

# 57TH ANNUAL GENERAL MEETING RESOLUTION RESULTS

The Board of Directors of Sameer Africa Plc is pleased to announce the results of voting for the resolutions that were put forward for determination by shareholders at the Annual General Meeting held on Tuesday, 23rd June 2026.

The Poll was conducted by Image Registrars Limited.



RESOLUTION	Voted in Favour	% In Favour	Votes Against	% Against	Abstained	Verdict
1. To receive, consider and, if deemed fit, adopt the Audited Consolidated Financial Statements for the year ended 31st December 2025 together with the reports of the Directors and Auditors thereon.	218,372,203	99.94%	130,600	0.06%	684	<b>PASSED</b>
<b>Election of Directors</b>						
2. To elect Directors: 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. Sameer N. Merali	215,303,522	99.45%	1,191,556	0.55%	2,008,409	<b>PASSED</b>
3. 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 (a) Eng. Erastus K. Mwongera	215,300,832	99.45%	1,194,356	0.55%	2,008,299	<b>PASSED</b>
4. To approve the re-election of Mr. Richard Omwela 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 29th May 2026, retires from office at this Annual General Meeting and, being eligible, offers himself for re-election.	208,435,623	96.28%	8,059,265	3.72%	2,008,599	<b>PASSED</b>
5. To approve the re-election of Mr. Eshak Harunani 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 29th May 2026, retires from office at this Annual General Meeting and, being eligible, offers himself for re-election.	215,432,522	99.51%	1,061,166	0.49%	2,009,799	<b>PASSED</b>
6. To re-elect Mr. Eshak Harunani 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	215,433,122	99.51%	1,060,466	0.49%	2,009,899	<b>PASSED</b>
7. 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.	215,302,632	99.45%	1,192,556	0.55%	2,008,299	<b>PASSED</b>

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8. 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.	215,303,182	99.45%	1,191,906	0.55%	2,008,399	<b>PASSED</b>
9. To re-elect Mr. Richard Omwela 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.	208,435,173	96.28%	8,059,915	3.72%	2,008,399	<b>PASSED</b>
10. To approve Directors remuneration for the year ended 31st December 2025.	215,301,432	99.45%	1,192,806	0.55%	2,009,249	<b>PASSED</b>
11. To re-appoint Messrs. RSM Eastern Africa LLP, Certified Public Accountants.	217,312,147	99.45%	1,191,056	0.55%	284	<b>PASSED</b>
12. <b>SPECIAL BUSINESS</b> To approve the following Company Policies, as reviewed and recommended by the Board in accordance to 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	218,371,833	99.94%	130,670	0.06%	984	<b>PASSED</b>

## DECISION

The resolutions as presented to the shareholders were approved having garnered a majority of the votes cast.

The Board of Directors wish to thank all our shareholders who registered and participated 57th Virtual Annual General Meeting.

## BY ORDER OF THE BOARD

**SYLVIA MWIKALI**

**COMPANY SECRETARY**