

dfcu Limited 55th Annual General Meeting Proxy Form

I/we, of.....
the undersigned being a shareholder (s) in the company hereby appoint
of (address)

as my/our proxy to attend and vote on my/our behalf at the 55th Annual General Meeting of the company to be held virtually on Tuesday, 25th August 2020 at 11.00am or at any adjournments thereof as follows:

Agenda	For	Against	Abstain
Ordinary Resolutions			
1	Adopt the annual audited financial statements for the year ended December 31st, 2019, including the reports of the Chairman, Directors and External Auditors.		
2	Appointment and re-election of Directors		
2.1	Mr. Elly Karuhanga who was appointed to the Board in May 2005 retires by rotation and being eligible, offers himself for re-election;		
2.2	Mr. Kironde Lule who was appointed to the Board in September 2012 retires by rotation and being eligible, offers himself for re-election.		
3	To consider and if deemed fit pass an ordinary resolution to confirm the appointment of director(s) in accordance with the provision of the Articles of Association of the company		
4	To consider, and if deemed fit, approve the fees payable to the Non - Executive Directors for the year 2020.		
5	To consider, and if deemed fit, approve the appointment of Ernst and Young as the external auditors of the company for the year 2020.		
Special Resolution			
6	Inserting under Article 2 the following Clauses: i. General Meeting means any meeting of the Shareholders convened either as an Annual General Meeting or Extra Ordinary Meeting. ii. Hybrid General Meeting means a meeting that comprises of both physical and or virtual attendance of the members in which they exercise their rights which include voting, asking questions, deliberating on issues, making of decisions. iii. Virtual General Meeting means an online meeting of the Shareholders in which they exercise their rights which include voting, asking questions, deliberating on issues, making of decisions without physically meeting. iv. the performance of an act by physical or other means shall include the performance of the act by electronic means.		
7	Substituting for the current Article 45 the following Article: Article 45(a): A General Meeting shall be held in every calendar year, at such time, place and manner as shall be determined by the Board and not more than fifteen months shall be allowed to lapse between two such General Meetings. A General Meeting may be held by way of teleconference, video conference or by any other means of communication approved by the Board of Directors. Article 45(b): Any General Meeting conducted may comprise any or all of the following: i. a physical meeting at such place as the Directors shall determine; ii. a virtual meeting which shall include video and or tele conferencing facilities; iii. a hybrid meeting that comprises of both the physical and virtual meeting. Article 45(c): The Board may decide on the number of attendees for the physical venue provided that alternative measures of attendance are availed to the members and their proxies.		

8	<p>Substituting for the current Article 50 the following Article:</p> <p>Article 50(a): All businesses shall be deemed special that is transacted at an Extraordinary General Meeting and at an Annual General Meeting with the exception of the consideration of the accounts, balance sheets and the reports of the Directors and Auditors, and any other documents accompanying or annexed to the balance sheets, the election of Directors and the appointment and the fixing of the remuneration of Auditors.</p> <p>Article 50(b): The directors are mandated to make the following decisions and shall seek the ratification of the decisions by the Shareholders at the next Annual General Meeting;</p> <p>i. Where the services of an External Auditor have been terminated; the directors shall appoint the External auditor and determine their remuneration</p> <p>ii. Where the term of a retiring External auditor has lapsed and a new auditor is to be appointed, the directors shall appoint the External auditor and determine their remuneration</p>			
9	<p>substituting for the current Article 51 the following Article:</p> <p>No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. For all purposes the quorum shall be a minimum of three persons present either by proxy or in person or participating via electronic means representing at least 40% of the issued and paid up share capital of the Company.</p>			

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, duly completed, is to be emailed to shareholders@deloitte.co.ug at least 48 hours before the scheduled time for the meeting and, in default, the instrument of proxy shall be treated as invalid.
- b) In case of a company, the proxy 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.