

Proxy Form

STANBIC UGANDA HOLDINGS LIMITED

(Registration number **80020001344445**) ("the Company")

A shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend, speak and vote in his/her stead. A proxy need not be a member of the company.

I/We.....
(Name in block letters)

of
(Address in block letters), being a shareholder(s) and the holder(s) of ordinary shares of Ushs. 1 each and entitled to vote, hereby appoint:

1.....
or, failing him/her

2.....
or, failing him/her the Chairman of the Annual General Meeting, as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on Wednesday June 02nd 2021 at 11:00am, and at any adjournment thereof as follows;

	AGENDA	For*	Against*	Abstain*
	Ordinary resolution to:			
1.	Adopt the annual audited financial statements for the year ended December 31 st , 2020, including the reports of the Directors and External Auditors.			
2.	Approve the appointment of Mr. Patrick. Mweheire as a Non-Executive Director			
3.	Approve the re-appointment of PricewaterhouseCoopers (PwC) as the External Auditors of the Company for the period until the conclusion of the next AGM and authorize the directors to negotiate and fix their remuneration.			
4.	Approve the fees payable to the Non-Executive Directors for the year 2021.			
5.	Ratify the payment of the final dividend of Ushs 2.15 per share for the year ended December 31 st , 2019 which was by April 2 nd , 2021 paid to shareholders on the register at the close of business on January 21 st , 2021			
6.	Authorise the Board to take the necessary steps required to effect the payment of the final dividend for the year ended December 31 st 2020 upon receipt of regulatory approval			

**Please indicate a cross or tick for each resolution above how you wish your votes to be cast. The 'abstain' option above is provided to enable you to withhold your vote on any resolution. However, it should be noted that a vote abstained is not a vote and will not be counted in the calculation of the proportion of the votes 'for' and 'against' a resolution. If no options are marked, the proxy can vote as he/she deems fit.*

Signature:

Dated this day of, 2021

Notes:

1. A shareholder may insert the name of a proxy or the names of two alternative proxies of his/her choice in the space provided. The person whose name stands first on the proxy form and who is present at the Annual General Meeting will be entitled to act as proxy to the exclusion of those whose names follow.
2. To be effective, completed proxy forms must be lodged with the registered 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.
3. The Chairman of the Annual General Meeting may accept or reject any proxy form which is completed or received other than in compliance with these notes.
4. The signatories must initial any alteration to this proxy form, other than the deletion of alternatives.