



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, 2024, will be held as a hybrid meeting (comprising of a physical meeting at the Victoria hall at the Kampala Serena Hotel and via electronic means) on **Friday, 30th May 2025** 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 31st December 2024, 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 of UGX 3.13 per share for the year 2024 to be paid on or about 27th June 2025, to shareholders whose names appear on the share register at the close of business on 6th June 2025.

3. To consider and, if deemed fit, pass an ordinary resolution to confirm the appointment of Mr Norbert Kagoro as an Independent Non-Executive director in accordance with the provisions of the Company articles of association
4. To consider and, if deemed fit, pass an ordinary resolution to re-elect the following Independent Non-Executive Directors retiring by rotation, but being eligible, offers themselves up for re-election:
 - a. Mr Baker Magunda
 - b. Mrs Agnes A. Konde
5. 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 2025 and authorise the Directors to negotiate and fix their remuneration.

6. 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 2025.

Dated: May 8th, 2025

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 May 8th, 2025, at 8:00 a.m.** and will close on **Thursday, May 29th, 2025, 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*31#** (Uganda mobile networks) or ***483*133#** (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 receive all messages about the AGM.
9. For support during registration, please call 0762 260 804 (MTN) or 0758336660 (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@candrgroup.co.ug or call +256 757 072 773 / +256 760 451 945 / +256 414 237504.

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 interested in asking questions or seeking 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 dialling the USSD code *284*57# (Uganda network) or *483*133# (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 responded 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 November 2024, shareholders were paid an interim dividend worth UGX 140Bn for the year 2024. The Board recommends, for Shareholders' approval, a final dividend of Ushs 3.13 per ordinary share (UGX 160Bn) be paid for the year ended December 31st, 2024, subject to withholding tax deductions where applicable.
19. The dividend, if approved at the AGM, will be paid on or about **June 27th, 2025**, to shareholders whose names appear on the share register at the close of business on **June 6th, 2025**.
20. The list of shareholders with unpaid dividends will be uploaded on the company website. Shareholders whose names appear on the list are encouraged to engage Custody & Registrars Services Uganda, at shareholder@candrgroup.co.ug or call +256 757 072 773 / +256 760 451 945 / +256 414 237504.
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@candrgroup.co.ug or call +256 757 072 773 / +256 760 451 945 / +256 414 237504.
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.

Immobilisation

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.