



Stanbic Uganda Holdings Limited

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 31st December 2025 will be held as a hybrid meeting, comprising a physical meeting at the Victoria 2 Hall, Kampala Serena Hotel and participation by electronic means, on **Friday, 5 June 2026 at 11:00 a.m.**, to transact the following business:



Agenda

Ordinary business

1. To consider and, if deemed fit, pass an ordinary resolution to receive and adopt the audited financial statements of the Company for the year ended 31st December 2025, together with the reports of the Directors and the 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 of UGX 4.30 per share for the year 2025 to be paid on or about Thursday 30th July 2026, to shareholders whose

names appear on the share register at the close of business on 6th July 2026.

3. To consider and, if deemed fit, pass an ordinary resolution to re-elect the following Non-Executive Directors retiring by rotation, but being eligible, offer themselves up for re-election:

- a. Mr Yinka Sanni
- b. Mrs Mona Muguma Ssebuliba

4. To consider and, if deemed fit, pass an ordinary resolution to approve the appointment of Ernst and Young as the External Auditors of the Company

for the financial year 2026, and to authorise the Directors to negotiate and fix their remuneration.

5. To consider and, if deemed fit, pass an ordinary resolution to approve the fees payable to the Non Executive Directors for the year 2026.

By Order of the Board

Rita Kabatunzi
Company Secretary

Notes

AGM registration

1. Shareholders can participate in the AGM either physically or electronically. Physical attendance will be on a first-come, first-in basis.
2. Registration for **both** physical and electronic attendance shall **only** be done electronically from **Thursday 14th May, 2026, at 8:00 a.m. and will close on Thursday, June 4th, 2026, at 5:00 p.m**
3. To facilitate verification and registration, shareholders will be required to submit a valid national identification card or SCD account number and, in the case of non-Ugandans, a valid passport.
4. Shareholders unable to attend the AGM are encouraged to fill in and return a proxy form nominating a person of their choosing to attend and vote on their behalf. The proxy form can be found in the Annual Report or downloaded from the Company website www.stanbic.co.ug
5. Shareholders are advised to use any of the options below to register for the AGM:
 - i. Dial ***284*701#** (Uganda mobile networks) or ***483*250#** (Kenya mobile networks) and follow the prompts or
 - ii. Send an email request to be registered to suhlagm@image.co.ke or,
 - iii. The registration link circulated to shareholders whose valid email addresses we possess.
6. 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.
7. Registered shareholders and proxies will receive reminders and a link to attend the AGM through SMS/ USSD prompts on their registered mobile numbers 24 hours and 1 hour before the AGM.
8. By registering to attend the AGM, shareholders consent to the collection, use, and processing of their personal information for purposes related to the convening, administration, and conduct of the AGM, including the distribution of all AGM-related communications.
9. For support during registration, please call **+526 762 260 804 (MTN)** or **+526 758 336 660 (Airtel)** or email suhlagm@image.co.ke.

10. Shareholders are encouraged to update their contact details on the register by contacting the share registrar, Custody & Registrars Services Uganda, at shareholder@candr.africa or call +256 757 072 773 / +256 760 451 945 / +256 414 237 504.

Proxies

11. To ensure that all votes on the proposed resolutions are considered, shareholders who cannot attend the AGM are encouraged to fill out and return a proxy form.
12. 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

13. 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.
14. Voting by physical and electronic attendees shall be done **electronically** using the VOTE tab on the live stream link and via USSD on a shareholder's registered mobile number. All registered shareholders and proxies may vote (when prompted) using the live stream link or the USSD prompts.

Shareholders' right to ask questions

15. Shareholders are encouraged to ask questions or seek clarification regarding the AGM by:
 - i. Sending their written questions by email to suhlagm@image.co.ke or shareholder@candr.africa
 - ii. Via SMS by dialling the USSD code ***284*701#** (Uganda network) or ***483*250#** (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.
16. Although a few questions will be answered during the AGM, all will be answered to. Following the conclusion of the AGM, a complete list of all questions received with responses will be published on the Company's website.

AGM Information

17. 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 will also be accessible via the live stream link or the USSD codes in clause 5 (i) under the Reports option.

Dividends

18. In recognition of the Company's strong performance in 2025, the Board has declared a 20% increase in dividends, amounting to a total of Ushs 360 billion for the fiscal year. This comprises an interim dividend of Ushs 140 billion, which was paid in November 2025, and a recommended final dividend of Ushs 4.30 per ordinary share (Ushs 220 billion) for the year ended 31 December 2025, subject to applicable withholding tax deductions.
19. The dividend, if approved at the AGM, will be paid on or about Thursday 30th July 2026, to shareholders whose names appear on the share register at the close of business on Monday 6th July 2026.
20. Shareholders with unpaid dividends are encouraged to engage Custody & Registrars Services Uganda, at shareholder@candr.africa or call **+256 757 072 773 / +256 760 451 945 / +256 414 237 504**.
21. To update payment details to receive 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 contact them through email shareholder@candr.africa or call **+256 757 072 773 / +256 760 451 945 / +256 414 237 504**.
22. Shareholders who have yet to receive past declared dividends are also requested to contact the share registrar using the address and contacts above for assistance.

Immobilization

23. Shareholders are encouraged to immobilise their shares as directed by the Uganda Securities Exchange. Immobilisation allows shareholders to transition their physical certificates into Digital form to ease trading in shares. To do so, please contact any registered Securities Central Depository Agents listed on the USE website at <https://www.use.or.ug> to open an SCD account.