



STANBIC UGANDA HOLDINGS LIMITED

POST ANNUAL GENERAL MEETING NOTICE

At the Annual General Meeting (AGM) of Stanbic Uganda Holdings Limited (the Company) held on Friday, July 17th, 2020 via electronic means, the shareholders passed the following resolutions:

Ordinary Resolutions

1. Adoption of the annual audited financial statements for the year ended December 31st, 2019, including the reports of the Directors and External Auditors.
2. Confirmation of the appointment of Ms. Agnes Asimwe Konde as a Non-Executive Director.
3. Confirmation of the appointment of Ms. Olusola Adejoke David-Borha as a Non-Executive Director.
4. Re-election of Mr. Japheth Katto as a Non-Executive Director.
5. Re-election of Mr. Samuel Zimbe as a Non-Executive Director.
6. Appointment of PricewaterhouseCoopers (PwC) as the External Auditors of the Company for the period until the conclusion of the next AGM and the authorization of Directors to negotiate and fix their remuneration.
7. Approval of fees payable to the Non-Executive Directors for the year 2020.

Special Resolution

8. Amendment of the Company articles of association to include the conduct of general meetings in a virtual and/or hybrid manner, by inserting as follows;

Articles 50(a), 50(b), 50(c) and 50(d) immediately after article 50 to read as follows;

Article 50(a): The Board may make arrangements to hold and conduct general meetings in a virtual and/ or hybrid manner, in such a way that members attending the meetings in person and or attending by electronic means can attend, participate and vote at the meeting.

Article 50(b): A virtual general meeting is a meeting where shareholders are given the opportunity to

attend the meeting using an online platform which allows them to vote, ask questions and participate electronically in real-time instead of attending the meeting at a physical venue.

Article 50(c): A hybrid general meeting is a meeting that allows shareholders to opt between attending the meeting in person at a physical venue and attending the meeting online (virtually).

Article 50(d): The Board may decide on the number of attendees for the physical place/venue provided alternative means are availed to members and proxies.

9. Amendment of article 56 to include the underlined and to read as follows;

Article 56: No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; except as herein otherwise provided, three members present in person or participating via electronic means shall be a quorum.

The shareholders also noted the following director changes on the Board;

- Mr. Greg Brackenridge who resigned following retirement from Standard Bank Group after 25 years of dedicated service.
- Mr. Kevin Wingfield who resigned following appointment as Chief Executive Stanbic Bank Tanzania.

We appreciate their invaluable contribution and commitment to the Company.

Dated this 20th day of July 2020

By Order of the Board

Rita Kabatunzi

Company Secretary