet costs over the estimated period between overhauls using the estimated flying hours/cycles. Differences between the estimated costs and the actual costs of overhauls are included in the profit or loss in the period of overhaul.

The Group applies IAS 36 to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss.

The Group's lease payments are deductible upon payment for tax purposes. In accounting for the deferred tax relating to the lease, the Group considers both the lease asset and liability separately. The Group separately accounts for the deferred taxation on the taxable temporary difference and the deductible temporary difference, which upon initial recognition are equal and offset to zero. Deferred tax is recognised on subsequent changes to the taxable and temporary differences.

Notes (continued)

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(j) Leases (continued)

The Group as a lessor

The Group enters into lease agreements as a lessor with respect to some of its aircraft and properties.

Leases for which the Group is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

When the Group is an intermediate lessor, it accounts for the head lease and the sublease as two separate contracts. When the head lease is a short-term lease, the sublease is classified as an operating lease. Otherwise, the sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease.

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight-line basis over the lease term.

Finance income from finance leases is recognised over the lease term based on a pattern reflecting a constant periodic rate of return on the net investment in the lease.

(k) Prepaid maintenance assets

Prepaid maintenance assets are payments made in advance to lessors for aircraft maintenance as required by the lease contracts. The prepaid maintenance reserve is offset against the maintenance cost by the lessor during the lease period. The unutilised prepayments at the end of the lease are not refundable by the lessor.

The maintenance payments are effectively supplemental lease payments which are carried as a lease incentive asset until the amount is forfeited. Since the amount of the refund is unknown and varies with the future maintenance costs to be incurred, it is treated as a variable lease payment that does not depend on an index or a rate and recognised in the profit or loss, within fleet costs, in the period in which the event or condition that triggers those payments occurs, i.e. when the amount of the supplemental rental is forfeited.

The prepaid maintenance asset is assessed for impairment annually based on the expected maintenance payments and projected costs for the remaining period of the lease.

(l) Derivative financial instruments and hedge accounting

The Group holds derivative financial instruments to hedge its foreign currency. Derivatives are initially recognised at fair value; any directly attributable transaction costs are recognised in profit or loss. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

The Group designates:

- Non-derivative financial liabilities to hedge foreign currency risk in a cash flow hedge relationship.

On initial designation, the Group documents the relationship between the hedging instrument and the hedged item, along with its risk management objectives and its strategy for undertaking various hedge transactions. Furthermore, at the inception of the hedge and on an ongoing basis, the Group documents whether the hedging instrument that is used in a hedging relationship is highly effective in offsetting changes in fair values or cash flows of the hedged item. Movements in the hedging reserve in equity are detailed in the other comprehensive income.

All hedging activities are carried out in accordance with the Group's internal risk management policies, as approved by the Board of Directors, and in accordance with the applicable regulations where the Group operates.

When a derivative is designated as a cash flow hedging instrument, the effective portion of the changes in fair value of the derivative is recognised in other comprehensive income and accumulated in the hedging reserve. Any ineffective portion of the changes in fair value of the derivative is recognised immediately in profit or loss. The amount accumulated in equity is retained in other comprehensive income and reclassified to profit or loss in the same period as periods during which the hedged item affects the profit or loss.

Notes (continued)

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(l) Derivative financial instruments and hedge accounting (continued)

Hedge ineffectiveness can arise from:

- The extent to which the hedging instrument is not correlated to the hedged item
- Differences in the timing of the cash flows of the hedged items and the hedging instruments
- The counterparties' credit risk differently impacting the fair value movements of the hedging instruments and hedged items
- Changes to the forecasted amount of cash flows of hedged items and hedging instruments

Variances arising from discounting the hedged item are determined when measuring hedge ineffectiveness and are not considered material.

If the hedging instrument no longer meets the criteria for hedge accounting, expires, is sold, terminated, exercised, or the designation is revoked, then hedge accounting is discontinued prospectively. Any cumulative gain or loss previously recognised in other comprehensive income remains separately in equity until the forecast transaction occurs. If the forecast transaction is no longer expected to occur, then the amount accumulated in equity is reclassified to profit or loss. Accumulated losses in the cash flow hedging reserves are assessed for recoverability at every reporting period date. If a portion of such losses is not expected to be recovered in one or more future periods, the amount is immediately reclassified to profit or loss.

(m) Aircraft purchase

(i) Aircraft subsidy

The Group receives credits from manufacturers in connection with the acquisition of certain aircraft engines. These credits are offset against the cost of new aircraft where the credit is in effect a discount on the price.

(ii) Deferred income

Credits relating to delays in delivery are deferred and recognised in profit or loss on delivery of the aircraft.

(n) Deferred expenditure

The Group amortises cost of obtaining aircraft financing over the loan repayment period. The deferred expenditure is capitalised to the related borrowing (Note 25(d)).

(o) Aircraft deposits

Aircraft deposits relate to advance payments for purchase or lease of aircrafts. Deposits paid towards the acquisition of aircraft represent amounts paid to the lessor for the option to purchase or lease aircrafts in the future. Deposits for leased aircraft acts as security for future lease payments and are fully refundable and accounted for as financial assets. Deposits made for the option to purchase or lease aircrafts in the future are non-refundable upon expiry. Initially, the financial asset is measured at fair value. The difference between fair value and the deposit amount at initial recognition is deferred and amortised to profit or loss over period of deposit only to the extent that it arises from a change in a factor (including time) that market participants would consider when pricing the asset. The deposit is subsequently measured at amortised cost using the effective interest rate method less loss allowance.

Notes (continued)

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(p) Employee benefits

(i) Short term employee benefits

Short term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Group have a present legal or constructive obligation to pay the amount as a result of past service provided by the employee and the obligation can be estimated reliably.

(ii) Termination benefits

Termination benefits are expensed at the earlier of when the Group can no longer withdraw the offer of those benefits and when the Group recognises costs for a restructuring. If benefits are not expected to be settled wholly within 12 months of the reporting date, then they are discounted.

(iii) Accrued leave

The monetary value of the unutilised leave by staff as at year end is carried in accruals as a payable and movements in the year are recognised in profit or loss.

(iv) Employee Share Ownership Scheme (ESOP)

The Group operates an ESOP that was set up during the Initial Public Offering in 1996. The scheme is inactive and currently holds 496,625 shares (2022: 496,625 shares). As part of the 2017 capital restructuring, a new ESOP scheme was created, and the Trustee allocated 142,164,558 ordinary shares which had not been issued to staff at the close of the year.

(v) Defined contribution plan

The employees of the Group participate in a defined contribution retirement benefit scheme. The assets of the scheme are held in a separate trustee administered fund, which is funded by contributions from both the Group and employees. The Group and all its employees also contribute to the National Social Security Fund, which is a defined contribution scheme. The Group's contributions to defined contribution schemes are charged to profit or loss in the year to which they relate. The Group has no further obligation once the contributions have been paid.

(vi) Staff gratuity

The Group has a gratuity arrangement for certain staff who are not covered by the defined contribution plan. Entitled staff are eligible for gratuity upon retirement/leaving the Group based on their contracts.

(q) Income tax expense

Income tax expense represents the sum of the tax currently payable and deferred tax.

(i) Current income tax

The tax currently payable is based on taxable profit for the period. Taxable profit differs from profit as reported in the statement of profit or loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

(ii) Deferred income tax

Deferred income tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred income tax liabilities are generally recognised for all taxable temporary differences. Deferred income tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

Such deferred tax assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. The carrying amounts of deferred tax assets are reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Notes (continued)

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(r) Inventories

Inventories are measured at the lower of cost and net realisable value. Cost comprises expenditure incurred in the normal course of the business including direct material costs and other overheads incurred to bring the asset to the existing location and condition. Cost of issues is calculated using the weighted average method. Net realisable value represents the estimated selling price less all estimated costs of disposal. An allowance is made for obsolete, slow moving and defective inventories.

(s) Cash and cash equivalents

For the purposes of the statement of cash flows, cash and cash equivalents comprises cash in hand, bank balances and short-term deposits net of bank overdrafts.

(t) Share capital

Ordinary shares are classified as 'share capital' in equity. Any premium received over and above the par value of the shares is classified as 'share premium' in equity.

Incremental costs directly attributable to the issue of new ordinary shares or options are shown in equity as a deduction.

(u) Compound instruments

The component parts of compound instruments (convertible notes) issued by the Group are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument. A conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments is an equity instrument.

At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for similar non-convertible instruments. This amount is recorded as a liability on an amortised cost basis using the effective interest method until extinguished upon the conversion or at the instrument's maturity date.

The equity component is determined by deducting the amount of the liability component from the fair value of the compound instrument as a whole. This is recognised and included in equity, net of any income tax effects and is not subsequently re-measured. The component will remain classified as equity until the conversion option is exercised, in which case, the balance recognised in equity will be transferred to share capital/share premium account.

(v) Financial instruments

Financial assets and financial liabilities are recognised in the Group's statement of financial position when the Group becomes a party to the contractual provisions of the instrument. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

i. Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace. All recognised financial assets are measured subsequently in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Notes (continued)

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(v) Financial instruments (continued)

i. Financial assets (continued)

(i) Classification of financial assets

The Group classifies financial instruments into three categories as described below.

Financial assets that meet the following conditions are measured subsequently at amortised cost:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The Group's financial assets at amortised cost include trade receivables, aircraft deposits and cash and bank balances.
Financial assets that meet the following conditions are measured subsequently at fair value through other comprehensive income (FVTOCI):

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling the financial assets; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

By default, all other financial assets are measured subsequently at fair value through profit or loss (FVTPL). Despite the foregoing, the Group may make the following irrevocable election/designation at initial recognition of a financial asset:

- the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if certain criteria are met; and the Group may irrevocably designate a debt investment that meets the amortised cost or FVTOCI criteria as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

(ii) De-recognition

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset measured at amortised cost, the difference between the assets carrying amount and the sum of the consideration received and receivable is recognised in profit or loss. In addition, on derecognition of an investment in a debt instrument classified as at FVTOCI, the cumulative gain or loss previously accumulated in the investments revaluation reserve is reclassified to profit or loss. In contrast, on derecognition of an investment in equity instrument which the Group has elected on initial recognition to measure at FVTOCI, the cumulative gain or loss previously accumulated in the investments revaluation reserve is not reclassified to profit or loss, but is transferred to retained earnings.

(iii) Offsetting of financial assets and liabilities

Financial assets and financial liabilities are offset and the net amount reported in the statement of financial position when there is a legally enforceable right to offset the recognised amount and there is an intention to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Notes (continued)

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(v) Financial instruments (continued)

ii. Financial liabilities

(i) Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Group's financial liabilities include trade and other payables, loans and borrowings including loans and mandatory convertible note.

(ii) Subsequent measurement

For purposes of subsequent measurement, financial liabilities are classified in two categories:
- Financial liabilities at fair value through profit or loss
- Financial liabilities at amortised cost (loans and borrowings)

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by IFRS 9. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the statement of profit or loss. Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in IFRS 9 are satisfied. The Group has not designated any financial liability as at fair value through profit or loss.

Financial liabilities at amortised cost (loans and borrowings)

This is the category most relevant to the Group. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process. Floating rate financial liabilities are initially recognised at an amount equal to the principal. Re-estimating the future interest payments does not significantly affect the carrying amount of the liability.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit or loss. Accounts payables and accruals are recognized for amounts to be paid in the future for goods or services received, whether or not billed by the supplier.

(iii) Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Notes (continued)

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

iii. Impairment

(i) Financial assets

The Group recognises an allowance for expected credit losses (ECLs) for its trade receivables, aircraft deposits and bank balances. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Company expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

For trade receivables, other receivables and loans to related parties the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical loss rates, which are derived from settlement of invoices over an average period of 5 years and adjusted with macroeconomic factor overlay calculations to incorporate current and forward-looking information. Macroeconomic factors incorporated for global debtors were world economic expectations and crude oil price percentage changes, while for local debtors were deposits, savings, lending, GDP and housing price index.

Other assets include cash and bank balances and aircraft deposits which the Group uses counter party external rating equivalent both to determine whether the financial asset has significantly increased in credit risk and to estimate ECLs. The Group applies a simplified approach in calculating ECLs. The assessed amounts in the year were not material.

The Group considers a financial asset in default when contractual payments are 360 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group.

A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows. Indicators that there is no reasonable expectation of recovery include, the debtor being in severe financial difficulty and has failed to engage in repayment plan with the Group.

(ii) Non-financial assets

The carrying amounts of the Group's non-financial assets other than inventories and deferred income tax assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.
An impairment loss is recognised if the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount. A cash-generating unit is the smallest identifiable asset group that generates cash flows that largely are independent from other assets and groups. Impairment losses are recognised in profit or loss. Impairment losses recognised in respect of cash-generating units reduce the carrying amount of the other assets in the unit (group of units) on a pro rata basis.

The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

Notes (continued)

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(w) Sovereign guarantee from the Government of Kenya

The Government of Kenya issued guarantees in relation to certain obligations of the Group to Exim Bank and a consortium of Kenyan Banks as part of balance sheet restructuring. The financial guarantee was initially measured at fair value. After initial recognition, the financial guarantee is measured at amortised cost over the term of the guaranteed loans.

(x) Earnings per share

The Group presents basic and diluted earnings per share (EPS) data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Group by the weighted average number of ordinary shares outstanding during the period. Diluted EPS is determined by during the profit or loss attributable to ordinary shareholders by the weighted average number of ordinary shares outstanding for the effects of all potentially dilutive ordinary shares.

(y) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, there being assets that take substantial period of time to get ready for their intended use, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use. Other borrowing costs are recognised as an expense as per Note 9.

(z) Provision for liabilities

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as finance cost.

Provisions for employee legal claims are recognised when: the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated.

Provisions for employee restructuring are recognised when the Group has approved a detailed formal restructuring plan, and the restructuring has either commenced or has been announced publicly.
Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be insignificant.

Return condition provision represents the estimate of the cost to meet the contractual lease end obligations on certain aircraft and engines held under lease arrangements. The present value of the expected cost is recognised over the lease term considering the existing fleet plan and long-term maintenance schedules.

(aa) Related parties

The Group is controlled by Kenya Airways Plc incorporated in Kenya being the ultimate parent. There are other companies that are related to Kenya Airways Plc through common shareholdings or common Directorships. The Group discloses the nature and amounts outstanding at the end of each financial year from transactions with related parties, which include transactions with the Directors, executive officers and related companies.

(bb) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Executive Officer (CEO). The CEO makes strategic decisions and is responsible for allocating resources and assessing performance of the operating segments.

(cc) Dividends

Dividends payable are recognised as a liability in the period in which they are declared.

Notes (continued)

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

***(dd)* Adoption of new and revised International Financial Reporting Standards**

(i) New and amended standards and interpretations adopted by the Group and Company

Amendments to IAS 12, Income Taxes: Deferred Tax related to Assets and Liabilities arising from a Single Transaction
This amendment was published in May 2021 and is effective for annual periods beginning on or after 1 January 2023.
The amendments require companies to recognise deferred tax on transactions that, on initial recognition, give rise to equal amounts of taxable and deductible temporary differences.

There was no material impact on the adoption of the standard to the financial statements of the Group and Company.

Narrow scope amendments to IAS 1 'Presentation of Financial Statements', Practice statement 2 and IAS 8 'Accounting Policies, Changes in Accounting Estimates and Errors'
This amendment was published in February 2021 and is effective for annual periods beginning on or after 1 January 2023.
The amendments aim to improve accounting policy disclosures and to help users of the financial statements to distinguish changes in accounting policies from changes in accounting estimates.

There was no material impact on the adoption of the standard to the financial statements of the Group and Company.

Amendments to IAS 12 International Tax Reform—Pillar Two Model Rules
This amendment was published in May 2023 and is effective immediately. The deferred tax exemption and disclosure of the fact that the exception has been applied, is effective immediately. The other disclosure requirements are effective annual periods beginning on or after 1 January 2023.
These amendments give companies temporary relief from accounting for deferred taxes arising from the Organisation for Economic Co-operation and Development's (OECD) international tax reform. The amendments also introduce targeted disclosure requirements for affected companies.

There was no material impact on the adoption of the standard to the financial statements of the Group and Company.

(ii) New standards, interpretations and amendments issued but not effective

Amendment to IAS 1 'Presentation of Financial Statements' on Classification of Liabilities as Current or Non-current

This amendment was published in November 2022 and is effective for annual periods beginning on or after 1 January 2024.

The amendment clarifies that liabilities are classified as either current or non-current, depending on the rights that exist at the end of the reporting period. Classification is unaffected by expectations of the entity or events after the reporting date (for example, the receipt of a waiver or a breach of covenant). A number of requirements are required to be met in conjunction with this amendment.

Directors do not plan on early adopting the standard until it becomes effective. It is not expected to have any material effect on the Group or Company.

Amendment to IFRS 16 – Leases on sale and leaseback
This amendment was published in September 2022 and is effective for annual periods beginning on or after 1 January 2024.
These amendments include requirements for sale and leaseback transactions in IFRS 16 to explain how an entity accounts for a sale and leaseback after the date of the transaction. Sale and leaseback transactions where some or all the lease payments are variable lease payments that do not depend on an index or rate are most likely to be impacted.
Directors do not plan on early adopting the standard until it becomes effective. It is not expected to have any material effect on the Group or Company.

Notes (continued)

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(ee) Adoption of new and revised International Financial Reporting Standards (continued)

(ii) New standards, interpretations and amendments issued but not effective (continued)

Amendments to Supplier Finance Arrangements (IAS 7 and IFRS 7)

This amendment was published in May 2023 and is effective for annual periods beginning on or after 1 January 2024.

These amendments require disclosures to enhance the transparency of supplier finance arrangements and their effects on a company's liabilities, cash flows and exposure to liquidity risk. The disclosure requirements are the IASB's response to investors' concerns that some companies' supplier finance arrangements are not sufficiently visible, hindering investors' analysis.

Amendments to IAS 21 Lack of Exchangeability (Amendments to IAS 21)
This amendment was published in August 2023 and is effective for annual periods beginning on or after 1 January 2025.

An entity is impacted by the amendments when it has a transaction or an operation in a foreign currency that is not exchangeable into another currency at a measurement date for a specified purpose. A currency is exchangeable when there is an ability to obtain the other currency (with a normal administrative delay), and the transaction would take place through a market or exchange mechanism that creates enforceable rights and obligations.

Amendments to IFRS S1 General Requirements for Disclosure of Sustainability-related Financial Information
This amendment was published in June 2023 and is effective for annual periods beginning on or after 1 January 2024.

IFRS S1 provides guidance on identifying sustainability-related risks and opportunities, and the relevant disclosures to be made in respect of those sustainability-related risks and opportunities.

Amendments to Climate-related Disclosures (IFRS S2)
This amendment was published in June 2023 and is effective for annual periods beginning on or after 1 January 2024.

IFRS S2 requires an entity to identify and disclose climate-related risks and opportunities that could affect the entity's prospects over the short, medium and long term. It also requires entities to consider specified industry metrics when disclosing qualitative and quantitative components on how the entity uses metrics and targets to measure, monitor and manage the identified material climate-related risks and opportunities.

Directors do not plan on early adopting the standards until they become effective. They are not expected to have any material effect on the Group or Company.

Notes (continued)

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

In applying the Group's accounting policies, the Directors are required to make judgements (other than those involving estimations) that have a significant impact on the amounts recognised and to make estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

a) Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty at the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below.

i. Impairment of non- financial assets

The Group assesses whether there are any indicators of impairment for all non-financial assets at each reporting date. Landing slots which have an indefinite useful life are tested for impairment annually or when such indicators exist. The recoverable amounts of cash generating units have been determined based on the value-in-use calculations. These calculations require the use of significant estimates and assumptions. Other non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. Changes to the estimates around the value in use may result in adjustments to the impairment charge in future periods.

ii. Property, aircrafts and equipment and intangible assets

Useful life of assets

The Group's management estimates the economic useful life of its assets for calculating depreciation. This estimate is determined after considering the expected usage of the assets from the latest feet plans and other business plan information or physical wear and tear. Management reviews the estimated residual value and estimated economic useful lives annually and future depreciation charges would be adjusted where management believes the estimated economic useful life differ from previous estimates.

iii. Impairment of financial assets

The impairment provisions for financial assets are based on assumptions about risk of default and expected loss rates. The measurement of impairment losses across all categories of financial assets requires judgement and the assessment of a significant increase in credit risk. These estimates are driven by a number of factors, changes in which can result in different levels of allowances. The Group's Expected Credit Losses (ECL) calculations are outputs of models with a number of underlying assumptions regarding the choice of variable inputs and their interdependencies. Elements of the ECL models that are considered accounting judgements and estimates include:

- The segmentation of financial assets when their ECL is assessed on a collective basis;
- Historical default and expected loss rates;
- The Group's criteria for assessing if there has been a significant increase in credit risk; and
- Development of ECL models, including the various formulas and the choice of inputs.

Notes (continued)

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

a) Key sources of estimation uncertainty (Continued)

iv. Return condition provisions

Under the terms of the lease arrangements with the lessors, the Group and Company as lessee are contractually committed to either return the aircraft and/or engines in a certain condition or to compensate the lessor based on the actual condition of the aircraft and/or engines at the date of return. The Group is required to fulfil certain obligations which may include the completion of certain overhauls to the airframe, auxiliary power unit, engines and the refurbishment of seats at the date of return of the aircraft. The provision for return conditions is determined based on the best estimate of the future costs that will be incurred to fulfil the return conditions. The measurement of the provision includes assumptions relating to expected costs, escalation rates, discount rates commensurate with the expected obligation maturity and long-term maintenance schedules. Changes in the assumptions may result to adjustments in the measurement of the provision in future periods.

v. Determination of discount rate

The Group cannot readily determine the interest rate implicit in the lease, therefore it uses a discount rate to measure lease liabilities. The discount rate is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of -use asset in a similar economic environment. The discount rate therefore reflects what the Group would have to pay which requires estimation when no observable rates are available or when they need to be adjusted to reflect the terms and conditions of the lease. The discount rate for each lease was determined by taking into account the risk-free rate, adjusted for factors such as credit rating linked to the life of the underlying asset. Changes to the inputs used to estimate the discount rate may result to adjustment of the discount rate and ultimately the lease liability measurement in future periods.

vi. Asset restoration obligations

The Group has identified certain contractual obligations associated with the restoration of leased properties at the end of the lease term. An estimate of the present value of restoration costs are recognised as part of the right-of-use asset and depreciated over the lease term. Measurement of this provision requires assumptions and estimates to be made in relation to discount rates, the expected restoration costs and the expected timing of these costs. Changes in this provision are recognised as an adjustment to the right of use asset.

b) Critical accounting estimates, assumptions and judgements

i. Impairment of non-financial assets

An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use.

The Group performed an impairment test on its owned aircrafts and right of use assets for leased aircrafts. The impairment review was carried out at the 'cash-generating unit' level, defined as the smallest identifiable group of assets, liabilities and associated intangible assets that generate cash inflows that are largely independent of the cash flows from other assets or group of assets. The impairment review was performed on the network airline operations CGU, including passenger, freighter and charter operations, as well as all related ancillary operations.

Notes (continued)

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

b) Critical accounting estimates, assumptions and judgements (Continued)

i. Impairment of non-financial assets (continued)

The Group and Company performed an impairment assessment of its owned aircrafts and related equipment at the end of year by comparing the recoverable amounts of the assets against their carrying value in the statement of financial position. Similar to prior years, the recoverable amount was based on fair value less costs to dispose of the aircrafts and related equipment by an independent external aviation expert, mba Aviation (USA).

The basis of valuation was market prices based on recent transactions. The valuation is considered to be level 3 in the fair value hierarchy due to unobservable inputs used in the valuation. As a result, an impairment charge of KShs 461 million for Group and Company was realised for owned aircrafts.

The recoverable amount of the network airline operations for leased aircrafts has been measured based on the value-in-use, using a discounted cash flow model for leased aircrafts. Cash flow projections are based on the business plan covering the remaining life of each aircraft. Cash flows for the remaining life of each aircraft have been projected to increase in line with the long-term growth rate of the main economies in which the Group operates. There was no impairment charged for the leased aircrafts.

ii. Recoverability of deferred income tax assets

The timing and duration of return to profitability has resulted in the Group exercising judgment in the determination of cashflow forecast. The Company has therefore not recognised deferred tax assets in the financial statements in view of the uncertainty regarding the ability of the Company to generate sufficient taxable profits in the foreseeable future to facilitate utilisation of the benefits from the deductions.

The deferred tax assets include an amount of KShs 951 million (2022: KShs 903 million) relating to African Cargo Handling Limited and Kenya Airfreight Handling Company. The Group has concluded that the deferred income tax assets will be recoverable using the estimated future taxable income based on the approved business plans and budgets for the subsidiaries. . The subsidiary is expected to generate taxable income from 2023 onwards. The losses can be carried forward for 10 years.

As at 31 December 2023, the Group and Company had unrecognised deferred tax assets of KShs 58,304 million and KShs 56,206 million respectively relating to tax losses they do not reasonably expect to utilise.

iii. Unused ticket revenue

Unused tickets are recognised as revenue using estimates regarding the timing of recognition based on terms and conditions of the ticket and historical trends. Historically, the Group estimated the timing of recognition of unused tickets as 13 months. The group recognized KShs 28,219 million (2022: KShs 18,951 million) as sales in advance of carriage (See Note 29).

Notes (continued)

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

c) Critical judgements in applying the Group's accounting policies

The following are the critical judgements, apart from those involving estimations (which are presented separately above), that the directors have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in financial statements.

i. Determining the lease term of contracts with renewal and termination options

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised. The Group has several property lease contracts that include extension options.

The Group applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or terminate.

ii. Classification of rental property as property, plant and equipment or investment property

The Group determines whether a property should be classified as investment property or property, plant and equipment by considering the following factors;

- The intention for the use of the property;
- The proportion of rental income to the total income;
- The portion that is held for rentals or capital appreciation versus the portion that is held for use in the production or supply of goods or services or for administrative purposes; and
- The significance of ancillary services provided to the occupants of the property.

d) Critical judgements in applying the Group's accounting policies

iii. Deferred income tax asset

Deferred tax assets are recognised for all unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies. As disclosed in Note 4(b), the Group has not recognised the full deferred income tax assets on the basis that the only the recognised portion is recoverable.

iv. Accounting for foreign currency hedge

The Company hedges its foreign currency risk in relation to its borrowings and lease liabilities against forecasted US dollar-denominated future revenue streams. The determination of the effectiveness of the hedge involves estimation of future USD revenue forecasts based on significant management assumptions such as ratio used to allocate "highly probable" USD sales out of the total budgeted sales, future currency exchange rates and revenue growth rates.

Notes (continued)

5 FINANCIAL RISK MANAGEMENT

Operating in the aviation industry, Kenya Airways Plc carries out its activities in an extremely dynamic, and often highly volatile, commercial environment. Therefore, both opportunities and risks are encountered as part of everyday business for the Group and Company. The Group's and Company's ability to recognise, successfully control and manage risks early in their development and to identify and exploit opportunities is key to its ability to successfully realise the corporate vision.

The Group and Company has exposure to the following risks from its use of financial instruments:

a) Market risk
b) Credit risk
c) Liquidity risk
d) Capital management

Changing market conditions expose the Group and Company to various financial risks and management have highlighted the importance of financial risk management as an element of control for the Group and Company. The policy of the Group and Company is to minimise the negative effect of such risks on cash flow, financial performance and equity.

This note presents information about the Group's and Company's exposure to each of the above risks, the Group's and Company's objectives, policies and processes for measuring and managing risk and the Group's and Company's management of capital. Further quantitative disclosures are included throughout these financial statements.

The Group's and Company's Board of Directors have overall responsibility for the establishment of an oversight of the Group's and Company's risk management framework. The Board of Directors have established the Risk Management Committee, which is responsible for developing and monitoring the Group's and Company's risk management policies. The committee reports regularly to the Board of Directors on its activities.

The Group's and Company's risk management framework

The Group's and Company's risk management policies are established to identify and analyse the risks faced by the Group and Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in the market conditions and Group's activities. The Group and Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

Notes (continued)

5 FINANCIAL RISK MANAGEMENT (Continued)

The Group's and Company's risk management framework (Continued)

The Audit and Risk Management Committee oversees how management monitors compliance with the Group's and Company's risk management policies and procedures and reviews the adequacy of the risk management framework in relation to risks faced by the Group and Company. The Audit and Risk Management Committee is assisted in its oversight role by Internal Audit. Internal Audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the Board Audit and Risk Committee.

(a) Market risk

Market risk is the risk that changes in market prices, such as changes in interest rates, jet fuel prices or foreign exchange rates will affect the Group's and Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposure within acceptable parameters, while optimising returns.

Where possible, the Group and Company uses derivatives to manage market risks. As such, transactions are carried out within the guidelines set by the Board of Directors. Generally, the Group and Company seeks to apply hedge accounting to manage volatility in profit or loss.

(i) Interest rate risk

The Group's and Company's exposure to market risk due to changes in interest rates primarily relates to its cash deposits and borrowings.

Most of the Group's and Company's debts are asset secured, reflecting the capital-intensive nature of the airline industry. The Group and Company has a mix of fixed rate interest loans and variable rate interest loans.

Exposure to interest rate risk

The interest rate profile of the Group's and Company's interest-bearing financial instruments as reported to management of the Group and Company is as follows:

Group and Company

	Nominal amount			
	2023		**2022**	
	Effective interest rate	**KShs millions**	**Effective interest rate**	**KShs millions**
Fixed rate instruments				
Local currency facility	3.00%	105,239	3.00%	11,337
Mandatory convertible note – liability component	12.03%	6,857	12.03%	4,501
		112,096		15,838
Variable rate instruments				
Local bank revolving facility	10.59%	17,092	6.49%	13,113
Samburu facility	11.21%	13,509	5.75%	13,412
Tsavo facility	11.15%	5,864	1.79%	62,477
		36,465		89,002
Total exposure		148,561		104,840

Notes (continued)

5 FINANCIAL RISK MANAGEMENT (Continued)

(a) Market risk (Continued)

(i) Interest rate risk (continued)

Sensitivity Analysis

A 1% increase/decrease in the interest rates at the reporting date would have increased/ decreased profit or loss and equity by the amounts shown below. The analysis assumes that all other variables, in particular, foreign currency rates, remain constant and is only applied on variable interest-bearing instruments.

	Profit or loss/equity	
Variable rate instruments	**2023 KShs million**	**2022 KShs million**
1% increase	(365)	(890)
1% decrease	365	890

(ii) Jet fuel price risk

The Group and Company are exposed to jet fuel price risk to the extent that there are significant changes in the prices of jet fuel. To minimise exposure to fluctuations in prices, the Group and Company consider the use of fuel hedge instruments periodically to manage exposure to fuel risk. The Group's and Company's risk management objective is to hedge the jet fuel price risk by effectively fixing the price of the expected future purchases which are highly probable. The Group and Company uses Options as its derivative financial instruments, while the entire risk of jet fuel purchase are designated as the hedged item.

At the inception of the hedge and in subsequent periods, the hedges are expected to be highly effective in achieving off-setting changes in the fair value attributable to the fuel purchases during the period for which the hedges is designated.

The Group and Company measures and assesses the hedge effectiveness monthly. The Group's and Company's policy is to hedge a maximum of 40% of the current year's projected fuel requirements. The Group and Company did not enter into any fuel hedge contracts in the current year.

(iii) Foreign currency risk

The Group and Company are exposed to foreign currency risk to the extent that there is mismatch between the currencies in which sales, purchases and borrowings are denominated. The currencies in which these transactions are primarily denominated are US Dollars (USD), Euros and Sterling Pounds.

To mitigate the foreign currency risk exposure, management hedges highly probable forecast USD sales against USD loans and lease liabilities to ensure that the foreign currency obtained from their sales is used to settle any foreign denominated liabilities. The main liabilities are the repayment of borrowings and lease liabilities relating to aircraft. Generally, liabilities are denominated in currencies that match the cash flows generated by the underlying operations of the Group and Company – primarily US Dollars. In addition, interest on borrowings and lease liabilities are denominated in the currency of the borrowing and lease liabilities.

The various currencies to which the Group and Company were exposed at 31 December 2023 and 31 December 2022 are summarised in the table below (all amounts expressed in Kenya Shillings million). The exposure is only in relation to the major non-Kenya shilling denominated balances:

Notes (continued)

5 FINANCIAL RISK MANAGEMENT (Continued)

(a) Market risk (Continued)

(iii) Foreign currency risk (Continued)

Group

31 December 2023

	GBP KShs millions	USD KShs millions	Euro KShs millions	Total KShs millions
Financial assets and lease receivables				
Prepaid maintenance asset	-	21,942	-	21,942
Aircraft deposits	-	5,088	-	5,088
Trade and other receivables	1,919	3,630	1,082	6,631
Cash and cash equivalents	209	2,091	527	2,827
	2,128	32,751	1,609	36,488
Financial liabilities and provisions				
Trade and other payables	(1,070)	(36,454)	(2,006)	(39,530)
Mandatory convertible note	-	(6,857)	-	(6,857)
Lease liabilities	-	(10,073)	-	(10,073)
Return condition provision	-	(14,039)	-	(14,039)
Net exposure	1,058	(34,672)	(397)	(34,011)
Financial liabilities				
Loans and borrowings	-	(36,465)	-	(36,465)
Lease liabilities	-	(45,954)	-	(45,954)
Net exposure	-	(82,419)	-	(82,419)

31 December 2022

	GBP KShs millions	USD KShs millions	Euro KShs millions	Total KShs millions
Financial assets and lease receivables				
Prepaid maintenance asset	-	14,388	-	14,388
Aircraft deposits	-	3,703	-	3,703
Trade and other receivables	950	6,999	904	8,853
Cash and cash equivalents	27	2,083	256	2,366
	977	27,173	1,160	29,310
Financial liabilities and provisions				
Trade and other payables	(852)	(25,202)	1,040	(25,014)
Mandatory convertible note	-	(5,670)	-	(5,670)
Lease liabilities	-	(13,131)	-	(13,131)
Return condition provision	-	(14,039)	-	(14,039)
Net exposure	125	(30,869)	2,200	(28,544)
Financial liabilities				
Loans and borrowings	-	(91,859)	-	(91,859)
Lease liabilities	-	(41,721)	-	(41,721)
Net exposure	-	(133,580)	-	(133,580)

Notes (continued)

5 FINANCIAL RISK MANAGEMENT (Continued)

(a) Market risk (Continued)

(iii) Foreign currency risk (Continued)

Company:

31 December 2023	GBP KShs millions	USD KShs millions	Euro KShs millions	Total KShs millions
Financial assets and lease receivables				
Prepaid maintenance asset	-	11,736	-	11,736
Aircraft deposits	-	5,088	-	5,088
Trade and other receivables	950	6,055	904	7,909
Cash and cash equivalents	27	2,023	256	2,306
	977	24,902	1,160	27,039
Financial liabilities and provisions				
Return condition provision	-	(13,954)	-	(13,954)
Trade and other payables	(852)	(23,258)	(1,027)	(25,137)
Mandatory convertible note	-	(6,857)	-	(6,857)
Lease liabilities	-	(8,664)	-	(8,664)
Net exposure	125	(27,831)	133	(27,573)
Financial liabilities				
Loans and borrowings	-	(36,465)	-	(36,465)
Lease liabilities	-	(38,201)	-	(38,201)
Net exposure	-	(74,666)	-	(74,666)
31 December 2022				
Financial assets and lease receivables				
Prepaid maintenance asset	-	11,737	-	11,737
Aircraft deposits	-	3,703	-	3,703
Trade and other receivables	950	6,055	904	7,909
Cash and cash equivalents	27	2,023	256	2,306
	977	23,518	1,160	25,655
Financial liabilities and provisions				
Return condition provision	-	(9,939)	-	(9,939)
Trade and other payables	(852)	(23,358)	(1,027)	(25,237)
Mandatory convertible note	-	(5,670)	-	(5,670)
Lease liabilities	-	(11,197)	-	(11,197)
Net exposure	125	(26,646)	133	(26,388)
Financial liabilities				
Loans and borrowings	-	(91,859)	-	(91,859)
Lease liabilities	-	(35,975)	-	(35,975)
Net exposure	-	(127,834)	-	(127,834)

Notes (continued)

5 FINANCIAL RISK MANAGEMENT (Continued)

(a) Market risk (Continued)

(iii) Foreign currency risk (Continued)

Sensitivity analysis

A 10% percent appreciation or depreciation of the Kenya shilling against the following currencies would increase/ (decrease) the reported profit or loss and equity by amounts shown below. This analysis is based on foreign currency exchange rates variances that the Group considered to be reasonably possible at end of the reporting period. This analysis assumes that all other variables in particular interest rates remain constant.

Profit or loss	Group		Company	
	2023 KShs millions	2022 KShs millions	2023 KShs millions	2022 KShs millions
GBP	106	13	13	106
USD	(3,773)	(3,087)	(2,655)	(3,773)
EURO	(40)	220	13	(40)
	(3,707)	(2,854)	(2,629)	(3,707)
USD	(7,819)	(13,358)	(7,244)	(12,783)

The exchange rates applied during the year are as follows:

	Average rates		Closing rates	
	2023	2022	2023	2022
GBP	173.88	145.42	199.67	148.52
USD	139.72	118.37	156.69	123.47
EURO	151.40	124.40	173.57	131.54

(b) Credit risk

Credit risk is the risk of financial loss to the Group and Company if a customer or a counter-party to a financial instrument fails to meet its contractual obligations and arises principally from the Group's and Company's receivables from customers, cash and bank balances and aircraft deposits.

The carrying amount of the financial assets represents the maximum credit exposure.

The Group and Company largely conducts its sale of passenger and cargo transportation through International Air Transport Association (IATA) approved sales agents. All IATA agents have to meet a minimum financial criterion applicable to their country of operation to remain accredited. Adherence to the financial criteria is monitored on an on-going basis by IATA through the association's Agency Programme. The credit risk associated with such sales agents is relatively low owing to the programme's broad diversification. The Group's and Company's accounts receivable are generated largely from the sale of passenger airline tickets and cargo transportation services. Majority of these sales are in accounts receivable which are generally short term in duration. The credit risk associated with these receivables is minimal and the expected credit loss that the Group and Company has recognised in the financial statements is considered adequate to cover any potentially irrecoverable amounts.

Notes (continued)

5 FINANCIAL RISK MANAGEMENT (Continued)

(b) Credit risk (Continued)

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due. The expected credit losses are based on the historical loss rates, which are derived from settlement of invoices over an average period of 5 years and adjusted with macroeconomic factor overlay calculations to incorporate current and forward-looking information. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets.

The Group and Company do not have significant concentrations of credit risk on derivative counterparties where transactions are limited to financial institutions possessing high credit quality since the risk of default is low

The Board of Directors sets the Group's and Company's treasury policies and objectives and lays down parameters within which the various aspects of treasury risk management are operated. The Board has set limits for investing in specified banks and financial institutions and cash surpluses are maintained with credible institutions.

The carrying amount of financial assets and lease incentive asset represents the maximum exposure to credit risk:

	Group		Company	
	2023 KShs millions	2022 KShs millions	2023 KShs millions	2022 KShs millions
Trade receivables	17,355	9,810	16,999	5,894
Other receivables	2,370	4,714	1,239	29,027
Due from related parties	-	-	27,290	25,342
Aircraft deposits	5,088	3,703	5,088	3,703
Bank balances	7,765	9,633	7,477	9,503
Prepaid maintenance asset	21,437	14,273	17,709	11,737
Total	54,015	42,133	75,802	85,206

In order to minimise credit risk, the Group has tasked its Risk Management Committee to develop and maintain the Group's credit risk grading to categorise exposures according to their degree of risk of default. The credit rating information is supplied by independent rating agencies where available and, if not available, the Risk Management Committee uses other publicly available financial information and the Group's own trading records to rate its major customers and other debtors. The Group's exposure and the credit ratings of its counterparties are continuously monitored, and the aggregate value of transactions concluded is spread amongst approved counterparties.

Notes (continued)

5 FINANCIAL RISK MANAGEMENT (Continued)

(b) Credit risk (Continued)

The Group's current credit risk grading framework comprises the following categories:

Category	Description	Basis for recognizing expected credit losses
Performing (stage 1)	The counterparty has a low risk of default and does not have any past-due amounts.	Lifetime ECL
Doubtful (stage 2)	Amount is >30 days past due or there has been a significant increase in credit risk since initial recognition.	Lifetime ECL – not credit impaired
In default (stage 3)	Amount is >360 days past due or there is evidence indicating the asset is credit impaired.	Lifetime ECL – credit impaired
Write off	There is evidence indicating that the debtor is in severe financial difficulty and has failed to engage in a repayment plan with the Group.	Amount is written off

The Group and Company consider factors such as changes in the payment cycle i.e. there is reduced frequency in payment remittances from what had been agreed with the customer. For example, if a debtor defaults in the IATA clearing house, this is flagged as an indication of a significant increase in credit risk.

The tables below detail the credit quality of the Group's and Company's financial assets as well as the Group's and Company's maximum exposure to credit risk by credit risk rating grades.

Group

	External credit rating	Internal credit rating	12 month or lifetime ECL	Gross carrying amount KShs millions	Loss allowance KShs millions	Net carrying amount KShs millions
31 December 2023						
Trade receivables	N/A	Doubtful	Lifetime ECL	3,467	(805)	2,662
Other receivables	N/A	Doubtful	Lifetime ECL	477	(14)	463
Bank balances	A, BBB, B+, B-	Performing	12-month ECL	7,765	-	7,765
Aircraft deposits	N/A	Performing	12-month ECL	5,088	-	5,088
Due from related companies	N/A	Doubtful	Lifetime ECL	40	(40)	-
Prepaid maintenance asset	N/A	Performing	12-month ECL	21,437	-	21,437
				38,274	(859)	37,415
31 December 2022						
Trade receivables	N/A	Doubtful	Lifetime ECL	2,285	(1,480)	805
Other receivables	N/A	Doubtful	Lifetime ECL	352	(11)	341
Bank balances	A, BBB, B+, B-	Performing	12-month ECL	9,633	-	9,633
Aircraft deposits	N/A	Performing	12-month ECL	3,703	-	3,703
Due from related companies	N/A	Doubtful	Lifetime ECL	69	(69)	-
Prepaid maintenance asset	N/A	Performing	12-month ECL	13,934	-	13,934
				29,976	(1,560)	28,416

Notes (continued)

5 FINANCIAL RISK MANAGEMENT (Continued)

(b) Credit risk (Continued)

The tables below detail the credit quality of the Group's and Company's financial assets as well as the Group's and Company's maximum exposure to credit risk by credit risk rating grades.

Company

31 December 2023

	External credit rating	Internal credit rating	12 month or lifetime ECL	Gross carrying amount KShs millions	Loss allowance KShs millions	Net carrying amount KShs millions
Trade receivables	N/A	Doubtful	Lifetime ECL	3,413	(791)	2,622
Other receivables	N/A	Doubtful	Lifetime ECL	1,996	(72)	1,924
Bank balances	A, BBB, B+, B-	Performing	12-month ECL	7,477	-	7,477
Aircraft deposits	N/A	Performing	12-month ECL	5,088	-	5,088
Due from related companies	N/A	Doubtful	Lifetime ECL	27,330	(1,678)	25,652
Prepaid maintenance asset	N/A	Performing	12-month ECL	17,709	-	17,709
				63,013	(2,541)	60,472

31 December 2022

	External credit rating	Internal credit rating	12 month or lifetime ECL	Gross carrying amount KShs millions	Loss allowance KShs millions	Net carrying amount KShs millions
Trade receivables	N/A	Doubtful	Lifetime ECL	2,196	(1,400)	796
Other receivables	N/A	Doubtful	Lifetime ECL	2,069	(11)	2058
Bank balances	A, BBB, B+, B-	Performing	12-month ECL	9,503	-	9,503
Aircraft deposits	N/A	Performing	12-month ECL	3,703	-	3,703
Due from related companies	N/A	Doubtful	Lifetime ECL	25,602	(1,192)	24,410
Prepaid maintenance asset	N/A	Performing	12-month ECL	11,737	-	11,737
				54,810	(2,603)	52,207

Notes (continued)

5 FINANCIAL RISK MANAGEMENT (Continued)

(b) Credit risk (Continued)

Credit risk profile based on provision matrix (Amounts in KShs millions)

Group

31 December 2023	**<30 days**	**31-60 days**	**61-90 days**	**91-180 days**	**181-360 days**	**Over 361 days**	**Total**
Trade- Airlines							
ECL rate	1.3%	11.4%	0.0%	31.9%	19.3%	48.3%	39.3%
Expected gross carrying amount	327	0	8	0	0	1,415	1,750
Lifetime ECL	4	0	1	0	0	683	688
Trade- Agents							
ECL rate	0.1%	2.8%	7.8%	33.6%	31.5%	100.0%	12.0%
Expected gross carrying amount	8,842	328	138	682	556	945	11,491
Lifetime ECL	13	9	11	229	175	944	1,381
Trade- Others							
ECL rate	5.3%	17.2%	18.4%	18.1%	23.9%	56.1%	33.8%
Expected gross carrying amount	440	149	140	308	633	1,276	2,946
Lifetime ECL	23	26	26	56	151	716	998
Trade- Government							
ECL rate	2.8%	11.7%	15.4%	30.5%	37.4%	96.7%	37.6%
Expected gross carrying amount	354	156	39	223	78	319	1,169
Lifetime ECL	10	18	6	68	29	308	439
Other receivables, prepayments and related party balances							
ECL rate	0.3%	3.3%	2.5%	2.7%	3.5%	7.8%	4.7%
Expected gross carrying amount	1,844	186	87	1,796	318	3,872	8,103
Lifetime ECL	6	6	2	48	11	304	377

Notes (continued)

5 FINANCIAL RISK MANAGEMENT (Continued)

(b) Credit risk (Continued)

Credit risk profile based on provision matrix (Amounts in KShs millions)

31 December 2022

Trade- Airlines							
ECL rate	13.6%	26.8%	46.1%	61.2%	58.1%	97.3%	64.4%
Expected gross carrying amount	59	7	7	7	327	167	574
Lifetime ECL	8	2	3	4	190	163	370
Trade- Agents							
ECL rate	1.9%	20.5%	70.3%	75.6%	87.8%	98.8%	12.4%
Expected gross carrying amount	8,736	284	139	197	136	678	10,170
Lifetime ECL	164	58	98	149	119	670	1,258
Trade- Others							
ECL rate	87.0%	91.5%	94.0%	94.0%	97.0%	99.8%	95.6%
Expected gross carrying amount	324	137	95	280	331	850	2,017
Lifetime ECL	282	125	89	263	321	848	1,928
Trade- Government							
ECL rate	1.9%	6.6%	8.3%	18.3%	24.0%	92.3%	27.5%
Expected gross carrying amount	299	29	64	135	112	172	811
Lifetime ECL	6	2	5	25	27	158	223
Other receivables, prepayments and related party balances							
ECL rate	1.5%	1.7%	3.1%	2.1%	3.8%	10.7%	7.5%
Expected gross carrying amount	275	97	145	465	1,055	3,017	5,054
Lifetime ECL	4	2	4	10	40	321	381

Notes (continued)

5 FINANCIAL RISK MANAGEMENT (Continued)

(c) Credit risk (Continued)

Credit risk profile based on provision matrix (Amounts in KShs millions)

Company

31 December 2023	<30 days	31-60 days	61-90 days	91-180 days	181-360 days	Over 361 days	Total
Trade - Airlines							
ECL rate	1.3%	11.7%	0.0%	32.6%	19.7%	49.4%	40.2%
Expected gross carrying amount	319	-	8	-	-	1,382	1,709
Lifetime ECL	4	-	1	-	-	683	688
Trade - Agents							
ECL rate	0.1%	2.8%	7.8%	32.7%	31.9%	100.0%	12.0%
Expected gross carrying amount	8,620	320	134	665	542	921	11,202
Lifetime ECL	12	9	11	217	173	921	1,343
Trade - Others							
ECL rate	5.4%	17.4%	18.6%	18.2%	24.1%	56.6%	34.2%
Expected gross carrying amount	436	148	139	305	627	1,264	2,919
Lifetime ECL	23	26	26	56	151	716	998
Trade - Government							
ECL rate	2.8%	11.7%	15.4%	30.5%	37.4%	96.7%	37.6%
Expected gross carrying amount	354	156	39	223	78	319	1,169
Lifetime ECL	10	18	6	68	29	308	439
Other receivables, prepayments and related party balances							
ECL rate	0.4%	4.2%	3.2%	3.4%	4.4%	10.0%	5.9%
Expected gross carrying amount	7,730	778	367	7,527	1,334	16,229	33,965
Lifetime ECL	30	33	12	258	59	1,623	2,015
31 December 2022							
Trade - Airlines							
ECL rate	2.6%	0.0%	0.0%	0.0%	70.6%	94.6%	73.3%
Expected gross carrying amount	38	1	1	0	307	157	504
Lifetime ECL	1	-	3	-	217	149	370
Trade - Agents							
ECL rate	1.9%	22.1%	46.6%	56.4%	78.2%	96.2%	11.2%
Expected gross carrying amount	8,445	263	131	186	127	634	9,786
Lifetime ECL	164	58	61	105	99	610	1,097
Trade - Others							
ECL rate	87.2%	91.8%	94.2%	94.2%	97.3%	100.0%	95.9%
Expected gross carrying amount	323	136	94	279	330	848	2,010
Lifetime ECL	282	125	89	263	321	848	1,928
Trade - Government							
ECL rate	1.9%	6.6%	8.3%	18.3%	24.0%	92.4%	27.5%
Expected gross carrying amount	299	29	64	135	112	172	811
Lifetime ECL	6	2	5	25	27	159	224
Other receivables, prepayments and related party balances							
ECL rate	0.3%	0.3%	0.5%	0.4%	0.6%	1.8%	1.3%
Expected gross carrying amount	1,613	569	849	2,733	6,195	17,716	29,675
Lifetime ECL	4	2	4	10	40	321	381

Notes (continued)

5 FINANCIAL RISK MANAGEMENT (Continued)

(b) Credit risk (Continued)

A reconciliation of the impairment loss accounts:

Group

	Trade and other receivables KShs millions	Due from related party KShs millions	Total KShs millions
31 December 2023			
At 1 January 2023	(4,030)	(69)	(4,099)
Unused amounts reversed	216	-	216
At 31 December 2023	(3,814)	(69)	(3,883)

Group
31 December 2022

At 1 January 2022	(2,667)	(86)	(2,753)
Increase in expected credit losses	(1,363)	-	(1,363)
Unused amounts reversed	-	17	17
At 31 December 2022	(4,030)	(69)	(4,099)

Company

31 December 2023			
At 1 January 2023	(3,868)	(130)	(3,998)
Increase in expected credit losses	(1,485)	-	(1,485)
At 31 December 2023	(5,353)	(130)	(5,483)
31 December 2022			
At 1 January 2022	(2,585)	(147)	(2,732)
Increase in expected credit losses	(1,283)	-	(1,283)
Unused amounts reversed	-	17	17
At 31 December 2022	(3,868)	(130)	(3,998)

Notes (continued)

5 FINANCIAL RISK MANAGEMENT (Continued)

(b) Credit risk (Continued)

Incorporation of forward-looking information

The Group incorporates forward-looking information into both the assessment of whether the credit risk of an instrument has increased significantly since its initial recognition and the measurement of ECL. The Group formulates three economic scenarios: a base case, which is the central scenario, developed internally based on consensus forecasts, and two less likely scenarios, one upside and one downside scenario.

The central scenario is aligned with information used by the Group for other purposes such as strategic planning and budgeting. External information considered includes economic data and forecasts published by governmental bodies and monetary authorities in the countries where the Group operates, supranational organisations such as the World Bank, the International Monetary Fund and selected private-sector forecasts. The forecasts for the macroeconomic factors were derived using ARIMA time series modelling. However, the forecasts that could not be reasonably derived using ARIMA were obtained from the sources described above.

The Group has identified and documented key drivers of credit risk and credit losses for each portfolio of financial instruments and, using an analysis of historical data, has estimated relationships between macro-economic variables and credit risk and credit losses. The key drivers for credit risk for receivable portfolios are: lending rates, inflation rates, deposits rates,, savings rates, currency exchange rates, Consumer Price Index and changes in GDP.

The economic scenarios used as at 31 December 2023 include the following range of indicators

Macro-Economic Variable	Base	Upside	Downside
Weighting	**90.00%**	**5.00%**	**5.00%**
Inflation Rate	8.30%	9.55%	7.05%
Deposit	7.77%	9.02%	6.52%
Saving	3.74%	4.99%	2.49%
Lending	13.23%	14.48%	11.98%
Currency exchange rate	2.09%	3.34%	0.84%
Global CPI % Change	6.97%	8.64%	5.29%
Real Global GDP % Change	2.83%	5.42%	0.25%

In determining the economic scenarios to be applied, each of the economic variables was adjusted either upside or downside using the historical standard deviation. Predicted relationships between the key indicators and default and loss rates on the trade receivables portfolios were developed based on analyzing historical data over the past five years.

Sensitivity Analysis

A 5% increase/decrease in the macroeconomic variables at the reporting date would have increased/ decreased profit or loss and equity by the amounts shown below. The analysis assumes that all other variables, in particular, probabilities of default and loss given defaults, remain constant.

	Profit or loss/equity	
	2023 KShs millions	**2022 KShs millions**
Macroeconomic variables		
5% increase	(234)	(158)
5% decrease	234	158

Notes (continued)

5 FINANCIAL RISK MANAGEMENT (Continued)

(c) Liquidity risk

Liquidity risk is the risk that the Group and Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's and Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's and Company's reputation.

Kenya Airways seeks to maintain sufficient cash balances to cover six months debt obligations and lease rentals.

Management performs cash flow forecasting and monitor rolling forecasts of the Group's and Company's liquidity requirements to ensure it has sufficient cash to meet its operational needs while maintaining sufficient headroom on its undrawn borrowing facilities at all times so that the Group and Company do not breach borrowing limits or covenants on any of its borrowing facilities. Management have sought waivers before year-end from lenders when they have not been compliant with the covenants. Where the waiver is not received prior to the year end, management classifies the loans as current in compliance with the standards. Note 2(e) summarises the procedures the Directors' are putting in place to address the solvency challenges facing the Company.

The table below analyses financial liabilities and provisions into relevant maturities based on the remaining period at year-end to the contractual maturity date. The amounts are gross and undiscounted and include estimated interest payments.

Group:

31 December 2023	**Less than 1 year KShs millions**	**2 - 5 years KShs millions**	**Over 5 years KShs millions**	**Total KShs millions**
Borrowings	30,594	75,607	69,335	175,536
Trade and other payables	54,147	-	-	54,147
Lease liabilities	17,943	33,719	30,390	82,052
Return condition provisions	5,039	9,888	3,954	18,881
	107,723	119,214	103,679	330,616
31 December 2022				
Borrowings	47,879	173,312	-	221,191
Trade and other payables	43,013	-	-	43,013
Lease liabilities	15,585	38,519	26,084	80,188
Return condition provisions	1656	4,729	7,673	14,058
	108,133	216,560	33,757	358,450

Notes (continued)

5 FINANCIAL RISK MANAGEMENT (Continued)

(c) Liquidity risk (Continued)

Company

31 December 2023	Less than 1 year KShs millions	2 - 5 Years KShs millions	Over 5 years KShs millions	Total KShs millions
Borrowings	30,594	75,706	69,335	175,635
Trade and other payables	75,812	-	-	75,812
Lease liabilities	10,803	33,291	26,629	70,723
Return condition provisions	4,048	7,934	1,984	13,966
	121,257	116,931	97,948	336,136
31 December 2022				
Borrowings	47,879	173,312	-	221,191
Trade and other payables	65,512	-	-	65,512
Lease liabilities	13,765	32,030	25,377	71,172
Return condition provisions	1,443	2,415	6,081	9,939
	128,599	207,757	31,458	367,814

(d) Capital management

The Group's Board of Director's policy is to maintain a strong capital base so as to maintain investor and creditor confidence and to sustain future development of the business.

The Group's Board of Directors monitors the return on capital, which is defined as net operating income divided by total shareholders' equity.

The Group's Board of Directors seeks to maintain a balance between the higher returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position.

The Group monitors the return on shareholder's funds which is defined as the profit for the year expressed as a percentage of average shareholder's equity. The Group and Company seeks to provide a higher return to the shareholders by investing in more profitable routes and improving on efficiencies to provide world class service to meet its growth plans.

The Group also monitors capital on the basis of a gearing ratio which is calculated as the ratio of borrowings net of bank and cash balances to shareholder's equity.

The gearing ratio for the Group at the end of the year was as follows:

Group	2023 KShs millions	2022 KShs millions
Total equity*	(135,652)	(108,090)
Borrowings	148,230	139,248
Less: Cash and bank balances	(7,768)	(9,633)
Net borrowings	140,462	129,615
Net debt to equity ratio	>100%	>100%

Notes (continued)

5 FINANCIAL RISK MANAGEMENT (Continued)

(d) Capital management (Continued)

The gearing ratio for the Company at the end of the year was as follows:

Company	**2023 KShs millions**	**2022 KShs millions**
Total equity*	(130,086)	(105,170)
Borrowings	148,230	139,248
Less: Cash and bank balances	(7,477)	(9,503)
Net borrowings	140,753	129,745
Net debt to equity ratio	>100%	>100%

*Total equity includes all capital and reserves of the Group and Company respectively.

(e) Fair value measurement of financial instruments

The group hold financial assets not at fair value. The directors have assessed the carrying value of these assets to be equivalent to their fair value due to their short-term tenure.

6 OPERATING SEGMENTS

Executive directors have determined the operating segments based on the nature of services. The operating segments are reported in a manner consistent with the internal reporting provided to the chief executive officer that are used to make strategic decisions.

The operating segments are the business segments as disclosed in the financial statements. The rest of the world refers to routes operated outside Kenya and they include regions specified in the geographical segment disclosure.

Segment profit/loss represents the operating profit and loss earned by each segment without allocation of share of profits/losses of associates, finance costs and income tax expense.

The major part of the business of the Group and Company falls under category of aviation transport with income from other categories comprising less than 7.9% of total income.

Notes (continued)

6 OPERATING SEGMENTS (Continued)

Analysis of turnover according to business segments:

	Passenger	Freight and mail	Handling	Other revenue	Total
	KShs million	KShs million	KShs million	KShs million	KShs million
31 December 2023					
Kenya	18,108	40	2,227	732	21,107
Rest of the world	132,671	13,564	-	11,154	157,389
	150,779	13,604	2,227	11,886	178,496
31 December 2022					
Kenya	6,281	41	1,991	896	9,209
Rest of the world	82,570	13,856	-	11,152	107,578
	88,851	13,897	1,991	12,048	116,787

Analysis of costs according to business segments:

31 December 2023

	Passenger	Freight and mail	Handling	Other revenue	Total
	KShs million	KShs million	KShs million	KShs million	KShs million
31 December 2023					
Depreciation	5,408	488	80	426	6,402
Interest expense	11,574	1,044	171	912	13,701
31 December 2022					
Depreciation	4,947	774	111	648	6,480
Interest expense	7,519	1,176	169	769	9,633

Notes (continued)

6 OPERATING SEGMENTS (Continued)

Analysis of operating profit / (loss) per business segments:

	Group		Company	
	2023 KShs million	2022 KShs million	2023 KShs million	2022 KShs million
Passengers	8,895	(4,251)	8,182	(3,565)
Freight, Mail & Others	803	(689)	791	(627)
Handling	131	(99)	-	-
Others	701	(577)	683	(528)
	10,530	(5,616)	9,656	(4,720)

Segment assets and liabilities

The major revenue-earning assets of the Group and Company comprise the aircraft fleet, all of which are registered in Kenya. Since the Group's and Company's aircraft fleet is employed flexibly across its worldwide route network, there is no suitable basis of allocating such assets and related liabilities to the operating segments. Since the aircraft fleet is deployed flexibly across the Group's route network, providing information on non-current assets by geographical and business segments is not considered meaningful.

Analysis of Turnover by Geographical Segments

	2023 KShs million	2022 KShs million
Africa	103,185	65,531
Europe	39,933	26,791
Middle East	9,287	7,329
China	5,738	5,093
India	6,940	4,326
North America	13,413	7,717
	178,496	116,787

Notes (continued)

7 REVENUE

Revenue from contracts with customers:

	Group		Company	
	2023	**2022**	**2023**	**2022**
	KShs millions	**KShs millions**	**KShs millions**	**KShs millions**
Recognised at a point in time:				
Passengers	150,779	88,851	140,279	81,903
Freight and mail	13,604	13,897	13,573	13,892
Handling	2,227	1,991	-	-
	166,610	104,739	153,852	95,795
Recognised over time:				
Engineering services	654	726	654	726
Training services	130	93	130	93
	784	819	784	819
(ii) Other revenue				
Lease rental income	1,011	1,347	1,011	1,347
Sub-lease income	759	2,833	759	2,832
Sundry income	9,332	7,049	9,150	7,106
	11,102	11,229	10,920	11,285
Total	178,496	116,787	165,556	107,899
(iii) Interest Income	165	194	285	247

8 EXPENSES BY NATURE

	Group 2023	Group 2022	Company 2023	Company 2022
(a) Direct costs				
Aircraft fuel and oil	60,269	42,540	56,865	40,078
Aircraft landing, handling and navigation	19,210	12,635	18,450	12,066
Aircraft maintenance	12,854	8,366	12,049	7,678
Passenger services	6,589	3,948	6,538	3,916
Commissions on sales	4,087	2,066	4,033	2,032
Aircraft, passenger and cargo insurance	1,501	1,201	1,257	1,026
Crew route expenses	3,624	2,675	3,609	2,666
Central reservation system and frequent flyer programme	8,558	5,349	8,085	4,835
Other direct costs	1,335	983	857	604
	118,027	79,763	111,743	74,901

Notes (continued)

8 EXPENSES BY NATURE (Continued)

(b) Fleet ownership costs

	Group 2023 KShs millions	2022 KShs millions	Company 2023 KShs millions	2022 KShs millions
Short-term lease expense	1,221	1,938	751	1,615
Depreciation on aircraft and related equipment (Note 14)	6,353	5,712	6,339	5,706
Impairment of aircraft and related equipment (Note 14)	214	461	214	461
Amortisation of Right of Use (ROU) asset- aircraft and related equipment (Note 16)	5,726	6,662	4,493	5,859
Amortisation of return condition asset (Note 16)	2,270	1,344	1,673	762
Variable lease expense - prepaid maintenance asset (Note 21)	2,949	1,776	2,949	1,437
Return conditions provision reversal (note 28)	-	(248)	-	248
Lease termination costs	733	-	733	-
	19,466	17,645	17,152	16,088

(c) Other operating costs

(i) Administration expenses

	Group 2023	Group 2022	Company 2023	Company 2022
Employee costs (Note 8(d))	17,555	12,621	15,049	10,586
Legal and professional fees	863	956	792	945
Directors' remuneration	42	82	33	82
Auditor's remuneration	23	18	14	12
General expenses	3,158	3,818	2,767	3,464
	21,641	17,495	18,655	15,089

(ii) Establishment

	Group 2023	Group 2022	Company 2023	Company 2022
General maintenance and supplies	655	594	565	516
Depreciation on property and equipment (Note 14)	1,119	762	1,050	702
Amortisation of intangible assets – computer software (Note 15)	-	170	-	167
Amortisation of leased buildings (Note 16)	235	396	41	267
Short term lease rent	32	-	13	-
	2,041	1,922	1,669	1,652

Notes (continued)

8 EXPENSES BY NATURE (Continued)

(c) Other operating costs (Continued)

(iii) Selling

	Group 2023 KShs millions	Group 2022 KShs millions	Company 2023 KShs millions	Company 2022 KShs millions
Advertising and publicity	332	235	261	199
Provision for bad debts	1,146	1,346	1,146	1,266
	1,478	1,581	1,407	1,465
Bank charges	140	145	137	101
Currency translation losses	5,173	3,852	5,136	3,323
	5,313	3,997	5,273	3,424
Total other operating costs	30,473	24,995	27,004	21,630

(d) Employee costs

	Group 2023 KShs millions	Group 2022 KShs millions	Company 2023 KShs millions	Company 2022 KShs millions
Wages and salaries	14,093	11,310	12,130	9,638
Retirement benefits costs	609	175	520	100
National Social Security Fund (NSSF)	374	50	345	56
(Increase)/Decrease in leave pay accrual	157	(558)	134	(585)
Other staff costs	2,322	1,644	1,920	1,377
	17,555	12,621	15,049	10,586

(e) Number of employees

	Group 2023	Group 2022	Company 2023	Company 2022
Flight operations	1,397	1,379	1,231	1,233
Ground services	1,280	1038	1,141	921
Management and administration	1,438	1273	1,340	1,189
Technical	713	540	630	482
	4,828	4,230	4,342	3,825

Notes (continued)

9 NET FINANCE COSTS

	Group 2023 KShs millions	Group 2022 KShs millions	Company 2023 KShs millions	Company 2022 KShs millions
Interest expense				
- Borrowings	8,517	6,385	8,517	6,385
- Lease liabilities	4,528	4,085	3,708	3,557
- Return condition provisions (Note 28)	1,481	(170)	1,481	(1)
	14,526	10,300	13,706	9,941
Currency translation losses on borrowings	7	1,135	7	1,135
Currency translation losses on hedged items reclassified from OCI	4,109	18,120	4,109	18,120
Currency translation non-hedged items	3,422	-	3,422	-
Currency translation losses on leases	11,495	3,338	8,753	3,338
	33,559	32,893	29,997	32,534
Interest income:				
Interest income on bank deposits	(165)	(194)	(285)	(247)
Net finance costs	33,394	32,699	29,712	32,287

10 LOSS BEFORE TAXATION

The loss before tax is arrived at after charging/(crediting):

	Group 2023	Group 2022	Company 2023	Company 2022
Lease rental income (Note 7(a)(ii))	(1,011)	(1,347)	(1,011)	(1,347)
Employee costs (Note 8(d))	17,508	12,621	14,994	10,587
Net foreign exchange losses	23,428	26,445	20,921	25,916
Depreciation of property, aircraft and equipment (Note 14)	7,322	6,474	7,247	6,407
Amortisation of computer software (Note 15(b))	149	170	142	167
Amortisation of right-of-use asset (Note 16)	5,936	7,058	4,534	6,126
Amortisation of return conditions asset (Note 16)	2,325	1,344	1,673	762
Impairment of prepaid maintenance asset (Note 21)	2,949	1,776	2,949	1,437
Provision for expected credit losses on trade receivables (Note 20)	(216)	1,346	1,485	1,266
Auditor's remuneration	23	18	14	12
Directors' remuneration (Note 33(c))	89	82	89	82
Provision for obsolete inventories (Note 19)	251	66	251	66

Notes (continued)

11 INCOME TAX

(a) Group

(i) Income tax (credit)/charge

Income tax charge/(credit) recognised in profit or loss

	2023 KShs Millions	2022 KShs millions
Current income tax at 30% (2022:30%)	42	51
Prior year current tax under-provision	-	6
Deferred income tax (Note 27)	(199)	(85)
Prior year deferred tax credit under provision (Note 27)	(10)	(23)
	(167)	(51)

(ii) Reconciliation of income tax based on accounting loss to tax (credit)/charge

The tax on the Group's loss before tax differs from the theoretical amount that would arise using the statutory income tax rate as follows:

	2023 KShs Million	2022 KShs million
Loss before taxation	(22,864)	(38,238)
Current tax at 30% (2020 25%)	(6,859)	(11,471)
Tax effect of expenses not subject for tax purposes	(1,854)	(1,728)
Unrecognised deferred tax asset (Note 27)	8,555	13,165
Prior year tax charge/credit under provision	(9)	(17)
Taxation charge/(credit)	(167)	(51)

(b) Company

(i) Income tax expense

Income tax charge recognised in profit or loss

Current tax at 30% (2022:30%)	30	43
Deferred income tax	-	-
Income tax expense	30	43

(ii) Reconciliation of tax based on accounting loss to tax charge

Loss before tax	(20,056)	(37,007)
Current tax at 30% (2022:30%)	(6,017)	(11,102)
Tax effect of expenses not subject for tax purposes	(1,913)	(1,560)
Unrecognised deferred income tax asset (Note 27)	7,960	12,705
Tax charge	30	43

Notes (continued)

11 INCOME TAX (continued)

(c) Current income tax balance

	Group		Company	
	2023 KShs millions	2022 KShs millions	2023 KShs millions	2022 KShs millions
At start of year	1,307	1,282	1,275	1,269
Charge for the year	(41)	(51)	(30)	(43)
Under-provision in prior years	-	(6)	-	-
Paid during the year	56	82	40	49
At end of year	1,322	1,307	1,285	1,275

12 EARNINGS PER SHARE - GROUP

Basic loss per share is calculated by dividing the loss attributable to equity holders of the Group by the weighted average number of ordinary shares outstanding during the year.

	2023 KShs millions	2022 KShs millions
Loss attributable to owners of the Company	(22,723)	(38,252)
Basic loss per share		
Weighted average number of ordinary shares (million)	5,824	5,824
Basic loss per share (KShs)	(3.90)	(6.57)
Instruments with dilutive impact in the year:		
Weighted average number of ordinary shares deemed to be issued in respect of mandatory convertible note (million)	1,659	1,659
Adjusted loss after tax	(22,869)	(38,696)
Diluted loss per share (KShs)	(3.06)	(5.17)

13 DIVIDENDS – GROUP AND COMPANY

The Directors do not recommend payment of dividend for the year ended 31 December 2023 (2022: Nil). This proposal will be presented for formal approval by the shareholders at the forthcoming Annual General Meeting.

The unclaimed dividends account is as follows:

	2023 KShs millions	2022 KShs millions
At start and end of year (Note 30)	71	76

Notes (continued)

14 PROPERTY, AIRCRAFT AND EQUIPMENT

Group

As at 1 January 2022	Land and buildings KShs millions	Aircraft and related equipment KShs millions	Other property and equipment KShs millions	Incomplete projects KShs millions	Total KShs millions
Cost or valuation	10,712	129,356	12,219	983	153,270
Accumulated depreciation	(956)	(61,690)	(11,393)	-	(74,039)
At 1 January 2022	9,756	67,666	826	983	79,231
Year ended 31 December 2022					
Opening net book amount	9,756	67,666	826	983	79,231
Additions	-	1,040	316	2,095	3,451
Revaluation surplus	2,503	-	-	-	2,503
Transfer to Fahari Aviation	-	-	(9)	-	(9)
Transfer from incomplete projects	-	1,390	12	(1,402)	-
Transfers to intangible assets	-	-	-	(190)	(190)
Disposals	-	(52)	(72)	-	(124)
Depreciation charge	(476)	(5,712)	(286)	-	(6,474)
Impairment	-	(461)	-	-	(461)
Depreciation eliminated on disposal	-	13	71	-	84
At 31 December 2022	11,783	63,884	858	1,486	78,011
As at 31 December 2022					
Cost or valuation	11,783	131,737	12,170	1,486	157,176
Accumulated depreciation	-	(67,853)	(11,312)	-	(79,165)
At 31 December 2022	11,783	63,884	858	1,486	78,011
Year ended 31 December 2023					
Opening net book amount	11,783	63,884	858	1,486	78,011
Additions	-	2,889	585	3,570	7,044
Transfer from incomplete projects	-	2,141	-	(2,221)	(80)
Disposals	-	(1,889)	(125)	-	(2,014)
Depreciation charge	(689)	(6,352)	(281)	-	(7,322)
Impairment	-	(214)	-	-	(214)
Depreciation eliminated on disposal	-	1,820	123	-	1,943
At 31 December 2023	11,094	62,279	1,160	2,835	77,368
As at 31 December 2023					
Cost or valuation	11,783	134,664	12,630	2,835	161,912
Accumulated depreciation	(689)	(72,385)	(11,470)	-	(84,544)
At 31 December 2023	11,094	62,279	1,160	2,835	77,368

Notes (continued)

14 PROPERTY, AIRCRAFT AND EQUIPMENT (Continued)

Company

At 1 January 2022	Land and buildings KShs millions	Aircraft and related equipment KShs millions	Other property and equipment KShs millions	Incomplete projects KShs millions	Total KShs millions
Cost or valuation	10,112	129,267	11,454	956	151,789
Accumulated depreciation	(899)	(61,673)	(10,744)	-	(73,316)
At 31 December 2022	9,213	67,594	710	956	78,473
Year ended 31 December 2022					
Opening net book amount	9,213	67,594	710	956	78,473
Additions	-	955	272	2,084	3,311
Transfer to Fahari Aviation	-	-	(9)	-	(9)
Revaluation surplus	2,442	-	-	-	2,442
Transfer from incomplete projects	-	1,390	12	(1,402)	-
Transfers to intangible assets	-	-	-	(190)	(190)
Disposals	-	(40)	(72)	-	(112)
Depreciation charge	(449)	(5,706)	(253)	-	(6,408)
Impairment	-	(461)	-	-	(461)
Depreciation eliminated on disposal	-	10	70	-	80
At 31 December 2022	11,206	63,742	730	1,448	77,126
At 31 December 2022					
Cost or valuation	11,206	131,573	11,657	1,448	155,884
Accumulated depreciation	-	(67,831)	(10,927)	-	(78,758)
At 31 December 2022	11,206	63,742	730	1,448	77,126
Year ended 31 December 2023					
Opening net book amount	11,206	63,742	730	1,448	77,126
Additions	-	2,658	550	3,576	6,784
Transfer from incomplete projects	-	2,141	-	(2,221)	(80)
Disposals	-	(1,889)	(101)	-	(1,990)
Depreciation charge	(659)	(6,339)	(249)	-	(7,247)
Impairment	-	(214)	-	-	(214)
Depreciation eliminated on disposal	-	1,820	99	-	1,919
At 31 December 2023	10,547	61,919	1,029	2,803	76,298
At 31 December 2023					
Cost or valuation	11,206	134,269	12,106	2,803	160,384
Accumulated depreciation	(659)	(72,350)	(11,077)	-	(84,086)
At 31 December 2023	10,547	61,919	1,029	2,803	76,298

Notes (continued)

14 PROPERTY, AIRCRAFT AND EQUIPMENT (Continued)

Carrying amounts that would have been recognised if land and buildings were stated at cost

	Group		Company	
	KShs millions 2023	KShs millions 2022	KShs millions 2023	KShs millions 2022
Cost	4,615	4,615	4,081	4,081
Accumulated depreciation	(2,620)	(1,961)	(1,974)	(1,315)
Net book amount	1,995	2,654	2,107	2,766

Included in property, aircraft and equipment of Group and Company are assets with a cost of KShs 29,833 million (2022: KShs 30,187 million) and KShs 29,099 million (2022: KShs 29,730 million) respectively that are fully depreciated but still in use. The notional annual depreciation of these assets would have been KShs 4,583 million (2022: KShs 4,595 million) and KShs 4,461 million (2022: KShs 4,510 million) respectively. For cost model is used for property, aircraft and equipment. Management have considered that the fair value is not materially different from the carrying amounts in the books

Incomplete projects relate to aircraft, property and other equipment yet to be available for use.

Also included in land and buildings for Group and Company are properties that are the subject of court disputes valued at KShs 311 million (2022: KShs 311 million). The Group and Company are the defendants in several legal suits in which the claimants are claiming ownership of the lands. Based on the legal advice and information currently available, the Directors do not expect any significant amounts to crystallize from the assessments. The Directors have disclosed the general nature of the dispute as they do not want to prejudice the position of the Group and Company over these matters that are currently in court.

Impairment assessment

The Group and Company performed an impairment assessment of its owned aircrafts and related equipment at the end of year by comparing the recoverable amounts of the assets against their carrying value in the statement of financial position. Similar to prior years, the recoverable amount was based on fair value less costs to dispose of the aircrafts and related equipment by an independent external expert, mba Aviation (USA). The basis of valuation was market prices based on recent transactions, age and condition of the equipment.

The recoverable amount of the aircrafts was higher than the carrying value except for two aircrafts and two aircraft engines for which an impairment of KShs 214 million was charged to the profit or loss account.

The fair valuation falls under level 3 of the fair value hierarchy as the inputs were not based on observable market inputs. There was no change in the valuation technique during the year.

Assets pledged as security

The net book value of aircraft and land and buildings charged as security for loan facilities obtained to finance their purchase is KShs 53,073 million and KShs 4,061 million (2022: KShs 58,557million and KShs 4,125 million respectively) at the end of the year. Details of the outstanding loan facilities are disclosed in note 25.

Notes (continued)

14 PROPERTY, AIRCRAFT AND EQUIPMENT (Continued)

Fair value measurement of the Group's and Company's land and buildings

The Group's and Company's land and buildings were revalued at 31 December 2022 by an independent valuer, Quice Real Estate Limited. Quince Real Estate Limited are members of the Institute of Valuers of Kenya and they have appropriate qualifications and recent experience in the fair value measurements of properties in the relevant locations. The valuation conforms to International Valuation Standards (IVS), Institution of Surveyors of Kenya (ISK) guidelines and was based on open market value on arm's length terms.

The fair value of the land was determined based on the sales comparison/market approach that reflects recent transaction prices for similar properties.

The fair value for the buildings was determined using the depreciated replacement cost approach. This valuation method was used because there isn't market data available on sale of airline type of property – as such transactions are not common in this market. There has been no change in the valuation technique during the year.

The Group assessed land and buildings for impairment considering the prevailing conditions in the industry. The Group determined that there were no changes to the assumptions about the future use of the assets, specifically the remaining useful lives and the residual values, hence no impairment was recognised.

Details of the fair value hierarchy for the Group's and Company's property carried at fair value as at 31 December 2023 and 31 December 2022 are as follows:

	Level 1 KShs millions	Level 2 KShs millions	Level 3 KShs millions	Total KShs millions
31 December 2023				
Group				
Land and buildings	-	-	11,094	11,094
Company				
Land and buildings	-	-	10,547	10,547
31 December 2022				
Group				
Land and buildings	-	-	11,786	11,786
Company				
Land and buildings	-	-	11,207	11,207

There were no transfers between the levels during the current or prior year.

Notes (continued)

15 INTANGIBLE ASSETS

Intangible assets consist of:

	Group 2023 KShs millions	Group 2022 KShs millions	Company 2023 KShs millions	Company 2022 KShs millions
Landing slot	2,561	2,561	2,561	2,561
Computer systems and software	358	374	338	356
Incomplete projects	25	-	-	-
	2,944	2,935	2,899	2,917

(a) Intangible assets – landing slot

The Group has rights to a landing slot at the London Heathrow International Airport to enable daily afternoon landings and departures on the Nairobi – London route. The rights obtained to the use of the slot are for an indefinite period as per the nature of the asset and the operationalising agreements. The slot was obtained in 2017 as an in-kind contribution from KLM Royal Dutch Airlines in exchange for ordinary shares in the Company.

(b) Intangible assets – computer systems and software

Intangible assets - software

	Group 2023 KShs millions	Group 2022 KShs millions	Company 2023 KShs millions	Company 2022 KShs millions
At start of year	374	335	356	331
Additions	53	19	44	2
Transfer from property, aircraft and equipment (Note 14)	80	190	80	190
Amortisation during the year	(149)	(170)	(142)	(167)
At end of year	358	374	338	356
Cost	5,599	5,455	5,407	5,282
Amortisation	(5,241)	(5,081)	(5,069)	(4,926)
Net book value At 31 December	358	374	338	356

Management performed an impairment assessment on the Group's intangible assets considering the prevailing conditions in the industry. No impairment charge was identified as at the reporting date.

Notes (continued)

16 RIGHT-OF-USE-ASSETS

(a) Right-of-use assets

Group

	Aircraft and related equipment KShs millions	Buildings KShs millions	Total KShs millions
Carrying amount:			
At 1 January 2022	39,505	896	40,401
Additions	744	92	836
Modifications	(1,969)	201	(1,768)
Unrealised exchange difference	275	-	275
Amortisation charge for the year	(6,662)	(396)	(7,058)
At 31 December 2022	31,893	793	32,686
At 1 January 2023	31,893	793	32,686
Additions	1,107	5	1,112
Modifications	1,837	597	2,434
Termination	(2,406)	-	(2,406)
Amortisation charge for the year	(5,706)	(230)	(5,936)
At 31 December 2023	26,725	1,165	27,890

Company

	Aircraft and related equipment KShs millions	Buildings KShs millions	Total KShs millions
Carrying amount:			
At 1 January 2022	32,466	608	33,074
Modifications/renewal in the year	(648)	77	(571)
Amortisation charge for the year	(5,859)	(267)	(6,126)
At 31 December 2022	25,959	418	26,377
At 1 January 2023	25,959	418	26,377
Modifications	1,841	194	2,035
Amortisation charge for the year	(4,493)	(41)	(4,534)
Termination	(2,406)	-	(2,406)
At 31 December 2023	20,901	571	21,472

Notes (continued)

16 RIGHT-OF-USE-ASSETS (Continued)

(a) Right of use assets (continued)

The Group and Company leases several assets including buildings and aircraft and related equipment. The average lease term for aircraft is 10 to 12 years, engines are 7 years and buildings are 5 to 13 years.

The various lease agreements do not provide for purchase options on expiry of the lease terms.

No restrictions have been imposed by the lessors on the Group and Company in respect to dividend pay outs, borrowings or further leasing.

Impairment assessment
Despite recovery from the impact of Covid-19 pandemic, impact of Global supply chain challenges, increased fuel prices and depreciation of Kenya shilling against hard currencies required the Group to perform an impairment test on right-of-use assets for leased aircrafts and buildings. The impairment review was carried out at the 'cash-generating unit' (CGU) level, defined as the smallest identifiable group of assets, liabilities and associated intangible assets that generate cash inflows that are largely independent of the cash flows from other assets or group of assets. The impairment review was performed on the network airline operations CGU, including passenger, freighter and charter operations, as well as all related ancillary operations.

The recoverable amount of the network airline operations has been measured based on the value-in-use, using a discounted cash flow model. Cash flow projections are based on the business plan covering the life of individual aircrafts. Cash flows for the impairment assessment period are projected to increase in line with the long-term growth rate of the main economies in which the Group operates. The following key assumptions were made in calculation of value-in-use:`

- Weighted Average Cost of Capital (WACC) discount rate of 9.12%.
- Pre-Covid demand to fully rebound by 2024. Passenger revenues are forecasted to surpass the pre-Covid levels by 30 % in 2025 and thereafter grow at an average rate of 8% per annum for the next five years.
- Africa visa free/ relaxed regulations (RW, SA, & KE) & China visa regime/entry restrictions to be fully normalized in 2024 pushing up demand.
- Continuous growth contribution of cargo business from the current 8% to 12% in the medium term.

The recoverable amount of the assets sensitive to these assumptions, the more significant of which are as follows:

If the discount rate applied to the cash flow projection of the CGU had been 2% higher/ lower than management have estimated and all other assumptions in the table above unchanged, the recoverable value would have exceeded the carrying value of the net assets at 31 December 2023 by KShs 114,890,000 (2022: KShs,17,695,000).

Amounts recognised in the profit and loss are as follows:

	Group		Company	
	2023 KShs millions	**2022 KShs millions**	**2023 KShs millions**	**2022 KShs million**
Amortisation of right-of-use assets	5,936	7,058	4,534	6,126
Interest on lease liabilities	4,405	4,071	3,695	3,557
Expenses relating to short term leases	1,954	1,938	1484	2,111
Income from sub-leasing of aircrafts	(759)	(2,833)	(759)	(2,832)

Notes (continued)

16 RIGHT-OF-USE-ASSETS

(a) Right of use assets (continued)

Lease modifications and terminations

A lease modification is a change in the scope of a lease, or the consideration for a lease, that was not part of the original terms and conditions of the lease. If a lease continues to exist, the lease modification can result in a separate lease or a change in the accounting for the existing lease.

The exercise of an existing purchase option or renewal option or a change in the assessment of whether such options are reasonably certain to be exercised are not lease modifications but can result in the remeasurement of lease liabilities and right-of-use assets.

During the year 2023, the group renegotiated terms of some of its lease contracts which resulted to an increase in lease liabilities and right-of-use assets of KShs 2,434 million (2022: KShs 1,768 million decrease) as well as lease terminations which resulted in a decrease of KShs 2,406 million (2022: Nil).

Impact of the modifications in the profit and loss are as follows:

	2023 KShs millions	2022 KShs millions
Amortisation of right-of-use assets	4	(253)
Interest on lease liabilities	30	120
Termination expenses	2,185	1,980

(b) Return condition assets

Movement in return condition assets is as follows:

	Group		Company	
	2023 KShs millions	2022 KShs millions	2023 KShs millions	2022 KShs millions
At start of year	9,003	3,472	6,882	1,334
Additions	2,449	6,875	1,423	6,310
Modifications in the year	30	-	-	-
Amortisation to profit or loss	(2,269)	(1,344)	(1,673)	(762)
At end of year	9,213	9,003	6,632	6,882

Notes (continued)

17 INVESTMENTS

(a) Investment in subsidiaries - Company

Details of investment	Country of incorporation	Activity	2023 % of equity interest	2022 % of equity interest	2023 KShs million Carrying Amount	2022 KShs million Carrying Amount
Kenya Airfreight Handling Limited (2,550,000 shares of KShs 20 each)	Kenya	Cargo handling for perishable products	51%	51%	51	51
JamboJet Limited (1,000,000 shares of KShs 606 each)	Kenya	Local passenger air transport	100%	100%	**	**
Kencargo Airlines International Limited (1,000,000 shares of KShs 20 each)	Kenya	Dormant	100%	100%	*	*
African Cargo Handling Limited (5,753,822 shares of KShs 100 each)	Kenya	Cargo handling	100%	100%	***384	***384
Fahari Aviation (5,000 shares of KShs 20 each)	Kenya	Drone operations and training	100%	100%	-	-
					435	435

* The investment in Kencargo Airlines International Limited is fully impaired since the Company has been inactive thus casting doubt on the recoverability and valuation of the investment. The investment was impaired by KShs 20 million.

** The investment in Jambojet Limited is fully impaired by KShs 606 million.

*** The purchase of African Cargo Handling Limited was below the net identifiable assets resulting in a bargain purchase.

The movement in the impairment of investment in subsidiaries is as follows:

	2023 KShs millions	2022 KShs millions
At start of year	626	626
Impairment charge	-	-
At end of year	626	626

During the year, the Company did not recognise an impairment charge on any of the subsidiaries (2022: Nil)

Notes (continued)

17 INVESTMENTS (Continued)

(a) Investment in subsidiaries – Company (continued)

The summarised financial information of the subsidiaries is as shown below:

	Current assets		Non-current assets		Current liabilities		Non-current liabilities	
	2023 KShs millions	2022 KShs millions	2023 KShs millions	2022 KShs millions	2023 KShs millions	2022 KShs millions	2023 KShs millions	2022 KShs millions
Kenya Airfreight Handling Limited	680	734	284	256	541	732	358	176

	Shareholder's equity		Revenues		Profit/(loss) before tax		Total comprehensive income	
	2023 KShs millions	2022 KShs millions	2023 KShs millions	2022 KShs millions	2023 KShs millions	2022 KShs millions	2023 KShs millions	2022 KShs millions
Kenya Airfreight Handling Limited	103	85	301	278	11	16	5	12

Notes (continued)

17 INVESTMENTS (Continued)

(b) Investments in associates – Group and Company

(i) African Tours and Hotels Limited:

	2023 KShs millions	2022 KShs millions
African Tours and Hotels Limited: (100,398 ordinary shares of KShs 20 each)	2	2
Less: Impairment on investment in associate	(2)	(2)
	-	-

The shareholding in African Tours and Hotels Limited represents 20.1% of the issued ordinary share capital of the company. The Company was placed under receivership several years back and, therefore, the Directors do not expect the value of the investment to be recovered. Consequently, the investment is fully impaired.

(ii) Precision Air Services Limited:

	2023 KShs millions	2022 KShs millions
66,157,350 ordinary shares of KShs 3.48 (TShs 20) each	230	230
Less: Impairment of investment in associate	(230)	(230)
	-	-

The summarised financial information of the associate is set out below:

	2023	2022
Current assets	2,054	2,412
Non- current assets	1,958	1,275
Total assets	4,012	3,687
Current liabilities	(17,700)	(14,594)
Non-current liabilities	(17,622)	(13,698)
Total liabilities	(35,322)	(28,292)
Total revenue for the year	9,148	5,883
Loss before tax for the year	(1, 845)	(1,826)
Total comprehensive loss for the year	(1,891)	(1,857)

Kenya Airways Plc owns 41.23% equity interest in Precision Air Services Limited. The investment was fully impaired in 2013 as the Directors do not expect the value of the investment to be recovered.

Notes (continued)

18 AIRCRAFT DEPOSITS - Group and Company

	Group 2023 KShs millions	Group 2022 KShs millions	Company 2023 KShs millions	Company 2022 KShs millions
Deposits for leased aircrafts	5,555	3,703	4,701	3,703
Deposits paid towards acquisition of aircraft	392	310	392	310
Provision for purchase option expiry	-	(310)	-	(310)
Other provisions on deposits	(5)	-	(5)	-
	5,942	3,703	5,088	3,703

The deposits for leased aircraft pertains to the lease of aircraft and engines, specifically Boeing 737's, 787's, and Embraer E190's. These deposits are recorded at amortized cost.
The deposits paid towards aircraft acquisition represents amounts paid to Boeing Corporation, serving as an option to purchase or lease aircraft in the future.
During the year, Boeing Corporation extended the validity of the options related to the aircraft acquisition, leading to a reversal of a provision made in the prior year.

	Group 2023 KShs millions	Group 2022 KShs millions	Company 2023 KShs millions	Company 2022 KShs millions
At start of year	3,703	3,057	3,703	3,057
Additions	1,091	4,109	395	4,109
Refunds in the year	(434)	(3,240)	(434)	(3,240)
Amortisation charge to profit or loss	(54)	(417)	(54)	(417)
Foreign currency exchange gain	1,331	504	1,173	504
Provision for purchase option expiry	310	(310)	310	(310)
Other provisions on deposits	(5)	-	(5)	-
At end of year	5,942	3,703	5,088	3,703

19 INVENTORIES – GROUP AND COMPANY

	Group 2023 KShs millions	Group 2022 KShs millions	Company 2023 KShs millions	Company 2022 KShs millions
Aircraft consumables	3,870	3,281	3,754	3,281
Other inventories	518	326	518	326
Provisions for obsolescence	(1,585)	(1,334)	(1,585)	(1,334)
	2,803	2,273	2,687	2,273

The cost of inventories recognised as an expense and included in the Group's and Company's 'Direct costs' amounted to KShs 1,963 million (2022: KShs 1,021 million).

Notes (continued)

19 INVENTORIES – GROUP AND COMPANY (continued)

The movement in provision for obsolete inventories is as follows:

	2023 KShs millions	2022 KShs millions
At start of year	1,334	1,268
Increase in provision during the year	251	66
At end of year	1,585	1,334

20 TRADE AND OTHER RECEIVABLES

	Group		Company	
	2023 KShs millions	2022 KShs millions	2023 KShs millions	2022 KShs millions
Trade receivables	17,355	13,589	17,129	13,111
Less: Provision for expected credit losses	(3,506)	(3,779)	(3,468)	(2,556)
	13,849	9,810	13,661	10,555
Due from related parties (Note 33(b))	40	69	27,330	25,602
Prepayments and other receivables	5,306	4,965	6,552	4,074
Less: Provision for expected credit losses	(377)	(320)	(2,015)	(1,442)
	18,818	14,524	45,528	38,789

The movement in the provision for expected credit losses of trade receivables, prepayments, other receivables and amounts due from related companies is as follows:

	Group		Company	
	2023 KShs millions	2022 KShs millions	2023 KShs millions	2022 KShs millions
At start of year	4,099	2,753	3,998	2,732
Charge to profit or loss	(216)	1,346	1,485	1,266
At end of year	3,883	4,099	5,483	3,998

Notes (continued)

21 PREPAID MAINTENANCE ASSETS

The movement in the prepaid maintenance asset is as follows:

	Group		Company	
	2023 KShs millions	2022 KShs millions	2023 KShs millions	2022 KShs millions
At start of year	13,934	6,823	11,737	5,148
Additions	5,244	8,066	4,381	7,355
Deposits converted to maintenance reserves	125	-	125	-
Charge to profit or loss	(2,949)	(1,776)	(2,949)	(1,437)
Foreign currency exchange gain	5,083	821	4,415	671
At end of year	21,437	13,934	17,709	11,737

22 SHARE CAPITAL – GROUP AND COMPANY

(a) Share capital and share premium

	2023 KShs millions	2022 KShs millions
Issued and fully paid:		
5,823,902,621 ordinary shares of KShs 1 each	5,824	5,824

The movement in the share capital and share premium is as follows:

	Issued and fully paid No. of shares million	Share capital KShs millions	Share premium KShs million	Total KShs millions
At 1 January 2021 and 31 December 2022	5,824	5,824	49,223	55,047
At 1 January 2022 and 31 December 2023	5,824	5,824	49,223	55,047

Notes (continued)

22 SHARE CAPITAL – GROUP AND COMPANY (Continued)

(b) Mandatory convertible notes

On 14 November 2017, as part of its balance sheet restructuring, the Company issued the Government of Kenya and KQ Lenders Company 2017 Limited mandatory convertible notes of KShs 7,744 million (USD 75 million) and KShs 5,163 million (USD 50 million) respectively. The Government of Kenya note was issued at zero interest rate while the KQ Lenders Company 2017 Limited mandatory convertible note will earn an interest of 5.11% in year 1 to year 5, 15.34% in year 6 to year 7 and 25.56% in year 8 to year 10.

The notes are mandatorily convertible to equity shares in year 10 but can be converted to equity anytime within the 10 years. On conversion to equity, the Government of Kenya will be issued with 995,254,143 ordinary shares at KShs 7.78 per share while the KQ Lenders Company 2017 Limited will be issued with 663,502,762 ordinary shares at KShs 7.78 per share.

The note issued to the Government of Kenya is classified as an equity instrument, while the note issued to KQ Lenders Company 2017 Limited is considered a compound instrument comprising both a liability element and an equity element. The equity element is recorded in equity under shareholders' funds, while the liability element is presented in non-current liabilities under borrowings.

	2023 KShs millions	2022 KShs millions
KQ Lenders Company 2017 Limited equity component	1,886	1,886
Government of Kenya mandatorily convertible loan	7,744	7,744
Equity component	9,630	9,630

(c) Treasury shares

Treasury shares represent the shares in Kenya Airways Plc that are held by the Trustees of the Kenya Airways Employee Share Ownership Scheme 2017, a trust set up for the purpose of incentivising certain employees through issuance of shares to employees as part of their remuneration package.

The formation of the scheme was approved at the Extraordinary General Meeting of the Company held on 7 August 2017. Accordingly, the Directors allotted 142,164,558 shares to the scheme for zero cash consideration. The shares are carried at a par value of KShs 1 each.

Under the scheme, eligible employees may be granted the shares at the discretion of the Directors for no cash consideration upon the satisfaction of various conditions as determined by the Directors from time to time. The vesting conditions are yet to be determined by the Board of Directors and as such the shares have been shown as treasury shares until the vesting conditions have been determined.

Notes (continued)

23 OTHER RESERVES – GROUP AND COMPANY

Other reserves are made up the following reserves:

	Group		Company	
	2023 KShs millions	**2022 KShs millions**	**2023 KShs millions**	**2022 KShs millions**
Cash flow hedge reserve - foreign currency	(15,801)	(10,481)	(15,801)	(10,481)
Revaluation surplus	8,391	8,391	8,063	8,063
	(7,410)	(2,090)	(7,738)	(2,418)

The following table shows the movements in these reserves during the year. A description of the nature and purpose of each reserve is provided in the tables below:

Cash flow hedge reserves	Group		Company	
	2023 KShs millions	**2022 KShs millions**	**2023 KShs millions**	**2022 KShs millions**
At start of year	(10,481)	(22,240)	(10,481)	(22,240)
Foreign currency exchange loss on hedged borrowings	(5,014)	(6,156)	(5,014)	(6,156)
Foreign currency exchange loss on hedged lease liabilities	(10,024)	(4,678)	(10,024)	(4,678)
	(15,038)	(10,834)	(15,038)	(10,834)
Reclassification to profit or loss:				
- cessation of hedging relationship	4,109	18,120	4,109	18,120
- repayment of borrowings	7	1,135	7	1,135
- repayment of leases	5,602	3,338	5,602	3,338
	9,718	22,593	9,718	22,593
	(15,801)	(10,481)	(15,801)	(10,481)

Revaluation reserves				
At start of year	8,391	6,639	8,063	6,353
Revaluation surplus – net	-	1,752	-	1,710
	8,391	8,391	8,063	8,063

Notes (continued)

23 OTHER RESERVES (Continued)

(a) Cash flow hedge reserve – Group and Company (continued)

Derivative financial instruments and hedging activities – Group and Company

Non-derivative financial liabilities to hedge foreign currency risk in a cash flow hedge relationship.

The Group's primary risk management objective is to mitigate foreign currency risk stemming from fluctuations in exchange rates, particularly concerning highly probable forecasted sales denominated in foreign currency. Given that a significant portion of the Group's revenue is derived from foreign currencies other than the Kenyan Shilling (KShs), exposure to foreign exchange risk directly impacts the Group's profitability and financial position due to fluctuations in exchange rates. Accordingly, the Group's policy involves designating monthly USD sales as highly probable forecasted transactions within a hedging relationship, aligning with the Group's risk management strategy.

The hedged risk specifically targets the USD/KShs foreign exchange risk related to the conversion of foreign currency-denominated forecasted sales into KShs and the movements in spot rates. The hedged item comprises highly probable forecasted sales denominated in USD, while the hedging instruments encompass foreign currency borrowings in the form of long-term loans from banks and aircraft lease payments.

Given that the critical terms of the hedge relationship perfectly align, the Group evaluates the ineffectiveness of the hedge relationship monthly.

a) Details of amount held in other comprehensive income (OCI) and the period during which these are going to be released and affecting the statement of profit & loss:

Cash flow hedging reserve	**2023**	**Release**		**2022**	**Release**	
Cash-flow hedges	**Closing Values in Hedge reserves**	**In less than 12 months**	**After 12 Months**	**Closing Values in Hedge reserves**	**In less than 12 Months**	**After 12 Months**
	KShs millions	**KShs millions**	**KShs millions**	**KShs millions**	**KShs millions**	**KShs millions**
Foreign Currency Hedging-Borrowings	(4,726)	-	(4,726)	(3,828)	(613)	(3,215)
Foreign Currency Hedging-Lease liabilities	(11,075)	-	(11,075)	(6,653)	-	(6,653)

Notes (continued)

23 OTHER RESERVES – GROUP AND COMPANY (Continued)

(a) Cash flow hedge reserve – Group and Company (continued)

(i) Gain/(loss) recognised in OCI and recycled (amount of gain/(loss) recognised in hedging reserve and recycled during the year 2023)

Cash-flow hedges	Reserve	Opening balance	Net amount recognized in hedge reserves	Reclassified to the P&L	Closing balance before tax
Non-Derivative financial instruments- Borrowings	Cash flow hedge reserve	(3,828)	(5,014)	4,117	(4,726)
Non-Derivative financial instruments- Lease liabilities	Cash flow hedge reserve	(6,653)	(10,024)	5,602	(11,075)
		(10,481)	(15,038)	9,719	(15,801)

(ii) Gain/(loss) recognised in OCI and recycled (amount of gain/(loss) recognised in hedging reserve and recycled during the year 2022)

Cash-flow hedges	Reserve	Opening Balance	Net amount recognized in hedge reserves	Reclassified to P&L	Closing balance before tax
Non-Derivative financial instruments- Borrowings	Cash flow hedge reserve	(16,927)	(6,156)	19,255	(3,828)
Non-Derivative financial instruments- Lease liabilities	Cash flow hedge reserve	(5,313)	(4,678)	3,338	(6,653)
		(22,240)	(10,835)	22,593	(10,481)

The Company's hedging policy only allows for effective hedge relationships to be established. The effective portion of the hedge is taken to OCI while the ineffective portion of hedge is recognised immediately to the statement of profit or loss under other losses.

(b) Revaluation surplus - Group and Company

The revaluation surplus arose on the revaluation of land and buildings (freehold and leasehold) and is stated net of deferred income tax. The revaluation was done in the year 2022, the surplus is not distributable.

Notes (continued)

24 NON-CONTROLLING INTERESTS

The non-controlling interests relate to the portion of equity ownership in Kenya Airfreight Handling Limited attributable to Stamina Group B.V.

	2023 KShs millions	2022 KShs millions
Stamina Group B.V		
At start of year	50	62
Share of profit for the year	20	(12)
At end of year	70	50
Represented by:		
Holding in Kenya Airfreight Handling Limited	49%	49%

25 BORROWINGS – GROUP AND COMPANY

	2023	2022
Loans (Note 25(a))	141,704	134,900
Sovereign guarantee from the Government of Kenya (Note 25(b))	(143)	(382)
Mandatory convertible note – liability component (Note 25(c))	6,857	5,670
Deferred borrowing costs (Note 25(d))	(188)	(940)
	148,230	139,248
Made up of:		
Current:		
Payable within one year	24,775	39,089
Non-current:		
Payable after one year	123,455	100,159
	148,230	139,248

(a) Loans

The make-up of the loans is as follows:

		2023		2022	
	Maturities	Average interest rates	KShs millions	Average interest rates	KShs millions
Tsavo Facility - aircraft loans (USD)	2014-2024	11.15%	5,864	3.15%	62,477
Samburu Facility - aircraft loans (USD)	2012-2025	11.21%	13,059	6.91%	14,412
Loan from GoK- KShs (Guranteed debt)	2022-2037	3.00%	60,865	3.00%	2,858
Loans from GoK (KShs)	2020-2035	3.00%	44,374	3.00%	43,040
Local banks revolving loan (USD)	2018-2027	10.59%	17,092	6.97%	13,113
			141,704		134,900

Notes (continued)

25 BORROWINGS – GROUP AND COMPANY (Continued)

(a) Loans (continued)

The aircraft loans were obtained for the purpose of funding aircraft acquisition, aircraft spare engines and pre-delivery payments for ordered aircrafts. For the purpose of holding collateral for the financiers, the aircrafts were registered in the name of special entities whose equity are held by the security trustees on behalf of the respective financers. The legal title is to be transferred to Kenya Airways Plc once the loans are fully repaid. The special entities are as listed below:

Entity	Bank	Guarantee	Original Tenure of the loan
Tsavo Financing LLC	African Export and Import Bank	None	10 years
Samburu Limited	African Export and Import Bank in syndication with Standard Chartered Bank	None	12 years

The local bank facility is a multipurpose revolving loan and letter of credit facility with a total value of USD 175 million which was obtained from the consortium of Kenyan banks after the restructuring in November 2017. They were drawn from Equity Bank Limited, KCB Bank Kenya Limited, NCBA Bank Kenya Limited, I&M Bank Limited, National Bank of Kenya Limited, Cooperative Bank of Kenya, Diamond Trust Bank (Kenya) Limited and Ecobank Limited for financing of working capital requirements.
A corporate guarantee of KShs 1,000 million is in place for the Kenya Airways and Co-operative Bank Ab Initio Programme

(i) Covenants

The Group and Company has a number of facilities with African Export-Import Bank (Afrexim), Private Export Funding Corporation and the Government of Kenya for the purchase of aircraft and working capital requirements. The facilities contain some financial covenants, which are monitored against the annual audited financial statements. As at 31 December 2023, the Group and Company did not comply with the financial covenants from the Lenders being, the unrestricted cash to revenue ratio and the debt service cover ratio. The Group and Company did not obtain waivers from the financiers. Consequently, the loan balances for Samburu and Tsavo Junior facilities have been classified as current liabilities.

As of 31 December 2023, the Group and Company had not made payments of interest on the Government of Kenya loan as set out in the loan agreements. The Group sought and was granted waiver and deferral on the unpaid interest on the shareholder loan from the Government of Kenya. The Government of Kenya loans attract interest at a rate of 3% per annum payable by the 20th day of June every year. The Government of Kenya granted the company a deferral of payment of interest on the loans until December 2023.

(ii) Maturities of amounts included in loans is as follows:

	2023 KShs millions	2022 KShs millions
The borrowings maturity analysis is as follows:		
Within one year	24,957	39,543
Between two and five years	116,747	95,357
	141,704	134,900

Notes (continued)

25 BORROWINGS – GROUP AND COMPANY (Continued)

(a) Loans (Continued)

(iii) The movement in the loans is as follows:

31 December 2023

	Aircraft loans KShs millions	GoK loans KShs millions	Local banks loans KShs millions	Total KShs millions
At start of year	75,889	45,898	13,113	134,900
Additions	1,001	-	401	1,402
Repaid in the year	(4,960)	-	(243)	(5,203)
Change in counterparties	(56,120)	56,120	-	-
Accrued interest	253	3,220	262	3,735
Foreign currency exchange losses	3,311	-	3,559	6,870
At end of year	19,374	105,238	17,092	141,704

During the year, the entire Government guaranteed Tsavo debt was transferred to the Government of Kenya after it undertook to make repayments on behalf of the airline for the remaining tenor. This has been treated as an additional KShs 58 billion shareholder loan to the airline with similar terms as the existing shareholder loans.

31 December 2022

	Aircraft loans KShs millions	GoK loans KShs millions	Local banks loans KShs millions	Total KShs millions
At start of year	73,297	25,760	4,998	104,055
Additions	-	19,044	7,349	26,393
Repaid in the year	(5,645)	-	(191)	(5,836)
Accrued interest	1,709	1,032	208	2,949
Currency translation differences	6,528	62	749	7,339
At end of year	75,889	45,898	13,113	134,900

The Government of Kenya shareholder loan advanced between 2020 and 2022 remained at KShs 41.27 billion. The loan was to enable the airline recover from the impact of Covid-19 and support restructuring of the airline with a view to making the business profitable and sustainable in the long term. The loan is repayable after 5 to 13 years and attracts interest at a rate of 3% per annum.

During the year, the entire Government guaranteed Tsavo debt of USD485 Million was novated to the Government of Kenya following the signing of novation agreement. The Government started servicing the facility as from October 2022. This loan has been treated as an additional Government of Kenya shareholder loan of Kshs 58 billion to the airline with similar terms as the existing shareholder loans.

Accrued interest for the Government of Kenya facility amounts to KShs 5.3 billion. The Group sought and was granted waiver and deferral on the unpaid interest on the shareholder loans from GoK.

The Government loans are subject to Public Finance Management (PFM) Act of 2015 of Kenya.

Notes (continued)

25 BORROWINGS – GROUP AND COMPANY (Continued)

(a) Loans (Continued)

The movement in currency translation differences on hedged borrowings has been dealt with as follows:

	2023 KShs millions	2022 KShs millions
Total currency translation differences on borrowings	(5,014)	(6,156)
Realised on settlement of loans and cessation of hedging relationship	4,117	19,255
Net hedge effect	(897)	13,099

(iii) Analysis of loans by currency:

	2023	2022
Borrowings in US Dollars	36,465	91,859
Borrowings in KES	105,239	43,041

(b) Sovereign guarantee from the Government of Kenya

On 14 November 2017, as part of the balance sheet restructuring, the Government of Kenya (GOK) issued guarantees in the aggregate amount of USD 750,000,000 in favour of Exim Bank and a consortium of Kenyan banks in relation to certain obligations of the Group and Company to Exim Bank and the consortium of Kenyan Banks. The fair value of the guarantee was determined on 14 November 2017 by an independent valuer at USD 13,898,096 (KShs 1,434 million). In return, Kenya Airways Plc issued the GOK 184,321,067 shares at KShs 7.78 per share. The financial guarantee is measured at amortised cost over the term of the guaranteed loans.

The fair value was determined by an independent valuer who has appropriate qualifications and relevant experience in fair value measurements of such assets. The valuation was determined as the difference of weighted risk-free loan (taking the guarantee into consideration) and weighted risky loan (assuming no guarantee in place). The valuation falls under level 3 of the fair value hierarchy as the inputs are not based on observable market inputs. The movement for the year is presented below:

	2023 KShs millions	2022 KShs millions
Sovereign guarantee from the Government of Kenya – at cost	1,434	1,434
Accumulated amortisation	(1,291)	(1,052)
	143	382

The movement in amortisation of the sovereign guarantee from the Government of Kenya is as follows:

	2023 KShs millions	2022 KShs millions
At start of year	1,052	854
Charge to profit or loss	239	198
At end of year	1,291	1,052

Notes (continued)

25 BORROWINGS – GROUP AND COMPANY (Continued)

(c) Mandatory convertible note - liability component

At start of year	5,670	4,849
Accrued interest	(326)	444
Paid in the year	-	(72)
Currency translation differences	1,513	449
At end of year	6,857	5,670

(d) Deferred borrowing costs

	2023 KShs millions	2022 KShs millions
At start of year	940	1,232
Additions	53	47
Charge for the year	(805)	(339)
At end of year	188	940
The deferred borrowing costs are presented in the statement of financial position as:		
Current portion	151	278
Non-current portion	37	662
	188	940

Deferred borrowing costs relate to expenses incurred to obtain financing for the purchase of the Boeing 787-8 and B777-300ER aircrafts, as well as fees paid to banks upon successful restructuring in November 2017 of the short-term loans to longer repayment periods. The costs include commitment, arrangement, consultants, underwriters and guarantee fees. These costs are being amortised over the repayment periods of the various loans. The deferred costs relating to the Tsavo guaranteed loan novated to the Government of Kenya was fully amortised during the year.

(e) Net debt reconciliation

This section sets out an analysis of net debt and the movements in net debt for each of the periods presented.

	Group 2023 KShs millions	Group 2022 KShs millions	Company 2023 KShs millions	Company 2022 KShs millions
Cash and cash equivalents (Note 32(b))	7,765	9,633	7,477	9,503
Borrowed funds - repayable within one year	(123,455)	(100,159)	(123,455)	(100,159)
Borrowed funds - repayable after one year	(24,775)	(39,089)	(24,775)	(39,089)
Lease liabilities	(58,530)	(56,825)	(47,956)	(48,197)
Net debt	(198,995)	(186,440)	(188,709)	(177,942)

Notes (continued)

25 BORROWINGS – GROUP AND COMPANY (Continued)

(e) Net debt reconciliation (continued)

Group	Liquid assets	Borrowed funds		Leases	
	Cash and cash equivalents	Due within 1 year	Due after 1 year	Lease liabilities	Total
	KShs millions	KShs millions	KShs millions	KShs millions	KShs millions
Year ended 31 December 2023					
Net debt as at start of year	9,633	(39,089)	(100,159)	(56,825)	(186,440)
Cash flows	(1,605)	14,314	(23,296)	(1,705)	(12,292)
Non-cash movements	(263)	-	-	-	(263)
Net debt at end of year	7,765	(24,775)	(123,455)	(58,530)	(198,995)
Year ended 31 December 2022					
Net debt as at start of year	6,374	(14,012)	(93,079)	(71,069)	(171,786)
Cash flows	3,538	(25,077)	(7,080)	14,244	(14,375)
Non-cash movements	(279)	-	-	-	(279)
Net debt at end of year	9,633	(39,089)	(100,159)	(56,825)	(186,440)

Company					
Year ended 31 December 2023					
Net debt as at start of year	9,503	(39,089)	(100,159)	(48,197)	(177,942)
Cash flows	(1,773)	14,314	(23,296)	241	(10,514)
Non-cash movements	(253)	-	-	-	(253)
Net debt at end of year	7,477	(24,775)	(123,455)	(47,956)	(188,709)
Year ended 31 December 2022					
Net debt as at start of year	6,087	(14,012)	(93,079)	(61,520)	(162,524)
Cash flows	3,696	(25,077)	(7,080)	13,323	(15,138)
Non-cash movements	(280)	-	-	-	(280)
Net debt at end of year	9,503	(39,089)	(100,159)	(48,197)	(177,942)

Notes (continued)

26 LEASE LIABILITIES

	Group 2023 KShs millions	Group 2022 KShs millions	Company 2023 KShs millions	Company 2022 KShs millions
At start of year	56,825	71,069	48,197	61,520
Modifications	3,748	-	2,024	-
Terminations	(4,694)	(1,000)	(4,694)	(609)
Interest expense on lease liabilities	4,419	4,085	3,706	3,557
Lease payments	(14,352)	(23,005)	(11,892)	(21,051)
Foreign currency exchange losses charge to profit of loss	2,281	980	312	102
Foreign currency exchange losses charge to OCI for hedged items (Note 23(a))	10,303	4,678	10,303	4,678
Short-term concessions	-	18	-	-
At end of year	58,530	56,825	47,956	48,197

The movement in foreign exchange losses on hedged leases have been dealt with as follows:

	2023 KShs millions	2022 KShs millions
Total foreign currency exchange losses on leases (Note 23)	(10,024)	(4,678)
Realised on settlement of leases (Note 23)	5,602	3,338
	(4,422)	(1,340)

Maturity analysis of lease liabilities

	Group 2023 KShs millions	Group 2022 KShs millions	Company 2023 KShs millions	Company 2022 KShs millions
Year 1	17,943	15,585	10,803	13,765
Year 2	9,915	11,987	9,775	10,328
Year 3	9,592	10,692	9,452	9,029
Year 4	7,643	8,812	7,547	7,072
Year 5	6,569	7,028	6,517	5,601
Year 6 and onwards	30,390	26,084	26,629	25,377
Undiscounted lease payments at end of year	82,052	80,188	70,723	71,172
Less: unearned interest	(23,522)	(23,363)	(22,767)	(22,975)
	58,530	56,825	47,956	48,197

Notes (continued)

26 LEASE LIABILITIES (Continued)

Analysed as:

	Group 2023 KShs millions	Group 2022 KShs millions	Company 2023 KShs millions	Company 2022 KShs millions
Current	10,589	13,130	8,663	11,487
Non-current	47,941	43,695	39,293	36,710
	58,530	56,825	47,956	48,197

27 DEFERRED INCOME TAX

Deferred income tax is calculated using the enacted income tax rate of 30% (2022: 30%). The deferred income tax liability/ (asset) is made up as follows:

	Group 2023 KShs millions	Group 2022 KShs millions	Company 2023 KShs millions	Company 2022 KShs millions
Other temporary differences	(3,742)	(2,775)	(3,621)	(2,571)
Tax losses carried forward	(49,624)	(47,640)	(47,804)	(45,911)
Unrealised exchange losses	(3,719)	(763)	(2,972)	(685)
Losses on cashflow hedges	(6,772)	(4,492)	(6,772)	(4,492)
Property, aircraft and equipment:				
- At cost	2,643	3,959	2,710	3,999
- On revaluation	3,597	3,597	3,456	3,456
Right-of-use assets	(9,316)	(7,641)	(7,945)	(6,546)
Net deferred tax asset	(66,933)	(55,755)	(62,948)	(52,750)
Deferred tax assets not recognised	69,278	58,308	66,404	56,206
	2,345	2,553	3,456	3,456
Presented in the statement of financial position as follows:				
Deferred tax asset	(1,111)	(903)	-	-
Deferred tax liability	3,456	3,456	3,456	3,456
	2,345	2,553	3,456	3,456

The movement on the deferred tax is as follows:

	Group 2023	Group 2022	Company 2023	Company 2022
At start of year	2,553	1,910	3,456	2,723
Credit to profit or loss (note 12(a))	(199)	(108)	-	733
Deferred tax on revaluation surplus of property	-	751	-	-
Under- provision in prior years	(10)	-	-	-
At end of year	2,345	2,553	3,456	3,456

Notes (continued)

27 DEFERRED INCOME TAX (Continued)

A deferred tax asset is recognised for all deductible temporary differences to the extent that it is probable that taxable profit will be available against which the deductible temporary differences can be utilised. As at 31 December 2023, Kenya Airways Plc and JamboJet Limited estimated tax losses amounted to KShs 159,345 million and KShs 2,929 million respectively (2022: KShs 153,036 and KShs 3,267 million respectively). From 1st Jul 2021, Kenyan Income Tax laws allow for carry forward of tax losses indefinitely. The accumulated tax losses will be utilised to offset future taxable profits.

The Group and Company have not recognised deferred tax assets in the financial statements in view of the uncertainty regarding the ability of the Company to generate sufficient taxable profits in the foreseeable future to facilitate utilisation of the benefits from the deductions.

28 PROVISIONS FOR LIABILITIES

(a) Group

Year ended 31 December 2023	**Return condition provision KShs millions**	**Redundancy provision KShs millions**	**Asset retirement obligation KShs millions**	**Other provisions KShs millions**	**Total provisions KShs millions**
At start of year	14,059	431	15	992	15,497
Increase in the year	2,683	-	-	-	2,683
Charged to profit or loss	-	-	-	256	256
Utilised in the year	(1,581)	(5)	-	(367)	(1,952)
Impact of discounting	531	-	-	-	531
Foreign currency exchange losses	3,183	-	-	-	3,183
At end of year	18,875	426	15	881	20,197
Split as follows:					
Current	5,472	426	-	881	6,779
Non-current	13,403	-	15	-	13,418
At 31 December 2023	18,875	426	15	881	20,197

Notes (continued)

28 PROVISIONS FOR LIABILITIES (Continued)

(a) Group (Continued)

Year ended 31 December 2022	Return condition provision KShs millions	Redundancy provision KShs millions	Asset retirement obligation KShs millions	Other provisions KShs millions	Total provisions KShs millions
At start of year	7,316	435	15	1,188	8,954
Increase in the year	6,907	-	-	-	6,907
Charged to profit or loss	-	-	-	(171)	(171)
Utilised in the year	(665)	(4)	-	(25)	(694)
Impact of discounting	(170)	-	-	-	(170)
Foreign currency exchange losses	671	-	-	-	671
At end of year	14,059	431	15	992	15,497
Split as follows:					
Current	1,656	431	-	992	3,079
Non-current	12,403	-	15	-	12,418
At 31 December 2022	14,059	431	15	992	15,497

(b) Company

Year ended 31 December 2023

	Return condition provision KShs millions	Redundancy provision KShs millions	Asset retirement obligation KShs millions	Other provisions KShs millions	Total provisions KShs millions
At start of year	9,939	340	12	966	11,257
Increase in the year	1,423	-	-	-	1,423
Charged to profit or loss	-	2	-	235	237
Utilised in the year	(1,270)	(4)	-	(338)	(1,612)
Impact of discounting	1,494	-	-	-	1,494
Foreign currency exchange losses	2,368	-	-	-	2,368
At end of year	13,954	338	12	863	15,166
Split as follows:					
Current	4,048	338	-	862	5,248
Non-current	9,906	-	12	-	9,918
At 31 December 2023	13,954	338	12	862	15,166

Notes (continued)

28 PROVISIONS FOR LIABILITIES (Continued)

(b) Company (continued)

Year ended 31 December 2022

	Return condition provision KShs millions	Redundancy provision KShs millions	Asset retirement obligation KShs millions	Other provisions KShs millions	Total provisions KShs millions
At start of year	3,937	344	12	1,175	5,468
Increase in the year	6,310	-	-	-	6,310
Charged to profit or loss	-	-	-	(186)	(186)
Utilised in the year	(664)	(4)	-	(24)	(692)
Impact of discounting	(1)	-	-	-	(1)
Foreign currency exchange losses	358	-	-	-	358
At end of year	9,940	340	12	965	11,257
Split as follows:					
Current	717	340	-	965	2,022
Non-current	9,223	-	12	-	9,235
At 31 December 2022	9,940	340	12	965	11,257

(i) Return condition provisions

Return condition provision relates to a provision for an unavoidable contractual obligation to return the aircraft in certain conditions at the date of return. In order to fulfil these return conditions, major overhauls are required to be conducted on a regular basis. Accordingly, estimated costs of major overhauls for aircraft and engines under leases are accrued and charged to the profit or loss over the estimated period between overhauls using the ratios of actual flying hours/cycles and estimated flying hours/cycles between overhauls. Differences between the estimated costs and the actual costs of overhauls are included in the profit or loss in the period of overhaul. The return condition provision is calculated using a model which incorporates several assumptions which include the past and expected future utilisation and maintenance patterns of the aircraft and engines, expected cost of maintenance at the time it is estimated to occur and discount rate applied to calculate the present value of the future liability.

(ii) Redundancy provisions

The Group implemented a staff restructuring program in the year 2012 aimed at improving operational efficiency. The program affected 599 employees and as at 31 December 2023 a provision of KShs 427 million (2022: KShs 432 million) is held to cover the redundancy payments arising from the accompanying litigation. The unionisable staff had moved to the Industrial Court to block the restructuring and the Court ruled in their favour, ordering the reinstatement of affected employees. The Group appealed against the decision and on 11 July 2014, the Court of Appeal ruled that the Group was justified in declaring the redundancy but had failed to meet the statutory threshold of procedural fairness. The employees challenged the decision further at the Supreme Court. At Supreme court, the 2014 decision was upheld.

Notes (continued)

28 PROVISIONS FOR LIABILITIES (Continued)

(iii) Asset retirement obligations

Under the terms of certain property lease arrangements, the Group and Company has a contractual obligation to restore the property in a certain condition at the end of the lease term.

(iv) Other provisions

Other provisions relate to various legal cases brought against the Group and Company which are pending determination by the courts. Provisions are recognised when the Group has determined that it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Management has made appropriate provisions in respect of certain cases.

29 SALES IN ADVANCE OF CARRIAGE

	Group		Company	
	2023 KShs millions	2022 KShs millions	2023 KShs millions	2022 KShs millions
Passengers	28,205	18,840	27,454	18,406
Freight	14	111	14	111
	28,219	18,951	27,468	18,517

The reconciliation of the sales in advance of carriage is as follows:

	Group		Company	
	2023 KShs millions	2022 KShs millions	2023 KShs millions	2022 KShs millions
At the beginning of year	18,951	10,892	18,517	10,674
Total tickets sold	157,345	95,046	147,289	88,541
Total tickets uplifted	(143,813)	(84,232)	(134,243)	(78,054)
Expired tickets recognised in revenue	(4,264)	(2,755)	(4,095)	(2,644)
At end of year	28,219	18,951	27,468	18,517

30 TRADE AND OTHER PAYABLES

Trade payables	43,303	33,204	39,073	31,161
Other payables and accrued expenses	6,742	6,344	6,718	5,419
Due to related parties (Note 33)	3,973	3,283	29,949	28,738
Unclaimed dividends (Note 13)	71	76	71	76
	54,089	42,907	75,811	65,394

Notes (continued)

31 DERIVATIVE FINANCIAL INSTRUMENT - GROUP AND COMPANY

The Group and Company entered into short term currency swap agreements with commercial banks for purchase of foreign currency in the year 2022 which matured in the year 2023. There were no new swap agreements undertaken in the current year.

	2023 KShs millions	2022 KShs millions
Unrealised foreign exchange loss on currency swap	-	118

Notes (continued)

32 (a) CASH GENERATED FROM OPERATIONS

(a) Cash generated from operations

	Group		Company	
	2023 KShs millions	2022 KShs millions	2023 KShs millions	2022 KShs millions
Loss before tax	(22,864)	(38,315)	(20,056)	(37,007)
Adjustments for:				
Depreciation of property and equipment (Note 14)	7,322	6,473	7,247	6,407
Impairment of assets (Note 14)	214	461	214	461
Amortisation of intangible assets (Note 15)	149	170	142	167
Amortisation of return condition asset (Note 16)	2,269	1,344	1,673	762
Amortisation of right-of-use assets (Note 16)	5,936	7,058	4,534	6,126
Amortisation of deferred expenditure (Note 25(d))	805	339	805	339
Amortisation of sovereign guarantee (Note 26 (b)	239	198	239	198
Amortisation of aircraft deposits (Note 18)	54	417	54	417
Unrealised foreign currency exchange gain on aircraft deposits (Note 18)	(1,331)	(504)	(1,173)	(504)
Provision for aircraft deposits (Note 18)	(305)	310	(305)	310
Unrealised foreign currency exchange loss on lease liabilities (Note 26)	2,381	980	312	102
Unrealised foreign currency gain on right of use asset (Note 16)	-	(275)	-	-
Discount on lease liabilities (Note 26)	-	18	-	-
Unrealised foreign currency exchange loss on mandatory convertible debt (Note 25(c))	1,513	449	1,513	449
Foreign currency exchange loss on borrowings (Note 9)	7,538	19,255	7,538	19,255
Realised foreign currency exchange loss on leases (Note 26)	5,602	3,338	5,602	3,338
Currency exchange gain on maintenance reserves (Note 21)	(5,083)	-	(4,415)	-
Interest expense on borrowings (Note 9)	8,517	6,385	8,517	6,385
Interest expense on lease liabilities (Note 9)	4,528	4,085	3,695	3,557
Interest income (Note 9)	(165)	(194)	(285)	(247)
Changes in working capital items:				
Inventories	(530)	(121)	(414)	(121)
Trade and other receivables	(4,294)	(5,191)	(6,739)	(7,607)
Sales in advance of carriage	9,268	8,059	8,951	7,843
Trade and other payables	11,179	4,744	10,417	6,457
Derivative financial instrument	(118)	118	(118)	118
Prepaid maintenance assets	(7,503)	(7,111)	(5,972)	(6,589)
Provisions for liabilities	3,700	266	3,226	178
Cash generated from operations	28,921	15,782	25,202	13,743

Notes (continued)

33 RELATED PARTY TRANSACTIONS (Continued)

(b) Related companies' balances

Balances outstanding at the year-end on account of transactions with related parties were as follows:

(i) ***Due from related companies***

	Group		Company	
	2023 KShs millions	2022 KShs millions	2023 KShs millions	2022 KShs millions
Precision Air Services Limited	40	69	40	69
Kenya Airfreight Handling Limited	-	-	195	181
African Cargo Handling Limited	-	-	23,774	22,646
Jambojet Limited	-	-	3,120	2,564
Kencargo International Airlines Limited	-	-	61	61
Fahari Aviation Limited	-	-	140	81
	40	69	27,330	25,602
Provision for expected credit losses	(40)	(69)	(1,678)	(1,192)
	-	-	25,652	24,410

The movement in the provision for expected credit losses is as follows:

	Group		Company	
	2023 KShs millions	2022 KShs millions	2023 KShs millions	2022 KShs millions
At start of year	69	86	1,192	647
Write off during the year	-	-	486	545
Reversal during the year	(29)	(17)	-	-
At end of year	40	69	1,678	1,192

(ii) ***Due to related companies***

	Group 2023	Group 2022	Company 2023	Company 2022
KLM, Royal Dutch Airlines	3,973	3,283	3,973	3,283
African Cargo Handling Limited	-	-	25,838	25,313
Kenya Airfreight Handling Limited	-	-	50	50
Jambojet Limited	-	-	88	92
	3,973	3,283	29,949	28,738

Notes (continued)

33 RELATED PARTY TRANSACTIONS (continued)

(b) Related companies' balances (continued)

(i) ***Due from related companies (continued)***

Amounts due from and due to Kenya Airfreight Handling Limited (KAHL) arise from payments of expenses by Kenya Airways Plc on behalf of KAHL, less charges by KAHL for services rendered to Kenya Airways Plc. It also includes a loan amount of KShs 19.6 million advanced to KAHL by Kenya Airways Plc. The loan carries a fixed rate of 10% per annum. The other related party balances are interest free and have no fixed repayment terms.

The amounts due from African Cargo Handling Limited (ACHL) relate to cargo freight collected by ACHL on behalf of Kenya Airways and the expenses paid by Kenya Airways on behalf of ACHL. The amounts due to ACHL relate to cash transfers from ACHL to Kenya Airways and the ACHL IATA billings. The related party balances are interest free and have no fixed repayment terms.

The amounts due from Jambojet to Kenya Airways, relate to management fees, loans and interline balances from passenger uplifts on behalf of Jambojet. The related party balances are interest free and have no fixed repayment terms other than the loans which carry a fixed interest rate of 9.5% per annum.

The amounts due from Precision Air relate to payroll and insurance costs due to Kenya Airways. These costs are paid by Kenya Airways then recharged. The balances are interest free and have no fixed repayment terms.

(ii) Remuneration of Directors and key management compensation

The remuneration for Directors and other members of key management during the year were as follows:

	Group		Company	
	2023 KShs millions	2022 KShs millions	2023 KShs millions	2022 KShs millions
Short term employment benefits:				
Salaries and other benefits	412	323	375	291
Non-monetary benefits	3	1	3	1
	415	324	378	292

The Group's Directors' remuneration included in key management compensation above comprise:

	Group		Company	
	2023 KShs millions	2022 KShs millions	2023 KShs millions	2022 KShs millions
As executives	59	54	59	54
As non-executives	29	27	29	27
	88	81	88	81
Non - monetary benefits	1	1	1	1
	89	82	89	82

Notes (continued)

34 COMMITMENTS

As at 31 December 2023, the Group and Company had purchase commitments for aircraft parts and other equipment incidental to the ordinary course of business as follows:

	2023 KShs millions	2022 KShs millions
Authorised but not contracted for	22,298	9,085

35 OPERATING LEASE ARRANGEMENTS - GROUP AND COMPANY

Operating leases, in which the Group is the lessor, relate to property and owned aircraft owned by the Group with lease terms of between 2 to 5 years, with extension options. It also includes aircraft subleased to other airlines. The lessee do not have an option to purchase the property or aircraft at the expiry of the lease period.

Maturity Analysis

	2023 KShs millions	2022 KShs millions
Year 1	940	1,758
Year 2	940	1,475
Year 3	235	772
At end of the year	2,115	4,005

During the year, the Group and Company recognised aircraft lease income of KShs 1,011 million (2022: KShs 1,347 million) and property lease income of KShs 156 million (2022: KShs 156 million) and aircraft sub-lease income of KShs 759 million (2022: KShs 2,832 million) in profit or loss in respect of operating leases income.

Notes (continued)

36 CONTINGENT LIABILITIES – GROUP AND COMPANY

(a) Contingent liabilities

	2023 KShs millions	2022 KShs millions
Guarantees	11,086	9,138
Litigation	793	1,187
	11,879	10,325

(b) Guarantees

In the ordinary course of business, the Group's and Company's bankers have issued guarantees on behalf of the Group and Company in favour of third parties. In the opinion of the Directors, no liability is expected to crystallise in respect of these guarantees.

(c) Litigation

Douala crash - KQ507

A leased aircraft, Boeing 737-800 (registration mark 5Y-KYA) operating as flight number KQ507 crashed shortly after take-off from Douala airport in Cameroon on 5 May 2007. All the 105 passengers and 9 crew members on board perished in the accident. The investigation of the accident carried out under the auspices of the Cameroon civil aviation authorities was completed. Kenya Airways Plc is fully insured for any legal obligations arising out of the accident hence no need for a provision.

Other material litigation

There are other various legal cases brought against the Group which are pending determination by the courts. It is not practicable to determine the timing and ultimate liabilities (if any) that may crystallise upon resolution of the pending cases. Due to the nature and sensitivity of these cases, detailed disclosures have not been made for each case as these may be prejudicial to the position of the Group. During the year the were settlement of some cases and release of provision following a lost case earlier filed by union (KAWU) which explains the reduction to KShs 793 million.

Appendix

Principal shareholders

The ten largest shareholdings in the Company and the respective number of shares held at 31 December 2023 are as follows:

	Name of shareholder	Number of shares	% Shareholding
1.	Cabinet Secretary to The National Treasury	2,847,844,811	48.90
2.	KQ Lenders Company 2017 Limited	2,218,310,169	38.09
3.	KLM – Koninklijke Luchtvaart Maatscchappij (KLM) Royal Dutch Airlines	451,661,470	7.76
4.	The Trustees of the Kenya Airways Employee Share Ownership Scheme 2018	142,164,558	2.44
5.	Standard Chartered Nominees Ltd Non-Resident A/c KE11752	29,237,300	0.50
6.	Kamau Mike Maina	16,099,735	0.27
7.	Shah Tanna, Karishma Vijay Shah-Tanna	3,435,900	0.06
8.	Galot International Limited	2,652,370	0.05
9.	Benard, Peter Wainaina	1,195,800	0.02
10.	Muhika, Peter Njenga	1,102,400	0.02
11.	Other Shareholders	110,198,108	1.89
Total		**5,823,902,621**	**100.00**

Distribution of shareholders

	Number of shareholders	Number of shares	% Shareholding
Less than 500 shares	61,698	10,755,678	0.18
501 – 5,000 shares	16,278	21,887,466	0.38
5,001 – 10,000 shares	1,146	8,157,339	0.14
10,001 – 100,000 shares	1,339	35,669,515	0.61
100,001 – 1,000,000 shares	135	31,626,235	0.55
Over 1,000,000 shares	12	5,715,806,388	98.14
Total	**80,608**	**5,823,902,621**	**100.00**

Distribution of shareholders by region

	Number of shareholders	Number of shares	% Shareholding
Foreign Institutions	9	481,961,529	8.28
Foreign Individuals	549	5,888,935	0.10
Local Institutions	3,013	5,223,382,422	89.69
Local Individuals	77,037	112,669,735	1.93
Total	**80,608**	**5,823,902,621**	**100.00**