

MINUTES OF THE 14th ANNUAL GENERAL MEETING OF THE ZIMELE UNIT TRUST HELD ELECTRONICALLY ON WEDNESDAY, 26th MAY 2021 AT 10.00 A.M.

PRESENT:

As per electronic recorded attendance list on annexure

IN ATTENDANCE:

1. James King'ara- King'ara & Associates- Trust Secretary
2. Dorcas Muli - Muli Daniel & Associates LLP- Trust Auditors
3. Daniel Dimba- Muli Daniel & Associates LLP –Trust Auditors
3. Timothy Ndemwa – K.C.B. Bank Kenya Limited (Corporate Trustees) - Trustees (in the Chair)
4. Geoffrey Njenga - Standard Chartered Securities Services- Trust Custodians
5. Isaac Njuguna- Fund Manager's Representative
- 8, Francis Sang – Fund Manager's Representative

ORDINARY BUSINESS:

Minute1/2021: NOTICE

The Chair called the meeting to order at 11.01 a.m. and the Secretary read the Notice convening the meeting. Both the Notice and the Agenda were taken as read.

Minute2/2021: QUORUM:

The Secretary confirmed the presence of a Quorum. Chair declared the meeting duly convened and constituted.

Minute3 /2021 INTRODUCTION OF SERVICE PROVIDERS

The Chair invited the Fund Manager's representative to welcome members and preside over the formal introduction of the Trust's Service Providers for the financial year under review, and which providers are as follows:

- (i) Trust Auditors- Dorcas Muli & Daniel Dimba – Muli Daniels & Associates LLP
- (ii) Trust Custodians- Geoffrey Njenga - Standard Chartered Securities Services.
- (iii) Trust Trustees- Timothy Ndemwa – K.C.B. Bank Kenya Limited (Corporate Trustees).
- (iv) Trust Secretary- James King'ara- King'ara & Associates

Minute 4 /2021: MINUTES OF THE LAST AGM:

The minutes of the previous meeting held on 10th September 2020 were confirmed as a correct record of the proceedings and upon proposal by Lilian Mwenda and secondment by Charles Masheti were duly adopted by members.

MATTERS ARISING:

There were no matters arising from the minutes of the previous meeting.

Minute 5/2021: ACCOUNTS AND AUDITORS' REPORTS:

The balance sheet, profit and loss accounts for the year ending 31st December 2020 for both the Balance Fund and the Money Market Fund, respectively, together with their respective Auditors' reports were tabled. The Auditors have presented an unqualified report with regard to the state of the said accounts.

Money Market Fund:

Key Audit matter: It was reported that the recovery of the sum equivalent to 75% of Kshs.25, 362,404.00 previously invested with Chase Bank Limited (in statutory management) had now been recovered and was in an interest earning account in favour of the Fund.

The outstanding balance equivalent to 25% of the said funds was now deemed unrecoverable in the short to medium term but subject however to the recovery efforts of the liquidators of Chase Bank Limited (now in liquidation). The placing of the said funds under the said category was in line with best financial reporting practice procedures under the IFRS.

Efforts by the Fund Manager to recover the said amounts are nevertheless ongoing notwithstanding the placing of the funds under the said provisions and members will in due course be duly updated on the progress.

Balanced Fund:

Key Audit matter: There was no key Audit matter reported in respect to the Balanced Fund.

Upon proposal by Mr. Stephen Sokoto and secondment by Bonnie Ochoda both the accounts and reports thereto on the Money Market Fund was unanimously adopted by the members.

Upon proposal by Ms. Stella Karanja and secondment by Kioko Ndolo the accounts and reports thereto on both the Balanced Fund was unanimously adopted by the members.

Minute 6/2021: FUND MANAGER'S REPORT:

The Fund Manager's reports; as already circulated to members, in respect to both the Money Market and Balanced Fund respectively were presented to members by way of an abridged Executive Summary by the Fund Manager's representative. Of particular note was the Fund Manager's explanation to members regarding the proposed inter fund transfer and as contained in the Agenda of the Notice of the Annual General Meeting.

Minute 7/2021: CUSTODIAN’S REPORT:

Mr. Geoffrey Njenga on behalf of the Custodian presented the Custodian’s unqualified report with regard to the Trust’s affairs for the year ending 31st December 2020. The Custodian’s representative additionally made a brief but comprehensive presentation to members with regard to the role of the Custodian in the Trust’s affairs.

Minute 8/2021: TRUSTEES REPORT:

The Chair on behalf of the Trustees presented the Trustees’ unqualified report with regard to the Trust’s affairs for the year ending 31st December 2020. The Trustee also gave a brief but comprehensive overview on the current status of the Trust with regard to Compliance and Regulatory matters and confirmed that the Trust has duly complied with the said issues.

Minute 9/2021: Q&A SESSION:

The Chair opened the floor to members for a Question and Answer session during which members posted their queries via the virtual platform on various issues arising from the presented reports, and to which the various Service Providers representatives supplied satisfactory answers thereto.

Minute 10/2021: SPECIAL BUSINESS:

(i) Agenda Items Number 7(a) and (c) respectively under Special Business were duly passed unanimously by members in their entirety and without amendments to the same.

(ii) Agenda Item Number 7(b):

In order to give Unit Trust Holders sufficient time to consider and if deemed fit to adopt or alternatively reject the proposal Item Number 7(b) under Special Business will be subject to an online platform poll by members to be conducted and concluded by the Fund Manager by close of business of Wednesday, 26th May 2021.

The outcome and resultant resolution respectively of the said poll will be communicated to members electronically by the Fund Manager by close of business of Wednesday 26th May 2021 and will be deemed as an adoption by Unit Trust Holders of the proposed resolution as set out in agenda Item Number 7(b) of the Agenda to the Notice to Unit Holders of the Annual General Meeting dated 30th April 2021.

Minute 11/2021: OTHER BUSINESS:

There being no other business the Chair declared the meeting formally closed at 1.05 p.m.

The date of the next meeting will be on notice to members.

CONFIRMED.

CHAIRMAN

DATE.....

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Minute Book