



## EXPLANATIONS TO RESOLUTIONS PROPOSED FOR THE ANNUAL GENERAL MEETING SCHEDULED FOR FRIDAY, 5 JULY 2024

### **RESOLUTION 1:**

To receive, consider and if deemed fit, pass an ordinary resolution to adopt the Company's Audited Financial Statements for the year ended 31 March 2024, including the reports of the Directors and External Auditor.

The Company's Audited Financial Statements are available on the website at [www.qcil.com](http://www.qcil.com) and were circulated to shareholders whose email addresses are on file with the Company. The Audited Financial Statements are also available on the USE website at [www.use.or.ug](http://www.use.or.ug).

### **RESOLUTION 2:**

To receive, consider and if deemed fit, pass an ordinary resolution to adopt the recommendation of the Directors on the declaration of a final dividend of UGX 5.7 per share, less withholding tax, for the year ended 31 March 2024.

If approved, the dividend shall be paid to registered shareholders as at close of business on 26 July 2024 and will be paid on or about 31 July 2024.

### **RESOLUTION 3:**

To consider and if deemed fit, pass an ordinary resolution to confirm the re-election of two Directors. In accordance with Article 115 of the Company's Articles of Association, one-third of the Board of Directors' (excluding Executive Directors) are to retire from the Board annually and are subject to rotation. The Board members to retire are those who have served the longest tenure in office and are eligible for re-election at the AGM.

#### **3a) Re-Election of Dr. Peter Mugenyi**

Dr. Mugenyi holds a Bachelor of Medicine and Surgery (MB ChB), Fellow of the Royal College of Physicians of Ireland (FRCPI), Fellow of the Royal College of Physicians (Edinburgh) (FRCP Edin), and a Doctor of Science (ScD(h)). He is a paediatrician,

researcher and specialist in HIV/AIDS and related conditions. Until his retirement, he served as an Executive Director of the Joint Clinical Research Centre.

Dr. Mugenyi was a pioneer in introducing the widespread use of affordable ARVs in Africa and developing an effective model for scaling up ARV access in resource-limited countries. He has been a principal investigator on numerous landmark research projects funded by the National Institutes of Health (NIH), the European Union, WHO, and the Medical Research Council (MRC). His research and publications cover a wide spectrum of HIV/AIDS-related diseases and other medical conditions. He has served as a board member for several institutions and organizations in Africa, the UK, India, and the USA. His research areas include paediatric and adult trials, HIV resistance, HIV prevention, immunological studies (including HIV vaccine trails), pharmacokinetic, molecular and epidemiological studies as well as the social and economic impact of HIV.

Dr. Mugenyi is the Chairperson of the Remuneration Committee (RC) and was a member of the Business Development Committee (BDC), which was dissolved in FY2023/24.

His attendance of meetings in the past financial year was as follows:

NRC	BDC	Board	NRC	BDC	Board	NRC	BDC	Board	NRC	BDC	Board
<b>FY2021/22</b>											
31 Aug	1 Sept	2 Sept	15 Nov	16 Nov	18 Nov	8 Feb	9 Feb	10 Feb	4 May	4 May	5 May
√	√	√	√	√	√	√	√	√	√	√	√
<b>FY2022/23</b>											
3 Aug	3 Aug	4 Aug	8 Nov	8 Nov	10 Nov	30 Jan	31 Jan	1 Feb	17 May	18 May	189 May
√	√	√	√	√	√	√	√	√	√	√	√
<b>FY2023/24</b>											
8 Aug	9 Aug	10 Aug	23 Nov		23 Nov	6 Feb		7 Feb	7 May		8 May
√	√	√	√		√	√		√	√		√

**Dr. Mugenyi retires by rotation in accordance with Article 115 of the Articles of Association and, being eligible, offers himself for re-election.**

### **3b) Re-Election of Stevens Mwanje**

Mr. Stevens Mwanje is the Chief Finance Officer of the National Social Security Fund (NSSF) and a Fellow of the Association of Chartered Certified Accountants (FCCA). He holds a Master's in Business Administration from Edinburg Business School - Herriot

Watt University, a Post Graduate Diploma from the University of Leicester, and a Post Graduate Diploma in Business Management from Uganda Management Institute. He also completed the Strathmore Business School Executive Program.

Mr. Mwanje has undertaken several courses on leadership, risk management, finance management, performance management and corporate governance. He previously served as the Head of Sales and Operations at NSSF, Head of Commercial Decisions at Bank of Africa, and as Chief Accountant and Head of Internal Controls at Allied Bank International, Uganda. He is a strategic leader responsible for providing direction and managing performance.

He is currently the Chairperson of the Audit Committee at Entrepreneurs Financial Centre (EFC) and serves on the Board of Kampala Club Limited. He is also a member of the Rotary Club – Kampala North.

Mr. Mwanje is a member of the Audit and Risk Committee (ARC) and was a member of the Finance Committee (FC), which was dissolved in FY2023/24.

His attendance of meetings in the past financial year was as follows:

ARC	FC	Board	ARC	FC	Board	ARC	FC	Board	ARC	FC	Board
<b>FY2021/22</b>											
31 Aug	1 Sept	2 Sept	16 Nov	17 Nov	18 Nov	8 Feb	9 Feb	10 Feb	3 May	5 May	5 May
√	√	√	√	√	√	√	√	√	x	x	x
<b>FY2022/23</b>											
2 Aug	3 Aug	4 Aug	7 Nov	9 Nov	10 Nov	30 Jan	31 Jan	1 Feb	17 May	18 May	19 May
√	√	√	x	x	x	x	√	√	√	√	√
<b>FY2023/24</b>											
8 Aug	7 Aug	10 Aug	22 Nov		23 Nov	6 Feb		7 Feb	7 May		8 May
√	√	√	√		x	√		√	√		√

**Mr. Stevens Mwanje retires by rotation in accordance with Article 115 of the Articles of Association and, being eligible, offers himself for re-election.**

**RESOLUTION 4:**

To consider and if deemed fit, pass an ordinary resolution to approve the re-appointment of Grant Thornton as External Auditor of the Company for the 2024/25 financial year and authorise the Board of Directors to set their remuneration.

The Audit and Risk Committee undertook a performance evaluation of the External Auditor and provided feedback. The Committee found the performance of Grant Thornton satisfactory and recommended to the Board the re-appointment of Grant Thornton, Certified Public Accountants Uganda, as External Auditors for the financial year ending 31 March 2025, in accordance with applicable legal requirements.

**RESOLUTION 5:**

To consider and if deemed fit, pass an ordinary resolution to receive and approve fees payable to Non-Executive Directors for the 2024/25 financial year.

The Board is not recommending any increment to the fees but seeks shareholders' approval to maintain the fees payable to its Non-Executive Directors for FY2024/25 as below:

Quarterly Fees: USD 3,000

Meetings Sitting Allowance: For Chairperson: USD 1,000

For Committee Member: USD 750

End.