

**NCBA UNIT TRUST HOLDERS ANNUAL GENERAL MEETING**

**Notice is hereby given** that pursuant to Regulation 83 of the Capital Markets (Collective Investment Schemes) Regulations, the 14<sup>th</sup> Annual General Meeting of the NCBA Unit Trust Funds will be held via electronic means on Friday, 28<sup>th</sup> August 2020 from 10.00 am to conduct the following business:

**AGENDA**

1. To read the notice convening the Meeting and determine if there is quorum.
2. Welcome by the Sponsor/Chairman.
3. To confirm the minutes of the 13<sup>th</sup> Annual General Meeting held on 31<sup>st</sup> May, 2019.
4. To receive and consider the Fund Manager Report by NCBA Investment Bank Limited.
5. To receive and consider the Custodian Report by NCBA Bank Kenya PLC.
6. To receive and consider the Annual Financial Report, the reports of the Trustee and Auditor to the NCBA Unit Holders for the year ended 31<sup>st</sup> December, 2019.
7. To re-appoint PricewaterhouseCoopers as Auditors for Unit Trust Funds until the end of the next Annual General Meeting.

**As a Special Resolution**

8. To consider and if deem appropriate pass the below resolution to amend Part VII of the Trust deed by inserting the following words before article 50.

***"The general meeting shall be held at such time and place, and by such means, electronic or otherwise, virtual or physical as the trustees shall approve."***

9. Any other Business.

Dated at Nairobi on this day 5<sup>th</sup> August 2020.

**BY ORDER OF THE BOARD**



**Waweru Mathenge**

**Secretary**

**Notes:**

1. Due to ongoing restrictions on public gatherings as provided for under The Public Health (Covid-19 Restriction of Movement of Persons and Related Measures) Rules, 2020 as issued under Legal Notice No. 50 of the Public Health Act, the Unit Trust Holders will not be able to attend the AGM in person but will be able to register, access information pertaining to the proposed resolutions, and participate during the meeting (including raising questions and voting) via electronic communication in the manner detailed below.

2. In accordance with Regulation 88 of the Capital Markets (Collective Investment Schemes) Regulations, 2001, Unit Trust Holders entitled to attend and vote at the AGM are entitled to appoint a proxy to vote on their behalf. A proxy need not be a unit holder of the fund. A proxy form is attached to this Notice and is available on <https://investment-bank.ncbagroup.com/financials/>. To be valid, the proxy form must be duly completed by the Unit Holder or his attorney duly authorized in writing. If the Unit Holder is a body corporate, the instrument appointing the proxy shall be given under its common seal (if any) or under the hand of an officer or duly authorized attorney of such body corporate.
3. A completed form of proxy should be emailed to [unit.trusts@ncbagroup.com](mailto:unit.trusts@ncbagroup.com) in PDF format or delivered to any NCBA Bank Kenya PLC Branch so as to reach the Registrar not later than 12.00 noon on 26th August, 2020. Duly completed form must be accompanied by a copy of ID/ valid Passport of the unit holder and include the ID/Passport, email or telephone number of the proxy to facilitate registration. Any proxy registration that is rejected will be communicated to the shareholder concerned no later than 27th August 2020 at 10.00 am to allow time to address any issues.
4. Unit Trust Holders and registered proxies wishing to participate in the meeting should register for the AGM online at <https://digital.candrgroup.co.ke> or via USSD using short code number \*384\*047# and follow the various prompts regarding the registration process. In order to complete the registration process, Unit Trust Holders will need to have their Portfolio Number or the ID/Passport Number which were used to purchase their units.
5. Registration for the AGM opens on 18<sup>th</sup> August 2020 at 08:00am and will close on 27<sup>th</sup> August, 2020 at 3:00pm.
6. For assistance, Unit Trust Holders should dial the following helpline numbers: +254 20 7608216 from 8:00am to 4:00pm during the registration open period. Any Unitholder outside Kenya should dial the helpline number to be assisted to register or send an email to [digital@candrgroup.co.ke](mailto:digital@candrgroup.co.ke).
7. Unit Trust Holders and proxies will access the Virtual AGM using their log in credentials via <https://digital.candrgroup.co.ke> or via USSD \*384\*047# to participate in the livestream, vote and submit questions.
8. Unit Trust Holders wishing to raise any questions for the AGM may do so by:
  - (i) Accessing Virtual AGM via <https://digital.candrgroup.co.ke> platform; Select Attend Event; Select "NCBA Unit Trust Funds AGM"; Select "Q&A" option tab and submit questions in text box provided; or
  - (ii) Accessing Virtual AGM via USSD platform \*384\*047#; Use the menu prompts to Select "Q&A" and submit their questions (within 160-character limit for SMS text); or
  - (iii) Sending their written questions by email to [unit.trusts@ncbagroup.com](mailto:unit.trusts@ncbagroup.com)

(iv) To the extent possible, physically delivering their written questions with a return physical address or email address to any NCBA Bank Kenya PLC branch.

- *Unit Trust Holders sending questions by email or delivering questions at the branches must provide their full details (full names, Portfolio Number) when submitting their questions and clarifications. Also attach a copy of your ID/Passport.*
- *All questions and clarifications must reach the C&R Group on or before 27<sup>th</sup> August, 2020 3:00PM.*

9. Unit Trust Holders and registered proxies wishing to vote may do so by:

- (i) Accessing the Virtual AGM via <https://digital.candrgroup.co.ke> platform; Select Attend Event; Select "NCBA Unit Trust Funds AGM"; Select "Voting" option tab and vote; or
- (ii) Accessing the Virtual AGM via USSD platform **\*384\*047#**; Use the menu prompts to follow the various prompts regarding the voting process.

10. The AGM will be streamed live to all Unit Trust Holders and proxies who will have registered to participate in the general meeting. Duly registered Unit Trust Holders and proxies will receive a short message service (SMS/USSD) prompt on their registered mobile numbers or email, 24 hours prior to the AGM as a reminder of the AGM. A second SMS/USSD prompt shall be sent two hours ahead of the AGM, reminding duly registered Unit Trust Holders and proxies that the AGM will begin in two hours' time.

11. The 14<sup>th</sup> NCBA Unit Trust 2020 AGM Notice, 13<sup>th</sup> NCBA Unit Trust AGM Minutes, Proxy Form and Annual report and financial statements of the fund for the year ended 31<sup>st</sup> December 2019 are available on <https://investment-bank.ncbagroup.com/financials/>