

NOTICE OF THE 19TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 19th Annual General Meeting of NIC Holdings Limited ("the Company") will be held virtually on Thursday, 30th July, 2020 at 2.00 pm prompt to transact the following businesses:

ORDINARY BUSINESS

1. To lay before the members the financial statements for the year ended 31st December 2019 together with the reports of the Directors thereon.
2. To re-elect or elect Directors in place of the Directors who shall be retiring.
3. To re-appoint Ernst & Young as external auditors of the Company for the year ending 31st December, 2020 and to authorize Directors to determine their remuneration.

SPECIAL BUSINESS

4. To approve the remuneration of Directors.
5. To consider and if thought fit approve, as a Special Resolution, amendment of Article 33, Articles of Association as follows:

PROPOSED AMENDMENT UNDERLINED

"33. 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 fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next. PROVIDED that so long as the Company holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The general meetings shall be held at such time and place, and by such means, electronic or otherwise, virtual or physical as the directors shall approve."

Dated this 6th day of June, 2020

BY ORDER OF THE BOARD



**ELIAS EDU, ESQ.
COMPANY SECRETARY**

NOTES:

i) MEETING LOG IN CREDENTIALS

Every member will receive an email with the log in credentials. Please submit your vote by written or electronic proxy directly eedu@nic.co.ug or registry@use.or.ug. You may also call +25677617440 or +256417119900 for assistance.

A member will be able to vote electronically and to ask questions during the virtual meeting. To access the voting platform please **download the Lumi agm app** or log on **web.lumiagm.com**

ii) PROXY

A Member of the Company entitled to attend and vote at the General Meeting is entitled to appoint a proxy to attend and vote instead of him/her. A proxy need not also be a Member. For the appointment to be valid, a completed proxy form must be deposited with the Company Secretary, NIC Holdings Limited, Plot 3 Pilkington Road, P. O. Box 7134, Kampala, Uganda, not less than 48 hours before the time fixed for holding the meeting.

iii) SIGNIFICANT DEVELOPMENT

On 11th March, 2020, the World Health Organisation (WHO) declared novel coronavirus disease (COVID-19) a disease first identified in Wuhan China, a global pandemic. Since then, the disease has rapidly spread across countries of the world challenging existing health care systems globally. In Uganda, the first case of COVID-19 was discovered on 21st March, 2020. Thereafter, Government implemented measures including travel ban, lockdown of business activities, social distancing and other measures to curb the spread of the disease. These measures, whilst commendable, have had obvious impact on most

businesses. The Board is constantly reviewing the impact on the Company's business and implementing contingent arrangements to ensure that the adverse impact is minimal.

iv) **GENERAL INFORMATION**

- a) Shareholders are requested to kindly register for the 19th AGM not later than one (1) day before the meeting and send email to eedu@nic.co.ug or registry@use.or.ug or call +25677617440 or +256417119900 in case they need assistance.
- b) All Shareholders are advised to notify the Company Secretary in writing of any changes in their Postal addresses, Bank accounts and other details. The new information supplied will be used in future transactions.
- c) For general enquiries including any question regarding dividend payments, please call the Company Secretary on +256414258001/5 or send email to nic@nic.co.ug.
- d) Shareholders are advised to open Securities Central Depository (SCD) accounts in order to fully participate in share transactions. Interested shareholders may contact any registered stockbroker for information on how to open SCD accounts.