

## NOTICE OF GENERAL MEETING To shareholders of HF GROUP Plc (Company)

**NOTICE IS HEREBY GIVEN** that there will be a **GENERAL MEETING** of the Company to be held via electronic communication on **4<sup>th</sup> September 2024 at 11.00 a.m.** to conduct the following business:

1. To table the proxies and confirm the presence of a quorum.
2. To read the notice convening the meeting.

### 3. Rights Offer

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

- (a) THAT pursuant to Article 56 of the Company's Articles of Association subject to the Company receiving the required regulatory approvals including but not limited to the approval of the Central Bank of Kenya and the Capital Markets Authority, the Directors be and are hereby authorized until the date of the next Annual General Meeting of the Company, to offer and issue for such consideration as they may deem fit up to 1,499,995,255 new ordinary shares (inclusive of a green shoe option of up to 30%) of Kshs 5 by way of rights (**Rights Offer**) to shareholders on the register at the relevant date in proportion as nearly as is practicable of up to three new ordinary shares for every share held; and
- (b) THAT the nominal share capital of the Company be increased by creation of such number of additional shares not to exceed 1,500,000,000 additional shares of Ksh 5 each to rank *pari passu* in all respects with the existing ordinary shares of the Company as may be necessary to facilitate issue of shares subscribed for pursuant to the Rights Offer in 3a) above.

### 4. Change of Name

To consider and, if thought fit, to pass the following resolutions as a special resolution:

- (a) THAT subject to clearance by the relevant authorities including, the Central Bank of Kenya and the Registrar of Companies as applicable, consider and if thought fit to change the name of Company to such name as the shareholders shall determine.

### BY ORDER OF THE BOARD

**Regina Anyika**

**Company Secretary**

**P.O. Box 30088, GPO 00100**

**NAIROBI**

**Date: 13<sup>th</sup> August 2024**

### NOTES:

1. Shareholders wishing to participate in the meeting should register for the General Meeting (**General Meeting** or **GM**) by dialing \*483\*805# on their Safaricom mobile telephone or \*483\*805# 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 GM opens on **Tuesday 13<sup>th</sup> August 2024** at 9:00 am and will close on **Monday 2<sup>nd</sup> September 2024** at 11.00 a.m. Shareholders will not be able to register after this time.
4. In accordance with Article 163 (A) of the Company's Articles of Association, the following documents may be viewed on the Company's

website [www.hfgroup.co.ke](http://www.hfgroup.co.ke) (a) a copy of this Notice and the proxy form and (b) the Public Announcement

5. Any shareholder who is entitled to attend and vote at the 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. The proxy form can also be obtained from the Company's website [www.hfgroup.co.ke](http://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 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 **Monday, 2<sup>nd</sup> September 2024 at 11.00 a.m.**
7. Duly signed proxy forms may also be emailed to [info@image.co.ke](mailto: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 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 GM may do so on or before **Monday, 2<sup>nd</sup> September 2024 at 11.00 a.m.** by: (a) sending their written questions by email to [agmquestions@hfgroup.co.ke](mailto: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 GM, 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.

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 GM. 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 GM.

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 GM will be streamed live via a link which shall be provided to all shareholders who will have registered to participate in the GM. Duly registered shareholders and proxies will receive a short message service (SMS/USSD) prompt on their registered mobile numbers, 24 hours prior to the GM acting as a reminder of the GM. A second SMS/USSD prompt shall be sent one hour ahead of the GM, as a reminder that the GM will begin in an hours' time and providing a link to the live stream.
11. Shareholders and proxies who have registered to attend the GM 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](http://www.hfgroup.co.ke) within 48 hours following conclusion of the GM on the Company's website.