

## dfcu Limited 59<sup>th</sup> Annual General Meeting Proxy Form

I/we, ..... of ..... the undersigned being a shareholder(s) in the above-mentioned company hereby appoint..... of(address)..... and mobile no. .... or failing him/her ..... of mobile no. .... or the CHAIRMAN of the meeting, as my/our proxy to attend and vote on my/our behalf at the 59<sup>th</sup> Annual General Meeting of the company to be held physically at Hotel Africana on **Thursday 11<sup>th</sup> July, 2024, at 11:00am** or at any adjournments thereof as follows:

	Agenda	For	Against	Abstain
<b>ORDINARY RESOLUTIONS</b>				
1.	Receive, consider and if deemed fit, adopt the annual financial statements for the year ended 31 <sup>st</sup> December 2023 including the reports of the Chairman, Directors and External Auditors.			
2.	Adopt the recommendation of the Directors for the declaration of a final dividend of UGX 9.10 per share less withholding tax for the year ended 31 <sup>st</sup> December, 2023.			
3.	To consider and if deemed fit, confirm the appointment of Mr. Francis Gimara SC as a Director, having been appointed to fill a casual vacancy on the Board, in accordance with Article 76 of the Company's Articles of Association.			
4.	Re-election of Directors			
4.1	Mr. Jimmy D. Mugerwa who was appointed to the Board in 2021 retires by rotation in accordance with Article 112 of the Company's Articles of Association, and being eligible, offers himself for re-election.			
4.2	Dr. Aminah Zawedde who was appointed to the Board in 2020 retires by rotation in accordance with Article 112 of the Company's Articles of Association, and being eligible, offers herself for re-election.			
5.	To consider, and if deemed fit, approve the fees payable to the Non - Executive Directors for the year 2024.			

**GOING  
FURTHER,  
TOGETHER**

dfcu Limited is regulated  
by the Uganda Securities  
Exchange.

dfcu Limited. Head Office,  
Plot 26, Kyadondo Road,  
Nakasero, P.O. Box 2767,  
Kampala, Uganda.

[dfculimited.com](http://dfculimited.com)

Tel: +256 (0) 414 351 000  
or +256 (0) 312 300 200/374  
Email: [queries@dfcugroup.com](mailto:queries@dfcugroup.com)

6.	To consider, and if deemed fit, approve the appointment of KPMG as the external auditors of the Company and authorize the Directors to negotiate and determine their remuneration for the year ending 31 <sup>st</sup> December 2024.			
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Please indicate a cross or tick for each resolution above how you wish your votes to be cast. The ‘abstain’ option above is provided to enable you to withhold your vote on any resolution. However, it should be noted that a vote abstained is not a vote and will not be counted in the calculation of the proportion of the votes ‘for’ and ‘against’ a resolution. If no options are marked, the proxy can vote as he/she deems fit.

Signed: .....

Name: .....

Address (full contact details i.e. postal address, telephone, and email): .....

.....

Date: .....

Notes:

- a) A Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend, speak and vote in his/her stead. A proxy need not be a member of the Company. This proxy form, once duly completed, must be delivered to the **dfcu Head Office**, bank branch or Company Secretary’s office not later than **5:00pm** on **Monday 8<sup>th</sup> July, 2024**. The proxy form may also be e-mailed at [admin@deloitte.co.ug](mailto:admin@deloitte.co.ug) at least **48 hours** before the scheduled time for the meeting. In default of this, it shall be treated as invalid.
- b) In case of a company, the proxy form must be under its common seal.
- c) Where a Shareholder has been assisted in filling in this form, the details of the person assisting should be indicated (state capacity and full name).
- d) The completion and lodging of this form of proxy does not prevent the relevant ordinary Shareholder from attending the annual general meeting INSTEAD of the proxy.
- e) The Chairman of the Annual General Meeting may accept or reject any proxy form which is completed and /or received other than in compliance with these notes.
- f) Where there are joint holders of ordinary shares, any one holder may sign the proxy form.

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