



SAMEER AFRICA PLC

# SHAREHOLDER AND STAKEHOLDER RELATIONS POLICY

Revised 16.10.2024

Table of Contents

<b>1. Introduction</b> .....	3
<b>2. Objective</b> .....	3
<b>3. Scope</b> .....	3
<b>4. Managing stakeholder relations</b> .....	3
<b>5. Shareholder Rights</b> .....	4
<b>6. Procedure</b> .....	5
<b>7. Equitable treatment of shareholders</b> .....	5
<b>8. Institutional investors</b> .....	5
<b>9. Communication with shareholders, stakeholders and the public</b> .....	5
<b>10. Resolving internal and external disputes</b> .....	6
<b>11. Review of this Policy</b> .....	6

## **1. Introduction**

Sameer Africa Plc (SAP) shall ensure that shareholder rights and investor protection are key drivers of its legal and governance framework. It is critical that the governance framework ensures the equitable treatment of all shareholders, including the minority. The Board recognizes, respects and protects the rights of shareholders and shall facilitate the effective exercise of the rights of shareholders.

Effective management of stakeholders will positively impact SAP's achievement of its strategy and long-term growth.

## **2. Objective**

The objective is to provide a guideline for the management of the relations between SAP and stakeholders and shareholders and setting out the obligations of SAP towards the shareholders and stakeholders.

The Board shall have a stakeholder-inclusive approach in its practice of corporate governance and shall identify its various stakeholders.

## **3. Scope**

Stakeholders are considered to be any group who can affect, or be affected by SAP, its decision and its reputation. They include shareholders, customers, suppliers, employees, creditors, regulators, lenders, media, auditors and potential investors. The Corporate Governance framework should recognise the rights of stakeholders and encourage active co-operation between companies and stakeholders in creating wealth, and sustainability of financially sound enterprises.

## **4. Managing stakeholder relations**

4.1 The Board shall proactively manage the relationship with stakeholders and identify all its stakeholders, and map out areas of interaction with such stakeholders.

4.2 The Board shall ensure that its approach to corporate governance recognizes that SAP has many stakeholders that can affect or be affected by it, in the achievement of its strategy and long-term sustained growth. To this end, the Board shall develop strategies and suitable policies to manage relations with different stakeholder groups to ensure deliberate, planned and constructive engagement with stakeholders.

4.3 The Board shall identify mechanisms and processes that can support constructive engagement with stakeholders so as to promote enhanced levels of corporate governance and shall take into account the interests of all key stakeholder groups before making its decisions.

4.4 The Board shall strive, while acting in the best interests of SAP, to achieve an appropriate balance between the interests of its various stakeholders, in order to achieve the long-term objectives of SAP. The Board, while accountable to SAP, should take into account the legitimate expectations of its stakeholders in its decision-making. Board decisions on balancing the interests of stakeholders should be guided by the aim of ultimately advancing the best interest of SAP.

4.5 The Board shall recognise, test, where necessary, and respect the governance practices of stakeholders in an effort to improve SAP's own governance practices. The Board shall

strive to have SAP's stakeholders in general adhere to the same standards of corporate governance, mutual respect will be a natural consequence. It is therefore important for SAP to monitor the quality of corporate governance practiced by its strategic stakeholders by having an inclusive corporate governance approach by SAP and its stakeholders to adopt a collaborative approach that promotes reciprocal trust and respect between SAP and its key stakeholders.

## **5. Shareholder Rights**

- 5.1 All shareholders shall receive relevant information on SAP's performance through the distribution of annual reports and accounts, and half-yearly results as a matter of best practice. Such reports shall be availed across multiple communication channels suitable to shareholders' different media consumption habits. These include SAP's website, at the annual general meetings and newspapers.
- 5.2 All shareholders have a right to receive relevant sufficient and timely information concerning the date, location and agenda of the Annual General Meeting as well as full and timely information regarding issues to be decided during the Annual General Meeting. Such information shall be received at least 21 calendar days before the Annual General Meeting.
- 5.3 The Board shall make shareholders expenses and convenience a primary criterion when selecting the venue and location of Annual General Meeting.
- 5.4 The shareholders have a right to a secure method of transfer and registration of ownership of their shares.
- 5.5 Every shareholder has the right to participate and vote at the general shareholders meeting including the election of directors.
- 5.6 The shareholders are encouraged to participate in the Annual General Meetings and to exercise their votes.
- 5.7 The Board shall ensure that shareholders' right to full participation at Annual General Meetings are protected by giving shareholders-
  - (i) sufficient information on each subject to be discussed at the Annual General Meeting.
  - (ii) sufficient information on voting rules or procedures;
  - (iii) proxy models with different voting options;
  - (iv) the opportunity to question the management;
  - (v) the opportunity to place items on the agenda at Annual General Meetings;
  - (vi) the opportunity to vote in absentia; and
  - (vii) sufficient information to enable them to consider the costs and benefits of their votes.
- 5.8 Every shareholder shall be entitled to ask questions, seek clarification on SAP's performance as reflected in the annual reports and accounts or on any matter that may be relevant to SAP's performance or promotion of shareholders' interests and to receive explanation from the directors and/or management. This right shall be exercised in such a way as not to disrupt the business of an Annual General Meeting.
- 5.9 The Board shall ensure that when applicable, that every shareholder is entitled to distributed profit, in form of dividends, and other rights for bonus shares, script dividend or rights issue, as applicable and in the proportion of its shareholding in SAP.
- 5.10 The Board shall maintain an effective communication policy that enables both management and the Board to communicate effectively with its shareholders, stakeholders and the public in general.
- 5.11 SAP's annual report and accounts presented to the shareholders shall include highlights of the operations of SAP, financial performance and status of application of the Code of Corporate Governance for issuers of securities to the public.

- 5.12 The Board shall ensure that SAP employs modern communication techniques including the use of teleconferencing, videoconferencing, websites, and emails to communicate with shareholders.
- 5.13 The Board shall, as a matter of best practice, organize regular investor briefings and in particular when the half-yearly and annual results are declared or as may be necessary to explain their performance and promote interaction with investors.
- 5.14 The Board shall encourage the use of SAP's website by shareholders to speed up communication and interaction among shareholders and SAP.

## **6. Procedure**

The Board shall monitor through the Audit Risk and Corporate Governance Committee any feedback and/or queries received from shareholders/stakeholders through any of its platforms including the website, investor briefings, press releases and at the Annual General Meetings of SAP and ensure appropriate feedback is communicated from SAP.

## **7. Equitable treatment of shareholders**

The Board shall ensure that all shareholders are treated equitably. To this end, the Board shall ensure there is equitable treatment of all holders of the same class of issued shares. All shareholders, including minority and foreign shareholders will be treated in an equitable manner.

Minority shareholders shall be protected from any adverse actions by the controlling shareholders, acting either directly or indirectly, and shall have effective means of redress.

## **8. Institutional investors**

8.1 The Board shall encourage institutional investors to make direct contact with SAP's management and Board to discuss performance and corporate governance matters as well as vote during the Annual General Meetings of SAP.

8.2 Institutional investors shall commit themselves to complying with principles of this policy that governs the roles and responsibilities of institutional investors operating under the jurisdiction of the Capital Markets Authority.

8.3 The principles governing institutional investors shall include:

- (i) public disclosure on discharge of stewardship responsibilities;
- (ii) a policy on conflict of interest in relation to stewardship which shall be publicly disclosed;
- (iii) monitoring and evaluation of their client's investments;
- (iv) guidelines on when and how they will escalate their stewardship activities;
- (v) a policy on voting at Annual General Meetings and disclosure of voting activity; and
- (vi) A policy on periodic reporting to their clients.

## **9. Communication with shareholders, stakeholders and the public**

The Board shall ensure effective communication with stakeholders, consistent shareholder and stakeholders' value enhancement and transparent and effective communication is important for building and maintaining trust that results in good relationships with stakeholders.

The Board shall proactively supply relevant information to stakeholders, and have regard for the best interests of SAP in determining what information is to be shared. In addition, the Board shall establish whistle-blowing mechanisms that encourage stakeholders to bring out information helpful in enforcing good corporate governance practices.

## **10. The media and corporate governance**

- 10.1 The Board shall proactively engage the media on dissemination of all material and important information relating to SAP and to good corporate governance in order to inform and protect investors and other stakeholders.
- 10.2 Information to the media shall be released proactively on a timely basis to ensure effective reporting on corporate affairs as well as issues of corporate governance.
- 10.3 The Board shall ensure that reporters who cover company or industry events communicate constantly with industry observers, participants, critics and supporters. This is necessary as they may develop insights that are even deeper than a SAP's management may have and can serve as an early warning system of trouble ahead. Such early warning systems shall assist SAP to take corrective measures in areas they were not doing well.

## **11. Resolving internal and external disputes**

- 11.1 The Board shall establish a formal process to resolve both internal and external disputes. The Board shall ensure the established channels of dispute resolution are used in the first instance.
- 11.2 The Board, taking cognizance of the fact that disputes involving companies are an inevitable part of doing business, shall establish mechanisms for resolving the disputes in a cost effective and timely manner. Mechanisms to avoid their recurrence shall also be established and implemented.
- 11.3 It is incumbent upon directors and executives, in carrying out their duty of care to a company to ensure that disputes are resolved effectively, expeditiously and efficiently. Further, dispute resolution shall be cost effective and not a drain on the finances and resources of SAP.

## **12. Review of this Policy**

This policy shall be reviewed by the audit risk & corporate governance committee of the board and updated every three (3) years or as and when required to ensure that it is in line with all legal and regulatory requirements that may arise from time to time.

CHAIRPERSON AUDIT RISK AND CORPORATE GOVERNANCE COMMITTEE

  
.....

DATE 28<sup>th</sup> November 2024.....

BOARD CHAIRMAN E. Nwongera.....

DATE 28<sup>th</sup> November 2024.....