

Proxy Form

Custody and Registrars Services Limited
IKM House, Tower B, 1st Floor, 5th Ngong Avenue
P. O Box 8484-00100, Nairobi

*I/We _____
_____ of _____
_____ being *a

member/members of Sameer Africa PLC, hereby appoint:

_____ of (address, email and telephone number)

or failing *him/her _____

_____ of (address, email and telephone number)

and failing *him/her the Chairman of the meeting as *my/our proxy to vote for *me/us on *my/our behalf at the Fifty First Annual General Meeting of the Company to be held on 29th June 2020 and at any adjournment thereof.

As witness *I/we affix *my/our *hand/hands this _____ day of _____ 2020.

Signature(s) _____

Unless otherwise instructed, the proxy will vote as *he/she thinks fit.

****Delete whichever is not applicable.***

1. Shareholders wishing to participate in the meeting should register for the AGM by visiting the online portal <https://digital.candrgroup.co.ke> or dialling *384*045# and following the various prompts regarding the registration process. Shareholders will not incur any cost for such registration. In order to complete the registration process, shareholders will need to have their ID/Passport numbers which were used to purchase their shares and their Shares Account or CDSC Account Number at hand. For assistance shareholders should dial the following helpline numbers (020) 760 8216 from 8:00am to 3:00pm from Monday to Friday. Any shareholder outside Kenya should dial the helpline numbers or email digital@candrgroup.co.ke to be assisted to register.
2. Registration for the AGM opens on **Monday June 8, 2020** at 8:00am and will close on **Friday June 26, 2020** at 12:00am. Shareholders will not be able to register after Friday June 26 2020.
3. In accordance with Section 283 (3) of the Companies Act, 2015, the following documents may be viewed on the Company's website www.sameerafrica.com i) a copy of this Notice and the proxy form; ii) the Company's

Integrated Report together with the audited financial statements for the year 2019, iii) the draft minutes in respect of the Annual General Meeting held on 10th June 2020.

4. Shareholders wishing to raise any questions or clarifications regarding the AGM may do so by:
- (i) Accessing <https://digital.candrgroup.co.ke>; selecting "Attend Event", "SAMEER AFRICA AGM", "Q&A" tab and submitting their questions.
 - (ii) Sending their written questions by email to digital@candrgroup.co.ke; or
 - (iii) To the extent possible, physically delivering their written questions with a return postal address or email address to the registered office of the Company at , Nairobi or to Custody and Registrars Services offices at IKM Place, Tower B, 1st Floor, 5th Ngong Avenue; or
 - (iv) Sending their written questions with a return postal address or email address by registered post to the Company's address at P.O. Box 30429-00100 Nairobi

Shareholders must provide their full details (full names, ID/Passport Number, Shares CDSC Account Number) when submitting their questions and clarifications by email, post or delivery. All questions and clarifications must reach the Company on or before **Friday June 26, 2020** at 12:00 noon.

5. Following receipt of the questions and clarifications, the directors of the Company shall provide written responses to the questions received to the return postal address or email address provided by the shareholder, no later than 6 hours before the start of the general meeting. A full list of questions received and the answers thereto will be published on the Company's website no later than 6 hours before the start of the general meeting.
6. 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 vote on their behalf. A proxy need not be a member of the Company but if not the Chairman of the AGM, the appointed proxy will need access to a mobile telephone. A proxy form is attached to this Notice and is available on the Company's website www.sameerafrica.com Physical copies of the proxy form are also available at the following address: Custody and Registrars Services offices, IKM Place, Tower B, 1st Floor, 5th Ngong Avenue. To be valid, the proxy form must be duly completed by the shareholder or his attorney duly authorized in writing. If the shareholder is a body corporate, the instrument appointing the proxy shall be give under its common seal (if any) 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 in pdf format or delivered to Custody and Registrars Services, IKM Place, Tower B, 1st Floor, 5th Ngong Avenue Nairobi or be posted to Custody and Registrars Services, P. O. Box 8484-00100 Nairobi, so as to reach the Registrar not later than 12.00 noon on **Wednesday June 24, 2020**. Duly completed form must be supported by a copy of ID/ valid Passport of the member and include the ID/Passport, email or telephone number of the proxy to facilitate registration. Any proxy registration that is rejected will be communicated to the shareholder concerned no later than **Friday June 26, 2020** to allow time to address any issues.
7. The AGM will be accessible to shareholders who will have registered to participate in the general meeting. Duly registered shareholders and proxies will receive a short message service (SMS/USSD) prompt on their registered mobile numbers, one (1) weeks prior to the AGM as a reminder of the AGM and the open voting period. A second SMS/USSD prompt shall be sent one (1) day before the AGM, reminding duly registered shareholders and proxies that the AGM will be the following day.
8. Duly registered shareholders and proxies can access the Virtual AGM using their log in credentials via <https://digital.candrgroup.co.ke>. Shareholders without internet access can access the Virtual AGM using their log in credentials via USSD *384*045#.
9. Results of the AGM shall be announced in the meeting and published within 24 hours following conclusion of the AGM on the Company's website: www.sameerafrica.com