

NOTICE OF THE 54TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 54th Annual General Meeting (AGM) of the Shareholders of Sameer Africa PLC will be held on Tuesday 27th June 2023 starting at 10.00 am in the manner set out in the notes for the following purposes;

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

ORDINARY BUSINESS

2. To confirm the minutes of the 53rd Annual General Meeting held on Thursday 9th June 2022.

3. To receive, consider and if deemed fit, adopt the Financial Statements for the year ended 31st December 2022 and the Directors' and Auditor's reports thereon.

4. To elect Directors:

a. In accordance with Article 1.123 of the Company's Article of Association Mr. Akif Butt retires by rotation and being eligible, offers himself for re-election as a Director.

5. Approval of Directors Above the Age of 70

a. In accordance with Article 1.123 of the Company's Article of Association and subject to the approval of the shareholder pursuant to Guideline 2.5 of the Code of Corporate Governance Practices for Issuers of Securities to the Public 2015, Eng. Erastus Mwangera, who is over seventy years old, retires by rotation and being eligible, offers himself for re-election as a Director.

b. In accordance with Article 1.98 of the Company's Article of Association and subject to the approval of the Shareholder pursuant to Guideline 2.5 of the Code of Corporate Governance Practices for Issuers of Securities to the Public 2015, Mr. Peter Gitonga, who is over seventy years old, having been appointed as an additional Director by the Board with effect from 1st January 2023, retires and being eligible, offers himself for election as a Director.

c. Pursuant to Guideline 2.5. of the Code of Corporate Governance Practices for Issuers of Securities to the Public 2015, the Shareholders approve the continuation in office of Mrs. Mary Ngatia, who has attained the age of seventy (70), until she next comes up for retirement by rotation.

6. 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 elected to continue to serve on the said Committee.

a. Dr. Lydia Muthoni Mbuthia

b. Mrs. Mary Wacuka Ngatia

c. Mr. Sameer Naushad Merali

7. To approve the Directors' Remuneration Report as provided in the Audited Financial Statements for the year ended 31st December 2022.

8. To re-appoint RSM Eastern Africa 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(2) of the Companies Act 2015 and to authorize the Directors to fix their remuneration for ensuing financial year.

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

SPECIAL BUSINESS

As Special Resolution

a. Changes to the Company's Articles of Association

THAT the Articles of Association of the Company be amended in the manner set out in the amended Articles of Association available on the Company's website <https://sameerafrica.com/> (News and Notices), the rationale being to align the Articles of Association to the recent changes to the Companies Act, No 17 of 2015 and to modernize the Articles of Association in line with best practices.

By Order of the Board

Mrs Mercy Mbijjwe

Company Secretary

30th May 2023 Nairobi

Notes:

1. Sameer PLC has convened and will conduct a Virtual AGM pursuant to section 283 of the Companies Act.

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 copy of this Notice and the Proxy Form;
- the Company's Financial Statements and reports for the year 2022;

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. 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 Friday, 23rd June 2023 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.

4. 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 Friday 23rd June 2023 at 10:00 am.

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

a. USSD platform users should access the system through *483*139# from their mobile telephones for all Kenyan telephone networks and follow the various prompts regarding the registration process.

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

c. Via a link to the AGM Platform that will be sent to them via SMS and/or Email and following the various registration prompts. Registration opens on Monday 19th June 2023 at 08:00 am and will conclude on Monday 26th June 2023 at 12:00 noon after which no further registration for the virtual AGM will be allowed.

In order to register for attendance, Shareholders 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.

6. 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:

- by email through digital@candrgroup.co.ke; or 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
- by short message service (SMS) through *483*139# and following the menu prompts; or
- via formal letter, containing contact details to facilitate responses (i.e. email or postal address), which should be:
 - physically delivered where practicable to the Company's shares registrar C & R Group, 1st Floor, Tower B, IKM Place, 5th Ngong Avenue, or
 - 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/CDSC Account Number, to be received by the Company not later than Friday 23rd June 2023 at 12:00 noon.

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.

7. Shareholders wishing to vote may do so by:

- 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
- Accessing Virtual AGM via USSD platform *483*139# and use the menu prompts menu option for "Voting" and follow the various prompts regarding the voting process.

Voting will open with registration on 19th June 2023 at 08:00 am and will close on 26th June 2023 at 5:00 pm, while the results will be announced at the AGM on 27th June 2023 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 email digital@candrgroup.co.ke.

8. 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)).