



Bank of Baroda (Uganda) Limited

Head Office: 18, Kampala Road, P. O. Box 7197, Kampala (Uganda)

52ND ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the **52nd Annual General Meeting (AGM)** of Bank of Baroda (Uganda) Limited (“the Company”) for the year ended December 31 2021 will be held at **11:00 a.m. on Friday 22nd day of July 2022 online** through an electronic platform to transact the following business:-

AGENDA

ORDINARY RESOLUTION

1. CONFIRMATION OF THE MINUTES OF THE 51ST ANNUAL GENERAL MEETING.

To consider and if deemed fit, confirm the minutes of the 51st Annual General Meeting of the Company held on **Thursday, August 26, 2021** online through electronic platform.

2. FINANCIAL STATEMENTS.

To consider, and if deemed fit, receive the separate and consolidated financial statement for the year ended December 31, 2021, 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 10.00 per share for the Financial Year 2021.

4. DIRECTORS.

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

- Appointment of Mr. Sanjay Vinayak Mudaliar as a Non- Executive Director on the Board of Bank of Baroda (Uganda) Limited effective. 18th February 2022 in place of Dr. Mudumba Krishnama Chary who resigned from Board effective the 31st July 2021.
- Re-appointment of Mr. Sempijja Thadeus as a Non- Executive Director of the Bank effective 16th March 2021.
- Re-appointment of Mrs. Vastina Rukumirana Nsanze as a Non- Executive Director of the Bank effective 04th May 2021.
- Re-appointment of Dr. Fred Kakongoro Muhumuza as a Non- Executive Director of the Bank effective 22nd November 2021.
- Re-Appointment of Mr. Odoch Charles Langoya as a Non-Executive Director of the Bank effective 08th January 2022.

5. AUDITORS.

To consider and if deemed fit, approve the reappointment of M/s. Grant Thornton, Certified Public Accountants as the Statutory Auditors of the Company for the period ending December 31, 2022 and their remuneration as approved by the Board of Directors.

6. ANY OTHER BUSINESS.

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

BY ORDER OF THE BOARD.

Ms. Anne Tumwesigye Mbonye
Company Secretary

Dated: **21.06.2022**

NOTES:

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

Virtual Meeting

- As authorized by our Articles of Association, the Company will be holding the Annual General Meeting (AGM) online.
- To participate in 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, or
 - Send an email request to be registered to registry@use.or.ug
- 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

- The Company's audited financial statements, annual report, AGM notice, Minutes of the 51st 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 **06th July 2022** and will close on **20th July 2022**.
 - For support during the registration process, please call **+256312370817/18** or email registry@use.or.ug
 - A shareholder will be required to submit a valid ID such as a National Identity Card or a Passport and/or their SCD account details to facilitate shareholder verification in the process of appointing a proxy.
- 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.
- 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 **5.00 pm on July 20, 2022**. 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 close of business on **July 20, 2022**.

Dividend Information

- Due to uncertainties in the world and domestic economies caused by the Covid-19 pandemic, Bank of Uganda (BOU) had directed all Supervised Financial Institutions to defer the payment of all discretionary payments including dividends until further notice or until explicit authorization was given by Bank of Uganda. In May 2022 the Company wrote to BOU seeking authorization for payment of dividends. Bank of Uganda vide letter dated June 17, 2022 approved the payment of Dividend for the Financial year ended 31 December 2020 and 31 December 2021 subject to staggering the payments over three months period effective July 2022.

The dividend for the Financial Year 2021 will be paid latest by 21st November 2022 to shareholders on the register at the close of business on 07th November 2022 at the rate of Uganda Shillings 10.00 per share.

- 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:

13. **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

14. **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

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OUR BRANCHES: Kamapala Main, Railway Station, Jinja, Mbale, Mbarara, Iganga, Kansanga, Kawempe, Lira, Mukono, Ovino Market, Kabale, Entebbe, Industrial Area, Kololo, Lugazi, Arua

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Regulated by Bank of Uganda

Customer deposits are protected by Deposit Protection Fund of Uganda