

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the **ANNUAL GENERAL MEETING** (AGM) of Stanbic Uganda Holdings Limited ("the Company") for the year ended December 31st, 2022, will be held as a hybrid meeting—comprising of a physical meeting at the Victoria Hall at Kampala Serena Hotel, and via electronic means on **Friday, June 02nd, 2023 at 11:00 am** to conduct the following business:



The mountain landscape in Rwenzori Mountains National Park, Kasese District, Uganda.

Agenda

Ordinary Business

1. To consider and, if deemed fit, pass an ordinary resolution to receive and adopt the annual audited financial statements for the year ended December 31st, 2022, including the reports of the Directors and External Auditors.
2. To consider and, if deemed fit, pass an ordinary resolution to receive and adopt the recommendation of the Directors on the declaration of a final dividend for the year 2022.

3. To consider and, if deemed fit, pass an ordinary resolution to confirm the appointment and re-election of directors in accordance with the provisions of the Company articles of association.
4. To consider and, if deemed fit, pass an ordinary resolution to approve the appointment of Ernst and Young Uganda (EY) as the External Auditors of the Company for the year 2023.

5. To consider and, if deemed fit, pass an ordinary resolution to receive and approve the fees payable to the Non-Executive Directors for the year 2023.

Dated: May 11th, 2023

By Order of the Board

Rita Kabatunzi

Notes

AGM registration

1. Shareholders have the option to participate in the AGM either physically or electronically. **Physical** attendance will be on a first come, first-in basis.
2. Registration shall only be done electronically for **both** physical and electronic attendance from **Thursday, May 11th, 2023, at 8:00 am** and will close on **Thursday, June 01st 2023, at 5:00 pm**.
3. A shareholder wishing to attend the AGM must submit a valid national identification card or, in the case of a non-Ugandan, a passport or SCD account number to facilitate verification and registration.
4. Shareholders are advised to use any of the options below to register for the AGM:
 - i. Dial ***284*833#** (Uganda mobile networks) or ***483*833#** (Kenya mobile networks) and follow the prompts or,
 - ii. Send an email request to be registered at suhlagm@image.co.ke or,
 - iii. The registration link circulated to shareholders whose valid email addresses we possess.
5. Shareholders and proxies who have successfully registered to attend the AGM will be able to follow the AGM proceedings, participate and ask questions in person or using the live stream platform.
6. Shareholders and proxies who have successfully registered will receive a short message service (SMS/USDD) prompt on their registered mobile numbers 24 hours before the AGM with a reminder of the AGM and a link to the live stream. A second SMS/USDD prompt shall be sent one hour before the AGM. By registering to attend the AGM, shareholders consent to receive all messages about the AGM.
7. For support during registration, please call 0762 260 804 (MTN) or 0758 336 660 (Airtel) or email suhlagm@image.co.ke. Shareholders are encouraged to update their contact details. Please get in touch with the share registrar, Custody & Registrars Services Uganda, at shareholder@candrgroup.co.ug or call +256 757 072 773 or 0760 451945 or 0414 237504.

Proxies

8. To ensure that all votes on the proposed resolutions are considered, shareholders unable to attend the AGM in person are encouraged to fill in and return a proxy form which can be found in the Annual Report or downloaded from the Company website www.stanbic.co.ug
9. Duly completed proxy forms should be delivered to the Company Secretary at the address below or emailed to suhlagm@image.co.ke at least 48 hours before the scheduled time for the meeting. In default of this, it shall be treated as invalid.

Voting

10. During the meeting, shareholders will receive an SMS prompt with instructions on their registered mobile phone number, alerting them to propose and second the resolutions in the Notice.
11. Voting for physical and electronic attendees shall be done **electronically** using the VOTE tab on the live stream link and via USSD. All registered shareholders and proxies may vote (when prompted) using the live stream link or the USSD prompts.

Shareholders' right to ask questions.

12. Shareholders interested in asking questions or clarifications regarding the AGM may do so by:
 - i. Sending their written questions by email to suhlagm@image.co.ke or shareholder@candrgroup.co.ug
 - ii. Via SMS by dialing the USSD code ***284*833#** (Uganda network) or ***483*833#** (Kenya Network) and selecting the option (Ask Question) on the prompts or,
 - iii. Via the Question Tab or dial-in options on the live stream link during the AGM or,
 - iv. To the extent possible by physically delivering their written questions with a physical return address or email address below or,
13. Although a few questions shall be answered during AGM, all questions shall be responded to. A complete list of all questions received with responses will be published on the Company's website following the conclusion of the AGM.

AGM Information

14. The Notice of the AGM, annual report, audited financial statements, and proxy form will be uploaded onto the Company website, www.stanbic.co.ug. The reports may also be accessed via the live stream link or the USSD codes in clause 12 (ii) under the Reports option.

Dividends

15. In July 2022, shareholders were paid an interim dividend worth UGX 50Bn for the year 2022. The Board recommends, for Shareholders approval, a final dividend of Ushs 3.61 per ordinary share (UGX 185Bn) be paid for the year ended December 31st, 2022, subject to withholding tax deductions where applicable.
16. The dividend, if approved at the AGM, will be paid on or about **July 25th, 2023**, to shareholders whose names appear on the share register at the close of business on **July 4th, 2023**.
17. To update payment details to receive the dividends through mobile money, Flexipay or Bank accounts, shareholders are encouraged to visit the Company's Share Registrar, Custody & Registrars Services Uganda Ltd on 4th Floor, Rm 403, Diamond Trust Building, Kampala Road, or their preferred broker.
18. Shareholders who have not received past declared dividends are requested to email shareholder@candrgroup.co.ug or call +256 757 072 773.

Immobilisation

19. The Uganda Securities Exchange (USE) directed shareholders of listed companies to immobilise their shares. This allows shareholders to transition their physical certificates into Digital form and continue trading in shares. Shareholders are encouraged to embrace this development and engage any registered Securities Central Depository Agents listed on the USE website at <https://www.use.or.ug> to open their SCD accounts.