

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the **61<sup>st</sup> ANNUAL GENERAL MEETING (“AGM”)** of **dfcu Limited** (“the Company”) for the year ended **31<sup>st</sup> December, 2025** will be held as a hybrid meeting (comprising of a physical meeting at the Hotel Africana, Kampala and via electronic means) on **Wednesday 15<sup>th</sup> July 2026 at 11.00 am** to conduct the following business.

## ORDINARY RESOLUTIONS:

- To receive, consider and if deemed fit, adopt the Annual Financial Statements for the year ended **31<sup>st</sup> December 2025** including the reports of the Chairman, Directors and External Auditors.
- To adopt the recommendation of the Directors for the declaration of a final dividend of **Shs 21.81** per share less withholding tax for the year ended **31<sup>st</sup> December, 2025**.
- To consider, and if deemed fit, re-elect:
  - Mr. Friedrich Christian Pelser who retires by rotation in accordance with Article 112 of the Company’s Articles of Association and being eligible, offers himself for re-election, and
  - Ms. Arimi Barbra Teddy, who retires by rotation in accordance with Article 112 of the Company’s Articles of Association and, being eligible, offers herself for re-election.
- To note the appointment of Ms Sophie Achak as the Chief Executive Officer/ Managing Director of the Company.
- To consider, and if deemed fit, approve the fees payable to the Non-Executive Directors for the year 2026.
- 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 2026**.
- To conduct any other business that may be conducted at the AGM, of which due notice has been given.

Dated this **19<sup>th</sup> day of June 2026**  
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 **Monday 13<sup>th</sup> July 2026**. The proxy forms may also be emailed at [dfcuagm@image.co.ke](mailto:dfcuagm@image.co.ke) or [shareholder@candr.africa](mailto: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

- 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 electronic attendance shall only be done electronically from **Monday 22<sup>nd</sup> June 2026**, at 8:00 a.m. and will close on **Tuesday 14<sup>th</sup> July 2026**, at 5:00 p.m. Shareholders will not be able to register after the deadline.

- To participate in the Annual General Meeting, shareholders should register by following the instructions below;  
**\*284\*805#** (Uganda mobile networks) or **\*483\*470#** (Kenya mobile networks) and follow the prompts, or;
  - Send an email request to be registered to;  
[dfcuagm@image.co.ke](mailto:dfcuagm@image.co.ke)
  - Shareholders with email addresses will receive a registration link via email which they can use to register.
  - 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.
- Shareholders are also able to obtain registration support by dialing the helpline number:  
**+256 762260804 / +256 758336660** between 9:00a.m and 4:00p.m from Monday to Friday or sending an email to [dfcuagm@image.co.ke](mailto:dfcuagm@image.co.ke).
- Duly registered shareholders and proxies will receive a short message service (SMS/USDD) 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.
- 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.
- Shareholders are advised to submit questions by **Monday 13<sup>th</sup> July 2026**, 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.
- Shareholders who will have registered to participate in the virtual meeting shall be able to:
  - 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;
  - send their written question by email to [dfcuagm@image.co.ke](mailto:dfcuagm@image.co.ke) or [shareholder@candr.africa](mailto:shareholder@candr.africa)
  - the extent possible, physically deliver their written questions with return physical address or email the Company Secretary at [rarinaitwe@ligomarc.com](mailto:rarinaitwe@ligomarc.com).
- By registering to attend the AGM, shareholders consent to the collection, use, and processing of their personal information for purposes connected with the convening, administration, and conduct of the AGM, including the distribution of all AGM-related communications.

### 3. Voting at the AGM

- 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
- Voting will take place electronically via USSD or through the web link provided after successful registration.
- 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.
- Registered Shareholders and proxies may vote when prompted on the USSD platform by following the SMS prompts or using the livestream link.

- 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.dfcuimited.com](http://www.dfcuimited.com) and the Uganda Securities Exchange website [www.use.or.ug](http://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.dfcuimited.com](http://www.dfcuimited.com) and on the Uganda Securities Exchange website [www.use.or.ug](http://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 encouraged to update their details on the register by contacting the Share Registrar, by either visiting their offices or sending an email to [shareholder@candr.africa](mailto:shareholder@candr.africa) or calling **+256 757072773 / +256 760451945 / +256 414237504** or can visit **DTB Centre, 4th Floor, Suite 403, Kampala Road, P.O. Box 74895, Kampala, Uganda**.

### 6. 2025 Dividend Payment:

The Board of Directors of dfcu Limited recommends the payment of a dividend of **Shs. 21.81 per share** less withholding tax for the year ended **31<sup>st</sup> December, 2025**. The dividend, if approved at the AGM, will be paid by **31<sup>st</sup> August 2026** to Shareholders on the Register as at the close of business on **7<sup>th</sup> August 2026**. The dividend from **dfcu** bank forms a substantial portion of the dividends paid out by **dfcu** Limited. The payment of the dividend remains subject to the receipt of regulatory approval.

### 7. Unclaimed Dividends:

Shareholders who have not received their previous dividends should send an email to [shareholder@candr.africa](mailto:shareholder@candr.africa) and provide valid identification such as a copy of the national identity card, passport or driver’s license.

### 8. Securities Central Depository (SCD) Accounts:

The USE requires all listed companies to immobilise 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](http://www.use.or.ug) to enable them to 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 312300200

Share Registrar’s Office  
Custody and Registrars Services Uganda Limited  
4th Floor, Rm 403, DTB Centre, Kampala Road  
Tel: +256 757072773 / +256 760451945 / +256 414237504

Company Secretary  
Ligomarc Advocates  
P.O Box 8230 Kampala, Plot 17 Baskerville Avenue Kololo  
Tel: +256 414-255801 / +256 776744320

AGM Management and Registration  
Image Registrars Uganda Ltd  
1st Floor, Jubilee Insurance Centre, Plot 14, Parliament Avenue  
Tel: +256 762260804/ +256 758336660