

# Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting (AGM) of Umeme Limited will be held as a hybrid meeting (comprising partly physical meeting and partly virtual meeting using electronic means) on **Thursday 19th May, 2022 at 10:00 am** at Kampala Serena Hotel to conduct the following business:



## Ordinary Resolutions

- To receive, consider and if approved, adopt the Company's Audited Financial Statements for the year ended 31 December 2021 and the Directors and Auditors reports thereon;
- To receive and adopt the recommendation of the Directors on the declaration of a final dividend.
- To ratify the re-appointment of Ernst and Young Uganda as the External Auditors of the Company for the year 2021 and to authorize the Board to set the auditors fees.
- To elect directors in place of those retiring.

In accordance with the provisions of Articles 93, 94, 95 and 96 of the Company's Amended Memorandum and Articles of

Association, the following Directors are due for retirement by rotation and being eligible, offer themselves for re-election:

- Anthony Marsh
  - Riccardo Ridolfi
  - Stephen Emasu
5. To conduct any other business that may be conducted at the AGM.

On behalf of the Board

Shonubi, Musoke and Co. Advocates  
Company Secretary  
25th April 2022

## Notes

### 6. AGM Registration and Meeting Access Information

6.1. To participate in the AGM, shareholders should register by following the instructions below;

- Dial **\*284\*31#** (Uganda mobile networks) or **\*483\*806#** (Kenya mobile networks) and follow the prompts, or;
- Send an email request to be registered to **umemeagm@image.co.ke** or;
- Shareholders with email addresses will receive a registration link via email through which they can register.

6.2. Shareholders will be provided with an option to register to participate in the meeting either physically or virtually during registration. Due to room capacity constraints, physical attendance will be restricted to the first 200 shareholders to register.

6.3. In order to facilitate shareholder verification, a shareholder will be required to submit a valid identification document such as a National Identity card or passport number and or their SCD account details.

6.4. For support during the registration process, please call +256312226723 or +254709170037 or send an email to **umemeagm@image.co.ke**. Shareholders that desire to update their contact details are requested to contact the share registrar, Custody & Registrars Services Uganda, at **umeme@candrgroup.co.ug** or call +256 757 072 773.

6.5. Registration will start on **Monday 25th April 2022 at 8am** and will close on **Wednesday 18th May, 2022 at 10am**.

6.6. The AGM will be streamed live at the scheduled time and date indicated above to registered shareholders who will receive a link to the event 24 hours before the AGM.

Duly registered shareholders and proxies will receive a short message service (SMS/USSD) prompt on their registered mobile numbers 24 hours before the AGM, acting as a reminder of the AGM and providing 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 these messages.

6.7. Shareholders wishing to raise any questions or clarifications regarding the AGM may do so by:

a) Sending their written questions by email to **umemeagm@image.co.ke** or **shareholder@candrgroup.co.ug**;

b) Shareholders who will have registered to participate in the meeting shall be able to ask questions via SMS by dialling the USSD code above and selecting the option (Ask Question) on the prompts or via Question Tab on the livestream link during the AGM; or

c) to the extent possible, physically delivering their written questions with return physical address or email address to the Company Secretary at the address below.

All questions received will be responded to via email or SMS or via the selected mode by the shareholder. A full list of all questions received and the answers thereto will be published on the Company's website within 24 hours following conclusion of the Annual General Meeting.

6.8. Shareholders will receive an SMS prompt, with instructions, on their registered mobile phone number alerting them to Propose and Second the resolutions put forward in the notice.

6.9. Duly registered Shareholders and proxies may access the agenda and follow the proceedings of the AGM using the livestream platform.

6.10. Duly registered shareholders and proxies may vote (when prompted) using the live stream link or using the USSD prompts. Voting shall be done electronically using the VOTE tab on the live stream link or via USSD.

6.11. The audited financial statements, annual report, a notice of the AGM and proxy form will be uploaded onto the Company website at **www.umeme.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 livestream link.

### 7. AGM Rights

Umeme Limited Shareholders may attend, speak and vote at the AGM or may appoint one or more proxies (who need not be shareholders of the Company) to attend, speak and vote at the AGM on behalf of such shareholders. A proxy form is included in the 2021 Annual Report and is available on the Company's website **www.umeme.co.ug**.

Duly completed **proxy forms** must be returned to the Share Registrars of the Company or the Company Secretary at the addresses set out below to be received by not later than **17h00 on Tuesday 17th May 2022**.

### 8. Dividend

Subject to the approval of the shareholders, the Directors recommend to members that a final dividend of Ushs 54.1 per ordinary share be paid for the year ended 31 December 2021 subject to withholding tax deductions where applicable.

The dividend, if approved at the AGM, will be paid on or about 22nd July 2022 to shareholders whose names appear on the share register at close of business on 24th June 2022.

Shareholders are advised to contact their brokers to update their bank account details. Shareholders desiring to receive their payments through mobile money are encouraged to visit the Company's Share Registrar, Custody & Registrars Services Uganda Ltd. on 4th Floor, Rm 403, Diamond Trust Building, Kampala Road to update their records.

**Company Secretary**  
Shonubi, Musoke and Co. Advocates  
SM Chambers  
Plot 14 Hannington Road  
P.O. Box 3213,  
Kampala, Uganda  
[www.shonubimusoke.co.ug](http://www.shonubimusoke.co.ug)

**Share Registrars**  
Custody and Registrars Services Uganda Ltd.  
4th Floor DTB Centre  
Kampala Road  
Kampala, Uganda  
[www.crsLtd.co.ke](http://www.crsLtd.co.ke)

