

# NOTICE OF ANNUAL GENERAL MEETING


**NOTICE IS HEREBY GIVEN** that the 57<sup>th</sup> Annual General Meeting (“AGM”) of **dfcu Limited** (“the Company”) for the year ended 31<sup>st</sup> December, 2021 will be held by electronic means on **Thursday 21<sup>st</sup> July, 2022 at 11.00am** to conduct the following business:

## ORDINARY RESOLUTIONS:

1. To receive, consider and if deemed fit, adopt the annual financial statements for the year ended 31<sup>st</sup> December 2021 including the reports of the Chairman, Directors and External Auditors.
2. To adopt the recommendation of the Directors on the non-payment of dividends for the year ended 31<sup>st</sup> December 2021.
3. To consider, and if deemed fit, confirm the appointment and re-election of Directors in accordance with the provisions of the Company's Articles of Association.
  - a) Mr. Jimmy Douglas Mugerwa who was appointed to the Board to fill a casual vacancy and seeks to be confirmed as a Director on the Board of Directors;
  - b) Dr. Echokit Akello Christine who was appointed to the Board to fill a casual vacancy and seeks to be confirmed as a Director on the Board of Directors;
  - c) Mr. Kironde Lule who was appointed to the Board in September 2012 retires by rotation and being eligible, offers himself for re-election;
  - d) Dr. Aminah Zawedde who was appointed to the Board in August 2020 retires by rotation and being eligible, offers herself for re-election.
4. To consider, and if deemed fit, approve the fees payable to the Non-Executive Directors for the year ending 31<sup>st</sup> December 2022.
5. To consider, and if deemed fit, approve the appointment of Ernst and Young as the external auditors of the Company for the year ending 31<sup>st</sup> December 2022.
6. To conduct any other business that may be conducted at the AGM.

Dated this 30<sup>th</sup> day of June 2022

By Order of the Board



Ligomarc Advocates  
Company Secretary

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

### 1) Virtual Annual General Meeting

The Company shall conduct a virtual Annual General Meeting in accordance with Article 45 of the Articles of Association of the Company. The detail of the business to be conducted at the AGM is included in the information pack

### 2) Participation in the Annual General Meeting

In order to participate in the virtual Annual General Meeting, shareholders should register by following the instructions below;

- i. \*284\*32# (Uganda mobile networks) or \* 483\* 253# (Kenya mobile networks) and follow the prompts, or;
- ii. Send an email request to be registered to [dfcuagm@image.co.ke](mailto:dfcuagm@image.co.ke)
- iii. Shareholders with email addresses will receive a registration link via email which they can use to register.

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.

Registration commences **30<sup>th</sup> June 2022** at 8:00am and closes 48 hours before the AGM. Shareholders will not be able to register after the deadline. Shareholders are also able to obtain registration support, by dialing the helpline number: +254 709 170 000 between 9:00a.m and 4:00p.m from Monday to Friday or sending an email to [dfcuagm@image.co.ke](mailto:dfcuagm@image.co.ke).

Duly registered shareholders and proxies will receive a short message service (SMS/USSD) prompt on their mobile phone prior to the Annual General Meeting as a reminder. In registering to attend the Annual General Meeting, a shareholder will be provided with an option to receive these reminder messages.

The AGM will be streamed live at the scheduled time and date to registered shareholders who will receive a link to the event 24 hours before the AGM. Voting shall be done electronically via USSD or through the web link that will be shared upon successful registration.

Shareholders are advised to submit questions by **Tuesday 19<sup>th</sup> July 2022** via phone, web link or email.

Shareholders will receive an SMS prompt, with instructions, on their registered mobile phone number alerting them to Propose and Second the resolutions put forward in the notice. Duly registered Shareholders and proxies may access the agenda and follow the proceedings of the AGM using the livestream platform. Duly registered Shareholders and proxies may vote (when prompted) on the USSD platform by following the SMS prompts or on the livestream link.

A poll shall be conducted for all the resolutions indicated in the notice. Results of the resolutions voted on will be published on the Company website [www.dfculimited.com](http://www.dfculimited.com) and on the Uganda Securities Exchange website [www.use.or.ug](http://www.use.or.ug).

### 3) Attendance of the AGM

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 on their behalf. Proxy forms are included in the 2021 AGM pack and are also available on the Company website [www.dfculimited.com](http://www.dfculimited.com), at the **dfcu** Head Office, all **dfcu** Bank branches and on the Uganda Securities Exchange website [www.use.or.ug](http://www.use.or.ug). 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 18<sup>th</sup> July 2022.

### 4) Audited Financial Statements

The Audited financial statements shall be available on the Company website [www.dfculimited.com](http://www.dfculimited.com) and on the Uganda Securities Exchange website [www.use.or.ug](http://www.use.or.ug). The report shall also be sent by email to Shareholders whose email addresses are available on the share register.

### 5) 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.

### 6) Payment of Dividends

While the Directors are cautiously optimistic of an economic recovery, the recent economic trends point to a possible prolonged delay in the recovery. In order to prepare the Company for any adverse effects resulting from economic shocks, the Board of Directors are not proposing payment of dividends for the year ended 31<sup>st</sup> December 2021. However, this position will be closely monitored, and Shareholders advised on any developments.

### 7) 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](mailto:admin@deloitte.co.ug) or call +256 417 701 465 or +256 417 701 000

### 8) 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](http://www.use.or.ug) to enable them continue to trade in shares.

### 9) Contact Details:

#### Company's Registered Office

Share Registrar's Office:  
**dfcu** Limited  
P. O. Box 2767  
Plot 26, Kyadondo Road, Kampala,  
Tel. No. + 256 (0) 312 300 200.

#### Deloitte (Uganda) Limited

P.O. Box 10314  
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