

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the **60th ANNUAL GENERAL MEETING (“AGM”)** of **dfcu Limited (“the Company”)** for the year ended **31st December, 2024** will be held as a hybrid meeting (comprising of a physical meeting at the Hotel Africana, Kampala and via electronic means) on **Thursday 10th July, 2025 at 11.00 am** to conduct the following business.

ORDINARY RESOLUTIONS:

1. To receive, consider and if deemed fit, adopt the Annual Financial Statements for the year ended 31st December 2024 including the reports of the Chairman, Directors and External Auditors.
2. To adopt the recommendation of the Directors for the declaration of a final dividend of Shs 20.09 per share less withholding tax for the year ended 31st December, 2024.
3. To note that Mr Kironde Lule who is retiring from the Board by rotation in accordance with Article 112 of the Company's Articles of Association does not offer himself for re-election.
4. To consider, and if deemed fit, re-elect Mr. Francis Gimara who retires by rotation in accordance with Article 112 of the Company's Articles of Association and being eligible offers himself for re-election.
5. To consider and if deemed fit, confirm the appointment of CPA FCCA Keto Kayemba as a Director, in accordance with Article 75 and 76 of the Company's Articles of Association.
6. To consider, and if deemed fit, approve the fees payable to the Non-Executive Directors for the year 2025.
7. 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 31st December 2025.
8. To conduct any other business that may be conducted at the AGM, of which due notice has been given.

Dated this day of 13th June 2025
By Order of the Board



Ligomarc Advocates
Company Secretary

NOTES TO THE NOTICE:

Shareholders are urged to note the following important information regarding the AGM:

1) Attendance of the AGM:

Any person whose name appears on the Company's share register is entitled to 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 AGM information pack and are also available at **dfcu** Head Office, all **dfcu** Bank Branches and on the Company website.

Duly completed proxy forms must be delivered to the **dfcu** Head Office, bank branch or the Company Secretary's office not later than 5:00pm on Tuesday, 8th July, 2025. The proxy forms may also be emailed at dfcuagm@image.co.ke or shareholder@candr.africa at least 48 hours before the scheduled time for the meeting. Proxy Forms received after the deadline shall be treated as invalid.

2) Participation in the Annual General Meeting

- a) Shareholders may attend the AGM either in person or virtually. Physical attendance will be granted on a first-come, first-served basis. Registration for both physical and virtual attendance shall only be done electronically from Monday, 16th June 2025, at 8:00 a.m. and will close on Tuesday, 8th July 2025, at 5:00 p.m. Shareholders will not be able to register after the deadline.

- b) To participate in the AGM, Shareholders should register by following the instructions below;

- (i) Dial *284*548# (Uganda mobile networks) or *483*810# (Kenya mobile networks) and follow the prompts, or;
- (ii) Send an email request to be registered to dfcuagm@image.co.ke
- (iii) Shareholders with email addresses will receive a registration link via email which they can use to register.
- (iv) To facilitate shareholder verification, a shareholder will be required to submit either a NIN as indicated in their National Identity card, a passport number or their SCD account details.

- c) Shareholders are also able to obtain registration support by dialling the helpline number: **+256 762 260 804/+256 758 336 660** between 9:00a.m and 4:00p.m from Monday to Friday or sending an email to dfcuagm@image.co.ke

- d) Duly registered Shareholders and proxies will receive a short message service (SMS/USSD) prompt on their mobile phone prior to the AGM as a reminder. In registering to attend the AGM, a shareholder will be provided with an option to receive these reminder messages.

- e) 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.

- f) Shareholders are advised to submit questions by Tuesday, 8th July 2025, 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.

- g) Shareholders who will have registered to participate in the virtual meeting shall be able to:

- (i) ask questions by SMS by dialing the USSD code above and selecting the option (Ask Question) on the prompts or via the Question Tab on the livestream link during the AGM; and
- (ii) Sending their written question by email to dfcuagm@image.co.ke or shareholder@candr.africa;
- (iii) To the extent possible, physically delivering their written questions with return physical address or email address to the Company Secretary at rarinaitwe@ligomarc.com

3) Voting at the AGM

- a) As the AGM will be conducted in a hybrid format, voting will be done electronically. Each Shareholder is entitled to one vote per share owned
- b) Voting will take place electronically via USSD or through the web link provided after successful registration.
- c) During the meeting, Shareholders will receive an SMS notification on their registered mobile phone number with instructions to propose and second resolutions listed in the Notice.
- d) Registered Shareholders and proxies may vote when prompted on the USSD platform by following the SMS prompts or using the livestream link.

- e) 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 website www.dfculimited.com and the Uganda Securities Exchange website www.use.or.ug

4) Annual Report and Audited Financial Statements:

The Annual Report, including the Audited financial statements, reports of the Chairman, Directors and External Auditors, 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.

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 by either visiting their offices or sending an email to shareholder@candr.africa or call +256 757 072 773 / +256 760 451 945.

6) 2024 Dividend Payment:

The Board of Directors of **dfcu** Limited recommends the payment of a dividend of UGX Shs 20.09 per share less withholding tax for the year ended 31st December, 2024. The dividend, if approved at the AGM will be paid by 30th August, 2025, to Shareholders on the Register as at the close of business on the 8th of August, 2025. The dividend from **dfcu** bank forms a substantial portion of the dividend paid out by **dfcu** Limited. The payment of dividend remains subject to receipt of regulatory approval.

7) Unclaimed Dividends:

Shareholders who have not received their previous dividends should send an email to shareholder@candr.africa and provide valid identification such as a copy of the national identity card, passport or drivers license.

8) Securities Central Depository (SCD) Accounts:

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

9) Contact Details:

Company's Registered Office

dfcu Limited
P. O. Box 2767
Plot 26, Kyadondo Road, Kampala,
Tel + 256 (0) 312 300 200.

Share Registrar's Office

Custody and Registrars Services Uganda Limited
4th Floor, Rm 403,
DTB Centre, Kampala Road
Tel:+256 757 072 773 / +256 760 451 945 / +256 414 237 504.

Company Secretary

Ligomarc Advocates
P.O Box 8230 Kampala
Plot 17 Baskerville Avenue Kololo
Tel:+256 (0) 414-255801 / +25677644320

AGM Management and Registration

Image Registrars Uganda Ltd
1st Floor, Jubilee Insurance Centre
Plot 14, Parliament Avenue
Tel: +256 762 260 804/ +256 758 336 660