



NOTICE OF THE 56TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 56th Annual General Meeting (AGM) of the Shareholders of Sameer Africa PLC will be held by electronic communication on **Thursday 19th June 2025** starting at **10.00 a.m.** in the manner set out in the notes to transact the following business:

1. Constitution of the Meeting

To read the notice convening the meeting and determine if a quorum is present.

ORDINARY BUSINESS

2. Report and Financial Statements for the Year ended 31st December 2024

To receive, consider and, if deemed fit, adopt the Audited Consolidated Financial Statements for the year ended 31st December 2024 together with the reports of the Directors and Auditors thereon.

3. Dividend

To note that the Directors do not recommend the payment of a dividend for the financial year ended 31st December 2024.

4. Elections of Directors

- (i) In accordance with Articles 1.123, 1.124, and 1.125 of the Company's Article of Association, the following Director retires by rotation, and being eligible, offers himself for re-election:
 - a. Mr. Akif H. Butt
- (ii) Pursuant to Guideline 2.5 of the Code of Corporate Governance Practices for Issuers of Securities to the Public 2015, to approve the continuation in office of the following Directors who are over seventy years old:
 - a. Eng. Erastus K. Mwongera
 - b. Mr. Peter Gitonga
- (iii) In accordance with the provisions of Section 769 of the Companies Act, 2015, the following Directors, being members of the Board Audit, Risk and Corporate Governance Committee, be elected to continue to serve as members of the said Committee:
 - a. Dr. Lydia M. Mbutia
 - b. Ms. Patricia W. Kiwanuka
 - c. Mr. Sameer N. Merali

5. Remuneration of Directors

To receive, consider, and if deemed fit, approve the Directors' Remuneration Report and to authorize the Board to fix the remuneration of Directors.

6. Appointment of Auditors

To re-appoint Messrs. RSM Eastern Africa LLP, Certified Public Accountants, as the Auditors of the Company until the conclusion of the next Annual General Meeting 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 year.

SPECIAL BUSINESS

7. Delegation of Authority to the Board

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

To authorize the Board to formulate, approve, implement and regularly review policy documents as a continuing obligation envisaged under Regulation 8.21 of the Thirteenth Schedule of the Capital Markets (Public Offers, Listings and Disclosures) Regulations, 2023 for:

- i. Board Remuneration;
- ii. Effective Communication with Stakeholders;
- iii. Corporate Disclosures Policies and Procedures;
- iv. Dispute Resolution for Internal and External Dispute; and
- v. Board Members' attraction and Retention.

8. Any Other Business

To consider any other business for which due notice has been given.

By Order of the Board

Ms. Millicent Ngetich

Company Secretary

Date: 27th May 2025

Notes:

- 1. Sameer Africa PLC has convened and will conduct this electronic Annual General Meeting ("AGM") pursuant to Section 283 of the Companies Act and Article 1.77 of the Company's Articles of Association.
- 2. Shareholders wishing to participate in the meeting should register for the AGM by doing the following:
 - a. Dialing ***483*905#** for all networks and following the various prompts regarding the registration process; or
 - b. Sending an email request to be registered to **SameerAgm@image.co.ke**; or
 - c. Shareholders with email addresses will receive a registration link via email which they can use to register.

In order to complete the registration process, Shareholders will need to have their ID/Passport Numbers, which were used to purchase their shares and/or their CDSC Account Number at hand. For assistance, Shareholders should dial the following helpline number: +254 709 170 000 from 9.00 a.m. to 5.00 p.m. from Monday to Friday or send an email to **SameerAgm@image.co.ke**.

- 3. Registration for the AGM opens on **Thursday 29th May 2025 at 8.00 a.m. (EAT)** and will close on **Tuesday 17th June 2025 at 10.00 a.m. (EAT)**. Shareholders will not be able to register after this time.
- 4. In accordance with Section 283(3) of the Companies Act, the following documents are available for viewing on the Company's website **<https://sameerafrica.com/>**.
 - a. A copy of this Notice;
 - b. The Proxy Form; and
 - c. The Company's Financial Statements and reports for the year 2024.

The reports may also be accessed upon request by dialing the USSD code ***483*905#** and selecting the Reports option. The reports and agenda can also be accessed on the livestream link.

- 5. Shareholders wishing to raise any questions or clarifications regarding the AGM may do so by one of the following options:
 - a. By dialing the USSD code ***483*905#** and selecting the option 'Ask Question' on the prompts.
 - b. Sending their written questions by email to **SameerAgm@image.co.ke**; or
 - c. To the extent possible, physically delivering or posting their written questions with a return physical address or email address to Image Registrars Limited offices at 5th Floor, Absa Towers (formerly Barclays Plaza), Loita Street, P. O. Box 9287- 00100 Nairobi.

Shareholders must provide their full details (full names, Kenyan national identity/passport Number/CDSC Account Number) when submitting their questions and clarifications. All questions and clarifications must be submitted to the Company before the conclusion of the AGM. Shareholders will also be able to dial in and ask questions during the AGM by choosing the option Request to Speak.

A full list of all the questions received and the answers thereto will be published on the Company's website no later than twenty-four (24) hours

following the conclusion of the meeting.

- 6. 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 proxy need not be a member of the Company.
- 7. The proxy form can be obtained from the Company's website via this link: **<https://sameerafrica.com/>**. Physical copies of the proxy form are also available at the following address: Image Registrars Limited offices, 5th Floor, Absa Towers (formerly Barclays Plaza), Loita Street. A proxy must be signed by the appointor or his/her attorney duly authorized in writing. If the appointor is a body corporate, the instrument appointing the proxy shall be given under its common seal or under the hand of an officer or duly authorized attorney of such corporation or Government office.

A duly completed form of proxy should be emailed to **SameerAgm@image.co.ke** in PDF format, or delivered to Image Registrars Limited, 5th Floor Absa Towers (formerly Barclays Plaza), Loita Street, P. O. Box 9287 - 00100 GPO, Nairobi, so as to be received not later than **Tuesday 17th June 2025 at 10.00 a.m.**

- 8. The AGM will be streamed live via a link which shall be provided to all shareholders who will have registered to participate in the AGM. Duly registered shareholders and proxies will receive a short message service (SMS) prompt on their registered mobile numbers, 24 hours prior to the AGM acting as a reminder of the AGM. A second SMS prompt shall be sent at least one hour ahead of the AGM, reminding duly registered shareholders and proxies that the AGM will begin in an hours' time. The link will be sent to registered shareholders via SMS and Email (where applicable) 24 hours before the meeting.
- 9. Duly registered Shareholders and proxies may follow the proceedings of the AGM using the livestream platform. Shareholders will receive an SMS prompt with instructions on their registered mobile phone numbers alerting them to propose or to second the resolutions put forward in the Notice.
- 10. A Poll shall be conducted for all the Resolutions put forward in this Notice. Duly registered shareholders and proxies wishing to vote may do so:
 - a. By dialing the USSD code ***483*905#** and selecting the option 'Vote' option on the prompts; or
 - b. Via the Vote option on the livestream link.

Voting will open on 17th June 2025 at 12.00 p.m. and will close at the conclusion of the AGM.

- 11. Results of the resolutions voted on during the AGM will be published on the Company's website within twenty-four (24) hours following conclusion of the AGM.

Should any changes relating to the AGM be necessitated by any laws or regulations, updates will be posted on the Company's website **<https://sameerafrica.com/>** and shareholders are encouraged to continuously monitor the same.