

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the **ANNUAL GENERAL MEETING** (AGM) of Stanbic Uganda Holdings Limited ("the Company") for the year ended December 31st, 2021, will be held **via electronic means** in accordance with Article 50 (a) of the Articles of Association, on **Thursday, June 02nd 2022, at 11:00 am** to conduct the following business:



Agenda

Ordinary Business

1. To consider and, if deemed fit, pass an ordinary resolution to receive and adopt the annual audited financial statements for the year ended December 31st, 2021, including the reports of the Directors and External Auditors.
2. To consider and, if deemed fit, pass an ordinary resolution to confirm the appointment of Directors in accordance with the provisions of the Company articles of association.
3. To consider and, if deemed fit, pass an ordinary resolution to approve the re-appointment of PricewaterhouseCoopers (PwC) as the External Auditors of the Company for the year 2022.
4. To consider, and if deemed fit, pass an ordinary resolution to receive and approve the fees payable to the Non-Executive Directors for the year 2022.
5. To consider and, if deemed fit, pass an ordinary resolution to authorise the Board to take the necessary steps to effect the payment of dividends for the year ended December 31st 2021, dependent on regulatory approval.
6. To conduct any other business for which due notice has been given.

Dated: May 11th, 2022

By Order of the Board

Rita Kabatunzi
Company Secretary

Notes

AGM Registration and Meeting Access Information

1. To participate in the virtual AGM, shareholders are advised to register using the options below:
 - i. Dial ***284*32#** (Uganda mobile networks) or ***483*810 #** (Kenya mobile networks) and follow the prompts
 - ii. Send an email request to be registered to **suhlagm@image.co.ke**.
 - iii. For shareholders with updated details on the register, through the registration link that shall be circulated to their email addresses through which they can register.
2. For support during the registration process, please call +256 312 226 723 or +254 709 170 000 or send an email to **suhlagm@image.co.ke**. Shareholders that desire to update their contact details are requested to contact the share registrar, Custody & Registrars Services Uganda, at **shareholder@candrgroup.co.ug** or call +256 757 072 773, +256 760 451 945 and +256 414 237 504
3. Registration commences on **Wednesday, May 11th, 2022, at 8:00 am** and will close on **Tuesday May 31st 2022 at 5:00pm**
4. A shareholder will be required to submit a valid identification document such as a National Identity card or passport and or their SCD account details to facilitate shareholder verification.
5. The AGM will be streamed live via a link that shall be provided to all shareholders who will have successfully registered to participate in the AGM. 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, a reminder of the AGM, and a link to the live stream. A second SMS/USSD prompt shall be sent one hour ahead of the AGM. In registering to attend the AGM, a shareholder consents to receive all messages pertaining to the AGM.

Shareholder Rights

6. Shareholders are entitled to attend, speak and vote at the meeting. A shareholder may appoint a proxy if he /she cannot participate in the meeting. A proxy form is included in the Annual Report or may be downloaded from the Company website **www.stanbic.co.ug**
7. The duly completed proxy form should be delivered to the Company Secretary at the Company Head Office at Crested Towers, Short Tower 17 Hannington Road, or emailed to **suhlagm@image.co.ke** at least 48 hours before the scheduled time for the meeting. In default of this, it shall be treated as invalid.
8. Shareholders and proxies who have successfully registered to attend the AGM will be able to follow the AGM proceedings and ask questions using the live stream platform. Duly registered shareholders and proxies may vote (when prompted) using the live stream link or using the USSD prompts.
9. Voting shall be done electronically using the VOTE tab on the live stream link or via USSD
10. Shareholders will receive an SMS prompt, with instructions, on their registered mobile phone number alerting them to Propose and Second the resolutions in the Notice.
11. Shareholders are advised to submit questions by Friday, May 27th 2022, via phone, weblink or email. Shareholders wishing to raise any questions or clarifications regarding the AGM may do so in the following ways:
 - i. Through email to **suhlagm@image.co.ke** or **shareholder@candrgroup.co.ug**
 - ii. Via SMS by dialing the USSD code above and selecting the option (Ask Question) on the prompts or,
 - iii. Via Question Tab on the live stream link during the AGM,
 - iv. Physically delivering their written questions with a physical return address or email address to the Company Secretary at the address below.
12. A complete list of all questions received, and the answers thereto will be published on the Company's website following the conclusion of the Annual General Meeting.
13. Please note that the audited financial statements, annual report, Notice of the AGM and proxy form will be uploaded onto the Company website **www.stanbic.co.ug**. The reports may also be accessed upon request by dialling the USSD code above and selecting the Reports option. The reports and agenda can also be accessed on the live stream link.

Dividends

14. Bank of Uganda directed all Supervised Financial Institutions (SFIs), including Stanbic Bank, the bank subsidiary of SUHL, to defer all discretionary payments dividends inclusive, for capital preservation purposes. Therefore, the bank subsidiary must obtain explicit approval from BOU to pay a dividend to SUHL. This dividend payment would form a significant portion of the SUHL shareholder dividend pool. Engagements with BOU concerning dividend payments for 2020 and 2021 remain underway as of the date of publication of this notice. A further update will be provided to the shareholders at the 2022 AGM.
15. Shareholders who have not received past declared dividends should send an email to **shareholder@candrgroup.co.ug** or call **+256 757 072 773**.

Immobilisation

16. The Uganda Securities Exchange has directed shareholders of listed companies to immobilise their shares. Therefore, shareholders are required to open Securities Central Depository accounts with any registered Securities Central Depository Agent (broker, investment advisor or custodian Bank). Please visit the Exchange's website at **https://www.use.or.ug** for more information.