

**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 **Tuesday 23<sup>rd</sup> June 2026** and at any adjournment thereof.

As witness my/our hand this..... day of .....2026.

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 <sup>st</sup> December 2025 together with the reports of the Directors and Auditors thereon.		
4 (i)	To re-elect <b>(a) Mr. Sameer N. Merali</b> 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 <b>Eng. Erastus K. Mwongera</b> 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) a)	To approve the re-election of <b>Mr. Richard Omwela</b> who, in accordance with Article 1.99 of the Company’s Articles of Association, having been appointed by the Board to fill a casual vacancy with effect from 29 <sup>th</sup> May 2026, retires from office at this Annual General Meeting and, being eligible, offers himself for re-election.		

4 (iii) b)	To approve the re-election of <b>Mr. Eshak Harunani</b> who, in accordance with Article 1.99 of the Company's Articles of Association, having been appointed by the Board to fill a casual vacancy with effect from 29 <sup>th</sup> May 2026, retires from office at this Annual General Meeting and, being eligible, offers himself for re-election.		
4 (iv) a)	To re-elect <b>Mr. Eshak Harunani</b> 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 (iv) b)	To re-elect <b>Ms. Patricia W. Kiwanuka</b> 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 (iv) c)	To re-elect <b>Mr. Sameer N. Merali</b> 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 (iv) d)	To re-elect <b>Mr. Richard Omwela</b> 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 approve as an Ordinary Resolution the following Company Policies, as reviewed and recommended by the Board, in accordance the Capital Markets (Public Offers, Listings and Disclosures) Regulations, 2023, Thirteenth Schedule (r.89) Continuing Obligations Clause 8.21:  a) Board Attraction, Retention and Remuneration Policy b) Stakeholder Communication Policy c) Corporate Disclosures Policy and Procedures d) Disputes Resolution Policy.		

## ELECTRONIC COMMUNICATIONS CONSENT FORM

Please complete in **BLOCK CAPITALS**

Full name of Proxy(ies):

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Address:

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**Mobile Number**

**Date**

**Signature:**

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Please tick ONE of the boxes below and return to:

**Image Registrars Limited, 5<sup>th</sup> Floor, Absa Towers, Loita Street, Nairobi**

<b>Approval of Registration</b>	
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I/We approve to register to participate in the virtual AGM to be held on 23<sup>rd</sup> June 2026.

<b>Consent for use of the Mobile Number provided</b>	
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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, 5<sup>th</sup> Floor, Absa Towers, Loita Street, Nairobi, or through their email address [SameerAGM@image.co.ke](mailto:SameerAGM@image.co.ke), to arrive not later than **10.00 a.m. (EAT)** on **21<sup>st</sup> June 2026** 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.