



NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Shareholders of Uganda Clays Ltd [the Company] in respect of the year ended 31 December 2025 will be convened and held by electronic means on **Friday 26 June 2026 at 2:30 pm** at the Mestil Hotel, Kyoga Hall.

## **AGENDA**

### **Ordinary Business**

1. To receive and confirm the minutes of the meeting held on 25 July 2025.
2. To receive, consider and approve the Directors' report and audited financial statements for the year ended 31 December 2025, together with the report of the auditors.
3. To note that the Directors do not recommend payment of a dividend for the year ended 31st December 2025.
4. To rotate and elect Directors in accordance with the Articles of Association of the Company and determine their remuneration.
  - Eng. Martin Kasekende retires by rotation and, being eligible for re-election, has expressed willingness to continue in office.
  - Mrs Marion Muyobo retires by rotation and, being eligible for re-election, has expressed willingness to continue in office.
  - Mr Henry Ngabirano retires by rotation and, being eligible for re-election, has expressed willingness to continue in office.
  - Mr Odongo Walter Ogwal retires by rotation and, being eligible for re-election, has expressed willingness to continue in office.
5. To consider, and if deemed fit, appoint Ernst & Young, Certified Public Accountants, as external auditors of the Company for the year ending 31 December 2026 and authorize the Directors to fix their remuneration.

## **Any other Business**

6. To consider any other business for which notice has been given to the Secretary at least 48 hours before the meeting.



**Lex Uganda Advocates & Solicitors**  
**COMPANY SECRETARY**

### **Notes:**

#### **(1) AGM Documents**

The following documents will be published and accessible on the Company's website [www.ugandaclays.co.ug](http://www.ugandaclays.co.ug) at least 14 days before the AGM:

- (i) Notice of the AGM
- (ii) Minutes of the AGM held on 25 July 2025
- (iii) Attendance List for the AGM held on 25 July 2025
- (iv) The Annual Report
- (v) Audited Financial Statements for the year ended 31st December 2025
- (vi) Proxy form

#### **(2) Hybrid AGM**

The AGM will be hybrid (both physical and virtual), as provided for in the Company's Articles of Association. The Company has put in place an execution plan for the hybrid Annual General Meeting. All shareholders will attend the AGM virtually.

#### **(3) Registration for the AGM**

In order to participate virtually in the Annual General Meeting, shareholders should register through the following options:

- (i) Dial the USSD code \*284\*700# from a mobile telephone on any Ugandan mobile network and follow the various prompts in the registration process.
- (ii) Shareholders who reside outside Uganda may send an email request to [ugandaclays@image.co.ke](mailto:ugandaclays@image.co.ke) and provide their name, ID/Passport number/ SCD number to be registered. Once registered they will receive a notification.
- (iii) Links to register via a web portal will also be sent to all shareholders with email addresses in the Register.

Once registered, a shareholder will receive a notification by SMS or email.

In order to facilitate shareholder verification, a shareholder will be required to submit a valid identification document such as a National Identity card or passport and/or their SCD account details. For assistance, shareholders should dial the following helpline number: +256 762 260 804 from 9:00 am to 4:00 pm from Monday to Friday or send an email to [ugandaclays@image.co.ke](mailto:ugandaclays@image.co.ke).

Registration commences 21 days to and closes 48 hours before the AGM. Shareholders will not be able to register after the deadline.

#### **(4) Attendance of and Participation in the AGM**

The AGM will be streamed live at the scheduled time and date to shareholders who will receive a link to the event upon successful registration. Voting shall be done electronically via USSD or through the web link shared upon successful registration.

Shareholders will be advised to submit questions in advance via SMS, web link or email. Responses to some of the questions received shall be provided at the meeting. A list of all questions received and the answers thereto will be published on the Company's website within 24 hours after conclusion of the AGM.

Resolutions passed during the meeting will be announced before close of the meeting and thereafter published in a newspaper of national circulation and the Company website within 24 hours after conclusion of the AGM. The resolutions will also be sent to shareholders who have provided their email addresses.

#### **(5) Proxies**

A shareholder who is unable to attend the AGM may appoint a proxy to attend the meeting on his or her behalf. Proxy forms are in the Annual Report to be sent out to the Members or may be downloaded from the Company's website at [www.ugandaclays.co.ug](http://www.ugandaclays.co.ug).

Duly completed proxy forms must be delivered to the Company's head office at Kajjansi or emailed in pdf to [secretary@ugandaclays.co.ug](mailto:secretary@ugandaclays.co.ug), to be received at least 48 hours before the meeting.

#### **(6) Updating of Shareholder details**

Shareholders are urged to contact the Share Registrar, to update their contact details for ease of communication and receipt of dividends. The contacts of the Share Registrar are: SCD Registrars, UAP Nakawa Business Park, Plot 3-5, New Port Bell Road, Block A, 4th Floor, P. O. Box 23552, Kampala. Tel: +256-312-370-815/7/8; email: [registry@use.or.ug](mailto:registry@use.or.ug).

#### **(7) Unclaimed Dividends**

Shareholders who have not received past dividends should send an email to [registry@use.or.ug](mailto:registry@use.or.ug) or call +256-312-370-815/7/8. Shareholders will be required to 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 immobilize 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 continue to trade in shares.