

Proxy Form

Custody and Registrars Services Limited
IKM House, Tower B, 1st Floor, 5th Ngong Avenue
P. O Box 8484-00100, Nairobi

*I/We _____
_____ of _____
_____ being *a
member/members of Sameer Africa PLC, hereby appoint:

of (address, email and telephone number)

or failing *him/her _____

of (address, email and telephone number)

and failing *him/her the Chairman of the meeting as *my/our Proxy to vote for *me/us on *my/our behalf at the Fifty Fourth Annual General Meeting of the Company to be held on 27th June 2023 and at any adjournment thereof.

As witness *I/we affix *my/our *hand/hands this _____ day of _____ 2023.

Signature(s) _____

Unless otherwise instructed, the Proxy will vote as *he/she thinks fit.

***Delete whichever is not applicable.**

1. Shareholders wishing to participate in the meeting should register for the AGM by visiting the online portal <https://digital.candrgroup.co.ke> or Via a link to the AGM Platform that will be sent to them via SMS and/or Email or dialling *483*139# 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) 869 0360 from 8:00am to 4:00pm 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 19th June 2023** at 8:00am and will close on **Monday June 26th 2023** at 12:00 noon. Shareholders will not be able to register after Monday June 26th 2023.

3. In accordance with Section 283 (3) of the Companies Act, 2015, the following documents may be viewed on the Company's website [https://sameerafrica.com/\(News and Notices\)](https://sameerafrica.com/(News and Notices)) ; i) a copy of this Notice and the proxy form, ii) the Company's Integrated Report together with the audited Financial Statements for the year 2022, iii) the draft minutes in respect of the Annual General Meeting held on 9th June 2022.
4. Shareholders wishing to raise any questions or clarifications regarding the AGM may do so by:
 - (i) Accessing <https://digital.candrgroup.co.ke> or via a link to the AGM Platform; selecting "Attend Event", "SAMEER AFRICA AGM", "Q&A" tab and submitting their questions.
 - (ii) Sending their written questions by email to digital@candrgroup.co.ke; or
 - (iii) To the extent possible, physically delivering their written questions with a return postal address or email address to the registered office of the Company at , Nairobi or to Custody and Registrars Services offices at IKM Place, Tower B, 1st Floor, 5th Ngong Avenue; or
 - (iv) Sending their written questions with a return postal address or email address by registered post to the Company's address at P.O. Box 30429-00100 Nairobi.

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 **Friday June 23rd 2023**.

5. Shareholders and Proxies wishing to vote may do so by:
 - i. 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
 - ii. 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/\(News and Notices\)](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.

6. In accordance with Section 298(1) of the Companies Act 2015, Shareholders entitled to attend and vote at the AGM are entitled to appoint a Proxy to vote on their behalf. A Proxy need not be a member of the Company but if not the Chairman of the AGM, the appointed proxy will need access to a mobile telephone. A proxy form is attached to this Notice and is available on the Company's website ([https://sameerafrica.com/\(News and Notices\)](https://sameerafrica.com/(News and Notices))). Physical copies of the proxy form are also available at the following address: Custody and Registrars Services offices, IKM Place, Tower B, 1st Floor, 5th Ngong Avenue. To be valid, the proxy form must be duly completed by the Shareholder or his attorney duly authorized in writing. If the Shareholder is a body corporate, the instrument appointing the Proxy shall be given under its common seal (if any) or under the hand of an officer or duly authorized attorney of such body corporate. A completed form of proxy should be emailed to proxy@candrgroup.co.ke in pdf format or delivered to Custody and Registrars Services, IKM Place, Tower B, 1st Floor, 5th Ngong Avenue Nairobi or be posted to Custody and Registrars Services, P. O. Box 8484-00100 Nairobi, so as to reach the Registrar not later than 10.00 am on **Friday June 23rd 2023**. Duly completed form must be supported by a copy of ID/ valid Passport of the Shareholder and include the ID/Passport, email or telephone number of the Proxy to facilitate registration. Any Proxy registration that is rejected will be communicated to the Shareholder concerned no later than **Monday June 26th 2023** to allow time to address any issues.
7. The AGM will be streamlined live a link which shall be provided to all Shareholders who will have registered to participate in the Annual General Meeting. Duly registered Shareholders and Proxies will receive a short message service (SMS/USSD) prompt on their registered mobile numbers, 24 hours prior to the AGM as a reminder of the AGM and the open voting period. A second SMS/USSD prompt shall be sent two (2) hours before 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
8. A poll shall be conducted for all resolutions put forward in the Notice.
9. Results of the AGM shall be published within 24 hours following conclusion of the AGM on the Company's website [https://sameerafrica.com/\(News and Notices\)](https://sameerafrica.com/(News and Notices)).