

HF GROUP PLC (“THE COMPANY”)

SUMMARY OF THE RESOLUTIONS PASSED AT THE 53rd ANNUAL GENERAL MEETING OF THE COMPANY HELD AT THE KENYATTA INTERNATIONAL CONFERENCE CENTRE (KICC) AMPHITHEATRE, NAIROBI ON 26th APRIL 2019 AT 11.00 A.M.

1. AUDITED BALANCE SHEET AND FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST DECEMBER 2018

It was unanimously **RESOLVED** that the Balance Sheet and Accounts for the year ended 31st December 2018, Chairman’s, Directors’ and Auditor’s Reports thereon be adopted.

2. DIVIDEND

It was reported that the Directors do not recommend payment of a dividend for the financial year ended 31st December 2018.

It was unanimously **RESOLVED** that the recommendation that no dividend be paid for the financial year ended 31st December 2018 be and is hereby approved.

3. ELECTION OF DIRECTORS

- a. It was unanimously **RESOLVED** that **Mr. Adan Mohammed** 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 **Dr. 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.

4. ELECTION OF THE GROUP AUDIT & RISK COMMITTEE MEMBERS

- a. It was unanimously **RESOLVED** that **Ms. Felister Kembi**, being a member of the Group Audit & Risk Committee, be elected to continue to serve as a member of the said Committee.
- b. It was unanimously **RESOLVED** that **Mr. Adan Mohammed**, being a member of the Group Audit & Risk Committee, be elected to continue to serve as a member of the said Committee.

- c. It was unanimously **RESOLVED** that **Ms. Gladys Karuri**, being a member of the Group Audit & Risk Committee, be elected to continue to serve as a member of the said Committee.

5. DIRECTORS REMUNERATION

It was unanimously **RESOLVED** that the Directors' remuneration as detailed on page 46 of the Annual Report be approved.

6. 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.

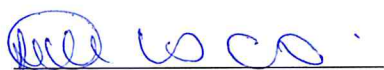
SPECIAL BUSINESS

7. Increase of nominal share capital

It was resolved to pass the following resolution as an **ORDINARY RESOLUTION**:-

"**THAT** the nominal share capital of the Company be increased from Kshs. 2,500,000,000 to Kshs 5,000,000,000 by the creation of an additional 500,000,000 new ordinary shares of Kshs.5 each to rank pari passu in all respects with the existing ordinary shares of the Company"

CERTIFIED TRUE EXTRACT



**REGINA ANYIKA
COMPANY SECRETARY**

DATE: 22nd. May 2019.