

BANK OF BARODA (UGANDA) LTD POST ANNUAL GENERAL MEETING NOTICE

At the 50th Annual General Meeting (AGM) of Bank of Baroda (Uganda) Ltd (*“the Company”*) for the year ended December 31st, 2019 held at 11:00 a.m. on Friday 18th day of September 2020 online through electronic platform, the shareholders passed the following resolution:-

ORDINARY RESOLUTIONS

1. Confirmation of the minutes of the 49th Annual General Meeting of the Company held on 27th June 2019.
2. Adoption of the annual financial statements for the year ended 31st December 2019, including the reports of the Board of Directors and External Auditors.
3. Ratification of the appointment and re-appointment of Directors in accordance with the provisions of the Company’s Articles of Association.
 - a) Appointment of Mr. Shanti Lal Jain as a Non-Executive Director on the Board of the Bank w.e.f 19.07.2019.
 - b) Appointment of Dr. Mudumba Krishnama Chary as a Non-Executive Director on the Board of the Bank w.e.f 27.03.2020.
 - c) Appointment of Mr. R.K. Meena as the Managing Director of the Bank w.e.f 01.04.2020
 - d) Re-appointment of Mr. Manoj Kumar Bakshi as the Executive Director of the Bank w.e.f 25.08.2020.
4. Approved the appointment of M/s. Grant Thornton as the statutory Auditors of the Company for the period ending 31st December 2020 and approved their remuneration by the Board of Directors.

SPECIAL RESOLUTION

- 5.1 Amendment of the company’s Articles of Association to include the conduct of the General Meetings in a Virtual and or Hybrid manner, by inserting new article 49(A) (a)-(d) immediately after article 49 to read as follows;
 - 49(A)(a) The Board may make arrangements to hold and conduct general meetings in a Virtual and or hybrid manner, in such a way that members attending the meetings in person and or attending by electronic means can attend, participate and vote at the meeting.
 - (b) A virtual general meeting is a meeting where shareholders are given the opportunity to attend the meeting using an online platform which allows them to vote, ask questions and participate in real time instead of attending the meeting at a physical venue.
 - (c) A hybrid general meeting is a meeting that allows shareholders to opt between attending the meeting in person at a physical venue or attending the meeting online (virtually).
 - (d) The Board may decide on the number of attendees for the physical place/venue provided alternative means are availed to members and proxies.
- 5.2 **Amending article 55 to include the underlined and read as follows;**

Article 55: No business shall be transacted at any general meeting unless a quorum be present when the meeting proceeds to business save as otherwise provided by these presents, three members present or participating via electronic means shall be a quorum for all purposes. A member shall be deemed for the purposes of this article to be present if represented by proxy or in accordance with the provisions of section 146 of the companies Act No. 1 of 2012.

Dated this 21st day of September 2020

BY ORDER OF THE BOARD.

Ms. Anne Tumwesigye Mbonye
Company Secretary