

NOTICE OF ANNUAL GENERAL MEETING

To the Shareholders of **HF GROUP Plc (FORMERLY HF GROUP LIMITED)**

NOTICE IS HEREBY GIVEN that in accordance with an order by the High Court of Kenya in Miscellaneous Application No. E680 of 2020 on 29th April 2020, the 54th Annual General Meeting of the Company will be held via electronic communication on Friday, 10th July 2020 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 2019, 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 2019.
5. To elect Directors:
 - a) Ms. Felister Kambi 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. Steve Omenga Mainda retires by rotation in accordance with Article 105 of the Company's Articles of Association and does not offer himself for re-election.
 - c) Dr. Peter Kohara Munga retires by rotation in accordance with Article 105 of the Company's Articles of Association, and having attained the age of seventy years further 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.
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 to continue to serve as members of the said Committee:
 - Ms. Felister Kambi
 - Mr. Adan Mohamed
 - Ms. Gladys Karui
7. To receive, consider and, if thought fit, approve the Directors' Remuneration Report and to authorize the Board to fix the remuneration of Directors.
8. To appoint PricewaterhouseCoopers [PWC] Kenya as the new auditors of the Company in place of KPMG Kenya (whose term expires at the end of this meeting) in accordance with Sections 721 and 724 of the Companies Act, No. 17 of 2015 and to authorize the Directors to fix their remuneration.

SPECIAL BUSINESS

9. "That, by way of special resolution, Articles 59 and 60 of the Articles of Association of the Company be and are hereby amended to provide for holding of Annual General Meetings and Extraordinary General Meetings virtually and for voting to be carried out by electronic means".
10. 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: 12th June 2020

NOTES:

1. Owing to the ongoing Coronavirus 2019 (COVID-19) pandemic and the related Public Health Regulations and directives passed by the Government restricting public gatherings, it is impossible, for the Company to hold a physical AGM in the manner envisaged under the Company's Articles of Association and section 280 of the Companies Act 2015. On 29 April 2020, the High Court of Kenya in Miscellaneous Application No. E680 of 2020, issued an order permitting any company listed on the Nairobi Securities Exchange to convene and conduct a virtual general meeting subject to receipt of a 'No Objection' from the Capital Markets Authority (CMA). Relying on this court order,

HF Group Plc. has convened and will conduct its virtual annual general meeting following receipt of a No Objection from the CMA.

2. Shareholders wishing to participate in the meeting should register for the AGM by dialling *483*813# on their mobile telephone, across all networks, and follow the various prompts on the registration process. Shareholders will not incur any cost for such registration.
3. 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 during registration, shareholders (whether in Kenya or outside) should dial the following helpline number: **(+254) 709 170 000** from 9:00 a.m. to 3:00 p.m. from Monday to Friday.
4. Registration for the AGM opens on **Tuesday, 16th June 2020 at 9:00 am** and will close on **Monday, 6th July 2020** at 10.00 a.m. Shareholders will not be able to register after this time.
5. 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 2019; (c) a copy of the High Court Order in Miscellaneous Application No. E680 of 2020; and (d) a copy of the No Objection issued by the CMA.
6. 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.
7. 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, Laita 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 at P.O. Box 30088 – 00100, Nairobi so as to arrive not later than **Wednesday, 8th July 2020 at 10.00 a.m.**
8. 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.
9. Shareholders wishing to raise any questions or clarifications regarding the AGM may do so on or before **Monday, 6th July 2020 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 30088 – 00100, Nairobi, or to Image Registrars offices at the address above.

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

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.
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 24 hours following conclusion of the AGM.

Shareholders are encouraged to continuously monitor the Company's website for any updates relating to the AGM owing to the changing situation arising from the COVID-19 pandemic. We appreciate the understanding of our shareholders as we navigate the evolving business conditions posed by COVID-19.

www.hfgroup.co.ke

HF Group is regulated as a Non-Operating Holding Company
by the Central Bank Of Kenya