

## SAMEER AFRICA PLC

### **RESOLUTIONS PASSED AT THE 56<sup>TH</sup> ANNUAL GENERAL MEETING OF SAMEER AFRICA PLC ("THE COMPANY") HELD VIRTUALLY VIA ELECTRONIC MEANS ON THURSDAY, 19<sup>TH</sup> JUNE 2025 AT 10.00 AM.**

The meeting being quorate, the shareholders resolved as follows:

#### **ORDINARY RESOLUTIONS:**

#### **1. DIRECTOR'S REPORT AND AUDITED FINANCIAL STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> DECEMBER 2024**

The Report of the Directors and the Audited Financial Statements for the year ended 31<sup>st</sup> December 2024 were received and considered. The Chairman invited questions from Shareholders on the Financial Statements. Shareholders asked questions, to which the Managing Director responded.

**WINFRED WANGU NGUGI** (No: 622206) proposed and, **PAUL WAMBUA KIOKO** (No: 15104120) seconded the resolution and it was **UNANIMOUSLY RESOLVED THAT** the Directors' Report and the Financial Statements for the year ended 31<sup>st</sup> December 2024 be and is hereby approved and adopted.

#### **2. ELECTION OF DIRECTORS:**

(a) It was proposed by **BENSON HOTII NJAGI** (No: 6507000) and seconded by **ALOIS WAFULA CHAMI** (No: 15717) and **RESOLVED BY MAJORITY THAT Mr. Akif H. Butt**, retiring in accordance with the Company's Articles of Association, be and is hereby re-elected as a Director of the Company.

(b) It was proposed by **MARGARET NDUKU NZAU** (No: 895490) and seconded by **ALLAN KARIUKI KAHURA** (No: 100781) and **RESOLVED BY MAJORITY THAT Eng. Erastus Mwongera**, who is over seventy years old and retiring pursuant to Guideline 2.5 of the Code of Corporate Governance Practices for Issuers of Securities to the Public, 2015, be and is hereby re-elected to continue in office as a Director of the Company.

(c) It was proposed by **EUNICE WAITHIRA KIHARA** (No: 72982) and seconded by **ELIZABETH GATHONI KAHU** (No: 1171780) and **RESOLVED BY MAJORITY THAT Mr. Peter Gitonga**, who is over seventy years old and retiring pursuant to Guideline 2.5 of the Code of Corporate Governance Practices for Issuers of Securities to the Public, 2015, be and is hereby re-elected to continue in office as a Director of the Company.

#### **(d) MEMBERS OF THE AUDIT, RISK & CORPORATE GOVERNANCE COMMITTEE:**

(i) It was proposed by **REGINA WANGUI MURUU** (No: 195480) and seconded by **CHARLES CHARAGU IRUBU** (No: 3340775) and **RESOLVED BY MAJORITY THAT Dr. Lydia M. Mbutia**, being a member of the Audit, Risk & Corporate Governance Committee, be and is hereby re-appointed to

continue to serve as members of the said Committee, in accordance with the Companies Act.

- (ii) It was proposed by **DAVID MACHARIA MWANGI** (No: 6045936) and seconded by **BEATRICE WANJIRU MAINA** (No: 1981668) and **RESOLVED BY MAJORITY THAT Ms. Patricia W. Kiwanuka** being a member of the Audit, Risk & Corporate Governance Committee, be and is hereby re-appointed to continue to serve as a member of the said Committee, in accordance with the Companies Act.
- (iii) It was proposed by **ALOIS WAFULA CHAMI** (No: 15717) and seconded by **VIRGINIA NYAMBURA MWANGI** (No: 6518443) and **RESOLVED BY MAJORITY THAT Mr. Sameer N. Merali** being a member of the Audit, Risk & Corporate Governance Committee, be and is hereby re-appointed to continue to serve as a member of the said Committee in accordance with the Companies Act.

### **3. REMUNERATION OF DIRECTORS:**

It was proposed by **GEORGE WILLIAM AWUOR** (No: 50695) and seconded by **MARY WANGARI WAINAINA** (No: 34304) and **RESOLVED BY MAJORITY THAT** the Directors' Remuneration Report for the financial year ended 31<sup>st</sup> December 2024 be and is hereby approved, and the Board authorized to fix the remuneration of the Directors.

### **4. APPOINTMENT OF AUDITORS:**

It was proposed by **WILLIAM MUIGAI MWATHI** (No: 398322) and seconded by **DAVID KIHARA NJOROGE** (No: 1867946) and **RESOLVED BY MAJORITY THAT Messrs. RSM Eastern Africa LLP**, be and are hereby re-appointed as auditors of the Company until the conclusion of the next Annual General meeting in accordance with Section 721 (2) of the Companies Act, 2015, and the Directors authorized to fix their remuneration for the ensuing year.

### **SPECIAL BUSINESS:**

### **5. DELEGATION OF AUTHORITY TO THE BOARD:**

It was proposed by **ANNAH WANGARI THUO** (No: 950130) and seconded by **MARY KHAVUGWI** (No: 20574445) and **RESOLVED BY MAJORITY THAT** the Board be and is hereby authorized to formulate, approve 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:

- (a)** Board Remuneration;
- (b)** Effective Communication with stakeholders;
- (c)** Corporate Disclosures Policies and Procedures;
- (d)** Dispute Resolution for Internal and External Disputes; and
- (e)** Attraction and retention of directors of the Company.

**CERTIFIED TRUE EXTRACT**



**MILLICENT NGETICH**  
**COMPANY SECRETARY**

**19<sup>TH</sup> JUNE 2025**