



HF GROUP PLC ("THE COMPANY")

SUMMARY OF THE RESOLUTIONS PASSED AT THE 56TH ANNUAL GENERAL MEETING OF THE COMPANY HELD VIA ELECTRONIC COMMUNICATION, ON FRIDAY 20TH MAY 2022 AT 10.00 AM

The meeting being quorate, the shareholders resolved as follows:

ORDINARY RESOLUTIONS

1. REPORT AND FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST DECEMBER 2021

The Report of the Chairman, Director's and the Audited Financial Statement for the year ended **31ST DECEMBER 2021** were received and considered.

The Chairperson invited questions from Shareholders on the Financial Statements. Shareholders asked questions to which the Chairperson and the Chief Finance Officer responded.

Shareholders **Ndundu, Jones Nthuku** proposed and **Muriuki, Lawrence Mwaniki** Seconded the resolution. It was **UNANIMOUSLY RESOLVED THAT** the Report and the Directors and the Financial Statements for the year ended **31ST DECEMBER 2021** as audited and reported by the company's Auditors now submitted to the meeting be and is hereby approved and adopted.

2. APPOINTMENT OF DIRECTORS.

- a) It was proposed by **Njoroge, Joshua Njogu** and seconded by **Gitumah, Joseph Mute Mbwiria** to appoint **Dr. Benson Wairegi, EBS** who had retired by rotation in accordance with Article 105 of the Company's Articles of Association and, being eligible, had offered himself for re-election.
- b) It was proposed by **Maoga, Geoffrey Bethuel** and seconded by **Muchiri, Daniel Kimotho** to appoint **Ms. Constance Gakonyo, CBS** who had retired by rotation in accordance with Article 105 of the Company's Articles of Association and, being eligible, had offered herself for re-election.
- c) It was proposed by **Muriuki, Beth Nyaruraya** and seconded by **Kibor, Sally Jepkorir** to appoint **Prof. Olive Mugenda, PHD, EBS, CBS, MGH** who had retired at the meeting in accordance with Article 104 of the Company's Articles of Association and, being eligible, had offered herself for re-election.

- d) It was proposed by **Wamiti, Francis Njoroge** and seconded by **Kimani, Stephen Irungu** to appoint **Mr. Charles Kimani Njuguna** who had retired at the meeting in accordance with Article 104 of the Company's Articles of Association and, being eligible, had offered himself for re-election.
- e) It was Proposed by **Mwangi, Boniface Kega** and seconded by **Waweru, Alexander Mutune** to appoint **Dr. Anthony Omerikwa Opore, MBS** who had retired at the meeting in accordance with Article 104 of the Company's Articles of Association and, being eligible, had offered himself for re-election.

3. APPOINTMENT OF MEMBERS OF THE GROUP AUDIT AND RISK COMMITTEE

- a) It was Proposed by **Mbondo, Wellington Mutuku** and seconded by **Mwangi, Boniface Kega** to appoint **Mrs. Felister Kembi** to continue serving as a member of the Group Board Audit and Risk Committee in accordance with the provision of Section 769 of the Companies Act, 2015.
- b) It was Proposed by **Kokwaro, Dina Margaret** and seconded by **Nzau, Jones Kavivya** to appoint **Dr. Anthony Omerikwa Opore, MBS**, to continue serving as a member of the Group Board Audit and Risk Committee in accordance with the provision of Section 769 of the Companies Act, 2015.

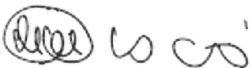
4. DIRECTOR'S REMUNERATION

It was proposed by **Mbeta, Apollo Olubero** and seconded by **Maoga, Geoffrey Bethuel** that the Directors' Remuneration Report for the year ended 31st December 2021 be and is hereby approved.

5. APPOINTMENT OF AUDITORS

It was proposed by **Nganga, Benedict Njagwi** Seconded by **Kokwaro, Dina Margaret** and **RESOLVED BY MAJORITY** of shareholders to appoint PricewaterhouseCoopers (PWC) Kenya as the auditors of the Company undertaken 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.

CERTIFIED TRUE EXTRACT



REGINA ANYIKA
COMPANY SECRETARY

DATE: 23rd May 2022