

FOR BANK PURPOSES

No. of Company: P.525

FILED THIS 04th DAY OF 06/13

FEES PAID 25000 RECEIPT No. 2130002179888

GOVERNMENT OF UGANDA

8 30-5-13

FORM OF ANNUAL RETURN OF A COMPANY HAVING A SHARE CAPITAL

CERTIFIED TRUE COPY

[Signature]

Fifth Schedule

MWESIGWA SILVERIO

MWESIGWA SILVERIO REGISTRAR OF COMPANIES KAMPALA

PART II

(Sections 125 – 407)

REGISTRAR OF COMPANIES KAMPALA

Annual return of STANBIC BANK UGANDA limited made up to the 29th day of May 2013 being the ninth day after the date of the Annual General Meeting for the year 2012

1. Address

(Situation and postal address of the registered office of the Company)

PLOT 17 HANNINGTON ROAD, CRESTED TOWERS, SHORT TOWER, P.O. BOX 7131, KAMPALA, UGANDA

2. Situation of registers of Members and Debenture-holders.

- (a) (Address of place at which the register of members is kept, if other than the registered office of the Company.) Deloitte (Uganda) Ltd. P.O. Box 10314 KAMPALA
(b) (Address of any place in Uganda other than the registered office of the Company at which is kept any register of holders of debentures of the Company or any duplicate of any such register of part of any such which is kept outside Uganda). N/A

Delivered for filing by: COMPANY SECRETARY

Note: All parts of the form must be properly completed; if not applicable using the words "not applicable". "nil", "none", etc.

Name & address of the Auditor: PricewaterhouseCoopers Ltd., P.O. Box 882, KAMPALA - UGANDA

3. Summary of Share Capital and Debentures

(a) Nominal Share Capital

Nominal Share Capital Shs. 51,188,669,700= divided into:
(Insert number and class)

.....
51,188,669,700 Share of Shs. 1 each
.....Share of each
.....Share of each

(b) Issued Share Capital and Debentures

	Number	Class
Number of shares of each class taken up to the date Of this return (which number must agree with the Total shown in the list as held by existing members).	51,188,669,700	Ordinary shares.....shares.....shares
Number of shares of each class issued subject to Payment wholly in cash.	.....Nil..... ..... .....	.....shares.....shares.....shares
Number of shares of each class issued as partly paid Up for a consideration other than cash.	.....Nil..... ..... .....	.....shares.....shares.....shares
Number of shares of each class issued as partly paid up for a consideration other than cash and extent to which each such share is so paid up.	.....Nil..... Issued as paid up to the of Shs..... per share. issued as paid up to the extent of Shs..... per share. issued as paid up to the extent of Shs..... per share. .....	.....shares.....shares.....shares.....shares.....shares.....shares.....shares
Number of shares (if any) of each class issued at A discount.	Nil..........	.....shares.....shares.....shares
Amount of discount on the issue of shares, which has Not been written off at the date of this return.	Shs Nil	
Amount called up on number of shares of each class	Shs..... per share on Shs..... per share on Shs..... per share on Shs..... per share on .....	.....shares.....shares.....shares.....shares

Total amount of calls received, including payments on application and allotment and any sums received on share forfeited.

Shs. Nil

Total amount (if any) agreed to be considered as paid on number of shares of each class issued as fully Paid up for a consideration other than cash

Shs..... on

{ Nil shares
 shares
 shares
 shares

Total amount (if any) agreed to be considered as paid on number of shares of each class issued as partly paid up for a consideration other than cash

Shs..... on

{ Nil shares
 shares
 shares
 shares

Total amount of calls unpaid
 Total amount of the sums (if any) paid by way of Commission in respect of any shares or debentures

Shs Nil

Shs Nil

Total amount of the sums (if any) allowed by way of discount in respect of any debentures since the date of last return

Shs Nil

Total number of shares of each class forfeited.

Number	Class
Nil	..... shares
.....	..... shares
.....	..... Shares
.....	..... Shares

Total amount paid (if any) on shares forfeited

Shs Nil

Total amount of shares for which share warrants to bearer are outstanding.

Shs Nil

Total amount of share warrants to bearer issued and surrender respectively since the date of the last return

Issued: **Shs Nil**
 Surrendered: **Shs.....**

Number of shares comprised in each share warrant to bearer, specifying in the case of warrants of different kinds, particulars of each kind.

.....Nil.....

4. Particulars of Indebtedness

Total amount of indebtedness of the company in respect of all mortgages and charges which are required to be registered with Registrar of Companies under the Companies Act, CAP 110.

Shs Nil

5. List of Past and Present Members

List of persons holding shares or stock in the company on the ninth day after the annual general meeting for 2012 and of persons who have held shares or stock therein at any time since the date of the last return or in the case of the first return of the incorporation of the company.

Folio in register ledger containing particulars	Names and postal addresses	Number of shares held by existing members at date of return B5	ACCOUNT OF SHARES		Remarks
			Particulars of shares transferred since the date of the last return, or in case of the first return, of the incorporation of the company, by (a) persons who are still members and (b) persons who have ceased to be members ≡ Number B	Date of registration of transfer	
	Stanbic Africa Holdings Ltd. 5 th Floor Cannon Bridge House 25 Dowgate Hill London, EC4R 25B	40,950,935,760			
	Several minority Shareholders	10,237,733,940			

5 The aggregate number of shares held by each member must be stated and the aggregates must be added up so as to agree with the number of shares stated in the Summary of Shares Capital and Debentures to have been taken up.

≡ When the shares are of different classes these columns should be sub-divided so that the number of each class held, or transferred, may be shown separately where any shares have been converted into stock the amount of stock held by each must be shown.

≡ The date of registration of each transfer should be given as well as the number of shares on each date. The particulars should be placed opposite the name of the transferor and not opposite that of the transferee but the name of the transferee may be inserted in the "Remarks" column immediately opposite the particulars of each transfer.

Notes:

1. If the return for either of the two immediately preceding years has given as at the date of that return the full particulars required as to past and present members and the shares and stock held and transferred by them only such of the particulars need be given as relate to persons ceasing to be or becoming members since the date of the last return to shares transferred since that date or to changes as compared with that date in the amount of stock held by a member.
2. If the names in the list are not arranged in alphabetical order an index sufficient to enable the name of any person to be readily found must be annexed.

6. Particulars of Directors and Secretaries

Particulars of the persons who are directors of the company at the date of this return. (See footnote on page 6)

Name (in the case of an individual, present Christian name or names and surname. In the case of a corporation, the corporate name)	Any former Christian name or names and surname	Nationality	Usual Postal and Residential address. (in the case of a corporation, the registered or principal office)	Business occupation and particulars of other directorships	Date of Birth
Philip Odera	None	Kenyan	P.O. Box 7131, Kampala	Bank Executive & Board Member :- - Liberty Life Uganda Ltd.	1958
Kitili Mbathi	None	Kenyan	P.O. Box 7131, Kampala	Bank Executive & Board Member :- - Cfc Stanbic Bank Ltd. - Cfc Stanbic Holdings Ltd. - Cfc Insurance Holdings Ltd. - Cfc Stanbic Financial Services Ltd. - Stanbic Investment Management Services (EA) Ltd. - Cfc Life Assurance Ltd. - The Heritage Insurance Co. Ltd. - Stanbic Bank Tanzania Ltd. - Standard Bank Mauritius Ltd. - Standard Bank Malawi Ltd. - Stanbic Bank Zambia Ltd.	1959
Patrick Mweheire	None	Ugandan	P.O. Box 7131, Kampala	Bank Executive	1971
Dr. Samuel Sejjaaka	None	Ugandan	P.O. Box 7657, Kampala	Auditor; Board Member :- - Sejjaaka, Kawaase & Co. - Rexba Ltd. - A & G Ltd. - Makerere University Business School - Summit Consulting Ltd. - Hillhouse Academy Ltd.	1964

Hannington R. Karuhanga	None	Ugandan	P.O. Box 7355, Kampala	Director :- - Capital Radio Ltd. - Infocom - Savannah Commodities - Lion Assurance Co. Ltd. - Airtel Uganda Ltd. - Credit Reference Bureau (U) Ltd. - Pepperoni Pickles (Pty) Ltd.	1958
Mr. Patrick F. Masambu	None	Ugandan	P.O. BOX 1584, KAMPALA	- LaFontaine Bookstore - International Telecommunications Satellite Organisation	1951
Mrs. Ruth Emunu	None	Ugandan	P.O. BOX 12095, KAMPALA	Retired	1948
Ms Barbara S. Mulwana	None	Ugandan	P.O. BOX 5961, KAMPALA	- Nice House of Plastics Ltd. - Uganda Batteries Ltd. - Jesa Farm Dairy	1965
Mrs. Josephine Ayugi Okot	None	Ugandan	P.O. BOX 11913, KAMPALA	- Victoria Seeds Ltd.	1967

Particulars of the person who is secretary of the company at the date of this return

Name (In the case of an individual, present Christian name or names and surname. In the case of a corporation the corporate name)	Any former Christian name or names and surname	Usual postal address. (In the case of a corporation the registered office)
Viola Kytarekera	None	P.O. Box 7131, KAMPALA

Signed..........Director

Signed:..........Secretary

NOTES:

“**Director**” includes any person who occupies the position of a director by whatsoever name called, and any person in accordance with whose directions or instructions the director of the company are accustomed to act.

“**Christian name**” includes a forename, and “**surname**”, in the case of peer or person usually known by a title different from his surname, means that title.

“**Former Christian name**” and “**former surname**”, do not include:-

- (a) in the case of a peer or a person, usually known by a British title different from his surname, the name by which he was known previous to the adoption of or succession to the title; or
- (b) in the case of any person, a former Christian name or surname where that name or surname was changed or disused before the person bearing the name attained the age of eighteen years or has been changed or disused for a period of not less than twenty years; or
- (c) in the case of a married woman the name or surname by which she was known previous to the marriage. The names of all bodies corporate incorporated in Uganda of which the director is also a director, should be given except bodies corporate of which the company making the return is the wholly-owned subsidiary or bodies corporate which are the wholly-owned subsidiaries either of the company or of another company of which the company is the wholly-owned subsidiary. A body corporate is deemed to be the wholly-owned subsidiary of another if it has no members except that other and that other’s wholly-owned subsidiaries and its or their nominees. If the space provided in the form is insufficient particulars of other directorships should be listed on a separate statement attached to this return.

Dates of birth need only be given in the case of a company which is subject to section 186 of the companies Act, CAP 110 namely, a company which is a private company or which, being a private company, is the subsidiary of a body corporate incorporated in Uganda which is not a private company.

Where all the partners in a firm are joint secretaries the name and principal office of the firm may be stated.

CERTIFICATES AND OTHER DOCUMENTS ACCOMPANYING ANNUAL RETURN

Certificate to be Given by a Director and the Secretary of Every Private Company

We certify that the company has not since the date* (the incorporation of the company/the last annual return) issued any invitation to the public to subscribe for any shares or debentures of the company.

Signed:.....Director

SignedSecretary

***Further Certificate to be Given as Aforesaid if the Number of Members
Of the Company Exceeds Fifty.***

We certify that the excess of the number of members of the company over fifty consists wholly of persons who, under paragraph (b) or sub-section (1) of section 29 of the Companies Act, CAP 110, are not to be included in reckoning the number of fifty.

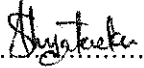
Signed:.....Director

SignedSecretary

Certified Copies of Accounts

In the case of any company to which section 128 of the Act applies, there shall be annexed to this return a written copy certified both by a director and by the secretary of the company to be a true copy, of every balance sheet laid before the company in general meeting during the period to which this return relates (including every document required by law to be annexed to the balance sheet) and a copy (certified as aforesaid) of the report of the auditors on, and of the report of the directors accompanying, each such balance sheet. If any such balance sheet or document required by law to be annexed thereto is in a foreign language there must also be annexed to that balance sheet a translation in English of the balance sheet or document certified in the prescribed manner to a correct translation. If any such balance sheet as aforesaid or document required by law to be annexed thereto did not comply with requirements of the law as in force at the date of the audit with respect to the form of balance sheet or documents aforesaid, as the case may be, there must be made such additions to and corrections in the copy as would have been required to be made in the balance sheet or document in order to make it comply with the said requirements, and the fact that the copy has been so amended must be stated thereon.

Signed:..........Director

Signed.....Secretary

* In the case of the first return strike out the second alternative. In the case of second or subsequent return strike out the first alternative.