

PROXY FORM

I/We,, of,
being a shareholder/shareholders of Sameer Africa PLC ("the Company"), hereby appoint
....., of, or
failing him/her,, of, as
my/our proxy to attend and vote for me/us/on my/our behalf at the Annual General Meeting
(AGM) of the Company to be held on **Thursday 19th June 2025** and at any adjournment
thereof.

As witness my/our hand this..... day of2025.

SIGNED.....

SIGNED.....

This Form is to be used to vote for or against any resolutions here below. Please mark as appropriate. Unless otherwise instructed, the proxy shall vote as he/she thinks fit.

AGENDA ITEM	RESOLUTION	FOR	AGAINST
2.	To adopt the Audited Consolidated Financial Statements for the year ended 31 st December 2024 together with the reports of the Directors and Auditors thereon.		
4 (i)	To re-elect Mr. Akif H. Butt in accordance with Articles 1.123, 1.124, and 1.125 of the Company's Article of Association.		
4 (ii)	To approve the continuation in office of the Eng. Erastus K. Mwongera who is over seventy years old pursuant to Guideline 2.5 of the Code of Corporate Governance Practices for Issuers of Securities to the Public 2015.		
4 (ii)	To approve the continuation in office of Mr. Peter Gitonga who is over seventy years old pursuant to Guideline 2.5 of the Code of Corporate Governance Practices for Issuers of Securities to the Public 2015.		
4 (iii)	To re-elect Dr. Lydia M. Mbuthia to continue serving as a member of the Board Audit, Risk and Corporate Governance Committee in accordance with the provisions of Section 769 of the Companies Act, 2015.		

4 (iii)	To re-elect Ms. Patricia W. Kiwanuka to continue serving as a member of the Board Audit, Risk and Corporate Governance Committee in accordance with the provisions of Section 769 of the Companies Act, 2015.		
4 (iii)	To re-elect Mr. Sameer N. Merali to continue serving as a member of the Board Audit, Risk and Corporate Governance Committee in accordance with the provisions of Section 769 of the Companies Act, 2015.		
5.	To approve the Directors' Remuneration Report and authorize the Board to fix the remuneration of Directors.		
6.	To re-appoint Messrs. RSM Eastern Africa LLP 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.		
7.	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.		

ELECTRONIC COMMUNICATIONS CONSENT FORM

Please complete in **BLOCK CAPITALS**

Full name of Proxy(ies):

Address:

Mobile Number	Date

Signature:

Please tick ONE of the boxes below and return to:

Image Registrars Limited, 5th Floor, Absa Towers, Loita Street, Nairobi

Approval of Registration I/We approve to register to participate in the virtual AGM to be held on 19 th June 2025.	
Consent for use of the Mobile Number provided I/We would give my/our consent for the use of the mobile number provided for purposes of voting at the virtual AGM.	

Notes:

1. If a member is unable to attend personally, this Proxy Form should be completed and returned (together with a power of attorney or other authority (if any) under which it is assigned or a notarized certified copy of such power or authority) to Image Registrars, 5th Floor, Absa Towers, Loita Street, Nairobi, or through their email address SameerAgm@image.co.ke, to arrive not later than **10.00 a.m. (EAT) on Tuesday 17th June 2025** i.e. 48 hours before the meeting or any adjournment thereof.
2. In case of a member being a corporate body, the Proxy Form must be signed under the hand of an officer or duly authorized attorney of such corporate body.
3. As a shareholder you are entitled to appoint one or more proxies to exercise all or any of your shareholder rights to attend and to speak and vote on your behalf at the meeting. A proxy need not to be a shareholder of the Company.