



Uganda Clays Ltd

RESOLUTIONS TO BE TABLED AT THE ANNUAL GENERAL MEETING TO HELD ON 8 OCTOBER 2020

Ordinary Resolutions

1. That the minutes of the last AGM held on 26-7-2020 be approved and adopted as a true record of that meeting.
2. That the financial statements for the year ended 31st December 2019 together with the reports of the Directors and Auditors thereon, be approved and adopted.
3. That Eng. Martin Kasekende be re-elected as a Director of the Company.
4. That Mr Richard Byarugaba be re-elected as a Director of the Company.
5. That Mrs. Florence N. Mawejje be re-elected as a Director of the Company.
6. That Mr. Joseph Tukuratiire be re-elected as a Director of the Company.
7. That PKF Uganda be re-appointed as the External Auditors of the Company for the financial year ending 31st December 2020 and that the Directors be authorized to fix their remuneration.

Special Resolutions

8. That **Article 2** of the Articles of Association of the Company be amended by inserting the following new clauses:
 - (i) “**General Meeting**” means any meeting of the Shareholders convened either as an Annual General Meeting or Extraordinary General Meeting;



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- (ii) “**Hybrid General Meeting**” means a general 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 general meeting of the members which takes place in real time through the means of video, audio and text in which they exercise their rights which include voting, asking questions, deliberating on issues, making of decisions without being physically present.
- (iv) the performance of an act by physical or other means shall include the performance of the act by electronic means.”

9. That **Article 38** of the Articles of Association of the Company be amended by substituting for the current Article 38 the following new Article 38:

Article 38(a): The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next. 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 38(b): A general meeting may comprise of 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;



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- (iii) a hybrid meeting that comprises of both the physical and virtual meeting.

Article 38(c): The Board may determine the number of attendees for the physical venue provided that alternative means of attendance are provided to the other members and their proxies.

10. That **Article 45** of the Articles of Association of the Company be amended by substituting for the current Article 45 the following new Article 45:

Article 45: No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, members holding at least 45% of the issued shares of the Company being present in person or by proxy or via electronic means shall be a quorum.

11. That **Article 69** of the Articles of Association of the Company be amended by substituting for the current Article 69 the following new Article 69:

Article 69:

- (a) The number of directors shall not be less than (7) seven, or more than (10) ten.
- (b) The directors shall as much as possible be nominated and elected on the basis of shareholding strength.
- (c) In every year one third of the directors for the time being shall retire from office, except the managing director. Retiring directors shall be eligible for re-election.
- (d) The directors to retire in every year shall be determined by rotation rota.



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(e) A person shall not be qualified to be elected as a director unless that person has a minimum qualification of a Uganda Advanced Level Certificate.

12. That **Article 83** of the Articles of Association of the Company be amended by substituting for the current Article 83 the following new Article 83:

Article 83: The directors shall have power at any time, and from time to time, to appoint any person to be a director to fill a casual vacancy. A director so appointed shall hold office only until the next annual general meeting, and shall then be eligible for re-election but shall not be taken into account in determining the directors who are to retire by rotation at such meeting.