



Due to the ongoing Covid-19 pandemic and the Government of Kenya directives restricting public gatherings, shareholders will not be able to attend the Annual General Meeting in person but will be able to register for, access information pertaining to the Audited Financial Statements of Home Afrika Limited for the year ending 31st December, 2019, vote electronically in person or by proxy and follow the meeting in the manner detailed below. Shareholders are requested to ask questions in advance of the meeting as detailed in the instructions below.

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 via virtual conference on **Thursday, 30th July 2020 at 10.00 am** to transact the following business:

AGENDA

ORDINARY BUSINESS

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 5th September 2019.

3. Financial Statement for the Year ended 31st December 2019

To receive, consider and if thought fit, adopt the Audited Consolidated Financial Statements for the year ended 31st December 2019 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 31st December 2019.

5. Election of Directors

a) In accordance with Article 115 of the Company's Articles of Association, the following Directors having been appointed as additional directors on the Board to hold office until the conclusion of the next Annual General Meeting, retire and being eligible, individually offer themselves for re-election:

- i) Mrs. Kendi Ogamba
- ii) Mr. Peter Mungai Ndungu
- iii) Ms. Frida Owinga
- iv) Ms. Bertha Mvati

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. Mr. Luke Kinoti (Chairperson)
- ii. Mrs. Kendi Ogamba
- iii. Ms. Caroline Kigen

6. Remuneration of Directors

To receive, consider and if thought fit, approve the Directors' Remuneration Report for the year ended 31 December 2019 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, having expressed their willingness to continue in office, and 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.

SPECIAL BUSINESS

8. To pass a Special Resolution to amend Section 62 of the Articles of Association of the Company and create a new Article 62A of the Articles of Association of the Company to allow for simultaneous attendance and participation by electronic means for General Meetings as follows:

“62A. In the case of any general meeting, the Directors may make arrangements for simultaneous attendance and participation by electronic means allowing persons not present together at the same place to attend speak and vote at the meeting. The provisions of these Articles relating to proceedings of Members apply insofar as they are capable of application mutatis mutandi to such meeting.”

9. Any Other Business

To transact any other business that may legally be transacted at an annual general meeting, of which due notice has been received.

By Order of the Board

Madren Oluoch-Olunya

Company Secretary

17th June 2020, Nairobi

Notes:

1. Home Afrika Limited has convened and is conducting this virtual AGM following receipt of a 'No Objection' from the Capital Markets Authority (CMA).
2. Shareholders wishing to participate in the meeting should register for the AGM online at <https://digital.candrgroup.co.ke> or via USSD using short code number *384*040# and following the various prompts regarding the registration process. In order to complete the registration process, shareholders will need to have their Share Account Number or CDSC Account Number and the ID/Passport Number which were used to purchase their shares.
3. Registration for the AGM opens on Monday, 6th July 2020 at 10:00 a.m. and will close on Monday, 27th July 2020 at 12:00 noon. Shareholders will not be able to register after Monday, 27th July 2020 at 12:00 noon.
4. For assistance, shareholders should dial the following helpline number: + 254 20 760 8216 or +254 20 869 0360 from 9:00 a.m. to 3:00 p.m. during the registration open period. Any shareholder outside Kenya should dial the helpline number or email digital@candrgroup.co.ke to be assisted to register.
5. Shareholders can access the Virtual AGM using their log in credentials via <https://digital.candrgroup.co.ke> to view the livestream and vote and submit questions. Shareholders without internet access can access the Virtual AGM and vote and submit questions using their log in credentials via USSD *384*040#
6. Shareholders wishing to raise any questions or clarifications regarding the AGM may do so by:

(a) During the AGM

- i) Shareholders accessing Virtual AGM via <https://digital.candrgroup.co.ke> platform; Select Attend Event; Select Home Afrika AGM; Select Q&A option tab and submit questions in text box provided; or
- ii) Shareholders accessing Virtual AGM via USSD platform; Use the menu prompts to Select Home Afrika AGM; Select the menu option for Q&A and submit their questions (within 160-character limit for sms text)

(b) Prior to AGM

- i) Accessing <https://digital.candrgroup.co.ke>; Select Attend Event; Select Home Afrika AGM; Select Q&A option tab and submit their questions in the text box provided; or
 - ii) Sending their written questions by email to digital@candrgroup.co.ke; or
 - iii) To the extent possible, physically delivering their written questions with a return physical address or email address to the offices of Custody and Registrars Services Ltd, Company's Registrars, at IKM Place, Tower B, 1st Floor, 5th Ngong Avenue.
 - *Shareholders must provide their full details (full names, ID/Passport Number, Shares Account Number/CDSC Account Number) when submitting their questions and clarifications by email or delivery.*
 - *All questions and clarification must reach the Company on or before Monday, 27th July 2020 at 10:00 a.m.*
7. Shareholders wishing to vote during the AGM may do so when prompted by:
 - i) Shareholders accessing Virtual AGM via <https://digital.candrgroup.co.ke> platform; Select Attend Event; Select Home Afrika AGM; Select Voting option tab and vote;
 - ii) Shareholder accessing Virtual AGM via USSD platform; Use the menu prompts to Select Home Afrika AGM; Select menu option for Voting and follow the various prompts regarding the voting process.
8. In accordance with Section 298(1) of the Companies Act, shareholders entitled to attend and vote at the AGM are entitled to appoint a proxy to attend and vote on their behalf. A proxy need not be a member of the Company and will need to have access to a mobile phone. 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 its common seal or under the hand of an officer or duly authorized attorney of such body corporate. A completed form of proxy should be emailed to proxy@candrgroup.co.ke or delivered to Custody and Registrars Services Ltd at IKM Place, Tower B, 1st Floor, 5th Ngong Avenue, so as to be received not later than Tuesday, 28th July 2020 at 10.00 a.m. When nominating a proxy, the ID/Passport No, email and mobile number of the proxy must be submitted to facilitate registration. Any proxy registration that is rejected will be communicated to the Shareholder concerned no later than Tuesday, 28th July 2020 to allow time to address any issues.
9. The Virtual AGM will be accessible to Shareholders and Proxies who have duly registered and received the log-in credentials. Duly registered Shareholders and Proxies will receive a short message service (SMS/USSD) prompt on their registered mobile numbers, 24 hours prior to the AGM acting as a reminder of the AGM. A second SMS/USSD prompt shall be sent 2 hours ahead of the AGM, reminding duly registered Shareholders and proxies that the AGM will begin in 2 hours' time.



10. In accordance with Section 283(3) of the Companies Act, a copy of this notice, the proxy form, the Annual Report and Audited Financial Statements for the year ended 31st December 2019 and the profiles of the new directors to be elected may be viewed on or downloaded from the Company's website at www.homeafrika.com
11. Results of the AGM voting shall be published on the Company's website within 24 hours following the conclusion of the AGM.

Shareholders are continuously encouraged to monitor the Company's website www.homeafrika.com for updates relating to the AGM due to the continuous evolving situation with the Covid-19 pandemic and the Government directives being subject to change. We appreciate the understanding of our shareholders as we navigate the changing business conditions posed by the Covid-19 pandemic.