

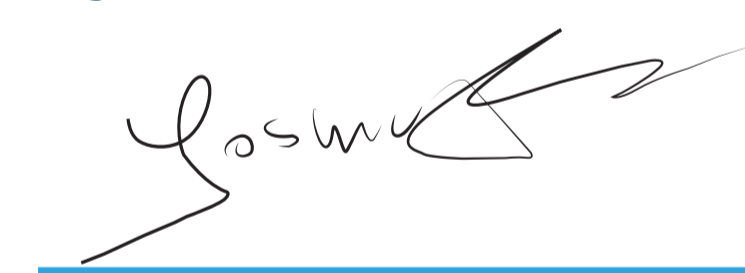
NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 56th Annual General Meeting (AGM) of **dfcu Limited** (the Company) for the year ended 31st December 2020 will be held by electronic means on **Thursday 19th August 2021 at 11.00am** to conduct the following business:

ORDINARY RESOLUTIONS:

- To receive, consider and if deemed fit, adopt the annual financial statements for the year ended 31st December 2020 including the reports of the Chairman, Directors and External Auditors.
- To adopt the recommendation of Directors on the payment of a final dividend of UGX 17.38 per share per share less withholding tax for the year ended 31st December 2020.
- To consider, and if deemed fit, confirm the appointment and re-election of Directors in accordance with the provisions of the Company's Articles of Association.
 - Mr. Friedrich C. Pelser who was appointed to the Board in June 2019 retires by rotation and being eligible, offers himself for re-election;
 - Ms. Barbra Teddy Arimi who was appointed to the Board in June 2019 retires by rotation and being eligible, offers herself for re-election.
- To consider, and if deemed fit, approve the fees payable to the Non-Executive Directors for the year ending 31st December 2021.
- To consider, and if deemed fit, re-appoint Ernst and Young as the External Auditor of the Company and authorise the Directors to determine their remuneration for the year ending 31st December 2021.
- To conduct any other business that may be conducted at the AGM.

Dated this day of 27th July 2021
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 to ensure compliance with the existing Government restrictions on public gatherings put in place to mitigate the spread of COVID-19.

The detail of the business to be conducted at the AGM is included in the information pack which shall be available on the company's website www.dfculimited.com and on the Uganda Securities Exchange website www.use.or.ug.

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;

- *284*281#** (Uganda mobile networks) or ***483*814#** (Kenya mobile networks) and follow the prompts.
- Send an email request to be registered to dfcuagm@image.co.ke
- 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 number as indicated in their National Identity card, a passport number or their SCD account details.

Registration commences on **28th July 2021 at 8:00am** and closes 48 hours before the AGM. Shareholders will not be able to register after the deadline. For registration support, please call + 254 709 170 000 or send an email at 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 17th August 2021** 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 and on the Uganda Securities Exchange website 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 2021 AGM Pack and are also available on the Company website, at **dfcu** Head Office and all **dfcu** Bank branches. 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 **Tuesday 17th August 2021**. The proxy forms may also be emailed at dfcuagm@image.co.ke or at least 48 hours before the scheduled time for the meeting. In default of this, it shall be treated as invalid.

4) Audited Financial Statements

The audited financial statements shall be available on the company's website www.dfculimited.com and on the Uganda Securities Exchange website www.use.or.ug. The report shall also be sent by email to shareholders whose email addresses are available on the share register.

The reports may also be accessed upon request by dialing the USSD code above and selecting the Reports option. The reports and agenda can also be accessed on the livestream link.

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 2020 Dividend

In 2019, the Central Bank instructed all supervised financial institutions to defer all discretionary contributions including dividends unless it explicitly authorised issuance of the same and the instruction remains in force. This instruction applies to **dfcu** Bank which is a subsidiary of **dfcu** Limited.

Owing to the severity of the impact of the COVID-19 pandemic and taking into consideration the need to preserve the strength of the Company, the directors recommend that the dividend of UGX 17.38 per share (less withholding tax) be paid out for the year ended 31st December 2020.

The dividend if approved at the Annual General Meeting will be paid by 9th September 2021 to shareholders on the register as at the close of business on the 31st August 2021.

7) Dividend Adjustment

In order to maintain the strength of **dfcu** Limited and its subsidiary during the uncertain economic environment and global COVID-19 pandemic whose impact has intensified, the Board of Directors recommend an adjustment of the dividend payable to UGX 17.38 per share (less withholding tax) from UGX 50.33 per share in the published financial statements of 30th March 2021.

8) 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 at admin@deloitte.co.ug or call +256 417 701 465 or +256 417 701 000.

9) Securities Central Depository (SCD) Accounts

The Uganda Securities Exchange (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 USE website www.use.or.ug to enable them continue to trade in shares.

10) Contact Details:

Company's Registered Office

dfcu Limited
P. O. Box 2767
Plot 26, Kyadondo Road, Kampala,
Tel. No. + 256 (0) 312 300 152

Company Secretary

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

Share Registrar's Office:

Deloitte (Uganda) Limited
P.O. Box 10314
3rd Floor Rwenzori House, 1 Lumumba Avenue
Tel. No. +256 (0) 414 343 850