

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting (AGM) of Umeme Limited will be held at the Kampala Serena Hotel, Victoria Hall on Thursday 9th May, 2019 at 9:30am to conduct the following business:

Ordinary Resolutions

1. To receive the Annual Financial Statements for the year ended 31 December 2018 and the Directors and Auditors reports thereon;
2. To receive and adopt the recommendation of the Directors on the declaration of a final dividend for 2018;
3. To approve the appointment of external auditors for the year 2019 and authorize the Board to set the auditor fees.
4. To elect directors in place of those retiring.

In accordance with the provisions of the Article 93, 94, 95 and 96 of the Company's Amended Articles of Association, the following Directors are due for retirement by rotation and being eligible, offer themselves for re-election:

- i. Pieter Adriaan Faling
- ii. Patrick Bitature
- iii. Anthony Marsh

5. To approve the remuneration of the Non-Executive Directors.
6. To conduct any other business that may be conducted at the AGM.

Notes

I. 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 2018 Annual Report and is available on the Company's website www.umeme.co.ug.

Duly completed proxy forms must be returned to the Company Secretary at the addresses set out below to be received by not later than 17h00 on 6th May 2019.

2. Dividend Payment

The dividend, if approved at the AGM, will be paid on or about 15th July 2019, to shareholders whose names appear on the share register at close of business on 25th June 2019. 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.

On behalf of the board
Shonubi, Musoke and Co Advocates
Company Secretary
17th April 2019



Company Secretary

Shonubi, Musoke and Co. Advocates
SM Chambers
Plot 14 Hannington Road
P.O. Box 3213,
Kampala, Uganda
www.shonubimusoke.co.ug

Share Registrars

Custody and Registrars Services Uganda Ltd.
4th Floor DTB Centre
Kampala Road
Kampala, Uganda
www.crsLtd.co.ke