



NOTICE OF THE 53RD ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 53rd Annual General Meeting of the Company will be held on Thursday 9th June 2022 starting at 10.00 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 52nd Annual General Meeting held on Thursday 10th June 2021.
- 3. Financial Statements and Reports**
To receive, consider and if deemed fit, adopt the financial statements for the year ended 31 December 2021, together with the reports thereon of the Directors and the Auditors.
- 4. Election of Director**
On account of rotation;
 - a. In accordance with Article 1.123 of the Company's Article of Association, Director Mr. Sameer Naushad Merali retires by rotation and being eligible, offers himself for re-election as a Director.
 - b. In accordance with Article 1.123 of the Company's Article of Association, Director Mrs. Mary Ngatia retires by rotation and being eligible, offers herself for re-election as a Director.
- 5. Confirmation of Members of the Audit, Risk and Corporate Governance Committee of the Board**
To approve the following;
In accordance with section 769 of the Companies Act 2015, the following members of the Audit, Risk and Corporate Governance Committee of the Board, be confirmed to continue to serve on the said Committee.
 - a. Dr. Lydia Muthoni Mbutia
 - b. Mrs. Mary Wachuka Ngatia
 - c. Mr. Sameer Naushad Merali
- 6. Directors Remuneration Report**
To approve the Directors remuneration report for the year ended 31st December 2021 and to authorize the Board to fix the Directors remuneration.
- 7. Appointment of Auditors**
To re-appoint RSM Eastern Africa to continue in office as the Company's auditors of the company who being eligible have expressed their willingness to continue to serve as Auditors of the Company in accordance with the provisions of section 721(2) of the Companies Act 2015 and to authorize the Directors to fix their remuneration for 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

Mrs Mercy Mbiyiwe
Company Secretary
12th May 2022, Nairobi

Please Note:

1. Shareholders wishing to participate in the meeting should register for the AGM by visiting the online portal <https://digital.candrgroup.co.ke> or dialling *483*337# for all Kenyan telephone networks or via a link to the AGM Platform that will be sent to them via SMS and/or Email and following the various prompts regarding the registration process. In order to complete the registration process, Shareholders will need to have their ID/Passport numbers which were used to purchase their shares and their shares account or CDSC Account Number at hand. For assistance shareholders should dial the following helpline numbers (020) 7608216 from 8.00 am to 4.00 pm from Monday to Friday. Any shareholder outside Kenya should dial the helpline numbers or email digital@candrgroup.co.ke to be assisted to register.
2. Registration for the AGM opens on Monday 30th May 2022 at 8.00 am and will close on Wednesday June 8th 2022 at 12 Noon. Shareholders will not be able to register after Wednesday June 8th 2022.
3. In accordance with section 283(3) of the Companies Act 2015, the following documents may be viewed on the Company's website www.sameerafrica.com a copy of this Notice and the proxy form ii) the Company' Integrated Report together with audited financial statements for the year 2021.
4. Shareholders wishing to raise any questions or clarifications regarding the AGM may do so by;
 - a. Sending their written questions by email to digital@candrgroup.co.ke or
 - b. Shareholders who will have registered to participate in the meeting shall be able to ask questions via SMS by dialling the USSD code *483*337# and selection the option (ask Question) on the prompts; or
 - c. By visiting <https://digital.candrgroup.co.ke> or via a direct link to the AGM platform; select attend event; select "Sameer Africa PLC AGM" select "Q&A" option tab and submit questions in the text box provided; or
 - d. To the extent possible physically delivering their questions by June 7th 2022 at 12.00 Noon with a return physical address or email address to the Company



- e. Registrars address; Custody & Registrar, at IKM Place, Tower B, 1st Floor, 5th Ngong Avenue.
5. Shareholders must provide their full details (full names, ID/Passport Number, Shares CDSC Account Number) when submitting their questions and clarifications by email, post or delivery. All questions and clarifications must reach the Company on or before Tuesday June 7th 2022.
6. Shareholders wishing to vote may do so by:
 - a. Accessing Virtual AGM via <https://digital.candrgroup.co.ke> via a direct link to the AGM platform; Select attend event; select "Sameer Africa Plc. AGM" select "Voting" option tab and vote; or
 - b. Accessing Virtual AGM via USSD platform *483*337# Use the menu prompts to select option for "Voting" and follow the various prompts regarding the voting process.
7. 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 vote on their behalf.
 - a. A proxy need not be a member of the Company. If the Proxy appointed is not the Chairman of the AGM, the appointed Proxy will need access to a mobile telephone.
 - b. A Proxy form is available on the Company's website via this link: website www.sameerafrica.com Physical copies of the Proxy forms are also available at the Company Registrars address: custody & Registrars, IKM Place, Tower B, 1st Floor, 5th Ngong Avenue, Nairobi.
 - c. A Proxy must be signed by the appointer or his attorney duly authorised in writing. If the appointer is a body corporate, the instruments appointing the proxy shall be given its common seal or under the hand of an officer or duly authorised attorney of such body corporate.
 - d. A completed form of Proxy should be emailed to proxy@candrgroup.co.ke or delivered to Custody & Registrars, at IKM Place, Tower B, 1st Floor, 5th Ngong Avenue, Nairobi so as to be received not later than 48 hours before the time of holding the meeting i.e. Tuesday June 7th 2022 at 12.00 O'clock.
 - e. Any person appointed as a Proxy should submit his/her email or mobile telephone number to the Company no later than Tuesday 7th June 2022 at 12.00 Noon.
 - f. Any Proxy registration that is rejected will be communicated to the Shareholder concerned no later than Wednesday June 8th 2022 to allow time to address any issue.
8. The AGM will be streamlined live a link which shall be provided to all Shareholders who will have registered to participate in the General Meeting. Duly registered Shareholders and Proxies will receive a short message service SMS/and or an email



prompt on their registered mobile number, 24 hours prior to the AGM acting as a reminder of the AGM. A second SMS and/or email prompt shall be sent two hours ahead of the AGM acting as a reminder of the AGM, reminding duly registered Shareholders and proxies that the AGM will begin in two hours' time and providing a link to the live stream.

9. Duly registered Shareholders and Proxies may follow the proceedings of the AGM using the live stream platform and may access the agenda. Duly registered Shareholders and Proxies may vote (when prompted by the Chairman) via the USSD *483*337# or voting matters tab on the live stream display screen.
10. A poll shall be conducted for all resolutions put forward in the notice.
11. Results of the AGM shall be published within 24 hours following conclusion of the AGM.
12. The preferred method of paying dividends which are below 140,000.00 is through Mpesa. Shareholders who wish to receive their dividend through Mpesa and who have not registered for this mode of payment can opt to receive future dividends by dialling *483*038# or contacting the Share Registrar, Custody & Registrar Services Limited.
13. All present and former Shareholders of the Company are hereby notified that pursuant to the provisions of the Unclaimed Financial Assets Act No. 40 of 2011 Parts 11 and 111, dividends and shares which have not been claimed for a period of three (3) years or more will require to be delivered to the Unclaimed Financial Assets Authority ("the Authority") as abandoned assets on the appointed date.

Therefore, all present and former Shareholders with unpaid dividends are requested to urgently contact the Share Registrar, Custody & Registrars Services Limited at the address indicated below to claim any unpaid dividends to avert the risk of the dividend being forwarded to the Authority.

Custody & Registrar Services

IKM Place
Tower B, 1st Floor
5th Ngong Avenue
Nairobi
Tel: +254 20 7608216
Email: info@candrgroup.co.ke



Sameer Africa PLC

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Directors: E.K. Mwangera – **Chairman**, P. Gitonga – **Managing Director**, S.N. Merali, A.H. Butt, L.M. Mbutia, M.W. Ngatia





A MEMBER OF THE SAMEER GROUP



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Sameer Africa PLC

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