



UMEME
Powering Uganda

Notice of Annual General Meeting

Notice is hereby given that the **Annual General Meeting (AGM)** of Umeme Limited will be held by electronic means (online/virtual meeting) on **Thursday 6th August, 2020 at 10:00 am** to conduct the following business:

Ordinary Resolutions

- To receive the Annual Financial Statements for the year ended 31 December 2019 and the Directors and Auditors reports thereon;
- To receive and adopt the recommendation of the Directors on the declaration of a final dividend for 2019;
- To approve the appointment of Ernst & Young as external Auditors for the year 2020;
- To elect directors in place of those retiring.

In accordance with the provisions of Article 93, 94, 95 and 96 of the Company's Amended Articles of Association, the following Directors are due for retirement by rotation and being eligible, offer themselves for re-election:

- Andrew Buglass**
- Stephen Emasu**
- Riccardo Ridolfi**

In accordance with the provisions of Article 99 of the Company's Amended Articles of Association, the following Director having been appointed after the last AGM holds office only until the next AGM and being eligible, offers himself for re-election:

- Johan de Bruijn**

- To conduct any other business that may be conducted at the AGM.

Special Business

- To consider and if deemed fit pass the following Special Resolution amending the Company's Articles of Association as shown below:

- By deleting the current Article 46 and inserting a new article 46(a) that states as follows:
"The Company shall in each year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it, and not more than 15 (fifteen) months shall elapse between the date of one Annual General Meeting of the Company and that of the next.

The Annual General Meeting may be held as;

- A physical meeting at such place as the Directors shall determine;
- A virtual meeting using electronic means (including video-conferencing and tele-conferencing); or
- A hybrid meeting comprising partly physical meeting and partly virtual meeting as set out in paragraphs (i) and (ii)

- By inserting a new Article 46 (b) as follows:
"Where for any reasonable cause it is impracticable to convene a general meeting by the Company, the Directors may upon obtaining the approval and consent of the Uganda Securities Exchange (USE), carry out any such act as would be ordinarily carried out at the Annual General Meeting, the Directors may take and approve such action and make such distribution to the members on such terms as they deem appropriate provided that the Directors seek the ratification of such actions taken at the next general meeting of the Company."

- By inserting a new Article 46 (c) as follows:
"The provisions of Article 46 (a) (i) to (iii) shall equally apply to any Extra Ordinary General Meetings".

- To receive an update on the concession extension process.

Company Secretary

Shonubi, Musoke and Co. Advocates
SM Chambers
Plot 14 Hannington Road
P.O. Box 3213,
Kampala, Uganda
www.shonubimusoke.co.ug

Share Registrars

Custody and Registrars Services Uganda Ltd.
4th Floor DTB Centre
Kampala Road
Kampala, Uganda
www.crstd.co.ke

Notes

Restrictions on public meetings

- The World Health Organisation declared Covid-19 a pandemic on 11th March 2020 while Uganda confirmed its first case on 22nd March 2020. The Government of Uganda has implemented measures aimed at controlling the spread of the virus including suspension on public gatherings and meetings. Members of the Company are therefore unable to convene in-person to attend business ordinarily conducted at the Company's Annual General Meeting.
- Given the restrictions in our Articles of Association, the Company filed an application in the High Court Civil Division on 16th June 2020 seeking for orders to proceed with the Annual General Meeting using electronic means as per the guidance issued by the Uganda Securities Exchange. The High Court Civil Division delivered its ruling and granted our application on 18th June 2020 subject to obtaining a prior no-objection from the Uganda Securities Exchange, complying with all applicable notices issued under the Uganda Securities Exchange Listing Rules 2003 and the Laws of Uganda.
- The Company confirms it has obtained a "No Objection" from the Uganda Securities Exchange to hold its Annual General Meeting by electronic means.

AGM Registration and Access Information

- The AGM will be hosted via the **LumiAGM** platform. Shareholders with registered emails will receive the meeting ID and login credentials through email and mobile SMS.
- Shareholders without emails in the Shareholder Register will be contacted via SMS on their registered mobile phone numbers and will be requested to avail their email addresses to our share registrar, Custody & Registrars Services Uganda, at umeme@candrgroup.co.ug or call +256 757 072 773.
- Shareholders and their proxies have the option to ask questions and vote on each of the resolutions in advance of the meeting. Questions and votes on the AGM resolutions displayed on the proxy form can be submitted to umeme@candrgroup.co.ug before close of business Wednesday 5th August 2020.
- The Company's audited financial statements, annual report, AGM Notice and proxy form are uploaded on the Company's website at www.umeme.co.ug.
- Umeme Limited shareholders may attend, speak and vote at the AGM, or appoint proxies (who need not be shareholders of the Company) to attend, speak and vote on behalf of such shareholders.
- Duly completed proxy forms should be returned to the Company Secretary at Shonubi Musoke and Co. Advocates, Plot 14 Hannington Road or via email to umeme@candrgroup.co.ug not later than 17:00hrs on Monday 3rd August 2020.

Dividend Information

- 2019 Final Dividend:** Following the deferral of Annual General Meetings as per the Uganda Securities Exchange market notice dated 28th April 2020, Umeme informs its shareholders that the previously published book closure and dividend payment dates have been revised. The dividend, if approved at the AGM, will be paid on or about 17th August 2020 to shareholders whose names appear on the Share Register at the close of business on 28th July 2020.
- Shareholders who desire to receive their future dividends via mobile money are encouraged to contact our share registrars, Custody & Registrars Services Uganda, at umeme@candrgroup.co.ug or call +256 757 072 773.

On behalf of the Board

Shonubi, Musoke and Co. Advocates
Company Secretary
16th July 2020