

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 Fifth Annual General Meeting of the Company to be held on 20th June 2024 and at any adjournment thereof.

As witness *I/we affix *my/our *hand/hands this _____ day of _____ 2024.

Signature(s) _____

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

***Delete whichever is not applicable.**

1. Shareholders and registered proxies wishing to participate in the meeting should register for the AGM as follows:
 - a) All shareholders will be pre-registered using their Bio-data details in the Company Register and will receive a personalized link via SMS and/or email. Shareholders still need to confirm their attendance using one of the following options:
 - b) USSD platform users should access the system through *483*130# from their mobile telephones for all Kenyan telephone networks and follow the various prompts regarding the registration process.

- c) Internet platform users should access the registration procedures and system through <https://digital.candrgroup.co.ke> or
 - d) Via a link to the AGM Platform that will be sent to them via SMS and/or Email and following the various registration prompts.
2. Registration opens on Wednesday 12th June 2024 at 08:00 am and will conclude on Wednesday 19th June 2024 at 12:00 noon after which no further registration for the virtual AGM will be allowed.
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 2023, iii) the draft minutes in respect of the Annual General Meeting held on 27th June 2023.
4. Shareholders wishing to raise any questions or clarifications regarding the AGM may do so by:
- a) by email through digital@candrgroup.co.ke; or
 - b) 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
 - c) by short message service (SMS) through *483*130# and following the menu prompts; or
 - d) via formal letter, containing contact details to facilitate responses (i.e. email or postal address), which should be:
 - i. physically delivered where practicable to the Company's shares registrar C & R Group, 1st Floor, Tower B, IKM Place, 5th Ngong Avenue, or
 - ii. 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/CDS Account Number, to be received by the Company not later than Tuesday 18th June 2024 at 5.00 pm

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. Questions received after Tuesday 18th June 2024 at 5.00pm will be addressed later on and response will be published on the Company's website 24 hours following the conclusion of the AGM.

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*130# and use the menu prompts menu option for "Voting" and follow the various prompts regarding the voting process.

Voting will open with registration on 12th June 2024 at 08:00 am and will close on 19th June 2024 at 5:00 pm, while the results will be announced at the AGM on 20th June 2024 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.

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 **Tuesday June 18th 2024**. 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 **Wednesday June 19th 2024** 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)).