

HF GROUP LIMITED (“THE COMPANY”)

SUMMARY OF THE RESOLUTIONS PASSED AT THE 51ST ANNUAL GENERAL MEETING OF THE COMPANY HELD AT THE KENYATTA INTERNATIONAL CONFERENCE CENTRE (KICC) AMPHITHEATRE, NAIROBI ON 21ST APRIL 2017 AT 11.00 A.M.

1. AUDITED BALANCE SHEET AND FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST DECEMBER 2016

It was unanimously RESOLVED that the Balance Sheet and Accounts for the year ended 31st December 2016, Chairman’s, Directors’ and Auditor’s Reports thereon be adopted.

2. DIVIDEND

A dividend of Kshs.0.50 per share out of the profits for the financial year ended 31 December 2016 was declared by the Chairman.

It was unanimously RESOLVED that the closure of the Register of Members on 5th May 2017, at close of business, and payment of dividend on or about 31st May 2017 be and is hereby approved.

3. ELECTION OF DIRECTORS

- a. It was unanimously RESOLVED that Dr. Benson Wairegi retiring by rotation by virtue of Article 105 of the Company’s Articles of Association, be re-elected as a Director of the Company.
- b. It was unanimously RESOLVED that Mr. Steve Omenge Mainda retiring by rotation by virtue of Article 105 of the Company’s Articles of Association and by virtue of having attained the age of seventy years, be re-elected as a Director of the Company.
- c. It was unanimously RESOLVED that Dr. Peter Kahara Munga retiring by rotation by virtue of Article 105 of the Company’s Articles of Association and by virtue of having attained the age of seventy years, be re-elected as a Director of the Company.
- d. It was unanimously RESOLVED that Ms. Felister Kembu, having been appointed as an additional Director in the course of the year, and therefore retiring by virtue of Article 104 of the Company’s Articles of Association, be re-elected as a Director of the Company.
- e. It was unanimously RESOLVED that Ms. Gladys Karuri, having been appointed as an additional Director in the course of the year, and therefore retiring by virtue of Article 104 of the Company’s Articles of Association, be re-elected as a Director of the Company.

4. DIRECTORS REMUNERATION

It was unanimously RESOLVED that the Directors' remuneration as detailed on page 113, note 10 of the Annual Report be approved.

5. AUDITORS

It was unanimously RESOLVED that Messers. KPMG Kenya be re-appointed as the Company's Auditors and that the Directors be authorized to fix the Auditors' remuneration for the ensuing financial year.

SPECIAL BUSINESS

6. CHANGE OF NAME

It was resolved by more than three-fourths majority to pass the following resolution as a Special Resolution:-

“That the name of the Company be changed from “HF Group Limited” to “HF Group Plc” with effect from the date set out in the Certificate of Change of Name issued in that regard by the Registrar of Companies.

CERTIFIED TRUE EXTRACT



**REGINA ANYIKA
COMPANY SECRETARY**

DATE: 24th April 2017.