



Date: 16th June 2017

Ref No: SAL/NSE /2017

The Chief Executive Officer
Nairobi Securities Exchange
55 Westlands
P.O. Box 43633-00200



NAIROBI

Attn: Mr Geoffrey Odundo

Dear Sir,

Re: Sameer Africa Limited - Resolutions passed at the 48th Annual General Meeting of the Company held on 9th June 2017 at Sameer Industrial Park, Unit 1 situated along Road C, Off Enterprise Road, Industrial Area, Nairobi.

Pursuant to the Capital Markets (Securities) (Public Offers, Listing and Disclosures) Regulations 2002, we Sameer Africa Limited, wish to confirm that the following resolutions were passed by shareholders of the company at the aforesaid meeting.

1.0 QUORUM

The total number of shareholders in person or by proxy present at the meeting were 738 representing 202,514,495 shares this being 72.76% of the total shareholding.

2.0 NOTICE AND AGENDA OF THE MEETING

The notice, agenda of the meeting and a summarised version of the financial statements were published in the Daily Nation and The Standard newspapers on 18th May 2017 and were posted on the company's website on the same day. Hard copies were made available to shareholders at the offices of our registrar and were availed to members who attended the meeting.

3.0 APPROVAL OF MINUTES

It was unanimously resolved that the minutes of the 47th Annual General Meeting held on Tuesday 14th June 2016 at the Bomas of Kenya, Nairobi, be approved as presented.

4.0 FINANCIAL STATEMENTS AND THE REPOSTS OF THE DIRECTORS AND AUDITORS FOR THE YEAR ENDED 31 DECEMBER 2016

Upon consideration it was unanimously resolved of the financial statements for the year ended 31st December 2016 together with the chairman's statement and the directors' and auditors reports thereon, be adopted

5.0 RE-ELECTION OF DIRECTORS

Upon consideration, the meeting unanimously resolved as follows:

- (a) **THAT Dr. Winnie Iminza Nyamute** who retired at the meeting in accordance with Article 99 of the company's articles of association, be re-elected to serve as a director on the company's board of directors;
- (b) **THAT Dr. Lydia Muthoni Mbuthia** who retired at the meeting in accordance with Article 99 of the company's articles of association, be re-elected to serve as a director on the company's board of directors;
- (c) **THAT Ms. Mary Ngatia**; who retired at the meeting in accordance with Article 99 of the company's articles of association, be re-elected to serve as a director on the company's board of directors;
- (d) **THAT** in accordance with Section 769 of the Companies Act 2015, the following directors be and are hereby elected to serve as members of the board audit risk and corporate governance committee in the ensuing financial year.

- (i) Dr. Winnie Iminza Nyamute**
- (ii) Dr. Lydia Muthoni Mbuthia**
- (iii) Ms. Mary Ngatia**
- (iv) Mr. Stephen Maina Githiga**
- (v) Mr. Sameer Naushad Merali**

6.0 DIRECTORS REMUNERATION

The meeting unanimously resolved to approve the directors remuneration as shown in the financial statements for the year ended 31st December 2016

7.0 RE - APPOINTMENT OF AUDITORS

It was unanimously resolved that the company's auditors, Ms. KPMG Kenya, be re-appointed to serve as auditors and that the directors be authorized to fix their remuneration for the ensuing financial year.

8.0 SPECIAL RESOLUTIONS

The meeting unanimously resolved to pass the following as special resolutions

(a) **Change of company name**

THAT pursuant to sections 53 and 62 of the Companies Act 2015 the name of the company be changed from “**Sameer Africa Limited**” to “**Sameer Africa PLC**”.

(b) **Adoption of new Articles of Association of the Company**

THAT the articles of association contained in the document submitted to shareholders at the meeting, be approved and adopted as the company's new articles of association in substitution of and to the exclusion of the existing memorandum and articles of association of the company.

Yours faithfully,



EDGAR IMBAMBA

COMPANY SECRETARY