



A MEMBER OF THE SAMEER GROUP

SAMEER AFRICA PLC



*"Due to the current covid-19 pandemic, and in compliance to the Government's directives restricting public gathering, shareholders will not be able to attend the Annual General Meeting (AGM) in person. Instead, shareholders will, through this invitation, be able to attend a virtual AGM during which they will be able to register for, access information pertaining to the Audited Financial Statements of Sameer Africa PLC (the Company) for the year ended 31<sup>st</sup> December, 2019, vote electronically in person (or by proxy) and follow the proceedings in the manner detailed below. Shareholders are requested to ask questions in advance of the meeting as detailed in the instructions below".*

## NOTICE AND AGENDA OF THE 51<sup>ST</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the 51<sup>st</sup> Annual General Meeting of the Company will be held via virtual conference on Monday, 29<sup>th</sup> June, 2020 commencing at 9.00 am to conduct the following business:

### AGENDA

**1. Constitution of the Meeting**

The Secretary to read the notice convening the meeting, table the proxies and determine if a quorum is present.

**2. Confirmation of Minutes**

To confirm the Minutes of the 50<sup>th</sup> Annual General Meeting held on Monday, 10<sup>th</sup> June 2019.

**3. Financial Statements and Reports**

To receive, consider and if deemed fit, adopt the Financial Statements for the year ended 31<sup>st</sup> December 2019, together with the reports thereon of the Directors and the Auditors.

**4. Election of Directors**

**4.1 On account of rotation**

i) In accordance with Article 1.123 of the Company's Articles of Association, **Director Winnie Iminza Nyamute** retires by rotation and being eligible, does not offer herself for re-election as a Director.

ii) In accordance with Article 1.123 of the Company's Articles of Association, **Director Mary Wacuka Ngatia** retires by rotation and being eligible, offers herself for re-election.

**4.2 Continuation in office after having attained 70 years**

In accordance with the recommendations of the Code of Corporate Governance Practices for Issuers of Securities to the Public, 2015, **Eng. Erastus Kabutu Mwongera** having attained the age of 70 years retires and being eligible, offers himself for re-election.

**YANA**

**SUMMIT TYRE**

**Firestone**

Sameer Africa PLC

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**Directors:** E.K. Mwongera – **Chairman**, P. Gitonga – **Ag. Managing Director**, S.N. Merali, A.H. Butt, W.I. Nyamute, L.M. Mbuthia, M.W. Ngatia



**5. Confirmation of Members of the Audit, Risk and Corporate Governance Committee of the Board**

To approve the following:

In accordance with section 769(1) of the Companies Act 2015, the following being members of the Audit, Risk and Corporate Governance Committee of the Board, be confirmed to continue to serve on the said Committee.

- (ii) **Dr. Lydia Muthoni Mbutia**
- (ii) **Ms. Mary Wacuka Ngatia**
- (iii) **Mr. Sameer Naushad Merali**

**6. Directors Remuneration Report**

- (i) To approve the Directors' remuneration report for the year ended 31<sup>st</sup> December 2019, and to authorize the Board to fix the Directors remuneration.
- (ii) To approve the Directors' remuneration policy for the year ended 31<sup>st</sup> December 2019.

**7. Appointment of Auditors**

To appoint **RSM East Africa LLP** and who being eligible, have expressed their willingness to continue to serve as auditors of the Company in accordance with the provisions of section 721(4) of the Companies Act 2015 and to authorize the Directors to fix their remuneration for the ensuing financial year.

**8. Any Other Business**

To transact any other business that may be transacted at an Annual General Meeting.

**By Order of the Board**

**Edgar Imbamba**  
**Company Secretary**  
30<sup>th</sup> May 2020, Nairobi

**Notes:**

1. Sameer Africa PLC will be holding a virtual AGM as permitted by Article 1.76 of its Articles of Association referenced below:

**“In the case of any general meeting the Board may make arrangements for simultaneous attendance and participation by electronic means allowing persons not present together at the same place to attend speak and vote at the meeting.”**

2. The Board of Directors at its meeting held on 12<sup>th</sup> May 2020 resolved to conduct the 51<sup>st</sup> AGM of the Company via electronic means.
3. Sameer Africa Plc has convened and is conducting this virtual AGM following receipt of a 'No Objection' from the Capital Markets Authority (CMA).
4. Shareholders wishing to participate in the meeting should register for the AGM online at <https://digital.candrgroup.co.ke> or via USSD using short code number \*384\*045# and following the various prompts regarding the registration process. In order to complete the registration process, shareholders will need to have their Share Account Number or CDSC Account Number and the ID/Passport Number which were used to purchase their shares.
5. Registration for the AGM opens on Monday, 8<sup>th</sup> June 2020 at 8:00 a.m. and will close on Friday, 26<sup>th</sup> June 2020 at 12:00 noon. Shareholders will not be able to register after Friday, 26<sup>th</sup> June, 2020 at 12:00 noon.
6. For assistance, shareholders should dial the following helpline number: + 254 20 760 8216 from 8:00 a.m. to 3:00 p.m during the registration open period. Any shareholder outside Kenya should dial the helpline number to be assisted to register or email [digital@candrgroup.co.ke](mailto:digital@candrgroup.co.ke).
7. Shareholders can access the Virtual AGM using their log in credentials via <https://digital.candrgroup.co.ke> to view the livestream and vote and submit questions. Shareholders without internet access can access the Virtual AGM and vote and submit questions using their log in credentials via USSD \*384\*045#
8. Shareholders wishing to raise any questions for the AGM may do so by:

**(a) During the AGM**

- i) Shareholders accessing Virtual AGM via <https://digital.candrgroup.co.ke> platform; Select Attend Event; Select Sameer Africa AGM; Select Q&A option tab and submit questions in text box provided; or
- ii) Shareholders accessing Virtual AGM via USSD platform; Use the menu prompts to Select Sameer Africa AGM; Select the menu option for Q&A and submit their questions (within 160 character limit for sms text)

**(b) Prior to AGM**

- i) Accessing <https://digital.candrgroup.co.ke>; Select Attend Event; Select Sameer Africa AGM; Select Q&A option tab and submit their questions in the text box provided; or
- ii) Sending their written questions by email to [digital@candrgroup.co.ke](mailto:digital@candrgroup.co.ke); or
- iii) To the extent possible, physically delivering their written questions with a return physical address or email address to the offices of Custody and Registrars Services Ltd, Company's Registrars, at IKM Place, Tower B, 1<sup>st</sup> Floor, 5<sup>th</sup> Ngong Avenue.
  - Shareholders must provide their full details (full names, Shares Account Number//CDSC Account Number) when submitting their questions and clarifications. Also attach a copy of your ID/Passport if sending by email or delivering to C&R Group
  - All questions and clarification must reach the Company on or before Friday, 26<sup>th</sup> June 2020 at 12:00 Noon.



9. Shareholders wishing to vote during the AGM may do so when prompted by:
- Shareholders accessing Virtual AGM via <https://digital.candrgroup.co.ke> platform; Select Attend Event; Select Sameer Africa AGM; Select Voting option tab and vote;
  - Shareholder accessing Virtual AGM via USSD platform; Use the menu prompts to Select Sameer Africa AGM; Select menu option for Voting and follow the various prompts regarding the voting process
10. In accordance with Section 298(1) of the Companies Act, Shareholders entitled to attend and vote at the AGM are entitled to appoint a proxy to attend and vote on their behalf. A proxy form must be signed by the appointor or his attorney duly authorized in writing. If the appointer is a body corporate, the instrument appointing the proxy shall be given under its common seal or under the hand of an officer or duly authorized attorney of such body corporate. A completed form of proxy should be emailed to [proxy@candrgroup.co.ke](mailto:proxy@candrgroup.co.ke) or delivered to Custody and Registrars Services Ltd, the Company's Registrars, at IKM Place, Tower B, 1st Floor, 5th Ngong Avenue, so as to be received not later than Wednesday, 24<sup>th</sup> June 2020 at 12.00 noon. When nominating a proxy the ID/Passport No, email and mobile number of the proxy must be submitted to facilitate registration. Any proxy registration that is rejected will be communicated to the Shareholder concerned no later than Friday, 26<sup>th</sup> June 2020 to allow time to address any issues.
11. The Virtual AGM will be accessible to Shareholders and Proxies who have duly registered and received the log-in credentials. Duly registered Shareholders and Proxies will receive a short message service (SMS/USSD) prompt on their registered mobile numbers, 24 hours prior to the AGM acting as a reminder of the AGM. A second SMS/USSD prompt shall be sent two hours ahead of the AGM, reminding duly registered Shareholders and proxies that the AGM will begin in two hours' time.
12. **Items to be voted on at the meeting shall be the following:**
- To adopt the Financial Statements for the year ended 31<sup>st</sup> December 2019 together with the reports thereon of the Directors and the Auditors.
  - To approve the re-election of Director Mary Wacuka Ngatia who retires by rotation and being eligible, offers herself for re-election.
  - To approve the re-election of Eng. Erastus Kabutu Mwongera to continue in office after the attainment of 70 years.
  - To approve the appointment of the persons referenced below to continue to serve as members of the Audit, Risk and Corporate Governance Committee of the Board.
    - Dr. Lydia Muthoni Mbutia
    - Ms. Mary Wacuka Ngatia
    - Mr. Sameer Naushad Merali
  - To approve the Directors remuneration report for the year ended 31<sup>st</sup> December 2019 and to authorize the Board to fix the Directors remuneration for the ensuing year.
  - To approve the Directors' remuneration policy for the year ended 31<sup>st</sup> December 2019.
  - To appoint RSM East Africa LLP as the Company's Auditors and to authorize the Board to fix their remuneration.
13. A copy of this notice, the proxy form, the Integrated Annual Report may be viewed from the company's website at [www.sameerafrica.com](http://www.sameerafrica.com).