



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 December 31st, 2020 will be held by via electronic means on **Wednesday June 02nd, 2021 at 11:00 am** to conduct the following business:

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, 2020, including the reports of the Directors and External Auditors.
2. To consider and, if deemed fit, pass an ordinary resolution to elect directors in accordance with the provisions of the Company articles of association.
3. To consider and, if deemed fit, pass an ordinary resolution to approve the re-appointment of PricewaterhouseCoopers (PwC) as the External Auditors of the Company for the year 2021.
4. 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 2021.
5. To consider, and if deemed fit, pass an ordinary resolution to ratify the payment of the final dividend of Ushs 2.15 per share for the year ended December 31st, 2019 which was by April 2nd, 2021 paid to shareholders on the register at the close of business on January 21st, 2021.
6. To consider and, if deemed fit, pass an ordinary resolution to authorise the Board to take the necessary steps required to effect the payment of the final dividend for the year ended December 31st 2020 upon receipt of regulatory approval*.

Dated: May 11th, 2021
By Order of the Board

Rita Kabatunzi
COMPANY SECRETARY

NOTES:

1. Due to the existing government restrictions on public gatherings as a result of the Covid-19 pandemic, the Company shall conduct the Annual General Meeting (AGM) via electronic means in accordance with Article 50 (a) of the Articles of Association.
2. To participate in the virtual AGM, shareholders are advised to register by either dialling *284*32# (Uganda mobile networks) or *483*250# (Kenya mobile networks) and follow the prompts or send an email request to suhlagm@image.co.ke.
3. Registration commences on Wednesday, **May 11th, 2021, at 8:00 am** and will close on **Tuesday 1st June 2021 at 5:00pm**. For registration support, please call +256 312 226 723 or +254 709 170 000.
4. ***In 2020, Bank of Uganda (BOU) instructed all Supervised Financial Institutions including Stanbic Bank Uganda (the bank) the bank subsidiary of Stanbic Uganda Holdings Limited (SUHL), to defer all discretionary distributions including dividends unless explicitly authorised for purposes of capital preservation. The Bank sought BOU approval to pay the 2020 final dividend however this was declined. The bank was advised to defer the dividend pay-out until December 2021 subject to a re-assessment. The Bank dividend forms the pool of dividends to SUHL shareholders, therefore the SUHL Board of directors will not recommend payment of the final dividend for the year ended December 31st, 2020 to the shareholders at the 2021 AGM which will be paid upon receipt of regulatory approval.**
5. The Board in recognition of the importance of the dividends to its shareholders resolved to approve the payment of the final dividend for the year ended December 31st, 2019 following receipt of the required regulatory approval by the Bank subsidiary. The Board approval was however subject to shareholder ratification at the next AGM. The Board will therefore recommend to the shareholders for ratification at the 2021 AGM the final dividend of Ushs 2.15 per share for the year ended December 31st, 2019 paid to shareholders on the register at the close of business on January 21st, 2021.
6. Shareholders are entitled to attend, speak and vote at the meeting. A shareholder may appoint a proxy if he/she is unable to attend the meeting. A proxy form is attached to the Notice of the Annual General Meeting or may be downloaded from the Company website www.stanbic.co.ug
7. The proxy form should be delivered to the Company Secretary at the Company Head Office at Crested Towers, Short Tower 17 Hannington Road, 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.
8. The AGM will be streamed live via a link that shall 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, acting as a reminder of the AGM and providing 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 opts to receive these messages.
9. Shareholders and proxies who have successfully registered to attend the AGM will be able to follow the AGM proceedings and ask questions using the live stream platform. Duly registered shareholders and proxies may vote (when prompted) using the live stream link or using the USSD prompts.
10. Voting shall be done electronically using the VOTE tab on the live stream link or via USSD
11. Shareholders are advised to submit questions by Friday May 28th, 2021 via phone, weblink or email.
12. The audited financial statements, annual report, notice of the AGM and proxy form will be uploaded onto the Company website www.stanbic.co.ug
13. Shareholders who have not received past dividends should send an email to shareholder@candrgroup.co.ug or call +256 757 072 773.
14. The Uganda Securities Exchange has directed shareholders of listed companies to immobilise their shares. Therefore, shareholders are required to open Securities Central Depository accounts with any registered Securities Central Depository Agent (broker, investment advisor or custodian Bank). Visit the Exchange's website at <https://www.use.or.ug> for more information.