

ANNUAL GENERAL MEETING
NOTICE AND AGENDA OF THE 50TH ANNUAL GENERAL MEETING

Notice is hereby given that the 50th Annual General Meeting of Sameer Africa PLC will be held at the premises of Sameer Industrial Park situated along Road C Industrial Area, Nairobi on Monday, 10th June, 2019 commencing at 9.00 am to conduct the following business:

AGENDA

1. Constitution of the Meeting

The Secretary to read the notice convening the meeting, table the proxies and determine if a quorum is present.

2. Confirmation of Minutes

To confirm the Minutes of the 49th Annual General Meeting held on Friday 22nd June 2018.

3. Financial Statements and Reports

To receive, consider and if deemed fit, adopt the financial statements for the year ended 31st December 2018, together with the reports thereon of the directors and the auditors.

4. Election of Directors

4.1 Re-election on account of rotation:

- i) In accordance with Article 1.123 of the Company's Articles of Association, Mr. Sameer N. Merali retires by rotation and being eligible, offers himself for re-election.
- ii) In accordance with Article 1.123 of the Company's Articles of Association, Mr. Peter Gitonga retires by rotation and being eligible, offers himself for re-election.

5. Confirmation of Members of the Audit, Risk and Corporate Governance Committee of the Board

To approve the following:

In accordance with section 769(1) of the Companies Act 2015, the following being members of the Audit, Risk and Corporate Governance Committee of the Board, be confirmed to continue to serve on the said Committee.

- (i) Dr. Winnie Iminza Nyamute
- (ii) Dr. Lydia Muthoni Mbuthia
- (iii) Ms. Mary Wacuka Ngatia
- (iv) Mr. Sameer Naushad Merali



A MEMBER OF THE SAMEER GROUP



6. Directors Remuneration Report

To approve the Directors' remuneration report and the remuneration paid to Directors for the year ended 31st December 2018, and to authorize the Board to fix the Directors remuneration.

7. Appointment of Auditors

To re-appoint KPMG Kenya to continue in office as the Company's auditors who being eligible, have expressed their willingness to continue to serve as auditors of the Company in accordance with the provisions of section 721(4) of the Companies Act 2015 and to authorize the Directors to fix their remuneration for the ensuing financial year.

8. Any Other Business

To transact any other business that may be transacted at an Annual General Meeting.

BY ORDER OF THE BOARD

EDGAR IMBAMBA

COMPANY SECRETARY

29th April 2019, Nairobi

YANA

SUMMIT TYRE

Firestone

Sameer Africa PLC

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Directors: E.K. Mwangera – Chairman, Simon Gachomo – Managing Director, S.N. Merali, P. Gitonga, A.H. Butt, W.I. Nvamute, L.M. Mbuthia, M.W. Ngatia