

NOTICE OF ANNUAL GENERAL MEETING

To the Shareholders of **HF GROUP Plc**

NOTICE IS HEREBY GIVEN that in accordance with Articles 59 and 61 of the Articles of Association of the Company, the 56th Annual General Meeting of the Company will be held via electronic communication on Friday, 20th May 2022 at 10.00 a.m. to conduct the following business:

- 1 To table the proxies and note the presence of a quorum.
- 2 To read the notice convening the meeting.
- 3 To receive and, if approved, adopt the audited Balance Sheet and Accounts for the year ended 31 December 2021, together with the Chairman's, the Directors' and Auditor's Reports thereon.
- 4 To note that the Directors do not recommend the payment of a dividend for the year ended 31st December 2021.
- 5 To elect Directors:
 - a) In accordance with Article 105 of the Company's Articles of Association the following Directors retire by rotation and being eligible, offer themselves for re-election.
 - Dr. Benson Wairegi
 - Ms. Constance Gakonyo
 - b) In accordance with Article 104 of the Company's Articles of Association the following Directors retire at this meeting, and being eligible, offer themselves for re-election.
 - Prof. Olive Mugenda
 - Mr. Charles Kimani Njuguna
 - Dr. Anthony Omerikwa Opare
- 6 In accordance with the provisions of Section 769 of the Companies Act, 2015 the following Directors, being members of the Group Board Audit & Risk Committee be elected individually to continue to serve as members of the said Committee:
 - Ms. Felister Kembi
 - Dr. Anthony Omerikwa Opare
- 7 To approve the Directors Remuneration Report as detailed in the Annual Report for the year ended 31st December 2021.
- 8 To appoint PricewaterhouseCoopers (PWC) Kenya as the auditors of the Company in accordance with Sections 721 of the Companies Act, No. 17 of 2015 and to authorize the Directors to fix the remuneration of the auditors in terms of section 724 of the said Companies Act.
- 9 To consider any other business for which due notice has been given.

BY ORDER OF THE BOARD

Regina Anyika

Company Secretary

P.O. Box 30088, GPO 00100

NAIROBI

Date: 27th April 2022

NOTES:

1. Shareholders wishing to participate in the meeting should register for the AGM by doing the following:
 - a) Dialing *483*816# for all networks and follow the various prompts regarding the registration process; or
 - b) Sending an email request to be registered to hfgroupagm@image.co.ke; or
 - c) Shareholders with email addresses will receive a registration link via email through which they can use to register.
- In order to complete the registration process, shareholders will need to have their ID/ Passport Numbers which were used to purchase their shares and at hand.
For assistance shareholders (whether in Kenya or outside) should dial the following helpline number: (+254) 709 170 000 from 8:00 a.m. to 5:00 p.m. from Monday to Friday. A Shareholder domiciled outside of Kenya can send an email to Image Registrars via hfgroupagm@image.co.ke.
2. Registration for the AGM opens on **Wednesday, 27th April 2022 at 9:00 am** and will close **on Wednesday, 18th May 2022** at 11.00 a.m. Shareholders will not be able to register after this time.
 3. In accordance with Article 160 of the Company's Articles of Association, the following

documents may be viewed on the Company's website www.hfgroup.co.ke (a) a copy of this Notice and the proxy form; (b) the Company's Annual Report & Audited financial statements for the year ended 31st December 2021

The reports may also be accessed upon request by dialing the USSD code above and selecting the Reports option. The reports and agenda can also be accessed on the livestream link.

4. Any shareholder who is entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote in his stead. Such proxy need not be a member of the Company.
5. A proxy form is provided with the Annual Report. The proxy form can also be obtained from the Company's website www.hfgroup.co.ke or from Image Registrars Limited, Absa Towers (formerly Barclays Plaza), 5th Floor, Loita Street, P. O. Box 9287 – 00100, Nairobi, Kenya. Shareholders who do not propose to be at the Annual General Meeting are requested to complete and return the proxy form to Image Registrars Limited, or alternatively to the Registered Office of the Company so as to arrive not later than **Wednesday, 18th May 2022** at 10.00 a.m.
6. Duly signed proxy forms may also be emailed to info@image.co.ke in PDF format. A proxy form must be signed by the appointor or his attorney duly authorized in writing. If the appointor is a body corporate, the instrument appointing the proxy shall be given under the Company's common seal or under the hand of an officer or duly authorized attorney of such body corporate.
7. Shareholders wishing to raise any questions or clarifications regarding the AGM may do so on or before **Wednesday, 18th May 2022** at 10.00 a.m. by: (a) sending their written questions by email to agmquestions@hfgroup.co.ke; or (b) to the extent possible, physically delivering or posting their written questions with a return physical, postal or email address to the registered office of the Company or P.O. Box 30000 – 00100, Nairobi, or to Image Registrars offices at the address above. (c) Shareholders who will have registered to participate in the meeting shall be able to ask questions via sums by dialing the USSD code above and selecting the option (Ask Question) on the prompts (d) During the AGM, shareholders can send their questions by using the "Questions" tab on their livestream link.

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

8. The Company's directors will provide written responses to the questions received to the return physical, postal or email address provided by the Shareholder no later than 12 hours before the start of the AGM. A full list of all questions received, and the answers thereto will be published on the Company's website not later than 12 hours before the start of the AGM.
9. Registered Shareholders will receive an SMS prompt, with instructions, on their registered mobile phone number alerting them to Propose and Second the resolutions put forward in the notice.
10. The AGM will be streamed live via a link which shall be provided to all shareholders who will have registered to participate in the AGM. Duly registered shareholders and proxies will receive a short message service (SMS/USSD) prompt on their registered mobile numbers, 24 hours prior to the AGM acting as a reminder of the AGM. A second SMS/USSD prompt shall be sent one hour ahead of the AGM, as a reminder that the AGM will begin in an hours' time and providing a link to the live stream.
11. Shareholders and proxies who have registered to attend the AGM may follow the proceedings using the live stream platform, access the agenda and vote (when prompted by the chairman) via the USSD prompts.
12. Results of the resolutions voted on will be published on the Company's website i.e. www.hfgroup.co.ke within 48 hours following conclusion of the AGM on the Company's website.