

FILED THIS 18 DAY OF 8 2016

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REGISTRAR OF COMPANIES
KAMPALA

THE REPUBLIC OF UGANDA



ATWINE YVONNE

THE COMPANIES ACT, NO. 1 OF 2012

STANBIC BANK UGANDA LIMITED ("the Company")

ORDINARY RESOLUTIONS

(Extended Version)

At the Annual General Meeting of the Company held on Wednesday 4th May 2016 at Kampala Sheraton Hotel, the following resolutions were passed:

1. THAT the Report of the Directors and the Financial Statements for the year ended 31 December 2015, as audited and reported by the Company's Auditors now submitted to this meeting be and are hereby approved and adopted.
2. THAT a final dividend of US\$ 0.78 per ordinary share paid for the year ended 31st December 2015 be and is hereby confirmed, net of withholding tax, paid on or about the 1st July 2016 to Shareholders on the Register at the close of business on 4th May 2016, be and is hereby approved.
3. THAT DR. PATRICK MANGHENI be and is hereby confirmed as a Director of the Company in accordance with Article 79 of the Articles of Association.
4. THAT MR. KEVIN WINGFIELD be and is hereby confirmed as a Director of the Company in accordance with Article 79 of the Articles of Association.
5. THAT MRS. RUTH EMUNU be and is hereby re-elected as a Director of the Company in accordance with Article 95 of the Articles of Association.
6. THAT MR. JAPHETH KATTO be and is hereby re-elected as a Director of the Company in accordance with Article 95 of the Articles of Association.
7. THAT the 5% increment on Directors Fees to all Non-Executive Directors together be and is hereby approved.
8. THAT KPMG be appointed as the External Auditors of the Company for the period ended 31st December 2016 and the Directors be authorized to fix their remuneration.

Dated this 4th day of May 2016

Japheth B. Katto

Chairman

Patrick Mweheire

Director