sameerafrica
WE'LL TAKE YOU THERE

NOTICE OF THE 55TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 55th Annual General Meeting (AGM) of the Shareholders of Sameer Africa PLC will be held on Thursday 20th June 2024 starting at 10.00 am in the manner set out in the notes for the following purposes;

1. Constitution of the Meeting

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

2. ORDINARY BUSINESS

a) Reports and Financial Statements for the Year ended 31st December 2023

To receive, consider and, if deemed fit, adopt the Audited Consolidated Financial Statements for the year ended 31st December 2023 together with the reports of the Directors and Auditors' thereon.

b) Dividend

To note that the Directors do not recommend the payment of a dividend for the financial year ended 31st December 2023.

c) Elections of Directors

i. In accordance with Articles 1.123, 1.124, and 1.125 of the Company's Article of Association, the following Directors retire by rotation, and being eligible, offer themselves for re-election:

a) Dr. Lydia M. Mbuthia
b) Mr. Sameer N. Merali

ii. In accordance with Article 1.99 of the Company's Article of Association, the following Director, having been appointed by the Board to fill in a casual vacancy with effect from 6th May 2024, retires from the Board and being eligible offers herself for re-election.

a) Ms. Patricia W. Kiwanuka

iii. Pursuant to Guideline 2.5 of the Code of Corporate Governance Practices for Issuers of Securities to the Public 2015, to approve the continuation in office of the following Directors who are over seventy years old:

a) Eng. Erastus K. Mwongera
b) Mr. Peter Gitonga

iv.In accordance with the provisions of Section 769 of the Companies Act, 2015, the following Directors, being members of the Audit, Risk and Corporate Governance Committee of the Board, and, subject to being re-elected to continue to serve as Directors as may be applicable, be elected to continue to serve as members of the said Committee:

a) Dr. Lydia M. Mbuthia
b) Ms. Patricia W. Kiwanuka
c) Mr. Sameer N. Merali

d) Remuneration of Directors

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

e) Appointment of Auditors

To re-appoint Messrs. RSM Eastern Africa LLP, Certified Public Accountants, as the Auditors of the Company until conclusion of the next Annual General Meeting in accordance with the provisions of section 721(2) of the Companies Act, 2015.

f) Remuneration of the Company's Auditors

To authorize Directors to fix the remuneration of the Company Auditors.

g) Any Other Business

To consider any other business for which due notice has been given.

By Order of the Board

Mrs Mercy Mbijiwe
Company Secretary
29th May 2024

Notes:

1. Sameer Africa PLC has convened and will conduct its 55th Annual General Meeting via virtual/electronic means in line with the Companies Act, 2015

2. The Company, pursuant to section 283 (3) of the Companies Act, has made available the following documents on the Company's website https://sameerafrica.com/ (News and Notices) for Shareholder access:

   a) a copy of this Notice and the Proxy Form;
   b) the Audited Financial Statements for the year ended 31st December 2023.

3. A Member entitled to attend and vote at the meeting and who is unable to attend is entitled to appoint a proxy to attend and vote on his, her or its behalf.

4. A proxy need not be a Member of the Company. To be valid, a proxy form must be duly completed by the Member and lodged with the Company's shares registrar, C&R Group at their registered office on 1st Floor, Tower B, IKM Place, 5th Ngong Avenue, or emailed to proxy@candrgroup.co.ke, before Tuesday 18th June 2024 at 10:00 am failing which it will be invalid. In the case of a Member which is a corporate body then the proxy must be given under its common seal or under the hand of an officer or attorney so authorized.

5. A copy of this notice, proxy form and full copy of the financial statements including explanatory notes are available from the Company's website https://sameerafrica.com/ (News and Notices). Completed proxy forms, which must contain the appointed person's mobile telephone and email contact, should be delivered either physically where practicable to the Company's registered office or at C&R Group's registered office; or by sending a clear scanned copy via email to proxy@candrgroup.co.ke no later than Tuesday 18th June 2024 at 10:00 am.

6. Shareholders and registered proxies wishing to participate in the meeting should register for the AGM as follows:

   a) All shareholders will be pre-registered using their Bio-data details in the Company Register and will receive a personalized link via SMS and/or email. Shareholders still need to confirm their attendance using one of the following options:

   b) USSD platform users should access the system through *483*130# from their mobile telephones for all Kenyan telephone networks and follow the various prompts regarding the registration process.

   c) Internet platform users should access the registration procedures and system through https://digital.candrgroup.co.ke or

   d) Via a link to the AGM Platform that will be sent to them via SMS and/or Email and following the various registration prompts.

   e) Registration opens on Wednesday 12th June 2024 at 08:00 am and will conclude on Wednesday 19th June 2024 at 12:00 noon after which no further registration for the virtual AGM will be allowed.

   In order to register for attendance, Shareholders who are not using the pre-registration link will need to provide their official Identification Document Number, Shares/CDSC Account Number, Telephone Number (for USSD access) and their Email Address (for web access) which shall be input as guided through the registration process. Shareholders who may require assistance during the registration process can call the helpline (020) 869 0360 between 8:00 am and 4:00 pm or email digital@candrgroup.co.ke.

7. Shareholders wishing to raise questions or seek clarification in relation to matters to be considered at the virtual AGM may do so prior to the meeting through written submission:

   a) by email through digital@candrgroup.co.ke; or
   b) online through web access of the system at https://digital.candrgroup.co.ke or via a link to the AGM Platform and clicking the Q&A tab on the display screen; or
   c) by short message service (SMS) through *483*130# and following the menu prompts; or
   d) via formal letter, containing contact details to facilitate responses (i.e. email or postal address), which should be:

      i. physically delivered where practicable to the Company's shares registrar C & R Group, 1st Floor, Tower B, IKM Place, 5th Ngong Avenue, or
      ii. sent by registered post to the Company's shares registrar C & R Group through P. O. Box 8484 – 00100, Nairobi or the Company's postal address through P. O. Box 44599 – 00100, Nairobi.

   All written submissions sent through any of the above highlighted means will be required to contain the Shareholder's full name as per official Identification Document, Identification Number and Shares/CDS Account Number, to be received by the Company not later than Tuesday 18th June 2024 at 5.00 pm

   The Directors of the Company will thereafter address these questions, the responses to which will be published on the Company's website (https://sameerafrica.com/ (News and Notices) by not later than 12 hours before the start of the AGM.

   Questions received after Tuesday 18th June 2024 at 5.00pm will be addressed later on and response will be published on the Company's website 24 hours following the conclusion of the AGM.

8. Shareholders wishing to vote may do so by:

   a) Accessing Virtual AGM via online at https://digital.candrgroup.co.ke or via a link to the AGM platform and clicking the Voting tab on the display screen or

   b) Accessing Virtual AGM via USSD platform*483*130# and use the menu prompts menu option for "Voting" and follow the various prompts regarding the voting process.

   Voting will open with registration on 12th June 2024 at 08:00 am and will close on 19th June 2024 at 5:00 pm, while the results will be announced at the AGM on 20th June 2024 and published within 24 hours following the conclusion of the AGM on the Company's website(https://sameerafrica.com/ (News and Notices).

   Shareholders and proxies who may require assistance can call the helpline (020) 869 0360 between 8:00 am and 4:00 pm or emaildigital@candrgroup.co.ke.

9. The live stream broadcast of the AGM will be available for Shareholders accessing the Virtual AGM through the web platform. Duly registered Shareholders and proxies will receive a short message service (SMS/USSD) prompt on their registered mobile numbers, one (1) week prior to the AGM acting as a reminder of the AGM. A second SMS/USSD prompt shall be sent two (2) hours ahead of the AGM, reminding duly registered Shareholders and proxies that the AGM will begin in two hours' and providing a link to the live stream.

   Should any changes be necessitated by any laws, regulations or circumstances, Shareholders will be updated through the registered contact details and through the Company's website(https://sameerafrica.com/(News and Notices).