

## **NOTICE OF THE ANNUAL GENERAL MEETING**

**Notice is hereby given** that the Annual General Meeting of the Shareholders of Home Afrika Limited will be held at the **Kenya Institute of Curriculum Development, Desai Road – off Murang’a Road, Nairobi** on **Thursday, 5<sup>th</sup> September 2019 at 10.00 am** to transact the following business:

### **AGENDA**

**1. Constitution of the Meeting**

To read the notice convening the meeting and determine if a quorum is present.

**2. Confirmation of the Minutes**

To confirm the Minutes of the previous Annual General Meeting held on 14<sup>th</sup> June 2018.

**3. Financial Statement for the Year ended 31<sup>st</sup> December 2018**

To receive, consider and if thought fit, adopt the Audited Consolidated Financial Statements for the year ended 31<sup>st</sup> December 2018 together with the Directors’ and Auditors’ reports thereon.

**4. Dividend**

To note that the Directors do not recommend the payment of a dividend for the year ended 31<sup>st</sup> December 2018.

**5. Election of Directors**

- a) In accordance with Article 115 of the Company’s Articles of Association, Mr. Luke Kinoti, having been appointed as an additional director on the Board with effect from 24<sup>th</sup> July 2019, to hold office until the conclusion of the next Annual General Meeting, retires and being eligible, offers himself for re-election.
- b) In accordance with the provisions of Section 769 of the Companies Act 2015, the following directors, being members of the Board Audit, Risk and Compliance Committee be elected to continue to serve as members of the said Committee:
  - i. Ms. Caroline Kigen (Chairperson)
  - ii. Ms. Rachel Mbai
  - iii. Mr. Ketan Shah
  - iv. Mr. Peter Nduati

**6. Remuneration of Directors**

To receive, consider and if thought fit, approve the Directors’ Remuneration Report and to authorize the Board to fix the remuneration of the Directors.

**7. Appointment and Remuneration of Auditors**

To re-appoint Messrs. PKF Kenya as auditors of the Company in accordance with the provisions of Section 721(2) and 724 of the Companies Act 2015 and to authorize the Board to fix their remuneration for the ensuing financial year.

**8. Special Business**

To consider and if found fit, to pass a special resolution approving a substantial property transaction between the Company and a director, Mr. Linus Gitahi in accordance with the provisions of Section 158 of the Companies Act 2015.

**9. Any Other Business**

To transact any other business of the Company of which due notice has been received.

By order of the Board

Madren Oluoch-Olunya

Company Secretary

24<sup>th</sup> July 2019

**Note 1:** A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend on his or her behalf. A proxy need not be a member of the Company. To be valid, a form of proxy which is provided with this report must be duly completed by the member or his attorney duly authorized and must be lodged at the offices of the Company or the Company Registrar to be posted so as to reach the Company not later than 48 hours before the meeting or adjournment thereof. If the appointor is a corporation, the instrument appointing the proxy, shall be given under the common seal or under the hand of an officer or duly authorized attorney of that corporation.

**Note 2:** A copy of this notice, proxy form and the entire Annual Report and Accounts may be viewed on or downloaded from the Company's website at [www.homeafrika.com](http://www.homeafrika.com)