

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the **59th Annual General Meeting** (“AGM”) of **dfcu Limited** (“the Company”) for the year ended 31st December, 2023 will be held physically at **Hotel Africana, Kampala** on **Thursday 11th July, 2024** at **11.00am** to conduct the following business.

ORDINARY RESOLUTIONS:

- To receive, consider and if deemed fit, adopt the annual financial statements for the year ended 31st December 2023 including the reports of the Chairman, Directors and External Auditors.
- To adopt the recommendation of the Directors for the declaration of a final dividend of UGX 9.10 per share less withholding tax for the year ended 31st December, 2023.
- To consider and if deemed fit, confirm the appointment of Mr. Francis Gimara SC as a Director, having been appointed to fill a casual vacancy on the Board, in accordance with Article 76 of the Company's Articles of Association.
- To consider, and if deemed fit, re-elect the following Directors in accordance with the provisions of the Company's Articles of Association.
 - Mr. Jimmy D. Mugerwa who was appointed to the Board in 2021 retires by rotation in accordance with Article 112 of the Company's Articles of Association, and being eligible, offers himself for re-election;
 - Dr. Aminah Zawedde who was appointed to the Board in 2020 retires by rotation in accordance with Article 112 of the Company's Articles of Association, and being eligible, offers herself for re-election.
- To consider, and if deemed fit, approve the fees payable to the Non - Executive Directors for the year 2024.
- To consider, and if deemed fit, approve the appointment of KPMG as the external auditors of the Company and authorize the Directors to negotiate and determine their remuneration for the year ending 31st December 2024.
- To conduct any other business that may be conducted at the AGM.

Dated this day of 18th day of June 2024

By Order of the Board



Ligomarc Advocates
Company Secretary

NOTES TO THE NOTICE:

Shareholders are urged to note the following important information regarding the AGM:

1) Physical Annual General Meeting

The Company shall conduct a physical Annual General Meeting in accordance with Article 45 of the Articles of Association of the Company after four (4) years of holding virtual meetings. The detail of the business to be conducted at the AGM is included in the Information pack. Shareholders are encouraged to carry along with them identification documentation to facilitate verification and registration for attendance of the AGM. In order to facilitate Shareholder verification, a Shareholder will be required to submit either a NIN as indicated in their National Identity card, a passport number or their SCD account details.

2) Attendance of the AGM:

Any person whose name appears on the Company's share register as at 10th July, 2024 is entitled to 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 on their behalf.

Proxy forms are included in the AGM information pack and are also available at **dfcu** Head Office, all **dfcu** Bank Branches and on the Company website. Duly completed proxy forms must be delivered to the **dfcu** Head Office, bank branch or Company Secretary's office not later than 5:00pm on Monday 8th July, 2024. The proxy forms may also be e-mailed at admin@deloitte.co.ug at least 48 hours before the scheduled time for the meeting. Proxy Forms received after the deadline shall be treated as invalid.

3) Annual Report and Audited Financial Statements:

The Annual Report including the Audited financial statements, reports of the Chairman, Directors and External Auditors shall be available on the company's website www.dfculimited.com and on the Uganda Securities Exchange website www.use.or.ug. The report shall also be sent by email to Shareholders whose email addresses are available on the share register.

4) Updating of Shareholder details:

Shareholders are urged to contact the Share Registrar, to update their contact details for ease of communication and receipt of dividends.

5) 2023 Dividend Payment:

The Board of Directors of **dfcu** Limited recommends the payment of a dividend of UGX 9.10 per share less withholding tax for the year ended 31st December, 2023.

The dividend if approved at the AGM will be paid by 30th August, 2024, to Shareholders on the Register as at the close of business on the 13th of August, 2024.

6) Unclaimed Dividends:

Shareholders who have not received their previous dividends should contact the Company Secretary's office in writing and provide valid identification such as a copy of the national identity card, passport or driver's license. Shareholders who have not received past dividends should send an email to admin@deloitte.co.ug or call **+256 417 701 633**.

7) Securities Central Depository (SCD) Accounts:

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

8) Contact Details:

Company's Registered Office

dfcu Limited
P. O. Box 2767
Plot 26, Kyadondo Road, Kampala,
Tel. No. + 256 (0) 312 300 200.

Share Registrar's Office

P.O. Box 10314
Deloitte (Uganda) Limited
3rd Floor Rwenzori House, 1 Lumumba Avenue
Tel. No. +256 (0) 414 343 850

Company Secretary

Ligomarc Advocates
P.O Box 8230 Kampala
5th Floor Social Security House
Plot 4 Jinja Road

**GOING
FURTHER,
TOGETHER**

dfcu Limited is regulated
by the Uganda Securities
Exchange.

dfcu Limited. Head Office,
Plot 26, Kyadondo Road,
Nakasero, P.O. Box 2767,
Kampala, Uganda.

dfculimited.com

Tel: +256 (0) 414 351 000
or +256 (0) 312 300 200/374
Email: queries@dfcugroup.com

dfcu Limited 59th Annual General Meeting Proxy Form

I/we, of the undersigned being a shareholder(s) in the above-mentioned company hereby appoint..... of(address)..... and mobile no. or failing him/her of mobile no. or the CHAIRMAN of the meeting, as my/our proxy to attend and vote on my/our behalf at the 59th Annual General Meeting of the company to be held physically at Hotel Africana on **Thursday 11th July, 2024, at 11:00am** or at any adjournments thereof as follows:

	Agenda	For	Against	Abstain
ORDINARY RESOLUTIONS				
1.	Receive, consider and if deemed fit, adopt the annual financial statements for the year ended 31 st December 2023 including the reports of the Chairman, Directors and External Auditors.			
2.	Adopt the recommendation of the Directors for the declaration of a final dividend of UGX 9.10 per share less withholding tax for the year ended 31 st December, 2023.			
3.	To consider and if deemed fit, confirm the appointment of Mr. Francis Gimara SC as a Director, having been appointed to fill a casual vacancy on the Board, in accordance with Article 76 of the Company's Articles of Association.			
4.	Re-election of Directors			
4.1	Mr. Jimmy D. Mugerwa who was appointed to the Board in 2021 retires by rotation in accordance with Article 112 of the Company's Articles of Association, and being eligible, offers himself for re-election.			
4.2	Dr. Aminah Zawedde who was appointed to the Board in 2020 retires by rotation in accordance with Article 112 of the Company's Articles of Association, and being eligible, offers herself for re-election.			
5.	To consider, and if deemed fit, approve the fees payable to the Non - Executive Directors for the year 2024.			

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or +256 (0) 312 300 200/374
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6.	To consider, and if deemed fit, approve the appointment of KPMG as the external auditors of the Company and authorize the Directors to negotiate and determine their remuneration for the year ending 31 st December 2024.			
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Please indicate a cross or tick for each resolution above how you wish your votes to be cast. The ‘abstain’ option above is provided to enable you to withhold your vote on any resolution. However, it should be noted that a vote abstained is not a vote and will not be counted in the calculation of the proportion of the votes ‘for’ and ‘against’ a resolution. If no options are marked, the proxy can vote as he/she deems fit.

Signed:

Name:

Address (full contact details i.e. postal address, telephone, and email):

.....

Date:

Notes:

- a) A Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend, speak and vote in his/her stead. A proxy need not be a member of the Company. This proxy form, once duly completed, must be delivered to the **dfcu Head Office**, bank branch or Company Secretary’s office not later than **5:00pm** on **Monday 8th July, 2024**. The proxy form may also be e-mailed at admin@deloitte.co.ug at least **48 hours** before the scheduled time for the meeting. In default of this, it shall be treated as invalid.
- b) In case of a company, the proxy form must be under its common seal.
- c) Where a Shareholder has been assisted in filling in this form, the details of the person assisting should be indicated (state capacity and full name).
- d) The completion and lodging of this form of proxy does not prevent the relevant ordinary Shareholder from attending the annual general meeting INSTEAD of the proxy.
- e) The Chairman of the Annual General Meeting may accept or reject any proxy form which is completed and /or received other than in compliance with these notes.
- f) Where there are joint holders of ordinary shares, any one holder may sign the proxy form.

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