



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 Friday July 17, 2020 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 , 2019, including the reports of the Directors and External Auditors.			
2.	Appoint and re-elect Directors:			
2.1.	Confirm the appointment of Ms. Agnes Asimwe Konde as a Non-Executive Director.			
2.2.	Confirm the appointment of Ms. Olusola Adejoke David-Borha as a Non-Executive Director.			
2.3.	Re-elect Mr. Japheth Katto who retires on rotation but has offered himself for re-election.			
2.4.	Re-elect Mr. Samuel Zimbe who retires on rotation but has offered himself for re-election.			
3.	Approve the 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 2020.			
	Special resolution to:			
5.	Amend the Company articles of association to include the conduct of general meetings in a virtual and or hybrid manner			
5.1.	To insert new articles 50(a), 50(b), 50(c) and 50(d) immediately after article 50 to read as follows: Article 50(a): The Board may make arrangements to hold and conduct general meetings in a virtual and/ or hybrid manner, in such a way that members attending the meetings in person and or attending by electronic means can attend, participate and vote at the meeting. Article 50(b): A virtual general meeting is a meeting where shareholders are given the opportunity to attend the meeting using an online platform which allows them to vote, ask questions and participate electronically in real-time instead of attending the meeting at a physical venue. Article 50(c): A hybrid general meeting is a meeting that allows shareholders to opt between attending the meeting in person at a physical venue and attending the meeting online (virtually). Article 50(d): The Board may decide on the number of attendees for the physical place/venue provided alternative means are availed to members and proxies.			
5.2.	Amend article 56 to include the underlined and to read as follows: Article 56: No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; except as herein otherwise provided, three members present in person or participating via electronic means shall be a quorum.			

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, 2020

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 completion and lodging of this form of proxy will not prevent the relevant shareholder from attending the annual general meeting in person and exercising his/her rights.
4. 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.
5. The signatories must initial any alteration to this proxy form, other than the deletion of alternatives.