

SAMEER AFRICA PLC

ANNUAL GENERAL MEETING POLLING RESULTS

Following are the polling results for all the resolutions put forward for determination to the shareholders attending the 54th Annual General Meeting of Sameer Africa PLC held on 27th June 2023 at 10:00 am by virtual means.

NO	RESOLUTION	Voted in Favour	% In Favour	Voted Against	% Against	Abstained	% Abstained	RESULT
1.	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	213,348,631	100%	138	0.00%	7,670	0.00%	PASSED
2.	Election of Directors On account of rotation 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	210,541,120	98.68%	2,814,281	1.32%	1,038	0.00%	PASSED
3.	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 Mwongera, who is over seventy years old, retires	210,537,076	98.68 %	2,817,837	1.32%	1,326	0.00%	PASSED

	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 1 st January 2023, retires and being eligible, offers himself for election as a Director.	210,532,176	98.68%	2,821,937	1.32%	2,126	0.00%	PASSED
	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.	210,537,576	98.68%	2,817,975	1.32%	688	0.00%	PASSED

4.	<p>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.</p> <p>i. Dr. Lydia Muthoni Mbutia</p> <p>ii. Mrs. Mary Wacuka Ngatia</p> <p>iii. Mr. Sameer Naushad Merali</p>	210,613,650	98.71%	2,741,951	1.29%	638	0.00%	PASSED
5.	<p>Directors Remuneration Report</p> <p>To approve the Directors' Remuneration Report as provided in the Audited Financial Statements for the year ended 31st December 2022.</p>	213,345,395	100%	871	0.00%	9,973	0.00%	PASSED
6.	<p>To re-appoint RSM Eastern Africa to continue in office as the company's auditors who being eligible , have expressed their willingness to continue 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 the ensuing financial year</p>	213,349,680	100%	4,171	0.00%	2,388	0.00%	PASSED

7.	As Special Resolution 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, www.sameerafrica.com , 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.	213,354,001	100%	0	0.00%	2,238	0.00%	PASSED
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The polling results provided by C&R Group

27th June 2023