



A MEMBER OF THE SAMEER GROUP

SAMEER AFRICA PLC



NOTICE AND AGENDA OF THE 52ND ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 52nd Annual General Meeting of the Company will be held virtually on Thursday 10 June 2021 at 10.00 am for the following purposes:

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

Confirmation of the 51st Annual General Meeting held on Monday 29th June 2020.

3. Financial Statements and Reports

To receive, consider and if deemed fit, adopt the Financial Statements for the year ended 31st December 2020 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 Article of Association, Director Akif Butt retires by rotation and being eligible, offers himself for re-election as a Director.
- ii. In accordance with Article 1.123 of the Company's Article of Association, Director Dr Lydia Muthoni Mbuthia retires by rotation and being eligible, offers herself for re-election as a Director.

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.

- i. Dr. Lydia Muthoni Mbuthia
- ii. Ms. Mary Wacuka Ngatia
- iii. Mr. Sameer Naushad Merali

6. Directors Remuneration Report

To approve the Directors' remuneration report for the year ended 31st December 2020, and to authorize the Board to fix the Directors remuneration.

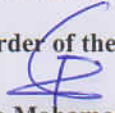
7. Appointment of Auditors

To re-appoint RSM Eastern Africa to continue in office as the company's auditors who being eligible, have expressed their willingness to continue serve as auditors of the company 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 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


Sheba Mohamed
Company Secretary
19th May 2021

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SUMMIT TYRE

Firestone

Sameer Africa PLC

Enterprise/Mombasa Road Junction • P.O. Box 30429 – 00100 Nairobi, Kenya • Tel: +254 0730 156 000 • Email: info@sameerafrica.com • Website: www.sameerafrica.com

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





NOTES;

1. Shareholders wishing to participate in the meeting should register for the AGM by visiting the online portal [https:// digital.candrgroup.co.ke](https://digital.candrgroup.co.ke) or dialling *384*043# 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 4:00pm 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 May 31, 2021** at 8:00am and will close on **Wednesday June 09, 2021** at 12:00Noon. Shareholders will not be able to register after **Wednesday June 09, 2021**.
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' Integrated Report together with the audited financial statements for the year 2020
4. Shareholders wishing to raise any questions or clarifications regarding the AGM may do so by:
 - a) Sending their written questions by email to digital@candrgroup.co.ke or
 - b) Shareholders who will have registered to participate in the meeting shall be able to ask questions via SMS by dialing the USSD code *384*043# and selecting the option (ask Question) on the prompts
or
 - c) By visiting <https://digital.candrgroup.co.ke> platform; Select Attend Event; Select "Sameer Africa Plc AGM" Select "Q&A" option tab and submit questions in text box provided; or
 - d) To the extent possible, physically delivering their written questions *by June 08, 2021 12:00 Noon* with a return physical address or email address to the Company Registrars address: Custody & Registrars, at IKM Place, Tower B, 1st Floor, 5th Ngong Avenue
5. 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 **Tuesday June 08, 2021** at 12:00 noon.
6. Shareholders wishing to vote may do so by:
 - a) Accessing Virtual AGM via <https://digital.candrgroup.co.ke> platform; Select Attend Event; Select "Sameer Africa Plc AGM"; Select "Voting" option tab and vote; or
 - b) Accessing Virtual AGM via USSD platform*384*043# ; Use the menu prompts to Select "Sameer Africa Plc AGM"; Select the menu option for "Voting" and follow the various prompts regarding the voting process
7. 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. If the Proxy appointed is not the Chairman of the AGM, the appointed proxy will need access to a mobile telephone.
 - A proxy form is available on the Company's website via this link: website www.sameerafrica.com Physical copies of the proxy form are also available at the Company Registrars address: Custody & Registrars, IKM Place, Tower B, 1st Floor, 5th Ngong Avenue, Nairobi.



- A proxy must be signed by the appointer 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 or delivered to Custody & Registrars, at IKM Place, Tower B, 1st Floor, 5th Ngong Avenue, Nairobi so as to be received not later than 48 hours before the time of holding the meeting i.e. Tuesday June 08 2021 at 12.00 Noon. Any person appointed as a proxy should submit his/her e-mail or mobile telephone number to the Company no later than Tuesday June 08, 2021 at 12.00 Noon.
 - Any proxy registration that is rejected will be communicated to the shareholder concerned no later than Tuesday June 08, 2021 to allow time to address any issues.
8. The AGM will be streamed live via a link which shall be provided to all shareholders who will have registered to participate in the general meeting. Duly registered shareholders and proxies will receive a short message service SMS/ and/or an email prompt on their registered mobile numbers, 24 hours prior to the AGM acting as a reminder of the AGM. A second SMS and/or an email prompt shall be sent one hour ahead of the AGM, reminding duly registered shareholders and proxies that the AGM will begin in an hours' time and providing a link to the live stream
 9. Duly registered shareholders and proxies may follow the proceedings of the AGM using the live stream platform and may access the agenda. Duly registered shareholders and proxies may vote (when prompted by the Chairman) via the USSD *384*043# or via <https://digital.candrgroup.co.ke>.
 10. A poll shall be conducted for all the resolutions put forward in the notice.
 11. Results of the AGM shall be published within 24 hours following conclusion of the AGM
 12. The preferred method of paying dividends which are below Kshs 140,000.00 is through M-PESA. Shareholders who wish to receive their dividend through M-PESA and who have not registered for this mode of payment can opt to receive future dividends by dialing *483*038# or contacting the ShareRegistrar, Custody & Registrars Services Limited
 13. All present and former shareholders of the Company are hereby notified that pursuant to the provisions of the Unclaimed Financial Assets Act No 40 of 2011 Parts II and III, dividends and shares which have not been claimed for a period of three (3) years or more will require to be delivered to the Unclaimed Financial Assets Authority ('the Authority) as abandoned assets on the appointed date.

Therefore, all present and former shareholders with unpaid dividends are requested to urgently contact the Share Registrar, Custody & Registrars Services Limited at the address indicated below to claim any unpaid dividends to avert the risk of the dividends being forwarded to the Authority.

Custody & Registrars
Services Ltd IKM Place,
Tower B, 1st Floor,
5th Ngong Avenue, Nairobi

Tel: Mobile: +254 20 7608216,

Email: info@candrgroup.co.ke