



Bank of Baroda (Uganda) Limited

Head Office: 18, Kampala Road, P. O. Box 7197, Kampala (Uganda)

53RD ANNUAL GENERAL MEETING (AGM)

NOTICE IS HEREBY GIVEN that the 53rd Annual General Meeting (AGM) of the Bank of Baroda (Uganda) Limited ("the Company") for the year ended **December 31st, 2022** will be held on **Tuesday 4th July 2023** at **3:00pm**. It will be a hybrid meeting comprising of both a physical meeting at Serena Hotel Kampala and an online option through an electronic platform to transact the following business:-

AGENDA:

ORDINARY RESOLUTION

1. CONFIRMATION OF THE MINUTES OF THE 52ND ANNUAL GENERAL MEETING & EXTRA ORDINARY GENERAL MEETING.

To consider and if deemed fit, confirm the minutes of the 52nd Annual General Meeting of the Company held on **Friday, July 22, 2022** and minutes of the Extra Ordinary General Meeting held on **Friday, March 24, 2023** online through electronic platform.

2. FINANCIAL STATEMENTS.

To consider, and if deemed fit, receive the separate and Consolidated Financial Statement for the year ended December 31, 2022, report of the Board of Directors on the state of affairs of the Bank, together with the Auditors' report thereon.

3. DIVIDEND.

To consider and if deemed fit to approve the dividend payout proposed by the Board of Directors at the rate of Uganda Shillings 2.00 per share for the Financial Year 2022 subject to the approval of the Bank of Uganda.

4. DIRECTORS.

- To consider and if deemed fit, ratify the appointment of Mr. Debadatta Chand as Non-Executive Director of the Bank effective **13th day of September 2022** vice Mr. Shanti Lal Jain who resigned from the Board effective **31st August, 2021**.
- To consider and if deemed fit, ratify the appointment of Mr. Shashi Dhar as the Managing Director of the Bank effective the 16th day of March 2023 in place of Mr. Raj Kumar Meena who completed his tenure on the **15th day of March 2023**.

5. AUDITORS.

To consider and if deemed fit, approve the appointment of M/s Ernst and Young (EY), Certified Public Accountants as the Statutory Auditors of the Company for the period ending December **31, 2023** & their remuneration as approved by the Board Audit Committee and the Board of Directors respectively.

6. ANY OTHER BUSINESS.

To transact any other business that may be legally transacted in the meeting.

BY ORDER OF THE BOARD.

Ms. Anne Tumwesigye Mbonye

Company Secretary

Dated: 24.05.2023

NOTES:

Shareholders are urged to note the following important information regarding the Annual General Meeting (AGM):
Hybrid Meeting

- As authorized by the Company's Articles of Association, the Company will be holding the Annual General Meeting Hybrid comprising of a physical meeting, and online through an electronic platform.
- Shareholders have the option to participate in the AGM either physically or electronically. Physical attendance will be only on first come, first-in basis.
- Registration shall only be done electronically for both physical and electronic attendance. To participate in the registration process of the AGM, shareholders should register by following the steps below:
 - Shareholders with email addresses will receive details on how to register and log into the online meeting or;
 - For those who wish to use the USSD, dial ***272*101#** (Uganda mobile networks) and follow the prompts;
 - Send an email request to be registered to **registry@use.or.ug**; or
 - Shareholders willing to attend Physical AGM should bring their National ID or Passport in case of

Non-Ugandan to facilitate verification during the Annual General Meeting.

- Shareholders without emails in the shareholder register will be contacted via SMS on their registered mobile phone numbers and will be requested to avail their email addresses to the Company's shares registrar SCD Registrars at **registry@use.or.ug**.
- The Company's audited Financial Statements, Annual Report, AGM notice, Minutes of the 52nd Annual General Meeting of the Bank and proxy form are uploaded on the Company's website **www.bankofbaroda.ug**
- To participate in the virtual AGM, shareholders are advised that;
 - Registration commences on **14.06.2023** and will close on **30.06.2023**.
 - For support during the registration process, please call **+256312370817/18** or email **registry@use.or.ug**.
- The AGM will be streamed live via a link that will be provided to all the shareholders who will have successfully registered to participate in the AGM. Duly registered shareholders and proxies will receive a short message service (SMS/USSD) prompt on their registered mobile numbers 24 hours prior to the AGM, a reminder of the AGM and a link to the live stream. A second SMS/USSD prompt shall be sent one hour ahead of the AGM. In registering to attend the AGM, a shareholder consents to receive all messages pertaining to the AGM.
- Duly registered shareholders and proxies may vote (when prompted) using the live stream link or using the USSD prompts. Voting shall be done electronically using the Resolutions tab on the live stream link or via USSD.

Shareholders' rights

- Bank of Baroda (Uganda) Limited shareholders may attend, speak, and vote at the AGM or appoint proxies (who need not be shareholders of the Company) to attend, speak and vote on behalf of such shareholders. Duly completed proxy forms should be returned to the Company Secretary at the Bank of Baroda (Uganda) Limited, Head Office Plot 18, Kampala Road or sent via email to **registry@use.or.ug** not later than **5.00 pm** on **03.07.2023**. In default of this, the proxy appointment shall be treated as invalid.
- Shareholders and their proxies have the option of asking questions and voting on each of the resolutions in advance of the meeting. Questions and votes on the AGM resolutions can be submitted to **registry@use.or.ug** before close of business on **03.07.2023**.

Dividend Information

- The payment of dividend is subject to approval from the Bank of Uganda as per directions issued vide circular no. **EDS.306.2** dated **06.06.2022** by the Bank of Uganda. The Bank shall apply to the Bank of Uganda for authorisation of dividend payment.
- Shareholders who have not received past dividends should send an email to **registry@use.or.ug** or call **+256-312370815/17**.

Securities Central Depository (SCD) Accounts

- USE requires all listed companies to immobilize all shares that they hold in certificate form. Shareholders are advised to open an account with Securities Central Depository (SCD) with the assistance of any of the SCD Agents listed on the Uganda Securities Exchange website **www.use.or.ug** to help them continue to trade in shares.

Contact Details

14. Company's Registered Office
Bank of Baroda (Uganda) Limited
Head Office
Plot 18 Kampala Road
P.O. Box 7197
Kampala, Uganda.
Tel: **+256-414-232783**

15. Share Registrar's Office
SCD Registrars
UAP Nakawa Business Park
Plot 3-5, New Portbell Road
Block A, 4th Floor,
P.O. Box 23552
Kampala, Uganda
Tel: **+256-312-370-815/7/8**

HEAD OFFICE: Plot No 18, Kampala Rd., P.O. Box 7197 Kampala (Uganda), Tel: +256-414-233680/1. (Gen) +256-414-232783 (Dir), Website: www.bankofbaroda.ug
OUR BRANCHES: Kamapala Main, Railway Station, Jinja, Mbale, Mbarara, Iganga, Kansanga, Kawempe, Lira, Mukono, Ovino Market, Kabale, Entebbe, Industrial Area, Kololo, Lugazi, Arua

Serving the People of Uganda since 1953

Regulated by Bank of Uganda

Customer deposits are protected by Deposit Protection Fund of Uganda