

NOTICE OF ANNUAL GENERAL MEETING

31ST MAY 2018



NOTICE IS HEREBY GIVEN THAT THE ANNUAL GENERAL MEETING (AGM)
OF STANBIC BANK UGANDA LIMITED (“THE COMPANY”) FOR THE YEAR ENDED DECEMBER 31ST 2017,
WILL BE HELD AT THE **KAMPALA SERENA HOTEL, VICTORIA HALL AT 11:00A.M ON THURSDAY**
MAY 31ST 2018 FOR THE FOLLOWING BUSINESS:

AGENDA

ORDINARY RESOLUTIONS

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 2017, including the reports of the Directors and 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 dividend for the year 2017.
3. To consider, and if deemed fit, pass an ordinary resolution to confirm the appointment and re-election of Directors in accordance with the provisions of the Company's Articles of Association.
4. To consider, and if deemed fit, pass an ordinary resolution to approve the re-appointment of KPMG as the external auditors of the Company for the year 2018.
5. To consider, and if deemed fit, pass an ordinary resolution to receive and approve an adjustment of fees payable to the Non-Executive Directors for the year 2018.

SPECIAL RESOLUTION

6. To consider, and if deemed fit, pass a special resolution approving the reorganization of the Company and the transactions thereunder subject

SHAREHOLDERS ARE THEREFORE URGED TO NOTE THE FOLLOWING IMPORTANT INFORMATION REGARDING THE AGM:

to regulatory approval and in line with legal requirements. A detailed circular on the proposed reorganization will be available on the company's website (www.stanbicbank.co.ug) with effect from 30th of April 2018 or at the nearest Branch.

ANNUAL FINANCIAL STATEMENTS

Shareholders can also access a detailed version of the audited financial statements on the Company's website (www.stanbicbank.co.ug) and at the Company's registered office (11th Floor Crested Towers Building).

The Audited Financial Statements will also be sent by email to the shareholders whose email addresses are available to the Company.

ATTENDANCE OF THE AGM

The attendance registration will open at 9:00 a.m. on the day of the AGM.

Shareholders may attend, speak and vote at the AGM or may appoint one or more proxies (who need not be shareholders of the Company) to attend, speak and vote on their behalf. In the latter case, a Proxy Form can be found on our website or at the nearest

branch, and must be duly completed and returned to the Share Registrar (C&R Uganda) not later than 5:00 p.m. on May 29th, 2018 at the physical address indicated.

DIVIDEND PAYMENT

The dividend, if approved at the AGM, will be paid on or about July 1st 2018 to members on the register as at the close of business on May 31st, 2018. Only shareholders whose names appear on the share register as at close of business on May 31st, 2018 will be eligible for the proposed dividend. Dividends will be paid via bank accounts, mobile money and according to the mandate held in each case.

Shareholders are urged to update their payment and contact details especially their emails and registered mobile numbers as all dividend warrants shall be sent to the shareholders electronically.

To facilitate the efficient payment of dividends, shareholders are encouraged to visit the Company's registered offices, the Company's Share Registrar or any of the Company's branches countrywide, to sign a dividend mandate form to enable the payment of dividends directly into stated bank accounts or through mobile money.

UNCLAIMED DIVIDENDS

Shareholders who have not received their dividends over the years should do the following to obtain assistance:

1. **Visit or contact the Registered Offices**
11th Floor Crested Towers Building
Legal Department
17 Hannington Road,
0312 224 600
2. **Visit or contact our Share Registrar**
C&R (Uganda) Limited
4th Floor Diamond Trust Center
shareholder@candrgroup.co.ug
3. **Visit or contact any of our branches countrywide.**

Dated this 28th day of March 2018

By Order of the Board

Candy Wekesa Okoboi
Company Secretary

Terms and Conditions apply.

Stanbic Bank Moving Forward™

