



Head Office: Kampala Road, P.O. Box 7197, Kampala (Uganda)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 55th Annual General Meeting (AGM) of Bank of Baroda (Uganda) Limited ("the Company") for the year ended December 31st 2024, will be held at 02:00 p.m. on Thursday 12th June 2025, through Hybrid mode, comprising of a physical meeting at Serena Hotel, Kampala and online through an electronic platform to transact the following business:-

AGENDA:

ORDINARY RESOLUTION

1. CONFIRMATION OF THE MINUTES OF THE 54th ANNUAL GENERAL MEETING.

To consider and, if deemed fit, confirm the minutes of the 54th Annual General Meeting of the Company held on Thursday, 06th day of June 2024, through Hybrid mode, comprising both a physical meeting at Munonyo Commonwealth Resort, Kampala, and online option through an electronic platform.

2. FINANCIAL STATEMENTS.

To consider, and if deemed fit, receive the financial statement for the year ended December 31, 2024, report of the Board of Directors on the state of affairs of the Bank, together with the Auditors' report thereon.

3. DIVIDEND.

To consider and if deemed fit to approve the dividend payout proposed by the Board of Directors at the rate of Uganda Shillings 4.0 per share for the Financial Year 2024 subject to the approval of the Bank of Uganda.

4. DIRECTORS.

To consider, and if deemed fit, ratify the appointment of Directors in accordance with the provisions of the Company's Articles of Association;

- To ratify the appointment of Mr. Nkerewe Alex as a Non-Executive Director on the Board of the Bank effective 19th day of June 2024.
- To ratify the appointment of Ms. Lugalambi Susan as a Non-Executive Director of the Bank effective 17th July 2024.
- To ratify the appointment of Dr. Rebecca Isabella Kiconco as a Non-Executive Director of the Bank, effective 13th September 2024.
- To ratify the appointment of Mr. Robert Kamoga Tebasulwa as a Non-Executive Director of the Bank effective 31st December 2024.

5. AUDITORS

To consider and, if deemed fit, approve the re-appointment of M/s. Ernst and Young (EY), Certified Public Accountants, as the Statutory Auditors of the Bank for the period ending 31st December 2025, and their remuneration as approved by the Board Audit Committee and the Board of Directors, respectively.

6. ANY OTHER BUSINESS.

To transact any other business that may be legally transacted in the meeting.

BY ORDER OF THE BOARD.

Mr. Karara Victor Buringuriza
Company Secretary
Dated: 09.05.2025

NOTES:

Shareholders are urged to note the following important information regarding the Annual General Meeting (AGM):

Hybrid Meeting

- As authorized by the Company's Articles of Association, the Company will be holding the Annual General Meeting Hybrid comprising of a physical meeting and online through an electronic platform.
- Shareholders have option to participate in the AGM either physically or electronically. Physical attendance will be on first-come, first-in basis.
- Registration shall only be done electronically for both physical and electronic attendance. To participate in the registration process of the AGM, shareholders should register by following the steps below;
 - Shareholders with email addresses will receive details on how to register and log into the online meeting or;
 - For those who wish to use the USSD, dial *272*101# (Uganda mobile networks) and follow the prompts;
 - Send an email request to be registered to registry@use.or.ug or
 - Shareholders willing to attend the physical AGM should bring their national ID or Passport to facilitate verification during the Annual General Meeting.
- Shareholders without emails in the shareholder register will be contacted via SMS on their registered mobile phone numbers and will be requested to provide their email addresses to the Company's shares registrar, SCD Registrars, at registry@use.or.ug
- The Company's audited financial statements, annual report, AGM notice, Minutes of the 54th Annual General Meeting of the Bank, and proxy form are uploaded on the Company's website www.bankofbaroda.ug
- To participate in the virtual AGM, shareholders are advised that;
- Registration commences on 14.05.2025 and will close on 11.06.2025.
- For support during the registration process, please call +256312370817/18 or email registry@use.or.ug
- The AGM will be streamed live via a link that will be provided to all shareholders who 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 before 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 about the AGM.

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 Resolutions tab on the live stream link or via USSD.

Shareholders' rights

- Bank of Baroda (Uganda) Limited shareholders may attend, speak, and vote at the AGM or appoint proxies (who need not be shareholders of the Company) to attend, speak, and vote on behalf of such shareholders. Duly completed proxy forms should be returned to the Company Secretary at Bank of Baroda Head Office Plot 18, Kampala Road or sent via email to registry@use.or.ug not later than 05.00 pm on 11.06.2025. In default of this, the proxy appointment shall be treated as invalid.
- Shareholders and their proxies have the option of asking questions and voting on each of the resolutions in advance of the meeting. Questions and votes on the AGM resolutions can be submitted to registry@use.or.ug before the close of business on 11.06.2025.

Dividend Information

- The payment of dividends is still subject to approval from the Bank of Uganda as per directions issued vide Circular No. EDS.306.2 dated 06.06.2022 by the Bank of Uganda. The Bank shall apply to the Bank of Uganda for authorisation of dividend payment.
- Shareholders who have not received past dividends should send an email to registry@use.or.ug or call +256-312370815/17.

Securities Central Depository (SCD) Accounts

- USE requires all listed companies to immobilize all shares that they hold in certificate form. Shareholders are advised to open an account with Securities Central Depository (SCD) with the assistance of any of the SCD Agents listed on the Uganda Securities Exchange website www.use.or.ug to help them continue to trade in shares.

Contact Details

- Company's Registered Office
Bank of Baroda (Uganda) Limited
Head Office, Plot 18, Kampala Road
P.O. Box 7197, Kampala, Uganda.
Tel: +256-414-232783
- Share Registrar's Office
SCD Registrars
UAP Nakawa Business Park, Plot 3-5,
New Portbell Road, Block A, 4th Floor,
P.O. Box 23552, Kampala, Uganda
Tel: +256-312-370-8157/8

Bank of Baroda (Uganda) Limited is regulated by Bank of Uganda.
Customers Deposits are protected by Deposit Protection Fund of Uganda up to UGX 10 Million.
Terms & Conditions apply.