

# NOTICE OF ANNUAL GENERAL MEETING

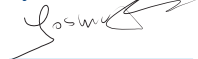
**NOTICE IS HEREBY GIVEN** that the 58<sup>th</sup> Annual General Meeting (“AGM”) of **dfcu Limited** (“the Company”) for the year ended 31<sup>st</sup> December, 2022 will be held by electronic means on **Thursday 06<sup>th</sup> July, 2023** at **11.00am** to conduct the following business.

## ORDINARY RESOLUTIONS:

1. To receive, consider and if deemed fit, adopt the annual financial statements for the year ended 31 December 2022 including the reports of the Chairman, Directors and External Auditors.
2. To adopt the recommendation of Directors on the payment of a final dividend of UGX 8.19 per share less withholding tax for the year 2022.
3. To consider, and if deemed fit, re-elect the following Directors in accordance with the provisions of the Company's Articles of Association:
  - a) Mr. Friedrich Pelser who was appointed to the Board in 2019 retires by rotation and being eligible, offers himself for re-election;
  - b) Ms. Arimi Barbra who was appointed to the Board in 2019 retires by rotation and being eligible, offers herself for re-election.
4. To consider, and if deemed fit, approve the fees payable to the Non - Executive Directors for the year 2023.
5. To consider, and if deemed fit, re-appoint Ernst and Young as the External Auditor of the company and authorize the Directors to determine their remuneration for the year ending 31<sup>st</sup> December 2023.
6. To conduct any other business that may be conducted at the AGM

Dated this day of **14<sup>th</sup> June 2023**

By Order of the Board



Ligomarc Advocates  
Company Secretary

**Shareholders are urged to note the following important information regarding the AGM:**

### 1) Virtual Annual General Meeting

The Company shall conduct a virtual Annual General Meeting in accordance with Article 45 of the Articles of Association of the Company. The detail of the business to be conducted at the AGM is included in the Information pack.

### 2) Participation in the Annual General Meeting

In order to participate in the virtual Annual General Meeting, shareholders should register by following the instructions below;

- i. **\*284\*31#** (Uganda mobile networks) or **\* 483\* 906#** (Kenya mobile networks) and follow the prompts; or;
- ii. Send an email request to be registered to [dfcuagm@image.co.ke](mailto:dfcuagm@image.co.ke)
- iii. Shareholders with email addresses will receive a registration link via email which they can use to register.

In order to facilitate shareholder verification, a shareholder will be required to submit either a NIN as indicated in their National Identity card, a passport number or their SCD account details.

Registration commences on **15<sup>th</sup> June, 2023** at 8:00 am and closes 48 hours before the AGM. Shareholders will not be able to register after the deadline. Shareholders are also able to obtain registration support, by dialing the helpline number: 254 709 170 000 between 9:00 a.m. and 4:00 p.m. from Monday to Friday or sending an email to [dfcuagm@image.co.ke](mailto:dfcuagm@image.co.ke)

Duly registered Shareholders and proxies will receive a short message service (SMS/USSD) prompt on their mobile phone prior to the Annual General Meeting as a reminder. In registering to attend the Annual General Meeting, a Shareholder will be provided with an option to receive these reminder messages.

The AGM will be streamed live at the scheduled time and date to registered shareholders who will receive a link to the event 24 hours before the AGM. Voting shall be done electronically via USSD or through the web link that will be shared upon successful registration.

Shareholders are advised to submit questions by **Tuesday 4<sup>th</sup> July 2023** via phone, web link or email.

Shareholders will receive an SMS prompt, with instructions, on their registered mobile phone number alerting them to Propose and Second the resolutions put forward in the notice.

Duly registered Shareholders and proxies may access the agenda and follow the proceedings of the AGM using the livestream platform. Duly registered Shareholders and proxies may vote (when prompted) on the USSD platform by following the SMS prompts or on the livestream link.

A poll shall be conducted for all the resolutions indicated in the notice.

Results of the resolutions voted on will be published on the company's website [www.dfculimited.com](http://www.dfculimited.com) and on the Uganda Securities Exchange website [www.use.or.ug](http://www.use.or.ug).

### 3) Attendance 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. Proxy forms are included in the AGM information pack and are also available at **dfcu** Head Office, all **dfcu** Bank Branches and on the Company website. Duly completed proxy forms must be delivered to the dfcu Head Office, bank branch or Company Secretary's office not later than 5:00pm on Monday 3rd July 2023. The proxy forms may also be e-mailed at [dfcuagm@image.co.ke](mailto:dfcuagm@image.co.ke) at least 48 hours before the scheduled time for the meeting. In default of this, it shall be treated as invalid.

Shareholders interested in asking questions or clarifications regarding the AGM may do so by:

- i). sending their written questions by email to [dfcuagm@image.co.ke](mailto:dfcuagm@image.co.ke); or
- ii). submitting questions by dialing the USSD Code\*284\*31# (Uganda mobile networks) or \* 483\* 906# (Kenya mobile networks) and following the prompts; or
- iii). to the extent possible, physically delivering their written questions with a return physical address or email address to the registered office of the Company dfcu Limited, Kyadondo Road, Kampala, or to Share Registrar's Office: Deloitte (Uganda) Limited, 3rd Floor Rwenzori House, 1 Lumumba Avenue .

Shareholders must provide their full details (full names, ID/ Passport Number/CDSC Account Number) when submitting their questions and clarifications.

While some questions shall be addressed during the AGM, all responses to the questions raised shall be responded to and published on the Company's website following the conclusion of the AGM.

### 4) Annual Report and Audited Financial Statements:

The Annual Report including the Audited financial statements, reports of the Chairman, Directors and External Auditors shall be available on the company's website [www.dfculimited.com](http://www.dfculimited.com) and on the Uganda Securities Exchange website [www.use.or.ug](http://www.use.or.ug). The report shall also be sent by email to Shareholders whose email addresses are available on the share register.

### 5) Updating of Shareholder details

Shareholders are urged to contact the Share Registrar, to update their contact details for ease of communication and receipt of dividends.

### 6) Payment of Dividend

The Board of Directors of **dfcu** Limited recommends the payment of a dividend of UGX 8.19 per share less withholding tax for the year ended 31<sup>st</sup> December, 2022.

The dividend if approved at the Annual General Meeting will be paid by 30<sup>th</sup> August 2023 to shareholders on the register as at the close of business on the 9<sup>th</sup> August 2023.

**7) Unclaimed Dividends:** Shareholders who have not received their previous dividends should contact the Company Secretary's office in writing and provide valid identification such as a copy of the national identity card, passport or driver's license. Shareholders who have not received past dividends should send an email to [admin@deloitte.co.ug](mailto:admin@deloitte.co.ug) or call +256 417 701 456 or +256 417 701 000.

### 8) Securities Central Depository (SCD) Accounts:

The USE requires all listed companies to immobilize all shares that they still hold in certificate form. Shareholders are advised to open Securities Central Depository (SCD) accounts with the assistance of any of the SCD Agents listed on the Uganda Securities Exchange website [www.use.or.ug](http://www.use.or.ug) to enable them continue to trade in shares.

### 9) Contact Details:

#### Company's Registered Office

**dfcu** Limited  
P. O. Box 2767  
Plot 26, Kyadondo Road, Kampala,  
Tel. No. + 256 (0) 312 300 200.

#### Deloitte (Uganda) Limited

Share Registrar's Office  
P.O. Box 10314  
3<sup>rd</sup> Floor Rwenzori House, 1 Lumumba Avenue  
Tel. No. +256 (0) 414 343 850

#### Company Secretary

Ligomarc Advocates  
P.O Box 8230 Kampala  
5<sup>th</sup> Floor Social Security House  
Plot 4 Jinja Road