

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 Muranga Road, Nairobi on Thursday, 14th June 2018 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 15th June 2017.

3. Financial Statement for the Year ended 31st December 2017

To receive, consider and if thought fit, adopt the Audited Consolidated Financial Statements for the year ended 31st December 2017 together with the Directors' and Auditors reports thereon.

4. Election of Directors

a) In accordance with Articles 92 and 93 of the Company's Articles of Association, the following Directors are due for retirement by rotation and being eligible, individually offer themselves for re-election:

- i) Mr. Mbugua Gecaga
- ii) Mr. Ketan Shah
- iii) Mr. Peter Nduati

b) In accordance with the provisions of Section 769 of the Companies Act 2015, the following directors, being members of the Board Audit 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

5. Remuneration of Directors

To authorize the Board to fix the remuneration of the Directors.

6. Appointment and Remuneration of Auditors

To re-appoint Messrs. PKF Kenya, Auditors of the Company having expressed their willingness to continue in office and to authorize the Board to fix the remuneration of the Auditors.

7. As Special Business:

- i. to consider and if thought fit, to pass the following resolutions as Ordinary Resolution:
 - a) THAT any joint venture for the purchase of land in Kenya or any acquisition of subsidiaries in Kenya principally undertaking businesses similar to those of the Company and in accordance with the business strategy of the Company, as approved by the Board from time to time, be and is hereby approved and the Board of the Company be and is hereby authorized to approve the terms of such joint ventures and/or acquisitions and enter into agreements in order to undertake such joint ventures and/or acquisitions, subject to obtaining all requisite regulatory approvals.
 - ii. to consider and if thought fit, to pass the following resolution as a Special Resolution:
 - b) THAT the Board of the Company, subject to obtaining all requisite regulatory approvals, can issue new ordinary shares (the “new shares”) to a seller in satisfaction of the purchase consideration, WITHOUT first offering them to existing shareholders on the basis there are no pre-emption rights. These shares will be used as consideration in share swap arrangements to facilitate joint ventures, obligation settlement and/or acquisition of assets and subsidiaries referred to in resolution 7(i) (a) above.
8. Any Other Business of which due notice has been given.

By order of the Board
Madren Oluoch-Olunya
Company Secretary
17th May 2018

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