



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

56TH ANNUAL GENERAL MEETING (AGM)

NOTICE IS HEREBY GIVEN that the 56th Annual General Meeting (AGM) of Bank of Baroda (Uganda) Limited (“the Company”) for the year ended December 31st 2025, will be held at 02:00 p.m. on Friday 19th June 2026, through Hybrid mode, comprising of a physical meeting at Mestil Hotel, Kampala and online through an electronic platform to transact the following business:-

AGENDA:

ORDINARY RESOLUTION

1. CONFIRMATION OF THE MINUTES OF THE 55TH ANNUAL GENERAL MEETING.

To consider and if deemed fit, confirm the minutes of the 55th Annual General Meeting of the Company held on Thursday, 12th day of June 2025, through Hybrid mode, comprising of both a physical meeting at Serena Hotel, 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, 2025, 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 6.0 per

share for the Financial Year 2025, 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;

- a) To ratify the appointment of Mr. Deepak Kumar Mishra as the Executive Director of the Bank effective 29th day of July 2025.
- b) To ratify the appointment of Mr. Chandan Singh as the Managing Director of the Bank effective the 22nd April 2026.

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 Company for the period ending December 31st 2026, 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.

W. K. Karara
Mr. Karara Victor Buringuriza
Company Secretary

Dated: 19.05.2026

NOTES:

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

Hybrid Meeting

1. 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.

2. Shareholders have option to participate in the AGM either physically or electronically. Physical attendance will be on first come, first-in basis.

3. 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;

a) Shareholders with email addresses will receive details on how to register and log into the online meeting or;

b) For those who wish to use the USSD, dial *272*101# (Uganda mobile networks) and follow the prompts;

c) Send an email request to be registered to registry@use.or.ug or

d) Shareholders willing to attend the physical AGM should bring their national ID or Passport to facilitate verification during the Annual General Meeting.

4. Shareholders without emails in the shareholder register will be contacted via SMS on their registered mobile phone numbers and will be requested to avail their email addresses to the Company's shares registrar SCD Registrars at registry@use.or.ug

5. The Company's audited financial statements, annual report, AGM notice, Minutes of the 55th Annual General Meeting (AGM) of the Bank and proxy form are uploaded on the Company's website www.bankofbaroda.ug.

6. To participate in the virtual AGM, shareholders are advised that;

a) Registration commences on 25.05.2026 and will close on 18.06.2026.

b) For support during the registration process, please call +256312370817/18 or email registry@use.or.ug

7. The AGM will be streamed live via a link that will 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.

8. 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

9. 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 5.00 pm on 18.06.2026. In default of this, the proxy appointment shall be treated as invalid.

10. 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 close of business on 18.06.2026.

Dividend Information

11. The payment of Dividend is still subject to approval from Bank of Uganda as per directions issued vide Circular no. EDS.306.2 dated 06.06.2022 by Bank of Uganda. The Bank shall apply to Bank of Uganda for authorisation of dividend payment.

12. 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

13. 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.

14. 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: +256-312-370-815/7/8

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.