

NOTICE TO SHAREHOLDERS OF dfcu LIMITED

Shareholders of dfcu Limited ('the Company') are hereby informed of the following important matters:

1. Regulatory Approval of Rights Issue

The following approvals have been received from the Regulators:

- Capital Markets Authority (CMA) – approval of the Information Memorandum (IM) subject to completion conditions, received on 11 August 2017; and
- Uganda Securities Exchange (USE) – approval subject to completion conditions of the listing of the Rights Issue shares on the Main Investment Market Segment of USE received on 15 August 2017.

2. Summary of Terms and Conditions of the Rights Issue

| | |
|--------------------------------|---|
| Exchange | ▶ Uganda Securities Exchange (USE) |
| Transaction | ▶ Rights Issue |
| Eligibility/Record Date | ▶ The register of members of the Company will close at 5:00 PM on 24 August 2017 for the purpose of determining shareholders' entitlements under the Rights Issue |
| Current No. of Shares | ▶ UGX 497, 201, 822 |
| Rights Issue Ratio and Price | ▶ 0.53 for 1 Rights Issue of 263,157, 895 ▶ Ordinary shares at UGX 760 per Ordinary share |
| Rights Issue Size | ▶ UGX 200 billion |
| Rights Issue Shares | ▶ 263,157, 895 shares to be issued in immobilized form as book-entry security |
| Issue Shares Post Rights Issue | ▶ 760, 359, 717 |
| Purpose of the Rights Issue | ▶ Net proceeds will be applied to the capitalization of dfcu |

3. Key Dates

| Rights Issue Opens 9:30am 04 September 2017 | | |
|---|---------|-------------------|
| Last date for immobilization of existing shares | 4:00 PM | 08 September 2017 |
| Last date and time for trading in NIL paid dfcu rights | 1:00 PM | 15 September 2017 |
| Last date and time for renunciation by private transfer | 4:00 PM | 15 September 2017 |
| Rights issue closes | 5:00 PM | 25 September 2017 |

4. Information Memorandum and Provisional Allotment Letters

The Information Memorandum and Provisional Allotment Letters (PALs) will be dispatched to eligible shareholders electronically (via email) and in hard copy via their designated Securities Central Depository Agents (SCDAs) from 4 September 2017. Shareholders without SCD accounts will find their copies of the Information Memorandum and PALs at the Company's Share Registrar at the following address:

Deloitte (Uganda) Limited
Plot 1 Lumumba Avenue
3rd Floor Rwenzori House.

5. Crediting of Rights on SCD accounts

As of January 2010, the Company's shares were declared to be dematerialized shares within the meaning of the Securities Central Depositories Act 2009. Accordingly:

- Shareholders with SCD accounts as of the Rights Issue Opening Date will be able to see their provisional allotments on their SCD accounts.
- Shareholders without SCD accounts will only know of their entitlements through their respective PALs and will not be able to trade or renounce their rights without first opening SCD accounts and immobilizing their current shares.

Shareholders without SCD accounts are encouraged to immediately embark on the process of immobilizing their existing shares by contacting any of the SCDAs whose details are available at www.use.or.ug/content/membership-brokers

6. Record Date

The register of members of the Company will close at 5:00 PM on 24 August 2017 for the purpose of determining shareholders' entitlements under the Rights Issue. Only shareholders whose names were on the Company's register of members as at close of business on 24 August 2017 will be eligible to participate in the Rights Issue. Investors who wish to become shareholders in dfcu via this Rights Issue can purchase rights being sold on the USE by eligible shareholders.

This announcement is not a prospectus or disclosure document under the laws of Uganda but an advertisement. This announcement does not constitute or form part of any offer or invitation to acquire the shares referred to in the announcement. Investors should not subscribe for the shares referred to in this advertisement except on the basis of information in the Information Memorandum (yet to be published). The Information Memorandum in connection with the proposed rights issue is expected to be published on or before 4 September 2017. Copies of the Information Memorandum will, following publication, be available at Head Offices of **dfcu** Limited, **dfcu** Bank branches countrywide and all authorised selling agents/stock brokers.

Head Office: Plot 26 Kyadondo Road

Call Centre: 0414 351000 Toll Free: 0800 222 000

Email: customercare@dfcugroup.com Website: www.dfcugroup.com

dfcuLIMITED 
...with pleasure