



UMEME
Powering Uganda

Proxy Form

A shareholder entitled to attend and vote at the AGM 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 member of Umeme Limited hereby appoint _____

of _____

or failing him/her _____

of _____

as my/our proxy, to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at Kampala Serena Hotel, International Conference Centre on the 24th May 2016, and at any adjournment thereof.

Signed this _____ day of _____ 2016

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 AGM 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 by not later than 17h00 20th May 2016 with either the share registrars or the registered office:

REGISTERED ADDRESS	COMPANY SECRETARY	SHARE REGISTRARS
Umeme Limited Rwenzori House, Plot 1 Lumumba Avenue P.O. Box 23841, Kampala, Uganda Tel: 0312360600 Email: Info@umeme.co.ug www.umeme.co.ug	Shonubi, Musoke & Co. Advocates SM Chambers Plot 14 Hannington Road P.O. Box 3213, Kampala, Uganda www.shonubimusoke.co.ug	Custody and Registrar Services Uganda Ltd. 12 th Floor DTB Centre Kampala Road Kampala, Uganda. www.crsLtd.co.ke

3. The completion and lodging of this form of proxy will not prevent the relevant shareholder from attending the AGM and speaking and voting in person at the AGM instead of the proxy.
4. The Chairman of the AGM may accept or reject any proxy form which is completed and/or received other than in compliance with these notes.
5. The signatories must initial any alteration to this proxy form, other than the deletion of alternatives.
6. Documentary evidence establishing the authority of a person signing the proxy form in a representative capacity must be attached to this proxy form unless previously recorded by the Company. In the case of a corporation, a resolution of the board or equivalent body shall be required.
7. Where there are joint holders of ordinary shares:
 - a. any one holder may sign the proxy form; and
 - b. the vote of the senior shareholder (for that purpose seniority will be determined by the order in which the names of the shareholders who tender a vote {whether in person or by proxy} appear in the Company's register) will be accepted as to the exclusion of the vote(s) of the other joint shareholders.