

NOTICE OF ANNUAL GENERAL MEETING

To the Shareholders of **HF GROUP Plc (the Company)**

NOTICE IS HEREBY GIVEN that in accordance with Articles 59 and 61 of the Articles of Association of the Company, the 57th Annual General Meeting of the Company will be held via electronic communication on Friday, 26th May 2023 at 11.00 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 2022, 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 2022.
5. To elect Directors:
 - a) Ms. Felister Kembi retires by rotation in accordance with Article 105 of the Company's Articles of Association and, being eligible, offers herself for re-election.
 - b) Dr. Peter Kahara Munga, who is over seventy years old, retires by rotation in accordance with Article 105 of the Company's Articles of Association, and being eligible, offers himself for re-election.
 - c) Dr. Benson Wairegi, having attained the age of seventy years retires in accordance with the Code of Corporate Governance Practices for Issuers of Securities to the Public 2015 and being eligible, offers himself for re-election.
 - d) Ms. Constance Gakonyo, having served the maximum tenure of nine years, retires in compliance with the Company's Corporate Governance Policy and not being eligible does not offer herself for re-election.
 - e) Ms. Ann Kimari retires in accordance with Article 104 of the Company's Articles of Association, and being eligible, offers herself for re-election.
 - f) 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
 - Ms. Anne Kimari
6. To approve the Directors Remuneration Report as detailed in the Annual Report for the year ended 31st December 2022.
7. 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.

SPECIAL BUSINESS

8. To consider and if thought fit to pass the following resolution as a Special Resolution:

THAT subject to receipt of requisite regulatory approvals, the Directors be generally authorised to allot new ordinary shares of Kshs.5 each not exceeding five per cent (5%) of the total issued share capital of the Company to the Employee Share Ownership Plan (ESOP) for such consideration and upon such terms and conditions as the Directors may determine.

The authority granted under this resolution shall expire on 26th May 2025, noting that the Directors may notwithstanding the expiry of the authority conferred by this resolution allot ordinary shares of the Company where such allotment is done pursuant to an offer or agreement made before such expiry.

The ESOP was approved at the 40th Annual General Meeting of the Company held on 26th July 2006.
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: 2nd May 2023

NOTES:

1. Shareholders wishing to participate in the meeting should register for the AGM by dialing *483*886# on their **Safaricom** mobile telephone or *483*886# on their **Airtel & Telkom** mobile telephone and follow the various prompts on the registration process. Shareholders will not incur any cost for such registration.
 2. To complete the registration process, shareholders will need to provide their National ID/Passport Numbers which were used to purchase their shares and/or their CDSC Account Number. For assistance shareholders should dial the following helpline number: **(+254) 709 170 000** from 9:00 a.m. to 3:00 p.m. from Monday to Friday. Shareholders outside Kenya should dial the helpline number for assistance during registration.
 3. Registration for the AGM opens on **Wednesday, 3rd May 2023 at 9:00 am** and will close **on Wednesday, 24th May 2023** at 11.00 a.m. Shareholders will not be able to register after this time.
 4. 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 2022.
 5. 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.
 6. 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, **24th May 2023** at 11.00 a.m.
 7. Duly signed proxy forms may also be emailed to info@image.co.ke in PDF format. A proxy form must be signed by the appointer or his attorney duly authorized in writing. If the appointer is a body corporate, the instrument appointing the proxy shall be given under the Company's common seal or under the hand of an officer or duly authorized attorney of such body corporate.
 8. Shareholders wishing to raise any questions or clarifications regarding the AGM may do so 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 sms 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.
- All questions and clarification received by the Company by Wednesday, 24th May 2023 at 11:00 a.m. will be responded to by the directors of the company by 26th May 2023. A full list of all questions received and the answers thereto will be published on the Company's website before the commencement of the General Meeting. Some of the questions will also be answered during the meeting.
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.