

Proxy Form

STANBIC UGANDA HOLDINGS LIMITED

(Registration number **80020001344445**) ("the Company")

A shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend, speak and vote in his/her stead. A proxy need not be a member of the company.

I/We.....

(Name in block letters)

of

(Address in block letters), being a shareholder(s) and the holder(s) of ordinary shares of Ushs. 1 each and entitled to vote, hereby appoint:

1.....

or, failing him/her

2.....

or, failing him/her the Chairman of the Annual General Meeting, as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on Friday May 31st 2024 at 11:00am, and at any adjournment thereof as follows:

AGENDA	For	Against	Abstain
Ordinary resolution to:			
Receive and adopt the annual audited financial statements for the year ended December 31st, 2023, including the reports of the Directors and External Auditors			
Receive and adopt the recommendation of the Directors on the declaration of a final dividend of 3.03 per share for the year ended December 31st, 2023 which will be paid to shareholders on the register at the close of business June 7th 2024.			
Note that Mr Robert Jack Busuulwa, who is retiring by rotation in accordance with the provisions of the Company articles of association and although eligible, does not offer himself for re-election.			
Confirm the appointment of the following directors in accordance with the Company Articles and Memorandum of Association: a. Mr Yinka Sanni as a Non-Executive director b. Mrs. Mona Muguma Ssebuliba as an Independent Non-Executive director			
Appoint Ernst and Young Uganda (EY) as the External Auditors of the Company for the year 2024 and authorise the directors to negotiate and fix their remuneration.			
Receive and approve the fees payable to the Non-Executive Directors for the year 2024			

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

Signature:

Dated this day of, 2024

Notes:

1. A shareholder may insert the name of a proxy or the names of two alternative proxies of his/her choice in the space provided. The person whose name stands first on the proxy form and who is present at the annual general meeting will be entitled to act as proxy to the exclusion of those whose names follow.
2. To be effective, completed proxy forms must be lodged with the registered office at Crested Towers, Short Tower 17 Hannington Road, or emailed to **suhlagm@image.co.ke** at least 48 hours before the scheduled time for the meeting.
3. The Chairman of the Annual General Meeting may accept or reject any proxy form which is completed or received other than in compliance with these notes.
4. The signatories must initial any alteration to this proxy form, other than the deletion of alternatives.